



Please scan this QR code to view the Draft Red Herring Prospectus

DRAFT RED HERRING PROSPECTUS
Dated: October 30, 2024
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer



HDB FINANCIAL SERVICES LIMITED
Corporate Identity Number: U65993GJ2007PLC051028

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON | E-MAIL AND TELEPHONE | WEBSITE |
|---|---|--|---|---------------|
| Radhika, 2 nd Floor, Law Garden Road, Navrangpura, Ahmedabad – 380 009, Gujarat, India | HDB House, Tukaram Sandam Marg, A-Subhash Road, Vile Parle (East), Mumbai – 400 057, Maharashtra, India | Dipti Jayesh Khandelwal <i>(Company Secretary and Compliance Officer)</i> | E-mail: investorcommunications@hdbfs.com Telephone: +91 22 4911 6350 | www.hdbfs.com |

OUR PROMOTER: HDFC BANK LIMITED

DETAILS OF THE OFFER TO THE PUBLIC

| Type | Fresh Issue Size | Size of the Offer for Sale | Total Offer Size | Eligibility and Reservation |
|--------------------------------|---|--|--|--|
| Fresh Issue and Offer for Sale | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹25,000.0 million**** | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹100,000.0 million | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹125,000.0 million | This Offer is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 474. For details of share reservation among Eligible Employees, Eligible HDFC Bank Shareholders, Qualified Institutional Buyers, Non-Institutional Bidders and Retail Individual Bidders see “Offer Structure” beginning on page 505. |

DETAILS OF THE PROMOTER SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

| NAME OF THE PROMOTER SELLING SHAREHOLDER | TYPE | NUMBER OF EQUITY SHARES OFFERED / AMOUNT | WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE) ^{^#} |
|--|------------------------------|--|--|
| HDFC Bank Limited | Promoter Selling Shareholder | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹100,000.0 million | 46.4 |

[^]As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated October 30, 2024.

[#] For further details, see “The Offer” beginning on page 63.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the Book Running Lead Managers on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in “Basis for Offer Price” beginning on page 140, in accordance with the SEBI ICDR Regulations should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” beginning on page 28.

COMPANY’S AND PROMOTER SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms only such statements made by them in this Draft Red Herring Prospectus to the extent such information specifically pertains to the Promoter Selling Shareholder and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. Further, the

Promoter Selling Shareholder confirms that it does not assume any responsibility for any other statements, disclosures, and undertakings including without limitation, and all of the statements and undertakings made by or relating to our Company or Company's business or any other person(s), in this Draft Red Herring Prospectus.

LISTING

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

BOOK RUNNING LEAD MANAGERS

| NAME AND LOGO OF THE BRLM | CONTACT PERSON | E-MAIL AND TELEPHONE |
|---|----------------------------------|--|
|  JM Financial Limited | Prachee Dhuri | E-mail: hdbfs.ipo@jmfl.com Tel: +91 22 6630 3030 / 3262 |
|  BNP Paribas | Abhirav Patodia | E-mail: DL.HDBFS.IPO@bnpparibas.com Tel: +91 22 3370 4000 |
|  BofA Securities India Limited | Kusum Bhathar | E-mail: dg.hdb_financial_services_ipo@bofa.com Tel: + 91 22 6632 8000 |
|  Goldman Sachs (India) Securities Private Limited | S Saurav | E-mail: hdbipo@gs.com Tel: +91 22 6616 9000 |
|  HSBC Securities and Capital Markets (India) Private Limited | Rishi Tiwari / Harshit Tayal | E-mail: hdbfsipo@hsbc.co.in Tel: +91 22 6864 1289 |
|  IIFL Securities Limited | Dhruv Bhavsar / Pawan Kumar Jain | E-mail: hdbfs.ipo@iiflcap.com Tel: +91 22 4646 4728 |
|  Jefferies India Private Limited | Suhani Bhareja | E-mail: HDB.FinancialServices.IPO@jefferies.com Tel: +91 22 4356 6000 |
|  Morgan Stanley India Company Private Limited | Rahil Shah | E-mail: hdb_ipo@morganstanley.com Tel: +91 22 6118 1000 |
|  Motilal Oswal Investment Advisors Limited | Ronak Shah | E-mail: hdb.ipo@motilaloswal.com Tel: +91 22 7193 4380 |
|  Nomura Financial Advisory and Securities (India) Private Limited | Vishal Kanjani/Arun Narayana | E-mail: hdbfsipo@nomura.com Tel: +91 22 4037 4037 |
|  Nuvama Wealth Management Limited | Pari Vaya | E-mail: hdbfs.ipo@nuvama.com Tel: +91 22 4009 4400 |
|  UBS Securities India Private Limited | Abhishek Joshi | E-mail: ol-hdbfsipo@ubs.com Tel: +91 22 6155 6000 |

REGISTRAR TO THE OFFER

| Name of the Registrar | Contact person | Email and Telephone |
|-----------------------------------|----------------------|--|
| Link Intime India Private Limited | Shanti Gopalkrishnan | E-mail: hdbfinancial.ipo@linkintime.co.in Tel: +91 810 811 4949 |

BID/OFFER PROGRAMME

| | | | | | |
|---------------------------|-----|------------------|-----|--------------------|--------|
| ANCHOR INVESTOR | [●] | BID/OFFER | [●] | BID/OFFER | [●]*** |
| BID/ OFFER PERIOD* | | OPENS ON* | | CLOSES ON** | |

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

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

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

****Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus ("Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.



HDB FINANCIAL SERVICES LIMITED

Our Company was incorporated as 'HDB Financial Services Limited' under the Companies Act, 1956 pursuant to a certificate of incorporation dated June 4, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad ("RoC") and commenced operations pursuant to a certificate for commencement of business dated July 31, 2007 issued by the RoC. The RBI granted a certificate of registration dated December 31, 2007 to our Company to carry on the business of a non-banking financial institution without accepting public deposits. For further details in relation to the changes in the registered office of our Company, see "History and Certain Corporate Matters" on page 282.

Registered Office: Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad – 380 009, Gujarat, India

Corporate Office: HDB House, Tukaram Sandam Marg, A-Subhash Road, Vile Parle (East), Mumbai – 400 057, Maharashtra, India

Tel: +91 22 4911 6350; **Website:** www.hdbfs.com; **Contact Person:** Dipti Jayesh Khandelwal, Company Secretary and Compliance Officer

E-mail: investorcommunications@hdbfs.com; **Corporate Identity Number:** U65993GJ2007PLC051028

OUR PROMOTER: HDFC BANK LIMITED

INITIAL PUBLIC OFFER OF UP TO 10% EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF HDB FINANCIAL SERVICES LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹10 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH (INCLUDING A SHARE PREMIUM OF ₹1 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹125,000.0 MILLION ("THE OFFER") COMPRISING A FRESH ISSUE OF UP TO 10% EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹25,000.0 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 10% EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹100,000.0 MILLION BY HDFC BANK LIMITED ("PROMOTER SELLING SHAREHOLDER", AND SUCH EQUITY SHARES, THE "OFFERED SHARES") ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 10% EQUITY SHARES OF FACE VALUE OF ₹10 EACH (CONSTITUTING UP TO 10% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) AGGREGATING UP TO ₹10 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION") AND A RESERVATION OF UP TO 10% EQUITY SHARES OF FACE VALUE OF ₹10 EACH (CONSTITUTING UP TO 10% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) AGGREGATING UP TO ₹10 MILLION FOR SUBSCRIPTION BY ELIGIBLE HDFC BANK SHAREHOLDERS ("HDFC BANK SHAREHOLDER RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION AND HDFC BANK SHAREHOLDER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 10% AND 10% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT, PRIOR TO FILING OF THE RED HERRING PROSPECTUS ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND (INCLUDING DISCOUNT, IF ANY) AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES" FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following 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 unforeseen circumstances, our Company may, in consultation with the Book Running Lead Managers, 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 Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") and such portion, (the "QIB Portion"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares allocated on a proportionate basis to Eligible Employees, Bidding in the Employee Reservation Portion and Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders ("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 the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("Retail Category"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" beginning on page 510.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price, determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Offer Price" on page 140 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" beginning on page 28.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 576.

BOOK RUNNING LEAD MANAGERS

| | | | | |
|---|---|--|--|--|
| <p>JM Financial Limited 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6630 3030/ 3262 E-mail: hdbfs ipo@jmf.com Website: www.jmf.com Investor Grievance ID: grievance.id@jmf.com Contact Person: Prachee Dhuri SEBI Registration No.: INM000010361</p> | <p>BNP Paribas 1 North Avenue, Maker Maxity Bandra-Kurla Complex Bandra (E), Mumbai 400 051 Maharashtra, India Tel: +91 22 3370 4000 E-mail: DL.HDBFS.IPO@bnpparibas.com Website: www.bnpparibas.co.in Investor Grievance ID: investorinvestors.care@asia.bnpparibas.com Contact Person: Abhirav Patodia SEBI Registration No.: INM000011534</p> | <p>Bofa Securities India Limited Ground Floor, "A" Wing, One BKC, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 6632 8000 E-mail: financial_services_ipo@bofa.com Website: http://www.ml-india.com Investor Grievance ID: dg.india_merchantbanking@bofa.com Contact Person: Kusum Bhatnar SEBI Registration No.: INM000011625</p> | <p>Goldman Sachs (India) Securities Private Limited 951-A, Rational House Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6616 9000 E-mail: hdbipo@gs.com Website: http://www.goldmansachs.com/ Investor Grievance ID: india-client-support@gs.com Contact Person: S Saurov SEBI Registration No.: INM000011054</p> | <p>HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road, Fort Mumbai 400 001 Maharashtra, India Tel: +91 22 6864 1289 E-mail: hdbfsipo@hsbc.co.in Website: https://www.business.hsbc.co.in/en/regulations/hsbc-securities-and-capital-market Investor Grievance ID: investorgrievance@hsbc.co.in Contact Person: Rishi Tiwari / Harshita Tayal SEBI Registration No.: INM000010355</p> |
| <p>IIFL Securities Limited 24th Floor, One Lodha Place Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Maharashtra, India Tel: +91 22 4646 4728 E-mail: hdbfs.ip@iiflcap.com Website: http://www.iiflcap.com Investor Grievance ID: ig.ib@iiflcap.com Contact Person: Dhruv Bhavsar / Pawan Kumar Jain SEBI Registration No.: INM000010940</p> | <p>Jefferies India Private Limited Level 16, Express Towers Nariman Point, Mumbai 400 021 Maharashtra, India Tel: +91 22 4356 6000 E-mail: HDB.FinancialServices.IPO@jefferies.com Website: www.jeffries.com Investor Grievance ID: jipl.grievance@jefferies.com Contact person: Suhani Bhareja SEBI Registration No.: INM000011443</p> | <p>Morgan Stanley India Company Private Limited 18F, Tower 2 One World Centre Plot 841, Jupiter Textile Mill Compound Senapati Bapat Marg Lower Parel, Mumbai 400 013 Maharashtra, India Tel: +91 22 6118 1000 E-mail: hdb_ipo@morganstanley.com Website: www.morganstanley.com/india Investor Grievance ID: investors_india@morganstanley.com Contact Person: Rahil Shah SEBI Registration No.: INM000011203</p> | <p>Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimullah, Sayani Road, Opposite Parel ST Depot, Prabhadevi Mumbai – 400 025, Maharashtra, India Tel: +91 22 7193 4380 E-mail: hdb.ip@motilalosalw.com Website: http://www.motilalosalwgroup.com Investor Grievance ID: moiapredressal@motilalosalw.com Contact Person: Ronak Shah SEBI Registration No.: INM000011005</p> | <p>Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11 Plot F, Shivsagar Estate Dr. Annie Besant Road, Worli Mumbai 400 018 Maharashtra, India Tel: +91 22 4037 4037 E-mail: hdbfsipo@nomura.com Investor Grievance ID: investorgrievances-in@nomura.com Website: www.nomuraholdings.com/company/group/asia/india/index.html Contact Person: Vishal Kanjani / Arun Narayana SEBI Registration No.: INM000011419</p> |
| <p>Nuvama Wealth Management Limited 801-804, Wing A, Building No 3Inspire BKC, G Block Bandra Kurla Complex, Bandra East Mumbai 400 051, Maharashtra, India Tel: +91 22 4009 4400 E-mail: hdbfs.ip@nuvama.com Website: www.nuvama.com Investor Grievance ID: customerservice.mh@nuvama.com Contact Person: Parj Vaya SEBI Registration No.: INM000013004</p> | <p>UBS Securities India Private Limited Level 2, 3, North Avenue, Maker Maxity, Bandra Kurla Complex Bandra East, Mumbai 400 051, Maharashtra, India Tel: +91 22 6155 6000 E-mail: ol-hdbfsip@ubs.com Website: http://www.ubs.com/indiaoffers Investor Grievance ID: ig.india@ubs.com Contact Person: Abhishek Joshi SEBI Registration No.: INM000013101</p> | <p>REGISTRAR TO THE OFFER</p> | | <p>Link Intime India Private Limited C-101, 247 Park, L.B.S Marg Vikhroli West, Mumbai 400 083 Maharashtra, India Tel: +91 810 811 4949 E-mail: hdbfinancial ipo@linkintime.co.in Website: www.linkintime.co.in Investor Grievance ID: hdbfinancial.ip@linkintime.co.in Contact person: Shanti Gopalkrishnan SEBI registration number: INR000004058</p> |

BID/OFFER PERIOD

| | |
|------------------------------|--------|
| BID/OFFER OPENS ON* | [●] |
| BID/OFFER CLOSES ON** | [●]*** |

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

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

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

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

The terms not defined herein but used in “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “History and Certain Corporate Matters”, “Restated Consolidated Financial Information”, “Group Companies”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” beginning on pages 140, 157, 163, 264, 282, 325, 471, 421, 510 and 533, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

| Term | Description |
|---|---|
| “our Company” or “the Issuer” or “the Company” or “we” or “us” or “our” | HDB Financial Services Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad – 380 009, Gujarat, India |

Company Related Terms

| Term | Description |
|--|--|
| “Articles of Association” or “AoA” or “Articles” | Articles of association of our Company, as amended |
| “Audit Committee” | Audit committee of our Board, as described in “Our Management – Committees of the Board – Audit Committee” on page 295 |
| “Board” or “Board of Directors” | Board of Directors of our Company, as described in “Our Management – Our Board” on page 287 |
| “Chief Financial Officer” or “CFO” | Chief financial officer of our Company, namely, Jaykumar Pravinchandra Shah |
| “Committee(s)” | Duly constituted committee(s) of our Board of Directors, as described in “Our Management – Committees of the Board” on page 295 |
| “Company Secretary and Compliance Officer” | Company secretary and compliance officer of our Company, namely, Dipti Jayesh Khandelwal |
| “Corporate Office” | HDB House, Tukaram Sandam Marg, A-Subhash Road, Vile Parle (East), Mumbai – 400 057, Maharashtra, India |
| “Corporate Promoter” or “Promoter” or “HDFC Bank” | Our corporate promoter, namely, HDFC Bank Limited |
| “Corporate Social Responsibility and ESG Committee” or “CSR and ESG Committee” | Corporate social responsibility and ESG committee of our Board, as described in “Our Management – Committees of the Board – Corporate Social Responsibility and ESG Committee” on page 300 |
| “Director(s)” | Director(s) on the Board of our Company |
| “Equity Shares” | Equity shares of our Company bearing face value of ₹10 each |
| “ESOS 2014” | Employee Stock Option Scheme 2014 together with the plans thereunder, as amended from time to time |
| “ESOS 2017” | Employee Stock Option Scheme 2017 together with the plans thereunder, as amended from time to time |
| “ESOS 2022” | Employee Stock Option Scheme 2022 together with the plans thereunder, as amended from time to time |
| “Executive Director” | Managing Director and Chief Executive Officer of our Company, Ramesh Ganesan, as described in “Our Management” beginning on page 287 |

| Term | Description |
|---|--|
| “Group Companies” | Group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “ <i>Group Companies</i> ” beginning on page 471 |
| “HDB Group” | Our Company together with its controlled structured entities |
| “Independent Director(s)” | Independent director(s) of our Board, as described in “ <i>Our Management</i> ” beginning on page 287 |
| “Joint Statutory Auditors” or “Statutory Auditors” | The joint statutory auditors of our Company, being M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and M/s. G D Apte & Co., Chartered Accountants |
| “Key Managerial Personnel” | Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in “ <i>Our Management – Key Managerial Personnel of our Company</i> ” on page 302 |
| “Managing Director and Chief Executive Officer” | Managing director and chief executive officer of our Company, namely, Ramesh Ganesan |
| “Memorandum of Association” or “MoA” | Memorandum of association of our Company, as amended |
| “Nomination and Remuneration Committee” | Nomination and remuneration committee of our Board, as described in “ <i>Our Management – Committees of the Board – Nomination and Remuneration Committee</i> ” on page 297 |
| “Non-Executive Director” | Non-executive directors of our Company, as described in “ <i>Our Management</i> ” beginning on page 287 |
| “Non-Executive Director (Non-Independent)” | Non-executive and non-independent director of our Company, being Jimmy Minocher Tata |
| “Promoter Group” | Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <i>Our Promoter and Promoter Group – Promoter Group</i> ” on page 310 |
| “Registered Office” | Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad – 380 009, Gujarat, India |
| “Registrar of Companies” or “RoC” | Registrar of Companies, Gujarat at Ahmedabad |
| “Restated Consolidated Financial Information” | Restated consolidated financial information of the HDB Group comprising of the restated consolidated statement of assets and liabilities as at September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and, the restated consolidated statement of cash flows for the six months period ended September 30, 2024 and September 30, 2023 and for and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the six months period ended September 30, 2024, and notes to the restated consolidated financial information, prepared in accordance with the requirements of Section 26 of the Companies Act 2013; Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time |
| “Risk Management Committee” | Risk management committee of our Board, as described in “ <i>Our Management – Committees of the Board – Risk Management Committee</i> ” on page 299 |
| “Selling Shareholder” or “Promoter Selling Shareholder” | HDFC Bank Limited |
| “Shareholder(s)” | Equity shareholder(s) of our Company from time to time |
| “Stakeholders Relationship Committee” | Stakeholders relationship committee of our Board, as described in “ <i>Our Management – Committees of the Board – Stakeholders Relationship Committee</i> ” on page 298 |
| “Strategic Transaction Committee” | Strategic transaction committee of our Board |
| “Senior Management Personnel” or “Senior Management” | Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in “ <i>Our Management – Senior Management Personnel of our Company</i> ” on page 298 |

Offer Related Terms

| Term | Description |
|--------------------------------------|---|
| “Acknowledgement Slip” | The slip or document to be issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form |
| “Allot” or “Allotment” or “Allotted” | Unless the context otherwise requires, allotment (in case of the Fresh Issue) or transfer (in case of the Offer for Sale) of the Equity Shares by the Company and the Promoter Selling Shareholder, respectively pursuant to the Offer in each case to successful Bidders |
| “Allotment Advice” | A note or advice or intimation of Allotment sent to each of the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange |

| Term | Description |
|--|--|
| “Allottee” | A successful Bidder to whom the Equity Shares are Allotted |
| “Anchor Investor(s)” | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million |
| “Anchor Investor Allocation Price” | The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid Period in terms of the Red Herring Prospectus and the Prospectus, which will be determined by our Company, in consultation with the Book Running Lead Managers |
| “Anchor Investor Application Form” | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and the Prospectus |
| “Anchor Investor Bidding Date” or “Anchor Investor Bid/Offer Period” | The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed |
| “Anchor Investor Offer Price” | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers |
| “Anchor Investor Pay-in Date” | With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date |
| “Anchor Investor Portion” | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis by our Company, in consultation with the Book Running Lead Managers in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations |
| “Application Supported by Blocked Amount” or “ASBA” | An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism |
| “ASBA Account” | A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidders linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidders Bidding through the UPI Mechanism |
| “ASBA Bid” | A Bid made by an ASBA Bidder |
| “ASBA Bidders” | All Bidders except Anchor Investors |
| “ASBA Form” | An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus |
| “Banker(s) to the Offer” | Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank(s) |
| “Basis of Allotment” | The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see “Offer Procedure” beginning on page 510 |
| “Bid Amount” | The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. |

| Term | Description |
|---|--|
| | The maximum bid amount under HDFC Bank Shareholders Reservation Portion by an Eligible HDFC Bank Shareholder shall not exceed ₹200,000. Eligible HDFC Bank Shareholders applying in the HDFC Bank Shareholders Reservation Portion can apply at the cut-off price and the bid amount shall be cap price multiplied by the number of Equity Share bid for by such Eligible HDFC Bank Shareholders and mentioned in the Bid-cum Application Form |
| “Bid cum Application Form” | Anchor Investor Application Form or the ASBA Form, as the context requires |
| “Bid Lot” | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |
| “Bid(s)” | An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly |
| “Bid/Offer Closing Date” | <p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in all editions [●], an English national daily newspaper, all editions [●], a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.</p> <p>In case of any revisions, the revised Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s)</p> <p>Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations</p> |
| “Bid/Offer Opening Date” | <p>Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be notified in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.</p> <p>In case of any revision, the revised Bid/ Offer Opening Date will also be widely disseminated by notification the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s)</p> |
| “Bid/Offer Period” | <p>Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days</p> <p>Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations</p> |
| “Bidder” or “Applicant” | Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor |
| “Bidding Centres” | The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs |
| “Book Building Process” | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made |
| “Book Running Lead Managers” or “BRLMs” | The book running lead managers to the Offer namely, JM Financial Limited, BNP Paribas, BofA Securities India Limited, Goldman Sachs (India) Securities Private Limited, HSBC Securities and Capital Markets (India) Private Limited, IIFL Securities Limited, Jefferies India Private Limited, Morgan Stanley India Company Private Limited, Motilal Oswal Investment Advisors Limited, Nomura Financial Advisory and Securities (India) Private Limited, Nuvama Wealth Management Limited and UBS Securities India Private Limited |
| “Broker Centres” | <p>Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker.</p> <p>The details of such broker centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)</p> |

| Term | Description |
|--|--|
| “Cap Price” | The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price |
| “Cash Escrow and Sponsor Bank Agreement” | The cash escrow and sponsor bank agreement to be entered into between our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, the Registrar to the Offer, the Banker(s) to the Offer and the Syndicate Members for, <i>inter alia</i> , collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars |
| “Client ID” | The client identification number maintained with one of the Depositories in relation to demat account |
| “Collecting Depository Participant” or “CDP” | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of the Stock Exchanges, as updated from time to time |
| “Confirmation of Allocation Note” or “CAN” | A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period |
| “CRISIL” | CRISIL Limited |
| “CRISIL MI&A” | CRISIL Market Intelligence & Analytics, (MI&A), a division of CRISIL Limited |
| “CRISIL Report” | Industry report titled “ <i>Report on Loans and Financial Services Industry in India</i> ” dated October 2024 prepared by CRISIL MI&A, appointed by our Company pursuant to the technical proposal dated September 6, 2024, exclusively commissioned, and paid for in connection with the Offer |
| “Cut-off Price” | The Offer Price finalised by our Company, in consultation with the Book Running Lead Managers which shall be any price within the Price Band Only Retail Individual Bidders Bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion and Eligible HDFC Bank Shareholders Bidding in the Shareholders Reservation are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price |
| “Demographic Details” | The demographic details of the Bidders including the Bidders’ address, name of the Bidders’ father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable |
| “Designated Branches” | Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , or at such other website as may be prescribed by SEBI from time to time |
| “Designated CDP Locations” | Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) |
| “Designated Date” | The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer |
| “Designated Intermediary(ies)” | Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs |
| “Designated RTA Locations” | Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs. |

| Term | Description |
|--|--|
| | The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) |
| “Designated Stock Exchange” | [●] |
| “Draft Red Herring Prospectus” or “DRHP” | This draft red herring prospectus dated October 30, 2024, filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto |
| “Eligible Employee” | All or any of the following: (a) a permanent employee of our Company or our Corporate Promoter working in India or outside India, (excluding such employees who are not eligible to invest in the Offer under applicable laws), as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company or our Corporate Promoter, until the submission of the Bid cum Application Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including (i) Promoter (ii) persons belonging to the Promoter Group; and (ii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 |
| “Eligible FPI(s)” | FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares |
| “Eligible HDFC Bank Shareholders” | Individuals and HUFs who are the public equity shareholders of our Corporate Promoter (excluding such persons who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as on the date of the filing of the Red Herring Prospectus with the RoC The maximum Bid Amount under the Shareholder Reservation Portion by an Eligible HDFC Bank Shareholder shall not exceed the ₹200,000 |
| “Eligible NRI(s)” | NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares |
| “Employee Reservation Portion” | The Portion of the Offer being up to [●] Equity Shares, aggregating up to ₹[●] available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of the Company |
| “Escrow Account(s)” | The ‘no-lien’ and ‘non-interest bearing’ account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid |
| “Escrow Collection Bank(s)” | Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●] |
| “First Bidder” or “Sole Bidder” | The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names |
| “Floor Price” | The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted |
| “Fraudulent Borrower” | Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations |
| “Fresh Issue” | Fresh issue of up to [●] Equity Shares aggregating up to ₹25,000.0* million by our Company <i>*Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that</i> |

| Term | Description |
|---|--|
| | <i>our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus</i> |
| “Fugitive Economic Offender” | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| “General Information Document” or “GID” | The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers |
| “Gross Proceeds” | The gross proceeds of the Fresh Issue which will be available to our Company |
| “Monitoring Agency” | [●], being a credit rating agency registered with SEBI |
| “Monitoring Agency Agreement” | The agreement to be entered into between our Company and the Monitoring Agency |
| “Materiality Policy” | The policy adopted by our Board on October 28, 2024, for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations |
| “Mutual Fund Portion” | 5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price |
| “Net Offer” | The Offer less than Employee Reservation Portion and the HDFC Bank Shareholders Reservation Portion |
| “Net Proceeds” | Proceeds from the Fresh Issue less our Company’s share of the Offer expenses. For further details, see “ <i>Objects of the Offer</i> ” beginning on page 134 |
| “Mutual Funds” | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| “Net QIB Portion” | The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors |
| “Non-Institutional Bidders” or “NIBs” | All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs) |
| “Non-Institutional Portion” | The portion of the Offer being not less than 15% of the Net Offer comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The allocation to the NIBs shall be as follows: a) One-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000; and b) Two-thirds of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹1,000,000. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders |
| “Non-Resident” | A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs |
| “Non-Resident Indians” or “NRI(s)” | A non-resident Indian as defined under the FEMA Rules |
| “Offer” | The initial public offer of up to Equity Shares of face value of ₹10 each for cash at a price of ₹[●] each (including a share premium of ₹[●] per Equity Share), aggregating up to ₹125,000.0 million, comprising of the Fresh Issue, Offer for Sale, the Employee Reservation Portion and the HDFC Bank Shareholders Reservation Portion |
| “Offer for Sale” | Offer for Sale of up to [●] Equity Shares aggregating up to ₹100,000.0 million by the Promoter Selling Shareholder |
| “Offer Agreement” | The offer agreement dated October 30, 2024 entered into between our Company, the Promoter Selling Shareholder, and the Book Running Lead Managers, pursuant to which certain arrangements are agreed upon in relation to the Offer |
| “Offer Price” | The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price and discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus |
| “Offer Proceeds” | The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder in proportion to |

| Term | Description |
|---|--|
| | the Offered Shares. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” beginning on page 134 |
| “Offered Shares” | Up to [●] Equity Shares aggregating up to ₹100,000.0 million offered by the Promoter Selling Shareholder in the Offer for Sale |
| “Pre-IPO Placement” | Our Company, in consultation with the BRLMs, may consider an issue of specified securities, as may be permitted under the applicable law to any person(s), prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus |
| “Price Band” | The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation at least two Working Days prior to the Bid/Offer Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites |
| “Pricing Date” | The date on which our Company, in consultation with the Book Running Lead Managers, will finalise the Offer Price |
| “Prospectus” | The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto |
| “Public Offer Account(s)” | The ‘no-lien’ and ‘non-interest bearing’ bank account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Offer Account Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date |
| “Public Offer Account Bank(s)” | Bank(s) which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●] |
| “QIBs” or “QIB Bidders” or “Qualified Institutional Buyers” | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations |
| “QIB Portion” | The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising not more than [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price |
| “Red Herring Prospectus” or “RHP” | The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date |
| “Refund Account(s)” | The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made |
| “Refund Bank(s)” | The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●] |
| “Registered Brokers” | The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI |
| “Registrar Agreement “ | Registrar agreement dated October 30, 2024 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer |
| “Registrar to the Offer” or “Registrar” | Link Intime India Private Limited |

| Term | Description |
|--|---|
| “Retail Individual Bidder(s)” or “Retail Individual Investor(s)” or “RII(s)” or “RIB(s)” | Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs |
| “Resident Indian” | A person resident in India, as defined under FEMA |
| “Retail Portion” | The portion of the Offer being not less than 35% of the Net Offer comprising of [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price |
| “Revision Form” | The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders, Eligible Employees Bidding in the Employee Reservation Portion and Eligible HDFC Bank Shareholders Bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date |
| “RTAs” or “Registrar and Share Transfer Agents” | The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com |
| “SCORES” | SEBI Complaints Redress System |
| “Self Certified Syndicate Bank(s)” or “SCSB(s)” | The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time |
| “Share Escrow Agent” | The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, [●] |
| “Share Escrow Agreement” | Share escrow agreement to be entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment |
| “Shareholder Reservation Portion” or “HDFC Bank Shareholder Reservation Portion” | The portion of the Offer being up to [●] Equity Shares, aggregating up to ₹[●] million available for allocation to Eligible HDFC Bank Shareholders, on a proportionate basis. Such portion shall not exceed 10 % of the Offer size |
| “Specified Locations” | The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time |
| “Sponsor Banks” | Bankers to the Offer registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism, and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●] |
| “Stock Exchanges” | Together, BSE and NSE |
| “Sub-Syndicate Members” | The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms |
| “Syndicate Agreement” | Syndicate agreement to be entered into between our Company, the Promoter Selling Shareholder and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate |
| “Syndicate Member(s)” | Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to carry out activities as an underwriter, namely [●] |
| “Syndicate” or “members of the Syndicate” | The Book Running Lead Managers and the Syndicate Members |

| Term | Description |
|--------------------------|--|
| “Underwriters” | [•] |
| “Underwriting Agreement” | The underwriting agreement to be entered into between our Company, the Promoter Selling Shareholder and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC |
| “UPI” | Unified payments interface which is an instant payment mechanism, developed by NPCI |
| “UPI Bidders” | Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees in Employee Reservation Portion (subject to the Bid Amount being up to ₹500,000), (iii) Eligible HDFC Bank Shareholders in the Shareholder Reservation Portion and (iv) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity) |
| “UPI Circulars” | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard |
| “UPI ID” | ID created on the UPI for single-window mobile payment system developed by the NPCI |
| “UPI Mandate Request” | A request (intimating the UPI Bidders by way of a notification on the UPI-linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment |
| “UPI Mechanism” | Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars |
| “UPI PIN” | A password to authenticate a UPI transaction |
| “Wilful Defaulter” | Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations |
| “Working Day” | All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars |

Technical or Industry Related Terms

| Term | Description |
|------------------------------|---|
| “Average Cost of Borrowings” | Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated as average of opening and closing total borrowings during the specified period). |
| “Average Yield” | Average interest rate on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of total gross loans (Average of Opening and Closing total gross loans during the specified period). |

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| “Cost to Income Ratio” | Ratio of Operating Expenses to Net Total Income for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments. |
| “CRAR – Tier I” | Capital to risk (weighted) assets ratio which is computed by dividing our Tier I capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period. |
| “CRAR – Tier II” | Capital to risk (weighted) assets ratio which is computed by dividing our Tier II capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period. |
| “Credit Cost Ratio” | Ratio of Credit Cost to Average Total Gross Loans for the specified period. |
| “Credit Cost” | Amount of impairment of financial instruments recognised during the specified period. |
| “Credit Ratings” | Credit ratings are provided as assigned by the credit rating agencies (CARE Ratings Limited and CRISIL Ratings Limited) on our borrowing instruments. |
| “CRISIL Report” | The report titled “Report on Loans and Financial Services Industry in India” prepared and issued by CRISIL Market Intelligence & Analytics |
| “Debt to Equity” | Ratio of Total Borrowings to Net Worth as at the last day of the specified period. Net Worth is equal to paid-up equity share capital plus other equity less deferred tax asset (net) as at the last day of the specified period. |
| “Basic Earnings per Share” | Basic earnings per equity share have been calculated by dividing the Profit after Tax attributable to equity shareholders by weighted average number of equity shares outstanding during the specified period. |
| “Ratio of Gross Non-Performing Assets” | Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period. |
| “Gross Stage 1 and Gross Stage 2 Loans” | Gross Stage 1 and Gross Stage 2 Loans are loan assets which are 30 days and 60 days past due, respectively, on their contractual payments before considering impairment allowances as at the last day of the specified period. |
| “Gross Stage 3 Loans” | Gross Stage 3 Loans are loan assets which are 90 days past due on its contractual payments before considering impairment allowances as at the last day of the specified period. |
| “HDFC Bank” | HDFC Bank Limited |
| “Middle India” | Households with annual income of ₹0.2-1.0 million |
| “Net Interest Income” | Interest Income for the specified period reduced by finance cost for the specified period. |
| “Net Interest Margin” | Ratio of Net Interest Income to the Average Total Gross Loans during the specified period. |
| “Net Non-Performing Assets” | Net carrying amount of stage 3 loans which is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of the specified period. |
| “Net Total Income” | Net Total income is calculated as total revenue from operations excluding revenue from sale of services as reduced by finance cost during the specified period. |
| “Number of Branches” | Total number of operational branches as at the last day of the specified period. |
| “Number of Customers” | Total number of customers to whom we have advanced credit in our lending business as at the last day of the specified period. |
| “Number of Locations” | Total number of operational locations as at the last day of the specified period. |
| “Number of Total Employees” | Total number of employees in our lending business as at the last day of the specified period. |
| “Operating Expense Ratio” | Ratio of Operating Expenses to Average Total Gross Loans for the specified period. |
| “Other Financial Charges” | Includes fees received in our lending business for the specified period. |
| “PAT growth Y-o-Y” | Percentage growth in Profit after Tax for the specified period over Profit after Tax for the immediately preceding comparable period. |
| “PM Vishwakarma” | A new scheme by the Government of India aiming to improve the quality of products and services of small artisans and craftsman and ensure that their companies are a part of national and global supply chain. |
| “Profit after Tax” | Profit before tax as reduced by total tax expenses for the specified period. |
| “Provision Coverage Ratio” | Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of specified period. |
| “Return on Assets” | Ratio of Restated Profit/(loss) after tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period. |
| “Return on Equity” | Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period. |
| “Secured Loans as % of Total Gross Loans” | Percentage of Total Gross Loans secured by tangible assets as a percentage of Total Gross Loans as at the last day of the specified period. |
| “Total Borrowings” | Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period. |
| “Total Equity” | Total Equity is equal to paid up equity share capital plus other equity. |
| “Total Gross Loans Growth Y-o-Y” | Percentage growth in Total Gross Loans as at the last day of the specified period over the Total Gross Loans as at the last day of the immediately preceding comparable period. |

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| “Total Gross Loans” | Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period. |
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Technical, Industry Related Abbreviations

| Term | Description |
|-----------|--|
| “ALCO” | Assets and Liability Committee |
| “ALM” | Asset-liability management |
| “APIs” | Application programming interfaces |
| “AUM” | Assets under management |
| “BC” | Business correspondent |
| “BPO” | Business Process Outsourcing |
| “CAGR” | Compound Annual Growth Rate |
| “CAR” | Capital adequacy ratio |
| “CARE” | Credit Analysis and Research Limited |
| “CE” | Construction equipment |
| “CGMSE” | Credit Guarantee Fund Scheme for Micro and Small Enterprises |
| “CGTMSE” | Credit Guarantee Fund Trust for Micro and Small Enterprises |
| “CPI” | Consumer Price Index |
| “CRAR” | Capital to risk assets ratio |
| “CRISIL” | Credit Rating Information Services of India Limited |
| “CRO” | Chief Risk Officer |
| “CSCs” | Common Service Centers |
| “CSR” | Corporate Social Responsibility |
| “CV” | Commercial vehicle |
| “DBT” | Direct benefit transfer |
| “DPD” | Days Past Due |
| “DSAs” | Direct selling agents |
| “EBL” | Enterprise Business Loan |
| “ECBs” | External commercial borrowings |
| “ECLGS” | Emergency Credit Line Guarantee Scheme |
| “EM” | Enterprise Memorandum |
| “EPS” | Basic earnings per equity share |
| “FOS” | Field sales officers |
| “FTBs” | First-time buyers |
| “GeM” | Government e-Marketplace |
| “GNPA” | Gross Non-Performing Assets |
| “GST” | Goods and Services Tax |
| “GVA” | Gross value added |
| “HQLA” | High-Quality Liquid Assets |
| “ID&V” | Verify the customer’s details |
| “IMF” | International Monetary Fund |
| “JAM” | Jan Dhan-Aadhaar-Mobile |
| “JLGs” | Joint Liability Groups |
| “KCC” | Kisan Credit Card |
| “KUY” | Krishi Unnati Yojana |
| “KVIC” | Khadi Village and Coir Industries Commission |
| “LAP” | Loan Against Property |
| “LCR” | Liquidity Coverage Ratio |
| “LCV” | Light Commercial Vehicles |
| “LFOs” | Large fleet operators |
| “LTV” | Loan-to-value |
| “M&HCV” | Medium and Heavy Commercial Vehicles |
| “MCLR” | Marginal Cost of Funds-based Lending Rate |
| “MGNREGS” | Mahatma Gandhi National Rural Employment Guarantee Scheme |
| “MNREGA” | Mahatma Gandhi National Rural Employment Guarantee Act |
| “MoRTH” | Ministry of Road, Transport and Highways |
| “MPC” | Monetary Policy Committee |
| “MSMED” | Micro, Small and Medium Enterprises Development Act |
| “MSMEs” | Micro, Small And Medium Enterprises |
| “NACH” | National Automated Clearing House |
| “NBFCs” | Non-Banking Financial Companies |
| “NBFC-UL” | Upper Layer Non-Banking Financial Companies |
| “NCDs” | Non-Convertible Debentures |
| “NIMs” | Net interest margins |
| “NNPA” | Net Non-Performing Assets |
| “NPS” | National Pension Scheme |
| “NSO” | National Statistical Office |

| Term | Description |
|------------|--|
| “NTC” | New to Credit |
| “OCR” | Optical character recognition |
| “OEMs” | Original Equipment Manufacturers |
| “ORMC” | Operational Risk Management Committee |
| “PAT” | Profit after Tax |
| “PCR” | Provision Coverage Ratio |
| “PFCE” | Private Final Consumption Expenditure |
| “PFRDA” | Pension Fund Regulatory and Development Authority |
| “PMEGP” | Prime Minister’s Employment Generation Programme |
| “PMJDY” | Pradhan Mantri Jan Dhan Yojana |
| “PMJJBY” | Pradhan Mantri Jeevan Jyoti Bima Yojana |
| “PMMVY” | Pradhan Mantri Matru Vandana Yojana |
| “PMSBY” | Pradhan Mantri Suraksha Bima Yojana |
| “PMUY” | Pradhan Mantri Ujjwala Yojana |
| “PPP” | Purchasing power parity |
| “PSL” | Priority-sector lending |
| “RBI” | Reserve Bank of India |
| “ROA” | Return on Asset |
| “ROE” | Return on Equity |
| “SARFAESI” | Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act |
| “SBI” | State Bank of India |
| “SCF” | Supply chain finance |
| “SCVs” | Small commercial vehicles |
| “SFOs” | Small fleet operators |
| “SIDBI” | Ministry of Micro, Small and Medium Enterprises and Small Industries Development Bank of India |
| “SPL” | Salaried Personal Loans |
| “TCFSL” | Tata Capital Financial services Limited |
| “TNPL” | Travel now, pay later |
| “TReDS” | Trade Receivables and Discounting System |
| “UAP” | Udyam Assist Platform |
| “UMANG” | Unified Mobile Application for New-age Governance |
| “UPI” | Unified Payment Interface |
| “VLEs” | Village Level Entrepreneurs |

Conventional and General Terms or Abbreviations

| Term | Description |
|--|---|
| “₹” or “Rs.” Or “Rupees” or “INR” | Indian Rupees |
| “AIFs” | Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations |
| “AGM” | Annual general meeting |
| “AS” or “Accounting Standards” | Accounting standards issued by the ICAI |
| “AUM” | Asset under the Company’s management |
| “Bn” or “bn” | Billion |
| “BSE” | BSE Limited |
| “Category I AIF” | AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations |
| “Category I FPIs” | FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations |
| “Category II AIF” | AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations |
| “Category II FPIs” | FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations |
| “Category III AIF” | AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations |
| “CDSL” | Central Depository Services (India) Limited |
| “CIN” | Corporate Identity Number |
| “Civil Code” | Code of Civil Procedure, 1908 |
| “CIRP” | Corporate Insolvency Resolution Process |
| “Companies Act” or “Companies Act, 2013” | Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder |
| “Consolidated FDI Policy” | Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated the October 15, 2020, effective from October 15, 2020 |
| “CrPC” | Code of Criminal Procedure, 1973 |
| “Depositories” | Together, NSDL and CDSL |
| “Depositories Act” | Depositories Act, 1996 |
| “DIN” | Director Identification Number |
| “DP ID” | Depository Participant’s Identification |
| “DP” or “Depository Participant” | A depository participant as defined under the Depositories Act |
| “DPIIT” | Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion) |
| “EGM” | Extraordinary general meeting |

| Term | Description |
|---|---|
| “EMI” | Equated Monthly Instalment |
| “EPS” | Earnings per equity share |
| “Factories Act” | Factories Act, 1948 |
| “FDI” | Foreign direct investment |
| “FEMA” | The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder |
| “FEMA Rules” or “FEMA NDI Rules” | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| “Financial Year” or “Fiscal” or “Fiscal Year” or “FY” | Unless stated otherwise, the period of 12 months ending March 31 of that particular year |
| “FPI” | Foreign portfolio investors as defined under the SEBI FPI Regulations |
| “FVCI” | Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations |
| “GoI” or “Government” or “Central Government” | Government of India |
| “GDP” | Gross domestic product |
| “GST” | Goods and services tax |
| “ICAI” | The Institute of Chartered Accountants of India |
| “IFRS” | International Financial Reporting Standards |
| “Income Tax Act” | The Income-tax Act, 1961 |
| “Ind AS” | Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 |
| “India” | Republic of India |
| “Indian GAAP” or “IGAAP” | Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 |
| “IPC” | Indian Penal Code, 1860 |
| “IPO” | Initial public offering |
| “IRDAI” | Insurance Regulatory and Development Authority of India |
| “IST” | Indian Standard Time |
| “IT” | Information Technology |
| “IT Act” | The Information Technology Act, 2000 |
| “KYC” | Know Your Customer |
| “MCA” | Ministry of Corporate Affairs, Government of India |
| “Mn” or “mn” | Million |
| “NACH” | National Automated Clearing House |
| “National Investment Fund” | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India |
| “NAV” | Net Asset Value |
| “NBFC(s)” | Non-Banking Financial Company(ies) |
| “NBFC Scale Based Regulations” or “SBR Regulations” | Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 |
| “NEFT” | National Electronic Fund Transfer |
| “Negotiable Instruments Act” | The Negotiable Instruments Act, 1881 |
| “NPCI” | National Payments Corporation of India |
| “NRE” | Non- Resident External |
| “NRO” | Non-Resident Ordinary |
| “NSDL” | National Securities Depository Limited |
| “NSE” | National Stock Exchange of India Limited |
| “OCB” or “Overseas Corporate Body” | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer |
| “p.a.” | Per annum |
| “P/E Ratio” | Price to Earnings Ratio |
| “PAN” | Permanent Account Number |
| “RBI” | Reserve Bank of India |
| “RBI Act” | Reserve Bank of India Act, 1934 |
| “Regulation S” | Regulation S under the U.S. Securities Act |
| “RTGS” | Real Time Gross Settlement |
| “Rule 144A” | Rule 144A under the U.S. Securities Act |
| “SARFAESI Act” | Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 |
| “SCRA” | Securities Contracts (Regulation) Act, 1956 |
| “SCRR” | Securities Contracts (Regulation) Rules, 1957 |
| “SEBI” | Securities and Exchange Board of India constituted under the SEBI Act |
| “SEBI Act” | Securities and Exchange Board of India Act, 1992 |
| “SEBI AIF Regulations” | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 |
| “SEBI BTI Regulations” | Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 |

| Term | Description |
|--|---|
| “SEBI FUTP Regulations” | Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 |
| “SEBI FPI Regulations” | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| “SEBI FVCI Regulations” | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| “SEBI ICDR Master Circular” | SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 |
| “SEBI ICDR Regulations” | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| “SEBI Listing Regulations” | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| “SEBI Merchant Bankers Regulations” | Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| “SEBI Mutual Fund Regulations” | Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| “SEBI RTA Master Circular” | SEBI master circular bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 |
| “SEBI SBEB & SE Regulations” | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| “SEBI Takeover Regulations” | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| “SEBI VCF Regulations” | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations |
| “State Government” | The government of a state in India |
| “Stock Exchanges” | BSE and NSE |
| “STT” | Securities Transaction Tax |
| “Systemically Important NBFC” or “NBFC-SI” | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations |
| “TAN” | Tax deduction account number |
| “U.S. QIBs” | “qualified institutional buyers”, as defined in Rule 144A |
| “U.S. Securities Act” | U.S. Securities Act of 1933, as amended |
| “U.S.” or “USA” or “United States” | United States of America including its territories and possessions, any State of the United States, and the District of Columbia |
| “USD” or “US\$” | United States Dollars |
| “VCFs” | Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be |

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Selected Statistical Information”, “Restated Consolidated Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” beginning on pages 28, 63, 79, 134, 163, 233, 306, 313, 325, 421, 510 and 533, respectively.

Primary Business of our Company

We are one of the leading, diversified retail-focused non-banking financial companies (“NBFCs”) in India in terms of Total Gross Loan book size, according to the CRISIL Report. Our Company is categorized as an Upper Layer NBFC (NBFC-UL) by the RBI. Our lending products are offered through our three business verticals: Enterprise Lending, Asset Finance and Consumer Finance. We also offer business process outsourcing services such as back-office support services, collection and sales support services to our Promoter as well as fee-based products such as distribution of insurance products primarily to our lending customers.

For further information, see “Our Business” beginning on page 233.

Industry in which our Company Operates

NBFCs have shown remarkable resilience and gained importance in the financial sector ecosystem, growing from less than ₹2 trillion AUM at the turn of the century to ₹41 trillion at the end of Fiscal 2024. During Fiscals 2019 to 2024, NBFC credit is estimated to have witnessed a growth at CAGR of 11%. Rapid revival in the economy is expected to drive consumer demand in Fiscal 2025, leading to healthy growth in NBFCs. CRISIL MI&A expects NBFC credit to grow at 15-17% between Fiscal 2024 and Fiscal 2027 driven by growth in retail segment, and MSME loans in the wholesale segment.

For further information, see “Industry Overview” beginning on page 163.

Our Promoter

Our Promoter is HDFC Bank Limited.

For details, see “Our Promoter and Promoter Group” beginning on page 306.

Offer Size

The following table summarizes the details of the Offer.

| | |
|---|--|
| Offer of Equity Shares⁽¹⁾⁽²⁾⁽³⁾ | Up to [●] Equity Shares of face value of ₹10 each for cash at price of ₹[●] per Equity Share of face value of ₹10 each (including a premium of [●] per Equity Share) aggregating up to ₹125,000.0 million. |
| of which | |
| Fresh Issue^{(1)*} | Up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹25,000.0 million |
| Offer for Sale⁽²⁾ | Up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹100,000.0 million |
| The Offer comprises: | |
| Employee Reservation Portion⁽³⁾ | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million |
| Shareholder Reservation Portion⁽³⁾⁽⁴⁾ | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million |
| Net Offer | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million |

* Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

(1) The Offer has been authorized by the resolution of our Board of Directors at their meeting held on September 20, 2024, and the Fresh Issue has been authorised by a special resolution passed by our Shareholders through postal ballot declared on October 21, 2024.

(2) Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to their resolution dated October 28, 2024. The Promoter Selling Shareholder has confirmed its eligibility to participate in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations, to the extent applicable to the Promoter Selling Shareholder, as on the date of this Draft Red Herring Prospectus, as set out below:

| Promoter Shareholder | Selling | Aggregate number of Equity Shares being offered in the Offer for Sale | Aggregate Value of Offer for Sale (in ₹ million) | Date of corporate approval | Date of consent letter |
|----------------------|---------|---|--|----------------------------|------------------------|
|----------------------|---------|---|--|----------------------------|------------------------|

| | | | | |
|-------------------|-------------------------|-----------------|------------------|------------------|
| HDFC Bank Limited | Up to [●] Equity Shares | Up to 100,000.0 | October 19, 2024 | October 19, 2024 |
|-------------------|-------------------------|-----------------|------------------|------------------|

For further details, see “The Offer” and “Other Regulatory and Statutory Disclosures” beginning on pages 63 and 474 respectively.

- (3) Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. The unsubscribed portion, if any, in the HDFC Bank Shareholders Reservation Portion, shall be added to the Net Issue. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Retail Portion in the Net Offer and such Bids will not be treated as multiple Bids. For further details, see “The Offer” and “Offer Structure” beginning on page 63 and 505.
- (4) The HDFC Bank Shareholder Reservation Portion shall not exceed 10% of the Offer size. For further details, see “Offer Structure” beginning on page 505.

The Offer and Net Offer shall constitute [●]% and [●]% of the post Offer paid up Equity Share capital of our Company, respectively. For further details, see “The Offer” and “Offer Structure” beginning on pages 63 and 505, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

| Objects | Estimated Amount (in ₹ million) ⁽¹⁾⁽²⁾ |
|--|--|
| Augmentation of our Company’s Tier – I capital base to meet our Company’s future capital requirements including onward lending | [●] |

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

⁽²⁾ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

For further details, see “Objects of the Offer” beginning on page 134.

Aggregate pre-Offer and post-Offer shareholding of our Promoter, members of the Promoter Group and the Promoter Selling Shareholder

The aggregate pre-Offer and post-Offer shareholding of our Promoter, which is also the Promoter Selling Shareholder, and the members of the Promoter Group is set forth below:

| Category of Shareholders | Pre-Offer | | Post-Offer* | |
|--|----------------------|--|----------------------|---|
| | No. of Equity Shares | Percentage of pre-Offer paid-up Equity Share capital on a fully diluted basis^ (%) | No. of Equity Shares | Percentage of post-Offer paid-up Equity Share capital on a fully diluted basis^ (%) |
| Promoter and Promoter Selling Shareholder | | | | |
| HDFC Bank Limited | 750,596,670 | 94.36 | [●] | [●] |
| Promoter Group | | | | |
| HDFC Life Insurance Company Limited | Nil | Nil | [●] | [●] |
| HDFC Asset Management Company Limited | Nil | Nil | [●] | [●] |
| HDFC ERGO General Insurance Company Limited | Nil | Nil | [●] | [●] |
| HDFC Trustee Company Limited | Nil | Nil | [●] | [●] |
| HDFC Securities Limited | Nil | Nil | [●] | [●] |
| HDFC Sales Private Limited | Nil | Nil | [●] | [●] |
| Griha Investments | Nil | Nil | [●] | [●] |
| Griha Pte Limited | Nil | Nil | [●] | [●] |
| HDFC Capital Advisors Limited | Nil | Nil | [●] | [●] |
| HDFC AMC International (IFSC) Limited | Nil | Nil | [●] | [●] |
| HDFC Pension Fund Management Limited | Nil | Nil | [●] | [●] |
| HDFC International Life and Re Company Limited | Nil | Nil | [●] | [●] |
| HDFC Securities IFSC Limited | Nil | Nil | [●] | [●] |
| Total | 750,596,670 | 94.36 | [●] | [●] |

* Subject to completion of the Offer and finalization of the Allotment.

^ The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022.

For further details of the Offer, see “Capital Structure” beginning on page 79.

Summary of Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information as at and for the six months period ended September 30, 2024 and September 30, 2023 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

| Particulars | <i>(in ₹ million, unless otherwise stated)</i> | | | | |
|--|--|--|---|---|---|
| | As at and for the six months period ended September 30, 2024 | As at and for the six months period ended September 30, 2023 | As at and for the Financial Year ended March 31, 2024 | As at and for the Financial Year ended March 31, 2023 | As at and for the Financial Year ended March 31, 2022 |
| Equity Share capital | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Total Equity ⁽ⁱ⁾ | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Total income | 78,906.3 | 69,024.7 | 141,711.2 | 124,028.8 | 113,062.9 |
| Restated profit/(loss) after tax ⁽ⁱⁱ⁾ | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Restated Basic earnings per equity share (face value of ₹10 each) (in ₹) | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Restated Diluted earnings per equity share (face value of ₹10 each) (in ₹) | 14.77 | 14.75 | 31.04 | 24.76 | 12.80 |
| Return on Equity (“RoE”) ⁽ⁱⁱⁱ⁾ (%) | 16.39 | 19.49 | 19.55 | 18.68 | 11.25 |
| Net Asset Value per Equity Share ^(iv) (in ₹) | 187.4 | 158.2 | 173.2 | 144.5 | 120.7 |
| Total borrowings ^(v) | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |

Notes:

The ratios have been computed as follows:

- (i) Total Equity: Total Equity is equal to paid up equity share capital plus other equity
- (ii) Restated Profit/(loss) after tax for the relevant fiscal.
- (iii) Return on Equity (“ROE”): Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period.
- (iv) Net Asset Value per Equity Share represents Total Equity as at the end of the relevant fiscal, as divided by the number of Equity Shares outstanding at the end of the relevant Fiscal.
- (v) Total Borrowings: Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period.

For further details, see “Restated Consolidated Financial Information” beginning on page 325.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus in terms of the SEBI ICDR Regulations is provided below:

| Name of entity | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material civil litigations | Aggregate amount involved (in ₹ million)^ |
|-----------------------|----------------------|-----------------|-------------------------------------|--|----------------------------|---|
| Company | | | | | | |
| By the Company | 286 | 7 | - | - | Nil | 1,094.6 |
| Against the Company | 55* | 13 | 1 | Nil | Nil | 923.3 |
| Directors | | | | | | |
| By our Directors | Nil | - | - | - | Nil | Nil |
| Against the Directors | 9 | Nil | Nil | Nil | Nil | Nil |
| Promoter | | | | | | |

| Name of entity | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material civil litigations | Aggregate amount involved (in ₹ million)^ |
|----------------------|----------------------|-----------------|-------------------------------------|--|----------------------------|---|
| By our Promoter | 6,67,036# | - | - | - | Nil | 194,731.9 |
| Against our Promoter | 268 | 163 | Nil | 19 | Nil | 195,072.3 |

[^]To the extent ascertainable and quantifiable.

* This includes matters where the Directors have been impleaded along with our Company.

#Approximate

As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company.

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 421.

Risk Factors

The following is a summary of the top ten risk factors in relation to our Company:

1. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows and financial condition.
2. Gross Stage 3 Loans amounted to 2.10%, 2.38%, 1.90%, 2.73% and 4.99% of Total Gross Loans as at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively. Non-payment or default by our customers, our inability to provide adequate provisioning coverage for non-performing assets or change in regulatorily mandated provisioning requirements may adversely affect our financial condition and results of operations.
3. As at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively, unsecured loans comprised 28.92%, 28.11%, 28.66%, 27.13% and 26.42% of our Total Gross Loans, respectively. Our unsecured loan portfolio is not supported by any collateral that could help ensure repayment of the loan, and in the event of non-payment by a borrower of one of these loans, we may be unable to collect the unpaid balance.
4. As at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively, secured loans comprised 71.08%, 71.89%, 71.34%, 72.87% and 73.58% of our Total Gross Loans, respectively. The value of collateral for our secured loans may decrease or we may experience delays in enforcing collateral, impacting our ability to fully recover the collateral value, thereby exposing us to potential loss that could adversely affect our business, results of operations, cash flows and financial condition.
5. We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price.
6. We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank could materially and adversely affect our brand recognition, business, financial condition and results of operations.
7. We may be impacted by volatility in interest rates, which could cause our Net Interest Income and our Net Interest Margins to decline and adversely affect our business, results of operations, cash flows and financial condition.
8. We may not be successful in implementing our growth strategies or sustaining our growth and financial performance at similar rates as experienced in recent years.
9. The lending services industry in India is highly competitive and our inability to compete effectively could adversely affect our business, results of operations, cash flows and financial condition.
10. We are subject to periodic inspections by the RBI in India. Non-compliance with regulations and observations made during the RBI’s inspections could expose us to penalties, suspension and restrictions as well as cancellation of our licence.

For further details of the risks applicable to us, see “*Risk Factors*” beginning on page 28. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

Summary of Contingent Liabilities

The details of our contingent liabilities as per Ind AS 37 derived from our Restated Consolidated Financial Information are set forth in the table below:

| Particulars | September 30, 2024 (in ₹ million) |
|--|--------------------------------------|
| I) Claims against the Company not acknowledged as debt | 1,216.6 |
| i) Suit filed by borrowers | 360.1 |
| ii) Other contingent liabilities in respect of: | |
| Provident Fund matter | 501.4 |
| Payment of Bonus (Amendment) Act, 2015 | 348.8 |
| Payment of Labour Welfare Fund | 3.2 |
| Maharashtra Professional Tax Assessment | 3.1 |
| II) Estimated amount of contracts remaining to be executed on capital account and not provided for | 1,021.4 |
| III) Undrawn committed sanctions to borrowers | 3,899.3 |
| Total contingent Liabilities | 6,137.2 |

For details on contingent liabilities, as per Ind AS 37, see “*Restated Consolidated Financial Information – Note 39 - Contingent Liabilities and Commitments*” on page 367.

Summary of Related Party Transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures entered into by our Company with related parties for the six months periods ended September 30, 2024 and September 30, 2023 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 derived from our Restated Consolidated Financial Information are as follows:

| Related Party | Nature Of Transaction | Nature of relationship | (In ₹ million) | | | | |
|---|--|------------------------|--|--|----------------|----------------|----------------|
| | | | For the six months period ended September 30, 2024 | For the six months period ended September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| HDFC Bank Limited | Bank charges | Holding Company | 34.8 | 65.9 | 95.6 | 153.5 | 122.0 |
| | Charges for back office support services received / recoverable | | 1052.7 | 3,299.0 | 5336.7 | 9844.1 | 9212.6 |
| | Charges for sales support services received / recoverable | | 3662.7 | 7,021.0 | 11,400.5 | 18,219.6 | 16,072.8 |
| | BPPS Charges | | 10.7 | 2.1 | 8.1 | - | - |
| | Commission Expenses | | - | - | - | - | 17.1 |
| | Corporate logo license fees | | 157.5 | 119.8 | 261.6 | 171.9 | 146.3 |
| | Dividend paid | | 750.6 | 825.7 | 2,326.8 | 1,426.1 | - |
| | Fixed deposits placed | | - | - | - | - | 177.7 |
| | Interest paid on non-convertible debentures | | 380.2 | 1,057.1 | 1982.3 | 3014.5 | 1858.5 |
| | Interest paid on term loan and OD account | | 3,602.0 | 2,536.5 | 5754.6 | 3,763.6 | 3,129.0 |
| | Interest received on fixed deposits | | - | 11.4 | 17.9 | 27.1 | 54.7 |
| | Investment banking fees paid | | 0.1 | 1.2 | 1.8 | 0.1 | 5.6 |
| | IPA charges | | 0.2 | 0.1 | 0.2 | 0.0 | - |
| | Reimbursement of IT expense, secondment charge & other common expenses | | 6.2 | 2.0 | 3.6 | 15.1 | 8.9 |
| | Rent paid for premises taken on sub-lease | | 9.1 | 13.7 | 27.5 | 28.3 | 23.7 |
| | Securities purchased during the year | | - | 2,000.0 | 2,000.0 | 0 | 13,100.0 |
| Term loan availed during the year | - | 27,000.0 | 67,000.0 | 33,500.0 | 40,500.0 | | |
| Tele collection charges / field collection charges received / | 1,364.9 | 1,432.2 | 2,758.3 | 2,556.5 | 2,205.8 | | |

| Related Party | Nature Of Transaction | Nature of relationship | For the six months period ended September 30, 2024 | For the six months period ended September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|--|--|--|--|----------------|----------------|----------------|
| | recoverable for collection services rendered | | | | | | |
| | Redemption of NCD | | 3,500.0 | - | - | - | - |
| HDFC Securities Ltd. | Commission on sourcing of loans | Enterprise under common control of Holding Company | - | - | - | 0.1 | - |
| | Rent income for premises given on sub-lease | | 0.2 | 0.4 | 0.9 | 1.0 | 0.7 |
| | Recovery of expenses | | (0.7) | 0.6 | 1.2 | 0.1 | - |
| Key Management Personnel | a) Short term employee benefits | Key Management Personnel | 45.6 | 40.8 | 73.5 | 64.3 | 54.8 |
| | b) Post-employment benefits | | - | - | - | - | - |
| | c) Other long-term benefits | | - | - | - | - | - |
| | d) Termination benefits | | - | - | - | - | - |
| | e) Share based Payments # | | - | 7.5 | 15.1 | 3.7 | 4.8 |
| | f) Commission Paid | | 8.3 | 8.1 | 8.1 | 3.3 | 3.0 |
| HDFC Life Insurance Company Limited | Income from Insurance commission | Enterprise under common control of Holding Company | 306.8 | 200.6 | 461.9 | 74.5 | 61.9 |
| | Receipt of funds | | - | - | 1500.0 | - | - |
| | Redemption of bonds(Including Premium) | | - | - | 422.1 | - | - |
| HDFC Ergo General Insurance Company Limited | Income from Insurance commission | Enterprise under common control of Holding Company | 49.4 | 65.6 | 152.0 | 137.2 | 98.9 |
| | Insurance Premium Expense (Car & Group policy) | | 2.1 | 19.7 | 22.1 | 5.5 | 18.6 |
| | Redemption of NCD | | 500.0 | - | - | - | - |

For details of the related party transactions, see “Restated Consolidated Financial Information –Note 37. Related Party Transactions” on page 364.

Weighted average price at which the Equity Shares were acquired by our Promoter (which is also the Promoter Selling Shareholder) of our Company in the one year preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no Equity Shares that were acquired in the last one year preceding the date of this Draft Red Herring Prospectus by our Promoter which is also the Promoter Selling Shareholder.

| Name of the Promoter / Promoter Selling Shareholder | Number of Equity Shares acquired in the last one year | Weighted average price per Equity Share (₹)* |
|---|---|--|
| HDFC Bank Limited | Nil | - |

* As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated October 30, 2024.

For further details, see “Capital Structure – Share capital history of our Company – Equity Share Capital” on page 80.

Weighted average cost of acquisition of all equity shares transacted by our Promoter, which is also the Promoter Selling Shareholder and the members of the Promoter Group in three years, 18 months and one year immediately preceding this Draft Red Herring Prospectus

| Period | Weighted Average Cost of Acquisition (in ₹) | Cap Price is ‘X’ times the Weighted Average Cost of Acquisition* | Range of acquisition price: Lowest Price – Highest Price (in ₹)^ |
|------------------|---|--|--|
| Last one year | NA | [●] | NA |
| Last 18 months | NA | [●] | NA |
| Last three years | NA | [●] | NA |

* To be updated upon finalization of the Price Band.

^ As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated October 30, 2024.

Average cost of acquisition of the Promoter (also the Promoter Selling Shareholder)

The average cost of acquisition per Equity Share acquired by our Promoter, which is also the Promoter Selling Shareholder, as on the date of this Draft Red Herring Prospectus is as follows:

| Name of the Promoter / Promoter Selling Shareholder | Average cost of Acquisition per Equity Share (in ₹)* |
|---|--|
| HDFC Bank Limited | 46.4 |

* As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated October 30, 2024.

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoter, which is also the Promoter Selling Shareholder, the members of the Promoter Group and the Shareholders entitled with the rights to nominate one or more directors on the Board or other special rights

There have been no Equity Shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by each of our Promoter, which is also the Promoter Selling Shareholder, members of the Promoter Group and the Shareholders entitled with the rights to nominate one or more directors on the Board or other special rights.

Issue of Equity Shares made in the last one year for consideration other than cash

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of the Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus.

Financing Arrangements

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

Details of pre-IPO placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a ‘year’ in this Draft Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see “*Restated Consolidated Financial Information*” beginning on page 325.

Restated consolidated financial information of HDB Group comprising the restated consolidated statement of assets and liabilities as at September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the six months period ended September 30, 2024 and September 30, 2023 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, and notes to the restated consolidated financial information, prepared in accordance with the requirements of Section 26 of the Companies Act 2013; Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between Ind AS, Generally Accepted Accounting Principles in the United States of America (the “U.S. GAAP”) and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see “*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors’ assessments of our financial condition.*” on page 56.

Unless the context otherwise indicates, any percentage amounts, or ratios as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 28, 233 and 387, respectively and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures

In addition to our results determined in accordance with Ind AS, we use a variety of financial and operational performance indicators like Average Total Assets, Average Total Gross Loans, Net Worth, Total Gross Loans, average Total Gross Loans, Total Borrowings, Return on Equity, Net Interest Income, Fee income, Net Total Income, Operating Expenses, Net Interest Margin, Gross NPA and Net NPA (“**Non-GAAP Measures**”) presented in this Draft Red Herring Prospectus which are a supplemental measure of our performance and are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company’s operating performance. See “*Risk Factors*

– We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial condition. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies” on page 53 and “Selected Statistical Information” on page 313.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “\$” or “US\$” are to Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units or in whole numbers where the numbers have been too small to represent in such units. One million represents 1,000,000 and one billion represents 1,000,000,000.

However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Consolidated Financial Information in decimals have been rounded off to the second decimal place. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

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

The following table sets forth, for the Financial Years/ periods indicated, information with respect to the exchange rate between the Rupee and the other currencies:

| <i>(Amount in ₹, unless otherwise specified)</i> | | | | | |
|--|--------------------------|--------------------------|----------------------|----------------------|----------------------|
| Currency | As of September 30, 2024 | As of September 30, 2023 | As of March 31, 2024 | As of March 31, 2023 | As of March 31, 2022 |
| 1 US\$ | 83.80 | 83.05 | 83.41 | 82.17 | 75.79 |

(Source: www.fedai.org.in)

Note:

(1) Exchange rate is rounded off to two decimal points.

(2) If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

Industry and Market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Draft Red Herring Prospectus is derived from report titled “Report on Loans and Financial Services Industry in India” dated October 2024, prepared by CRISIL MI&A (“**CRISIL Report**”). CRISIL is an independent agency and has no relationship with our Company, our Promoter, any of our Directors, KMPs, SMPs or the Book Running Lead Managers. The CRISIL Report has been exclusively commissioned and paid for by our Company, for the purpose of understanding the industry in connection with this Offer, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company’s services, that may be similar to the CRISIL Report. This Draft Red Herring Prospectus contains certain data and statistics from the CRISIL Report, which shall be available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents> and also included in “Material Contracts and Documents for Inspection” beginning on page 576 and is subject to the following disclaimer:

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

CRISIL MI&A has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. This industry report is prepared for use in the Offer Documents to be filed by the Company with the RoC, SEBI and the Stock Exchanges in India. The Company will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India.”

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources which are believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Accordingly, no investment decisions should be based solely on such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from the CRISIL Report, and any reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks*” on page 52.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” beginning on page 28.

In accordance with the SEBI ICDR Regulations, “*Basis for Offer Price*” beginning on page 140 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein.

Notice to Prospective Investors in the United States

The Equity Shares have not been reviewed or recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any other applicable law of the United States (or any state or other jurisdiction therein), 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act (“**Rule 144A**”)) and referred to in this Draft Red Herring Prospectus as “U.S. QIBs” and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as QIBs) in transactions exempt from, or not subject to the registration requirements of the U.S. Securities Act and (b) outside the United States in “offshore transactions” (as defined in Regulation S) in compliance Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “project”, “seek”, “will”, “will achieve”, “will continue”, “will likely”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Draft Red Herring Prospectus that are not statements of historical fact are ‘forward-looking statements’.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, restrictions resulting from regulatory changes pertaining to the industry in India and other overseas jurisdictions in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industry in which we operate.

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

1. Any downturn in the macroeconomic environment in India.
2. Non-payment or default by our customers, our inability to provide adequate provisioning coverage for non-performing assets or change in regulatorily mandated provisioning requirements.
3. Our unsecured loan portfolio is not supported by any collateral that could help ensure repayment of the loan, and in the event of non-payment by a borrower of one of these loans, we may be unable to collect the unpaid balance.
4. The value of collateral for our secured loans may decrease or we may experience delays in enforcing collateral, impacting our ability to fully recover the collateral value, thereby exposing us to potential loss.
5. We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company.

For further details regarding factors that could cause actual results to differ from expectations, see “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 28, 163, 233 and 387 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

In accordance with the requirements of the SEBI ICDR Regulations, our Company shall ensure that investors are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings made by our Company in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

In accordance with the requirements of SEBI ICDR Regulations, the Promoter Selling Shareholder shall (solely to the extent of statements specifically made or confirmed by the Promoter Selling Shareholder in relation to the Offered Shares in this Draft Red Herring Prospectus), through our Company and the BRLMs ensure that investors in India are informed of material

developments from the date of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself as a Promoter Selling Shareholder and its portion of the Offered Shares, in the Red Herring Prospectus shall be deemed to be statements and undertakings made by the Promoter Selling Shareholder.

SECTION II: RISK FACTORS

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

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares or the industry in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse effect on our business, prospects, results of operations, financial condition and cash flows. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see “Our Business”, “Industry Overview”, “Key Regulations and Policies”, “Selected Statistical Information”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 233, 163, 264, 313, 325 and 387, respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of our Company and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Draft Red Herring Prospectus. For more details, see “Forward-Looking Statements” beginning on page 26.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is derived from our Restated Consolidated Financial Information as of and for the periods ended September 30, 2024 and September 30, 2023, and the fiscal years ended March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” beginning on page 325. In addition, certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. Such non-GAAP financial measures should be read together with the nearest GAAP measure. See “Certain Conventions, Presentation of Financial, Industry and Market Data—Non-Generally Accepted Accounting Principles Financial Measures” on page 23. Our fiscal year commences on April 1 and ends on March 31 of each year, and references to a particular Fiscal are to the 12 months ended March 31 of that year.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Report on Loans and Financial Services Industry in India” (the “**CRISIL Report**”) prepared and issued by CRISIL Market Intelligence & Analytics, appointed by us pursuant to a technical proposal dated September 6, 2024, and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report shall be available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents> and has also been included in “Material Contracts and Documents for Inspection” on page 576. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “—Internal Risk Factors— Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose” on page 52. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Industry and Market Data” on page 24. CRISIL is an independent agency and is not related to the Company, its Directors, Promoters or Promoter Selling Shareholder.

INTERNAL RISK FACTORS

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

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

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

- any increase in Indian interest rates or inflation;

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

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could reduce demand for our loans, increase loan default rates amongst our customers and generally adversely affect our business, results of operations, cash flows and financial condition as well as price of the Equity Shares. While we have not been materially affected by such a slowdown in the six months period ended September 30, 2024 and in Fiscals 2024, 2023 and 2022, any future downturn in the macroeconomic environment in India could have a material and adverse impact on our business, results of operation, cash flows and financial condition.

2. ***Gross Stage 3 Loans amounted to 2.10%, 2.38%, 1.90%, 2.73% and 4.99% of Total Gross Loans as at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively. Non-payment or default by our customers, our inability to provide adequate provisioning coverage for non-performing assets or change in regulatorily mandated provisioning requirements may adversely affect our financial condition and results of operations.***

Our customers may default on their repayment obligations or may delay payments due to various factors. We may also experience a drop in collection efficiency. An increase in our level of Gross Stage 3 Loans due to various factors that are beyond our control, such as macro-economic factors and adverse regulatory changes as well as customer-specific factors, such as wilful default and mismanagement of a customer’s financial obligations, may have a material adverse impact on the quality of our loan portfolio. As we expand our geographical footprint and deepen our vertical penetration, we may fail to make proper assessment of credit risks associated with new customers or products and a higher percentage of our loans may become non-performing. In respect of our secured loans, we may be exposed to risks of default in payment to the extent the value of the collateral declines or falls short of the amount of the loan or if the collateral goes missing or is destroyed. For further details, see “—As at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively, secured loans comprised 71.08%, 71.89%, 71.34%, 72.87% and 73.58% of our Total Gross Loans, respectively. The value of collateral for our secured loans may decrease or we may experience delays in enforcing collateral, impacting our ability to fully recover the collateral value, thereby exposing us to potential loss that could adversely affect our business, results of operations, cash flows and financial condition” on page 30. The table below provides a breakdown of Gross Stage 3 Loans and Net Stage 3 Loans as sums and as percentages of the Total Gross Loans as at the dates indicated below:

| Particulars | As at (₹ in million except percentages) | | | | |
|--|--|-----------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Total Gross Loans | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Gross Stage 3 Loans | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Net Stage 3 Loans | 8,148.4 | 5,960.1 | 5,679.9 | 6,682.5 | 14,029.5 |
| Gross Stage 3 Loans as a percentage of Total Gross Loans (%) | 2.10 | 2.38 | 1.90 | 2.73 | 4.99 |
| Net Stage 3 Loans as a percentage of Total Gross Loans (%) | 0.83 | 0.77 | 0.63 | 0.95 | 2.29 |

We may also not achieve the anticipated collections which our statistical models predict and the analytical tools we use in our business may prove to be inaccurate. Our success depends on our ability to manage credit risk while attracting new customers. See also “—New-to-credit borrowers constituted 12.02%, 13.88%, 13.16%, 15.59% and 19.08% of our Total Gross Loans as at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively. We may not be able to properly assess the credit worthiness of new-to-credit borrowers, and loans extended to such new-to-

credit borrowers may accordingly have a higher risk of non-performance or default.” on page 40 and “—We rely on the accuracy and completeness of information about customers and counterparties. Any misrepresentation, errors or incompleteness of such information could adversely affect our business, results of operations, cash flows and financial condition” on page 40.

Any increase in our Gross Stage 3 Loans could adversely impact our credit ratings and translate into an increase in our Average Cost of Borrowings. Furthermore, if the level of Gross Stage 3 ratio increases, we will have to increase our respective provisions accordingly. This could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We are also required to make provisions for Expected Credit Loss (“ECL”) on all our loans outstanding on the relevant reporting date. The computation of ECL provisioning is based on historical trends and macroeconomic factors and we may make errors in computing historical and recovery trends. The estimates used in computing variables for ECL may also undergo material change, which may have a significant impact on the carrying values of our loans, impairment on financial instruments and a consequential impact on our profitability, equity and capital to risk (weighted) assets ratio (“CRAR”).

Additionally, the RBI, under the SBR Regulations, has categorized us as “Upper Layer” (NBFC-UL) in its circular dated September 14, 2023. As a result, we are subject to certain additional provisioning requirements. For details, see “Key Regulations and Policies” on page 264. If regulators, including the RBI, continue to increase regulatory requirements regarding Gross Stage 3 Loans and provisioning for such assets, the level of Gross Stage 3 Loans as well as provisions could increase, which may have an adverse effect on our business, result of operations, cash flows and financial condition.

3. ***As at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively, unsecured loans comprised 28.92%, 28.11%, 28.66%, 27.13% and 26.42% of our Total Gross Loans, respectively. Our unsecured loan portfolio is not supported by any collateral that could help ensure repayment of the loan, and in the event of non-payment by a borrower of one of these loans, we may be unable to collect the unpaid balance.***

We offer unsecured enterprise loans to small businesses and unsecured personal loans to our retail customers as part of our Enterprise Lending and Consumer Finance business verticals, respectively. The following table shows the amounts of secured and unsecured loans in our portfolio as at the dates indicated:

| Particulars | As at (₹ in million except percentages) | | | | |
|--|--|-----------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Total Gross Loans | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Total gross secured loans | 701,068.5 | 559,707.9 | 643,589.8 | 510,318.7 | 451,259.3 |
| Total gross unsecured loans | 285,173.6 | 218,858.5 | 258,589.5 | 189,988.3 | 162,004.0 |
| Total gross unsecured loans as a percentage of Total Gross Loans (%) | 28.92 | 28.11 | 28.66 | 27.13 | 26.42 |

Unsecured loans represent a greater credit risk for us than our secured loan portfolio because they may not be supported by realisable collateral that could help ensure an adequate source of repayment for the loan. Although we normally obtain NACH or direct debit instructions from our customers for unsecured loan products, we may be unable to collect in part or at all in the event of non-payment by a borrower. Further, any expansion in our unsecured loan portfolio could require us to increase our provision for credit losses, which would decrease our earnings.

Since these loans are unsecured in nature, in the event of default by such customers, our ability to realise the amounts due to us would be restricted to initiating legal proceedings for recovery. There can be no guarantee as to the amount of our resources that would be utilised and the length of time it could take to conclude such legal proceedings or for the legal proceedings to result in a favourable decision to us. Any failure to recover the full amount due on such unsecured loans could adversely affect our business, profitability, financial condition, results of operations and cash flows.

4. ***As at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively, secured loans comprised 71.08%, 71.89%, 71.34%, 72.87% and 73.58% of our Total Gross Loans, respectively. The value of collateral for our secured loans may decrease or we may experience delays in enforcing collateral, impacting our ability to fully recover the collateral value, thereby exposing us to potential loss that could adversely affect our business, results of operations, cash flows and financial condition.***

Most of our products spanning across Enterprise Lending, Asset Finance and Consumer Finance are secured. The underlying security of our loans varies and depends on our assessment of the credit risk of the borrower. The main types of collateral in our business include charges over residential or commercial properties, commercial equipment and wheeled assets.

The value of the collateral such as wheeled assets and residential and commercial properties may fluctuate or decline due to factors beyond our control, including deterioration in regional economic conditions or asset values or deficiencies in the

perfection of collateral. Such risk is particularly higher in situations where the collateral is in the form of depreciating fixed assets, such as wheeled assets. In the case of collateral in the form of mortgage over our customers' residential or commercial property, we are exposed to adverse movements in the price of such immovable property and the real estate market in general. Our outstanding loans may exceed the value of the underlying collateral if the value of the collateral reduces significantly or if the collateral goes missing or is destroyed. As a result of the foregoing, we may not be able to realise the full value of the collateral, assign or refinance such loans.

The following table shows the concentration of our loans on the basis of the nature of the collateral:

| Particulars | As at | | | | |
|---|-----------------------------------|--------------------|----------------|----------------|----------------|
| | (₹ in million except percentages) | | | | |
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Mortgage backed loans | 226,980.5 | 192,739.5 | 211,905.7 | 184,629.5 | 170,656.8 |
| Other assets backed loans | 438,966.7 | 340,637.1 | 400,514.7 | 301,840.9 | 260,810.7 |
| Personal loans | 241,846.3 | 189,122.8 | 221,654.3 | 168,749.0 | 146,131.1 |
| Others ⁽¹⁾ | 78,448.6 | 56,067.0 | 68,104.6 | 45,087.6 | 35,664.6 |
| Total gross secured loans | 701,068.5 | 559,707.9 | 643,589.8 | 510,318.7 | 451,259.3 |
| Total Gross Loans | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Secured Loans as a % of Total Gross Loans (%) | 71.08 | 71.89 | 71.34 | 72.87 | 73.58 |

Notes:

⁽¹⁾ "Others" includes Consumer Durables, Two Wheeler Loans, Gold Loans and Micro Lending.

Furthermore, there can be no certainty that we will be able to successfully repossess or liquidate the collateral in the event of a default. We may face delays, including in respect of legal proceedings and auction processes, which may be exacerbated by political instability or social factors in the states where we operate. We also incur legal and administrative costs in the repossession and sale of the collateral. In addition, foreclosure on collateral may be subject to administrative requirements that could result in, or be accompanied by, a decrease in the value of the collateral.

In particular, with respect to properties which are made collateral, there is no central title registry for real estate or immovable property in India and the documentation of land records in India has not been fully digitized. We are exposed to the risk of forged or defective title deeds and property documents from time to time in the ordinary course of business, including on account of out-of-date or illegible local land records which may only be available in the local vernacular languages. Although the Government of India established and operationalised the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (the "CERSAI") on March 31, 2011, under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (the "SARFAESI Act") to create a central database of all charges on receivables and moving assets (including mortgages) created by lending institutions, the management and maintenance of this database is subject to the accuracy of descriptions of property submitted by lending institutions and set out in the relevant property deeds. While data is required to be updated on the CERSAI portal, potential disputes or claims over title to our mortgaged properties may arise. Title to the property may be disputed including with respect to alleged short payment of stamp duty or registration fees, which may render the title documents inadmissible in evidence.

As a result of the above, we may not be able to realise the full value of our collateral due to delays in foreclosure proceedings and a failure to recover the expected value of collateral security could expose us to a potential loss. If we are unable to seize and/or recover the full value of collateral in a timely manner, or at all, our business, results of operations, cash flows and financial condition may be adversely affected.

5. We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price.

Our Promoter, HDFC Bank Limited ("HDFC Bank"), owns a 94.36% stake of the issued paid up capital of our Company (on a fully diluted basis) as of September 30, 2024. In connection with the Offer, our Promoter is expected to sell a portion of its stake, but it is still expected to continue to hold the majority of the shares in our Company following the Offer and to exercise significant influence over our business policies, affairs and other matters, on account of its shareholding. For further information on our Promoter's shareholding pre- and post-Offer, see "Capital Structure—History of the equity share capital held by our Promoter—Build-up of the shareholding of our Promoter in our Company" on page 120. This concentration of ownership may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoter. The interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders following the Offer. We may also compete with our Promoter or its other Group Companies as we or they both offer similar products and services, though currently we target different borrower segments. For further details, see "Our Promoter and Promoter Group—Interest of our Promoter" on page 308.

Conversely, our Promoter may be required or may make strategic decisions to further reduce its ownership in our Company to a potentially minority stake. In particular, the RBI issued a draft circular on October 4, 2024 aimed at eliminating any overlap

in business activities between a bank and its group entities (the “**Proposed Rules**”). Currently, our Company offers the same products as our Promoter and one of its Group Companies. The Proposed Rules currently require compliance within a period of two years from the date of the expected final circular. The Proposed Rules are subject to comments from the industry and the public and their final version may be subject to change. If implemented as currently drafted, we understand that our Promoter is expected to be required to decrease its ownership in our Company to less than 20% of the equity capital (or any such higher % with prior RBI approval) in order to continue offering overlapping products. Such significant decrease in ownership by our Promoter may have a material adverse impact on our business operations and share price. Further, any divestment by our Promoter will need to comply with applicable laws, including the SEBI SAST Regulations.

Further, we rely on the parentage of our Promoter for certain areas of our business, including as a lender under our borrowings for the funding of our growth, as well as for our strong credit ratings and low costs of borrowing (see “*Financial Indebtedness*” on page 416). We have also benefited from the long-term support and brand value of our Promoter. Such parentage and support of our Promoter may or may not continue following any reduction in shareholding. Additionally, our bank borrowings include covenants allowing banks to recall or reprice the relevant debt facilities if our Promoter’s stake in our Company falls below 51%. As a result, we may need to, among other things, access other lenders or additional sources of funding in the future for meeting our borrowing requirements, our credit ratings may be adversely impacted and our borrowing costs may increase. Any changes in the relationship between our Company and our Promoter may also have an impact on the price of our Equity Shares following the Offer. See also “—*We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank brand could materially and adversely affect our brand recognition, business, financial condition and results of operations*”, “—*We have entered into and may continue to enter into related-party transactions, which may potentially involve conflicts of interest*”, “—*We provide back office, sales support and collection services to our Promoter, HDFC Bank. Discontinuation of such services to HDFC Bank may adversely impact our business, results of operations and financial condition*” and “*Our Promoter and Promoter Group*” on pages 32, 43, 43 and 306, respectively.

6. *We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank brand could materially and adversely affect our brand recognition, business, financial condition and results of operations.*

Our right to use the HDFC Bank logo (the “**Trademark**”) is subject to a trademark licence agreement entered into with our Promoter, HDFC Bank, on December 19, 2023 (the “**Agreement**”). The Trademark is crucial in marketing our products. Under the Agreement, our Company has been granted a non-exclusive, non-assignable (except in certain limited circumstances) and non-transferable licence to use the Trademark with respect to its business and subject to the terms and conditions set forth under the Agreement. For further details, see “*About our Company—History and Certain Corporate Matters— Trademark license agreement dated December 19, 2023 entered amongst our Company and our Promoter HDFC Bank Limited (the holding company of our Company) for the use of the corporate logo.*” on page 285.

The Agreement will continue to be in effect until the earlier of July 1, 2028, or the time at which the Company ceases to be a subsidiary of HDFC Bank. See “— *We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price*” on page 31. The Agreement may be terminated by HDFC Bank at any time with three months’ notice as well as on certain specific grounds. Any termination or failure to renew the Agreement could materially and adversely affect our business, results of operation and financial condition. In such circumstances or otherwise, the Company may potentially consider changing the legal entity name or the branding of the Company subject to receipt and compliance of applicable regulatory and statutory approvals.

Further, we are dedicated to maintaining the trust and confidence of our clients, and we believe that the good reputation created thereby, and inherent in the HDFC Bank brand, is essential to our business. As such, any reputational damage to HDFC Bank could substantially impair our ability to maintain or grow our business and may result in loss of business by our existing customers and existing partners or loss of business from potential new customers or potential new partners. In addition, any action on the part of any of the companies in the HDFC Bank group that negatively impacts the HDFC Bank brand could have a material adverse effect on our brand recognition, our business, financial condition and results of operations.

7. *We may be impacted by volatility in interest rates, which could cause our Net Interest Income and our Net Interest Margins to decline and adversely affect our business, results of operations, cash flows and financial condition.*

Our results of operations and cash flows depend substantially on the level of our Net Interest Income—the largest component of our total income, which is the difference between our interest income on our loan portfolio and our finance costs. The following table sets forth an overview of our finance costs for the dates indicated:

| Particulars | For the six months period ended | | For Fiscal | | |
|---------------------|-----------------------------------|--------------------|------------|-----------|-----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| | (in ₹ million except percentages) | | | | |
| Average Total Gross | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |

| Particulars | For the six months period ended | | For Fiscal | | |
|--|---------------------------------|--------------------|------------|----------|----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Loans ⁽¹⁾ | | | | | |
| Interest income | 66,956.2 | 52,438.5 | 111,567.2 | 89,277.8 | 83,629.7 |
| Finance cost | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Net interest income ⁽²⁾ | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Average Yield (%) ⁽³⁾ | 14.18 | 14.18 | 13.92 | 13.59 | 13.64 |
| Finance cost to Average Total Gross Loans ⁽⁴⁾ | 6.56 | 6.04 | 6.07 | 5.35 | 5.42 |
| Net Interest Margin (%) ⁽⁵⁾ | 7.63 | 8.15 | 7.85 | 8.25 | 8.21 |

Notes:

- (1) Average Total Gross Loans: simple average of our Total Gross Loans as at the last day of the specified period and our Total Gross Loans as at the last day of the previous comparable period.
- (2) Net Interest Income: Interest Income for the specified period reduced by finance cost for the specified period.
- (3) Average Yield: Average interest on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of total gross loans (Average of Opening and Closing total gross loans during the specified period).
- (4) Finance cost to Average Total Gross Loans: ratio of finance cost to average Total Gross Loans for the specified period.
- (5) Net Interest Margin: Ratio of Net Interest Income to the Average Total Gross Loans during the specified period.

Given that we are a non-deposit taking NFBC relying on wholesale borrowing sources, our Net Interest Margin is affected by our interest income and interest expense. We extend loans to our customers and avail borrowings at both fixed as well as floating interest rate notes. Although most of our loans are on fixed interest rates, our loans against property are on floating interest rates. The table below sets forth a breakdown of our Total Gross Loans advanced and Total Borrowings by fixed and floating interest rates as at September 30, 2024 and September 30, 2023 and as at March 31, 2024, March 31, 2023, and March 31, 2022.

| Particulars | As at September 30, | | | | As at March 31, | | | | | |
|------------------------|---------------------|--------|-------------|--------|-----------------|--------|-------------|--------|-------------|--------|
| | 2024 | | 2023 | | 2024 | | 2023 | | 2022 | |
| | (₹ million) | (%) | (₹ million) | (%) | (₹ million) | (%) | (₹ million) | (%) | (₹ million) | (%) |
| Loans Advanced | | | | | | | | | | |
| Total Gross Loans | 986,242.1 | 100.00 | 778,566.4 | 100.00 | 902,179.3 | 100.00 | 700,307.0 | 100.00 | 613,263.2 | 100.00 |
| Fixed interest rate | 765,357.9 | 77.60 | 599,070.3 | 76.95 | 700,211.1 | 77.61 | 533,197.0 | 76.14 | 470,738.0 | 76.76 |
| Floating interest rate | 220,884.2 | 22.40 | 179,496.2 | 23.05 | 201,968.1 | 22.39 | 167,110.0 | 23.86 | 142,525.2 | 23.24 |
| Borrowings | | | | | | | | | | |
| Total Borrowings | 826,811.0 | 100.00 | 618,916.0 | 100.00 | 743,306.7 | 100.00 | 548,653.1 | 100.00 | 489,730.8 | 100.00 |
| Fixed interest rate | 590,666.6 | 71.44 | 391,105.0 | 63.19 | 448,220.5 | 60.30 | 353,666.6 | 64.46 | 362,968.7 | 74.12 |
| Floating interest rate | 236,144.4 | 28.56 | 227,811.0 | 36.81 | 295,086.2 | 39.70 | 194,986.5 | 35.54 | 126,762.1 | 25.88 |

Interest rates are sensitive and volatility in interest rates could be a result of many factors, including the monetary policies of the RBI, aggressive pricing by competitors, de-regulation of the financial services sector in India, domestic and international economic and political conditions, inflation, monetary policies of global central banks and macro-economic environment and economic policies in India. Our cost of funds is sensitive to interest rate fluctuations exposing us to the risk of reduction in spreads. Changes in interest rates could affect the interest rates we charge on our loans to customers in a manner different from the interest rates we pay on our liabilities because of the different maturity periods applying to our assets and liabilities. In a rising interest rate environment, if the yield on our loans to customers does not increase simultaneously with or to the same extent as our cost of funds, and conversely, in a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our loans to customers, our Net Interest Income and Net Interest Margin would be adversely impacted. For example, in Fiscal 2024, even though our Net Interest Income increased, our Net Interest Margin declined from 8.25% in Fiscal 2023 to 7.85% in Fiscal 2024 due to an increase in finance costs, while the yield on our loans to customers did not increase to the same extent, i.e., from 13.59% in Fiscal 2023 to 13.92% in Fiscal 2024.

Our ability to manage our interest rate risk and mismatches between our assets and liabilities adequately is critical to our business and results of operations, cash flows and financial condition. We monitor our exposure to fluctuations in interest rates and the related liquidity risk primarily by categorising our assets and liabilities in different maturity profiles (based on the behavioural maturities pattern) and evaluating them for mismatches across periods.

8. *We may not be successful in implementing our growth strategies or sustaining our growth and financial performance at similar rates as experienced in recent years.*

We have experienced growth in recent years, and we have significantly expanded our operations and branch network. The following table sets forth our total revenue, profit after tax, assets under management (“AUM”), number of branches and their respective year-on-year growths where indicated for the periods indicated:

| Particulars | For the six months period ended | | For Fiscal | | |
|--|---------------------------------|--------------------|------------|-----------|-----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Total revenue (₹ in million) | 78,906.3 | 69,024.7 | 141,711.2 | 124,028.8 | 113,062.9 |
| Year-on-year growth (total revenue) (%) | 14.32 | 14.51 | 14.26 | 9.70 | 3.30 |
| Profit after tax (₹ in million) | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Year-on-year growth (profit after tax) (%) | 0.43 | 27.98 | 25.59 | 93.73 | 158.36 |
| AUM (₹ in million) | 990,756.8 | 778,888.7 | 902,347.3 | 700,837.9 | 614,441.1 |
| Year-on-year growth (AUM) (%) | 27.20 | 23.26 | 28.75 | 14.06 | (0.19) |
| Number of Branches | 1,772 | 1,602 | 1,682 | 1,492 | 1,374 |

As part of our growth strategy, we intend to continue to expand our business in India and to deepen our penetration within each vertical. For more information on our business strategy, see “*Our Business—Our Strategies*” on page 246.

There is no assurance that we will be successful in executing our business growth strategies and continuing to grow our business in the future, including into new regions, at a rate similar to what we have experienced in the past.

Our ability to grow our business and loan portfolio depends on a number of factors, including the timely and cost-effective allocation of resources, our ability to select, retain and train personnel, our ability to manage and improve our operations, collections and recoveries, as well as our ability to maintain strict risk management policies to minimize credit risks. We must also be able to identify our target markets correctly, diversify and differentiate our product offerings and pricing to compete effectively, and anticipate and satisfy the changing needs of our target customers. While we have not, in the past, failed to develop and launch such products and services successfully, there is no assurance that such instances will not occur in the future, and any such occurrence may result in us losing a part or all of the costs incurred in the development and marketing of such offerings and fail to capture the growth opportunities associated with them, which could in turn adversely affect our business, results of operations, cash flows, financial condition and prospects.

Our present and future business may be exposed to various additional challenges, including identifying and collaborating with local businesses and partners with whom we may have no previous working relationship and expanding our technological infrastructure. Our ability to sustain our growth rate also depends significantly on our ability to select and retain employees, to invest in talent and employee training and to maintain effective risk management policies to address emerging challenges.

As we expand, we will also need to manage relationships with more customers, third-party partners and service providers, lenders and other parties. A number of external factors beyond our control could also impact our ability to continue to grow our business and loan portfolio, such as demand for loans in India, domestic economic growth, RBI’s monetary and regulatory policies, inflation, competition and availability of cost-effective debt and equity capital.

There is no assurance that our initiatives and strategies to grow our business may not fail or be unsuccessful, and any such occurrence may result in us losing a part or all of the costs incurred in the development and marketing of such offerings and fail to capture the growth opportunities associated with them, which could in turn adversely affect our business, results of operations, cash flows, financial condition and prospects.

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

The success of our business depends on our ability to compete with NBFCs, banks, micro-finance companies, digital lending platforms, small finance banks and private unorganised and informal financiers in the geographies in which we operate. We may also compete with our Promoter as we both offer similar products and services, though currently we target different borrower segments. See “—*We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price*” on page 31.

Our competitors may have greater resources, higher brand recognition among customers, greater customer loyalty, a wider

branch and distribution network, access to less costly funding, more attractive financial products or superior technology. Our competitors may also make more significant investments in digital and innovation strategies to expand and achieve enhanced customer reach and engagement and economies of scale, making it more difficult for us to compete effectively. In addition, our competitors may be able to rely on the reach of the retail presence of their affiliated group companies or banks. Some of the original equipment manufacturers we partner with also have captive finance affiliates or group companies, which provide similar services and with which we may not be able to compete. If we fail to compete effectively, it could affect the performance of our product offerings and services and reduce our attractiveness to existing and potential customers and we may be unable to successfully execute our growth strategy, thereby adversely affecting our business, results of operations, cash flows and financial condition.

Our ability to compete effectively will also depend, in part, on our ability to maintain or increase our margins. Price competition and related conduct, such as predatory pricing, could reduce our margins or fees to the point where profitability may not be achievable and, as a result, slow our growth. Our margins are affected in part by our ability to continue to secure low-cost debt funding, and to charge optimum interest rates when lending to our customers. Moreover, any increases in the interest rates on the loans we extend may also result in a decrease in business as it can result in early foreclosure or prepayment by customers. We cannot assure you that we will be able to react effectively to these or other market developments or compete effectively with new and existing participants in the increasingly competitive financial services sector. If we are unable to compete effectively, our business, results of operations, cash flows and financial condition may be adversely affected.

10. *We are subject to periodic inspections by the RBI in India. Non-compliance with regulations and observations made during the RBI's inspections could expose us to penalties, suspension and restrictions as well as cancellation of our licence.*

We are subject to periodic inspections by the RBI under the RBI Act, 1934 on our operations, risk management systems, internal controls, regulatory compliance and credit monitoring systems, pursuant to which the RBI issues observations, directions and monitorable action plans, on issues related to various operational risks, information technology security and regulatory non-compliances, amongst others. During the course of finalising inspections, the RBI inspection team shares its findings and recommendations with us and provides us an opportunity to provide clarifications, additional information and, where necessary, justification for a different position, if any, than that observed by the RBI. Upon final determination by the RBI of the inspection results, we are required to take actions specified therein by the RBI to its satisfaction. Non-compliance with observations made by the RBI during these inspections could expose us to penalties and restrictions.

In its past inspection reports, the RBI has made some observations and also sought certain clarifications in relation to our operations including requirements for a documented policy for protection and privacy of customer data and process for evaluation for performance of the Board, oversight on outsourced vendors/partners, adherence to fair practices code and a data breach incident reported at one of the Company's external vendors.

While the RBI has not levied any penalty for such non-compliances in the six months period ended September 30, 2024 and in the last three Fiscals and we have provided necessary clarifications or undertaken to ensure compliance with the relevant observations, we cannot assure that such steps will be satisfactory and that the RBI will not have follow-up observations in the future or will not impose any penalties for non-compliances. We cannot assure that the RBI or any other regulatory authority will not make recommendations of improvement in the future or impose any penalties or restrictions on us, including having approvals withheld, receiving conditional approvals, or having our licences cancelled, which may have an adverse effect on our reputation, business, results of operations, financial condition, and cash flows.

11. *If we are unable to secure funding on acceptable terms and at competitive rates when needed, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.*

Given that we are a non-deposit taking NBFC, we rely on wholesale borrowing sources. We have historically relied on a combination of sources to meet our funding requirements, including the public and private sector banks, foreign banks, mutual funds, insurance companies, pension funds and other financial institutions. The funding has been of various forms including term loans, non-convertible debentures, subordinated bonds, perpetual bonds and commercial paper instruments. For more information, see "*Financial Indebtedness*" on page 416. Our business is highly dependent upon our timely access to, and the costs associated with, various sources of funding. The following table shows our Total Borrowings, finance costs and average cost of borrowings as at the dates indicated:

| Particulars | As at | | | | |
|--|--------------------|--------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 30, 2024 | March 30, 2023 | March 30, 2022 |
| Total Borrowings, including debt securities (in ₹ million) | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Finance costs (in ₹ million) | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Average Cost of Borrowings (%) ⁽¹⁾ | 7.88 | 7.65 | 7.53 | 6.76 | 6.70 |

Notes:

(1) *Average Cost of Borrowings: Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated*

as average of opening and closing total borrowings during the specified period).

For further details on our borrowings, see “*Our Business—Treasury Operations and Financings*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Indebtedness*” on pages 258 and 411, respectively.

Our business will continue to depend on our ability to access diversified borrowing and funding sources from within and outside India. Our ability to borrow on acceptable terms and at competitive rates continues to depend on various factors, including, but not limited to, (i) our credit ratings; (ii) policy initiatives and the regulatory environment; (iii) liquidity in the markets; (iv) the attractiveness of debt of our Company to investors and lenders; (v) our current and future results of operations and financial condition as well as (vi) general access to liquidity for NBFCs. We also depend on our Promoter as a lender under our borrowings. See “—*We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price*” on page 31.

Our high credit ratings enable us to borrow funds at competitive rates from varied sources. For more details on our credit ratings, see “*Our Business—Treasury Operations and Financing*” on page 258. Any downgrade in our credit ratings or a significant increase in Gross Stage 3 Loans may lead to an increase in our cost of funds for existing and future borrowings. Additionally, any downgrade of ratings below minimum investment grade ratings could reduce demand for our debt, thus making the raising of additional debt including refinancing of outstanding debt more difficult and increasing the probability that our lenders may impose additional terms and conditions to any financing or refinancing arrangements with them. This would increase our financing costs, consequently reducing spreads between the interest rates at which we borrow and lend, which could adversely affect our ability to maintain our current levels of profitability, thereby, impacting our business, results of operations, cash flows and financial condition.

If we are unable to obtain adequate financing or refinance our existing debt in a timely manner and on commercially reasonable terms, we may delay non-essential capital expenditures, implement cost cutting procedures, delay or reduce future hiring, or reduce our rate of future originations compared to current level. There can be no assurance that we can obtain sufficient sources of external capital to support the growth of our business. Delays in doing so or failure to do so may require us to reduce loan originations or limit our operations, which would harm our ability to pursue our business objectives as well as harm our business, results of operations and financial condition.

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

We rely on digital banking and other digital services including mobile products and other web-and cloud-based products and applications, whether directly owned or through external vendors. We have in particular implemented several digital customer service channels over the years. For example, our “HDB On-the-Go” mobile application enables our customers to access our full suite of products and services online and get personalised assistance on the application. We also provide digital customer support on our online channels such as on chatbots. We expect to continue investing in digital services and channels in the future. See “*Our Business—Our Strengths— Advanced technology tools driving enhanced customer experience and efficiency across each stage of the customer lifecycle*” on page 243. We are therefore exposed to various cybersecurity threats, such as (i) phishing and trojans targeting our customers, wherein fraudsters send unsolicited emails to our customers seeking account-sensitive information, (ii) hacking, wherein hackers seek to hack into our website with the primary intention of causing reputational damage to us, (iii) data theft, wherein cyber criminals may intrude into our network with the intention of stealing our internal data or our customer information or to extort money and (iv) data leakage, wherein sensitive internal bank data or customer information is inappropriately disclosed by parties entitled to access it.

For example, in March 2023, one of our external vendors who processes data on our behalf experienced a data breach incident leading to the leak of customer data, despite being SOC 2 certified. While detailed forensic analysis determined that the breach did not impact our hosted systems and our vendor subsequently fixed its security gaps, we cannot ensure that our security measures will be adequate or successful in preventing future security breaches. While we continue to enhance our protective measures, investigate and remediate any vulnerability due to cybersecurity incidents, any such cybersecurity incident could lead to loss of customer data and damage our reputation and have a material adverse effect on our business, financial condition and results of operations. Any cybersecurity incident could also subject us to additional regulatory scrutiny and expose us to civil litigation and related financial liability.

Pursuant to RBI’s Master Direction—Information Technology Framework for the NBFC Sector dated June 8, 2017, we have an Information Technology Strategy Committee which ensures that the Company has put in place processes for assessing and managing IT and cybersecurity risks. Our implemented processes may however fail and cyber incidents may go undetected, potentially causing customer loss and regulatory scrutiny.

As cybersecurity threats increase and become more sophisticated, we may face increased costs to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cybersecurity incidents. We may also face

operational risks and increased costs if new technologies we use in cybersecurity management, such as the artificial intelligence and machine learning capabilities we have deployed in connection with our security incident event management, are not used appropriately, are defective or inadequate, or are not fully integrated into our solutions, systems or controls.

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

We are highly dependent on our IT systems, which cover all key areas and stages of our business, including customer sourcing, onboarding, underwriting as well as collections. For more information on our IT systems, see “*Our Business— Information Technology and Digital Vision*” on page 259.

Although we have IT disaster action plans in place to deal with any potential downtime or failure in our IT systems and while we have not experienced any such major events in the six months period ended September 30, 2024 and over the last three Fiscals, we may not be able to prevent such downtimes or failures which could damage our reputation and have a material adverse effect on our business, results of operations and financial condition. For example, any shortcoming in our IT systems may lead to a delay in the payment of our obligations under our borrowings or in any other payment processing.

Further, we rely on external vendors for certain parts of our operations, such as for payment processing, information processing and other services. Failures or breaches in external vendors’ systems could lead to significant information loss, legal liabilities, disruption of business operations and damage to our reputation and competitive position. For example, our transaction banking platform, which we use for loan disbursements, was down for over four hours in the first half of Fiscal 2024. While the financial impact of such instances is not quantifiable and these instances have not had any material adverse impact on our business and operations, similar future instances for a prolonged period of time or at a large scale could potentially impact our business, results of operations, cash flows, financial condition and reputation.

14. *Our business may be adversely affected by seasonal trends in the Indian economy.*

Our operations and demand for our products are affected by seasonal trends in the Indian economy, which may affect our results of operations. For example, during the festive seasons in India (primarily October and November), while the demand for our Asset Finance products generally decrease, the demand for our Consumer Finance products tends to increase. By contrast, the demand for our Asset Finance products generally increase during the fourth quarter of the Fiscal, while the demand for our Consumer Finance products tends to decrease during this time. Furthermore, other events, such as weather changes like heatwaves and election periods at both state and national levels, may have an impact on our operations and results of operations.

Accordingly, our results of operations and financial condition in one quarter may not accurately reflect the trends for the entire Fiscal and may not be comparable with our results of operations and financial condition for other quarters.

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

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

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

For example, where customers repay their loans in cash directly to us or through representatives appointed by us, we are exposed to the risk of fraud, misappropriation or unauthorised transactions by our third-party representatives or employees responsible for dealing with such cash collections. While we have procured insurance for cash in safes and in transit and we have put in place systems to detect and prevent any unauthorised transactions, fraud or misappropriation by our authorised representatives and employees, these measures may not be effective in all cases. The table below provides a split of our cash and our cash collections as a percentage of total collections for the dates indicated:

| Particulars | For the six months period ended | | For Fiscal | | |
|----------------------------------|---------------------------------|--------------------|------------|-----------|-----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Total collections (in ₹ million) | 286,770.8 | 230,982.0 | 491,447.4 | 420,629.3 | 352,446.0 |

| Particulars | For the six months period ended | | For Fiscal | | |
|---|---------------------------------|--------------------|------------|----------|----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Cash collections (in ₹ million) | 11,057.0 | 12,567.4 | 24,528.7 | 31,661.8 | 34,193.0 |
| Cash collections as a percentage of total collections (%) | 3.86 | 5.44 | 4.99 | 7.53 | 9.70 |

Furthermore, there can be no assurance that measures adopted by us to detect fraud and illicit practice have been or will be effective in preventing fraud, or that any of these events will not occur again in the future or that we will be able to recover funds misused or misappropriated if such events occur. Further, where possible, there could be instances of fraud and misconduct by our employees which may go unnoticed for a certain period of time before they are identified and corrective actions are taken. The following table sets forth the fraud cases detected and reported as at the dates indicated:

| Particulars | For the six months period ended | | As at | | |
|--|---------------------------------|--------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Number of fraud cases detected and reported | 3 | 2 | 6 | 6 | 6 |
| Amount of fraud cases detected and reported (in ₹ million) | 5.7 | 4.1 | 18.8 | 5.8 | 46.8 |

In particular, employees at our Ghaziabad branch fraudulently processed loans to non-eligible customers in contravention of our internal policies and using falsified documents. The fraud involved 228 loans amounting to ₹108.8 million, of which ₹51.4 million has been recovered as of September 30, 2024. The case remains ongoing and judicial proceedings are underway. While the Company has since strengthened its internal controls relating to underwriting of loans, there can be no assurance that similar or other fraud cases may not occur in the future.

If a regulatory proceeding is initiated due to a report made by us about an unauthorised transaction, fraud or misappropriation involving our employees, it could harm our reputation and financial condition. Moreover, substantial fraud by customers or external parties could result in an adverse effect on our business, results of operations, cash flows and financial condition.

16. *We are subject to the risk of failure of, or a material weakness in, our internal control systems, which could have a material adverse effect on our reputation, business, results of operations, cash flows and financial condition.*

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

Further, our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material adverse effect on our reputation, business, results of operations, cash flows and financial condition.

17. *If we fail to identify, monitor and manage risks and effectively implement our risk management policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.*

Our policies and procedures to identify, monitor and manage risks may not be fully effective and may be subject to human error. Some of our risk measuring criteria are based on the use of monitored historical market behaviour. As a result, these methods may not accurately predict future risk exposures, which could be significantly greater than those indicated by the historical measures. For more information on our risk management, see “*Our Business—Risk Management*” on page 258.

To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risk are not effective, we may not be able to effectively mitigate our risk exposures in particular market environments or against particular types of risk. For example, we have entered into hedging arrangements to hedge our exposure to foreign exchange fluctuations for our ECBs and into interest rate swaps to reduce our risk of exposure to interest rate fluctuations. For further

details, please see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Qualitative and Quantitative Disclosures about Market Risks — Foreign currency management*” on page 413. There can be no assurance that our hedging arrangements will continue to adequately reduce our foreign currency or interest rate risks, or that such hedging arrangements will protect us against any unfavourable fluctuations in exchange rates or interest rates. Further, the relevant counterparty may fail to perform its obligations under the relevant hedging arrangement. If we are unable to pass on any increase in our costs to our customers due to fluctuations in interest rates or exchange rates, our profitability may be reduced which may in turn result in a material and adverse effect on our business, results of operations, cash flows and financial condition.

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

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

Our earnings are dependent upon the effectiveness of our management of changes in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates, and the adequacy of our allowances for loan losses. To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses.

18. *If we are unable to comply with the capital adequacy requirements stipulated by Reserve Bank of India, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.*

Our Company is subject to the capital adequacy ratio requirements prescribed by the RBI under the non-banking financial company (“NBFC”) Scale Based Regulations. The capital adequacy ratio is defined as the ratio of Tier I and Tier II capital as compared to risk-weighted assets on balance sheet and risk adjusted value of off-balance sheet items. In accordance with the NBFC Scale Based Regulations, NBFCs such as our Company are required to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, of not less than 15.00% of our aggregate risk-weighted assets on balance sheet and risk-adjusted value of off-balance sheet items, of which Tier I capital cannot be less than 10.00%. While our capital adequacy ratio did not fall below the level prescribed by the RBI in Fiscal 2024, 2023 or 2022, there can be no assurance that our CAR will continue to be compliant with RBI requirements in the future. The following table sets forth information relating to our capital adequacy ratio (capital to risk (weighted) assets (“CRAR”)) as at the dates indicated:

| Particular | As at | | | | As at | | | | | |
|------------|--------------------|----------------|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | September 30, 2024 | | September 30, 2023 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | CRAR | Tier I Capital | CRAR | Tier I Capital | CRAR | Tier I Capital | CRAR | Tier I Capital | CRAR | Tier I Capital |
| Ratios | 19.30% | 14.64% | 19.42% | 15.71% | 19.25% | 14.12% | 20.05% | 15.91% | 20.22% | 15.22% |

Additionally, since we have been identified and categorized as “Upper Layer” NBFCs by RBI under the SBR Regulations, we are required to maintain, on an on-going basis, a common equity tier I (CET-1) capital of 9.0% of our risk weighted assets. For further details, see “*Key Regulations and Policies - Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023 (“NBFC Scale Based Regulations”)*” on page 263.

While we have been in compliance with these requirements in the past three Fiscals, there can be no assurance that we will be able to maintain our CRAR within the regulatory requirements, and a failure to do so could have a material adverse effect on our business, results of operations, cash flows and financial condition. In particular, the RBI’s assessment of our CRAR may differ from our own. Any changes in the regulatory framework affecting non-banking financial services companies including the provisioning for NPAs, or capital adequacy requirements, or differences in interpretation of the same, could adversely affect our profitability or our future financial performance, by requiring a restructuring of our activities or an increase in our costs to comply with regulations applicable to us.

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

19. *New-to-credit borrowers constituted 12.02%, 13.88%, 13.16%, 15.59% and 19.08% of our Total Gross Loans as at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively. We may not be able to properly assess the credit worthiness of new-to-credit borrowers, and loans extended to such new-to-credit borrowers may accordingly have a higher risk of non-performance or default.*

We extend loans to new-to-credit (“NTC”) customers who do not have any credit history supported by documentation, which makes it difficult to assess their creditworthiness. For further details, please see “Our Business—Credit and Collections—Credit” on page 255. While conducting our due diligence, including through the external vendors we use for credit assessments, we may be unable to accurately predict the credit risk posed by such customers and may extend loans to some non-creditworthy borrowers. These customers tend to be more vulnerable to any adverse macroeconomic conditions and may have higher risk of non-performance or default. The table below provides the total amounts of loans extended to NTC and existing-to-credit (“ETC”) customers in absolute amounts and as a percentage of our Total Gross Loans at the dates indicated.

| Particulars | As at | | | | | | | | | |
|--------------------------|--------------------|-------------------|--------------------|-------------------|------------------|-------------------|------------------|-------------------|------------------|-------------------|
| | September 30, 2024 | | September 30, 2023 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | (₹ million) | Percentage of TGL | (₹ million) | Percentage of TGL | (₹ million) | Percentage of TGL | (₹ million) | Percentage of TGL | (₹ million) | Percentage of TGL |
| Loans to NTC customers | 118,571.0 | 12.02 | 108,051.7 | 13.88 | 118,730.5 | 13.16 | 109,160.0 | 15.59 | 116,990.2 | 19.08 |
| Loans to ETC customers | 867,671.1 | 87.98 | 670,514.7 | 86.12 | 783,448.8 | 86.84 | 591,147.0 | 84.41 | 496,273.0 | 80.92 |
| Total Gross Loans | 986,242.1 | 100.00 | 778,566.4 | 100.00 | 902,179.3 | 100.00 | 700,307.0 | 100.00 | 613,263.2 | 100.00 |

In case of default by our NTC customers on their loans, we may not be able to fully or partly recover loans extended to them, particularly if such loans are unsecured. Furthermore, even if such loans are secured, it may be difficult and time-consuming and we may incur additional expenses to enforce on the collateral and there can be no assurance that we will be able to recover the sums due to us in full. In each case, such non-performance of loans to our NTC customers could have an adverse effect on our business, financial condition and results of operations.

20. *We rely on the accuracy and completeness of information about customers and counterparties. Any misrepresentation, errors or incompleteness of such information could adversely affect our business, results of operations, cash flows and financial condition.*

While evaluating whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including personal information, financial statements, collateral related information, credit history, purpose of availing the loan and other financial information. We may also rely on certain representations as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors of customers and counterparties. We also depend on credit bureaus for verifying the creditworthiness of our customers. While we have not experienced any material instances with credit reports obtained from credit bureaus in the six months period ended September 30, 2024 and in Fiscals 2024, 2023 or 2022, any inaccurate or incomplete information received in the future could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows. See also “—India’s existing credit information infrastructure may cause increased risks of loan defaults” on page 55. Further, we may have customers who are unable to document their entire income comprehensively.

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

21. *We may face asset-liability mismatches in the future, which may cause liquidity concerns and consequently affect our profitability, cash flows, business, results of operations and financial condition.*

We continue to cater to our liquidity needs and maintain adequate sources of funding for business growth through diversified funding sources. We have adopted a policy of managing assets while monitoring future cash flows and our liquidity on a daily basis.

Mismatches in the maturity of our assets and liabilities are a key financial and liquidity risk for us. Asset-liability mismatches may arise if assets and liabilities mature over different periods. Asset liability management is standard for a lending company, as some portion of our funding requirements is also met through short and medium-term funding sources, such as commercial

papers. Mismatches between our assets and liabilities are compounded in case of pre-payments of the loans by our customers. Our inability to obtain additional credit facilities or renew our existing credit facilities for matching the tenure of our loan portfolio in a timely and cost-effective manner or at all may lead to mismatches between our assets and liabilities, which in turn may adversely affect our results of operations and financial condition. The table below provides an overview of our asset and liability maturity pattern as at September 30, 2024:

| Particulars | Liabilities | Assets | Cumulative mismatch |
|------------------------------------|-----------------------|-----------|---------------------|
| | <i>(in ₹ million)</i> | | |
| Maturity Period | | | |
| Less than one month ⁽¹⁾ | 51,402.2 | 166,613.7 | 115,211.5 |
| Over one month up to two months | 43,730.6 | 38,736.2 | 110,217.1 |
| Over two months up to three months | 41,514.4 | 36,955.6 | 105,658.3 |
| Over three months up to six months | 73,580.0 | 100,427.3 | 132,505.6 |
| Over six months up to one year | 176,644.7 | 162,417.4 | 118,278.3 |
| Over one year up to three years | 537,373.4 | 466,647.8 | 47,552.7 |
| Over three years up to five years | 125,286.6 | 151,744.0 | 74,010.1 |
| Over five years | 191,827.9 | 117,817.8 | 0.0 |

Note:

⁽¹⁾ Assets maturing in less than one month includes cash and liquid investments

For further details on the maturity pattern of our assets and liabilities, see “Selected Statistical Information” on page 313.

22. Third-party partners contributed to 18.14%, 15.06%, 16.15%, 13.76% and 8.59% of our total disbursements for the six months period ended September 30, 2024 and September 30, 2023, and for Fiscals 2024, 2023 and 2022, respectively. We rely on third-party partners in certain parts of our business, and issues with these partners, or failure to continue to expand our current third-party partner network, could adversely affect our business and financial performance.

We rely on an external distribution channel with over 80 brands and original equipment manufacturers (“OEMs”) and external distribution networks with over 140,000 retailers and dealer touchpoints (such as car dealers and direct selling agents) as at September 30, 2024.

The table below provides our total disbursements from third-party partners as an absolute sum and as a percentage of total disbursements from third-party partners as at the dates indicated.

| Particulars | For the six months period ended | | For Fiscal | | |
|--|---------------------------------|--------------------|------------|-----------|-----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Total Disbursements (in ₹ million) | 321,915.4 | 270,119.5 | 608,992.5 | 448,017.6 | 290,332.1 |
| Disbursements from third-party partners (in ₹ million) | 58,386.7 | 40,681.6 | 98,377.2 | 61,635.0 | 24,953.4 |
| Disbursements from third-party partners as a percentage of total disbursements (%) | 18.14 | 15.06 | 16.15 | 13.76 | 8.59 |

While we do not depend on any specific third-party partner, our ability to access customers through third-party partners is subject to a number of risks, including:

- third-party partners may choose not to sell our services or to sell our services with lower priority for any reason, including absolute or relative performance, service sizes or fee structure compared to other services, or for no reason at all;
- third-party partners may have captive finance affiliates or group companies that offer similar services competing with our services;
- third-party partners also offer similar products from our competitors to our existing and prospective customers and do not provide services for us on an exclusive basis;
- third-party partners may provide better service to our competitors and promote their products to prospective customers instead of ours because of a more attractive compensation arrangement, close relationships with our competitors or for other reasons; and
- we may be liable for misrepresentations, inappropriate behaviour, mistakes, frauds and negligent acts on the part of third-party partners while marketing or providing services for our products.

In the event any of these third parties were to terminate their contractual relationships with us or fail to provide the agreed-upon services at acceptable standards or at all to us for any reason, our business and results of operations could be materially disrupted

until suitable alternatives are put in place. In addition, if the third-party partners make errors, leak customer or operational data, mismanage customer interface, or fail to operate or comply with applicable regulations or governance standards, we could suffer reputational harm and may be subjected to regulatory actions. Such situations and our inability to maintain relationships with third-party partners such as original equipment manufacturers could disrupt our operations and have a material adverse impact on our business, financial condition, results of operations and prospects.

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

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

The table below sets out our expenditure on third-party IT service providers and loan collection charges for the six months period ended September 30, 2024 and September 30, 2023 and for Fiscals 2024, 2023 and 2022.

| Particulars | For the six months period ended | | For Fiscal | | |
|--|---------------------------------|--------------------|------------|----------|----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Total operating expenses (in ₹ million) | 23,694.7 | 25,605.7 | 49,347.4 | 49,331.6 | 41,675.0 |
| Third-party service provider expenses (in ₹ million) | 767.0 | 179.5 | 757.5 | 390.8 | 316.5 |
| Collection agent charges (in ₹ million) | 1,121.9 | 813.1 | 1,761.5 | 1,837.1 | 1,123.5 |

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

Furthermore, while our contracts with third-party service providers often include indemnification for statutory payments, fines and employee benefits, they do not cover losses or damages caused by their personnel's actions or inactions. In the event of any such occurrence, we may incur losses, and to that extent, our business, results of operations, cash flows and financial condition may be adversely affected. Further, these contracts are generally subject to unilateral termination by either party. Any such termination by the service providers and our inability to appoint suitable replacements may adversely affect our business, results of operation and financial condition.

24. We have distribution agreements with third parties and termination or failure to renew such distribution agreements may adversely affect our business, results of operation and financial condition.

We offer value-accretive fee-based products such as distribution of life and non-life insurance products, provision of warranty services and third-party tie-ups for sale of protection products. The following table sets forth income generated through fee-based for the periods indicated:

| Particulars | For the six months period ended | | For Fiscal | | |
|---|---------------------------------|--------------------|------------|---------|---------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Income from fee-based services (in ₹ million) | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| Income from fee-based services as a percentage of total income (in %) | 6.91 | 6.11 | 6.73 | 6.10 | 5.03 |

We hold a licence from the Insurance Regulatory and Development Authority of India (the "IRDAI") and are a registered

corporate agent authorised to sell both life and general (non-life) insurance products and we have tie-ups with certain life insurance and general insurance companies.

In the event that our distribution agreements with third parties relating to such services are terminated or not renewed, we may lose the additional income stream from such services which could adversely affect our business, results of operation and financial condition. Further, such third parties may amend the terms of the distribution agreements, which in turn may lead to the product becoming unattractive or to a decrease in our commission.

25. We provide back office, sales support and collection services to our Promoter, HDFC Bank. Discontinuation of such services to HDFC Bank may adversely impact our business, results of operations and financial condition.

We provide BPO services for our Promoter, HDFC Bank. Such BPO services include back office, sales support and collection services.

The following table sets forth income generated through fee-based and BPO services for the periods indicated:

| Particulars | For the six months period ended | | For Fiscal | | |
|---|---------------------------------|--------------------|------------|----------|----------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Income from BPO services (in ₹ million) | 6,080.3 | 11,752.2 | 19,495.5 | 26,339.3 | 23,634.1 |
| Income from BPO services as a percentage of total income (in %) | 7.71 | 17.03 | 13.76 | 21.24 | 20.90 |

Our master service agreement with HDFC Bank relating to such services contains a change of control provision, which allows each party to terminate the master service agreement. Any termination or failure to renew our agreements with HDFC Bank would affect our BPO services which may adversely impact our business, results of operations and financial results.

26. We have entered into and may continue to enter into related-party transactions, which may potentially involve conflicts of interest.

HDFC Bank and its subsidiaries are considered related parties of our Company pursuant to the Companies Act, 2013 and the applicable Indian accounting standards. We have engaged in and expect to continue to engage in significant transactions with such related parties in the ordinary course of business and on an arm's-length basis. For example, we provide back office, sales support services and run collection call centers for HDFC Bank. HDFC Bank is also a lender under our borrowings. See “— We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price.” on page 31. We also have tie-ups for distribution of insurance products with HDFC Life Insurance Co. Limited and HDFC Ergo General Insurance Co. Limited.

The transactions entered into with related parties during in the six months period ended September 30, 2024 and September 30, 2023, and in Fiscals 2024, 2023 and 2022 were undertaken by our Company in compliance with the applicable provisions of the Companies Act and all other applicable laws. See “Summary of the Offer Document” on page 16 and “Restated Consolidated Financial Information—Note 37: Related Party Transactions” on page 364. The following table sets forth details of our related-party transactions as at the dates indicated:

| For the six months period ended September 30, | | For Fiscal | | |
|---|--|--|--|--|
| 2024 | 2023 | 2024 | 2023 | 2022 |
| Related-party transactions (₹ million) | Related-party transactions (₹ million) | Related-party transactions (₹ million) | Related-party transactions (₹ million) | Related-party transactions (₹ million) |
| 15,433.2 | 45,731.1 | 101,632.3 | 73,010.3 | 86,877.3 |

Our related-party transactions may potentially involve conflicts of interest and may require significant capital outlay and there can be no assurance that we will be able to make a return on these investments. It is likely that we may enter into related-party transactions in the future. Although all related-party transactions that we may enter into will be subject to our Audit Committee, Board or Shareholder approval, as may be required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), and are conducted on an arm's-length basis and in ordinary course of business, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business, results of operations, cash flows and financial condition, will be in the best interests of our minority shareholders, or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Such future related-party transactions may also potentially involve conflicts of interest which may be detrimental to us and against the interest of prospective investors. In addition, we cannot

assure you that relevant shareholders' approval will be received for all material related-party transactions and, accordingly, certain transactions which may be favourable to us may not be executed.

27. We are involved in certain legal proceedings and any adverse outcomes in such proceedings may have a material adverse effect on our reputation, business, results of operations, cash flows and financial conditions.

In the ordinary course of business, our Company, Promoter and Directors are involved in legal proceedings, which are pending at varying levels of adjudication at different forums. For more information, see “*Outstanding Litigation and Material Developments*” on page 421. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company, Promoters and our Directors.

Further, we have initiated certain recovery proceedings against our borrowers, for the dishonour of cheques and for dishonour of electronic funds transfer. We have, in the ordinary course of our business, filed certain complaints with respect to offences such as fraudulent activities committed by certain borrowers. While these proceedings are pending at various stages of adjudication before various courts, we cannot ensure that they will get resolved in our favor and may have an adverse effect on our business, results of operations, financial condition and cash flows.

Any adverse decision in legal proceedings pending or in the future may have a significant effect on our business, results of operations, financial condition and cash flows of our Company. There can be no assurance that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that we will be able to recover any losses incurred from third parties, regardless of whether we are at fault. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable. There can be no assurance that losses relating to litigation or arbitration will be covered by insurance or that any such losses would not have a material adverse effect on our business, results of operations, financial condition and cash flows.

In particular, one of our Group Companies and member of our Promoter Group, HDFC Securities Limited (“**HSL**”), has received two show cause notices from the SEBI which are currently pending. The first show-cause notice dated October 9, 2024 is in the matter of Tradetron and other algorithm trading platforms where HSL was one of the brokers associated with one of the algorithm platforms being investigated by SEBI. The inquiry is being conducted under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 read with Section 15-I of the SEBI Act and the show cause notice has been issued to provide reasons on why penalty should not be imposed under Section 15HB of the SEBI Act. The second show-cause notice dated August 8, 2024 is pursuant to an inspection conducted by SEBI jointly with the stock exchanges and depositories of HSL on various compliance requirements with respect to the provisions of various SEBI circulars and circulars of the stock exchanges applicable to HSL as a stock broker. The show cause notice was issued under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 to HSL to provide reasons on why a monetary penalty should not be imposed under Section 15HB of the SEBI Act. HSL has filed a settlement application in this regard. Further, in the past, there have been actions initiated by SEBI against certain members of our Promoter Group and Group Companies which have now been settled.

A summary of the nature and number of outstanding material litigation as on the date of this Draft Red Herring Prospectus, as decided by our Board and further detailed in “*Outstanding Litigation and Material Developments*” on page 421, involving our Company, Promoters and certain of our Directors, along with the amount involved, to the extent quantifiable, has been set out below:

| Name of entity | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material civil litigations | Aggregate amount involved (in ₹ million)^ |
|-----------------------|----------------------|-----------------|-------------------------------------|--|----------------------------|---|
| Company | | | | | | |
| By the Company | 286 | 7 | - | - | Nil | 1,094.6 |
| Against the Company | 55* | 13 | 1 | Nil | Nil | 923.3 |
| Directors | | | | | | |
| By our Directors | Nil | - | - | - | Nil | Nil |
| Against the Directors | 9 | Nil | Nil | Nil | Nil | Nil |
| Promoter | | | | | | |
| By our Promoter | 6,67,036# | - | - | - | Nil | 194,731.9 |
| Against our Promoter | 268 | 163 | Nil | 19 | Nil | 195,072.3 |

[^]To the extent ascertainable and quantifiable.

* This includes matters where the Directors have been impleaded along with our Company.

[#]Approximate

We cannot assure you that any of litigation matters will be settled in our favour or in favour of our Company, Promoter or Directors, as applicable, or that no additional liability will arise out of these proceedings.

As of the date of this Draft Red Herring Prospectus, there are no legal proceedings involving our Group Companies that may have a material impact on our Company.

For further details, see “*Outstanding Litigation and Material Developments*” on page 421.

28. *Our inability to comply with the financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.*

As at September 30, 2024, our Total Borrowings were ₹826,811.0 million and in order to fund our business growth, we will continue to incur additional indebtedness in the future. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated from our business, which depends on the timely repayment by our customers.

Some of the financing arrangements entered into by us include conditions that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of these covenants include:

- to undertake any amendments to the constitutional documents of our Company;
- to effect any changes in our capital structure;
- to formulate or effect any scheme of amalgamation, merger or reconstruction;
- to issue any debentures, raise any loans, accept deposits from the public or create any charge on the assets of the Company or give any guarantees;
- to undertake guarantee obligations on behalf of any other person; and
- to create encumbrance on the assets of the Company

For more information, see “*Financial Indebtedness*” on page 416.

In particular, we have obtained the required consents from the relevant lenders for approval of the Offer and related transactions.

Under certain financing agreements, we are required to maintain specific credit ratings and if we were to fail to do so, it would result in an event of default. We are also required to maintain the value of our hypothecated assets, certain financial ratios and ensure compliance with regulatory requirements, such as maintenance of capital to risk assets ratios, qualifying asset norms and ensuring positive net worth. Such covenants may restrict or delay certain actions or initiatives that we may propose to undertake from time to time. Some of our financing agreements and instruments contain cross-default and cross-acceleration clauses, which are triggered in the event of a default by us under our respective financing agreements.

A failure to observe the covenants and other requirements under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing documents are accelerated or any security created under such agreements enforced, we may have to dedicate a substantial portion of our cash flows towards payments under such financing documents, thereby reducing the amounts available for business growth, working capital, capital expenditure and general corporate purposes.

29. *The bankruptcy code in India may affect our rights to recover loans from our customers.*

The Insolvency and Bankruptcy Code, 2016, as amended (the “**IBC**”) offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The IBC creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

In case insolvency proceedings are initiated against our debtor, we may not have complete control over the recovery of amounts due to us. Under the IBC, upon invocation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Certain decisions of the committee of creditors must be taken by a vote of not less than 51% of the voting share of all financial creditors. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it.

In case a liquidation process is opted for, the IBC provides for a fixed order of priority in which proceeds from the sale of the

debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes and debts owed to workmen and other employees. Pursuant to an amendment to the IBC, allottees in a real estate project are considered on par with financial creditors. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority. Accordingly, if the provisions of the IBC are invoked against any of our customers, it may affect our ability to recover our loans from the borrowers and enforcement of our rights will be subject to the IBC.

30. *We may not successfully implement our sustainability initiatives or adequately meet India's Corporate Social Responsibility ("CSR") reporting requirements, which could adversely affect our reputation, access to capital, business and financial condition.*

We are committed to fostering positive change in the communities we serve and we recognise the important role of businesses in shaping the societal landscape and have recently expanded our CSR initiatives. In particular, in Fiscals 2024 and 2023, we have engaged in a range of CSR initiatives in areas that promote affordable healthcare, safe hygiene, education, livelihoods and environmental sustainability. During Fiscals 2024 and 2023, our CSR expenditure was ₹313.0 million and ₹217.8 million, respectively. For further details, see “*Our Business—Corporate Social Responsibility (CSR)*” on page 262 for more information on our CSR initiatives.

Our ability to meet our CSR initiatives may be affected by various factors, including competing priorities and transactional needs. Any failure to meet our own targets could have an adverse impact on our reputation, access to capital, business and financial condition.

In addition, CSR reporting for our Company is mandatory in India. While we have internal teams that ensure legal and regulatory compliance with CSR reporting requirements, we may fail to meet certain CSR reporting requirements which may adversely affect our reputation.

31. *We have incurred negative cash flows from operating, investing and financing activities in recent years and may continue to do so as we invest in further expanding our distribution network in India.*

The table below shows our Restated Consolidated Financial Information on cash flows for six-month periods ended September 30, 2024 and September 30, 2023, and Fiscals 2024, 2023 and 2022:

| Particulars | Six-month period ended | | Fiscal | | |
|---|------------------------|--------------------|----------------|----------------|------------------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Net cash flow generated from/(used) in operating activities | (92,088.5) | (60,976.5) | (167,360.4) | (68,506.1) | 19,871.0 |
| Net cash generated from /(used in) investing activities | 12,507.2 | (4,475.9) | (21,455.6) | 9,733.2 | (7,032.8) |
| Net cash generated from /(used in) financing activities | 82,561.0 | 68,690.0 | 191,335.5 | 57,959.9 | (14,995.4) |
| Net (decrease)/increase in cash and cash equivalents | 2,979.7 | 3,237.4 | 2,519.5 | (813.0) | (2,157.2) |

Our net cash flow used in operating activities in the six-month periods ended September 30, 2024 and 2023, and in Fiscals 2024 and 2023 was primarily due to an increase in loan disbursements. Our net cash used in investing activities in the six-month period ended September 30, 2023, and Fiscals 2024 and 2022 was primarily due to purchase of investments. Our net cash used in financing activities in Fiscal 2022 was primarily due to repayment of borrowings (other than debt securities) and repayment of debt securities. For further details on our cash flows, please see “*Management's Discussion and Analysis of Financial Condition and Results of Operations—Cash Flows*” on page 409. We may continue to incur negative cash flows as we continue investing in our distribution network.

32. *We may not be able to prevent others from unauthorised use of our intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims.*

We rely on a combination of trademarks, domain names, proprietary technologies and similar intellectual property to establish and protect our rights in our technology and intellectual property. We have five registered trademarks as at the date of this Draft Red Herring Prospectus. For further details, see “*Our Business—Intellectual Property*” on page 261.

Further, we have the right to use the HDFC logo pursuant to a trademark licence agreement dated December 19, 2023 with our Promoter, see “—*We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank could materially and adversely affect our brand recognition, business, financial condition and results of operations.*” on page 32 and “*Our Business—Intellectual Property*” on page 262.

An intellectual property registration granted to us may not be sufficient to protect our intellectual property rights. Unauthorised use of our intellectual property rights by third parties could adversely affect our reputation. We may be required to resort to legal action to protect our intellectual property rights. Any adverse outcome in such legal proceedings or our failure to successfully enforce our intellectual property rights may impact our ability to use intellectual property, which could have an adverse effect on our business, results of operations, cash flows and financial condition. Intellectual property litigation is expensive and time-consuming and could divert management’s attention from our business. Any intellectual property claim or litigation, whether we ultimately win or lose, could damage our reputation and adversely affect our business, cash flows, financial condition and results of operations.

33. *If customers transfer their loans from us to other banks or financial institutions, our Total Gross Loans and assets under management may decrease or fail to increase.*

Our customers may seek to refinance their loans through balance transfers to other banks and financial institutions. For example, customers who have loans with equated monthly instalments (“EMIs”) that increase over time typically seek to refinance their loans through balance transfers to other banks and financial institutions, to avoid increased EMIs. The table below shows the amount of balance transfers in the last three Fiscals as a percentage of our total AUM:

| Particulars | For the six months period ended | | For Fiscal | | |
|--|---------------------------------|--------------------|------------|---------|---------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 |
| Total amount of balance transfers of loans (in ₹ million, except percentages) | 4,934.5 | 3,638.5 | 7,558.9 | 6,725.3 | 7,213.1 |
| Total amount of balance transfers of loans as a percentage of total AUM (%) (in ₹ million, except percentages) | 0.50 | 0.47 | 0.84 | 0.96 | 1.17 |

In case of more attractive interest rates or other more competitive commercial terms on loans being offered by our competitors, we may incur an increase in loss of customers to our competitors resulting in a potential loss of interest income from such loans which in turn may affect our ALM. Such events may also slow the growth of our total AUM and reduce our ability to sell our other products. As our loan origination costs, including any commission paid to our third-party distribution channel partners, are amortised over the tenure of the loans, loan transfers or pre-payments result in higher expenses on account of the unrecoverable cost of loan acquisition, which in turn have an adverse effect on our financial performance and profitability. Further, any inability or failure on our part to refinance our customers’ existing loans from other banks or financial institutions could adversely affect our business and prospects.

34. *We are dependent on our Key Managerial Personnel and Senior Management Personnel, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition.*

We are dependent on our management team, including the efforts of our Key Managerial Personnel and Senior Management Personnel. While our attrition rates have generally been low, our future performance is dependent on the continued service of these persons or similarly skilled and qualified successors. For details regarding the experience of, and the changes in, our Key Managerial Personnel and Senior Management Personnel, see “Our Management” on page 288. The following table provides the number and attrition rates of the Company’s Key Managerial Personnel and Senior Management Personnel for the periods indicated:

| | For the six months period ended | | For Fiscal | | |
|---|---------------------------------|--------------------|------------|------|-------------------|
| | September 30, 2024 | September 30, 2023 | 2024 | 2023 | 2022 [^] |
| Key Managerial Personnel and Senior Management Personnel* | 12 | 12 | 12 | 12 | 15 |
| Attrition Rate | 0 | 0 | 0 | 0 | 0 |

*Excluding our Chief Compliance Officer who has been appointed based on a fixed term contract.

[^]Jaykumar Pravinchandra Shah and Mathew Panat were inducted in the management team as at March 2022 as two members of the management team were due to retire. Further, Sunil Raut was part of the management team in his role as leading Compliance. Post appointment of Arjun Bikas Dutta as the chief compliance officer, Arjun was considered as part of the senior management team while Sunil Raut continued to work as a senior member of our compliance team. As two members of the management retired and one member is continuing in employment with HDBFS, the attrition for the year has been considered as NIL.

If any of our Key Managerial Personnel and Senior Management Personnel joins a competitor, we may lose customers and know-how to them which may adversely affect our business, cash flows, financial condition and results of operations. We cannot assure you that our competitors will not offer better compensation packages, incentives and other perquisites to such

skilled personnel. There could also be unauthorised disclosure or use of our technical knowledge, practices or procedures by such personnel.

In addition, we face a continuing challenge to recruit and retain a sufficient number of skilled personnel, particularly if we continue to grow. The loss of key personnel may restrict our ability to grow and consequently have a material adverse impact on our results of operations and financial position. High voluntary employee turnover may also reduce organisational performance and productivity, which may have a further adverse impact on our results of operations and financial position and cause us to fail to deliver on our strategic growth plans. We may also require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. Further, we may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting talent, which can potentially increase our employee costs. These factors may have an adverse effect on our business, results of operations, cash flows and financial condition.

If any dispute arises between our Key Managerial Personnel and Senior Management Personnel and our Company, any non-competition, non-solicitation and non-disclosure provisions in our employment agreements with such personnel might not provide effective protection to us.

35. *Negative publicity could damage our reputation and adversely impact our business and financial results.*

Reputational risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. The reputation of the financial services industry in general has been closely monitored as a result of the financial crisis and other matters affecting the financial services industry. We believe that we have been perceived as a trusted non-banking company in the financial sector, however, any negative public opinion about the financial services industry generally or us specifically could adversely affect our ability to attract and retain customers, employees, vendors and partners, raise equity capital and borrowings and may expose us to litigation and regulatory action. Negative publicity can result from our actual or alleged conduct in any number of activities, including lending practices and foreclosure practices, corporate governance, customer complaints, regulatory compliance, legal proceedings, mergers and acquisitions and related disclosure, sharing or inadequate protection of customer information, and actions taken by government regulators and community organisations in response to that conduct.

See also “—We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank could materially and adversely affect our brand recognition, business, financial condition and results of operations.” on page 32.

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

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

| Particulars | As at September 30, | | As at March 31, | | |
|-------------------------------------|---------------------|----------|-----------------|----------|----------|
| | 2024 | 2023 | 2024 | 2023 | 2022 |
| Total investments (in ₹ million) | 20,644.1 | 17,072.1 | 33,803.3 | 12,432.5 | 22,335.1 |

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

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

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. The following table sets forth details of our insurance coverage as at the dates indicated:

| Particular | Date | Amount of insurance coverage (in ₹ million) | Net Value of Assets ⁽²⁾ (in ₹ million) | Percentage of insurance coverage to Net Value of Assets (in %) |
|--|--------------------------|---|---|--|
| Tangible Insured Assets ⁽¹⁾ | As at September 30, 2024 | 5,252.1 | 2,326.8 | 225.7 |
| Tangible Uninsured Assets | | 0 | 0 | NA |
| Total Assets | | 5,252.1 | 2,326.8 | 225.7 |
| Tangible Insured Assets ⁽¹⁾ | As at September 30, 2023 | 4,439.3 | 1,617.0 | 274.5 |
| Tangible Uninsured Assets | | 0 | 0 | NA |
| Total Assets | | 4,439.3 | 1,617.0 | 274.5 |
| Tangible Insured Assets ⁽¹⁾ | As at March 31, 2024 | 5,236.2 | 1,979.8 | 264.5 |
| Tangible Uninsured Assets | | 0 | 0 | NA |
| Total Assets | | 5,236.2 | 1,979.8 | 264.5 |
| Tangible Insured Assets ⁽¹⁾ | As at March 31, 2023 | 4,428.0 | 1,508.9 | 293.5 |
| Tangible Uninsured Assets | | 0 | 0 | NA |
| Total Assets | | 4,428.0 | 1,508.9 | 293.5 |
| Tangible Insured Assets ⁽¹⁾ | As at March 31, 2022 | 4,139.1 | 1,132.1 | 365.6 |
| Tangible Uninsured Assets | | 0 | 0 | NA |
| Total Assets | | 4,139.1 | 1,132.1 | 365.6 |

Notes:

- (1) *Tangible Insured Assets*—Building, Computers, Furniture and fixtures, Lease hold improvements, Vehicles and Office equipment and cash on-hand.
(2) *Net Value of Assets* includes property, plant and equipment and cash-in-hand and excludes intangible assets.

There can be no assurance that our current insurance policies will insure us fully against all risks and losses that may arise in the future, or that we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. Even if such losses are insured, we may be subject to certain deductibles, exclusions and limits on coverage, and our insurance claims may not be successful. While such instances have not materialised in the six months period ended September 30, 2024 and in the last three Fiscals, the occurrence of a serious uninsured loss or a successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, results of operations, cash flows and financial condition. If we are unable to pass the effects of increased insurance costs on to our customers, the costs of higher insurance premiums could have a material adverse effect on our costs and profitability. In addition, our insurance coverage expires from time to time. While we apply for the renewal of our insurance coverage in the normal course of our business, we cannot assure you that such renewals will be granted in a timely manner, at acceptable costs or at all. Further, we do not have insurance coverage for losses that we incur from our loan portfolio or investments due to non-payment and delinquency.

38. We may have to comply with regulations and guidelines issued by regulatory authorities in India, including the Reserve Bank of India, the Securities and Exchange Board of India (the “SEBI”) and the Insurance Regulatory and Development Authority of India (the “IRDAI”), which may subject us to penalties or business restrictions and increase our compliance costs.

We are subject to strict regulations prescribed by the RBI, and the RBI exercises a supervisory role over our business. We are also subject to regulatory oversight by the SEBI (given that we have listed Non-Convertible Securities) and the IRDAI (given that the Company is registered as a corporate agent) with respect to compliance with the laws applicable to our business. Our business and financial performance could be adversely affected by changes in the laws, rules, regulations or directions applicable to us and the non-banking financial companies, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations governing our business, operations and investments.

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

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

Furthermore, as of the date of this Draft Red Herring Prospectus, our Company is categorized in the “Upper Layer” under the SBR Regulations, and accordingly, we are subject to certain additional capital, prudential guidelines, regulatory changes and governance requirements, based on the bracket we fall within. Further, the SBR Regulations also require mandatory listing of

all NBFC-ULs within three years of identification as NBFC-UL. While we are currently in compliance with the SBR Regulations as at the date of this Draft Red Herring Prospectus, as applicable, there can be no guarantee that we will be able to comply with any increased or more stringent regulatory requirements in a timely manner, in part or at all. For details, see “Key Regulations and Policies” on page 264.

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

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

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India for carrying out our business. While we currently possess or have applied for renewals of certain licences for our existing business operations, there can be no assurance that we will be able to maintain or renew such licences, registrations, permits or approvals nor that we will not be subject to new licensing requirements. In addition, we may apply for more approvals. There can be no assurance that the relevant authorities will grant the required permissions or renew the expired licences and approvals in the anticipated timeframe, or at all. We cannot assure you that we will be able to maintain the conditions required to retain all our licences.

Moreover, we cannot assure you that approvals and licences currently held by us would not be suspended or cancelled or withdrawn in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Additionally, failure by us to comply with the terms and conditions to which such licences, approvals, permits or registrations are subject, and/or to renew, maintain or obtain the required licences, approvals, permits or registrations may result in the interruption of our operations and may have a material adverse effect on our business, results of operations, cash flows and financial condition. For further details, see “Government and Other Approvals” on page 468.

40. *We have certain contingent liabilities and our business, results of operations, cash flows and financial condition may be adversely affected if these contingent liabilities materialise.*

We have certain contingent liabilities and commitments, which, if materialised, could adversely affect our business and results of operations. As at September 30, 2024, our contingent liabilities in respect of disputed claims against our Company not acknowledged as debt was ₹1,216.6 million. If these contingent liabilities were to materialize, our business, results of operations, cash flows and financial condition may be adversely affected. Moreover, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year, or in the future. The table below sets forth the breakdown of our contingent liabilities as at September 30, 2024:

| Particulars | September 30, 2024 (in ₹ million) |
|--|--------------------------------------|
| I) Claims against the Company not acknowledged as debt | 1,216.6 |
| i) Suit filed by borrowers | 360.1 |
| ii) Other contingent liabilities in respect of: | |
| Provident Fund matter | 501.4 |
| Payment of Bonus (Amendment) Act, 2015 | 348.8 |
| Payment of Labour Welfare Fund | 3.2 |
| Maharashtra Professional Tax Assessment | 3.1 |
| II) Estimated amount of contracts remaining to be executed on capital account and not provided for | 1,021.4 |
| III) Undrawn committed sanctions to borrowers | 3,899.3 |
| Total contingent Liabilities | 6,137.2 |

For further information, see “Restated Consolidated Financial Information—Note 39: Contingent Liabilities and Commitments” on page 367.

41. *Our Company is a public limited company, and in accordance with Section 111 of the Companies Act, 1956 and Section 58 of the Companies Act, 2013, may be unable to impose restrictions on the transfer of Equity Shares by our Shareholders.*

As on the date of the filing of this Draft Red Herring Prospectus, our Company has 41,411 Shareholders. The number of

shareholders can be attributed to the allotments done by the Company pursuant to ESOPs and rights issues transactions undertaken by our Company and subsequent secondary transactions by the shareholders as our Equity Shares are freely transferable. For further details, see “*Capital Structure —Share Capital history of our Company*” on page 80. As our Company is a public limited company, in accordance with Section 111 of the Companies Act, 1956 and Section 58 of the Companies Act, 2013, it may be unable to impose restrictions on the transfer of Equity Shares by our Shareholders.

42. *Our Directors, Key Managerial Personnel and Senior Management have interests in our Company in addition to their remuneration and benefits and reimbursement of expenses.*

Certain of our Directors, Key Managerial Personnel and members of the Senior Management may be regarded as having interests in our Company other than the reimbursement of expenses incurred and normal remuneration or benefits. They may be deemed to be interested to the extent of Equity Shares held by them as well as to the extent of any dividends, bonuses, or other distributions on such Equity Shares. Additionally, certain of our Directors, Key Managerial Personnel and members of the Senior Management Personnel may also be interested to the extent of employee stock options granted by our Company under ESOS 2014, ESOS 2017 and ESOS 2022 and which may be granted to them from time to time. For further details, see “*Capital Structure*” and “*Our Management*” on pages 79 and 288 respectively.

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

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

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

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

In accordance with the requirements applicable to our Company, we are mandated to comply with AML, CFT and KYC regulations in India. These laws and regulations require us, among other things, to adopt and enforce AML, CFT and KYC policies and procedures. While we have adopted policies and procedures aimed at collecting and maintaining all relevant AML, CFT and KYC related information from our customers in order to detect and prevent the use of our networks for illegal money-laundering and terrorism financing activities, there may be instances where we collected information that may be used by other parties in attempts to engage in money-laundering, terrorism financing and other illegal or improper activities. In addition, a number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA. Pursuant to these provisions, as part of our KYC processes, we are required to collect and report certain information regarding U.S. persons having accounts with us.

We have not had instances of breach of any applicable AML, CFT or KYC regulations and we consider that we have adequate internal policies, processes and controls in place to prevent and detect AML activity and ensure KYC compliance (including FATCA compliance). We may however not be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions, including imposition of fines and other penalties by the relevant government agencies to whom we report to, including the Financial Intelligence Unit–India. Our business and reputation could suffer if any such parties use or attempt to use us for money-laundering, terrorism financing or illegal or improper purposes and such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements.

We are required to undertake customer due diligence procedures, including by verification of official valid documents and place of business/employment or residence, as applicable, in accordance with the Master Direction–Know Your Customer (KYC) Direction, 2016 issued by RBI, as updated from time to time. Such information includes representations with respect to the accuracy and completeness of valuation reports and title reports with respect to the property secured, as applicable. Any failure to comply with the applicable laws relating to Aadhaar or otherwise may expose us to penalties and regulatory scrutiny which may damage our reputation and lead to loss of customer confidence, which could have a material adverse impact on our

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

- 45. *We generally do not own our branch offices. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business, results of operations, cash flows and financial condition. Moreover, many of the lease agreements entered into by us may not be duly registered or adequately stamped.***

To support our business and our offerings, we leased our corporate office, registered office as well as a total of 1,771 branches as at September 30, 2024. For further details, see “*Our Business—Properties*” on page 263. The lease agreements for these offices and branches can be terminated, and any such termination could result in any of our offices or branches being shifted or shut down. Some of the lease agreements may have expired in the ordinary course of business and we are currently involved in negotiations for the renewal of these lease agreements. While we have not faced major issues renewing the leases of our offices or branches in the past, if these lease agreements are not renewed or not renewed on terms favorable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business and results of operations. Further, some of our lease agreements may not be adequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India or may not be authenticated by any public officer and the same may attract penalty as prescribed under applicable law or may impact our ability to enforce these agreements legally, which may result in an adverse effect on our business, results of operations, cash flow and financial condition.

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

While we have distributed dividends in the last three Fiscals, there is no guarantee that any dividends will be declared or paid in the future. The declaration and payment of dividend will depend on a number of internal and external factors. Pursuant to the notification dated June 24, 2021 issued by the RBI, the declaration of dividend of our Company shall, among other things, be dependent on the supervisory findings of the RBI in relation to non-performing assets of our Company, along with the capital adequacy requirements and the maximum dividend payout ratio prescribed under applicable laws. Additionally, our ability to pay dividends may also be restricted by regulatory restriction and the terms of financing arrangements that we may enter. The external factors on the basis of which our Company may declare the dividend shall, among other things, include business cycles, economic environment, both domestic and global, government and regulatory provisions, including taxation, inflation rates and cost of raising funds from alternate sources. Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. For further details, see “*Dividend Policy*” on page 312.

- 47. *Our debt securities are listed on the Wholesale Debt Market (“WDM”) segment of the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), and we are subject to strict regulatory requirements with respect to such listed debt securities. Our inability to comply with or any delay in compliance with such laws and regulations may have an adverse effect on our business, results of operations, cash flows and financial condition.***

Our debt securities are listed on the WDM segments of the BSE and the NSE. We are required to comply with various applicable rules and regulations including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the SEBI Listing Regulations in terms of our listed debt securities. In the event of non-compliance with such rules and regulations, we may be subject to certain penal actions, among other things, including restrictions on further issuance of securities and freezing of transfer of securities. Our inability to comply with or any delay in compliance with such rules and regulations may have an adverse effect on our business, results of operations, cash flows and financial condition.

- 48. *Our Promoter is a listed entity and any violation of rules and regulations applicable to listed companies by our Promoter may adversely impact our business, reputation, results of operation, cash flows and financial condition.***

Our Promoter is a listed entity with its own dispersed investor base and is subject to various compliance requirements under regulations promulgated by the SEBI and the U.S. Securities Exchange Commission (the “SEC”). Our Promoter is also subject to periodical checks and scrutiny by the SEBI, the SEC, the Stock Exchanges and the New York Stock Exchange (the “NYSE”). Any violations by our Promoter or adverse actions against our Promoter in the future may have an adverse impact on our business, reputation, results of operation, cash flows and financial condition. See “*Our Promoter and Promoter Group*” on page 306.

- 49. *Industry information included in this Draft Red Herring Prospectus has been derived from the CRISIL Report, and any reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on or derived from the CRISIL Report, which was prepared by CRISIL MI&A and exclusively commissioned and paid for by our Company for the purposes of the Offer pursuant to the technical proposal dated September 6, 2024. CRISIL MI&A is not related to our Company, our Promoters, our

Directors, Key Managerial Personnel, Senior Management Personnel or the Book Running Lead Managers. A copy of the CRISIL Report will be available on the Company's website at <https://www.hdbfs.com/investor/offer-documents> from the date of the Draft Red Herring Prospectus until the Offer Closing Date.

The CRISIL Report is subject to various limitations and based on certain assumptions that are subjective in nature. Statements in the CRISIL Report that involve estimates are subject to change, and actual amounts may differ materially from those included therein. The CRISIL Report uses certain selected methodologies for market sizing and forecasting and, accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. The CRISIL Report is not a recommendation to invest/disinvest in any company covered in the CRISIL Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information. There are no parts, data or information (which may be relevant for the proposed Offer), that has been materially left out or changed in any manner. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on or base their investment decision solely on this information.

In view of the foregoing, investors should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding the Offer. See "*Certain Conventions, Presentation of Financial, Industry and Market Data—Industry and Market Data*" and "*Industry Overview*" on pages 24 and 163, respectively.

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

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. For details on the various non-GAAP financial measures and the reconciliation of non-GAAP measures, please see "*Selected Statistical Information*" on page 313. These non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit and loss for the respective Fiscals or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. These non-GAAP measures and such other industry-related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry-related statistical information of similar nomenclature that may be computed and presented by other similar companies.

In addition, these non-GAAP measures are not standardised terms, hence a direct comparison of these non-GAAP measures between companies may not be possible. Other companies may calculate these non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus. For more information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 387.

51. *Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval. Further, our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised. Our management will have broad discretion over the use of the Net Proceeds.*

We propose to utilise the Net Proceeds towards augmenting our capital base to meet future business requirements of our Company, including towards onward lending. For further information of the proposed objects of the Offer, see "*Objects of the Offer*" on page 134. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain shareholders' approval in a timely manner, or at all. Any delay or inability to obtain such shareholders' approval may adversely affect our business or operations.

Further, our Promoter would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and in such manner as prescribed by the SEBI. Additionally, the requirement on our Promoter to provide an exit opportunity to such dissenting Shareholders may deter our Promoter from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interests

of our Company. Further, our Promoter may not have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by the SEBI.

In light of these factors, we may not be able to undertake variation of the objects of the Offer to use any unutilised proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interests of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Subject to compliance with requirements under the Companies Act and the SEBI ICDR Regulations, our planned use of the proceeds of the Offer may change. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions or our business strategy. Further, our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or other independent agency. In the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control, such as interest or exchange rate fluctuations, among others. The deployment of the Net Proceeds will be at the discretion of our Board, subject to applicable laws and regulations. However, the deployment of the Gross Proceeds will be monitored by the Monitoring Agency. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of the Net Proceeds. For details, see "*Objects of the Offer*" on page 134.

52. *A portion of the proceeds from this Offer will not be available to us.*

The proceeds from the Offer for Sale will be transferred to each of the Selling Shareholders, in proportion to their respective portion of the Offered Shares transferred by each Selling Shareholder in the Offer for Sale. Our Company will not receive any of the proceeds from the sale of Equity Shares by the Selling Shareholders. For details in relation to the Offer, see "*The Offer*" and "*Objects of the Offer—Offer for Sale*" on pages 63 and 134, respectively.

EXTERNAL RISK FACTORS

53. *Financial instability in other countries may cause increased volatility in Indian financial markets.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the price of the Equity Shares.

The ongoing implications of Russia's invasion of Ukraine, the Israel-Hamas conflict, the Israel-Hezbollah conflict and the Iran-Israel conflict could result in increased volatility in, or damage to, the worldwide financial markets and economy. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, cash flows and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

54. *Financial difficulty and other problems in certain financial institutions in India could adversely affect our business, results of operations, cash flows and financial condition.*

Our Company, as an NBFC, is subject to the risks faced by the Indian financial system as a whole, which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which may be referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we have lasting relationships and who may default on their obligations due to bankruptcy, lack of liquidity, operational failure or other reasons. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and hence, could adversely affect our business. Our transactions with these financial institutions and other non-banking financial institutions expose us to various risks in the event of default by a counterparty, which can be exacerbated during periods of market illiquidity.

55. *Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.*

India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB- with a "stable" outlook (S&P) and BBB- with a

stable outlook (Fitch). India's sovereign rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

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

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

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

Natural disasters (such as flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our properties and may require us to suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or other countries could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. Future outbreaks of the COVID-19 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business, results of operations, cash flows and financial condition and the trading price of the Equity Shares.

The short and long-term implications of Russia's invasion of Ukraine, the Israel-Hamas conflict, the Israel-Hezbollah conflict and the Iran-Israel conflict are difficult to predict at this time. To date, we have not experienced any material interruptions in our business operations in connection with these conflicts. We continue to monitor any adverse impact that the outbreak of war in Ukraine, the subsequent institution of sanctions against Russia by the United States and several European and Asian countries, and the Israel-Hamas conflict, Israel-Hezbollah conflict or the Iran-Israel conflict may have on the global economy in general, on our business and operations, our customers and other third parties with whom we conduct business. In particular, the Israel-Iran conflict has impacted oil prices and may continue to do so, which may in turn have an impact on the global economy and on India's economy in particular. To the extent such wars and conflicts may adversely affect our business as discussed above, it may also have the effect of heightening many of the other risks described herein.

58. *Our ability to raise foreign capital may be constrained by Indian law.*

We raise debt capital in foreign currencies. As at September 30, 2024, our external commercial borrowings ("ECBs") totaled USD 1 billion. As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing foreign currencies, including the regulatory approval requirement to borrow in foreign currencies in excess of USD 750 million, will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

59. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may materially adversely affect our business, results of operations, cash flows and financial condition.*

The regulatory environment in which we operate is evolving and is subject to change. Governmental and regulatory bodies in India and other countries may enact new regulations or policies, which may require us to obtain approvals and licences from applicable governments and other regulatory bodies or impose onerous requirements and conditions on our operations. Consequently, our business and financial performance could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to us and the non-banking financial companies, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations.

The governmental and regulatory bodies may notify new regulations and/or policies, which may require us to obtain approvals and licences from the government and other regulatory bodies, impose onerous requirements and conditions on our operations,

in addition to those which we are undertaking currently, or change the manner in which we conduct KYC or authenticate our customers. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, results of operations, cash flows and financial condition.

In addition, unfavourable changes in or interpretations of existing rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time-consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty and other special taxes and surcharges that are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Any future increases or amendments could affect the overall tax efficiency of companies operating in India and could result in significant additional taxes becoming payable. If the tax costs associated with certain transactions because of a particular tax risk materializing are greater than anticipated, it could affect the profitability of such transactions. We are also subject to various labour laws and regulations governing our relationships with our employees and contractors, including in relation to minimum wages, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labour and work permits. A change of law that requires us to increase the benefits to the employees from the benefits now being provided may create potential liability for us. Such benefits could also include provisions which reduce the number of hours an employee may work for or increase in number of mandatory casual leaves, which all can affect the productivity of the employees. Moreover, a change of law that requires us to treat and extend benefits to our outsourced personnel, and personnel retained on a contractual basis, similar to our full-time employees, may create potential liability for us. If we fail to comply with current and future health and safety and labour laws and regulations at all times, including obtaining relevant statutory and regulatory approvals, this could materially and adversely affect our business, results of operations, cash flows and financial condition.

60. *Investors may have difficulty enforcing foreign judgments in India against us or our management.*

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors, Key Managerial Personnel and Senior Management Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under the Foreign Exchange Management Act, 1999 (the "FEMA") to repatriate any amount recovered, and such approval may not be forthcoming. The recognition and enforcement of foreign judgments in India are governed by Sections 13 and 44A of Code of Civil Procedure, 1908 (the "Civil Code"), which provide that a suit must be brought in India within three years of the date of the judgment sought to be enforced. Generally, there are considerable delays in the disposal of suits by Indian courts. Furthermore, enforcement of foreign arbitral awards is governed under Sections 48, 49, 55 and 57 of the Arbitration and Conciliation Act, 1996. However, the courts may refuse to enforce such awards if the courts find that the subject matter of the dispute is not capable of being settled under the laws of India or if the enforcement would be contrary to the public policy of India.

61. *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.*

The financial statements included in this Draft Red Herring Prospectus have been prepared in accordance with Ind AS. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the SEBI ICDR Regulations included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

62. *We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business, results of operations, cash flows and financial condition.*

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

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

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and financial condition.

RISKS RELATING TO THE EQUITY SHARES AND THE OFFER

63. *The ability of investors to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Draft Red Herring Prospectus.*

No actions have been taken to permit a public offering of our Equity Shares in any jurisdiction, other than India. As such, our Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Further, our Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions. Please see “*Other Regulatory and Statutory Disclosures - Disclaimer in Respect of Jurisdiction*” on page 477. We, our representatives and our agents will not be obligated to recognise any acquisition, transfer or resale of our Equity Shares made other than in compliance with the restrictions set forth herein.

64. *The average cost of acquisition of Equity Shares for our Promoter Selling Shareholder may be lower than the Offer Price.*

The average cost of acquisition of the Promoter Selling Shareholder for 750,596,670 Equity Shares is ₹46.4, which may be lower than the Offer Price. For details, see “*Basis for Offer Price*” and “*Capital Structure*” on pages 140 and 79, respectively. The Offer Price is not indicative of the price at which our Company has issued the Equity Shares in the past or that will prevail in the open market following listing of the Equity Shares.

65. *We have issued Equity Shares during the preceding 12 months at a price which may be below the Offer Price.*

We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. For further details, see “*Capital Structure—Notes to Capital Structure—Issue of Equity Shares at a price lower than the Offer Price in the last year*” on page 119.

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

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under “*Basis for Offer Price*” on page 140 and may not be indicative of the market price for the Equity Shares

after the Offer.

The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band. For further details, see “*Basis for Offer Price*” on page 140.

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

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

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see “*Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)*” on page 483. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

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

The SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the “**Listed Securities**”) in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced ASM and GSM.

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, and other measures such as price-to-earnings multiple and market capitalisation.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by the SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by the SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management’s attention and may also decrease the market price of our Equity Shares, which could cause you to lose some or all of your investment.

68. *Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.*

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors’ fiduciary duties, responsibilities and liabilities, and shareholders’ rights may differ from those that would apply to a company in another jurisdiction. Shareholders’ rights under Indian law, including in relation to class actions, may not be as extensive and widespread as shareholders’ rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

69. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid on the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on equity shares sold on an Indian stock exchange. Any capital gain exceeding ₹100,000 realized on the sale of listed equity shares on a recognized stock exchange and held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 10% (without indexation and exchange variation benefit). This beneficial provision is subject to, among other things, payment of STT on both acquisition and sale of the equity shares. If the shares are not sold on a recognized stock exchange or if STT has not been paid as mentioned above, long term capital gain will be charged at 20% (with indexation) and short-term capital gain will be taxed at applicable slab rates. Non-residents are provided with the option of discharging tax on long term capital gain at 10% (without indexation and exchange variation benefit). Non-residents can also opt for the rate of tax as proposed in the double taxation avoidance agreement for the above transactions, if it is more beneficial, after providing the necessary documents as prescribed under the statute.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India at the rate of 15%, subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares.

The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations, including foreign investment and stamp duty laws governing our business and operations, could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

70. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion and repatriation transaction charges incurred, if any, may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India. Delays in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may fluctuate in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

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

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

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

by many factors, some of which are beyond our control, including:

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

Furthermore, a decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment. Significant events affecting other listed companies within the HDFC Bank group could lead to volatility in their share prices and such fluctuations may also impact the valuation of our Company, reflecting in our share price performance.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and before trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two working days from the Bid/Offer Closing Date and trading in the Equity Shares upon receipt of final listing, and trading approvals from the Stock Exchanges is expected to commence within three working days of the Bid/Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

73. *Any future issuance of Equity Shares or convertible securities or other equity-linked instruments by us may dilute your shareholding, and sale of Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares.*

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or disposal of our Equity Shares by the Promoter or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoter will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

74. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate

from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country sharing a land border with India can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020, and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

For further information, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 532.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and/or withdraw their Bids until the Bid/Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three working days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors’ decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors’ ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

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

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor’s benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

77. *A third party could be prevented from acquiring control of us post this Offer, because of antitakeover provisions under Indian law.*

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of the SEBI Takeover Regulations.

78. *Due to the nature of our business, we may be classified as a passive foreign investment company (“PFIC”) for U.S. federal income tax purposes. Assuming we are so classified, U.S. investors in the Equity Shares may be subject to material adverse U.S. federal income tax consequences.*

A non-U.S. corporation will be classified as a PFIC for any taxable year if either: (a) at least 75% of its gross income for such year is “passive income” for purposes of the PFIC rules or (b) at least 50% of the value of its assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income includes interest, dividends and other investment income, with certain exceptions. We mainly engage in the business of making loans to customers and our revenue mostly consists of interest income that will be considered passive income unless such interest income is derived in bona fide banking activities conducted by a U.S. licensed bank or a foreign corporation engaged in the banking business that is licensed as a bank in the country in which it is chartered

or incorporated and accepts deposits from and lends to unrelated customers as part of its banking business. We are not licensed as a bank in any jurisdiction and do not accept deposits. Therefore, we may be a PFIC for the current taxable year and the foreseeable future. If we are treated as a PFIC for any taxable year during which a U.S. investor held Equity Shares, such U.S. investor would generally be subject to material adverse U.S. federal income tax consequences. Certain elections that may alleviate such material adverse U.S. federal income tax consequences may be available.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

| | |
|--|--|
| The Offer ⁽¹⁾⁽²⁾⁽⁷⁾ | Up to [●] Equity Shares of face value of ₹10 each for cash price of ₹[●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹125,000.0 million |
| <i>of which:</i> | |
| (i) Fresh Issue ⁽¹⁾⁽⁷⁾ | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹25,000.0 million |
| (ii) Offer for Sale ⁽²⁾⁽³⁾ | Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹100,000.0 million |
| <i>The Offer consists of:</i> | |
| (i) Employee Reservation Portion ⁽⁴⁾ | Up to [●] Equity Shares, of face value of ₹10 each aggregating up to ₹[●] million |
| (ii) HDFC Bank Shareholder Reservation Portion ⁽⁴⁾⁽⁵⁾ | Up to [●] Equity Shares, of face value of ₹10 each aggregating up to ₹[●] million |
| (iii) Net Offer | Up to [●] Equity Shares, of face value of ₹10 each aggregating up to ₹[●] million |
| | |
| <i>The Net Offer consists of:</i> | |
| A) QIB Portion ⁽⁶⁾⁽⁷⁾ | Not more than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million |
| <i>of which:</i> | |
| Anchor Investor Portion ⁽⁷⁾ | Up to [●] Equity Shares of face value of ₹10 each |
| Net QIB Portion (assuming Anchor Investor Portion is fully subscribed) | Up to [●] Equity Shares of face value of ₹10 each |
| <i>of which:</i> | |
| Available for allocation to Mutual Funds only (5% of the Net QIB Portion) ⁽⁷⁾ | Up to [●] Equity Shares of face value of ₹10 each |
| Balance of QIB Portion for all QIBs including Mutual Funds | Up to [●] Equity Shares of face value of ₹10 each |
| B) Non-Institutional Portion | Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million |
| <i>of which:</i> | |
| One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 | Up to [●] Equity Shares of face value of ₹10 each |
| Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000 | Up to [●] Equity Shares of face value of ₹10 each |
| C) Retail Portion ⁽⁶⁾ | Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million |
| | |
| Pre-Offer and post-Offer Equity Shares | |
| Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus) | 793,963,540 Equity Shares of face value of ₹10 each |
| Equity Shares outstanding after the Offer | [●] Equity Shares of face value of ₹10 each |
| | |
| Utilisation of Net Proceeds | See “ <i>Objects of the Offer</i> ” beginning on page 134 for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale. |

- (1) The Offer has been authorized by the resolution of our Board of Directors at their meeting held on September 20, 2024, and the Fresh Issue has been authorised by a special resolution passed by our Shareholders through postal ballot declared on October 21, 2024.
- (2) The Promoter Selling Shareholder has confirmed and authorized their participation in the Offer for Sale in relation to the Offered Shares. For details on the authorisations and consent of the Promoter Selling Shareholder, see “Other Regulatory and Statutory Disclosures” beginning on page 474. The Promoter Selling Shareholder confirms that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the provisions of the SEBI ICDR Regulations.
- (3) Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to their resolution dated October 28, 2024. The Promoter Selling Shareholder has confirmed its eligibility to participate in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations, to the extent applicable to the Promoter Selling Shareholder, as on the date of this Draft Red Herring Prospectus, as set out below:

| Promoter Selling Shareholder | Aggregate number of Equity Shares being offered in the Offer for Sale | Aggregate Value of Offer for Sale (₹ in million) | Date of corporate approval | Date of consent letter |
|------------------------------|---|--|----------------------------|------------------------|
| HDFC Bank Limited | Up to [●] Equity Shares | Up to 100,000 | October 19, 2024 | October 19, 2024 |

- (4) Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book

Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. The unsubscribed portion, if any, in the HDFC Bank Shareholder Reservation Portion, shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Retail Portion in the Net Offer and such Bids will not be treated as multiple Bids. For further details, see "Offer Structure" beginning on page 505.

- (5) The HDFC Bank Shareholder Reservation Portion shall not exceed 10 % of the Offer size. For further details, see "Offer Structure" beginning on page 505. Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion can also Bid under the Net Offer and Employee Reservation Portion (if eligible) and such Bids shall not be considered as multiple Bids subject to applicable limits. If an Eligible Shareholder is Bidding in the HDFC Bank Shareholder Reservation Portion up to ₹200,000, application by such Eligible Shareholder in the Retail Portion or Non-Institutional Portion and Employee Reservation Portion (if eligible and subject to applicable limits) shall not be treated as multiple Bids. Therefore, Eligible HDFC Bank Shareholders bidding in the HDFC Bank Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can also Bid under the Net Offer and Employee Reservation Portion (if eligible and subject to applicable limits) and such Bids shall not be treated as multiple Bids.
- (6) Subject to valid bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Promoter Selling Shareholder in the Offer for Sale; and (ii) through the issuance of balance part of the Fresh Issue. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in "Terms of the Offer" beginning on page 499.
- (7) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 510.
- (8) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

Allocation to Bidders in all categories except the Anchor Investor Portion, if any, Non Institutional Bidders and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each of the RIB and the NIB, shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1,000,000 and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allocation of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis.

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●]% of the post-Offer paid-up Equity Share capital of our Company. For more information including in relation to grounds for rejection of Bids, see "Offer Structure", "Offer Procedure" and "Terms of the Offer" beginning on pages 505, 510 and 499, respectively.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information and as at and for the six months period ended September 30, 2024 and September 30, 2023 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Restated Consolidated Financial Information referred to above are presented under “Financial Information” beginning on page 325. The summary of financial information presented below should be read in conjunction with the “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 325 and 387, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in million, unless otherwise stated)

| Particulars | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---------------------------------|---------------------------------|---------------------------------|
| Assets | | | | | |
| Financial assets | | | | | |
| Cash and cash equivalents | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |
| Bank balance other than cash and cash equivalents | 16,521.8 | 750.2 | 546.6 | 2,579.2 | 2,067.7 |
| Derivative financial instruments | 29.3 | - | 19.1 | 1,653.4 | 1,324.4 |
| Trade receivables | 2,669.4 | 825.5 | 1,246.1 | 657.6 | 1,418.2 |
| Loans | 952,000.8 | 742,466.6 | 867,212.6 | 663,826.7 | 571,624.5 |
| Investments | 20,644.1 | 17,072.1 | 33,803.3 | 12,432.5 | 22,335.1 |
| Other financial assets | 464.0 | 379.7 | 395.0 | 348.7 | 329.1 |
| Non-financial assets | | | | | |
| Current tax assets (net) | 833.2 | 364.9 | 412.9 | 251.1 | 133.4 |
| Deferred tax assets (net) | 9,435.5 | 10,830.3 | 9,399.5 | 10,008.7 | 10,511.7 |
| Property, plant and equipment | 2,049.2 | 1,355.8 | 1,625.3 | 1,223.7 | 781.4 |
| Capital work-in-progress | - | - | - | - | - |
| Other intangible assets | 215.1 | 182.2 | 221.5 | 204.1 | 120.1 |
| Right-of-use assets | 3,822.4 | 2,753.9 | 3,265.1 | 2,442.7 | 2,024.9 |
| Other non-financial assets | 1,460.5 | 460.7 | 939.6 | 916.5 | 2,816.9 |
| Total assets | 1,019,603.5 | 784,638.3 | 925,565.1 | 700,503.9 | 620,259.4 |
| Liabilities and equity | | | | | |
| Liabilities | | | | | |
| Financial liabilities | | | | | |
| Derivative financial instruments | 331.7 | - | 47.7 | - | - |
| Trade payables | | | | | |
| (i) Total outstanding dues of micro enterprises and small enterprises | - | - | - | - | - |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,925.5 | 3,261.9 | 5,090.0 | 2,918.4 | 2,469.1 |
| Debt securities | 394,931.3 | 348,317.3 | 348,511.2 | 270,964.1 | 253,323.1 |
| Borrowings (other than debt securities) | 372,417.3 | 235,179.1 | 338,313.8 | 242,278.0 | 195,017.2 |
| Subordinated liabilities | 59,462.4 | 35,419.6 | 56,481.7 | 35,411.0 | 41,390.5 |
| Other financial liabilities | 31,056.6 | 28,552.3 | 29,552.7 | 27,784.3 | 27,087.2 |
| Non-financial liabilities | | | | | |
| Current tax liabilities (Net) | 374.4 | 760.3 | 586.5 | 419.7 | 597.3 |
| Provisions | 4,352.3 | 3,826.1 | 5,029.4 | 3,689.6 | 3,147.5 |
| Other non-financial liabilities | 3,958.7 | 4,051.3 | 4,525.0 | 2,669.1 | 1,830.2 |
| Equity | | | | | |
| Equity share capital | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Other equity | 140,853.7 | 117,353.9 | 129,496.3 | 106,455.7 | 87,492.9 |
| Total Equity | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Total liabilities and equity | 1,019,603.5 | 784,638.3 | 925,565.1 | 700,503.9 | 620,259.4 |

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million, unless otherwise stated)

| Particulars | For the six months period ended September 30, 2024 | For the six months period ended September 30, 2023 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Income | | | | | |
| Revenue from operations | | | | | |
| Interest income | 66,956.2 | 52,438.5 | 111,567.2 | 89,277.8 | 83,629.7 |
| Sale of services | 6,080.3 | 11,752.2 | 19,495.5 | 26,339.3 | 23,634.1 |
| Other financial charges | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| Net gain on fair value changes | 391.2 | 629.5 | 1,136.9 | 850.7 | 164.8 |
| Net gain / (loss) on derecognition of financial instruments under amortised cost category | 23.9 | (11.4) | (19.5) | (3.1) | (55.8) |
| Total revenue from operations | 78,906.3 | 69,024.7 | 141,711.2 | 124,028.8 | 113,062.9 |
| Expenses | | | | | |
| Finance costs | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Impairment on financial instruments | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Employees benefits expenses | 17,852.9 | 20,453.7 | 38,507.5 | 40,575.7 | 35,004.1 |
| Depreciation, amortization and impairment | 920.4 | 668.3 | 1,451.4 | 1,118.4 | 989.4 |
| Other expenses | 4,921.4 | 4,483.7 | 9,388.5 | 7,637.5 | 5,681.5 |
| Total expenses | 63,078.3 | 53,352.1 | 1,08,664.5 | 97,754.8 | 99,587.3 |
| Profit/ (loss) before tax | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| Tax expense: | | | | | |
| (i) Current tax | 4,038.2 | 4,728.5 | 7,706.7 | 6,213.0 | 6,634.0 |
| (ii) Deferred tax/ (credit) | 62.8 | (733.2) | 731.6 | 467.5 | (3,272.4) |
| Total tax expense | 4,101.0 | 3,995.3 | 8,438.3 | 6,680.5 | 3,361.6 |
| Restated Profit after tax | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Other comprehensive income/ (loss) | | | | | |
| a) Items that will not be reclassified to profit or loss | | | | | |
| i. Remeasurement loss on defined benefit plans | (77.3) | (265.1) | (315.4) | (54.8) | (131.5) |
| ii. Income tax relating to items that will not be reclassified to profit or loss | 19.5 | 66.7 | 79.4 | 13.8 | 22.5 |
| Sub-total (a) | (57.8) | (198.4) | (236.0) | (41.0) | (109.0) |
| b) Items that will be reclassified to profit or loss: | | | | | |
| i. Movement in Cash flow hedge reserve | (315.0) | (86.2) | (171.0) | 195.9 | 330.0 |
| ii. Income relating to items that will be reclassified to profit or loss | 79.3 | 21.7 | 43.0 | (49.3) | (83.1) |
| Sub-total (b) | (235.7) | (64.5) | (128.0) | 146.6 | 246.9 |
| Other comprehensive income | (293.5) | (262.9) | (364.0) | 105.6 | 137.9 |
| Total comprehensive income for the period | 11,433.5 | 11,414.4 | 24,244.4 | 19,699.1 | 10,251.9 |
| Earnings per equity share | | | | | |
| Basic (in ₹) | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Diluted (in ₹) | 14.77 | 14.75 | 31.04 | 24.76 | 12.80 |

RESTATED CONSOLIDATED CASH FLOW STATEMENT

(₹ in million, unless otherwise stated)

| Particulars | For the six months ended September 30, 2024 | For the six months ended September 30, 2023 | For the year ended | | |
|--|---|---|--------------------|----------------|----------------|
| | | | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| A Cash flow from operating activities | | | | | |
| Restated Profit/ (loss) before tax | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| Adjustments for: | | | | | |
| Interest Income | (66,956.2) | (52,438.5) | (1,11,567.2) | (89,277.8) | (83,629.7) |
| Interest Expenses | 30,448.1 | 21,906.5 | 47,716.3 | 35,029.2 | 33,166.4 |
| (Profit)/loss on sale of asset | 0.3 | (5.9) | (8.5) | (10.1) | (0.6) |
| Realised net loss/ (gain) on FVTPL investments | (424.1) | (417.4) | (899.1) | (906.7) | 392.9 |
| Unrealised gain on FVTPL investments | 32.9 | (212.1) | (237.8) | 56.0 | (228.1) |
| Discount on commercial paper | 432.0 | 369.9 | 770.1 | 90.0 | 88.6 |
| Provision for compensated absence and gratuity | 33.5 | 487.4 | 298.7 | 65.9 | 35.2 |
| Employee share based payment expense | 343.3 | 275.4 | 552.4 | 436.4 | 304.2 |
| Depreciation, amortisation and impairment | 920.4 | 668.3 | 1,451.4 | 1,118.4 | 989.4 |
| Impairment on financial instruments | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Operating cash flow before working capital changes | (10,907.2) | (8,263.3) | (18,203.1) | (13,820.7) | (10,748.8) |
| Working capital adjustments | | | | | |
| (Increase)/ decrease in Loans | (93,073.2) | (84,070.4) | (2,14,059.8) | (1,04,626.8) | (10,165.1) |
| (Increase)/ decrease in trade receivables | (1,423.3) | (167.9) | (588.5) | 760.6 | (245.0) |
| (Increase)/ decrease in other financial assets and others | (17,940.5) | 1,678.0 | 2,913.2 | (1.9) | (176.9) |
| Increase/(decrease) in other financial and non financial liabilities & provisions | 449.4 | 1,287.1 | (446.0) | 5,065.3 | 687.7 |
| Increase/(decrease) in trade payables | (1,164.5) | 343.5 | 2,171.6 | 449.3 | (873.4) |
| Cash generated from/(Used in) operations before adjustments for interest received and interest paid | (1,24,059.3) | (89,193.0) | (2,28,212.6) | (1,12,174.2) | (21,521.5) |
| Interest Paid | (29,508.9) | (18,826.8) | (41,105.0) | (38,421.4) | (36,994.7) |
| Interest Received | 65,895.7 | 51,545.0 | 1,09,461.4 | 88,413.6 | 83,531.5 |
| Cash generated from / (Used in) operations | (87,672.5) | (56,474.8) | (1,59,856.2) | (62,182.0) | 25,015.3 |
| Direct taxes (paid)/net of refunds | (4,416.0) | (4,501.7) | (7,504.2) | (6,324.1) | (5,144.3) |
| Net cash flow generated from/(used in) operating activities [A] | (92,088.5) | (60,976.5) | (1,67,360.4) | (68,506.1) | 19,871.0 |
| | | | | | |
| B Cash flow from investing activities | | | | | |
| Purchase of investments | (2,40,938.1) | (2,65,171.9) | (5,29,172.6) | (4,92,676.6) | (2,45,836.2) |
| Sale of investments | 2,54,412.8 | 2,61,161.8 | 5,08,938.7 | 5,03,508.0 | 2,39,202.0 |
| Purchase of fixed assets | (977.7) | (472.9) | (1,233.5) | (1,113.2) | (411.3) |
| Sale of fixed assets | 10.2 | 7.1 | 11.8 | 15.0 | 12.7 |
| Net cash generated from / (used in) investing activities [B] | 12,507.2 | (4,475.9) | (21,455.6) | 9,733.2 | (7,032.8) |
| | | | | | |
| C Cash flow from financing activities | | | | | |
| Debt securities issued | 1,27,047.4 | 1,45,744.2 | 2,21,677.1 | 1,00,991.8 | 88,760.0 |
| Debt securities repaid | (81,060.0) | (68,760.9) | (1,44,900.1) | (82,106.0) | (72,745.0) |
| Borrowings other than debt securities issued | 2,14,201.5 | 91,329.6 | 2,99,108.7 | 1,72,077.5 | 88,003.5 |
| Borrowings other than debt securities repaid | (1,79,731.8) | (98,428.5) | (2,03,072.9) | (1,25,072.1) | (1,20,264.1) |
| Subordinated debt issued | 5,000.0 | - | 23,370.7 | - | 1,500.0 |
| Subordinated debt repaid | (2,000.0) | - | (2,300.0) | (6,000.0) | - |
| Proceeds from issue of shares and security premium | 382.6 | 92.6 | 714.5 | 339.3 | 378.9 |
| Repayment of lease liabilities | (485.6) | (416.5) | (808.7) | (768.1) | (628.7) |
| Dividend paid | (793.1) | (870.5) | (2,453.8) | (1,502.5) | - |
| Net cash generated from / (used in) financing activities [C] | 82,561.0 | 68,690.0 | 1,91,335.5 | 57,959.9 | (14,995.4) |
| | | | | | |
| Net (decrease)/increase in cash and cash equivalents [A+B+C] | 2,979.7 | 3,237.4 | 2,519.5 | (813.0) | (2,157.2) |
| Add: Cash and cash equivalents at the beginning of the year | 6,478.5 | 3,959.0 | 3,959.0 | 4,772.0 | 6,929.2 |
| Cash and cash equivalents as at the end of the year* | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |
| *Components of cash and cash equivalents | | | | | |
| Balances with banks | 9,112.9 | 6,850.8 | 6,061.0 | 3,585.1 | 4,308.1 |
| Demand Drafts on hand | 67.7 | 84.4 | 63.0 | 88.7 | 113.2 |

| Particulars | For the six months ended September 30, 2024 | For the six months ended September 30, 2023 | For the year ended | | |
|--------------|---|---|--------------------|----------------|----------------|
| | | | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Cash on hand | 277.6 | 261.2 | 354.5 | 285.2 | 350.7 |
| | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |

GENERAL INFORMATION

Registered Office of our Company

HDB Financial Services Limited

Radhika, 2nd Floor
Law Garden Road, Navrangpura
Ahmedabad – 380 009
Gujarat, India

Corporate Office of our Company

HDB Financial Services Limited

HDB House
Tukaram Sandam Marg
A-Subhash Road
Vile Parle (East), Mumbai – 400 057
Maharashtra, India

Corporate Identity Number: U65993GJ2007PLC051028

Company Registration Number: 051028

RBI Registration Number: N.01.00477

For details of our incorporation and changes to our registered office address, see “*History and Certain Corporate Matters*” beginning on page 282.

Address of the RoC

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

Registrar of Companies, Gujarat at Ahmedabad

ROC Bhavan
Opposite Rupal Park Society
Behind Ankur Bus Stop, Naranpura
Ahmedabad 380 013, Gujarat, India

Board of Directors of our Company

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

| Name | Designation | DIN | Address |
|----------------------------|---|----------|---|
| Arijit Basu | Part-Time Non-Executive Chairman and Independent Director | 06907779 | Om Ratan Building, 7 th Floor, 70, Sir Pochkhanawala Road, Worli, Mumbai – 400 018, Maharashtra, India |
| Venkatraman Srinivasan | Independent Director | 00246012 | 8 B, Veer Savarkar Marg, Catering College, Dadar (West), Mumbai- 400 028, Maharashtra, India |
| Smita Affinwalla | Independent Director | 07106628 | Flat no. 7A, A Block, 3rd floor, Khalakdina Terrace, A.K.Marg, Mumbai - 400 036, Maharashtra, India |
| Dr. Amla Ashim Samanta | Independent Director | 00758883 | 13, Meera Baug, Talmiki Road, Behind Saraswat Colony, Santacruz West, Mumbai – 400 054, Maharashtra, India |
| A.K. Viswanathan | Independent Director | 08518003 | 1502 Godrej Serenity, Deonar, Mumbai – 400 088, Maharashtra, India |
| Arundhati Mech | Independent Director | 09177619 | Gr-B, Glenmore Apartment, Sriram Nagar, North Street, Alwarpet, Teynampet, Chennai - 600 018, Tamil Nadu, India |
| Jayesh Chakravarthi | Independent Director | 08345495 | Kalyani No. 615, 11 th Cross Road, 6 th B Main Road, Near Raggi Gudda Temple, JP Nagar, 3 rd Phase, Bengaluru, 560 078, Karnataka, India |
| Jayant Purushottam Gokhale | Independent Director | 00190075 | 10, Ichchhapoorti, Plot No. 79, Anant Patil Road, Gokhale Road North, Opposite Shivaji Park Telephone Xchange, Dadar (West), Mumbai 400028, Maharashtra, India |
| Bhaskar Sharma | Independent Director | 02871367 | E-2601, Oberoi Splendor, Jogeshwari Vikhroli Link Road, Opp. Majas Bus Depot, Jogeshwari (East), Mumbai – 400 060, Maharashtra, India |
| Jimmy Minocher Tata | Non-Executive Director (Non-Independent) | 06888364 | Sea Side, Bhulabhai Desai Road, Cumballa Hill, Mumbai 400 026, Maharashtra, India |

| Name | Designation | DIN | Address |
|----------------|---|----------|---|
| Ramesh Ganesan | Managing Director and Chief Executive Officer | 05291597 | C -101, Ashok Gardens, Tokersey Jivraj Road, Swan Mill Compound, Sewree, Mumbai – 400 015, Maharashtra, India |

For further details of our Directors, see “*Our Management*” beginning on page 288.

Company Secretary and Compliance Officer

Dipti Jayesh Khandelwal is our Company Secretary and Compliance Officer. Her contact details are as set forth below:

Dipti Jayesh Khandelwal

HDB House
Tukaram Sandam Marg
A-Subhash Road
Vile Parle (East)
Mumbai – 400 057
Maharashtra, India
Tel: +91 022 4911 6350
E-mail: compliance@hdbfs.com

Book Running Lead Managers

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6630 3030/ 3262
E-mail: hdbfs.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance ID: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

BofA Securities India Limited

Ground Floor, “A” Wing, One BKC
“G” Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Tel: + 91 22 6632 8000
E-mail: dg.hdb_financial_services_ipo@bofa.com
Website: http://www.ml-india.com
Investor Grievance ID: dg.indiamerchantbanking@bofa.com
Contact Person: Debashish Purohit
SEBI Registration No.: INM000011625

HSBC Securities and Capital Markets (India) Private Limited

52/60, Mahatma Gandhi Road, Fort
Mumbai 400 001
Maharashtra, India
Tel: +91 22 6864 1289
E-mail: hdbfsipo@hsbc.co.in
Website: https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market
Investor Grievance ID: investorgrievance@hsbc.co.in
Contact Person: Rishi Tiwari / Harshit Tayal
SEBI Registration No.: INM000010353

Jefferies India Private Limited

Level 16, Express Towers
Nariman Point, Mumbai 400 021
Maharashtra, India
Tel: + 91 22 4356 6000

BNP Paribas

1 North Avenue, Maker Maxity Bandra-Kurla Complex Bandra (E), Mumbai 400 051 Maharashtra, India
Tel: +91 22 3370 4000
E-mail: DL.HDBFS.IPO@bnpparibas.com
Website: www.bnpparibas.co.in
Investor Grievance ID: indiainvestors.care@asia.bnpparibas.com
Contact Person: Abhirav Patodia
SEBI Registration No.: INM000011534

Goldman Sachs (India) Securities Private Limited

951-A, Rational House Appasaheb
Marathe Marg, Prabhadevi Mumbai
400 025 Maharashtra, India
Tel: +91 22 6616 9000
E-mail: hdbipo@gs.com
Website: http://www.goldmansachs.com
Investor Grievance ID: india-client-support@gs.com
Contact Person: S Saurav
SEBI Registration No.: INM000011054

IIFL Securities Limited

24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India
Tel: + 91 22 4646 4728
E-mail: hdbfs.ipo@iiflcap.com
Website: http://www.iiflcap.com
Investor Grievance ID: ig.ib@iiflcap.com
Contact Person: Dhruv Bhavsar / Pawan Kumar Jain
SEBI Registration No.: INM000010940

Morgan Stanley India Company Private Limited

18F, Tower 2
One World Centre
Plot 841, Jupiter Textile Mill Compound
Senapati Bapat Marg

E-mail: HDB.FinancialServices.IPO@jefferies.com
Website: www.jefferies.com
Investor Grievance ID: jipl.grievance@jefferies.com
Contact person: Suhani Bhareja
SEBI Registration No.: INM000011443

Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 6118 1000
E-mail: hdb_ipo@morganstanley.com
Website: www.morganstanley.com/india
Investor Grievance ID: investors_india@morganstanley.com
Contact Person: Rahil Shah
SEBI Registration No.: INM000011203

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah, Sayani
Road, Opposite Parel ST Depot, Prabhadevi
Mumbai – 400 025, Maharashtra, India
Tel: +91 22 7193 4380
E-mail: hdb.ipo@motilaloswal.com
Website: http://www.motilaloswalgroup.com
Investor Grievance ID:
moiaplredressal@motilaloswal.com
Contact Person: Ronak Shah
SEBI Registration No.: INM000011005

Nomura Financial Advisory and Securities (India) Private Limited
Ceejay House, Level 11 Plot F, Shivsagar Estate,
Dr. Annie Besant Road, Worli,
Mumbai 400 018,
Maharashtra, India
Tel: +91 22 4037 4037
E-mail: hdbfsipo@nomura.com
Investor Grievance ID: investorgrievances-in@nomura.com
Website:
www.nomuraholdings.com/company/group/asia/india/index.html
Contact Person: Vishal Kanjani / Arun Narayana
SEBI Registration No.: INM000011419

Nuvama Wealth Management Limited
801-804, Wing A, Building No 3Inspire BKC,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai 400 051,
Maharashtra, India
Tel: + 91 22 4009 4400
E-mail: hdbfs.ipo@nuvama.com
Website: www.nuvama.com
Investor Grievance ID:
customerservice.mb@nuvama.com
Contact Person: Pari Vaya
SEBI Registration No.: INM000013004

UBS Securities India Private Limited
Level 2, 3, North Avenue, Maker Maxity,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051,
Maharashtra, India
Tel: +91 22 6155 6000
E-mail: ol-hdbfsipo@ubs.com
Website: http://www.ubs.com/indiaoffers
Investor Grievance ID: igmbindia@ubs.com
Contact Person: Abhishek Joshi
SEBI Registration No.: INM000013101

Indian Legal Counsel to our Company as to Indian law

Cyril Amarchand Mangaldas
5th floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Registrar to the Offer

Link Intime India Private Limited
C-101,
247 Park, L.B.S Marg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
E-mail: hdbfinancial.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor Grievance ID: hdbfinancial.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI registration number: INR000004058

Joint Statutory Auditors to our Company

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants M/s. G D Apte & Co., Chartered Accountants

Esplanade House, 29, Hazarimal Somani Marg, Fort,
Mumbai – 400 001
Maharashtra, India
Tel: +91 22 6158 7200
E-mail: roshni.marfatia@kmlp.in
Firm registration number: 104607W/WI00166
Peer review number: 017638

Office no.509, 5th Floor, Neelkanth Business Park, Nathani
Road, Vidyavihar West, Mumbai – 400 086, Maharashtra,
India
Tel: +91 22 35123184
E-mail: saurabh.peshwe@gdaca.com
Firm registration number: 100515W
Peer review number: 015904

Except as stated below, there has been no change in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus

| Particulars | Date of Change | Reasons for Change |
|--|----------------|--|
| M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants Esplanade House, 29, Hazarimal Somani Marg, Fort, Mumbai 400 001 Tel: +91 9833149935 E-mail: roshni.marfatia@kmlp.in Firm registration number: 104607W/WI00166 Peer review number: 017638 | June 27, 2024 | Appointment as joint statutory auditors of our Company for a period of three financial years |
| M/s. G D Apte & Co., Chartered Accountants D -509, Neelkanth Business Park, Nathani Road, Vidyavihar West, Mumbai – 400 086 Tel: +91 9011028075 E-mail: dilip.dixit@gdaca.com Firm registration number: 100515W Peer review number: 015904 | | |
| M/s. KKC & Associates LLP, Chartered Accountants (formerly known as M/s Khimji Kunverji & Co. LLP) Level-19, Sunshine Tower, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Maharashtra, India Tel: +91 22-6143 7333 E-mail: hasmukh@kkcllp.in Firm registration number: 105146W/W100621 Peer review number: 016960 | June 27, 2024 | Completion of term of audit as joint statutory auditors |
| M/s. B.K. Khare & Co., Chartered Accountants 706/708, Sharda Chambers, New Marine Lines, Mumbai – 400020 Tel: +91 22-6243 9500 E-mail: shirishrahalkar@bkkhare.com Firm registration number: 105102W Peer review number: 014113 | | |

Bankers to the Offer

Escrow Collection Bank(s)

[•]

Refund Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Sponsor Bank(s)

[•]

Bankers to our Company

State Bank of India

CAG-BKC Branch, “The Capital”
Wing-A, Floor-16, Bandra Kurla Complex
Mumbai – 400051

Tel: 022-61709644/641

E-mail: dgmamt4cagbkc@sbi.co.in

Website: <https://www.onlinesbi.sbi>

Contact person: Deputy General Manager & Relationship Manager (AMT-4)

HDFC Bank Limited

HDFC BANK LTD, Unit No. 401 & 402

4th Floor, Tower B, Peninsula Business Park,

Lower Parel, Mumbai – 400 013

Tel: 022-3395 8187

E-mail: suraj.bhalerao@hdfcbank.com

Website: <https://www.hdfcbank.com/>

Contact person: Suraj Bhalerao

Syndicate Members

[•]

Filing

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI intermediary portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. It will be filed at:

Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4 A, 'G' Block

Bandra Kurla Complex

Bandra (E), Mumbai 400 051

Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, would be filed with the RoC at its office at ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad 380 013, Gujarat, India and a copy of the Prospectus shall be filed with the RoC under Section 26 of the Companies Act through the electronic portal at www.mca.gov.in/mcafoportal/logininvalidateuser.do.

Inter-se Allocation of Responsibilities among the Book Running Lead Managers

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

| Sr. No | Activities | Responsibility | Coordination |
|---------------|--|-----------------------|---|
| 1. | Due diligence of the Company including its operations/ management/ business plans/ legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing. | BRLMs | JM Financial Limited |
| 2. | Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc. | BRLMs | Morgan Stanley India Company Private Limited |
| 3. | Drafting and approval of all publicity material including Statutory Advertisement, corporate advertisement, brochure, etc. and filing of media compliance report | BRLMs | BoFA Securities India Limited |
| 4. | Drafting and approval of application form and abridged prospectus | BRLMs | JM Financial Limited |
| 5. | Appointment of intermediaries - Registrar to the Offer and advertising agency, including coordination of all agreements to be entered into with such intermediaries | BRLMs | IIFL Securities Limited |
| 6. | Appointment of intermediaries - Banker(s) to the Offer, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries | BRLMs | IIFL Securities Limited |
| 7. | Preparation of road show marketing presentation, analyst presentation and FAQs | BRLMs | Jefferies India Private Limited, Morgan Stanley India Company Private Limited, Nomura Financial Advisory and Securities (India) Private Limited |

| Sr. No | Activities | Responsibility | Coordination |
|--------|---|----------------|--|
| 8. | International Institutional marketing of the Offer, which will cover, inter alia - Marketing strategy; - Finalizing list and division of investors for one to one meetings; and - Finalizing road show and investor meeting schedule | BRLMs | BNP Paribas, BofA Securities India Limited, Goldman Sachs (India) Securities Private Limited, HSBC Securities and Capital Markets (India) Private Limited, Jefferies India Private Limited, Morgan Stanley India Company Private Limited, Nomura Financial Advisory and Securities (India) Private Limited, UBS Securities India Private Limited |
| 9. | Domestic Institutional marketing of the Offer, which will cover, inter alia - Marketing strategy; - Finalizing list and division of investors for one to one meetings; and - Finalizing road show and investor meeting schedule | BRLMs | JM Financial Limited, IIFL Securities Limited, Motilal Oswal Investment Advisors Limited, Nuvama Wealth Management Limited |
| 10. | Retail marketing of the Offer, which will cover, inter alia: - Finalizing Media, marketing, - public relations strategy and publicity; - FAQs for retail road shows, - finalizing collection centres, - finalising centres for holding conferences for brokers, - followup on distribution of publicity, Issue material including form, RHP/Prospectus and deciding quantum | BRLMs | JM Financial Limited, IIFL Securities Limited, Motilal Oswal Investment Advisors Limited, Nuvama Wealth Management Limited |
| 11. | Non institutional marketing - media, marketing & public relations strategy & marketing for non-institutional investors | BRLMs | JM Financial Limited, IIFL Securities Limited, Motilal Oswal Investment Advisors Limited, Nuvama Wealth Management Limited |
| 12. | Managing the book and finalization of pricing in consultation with the Company | BRLMs | Jefferies India Private Limited, Morgan Stanley India Company Private Limited, Nomura Financial Advisory and Securities (India) Private Limited |
| 13. | Coordination with Stock Exchanges for anchor coordination, anchor CAN and intimation of anchor allocation, book building software, bidding terminals and mock trading | BRLMs | Nuvama Wealth Management Limited |
| 14. | Post bidding activities: Management of escrow accounts, coordinate non institutional allocation, coordination with registrar, SCSBs and Bank to the Offer, intimation of allocation and dispatch of refund to bidders, etc. Post Offer activities: Follow up steps including allocation to Anchor Investors, follow up with Bankers to the Offer and SCSBs, Finalisation of the basis of allotment or weeding out of multiple applications, Listing of Shares, Dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post issue activity such as registrar to the Offer, Bankers to the Offer, SCSBs. Co-ordination with SEBI and Stock Exchanges: for Submission of all post Offer reports including the Initial and final Post Offer report to SEBI | BRLMs | Motilal Oswal Investment Advisors Limited |

IPO Grading

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

Monitoring Agency

Our Company will appoint the monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of the SEBI ICDR Regulations.

Appraising Entity

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

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required.

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI, for the ASBA process is available at (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> updated from time to time or at such other websites as may be prescribed by SEBI from time to time, (ii) A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public offers using UPI mechanism is provided in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

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

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com> and <https://www.nseindia.com>, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Offer

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

Our Company has received a written consent dated October 29, 2024 from our Joint Statutory Auditors, namely, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and M/s. G D Apte & Co. Chartered Accountants, respectively, to include their names as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their examination report dated October 16, 2024 on the Restated Consolidated Financial Information and in respect to their report dated October 29, 2024 on the statement of special tax benefits as included in this Draft Red Herring Prospectus, and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated October 30, 2024 from Manian & Rao, Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company in consultation with the Book Running Lead Managers, and which will either be included in the Red Herring Prospectus or will be notified in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers after the Bid/Offer Closing Date. For details, see “*Offer Procedure*” beginning on page 510.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIB Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion and Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

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

For further details, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” beginning on pages 499, 505 and 510, respectively.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

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

Underwriting Agreement

Our Company and the Promoter Selling Shareholder intends to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

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

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

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

The aforementioned underwriting commitments are indicative and will be finalised after the determination of the Offer Price and finalization of the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ Strategic Transaction Committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

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

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed in accordance with applicable laws, after the determination of the Offer Price and allocation of Equity Shares, prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Red Herring Prospectus is set forth below:

(in ₹, except share data, unless otherwise stated)

| | Aggregate nominal value | Aggregate value at Offer Price* |
|---|-------------------------|---------------------------------|
| A. AUTHORISED SHARE CAPITAL⁽¹⁾ | | |
| <i>Equity Shares comprising</i> | | |
| 1,001,550,000 Equity Shares of face value of ₹ 10 each | 10,015,500,000 | - |
| B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL (BEFORE THE OFFER) | | |
| 793,963,540 Equity Shares of face value of ₹ 10 each | 7,939,635,400 | |
| C. PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS⁽²⁾⁽³⁾ | | |
| Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 125,000 million ⁽²⁾⁽⁴⁾ | [●] | [●] |
| <i>of which</i> | | |
| Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 25,000 million ⁽²⁾⁽⁴⁾ | [●] | [●] |
| Offer for Sale of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 100,000 million ⁽³⁾ | [●] | [●] |
| <i>Which includes</i> | | |
| Employee Reservation Portion of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million ⁽⁵⁾ | | |
| HDFC Bank Shareholders Reservation Portion of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million ⁽⁵⁾ | | |
| Net Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million | | |
| D. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER* | | |
| [●] Equity Shares of face value of ₹ 10 each | [●] | [●] |
| E. SECURITIES PREMIUM | | |
| Before the Offer (in ₹ million) | | 32,605.1 |
| After the Offer* (in ₹ million) | | [●] |

* To be included upon finalization of the Offer Price.

- (1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 283.
- (2) The Offer has been authorized by resolution of our Board of Directors at their meeting held on September 20, 2024 and the Fresh Issue has been authorized by a special resolution passed by our Shareholders by way of postal ballot declared on October 21, 2024. For further details, see "Other Regulatory and Statutory Disclosures" on page 474.
- (3) The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares, as set out below. The Equity Shares being offered by the Promoter Selling Shareholder have been held by it for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in accordance with the provisions, including Regulation 8, of the SEBI ICDR Regulations.

| Promoter Shareholder | Selling | Aggregate number of Equity Shares being offered in the Offer for Sale | Aggregate Value of Offer for Sale (in ₹ million) | Date of corporate approval | Date of consent letter |
|----------------------|---------|---|--|----------------------------|------------------------|
| HDFC Bank Limited | | Up to [●] Equity Shares | Up to 100,000 | October 19, 2024 | October 19, 2024 |

- (4) Our Company, in consultation with the BRLMs, may consider an issue of specified securities, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
- (5) Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. The unsubscribed portion, if any, in the HDFC Bank Shareholder Reservation Portion, shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the under the RIB Portion and such Bids will not be treated as multiple Bids. The HDFC Bank Shareholders Reservation Portion shall not exceed 10.00% of the size of the Offer. For further details, see "Offer Structure" beginning on page 505.

Notes to the Capital Structure

1. Share Capital history of our Company

(a) Equity Share capital

The history of the Equity Share capital of our Company is set forth below:

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|---------------------------|-------------|-------------|---------------|---------------|--------|--------------------|--------|-------------------|--------|-----------------|--------|---------------|--------|--------|---------|
| July 23, 2007 | 70,000 | 10 | 10.0 | Allotment pursuant to subscription to the Memorandum of Association | Cash | <table border="1"> <thead> <tr> <th>Name of allottee</th> <th>Number of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>Vinod Gurudatta Yennemadi</td> <td>10,000</td> </tr> <tr> <td>Jimmy Tata</td> <td>10,000</td> </tr> <tr> <td>Pralay Mondal</td> <td>10,000</td> </tr> <tr> <td>Harish H. Engineer</td> <td>10,000</td> </tr> <tr> <td>Paresh Sukthankar</td> <td>10,000</td> </tr> <tr> <td>Sashi Jagdishan</td> <td>10,000</td> </tr> <tr> <td>Sanjay Dongre</td> <td>10,000</td> </tr> </tbody> </table> | Name of allottee | Number of Equity Shares | Vinod Gurudatta Yennemadi | 10,000 | Jimmy Tata | 10,000 | Pralay Mondal | 10,000 | Harish H. Engineer | 10,000 | Paresh Sukthankar | 10,000 | Sashi Jagdishan | 10,000 | Sanjay Dongre | 10,000 | 70,000 | 700,000 |
| Name of allottee | Number of Equity Shares | | | | | | | | | | | | | | | | | | | | | | | |
| Vinod Gurudatta Yennemadi | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Jimmy Tata | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Pralay Mondal | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Harish H. Engineer | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Paresh Sukthankar | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Sashi Jagdishan | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Dongre | 10,000 | | | | | | | | | | | | | | | | | | | | | | | |
| August 31, 2007 | 4,500,000 | 10 | 10.0 | Further issue of capital | Cash | <table border="1"> <thead> <tr> <th>Name of allottee</th> <th>Number of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>HDFC Bank Limited</td> <td>4,500,000</td> </tr> </tbody> </table> | Name of allottee | Number of Equity Shares | HDFC Bank Limited | 4,500,000 | 4,570,000 | 45,700,000 | | | | | | | | | | | | |
| Name of allottee | Number of Equity Shares | | | | | | | | | | | | | | | | | | | | | | | |
| HDFC Bank Limited | 4,500,000 | | | | | | | | | | | | | | | | | | | | | | | |
| January 12, 2008 | 12,197,000 | 10 | 10.0 | Further issue of capital | Cash | In respect of this allotment, for the complete list of allottees and the number of Equity Shares allotted to them, please refer to Annexure A1. | 16,767,000 | 167,670,000 | | | | | | | | | | | | | | | | |
| March 31, 2008 | 88,175,000 | 10 | 10.0 | Further issue of capital | Cash | <table border="1"> <thead> <tr> <th>Name of allottee</th> <th>Number of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>HDFC Bank Limited</td> <td>88,175,000</td> </tr> </tbody> </table> | Name of allottee | Number of Equity Shares | HDFC Bank Limited | 88,175,000 | 104,942,000 | 1,049,420,000 | | | | | | | | | | | | |
| Name of allottee | Number of Equity Shares | | | | | | | | | | | | | | | | | | | | | | | |
| HDFC Bank Limited | 88,175,000 | | | | | | | | | | | | | | | | | | | | | | | |
| July 18, 2008 | 65,000 | 10 | 10.0 | Further issue of capital | Cash | <table border="1"> <thead> <tr> <th>Name of allottee</th> <th>Number of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>Vinod Yennemadi</td> <td>65,000</td> </tr> </tbody> </table> | Name of allottee | Number of Equity Shares | Vinod Yennemadi | 65,000 | 105,007,000 | 1,050,070,000 | | | | | | | | | | | | |
| Name of allottee | Number of Equity Shares | | | | | | | | | | | | | | | | | | | | | | | |
| Vinod Yennemadi | 65,000 | | | | | | | | | | | | | | | | | | | | | | | |
| July 8, 2010 | 100,000,000 | 10 | 15.0 | Preferential issue | Cash | <table border="1"> <thead> <tr> <th>Name of allottee</th> <th>Number of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>HDFC Bank Limited</td> <td>100,000,000</td> </tr> </tbody> </table> | Name of allottee | Number of Equity Shares | HDFC Bank Limited | 100,000,000 | 205,007,000 | 2,050,070,000 | | | | | | | | | | | | |
| Name of allottee | Number of Equity Shares | | | | | | | | | | | | | | | | | | | | | | | |
| HDFC Bank Limited | 100,000,000 | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | |
|--|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|------------------|--------------------|---------------|---------------------|-----------------------------|--|-----------------|--------------|------------------|-----------------|-------------|---------------|
| December 15, 2010 | 125,000 | 10 | 10.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 1) | Cash | Allotment of 125,000 Equity Shares to two employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Vinod Yennemadi</td> </tr> <tr> <td>G Ramesh</td> </tr> </tbody> </table> | Name of allottee | Vinod Yennemadi | G Ramesh | 205,132,000 | 2,051,320,000 | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | |
| Vinod Yennemadi | | | | | | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | | | | | | |
| March 30, 2011 | 205,132,000 | 10 | 22.0 | Rights issue ⁽¹⁾ | Cash | In respect of this allotment, for the complete list of allottees and the number of Equity Shares allotted to them, please refer to Annexure A2. | 410,264,000 | 4,102,640,000 | | | | | | | | | | | | |
| July 7, 2011 | 90,000 | 10 | 10.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 2) | Cash | Allotment of 90,000 Equity Shares to three employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Haren Parekh</td> </tr> <tr> <td>Rohit Patwardhan</td> </tr> <tr> <td>Sanjay Raghuraman</td> </tr> </tbody> </table> | Name of allottee | Haren Parekh | Rohit Patwardhan | Sanjay Raghuraman | 410,354,000 | 4,103,540,000 | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | |
| Haren Parekh | | | | | | | | | | | | | | | | | | | | |
| Rohit Patwardhan | | | | | | | | | | | | | | | | | | | | |
| Sanjay Raghuraman | | | | | | | | | | | | | | | | | | | | |
| November 1, 2011 | 175,000 | 10 | 10.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 3) | Cash | Allotment of 175,000 Equity Shares to 11 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Megha Bhatia</td> </tr> <tr> <td>Ritesh Chauhan</td> </tr> <tr> <td>Mohamed Khuram Abu</td> </tr> <tr> <td>Justin Joseph</td> </tr> <tr> <td>B Purushotham Reddy</td> </tr> <tr> <td>Ashish Vishwanath Ghatnekar</td> </tr> <tr> <td>Pranav Shailesh Desai, (jointly with Shailesh Niranjanmal Desai)</td> </tr> <tr> <td>Venkata Swamy M</td> </tr> <tr> <td>Monika Loona</td> </tr> <tr> <td>S Sathya Ramanan</td> </tr> <tr> <td>Sarabjeet Singh</td> </tr> </tbody> </table> | Name of allottee | Megha Bhatia | Ritesh Chauhan | Mohamed Khuram Abu | Justin Joseph | B Purushotham Reddy | Ashish Vishwanath Ghatnekar | Pranav Shailesh Desai, (jointly with Shailesh Niranjanmal Desai) | Venkata Swamy M | Monika Loona | S Sathya Ramanan | Sarabjeet Singh | 410,605,600 | 4,106,056,000 |
| Name of allottee | | | | | | | | | | | | | | | | | | | | |
| Megha Bhatia | | | | | | | | | | | | | | | | | | | | |
| Ritesh Chauhan | | | | | | | | | | | | | | | | | | | | |
| Mohamed Khuram Abu | | | | | | | | | | | | | | | | | | | | |
| Justin Joseph | | | | | | | | | | | | | | | | | | | | |
| B Purushotham Reddy | | | | | | | | | | | | | | | | | | | | |
| Ashish Vishwanath Ghatnekar | | | | | | | | | | | | | | | | | | | | |
| Pranav Shailesh Desai, (jointly with Shailesh Niranjanmal Desai) | | | | | | | | | | | | | | | | | | | | |
| Venkata Swamy M | | | | | | | | | | | | | | | | | | | | |
| Monika Loona | | | | | | | | | | | | | | | | | | | | |
| S Sathya Ramanan | | | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | |
|---|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|---------------|---------------|------------|----------------------|----------------|---------------|-----------------------------|--------------|-------------|---------------|---|---------------|--------------------|---------|---------------|--------------|---------|----------|--|--|
| | 76,600 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 76,600 Equity Shares to 19 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Dhaval Ashutosh Oza</td></tr> <tr><td>Mayank Sharma</td></tr> <tr><td>Ritesh Sharma</td></tr> <tr><td>G D Suresh</td></tr> <tr><td>Pareek Sharad Dinesh</td></tr> <tr><td>Vivek Kunnumal</td></tr> <tr><td>Rajkumar Shah</td></tr> <tr><td>Rakesh Rameshchandra Pathak</td></tr> <tr><td>Ashish Mehta</td></tr> <tr><td>Sai Akash V</td></tr> <tr><td>Dharmesh Gaur</td></tr> <tr><td>Ramesh Mundra (jointly with Jyoti Mundra)</td></tr> <tr><td>Sanjay Gautam</td></tr> <tr><td>Niraj Ajit Anjaria</td></tr> <tr><td>Vivek V</td></tr> <tr><td>Soumik Sarkar</td></tr> <tr><td>Nirjit Singh</td></tr> <tr><td>Kiran B</td></tr> <tr><td>Ramesh G</td></tr> </tbody> </table> | Name of allottee | Dhaval Ashutosh Oza | Mayank Sharma | Ritesh Sharma | G D Suresh | Pareek Sharad Dinesh | Vivek Kunnumal | Rajkumar Shah | Rakesh Rameshchandra Pathak | Ashish Mehta | Sai Akash V | Dharmesh Gaur | Ramesh Mundra (jointly with Jyoti Mundra) | Sanjay Gautam | Niraj Ajit Anjaria | Vivek V | Soumik Sarkar | Nirjit Singh | Kiran B | Ramesh G | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dhaval Ashutosh Oza | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mayank Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ritesh Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| G D Suresh | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Pareek Sharad Dinesh | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Kunnumal | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rajkumar Shah | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rakesh Rameshchandra Pathak | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Mehta | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sai Akash V | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dharmesh Gaur | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh Mundra (jointly with Jyoti Mundra) | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Gautam | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Niraj Ajit Anjaria | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek V | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Soumik Sarkar | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nirjit Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kiran B | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh G | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June 21, 2012 | 20,000 | 10 | 10.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 3) | Cash | Allotment of 20,000 Equity Shares to one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Manoj Nampoothiry</td></tr> </tbody> </table> | Name of allottee | Manoj Nampoothiry | 410,633,600 | 4,106,336,000 | | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj Nampoothiry | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 8,000 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 8,000 Equity Shares to four employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Sai Akash</td></tr> <tr><td>Puneet Dhawan</td></tr> <tr><td>Neeraj Jain</td></tr> <tr><td>Dhaval Oza</td></tr> </tbody> </table> | Name of allottee | Sai Akash | Puneet Dhawan | Neeraj Jain | Dhaval Oza | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sai Akash | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Puneet Dhawan | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Neeraj Jain | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dhaval Oza | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|---|---|---|--|------------------------------------|--|----------------------|----------------------|----------------|-------------------|---------------------|---------------|-----------------------------|---------------|---------------|----------|----------------|------------|--------------|----------------|-------------|---------------|
| December 7, 2012 | 7,950 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 7,950 Equity Shares to four employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Madahv Vajjah</td></tr> <tr><td>Virpal Singh Rathore</td></tr> <tr><td>Lalit Nagpal</td></tr> <tr><td>Shirley Thomas</td></tr> </tbody> </table> | Name of allottee | Madahv Vajjah | Virpal Singh Rathore | Lalit Nagpal | Shirley Thomas | 41,076,5750 | 4,107,657,500 | | | | | | | | | | | |
| | Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| | Madahv Vajjah | | | | | | | | | | | | | | | | | | | | | | | |
| Virpal Singh Rathore | | | | | | | | | | | | | | | | | | | | | | | | |
| Lalit Nagpal | | | | | | | | | | | | | | | | | | | | | | | | |
| Shirley Thomas | | | | | | | | | | | | | | | | | | | | | | | | |
| 80,850 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 80,850 Equity Shares to 18 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Vivek V</td></tr> <tr><td>Kiran B</td></tr> <tr><td>Ashish Kumar Mehta</td></tr> <tr><td>Sharad Dinesh Pareek</td></tr> <tr><td>Ramesh Mundra</td></tr> <tr><td>Sai Akash V</td></tr> <tr><td>Dhaval Ashutosh Oza</td></tr> <tr><td>Rajkumar Shah</td></tr> <tr><td>Rakesh Rameshchandra Pathak</td></tr> <tr><td>Niraj Anjaria</td></tr> <tr><td>Ritesh Sharma</td></tr> <tr><td>Ramesh G</td></tr> <tr><td>Vivek Kunnumal</td></tr> <tr><td>G D Suresh</td></tr> <tr><td>Lalit Nagpal</td></tr> <tr><td>Shirley Thomas</td></tr> <tr><td>Neeraj Jain</td></tr> <tr><td>Mayank Sharma</td></tr> </tbody> </table> | Name of allottee | Vivek V | Kiran B | Ashish Kumar Mehta | Sharad Dinesh Pareek | Ramesh Mundra | Sai Akash V | Dhaval Ashutosh Oza | Rajkumar Shah | Rakesh Rameshchandra Pathak | Niraj Anjaria | Ritesh Sharma | Ramesh G | Vivek Kunnumal | G D Suresh | Lalit Nagpal | Shirley Thomas | Neeraj Jain | Mayank Sharma |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek V | | | | | | | | | | | | | | | | | | | | | | | | |
| Kiran B | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Kumar Mehta | | | | | | | | | | | | | | | | | | | | | | | | |
| Sharad Dinesh Pareek | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh Mundra | | | | | | | | | | | | | | | | | | | | | | | | |
| Sai Akash V | | | | | | | | | | | | | | | | | | | | | | | | |
| Dhaval Ashutosh Oza | | | | | | | | | | | | | | | | | | | | | | | | |
| Rajkumar Shah | | | | | | | | | | | | | | | | | | | | | | | | |
| Rakesh Rameshchandra Pathak | | | | | | | | | | | | | | | | | | | | | | | | |
| Niraj Anjaria | | | | | | | | | | | | | | | | | | | | | | | | |
| Ritesh Sharma | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh G | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Kunnumal | | | | | | | | | | | | | | | | | | | | | | | | |
| G D Suresh | | | | | | | | | | | | | | | | | | | | | | | | |
| Lalit Nagpal | | | | | | | | | | | | | | | | | | | | | | | | |
| Shirley Thomas | | | | | | | | | | | | | | | | | | | | | | | | |
| Neeraj Jain | | | | | | | | | | | | | | | | | | | | | | | | |
| Mayank Sharma | | | | | | | | | | | | | | | | | | | | | | | | |
| 43,350 | 10 | 25.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 5) | Cash | Allotment of 43,350 Equity Shares to six employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Rohit Patwardhan</td></tr> <tr><td>Haren Parekh</td></tr> <tr><td>Akash Bhaya</td></tr> <tr><td>Ravinder Tokas</td></tr> <tr><td>Mrinal Sinha</td></tr> <tr><td>Sanjay Raghuraman</td></tr> </tbody> </table> | Name of allottee | Rohit Patwardhan | Haren Parekh | Akash Bhaya | Ravinder Tokas | Mrinal Sinha | Sanjay Raghuraman | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | |
| Rohit Patwardhan | | | | | | | | | | | | | | | | | | | | | | | | |
| Haren Parekh | | | | | | | | | | | | | | | | | | | | | | | | |
| Akash Bhaya | | | | | | | | | | | | | | | | | | | | | | | | |
| Ravinder Tokas | | | | | | | | | | | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Raghuraman | | | | | | | | | | | | | | | | | | | | | | | | |
| July 12, 2013 | 102,691,469 | 10 | 56.0 | Rights Issue ⁽²⁾ | Cash | In respect of this allotment, for the complete list | 513,457,219 | 5,134,572,190 | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|---|---|--|---|------------------------------------|--|------------------|---------------|---------------|---------------------|------------------|---------------|
| | | | | | | of allottees and the number of Equity Shares allotted to them, please refer to Annexure A3. | | | | | | | | |
| August 29, 2013 | 3,150 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 3,150 Equity Shares to two employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Panakkal John Jacob</td> </tr> <tr> <td>S Saravana Kumar</td> </tr> </tbody> </table> | Name of allottee | Panakkal John Jacob | S Saravana Kumar | 513,474,169 | 5,134,741,690 | | | |
| | Name of allottee | | | | | | | | | | | | | |
| | Panakkal John Jacob | | | | | | | | | | | | | |
| S Saravana Kumar | | | | | | | | | | | | | | |
| 10,800 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 10,800 Equity Shares to seven employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Madhav Vajjah</td> </tr> <tr> <td>Virpal Singh Rathore</td> </tr> <tr> <td>Dharmesh Gaur</td> </tr> <tr> <td>Soumik Sarkar</td> </tr> <tr> <td>Nirpjit Singh</td> </tr> <tr> <td>Panakkal John Jacob</td> </tr> <tr> <td>S Saravana Kumar</td> </tr> </tbody> </table> | Name of allottee | Madhav Vajjah | Virpal Singh Rathore | Dharmesh Gaur | Soumik Sarkar | Nirpjit Singh | Panakkal John Jacob | S Saravana Kumar | |
| Name of allottee | | | | | | | | | | | | | | |
| Madhav Vajjah | | | | | | | | | | | | | | |
| Virpal Singh Rathore | | | | | | | | | | | | | | |
| Dharmesh Gaur | | | | | | | | | | | | | | |
| Soumik Sarkar | | | | | | | | | | | | | | |
| Nirpjit Singh | | | | | | | | | | | | | | |
| Panakkal John Jacob | | | | | | | | | | | | | | |
| S Saravana Kumar | | | | | | | | | | | | | | |
| 3,000 | 10 | 25.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 5) | Cash | Allotment of 3,000 Equity Shares to one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Prachi Sirohi</td> </tr> </tbody> </table> | Name of allottee | Prachi Sirohi | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Prachi Sirohi | | | | | | | | | | | | | | |
| December 4, 2013 | 1,800 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 1,800 Equity Shares to one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Sanjay Gautam</td> </tr> </tbody> </table> | Name of allottee | Sanjay Gautam | 513,750,219 | 5,137,502,190 | | | | |
| | Name of allottee | | | | | | | | | | | | | |
| Sanjay Gautam | | | | | | | | | | | | | | |
| 106,000 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 106,000 Equity Shares to 23 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>G Ramesh</td> </tr> <tr> <td>Nirpjit Singh</td> </tr> <tr> <td>Rajkumar Shah</td> </tr> <tr> <td>Niraj Anjaria</td> </tr> <tr> <td>Kiran B</td> </tr> <tr> <td>Soumik Sarkar</td> </tr> <tr> <td>Mayank Sharma</td> </tr> <tr> <td>Ritesh Sharma</td> </tr> </tbody> </table> | Name of allottee | G Ramesh | Nirpjit Singh | Rajkumar Shah | Niraj Anjaria | Kiran B | Soumik Sarkar | Mayank Sharma | Ritesh Sharma |
| Name of allottee | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | |
| Nirpjit Singh | | | | | | | | | | | | | | |
| Rajkumar Shah | | | | | | | | | | | | | | |
| Niraj Anjaria | | | | | | | | | | | | | | |
| Kiran B | | | | | | | | | | | | | | |
| Soumik Sarkar | | | | | | | | | | | | | | |
| Mayank Sharma | | | | | | | | | | | | | | |
| Ritesh Sharma | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|----------------|-----------------|-------------------|------------------|----------------|----------------|---------------|------------|-----------------|-------------|---------------|----------------|--|--|
| | | | | | | Sai akashv Dharmesh Gaur Ramesh Mundra Rakesh Pathak Neeraj Jain Sharad Dinesh Pareek S. Saravanakumar Ashish Kumar Mehta Virpal Singh Rathore Lalit Nagpal Vivek Kunnumal Vivek V Sanjay Gautam G D Suresh Madhav Vajjah | | | | | | | | | | | | | | | | |
| | 32,850 | 10 | 25.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 5) | Cash | Allotment of 32,850 Equity Shares to five employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Rohit Patwardhan</td></tr> <tr><td>Akash Bhaya</td></tr> <tr><td>Haren Parekh</td></tr> <tr><td>Mrinal Sinha</td></tr> <tr><td>Ravinder Tokas</td></tr> </tbody> </table> | Name of allottee | Rohit Patwardhan | Akash Bhaya | Haren Parekh | Mrinal Sinha | Ravinder Tokas | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | |
| Rohit Patwardhan | | | | | | | | | | | | | | | | | | | | | | |
| Akash Bhaya | | | | | | | | | | | | | | | | | | | | | | |
| Haren Parekh | | | | | | | | | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | | | | | | | | | |
| Ravinder Tokas | | | | | | | | | | | | | | | | | | | | | | |
| | 135,400 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 135,400 Equity Shares to 38 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Sumit Aggarwal</td></tr> <tr><td>Sandeep Bakshi</td></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Manoj Nampoothiry</td></tr> <tr><td>Kaustubh Deodhar</td></tr> <tr><td>Pankaj Guglani</td></tr> <tr><td>Manoj Kumar TP</td></tr> <tr><td>Mohamed K Abu</td></tr> <tr><td>Vikas Jain</td></tr> <tr><td>Vivek Dabhadkar</td></tr> <tr><td>Ajit Kamble</td></tr> <tr><td>Gaurav Bhatia</td></tr> <tr><td>Tarun Aggarwal</td></tr> </tbody> </table> | Name of allottee | Sumit Aggarwal | Sandeep Bakshi | Sarabjeet Singh | Manoj Nampoothiry | Kaustubh Deodhar | Pankaj Guglani | Manoj Kumar TP | Mohamed K Abu | Vikas Jain | Vivek Dabhadkar | Ajit Kamble | Gaurav Bhatia | Tarun Aggarwal | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | |
| Sumit Aggarwal | | | | | | | | | | | | | | | | | | | | | | |
| Sandeep Bakshi | | | | | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | | | | | |
| Manoj Nampoothiry | | | | | | | | | | | | | | | | | | | | | | |
| Kaustubh Deodhar | | | | | | | | | | | | | | | | | | | | | | |
| Pankaj Guglani | | | | | | | | | | | | | | | | | | | | | | |
| Manoj Kumar TP | | | | | | | | | | | | | | | | | | | | | | |
| Mohamed K Abu | | | | | | | | | | | | | | | | | | | | | | |
| Vikas Jain | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Dabhadkar | | | | | | | | | | | | | | | | | | | | | | |
| Ajit Kamble | | | | | | | | | | | | | | | | | | | | | | |
| Gaurav Bhatia | | | | | | | | | | | | | | | | | | | | | | |
| Tarun Aggarwal | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|--------------|----------------------|----------------|------------------|--|--|
| | | | | | | Deep Jaggi Rajat Sharma Rohit Srivastava Rohit Srivastava V Rajesh Mohan Singh Shekhwat Renjith V Kumar Ashish Ghatnekar Deepak Kumar Jaglan Sandeep Dubey Akash Mehta Rupen Dalal Vipul Khullar Amit Sharma Ritesh Chauhan Vivek Pandya Megha Bhatia Beena Parmeshwaran SS Kanagaraj S Sathya Ramanan KSN Akbar Raja Zamseer A Purushotham Reddy Harish Venugopal Venkata Swamy M | | | | | | | | |
| November 26, 2014 | 12,200 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 12,200 Equity Shares to three employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Dhaval Oza</td> </tr> <tr> <td>Lalit Nagpal</td> </tr> <tr> <td>Virpal Singh Rathore</td> </tr> </tbody> </table> | Name of allottee | Dhaval Oza | Lalit Nagpal | Virpal Singh Rathore | 514,316,019 | 5,143,160,190 | | |
| Name of allottee | | | | | | | | | | | | | | |
| Dhaval Oza | | | | | | | | | | | | | | |
| Lalit Nagpal | | | | | | | | | | | | | | |
| Virpal Singh Rathore | | | | | | | | | | | | | | |
| | 43,800 | 10 | 25.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 5) | Cash | Allotment of 43,800 Equity Shares to five employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Akash Bhaya</td> </tr> <tr> <td>Haren Parekh</td> </tr> <tr> <td>Mrinal Sinha</td> </tr> <tr> <td>Ravinder Tokas</td> </tr> <tr> <td>Rohit Patwardhan</td> </tr> </tbody> </table> | Name of allottee | Akash Bhaya | Haren Parekh | Mrinal Sinha | Ravinder Tokas | Rohit Patwardhan | | |
| Name of allottee | | | | | | | | | | | | | | |
| Akash Bhaya | | | | | | | | | | | | | | |
| Haren Parekh | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | |
| Ravinder Tokas | | | | | | | | | | | | | | |
| Rohit Patwardhan | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|----------------|--------------|------------------|----------------|---------------|------------------|------------------|----------------|-------------------|--------------|--------------------|-----------------------|-------------------|--------------|----------------------|-----------------|-------------|----------------|----------------|---------------|-----------------|-----------------|--|--|
| | 23,650 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 23,650 Equity Shares to 10 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>K Jayakumar</td></tr> <tr><td>Manmohan Singh</td></tr> <tr><td>Megha Bhatia</td></tr> <tr><td>Prakash S</td></tr> <tr><td>Sandeep Sharma</td></tr> <tr><td>Sanjay Khan</td></tr> <tr><td>Sivashankaran A</td></tr> <tr><td>Pankaj Singh</td></tr> <tr><td>S Pavan Prasad</td></tr> <tr><td>Venkata Swamy</td></tr> </tbody> </table> | Name of allottee | K Jayakumar | Manmohan Singh | Megha Bhatia | Prakash S | Sandeep Sharma | Sanjay Khan | Sivashankaran A | Pankaj Singh | S Pavan Prasad | Venkata Swamy | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| K Jayakumar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manmohan Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Megha Bhatia | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Prakash S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sandeep Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Khan | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sivashankaran A | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Pankaj Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| S Pavan Prasad | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Venkata Swamy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 120,050 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 120,050 Equity Shares to 30 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Ajit Kamble</td></tr> <tr><td>Akash Mehta</td></tr> <tr><td>Amit Sharma</td></tr> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Deep Jaggi</td></tr> <tr><td>Gaurav Bhatia</td></tr> <tr><td>Harish Venugopal</td></tr> <tr><td>Kaustubh Deodhar</td></tr> <tr><td>Manoj Kumar Tp</td></tr> <tr><td>Manoj Nampoothiry</td></tr> <tr><td>Megha Bhatia</td></tr> <tr><td>Mohamed Khuram Abu</td></tr> <tr><td>Mohan Singh Shekhawat</td></tr> <tr><td>Purushotham Reddy</td></tr> <tr><td>Rajat Sharma</td></tr> <tr><td>Rajesh Veeraraghavan</td></tr> <tr><td>Renjith V Kumar</td></tr> <tr><td>Rupen Dalal</td></tr> <tr><td>S.S. Kanagaraj</td></tr> <tr><td>Sandeep Bakshi</td></tr> <tr><td>Sandeep Dubey</td></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Summit Aggarwal</td></tr> </tbody> </table> | Name of allottee | Ajit Kamble | Akash Mehta | Amit Sharma | Ashish Ghatnekar | Deep Jaggi | Gaurav Bhatia | Harish Venugopal | Kaustubh Deodhar | Manoj Kumar Tp | Manoj Nampoothiry | Megha Bhatia | Mohamed Khuram Abu | Mohan Singh Shekhawat | Purushotham Reddy | Rajat Sharma | Rajesh Veeraraghavan | Renjith V Kumar | Rupen Dalal | S.S. Kanagaraj | Sandeep Bakshi | Sandeep Dubey | Sarabjeet Singh | Summit Aggarwal | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ajit Kamble | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Akash Mehta | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amit Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gaurav Bhatia | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kaustubh Deodhar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj Kumar Tp | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj Nampoothiry | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Megha Bhatia | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mohamed Khuram Abu | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mohan Singh Shekhawat | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Purushotham Reddy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rajat Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rajesh Veeraraghavan | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Renjith V Kumar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rupen Dalal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| S.S. Kanagaraj | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sandeep Bakshi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sandeep Dubey | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Summit Aggarwal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|-------------|----------------------|-------------|--------------|--------------|--------------|--------------|--------------|-----------------------|-------------|-----------------|------------|--------------------|----------|-----------|----------------|--------------|--------------|-----------------|-------------------|---------------|---------|---------------|-----------------|---------|---------------|---------------|------------|--------------|--|--|
| | | | | | | Tarun Aggarwal Vipul Khullar Vivek Dabhadkar Vivek Pandya Pankaj Singh S Pavan Prasad Venkata Swamy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 366,100 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | Allotment of 366,100 Equity Shares to 60 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Ajay Bharadwaj</td></tr> <tr><td>Akash Bhaya</td></tr> <tr><td>Alamuri Kalyan Kumar</td></tr> <tr><td>Amish Dhruv</td></tr> <tr><td>Anuj Khurana</td></tr> <tr><td>Ashish Dhoka</td></tr> <tr><td>Ashish Mehta</td></tr> <tr><td>Avkash Singh</td></tr> <tr><td>Biplab Ghosh</td></tr> <tr><td>Chinmay Singaporewala</td></tr> <tr><td>D Mahendran</td></tr> <tr><td>Daminder Gandhi</td></tr> <tr><td>Dhaval Oza</td></tr> <tr><td>EAS Sundaramuritiy</td></tr> <tr><td>Esha Rai</td></tr> <tr><td>G. Ramesh</td></tr> <tr><td>G. Subramanian</td></tr> <tr><td>Haren Parekh</td></tr> <tr><td>Indrajit Das</td></tr> <tr><td>J. Raghu Prasad</td></tr> <tr><td>Jeffson Rodrigues</td></tr> <tr><td>Kalpesh Joshi</td></tr> <tr><td>Kiran B</td></tr> <tr><td>Kiran Kumar V</td></tr> <tr><td>Lakkam Srinivas</td></tr> <tr><td>Manoj B</td></tr> <tr><td>Mayank Sharma</td></tr> <tr><td>Mehul Bavishi</td></tr> <tr><td>Mihir Shah</td></tr> <tr><td>Mrinal Sinha</td></tr> </tbody> </table> | Name of allottee | Ajay Bharadwaj | Akash Bhaya | Alamuri Kalyan Kumar | Amish Dhruv | Anuj Khurana | Ashish Dhoka | Ashish Mehta | Avkash Singh | Biplab Ghosh | Chinmay Singaporewala | D Mahendran | Daminder Gandhi | Dhaval Oza | EAS Sundaramuritiy | Esha Rai | G. Ramesh | G. Subramanian | Haren Parekh | Indrajit Das | J. Raghu Prasad | Jeffson Rodrigues | Kalpesh Joshi | Kiran B | Kiran Kumar V | Lakkam Srinivas | Manoj B | Mayank Sharma | Mehul Bavishi | Mihir Shah | Mrinal Sinha | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ajay Bharadwaj | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Akash Bhaya | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Alamuri Kalyan Kumar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amish Dhruv | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Anuj Khurana | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Dhoka | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Mehta | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Avkash Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Biplab Ghosh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chinmay Singaporewala | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| D Mahendran | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Daminder Gandhi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dhaval Oza | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| EAS Sundaramuritiy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Esha Rai | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| G. Ramesh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| G. Subramanian | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Haren Parekh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Indrajit Das | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| J. Raghu Prasad | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jeffson Rodrigues | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kalpesh Joshi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kiran B | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kiran Kumar V | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Lakkam Srinivas | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj B | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mayank Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mehul Bavishi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mihir Shah | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|-------------|---------------|
| | | | | | | N. Kannan Neeraj Jain Niraj Anjaria Nitant Verma Nitin Mathur Nitin Vaid Pallavi Sahasrabudhe Pankaj Bhatia Prashantsinh Solanki Rajkumar Shah Rakesh Pathak Ramesh Mundra Ravi Maheshwari Ravinder Tokas Ritu Rana Rohit Patwardhan Rohit Sarin Sai Akash V Saminathan Suriyanarayan Sanjay Gautam Saravana Kumar Sharad Pareek Shoban babu K Stanley Arun Kumar Sudipto Banerjee Sundeep Bhanshali V. Ragavendran Vijay Modi Virat Trivedi Vivek Kunnumal | | | | |
| March 5, 2015 | 185,153,857 | 10 | 65.0 | Rights Issue ⁽³⁾ | Cash | In respect of this allotment, for the complete list of allottees and the number of Equity Shares allotted to them, please refer to Annexure A4. | 699,469,876 | 6,994,698,760 | | |
| August 27, 2015 | 2,400 | 10 | 17.5 | Exercise of stock option pursuant to ESOS 2007 (Plan 4) | Cash | Allotment of 2,400 Equity Shares to one employee mentioned below: <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: center;">Name of allottee</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">John Jacob</td> </tr> </tbody> </table> | Name of allottee | John Jacob | 699,611,476 | 6,996,114,760 |
| Name of allottee | | | | | | | | | | |
| John Jacob | | | | | | | | | | |
| | 3,000 | 10 | 25.0 | Exercise of stock option pursuant to | Cash | Allotment of 3,000 Equity Shares to one employee mentioned below: | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|---------------------|--------------------|----------------|---------------|-------------------------|------------------|-------------|-----------------|----------------|------------|-----------|----------------|--|--|
| | | | | ESOS 2007 (Plan 5) | | <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Prachi Sirohi</td> </tr> </tbody> </table> | Name of allottee | Prachi Sirohi | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | |
| Prachi Sirohi | | | | | | | | | | | | | | | | | | | | | | |
| | 18,000 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 18,000 Equity Shares to seven employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Ali Asad Ansari</td> </tr> <tr> <td>Gaurav Mahajan</td> </tr> <tr> <td>Karamjeet Singh</td> </tr> <tr> <td>Manan M. Patel</td> </tr> <tr> <td>Reman K C</td> </tr> <tr> <td>Smita Madhukara Karkera</td> </tr> <tr> <td>Vijaya Kumar K</td> </tr> </tbody> </table> | Name of allottee | Ali Asad Ansari | Gaurav Mahajan | Karamjeet Singh | Manan M. Patel | Reman K C | Smita Madhukara Karkera | Vijaya Kumar K | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | |
| Ali Asad Ansari | | | | | | | | | | | | | | | | | | | | | | |
| Gaurav Mahajan | | | | | | | | | | | | | | | | | | | | | | |
| Karamjeet Singh | | | | | | | | | | | | | | | | | | | | | | |
| Manan M. Patel | | | | | | | | | | | | | | | | | | | | | | |
| Reman K C | | | | | | | | | | | | | | | | | | | | | | |
| Smita Madhukara Karkera | | | | | | | | | | | | | | | | | | | | | | |
| Vijaya Kumar K | | | | | | | | | | | | | | | | | | | | | | |
| | 33,200 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 33,200 Equity Shares to 13 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Ali Asad Ansari</td> </tr> <tr> <td>B Purushotham Reddy</td> </tr> <tr> <td>Beena Parmeshwaran</td> </tr> <tr> <td>Deep Jaggi</td> </tr> <tr> <td>Deepak Jaglan</td> </tr> <tr> <td>Gaurav Mahajan</td> </tr> <tr> <td>Harish Venugopal</td> </tr> <tr> <td>Jayakumar K</td> </tr> <tr> <td>Karamjeet Singh</td> </tr> <tr> <td>Manan M. Patel</td> </tr> <tr> <td>Prakash S.</td> </tr> <tr> <td>Reman K C</td> </tr> <tr> <td>Ritesh Chauhan</td> </tr> </tbody> </table> | Name of allottee | Ali Asad Ansari | B Purushotham Reddy | Beena Parmeshwaran | Deep Jaggi | Deepak Jaglan | Gaurav Mahajan | Harish Venugopal | Jayakumar K | Karamjeet Singh | Manan M. Patel | Prakash S. | Reman K C | Ritesh Chauhan | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | |
| Ali Asad Ansari | | | | | | | | | | | | | | | | | | | | | | |
| B Purushotham Reddy | | | | | | | | | | | | | | | | | | | | | | |
| Beena Parmeshwaran | | | | | | | | | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | | | | | | | | | |
| Deepak Jaglan | | | | | | | | | | | | | | | | | | | | | | |
| Gaurav Mahajan | | | | | | | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | | | | | | | |
| Jayakumar K | | | | | | | | | | | | | | | | | | | | | | |
| Karamjeet Singh | | | | | | | | | | | | | | | | | | | | | | |
| Manan M. Patel | | | | | | | | | | | | | | | | | | | | | | |
| Prakash S. | | | | | | | | | | | | | | | | | | | | | | |
| Reman K C | | | | | | | | | | | | | | | | | | | | | | |
| Ritesh Chauhan | | | | | | | | | | | | | | | | | | | | | | |
| | 85,000 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | Allotment of 85,500 Equity Shares to 23 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Amitabha Kar</td> </tr> <tr> <td>Anuj Desai</td> </tr> <tr> <td>Ashish Mehta</td> </tr> <tr> <td>Esha rai</td> </tr> <tr> <td>Kapil Kansal</td> </tr> </tbody> </table> | Name of allottee | Amitabha Kar | Anuj Desai | Ashish Mehta | Esha rai | Kapil Kansal | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | |
| Amitabha Kar | | | | | | | | | | | | | | | | | | | | | | |
| Anuj Desai | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Mehta | | | | | | | | | | | | | | | | | | | | | | |
| Esha rai | | | | | | | | | | | | | | | | | | | | | | |
| Kapil Kansal | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|----------------|-----------------|-------------------------|------------------|---------------|---------------|---------------|------------------|-------------|--|--|
| | | | | | | Mahendran D Manikandan S. Manish Tiwari Mrinal Sinha Nirpjit Singh Pradeesh P. Ritesh Sharma Sai Akash V. Sharad Pareek Soumik Sarkar Sucheta Bihari Sumit Gupta Swetha D Tavleen Chaudhry Vardhman Gadhavi Vijayabaskar N Vineet Sharma Vipin Das | | | | | | | | | | | | | |
| November 30, 2015 | 5,850 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 5,850 Equity Shares to four employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Rohit Srivastava</td></tr> <tr><td>Sandeep Sharma</td></tr> <tr><td>Sivashankar A</td></tr> <tr><td>Smita Madhukara Karkera</td></tr> </tbody> </table> | Name of allottee | Rohit Srivastava | Sandeep Sharma | Sivashankar A | Smita Madhukara Karkera | 700,172,426 | 7,001,724,260 | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | |
| Rohit Srivastava | | | | | | | | | | | | | | | | | | | |
| Sandeep Sharma | | | | | | | | | | | | | | | | | | | |
| Sivashankar A | | | | | | | | | | | | | | | | | | | |
| Smita Madhukara Karkera | | | | | | | | | | | | | | | | | | | |
| | 153,200 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 153,200 Equity Shares to 32 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Ajit Bhaskar Kamble</td></tr> <tr><td>Akash Mehta</td></tr> <tr><td>Ali Asad Ansari</td></tr> <tr><td>Amit Sharma</td></tr> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Deep Jaggi</td></tr> <tr><td>Deepak Jaglan</td></tr> <tr><td>Gaurav Bhatia</td></tr> <tr><td>Harish Venugopal</td></tr> <tr><td>Jayakumar K</td></tr> </tbody> </table> | Name of allottee | Ajit Bhaskar Kamble | Akash Mehta | Ali Asad Ansari | Amit Sharma | Ashish Ghatnekar | Deep Jaggi | Deepak Jaglan | Gaurav Bhatia | Harish Venugopal | Jayakumar K | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | |
| Ajit Bhaskar Kamble | | | | | | | | | | | | | | | | | | | |
| Akash Mehta | | | | | | | | | | | | | | | | | | | |
| Ali Asad Ansari | | | | | | | | | | | | | | | | | | | |
| Amit Sharma | | | | | | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | | | | | | |
| Deepak Jaglan | | | | | | | | | | | | | | | | | | | |
| Gaurav Bhatia | | | | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | | | | |
| Jayakumar K | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|---------------|----------------------|----------------------|--------------|------------|--|--|
| | | | | | | Khuram Mohamed Abu Manoj G Nampoothiry Manoj Kumar T.P. Megha Bhatia Mohan Singh Shekhawat Pankaj B. Singh Pavan Prasad S. Rajesh V. Reman K C Renjith V. Kumar Rohit Srivastava Rupen Dalal Sandeep Sharma Sandeep Dubey Sarabjeet Singh Sivashankar A Smita Madhukara Karkera Tarun Aggarwal Venkata Swamy Vipul Khullar Vivek Dabhadkar Vivek Shrikant Pandya | | | | | | | | | |
| | 18,700 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | Allotment of 18,700 Equity Shares to four employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Jitesh Vasanttrao Bilwanikar</td> </tr> <tr> <td>Shiv Sachdeva</td> </tr> <tr> <td>Suresh G. D.</td> </tr> <tr> <td>Virpal Singh Rathore</td> </tr> </tbody> </table> | Name of allottee | Jitesh Vasanttrao Bilwanikar | Shiv Sachdeva | Suresh G. D. | Virpal Singh Rathore | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| Jitesh Vasanttrao Bilwanikar | | | | | | | | | | | | | | | |
| Shiv Sachdeva | | | | | | | | | | | | | | | |
| Suresh G. D. | | | | | | | | | | | | | | | |
| Virpal Singh Rathore | | | | | | | | | | | | | | | |
| | 383,200 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 383,200 Equity Shares to 53 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Ajay Bharadwaj</td> </tr> <tr> <td>Akash Bhaya</td> </tr> <tr> <td>Alamuri Kalyan Kumar</td> </tr> <tr> <td>Amish Dhruv</td> </tr> <tr> <td>Anuj Khurana</td> </tr> <tr> <td>Anuj Desai</td> </tr> </tbody> </table> | Name of allottee | Ajay Bharadwaj | Akash Bhaya | Alamuri Kalyan Kumar | Amish Dhruv | Anuj Khurana | Anuj Desai | | |
| Name of allottee | | | | | | | | | | | | | | | |
| Ajay Bharadwaj | | | | | | | | | | | | | | | |
| Akash Bhaya | | | | | | | | | | | | | | | |
| Alamuri Kalyan Kumar | | | | | | | | | | | | | | | |
| Amish Dhruv | | | | | | | | | | | | | | | |
| Anuj Khurana | | | | | | | | | | | | | | | |
| Anuj Desai | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---------------------|-------------------------|---------------------------------|------------------------------------|--|
| | | | | | | Ashish Dhoka | | |
| | | | | | | Avkash Singh | | |
| | | | | | | Biplab Ghosh | | |
| | | | | | | Chinmay Singaporewala | | |
| | | | | | | Daminder Gandhi | | |
| | | | | | | G Subramanian | | |
| | | | | | | Haren D Parekh | | |
| | | | | | | Indrajit Das | | |
| | | | | | | Jeffson Rodrigues | | |
| | | | | | | Jitesh Vasantao Bilwanikar | | |
| | | | | | | Kannan N. | | |
| | | | | | | Kapil Kansal | | |
| | | | | | | Kiran B. | | |
| | | | | | | Kirankumar V | | |
| | | | | | | Mayank Sharma | | |
| | | | | | | Mehul Bavishi | | |
| | | | | | | Mihir Shah | | |
| | | | | | | Mrinal Sinha | | |
| | | | | | | Niraj Anjaria | | |
| | | | | | | Nitant Verma | | |
| | | | | | | Nitin Mohan Mathur | | |
| | | | | | | Pallavi Sahasrabudhe | | |
| | | | | | | Pankaj Bhatia | | |
| | | | | | | Pradeesh P. | | |
| | | | | | | Prashant Ramsinh Solanki | | |
| | | | | | | Ragavendran V | | |
| | | | | | | Raghu Prasad J | | |
| | | | | | | Rajkumar Shah | | |
| | | | | | | Ramesh Mundhra | | |
| | | | | | | Ravi Govinddas Maheshwari | | |
| | | | | | | Ravinder Tokas | | |
| | | | | | | Rohit Sarin | | |
| | | | | | | Rohit S Patwardhan | | |
| | | | | | | Saminathan Suriyanarayanan | | |
| | | | | | | Sanjay E Gautam | | |
| | | | | | | Sharad Pareek | | |
| | | | | | | Shiv Sachdeva | | |
| | | | | | | Shoban Babu K. | | |
| | | | | | | Srinivas Lakkam | | |
| | | | | | | Sudipto Banerjee | | |
| | | | | | | Sundaramuritiy EAS | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|---|---|---|--|------------------------------------|--|----------------|----------------|------------------|-----------------------|---------------------|----------------|--------------|------------|
| | | | | | | Sundeep P Bhanshali Suresh G. D Taveleen Chaudhry Vijay Modi Vipin Das Virat Trivedi | | | | | | | | | | |
| September 29, 2016 | 4,000 | 10 | 25.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 5) | Cash | Allotment of 4,000 Equity Shares to one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Prachi Sirohi</td> </tr> </tbody> </table> | Name of allottee | Prachi Sirohi | 700,525,326 | 7,005,253,260 | | | | | | |
| | Name of allottee | | | | | | | | | | | | | | | |
| | Prachi Sirohi | | | | | | | | | | | | | | | |
| | 12,900 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 12,900 Equity Shares to four employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Raja Zamseer A.</td> </tr> <tr> <td>Sathya Ramanan</td> </tr> <tr> <td>Vijaya Kumar K.</td> </tr> <tr> <td>Akbar K.S.N.</td> </tr> </tbody> </table> | Name of allottee | Raja Zamseer A. | | | Sathya Ramanan | Vijaya Kumar K. | Akbar K.S.N. | | | |
| Name of allottee | | | | | | | | | | | | | | | | |
| Raja Zamseer A. | | | | | | | | | | | | | | | | |
| Sathya Ramanan | | | | | | | | | | | | | | | | |
| Vijaya Kumar K. | | | | | | | | | | | | | | | | |
| Akbar K.S.N. | | | | | | | | | | | | | | | | |
| 43,800 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 43,800 Equity Shares to the 10 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Deep Kumar Jaggi</td> </tr> <tr> <td>Raja Zamseer A.</td> </tr> <tr> <td>Sathya Ramanan</td> </tr> <tr> <td>Ritesh Chauhan</td> </tr> <tr> <td>Harish Venugopal</td> </tr> <tr> <td>Kangaraj S. Subramani</td> </tr> <tr> <td>B Purushotham Reddy</td> </tr> <tr> <td>Manan M. Patel</td> </tr> <tr> <td>Rajat Sharma</td> </tr> <tr> <td>Prakash S.</td> </tr> </tbody> </table> | Name of allottee | Deep Kumar Jaggi | Raja Zamseer A. | Sathya Ramanan | Ritesh Chauhan | Harish Venugopal | Kangaraj S. Subramani | B Purushotham Reddy | Manan M. Patel | Rajat Sharma | Prakash S. |
| Name of allottee | | | | | | | | | | | | | | | | |
| Deep Kumar Jaggi | | | | | | | | | | | | | | | | |
| Raja Zamseer A. | | | | | | | | | | | | | | | | |
| Sathya Ramanan | | | | | | | | | | | | | | | | |
| Ritesh Chauhan | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | |
| Kangaraj S. Subramani | | | | | | | | | | | | | | | | |
| B Purushotham Reddy | | | | | | | | | | | | | | | | |
| Manan M. Patel | | | | | | | | | | | | | | | | |
| Rajat Sharma | | | | | | | | | | | | | | | | |
| Prakash S. | | | | | | | | | | | | | | | | |
| 71,900 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | Allotment of 71,900 Equity Shares to the 13 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Manish Tiwari</td> </tr> <tr> <td>Vishwavijay Kumar Singh</td> </tr> <tr> <td>Viswanathan S.</td> </tr> </tbody> </table> | Name of allottee | Manish Tiwari | Vishwavijay Kumar Singh | Viswanathan S. | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | | | |
| Vishwavijay Kumar Singh | | | | | | | | | | | | | | | | |
| Viswanathan S. | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|---------------|----------------|----------------------|----------------|--------------|-----------------|---------------|-----------------|---------------|---------------|--------------------|----------------|----------------|---------------|--------------|--------------|------------|---------------|----------|-----------------|--|--|
| | | | | | | <table border="1"> <tr><td>Dhaval Oza</td></tr> <tr><td>Harvinder Singh</td></tr> <tr><td>Ritesh Sharma</td></tr> <tr><td>Anurag Thakur</td></tr> <tr><td>Virpal Singh Rathore</td></tr> <tr><td>Shirley Thomas</td></tr> <tr><td>Lalit Nagpal</td></tr> <tr><td>Atul Batra</td></tr> <tr><td>Esha Rai</td></tr> <tr><td>Jignesh Kothari</td></tr> </table> | Dhaval Oza | Harvinder Singh | Ritesh Sharma | Anurag Thakur | Virpal Singh Rathore | Shirley Thomas | Lalit Nagpal | Atul Batra | Esha Rai | Jignesh Kothari | | | | | | | | | | | | | | |
| Dhaval Oza | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harvinder Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ritesh Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Anurag Thakur | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Virpal Singh Rathore | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shirley Thomas | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Lalit Nagpal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Atul Batra | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Esha Rai | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jignesh Kothari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 220,300 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | <p>Allotment of 220,300 Equity Shares to the 21 employees mentioned below:</p> <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Ramesh Mundra</td></tr> <tr><td>Mahendran D.</td></tr> <tr><td>Viswanathan S.</td></tr> <tr><td>Rohit S Patwardhan</td></tr> <tr><td>Kapil Kansal</td></tr> <tr><td>Ramesh G.</td></tr> <tr><td>Harvinder Singh</td></tr> <tr><td>Ritesh Sharma</td></tr> <tr><td>Sai Akash V.</td></tr> <tr><td>Soumik Sarkar</td></tr> <tr><td>Mehul Bavishi</td></tr> <tr><td>Nitin Mohan Mathur</td></tr> <tr><td>Vijayabaskar N</td></tr> <tr><td>Vivek Kunnumal</td></tr> <tr><td>Vineet Sharma</td></tr> <tr><td>Ashish Mehta</td></tr> <tr><td>Mrinal Sinha</td></tr> <tr><td>Atul Batra</td></tr> <tr><td>Manikandan S.</td></tr> <tr><td>Manoj B.</td></tr> <tr><td>Jignesh Kothari</td></tr> </tbody> </table> | Name of allottee | Ramesh Mundra | Mahendran D. | Viswanathan S. | Rohit S Patwardhan | Kapil Kansal | Ramesh G. | Harvinder Singh | Ritesh Sharma | Sai Akash V. | Soumik Sarkar | Mehul Bavishi | Nitin Mohan Mathur | Vijayabaskar N | Vivek Kunnumal | Vineet Sharma | Ashish Mehta | Mrinal Sinha | Atul Batra | Manikandan S. | Manoj B. | Jignesh Kothari | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh Mundra | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mahendran D. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Viswanathan S. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rohit S Patwardhan | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kapil Kansal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh G. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harvinder Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ritesh Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sai Akash V. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Soumik Sarkar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mehul Bavishi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nitin Mohan Mathur | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vijayabaskar N | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Kunnumal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vineet Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Mehta | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Atul Batra | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manikandan S. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj B. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jignesh Kothari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| November 29, 2016 | 3,600 | 10 | 31.0 | Exercise of stock option pursuant to | Cash | Allotment of 3,600 Equity Shares to the two employees mentioned below: | 701,433,226 | 7,014,332,260 | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|-------------------|-----------|-----------------|--------|-----------------|--------|--------------------|---------|----------------|---------|----------------------|-----------|---|-----------|-------------|---------|--------------|---------|----------------------|---------|-----------------|---------|--------------|---------|--------|---------|----------------|---------|-------------------|---------|---------------|---------|-------------|---------------|
| | | | | ESOS 2007 (Plan 6) | | <table border="1"> <thead> <tr> <th colspan="2">Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Akbar K. S. N.</td> <td></td> </tr> <tr> <td>Vijaya Kumar K.</td> <td></td> </tr> </tbody> </table> | Name of allottee | | Akbar K. S. N. | | Vijaya Kumar K. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Akbar K. S. N. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vijaya Kumar K. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 64,100 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | <p>Allotment of 64,100 Equity Shares to the eight employees mentioned below:</p> <table border="1"> <thead> <tr> <th colspan="2">Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Esha Rai</td> <td></td> </tr> <tr> <td>Lalit Nagpal</td> <td></td> </tr> <tr> <td>Neeraj Kumar</td> <td></td> </tr> <tr> <td>Prawin Tiwari</td> <td></td> </tr> <tr> <td>Sharad Pareek</td> <td></td> </tr> <tr> <td>Virpal Singh Rathore</td> <td></td> </tr> <tr> <td>Vishwavijay Kumar Singh</td> <td></td> </tr> <tr> <td>Vivek V.</td> <td></td> </tr> </tbody> </table> | Name of allottee | | Esha Rai | | Lalit Nagpal | | Neeraj Kumar | | Prawin Tiwari | | Sharad Pareek | | Virpal Singh Rathore | | Vishwavijay Kumar Singh | | Vivek V. | | | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Esha Rai | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Lalit Nagpal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Neeraj Kumar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Prawin Tiwari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sharad Pareek | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Virpal Singh Rathore | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vishwavijay Kumar Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek V. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 840,200 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | 840,200 Equity Shares were allotted to 136 employees, for the complete list of employees please refer to Annexure A5. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| December 16, 2016 | 7560,985 | 10 | N.A | Scheme of Amalgamation | Other than Cash | <table border="1"> <thead> <tr> <th>Name of allottee</th> <th>Number of Equity Shares</th> </tr> </thead> <tbody> <tr> <td>HDFC Bank Limited</td> <td>2,185,875</td> </tr> <tr> <td>Sanjay Dongre</td> <td>10,235</td> </tr> <tr> <td>Vinod Yennemedi</td> <td>10,235</td> </tr> <tr> <td>Vinod G. Yennemadi</td> <td>197,482</td> </tr> <tr> <td>Bharat D. Shah</td> <td>107,032</td> </tr> <tr> <td>Ashish Parthasarathy</td> <td>1,130,625</td> </tr> <tr> <td>Bhaves Zaveri (Trustee of ADFC Employees Welfare Trust)</td> <td>1,922,062</td> </tr> <tr> <td>Amrita Puri</td> <td>218,587</td> </tr> <tr> <td>Samir Bhatia</td> <td>105,525</td> </tr> <tr> <td>Ashish Parthasarathy</td> <td>105,525</td> </tr> <tr> <td>Harish Engineer</td> <td>105,525</td> </tr> <tr> <td>Sudhir Joshi</td> <td>105,525</td> </tr> <tr> <td>CN Ram</td> <td>105,525</td> </tr> <tr> <td>Neeraj Swaroop</td> <td>105,525</td> </tr> <tr> <td>Paresk Sukthankar</td> <td>105,525</td> </tr> <tr> <td>G Subramanian</td> <td>105,525</td> </tr> </tbody> </table> | Name of allottee | Number of Equity Shares | HDFC Bank Limited | 2,185,875 | Sanjay Dongre | 10,235 | Vinod Yennemedi | 10,235 | Vinod G. Yennemadi | 197,482 | Bharat D. Shah | 107,032 | Ashish Parthasarathy | 1,130,625 | Bhaves Zaveri (Trustee of ADFC Employees Welfare Trust) | 1,922,062 | Amrita Puri | 218,587 | Samir Bhatia | 105,525 | Ashish Parthasarathy | 105,525 | Harish Engineer | 105,525 | Sudhir Joshi | 105,525 | CN Ram | 105,525 | Neeraj Swaroop | 105,525 | Paresk Sukthankar | 105,525 | G Subramanian | 105,525 | 708,994,211 | 7,089,942,110 |
| Name of allottee | Number of Equity Shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| HDFC Bank Limited | 2,185,875 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Dongre | 10,235 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vinod Yennemedi | 10,235 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vinod G. Yennemadi | 197,482 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bharat D. Shah | 107,032 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Parthasarathy | 1,130,625 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bhaves Zaveri (Trustee of ADFC Employees Welfare Trust) | 1,922,062 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amrita Puri | 218,587 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Samir Bhatia | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Parthasarathy | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harish Engineer | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sudhir Joshi | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| CN Ram | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Neeraj Swaroop | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Paresk Sukthankar | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| G Subramanian | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|-----------------|---------|-----------------|---------------|---------------------|--------|----------------------|--------|------------------|--------|--------------------|--------|------------------|--------|-------------------|--------|----------------|--------|-------------|----------------|-----------------|--|-----------------|--|------------------|--|------------|--|--|
| | | | | | | <table border="1"> <tr><td>H Srikrishnan</td><td>105,525</td></tr> <tr><td>Abhay Aima</td><td>105,525</td></tr> <tr><td>Sashi Jagdishan</td><td>90,450</td></tr> <tr><td>S R Balasubramanian</td><td>90,450</td></tr> <tr><td>Mandeep Maitra</td><td>90,450</td></tr> <tr><td>Navin Puri</td><td>90,450</td></tr> <tr><td>PV Ananthakrishnan</td><td>90,450</td></tr> <tr><td>Kaizad Bharucha</td><td>90,450</td></tr> <tr><td>GV Gopalakrishnan</td><td>90,450</td></tr> <tr><td>S Ramakrishnan</td><td>90,450</td></tr> <tr><td>Ramesh G</td><td>2 (fractional)</td></tr> </table> | H Srikrishnan | 105,525 | Abhay Aima | 105,525 | Sashi Jagdishan | 90,450 | S R Balasubramanian | 90,450 | Mandeep Maitra | 90,450 | Navin Puri | 90,450 | PV Ananthakrishnan | 90,450 | Kaizad Bharucha | 90,450 | GV Gopalakrishnan | 90,450 | S Ramakrishnan | 90,450 | Ramesh G | 2 (fractional) | | | | | | | | | |
| H Srikrishnan | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Abhay Aima | 105,525 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sashi Jagdishan | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| S R Balasubramanian | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mandeep Maitra | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Navin Puri | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| PV Ananthakrishnan | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kaizad Bharucha | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| GV Gopalakrishnan | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| S Ramakrishnan | 90,450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh G | 2 (fractional) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| February 14, 2017 | 6,000 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 6,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr><th colspan="2">Name of allottee</th></tr> <tr><td colspan="2">Karamjeet Singh</td></tr> </table> | Name of allottee | | Karamjeet Singh | | 709,312,851 | 7,093,128,510 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Karamjeet Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 18,100 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | Allotment of 18,100 Equity Shares to the two employees mentioned below: <table border="1"> <tr><th colspan="2">Name of allottee</th></tr> <tr><td colspan="2">Kapil Kansal</td></tr> <tr><td colspan="2">Manish Tiwari</td></tr> </table> | Name of allottee | | Kapil Kansal | | Manish Tiwari | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Kapil Kansal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 294,540 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | Allotment of 294,540 Equity Shares to the 46 employees mentioned below: <table border="1"> <tr><th colspan="2">Name of allottee</th></tr> <tr><td colspan="2">Ajay Sikka</td></tr> <tr><td colspan="2">Ajesh Chandran</td></tr> <tr><td colspan="2">Amit Sharma</td></tr> <tr><td colspan="2">Anupriya Chakravorty</td></tr> <tr><td colspan="2">Arvind Kumar Jha</td></tr> <tr><td colspan="2">Ashish Ghatnekar</td></tr> <tr><td colspan="2">Bharanidharam R.</td></tr> <tr><td colspan="2">Bhoori Singh</td></tr> <tr><td colspan="2">Deep Jaggi</td></tr> <tr><td colspan="2">Deepak Bhan</td></tr> <tr><td colspan="2">Deepak Malhotra</td></tr> <tr><td colspan="2">Devang Upadhyay</td></tr> <tr><td colspan="2">Harish Venugopal</td></tr> <tr><td colspan="2">Jai Chawda</td></tr> </table> | Name of allottee | | Ajay Sikka | | Ajesh Chandran | | Amit Sharma | | Anupriya Chakravorty | | Arvind Kumar Jha | | Ashish Ghatnekar | | Bharanidharam R. | | Bhoori Singh | | Deep Jaggi | | Deepak Bhan | | Deepak Malhotra | | Devang Upadhyay | | Harish Venugopal | | Jai Chawda | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ajay Sikka | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ajesh Chandran | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amit Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Anupriya Chakravorty | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Arvind Kumar Jha | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bharanidharam R. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bhoori Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Deepak Bhan | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Deepak Malhotra | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Devang Upadhyay | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jai Chawda | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|-------------|---------------|
| | | | | | | Jayakumar K Jogesh Kumar Goyal John Panakkal Jacob Kapil Khosla Karamjeet Singh Khuram Mohamed Abu Kumar R. P. Kumaresan C. Mahadevan N. Manan Mahendrabhai Mehta Mohammad Haris Neeraj Singh Nehra Pankaj Jawanjal Pankaj B. Singh Prashant Giryalakar Prashant Rathore Purushotham Reddy B Rajat Tewari Rajat Sharma Rajdeep Singh Jadoun Ritesh Chauhan Rupen Dalal Sachin Chawla Sandeep Dubey Sarabjeet Singh Sathya Ramanan Saurabh Khator Subrata Roy Sudhin M. Venkata Swamy Vipin Bharara Vipul Khullar | | | | |
| March 23, 2017 | 70,931,445 | 10 | 155.0 | Rights Issue ⁽⁴⁾ | Cash | In respect of this allotment, for the complete list of allottees and the number of Equity Shares allotted to them, please refer to Annexure A6. | 780,244,296 | 7,802,442,960 | | |
| September 28, 2017 | 1,200 | 10 | 31.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 6) | Cash | Allotment of 1,200 Equity Shares to the one employee mentioned below: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Name of allottee</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Vijaya Kumar K.</td> </tr> </tbody> </table> | Name of allottee | Vijaya Kumar K. | 780,750,956 | 7,807,509,560 |
| Name of allottee | | | | | | | | | | |
| Vijaya Kumar K. | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|----------------|-----------------|------------------------|---------------|----------------|---------------|---------------------------|-----------------|--------------------|--------------------|--------------|----------------|----------------|--|--|
| | 97,600 | 10 | 56.0 | Exercise of stock option pursuant to ESOS 2007 (Plan 7) | Cash | Allotment of 97,600 Equity Shares to the 14 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Amitabha Kar</td></tr> <tr><td>Anurag Thakur</td></tr> <tr><td>Atul Batra</td></tr> <tr><td>Dhalwant Singh Rathore</td></tr> <tr><td>Dhaval Oza</td></tr> <tr><td>Gururaja N.</td></tr> <tr><td>Manikandan S.</td></tr> <tr><td>Manish Tiwari</td></tr> <tr><td>Manoj B.</td></tr> <tr><td>Mohana Sundaram S.</td></tr> <tr><td>Prachi Ravi Sirohi</td></tr> <tr><td>Sai Akash V.</td></tr> <tr><td>Shirley Thomas</td></tr> <tr><td>Sucheta Bihari</td></tr> </tbody> </table> | Name of allottee | Amitabha Kar | Anurag Thakur | Atul Batra | Dhalwant Singh Rathore | Dhaval Oza | Gururaja N. | Manikandan S. | Manish Tiwari | Manoj B. | Mohana Sundaram S. | Prachi Ravi Sirohi | Sai Akash V. | Shirley Thomas | Sucheta Bihari | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Amitabha Kar | | | | | | | | | | | | | | | | | | | | | | | |
| Anurag Thakur | | | | | | | | | | | | | | | | | | | | | | | |
| Atul Batra | | | | | | | | | | | | | | | | | | | | | | | |
| Dhalwant Singh Rathore | | | | | | | | | | | | | | | | | | | | | | | |
| Dhaval Oza | | | | | | | | | | | | | | | | | | | | | | | |
| Gururaja N. | | | | | | | | | | | | | | | | | | | | | | | |
| Manikandan S. | | | | | | | | | | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj B. | | | | | | | | | | | | | | | | | | | | | | | |
| Mohana Sundaram S. | | | | | | | | | | | | | | | | | | | | | | | |
| Prachi Ravi Sirohi | | | | | | | | | | | | | | | | | | | | | | | |
| Sai Akash V. | | | | | | | | | | | | | | | | | | | | | | | |
| Shirley Thomas | | | | | | | | | | | | | | | | | | | | | | | |
| Sucheta Bihari | | | | | | | | | | | | | | | | | | | | | | | |
| | 407,860 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | 407,860 Equity Shares were allotted to 76 employees, for the complete list of employees please refer to Annexure A7. | | | | | | | | | | | | | | | | | |
| December 5, 2017 | 32,900 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | Allotment of 32,900 Equity Shares to the 9 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Megha Bhatia</td></tr> <tr><td>Jitender Kumar</td></tr> <tr><td>Vivek Dabhadkar</td></tr> <tr><td>Nimit Chaturvedi</td></tr> <tr><td>Darpeet Singh</td></tr> <tr><td>Sanjeev Jassal</td></tr> <tr><td>Manoj Dinkar</td></tr> <tr><td>Sreejith Pandaraparambath</td></tr> <tr><td>Devang Upadhyay</td></tr> </tbody> </table> | Name of allottee | Megha Bhatia | Jitender Kumar | Vivek Dabhadkar | Nimit Chaturvedi | Darpeet Singh | Sanjeev Jassal | Manoj Dinkar | Sreejith Pandaraparambath | Devang Upadhyay | 782,936,256 | 7,829,362,560 | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Megha Bhatia | | | | | | | | | | | | | | | | | | | | | | | |
| Jitender Kumar | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Dabhadkar | | | | | | | | | | | | | | | | | | | | | | | |
| Nimit Chaturvedi | | | | | | | | | | | | | | | | | | | | | | | |
| Darpeet Singh | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjeev Jassal | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj Dinkar | | | | | | | | | | | | | | | | | | | | | | | |
| Sreejith Pandaraparambath | | | | | | | | | | | | | | | | | | | | | | | |
| Devang Upadhyay | | | | | | | | | | | | | | | | | | | | | | | |
| | 1,057,600 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | 1,057,600 Equity Shares were allotted to 193 employees, for the complete list of employees please refer to Annexure A8. | | | | | | | | | | | | | | | | | |
| | 1,094,800 | 10 | 137.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 9) | Cash | 1,094,800 Equity Shares were allotted to 125 employees, for the complete list of employees please refer to Annexure A9. | | | | | | | | | | | | | | | | | |
| May 30, 2018 | 4,500 | 10 | 88.0 | Exercise of stock | Cash | Allotment of 4,500 Equity Shares to the one | 782,940,756 | 7,829,407,560 | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|--|------------------------------------|--|-----------------|----------------------|---------------|-------------|---------------|--|
| | | | | option pursuant to ESOS 2014 (Plan 8) | | employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Surbhi Sharma</td> </tr> </tbody> </table> | Name of allottee | Surbhi Sharma | | | | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Surbhi Sharma | | | | | | | | | | | | | | |
| December 4, 2018 | 38,000 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | Allotment of 38,000 Equity Shares to the four employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Deep Jaggi</td> </tr> <tr> <td>Karamjeet Singh</td> </tr> <tr> <td>Kinish Gajrawala</td> </tr> <tr> <td>Rajat Tewari</td> </tr> </tbody> </table> | Name of allottee | Deep Jaggi | Karamjeet Singh | Kinish Gajrawala | Rajat Tewari | 785,700,306 | 7,857,003,060 | |
| Name of allottee | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | |
| Karamjeet Singh | | | | | | | | | | | | | | |
| Kinish Gajrawala | | | | | | | | | | | | | | |
| Rajat Tewari | | | | | | | | | | | | | | |
| | 1,012,200 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | 1,012,200 Equity Shares were allotted to 184 employees, for the complete list of employees please refer to Annexure A10. | | | | | | | | |
| | 82,600 | 10 | 137.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 9) | Cash | Allotment of 82,600 Equity Shares to the five employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Arun K. Pateriva</td> </tr> <tr> <td>Esha Rai</td> </tr> <tr> <td>Kedar Anand Parasnis</td> </tr> <tr> <td>Krithika Arun</td> </tr> <tr> <td>Ramesh G</td> </tr> </tbody> </table> | Name of allottee | Arun K. Pateriva | Esha Rai | Kedar Anand Parasnis | Krithika Arun | Ramesh G | | |
| Name of allottee | | | | | | | | | | | | | | |
| Arun K. Pateriva | | | | | | | | | | | | | | |
| Esha Rai | | | | | | | | | | | | | | |
| Kedar Anand Parasnis | | | | | | | | | | | | | | |
| Krithika Arun | | | | | | | | | | | | | | |
| Ramesh G | | | | | | | | | | | | | | |
| | 793,200 | 10 | 137.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 9) | Cash | 793,200 Equity Shares were allotted to 120 employees, for the complete list of employees please refer to Annexure A11. | | | | | | | | |
| | 829,350 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | 829,350 Equity Shares were allotted to 255 employees, for the complete list of employees please refer to Annexure A12. | | | | | | | | |
| | 1,800 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 1,800 Equity Shares to the one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Surbhi Sharma</td> </tr> </tbody> </table> | Name of allottee | Surbhi Sharma | | | | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Surbhi Sharma | | | | | | | | | | | | | | |
| | 2,400 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 2,400 Equity Shares to the one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Surbhi Sharma</td> </tr> </tbody> </table> | Name of allottee | Surbhi Sharma | | | | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Surbhi Sharma | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|--|--|---|--|------------------------------------|--|------------------------|---------------------|--------------------|-----------------|---------------|------------|--------------------|
| September 13, 2019 | 34,500 | 10 | 88.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 8) | Cash | Allotment of 34,500 Equity Shares to the two employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Venkata Swamy</td> </tr> <tr> <td>Sudhin M.</td> </tr> </tbody> </table> | Name of allottee | Venkata Swamy | Sudhin M. | 785,869,006 | 7,858,690,060 | | | | |
| | Name of allottee | | | | | | | | | | | | | | |
| | Venkata Swamy | | | | | | | | | | | | | | |
| Sudhin M. | | | | | | | | | | | | | | | |
| 52,200 | 10 | 137.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 9) | Cash | Allotment of 52,200 Equity Shares to the three employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Mehul Bavishi</td> </tr> <tr> <td>Esha Rai</td> </tr> <tr> <td>G Ramesh</td> </tr> </tbody> </table> | Name of allottee | Mehul Bavishi | Esha Rai | G Ramesh | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| Mehul Bavishi | | | | | | | | | | | | | | | |
| Esha Rai | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | |
| 82,000 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 82,000 Equity Shares to the nine employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Vikas Pachauri</td> </tr> <tr> <td>Srinivas M.</td> </tr> <tr> <td>Navratan Singh Makwana</td> </tr> <tr> <td>Manoj G Nampoothiry</td> </tr> <tr> <td>Rohit S Patwardhan</td> </tr> <tr> <td>Sarabjeet Singh</td> </tr> <tr> <td>Venkata Swamy</td> </tr> <tr> <td>Deep Jaggi</td> </tr> <tr> <td>Karthik Srinivasan</td> </tr> </tbody> </table> | Name of allottee | Vikas Pachauri | Srinivas M. | Navratan Singh Makwana | Manoj G Nampoothiry | Rohit S Patwardhan | Sarabjeet Singh | Venkata Swamy | Deep Jaggi | Karthik Srinivasan |
| Name of allottee | | | | | | | | | | | | | | | |
| Vikas Pachauri | | | | | | | | | | | | | | | |
| Srinivas M. | | | | | | | | | | | | | | | |
| Navratan Singh Makwana | | | | | | | | | | | | | | | |
| Manoj G Nampoothiry | | | | | | | | | | | | | | | |
| Rohit S Patwardhan | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | |
| Venkata Swamy | | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | | |
| Karthik Srinivasan | | | | | | | | | | | | | | | |
| December 11, 2019 | 751,200 | 10 | 137.0 | Exercise of stock option pursuant to ESOS 2014 (Plan 9) | Cash | 751,200 Equity Shares were allotted to 107 employees, for the complete list of employees please refer to Annexure A13. | 787,579,656 | 7,875,796,560 | | | | | | | |
| | 59,000 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 59,000 Equity Shares to the three employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Kinish Gajrawala</td> </tr> <tr> <td>Deep Jaggi</td> </tr> <tr> <td>G Ramesh</td> </tr> </tbody> </table> | | | Name of allottee | Kinish Gajrawala | Deep Jaggi | G Ramesh | | | |
| | Name of allottee | | | | | | | | | | | | | | |
| Kinish Gajrawala | | | | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | |
| 900,450 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | 900,450 Equity Shares were allotted to 244 employees, for the complete list of employees please refer to Annexure A14. | | | | | | | | | | |
| November 18, | 30,300 | 10 | 213.0 | Exercise of stock | Cash | Allotment of 30,300 Equity Shares to the three | 787,830,546 | 7,878,305,460 | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | |
|---|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|---|------------------------------------|--|------------------|---------------|--|--|
| 2020 | | | | option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | | employees mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Srinivas M</td> </tr> <tr> <td>Kinish Gajrawala</td> </tr> <tr> <td>Deep Jaggi</td> </tr> </table> | Name of allottee | Srinivas M | Kinish Gajrawala | Deep Jaggi | | |
| Name of allottee | | | | | | | | | | | | |
| Srinivas M | | | | | | | | | | | | |
| Kinish Gajrawala | | | | | | | | | | | | |
| Deep Jaggi | | | | | | | | | | | | |
| | 220,590 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | 220,590 Equity Shares were allotted to 322 employees, for the complete list of employees please refer to Annexure A15. | | | | | | |
| December 7, 2020 | 1,036,500 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | 1,036,500 Equity Shares were allotted to 223 employees, for the complete list of employees please refer to Annexure A16. | 788,871,646 | 7,888,716,460 | | | | |
| | 1,380 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 1,380 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Poonam Kanwar w/o Ishwarsingh D. Rajpurohit</td> </tr> </table> | Name of allottee | Poonam Kanwar w/o Ishwarsingh D. Rajpurohit | | | | |
| Name of allottee | | | | | | | | | | | | |
| Poonam Kanwar w/o Ishwarsingh D. Rajpurohit | | | | | | | | | | | | |
| | 1,380 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 1,380 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Poonam Kanwar w/o Ishwarsingh D. Rajpurohit</td> </tr> </table> | Name of allottee | Poonam Kanwar w/o Ishwarsingh D. Rajpurohit | | | | |
| Name of allottee | | | | | | | | | | | | |
| Poonam Kanwar w/o Ishwarsingh D. Rajpurohit | | | | | | | | | | | | |
| | 1,840 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 1,840 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Poonam Kanwar w/o Ishwarsingh D. Rajpurohit</td> </tr> </table> | Name of allottee | Poonam Kanwar w/o Ishwarsingh D. Rajpurohit | | | | |
| Name of allottee | | | | | | | | | | | | |
| Poonam Kanwar w/o Ishwarsingh D. Rajpurohit | | | | | | | | | | | | |
| February 25, 2021 | 9,000 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 9,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Deepak Mathur</td> </tr> </table> | Name of allottee | Deepak Mathur | 789,182,866 | 7,891,828,660 | | |
| Name of allottee | | | | | | | | | | | | |
| Deepak Mathur | | | | | | | | | | | | |
| | 9,000 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 9,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Deepak Mathur</td> </tr> </table> | Name of allottee | Deepak Mathur | | | | |
| Name of allottee | | | | | | | | | | | | |
| Deepak Mathur | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|--|------------------------------------|--|---------------|---------------|-------------------------|----------------|---------------|--|--|
| | 81,000 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 81,000 Equity Shares to the three employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>G Ramesh</td></tr> <tr><td>Megha Bhatia</td></tr> <tr><td>Amit Rajan</td></tr> </table> | Name of allottee | G Ramesh | Megha Bhatia | Amit Rajan | | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | |
| Megha Bhatia | | | | | | | | | | | | | | | |
| Amit Rajan | | | | | | | | | | | | | | | |
| | 5,400 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 5,400 Equity Shares to the six employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Rohit S Patwardhan</td></tr> <tr><td>Mihir A. Soni</td></tr> <tr><td>Binod Menon</td></tr> <tr><td>Parmod Shiv Charan Dass</td></tr> <tr><td>Karthikeyan K.</td></tr> <tr><td>Prabhakaran D</td></tr> </table> | Name of allottee | Rohit S Patwardhan | Mihir A. Soni | Binod Menon | Parmod Shiv Charan Dass | Karthikeyan K. | Prabhakaran D | | |
| Name of allottee | | | | | | | | | | | | | | | |
| Rohit S Patwardhan | | | | | | | | | | | | | | | |
| Mihir A. Soni | | | | | | | | | | | | | | | |
| Binod Menon | | | | | | | | | | | | | | | |
| Parmod Shiv Charan Dass | | | | | | | | | | | | | | | |
| Karthikeyan K. | | | | | | | | | | | | | | | |
| Prabhakaran D | | | | | | | | | | | | | | | |
| | 206,820 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | 206,820 Equity Shares were allotted to 301 employees, for the complete list of employees please refer to Annexure A17. | | | | | | | | | |
| March 16, 2021 | 2,350 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 2,350 Equity Shares to the one employee mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Shibani Dakshi</td></tr> </table> | Name of allottee | Shibani Dakshi | 789,185,216 | 7,891,852,160 | | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| Shibani Dakshi | | | | | | | | | | | | | | | |
| November 26, 2021 | 5,500 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 5,500 Equity Shares to the one employee mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Nanda Kumar S.</td></tr> </table> | Name of allottee | Nanda Kumar S. | 789,988,676 | 7,899,886,760 | | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| Nanda Kumar S. | | | | | | | | | | | | | | | |
| | 30,000 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 30,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>G Ramesh</td></tr> </table> | Name of allottee | G Ramesh | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | |
| | 2,010 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 2,010 Equity Shares to the three employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td></td></tr> <tr><td></td></tr> <tr><td></td></tr> </table> | Name of allottee | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|---|------------------------------------|--|------------------------|--------------|-------------------|----------------|----------------|
| | | | | | | <table border="1"> <tr><td>Manoj R.</td></tr> <tr><td>Ashish Kumar</td></tr> <tr><td>Karthikeyan K.</td></tr> </table> | Manoj R. | Ashish Kumar | Karthikeyan K. | | | | |
| Manoj R. | | | | | | | | | | | | | |
| Ashish Kumar | | | | | | | | | | | | | |
| Karthikeyan K. | | | | | | | | | | | | | |
| | 765,950 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | 765,950 Equity Shares were allotted to 333 employees, for the complete list of employees please refer to Annexure A18. | | | | | | | |
| March 17, 2022 | 237,600 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | 237,600 Equity Shares were allotted to 261 employees, for the complete list of employees please refer to Annexure A19. | 790,440,031 | 7,904,400,310 | | | | | |
| | 5,740 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 5,740 Equity Shares to the four employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Bharathish P</td></tr> <tr><td>Shailendra Bhosle</td></tr> <tr><td>Maurice Dueman</td></tr> <tr><td>Shibani Dakshy</td></tr> </table> | | | Name of allottee | Bharathish P | Shailendra Bhosle | Maurice Dueman | Shibani Dakshy |
| Name of allottee | | | | | | | | | | | | | |
| Bharathish P | | | | | | | | | | | | | |
| Shailendra Bhosle | | | | | | | | | | | | | |
| Maurice Dueman | | | | | | | | | | | | | |
| Shibani Dakshy | | | | | | | | | | | | | |
| | 1,440 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 1,440 Equity Shares to the one employee mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Shibani Dakshy</td></tr> </table> | Name of allottee | Shibani Dakshy | | | | | |
| Name of allottee | | | | | | | | | | | | | |
| Shibani Dakshy | | | | | | | | | | | | | |
| | 206,575 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | 206,575 Equity Shares were allotted to 236 employees, for the complete list of employees please refer to Annexure A20. | | | | | | | |
| | | | | | | | | | | | | | |
| August 2, 2022 | 20,450 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 20,450 Equity Shares to the two employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>G Ramesh</td></tr> <tr><td>Vishwanath R. Bhandari</td></tr> </table> | Name of allottee | G Ramesh | Vishwanath R. Bhandari | 790,516,691 | 7,905,166,910 | | |
| Name of allottee | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | |
| Vishwanath R. Bhandari | | | | | | | | | | | | | |
| | 5,960 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 5,960 Equity Shares to the five employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Rohit S. Patwardhan</td></tr> <tr><td>Ibrahim Sadiq</td></tr> <tr><td>Deepak Dhone</td></tr> </table> | Name of allottee | Rohit S. Patwardhan | Ibrahim Sadiq | Deepak Dhone | | | |
| Name of allottee | | | | | | | | | | | | | |
| Rohit S. Patwardhan | | | | | | | | | | | | | |
| Ibrahim Sadiq | | | | | | | | | | | | | |
| Deepak Dhone | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|---|------------------------------------|--|
| | | | | | | Jitender Gohri Vishwanath R Bhandari | | |
| | 12,800 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 12,800 Equity Shares to the one employee mentioned below: Name of allottee Haren Parekh | | |
| | 19,005 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 19,005 Equity Shares to the 15 employees mentioned below: Name of allottee Rohit S Patwardhan Jitender Gohri Bhaskar Gupta Prashant Arora Dinesh J. Gupta Avinash Sonawane Dipack Dhonav P Krishna Priya Jagadishwar Rao Joginapelly Deepak B Shinde Sudheer Sapale Mudunoori Madhavi Sanjay Kumar Malik Archana Patankar Ranjita Das | | |
| | 7,905 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 7,905 Equity Shares to the five employees mentioned below: Name of allottee P Krishna Priya Mudunoori Madhavi Archana Patankar Omdutt Sharma Haren Parekh | | |
| | 10,540 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 10,540 Equity Shares to the five employees mentioned below: Name of allottee | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | |
|------------------------------------|----------------------------------|------------------------------------|---|--|---|---|------------------------------------|--|------------------|---------------|---------------|
| | | | | | | P Krishna Priya Mudunoori Madhavi Archana Patankar Omdutt Sharma Haren Parekh | | | | | |
| September 19, 2022 | 14,000 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 14,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Sanjay Belsare</td> </tr> </table> | Name of allottee | Sanjay Belsare | 790,546,291 | 7,905,462,910 | |
| | Name of allottee | | | | | | | | | | |
| | Sanjay Belsare | | | | | | | | | | |
| | 6,450 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 6,450 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Sanjay Belsare</td> </tr> </table> | Name of allottee | Sanjay Belsare | | | |
| Name of allottee | | | | | | | | | | | |
| Sanjay Belsare | | | | | | | | | | | |
| 2,150 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 2,150 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Sanjay Belsare</td> </tr> </table> | Name of allottee | Sanjay Belsare | | | | |
| Name of allottee | | | | | | | | | | | |
| Sanjay Belsare | | | | | | | | | | | |
| 7,000 | 10 | 409.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13A) | Cash | Allotment of 7,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Jaykumar Shah</td> </tr> </table> | Name of allottee | Jaykumar Shah | | | | |
| Name of allottee | | | | | | | | | | | |
| Jaykumar Shah | | | | | | | | | | | |
| December 7, 2022 | 6,000 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 6,000 Equity Shares to the two employees mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Sarabjeet Singh</td> </tr> <tr> <td>Ashish Ghatnekar</td> </tr> </table> | Name of allottee | Sarabjeet Singh | Ashish Ghatnekar | 791,166,519 | 7,911,665,190 |
| | Name of allottee | | | | | | | | | | |
| | Sarabjeet Singh | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | |
| 7,480 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 7,480 Equity Shares to the two employees mentioned below: <table border="1"> <tr> <th>Name of allottee</th> </tr> <tr> <td>Deepak Mathur</td> </tr> <tr> <td>Ashish Ghatnekar</td> </tr> </table> | Name of allottee | Deepak Mathur | Ashish Ghatnekar | | | |
| Name of allottee | | | | | | | | | | | |
| Deepak Mathur | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | |
| 334,640 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | 334,640 Equity Shares were allotted to 223 employees, for the complete list of employees please refer to Annexure A21. | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|--|------------------------------------|--|---------------|---------------|--------------|--------------|-------------|---------|--------------------|--------------------|---------------------|----------|-------------------|-------------|---------------|
| | 2,700 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 2,700 Equity Shares to the one employee mentioned below: <table border="1"><tr><td>Name of allottee</td></tr><tr><td>Harish Kumar K.</td></tr></table> | Name of allottee | Harish Kumar K. | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| Harish Kumar K. | | | | | | | | | | | | | | | | | | | | | |
| | 6,450 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 6,450 Equity Shares to the one employee mentioned below: <table border="1"><tr><td>Name of allottee</td></tr><tr><td>Sanjay Belsare</td></tr></table> | Name of allottee | Sanjay Belsare | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Belsare | | | | | | | | | | | | | | | | | | | | | |
| | 262,958 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 14) | Cash | 262,958 Equity Shares were allotted to 237 employees, for the complete list of employees please refer to Annexure A22. | | | | | | | | | | | | | | | |
| December 28, 2022 | 720 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 720 Equity Shares to the one employee mentioned below: <table border="1"><tr><td>Name of allottee</td></tr><tr><td>Anetha K</td></tr></table> | Name of allottee | Anetha K | 791,169,519 | 7,911,695,190 | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| Anetha K | | | | | | | | | | | | | | | | | | | | | |
| | 2,280 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 14) | Cash | Allotment of 2,280 Equity Shares to the one employee mentioned below: <table border="1"><tr><td>Name of allottee</td></tr><tr><td>Anetha K</td></tr></table> | Name of allottee | Anetha K | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| Anetha K | | | | | | | | | | | | | | | | | | | | | |
| March 13, 2023 | 24,500 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 24,500 Equity Shares to the 15 employees mentioned below: <table border="1"><tr><td>Name of allottee</td></tr><tr><td>Manoj G Nampoothiry</td></tr><tr><td>Gaurav Bhatia</td></tr><tr><td>Reman K C</td></tr><tr><td>Prabakaran P</td></tr><tr><td>Muthukumar P</td></tr><tr><td>Taru Baheti</td></tr><tr><td>Anand K</td></tr><tr><td>Raghavendra Perugu</td></tr><tr><td>Rajnish Srivastava</td></tr><tr><td>Narvir Singh Charak</td></tr><tr><td>Nagesh R</td></tr><tr><td>Sunil Kumar Singh</td></tr></table> | Name of allottee | Manoj G Nampoothiry | Gaurav Bhatia | Reman K C | Prabakaran P | Muthukumar P | Taru Baheti | Anand K | Raghavendra Perugu | Rajnish Srivastava | Narvir Singh Charak | Nagesh R | Sunil Kumar Singh | 791,399,083 | 7,913,990,830 |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| Manoj G Nampoothiry | | | | | | | | | | | | | | | | | | | | | |
| Gaurav Bhatia | | | | | | | | | | | | | | | | | | | | | |
| Reman K C | | | | | | | | | | | | | | | | | | | | | |
| Prabakaran P | | | | | | | | | | | | | | | | | | | | | |
| Muthukumar P | | | | | | | | | | | | | | | | | | | | | |
| Taru Baheti | | | | | | | | | | | | | | | | | | | | | |
| Anand K | | | | | | | | | | | | | | | | | | | | | |
| Raghavendra Perugu | | | | | | | | | | | | | | | | | | | | | |
| Rajnish Srivastava | | | | | | | | | | | | | | | | | | | | | |
| Narvir Singh Charak | | | | | | | | | | | | | | | | | | | | | |
| Nagesh R | | | | | | | | | | | | | | | | | | | | | |
| Sunil Kumar Singh | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|---------------------------|-----------------------|--------------|----------------|-------------------|-------------|-------------|-----------------|--------------|----------------|---------------|-----------------|---------------|--|--|
| | | | | | | Dipti Khandelwal Bandaru Venkata Satish Shailendra Bhosle | | | | | | | | | | | | | | | | | |
| | 15,995 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 15,995 Equity Shares to the six employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Manoj G Nampoothiry</td></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Vishwanath R Bhandari</td></tr> <tr><td>Chandan Dash</td></tr> <tr><td>Saurav Ganguly</td></tr> <tr><td>Mudumba Sreenivas</td></tr> </tbody> </table> | Name of allottee | Manoj G Nampoothiry | Sarabjeet Singh | Vishwanath R Bhandari | Chandan Dash | Saurav Ganguly | Mudumba Sreenivas | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj G Nampoothiry | | | | | | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | | | | | | |
| Vishwanath R Bhandari | | | | | | | | | | | | | | | | | | | | | | | |
| Chandan Dash | | | | | | | | | | | | | | | | | | | | | | | |
| Saurav Ganguly | | | | | | | | | | | | | | | | | | | | | | | |
| Mudumba Sreenivas | | | | | | | | | | | | | | | | | | | | | | | |
| | 142,375 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | 142,375 Equity Shares were allotted to 167 employees, for the complete list of employees please refer to Annexure A23. | | | | | | | | | | | | | | | | | |
| | 6,000 | 10 | 409.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13A) | Cash | Allotment of 6,000 Equity Shares to the one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Jaykumar Shah</td></tr> </tbody> </table> | Name of allottee | Jaykumar Shah | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Jaykumar Shah | | | | | | | | | | | | | | | | | | | | | | | |
| | 40,694 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 14) | Cash | Allotment of 40,694 Equity Shares to the 33 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Ritesh Sharma</td></tr> <tr><td>Ravi Govinddas Maheshwari</td></tr> <tr><td>Jitvinder Singh Sethi</td></tr> <tr><td>Islam Khan</td></tr> <tr><td>Raghu Prasad J</td></tr> <tr><td>Jai Chawda</td></tr> <tr><td>Angad Bhari</td></tr> <tr><td>Taru Baheti</td></tr> <tr><td>Nimmala Vinayak</td></tr> <tr><td>Arpit Gehlot</td></tr> <tr><td>Chandan Sharma</td></tr> <tr><td>Mihir A. Soni</td></tr> <tr><td>Prasad Indurkar</td></tr> <tr><td>Umesh Kumar M</td></tr> </tbody> </table> | Name of allottee | Ritesh Sharma | Ravi Govinddas Maheshwari | Jitvinder Singh Sethi | Islam Khan | Raghu Prasad J | Jai Chawda | Angad Bhari | Taru Baheti | Nimmala Vinayak | Arpit Gehlot | Chandan Sharma | Mihir A. Soni | Prasad Indurkar | Umesh Kumar M | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Ritesh Sharma | | | | | | | | | | | | | | | | | | | | | | | |
| Ravi Govinddas Maheshwari | | | | | | | | | | | | | | | | | | | | | | | |
| Jitvinder Singh Sethi | | | | | | | | | | | | | | | | | | | | | | | |
| Islam Khan | | | | | | | | | | | | | | | | | | | | | | | |
| Raghu Prasad J | | | | | | | | | | | | | | | | | | | | | | | |
| Jai Chawda | | | | | | | | | | | | | | | | | | | | | | | |
| Angad Bhari | | | | | | | | | | | | | | | | | | | | | | | |
| Taru Baheti | | | | | | | | | | | | | | | | | | | | | | | |
| Nimmala Vinayak | | | | | | | | | | | | | | | | | | | | | | | |
| Arpit Gehlot | | | | | | | | | | | | | | | | | | | | | | | |
| Chandan Sharma | | | | | | | | | | | | | | | | | | | | | | | |
| Mihir A. Soni | | | | | | | | | | | | | | | | | | | | | | | |
| Prasad Indurkar | | | | | | | | | | | | | | | | | | | | | | | |
| Umesh Kumar M | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|---|------------------------------------|--|---------------------|----------------------|---------------|-----------|--------------|------------|--------------|------------------|----------------|--------------|-------------|--|--|
| | | | | | | Dibendu Das Kanthilal M. Jain Jaya Prakash Anumalasetty Tharakeswara Rao P. Rajnish Srivastava Praveen Menon Sunil Kumar Singh Pawan Gupta Raja Reddy Bajja Manjunatha S Dipti Khandelwal Shankar S K Murali Srinivasarao Chennupati Parth Sarthi Mishra Dilip Bhanudas Sonavane Shailendra Bhosale Anurag Jha Rahul Sharma | | | | | | | | | | | | | | | |
| July 27, 2023 | 51,600 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 51,600 Equity Shares to the two employees mentioned below: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Name of allottee</th> </tr> </thead> <tbody> <tr><td>G Ramesh</td></tr> <tr><td>Saurabh Khator</td></tr> </tbody> </table> | Name of allottee | G Ramesh | Saurabh Khator | 791,651,067 | 7,916,510,670 | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | | | | | | | |
| Saurabh Khator | | | | | | | | | | | | | | | | | | | | | |
| | 51,843 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 51,843 Equity Shares to the 21 employees mentioned below: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Name of allottee</th> </tr> </thead> <tbody> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Manoj G Nampoothiry</td></tr> <tr><td>Purushottam Reddy B.</td></tr> <tr><td>Sai Akash V.</td></tr> <tr><td>Rajesh V.</td></tr> <tr><td>Mrinal Sinha</td></tr> <tr><td>Prasanna G</td></tr> <tr><td>Rajat Tewari</td></tr> <tr><td>Bharanidharan R.</td></tr> <tr><td>Viswanathan S.</td></tr> <tr><td>Atin Rohatgi</td></tr> <tr><td>Prajith T.S</td></tr> </tbody> </table> | Name of allottee | Ashish Ghatnekar | Manoj G Nampoothiry | Purushottam Reddy B. | Sai Akash V. | Rajesh V. | Mrinal Sinha | Prasanna G | Rajat Tewari | Bharanidharan R. | Viswanathan S. | Atin Rohatgi | Prajith T.S | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | | | | | | | | |
| Manoj G Nampoothiry | | | | | | | | | | | | | | | | | | | | | |
| Purushottam Reddy B. | | | | | | | | | | | | | | | | | | | | | |
| Sai Akash V. | | | | | | | | | | | | | | | | | | | | | |
| Rajesh V. | | | | | | | | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | | | | | | | | |
| Prasanna G | | | | | | | | | | | | | | | | | | | | | |
| Rajat Tewari | | | | | | | | | | | | | | | | | | | | | |
| Bharanidharan R. | | | | | | | | | | | | | | | | | | | | | |
| Viswanathan S. | | | | | | | | | | | | | | | | | | | | | |
| Atin Rohatgi | | | | | | | | | | | | | | | | | | | | | |
| Prajith T.S | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|----------------|-----------------|---------------------|----------|-------------|--------------|-----------------|--------------|----------------|----------------|----------------|----------------|-------------------|----------------|-------------------------|-----------------|-------------------------|-----------------|--------------------|----------------|----------------|----------|--|--|
| | | | | | | Ajay Sikha Harpal Singh Lukhar Ashok Chaudhary Arun K. Pateriya Ramamoorthy Sampath Yadav Manoj Kumar Panicker Kumar Rajan Bandaru Venkata Satish Esha Rai | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 31,085 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 31,085 Equity Shares to the 23 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Prabhu Subramanian Ramasubramanian</td></tr> <tr><td>Sathya Ramanan</td></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Manoj G Nampoothiry</td></tr> <tr><td>Manoj B.</td></tr> <tr><td>Rupen Dalal</td></tr> <tr><td>Munish Kumar</td></tr> <tr><td>Avinash Sonwane</td></tr> <tr><td>Chandan Dash</td></tr> <tr><td>Essakiappan K.</td></tr> <tr><td>Paresh Raorane</td></tr> <tr><td>Saurav Ganguly</td></tr> <tr><td>Harish Jotwani</td></tr> <tr><td>Ashok Kumar Sahoo</td></tr> <tr><td>Sudheer Sapale</td></tr> <tr><td>Ramprasad Kudupu Tantry</td></tr> <tr><td>Dilip Choudhary</td></tr> <tr><td>Jayesh Jayamohan Pillai</td></tr> <tr><td>Hiral Thanawala</td></tr> <tr><td>Sanjay Kumar Malik</td></tr> <tr><td>Vivek Kunnumal</td></tr> <tr><td>Shirley Thomas</td></tr> <tr><td>Suresh T</td></tr> </tbody> </table> | Name of allottee | Prabhu Subramanian Ramasubramanian | Sathya Ramanan | Sarabjeet Singh | Manoj G Nampoothiry | Manoj B. | Rupen Dalal | Munish Kumar | Avinash Sonwane | Chandan Dash | Essakiappan K. | Paresh Raorane | Saurav Ganguly | Harish Jotwani | Ashok Kumar Sahoo | Sudheer Sapale | Ramprasad Kudupu Tantry | Dilip Choudhary | Jayesh Jayamohan Pillai | Hiral Thanawala | Sanjay Kumar Malik | Vivek Kunnumal | Shirley Thomas | Suresh T | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Prabhu Subramanian Ramasubramanian | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sathya Ramanan | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj G Nampoothiry | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj B. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rupen Dalal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Munish Kumar | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Avinash Sonwane | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chandan Dash | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Essakiappan K. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Paresh Raorane | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Saurav Ganguly | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harish Jotwani | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashok Kumar Sahoo | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sudheer Sapale | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramprasad Kudupu Tantry | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dilip Choudhary | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jayesh Jayamohan Pillai | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Hiral Thanawala | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sanjay Kumar Malik | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Kunnumal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shirley Thomas | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Suresh T | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 2,000 | 10 | 409.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13A) | Cash | Allotment of 2,000 Equity Shares to the one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Jaykumar Shah</td></tr> </tbody> </table> | Name of allottee | Jaykumar Shah | | | | | | | | | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jaykumar Shah | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|---|------------------------------------|--|------------------------|-------------|----------------|--------------|----------------|------------|--------------|---------------|---------------|------------|--------------|--------------|---------------|------------------|---------------|--------------|--------------|-----------------|---------------------|-----------------|-------------------------|--------------------------|-----------------|---------------|---------------------------|----------------------|----------------------------|--------------|--------------|----------------------|-------------------|-------------|----------|-------------------------|------------------|------------------------|--|--|
| | 60,676 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 14) | Cash | <p>Allotment of 60,676 Equity Shares to the 41 employees mentioned below:</p> <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Smita Madhukara Karkera</td></tr> <tr><td>Dhalwant Singh Rathore</td></tr> <tr><td>Akash Bhaya</td></tr> <tr><td>Vivek Kunnumal</td></tr> <tr><td>Rajat Sharma</td></tr> <tr><td>Aakash S. Kale</td></tr> <tr><td>Vijay Modi</td></tr> <tr><td>Deepak Gupta</td></tr> <tr><td>Gaurav Bhatia</td></tr> <tr><td>Pankaj Bhatia</td></tr> <tr><td>Prasanna G</td></tr> <tr><td>Rajat Tewari</td></tr> <tr><td>Ashish Gupta</td></tr> <tr><td>Prabhash M.P.</td></tr> <tr><td>Naresh Nandha M.</td></tr> <tr><td>Ganapathy Ram</td></tr> <tr><td>Arpit Gehlot</td></tr> <tr><td>Dilip Tiwari</td></tr> <tr><td>Sabarinadane P.</td></tr> <tr><td>Arun Vijay Varshney</td></tr> <tr><td>Satyendra Lucas</td></tr> <tr><td>Vijay Kumar Podipireddy</td></tr> <tr><td>Manan Mahendrabhai Mehta</td></tr> <tr><td>Ashok Chaudhary</td></tr> <tr><td>Samir Jaiswal</td></tr> <tr><td>Ramamoorthy Sampath Yadav</td></tr> <tr><td>Awais Mustafa Ansari</td></tr> <tr><td>Job Andrews Alookeyzhukoot</td></tr> <tr><td>Ramesh Chand</td></tr> <tr><td>Vinay Taneja</td></tr> <tr><td>Arup Kumar Choudhury</td></tr> <tr><td>Sunil Kumar Singh</td></tr> <tr><td>Raj Kumar S</td></tr> <tr><td>K Murali</td></tr> <tr><td>Srinivasarao Chennupati</td></tr> <tr><td>Senthilkumar A M</td></tr> <tr><td>Bandaru Venkata Satish</td></tr> </tbody> </table> | Name of allottee | Smita Madhukara Karkera | Dhalwant Singh Rathore | Akash Bhaya | Vivek Kunnumal | Rajat Sharma | Aakash S. Kale | Vijay Modi | Deepak Gupta | Gaurav Bhatia | Pankaj Bhatia | Prasanna G | Rajat Tewari | Ashish Gupta | Prabhash M.P. | Naresh Nandha M. | Ganapathy Ram | Arpit Gehlot | Dilip Tiwari | Sabarinadane P. | Arun Vijay Varshney | Satyendra Lucas | Vijay Kumar Podipireddy | Manan Mahendrabhai Mehta | Ashok Chaudhary | Samir Jaiswal | Ramamoorthy Sampath Yadav | Awais Mustafa Ansari | Job Andrews Alookeyzhukoot | Ramesh Chand | Vinay Taneja | Arup Kumar Choudhury | Sunil Kumar Singh | Raj Kumar S | K Murali | Srinivasarao Chennupati | Senthilkumar A M | Bandaru Venkata Satish | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Smita Madhukara Karkera | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dhalwant Singh Rathore | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Akash Bhaya | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vivek Kunnumal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rajat Sharma | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aakash S. Kale | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vijay Modi | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Deepak Gupta | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gaurav Bhatia | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Pankaj Bhatia | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Prasanna G | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rajat Tewari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Gupta | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Prabhash M.P. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Naresh Nandha M. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ganapathy Ram | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Arpit Gehlot | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dilip Tiwari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sabarinadane P. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Arun Vijay Varshney | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Satyendra Lucas | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vijay Kumar Podipireddy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Manan Mahendrabhai Mehta | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ashok Chaudhary | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Samir Jaiswal | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramamoorthy Sampath Yadav | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Awais Mustafa Ansari | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Job Andrews Alookeyzhukoot | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ramesh Chand | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vinay Taneja | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Arup Kumar Choudhury | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sunil Kumar Singh | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Raj Kumar S | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| K Murali | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Srinivasarao Chennupati | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Senthilkumar A M | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bandaru Venkata Satish | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|--------------------|-----------------------------|--------------------|------------------|--|--|
| | | | | | | <table border="1"> <tr><td>G N Jaideep</td></tr> <tr><td>Krupa Tanna</td></tr> <tr><td>M Natarajan</td></tr> <tr><td>Jaykumar Pravinchandra Shah</td></tr> </table> | G N Jaideep | Krupa Tanna | M Natarajan | Jaykumar Pravinchandra Shah | | | | |
| G N Jaideep | | | | | | | | | | | | | | |
| Krupa Tanna | | | | | | | | | | | | | | |
| M Natarajan | | | | | | | | | | | | | | |
| Jaykumar Pravinchandra Shah | | | | | | | | | | | | | | |
| | 54,780 | 10 | 457.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 15A) | Cash | Allotment of 54,780 Equity Shares to the four employees mentioned below: <table border="1"> <tr><td>Name of allottee</td></tr> <tr><td>Harish Venugopal</td></tr> <tr><td>Karthik Srinivasan</td></tr> <tr><td>Jaykumar Pravinchandra Shah</td></tr> <tr><td>Premal Brahmhatt</td></tr> </table> | Name of allottee | Harish Venugopal | Karthik Srinivasan | Jaykumar Pravinchandra Shah | Premal Brahmhatt | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | |
| Karthik Srinivasan | | | | | | | | | | | | | | |
| Jaykumar Pravinchandra Shah | | | | | | | | | | | | | | |
| Premal Brahmhatt | | | | | | | | | | | | | | |
| December 7, 2023 | 2,400 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 2,400 Equity Shares to the two employees mentioned below: <table border="1"> <tr><td>Name of allottee</td></tr> <tr><td>Binod Menon</td></tr> <tr><td>Karthikeyan M. S.</td></tr> </table> | Name of allottee | Binod Menon | Karthikeyan M. S. | 792,257,944 | 7,922,579,440 | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Binod Menon | | | | | | | | | | | | | | |
| Karthikeyan M. S. | | | | | | | | | | | | | | |
| | 9,100 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 9,100 Equity Shares to the five employees mentioned below: <table border="1"> <tr><td>Name of allottee</td></tr> <tr><td>Sandeep Dubey</td></tr> <tr><td>Rajesh V</td></tr> <tr><td>Rajkumar Shah</td></tr> <tr><td>Vipul Gupta</td></tr> <tr><td>Ashish Ghatnekar</td></tr> </table> | Name of allottee | Sandeep Dubey | Rajesh V | Rajkumar Shah | Vipul Gupta | Ashish Ghatnekar | | |
| Name of allottee | | | | | | | | | | | | | | |
| Sandeep Dubey | | | | | | | | | | | | | | |
| Rajesh V | | | | | | | | | | | | | | |
| Rajkumar Shah | | | | | | | | | | | | | | |
| Vipul Gupta | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | |
| | 54,910 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 54,910 Equity Shares to the 14 employees mentioned below: <table border="1"> <tr><td>Name of allottee</td></tr> <tr><td>Binod Menon</td></tr> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Mrinal Sinha</td></tr> <tr><td>Rohit S Patwardhan</td></tr> <tr><td>Sarabjeet Singh</td></tr> </table> | Name of allottee | Binod Menon | Ashish Ghatnekar | Mrinal Sinha | Rohit S Patwardhan | Sarabjeet Singh | | |
| Name of allottee | | | | | | | | | | | | | | |
| Binod Menon | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | |
| Mrinal Sinha | | | | | | | | | | | | | | |
| Rohit S Patwardhan | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|-------------------------|----------------|-----------------|----------------|------------------------------------|---------------------|--------------------------|-------------------------|--------------------|-----------------|----------------|----------------------------|-------------------|---------------------|-------------|---------------|
| | | | | | | <table border="1"> <tr><td>Saurabh Kolhatkar</td></tr> <tr><td>Prem Anand</td></tr> <tr><td>Balakishan Reddy Kumbam</td></tr> <tr><td>Mendu Srinivas</td></tr> <tr><td>Subol Kumar Bid</td></tr> <tr><td>Rahul G Vyas</td></tr> <tr><td>Prabhu Subramanian Ramasubramanian</td></tr> <tr><td>Hemant M. Revankar,</td></tr> <tr><td>Mahadeo Ghadhigaonkar</td></tr> </table> | Saurabh Kolhatkar | Prem Anand | Balakishan Reddy Kumbam | Mendu Srinivas | Subol Kumar Bid | Rahul G Vyas | Prabhu Subramanian Ramasubramanian | Hemant M. Revankar, | Mahadeo Ghadhigaonkar | | | | | | | | | |
| Saurabh Kolhatkar | | | | | | | | | | | | | | | | | | | | | | | | |
| Prem Anand | | | | | | | | | | | | | | | | | | | | | | | | |
| Balakishan Reddy Kumbam | | | | | | | | | | | | | | | | | | | | | | | | |
| Mendu Srinivas | | | | | | | | | | | | | | | | | | | | | | | | |
| Subol Kumar Bid | | | | | | | | | | | | | | | | | | | | | | | | |
| Rahul G Vyas | | | | | | | | | | | | | | | | | | | | | | | | |
| Prabhu Subramanian Ramasubramanian | | | | | | | | | | | | | | | | | | | | | | | | |
| Hemant M. Revankar, | | | | | | | | | | | | | | | | | | | | | | | | |
| Mahadeo Ghadhigaonkar | | | | | | | | | | | | | | | | | | | | | | | | |
| | 238,925 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 14) | Cash | 238,925 Equity Shares were allotted to 195 employees, for the complete list of employees please refer to Annexure A24. | | | | | | | | | | | | | | | | | | |
| | 2,350 | 10 | 457.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 15A) | Cash | Allotment of 2,350 Equity Shares to the one employee mentioned below: <table border="1"> <tr><td>Name of allottee</td></tr> <tr><td>Premal Brahmbhatt</td></tr> </table> | Name of allottee | Premal Brahmbhatt | | | | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | |
| Premal Brahmbhatt | | | | | | | | | | | | | | | | | | | | | | | | |
| | 299,192 | 10 | 509.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 15B) | Cash | 299,192 Equity Shares were allotted to 253 employees, for the complete list of employees please refer to Annexure A25. | | | | | | | | | | | | | | | | | | |
| February 21, 2024 | 51,640 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 51,640 Equity Shares to the 20 employees mentioned below: <table border="1"> <tr><td>Name of allottee</td></tr> <tr><td>G Ramesh</td></tr> <tr><td>Rishiraj Naidu</td></tr> <tr><td>Taufiq Pathan</td></tr> <tr><td>Manish Tiwari</td></tr> <tr><td>Yogesh Nakhawa</td></tr> <tr><td>Naresh Nandha M</td></tr> <tr><td>Pankaj Jawanjaj</td></tr> <tr><td>Sasidhar Ravi Kumar K.S.</td></tr> <tr><td>Girraj Kishore Parashar</td></tr> <tr><td>Venkata Srinivas S</td></tr> <tr><td>Senthil Babu C.</td></tr> <tr><td>Thiruchelvam S</td></tr> <tr><td>Chirag Maheshkumar Thakkar</td></tr> <tr><td>Mohan Vamsi Palem</td></tr> <tr><td>Parakramsinh Jadeja</td></tr> </table> | Name of allottee | G Ramesh | Rishiraj Naidu | Taufiq Pathan | Manish Tiwari | Yogesh Nakhawa | Naresh Nandha M | Pankaj Jawanjaj | Sasidhar Ravi Kumar K.S. | Girraj Kishore Parashar | Venkata Srinivas S | Senthil Babu C. | Thiruchelvam S | Chirag Maheshkumar Thakkar | Mohan Vamsi Palem | Parakramsinh Jadeja | 793,074,566 | 7,930,745,660 |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | | |
| G Ramesh | | | | | | | | | | | | | | | | | | | | | | | | |
| Rishiraj Naidu | | | | | | | | | | | | | | | | | | | | | | | | |
| Taufiq Pathan | | | | | | | | | | | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | | | | | | | | | | | |
| Yogesh Nakhawa | | | | | | | | | | | | | | | | | | | | | | | | |
| Naresh Nandha M | | | | | | | | | | | | | | | | | | | | | | | | |
| Pankaj Jawanjaj | | | | | | | | | | | | | | | | | | | | | | | | |
| Sasidhar Ravi Kumar K.S. | | | | | | | | | | | | | | | | | | | | | | | | |
| Girraj Kishore Parashar | | | | | | | | | | | | | | | | | | | | | | | | |
| Venkata Srinivas S | | | | | | | | | | | | | | | | | | | | | | | | |
| Senthil Babu C. | | | | | | | | | | | | | | | | | | | | | | | | |
| Thiruchelvam S | | | | | | | | | | | | | | | | | | | | | | | | |
| Chirag Maheshkumar Thakkar | | | | | | | | | | | | | | | | | | | | | | | | |
| Mohan Vamsi Palem | | | | | | | | | | | | | | | | | | | | | | | | |
| Parakramsinh Jadeja | | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|--------------------|---------------|------------------|------------------|--|--|
| | | | | | | <table border="1"> <tr><td>Santhosh Prabhu D</td></tr> <tr><td>Amit Sahastrabudhhe</td></tr> <tr><td>Manish Kumar Singh</td></tr> <tr><td>Girish R Nair</td></tr> <tr><td>Esha Rai</td></tr> </table> | Santhosh Prabhu D | Amit Sahastrabudhhe | Manish Kumar Singh | Girish R Nair | Esha Rai | | | |
| Santhosh Prabhu D | | | | | | | | | | | | | | |
| Amit Sahastrabudhhe | | | | | | | | | | | | | | |
| Manish Kumar Singh | | | | | | | | | | | | | | |
| Girish R Nair | | | | | | | | | | | | | | |
| Esha Rai | | | | | | | | | | | | | | |
| | 242,035 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | 242,035 Equity Shares were allotted to 150 employees, for the complete list of employees please refer to Annexure A26. | | | | | | | | |
| | 12,000 | 10 | 409.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13A)] | Cash | Allotment of 12,000 Equity Shares to the one employee mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Jaykumar Shah</td></tr> </table> | Name of allottee | Jaykumar Shah | | | | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Jaykumar Shah | | | | | | | | | | | | | | |
| | 228,663 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 14) | Cash | 228,663 Equity Shares were allotted to 109 employees, for the complete list of employees please refer to Annexure A27. | | | | | | | | |
| | 90,620 | 10 | 457.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 15A) | Cash | Allotment of 90,620 Equity Shares to the five employees mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Harish Venugopal</td></tr> <tr><td>Manish Tiwari</td></tr> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Premal Brahmhatt</td></tr> </table> | Name of allottee | Sarabjeet Singh | Harish Venugopal | Manish Tiwari | Ashish Ghatnekar | Premal Brahmhatt | | |
| Name of allottee | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | |
| Premal Brahmhatt | | | | | | | | | | | | | | |
| | 191,664 | 10 | 509.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 15B) | Cash | 191,664 Equity Shares were allotted to 128 employees, for the complete list of employees please refer to Annexure A28. | | | | | | | | |
| August 13, 2024 | 42,000 | 10 | 213.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 10) | Cash | Allotment of 42,000 Equity Shares to the two employee mentioned below: <table border="1"> <tr><th>Name of allottee</th></tr> <tr><td>Deepak Mathur</td></tr> <tr><td>Venkata Swamy</td></tr> </table> | Name of allottee | Deepak Mathur | Venkata Swamy | 793,963,540 | 7,939,635,400 | | | |
| Name of allottee | | | | | | | | | | | | | | |
| Deepak Mathur | | | | | | | | | | | | | | |
| Venkata Swamy | | | | | | | | | | | | | | |
| | 2,520 | 10 | 274.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 11) | Cash | Allotment of 2,520 Equity Shares to the three employees mentioned below: | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|--|-------------------------|--|------------------------------------|--|---------------------|---------------------|----------------|----------------------------|-------------------|--------------|-------------------|--------------------|------------------|-----------------------|-------------|-----------------|---------------|--|--|
| | | | | | | <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Samson Nanda</td> </tr> <tr> <td>Gandholi Srinivas</td> </tr> <tr> <td>Hemraj Pokhriyal</td> </tr> </tbody> </table> | Name of allottee | Samson Nanda | Gandholi Srinivas | Hemraj Pokhriyal | | | | | | | | | | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Samson Nanda | | | | | | | | | | | | | | | | | | | | | | | |
| Gandholi Srinivas | | | | | | | | | | | | | | | | | | | | | | | |
| Hemraj Pokhriyal | | | | | | | | | | | | | | | | | | | | | | | |
| | 23,627 | 10 | 300.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 12) | Cash | Allotment of 23,627 Equity Shares to the 13 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Prakash S.</td> </tr> <tr> <td>Manoj G Nampoothiry</td> </tr> <tr> <td>Purushotham Reddy B</td> </tr> <tr> <td>Jitender Kumar</td> </tr> <tr> <td>Milind Suryaajirao Bhosale</td> </tr> <tr> <td>Shiv Sachdeva</td> </tr> <tr> <td>Saravanan R.</td> </tr> <tr> <td>Chinta Ram Jangde</td> </tr> <tr> <td>Ashish Dhedhi</td> </tr> <tr> <td>Balbir Singh</td> </tr> <tr> <td>Jeetendra Kumar Singh</td> </tr> <tr> <td>Amit Rajan</td> </tr> <tr> <td>Mauruce Deuman</td> </tr> </tbody> </table> | Name of allottee | Prakash S. | Manoj G Nampoothiry | Purushotham Reddy B | Jitender Kumar | Milind Suryaajirao Bhosale | Shiv Sachdeva | Saravanan R. | Chinta Ram Jangde | Ashish Dhedhi | Balbir Singh | Jeetendra Kumar Singh | Amit Rajan | Mauruce Deuman | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Prakash S. | | | | | | | | | | | | | | | | | | | | | | | |
| Manoj G Nampoothiry | | | | | | | | | | | | | | | | | | | | | | | |
| Purushotham Reddy B | | | | | | | | | | | | | | | | | | | | | | | |
| Jitender Kumar | | | | | | | | | | | | | | | | | | | | | | | |
| Milind Suryaajirao Bhosale | | | | | | | | | | | | | | | | | | | | | | | |
| Shiv Sachdeva | | | | | | | | | | | | | | | | | | | | | | | |
| Saravanan R. | | | | | | | | | | | | | | | | | | | | | | | |
| Chinta Ram Jangde | | | | | | | | | | | | | | | | | | | | | | | |
| Ashish Dhedhi | | | | | | | | | | | | | | | | | | | | | | | |
| Balbir Singh | | | | | | | | | | | | | | | | | | | | | | | |
| Jeetendra Kumar Singh | | | | | | | | | | | | | | | | | | | | | | | |
| Amit Rajan | | | | | | | | | | | | | | | | | | | | | | | |
| Mauruce Deuman | | | | | | | | | | | | | | | | | | | | | | | |
| | 94,580 | 10 | 348.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13) | Cash | Allotment of 94,580 Equity Shares to the 47 employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Khuram Mohamed Abu</td> </tr> <tr> <td>Mehul Bavishi</td> </tr> <tr> <td>Rahul Shah</td> </tr> <tr> <td>Samson Nanda</td> </tr> <tr> <td>Yogesh Vaidya</td> </tr> <tr> <td>Gandholi Srinivas</td> </tr> <tr> <td>Vinod Sawant</td> </tr> <tr> <td>Dhinakar B</td> </tr> <tr> <td>Phanikumar Vaddadi</td> </tr> <tr> <td>Hemraj Pokhriyal</td> </tr> <tr> <td>Vijay Omprakash Kalra</td> </tr> <tr> <td>Parthiban R</td> </tr> <tr> <td>Narinder Sharma</td> </tr> <tr> <td>Hemant Shinde</td> </tr> </tbody> </table> | Name of allottee | Khuram Mohamed Abu | Mehul Bavishi | Rahul Shah | Samson Nanda | Yogesh Vaidya | Gandholi Srinivas | Vinod Sawant | Dhinakar B | Phanikumar Vaddadi | Hemraj Pokhriyal | Vijay Omprakash Kalra | Parthiban R | Narinder Sharma | Hemant Shinde | | |
| Name of allottee | | | | | | | | | | | | | | | | | | | | | | | |
| Khuram Mohamed Abu | | | | | | | | | | | | | | | | | | | | | | | |
| Mehul Bavishi | | | | | | | | | | | | | | | | | | | | | | | |
| Rahul Shah | | | | | | | | | | | | | | | | | | | | | | | |
| Samson Nanda | | | | | | | | | | | | | | | | | | | | | | | |
| Yogesh Vaidya | | | | | | | | | | | | | | | | | | | | | | | |
| Gandholi Srinivas | | | | | | | | | | | | | | | | | | | | | | | |
| Vinod Sawant | | | | | | | | | | | | | | | | | | | | | | | |
| Dhinakar B | | | | | | | | | | | | | | | | | | | | | | | |
| Phanikumar Vaddadi | | | | | | | | | | | | | | | | | | | | | | | |
| Hemraj Pokhriyal | | | | | | | | | | | | | | | | | | | | | | | |
| Vijay Omprakash Kalra | | | | | | | | | | | | | | | | | | | | | | | |
| Parthiban R | | | | | | | | | | | | | | | | | | | | | | | |
| Narinder Sharma | | | | | | | | | | | | | | | | | | | | | | | |
| Hemant Shinde | | | | | | | | | | | | | | | | | | | | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|--|------------------------------------|--|--|--|
| | | | | | | Jagadishwar Rao Joginapelly Srinivas Lakkam Chandan Singh Takkar Chandranath Mukhopadhyay Rohit S Patwardhan Manoj G Nampoothiry Vishwanath R. Bhandari Rupen Dalal Sundaramuritiy EAS Rakesh Sharma Balakishan Reddy Kumbam Devendra Singh Shaktawat Mendu Srinivas Dinesh J. Gupta Nanda Kumar S Himanshu Mathur Pankaj Luther Sunil Kumar Dubey Avinash Sonawane Rama Mohana Rao Tummala Paresh Raorane Amar Nath Gupta Ashok Kumar Sahoo Purvi Rahul Shah Rajeev K B Jayesh Jayamohan Pillai Arjun V Ashish Ghatnekar Smily Primal Mehra Husain Akbar Golwala Mahadeo Ghadigaonkar Mathew Panat Suresh T | | | | |
| | 3,000 | 10 | 409.0 | Exercise of stock option pursuant to ESOS 2017 (Plan 13A) | Cash | Allotment of 3,000 Equity Shares to the one employee mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr> <td>Jaykumar Shah</td> </tr> </tbody> </table> | Name of allottee | Jaykumar Shah | | |
| Name of allottee | | | | | | | | | | |
| Jaykumar Shah | | | | | | | | | | |
| | 176,500 | 10 | 433.0 | Exercise of stock option pursuant to ESOS 2017 (Plan | Cash | 176,500 Equity Shares were allotted to 80 employees, for the complete list of employees please refer to Annexure A29. | | | | |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per equity share (in ₹) | Issue price per equity share (in ₹) | Nature of allotment | Nature of consideration | Name of allottees/ shareholders | Cumulative number of equity shares | Cumulative paid-up equity share capital (in ₹) | | | | | | | | | | |
|------------------------------------|----------------------------------|------------------------------------|-------------------------------------|---|-------------------------|---|------------------------------------|--|------------------|--------------------|-----------------|------------------|------------------|--------------------|------------------|---------------|--|--|
| | 177,270 | 10 | 457.0 | 14) Exercise of stock option pursuant to ESOS 2017 (Plan 15A) | Cash | Allotment of 177,270 Equity Shares to the seven employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Jaykumar Pravinchandra Shah</td></tr> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Premal Brahmabhatt</td></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Harish Venugopal</td></tr> <tr><td>Manish Tiwari</td></tr> <tr><td>Karthik Srinivasan</td></tr> </tbody> </table> | Name of allottee | Jaykumar Pravinchandra Shah | Ashish Ghatnekar | Premal Brahmabhatt | Sarabjeet Singh | Harish Venugopal | Manish Tiwari | Karthik Srinivasan | | | | |
| Name of allottee | | | | | | | | | | | | | | | | | | |
| Jaykumar Pravinchandra Shah | | | | | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | | | | | |
| Premal Brahmabhatt | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | | | | | |
| Karthik Srinivasan | | | | | | | | | | | | | | | | | | |
| | 209,333 | 10 | 509.0 | Exercise of stock option pursuant to ESOS 2014 and ESOS 2017 (Plan 15B) | Cash | 209,333 Equity Shares were allotted to 166 employees, for the complete list of employees please refer to Annexure A30. | | | | | | | | | | | | |
| | 160,144 | 10 | 424.0 | Exercise of stock option pursuant to ESOS 2022 (Plan 16A) | Cash | Allotment of 160,144 Equity Shares to the nine employees mentioned below: <table border="1"> <thead> <tr> <th>Name of allottee</th> </tr> </thead> <tbody> <tr><td>Karthik Srinivasan</td></tr> <tr><td>Sarabjeet Singh</td></tr> <tr><td>Ashish Ghatnekar</td></tr> <tr><td>Manish Tiwari</td></tr> <tr><td>Mathew Panat</td></tr> <tr><td>Harish Venugopal</td></tr> <tr><td>Premal Brahmabhatt</td></tr> <tr><td>Dipti Khandelwal</td></tr> <tr><td>Nitesh Khetan</td></tr> </tbody> </table> | Name of allottee | Karthik Srinivasan | Sarabjeet Singh | Ashish Ghatnekar | Manish Tiwari | Mathew Panat | Harish Venugopal | Premal Brahmabhatt | Dipti Khandelwal | Nitesh Khetan | | |
| Name of allottee | | | | | | | | | | | | | | | | | | |
| Karthik Srinivasan | | | | | | | | | | | | | | | | | | |
| Sarabjeet Singh | | | | | | | | | | | | | | | | | | |
| Ashish Ghatnekar | | | | | | | | | | | | | | | | | | |
| Manish Tiwari | | | | | | | | | | | | | | | | | | |
| Mathew Panat | | | | | | | | | | | | | | | | | | |
| Harish Venugopal | | | | | | | | | | | | | | | | | | |
| Premal Brahmabhatt | | | | | | | | | | | | | | | | | | |
| Dipti Khandelwal | | | | | | | | | | | | | | | | | | |
| Nitesh Khetan | | | | | | | | | | | | | | | | | | |
| Total | 793,963,540 | | | | | | 793,963,540 | 7,939,635,400 | | | | | | | | | | |

* Our Company was incorporated on June 4, 2007. The date of subscription to the MoA was May 22, 2007 and the date of Board resolution for allotment of Equity Shares pursuant to subscription to MoA was July 23, 2007.

- (1) Renunciation of rights equity shares was made to 29 allottees.
- (2) Renunciation of rights equity shares was made to 12 allottees.
- (3) Renunciation of rights equity shares was made to 27 allottees.
- (4) Renunciation of rights equity shares was made to 32 allottees.

(b) Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.

(c) **Secondary transaction of Equity Shares**

As on the date of this Draft Red Herring Prospectus, there have been no acquisition or transfer of securities of our Company through secondary transactions by our Promoter, who is also the Promoter Selling Shareholder and members of the Promoter Group.

2. Issue of shares through bonus issue or for consideration other than cash or out of revaluation of reserves

Except as disclosed in “*Notes to Capital Structure – Share capital history of our Company – (i) Equity share capital*” on page 80, our Company has not issued equity shares or preference shares through bonus issue or for consideration other than cash since its incorporation. Our Company has not issued any equity Shares or preference shares out of revaluation reserves since its incorporation.

3. Issue of shares pursuant to schemes of arrangement

Except as disclosed in “*Notes to Capital Structure – Share capital history of our Company – (i) Equity share capital*” on page 80, our Company has not allotted any equity shares or preference shares pursuant to a scheme of amalgamation approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act. For further details in relation to the scheme, please see “*History and Certain Corporate Matters – Details regarding material acquisitions and divestments of business/undertakings, or any revaluation of assets in the last ten years*” on page 285.

4. Issue of Equity Shares under employee stock option schemes

As on date of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares pursuant to exercise of stock options granted except under ESOS 2007, ESOS 2014, ESOS 2017 and ESOS 2022. For details of outstanding options granted pursuant to ESOS 2014, ESOS 2017 and ESOS 2022, see “*-ESOS 2014*”, “*-ESOS 2017*” and “*-ESOS 2022*” on pages 126, 128 and 131 respectively.

5. Issue of Equity Shares at a price lower than the Offer Price in the last year

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Draft Herring Prospectus which may have been issued at a price lower than the Offer Price is disclosed in “*- Notes to Capital Structure – Share capital history of our Company – (i) Equity share capital*” on page 80.

6. Shareholding pattern of our Company

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

| Category (I) | Category of shareholder (II) | Number of shareholders (III) | Number of fully paid up equity shares held (IV) | Number of Partly paid-up equity shares held (V) | Number of shares underlying Depository Receipts (VI) | Total number of shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | Number of shares Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XII) | | Number of Shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized form (XIV) |
|--------------|--------------------------------|------------------------------|---|---|--|---|--|---|------------------|-------------------------|---|--|----------------------------------|---------------------------------|---|--|---|
| | | | | | | | | Number of Voting Rights | | Total as a % of (A+B+C) | | | Number (a) | As a % of total Shares held (b) | Number (a) | As a % of total Shares held (b) on a fully diluted basis | |
| | | | | | | | | Class eg: Equity Shares | Class eg: Others | | | | | | | | |
| (A) | Promoters and Promoter Group | 1 | 750,596,670 | 0 | 0 | 750,596,670 | 94.54 | 750,596,670 | 0 | 750,596,670 | 94.54 | 0 | 94.54 | - | | | 750,596,670 |
| (B) | Public | 41,409 | 41,444,808 | 0 | 0 | 41,444,808 | 5.22 | 41,444,808 | 0 | 41,444,808 | 5.22 | 0 | 5.22 | - | | | 41,444,808 |
| (C) | Non Promoter-Non Public | 1 | 1,922,062 | 0 | 0 | 1,922,062 | 0.24 | 1,922,062 | 0 | 1,922,062 | 0 | 0 | 0.24 | - | | | 1,922,062 |
| (C1) | Shares underlying DRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - | | | 0 |
| (C2) | Shares held by Employee Trusts | 1 | 1,922,062 | 0 | 0 | 1,922,062 | 0.24 | 1,922,062 | 0 | 1,922,062 | 0 | 0 | 0.24 | - | | | 1,922,062 |
| | Total | 41,411 | 793,963,540 | 0 | 0 | 793,963,540 | 100 | 793,963,540 | 0 | 793,963,540 | 100 | 0 | 100 | - | | | 793,963,540 |

#Based on beneficiary position statement as available on October 30, 2024.

7. Details of shareholding of major shareholders of our Company

- (a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares* | Percentage of the pre-Offer Equity Share capital on a fully diluted basis *^(%) |
|---------|-------------------------|--------------------------|---|
| 1 | HDFC Bank Limited | 750,596,670 | 94.36 |

* Based on beneficiary position statement as available on October 30, 2024.

^ The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022.

- (b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of ten days prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares | Percentage of the pre-Offer Equity Share capital on a fully diluted basis^ (%) |
|---------|-------------------------|-------------------------|--|
| 1. | HDFC Bank Limited | 750,596,670 | 94.36 |

^ The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022.

- (c) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares* | Percentage of the pre-Offer Equity Share capital on a fully diluted basis ^ (%) |
|---------|-------------------------|--------------------------|---|
| 1 | HDFC Bank Limited | 750,596,670 | 94.49 |

^ The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022

- (d) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares* | Percentage of the pre-Offer Equity Share capital on a fully diluted basis ^ (%) |
|---------|-------------------------|--------------------------|---|
| 1 | HDFC Bank Limited | 750,596,670 | 94.76 |

^ The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022

8. History of the equity share capital held by our Promoter

As on the date of this Draft Red Herring Prospectus, our Promoter holds 750,596,670 Equity Shares of face value ₹10 each equivalent to 94.36% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis and assuming exercise of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022, as applicable.

- a. *Build-up of the shareholding of our Promoter in our Company*

The details regarding the equity shareholding of our Promoter since incorporation of our Company is set forth in the table below.

| Date of allotment/transfer | Nature of transaction | Number of Equity Shares | Nature of consideration | Face Value per Equity Share (in ₹) | Issue/ Transfer Price per Equity Share (in ₹) | Percentage of the pre-Offer Equity Share capital on a fully diluted basis^ (%) | Percentage of post- Offer capital (%) |
|----------------------------|--------------------------|-------------------------|-------------------------|------------------------------------|---|--|---------------------------------------|
| HDFC Bank | | | | | | | |
| August 31, 2007 | Further issue of capital | 4,500,000 | Cash | 10.0 | 10.0 | 0.57 | [•] |
| January 12, 2008 | Further issue of capital | 7,325,000 | Cash | 10.0 | 10.0 | 0.92 | [•] |

| Date of allotment/transfer | Nature of transaction | Number of Equity Shares | Nature of consideration | Face Value per Equity Share (in ₹) | Issue/ Transfer Price per Equity Share (in ₹) | Percentage of the pre- Offer Equity Share capital on a fully diluted basis^ (%) | Percentage of post- Offer capital (%) |
|----------------------------|--------------------------|-------------------------|-------------------------|------------------------------------|---|---|---------------------------------------|
| March 31, 2008 | Further issue of capital | 88,175,000 | Cash | 10.0 | 10.0 | 11.08 | [●] |
| July 8, 2010 | Preferential Issue | 100,000,000 | Cash | 10.0 | 15.0 | 12.57 | [●] |
| March 30, 2011 | Rights Issue | 200,000,000 | Cash | 10.0 | 22.0 | 25.14 | [●] |
| July 12, 2013 | Rights Issue | 100,000,000 | Cash | 10.0 | 56.0 | 12.57 | [●] |
| March 5, 2015 | Rights Issue | 180,000,000 | Cash | 10.0 | 65.0 | 22.63 | [●] |
| December 16, 2016 | Scheme of Amalgamation | 2,185,875 | Other than cash | 10.0 | NA | 0.28 | [●] |
| March 23, 2017 | Rights Issue | 68,410,795 | Cash | 10.0 | 155.0 | 8.60 | [●] |
| Total | | 750,596,670 | | | | 94.36 | |

[^]The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022

b. *Shareholding of our Promoter and the directors of our Corporate Promoter*

The details of the shareholding of our Promoter, and the directors of our Corporate Promoter as on the date of this Draft Red Herring Prospectus are set forth in the table below:

| Name of Shareholders | Pre-Offer | | Post-Offer | |
|---|-----------------------|---|----------------------|---|
| | No. of Equity Shares* | Percentage of pre- Offer paid-up Equity Share capital on a fully diluted basis^ (%) | No. of Equity Shares | Percentage of post- Offer paid-up Equity Share capital on a fully diluted basis (%) |
| Promoter | | | | |
| HDFC Bank | 750,596,670 | 94.36 | [●] | [●] |
| Directors of our Promoter | | | | |
| Sashidhar Jagdishan (held jointly with Nagsri Prasad Sashidhar and Chandrasekharan Sashidhar) | 40,500 | Negligible | [●] | [●] |
| Kaizad Maneck Bharucha | 41,279 | Negligible | [●] | [●] |
| Keki Mistry | 10,000 | Negligible | [●] | [●] |
| V S Rangan | 10,000 | Negligible | [●] | [●] |

[^]The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022

* Based on beneficiary position statement available on October 30, 2024.

c. *Details of Promoter's contribution and lock-in*

- Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, as amended, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoter, shall be locked in for a period of 18 months, or any other period as prescribed under the SEBI ICDR Regulations, as minimum Promoter's contribution ("**Minimum Promoter's Contribution**") from the date of Allotment and the shareholding of the Promoter in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.
- Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Minimum Promoter's Contribution are set forth in the table below:

| Name of Promoter | Number of Equity Shares locked-in | Date of allotment/ transfer of Equity Shares * | Nature of transaction | Face Value per Equity Share (in ₹) | Offer/ Acquisition price per equity share (in ₹) | Percentage of the pre- Offer paid-up capital on a fully diluted basis (%)^ | Percentage of the post- Offer paid-up capital on a fully diluted basis (%)^ |
|------------------|-----------------------------------|--|-----------------------|------------------------------------|--|--|---|
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
| Total | [●] | [●] | [●] | [●] | [●] | [●] | [●] |

*Subject to finalisation of the Basis of Allotment.

^The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022

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

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of build-up of shareholding of our Promoter, see “- Build-up of the shareholding of our Promoter in our Company” on page 120.

- iii. In this connection, please note that:
- a. The Equity Shares offered for Minimum Promoter's Contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets not involved in such transactions, or (ii) Equity Shares that have resulted from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or resulted from bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoter's Contribution.
 - b. The Minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.
 - c. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm.
 - d. All the Equity Shares held by our Promoter are in dematerialised form.
 - e. The Equity Shares held by our Promoter and offered for Minimum Promoter's Contribution are not subject to pledge or any other encumbrance.

d. Other lock-in requirements:

- i. In addition to the 20% of the post-Offer shareholding of our Company held by our Promoter and locked in for 18 months as specified above, in terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of our Company will be locked-in for a period of six months from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations, except for (i) the Equity Shares offered pursuant to the Offer for Sale; (ii) the Equity Shares held by Shareholders who are VCFs, Category I AIFs, Category II AIFs or FVCIs, subject to the conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs or Category II AIFs or FVCI Shareholders respectively, and (iii) any Equity Shares allotted to and held by employees (whether currently employees or not) of our Company in accordance with ESOS 2007, ESOS 2014, ESOS 2017 or ESOS 2022. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations.

- ii. As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.
- iii. In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter, which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoter, the members of our Promoter Group or to any new promoter of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period as stipulated under SEBI ICDR Regulations) and compliance with the Takeover Regulations, as applicable.
- iv. Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares in excess of the Minimum Promoters Contribution held by our Promoter, which are locked-in for a period of 18 months from the date of Allotment (as mentioned above) may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.
- v. Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.
- vi. Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by any person other than our Promoter and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations, as applicable.

e. *Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors*

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

- 9. As on the date of the filing of this Draft Red Herring Prospectus, our Company has 41,411 Shareholders (based on beneficiary position statement available on October 30, 2024)
- 10. None of our Promoter, members of the Promoter Group, Directors of our Corporate Promoter, our Directors or their relatives have purchased or sold any Equity Shares during a period of six months preceding the date of this Draft Red Herring Prospectus.
- 11. Except for Equity Shares to be allotted pursuant to the Fresh Issue and exercise of options granted under ESOS 2014, ESOS 2017 and ESOS 2022, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.
- 12. Neither our Company, nor the Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not entered into any buy-back arrangements for purchase of Equity Shares from any person.
- 13. Except as disclosed below, none of our Directors or Key Managerial Personnel or Senior Management Personnel hold any Equity Shares of our Company.

| Sr. No. | Name of the Shareholder | Designation | Director/ Key Managerial Personnel /Senior Management | Number of Equity Shares | Percentage of the pre-Offer Equity Share capital on a fully diluted basis ^{^^} (%) | Percentage of the post-Offer Equity Share (%) |
|---------|-----------------------------|---|---|-------------------------|---|---|
| 1. | Ramesh Ganesan | Managing Director and Chief Executive Officer | Director | 853,000 | Negligible | [●] |
| 2. | Rohit Sudhir Patwardhan | Chief Credit Officer | Senior Management | 418,599 | Negligible | [●] |
| 3. | Jimmy Minocher Tata | Non-Executive Director (Non-Independent) | Director | 321,021 | Negligible | [●] |
| 4. | Sarabjeet Singh | Chief Business Officer | Senior Management | 318,313 | Negligible | [●] |
| 5. | Marupudi Venkata Swamy | Chief Digital and Marketing Officer | Senior Management | 295,703 | Negligible | [●] |
| 6. | Ashish Vishwanath Ghatnekar | Chief – People and Operations | Senior Management | 267,911 | Negligible | [●] |
| 7. | Srinivasan Karthik | Chief Business Officer | Senior Management | 190,596 | Negligible | [●] |
| 8. | Jaykumar Pravinchandra Shah | Chief Financial Officer | Key Managerial Personnel | 96,300 | Negligible | [●] |
| 9. | Harish Kumar Venugopal | Chief Risk Officer | Senior Management | 84,358 | Negligible | [●] |
| 10. | Manish Tiwari | Head-CE and Micro Lending | Senior Management | 81,828 | Negligible | [●] |
| 11. | Premal Vasant Brahmabhatt | Head-Internal Audit | Senior Management | 30,419 | Negligible | [●] |
| 12. | Dipti Jayesh Khandelwal | Company Secretary and Head Legal | Key Managerial Personnel | 17,739 | Negligible | [●] |
| 13. | Mathew Panat | Chief Technology Officer | Senior Management | 9,000 | Negligible | [●] |
| 14. | Vishal Patel | Head - Investor Relations | Senior Management | 20,323 | Negligible | [●] |

* Based on beneficiary position statement available on October 30, 2024

[^] The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of vested options under the ESOS 2014, ESOS 2017 and ESOS 2022

14. Except for options granted under ESOS 2014, ESOS 2017 and ESOS 2022, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
15. Our Company is in compliance with the Companies Act, 1956 and Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus.
16. All Equity Shares offered and allotted pursuant to the Offer shall be fully paid-up at the time of Allotment.
17. None of the Book Running Lead Managers and their associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares of our Company, on the date of this Draft Red Herring Prospectus, except for IIFL Management Services Limited, which is a subsidiary of one of our BRLMs, namely, IIFL Securities Limited.
18. None of the BRLMs are an associate (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) of the Company.
19. There have been no financing arrangements whereby our Promoter, members of our Promoter Group, directors of our Corporate Promoter, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of business of the relevant financing entity, during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
20. No person connected with the Offer, including, but not limited to, the Book Running Lead Managers, the Syndicate Members, our Company, Directors, Promoter, and member of our Promoter Group shall offer any incentive, whether

direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

21. Our Promoter and the Promoter Group will not participate in the Offer, except by way of participation of our Promoter as Promoter Selling Shareholder in the Offer for Sale.
22. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
23. Except for any issue of Equity Shares pursuant to Fresh Issue, the Pre-IPO Placement, the employee stock options issued pursuant to ESOS 2014, ESOS 2017 and ESOS 2022 there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
24. Our Company shall ensure that transactions in Equity Shares by our Promoter and our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transaction.
25. For details of price of acquisition of specified securities by our Promoter, members of the Promoter Group, Promoter Selling Shareholder and other Shareholders with nominee director rights or other rights, in the last three years preceding the date of this Draft Red Herring Prospectus, please see “*Summary of the Offer Document – Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoter, which is also the Promoter Selling Shareholder, the members of the Promoter Group and the Shareholders entitled with the rights to nominate one or more directors on the Board or other special rights*” on page 22.
26. **Employee stock option plans:**

i. ESOS 2014

Our Company, pursuant to the resolution passed by our Board on July 15, 2014 and our Shareholders on September 10, 2014, adopted the ESOS 2014. ESOS 2014 was further amended pursuant to the resolution passed by our Board on July 19, 2016 and the resolution passed by our Shareholders through postal ballot on August 26, 2016 and October 21, 2024. The Company adopted ESOS 2014 to create, offer, issue and allot in one or more tranches, stock options which are convertible into Equity Shares. The purpose of ESOS 2014 is to attract and retain talented employees and create wealth in the hands of our employees. The ESOS 2014 is in compliance with the SEBI SBEB Regulations and other Applicable Laws. As on the date of this Draft Red Herring Prospectus, under ESOS 2014, an aggregate of 11,349,900 options have been granted (including an aggregate of 14,68,670 lapsed/forfeiture options), an aggregate of 9,155,890 options have been vested and an aggregate of 8,999,341 options have been exercised. These options have been granted in compliance with the relevant provisions of the Companies Act, 2013 and only to the employees of our Company.

The Details of ESOS 2014, as certified by Manian & Rao, Chartered Accountants through their certificate dated October 30, 2024, are as follows:

| Particulars | Details | | | |
|--|-----------------|----------------------|---------------------------|--|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| Total options outstanding as at the beginning of the period | 18,150 | 12,000 | 1,173,300 | 1,021,789 |
| Total options granted | 0 | 1,209,900 | 140,000 | 0 |
| Exercise price of options in ₹ (as on the date of grant options) | 88, 137 and 213 | 88, 137, 213 and 509 | 88, 137, 213, 509 and 533 | 88, 137, 213, 509 and 533 |
| Options forfeited/lapsed/cancelled | 650 | 48,600 | 142,640 | 67,530 |
| Variation of terms of options | - | - | - | Malus and Clawback provisions were included and ESOP Schemes amended in line with SEBI SBEB & SE Regulations, 2022 |
| Money realized by exercise of options during the year/period | 1,171,500 | - | 75,775,339 | 33,284,330 |
| Total number of options | 12,000 | 1,173,300 | 1,021,789 | 881,889 |

| Particulars | Details | | | |
|--|--|----------------------------------|----------------------------------|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| outstanding in force at the end of period/year | | | | |
| Total options vested (excluding the options that have been exercised) | 12,000 | 12,000 | 183,019 | 96,579 |
| Options exercised (since implementation of ESOS) | 8,778,100 | 8,778,100 | 8,926,971 | 8,999,341 |
| The total number of Equity Shares arising as a result of full exercise of granted options (including options that have been exercised) | 8,790,100 | 9,951,400 | 9,948,760 | 9,881,230 |
| Employee wise details of options granted to: | | | | |
| (i) Key managerial personnel: | Nil | Nil | Nil | Nil |
| (ii) Senior management personnel: | Nil | Nil | Nil | Nil |
| (iii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year | - | - | - | - |
| (iv) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant | - | - | - | - |
| Fully diluted EPS on a pre- Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable Indian accounting standard on 'EPS' (in ₹) | 12.80 | 24.76 | 31.04 | NA |
| Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option. | The fair value of options have been estimated on the dates of each grant using the Black-Scholes model. The shares of Company are not listed on any stock exchange. Accordingly, the Company had considered the volatility of the Company's stock price based on historical volatility of similar listed entities. | | | |
| Weighted average fair value of option (in ₹) | 97.81 | 152.49 | 165.84 | 171.62 |
| Weighted average share price (in ₹) | 213.00 | 505.97 | 508.77 | 512.61 |
| Exercise Price (in ₹) | 88, 137, 213 | 88, 137, 213 & 509 | 88, 137, 213, 509 & 533 | 88, 137, 213, 509 & 533 |
| Expected volatility | Nil | 40.92 | 38.75 | Nil |
| Option life (Years) | 4 years from the date of vesting | 4 years from the date of vesting | 4 years from the date of vesting | 4 years from the date of vesting |
| Dividend yield (%) | Nil | 0.20 | 0.38 | Nil |
| Risk-free interest rate (%) | Nil | 6.82 | 7.26 | Nil |
| Impact on the profits and on the | Not Applicable | | | |

| Particulars | Details | | | |
|--|--|-------------|-------------|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| Earnings Per Share of the last three years if the accounting policies specified in the SEBI SBEB & SE Regulations had been followed, in respect of options granted in the last three years. | | | | |
| Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of our Company. | Not Applicable | | | |
| Intention of the Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer. | Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares, may, subject to market conditions, sell Equity Shares allotted to them, pursuant to exercise of the options, in full or in part, post listing of the Equity Shares of the Company and the quantum of the sale of such Equity Shares is undecided. | | | |
| Intention to sell Equity Shares arising out of ESOS 2017 within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company. | Not Applicable | | | |

ii. ESOS 2017

Our Company, pursuant to the resolution passed by our Board on April 18, 2017 and our Shareholders on June 23, 2017, adopted the ESOS 2017. ESOS 2017 was further amended pursuant to the resolution passed by our Board on July 15, 2023 and September 16, 2024 and the resolution passed by our Shareholders through postal ballot on August 26, 2023 and October 21, 2024. The Company adopted ESOS 2017 to create, offer, issue and allot in one or more tranches, stock options which are convertible into Equity Shares. The purpose of ESOS 2017 is to attract and retain talented employees and create wealth in the hands of our employees. The ESOS 2017 is in compliance with the SEBI SBEB Regulations and other Applicable Laws. As on the date of this Draft Red Herring Prospectus, under ESOS 2017, an aggregate of 10,706,560 options have been granted (including an aggregate of 891,609 lapsed /forfeiture options), an aggregate of 6,846,139 options have been vested and an aggregate of 5,595,699 options have been exercised. These options have been granted in compliance with the relevant provisions of the Companies Act, 2013 and only to the employees of our Company.

The Details of ESOS 2017, as certified by Manian & Rao, Chartered Accountants through their certificate dated October 30, 2024, are as follows:

| Particulars | Details | | | |
|------------------------------|-------------|-------------|-------------|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| Total options outstanding as | 3,158,500 | 4,057,315 | 6,406,238 | 4,942,839 |

| Particulars | Details | | | |
|--|-------------------------------|---|--|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| at the beginning of the period | | | | |
| Total options granted | 2,294,730 | 3,554,730 | 296,400 | - |
| Exercise price of options in ₹ (as on the date of grant options) | 213, 274, 300, 348, 409 & 433 | 213, 274, 300, 348, 409, 433, 457 & 509 | 213, 274, 300, 348, 409, 433, 457, 509 & 533 | 213, 274, 300, 348, 409, 433, 457, 509 & 533 |
| Options forfeited/lapsed/cancelled | 146,600 | 246,755 | 233,187 | 67, 127 |
| Variation of terms of options | - | - | Malus and Clawback provisions were included | ESOP Schemes amended in line with SEBI SBEB & SE Regulations, 2022 |
| Money realized by exercise of options during the year/period | 377,700,240 | 339,230,256 | 638,781,767 | 281,568,477 |
| Total number of options outstanding in force at the end of period/year | 4,057,315 | 6,406,238 | 4,942,839 | 4,219,252 |
| Total options vested (excluding the options that have been exercised) | 401,245 | 9,89,301 | 1,493,244 | 1,198,201 |
| Options exercised (since implementation of ESOS) | 2,453,575 | 3,412,627 | 4,939,239 | 5,595,699 |
| The total number of Equity Shares arising as a result of full exercise of granted options (including options that have been exercised) | 6,510,890 | 9,818,865 | 9,882,078 | 9,814,951 |
| Employee wise details of options granted to: | | | | - |
| (i) Key managerial personnel: | 212,700 | 370,900 | - | - |
| G Ramesh | 143,000 | 243,300 | - | - |
| Jaykumar Pravinchandra | 61,000 | 127,600 | - | - |
| Shah | 8,700 | - | - | - |
| Dipti Jayesh Khandelwal | - | - | - | - |
| (ii) Senior management personnel: | 201,830 | 812,240 | - | - |
| Rohit S Patwardhan | 34,000 | 127,600 | - | - |
| Sarabjeet Singh | 34,000 | 127,600 | - | - |
| Marupudi Venkata Swamy | 34,000 | 127,600 | - | - |
| Karthik Srinivasan | 34,000 | 127,600 | - | - |
| Ashish Ghatnekar | 34,000 | 127,600 | - | - |
| Harish Venugopal | 12,000 | 46,400 | - | - |
| Manish Tiwari | 12,000 | 46,400 | - | - |
| Mathew Panat | - | 51,040 | - | - |
| Premal Brahmhatt | - | 30,400 | - | - |
| Vishal Patel | 7,830 | - | - | - |
| (iii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year | - | - | - | - |
| (iv) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant | - | - | - | - |

| Particulars | Details | | | |
|--|--|---|--|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| Fully diluted EPS on a pre-Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable Indian accounting standard on 'EPS' (in ₹) | 12.80 | 24.76 | 31.04 | NA |
| Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option. | The fair value of options have been estimated on the dates of each grant using the Black-Scholes model. The shares of Company are not listed on any stock exchange. Accordingly, the Company had considered the volatility of the Company's stock price based on historical volatility of similar listed entities. | | | |
| Weighted average fair value of option (in ₹) | 183.96 | 172.31 | 179.70 | 181.94 |
| Weighted average share price (in ₹) | 384.32 | 447.52 | 460.71 | 465.39 |
| Exercise Price (in ₹) | 213, 274, 300, 348, 409 and 433 | 213, 274, 300, 348, 409, 433, 457 and 509 | 213, 274, 300, 348, 409, 433, 457, 509 and 533 | 213, 274, 300, 348, 409, 433, 457, 509 and 533 |
| Expected volatility | 56.24 to 59.89 | 40.92 to 52.59 | 38.75 | Nil |
| Option life (Years) | 4 years from the date of vesting | 4 years from the date of vesting | 4 years from the date of vesting | 4 years from the date of vesting |
| Dividend yield (%) | Nil | 0.20 to 0.22 | 0.38 | Nil |
| Risk-free interest rate (%) | 5.35 to 5.41 | 6.10 to 6.82 | 7.26 | Nil |
| Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the SEBI SBEB & SE Regulations had been followed, in respect of options granted in the last three years. | Not Applicable | | | |
| Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of our Company. | Not Applicable | | | |
| Intention of the Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares | Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares, may, subject to market conditions, sell Equity Shares allotted to them, pursuant to exercise of the options, in full or in part, post listing of the Equity Shares of the Company and the quantum of the sale of such Equity Shares is undecided. | | | |

| Particulars | Details | | | |
|--|----------------|-------------|-------------|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| within three months after the date of listing of Equity Shares pursuant to the Offer. | | | | |
| Intention to sell Equity Shares arising out of ESOS 2022 within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company. | Not Applicable | | | |

iii. ESOS 2022

Our Company, pursuant to the resolution passed by our Board on January 14, 2023 and our Shareholders on March 26, 2023, adopted the ESOS 2022. ESOS 2022 was further amended pursuant to the resolution passed by our Board on July 15, 2023 and September 16, 2024 and the resolution passed by our Shareholders through postal ballot on August 26, 2023 and October 21, 2024. The Company adopted ESOS 2022 to create, offer, issue and allot in one or more tranches, stock options which are convertible into Equity Shares. The purpose of ESOS 2022 is to attract and retain talented employees and create wealth in the hands of our employees. The ESOS 2022 is in compliance with the SEBI SBEB Regulations and other Applicable Laws. As on the date of this Draft Red Herring Prospectus, under ESOS 2022, an aggregate of 5,364,520 options have been granted (including an aggregate of 77,300 lapsed/forfeiture options), an aggregate of 403,431 options have been vested and an aggregate of 160,144 options have been exercised. These options have been granted in compliance with the relevant provisions of the Companies Act, 2013 and only to the employees of our Company.

The Details of ESOS 2022, as certified by Manian & Rao, Chartered Accountants through their certificate dated October 30, 2024, are as follows:

| Particulars | Details | | | |
|--|-------------|-------------|---|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| Total options outstanding as at the beginning of the period | - | - | - | 2,764,170 |
| Total options granted | - | - | 2,809,170 | 2,555,350 |
| Exercise price of options in ₹ (as on the date of grant options) | - | - | 424 and 533 | 424, 533 and 534 |
| Options forfeited/lapsed/cancelled | - | - | 45,000 | 32,300 |
| Variation of terms of options | - | - | Malus and Clawback Provisions were included | ESOP Schemes amended in line with SEBI SBEB & SE Regulations, 2022 |
| Money realized by exercise of options during the year/period | - | - | - | 67,901,056 |
| Total number of options outstanding in force at the end of period/year | - | - | 2,764,170 | 5,127,076 |
| Total options vested (excluding the options that have been exercised) | - | - | - | 243,287 |
| Options exercised (since implementation of ESOS) | - | - | - | 160,144 |
| The total number of Equity Shares arising as a result of full exercise of granted options (including | - | - | 2,764,170 | 5,287,220 |

| Particulars | Details | | | |
|--|--|-------------|----------------------------------|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| options that have been exercised) | | | | |
| Employee wise details of options granted to: | | | | |
| (i) Key managerial personnel: | - | - | 524,030 | 344,800 |
| G Ramesh | - | - | 381,300 | 261,300 |
| Jaykumar Pravinchandra Shah | | | 127,000 | 75,000 |
| Dipti Jayesh Khandelwal | | | 15,730 | 8,500 |
| (ii) Senior management personnel: | - | - | 820,540 | 473,500 |
| Rohit S Patwardhan | - | - | 137,120 | 75,000 |
| Karthik Srinivasan | | | 137,120 | 75,000 |
| Sarabjeet Singh | | | 127,000 | 70,000 |
| Ashish Ghatnekar | | | 127,000 | 75,000 |
| Marupudi Venkata Swamy | | | 93,600 | 40,000 |
| Manish Tiwari | | | 77,200 | 40,000 |
| Mathew Panat | | | 48,070 | 50,000 |
| Harish Venugopal | | | 43,700 | 25,000 |
| Premal Brahmhatt | | | 21,930 | 15,000 |
| Vishal Patel | | | 7,800 | 8,500 |
| (iii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year | - | - | - | - |
| (iv) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant | | | - | |
| Fully diluted EPS on a pre- Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable Indian accounting standard on 'EPS' (in ₹) | 12.8 | 24.76 | 31.04 | - |
| Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option. | The fair value of options have been estimated on the dates of each grant using the Black-Scholes model. The shares of Company are not listed on any stock exchange. Accordingly, the Company had considered the volatility of the Company's stock price based on historical volatility of similar listed entities. | | | |
| Weighted average fair value of option (in ₹) | - | - | 183.28 | 202.78 |
| Weighted average share price (in ₹) | - | - | 479.97 | 508.31 |
| Exercise Price (in ₹) | - | - | 424 and 533 | 424, 533 and 534 |
| Expected volatility | - | - | 38.75 to 45.70 | 39.56 to 40.50 |
| Option life (Years) | - | - | 7 years from the date of vesting | 7 years from the date of vesting |
| Dividend yield (%) | - | - | 0.21 to 0.38 | 0.58 |
| Risk-free interest rate (%) | - | - | 6.83 to 7.26 | 6.64 to 6.88 |
| Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies | Not Applicable | | | |

| Particulars | Details | | | |
|--|--|-------------|-------------|---|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | From April 1, 2024 till the date of this Draft Red Herring Prospectus |
| specified in the SEBI SBEB & SE Regulations had been followed, in respect of options granted in the last three years. | | | | |
| Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of our Company. | Not Applicable | | | |
| Intention of the Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer. | Key Managerial Personnel, Senior Management Personnel and whole-time directors who are holders of Equity Shares, may, subject to market conditions, sell Equity Shares allotted to them, pursuant to exercise of the options, in full or in part, post listing of the Equity Shares of the Company and the quantum of the sale of such Equity Shares is undecided. | | | |
| Intention to sell Equity Shares arising out of ESOS 2022 within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company. | Not Applicable | | | |

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale.

Offer for Sale

The Promoter Selling Shareholder will be entitled to the proceeds of the Offer for Sale in relation to the Equity Shares offered by the Promoter Selling Shareholder as part of the Offer for Sale after deducting its portion of the Offer related expenses and relevant taxes thereon, to be borne by the Promoter Selling Shareholder. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see “*Other Regulatory and Statutory Disclosures*” beginning on page 474.

The Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards augmenting our Company’s Tier – I Capital base to meet our Company’s future capital requirements including onward lending, arising out of the growth of our business. Further, a portion of the proceeds from the Fresh Issue will be used towards meeting Offer Expenses. For further details, see “*Offer Expenses*” on page 136 below.

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

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

Net Proceeds

The details of the proceeds from the Fresh Issue are summarized in the following table:

| Particulars | Estimated amount (₹ in million) ⁽²⁾ |
|--|--|
| Gross proceeds of the Fresh Issue ⁽¹⁾ | 25,000 |
| (Less) Fresh Issue expenses ⁽²⁾⁽³⁾ | [•] |
| Net Proceeds | [•] |

⁽¹⁾ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

⁽²⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

⁽³⁾ For details, see “*Offer Expenses*” below.

Requirement of Funds and Utilization of Net Proceeds

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

Proposed Schedule of Implementation and Deployment of Funds

The Net Proceeds are proposed to be deployed in accordance with the details provided hereunder:

| Particulars | Amount (in ₹ million) | Percentage of Net Proceeds (%) |
|--|-----------------------|--------------------------------|
| Augmentation of our Company’s Tier – I Capital base to meet our Company’s future capital requirements including onward lending | [•] | 100% |
| Total | [•] | 100% |

The Net Proceeds are proposed to be deployed over the course of Fiscals 2025 and 2026. The fund deployment is based on current circumstances of our business, and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Financial Year, as may be determined by our Company, in accordance with applicable laws. For details on risks involved, see “*Risk Factors – Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders’ approval. Further, our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised. Our management will have broad discretion over the use of the Net Proceeds.*” on page 53.

Details of the Objects of the Fresh Issue

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

We are an NBFC in India and are registered with the RBI under Section 45 IA of the Reserve Bank of India Act, 1934. Our diversified product portfolio serves multiple credit needs of customers across three business verticals: (i) Enterprise Lending; (ii) Asset Finance; and (iii) Consumer Finance. We also offer business process outsourcing (“BPO”) services such as back-office support services, collection and sales support services to our Promoter as well as fee-based products such as distribution of insurance products primarily to our lending customers. For details, see “*Our Business*” beginning on page 233. As an NBFC, we are subject to regulations relating to the capital adequacy, which determine the minimum amount of capital we must hold as a percentage of the risk-weighted assets on our portfolio and of the risk adjusted value of off-balance sheet items, as applicable. For further details, see “*Key Regulations and Policies*” beginning on page 264.

The table sets forth the details of composition of the Company’s Tier – I and Tier – II Capital as at September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022 as per the audited standalone financial statements of the Company:

(₹ in millions except percentages)

| Particulars | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|--------------------|--------------------|------------------|------------------|------------------|
| Share Capital | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Statutory Reserve (u/s 45IC of RBI Act, 1934) | 24,118.0 | 19,186.4 | 21,772.6 | 16,850.9 | 12,932.2 |
| General Reserve | - | - | - | - | - |
| Securities Premium | 32,605.1 | 31,402.4 | 32,231.3 | 31,277.2 | 30,551.9 |
| Retained Earnings | 83,394.4 | 66,139.7 | 74,863.7 | 57,866.8 | 43,735.5 |
| Other Reserves | 736.2 | 625.3 | 628.7 | 460.7 | 273.3 |
| Capital Redemption Reserve | - | - | - | - | - |
| Deferred Tax Asset, Deferred revenue expenditure, other intangible assets and other ineligible items for Tier – I capital | 1,479.6 | -4,911.9 | -3,299.1 | -4,426.2 | -5,295.2 |
| Tier I Capital | 150,272.9 | 120,358.4 | 134,128.0 | 109,943.4 | 90,102.1 |
| Subordinated Debt | 35,013.0 | 19,240.0 | 37,040.0 | 20,580.0 | 23,380.0 |
| General Provision & Standard Asset Provision | 12,830.9 | 9,217.6 | 11,643.3 | 8,060.8 | 6,223.2 |
| Tier II Capital | 47,843.9 | 28,457.6 | 48,683.3 | 28,640.8 | 29,603.2 |
| Total Capital Fund (Tier I & II) | 198,116.8 | 148,816.0 | 182,811.3 | 138,584.2 | 119,705.3 |
| Total risk weighted assets and contingents | 1,026,469.4 | 766,113.1 | 949,820.3 | 691,061.5 | 592,090.9 |
| Total Capital Ratio (CRAR) (%) | 19.30 | 19.42 | 19.25 | 20.05 | 20.22 |

Notes:

- As per the capital adequacy norms issued by the RBI, we are required to have a regulatory minimum Capital to Risk Weighted Assets Ratio (“CRAR”) of 15% consisting of Tier I and Tier II Capital. Additionally, we are required to maintain a Tier I Capital of 10% at all times. For further details, see “*Key Regulations and Policies*” on page 264. Our Company proposes to utilise the Net Proceeds towards augmenting its capital base to meet future capital requirements, which are expected to arise out of growth of our business and assets, including but not limited to, onward lending under our Company’s lending verticals.
- The computations of Tier I Capital (as defined in the NBFC Scale Based Regulations) and Tier II Capital (as defined in the NBFC Scale Based Regulations) in the above table conform to guidelines in the NBFC Scale Based Regulations, as updated from time to time.

As of September 30, 2024, our Company’s CRAR was 19.30%, of which Tier – I capital was 14.64%. The following table sets forth certain details regarding the Company’s CRAR and tier I and tier II capital ratios based on audited standalone financial statements, as of the dates indicated:

| Particulars | As of | | | | |
|--|--------------------|--------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| CRAR (%) | 19.30 | 19.42 | 19.25 | 20.05 | 20.22 |
| CRAR – Tier I Capital (%) | 14.64 | 15.71 | 14.12 | 15.91 | 15.22 |
| CRAR – Tier II Capital (%) | 4.66 | 3.71 | 5.13 | 4.14 | 5.00 |
| Total Borrowings to Total Net Worth¹ Ratio | 5.93 | 5.41 | 5.81 | 5.26 | 5.77 |

Notes:

(1) Net worth means sum of equity share capital and other equity as of the last day of relevant fiscal less deferred tax assets.

As we continue to grow our loan portfolio and asset base, we will require additional capital in order to continue to meet applicable capital adequacy ratios with respect to our business. The Net Proceeds will be utilised to increase our Company's Tier – I capital base to meet our future business requirements which are expected to arise out of growth of our business and assets, including but not limited to, onward lending under our Company's lending verticals, and to ensure compliance with regulatory requirements on capital adequacy prescribed by the RBI from time to time. We anticipate that the Net Proceeds will be sufficient to satisfy our Company's Tier – I capital requirements for Financial Year 2026.

While our Company's Tier – I capital base as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 exceeds the regulatory thresholds prescribed by the RBI, we believe that in order to maintain our Company's growth rate, we will require further capital in the future in order to remain compliant with such regulatory thresholds.

Until such time as our Company is not able to achieve the extent of business / risk weighted assets for Tier-I and Tier-II capital and/or payment of operating expenditure, repayment and/or prepayment of outstanding liabilities and interest thereon as part of our business activities, capital expenditure towards technology and other general corporate purposes, the Net Proceeds will be temporarily invested in accordance with the SEBI ICDR Regulations.

We typically use our Tier – I capital towards our Company's business and growth, including onward lending, payment of operating expenditure, repayment and/or prepayment of outstanding liabilities and interest thereon as part of our business activities, capital expenditure towards technology and other general corporate purposes.

The Net Proceeds are expected to lead to an improvement in the overall capital position of our Company, which in turn will help reducing the overall leverage of our Company. We, accordingly, propose to utilize an amount aggregating to ₹[●] million out of the Net Proceeds towards maintaining higher Tier-I Capital in light of our onward lending requirements.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

Other than (i) the listing fees and audit fees of Statutory Auditors (to the extent not attributable to the Offer), and expenses in relation to product or corporate advertisements (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), which will be borne solely by our Company, and (ii) fees for counsel to the Promoter Selling Shareholder, if any, which shall be solely borne by the Promoter Selling Shareholder, our Company and the Promoter Selling Shareholder agree to share the costs and expenses directly attributable to the Offer, on a *pro rata* basis, in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue and sold by the Promoter Selling Shareholder through the Offer for Sale, upon listing of the Equity Shares on the Stock Exchange(s) pursuant to the Offer in accordance with Applicable Law, including section 28(3) of the Companies Act. All the expenses relating to the Offer shall be paid by the Company in the first instance and upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Promoter Selling Shareholder agrees that it shall reimburse the Company for any expenses in relation to the Offer paid by our Company on behalf of the Promoter Selling Shareholder.

The estimated Offer related expenses are as under:

| Activity | Estimated expenses ⁽¹⁾ (₹ in million) | As a % of the total estimated Offer expenses ⁽¹⁾ | As a % of the total Offer size ⁽¹⁾ |
|--|--|---|---|
| BRLMs fees and commissions (including underwriting commission, brokerage and selling commission) | [●] | [●] | [●] |
| Commission/processing fee for SCSBs and Bankers to the Offer and fee payable to the Sponsor Banks for Bids made by RIBs using UPI ⁽²⁾ | [●] | [●] | [●] |
| Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽³⁾⁽⁴⁾ | [●] | [●] | [●] |
| Fees payable to the Registrar to the Offer | [●] | [●] | [●] |
| Fees payable to others ⁽⁵⁾ | [●] | [●] | [●] |
| Others | | | |
| - Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses | [●] | [●] | [●] |
| - Printing and stationery | [●] | [●] | [●] |
| - Advertising and marketing expenses for the Offer | [●] | [●] | [●] |
| - Fee payable to legal counsels | [●] | [●] | [●] |
| - Miscellaneous | [●] | [●] | [●] |
| Total estimated Offer expenses | [●] | [●] | [●] |

(1) Amounts will be finalised on determination of Offer Price

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees, HDFC Bank Shareholders, and Non-Institutional Bidders which are directly procured by the SCSBs, would be as follows:

| | |
|---|--|
| Portion for Retail Individual Bidders | /●/% of the Amount Allotted* (plus applicable taxes) |
| Employee Reservation Portion | /●/% of the Amount Allotted* (plus applicable taxes) |
| HDFC Bank Shareholder Reservation Portion | /●/% of the Amount Allotted* (plus applicable taxes) |
| Portion for Non-Institutional Bidders | /●/% of the Amount Allotted* (plus applicable taxes) |

*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE.

(3) No processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees, HDFC Bank Shareholders and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

| | |
|--|--|
| Portion for Retail Individual Bidders, Eligible Employees, Eligible HDFC Bank Shareholders and Non-Institutional Bidders | ₹[●] per valid application (plus applicable taxes) |
|--|--|

(4) Selling commission on the portion for UPI Bidders using the UPI mechanism, Non-Institutional Bidders, Eligible HDFC Bank Shareholders and Eligible Employees which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

| | |
|--|--|
| Portion for Retail Individual Bidders* | /●/% of the Amount Allotted* (plus applicable taxes) |
| Portion for Eligible Employees* | /●/% of the Amount Allotted* (plus applicable taxes) |
| Portion for Eligible HDFC Bank Shareholders* | /●/% of the Amount Allotted* (plus applicable taxes) |
| Portion for Non-Institutional Bidders* | /●/% of the Amount Allotted* (plus applicable taxes) |

*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price

The Selling Commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts, Eligible Employees and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

Selling commission/ uploading charges payable to the Registered Brokers on the portion for UPI Bidders procured through UPI Mechanism, Non-Institutional Bidders, Eligible Employees and HDFC Bank Shareholders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

| | |
|--|--|
| Portion for RIBs* | ₹[●] per valid application (plus applicable taxes) |
| Portion for Eligible Employees* | ₹[●] per valid application (plus applicable taxes) |
| Portion for Eligible HDFC Bank Shareholders* | ₹[●] per valid application (plus applicable taxes) |
| Portion for Non-Institutional Bidders* | ₹[●] per valid application (plus applicable taxes) |

*Based on valid applications

Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and the Cash Escrow and Sponsor Banks Agreement.

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 RTA Master Circular, in a format as prescribed by SEBI, from time to time and in accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

(5) This includes fees payable to our Joint Statutory Auditors, practicing company secretary and the independent chartered accountant appointed for providing confirmations and certificates for the purpose of the Offer, CRISIL, for preparing the industry report commissioned by our Company, the virtual data room provider in connection with due diligence for the Offer, etc.

Means of finance

The fund requirements set out for the aforesaid objects of the Offer are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the aforesaid objects, our Company may explore a range of options including utilizing our internal accruals and/ or seeking additional debt from existing and/ or other lenders.

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Our Company, in accordance with the policies established by the Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in the second schedule of the RBI Act as may be approved by our Board or Strategic Transaction Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company or for any investment in equity markets.

Bridge Financing Facilities

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

Monitoring of Utilization of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Gross Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the proposed Fresh Issue exceeds ₹1,000.00 million.

Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company shall for the purposes of the quarterly report to be prepared by the Monitoring Agency, provide description for all the expense heads under the objects of the Offer. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose, the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such Fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Gross Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant Fiscal periods subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 18(3), Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the joint statutory auditors of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and applicable rules. In addition, the notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Gujarati, the vernacular language of the jurisdiction where our Registered Office is situated, in accordance with the Companies Act and applicable rules. Further, the dissenting Shareholders shall be provided an exit opportunity at a price and in such manner as prescribed under Regulation 59 and Schedule XX of the SEBI ICDR Regulations.

Appraising entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or agency.

Other Confirmations

No part of the Net Proceeds will be paid by us as consideration to our Promoter, the members of the Promoter Group, Group Companies, the Directors, Key Managerial Personnel or Senior Management Personnel except in the normal course of business and in compliance with applicable law.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoter, Promoter Group, Directors, Key Managerial Personnel and Senior Management Personnel in relation to the utilisation of the Net Proceeds. Further there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue, as set out above.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the Book Running Lead Managers on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should refer to “Risk Factors”, “Our Business”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 28, 233, 325 and 387, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

- Highly granular retail loan book, bolstered by a large and rapidly growing customer base with a focus on serving the underbanked customer segments.
- Large, diversified and seasoned product portfolio with a sustainable track record of diversification, growth and profitability through the cycles.
- Tailored sourcing supported by an omni-channel and digitally powered pan-India distribution network.
- Comprehensive systems and processes contributing to robust credit underwriting and strong collections.
- Advanced technology tools driving enhanced customer experience and efficiency across each stage of the customer lifecycle
- High-quality liability franchise with access to lowest cost, diversified borrowing sources and the highest credit rating
- Track record of robust financial performance with sustainable and profitable growth.
- Stable, highly experienced and professional management team supported by a talented workforce.
- Distinguished parentage of HDFC Bank, India’s largest private bank, enjoying strong trust and brand equity with consumers.

For details, see “Our Business – Our Strengths” on page 237.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see “Restated Consolidated Financial Information” and “Other Financial Information” beginning on pages 325 and 386, respectively.

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

A. Restated Basic and Diluted Earnings Per Equity Share (“EPS”)⁽¹⁾ (face value of each Equity Share is ₹10):

| Fiscal / Period ended | Restated Basic EPS (in ₹) ⁽³⁾ | Restated Diluted EPS (in ₹) ⁽⁴⁾ | Weight |
|-------------------------|---|---|--------|
| March 31, 2024 | 31.08 | 31.04 | 3 |
| March 31, 2023 | 24.78 | 24.76 | 2 |
| March 31, 2022 | 12.81 | 12.80 | 1 |
| Weighted Average | 25.94 | 25.91 | - |
| September 30, 2024* | 14.78 | 14.77 | - |
| September 30, 2023* | 14.75 | 14.75 | - |

*Not annualised

Notes:

(1) 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.

(2) The face value of each Equity Share is ₹ 10.

(3) Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year/ period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/ period.

(4) Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year/ period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/ period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/ period.

(5) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/ period adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year/ period.

(6) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 ‘Earnings per share’.

B. Price/Earning (“P/E”) ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

| Particulars | P/E at the Floor Price (number of times) | P/E at the Cap Price (number of times) |
|--|---|---|
| Based on basic EPS for the financial year ended March 31, 2024 | [●]* | [●]* |
| Based on diluted EPS for the financial year ended March 31, 2024 | [●]* | [●]* |

* To be computed after finalisation of the Price Band.

C. Industry Peer Group P/E ratio

| | P/E Ratio (x) |
|---------|---------------|
| Highest | 36.2 |
| Lowest | 15.5 |
| Average | 44.0 |

Notes:

- (1) The industry high and low has been considered from the industry peers set out in Part G of this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed.
- (2) P/E Ratio has been computed based on the closing market price of equity shares on NSE on October 29, 2024 divided by the diluted earnings per share.
- (3) All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the stock exchanges.

D. Industry Peer Group P/B ratio

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

| | P/B Ratio (x) |
|---------|---------------|
| Highest | 5.7 |
| Lowest | 1.5 |
| Average | 4.4 |

Notes:

- (1) The industry composite has been calculated as the arithmetic average P/B of the industry peer set disclosed.
- (2) P/B Ratio has been computed based on the closing market price of equity shares on NSE on October 29, 2024 divided by the NAV per Equity Share as of March 31, 2024.
- (3) All the financial information for listed industry peers mentioned above is taken as is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the stock exchanges.

E. Average Return on Equity (“RoE”)

| Fiscal/Period ended | RoE ⁽¹⁾ (%) | Weight |
|-------------------------|------------------------|--------|
| March 31, 2024 | 19.55% | 3 |
| March 31, 2023 | 18.68% | 2 |
| March 31, 2022 | 11.25% | 1 |
| Weighted Average | 17.88% | - |
| September 30, 2024* | 16.39% | - |
| September 30, 2023* | 19.49% | - |

*Not annualized

Notes:

- (1) Return on Equity (%) = Ratio of Restated Profit/(loss) after tax for the relevant period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the relevant period. Average Total Equity represents the simple average of total equity as at the last day of the relevant period and total equity of the last day of the preceding period.
- (2) Total Equity, which is a Non-GAAP measure, means the aggregate value of the Equity Share capital and other equity as of the last day of relevant period.
- (3) Weighted average = Aggregate of year-wise weighted Average Return on Equity divided by the aggregate of weights i.e. [(Average Return on Equity x Weight) for each year] / [Total of weights]

F. Net Asset Value (“NAV”) per Equity Share⁽¹⁾

| Financial Year/Period | Amount (₹) |
|-----------------------------------|------------|
| As on March 31, 2024 | 173.3 |
| As on September 30, 2024 | 187.4 |
| As on September 30, 2023 | 158.2 |
| After the completion of the Offer | |
| - At the Floor Price | [●]* |
| - At the Cap Price | [●]* |
| Offer Price | [●]* |

* To be computed after finalisation of the Price Band.

Notes:

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

- (1) Net Asset Value (“NAV”) per Equity Share is calculated by dividing Total Equity⁽²⁾ of the company as per the Restated Consolidated Financial Information by the total number of equity shares outstanding as of the last day of relevant period.
- (2) Total Equity means sum of paid up equity share capital and other equity as of the last day of relevant period.

G. Comparison with listed peers⁽¹⁾

The peer group of the Company 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 | Standalone/ Consolidated | Total Revenue from operations | Face Value | P/E ratio ^{(2)^(^)} | P/B ratio ^{(3)^(^)} | Restated Earning Per Equity Share for the Year Ended March 31, 2024 (₹) | | Return on Equity ⁽⁴⁾ (%) | Net Asset Value per equity share ⁽⁵⁾ (₹) |
|--|--------------------------|-------------------------------|---------------|------------------------------|------------------------------|---|---------|-------------------------------------|---|
| | | | | | | Basic | Diluted | | |
| | | (₹ in million) | (₹ per share) | | | | | | |
| HDB Financial Services Limited [#] | Consolidated | 1,41,711.2 | 10 | NA | NA | 31.08 | 31.04 | 19.55% | 173.3 |
| Listed peers* | | | | | | | | | |
| Bajaj Finance Limited | Consolidated | 5,49,694.9 | 2 | 29.8 | 5.7 | 236.89 | 235.98 | 22.05% | 1239.0 |
| Sundaram Finance Limited | Consolidated | 72,671.2 | 10 | 36.2 | 4.7 | 130.31 | 130.31 | 17.55% | 997.1 |
| L&T Finance Limited | Consolidated | 1,35,805.8 | 10 | 15.5 | 1.5 | 9.34 | 9.30 | 10.31% | 94.2 |
| Mahindra & Mahindra Financial Services Limited | Consolidated | 1,57,968.5 | 2 | 17.8 | 1.7 | 15.66 | 15.65 | 10.10% | 161.3 |
| Cholamandalam Investment and Finance Company Limited | Consolidated | 1,91,396.2 | 2 | 31.5 | 5.5 | 41.17 | 41.06 | 20.15% | 233.1 |
| Shriram Finance Limited | Consolidated | 3,63,795.2 | 10 | 16.7 | 2.5 | 196.32 | 195.69 | 16.00% | 1302.5 |

[#] Financial information of our Company has been derived from the Restated Consolidated Financial Information.

[^] To be updated upon finalization of the Price Band.

* Sources for listed peers information included above:

- All the financial information for listed industry peers is on a consolidated basis and is sourced from the financial information of such listed industry peer as at and for the year ended March 31, 2024 available on the website of the stock exchanges or the Company.
- P/E ratio for the listed industry peers has been computed based on the closing market price of equity shares on NSE Limited (“NSE”) as on [●], 2024 divided by the diluted earnings per share for the year ended March 31, 2024.
- P/B ratio for the listed industry peers has been computed based on the closing market price of equity shares on NSE as on October 29, 2024 divided by the net asset value per equity share as of the last day of the year ended March 31, 2024.
- Return on equity (%) is ratio of profit after tax for the relevant period to Average Total Equity for the relevant period.
- Net asset value per equity share (book value per equity share) is calculated by dividing Total Equity of the company as of the last day of the relevant period by the total number of issued and subscribed equity shares outstanding as of the last day of the relevant period.

H. Key Performance Indicators (“KPIs”)

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 28, 2024, and the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been subject to verification and certification by Manian & Rao, Chartered Accountants pursuant to certificate dated October 30, 2024 which has been included as part of the “Material Contracts and Documents for Inspection” on page 576.

The KPIs disclosed below have been historically used by the Company to understand and analyze its business performance and will also help in analyzing its growth in comparison to its peers.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS and may have limitations as analytical tools.

Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance, liquidity, profitability or results of operation.

A list of our KPIs, is set out below for the indicated periods below:

(₹ in million, unless otherwise specified)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers ¹ (count, in million) | 17.5 | 13.9 | 15.8 | 12.2 | 9.4 |
| Number of Branches ² (count) | 1,772 | 1,602 | 1,682 | 1,492 | 1,374 |
| Number of Locations ³ (count) | 1,162 | 1,119 | 1,148 | 1,054 | 989 |
| Number of Total Employees ⁴ (count) | 59,662 | 52,782 | 56,560 | 45,883 | 39,034 |
| Breakdown of Total Gross Loans by verticals: ⁵ | | | | | |
| - Enterprise Lending | 393,006.5 | 332,629.9 | 368,225.6 | 316,187.1 | 299,428.1 |
| - Asset Finance | 368,496.9 | 293,875.6 | 341,946.6 | 263,262.7 | 231,605.8 |
| - Consumer Finance | 224,738.7 | 152,060.9 | 192,007.1 | 120,857.2 | 82,229.3 |
| Total Gross Loans | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Total Gross Loans Growth y-o-y % ⁶ | 26.67% | NA | 28.83% | 14.19% | 0.00% |
| Secured Loans as % of Total Gross Loans ⁷ | 71.08% | 71.89% | 71.34% | 72.87% | 73.58% |
| Net Interest Income ⁸ | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Other Financial Charges ⁹ | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| Net Total Income ¹⁰ | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |
| Credit Cost ¹¹ | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Profit after Tax (PAT) ^{*12} | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| PAT growth y-o-y % ^{*13} | 0.43% | 27.98% | 25.59% | 93.73% | 158.36% |
| EPS ^{*14} (In Rs) | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Average Yield % ¹⁵ | 14.18% [^] | 14.18% [^] | 13.92% | 13.59% | 13.64% |
| Average Cost of Borrowings % ¹⁶ | 7.88% [^] | 7.65% [^] | 7.53% | 6.76% | 6.70% |
| Net Interest Margin % ¹⁷ | 7.63% [^] | 8.15% [^] | 7.85% | 8.25% | 8.21% |
| Cost to Income Ratio ¹⁸ | 42.96% | 42.16% | 42.72% | 39.00% | 34.51% |
| Operating Expense Ratio ¹⁹ | 3.81% [^] | 3.99% [^] | 3.92% | 3.71% | 3.16% |
| Credit Cost Ratio ²⁰ | 1.79% [^] | 1.47% [^] | 1.33% | 2.03% | 4.02% |
| Gross Stage 1 and Gross Stage 2 Loans ²¹ | 965,515.0 | 760,042.0 | 885,061.1 | 681,158.5 | 582,675.6 |
| Gross Stage 3 Loans ²² | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Gross Non-Performing Assets (GNPA)% ²³ | 2.10% | 2.38% | 1.90% | 2.73% | 4.99% |
| Net Non-Performing Assets (NNPA)% ²⁴ | 0.83% | 0.77% | 0.63% | 0.95% | 2.29% |
| Provision Coverage Ratio (PCR) ²⁵ | 60.69% | 67.83% | 66.82% | 65.10% | 54.13% |
| Total Equity ^{*26} | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Return on Equity (ROE) ^{*27} % | 16.39% [^] | 19.49% [^] | 19.55% | 18.68% | 11.25% |
| Return on Assets (ROA) ^{*28} % | 2.41% [^] | 3.15% [^] | 3.03% | 2.97% | 1.62% |
| Total Borrowings by Instrument | | | | | |
| - Term loans and Working Capital Demand Loans | 289,027.2 | 233,315.5 | 316,610.3 | 219,680.0 | 142,914.5 |
| - Non-Convertible Debentures | 384,769.7 | 325,566.6 | 336,999.6 | 270,964.1 | 253,323.1 |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---|---|--|---|--|--|
| - External Commercial Borrowings | 83,390.1 | - | 20,851.3 | 18,889.4 | 40,046.3 |
| - Subordinated debts | 44,584.5 | 28,950.6 | 46,576.5 | 28,944.6 | 34,929.4 |
| - Perpetual debts | 14,877.9 | 6,469.0 | 9,905.2 | 6,466.4 | 6,461.1 |
| - Commercial paper | 10,161.6 | 22,750.7 | 11,511.6 | 0.0 | 0.0 |
| - Borrowing under Securitization | - | 1,863.6 | 852.2 | 3,708.6 | 12,056.4 |
| Total Borrowings²⁹ | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Debt to Equity Ratio ^{*30} | 5.93 | 5.41 | 5.81 | 5.26 | 5.77 |
| CRAR – Tier I ^{*31} | 14.64% | 15.71% | 14.12% | 15.91% | 15.22% |
| CRAR – Tier II ^{*32} | 4.66% | 3.71% | 5.13% | 4.14% | 5.00% |
| Credit Ratings ^{*33} (other information) | CRISIL AAA/Stable; CARE AAA/ Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ |

Notes:

*denotes the information that is presented at the Company level. All other metrics are calculated with respect to the Company's lending business.

[^]Annualized

- (1) Number of Customers: Total number of customers to whom we have advanced credit in our lending business as at the last day of the specified period.
- (2) Number of Branches: Total number of operational branches as at the last day of the specified period.
- (3) Number of Locations: Total number of operational locations as at the last day of the specified period.
- (4) Number of Total Employees: Total number of employees in our lending business as at the last day of the specified period.
- (5) Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period.
- (6) Total Gross Loans Growth y-o-y: Percentage growth in Total Gross Loans as at the last day of the specified period over the Total Gross Loans as at the last day of the immediately preceding comparable period.
- (7) Secured Loans as % of Total Gross Loans: Percentage of Total Gross Loans secured by tangible assets as a percentage of Total Gross Loans as at the last day of the specified period.
- (8) Net Interest Income: Interest Income for the specified period reduced by finance cost for the specified period.
- (9) Other Financial Charges: Includes fees received in our lending business for the specified period.
- (10) Net Total Income: Net Total income is calculated as total revenue from operations excluding revenue from sale of services as reduced by finance cost during the specified period.
- (11) Credit Cost: Amount of impairment of financial instruments recognised during the specified period.
- (12) Profit after Tax ("PAT"): Profit before tax as reduced by total tax expenses for the specified period.
- (13) PAT growth y-o-y: Percentage growth in Profit after Tax for the specified period over Profit after Tax for the immediately preceding comparable period.
- (14) EPS: Basic earnings per equity share ("EPS") have been calculated by dividing the Profit after Tax attributable to equity shareholders by weighted average number of equity shares outstanding during the specified period.
- (15) Average Yield: Average interest rate on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of total gross loans (Average of Opening and Closing total gross loans during the specified period).
- (16) Average Cost of Borrowings: Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated as average of opening and closing total borrowings during the specified period).
- (17) Net Interest Margin: Ratio of Net Interest Income to the Average Total Gross Loans during the specified period.
- (18) Cost to Income Ratio: Ratio of Operating Expenses to Net Total Income for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments.
- (19) Operating Expense Ratio: Ratio of Operating Expenses to Average Total Gross Loans for the specified period.
- (20) Credit Cost Ratio: Ratio of Credit Cost to Average Total Gross Loans for the specified period.
- (21) Gross Stage 1 and Gross Stage 2 Loans: Gross Stage 1 and Gross Stage 2 Loans are loan assets which are 30 days and 60 days past due, respectively, on their contractual payments before considering impairment allowances as at the last day of the specified period.
- (22) Gross Stage 3 Loans: Gross Stage 3 Loans are loan assets which are 90 days past due on its contractual payments before considering impairment allowances as at the last day of the specified period.
- (23) Gross Non-Performing Assets ("GNPA"): Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period.
- (24) Net Non-Performing Assets ("NNPA"): Ratio of Net NPA to gross carrying value of Total Gross Loans as at the last day of the specified period. Net NPA is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of specified period.
- (25) Provision Coverage Ratio ("PCR"): Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of specified period.
- (26) Total Equity: Total Equity is equal to paid up equity share capital plus other equity.
- (27) Return on Equity ("ROE"): Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period.

- (28) **Return on Assets (“ROA”)**: Ratio of Restated Profit/(loss) after tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period.
- (29) **Total Borrowings**: Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period.
- (30) **Debt to Equity**: Ratio of Total Borrowings to Net Worth as at the last day of the specified period. Net Worth is equal to paid-up equity share capital plus other equity less deferred tax asset (net) as at the last day of the specified period.
- (31) **CRAR – Tier I**: Capital to risk (weighted) assets ratio which is computed by dividing our Tier I capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period.
- (32) **CRAR – Tier II**: Capital to risk (weighted) assets ratio which is computed by dividing our Tier II capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period.
- (33) **Credit Ratings**: Credit ratings are provided as assigned by the credit rating agencies (CARE Ratings Limited and CRISIL Ratings Limited) on our borrowing instruments.
A credit rating is not a recommendation to buy, sell or hold securities or other financial instruments. Ratings are subject to revision or withdrawal at any time by the assigning rating organisation. Each rating should be evaluated independently of any other rating.

Our Company confirms that it shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares, or until the utilization of Offer Proceeds, whichever is later, on the Stock Exchanges pursuant to the Offer, or for such other period as may be required under the SEBI ICDR Regulations.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “Our Business”, “Selected Statistical Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 233, 313 and 387, respectively.

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

Brief explanation of the relevance of the KPIs for our business operations is set forth below. We have also described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 1.

| KPI | Definition | Relevance |
|---|---|---|
| Number of customers | Total number of customers to whom we have advanced credit in our lending business as at the last day of the specified period. | Used by the management to assess the customer franchise, geographic footprint and organisational scale of the Company |
| Number of Branches | Total number of operational branches as at the last day of the specified period. | |
| Number of Locations | Total number of operational locations as at the last day of the specified period. | |
| Number of Total Employees | Total number of employees in our lending business as at the last day of the specified period. | |
| Total Gross Loans | Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period. | Used by the management to assess the scale and growth of the Company |
| Total Gross Loans Growth | Percentage growth in Total Gross Loans as at the last day of the specified period over the Total Gross Loans as at the last day of the immediately preceding comparable period. | |
| Secured Loans as % of Total Gross Loans | Percentage of Total Gross Loans secured by tangible assets as a percentage of Total Gross Loans as at the last day of the specified period. | Used by the management to track the level of collateral on the loans extended by the Company |
| Net Interest Income | Interest Income for the specified period reduced by finance cost for the specified period. | Used by the management to assess the financial performance and profitability of the Company |
| Other Financial Charges | Includes fees received in our lending business for the specified period. | |
| Net Total Income | Net Total income is calculated as total revenue from operations excluding revenue from sale of services as reduced by finance cost during the specified period. | |
| Credit Cost | Amount of impairment of financial instruments recognised during the specified period. | |

| KPI | Definition | Relevance |
|---------------------------------------|---|---|
| Profit after Tax | Profit before tax as reduced by total tax expenses for the specified period. | |
| PAT growth YoY | Percentage growth in Profit after Tax for the specified period over Profit after Tax for the immediately preceding comparable period. | |
| EPS | Basic earnings per equity share ("EPS") have been calculated by dividing the Profit after Tax attributable to equity shareholders by weighted average number of equity shares outstanding during the specified period. | |
| Average Yield | Average interest rate on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of total gross loans (Average of Opening and Closing total gross loans during the specified period). | |
| Average Cost of Borrowings | Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated as average of opening and closing total borrowings during the specified period). | |
| Net Interest Margin | Ratio of Net Interest Income to the Average Total Gross Loans during the specified period. | |
| Cost to Income Ratio | Ratio of Operating Expenses to Net Total Income for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments. | |
| Operating Expense Ratio | Ratio of Operating Expenses to Average Total Gross Loans for the specified period. | |
| Credit Cost Ratio | Ratio of Credit Cost to Average Total Gross Loans for the specified period. | |
| Gross Stage 1 and Gross Stage 2 Loans | Gross Stage 1 and Gross Stage 2 Loans are loan assets which are 30 days and 60 days past due, respectively, on their contractual payments before considering impairment allowances as at the last day of the specified period. | |
| Gross Stage 3 Loans | Gross Stage 3 Loans are loan assets which are 90 days past due on its contractual payments before considering impairment allowances as at the last day of the specified period. | |
| Gross Non-Performing Assets (GNPA) | Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period. | Used by the management to assess the asset quality our of loan book and the adequacy of provisions against non-performing assets. |
| Net Non-Performing Assets (NNPA) | Ratio of Net NPA to gross carrying value of Total Gross Loans as at the last day of the specified period. Net NPA is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of specified period. | |
| Provision Coverage Ratio (PCR) | Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of specified period. | |
| Total Equity | Total Equity is equal to paid up equity share capital plus other equity. | |
| Return on equity (ROE) | Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the | Used by the management to assess the ability of the Company to generate returns on its business |

| KPI | Definition | Relevance |
|-----------------------|---|--|
| | simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period. | |
| Return on Asset (ROA) | Ratio of Restated Profit/(loss) after tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period. | |
| Total Borrowings | Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period. | Used by the management to assess the source of capital borrowed by the Company |
| Debt to Equity | Ratio of Total Borrowings to Net Worth as at the last day of the specified period. Net Worth is equal to paid-up equity share capital plus other equity less deferred tax asset (net) as at the last day of the specified period. | |
| CRAR - Tier I | Capital to risk (weighted) assets ratio which is computed by dividing our Tier I capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period. | Used by the management to ensure the adequacy of capital for the business growth of our Company while ensuring that the Company meets the regulatory requirements. |
| CRAR - Tier II | Capital to risk (weighted) assets ratio which is computed by dividing our Tier II capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period. | |
| Credit Ratings | Credit ratings are provided as assigned by the credit rating agencies (CARE Ratings Limited and CRISIL Ratings Limited) on our borrowing instruments. | Credit Ratings represent the credit worthiness of our Company's debt facilities on the basis of the assessment by independent rating agencies. |

J. Comparison of KPIs with Listed Industry Peers

Bajaj Finance Limited (Based on Standalone Financial Statements)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers (count, in million) | 92.1 | 76.6 | 83.6 | 69.1 | 57.6 |
| Number of Branches (count) | NA | NA | NA | NA | NA |
| Number of Locations (count) | 4,245 | 3,934 | 4,145 | 3,733 | 3,504 |
| Number of Total Employees (count) | NA | NA | 50,653 | 39,781 | 31,542 |
| Breakdown of Total Gross Loans by verticals* | | | | | |
| - Enterprise Lending | NA | NA | NA | NA | NA |
| - Asset Finance | NA | NA | NA | NA | NA |
| - Consumer Finance | NA | NA | NA | NA | NA |
| Total Gross Loans | NA | NA | 2,478,525.3 | 1,829,379.6 | 1,482,130.9 |
| Total Gross Loans Growth y-o-y % | NA | NA | 35.48% | 23.43% | 26.63% |
| Secured Loans as % of Total Gross Loans | NA | NA | 48.46% | 44.41% | 42.74% |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---------------------------------------|---|---|--|--|--|
| Net Interest Income | 157,012.9 | 126,269.1 | 269,393.2 | 208,566.1 | 161,554.5 |
| Other Financial Charges | 27,636.5 | 25,378.7 | 50,074.1 | 42,039.6 | 29,400.6 |
| Net Total Income | 194,716.3 | 157,127.1 | 331,025.4 | 264,013.4 | 202,983.5 |
| Credit Cost | 35,746.6 | 20,471.6 | 45,721.9 | 30,664.6 | 46,220.6 |
| Profit after Tax (PAT) | 90,152.5 | 60,648.1 | 126,441.1 | 102,897.4 | 63,504.9 |
| PAT growth y-o-y % | 48.65% | 25.61% | 22.88% | 62.03% | 60.55% |
| EPS (In Rs) | 145.79 | 100.25 | 207.27 | 170.37 | 105.39 |
| Average Yield % | NA | NA | 18.93% | 18.20% | 17.89% |
| Average Cost of Borrowings % | 7.52%^ | 7.20%^ | 7.25% | 6.52% | 6.80% |
| Net Interest Margin % | NA | NA | 12.51% | 12.60% | 12.18% |
| Cost to Income Ratio | 34.14% | 34.81% | 34.67% | 35.82% | 34.94% |
| Operating Expense Ratio | NA | NA | 5.33% | 5.71% | 5.35% |
| Credit Cost Ratio | NA | NA | 2.12% | 1.85% | 3.48% |
| Gross Stage 1 and Gross Stage 2 Loans | NA | NA | 2,452,521.5 | 1,807,624.7 | 14,52,259.5 |
| Gross Stage 3 Loans | NA | NA | 26,003.8 | 21,754.9 | 29,871.4 |
| Gross Non-Performing Assets (GNPA) | 1.33% | 1.14% | 1.05% | 1.19% | 2.02% |
| Net Non-Performing Assets (NNPA) | 0.58% | 0.39% | 0.46% | 0.43% | 0.84% |
| Provision Coverage Ratio (PCR) | NA | NA | 56.46% | 63.84% | 58.22% |
| Total Equity | 792,095.1 | 560,731.1 | 720,105.3 | 514,931.3 | 420,558.8 |
| Return on Equity (ROE) | 23.85%^ | 22.55%^ | 20.48% | 22.00% | 16.28% |
| Return on Assets (ROA) | 5.76%^ | 5.17%^ | 4.93% | 5.35% | 4.15% |
| Total Borrowings | 2,447,077.5 | 1,920,094.5 | 2,203,786.5 | 1,616,846.3 | 1,230,402.5 |
| Debt to Equity Ratio | 3.1 | 3.5 | 3.1 | 3.2 | 3.0 |
| CRAR – Tier I | 20.90% | 21.88% | 21.51% | 23.20% | 24.75% |
| CRAR – Tier II | 0.79% | 1.31% | 1.01% | 1.77% | 2.47% |
| Credit Ratings | AAA/Stable by CRISIL, ICRA, CARE & India Ratings | AAA/Stable by CRISIL, ICRA, CARE & India Ratings | AAA/Stable by CRISIL, ICRA, CARE & India Ratings | AAA/Stable by CRISIL, ICRA, CARE & India Ratings | AAA/Stable by CRISIL, ICRA, CARE & India Ratings |

*Comparative data not available

^Annualised

Sundaram Finance Limited (Based on Standalone Financial Statements)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers (count, in million) | NA | 0.6 | 0.6 | 0.5 | 0.5 |
| Number of Branches (count) | NA | 693 | 710 | 671 | 618 |
| Number of Locations (count) | NA | NA | NA | NA | NA |
| Number of Total Employees (count) | NA | 7,780 | 7,459 | 7,371 | 4,263 |
| Breakdown of Total Gross Loans by verticals* | | | | | |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---|---|---|-------------------------------|-------------------------------|-------------------------------|
| - Enterprise Lending | NA | NA | NA | NA | NA |
| - Asset Finance | NA | NA | NA | NA | NA |
| - Consumer Finance | NA | NA | NA | NA | NA |
| Total Gross Loans | NA | NA | 425,206.3 | 342,151.6 | 289,617.6 |
| Total Gross Loans Growth y-o-y % | NA | NA | 24.27% | 18.14% | (2.94%) |
| Secured Loans as % of Total Gross Loans | NA | NA | 99.19% | 99.16% | 98.94% |
| Net Interest Income | NA | 9,324.5 | 19,487.8 | 16,949.8 | 16,943.5 |
| Other Financial Charges | NA | 1,318.0 | 2,789.1 | 2,396.7 | 1,958.9 |
| Net Total Income | NA | 14,162.2 | 29,185.9 | 23,331.1 | 21,903.5 |
| Credit Cost | NA | 1,145.0 | 2,738.1 | 1,342.5 | 3,185.2 |
| Profit after Tax (PAT) | NA | 6,476.6 | 14,540.1 | 10,883.1 | 9,034.1 |
| PAT growth y-o-y % | NA | 22.37% | 33.60% | 20.47% | 11.66% |
| EPS (In Rs) | NA | 58.29 | 130.87 | 97.95 | 81.31 |
| Average Yield % | NA | NA | 11.79% | 10.99% | 11.55% |
| Average Cost of Borrowings % | NA | 6.55%^ | 7.00% | 5.87% | 6.07% |
| Net Interest Margin % | NA | NA | 5.08% | 5.37% | 5.76% |
| Cost to Income Ratio | NA | 32.52% | 32.49% | 33.38% | 31.73% |
| Operating Expense Ratio | NA | NA | 2.47% | 2.47% | 2.36% |
| Credit Cost Ratio | NA | NA | 0.71% | 0.42% | 1.08% |
| Gross Stage 1 and Gross Stage 2 Loans | NA | NA | 423,350.7 | 338,942.0 | 284,825.9 |
| Gross Stage 3 Loans | NA | NA | 5,456.9 | 5,765.1 | 6,385.5 |
| Gross Non-Performing Assets (GNPA) | NA | 1.86% | 1.27% | 1.67% | 2.19% |
| Net Non-Performing Assets (NNPA) | NA | NA | 0.63% | 0.86% | 1.05% |
| Provision Coverage Ratio (PCR) | NA | NA | 50.19% | 48.56% | 51.96% |
| Total Equity | NA | 82,192.2 | 94,716.9 | 77,374.0 | 68,930.9 |
| Return on Equity (ROE) | NA | 16.24%^ | 16.90%^ | 14.88% | 13.82% |
| Return on Assets (ROA) | NA | 2.95%^ | 3.16%^ | 2.85% | 2.57% |
| Total Borrowings | NA | 378,429.6 | 408,768.9 | 327,549.4 | 278,352.8 |
| Debt to Equity Ratio | NA | 4.7 | 4.3 | 4.3 | 4.1 |
| CRAR – Tier I | NA | NA | 16.78% | 17.71% | 17.45% |
| CRAR – Tier II | NA | NA | 3.72% | 5.06% | 6.92% |
| Credit Ratings | NA | NA | AAA/Stable by ICRA and CRISIL | AAA/Stable by ICRA and CRISIL | AAA/Stable by ICRA and CRISIL |

*Comparative data not available

^Annualised

Mahindra and Mahindra Financial Services (Based on Standalone Financial Statements)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---|---|---|
| Number of Customers (count, in million) | NA | NA | NA | 9.0 | 7.9 |
| Number of Branches (count) | 1,373 | 1,368 | 1,370 | 1,386 | 1,384 |
| Number of Locations (count) | NA | NA | NA | NA | NA |
| Number of Total Employees (count) | 26,749 | 26,623 | 26,662 | 26,329 | 19,998 |
| Breakdown of Total Gross Loans by verticals* | | | | | |
| - Enterprise Lending | NA | NA | NA | NA | NA |
| - Asset Finance | NA | NA | NA | NA | NA |
| - Consumer Finance | NA | NA | NA | NA | NA |
| Total Gross Loans | 1,124,540.0 | 937,230.0 | 1,025,967.7 | 827,425.6 | 649,451.8 |
| Total Gross Loans Growth y-o-y % | 19.99% | 26.97% | 24.00% | 27.40% | 0.55% |
| Secured Loans as % of Total Gross Loans | NA | NA | 95.10% | 94.39% | 94.82% |
| Net Interest Income | 35,941.9 | 31,714.7 | 66,818.2 | 61,058.5 | 55,554.3 |
| Other Financial Charges | 708.8 | 503.8 | 1,746.7 | 1,679.6 | 1,052.9 |
| Net Total Income | 39,223.8 | 33,489.8 | 71,354.8 | 64,793.7 | 57,986.2 |
| Credit Cost | 11,516.2 | 11,529.6 | 18,227.9 | 9,992.3 | 23,683.0 |
| Profit after Tax (PAT) | 8,824.3 | 5,878.4 | 17,596.2 | 19,843.2 | 9,887.5 |
| PAT growth y-o-y % | 50.11% | (12.43%) | (11.32%) | 100.69% | 195.02% |
| EPS (In Rs) | 7.15 | 4.76 | 14.26 | 16.09 | 8.02 |
| Average Yield % | 13.68%^ | 14.03%^ | 14.15% | 14.47% | 14.63% |
| Average Cost of Borrowings % | 7.70%^ | 7.55%^ | 7.69% | 7.00% | 6.85% |
| Net Interest Margin % | 6.69%^ | 7.19%^ | 7.21% | 8.27% | 8.58% |
| Cost to Income Ratio | 40.58% | 41.99% | 41.44% | 42.10% | 35.76% |
| Operating Expense Ratio | 2.96%^ | 3.19%^ | 3.19% | 3.69% | 3.20% |
| Credit Cost Ratio | 2.14%^ | 2.61%^ | 1.97% | 1.35% | 3.66% |
| Gross Stage 1 and Gross Stage 2 Loans | 1,081,460.0 | 896,990.0 | 991,058.7 | 790,527.7 | 599,844.7 |
| Gross Stage 3 Loans | 43,090.0 | 40,240.0 | 34,909.0 | 37,171.0 | 49,763.0 |
| Gross Non-Performing Assets (GNPA) | 3.83% | 4.29% | 3.40% | 4.49% | 7.66% |
| Net Non-Performing Assets (NNPA) | 1.55% | 1.67% | 1.25% | 1.82% | 3.21% |
| Provision Coverage Ratio (PCR) | 59.48% | 61.18% | 63.16% | 59.46% | 58.08% |
| Total Equity | 182,827.8 | 169,561.5 | 181,574.9 | 170,889.1 | 156,280.9 |
| Return on Equity (ROE) | 9.69%^ | 6.91%^ | 9.98% | 12.13% | 6.52% |
| Return on Assets (ROA) | 1.47%^ | 1.17%^ | 1.66% | 2.31% | 1.30% |
| Total Borrowings | 1,032,167.5 | 848,699.7 | 922,251.7 | 749,458.6 | 558,139.2 |
| Debt to Equity Ratio | 5.9 | 5.2 | 5.3 | 4.6 | 3.7 |
| CRAR – Tier I | 14.80% | 16.70% | 16.39% | 19.87% | 24.24% |
| CRAR – Tier II | 1.90% | 2.00% | 2.47% | 2.65% | 3.51% |
| Credit Ratings | AAA/Stable by CRISIL, CARE, India Ratings and Brickwork | AAA/Stable by CRISIL, CARE, India Ratings and Brickwork | AAA/Stable by CRISIL, CARE, India Ratings and Brickwork | AAA/Stable by CRISIL, CARE, India Ratings and Brickwork | AAA/Stable by CRISIL, CARE, India Ratings and Brickwork |

*Comparative data not available

^Annualised

Shriram Finance Limited (Based on Standalone Financial Statements)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers (count, in million) | 9.0 | 7.7 | 8.4 | 7.3 | NA |
| Number of Branches (count) | 3,149 | 2,975 | 3,082 | 2,922 | NA |
| Number of Locations (count) | NA | NA | NA | NA | NA |
| Number of Total Employees (count) | 77,764 | 71,373 | 74,645 | 64,052 | NA |
| Breakdown of Total Gross Loans by verticals* | | | | | |
| - Enterprise Lending | NA | NA | NA | NA | NA |
| - Asset Finance | NA | NA | NA | NA | NA |
| - Consumer Finance | NA | NA | NA | NA | NA |
| Total Gross Loans | 2,398,225.2 | 1,995,946.9 | 2,216,676.6 | 1,833,384.2 | NA |
| Total Gross Loans Growth y-o-y % | 20.15% | 18.97% | 20.91% | 45.86% | NA |
| Secured Loans as % of Total Gross Loans | NA | NA | 92.04% | 93.65% | NA |
| Net Interest Income | 106,979.6 | 87,951.1 | 187,935.4 | 160,616.0 | NA |
| Other Financial Charges | 2,180.3 | 1,732.8 | 4,573.8 | 2,426.1 | NA |
| Net Total Income | 112,144.2 | 94,630.6 | 201,914.9 | 172,571.3 | NA |
| Credit Cost | 24,225.4 | 20,071.6 | 45,183.4 | 41,591.7 | NA |
| Profit after Tax (PAT) | 40,518.5 | 34,262.8 | 71,904.8 | 59,793.4 | NA |
| PAT growth y-o-y % | 18.26% | 18.39% | 20.26% | 120.81% | NA |
| EPS (In Rs) | 107.79 | 91.40 | 191.63 | 159.69 | NA |
| Average Yield % | 16.62%^ | 16.61%^ | 16.59% | 18.51% | NA |
| Average Cost of Borrowings % | 8.62%^ | 8.80%^ | 8.61% | 9.21% | NA |
| Net Interest Margin % | 9.27%^ | 9.19%^ | 9.28% | 10.39% | NA |
| Cost to Income Ratio | 30.08% | 30.18% | 29.66% | 28.47% | NA |
| Operating Expense Ratio | 2.92%^ | 2.98%^ | 2.96% | 3.18% | NA |
| Credit Cost Ratio | 2.10%^ | 2.10%^ | 2.23% | 2.69% | NA |
| Gross Stage 1 and Gross Stage 2 Loans | 2,270,582.9 | 1,880,383.7 | 2,095,865.1 | 1,719,562.4 | NA |
| Gross Stage 3 Loans | 127,642.3 | 115,563.2 | 120,811.5 | 113,821.8 | NA |
| Gross Non-Performing Assets (GNPA) | 5.32% | 5.79% | 5.45% | 6.21% | NA |
| Net Non-Performing Assets (NNPA) | 2.57% | 2.72% | 2.63% | 3.10% | NA |
| Provision Coverage Ratio (PCR) | 51.70% | 53.10% | 51.79% | 50.14% | NA |
| Total Equity | 521,356.1 | 460,346.6 | 485,683.9 | 433,066.4 | NA |
| Return on Equity (ROE) | 16.09%^ | 15.34%^ | 15.65% | 17.27% | NA |
| Return on Assets (ROA) | 3.24%^ | 3.28%^ | 3.26% | 3.46% | NA |
| Total Borrowings | 2,078,196.2 | 1,653,443.5 | 1,858,414.4 | 1,579,062.9 | NA |
| Debt to Equity Ratio | 4.3 | 3.8 | 4.1 | 3.8 | NA |
| CRAR – Tier I | 19.36% | 21.05% | 19.55% | 21.20% | NA |
| CRAR – Tier II | 0.80% | 1.10% | 0.75% | 1.41% | NA |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|----------------|---|---|--|---|---------------------------|
| Credit Ratings | NA | NA | AA+/Stable by CRISIL, CARE, India Ratings and ICRA; BB/Stable by S&P, BB/Stable by Fitch | AA+/Stable by CRISIL, CARE, India Ratings and ICRA; BB-/Stable by S&P, BB/Stable by Fitch | NA |

*Comparative data not available

^Annualised

Cholamandalam Investment and Finance Company (Based on Standalone Financial Statements)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers (count, in million) | 4.3 | 3.1 | 3.6 | NA | NA |
| Number of Branches (count) | 1,508 | 1,267 | 1,387 | 1,191 | 1,145 |
| Number of Locations (count) | NA | NA | NA | NA | NA |
| Number of Total Employees (count) | NA | NA | 38,241 | 13,248 | 9,125 |
| Breakdown of Total Gross Loans by verticals* | | | | | |
| - Enterprise Lending | NA | NA | NA | NA | NA |
| - Asset Finance | NA | NA | NA | NA | NA |
| - Consumer Finance | NA | NA | NA | NA | NA |
| Total Gross Loans | 1,666,540.0 | 1,255,780.0 | 1,469,450.0 | 1,070,772.4 | 761,069.0 |
| Total Gross Loans Growth y-o-y % | 32.71% | 42.91% | 37.23% | 40.69% | 11.46% |
| Secured Loans as % of Total Gross Loans | NA | NA | 90.96% | 93.20% | 98.18% |
| Net Interest Income | 52,924.5 | 38,574.0 | 83,830.7 | 63,334.3 | 52,679.9 |
| Other Financial Charges | 7,877.8 | 3,215.7 | 10,465.8 | 5,243.7 | 3,837.4 |
| Net Total Income | 62,709.4 | 44,932.2 | 99,856.7 | 72,292.3 | 58,399.5 |
| Credit Cost | 12,049.5 | 7,721.5 | 13,218.0 | 8,496.8 | 8,803.0 |
| Profit after Tax (PAT) | 19,052.8 | 14,885.0 | 34,227.6 | 26,662.0 | 21,467.1 |
| PAT growth y-o-y % | 28.00% | 31.83% | 28.38% | 24.20% | 41.71% |
| EPS (In Rs) | 22.68 | 18.10 | 41.20 | 32.45 | 26.16 |
| Average Yield % | 14.21%^ | 13.87%^ | 13.87% | 13.19% | 13.25% |
| Average Cost of Borrowings % | 8.01%^ | 7.77%^ | 7.96% | 6.90% | 6.47% |
| Net Interest Margin % | 6.75%^ | 6.63%^ | 6.60% | 6.91% | 7.30% |
| Cost to Income Ratio | 39.85% | 38.56% | 40.88% | 38.45% | 35.42% |
| Operating Expense Ratio | 3.19%^ | 2.98%^ | 3.21% | 3.04% | 2.87% |
| Credit Cost Ratio | 1.54%^ | 1.33%^ | 1.04% | 0.93% | 1.22% |
| Gross Stage 1 and Gross Stage 2 Loans | 1,619,460.0 | 1,218,590.0 | 1,433,001.9 | 1,038,556.4 | 731,350.8 |
| Gross Stage 3 Loans | 47,080.0 | 37,190.0 | 36,448.1 | 32,216.0 | 33,428.1 |
| Gross Non-Performing Assets (GNPA) | 2.83% | 2.96% | 2.48% | 3.01% | 4.37% |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|----------------------------------|---|---|--|--|--|
| Net Non-Performing Assets (NNPA) | 1.57% | 1.56% | 1.33% | 1.62% | 2.64% |
| Provision Coverage Ratio (PCR) | 44.49% | 47.32% | 46.45% | 46.00% | 39.67% |
| Total Equity | 213,645.2 | 157,734.2 | 195,565.1 | 142,960.5 | 117,076.8 |
| Return on Equity (ROE) | 18.62%^ | 19.80%^ | 20.22% | 20.51% | 20.19% |
| Return on Assets (ROA) | 2.25%^ | 2.38%^ | 2.54% | 2.72% | 2.74% |
| Total Borrowings | 1,577,943.4 | 1,194,695.3 | 1,344,735.8 | 973,560.6 | 691,735.0 |
| Debt to Equity Ratio | 7.7 | 7.9 | 7.1 | 7.1 | 6.3 |
| CRAR – Tier I | 15.04% | 14.66% | 15.10% | 14.78% | 16.49% |
| CRAR – Tier II | 4.46% | 1.96% | 3.47% | 2.35% | 3.13% |
| Credit Ratings | AA+/Stable by ICRA, CRISIL, CARE and India Ratings | AA+/Stable by ICRA, CRISIL, CARE and India Ratings | AA+/Stable by ICRA, CRISIL, CARE and India Ratings | AA+/Stable by ICRA, CRISIL, CARE and India Ratings | AA+/Stable by ICRA, CRISIL, CARE and India Ratings |

*Comparative data not available

^Annualised

L&T Finance Limited (Based on Standalone Financial Statements)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers (count, in million) | 9.7 | NA | 9.4 | NA | NA |
| Number of Branches (count) | 2,143 | NA | 1,965.0 | 1,862.0 | NA |
| Number of Locations (count) | NA | NA | NA | NA | NA |
| Number of Total Employees (count) | NA | NA | 30,534.0 | 27,506.0 | NA |
| Breakdown of Total Gross Loans by verticals* | | | | | |
| - Enterprise Lending | NA | NA | NA | NA | NA |
| - Asset Finance | NA | NA | NA | NA | NA |
| - Consumer Finance | NA | NA | NA | NA | NA |
| Total Gross Loans | 889,750.0 | 694,170.0 | 855,645.2 | 808,928.7 | NA |
| Total Gross Loans Growth y-o-y % | 28.17% | NA | 5.78% | NA | NA |
| Secured Loans as % of Total Gross Loans | NA | NA | 56.40% | 66.61% | NA |
| Net Interest Income | 42,783.9 | 35,963.3 | 75,356.2 | 67,737.2 | NA |
| Other Financial Charges | 5,797.4 | 863.2 | 6,616.4 | 1,355.3 | NA |
| Net Total Income | 49,752.3 | 40,985.5 | 86,666.3 | 76,282.1 | NA |
| Credit Cost | 9,406.9 | 7,343.9 | 13,184.0 | 15,631.8 | NA |
| Profit after Tax (PAT) | 13,680.4 | 11,056.9 | 22,862.3 | 19,198.7 | NA |
| PAT growth y-o-y % | 23.73% | NA | 19.08% | NA | NA |
| EPS (In Rs) | 5.49 | 4.46 | 9.20 | 7.75 | NA |
| Average Yield % | 16.29%^ | 16.73%^ | 15.51% | NA | NA |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---------------------------------------|---|---|--|--|---------------------------|
| Average Cost of Borrowings % | 7.01%^ | NA | 6.74% | NA | NA |
| Net Interest Margin % | 9.80%^ | 9.57%^ | 9.05% | NA | NA |
| Cost to Income Ratio | 38.93% | 40.34% | 40.83% | 37.46% | NA |
| Operating Expense Ratio | 4.44%^ | 4.40%^ | 4.25% | NA | NA |
| Credit Cost Ratio | 2.16%^ | 1.95%^ | 1.58% | NA | NA |
| Gross Stage 1 and Gross Stage 2 Loans | 864,530.0 | 673,010.0 | 828,665.2 | NA | NA |
| Gross Stage 3 Loans | 25,230.0 | 21,160.0 | 26,980.0 | NA | NA |
| Gross Non-Performing Assets (GNPA) | 3.19% | NA | 3.15% | NA | NA |
| Net Non-Performing Assets (NNPA) | NA | NA | NA | NA | NA |
| Provision Coverage Ratio (PCR) | NA | NA | NA | NA | NA |
| Total Equity | 240,112.8 | NA | 231,949.6 | 2,13,188.4 | NA |
| Return on Equity (ROE) | 11.59%^ | 10.37%^ | 10.27% | NA | NA |
| Return on Assets (ROA) | 2.56%^ | NA | 2.19% | NA | NA |
| Total Borrowings | 849,119.0 | NA | 765,408.7 | 830,434.5 | NA |
| Debt to Equity Ratio | 3.8 | NA | 3.6 | 4.3 | NA |
| CRAR – Tier I | 20.53% | 22.99% | 21.02% | 18.88% | NA |
| CRAR – Tier II | 1.63% | 2.18% | 1.82% | 2.46% | NA |
| Credit Ratings | AAA/Stable by CRISIL, ICRA, CARE and India Ratings | AAA/Stable by CRISIL, ICRA, CARE and India Ratings | AAA/Stable by CRISIL, ICRA, CARE and India Ratings | AAA/Stable by CRISIL, ICRA, CARE and India Ratings | NA |

*Comparative data not available

^Annualised

K. Weighted average cost of acquisition (“WACA”)

- (a) **Price per share of our Company based on primary/ new issue 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 this Draft Red Herring Prospectus, where such issuance 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 transactions and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days**

There have been no primary issuances of Equity Shares or convertible securities, excluding shares issued under employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid – up share capital of the Company (calculated based on the pre – Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- (b) **Price per share of our Company based on secondary sale / acquisition of Equity Shares or convertible securities, where our Promoter, Promoter Selling Shareholder, members of our Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of the our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such**

transactions and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group, Promoter Selling Shareholder, or Shareholder(s) having the right to nominate director(s) in the Board Of Directors of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- (c) **Since there are no transactions to report under K(a) and K(b) above, the details basis the last five primary and secondary transactions (secondary transactions where our Promoter, Promoter Selling Shareholder, Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of our Company, are a party to the transaction), during the three years preceding the date of this Draft Red Herring Prospectus, irrespective of the size of transactions are to be included:**

Primary Transactions:

| Date of Allotment | Name of Allottee | No of shares Transacted | Face Value (Rs.) | Issue Price (Rs.) | Nature of Allotment | Nature of consideration | Total Considerations (Rs. In millions) |
|-------------------|------------------|-------------------------|------------------|-------------------|---------------------|-------------------------|--|
| NA | NA | NA | NA | NA | NA | NA | NA |

Secondary Transactions:

| Date of Transfer | Name of Transfer | Name of Transferee | No of shares Transacted | Face Value (Rs.) | Price per share | Nature of consideration | Total Considerations (Rs. In millions) |
|------------------|------------------|--------------------|-------------------------|------------------|-----------------|-------------------------|--|
| NA | NA | NA | NA | NA | NA | NA | NA |

L. Weighted average cost of acquisition (“WACA”), floor price and cap price

- (a) Comparison of weighted average cost of acquisition based on primary issue and or secondary sale/ acquisition of Equity Shares or convertible securities

| Category of Transactions | Weighted average cost of acquisition (WACA) | Floor Price (₹[•]) | Cap Price (₹[•]) |
|---|---|-------------------------------------|------------------|
| | (₹) | is 'X' times the WACA ^{##} | |
| Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during eighteen months preceding the date of this Draft Red Herring Prospectus where such issuance is equal to or more than five per cent of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days | NA | [•] | [•] |
| Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Promoter, Promoter Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during eighteen months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days | NA | [•] | [•] |
| Since there were no primary or secondary transactions of equity shares of our Company during eighteen months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where promoter /promoter group entities or selling shareholder or shareholder(s) having the right to | | | |

| Category of Transactions | Weighted average cost of acquisition (WACA) | Floor Price (₹[●]) | Cap Price (₹[●]) |
|---|---|-------------------------------------|------------------|
| | (₹) | is 'X' times the WACA ^{##} | |
| nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of this Certificate irrespective of the size of the transaction | | | |
| - Based on primary issuances | NA | [●] | [●] |
| - Based on secondary transactions | NA | [●] | [●] |

M. Justification for Basis of Offer Price

Detailed explanation for Offer Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for and Fiscal 2024, 2023 and 2022 and for the six months period ended September 30, 2024

[●]*

Note: This will be included on finalisation of Price Band

Explanation for Offer Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point H above) in view of the external factors which may have influenced the pricing of the Offer

[●]*

Note: This will be included on finalisation of Price Band

N. The Offer Price [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 28, 233, 325 and 387, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled “Risk Factors” or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: October 29, 2024

The Board of Directors

HDB Financial Services Limited

Radhika, 2nd Floor

Law Garden Road, Navrangpura

Ahmedabad 380 009

Gujarat, India

Re: Proposed initial public offering of HDB Financial Services Limited – Report on Statement of Special Tax Benefits to Issuer and its Shareholders

We, G D Apte & Co, Chartered Accountants (Firm Registration Number: 100515W) and Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration Number: 104607W/W100166) are the current joint statutory auditors (the “**Statutory Auditors**”) of HDB Financial Services Limited (the “**Company**”) The Company, along with its controlled structured entity, is hereinafter referred as the “**HDB Group**”.

This report is being issued at the request of the Company in accordance with terms of our engagement letter dated September 7, 2024 (the “**Engagement Letter**”) in connection with the proposed initial public offering of the equity shares of the Company (the “**Equity Shares**”, and such offering, the “**Offer**”).

We have been informed that the Company proposes to file the draft red herring prospectus (the “**DRHP**”) prepared by it in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) with the Securities and Exchange Board of India (the “**SEBI**”) and the stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), and proposes to file the red herring prospectus (the “**RHP**”) and the prospectus (the “**Prospectus**”) with the Registrar of Companies, Gujarat at Ahmedabad (the “**RoC**”) and thereafter file those with the SEBI and the Stock Exchanges and also prepare certain other materials or documents in relation to the Offer (collectively, the “**Offer Documents**”).

In connection with the Offer and preparation of the Offer Documents, we have been requested by the Company to verify and confirm the details of the various special tax benefits available to the Company and their respective shareholders.

The preparation of the accompanying statement of the possible special tax benefits available to the Company and its shareholders under direct and indirect tax laws (the “**Statement**”) as enclosed in **Annexure I** is the responsibility of the management of the Company (“**Management**”). This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statements, and applying an appropriate basis of preparation.

The Management is also responsible for ensuring compliance with the SEBI ICDR Regulations and all applicable laws and regulations and also ensuring that the Company provides complete and accurate information.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements, issued by the ICAI.

Based on our examination as stated in the paragraph on Auditors’ Responsibility above, and the information and explanations given to us and representations made by the Management, we hereby confirm that the enclosed **Annexure I** provides a statement of the possible special tax benefits available to the Company and its shareholders under direct and indirect tax laws, including the Income Tax Act, 1961, as amended by the Finance Act 2024, *i.e.*, applicable for the financial year 2024-2025, relevant to the assessment year 2025-2026, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act,

2017, each read with the relevant rules, circulars, and notifications issued thereunder and each as amended (collectively, the “**Tax Laws**”).

Several of these benefits are dependent on the Company and/or its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and/or its shareholders to derive the possible special tax benefits is dependent upon their fulfilling such conditions, if any, which based on business imperatives the Company and/or its shareholders face in the future, the Company and / or its shareholders may or may not choose to fulfil.

The statement of possible special tax benefits available to the Company and its shareholders is required as per Schedule VI (Part A) (9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company and/or its shareholders, the same would include those benefits as enumerated in the Statement. The benefits discussed in the enclosed Statement cover only the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits (under both direct and indirect tax laws) available to them. The benefits discussed in the enclosed Statement are not exhaustive. Any benefits under the Tax Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of the Statement.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

We are unable to express any opinion or provide any assurance as to whether:

- (i) The Company or its shareholders will continue to obtain the benefits per **Annexure I** in future;
- (ii) The conditions prescribed for availing the benefits per **Annexure I** have been/would be met with; or
- (iii) The revenue authorities/courts will concur with the views expressed therein.

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes

We undertake to immediately communicate, in writing, any changes to the above confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes to the Company, the book running lead managers appointed in relation to the Offer (“**Lead Managers**”) and the legal advisors to each of the Company and the Lead Managers, until the date when the Equity Shares commence trading on the Stock Exchanges (the “**Listing Date**”). In the absence of any such communication from us, the Company, the Lead Managers and the legal advisors to each of the Company and the Lead Managers can assume that there is no change to the above information until the Listing Date.

Restriction on use

This report is for the information relating to, and inclusion (in part or full) in, the Offer Documents, and may be relied upon by the Company, the Lead Managers and their respective affiliates and the legal advisors to each of the Company and the Lead Managers.

This report is addressed and provided to the board of directors of the Company and we hereby consent to the submission of this report as may be necessary for the purpose of the Offer to the Lead Managers, the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Lead Managers and in accordance with applicable law.

We also consent to this report being disclosed by the Lead Managers, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

Except for the purposes and parties as stated in the preceding paragraphs, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing, which consent will not be unreasonably withheld.

All capitalized terms used but not defined herein shall have the same meaning as is ascribed to them in the Offer Documents.

Yours faithfully,

For G. D. Apte & Co.

Chartered Accountants

Firm Registration No: 100515W

For Kalyaniwalla & Mistry LLP

Chartered Accountants

Firm Registration No: 104607W/W100166

Saurabh Peshwe

Partner

Membership Number: 121546

UDIN: 24121546BKBJLG3583

Place: Mumbai

Date: October 29, 2024

Roshni R. Marfatia

Partner

Membership Number: 106548

UDIN: 24106548BKCSYS2702

Place: Mumbai

Date: October 29, 2024

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO HDB FINANCIAL SERVICES LIMITED ('THE COMPANY') AND ITS SHAREHOLDERS

UNDER THE INCOME-TAX ACT, 1961 ('Act')

This statement sets out below the possible tax benefits available to the Company and its investors to whom shares may be allotted in terms of proposed issue under the current tax laws presently in force in India. Several of these benefits are dependent on fulfilling various conditions prescribed under the relevant tax laws. Accordingly, the ability of the Company and its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which are based on the business imperatives, the Company or the shareholders may or may not choose to fulfil.

This statement sets out below the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences/implications of the subscription, ownership and disposal of equity shares pursuant to the proposed Issue. This statement is only intended to provide general information to the investors and is neither exhaustive or comprehensive nor designed or intended to be a substitute for professional/legal tax advice. In view of the individual nature of tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Special Tax benefit available to the Company under the Act:

- **Deduction of provision for bad and doubtful debts incurred by the Company.**

- Any bad debt or part thereof which has been written off as irrecoverable in the books of accounts is allowable as a deduction under section 36(1)(vii) of the Act in computing the "Profits and gains of business or profession", subject to the fulfilment of the conditions specified in section 36(2) of the Act. The Company should be entitled for such deduction under section 36(1)(vii) of the Act.

The Company being a non-banking finance company registered with the Reserve Bank of India ('RBI') is entitled to a deduction under section 36(1)(viia) of the Act in respect of provisions made for bad and doubtful debts in its books of account to the extent of 5% of its total income (computed before making any deduction under this section and Chapter VI-A of the Act), subject to certain conditions, while computing the total income under the head "Profit and gain of business of profession."

The subsequent claim of deduction of actual bad debts under section 36(1)(vii) of the Act should be reduced to the extent of deduction already allowed under section 36(1)(viia) of the Act.

Further, as per section 41(4) of the Act, where any deduction has been allowed to the Company in respect of a bad debt under Section 36(1)(vii) of the Act, then any amount subsequently recovered on any such debt is greater than the difference between such debt and the amount so allowed as a deduction under section 36(1)(vii) of the Act, the excess shall be deemed to be business income of the year in which it is recovered.

- **Special provision in case of income under section 43D of the Act:**

- As per section 43D of the Act, the income by way of interest in relation to certain categories of bad and doubtful debts as prescribed in Rule 6EA, shall be chargeable to tax in the year in which it is credited to profit and loss account for that year or in which it is actually received, whichever is earlier. The Company is complying the provision of section 43D.

General tax benefits available to the Company under the Act:

- **Benefit of lower rate of tax under Section 115BAA of the Act**

- Section 115BAA of the Act provides an option to a domestic company to pay corporate tax at a reduced rate of 22% (plus applicable surcharge and education cess) for financial year 2019-20 and onwards, provided the total income of the company is computed without claiming certain specified deductions, and specified brought forward losses. Deduction for additional depreciation is not permitted and the provisions of section 115JB

regarding Minimum Alternate Tax ('MAT') are not applicable if the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act. Further, the Company will not be entitled to claim tax credit relating to MAT paid in earlier years.

The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year. Further, if the conditions mentioned in section 115BAA are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

The Company has opted to apply section 115BAA of the Act and pays tax as per rates prescribed under section 115BAA of the Act.

▪ **Section 80JJAA – Deduction of additional employee cost**

The Company is entitled to claim a deduction (of an amount equal to 30%) of additional employee cost incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided (under section 80JJAA of the Act), subject to the fulfilment of prescribed conditions therein.

▪ **Income Computation Disclosure Standard ('ICDS')**

The Company is maintaining its books of account as per IND AS and follows ICDS for computing total income for income-tax purpose. The Company will have to make ICDS adjustments to arrive at taxable total income.

Tax benefits/implications to Shareholder/ Investors of the Company

▪ **Resident shareholder**

- Dividend income earned by the shareholders is taxable in their hands at the applicable rates in accordance with the provisions of the Act. A domestic company receiving dividend is eligible to claim deduction under section 80M of the Act on fulfilling certain conditions. (The Company paying dividend will withhold tax at applicable rates on payment of dividend to shareholders.)
- Where shares are held as capital assets for more than 12 months immediately preceding its date of transfer, then as per Section 112A of the Act, long-term capital gains arising from transfer of an equity share through the recognized stock exchange, should be taxed at 12.5% (plus applicable surcharge and cess), without indexation and foreign exchange fluctuation benefit, subject to fulfillment of prescribed conditions under the Act. Tax shall be levied on capital gains exceeding INR 1,25,000. Further, any capital gain realized on sale of shares held for more than 12 months, which are sold without payment of STT, will also be subject to tax at 12.5% (plus applicable surcharge and cess) without indexation benefit.
- Where shares are held as capital assets for 12 months or less, (as per Section 111A of the Act), short term capital gains arising inter alia from transfer of an equity share through the recognized stock exchange, should be taxed at 20% (plus applicable surcharge and cess) subject to fulfillment of prescribed conditions under the Act.
- Short term capital gains other than those covered by Section 111A of the Act and on which Securities Transaction Tax is not paid at the time of transfer would be subject to tax as calculated under normal provisions of the Act.
- The new tax regime under section 115BAC of the Act is applicable to individual, Hindu undivided family, association of persons (other than a co-operative society), body of individuals and an artificial juridical person.

▪ **Non-resident shareholder**

- In respect of non-resident shareholders, the tax rates and the consequent taxation shall be as per the provisions of the Act and it is further subject to any benefits available under the applicable DTAA, if any, between India and the country of which the non-resident is a tax resident, as read with the MLI and subject to furnishing of tax residence certificate, electronic Form 10F and any other document as may be required. The Company will withhold tax at applicable rates on payment of dividend to shareholders.

UNDER THE INDIRECT TAX LAWS

Outlined below are the special indirect tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, including the rules, regulations, circulars and notifications issued in connection thereto.

Indirect tax benefits available to the Company

▪ Availment of GST Input credit

The Company is a NBFC registered with the RBI. In the purview of section 17(4) of the Central Goods and Service Tax Act, 2017, NBFCs are eligible to avail every month 50% of the eligible input tax as Input tax credit.

Indirect Tax benefits/implications to Shareholder/ Investors of the Company

- There are no special indirect tax benefits available to the shareholders of the Company.

Disclaimers:

- This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer.*
- This Statement is prepared on the basis of information available with the management of the Company and there is no assurance that:

 - *the Company or its Shareholders will continue to obtain these benefits in future; and*
 - *the conditions prescribed for availing the benefits have been/ would be met with.**
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.*
- The Statement is as per the current direct tax laws of India relevant for the assessment year 2025-26 and other provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the current direct tax laws of India. This Statement also does not discuss any tax consequences, in any country outside India, of an investment in the shares of an Indian company.*

**For and on behalf of
HDB Financial Services Limited**

G. Ramesh
Managing Director & CEO
Place: Mumbai
Date: October 29, 2024

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information contained in this section is derived from a report titled “Report on Loans and Financial Services Industry in India” dated October 2024, which is exclusively prepared for the purposes of the Offer and issued by CRISIL Market Intelligence & Analytics (“CRISIL MI&A”), a division of CRISIL Limited appointed by us pursuant to a technical proposal dated September 6, 2024, and is commissioned and paid for by our Company (the “CRISIL Report”). No material information has been excluded from the CRISIL Report in preparing this section. We commissioned and paid for the CRISIL Report for the purposes of confirming our understanding of the industry specifically for the purposes of the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company’s products, that may be similar to the CRISIL Report. The CRISIL Report shall be available in full on the website of our Company at <https://www.hdbfs.com/investor/offer-documents>. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the CRISIL Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in this Draft Red Herring Prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. See “Certain Conventions, Presentation of Financial, Industry and Market of Market Data” on page 23. In this section, please note that numbers or multiples denoting (a) a ‘lakh’ is equal to 100,000 and 10 lakhs is equal to 1 million or one million; and (b) a ‘crore’ is equal to 10,000,000 and 100 lakhs or one crore is equal to 10 million. For further details and risks in relation to the CRISIL Report, see “Risk Factors—Industry information included in this Draft Red Herring Prospectus has been derived from the CRISIL Report, and any reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks.” on page 52.

MACROECONOMIC SCENARIO IN INDIA

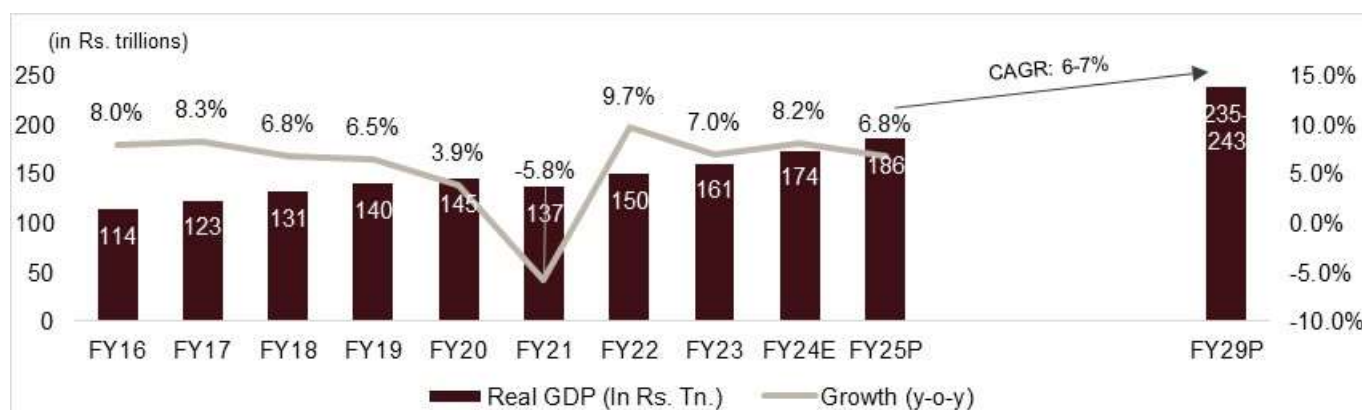
Global economy is witnessing unwinding of tight monetary conditions

As per the International Monetary Fund (the “IMF”) (World Economic Outlook – July 2024 update), global GDP growth prospects for calendar year (“CY”) 2024 and CY 2025 will hold steady at 3.2% and 3.3%, respectively. Major global economies showed resilience in the second quarter of 2024, despite a slight moderation experienced in some. The US and Japan performed better in the first quarter of 2024, while the UK and China saw growth moderation. The Euro area, meanwhile, held steady. The Bank of Japan turned hawkish and raised interest rates once again, while the weak US payroll data in July 2024 sparked fears of a rapidly cooling labour market and an imminent recession, resulting to a rate cut of 50 basis points in September 2024 by the Federal Reserve. The combination of these developments led to an unwinding of the global Yen carry trade and a rush of outflows from emerging markets to safe-haven assets with most emerging market currencies (and some developed market ones) seeing depreciation. Heightened geopolitical tensions in the Middle East also added to the global volatility. While inflation has slowed down, the pace of inflation decline has decreased in CY 2024 on account of sticky inflation. As per IMF (World Economic Outlook – July 2024 update), global headline inflation is expected to be around 5.9% in CY 2024 and 4.5% in CY 2025.

India expected to remain one of the fastest growing economies in the world

The Indian economy was amongst the fastest-growing in the world prior to onset of the COVID-19 pandemic. In the years leading up to the global health crisis which disrupted economic activities, the country’s economic indicators posted gradual improvements owing to strong local consumption and lower reliance on global demand. Despite global geopolitical instability, India continues to maintain its position as one of the fastest-growing economies globally. In May 2024, the National Statistical Office (NSO) in its provisional estimate of national income estimated the real GDP to have grown at 8.2% year-on-year in Fiscal 2024, while in Q4 of Fiscal 2024, growth was at 7.8%, which is much stronger than the estimated forecasts of 5.9%. Going forward, CRISIL MI&A expects a moderation in GDP growth rate to 6.8% in Fiscal 2025, largely due to various factors like Government’s focus on fiscal consolidation, high interest rates and low fiscal impulse, which is likely to lead to moderation in investments, which is a key factor for economic growth.

Indian economy expected to grow at 6.8% in Fiscal 2025



Note: E = Estimated, P = Projected; GDP growth till Fiscal 2023 is actuals. GDP Estimates for fiscals 2023-2024 is based on NSO Estimates and 2024-2025 is projected based on CRISIL MI&A estimates and that for fiscals 2025-2029 based on IMF estimates; Source: NSO, CRISIL MI&A, IMF (World Economic Outlook – April 2024 update)

Over the past three fiscals (Fiscals 2022 to 2024), the Indian economy has outperformed its global counterparts by witnessing a faster growth. In the IMF’s July 2024 update, it raised the GDP growth forecast for India highlighting India’s improved prospect for private consumption particularly in rural areas. Going forward as well, IMF projects that Indian economy will remain strong and would continue to be one of the fastest growing economies.

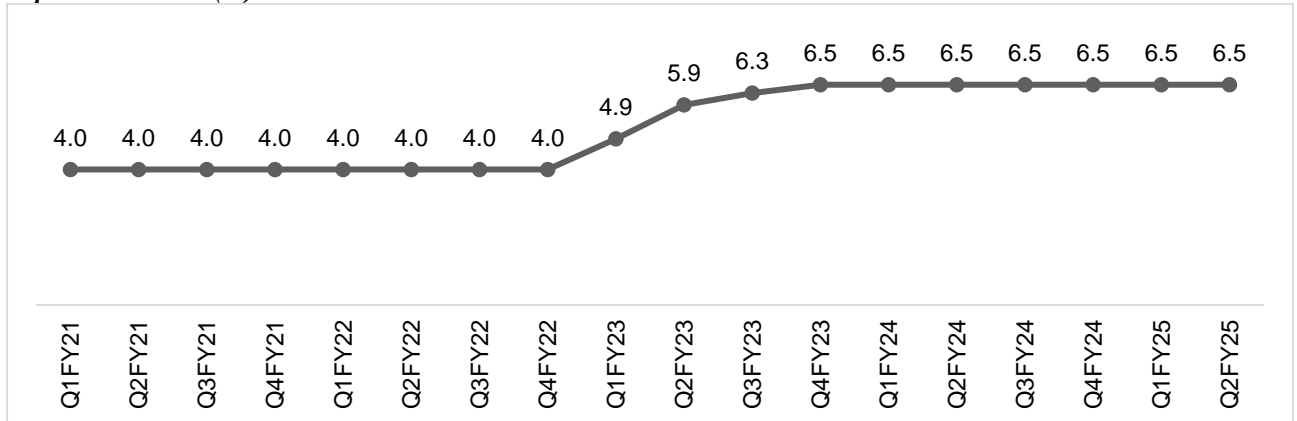
Indian economy to be a major part of the world trade

Along with being one of the fastest growing economies in the world, India ranked fifth in the world in terms of nominal GDP according to IMF forecasts (World Economic Outlook – October 2024 Update). India overtook the United Kingdom to become the fifth-largest economy in the world in CY 2022. In terms of purchasing power parity (“PPP”), India is the third-largest economy in the world, after China and the United States. According to United Nations Conference on Trade and Development, global trade improved in between January and March 2024. Notably, India was a key driver, along with the United States and China. The World Trade Organisation expects the volume of global goods trade to have grown 2.6% on-year in 2024 from -1.2% in 2023. With reviving global trade, exports of goods and services in India saw a significant increase in the first quarter of Fiscal 2025 (average growth of 7.8% compared to 4.8% the previous quarter). However, imports in India also rose sharply (average increase of 7.5% compared to 1.9% the previous period). Hence, net exports dragged GDP growth in the first quarter of Fiscal 2025.

Repo rate remains unchanged, with phase of aggressive rate hikes behind us

Since the beginning of the current Fiscal year, the repo rates have so far remained unchanged by the RBI. The RBI’s MPC in its August 2024 meeting voted to keep the repo rates unchanged. The repo rates have increased by 250 basis points from Q4 of Fiscal 2022 to Q4 of Fiscal 2024 and remained at 6.50% in Q2 of Fiscal 2025, with standing deposit facility (SDF) at 6.25% and marginal standing facility (MSF) at 6.75%. SBI MCLR has increased by 145 basis points from Q4 of Fiscal 2022 to Q1 of Fiscal 2025. MPC maintained status quo on the “withdrawal of accommodation” stance.

Repo rate in India (%)



Source: RBI, CRISIL MI&A

Consumer Price Index (“CPI”) inflation to average at 4.5% in Fiscal 2025

Consumer price index (CPI) inflation, after remaining steady at 4.8% during April and May 2024, increased to 5.1% in June 2024. Core (CPI excluding food and fuel) inflation, touched a new low at 3.1% during May and June 2024 and fuel inflation also deflated to 3.7% in June 2024 from 3.8% in May 2024, reflecting the cumulative impact of the sharp cut in LPG price in August 2023 and March 2024. CRISIL MI&A expects CPI inflation to continue to soften in Fiscal 2025 to 4.5% from 5.4% in Fiscal 2024, mainly led by softer food inflation and a mild uptick in non-food inflation.

Macroeconomic outlook for India (Fiscal 2025)

| Macro variables | Fiscal 2024 | Fiscal 2025 | Rationale for outlook |
|--|-------------|-------------|--|
| Real GDP (y-o-y) | 8.2%# | 6.8% | Slowing global growth is likely to weaken India's exports, while peak impact of past rate hikes and lower fiscal impulse could temper domestic demand. Despite the lower forecast in Fiscal 2025P as compared to Fiscal 2024, India continues to grow at the highest rate among major economies propelled by budgetary support to capital expenditure and strong rural demand to support growth. |
| Consumer Price Index (CPI) inflation (y-o-y) | 5.4% | 4.5% | Lower commodity prices, base effect, and cooling off domestic demand is likely to help in moderating inflation in Fiscal 2025. With IMD prediction of above normal monsoon, food inflation is expected to soften. But if crude oil prices surge and stay elevated on account of geopolitical reasons, inflation can increase going forward. |
| 10-year Government security yield (Fiscal end) | 7.1% | 6.8% | CRISIL MI&A expect the yield to decrease in Fiscal 2025 driven by rate cuts and fiscal consolidation. This, coupled with lower inflation, is likely to moderate yields in Fiscal 2025. India's inclusion in the JP Morgan Emerging Market Bond Index is favourable for capital flows into government debt. |
| Fiscal Deficit (% of GDP) * | 5.6% | 5.1% | Persistent efforts in fiscal consolidation aided by moderation in revenue spend and robust tax collections to bring down the deficit that will lead to lower government market borrowings. |
| CAD (Current Account Deficit as % of GDP) | -0.7% | -1.0% | Softer crude oil prices and moderation in domestic growth will keep the trade deficit in check despite tepid exports of goods. Alongside, robust services trade surplus and healthy remittances will keep the current account deficit (CAD) in check. |
| ₹/\$ (March average) | 83.0 | 84.0 | Narrower CAD and healthy foreign portfolio flows into debt amid a favourable domestic macro environment will support the rupee. |

P – Projected, # As per NSO estimates *Fiscal 2024 and Fiscal 2025 numbers are government's revised and budget estimates; Source: Reserve Bank of India (RBI), National Statistics Office (NSO), CRISIL MI&A

Positive government measures to aid economic growth for India

- The Union Budget of 2024-2025 announced a 17.1% rise in capital expenditure in Fiscal 2025 at ₹11.1 lakh crore from ₹9.5 lakh crore in Fiscal 2024, with infrastructure sectors continuing to get the highest allocation (24.5% of total budgetary capex). In a year where the Indian economy is expected to see a cyclical slowdown owing to global slowdown and impact of interest rates and tightening financial conditions on domestic demand, higher capex would support growth in the economy.
- MSMEs have received special focus, with initiatives such as the new credit guarantee scheme, offering coverage of up to ₹100 crore per applicant and increases in the limit for the Tarun category under Mudra loans from ₹10 lakhs to ₹20 lakhs. The Credit Guarantee Fund Scheme for Micro and Small Enterprises (CGMSE) was launched to make available collateral-free credit to the micro and small enterprise sector. Both the existing and the new enterprises are eligible to be covered under the scheme. The Ministry of Micro, Small and Medium Enterprises and Small Industries Development Bank of India (SIDBI), established a Trust named Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) to implement the Credit Guarantee Fund Scheme for MSMEs. Moreover, Public Banks have taken steps to develop an in-house technology-based underwriting model to assess MSMEs, which will improve credit facilities for these enterprises.
- Budgetary support towards rural areas through higher allocation under PM Awas Yojana (up 70.3% year-on-year) and PM Gram Sadak Yojana (up 11.8% year-on-year), aggregate allocation on major rural schemes like Pradhan Mantri Kisan Samman Nidhi, Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), PM Gram Sadak Yojana, PM Awas Yojana- Rural to ₹2.2 lakh crore, a 12.6% year-on-year increase will support rural employment, income and consumption.

Key structural reforms: Long-term positives for the Indian economy

- The GST regime has been stabilizing fast and is expected to bring more transparency and formalisation, eventually leading to higher economic growth. The number of GST returns filed saw a jump of around 38% from Fiscal 2019 (approximately 169 million returns) to Fiscal 2023 (approximately 232 million returns).
- The government has also launched the Jan Dhan-Aadhaar-Mobile (JAM) trinity which aims to link Jan Dhan accounts, mobile numbers and Aadhar cards of all Indian nationals to transfer cash benefits directly to the bank account of the intended beneficiary and avoid leakage of government subsidies.
- The government introduced the Emergency Credit Line Guarantee Scheme (ECLGS) in May 2020, as a part of the government's COVID-19 financial relief package. Under this scheme, financial institutions provide emergency credit facilities to MSMEs that have suffered due to the pandemic. The scheme aimed at aiding MSMEs to meet their working capital and operational expenditure needs. Banks and NBFCs are directed to offer up to 20% of entire outstanding credit to MSMEs. ECLGS provided for collateral free loans to existing eligible borrowers with 100% guarantee in respect of the eligible amount as per the Scheme guidelines. As per the State Bank of India's research report in January 2023 on ECLGS, almost 1.46 million MSME accounts, of which about 93.8% of the accounts were in MSE categories, were saved.
- Government launched the Digital India program, on 1st July 2015 with the vision of transforming India into a digitally empowered society and a knowledge-based economy, by ensuring digital access, digital inclusion, digital empowerment and bridging the digital divide. Some of the key initiatives and related progress under Digital India are as follows-
 - Unified Payment Interface (UPI) is the leading digital payment mechanism. It has more than 600 live members and has facilitated more than 131.1 billion transactions (by volume) worth ₹199.9 trillion in Fiscal 2024.
 - Unified Mobile Application for New-age Governance (UMANG) - for providing government services to citizens through mobile. More than 1,984 e-Services as of March 2024 and over 4 billion transactions have taken place on UMANG as of March 2024.
 - Cyber Security: The Government has taken necessary measures to tackle challenges about data privacy and data security through introducing the Information Technology (IT) Act, 2000 which has necessary provisions for data privacy and data security.
 - Common Services Centers - CSCs are offering government and business services in digital mode in rural areas through Village Level Entrepreneurs (VLEs). Over 400 digital services are being offered by these CSCs. As of March 2024, 0.58 million CSCs are functional (including urban & rural areas) across the country, out of which, 0.47 million CSCs are functional at Gram Panchayat level.

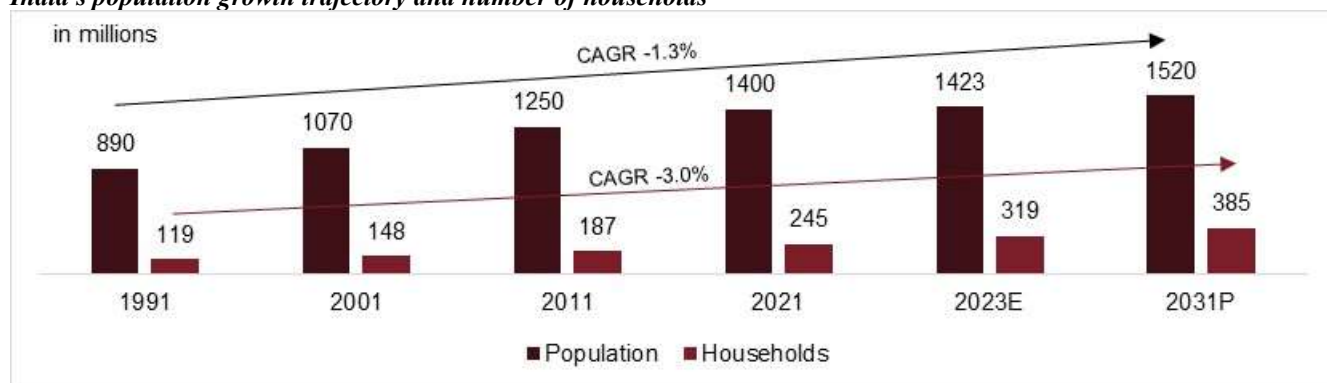
Overall, these initiatives will improve the digital connectivity of Indians along with boosting business sentiment, thereby creating new opportunities.

India's Long Term Structural Growth Drivers

India has the world's largest population

As per Census 2011, India's population was around 1.3 billion and comprised nearly 187 million households. The population, which grew at nearly 1.5% CAGR between 2001 and 2011, is expected by CRISIL MI&A to have increased at 1.1% CAGR between 2011 and 2021 and reached 1.4 billion. The population is expected to reach 1.5 billion by 2031 at 1.0% CAGR between 2011 and 2031, and the number of households are expected to reach around 385 million over the same period at 3.7% CAGR between 2011 and 2031.

India's population growth trajectory and number of households



Note: As at the end of each Fiscal. P: Projected, Source: United Nations Department of Economic and Social Affairs, (<https://population.un.org/wpp/>), Census India, CRISIL MI&A

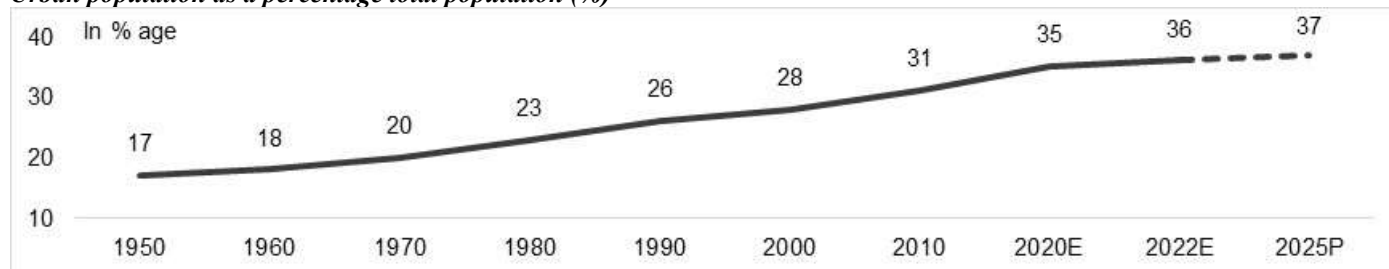
Favorable demographics

India has one of the world's largest youth populations, with a median age of 28 years. About 90% of Indians are below 60 years of age. In 2022, it is estimated that India had the highest share of young working population (15-30 years) compared to major developed and developing countries with the share of 27%. CRISIL MI&A expects that the large share of working population, coupled with rapid urbanisation and rising affluence, will propel growth in the economy.

Rising Urbanisation

Urbanisation is one of India's most important economic growth drivers. It is expected to drive substantial investments in infrastructure development, which in turn is expected to create jobs, develop modern consumer services, and increase the ability to mobilise savings. India's urban population has been rising consistently over the decades. As per the 2018 revision of World Urbanization Prospects, the urban population was estimated at 36% of India's total population in 2022. According to the World Urbanization Prospects, the percentage of the population residing in urban areas in India is expected to increase to 40.1% by 2030.

Urban population as a percentage total population (%)



Note: E- Estimated, P – Projected, Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

Increasing per capita GDP

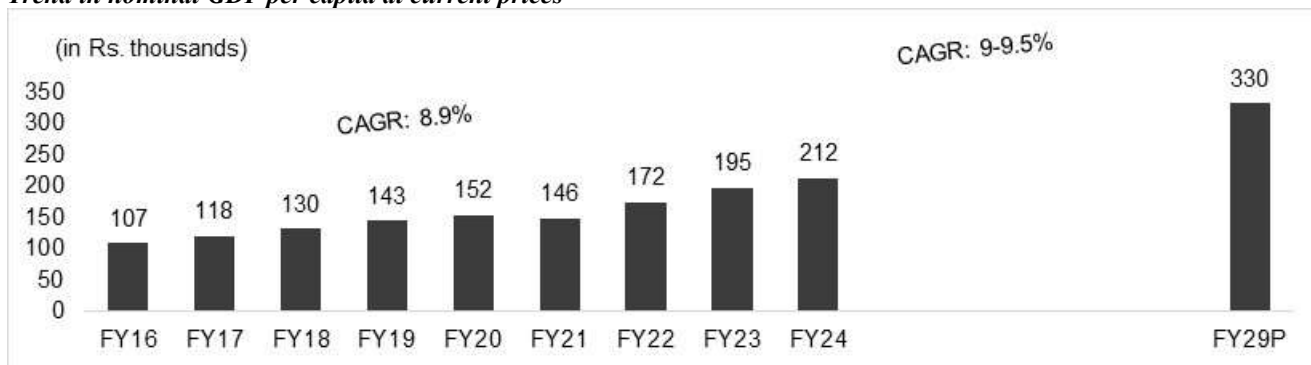
India's per capita net national income at constant price expanded 7.4% in Fiscal 2024, reflecting robust economic growth and the government's continued endeavour to make the country an upper middle-income economy. As per IMF estimates, India's per capita income (at constant prices) is expected to grow at 5-6% CAGR in real terms from Fiscal 2025 to Fiscal 2027.

| Per capita NNI | Fiscal 2024 (₹ '000) | | Growth of Real GDP Per Capita at constant prices (%) | | | | | | | | | | |
|----------------|-------------------------|-----------------|--|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| | Current prices | Constant prices | Fiscal 2014 | Fiscal 2015 | Fiscal 2016 | Fiscal 2017 | Fiscal 2018 | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 |
| | 184 | 107 | 4.6 | 6.2 | 6.7 | 6.9 | 5.5 | 5.2 | 2.5 | -8.9 | 7.6 | 5.7 | 7.4 |

Note: P – projected. (*) Per capita NNI as per Provisional Estimates of Annual GDP, 2023-2024

Source: Ministry of Statistics and Program Implementation (MoSPI), International Monetary Fund (IMF), CRISIL MI&A

Trend in nominal GDP per capita at current prices



Note: P - Projected. Fiscal 2024 estimates are based on provisional estimates by MoSPI; Fiscal 2029 projections are based on IMF – World Economic Outlook

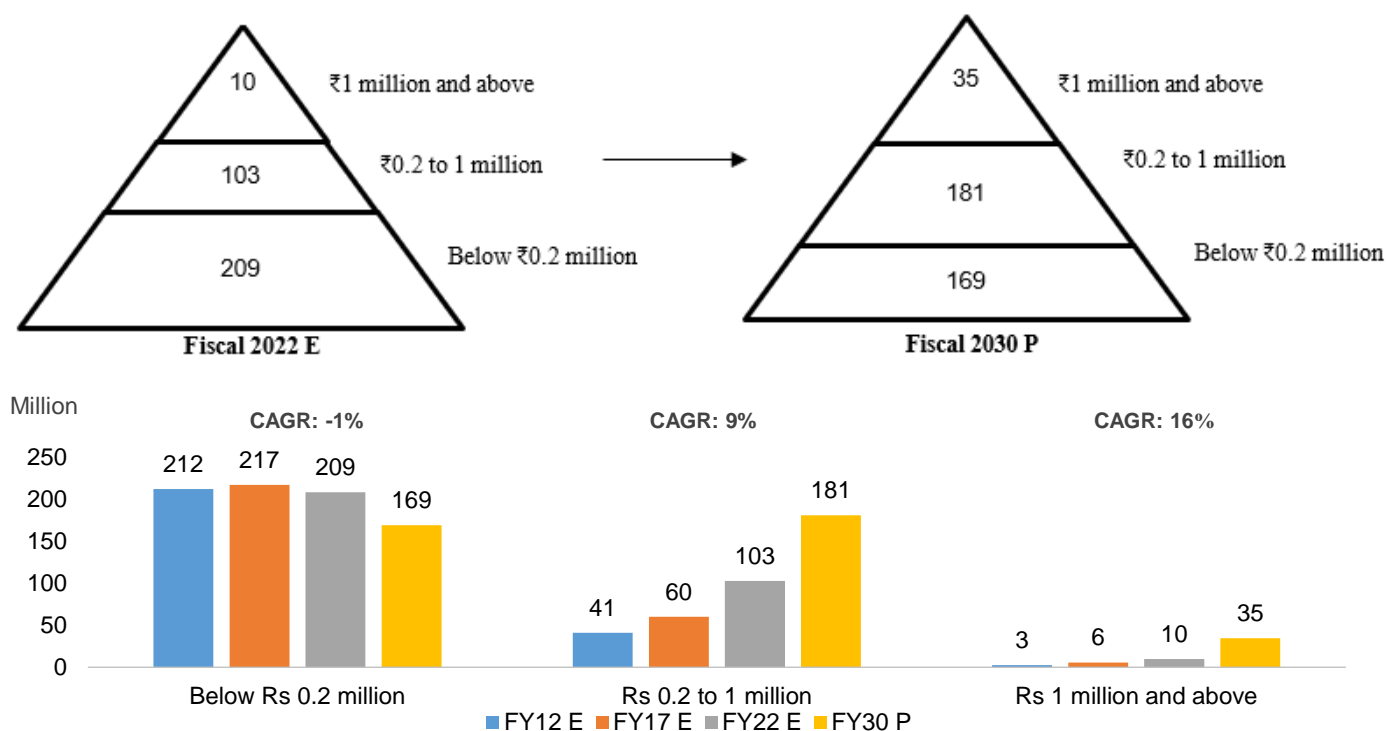
(April 2024 update)

Source: MoSPI, IMF, CRISIL MI&A

Rising Middle India population to help sustain economic growth

The proportion of “Middle India” (defined as households with annual income of ₹0.2-1.0 million) has been on the rise over the past decade and is expected to continue increasing with rising GDP and household incomes. CRISIL MI&A estimates there were 41 million middle-income households in India in Fiscal 2012 and expects it to increase to 181 million households by Fiscal 2030. A large number of households that have entered the middle-income bracket in the past few years are likely to be from semi-urban and rural areas. CRISIL MI&A believes that improvement in literacy levels, increasing access to information and awareness, increase in the availability of necessities and improvement in road infrastructure have increased the aspirations of Middle India, which is likely to translate into increased demand for financial products and financial services providers.

Middle India households to witness high growth over fiscals 2012-2030 (in millions)



Note: E: Estimated, P: Projected; Source: CRISIL MI&A

Credit penetration is lower in India compared to other countries

In terms of the credit to GDP ratio, India has a low credit penetration compared with other developing countries, such as China, indicating the potential that can be tapped. Similarly, in terms of credit to households as a proportion of GDP, India lags other markets, with retail credit hovering at around 26% of GDP as of Fiscal 2023. As per World Bank, private retail bureau coverage is 63% of total adults in India as of 2019.

Rural and semi-urban India: Under penetration and untapped market presents a huge opportunity for growth of financiers

Bank credit to metropolitan areas has decreased over the past few years with its share decreasing from 66% as of March 31, 2019, to 61% as of March 31, 2024. Between the same period, credit share has witnessed a marginal rise in rural (7% as of Fiscal 2019 to 8% as of Fiscal 2024) and semi-urban areas (12% as of Fiscal 2019 to 14% as of Fiscal 2024). As of March 31, 2024, rural areas, which is estimated to account for 47% of GDP, received just 9% of the overall banking credit, which shows the vast market opportunity for banks and NBFCs to lend in these areas. With increasing focus of government towards financial inclusion, rising financial awareness, increasing smartphone and internet penetration, CRISIL MI&A expects delivery of credit services in rural area to increase. Further, usage of alternative data to underwrite customers is also expected to help banks and NBFCs to assess customers and cater to the informal sections of the society in these regions.

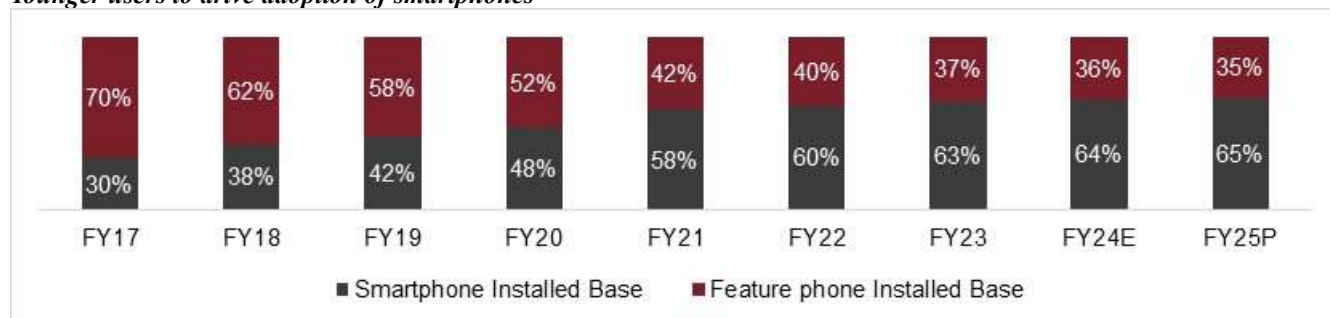
The contrast in per capita banking credit as of Fiscal 2024 is about ₹300,000 in urban areas versus about ₹14,000 in rural areas, indicating a vast untapped potential in rural regions. This gap presents an opportunity for financial institutions to expand and enhance financial inclusion in rural areas. (Source: Outstanding banking credit - RBI & Population – Census of India 2011 “Report of the technical group on population projection, July 2020”.)

Digitisation aided by technology to play pivotal role in growth of economy

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. India has seen a tremendous rise in fintech adoption in the past few years. Among many initiatives by the government, the Unified Payments Interface (UPI) is playing a pivotal role towards financial inclusion. It

provides a single-click digital interface across all system for smartphones linked to bank accounts and facilitates easy transactions using a simple authentication method. The volume of digital transactions has also seen a surge in the past few years, driven by increased adoption of UPI. Apart from financial services industry, digitisation in other industries like retail will also play an important role in the growth of the economy.

Younger users to drive adoption of smartphones



Note: E: Estimated, P: Projected; Source: CRISIL MI&A

Rise in 4G and 5G penetration and smartphone usage

India had 1,165 million wireless subscribers at the end of Fiscal 2024. The reach of mobile network, internet and electricity is continuously expanding the subscriber footprint to remote areas leading to rising smartphone and internet penetration in India. In Fiscal 2023, 5G was launched which led to conversion of 25 million subscribers to 5G. This shift was facilitated by offering 5G services at the price of 4G data plans, coupled with a surge in data demand and the accessibility of affordable handsets. In Fiscal 2025, CRISIL MI&A expects 5G subscribers to reach 270-280 million since data consumption will increase due to high usage on OTT platforms, in education services, banking services, healthcare, and the gaming industry.

All-India mobile and data subscriber base

| | | | | | | | | | |
|--|-------|-------|-------|-------|-------|-------|-------|-------|-------------|
| Wireless subscribers (million) | 1,170 | 1,183 | 1,162 | 1,157 | 1,181 | 1,142 | 1,144 | 1,165 | 1,177-1,183 |
| Data subscribers (million) | 401 | 473 | 615 | 720 | 799 | 814 | 883 | 956 | 989-1,006 |
| Data subscribers as a proportion of wireless subscribers | 34% | 40% | 53% | 62% | 68% | 71% | 77% | 82% | 84%-85% |
| 4G data subscribers (million) | 131 | 287 | 478 | 635 | 719 | 734 | 786 | 707 | 660-670 |
| 4G data subscribers' proportion | 33% | 61% | 78% | 88% | 90% | 90% | 89% | 74% | 67% |
| 5G data subscribers (million) | - | - | - | - | - | - | 25 | 175 | 270-280 |

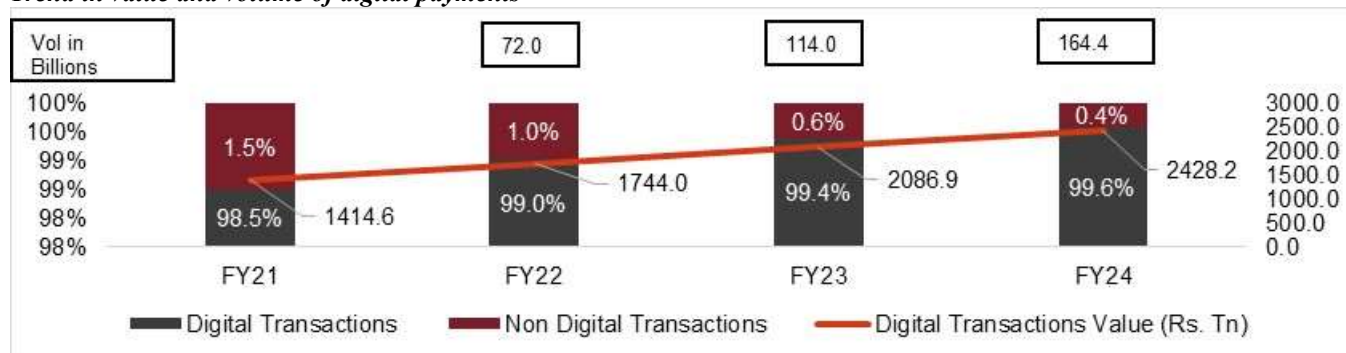
Note: P: Projected, Source: TRAI, CRISIL MI&A

Digital payments have witnessed substantial growth

Higher mobile penetration, improved connectivity, and faster and cheaper data supported by Aadhaar, and bank account penetration have led India to shift from being a cash-dominated economy to a digital one. Total digital payments in India have witnessed significant growth over the past few years. Between Fiscal 2021 and Fiscal 2024, the volume of digital payments transactions has increased from 43.7 billion to 164.4 billion, growing at a CAGR of approximately 56%. During the same period, the value of digital transactions has increased from ₹1,414.6 trillion in Fiscal 2021 to ₹2,428.2 trillion in Fiscal 2024. Consumers are increasingly finding transacting through mobile convenient. CRISIL MI&A expects the share of mobile banking to increase dramatically over the

coming years. In addition, CRISIL MI&A expects improved data connectivity, low digital payment penetration and proactive government measures to drive digitalisation in the country.

Trend in value and volume of digital payments

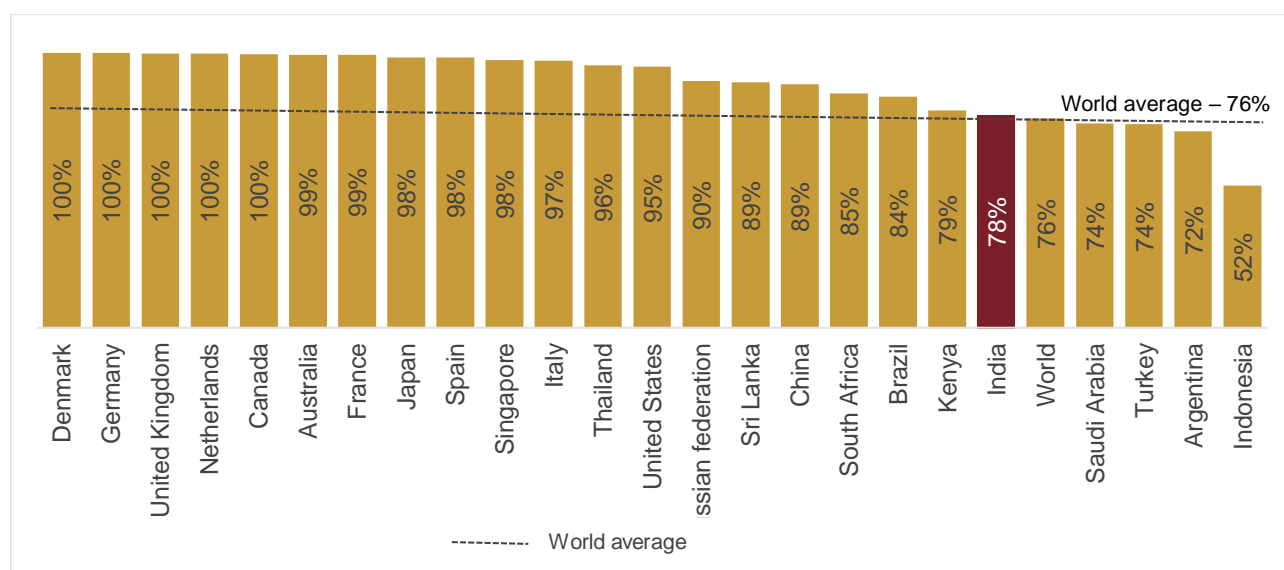


Note: Digital Payments includes RTGS payments, Credit transfers (AePS, APBS, ECS Cr, IMPS, NACH, NEFT, UPI), Debit Transfers (BHIM, ECS Dr, NACH Dr, NETC), Card Payments (Debit and Credit Cards) and Prepaid Payments Instruments; Source: RBI, CRISIL MI&A

Financial inclusion is on a fast path in India

According to the World Bank’s Global Findex Database 2021, the global average percentage of adult population with an account opened with a bank, financial institution or mobile money provider, was approximately 78% in CY 2021. India’s financial inclusion has improved significantly over CYs 2014 to 2021 as adult population with bank accounts increased from 53% to 78% (Source: Global Findex Database) due to the Indian government’s efforts to promote financial inclusion and the proliferation of supporting institutions.

Adult population with a bank account (%): India vis-à-vis other countries



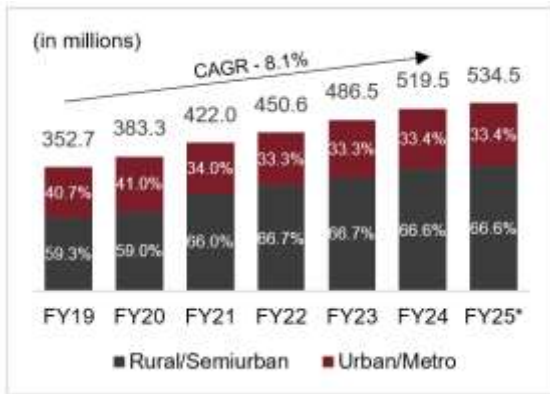
Notes: 1. Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Account penetration is for the population within the age group of 15+, Source: World Bank – The Global Findex Database 2021, CRISIL MI&A

The two key initiatives launched by the Government to promote financial inclusion are the Pradhan Mantri Jan Dhan Yojana (PMJDY) and Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY). Under the PMJDY, the Government’s aim is to ensure that every household in India has a bank account which they can access from anywhere and avail all financial services such as savings and deposit accounts, remittances, credit and insurance affordably. PMJJBY is a one-year life insurance scheme that offers a life cover of ₹0.2 million at a premium of ₹436 per annum per member, which can be renewed every year. The Government has also launched the Pradhan Mantri Suraksha Bima Yojana (PMSBY), an accident insurance policy that offers an accidental death and full

disability cover of ₹0.2 million at a premium of ₹20 annually. As per the Government, more than 100 million people have registered for these two social security schemes.

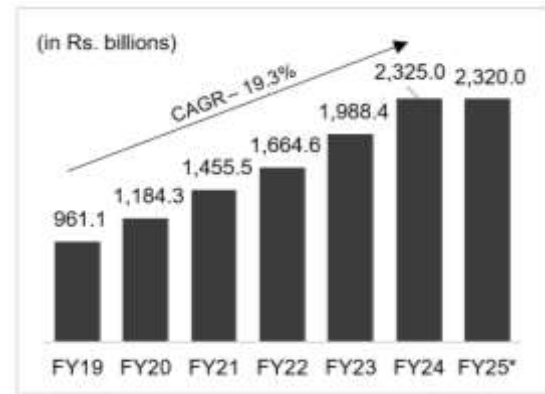
As of September 11, 2024, 535 million PMJDY accounts had been opened, of which around 67% were in rural and semi-urban areas, with total deposits of ₹2,319 billion. (Source: Pradhan Mantri Jan-Dhan Yojana: Progress Report)

Number of PMJDY accounts



Note: Fiscal 2025 data is until September 11, 2024;
Source: PMJDY; CRISIL MI&A

Total balance in PMJDY accounts

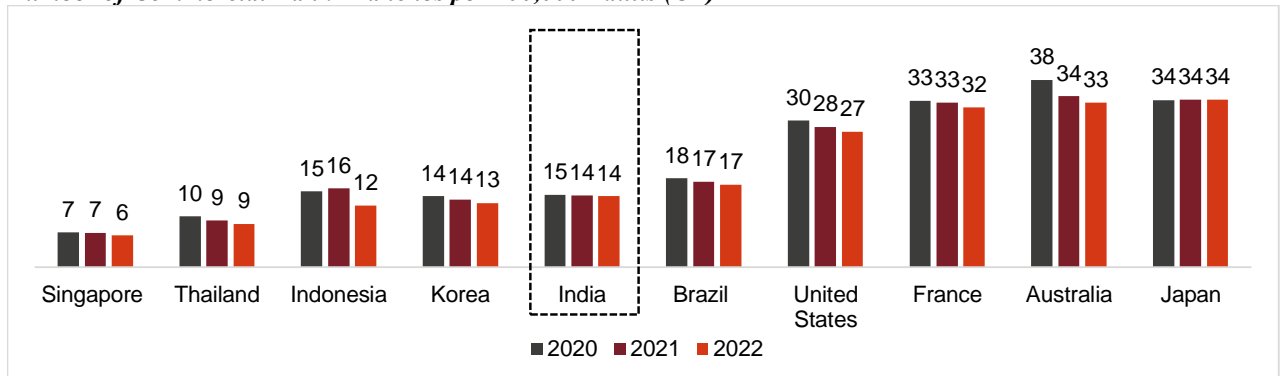


Note: Fiscal 2025 data is until September 11, 2024;
Source: PMJDY; CRISIL MI&A

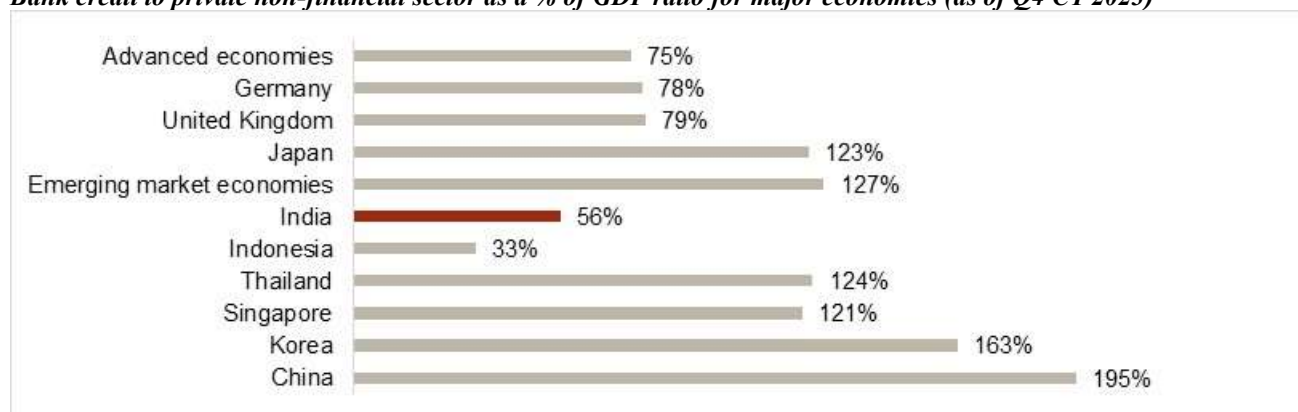
Under-penetration of the Indian banking sector provides opportunities for growth

The Indian banking sector is significantly under-penetrated as observed in the current bank credit-to-GDP ratio of 56% for India as of the fourth quarter of CY 2023. The number of commercial bank branches as well as ATMs in India per 100,00 people, contrast in comparison to other countries. This provides immense opportunities for banks and other financial institutions over the long term.

Number of Commercial Bank Branches per 100,000 Adults (CY)



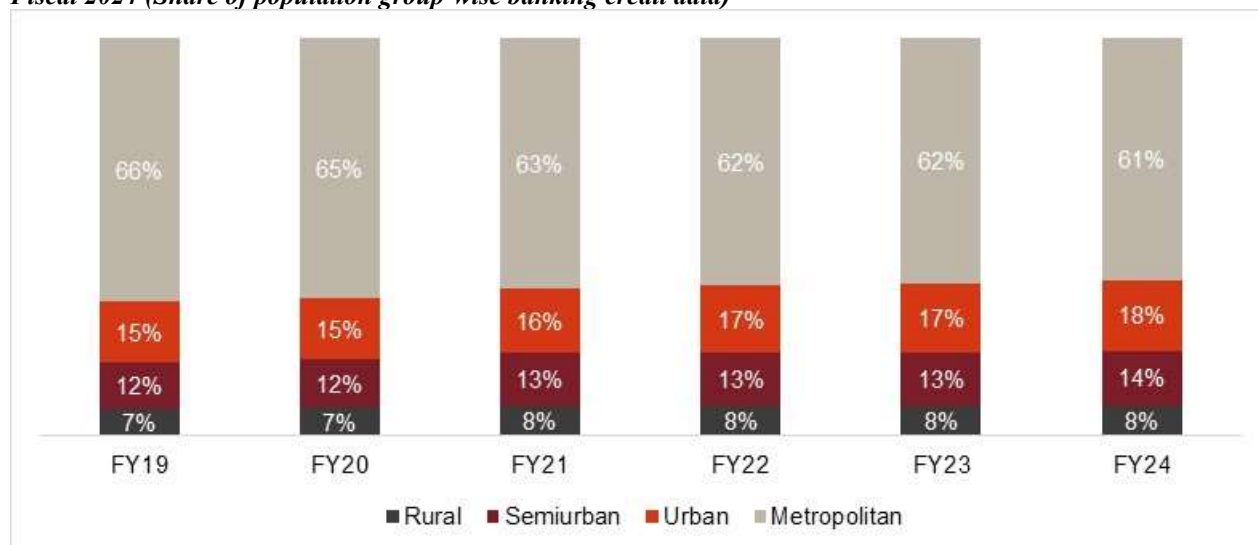
Bank credit to private non-financial sector as a % of GDP ratio for major economies (as of Q4 CY 2023)



Note: Emerging market economies comprise Argentina, Brazil, Chile, China, Colombia, Czechia, Hong Kong SAR, Hungary, India, Indonesia, Israel, Korea, Malaysia, Mexico, Poland, Russia, Saudi Arabia, Singapore, South Africa, Thailand, and Turkey; advanced economies comprise Australia, Canada, Denmark, the euro area, Japan, New Zealand, Norway, Sweden, Switzerland, the United Kingdom, and the United States.

Source: BIS Data, CRISIL MI&A

Share of rural and semi-urban regions in banking credit increased marginally between Fiscal 2019 and Fiscal 2024 (Share of population group-wise banking credit data)



Source: RBI, CRISIL MI&A

Rural economy is becoming structurally far more resilient

According to Census 2011, there are about 640,000 villages in India, which are inhabited by about 893 million people. The rural economy is far more resilient today due to increased spends under PM-Kisan scheme, Mahatma Gandhi National Rural Employment Guarantee Act, 2005 and irrigation programmes. Additionally, schemes such as direct benefit transfer (“DBT”), PM Ujjwala Yojana for cooking gas, PM Awas Yojana for housing, and Ayushman Bharat scheme for healthcare are supporting growth in rural areas. To supplement this, there has been a continuous improvement in rural infrastructure, such as electricity and roads. These government initiatives have led to lesser leakages and higher incomes in the hands of the rural populace, thereby enhancing their ability and willingness to spend on discretionary products and services. The structural changes, combined with a positive macro environment, are expected to improve rural business prospects, provide business opportunities for the banking and financial services sector and drive the long-term growth of the economy.

Rural sector supporting India growth story

India’s rural segment has been a key driver of the country’s consumption growth story in recent years. In the past decade, the rural segment in India has expanded at a rapid pace, driven by factors, such as rising disposable income, urbanisation, and the proliferation of e-commerce.

According to the Economic Survey (2023-2024), the government strategy has been that of an integrated and sustainable development of rural India. The government aims to fuel rural growth through decentralised planning, better access to credit, skilling of youth, enhanced livelihood opportunities, empowerment of women, social security net provision, basic housing, education, health and sanitation facilities, etc.

Additionally, e-commerce has been a significant contributor to the growth of rural areas. The e-commerce market in India has grown exponentially in recent years. This growth can be attributed to increased internet penetration, the proliferation of smartphones, and the convenience offered by online shopping.

The government has taken various steps to improve overall financial inclusion:

- **Direct-benefit transfer (DBT):** DBT has been instrumental in the acceleration of financial inclusion since it has helped eliminate human interface and leakages in the system, ensuring timely, accurate and quality services and fund transfers to the beneficiaries. This tool has helped in the disbursement of benefits to a wide population spread geographically through 312 government schemes, such as the Pradhan Mantri Matru Vandana Yojana (PMMVY) for women, Pradhan Mantri Ujjwala Yojana (PMUY), Krishi Unnati Yojana (KUY) or Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) for beneficiary bank accounts held by any gender. The total DBT was ₹5,566 billion in Fiscal 2024 (provisional figures) and Cumulative Total DBT was ₹35,410 billion as of March 2024.
- **Aadhaar:** It has played a critical role in promoting financial inclusion in India by enabling easy and efficient identification of individuals and reducing the need for physical documents. Aadhaar has been used for various initiatives, such as PMJDY, DBT, mobile wallets, and e-KYC, to improve financial access.
- **Mobile banking:** The government has promoted mobile banking to make financial services accessible to people who are unable to access physical bank branches. Mobile banking has increased financial inclusion in rural areas. Some of the mobile banking initiatives for financial inclusion are United Payments Interface (UPI), mobile wallets, Jan Dhan Yojana Mobile App, and business correspondent (BC) model.
- **Financial literacy programmes:** The government has launched various financial literacy programmes to educate people about the benefits of financial planning and management. These programmes aim to improve financial literacy among the marginalised sections of the society and empower them to make informed financial decisions. The government and financial institutions have launched various financial literacy programmes (National Centre for Financial Education, Swabhimaan, etc.) to improve financial literacy among the general public, especially in rural areas.
- **Kisan Credit Card (KCC):** The KCC scheme aims at providing adequate and timely credit support to farmers for their agricultural activities at various stages of farming. According to Ministry of Finance, Department of Financial Services, total number of operative KCC accounts stood at 73.6 million, with total outstanding amount of ₹8.86 lakh crores as of June 30, 2023.
- **National Pension Scheme (NPS):** Regulated by the Pension Fund Regulatory and Development Authority (PFRDA), NPS is mandatory for Central government employees and voluntary for corporates and all citizens (aged 18-65 years) with matching contributions by the employer. As of May 31 2024, National Pension System Trust reported assets under management (“AUM”) of ₹372 billion and a subscriber base of 56 million.
- **Priority-sector lending:** PSL is an important policy tool used by the RBI to promote financial inclusion in India. The PSL requirement mandates banks to allocate a specified percentage (40% in case of scheduled commercial banks and 75% for regional rural banks and small finance banks) of their lending portfolio to priority sectors, such as agriculture; MSMEs; education; housing; and other weaker sections of the society. Lending to such priority sectors not only increases the credit access to underserved sectors but also lead to higher economic growth and promotes inclusive development. It also encourages banks to develop innovative products and services specifically for priority sectors. As of Fiscal 2024, bank credit to PSL stood at ₹59.1 trillion (which is 45.1% of adjusted net bank credit), up from ₹50.2 trillion from Fiscal 2023. (provisional amounts from the RBI’s annual report).
 - Priority sector lending ensures credit flow to underserved segments of the population through banks. PSL also encourages bridging the gap between rural and urban credit and hence lower regional imbalances. PSL is also used by the government to ensure that credit is given to sectors which can help the country in the long term. PSL mandates banks to lend to MSMEs, which ultimately adds to the overall manufacturing output of the country.
- **Small Saving Schemes:** Sukanya Samridhi Yojana is a savings scheme designed by the government especially for female children. Parents of a female child can save for their education and marriage purposes through this investment scheme. The scheme was launched as a part of the Beti Bachao, Beti

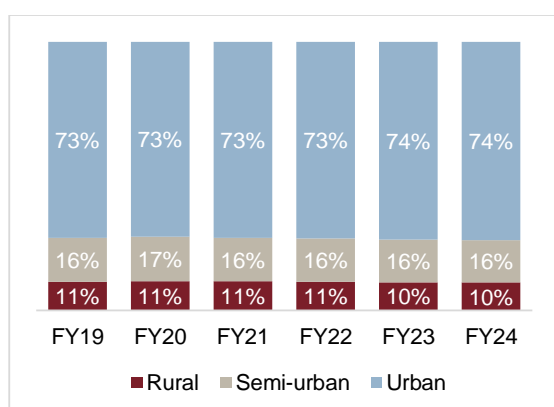
Padhao campaign. As of December 2023, 3.2 crore accounts were active as part of the scheme. Mahila Samman Savings Certificate was launched as a part of Union Budget 2023-2024 through which women of any age could open an account with a minimum deposit of ₹1,000 and maximum deposit of ₹2,00,000 provided with a facility of partial withdrawal. The interest rate for the accounts was declared at 7.5% p.a., which will be compounded quarterly. Other small saving schemes available include Kisan Vikas Patra.

Rural India accounts for 47% of GDP, but only 10% of deposits and 8% of credit

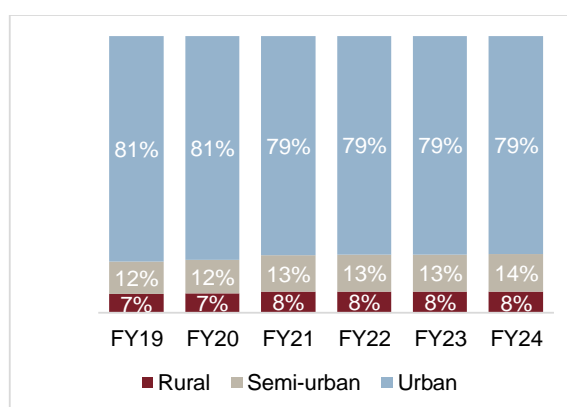
Rural India has a crucial role to play, as 65% of the population resides in rural areas, as per 2021 data from the Economic Survey (January 2023) and as per the Census data of 2011, there are over 6.4 lakh villages in India. As per CRISIL MI&A estimates, about 47% of India's GDP comes from rural areas; however, their share of bank penetration is abysmally low at just 10% of total banking deposits and 8% of total banking credit as of March 2024. Lack of bank infrastructure, low level of financial literacy and investment habits, along with lack of formal identification, are some of the reasons for low penetration.

Share of bank credit and deposits shows low penetration in rural areas

Population group-wise share of deposit



Population group-wise share of credit



Note: Urban includes data for urban and metropolitan areas, Above data represents indicators for scheduled commercial banks in India, E: Estimated.

Source: RBI; CRISIL MI&A

OVERVIEW AND MARKET LANDSCAPE OF NBFC SECTOR IN INDIA

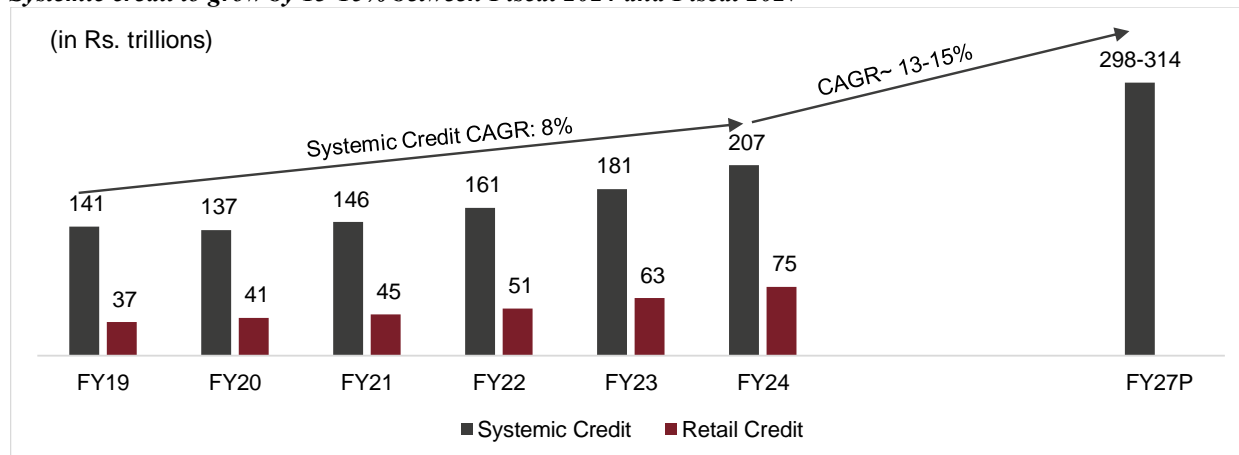
Systemic Credit

Corporate credit determines the growth in overall credit as it accounts for nearly two-third of systemic credit. The slowdown in economic activity, coupled with heightened risk aversion among lenders, tightened the overall credit growth to approximately 6.3% in Fiscal 2021. In Fiscal 2022, the systemic credit growth picked up steam despite the second wave of COVID-19 hurting economic growth in the first quarter of the fiscal. The retail credit has been a strong driving force behind the growth in overall credit. Retail credit witnessed a growth of 9% year-on-year during Fiscal 2021 and 13% during Fiscal 2022, while non-retail credit grew at a slower pace of 3% and 9% during Fiscal 2021 and Fiscal 2022.

The systemic credit grew at 10.5% year-on-year in Fiscal 2022 to reach approximately ₹161 trillion. The growth was mainly driven by the budgetary push towards investments, pick-up in private investment, and business activities. In Fiscal 2023, systemic credit showed strong growth at 12.8% year-on-year on back of pent-up retail demand. In Fiscal 2024, credit growth was healthy at 14.1% year-on-year on the back of disbursements to the retail segment, resilient demand for home and vehicle loans and supported by the services segment with healthy demand from NBFC's and trade segments.

Going forward in Fiscal 2025, loan growth in the retail segment, although normalizing, is expected to remain the top credit growth driver supported by banks' focus in expanding their retail portfolios. The normalisation is due to moderation in credit growth of unsecured credit owing to RBI's risk weight circular (Regulatory Measures towards consumer credit and bank credit to NBFCs, November 2023). CRISIL MI&A projects systemic credit to grow at 13-15% between Fiscal 2024 and Fiscal 2027.

Systemic credit to grow by 13-15% between Fiscal 2024 and Fiscal 2027



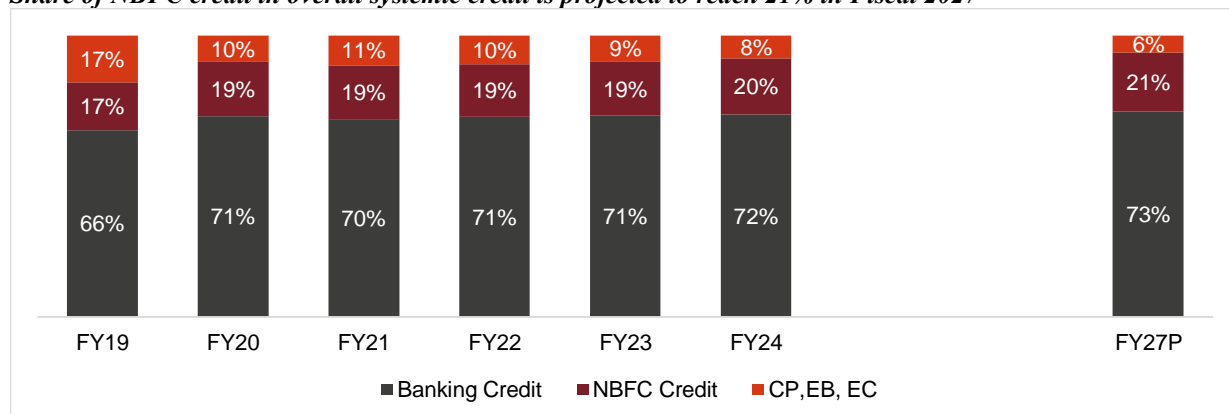
Note: P: Projected, E: Estimated, Systemic credit includes domestic banking credit (after deduction of bank lending to NBFC), NBFC credit, commercial papers, external borrowings, corporate bonds excluding those issued by Banks and NBFC.
Source: RBI, Company Reports, CRISIL MI&A

NBFC Credit to Real GDP (%)



Source: CRISIL MI&A estimates

Share of NBFC credit in overall systemic credit is projected to reach 21% in Fiscal 2027

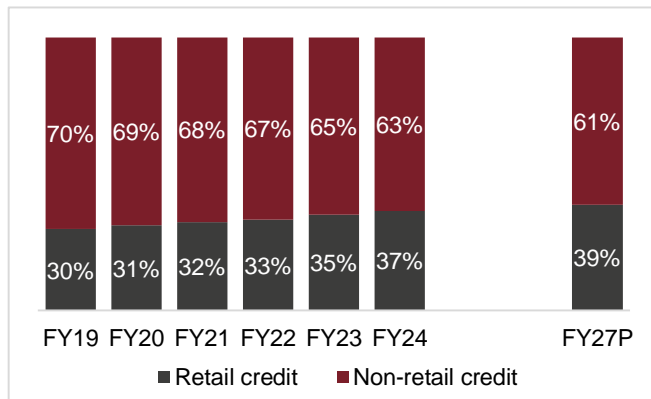


Note: P: Projected; Systemic credit includes domestic banking credit, NBFC credit, commercial papers (CP), external borrowings (EB), corporate bonds (CB) excluding those issued by Banks and NBFC; Source: RBI, Company Reports, CRISIL MI&A

The retail credit (which includes Housing finance, Vehicle Financing, Gold Loans, Education Loans, Consumer Durables, Personal loans, credit cards and microfinance) in India stood at ₹75 trillion, as of Fiscal 2024, which rapidly grew at a CAGR of 15% between Fiscals 2019 and 2024. Retail credit growth in Fiscal 2020 was around approximately 12%, which came down to approximately 9% in Fiscal 2021. However, post-pandemic, retail credit

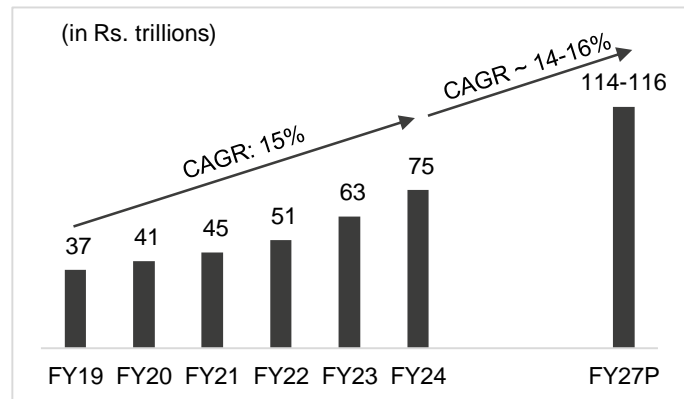
growth revived back to reach approximately 13% in Fiscal 2022. In Fiscal 2023, retail credit has grown at around 22% on a year-on-year basis due to strong growth in retail book of private banks as compared to public banks. Retail credit grew at 20% in Fiscal 2024 supported by steady demand in underlying assets like housing, auto and growth in credit card and personal loans growth driven by consumption. The Indian retail credit market has grown at a strong pace over the last few years and is expected to grow further at 14-16% between Fiscal 2024 and Fiscal 2027 with risks evenly balanced. Moreover, the increasing demand and positive sentiments in the Indian retail credit market presents an opportunity for both banks and NBFCs to broaden their investor base. However, RBI's risk weight circular, sustained inflation and increase in lending rates could play spoilsport in the retail credit growth.

Retail segment is projected to account for 39% of overall systemic credit as of Fiscal 2027



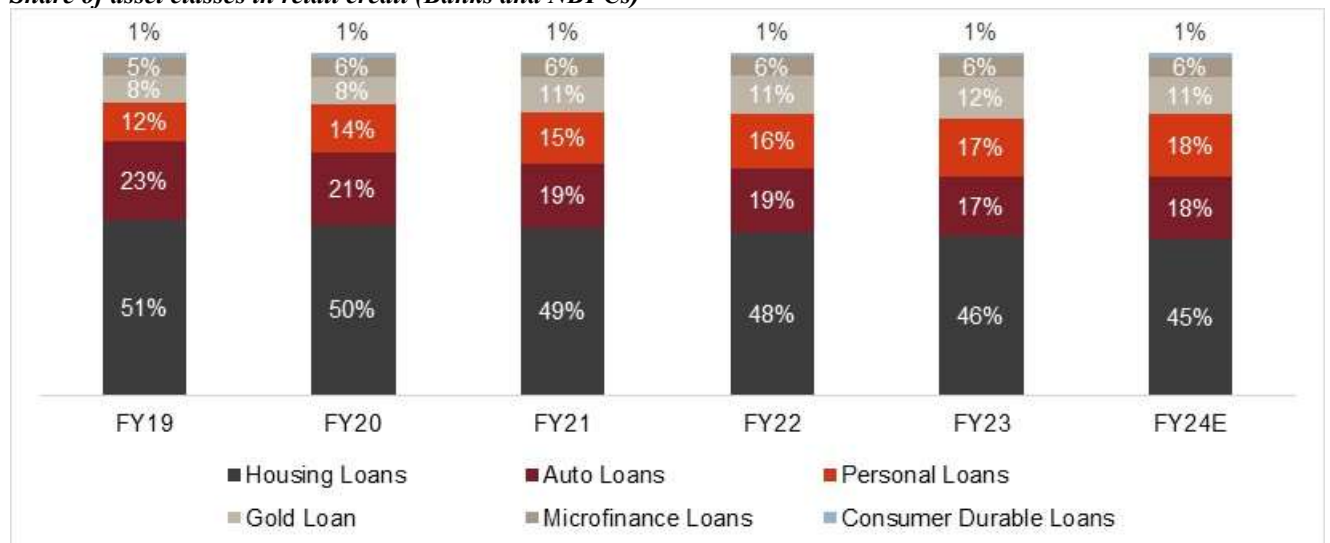
Note: E: Estimated, P: Projected
Source: RBI, CRISIL MI&A

Retail credit growth is projected to grow on a strong footing from Fiscal 2024 to Fiscal 2027



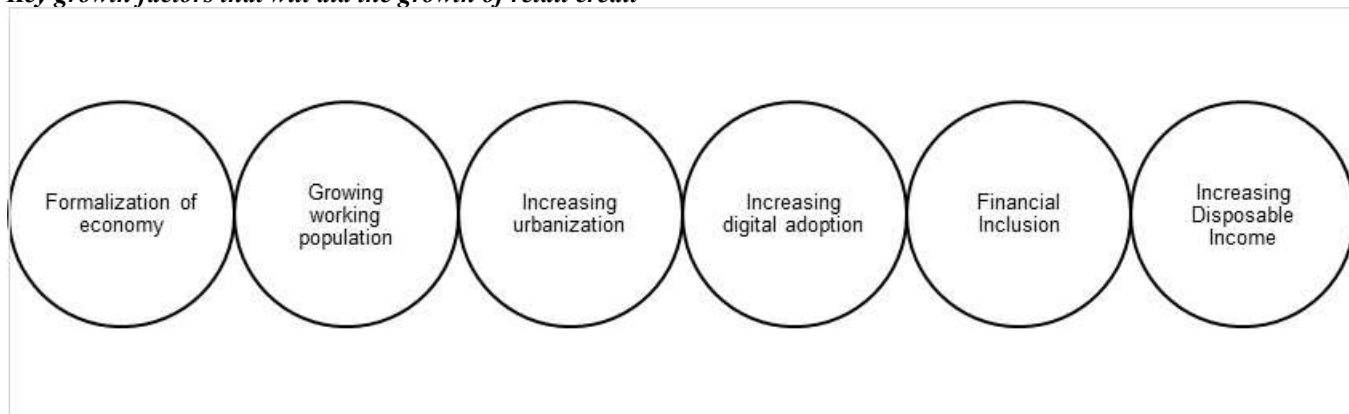
Note: E: Estimated, P: Projected
Source: RBI, CRISIL MI&A

Share of asset classes in retail credit (Banks and NBFCs)



Note: Auto Loans include personal vehicle loans, commercial vehicle loan, two-wheeler loan and used car loan. The above data includes portfolio outstanding of banks as well as NBFCs.
Source: CRISIL MI&A

Key growth factors that will aid the growth of retail credit



Overview of NBFC Sector in India

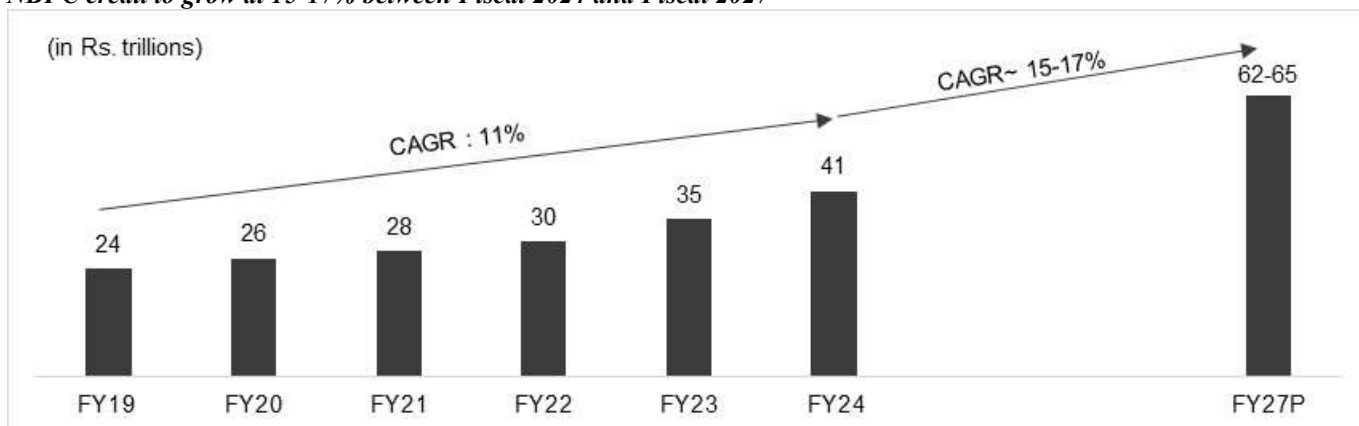
The Indian financial system includes banks and non-banking financial companies (NBFCs). Though the banking system dominates financial services, NBFCs have grown in importance by carving a niche for themselves by catering to customers in underbanked regions or those who would not be catered to by traditional financial institutions, due to absence of credit history or lack of proper collateral records.

NBFC credit to grow faster than systemic credit

The credit growth of NBFCs, which has trended above India’s GDP growth historically, is expected to continue to rise at a faster pace. NBFCs have shown remarkable resilience and gained importance in the financial sector ecosystem, growing from less than ₹2 trillion AUM at the turn of the century to ₹41 trillion at the end of Fiscal 2024. During Fiscals 2019 to 2024, NBFC credit is estimated to have witnessed a growth at CAGR of 11%. Rapid revival in the economy is expected to drive consumer demand in Fiscal 2025, leading to healthy growth in NBFCs.

Going forward, CRISIL MI&A expects NBFC credit to grow at 15-17% between Fiscal 2024 and Fiscal 2027 driven by growth in retail segment, and MSME loans in the wholesale segment.

NBFC credit to grow at 15-17% between Fiscal 2024 and Fiscal 2027



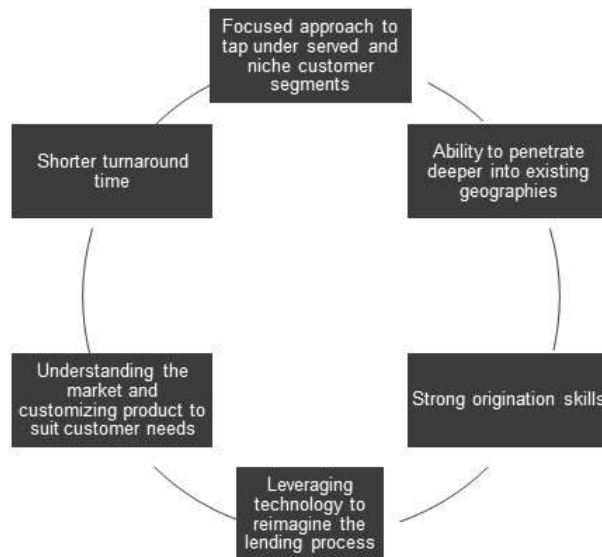
Note: P = Projected, E: Estimated; HDFC is not considered while calculating overall NBFC Credit, Source: RBI, Company reports, CRISIL MI&A,

NBFC’s share in systemic credit is estimated to have increased from 12% in Fiscal 2008 to 20% in Fiscal 2024. Overall, consolidation in certain corporate groups and other corporate activities indicate buoyancy in the NBFC space and expectations of healthy credit growth.

CRISIL MI&A believes that NBFCs will remain a force to reckon within the Indian credit landscape, given their inherent strength of providing last-mile funding and catering to customer segments that are less in focus by the Banks. Going forward, NBFCs are expected to continue to gain market share over other lenders due to their ability to provide flexible lending solutions and tailored services, focused approach to tap under-served and niche

customer segments, ability to penetrate deeper into geographies, leveraging technology to reimagine the lending process, strong origination skills and shorter turnaround time.

Growth of NBFCs reflects the customer value proposition offered by them



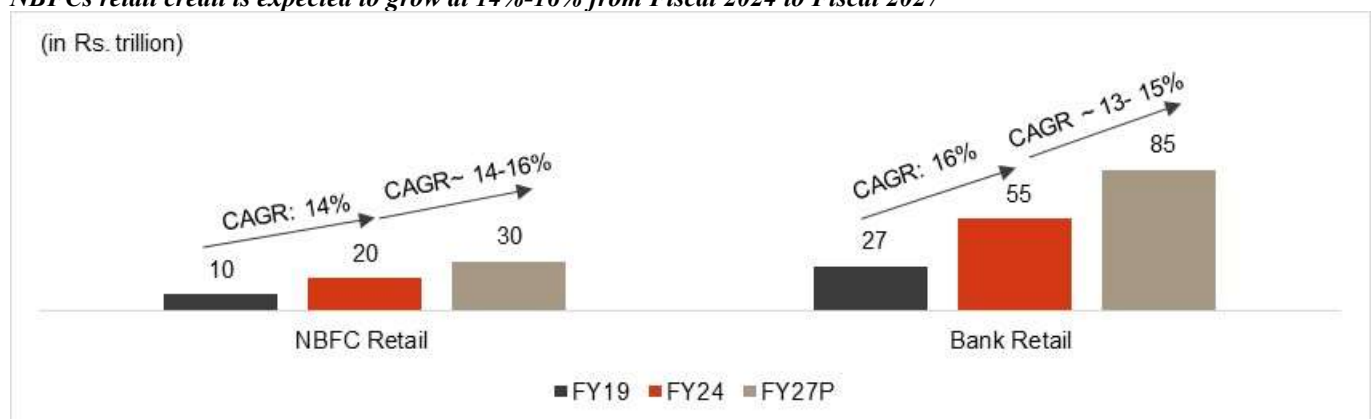
Source: CRISIL MI&A

With high focus on retail loans, NBFCs are driving financial inclusion

The NBFC sector has, over the years, evolved considerably in terms of size, operations, technological sophistication, and entry into newer areas of financial services and products. The number of NBFCs as well as the size of the sector have grown significantly, with a number of players with heterogeneous business models starting operations. The increasing penetration of neo-banking, digital authentication, and mobile phone usage as well as mobile internet has resulted in the modularisation of financial services, particularly credit. Overall NBFC credit during Fiscals 2019 to 2024 is estimated to have witnessed a CAGR of around 11%, which was majorly led by retail segment which is estimated to have witnessed a CAGR of approximately 14%, while NBFC non-retail credit is estimated to have witnessed a CAGR of around 9% during the same time period.

Going forward, growth in the NBFC retail segment is expected at 14-16% from Fiscal 2024 to Fiscal 2027, which will support overall NBFC credit growth, with continued focus on the retail segment and multiple players announcing plans to reduce wholesale exposure.

NBFCs retail credit is expected to grow at 14%-16% from Fiscal 2024 to Fiscal 2027

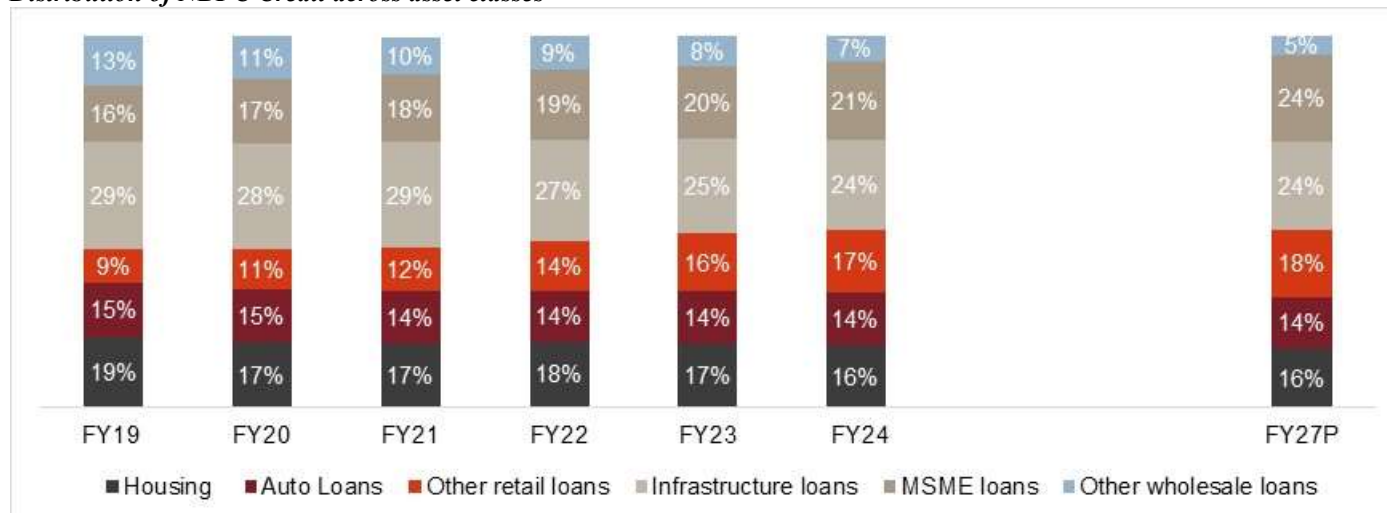


Note: P = Projected; Retail credit above includes housing finance, vehicle finance, microfinance, gold loans, construction equipment finance, consumer durable finance and education loans; Source: Company reports, RBI, CRISIL MI&A

MSME, auto and other retail loans contributed approximately 53% to overall NBFC credit in Fiscal 2024

Though infrastructure accounts for the highest share in NBFC credit (24%) as of Fiscal 2024, its share in the overall NBFC credit outstanding has come down over the past fiscals from 29% in Fiscal 2019. Retail and MSME segments are expected to experience higher growth in the upcoming fiscals. MSME credit accounted for 21% share as of Fiscal 2024, witnessing a rise in its market share from 16% in Fiscal 2019.

Distribution of NBFC Credit across asset classes



Note: Other retail loans include gold loans, microfinance loans, personal loans, consumer durable loans, education loans, other wholesale loans include wholesale loan and construction equipment loan; Source: Company reports, CRISIL MI&A

Growth of asset classes

| Asset class (₹ trillion) | Fiscal 2024E portfolio outstanding (₹ trillion) | Share of NBFCs/HFCs/NBFC-MFIs | Overall portfolio CAGR (Fiscal 2020-Fiscal 2024E) | NBFCs portfolio CAGR (Fiscal 2020-Fiscal 2024E) | Growth Fiscal 2024-Fiscal 2025 for overall portfolio | Growth Fiscal 2024-Fiscal 2025 for NBFCs |
|---------------------------|---|-------------------------------|---|---|--|--|
| MSME Loans | 35.4 | 25% | 18% | 17% | 20-22% | 24-26% |
| Housing loans | 33.7 | 19% | 12% | 10% | 14-15% | 12-13% |
| Retail Auto Loans | 14.1 | 43% | 11% | 11% | 15-16% | 15-16% |
| Personal loans | 13.4 | 23% | 26% | 35% | 16-18% | 24-26% |
| Gold loans | 9.5 | 8% | 33% | 35% | 19-21% | 17-18% |
| Microfinance loans | 4.4 | 49% | 18% | 23% | 16-18% | 18-20% |
| Consumer durables | 0.7 | 66% | 16% | 22% | 20-22% | 22-24% |

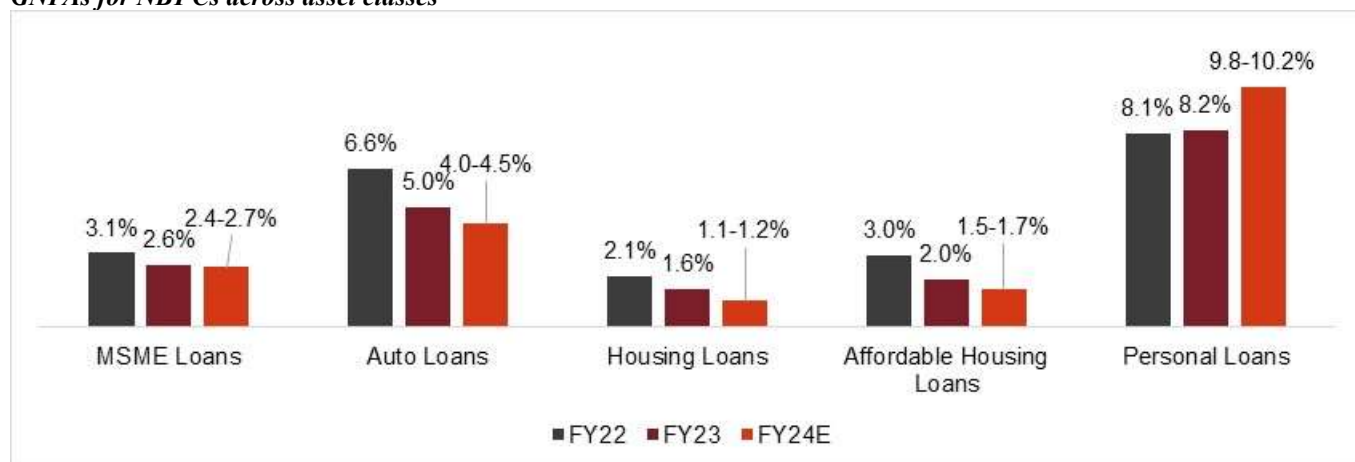
Source: RBI, NHB, MFIN, CRIF and CRISIL MI&A estimates

ROA Tree for NBFCs across asset classes

| Asset Class | Financial Metric | Fiscal 2022 | Fiscal 2023 | Fiscal 2024E | Fiscal 2025P |
|---------------------------------|-------------------------|--------------------|--------------------|---------------------|---------------------|
| MSME Loans | Interest income | 14.50% | 15.50% | 15.5-16% | 15.5-16% |
| | Interest expense | 5.60% | 5.70% | 5.8-6.2% | 5.7-6.1% |
| | Opex | 4.20% | 3.60% | 3.4-3.6% | 3.4-3.6% |
| | Credit Cost | 1.20% | 1.30% | 1.3-1.5% | 1.2-1.4% |
| | ROA | 3.30% | 3.70% | 3.6-3.9% | 3.7-3.9% |
| Auto Loans | Interest income | 12.00% | 12.40% | 13.0-13.4% | 13.3-13.4% |
| | Interest expense | 6.00% | 5.80% | 6.7-6.9% | 6.9-7.1% |
| | Opex | 1.60% | 2.50% | 2.0-2.2% | 2.0-2.2% |
| | Credit Cost | 2.50% | 1.80% | 1.6-1.8% | 1.6-1.8% |
| | ROA | 1.90% | 2.30% | 2.4-2.6% | 2.4-2.6% |
| Housing Loans | Interest income | 8.70% | 9.20% | 9.5-9.7% | 9.6-9.7% |
| | Interest expense | 5.70% | 5.90% | 6.2-6.4% | 6.2-6.4% |
| | Opex | 0.90% | 0.90% | 0.8-1.0% | 0.8-1.0% |
| | Credit Cost | 0.60% | 0.50% | 0.3-0.5% | 0.2-0.4% |
| | ROA | 1.50% | 1.90% | 1.9-2.1% | 1.8-2.0% |
| Affordable Housing Loans | Interest income | 9.90% | 10.30% | 10.8-11.0% | 10.5-10.7% |
| | Interest expense | 5.40% | 5.40% | 5.8-6.0% | 5.5-5.7% |
| | Opex | 1.50% | 1.70% | 1.7-1.9% | 1.9-2.1% |
| | Credit Cost | 0.70% | 0.40% | 0.1-0.2% | 0.3-0.4% |
| | ROA | 2.30% | 2.80% | 2.8-3.0% | 2.6-2.8% |
| Personal Loans | Interest income | 16.40% | 16.80% | 16.6-17.0% | 16.6-17.0% |
| | Interest expense | 6.50% | 6.70% | 6.6-6.8% | 6.7-6.9% |
| | Opex | 4.50% | 4.40% | 4.2-4.4% | 4.2-4.4% |
| | Credit Cost | 3.60% | 3.20% | 2.8-3.2% | 2.6-2.8% |
| | ROA | 3.60% | 3.20% | 2.8-3.2% | 2.9-3.3% |

Source: CRISIL MI&A, Company Documents, Note: Ratios on average total assets

GNPAs for NBFCs across asset classes



Source: CRISIL MI&A, Company Documents, Note: Ratios on average total assets

MSME LOANS

Overview of MSME sector in India

The MSME (Micro Small and Medium Enterprises) sector has experienced remarkable growth and transformation, becoming a cornerstone of India's economy. The estimated number of MSMEs in India is around 70 million as of Fiscal 2022. MSMEs in India are significantly contributing to the economy by generating substantial employment opportunities at a lower capital investment compared to larger industries. Additionally, they facilitate the industrialisation of rural and underdeveloped regions, thereby mitigating regional disparities and promoting a more equitable distribution of national income and wealth. The MSME sector contributes to India's socio-economic development by providing huge employment opportunities in rural and backward areas and reducing regional imbalances.

The Government expects that MSMEs' contribution to GDP to increase from 29.2% in Fiscal 2022 to 40-50% by Fiscal 2030. As of Fiscal 2024, MSMEs contribute a 45.73% share of India's exports. Further, as on October 2024, the total employment recorded on the UDYAM registration portal (since inception July 1, 2020 to October 8, 2024) is 196.0 million.

MSME segment accounts for about around 29% of Indian GDP

| Rs trillion | Total MSME GVA | Growth (%) | Total GVA | Share of MSME in GVA (%) | All India GDP | Share of MSME in All India GDP (in %) | Number of MSMEs (in millions) * |
|-------------|-----------------|------------|-----------|--------------------------|---------------|---------------------------------------|---------------------------------|
| Fiscal 2016 | 41 | 11.0% | 126 | 32.3% | 138 | 29.7% | 63.5 |
| Fiscal 2017 | 45 | 10.9% | 140 | 32.2% | 154 | 29.2% | 65.5 |
| Fiscal 2018 | 51 | 13.0% | 155 | 32.8% | 171 | 29.8% | 66.5 |
| Fiscal 2019 | 57 | 12.9% | 172 | 33.5% | 190 | 30.0% | 68.5 |
| Fiscal 2020 | 61 [^] | 7.6% | 184 | 33.4% | 201 | 30.5% | NA |
| Fiscal 2021 | 54 [^] | -12.0% | 182 | 29.7% | 198 | 27.2% | NA |
| Fiscal 2022 | 69 [^] | 27.1% | 214 | 32.0% | 235 | 29.2% | 70.0 |
| Fiscal 2023 | 81 [^] | 8% | 246 | 30.1% | 269 | NA | NA |

Note: (*) – Estimated, All India GDP as of current prices. (^) Calculated numbers, Source: MSME Ministry Annual reports, Role of MSME Sector in India- Ministry of Micro, Small & Medium Enterprises, Source: <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1946375>, CRISIL MI&A

Snapshot of MSMEs in India



Note: *Data as of Fiscal 2023, ^ Data as of Fiscal 2022 ** The numbers are estimated.

Source: MSME Ministry Annual report for Fiscal 2023, MSME Ministry Annual report for Fiscal 2024, Ministry of Micro, Small & Medium Enterprises (Source: <https://www.pib.gov.in/PressNoteDetails.aspx?NotelD=152063&ModuleId=3®=3&lang=1>), CRISIL MI&A

The RBI has adopted the definition of MSMEs in line with the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. This definition is based on investments in plant and machinery in the manufacturing and services sectors. To bring in more enterprises under the ambit of MSMEs and widen the definition of MSMEs considering inflation over the past few years, in June 2020, the Government revised the MSME investment limit across each category and introduced an alternate and additional criterion of turnover buckets to the definition. It further removed the difference between the definition of manufacturing based and services based MSMEs.

In June 2021, the Indian government has included retailers and wholesalers under the MSMEs definition to extend the benefits of priority sector lending to traders as well. The move is structurally positive from a long-term perspective, as it will enable entities operating in the segment to register on Government's Udyam portal, participate in government tenders and avail financing options/benefits available to the category.

New MSME definition removed distinction between manufacturing and services

| Old MSME classification | | | |
|--|---------------------------|--------------------------|---------------------------|
| Criteria: Investment in plant and machinery or equipment | | | |
| Classification | Micro | Small | Medium |
| Manufacturing enterprises | Investment < ₹2.5 million | Investment < ₹50 million | Investment < ₹100 million |
| Services enterprises | Investment < ₹1 million | Investment < ₹20 million | Investment < ₹50 million |

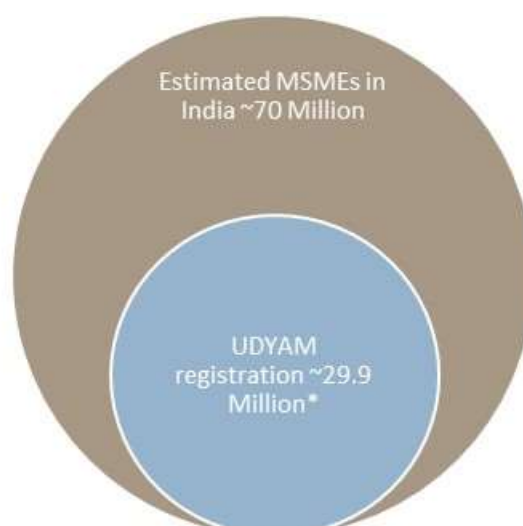
| Revised MSME classification | | | |
|--|---|---|---|
| Composite Criteria: Investment and annual turnover | | | |
| Classification | Micro | Small | Medium |
| Manufacturing and Services enterprises | Investment < ₹10 million and Turnover < ₹50 million | Investment < ₹100 million and Turnover < ₹500 million | Investment < ₹500 million and Turnover < ₹2.5 billion |

Source: MSME Ministry, CRISIL MI&A

Formalisation of MSMEs: Around 36% of total estimated MSMEs in India are registered under UDYAM system

After the government revised the definition of MSMEs in June 2020, MSMEs that had an existing MSME registration (Udyog Aadhaar Number or UAN), or Enterprise Memorandum (“EM”), were required to re-register themselves under UDYAM. Thereafter, in August 2020, the RBI issued a notification allowing financiers to obtain the UDYAM certificate from entrepreneurs for lending purposes.

There has been a large push for formalisation of MSMEs in recent years. In Fiscal 2016, MSMEs registered on the UDYAM portal (similar government portals) were almost 0.5 million, which increased to approximately 24.9 million in Fiscal 2024. As of October 8, 2024, close to 29.9 million MSMEs are registered on UDYAM. A UDYAM certificate will be required by MSMEs for taking benefit of any scheme of the Central government. The UDYAM portal is also integrated with the Government e-Marketplace (“GeM”) and the Trade Receivables and Discounting System (“TReDS”), so that enterprises can participate in government procurement and have a mechanism for discounting their bills.



Note: *As of October 8, 2024, Source: MSME Ministry, CRISIL MI&A-

Year-wise and MSME category-wise registration of MSMEs

| Year/ Category | Fiscal 2016 | Fiscal 2024 |
|-------------------|----------------|-------------------|
| Micro | 421,516 | 24,097,281 |
| Small | 70,866 | 708,216 |
| Medium | 2,631 | 67,481 |
| Total | 495,013 | 24,872,978 |

Source: Development Commissioner Ministry of Micro, Small & Medium Enterprises (DCMSME), UDYAM Registrations, CRISIL MI&A

Top 10 State-wise UDYAM registration of MSMEs

| | | |
|----------------|-----------|-----|
| MAHARASHTRA | 4,850,492 | 16% |
| TAMIL NADU | 2,915,295 | 10% |
| UTTAR PRADESH | 2,844,236 | 10% |
| RAJASTHAN | 2,119,790 | 7% |
| GUJARAT | 2,076,024 | 7% |
| KARNATAKA | 1,693,952 | 6% |
| MADHYA PRADESH | 1,439,861 | 5% |
| WEST BENGAL | 1,257,613 | 4% |
| BIHAR | 1,214,335 | 4% |
| PUNJAB | 1,132,902 | 4% |

Note: (*) Based on Cumulative MSME registration as of October 8, 2024 (https://dashboard.msme.gov.in/Udyam_Statewise.aspx) Source: UDYAM Registrations, CRISIL MI&A

Overview of MSME financing in India

MSME credit gap

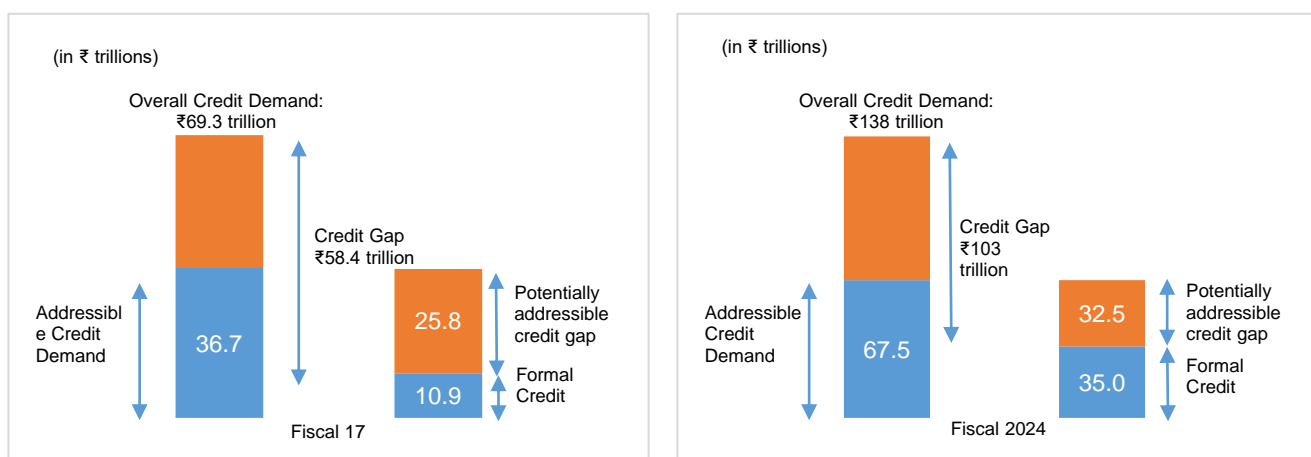
High risk perception and prohibitive cost of delivering services physically have constrained formal lending to MSMEs. The emerging self-employed individuals and micro, small and medium enterprise segment is largely unaddressed by lending institutions in India.

An IFC report titled Financing India's MSMEs (November 2018) estimated the MSME credit demand at ₹69.3 trillion in Fiscal 2017, of which only approximately 16% of demand was met through formal financing and consequently, the MSME credit gap (defined as the gap between the demand for funds amongst MSMEs and the supply from formal financiers) was estimated at ₹58.4 trillion. This gap was met through informal sources including moneylenders, chit funds and personal sources from friends and relatives. The interest rate for these sources generally ranges between 30-60% per annum.

The credit gap is estimated to have further widened over the last four years due to slower economic growth in Fiscal 2020, followed by the COVID-19 pandemic in Fiscal 2021. In Fiscal 2021, the nationwide lockdown to contain the spread of the COVID-19 pandemic disrupted economic activity, hurt demand, impacted working capital needs and supply chain along with future investments and expansions. Furthermore, government schemes post the COVID-19 pandemic such as the ECLGS scheme provided relief only to MSME units with existing loans from a formal financial institution.

As of Fiscal 2024, the MSME credit demand is estimated to be around ₹138 trillion, of which 25% of demand is met through formal financing. Assuming an increase of around 10% annually in the demand for credit and the availability of credit from formal sources, CRISIL MI&A estimates the credit gap to have increased to ₹103 trillion as of Fiscal 2024.

Despite increase in MSME loans outstanding, large credit gap still exists



Note: E: Estimated, Source: IFC report on Financing India's MSMEs dated November 2018, CRISIL MI&A estimates

As per the IFC report titled Financing India's MSMEs (November 2018), out of total MSME credit demand of ₹69.3 trillion in Fiscal 2017, the addressable credit demand was at ₹36.7 trillion after removing demand from new MSMEs, commercially unviable MSMEs and micro MSMEs that do not seek formal financing as these types of MSMEs voluntarily go for informal source of credit on account of the process being much faster, some MSMEs are quite young with no operational track record to prove their credit worthiness to the lender and MSMEs which are estimating near term bankruptcy. Out of the total addressable credit demand of ₹36.7 trillion (53% of the total credit demand of ₹69.3 trillion) in Fiscal 2017, formal source accounted for ₹10.9 trillion taking potentially addressable credit demand gap to ₹25.8 trillion (Fiscal 2017), which represented MSME credit gap that could have been addressed by Financial Institutions in the near term.

On the similar lines, as of Fiscal 2024, CRISIL MI&A estimates the total addressable credit demand at ₹67.5 trillion, out of which current formal financing stands at ₹35 trillion taking the total addressable MSME credit gap to ₹32.5 trillion, which needs to be met by Financial Institutions. CRISIL MI&A expects total addressable credit demand to have increased on account of higher bank support, favourable government policies and increased lender focus with tailored products and technological advancements. Technology and use of various data sources are helping lenders analyse cash flow for NTC (New to Credit) MSME customers faster and bring many MSMEs into the formal financing network. Further, this demand is expected to grow as the Government expects MSMEs' contribution to GDP to increase in the coming years.

Even while the credit gap has increased, new MSME units continue to be set up across India. Between Fiscal 2016 and Fiscal 2022, 18.3 million units were set up, according to the Indian government registration data of MSMEs. Thus, though a myriad of small businesses is set up every day in India, access to credit remains a challenge. However, the industry has witnessed an increase in access to formal credit to MSME, which could be attributed to the increase in the number of UDYAM registered MSMEs.

The two pandemic waves were particularly tough for the MSMEs on account of no or fewer economic activities. The pandemic led to frequent lockdowns and restrictions that interrupted supply chains, demand and hence profitability of the MSMEs. During Fiscal 2023, the Indian economy normalised, with industrialisation and urbanisation picking up pace. As a result, revenue increased by 20% for corporate India, while SMEs' revenue grew 11%. In line with the overall growth, aggregate MSME credit grew 30% in Fiscal 2023. In Fiscal 2024, overall MSME credit grew by 30% due to higher credit demand from MSMEs and higher focus by lenders on the asset class leading to higher disbursements.

Smaller enterprises relatively more starved of credit

The smaller enterprises are much more starved of institutional credit, and therefore, they primarily depend on promoter contribution for working capital and fund requirements. While the access to funding has improved in the last few years, credit remains out of bounds for large swathes of the MSME population in India.

Modes of funding for MSMEs

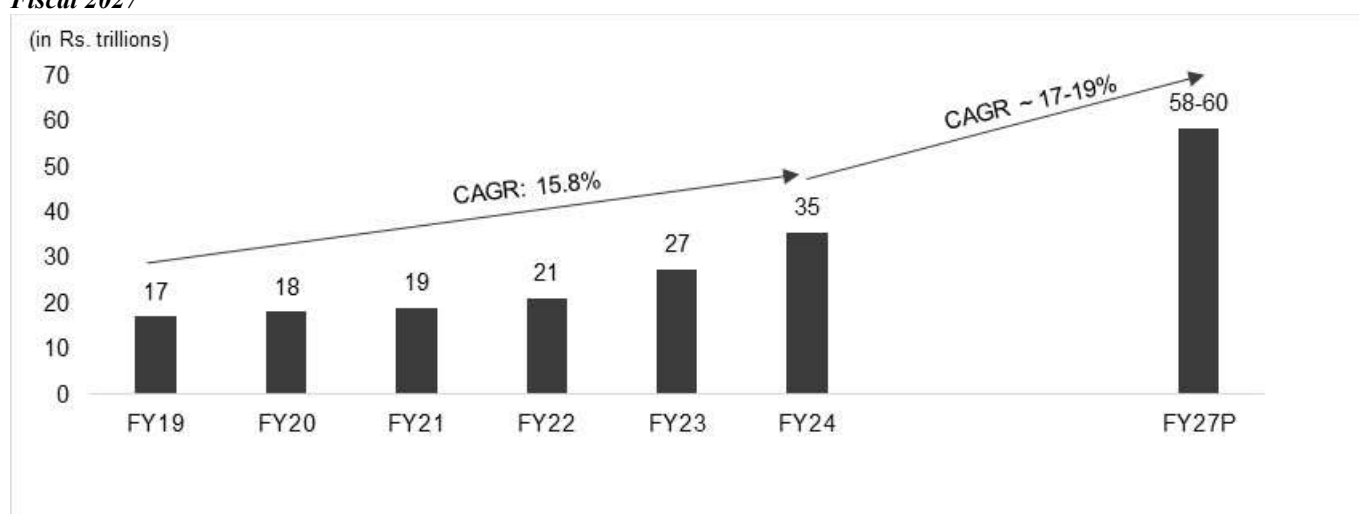
Banks and NBFCs offer various credit products based on the need of MSMEs. Such products include Loan against property, Supply chain financing, Inventory funding, Unsecured business loans, etc.

Loan against property: It is a secured business loans which is disbursed by financial institutions against the mortgage of property. The property act as collateral/security and therefore the financial institution charges comparatively lesser interest rates than unsecured loans.

Supply chain finance (SCF): SCF consists of financing MSMEs against invoices and receivables as intermittent collaterals. It includes providing cash to suppliers against receivables from buyers.

Inventory funding: Inventory acts as one of the most important factors for running business smoothly. Inventory financing facilitate MSMEs to buy adequate inventories which could act as collateral for the loan. It helps MSMEs in maintaining optimal stock levels without impacting their cash flows.

Portfolio outstanding (in ₹ trillions) for MSME portfolio to grow at 17-19% CAGR between Fiscal 2024 and Fiscal 2027



Source: CRISIL MI&A estimates

Growth drivers for MSME Credit

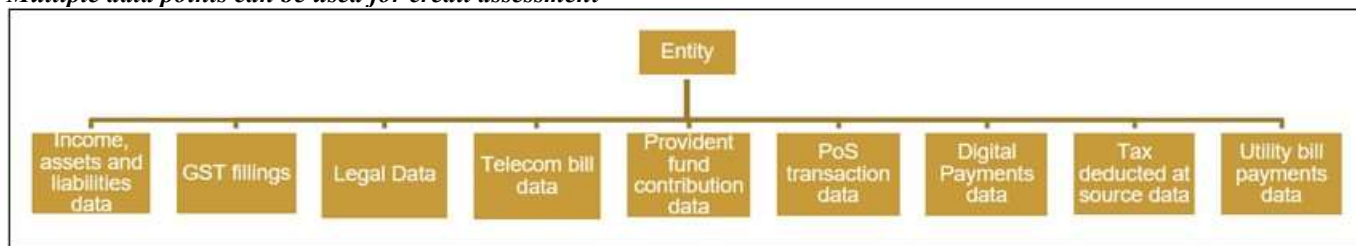
High credit gap in the MSME segment

As per estimates, less than 15% of approximately 70 million odd MSMEs have access to formal credit in any manner as of March 2022. High risk perception and the prohibitive cost of delivering services physically have constrained traditional institutions' ability to provide credit to underserved or unserved MSMEs and self-employed individuals historically. As a result, they resort to credit from informal sources. This untapped market offers huge growth potential for financial institutions. As stated earlier, the credit gap was estimated at around ₹58.4 trillion as of Fiscal 2017 (Source: IFC report named Financing India's MSMEs released in November 2018) and is estimated to have widened further to around ₹103 trillion as of Fiscal 2024.

Increased data availability and transparency

With increased digital initiatives by the MSMEs, the shift towards their formalisation and digitisation has created a plethora of data points for lenders that would help improve the efficacy of credit assessment and gradually enable provision of credit to hitherto underserved customer segments. This increase has created a digital footprint of customers, which can be potentially used for credit decision making, along with other relevant parameters such as customer demographics, business details, credit score, and personal situation of the borrower. Demonetisation and GST have further accelerated formalisation of the Indian economy.

Multiple data points can be used for credit assessment



Source: CRISIL MI&A

Increasing access and faster turnaround time

Due to availability of multiple data points and technology solutions, the lending process involving documentation, verification and processing of the transactions has evolved and now takes much lesser time. Technology led enhancements such as use of big data analytics and social media campaigns to acquire customers, use of direct and derived variables for underwriting, automated processes, minimum documentations, Aadhar based e-KYC, account aggregators and flexible repayment options due to simplified real-time digital payments system have helped reduce processing time, increasing access to credit for borrowers and faster TAT.

Growth in branch network of players in MSME segment

Over past few years, players offering MSME loans have expanded their branch network with the intent to serve a larger customer base. Share of borrowers from top cities in India has been on a declining trend indicating that lenders are shifting their focus on MSMEs in rural and semi urban areas. In the future also, CRISIL MI&A expects lenders with a strong focus on MSME lending and healthy competitive positioning to continue to invest in branch expansion. With increasing branch network, customer acquisition and credit penetration, share of MSME loans is also expected to increase.

Entry of new players and partnerships between them

Lenders are increasing the use of digital platforms to help automate and digitize loan sanctioning process however the borrower is required to possess documents for the initial clearance as stated by the banks. Incumbent traditional lenders will increasingly leverage the network of their partners and/or digital ecosystem to cross-sell products to existing customers, tap customers of other lenders, and cater to new-to-credit customers. This will expand the market for MSME loans.

Robust government support

The government has a special focus on the MSME sector on account of its economic contribution to the economy and number of people employed in the sector. MSMEs in India come under the purview of Government of India, Ministry of MSME, Khadi Village and Coir Industries Commission (KVIC). The government launched Udyam Assist Platform (UAP) on January 11, 2023 to enhance formalisation of the economy. As of June 28, 2024, 19 million informal micro enterprises have joined UAP to come under the formal economy. Government of India has also introduced a new scheme called 'PM Vishwakarma' aiming to improve the quality of products and services of small artisans and craftsman and ensure that their companies are a part of national and global supply chain. The scheme was launched on September 2023. The initial amount to be disbursed under the scheme is ₹13,000 crores for five years from Fiscal 2023-2024 to Fiscal 2027-2028.

Relaxation in the threshold under the SARFAESI Act from ₹5 million to ₹2 million for NBFCs

In the Union Budget 2021-2022, for NBFCs with a minimum asset size of ₹1 billion, the minimum loan size eligible for debt recovery under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act (SARFAESI) Act, 2002 was proposed to be reduced from the existing level of ₹5 million to ₹2 million. The objective of this move is to improve credit discipline while continuing to protect the interest of small borrowers. This relaxation is expected to facilitate recovery from stressed books, help the NBFCs to improve their ability to recover smaller loans and strengthen their overall financial health. More importantly, it acts as a deterrent to default and enhances the enforceability of collateral for players focused on the medium ticket size LAP segment with loans of ₹2 million-₹5 million.

Inclusion of retail and wholesale trade under MSME category

In July 2021, the Ministry of Micro, Small and Medium Enterprises decided to include Retail and Wholesale trade as MSMEs for the purpose of Priority Sector Lending and they would be allowed to be registered on UDYAM Registration Portal. The move is structurally positive from long-term perspective, as it will enable entities operating in the segment to register on Government's UDYAM portal, participate in government tenders and also avail financing options/benefits available to the category. This move will also aid in the formalisation of India's retail trade and enable financial support to small and mid-sized retail businesses. By widening the scope of MSME to cover wholesale as well as retail trade, this move also creates an additional opportunity for MSME lenders to increase their penetration and business.

Prime Minister's Employment Generation Programme (PMEGP) providing margin money to MSMEs

PMEGP is a credit linked subsidy scheme to provide employment opportunities by establishing new micro enterprises in the non-farm sector where margin money is provided to MSMEs availing loan from banks to set up new enterprises. The maximum margin money provided under the scheme for setting up a new project is ₹5 million for manufacturing sector and ₹2 million for service sector. Geo-tagging for the products and services of the units set up under this scheme has been initiated. This will help the enterprises with creating market linkages.

Credit Guarantee Fund Scheme extended to cover NBFCs

One of the major reasons why MSMEs are credit-starved is the insistence by banks or financial institutions for the provision of collateral against loans. Collaterals are not easily available with such enterprises, leading to a high-risk perception and higher interest rates for these MSMEs. In order to address this issue, the government launched the Credit Guarantee Fund Scheme under the aegis of the Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) in order to make collateral-free credit available to micro and small enterprises. In January 2017, the scheme was extended to cover systemically important NBFCs as well.

Digital penetration

The lenders have been increasingly leveraging technology solutions and alternative data to source and underwrite MSME loans. Such changes in MSME lending have been driven by:

Digital/technological changes:

- E-commerce platforms (B2C and B2B): Connecting buyers and sellers
- Introduction of digital lending focused NBFCs: Use of technology to provide MSME lending
- Low-cost internet data availability: Facilitating increase in internet penetration
- Business solutions focussed on MSME such as digitising accounting, workflows, operations, etc., leading to better data availability

Government led initiatives:

- Introduction of UPI: Simplified real-time digital payments
- GST implementation: Simplified business taxes, improved formalisation of businesses
- Aadhaar based e-KYC: Reduced documents requirements, faster TAT, Aadhaar-PAN linkage facilitating lenders to verify information
- ONDC: Facilitated adoption of e-commerce through open protocol

RBI-led initiatives:

- TReDS: TReDS is an electronic platform for facilitating the financing/discounting of trade receivables of MSMEs through multiple financiers
- Account aggregators: Act as a common platform which enable sharing and consumption of data from various entities with user consent

Key success factors for NBFCs offering MSME Loans

- **Ability to dive into deeper geographies with a strong branch network:** Players need to have a clear and deeper understanding of their target customer segment, the markets they operate in and develop a strong local network. The deeper understanding and presence of inhouse sales team for direct sourcing within the segment also leads to lower customer churn.
- **Focussed approach to tap underserved niche borrower segments:** MSME focussed lenders need to build a portfolio with deep understanding of the target segment and market. Specific tailor-made lending products for MSMEs with easier data availability to help lenders take a focussed approach.
- **Strong underwriting capabilities:** MSMEs tend to generally be more impacted by vagaries of the business cycle given their limited financial wherewithal and/or reliance on larger buyers. On account of limited data to support credibility of the MSME borrower, lenders are now using alternate methods of underwriting like cash flow analysis to strengthen their underwriting capabilities.
- **On-the-ground presence to manage collections and maintain portfolio quality:** Additionally, given that players in the segment also cater to a relatively riskier profile, a strong focus on collections and monitoring risk of default at customer level is vital to manage asset quality. Direct Sourcing allows control over the quality of customers and processes involved for disbursement, which can lead to better asset quality, as compared to other methods of customer acquisition.
- **Collateral risk management:** Properties that are used as collateral for MSME loans sometimes lack proper property titles, especially in the outskirts of large cities, semi-urban and rural areas.

OVERALL SECURED MSME (LAP) PORTFOLIO OUTSTANDING

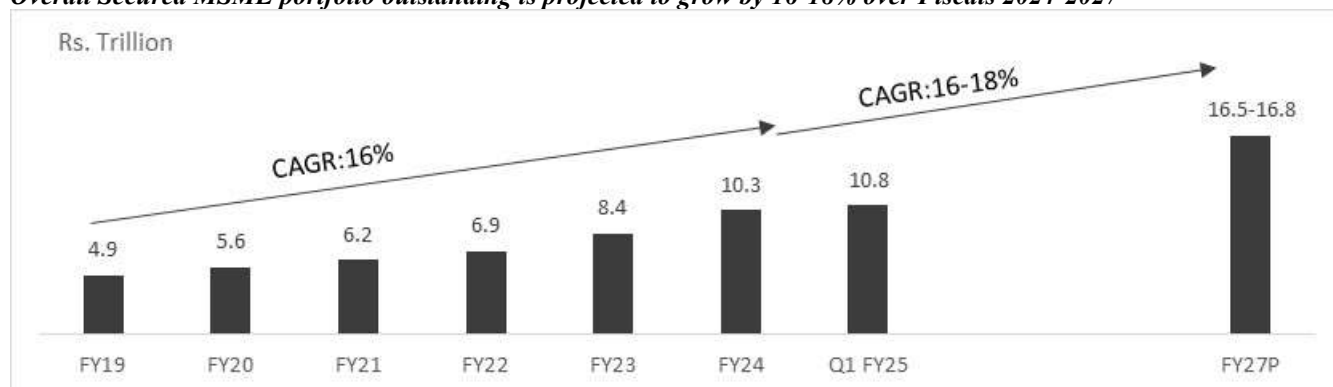
Overall Secured MSME portfolio outstanding is projected to grow by 16-18% over Fiscals 2024-2027

Overall Secured MSME loan (LAP) segment grew at a strong pace with portfolio outstanding registering a CAGR of nearly 16% from Fiscal 2019 to Fiscal 2024. CRISIL MI&A estimates such outstanding secured MSME loans given out by banks and NBFCs to be around ₹10.3 trillion as of Fiscal 2024 and ₹10.8 trillion as of Q1 Fiscal 2025. A secured MSME loan can be obtained by mortgaging a residential or commercial real estate with the lender.

In Fiscal 2022, overall secured MSME loan portfolio outstanding grew at a slower rate of about 11% year-on-year. NBFCs moved towards niche credit assessments without the requirement of property collateral to help provide credit and meet the rapid demand from MSMEs. In Fiscal 2023, overall secured MSME loan segment bounced back with about 22% year-on-year growth as economic activity normalised through support of RBI and centre's promotion of Aatmanirbhar Bharat. In Fiscal 2024, overall secured MSME portfolio grew at about 24% year-on-year backed by robust economic conditions and increase in domestic consumption and growth.

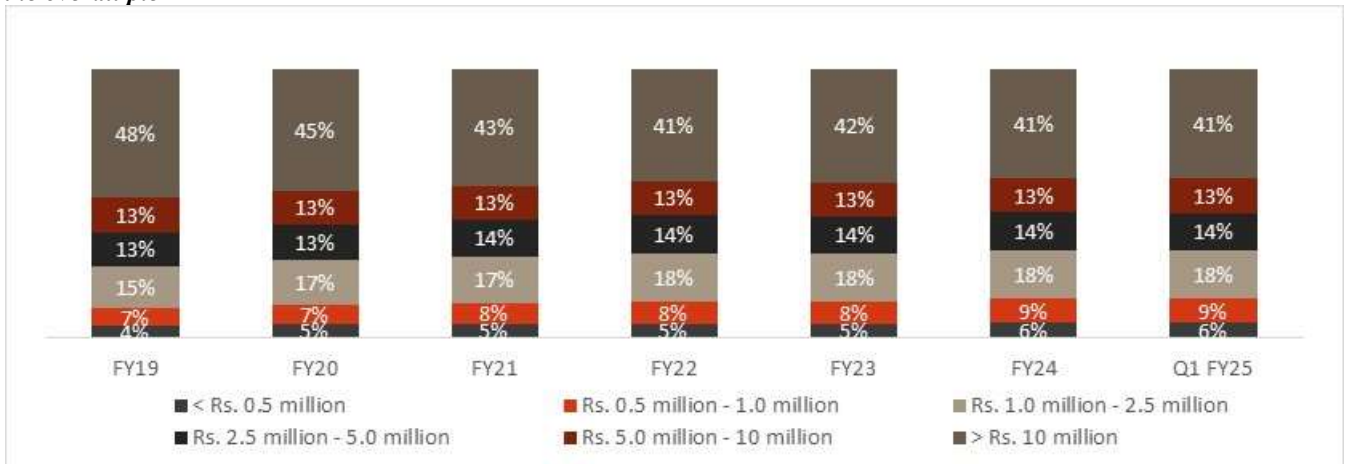
Over the last few years, expansion in branch network, more data availability and government initiatives like GST, Udyam, and increasing formalisation of the MSME segment has led to increasing focus of lenders, especially the NBFCs, on this space. NBFCs (including HFCs, NBFC-Fintech) enjoy a market share of 36% as of March 2024 in overall secured MSME portfolio outstanding.

Overall Secured MSME portfolio outstanding is projected to grow by 16-18% over Fiscals 2024-2027



Note: P: Projected, Source: CRIF Highmark, CRISIL MI&A

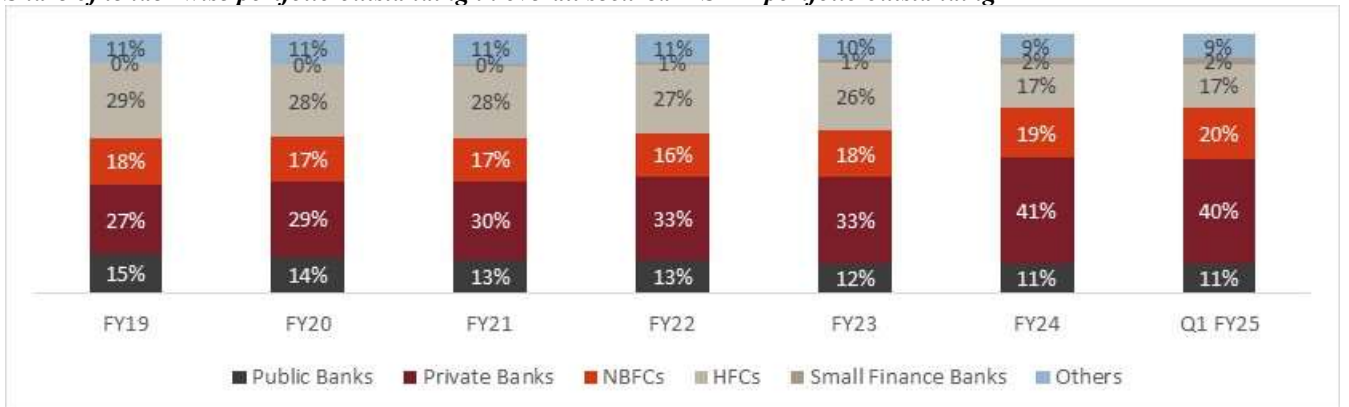
Share of overall secured MSME portfolio outstanding with ticket size ₹1.0-2.5 million has been increasing in the overall pie



Source: CRIF Highmark, CRISIL MI&A

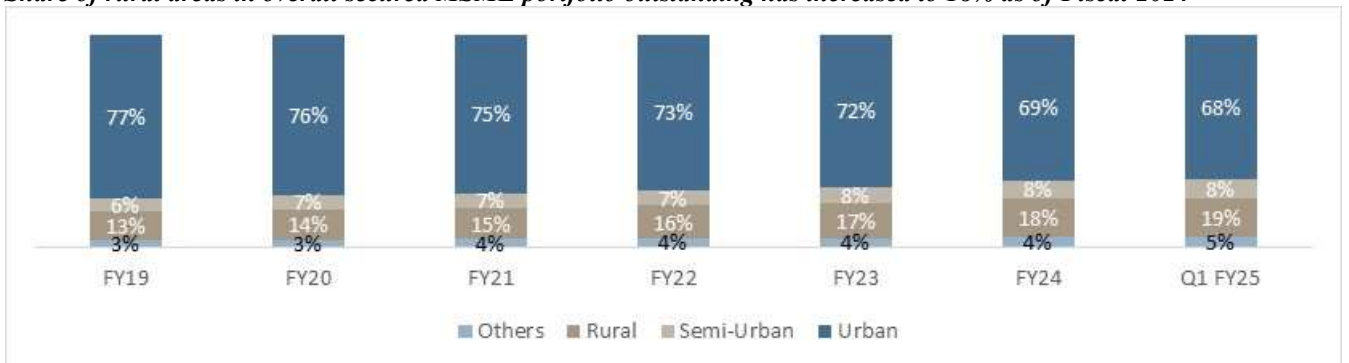
Private banks have the highest share of overall Secured MSME loan outstanding, which increased from 27% in Fiscal 2019 to 41% in Fiscal 2024. On account of the merger of HDFC Bank with HDFC Limited in July 2023, the share of private sector banks have risen in Fiscal 2024. NBFCs/HFCs have established a significant presence in MSME loans by prioritizing customer needs, ensuring quick turnaround times, delivering excellent customer service, and expanding their geographic reach. Over time, the MSME portfolio of NBFCs has shown faster growth compared to the overall MSME portfolio at a systemic level. CRISIL MI&A expects the competitive positioning of NBFCs to remain strong, given their strong target customer and product focus.

Share of lender-wise portfolio outstanding in overall secured MSME portfolio outstanding



Source: CRIF Highmark, CRISIL MI&A

Share of rural areas in overall secured MSME portfolio outstanding has increased to 18% as of Fiscal 2024

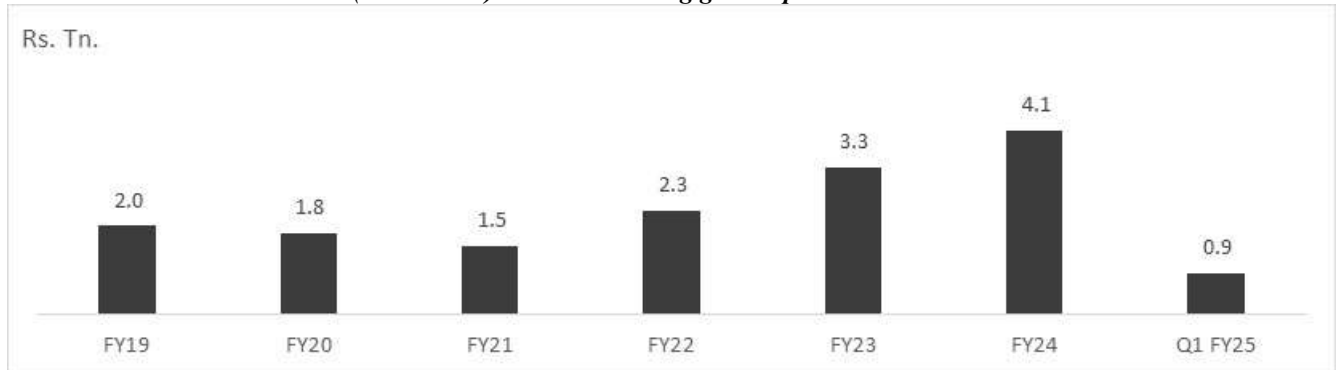


Source: CRIF Highmark, CRISIL MI&A

Overall secured MSME portfolio witnessed steady disbursement growth over Fiscal 2019 - Fiscal 2024

Overall secured MSME disbursement has grown to ₹4.1 trillion in Fiscal 2024 from ₹2.0 trillion in Fiscal 2019.

Secured MSME disbursements (in ₹ trillion) has shown strong growth post COVID-19

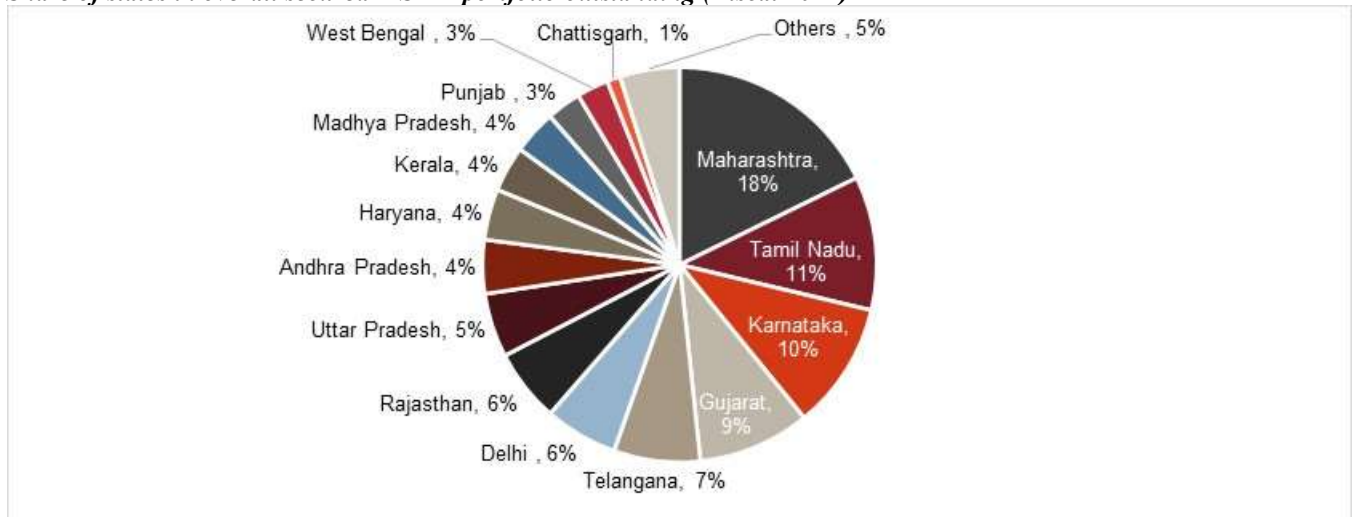


Source: CRIF Highmark, CRISIL MI&A

Maharashtra reported the highest share in overall Secured MSME portfolio outstanding as of Fiscal 2024

In Fiscal 2024, Maharashtra reported the highest portfolio outstanding of overall secured MSME portfolio outstanding at 18% followed by Tamil Nadu (11%), Karnataka (10%), Gujarat (9%) and Telangana (7%).

Share of states in overall secured MSME portfolio outstanding (Fiscal 2024)



Source: CRIF Highmark, CRISIL MI&A

Similarly, in terms of disbursement, Maharashtra recorded the highest amount at ₹683 billion, followed by Tamil Nadu, Karnataka, Gujarat, and Telangana as of Fiscal 2024. The top 15 states collectively contributed to approximately 95% of the market share of overall secured MSME portfolio outstanding as of Fiscal 2024.

Asset Quality Metrics

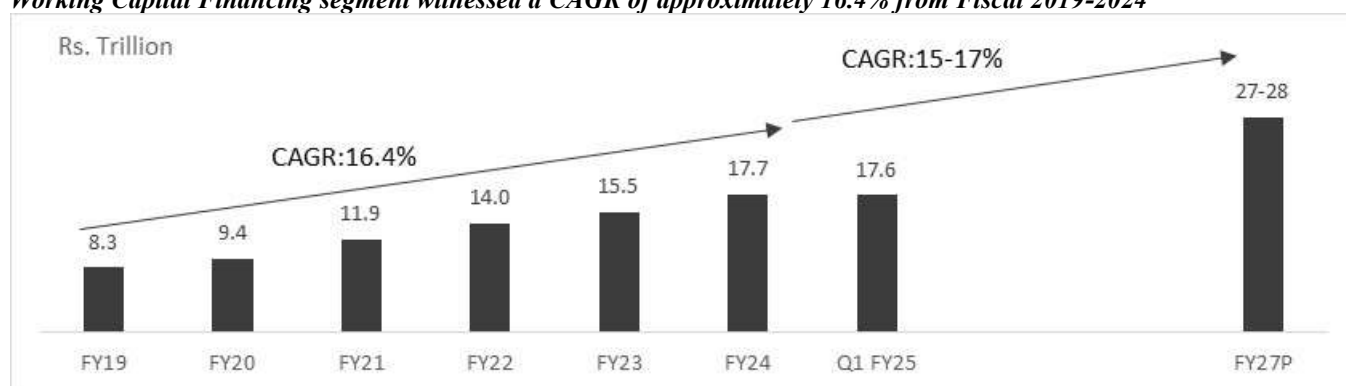
Ticket-wise asset quality: 90+ Days Past Due (“DPD”) across various ticket sizes

| Ticket size | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 |
|---------------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|
| < ₹0.5 million | 6.8% | 7.2% | 8.4% | 8.4% | 6.7% | 5.9% | 6.7% |
| 0.5 million – 1.0 million | 4.3% | 5.4% | 6.1% | 5.9% | 5.0% | 4.3% | 4.7% |
| 1.0 million – 2.5 million | 3.3% | 4.4% | 5.2% | 4.9% | 4.0% | 3.7% | 3.7% |
| 2.5 million – 5.0 million | 3.4% | 4.3% | 5.1% | 4.9% | 4.0% | 3.5% | 3.4% |
| 5.0 million – 10 million | 3.4% | 4.4% | 5.3% | 5.3% | 4.6% | 3.5% | 3.4% |
| >10 million | 3.9% | 5.4% | 6.5% | 6.6% | 6.1% | 4.3% | 4.0% |
| Overall (90+ DPD) | 3.9% | 5.1% | 6.0% | 6.0% | 5.2% | 4.1% | 4.0% |

Source: CRIF Highmark, CRISIL MI&A

WORKING CAPITAL FINANCING

Working Capital Financing segment witnessed a CAGR of approximately 16.4% from Fiscal 2019-2024



Note: Working capital financing portfolio outstanding as reported in the commercial bureau.

Source: CRIF Highmark, CRISIL MI&A

Overall Working Capital Financing segment in India stood at ₹17.7 trillion as of Fiscal 2024, witnessing a CAGR of approximately 16.4% from Fiscal 2019. As of Q1 Fiscal 2025, overall Working Capital Financing segment stands at ₹17.6 trillion. The segment has witnessed continuous growth across fiscals, with the fastest year-on-year growth in outstanding credit witnessed in Fiscal 2023 and Fiscal 2024. Going forward, as per CRISIL MI&A estimates, it is expected that the segment will grow at a CAGR of 15-17% till Fiscal 2027.

Loans less than ₹1.0 million witnessed the fastest growth in Working Capital Loan Segment

Among ticket brackets, loans less than ₹1 million witnessed the fastest growth among ticket brackets growing at a CAGR of 18.3%, while it accounts for nearly 9% share in overall working capital loan segment, this was followed by loans between ₹5 to 10 million growing at a CAGR of 17.8%, accounting for nearly 9% share.

Loans less than ₹1.0 million witnessed the fastest growth in Working Capital Loan Segment from Fiscal 2019-2024

| Ticket Bracket (in ₹ Billion) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| < ₹1 million | 653 | 742 | 847 | 952 | 1,230 | 1,512 | 1,481 | 18% |
| ₹1 million – 2.5 million | 519 | 564 | 728 | 798 | 925 | 1,122 | 1,083 | 17% |
| ₹2.5 million – 5 million | 552 | 622 | 767 | 892 | 1,014 | 1,156 | 1,133 | 16% |
| ₹5 million – 10 million | 664 | 758 | 946 | 1,129 | 1,295 | 1,506 | 1,490 | 18% |
| > ₹10 million | 5,896 | 6,759 | 8,660 | 10,228 | 11,015 | 12,383 | 12,452 | 16% |

Note: Working capital financing portfolio outstanding as reported in the commercial bureau.

Source: CRIF Highmark, CRISIL MI&A

Public Sector Banks witnessed the fastest growth among lenders from Fiscal 2019-2024, while accounting for the highest share

Among lenders, public sector banks witnessed the fastest growth during Fiscals 2019-2024, growing at a CAGR of approximately 23%, which was followed by NBFCs and HFCs growing at a CAGR of approximately 21% from Fiscal 2019-2024. Among lenders, Private Sector banks accounted for the highest share in credit outstanding with a share of around 47%.

Public Sector Banks witnessed the fastest growth among lenders from Fiscal 2019-2024, while accounting for the highest share

| Portfolio Outstanding (in ₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|---------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| NBFCs & HFCs | 128.5 | 166.5 | 190.9 | 292.7 | 290.7 | 339.4 | 344.7 | 21% |
| Private Banks | 4,391.9 | 4,198.0 | 5,163.9 | 5,565.3 | 6,436.8 | 7,494.6 | 7,478.6 | 11% |
| Public Sector Banks | 2,992.9 | 4,131.2 | 5,498.7 | 6,918.6 | 7,308.3 | 8,277.1 | 8,258.4 | 23% |
| Others | 770.4 | 949.2 | 1,094.3 | 1,221.9 | 1,442.7 | 1,567.1 | 1,556.8 | 15% |

Note: Working capital financing portfolio outstanding as reported in the commercial bureau.

Source: CRIF Highmark, CRISIL MI&A

Urban Regions accounted for the highest share in Working Capital Loan Segment as of Fiscal 2024

Urban regions accounted for the highest share in working capital loan segment, accounting for nearly 63% market share followed by rural regions accounting for nearly 22% share and semi-urban regions accounting for approximately 11% market share. While the fastest growth was witnessed in rural regions during the fiscals growing at a CAGR of approximately 23% followed by semi-urban regions which grew at a CAGR of approximately 19%.

Urban Regions accounted for the highest share in Working Capital Loan Segment accounting for nearly 63% share

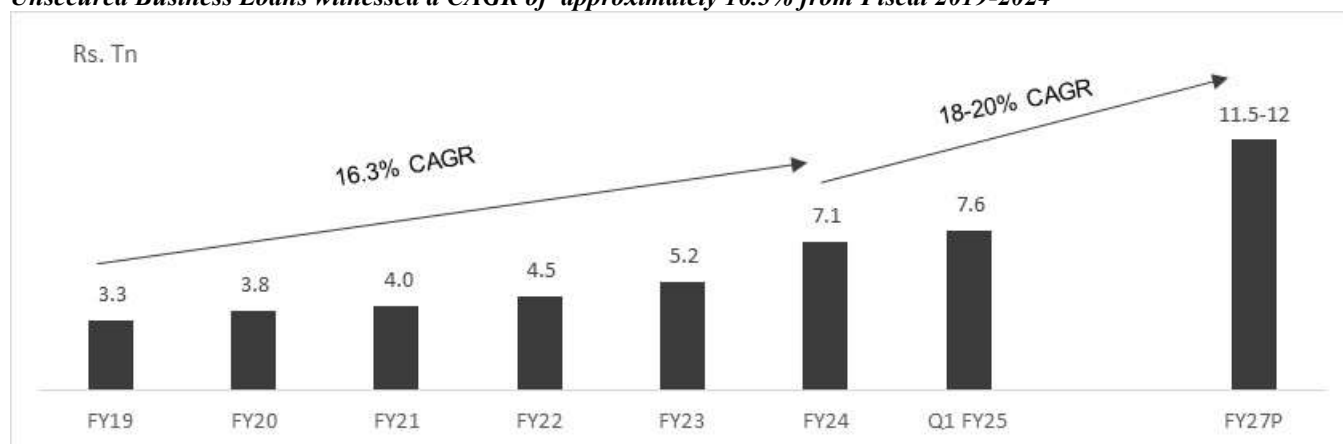
| Tier (₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| Rural | 1,346.4 | 1,497.1 | 1,968.9 | 2,393.0 | 2,992.0 | 3,801.2 | 3,821.5 | 23% |
| Semi-Urban | 849.0 | 909.6 | 1,174.6 | 1,418.2 | 1,730.8 | 1,991.1 | 2,009.9 | 19% |
| Urban | 5,780.5 | 6,650.7 | 8,142.1 | 9,463.3 | 10,088.5 | 11,134.3 | 11,083.6 | 14% |
| Others | 307.8 | 387.6 | 662.2 | 724.0 | 667.2 | 751.5 | 723.5 | 20% |

Note: Working capital financing portfolio outstanding as reported in the commercial bureau.

Source: CRIF Highmark, CRISIL MI&A

UNSECURED BUSINESS LOANS

Unsecured Business Loans witnessed a CAGR of approximately 16.3% from Fiscal 2019-2024

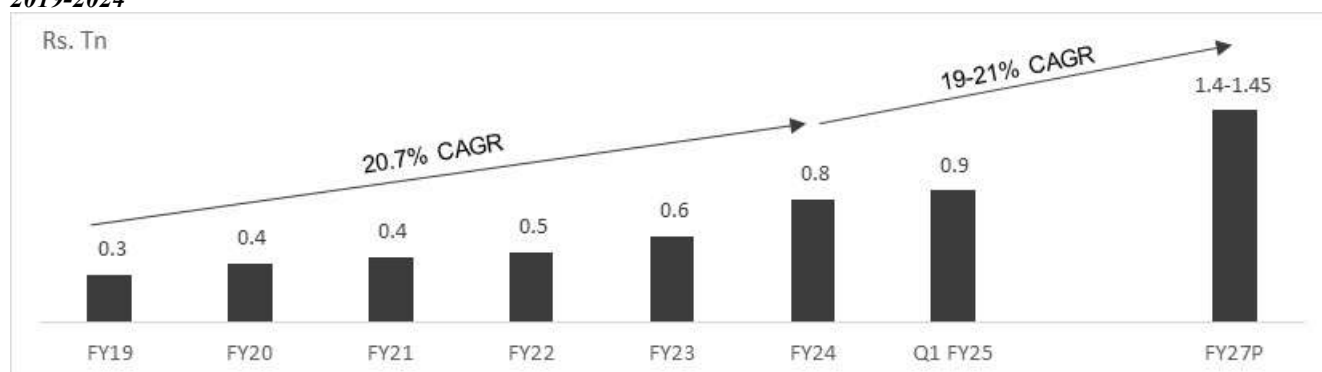


Note: Unsecured Business loan portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.

Source: CRIF Highmark, CRISIL MI&A

The overall Unsecured Business Loan segment, which includes loans undertaken for business related purposes without any security and collateral and which generally includes general business loans, unsecured business loans and loans to professionals, stood at ₹7.1 trillion as of Fiscal 2024 in India, witnessing a CAGR of approximately 16.3% from Fiscal 2019. As of Q1 Fiscal 2025, overall Unsecured Business Loan segment stands at ₹7.6 trillion. The segment has witnessed continuous growth across fiscals, with the fastest year-on-year growth in outstanding witnessed in Fiscal 2023 and Fiscal 2024, growing at 15% and 38% year-on-year, respectively. Going forward, as per CRISIL MI&A estimates, it is expected that the segment will grow at a CAGR of 18-20% till Fiscal 2027 primarily due to rising number of business enterprises in India and increasing financial penetration in both rural and urban areas aided by multiple government initiatives in the segment. In the upcoming fiscals, as financiers are moving to more advance methods of customer underwriting and not just taking credit bureau scores in consideration, lenders would be able to lend more, significantly helping the segment to grow at a faster pace.

Unsecured Business Loans less than ₹0.5 million witnessed a CAGR of approximately 20.7% from Fiscal 2019-2024



Note: Unsecured Business loan portfolio less than ₹0.5 million includes business loan general, business loan unsecured, and loans to professional as per bureau. Source: CRIF Highmark, CRISIL MI&A

Unsecured Business Loans less than ₹0.5 million segment in India, stood at ₹0.8 trillion as of Fiscal 2024, witnessing a CAGR of approximately 20.7% from Fiscal 2019-2024, with continuous growth across fiscals. The segment witnessed a decline in growth in Fiscal 2022, growing year-on-year at 8%, while in Fiscal 2023 and Fiscal 2024 strong growth was witnessed in the segment at 23% and 43% year-on-year, respectively. Going forward, as per CRISIL MI&A estimates Unsecured Business Credit financing in the less than ₹0.5 million segment is expected to grow at a faster pace than Overall Unsecured Business Loan Credit and would witness a CAGR of 19-21% till Fiscal 2027. The faster growth will be supported by increasing number of micro businesses and enterprises in rural and semi-urban regions requiring credit facilities for working capital, etc. with the advent of technology, players can digitally underwrite customers and disburse funds to them.

Loans less than ₹0.1 million witnessed the fastest growth in Unsecured Business Loans Segment

Among ticket brackets, loans less than ₹0.1 million witnessed the fastest growth among ticket brackets growing at a CAGR of 31%, while it accounts for around 4% share in overall unsecured business loan segment, this was followed by loans between ₹0.1 to 0.2 million growing at a CAGR of 19%, accounting for around 2% share. Loans more than ₹2.5 million accounted for the highest share in unsecured business portfolio outstanding, with a share of around 64% growing at a CAGR of approximately 16%.

Loans less than ₹0.1 million witnessed the fastest growth in Unsecured Business Loan Segment from Fiscal 2019-2024

| Ticket Bracket (in ₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|--------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| Less than ₹0.1 million | 72.2 | 81.4 | 92.7 | 115.8 | 156.8 | 278.3 | 290.5 | 31% |
| ₹0.1 million to ₹0.2 million | 67.0 | 85.1 | 86.4 | 87.4 | 107.9 | 160.1 | 173.1 | 19% |
| ₹0.2 Mn to ₹0.5 million | 181.0 | 225.6 | 255.1 | 263.8 | 308.5 | 382.3 | 415.6 | 16% |
| ₹0.5 million to ₹1 million | 248.2 | 314.6 | 363.1 | 404.1 | 498.1 | 558.5 | 597.0 | 18% |
| ₹1 million to ₹2.5 million | 482.0 | 566.9 | 579.2 | 623.5 | 811.2 | 985.8 | 1,088.5 | 15% |
| More than ₹2.5 million | 2149.4 | 2399.7 | 2536.6 | 2891.8 | 3166.5 | 4570.5 | 4,863.3 | 16% |
| Others | 135.8 | 125.8 | 119.6 | 105.1 | 106.5 | 154.4 | 178.4 | 3% |

Note: Others include customer portfolio data in which no information on ticket size was available with the bureau.

Unsecured Business loan portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.

Source: CRIF Highmark, CRISIL MI&A

Public Sector Banks witnessed the fastest growth among lenders from Fiscal 2019-2024, while accounting for the highest share in overall Unsecured Business Loan Segment

Among lenders, public sector banks witnessed the fastest growth during Fiscals 2019-2024, growing at a CAGR of approximately 18.3% in the Unsecured Business Loan segment, which was followed by Private banks witnessing a CAGR of approximately 17.3% and NBFCs growing at a CAGR of approximately 16.6% from Fiscal 2019-2024. Among lenders, Public Sector banks accounted for the highest share in credit outstanding with a share of nearly 49% followed by NBFCs accounting for nearly 19% share and private banks with 16% share.

Public Sector Banks witnessed the fastest growth among lenders from Fiscal 2019-2024, while accounting for the highest share in overall Unsecured Business Loan Segment

| Portfolio Outstanding (in ₹ billion) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|--------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| NBFCs | 618.8 | 778.4 | 792.8 | 873.4 | 1,221.4 | 1,335.3 | 1,640.6 | 16.6% |

| | | | | | | | | |
|----------------------------|---------|---------|---------|---------|---------|---------|---------|-------|
| Private Banks | 511.1 | 602.5 | 623.5 | 732.2 | 880.4 | 1,135.8 | 1,131.2 | 17.3% |
| Public Sector Banks | 1,485.7 | 1,610.2 | 1,632.5 | 1,813.6 | 1,808.6 | 3,440.1 | 3,650.2 | 18.3% |
| Others | 720.0 | 807.9 | 984.1 | 1,072.3 | 1,245.0 | 1,178.8 | 1,184.5 | 10.4% |

Note: Unsecured Business loan portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau. Others includes SFBs, foreign banks and other small players.

Source: CRIF Highmark, CRISIL MI&A

Urban Regions accounted for the highest share in Unsecured Business Loan Segment as of Fiscal 2024

Urban regions accounted for the highest share in Unsecured Business Loan Segment, accounting for around 64% market share followed by rural regions accounting for around 22.5% share and semi-urban regions accounting for around 9.4% market share. The fastest growth was witnessed in rural regions during Fiscals 2019 - 2024 growing at a CAGR of approximately 22.4% followed by semi-urban regions which grew at approximately 21% CAGR.

Urban Regions accounted for the highest share in Unsecured Business Loan Segment, accounting for around 64% share

| Tier (₹ Billion) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|-----------------------|--------------------------------|
| Rural | 581.4 | 691.2 | 780.9 | 899.0 | 1,126.1 | 1,595.7 | 1,718.7 | 22.4% |
| Semi-Urban | 258.1 | 300.2 | 315.2 | 363.1 | 441.9 | 668.3 | 713.6 | 21.0% |
| Urban | 2,387.7 | 2,680.0 | 2,799.9 | 3,063.8 | 3,396.7 | 4,547.1 | 4,866.9 | 13.8% |
| Others | 108.3 | 127.6 | 136.8 | 165.8 | 190.7 | 278.9 | 307.3 | 20.8% |

Note: Unsecured Business loan portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.

Source: CRIF Highmark, CRISIL MI&A

Top five states accounted for the more than 50% in Unsecured Business Loan Segment credit outstanding

Among states, Maharashtra accounted for highest share in unsecured business loan outstanding accounting for nearly 17% share as of Fiscal 2024, which was followed by Tamil Nadu accounting for nearly 11% share and Gujarat accounting for nearly 9% share. Among the top 15 states, Bihar witnessed the fastest growth in credit outstanding growing at a CAGR of approximately 36.5%, followed by Andhra Pradesh witnessing a CAGR of approximately 25% from Fiscal 2019-2024. As of Fiscal 2024, the top 5 states accounted for nearly 51% share, while the top 10 states accounted for nearly 76% share.

Maharashtra accounted for the highest share in Unsecured Business Loan Segment as of Fiscal 2024

| State (in ₹ billions) | Fiscal 2019 | Fiscal 2024 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | CAGR (Fiscal 2019-2024) |
|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------------------|
| Maharashtra | 652.5 | 737.3 | 781.4 | 859.4 | 1,010.9 | 1,216.6 | 13.3% |
| Tamil Nadu | 412.6 | 460.5 | 510.2 | 553.0 | 602.5 | 757.4 | 12.9% |
| Gujarat | 253.7 | 286.1 | 302.7 | 332.3 | 419.3 | 613.2 | 19.3% |
| Karnataka | 251.6 | 288.8 | 304.0 | 332.2 | 386.4 | 513.8 | 15.3% |
| Uttar Pradesh | 182.6 | 206.1 | 207.3 | 233.3 | 282.3 | 485.9 | 21.6% |
| Delhi | 303.3 | 324.0 | 317.7 | 335.3 | 345.9 | 407.3 | 6.1% |
| Telangana | 161.7 | 196.0 | 202.4 | 238.3 | 251.0 | 400.8 | 19.9% |
| West Bengal | 160.5 | 193.5 | 206.7 | 217.8 | 241.0 | 343.9 | 16.5% |
| Kerala | 113.0 | 132.3 | 193.5 | 239.7 | 263.3 | 336.9 | 24.4% |
| Andhra Pradesh | 102.3 | 113.2 | 115.1 | 151.0 | 156.2 | 310.5 | 24.9% |
| Rajasthan | 146.2 | 177.0 | 185.2 | 209.7 | 247.1 | 300.0 | 15.5% |
| Madhya Pradesh | 105.5 | 132.9 | 145.3 | 169.1 | 214.5 | 266.0 | 20.3% |
| Haryana | 122.2 | 134.7 | 126.7 | 131.0 | 152.4 | 193.5 | 9.6% |
| Punjab | 101.0 | 108.7 | 106.2 | 116.2 | 136.3 | 160.4 | 9.7% |
| Bihar | 32.8 | 43.2 | 47.5 | 53.6 | 70.3 | 155.2 | 36.5% |
| Others | 234.2 | 264.8 | 280.9 | 319.8 | 376.2 | 628.7 | 21.8% |

Note: Unsecured Business loan portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.

Source: CRIF Highmark, CRISIL MI&A

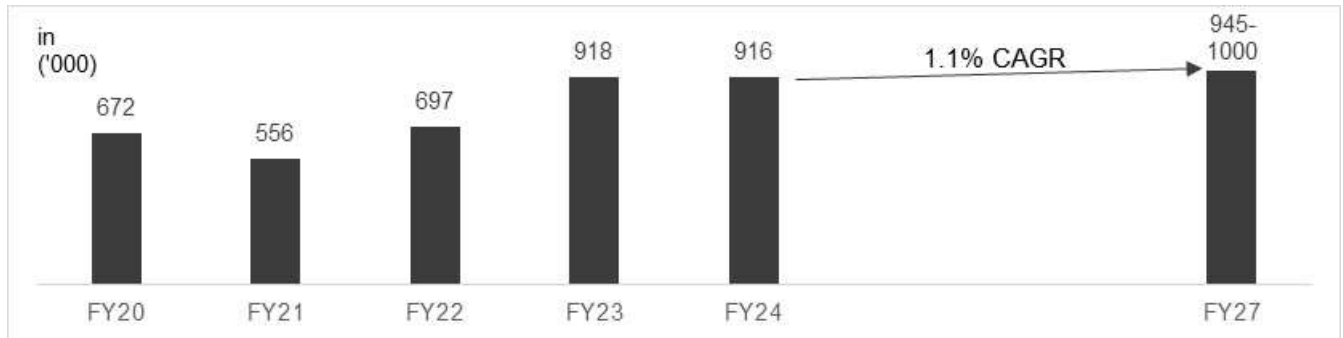
Threats and challenges in MSME Loan Segment

MSME lending segment is expected to witness a rapid growth in the upcoming fiscals, however, there are a few risks associated with lending to this segment.

- **Inadequate credit history of borrowers:** Generally, small borrowers often lack credit history, which is necessary for underwriting. Additionally, they do not have the financial capabilities to invest in maintaining proper accounts due to which it becomes difficult for lenders to assess their creditworthiness.
- **Borrowers susceptible to policy and regulatory changes:** Owing to the highly dynamic industry environment, MSMEs are vulnerable to policy and regulatory changes to which they might not have a capability to cope with.
- **Borrowers lack liquidity and are vulnerable to cash flow challenges:** MSMEs often face delays in payments which significantly impact their cash flow cycle and in-turn impact their repayment behavior.
- **Borrowers are unable or unwilling to share all information:** Borrowers usually do not have all the required information available because of which lenders cannot assess the borrowers in a better manner.
- **MSMEs lack updated technology as compared to large companies:** Large companies have higher sophistication of technology, which MSME players lack owing to low capital; hence they face the risk of getting outdated.
- **Inadequate financial literacy:** MSME owners often lack financial expertise. The lack of financial literacy may lead to poor financial planning.

COMMERCIAL VEHICLE FINANCING IN INDIA

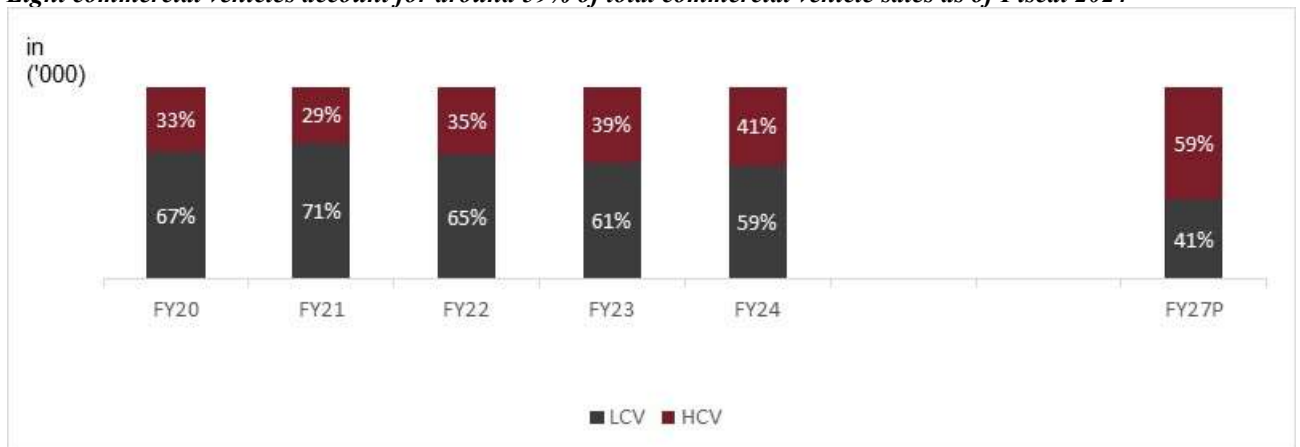
Robust recovery witnessed in commercial vehicle sales driven by government spending and sustained user demand



Note: CV sales include LCV & MHCV goods carrying vehicles. Source: SIAM, CRISIL MI&A

The commercial vehicle (CV) industry, which consists of Light Commercial Vehicles (LCV), Medium and Heavy Commercial Vehicles (MHCV) exhibited noteworthy recovery in Fiscal year 2023, achieving a remarkable growth rate of around 32% year-on-year, albeit on a low base. This resurgence can be attributed to pent-up replacement demand, improved transporter profitability, pick up in capex, which was hampered during the preceding 2-3 years due to economic stagnation and the disruptive impact of the pandemic. Commercial vehicle sales witnessed muted growth in Fiscal 2024, LCV sales in Fiscal 2024 witnessed a degrowth of 3% while M&HCV sales witnessed minimal growth rate of 4% primarily due to high base of Fiscal 2023.

Light commercial vehicles account for around 59% of total commercial vehicle sales as of Fiscal 2024



Note: CV sales include LCV & MHCV goods carrying vehicles, Source: SIAM, CRISIL MI&A

Light commercial vehicle (LCV) sales stood at around 543,000 as of Fiscal 2024, while medium and heavy commercial vehicle (M&HCV) sales stood at around 373,000. In Fiscal 2023, LCV sales recorded a growth of 23%, rebounding to pre-COVID heights. The surge in sales was attributed to robust replacement demand, particularly in the sub-one-ton category, which was deferred due to economic challenges and the pandemic. In Fiscal 2024, LCV sales witnessed a 3% degrowth in sales after an all-time high sale in the previous fiscal. The lower utilisation of vehicles coupled with the increase in asset costs led to the degrowth in sales. LCV segment is also considered to be less cyclical than the M&HCV segment due to its usage in e-commerce delivery fleets and other essential economic activities, providing better last mile connectivity.

M&HCV segment sales are expected to decline in the near term, due to decline in the volume up for replacement and the oversupply of tonnage in the system, hindering the volume growth. The higher tonnage available in the system is restricting volume growth in the current fiscal as the trend towards higher tonnage vehicles is expected to continue implying tonnage growth will be in line with GDP but volumes will be limited.

Top 10 states account for around 70% of total commercial vehicle sales as of Fiscal 2024

Top 10 states account for around 70% of total commercial vehicle sales as of Fiscal 2024, with top five states accounting for 46% of total commercial vehicle sales. Among states Maharashtra had the highest share in CV sales as of Fiscal 2024 at nearly 13% followed by Uttar Pradesh (nearly 10%) and Gujarat (nearly 8%).

| State (in 000's) | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 |
|------------------|-------------|-------------|-------------|-------------|-------------|
| Maharashtra | 83.7 | 68.0 | 89.7 | 116.0 | 115.2 |
| Uttar Pradesh | 57.0 | 47.9 | 58.7 | 81.2 | 87.4 |
| Gujarat | 52.4 | 38.5 | 58.9 | 72.7 | 77.4 |
| Tamil Nadu | 48.9 | 46.9 | 54.5 | 70.8 | 72.6 |
| Karnataka | 40.8 | 36.3 | 46.6 | 64.0 | 66.3 |
| Rajasthan | 36.7 | 28.3 | 41.6 | 58.6 | 59.7 |
| Haryana | 31.9 | 28.6 | 41.7 | 53.2 | 54.5 |
| Assam | 27.2 | 25.0 | 29.1 | 35.0 | 35.3 |
| Madhya Pradesh | 24.0 | 19.9 | 22.0 | 31.9 | 34.9 |
| Andhra Pradesh | 26.9 | 32.7 | 29.1 | 35.5 | 34.4 |
| West Bengal | 33.5 | 28.1 | 31.3 | 62.4 | 34.1 |
| Orissa | 21.9 | 18.3 | 17.5 | 25.5 | 32.1 |
| Delhi | 18.8 | 17.7 | 26.4 | 31.4 | 28.0 |
| Telangana | 17.8 | 19.3 | 22.6 | 27.7 | 27.9 |
| Chhattisgarh | 13.8 | 11.3 | 14.6 | 24.1 | 26.6 |
| Kerala | 18.5 | 20.4 | 20.8 | 22.7 | 23.8 |
| Punjab | 13.4 | 10.7 | 14.8 | 16.6 | 18.3 |
| Jharkhand | 10.5 | 8.3 | 9.9 | 15.0 | 17.3 |
| Bihar | 17.3 | 15.1 | 13.7 | 16.8 | 17.1 |
| Himachal Pradesh | 8.9 | 6.4 | 9.4 | 10.3 | 11.4 |
| Others | 26.6 | 21.1 | 31.0 | 35.1 | 35.8 |

Source: SIAM, CRISIL MI&A

Key Growth drivers of Commercial Vehicle Sales in India

Healthy industrial growth in Fiscal 2024

The Indian industry's gross value added (GVA) had been growing rapidly, in line with the GDP averaging 7% between Fiscals 2018 and 2023. After consecutive weak Fiscals of 2020 and 2021 due to the COVID-19 outbreak, industrial GVA is estimated to have grown by around 7% year-on-year in Fiscal 2023 and around 7.4% year-on-year in Fiscal 2024E.

Over the next five-year period (Fiscals 2024-2029), industry GVA is expected to be robust driven by the government's focus on 'Make in India' with the stated aim of the government to push up the share of Manufacturing in India's GDP from 17% to 25%. Moreover, improvement in infrastructure and higher expected corporate expenditure is likely to support the capex cycle going forward post-Fiscal 2024.

Scrappage policy

In August 2018, MoRTH (Ministry of Road, Transport and Highways) considered incentivising the scrapping of vehicles sold before April 2005 (15 years old). After deliberations on the modalities of implementation of the norm, the government aims to promote vehicle scrapping by exempting registration charges for truck purchases made after scrapping older trucks. To incentivise scrapping of older vehicles, the government has increased the registration charges for older vehicles and increased stringency of fitness tests. CRISIL MI&A expects the impact of the norms to be limited on additional scrapping (apart from vehicles scrapped in the normal course of business).

Increasing freight rates to aid in materialisation of deferred demand

In Fiscal 2024, fuel prices constituted approximately 55% of transporter costs, exerting a considerable influence on their overall profitability. During this period, diesel prices experienced a modest increase of around 2%. Concurrently, freight rates also rose by an estimated 6%, signalling improved transporter profitability and heightened demand for freight services. These favourable factors are expected to boost CV sales, as the industry capitalises on the increased demand in the transportation sector. A rise in utilisation translates into better cash flow for transporters and, hence, augurs well for CV sales.

Capacity utilisation and profitability of transporters: Rising capacity utilisation and profitability of transporters in India are boosting demand for commercial vehicles. Higher fleet efficiency and profits enable transporters to invest in new vehicles, supporting growth in the commercial vehicle industry.

Rise in Private Final Consumption Expenditure (PFCE)

LCVs are primarily used for last-mile transport and redistribution of commodities. PFCE is a good indicator of domestic consumption demand, and accounts for over 90% of LCV goods tonnage capacity. Apart from the usual freight demand, an increase in rural consumption and a rise in urban expenditure boosts demand for smaller vehicles to transport consumer goods. Moreover, a rise in consumption of non-food items, consumer durables and FMCG products fuels demand for LCVs.

Increasing adoption of hub-and-spoke network

The road transport industry is gradually moving towards the hub-and-spoke distribution model, wherein industries have large hubs in major regions. Goods are consolidated at these hubs and sent to several touch points (spokes) in the hinterland. Freight is distributed over the last mile via LCVs, such as sub-one-tonne CVs and pick-ups. With rising adoption of the network, sales for LCVs is expected to rise.

Substitution of three wheelers

Small commercial vehicles (SCVs), especially sub-one-tonne models (0.75-tonne payload), can substitute large three-wheelers of similar payload capacity, given the SCVs' ability to carry loads beyond payload capacity, run on longer routes, maintain better balance, and be more cost-efficient. The pace of substitution, which is tapering off, remains a key parameter that impacts LCV sales.

Key Growth Drivers of Used Commercial Vehicle Sales in India

Higher affordability as compared to new vehicles

Used commercial vehicles are generally more affordable as compared to new vehicles, making them accessible to small and medium sized businesses. The lower upfront cost of used vehicles makes them accessible to a wider range of customers who may not have the financial capacity to invest in a brand-new commercial vehicle.

Cost effectiveness

Depreciation rate of new commercial vehicles is usually higher, resulting in a more significant loss in value over time. Used commercial vehicles on the other hand, have already undergone their initial depreciation making them a more cost-effective solution to businesses.

Improved quality and reliability

Advancement in technology and manufacturing processes has led to improvement in quality and reliability of used commercial vehicles, customers now have a higher confidence in the performance and durability of used commercial vehicles.

Rise in micro, small and medium enterprises in India

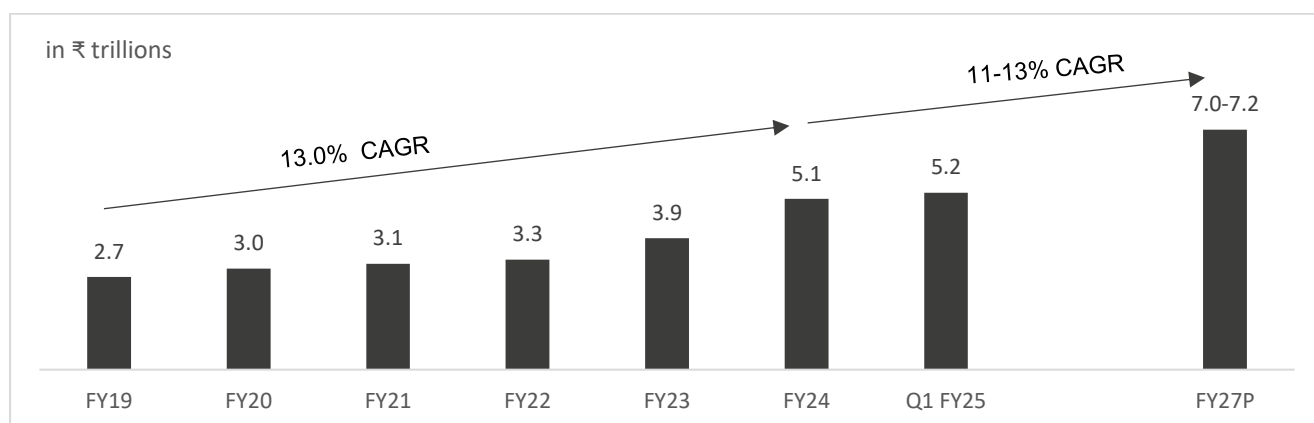
There has been a significant rise in micro, small and medium enterprises in India due to favourable government policies and economic scenario, used commercial vehicles act as a sustainable option to fulfil their logistics and transportation needs due to their lower cost of acquisition and cost effectiveness.

Right to win for NBFCs

NBFCs held the lion's share in overall commercial vehicle financing on account of relatively superior customer connect in small fleet operators ("SFOs") and first-time buyers customer segment, strong and deep understanding of local economy, ease of loan processing, relatively higher loan-to-value ("LTV"), and higher risk-taking ability of NBFCs. Banks primarily have more focus on financing large fleet operators ("LFOs") based on their superior credit profiles. They also prefer big ticket financing, like that for MHCVs. While the sector has been under stress and delinquencies over past two years, the quality of the portfolio improved in Fiscal 2023 as economic activity picked up thus increasing repayment capabilities. This has enabled banks to capture and expand market share in both LFOs and SFOs as they can offer better loan rates and higher ticket size than NBFCs. However, as banks are more cautious in lending to riskier CV asset classes, NBFCs can maintain their strong hold and build better customer profiles that will support them going forward.

Commercial Vehicle Financing is expected to witness a CAGR of 11-13% from Fiscal 2024-2027

New Commercial vehicle financing segment is expected to grow at a CAGR of 11-13% till Fiscal 2027. The segment witnessed a growth of approximately 13% CAGR from Fiscals 2019 to 2024. The segment witnessed a very slow growth during Fiscals 2021 and 2022, primarily due to COVID-19 pandemic and nation-wide lockdowns. Post that, the growth has been higher at around 19% in Fiscal 2023 and around 30% in Fiscal 2024. The growth was primarily due to increase in private consumption and freight demand. Going forward, growth in the segment is expected to be supported by rising demand for LCVs due to increased private consumption, greater availability of redistribution freight and improved finance while demand for M&HCVs is expected to grow due to improvement in economic activity across the country, along with steady agricultural output and government's focus on infrastructural development.

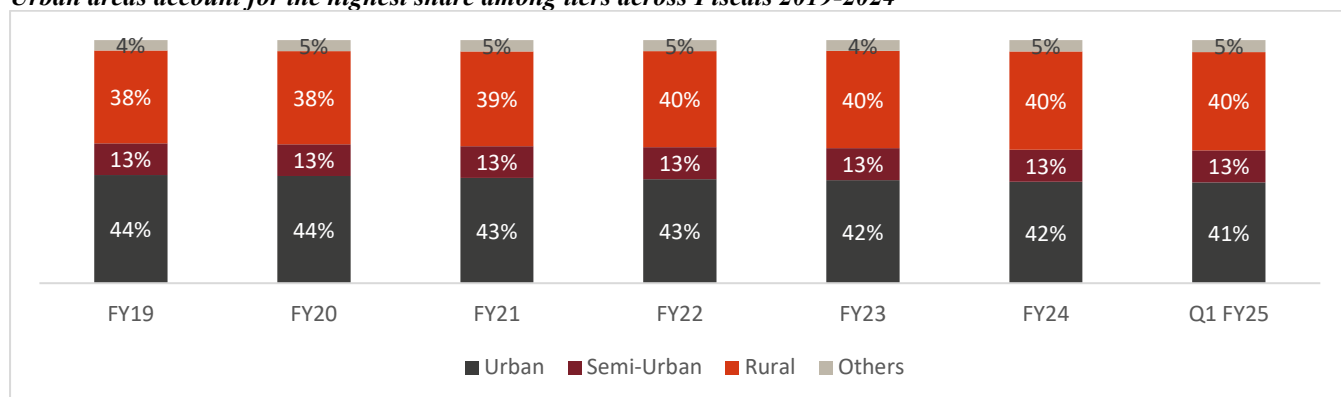


Source: CRIF Highmark, CRISIL MI&A

Urban areas account for the highest share among tiers across Fiscals 2019-2024

As of Fiscal 2024, Urban regions account for the highest share accounting for nearly 42% share in overall commercial vehicle financing, followed by rural regions accounting for nearly 40% share and semi-urban regions accounting for nearly 13% market share.

Urban areas account for the highest share among tiers across Fiscals 2019-2024



Source: CRIF Highmark, CRISIL MI&A

Maharashtra accounts for the highest share in commercial vehicle financing outstanding as of Fiscal 2024

Among states, Maharashtra accounts for the highest share in overall commercial vehicle financing outstanding as of Fiscal 2024 accounting for nearly 13% market share, followed by Tamil Nadu accounting for nearly 10% share and Uttar Pradesh accounting for nearly 9% share. Among top 15 states, Madhya Pradesh witnessed the fastest growth in the last five Fiscals growing at a CAGR of approximately 16% followed by Chhattisgarh and Tamil Nadu which grew at approximately 16% and approximately 15% CAGR from Fiscal 2019-2024.

Maharashtra accounts for highest share in commercial vehicle financing outstanding as of Fiscal 2024

| State (in ₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| Maharashtra | 365.5 | 421.6 | 442.8 | 453.4 | 532.2 | 644.7 | 662.1 | 12.0% |
| Tamil Nadu | 256.2 | 277.5 | 294.3 | 296.6 | 349.9 | 520.7 | 540.6 | 15.2% |
| Uttar Pradesh | 237.8 | 242.6 | 247.3 | 261.6 | 329.1 | 454.8 | 467.2 | 13.8% |
| Rajasthan | 222.9 | 235.4 | 245.2 | 261.3 | 325.7 | 417.1 | 434.0 | 13.4% |
| Gujarat | 170.6 | 190.7 | 201.0 | 218.3 | 269.8 | 342.2 | 353.3 | 14.9% |
| Karnataka | 167.5 | 184.6 | 195.5 | 203.0 | 245.2 | 319.2 | 330.7 | 13.8% |
| Madhya Pradesh | 120.9 | 145.0 | 154.1 | 162.4 | 196.7 | 255.2 | 259.5 | 16.1% |
| Haryana | 121.6 | 123.6 | 129.0 | 143.7 | 186.3 | 239.4 | 249.6 | 14.5% |
| Telangana | 120.6 | 141.2 | 150.7 | 149.3 | 172.5 | 231.6 | 241.1 | 13.9% |
| Andhra Pradesh | 160.7 | 160.0 | 161.4 | 153.2 | 175.2 | 229.6 | 234.7 | 7.4% |
| West Bengal | 120.0 | 127.6 | 131.9 | 140.0 | 164.4 | 197.3 | 205.5 | 10.5% |
| Orissa | 90.8 | 106.1 | 116.6 | 129.0 | 140.5 | 166.1 | 172.7 | 12.8% |
| Chhattisgarh | 76.4 | 76.8 | 79.2 | 85.4 | 115.8 | 160.4 | 168.2 | 16.0% |
| Bihar | 86.7 | 96.8 | 104.3 | 100.6 | 108.2 | 145.2 | 151.0 | 10.9% |
| Kerala | 87.4 | 93.3 | 100.5 | 99.1 | 109.5 | 135.8 | 138.1 | 9.2% |
| Others | 340.6 | 369.2 | 382.8 | 402.1 | 471.0 | 602.4 | 635.9 | 12.1% |

Source: CRIF Highmark, CRISIL MI&A

Maharashtra accounts for highest commercial vehicle financing disbursements as of Fiscal 2024

Among states, Maharashtra accounts for the highest share (around 12%) in commercial vehicle financing disbursements as of Fiscal 2024, followed by Tamil Nadu and Rajasthan, accounting for around 10% and around 9% share each. Among top 15 states, Gujarat witnessed the fastest growth in disbursements (around 10%) followed by Haryana and Karnataka with 9.9% CAGR from Fiscal 2019-2024 each.

Maharashtra accounts for highest commercial vehicle financing disbursements as of Fiscal 2024

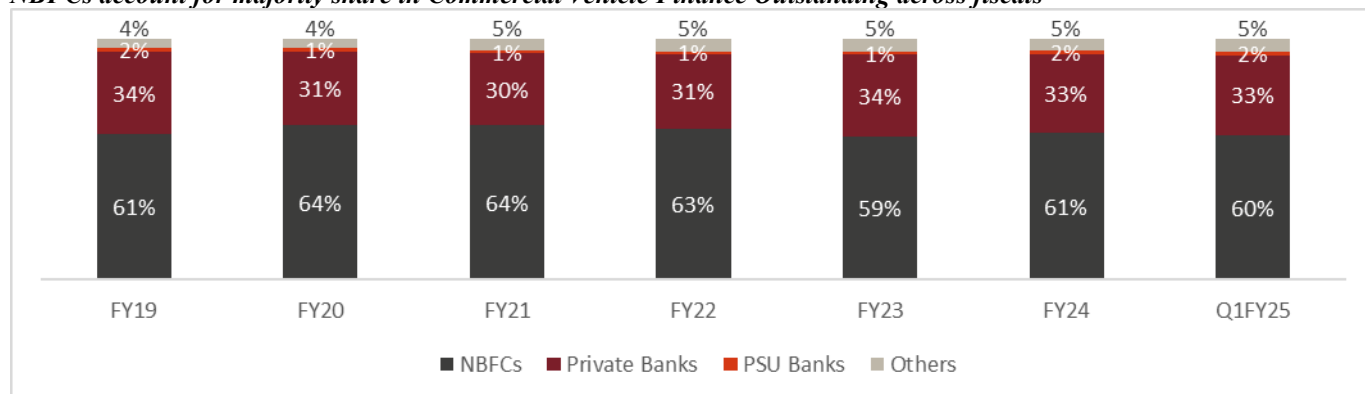
| State (in ₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| Maharashtra | 184.6 | 155.7 | 94.9 | 150.2 | 230.5 | 260.1 | 59.7 | 7.1% |
| Tamil Nadu | 166.0 | 133.9 | 81.2 | 116.6 | 190.7 | 230.2 | 57.4 | 6.8% |
| Rajasthan | 133.3 | 121.8 | 73.6 | 120.7 | 184.6 | 206.1 | 49.7 | 9.1% |
| Uttar Pradesh | 145.6 | 96.6 | 70.5 | 108.8 | 176.7 | 199.2 | 44.6 | 6.5% |
| Gujarat | 106.0 | 95.0 | 60.9 | 103.2 | 147.8 | 170.7 | 41.7 | 10.0% |
| Karnataka | 88.4 | 70.4 | 49.9 | 74.3 | 121.3 | 141.8 | 33.7 | 9.9% |
| Haryana | 71.4 | 58.3 | 41.5 | 71.7 | 102.8 | 114.2 | 30.0 | 9.9% |
| Madhya Pradesh | 76.0 | 64.3 | 42.7 | 62.7 | 99.5 | 113.0 | 24.8 | 8.3% |
| Andhra Pradesh | 89.3 | 61.3 | 42.9 | 60.7 | 95.2 | 106.4 | 24.6 | 3.6% |
| Telangana | 75.1 | 57.8 | 37.7 | 52.6 | 78.9 | 92.7 | 22.0 | 4.3% |
| West Bengal | 70.4 | 56.1 | 36.3 | 58.1 | 83.0 | 88.9 | 20.8 | 4.8% |
| Chhattisgarh | 47.8 | 30.6 | 21.9 | 34.1 | 62.9 | 76.6 | 17.0 | 9.9% |
| Orissa | 52.7 | 48.8 | 35.6 | 39.9 | 58.7 | 76.5 | 18.4 | 7.7% |
| Kerala | 47.5 | 40.8 | 29.1 | 35.5 | 53.2 | 63.7 | 15.7 | 6.1% |
| Delhi | 45.0 | 37.5 | 24.2 | 40.7 | 53.5 | 56.0 | 14.4 | 4.5% |
| Others | 206.5 | 165.7 | 108.8 | 135.8 | 204.3 | 243.5 | 62.9 | 3.4% |

Source: CRIF Highmark, CRISIL MI&A

NBFCs account for majority share in Commercial Vehicle Finance Outstanding across fiscals

Among lenders, NBFCs accounted for the highest share in commercial vehicle finance outstanding (around 61%) as of Fiscal 2024, which was followed by private banks with around 33% market share and public sector banks accounting for 2% market share. Among major lenders, NBFCs witnessed the fastest growth in Commercial Vehicle Financing outstanding witnessing a CAGR of approximately 13% from Fiscal 2019-2024, while private banks grew at 12% CAGR and public sector banks witnessed a CAGR of approximately 10%.

NBFCs account for majority share in Commercial Vehicle Finance Outstanding across fiscals



Note: Others includes other financial institutions, Small Finance Banks and foreign banks, Source: CRIF Highmark, CRISIL MI&A

NBFCs operating in commercial vehicle financing had return on assets at 3.0%

NBFCs have a strong presence in the commercial vehicle financing space with a dominant share in used commercial vehicle financing. Primarily, small fleet operators and drivers turned owners, and first-time buyers are the core customer segment for majority of the NBFCs in this segment. As this customer segment is comparatively riskier than those catered by banks (Large & medium sized fleet operators), NBFCs which are operating in both used and new commercial vehicle financing are able to charge higher yields (nearly 16%), which in turn translates to higher net interest margins for the players which usually range between 7-8%. Operational expenses are approximately around 3% for NBFCs due to their extensive on-ground presence and underwriting mechanisms, while credit costs usually range between 1.5-2% with return on assets estimates at around 3%.

Among NBFCs in the commercial vehicle financing space, NBFCs which cater to customers in the used commercial vehicle space usually have a loan tenure of 3-5 years while NBFCs focused on new commercial vehicles have an average loan tenure of 4-7 years. Used commercial vehicle NBFC financiers are also able to attract 3-5% higher yields as compared to new commercial vehicle financiers.

Threats and challenges in the Commercial Vehicle Financing Industry:

- **Economic Scenario:** The financial performance of auto-finance companies depends on the offtake of vehicles, which depends on the overall macroeconomic factors, such as GDP growth and the economic cycle. The commercial vehicles (CV) industry transports over half of the total freight handled in the country. As transportation is linked to all sectors, demand for CVs is closely linked to overall economic growth. CV demand is also driven by growth in industrial and agricultural production, freight movement, rising share of roadways in freight movement, and changes in freight rates. Any economic slowdown directly impacts CV sales.
- **Regulatory Environment:** Changing regulatory framework for auto-finance companies has been crucial in determining growth path of NBFCs. Over years, regulations of NBFCs have been converging with those of banks; this could lead to keener competition in the future. Also, higher provisioning requirements will impact the profitability of these companies.
- **Insufficiency of data for credit appraisal:** Credit-score availability in India is still at a nascent stage, despite the presence of credit bureaus. In several cases, borrowers lack formal income-proof documents. This makes it difficult to judge the ability of borrowers to repay.
- **Asset Quality and Recovery Risk:** The absence of an established and transparent secondary market makes it difficult to recover the value in many cases.

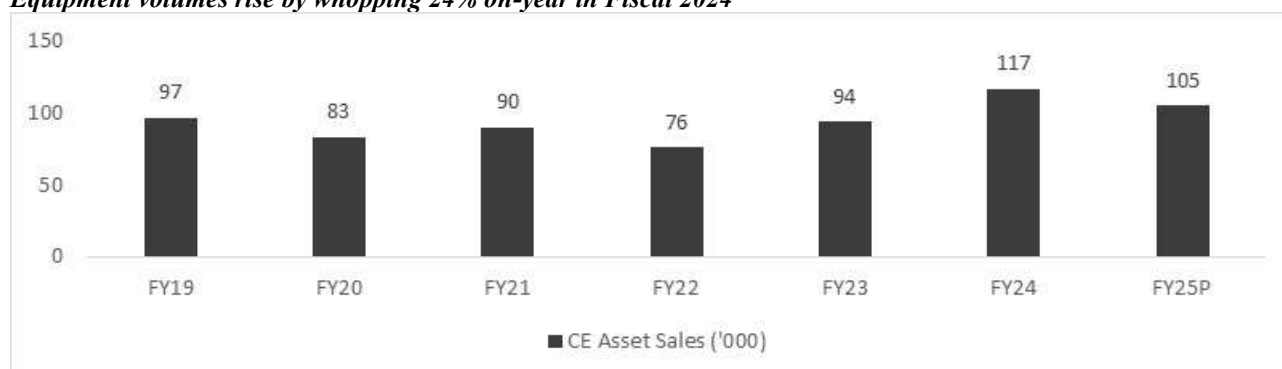
CONSTRUCTION EQUIPMENT FINANCING IN INDIA

Construction equipment volumes to normalise this fiscal after two years of double-digit growth

The new construction equipment (CE) sector achieved record sales in Fiscal 2024, with 24% on-year increase in volume and 25% on-year rise in value. This performance was driven by growth in end-user industries. Volume is expected to de-grow 8-10% in this fiscal because of moderation to come into play this fiscal in the construction equipment industry due to the high base effect and normalisation of central government capital allocation for key infrastructure industries. These are expected to slow down construction activity, impacting the sales of construction equipment but the industry is expected to maintain high levels of sales in volume at 100,000+ with growing end-user industry segments such as roads, railways and urban infrastructure.

Infrastructure sector growth is led by the healthy rise on high bases in state and central government capex budgets, government initiatives such as GatiShakti and the focus on the National Infrastructure Pipeline. The mining sector is also expected to grow this fiscal to meet rising demand from the power and metal sectors.

Equipment volumes rise by whopping 24% on-year in Fiscal 2024

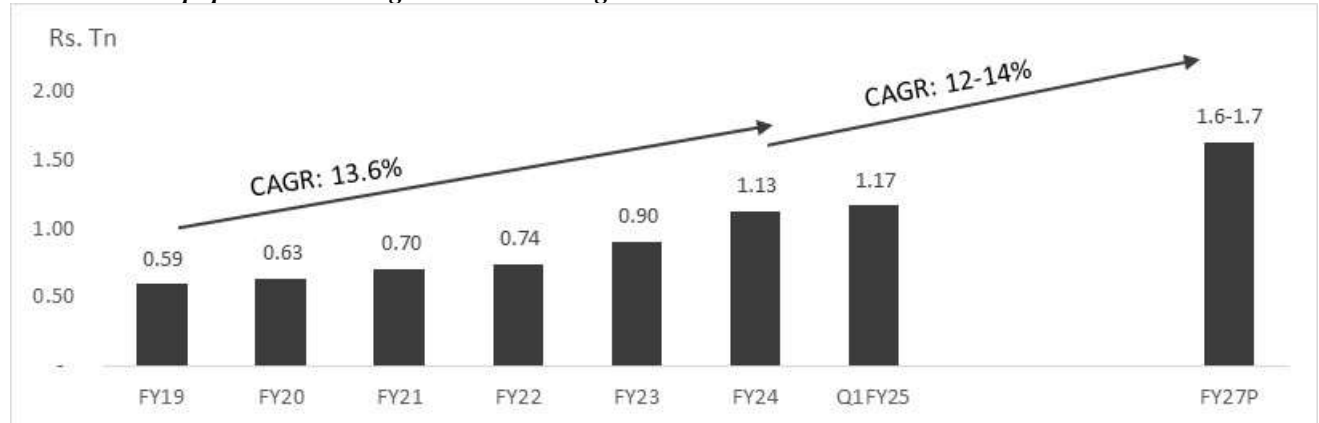


Source: Industry, CRISIL MI&A research

Construction Equipment Financing is expected to witness a CAGR of 12-14% from Fiscal 2024-2027

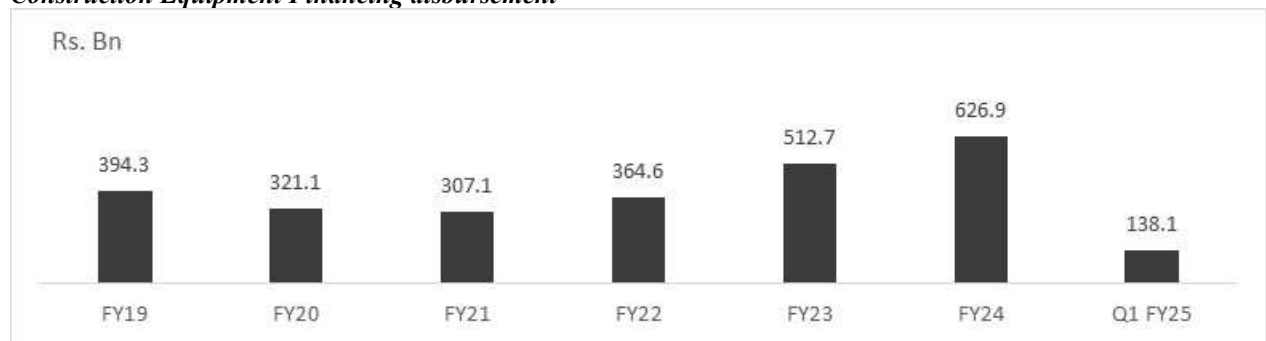
The CE finance industry grew 25% on-year in Fiscal 2024, reaching a market size of around ₹1.13 trillion. CE financing segment is expected to grow at a CAGR of 12-14% till Fiscal 2027. The segment witnessed a growth of 13.6% CAGR from Fiscals 2019 to 2024. This growth was driven by an increase in the sales value of new CE.

Construction Equipment Financing credit outstanding



Source: CRIF Highmark, CRISIL MI&A

Construction Equipment Financing disbursement

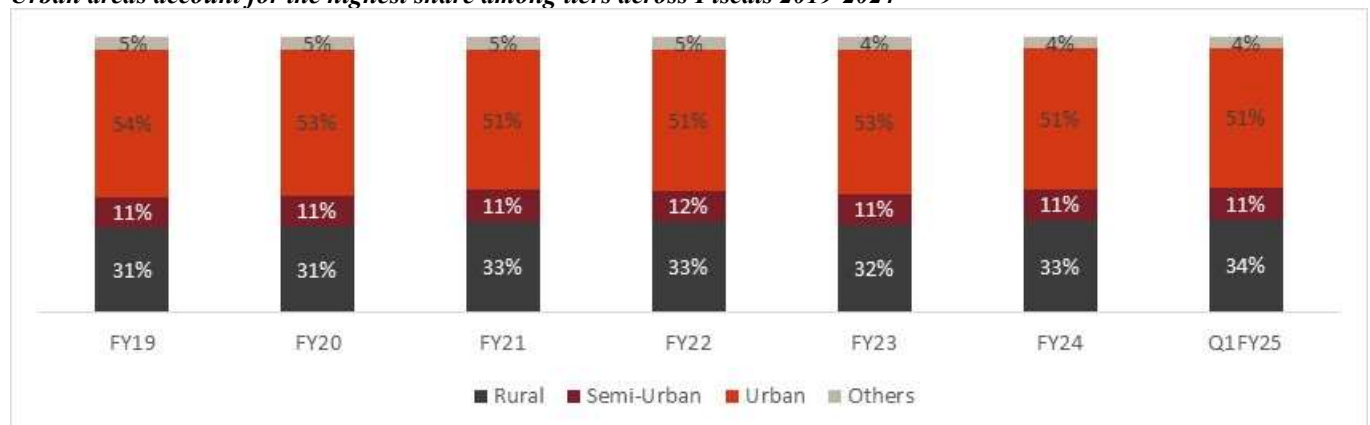


Source: CRIF Highmark, CRISIL MI&A

Urban areas account for the highest share among tiers across Fiscals 2019-2024

Urban regions account for the highest share as of Fiscal 2024, accounting for nearly 51% share in overall CE financing, this was followed by rural regions accounting for nearly 33% share and semi-urban regions accounting for nearly 11% market share. From Fiscals 2019-2024, rural regions witnessed a growth in market share of 2%, while urban regions witnessed a 3% fall in market share.

Urban areas account for the highest share among tiers across Fiscals 2019-2024



Source: CRIF Highmark, CRISIL MI&A

Maharashtra accounts for the highest share in CE financing outstanding as of Q1 Fiscal 2025

Among states, Maharashtra accounts for the highest share in overall CE financing outstanding as of Fiscal 2024 and Q1 Fiscal 2025 accounting for nearly 13% market share, followed by Gujarat accounting for nearly 10% share and Rajasthan accounting for nearly 9% share. Among top 15 states, Chhattisgarh witnessed the fastest growth in the last five fiscals growing at a CAGR of approximately 18.6% followed by Gujarat and Uttar Pradesh, which grew at approximately 17.9% CAGR each from Fiscal 2019-2024.

Maharashtra accounts for highest share in construction equipment financing outstanding as of Fiscal 2024

| State (in ₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| Maharashtra | 82.8 | 90.6 | 95.2 | 102.1 | 131.2 | 177.8 | 184.9 | 16.5% |
| Gujarat | 48.5 | 52.1 | 58.5 | 62.6 | 85.1 | 110.4 | 118.0 | 17.9% |
| Rajasthan | 51.2 | 51.8 | 59.9 | 64.4 | 80.3 | 98.7 | 103.7 | 14.0% |
| Tamil Nadu | 52.4 | 57.4 | 64.6 | 65.5 | 77.0 | 92.7 | 96.6 | 12.1% |
| Uttar Pradesh | 30.5 | 34.4 | 39.9 | 42.2 | 54.1 | 69.5 | 72.6 | 17.9% |
| Karnataka | 34.6 | 38.9 | 41.6 | 41.0 | 50.7 | 63.4 | 65.3 | 12.9% |
| Madhya Pradesh | 31.5 | 34.3 | 37.3 | 39.1 | 45.1 | 58.4 | 61.7 | 13.2% |
| Telangana | 43.3 | 40.9 | 42.9 | 45.3 | 53.2 | 62.2 | 61.5 | 7.5% |
| Orrisa | 23.4 | 24.6 | 28.9 | 32.1 | 38.3 | 52.1 | 54.1 | 17.4% |
| Haryana | 25.0 | 27.3 | 29.3 | 32.1 | 39.0 | 50.2 | 51.5 | 15.0% |
| Andhra Pradesh | 33.5 | 30.5 | 31.2 | 31.5 | 38.5 | 44.5 | 44.7 | 5.8% |
| West Bengal | 29.8 | 30.9 | 32.2 | 30.4 | 35.1 | 40.5 | 42.1 | 6.3% |
| Chhattisgarh | 13.6 | 13.9 | 18.2 | 20.0 | 24.8 | 31.9 | 33.1 | 18.6% |
| Delhi | 19.4 | 22.3 | 22.6 | 22.9 | 27.2 | 30.3 | 30.9 | 9.4% |
| Kerala | 19.3 | 20.2 | 23.2 | 23.7 | 26.1 | 28.3 | 27.7 | 7.9% |
| Others | 55.5 | 63.6 | 75.7 | 81.6 | 94.5 | 114.1 | 117.0 | 15.5% |

Source: CRIF Highmark, CRISIL MI&A

Maharashtra accounts for highest CE financing disbursements as of Fiscal 2024

Among states, Maharashtra accounts for the highest share (around 16%) in CE financing disbursements as of Fiscal 2024, followed by Gujarat and Rajasthan accounting for around 10% and 9% share each. Among top 15 states, Orrisa witnessed the fastest growth in disbursements (around 17%) followed by Chhattisgarh and Haryana with 14.7% CAGR and 13.3% CAGR from Fiscal 2019-2024 respectively.

Maharashtra accounts for highest CE financing disbursements as of Fiscal 2024

| State (in ₹ billions) | Fiscal 2019 | Fiscal 2020 | Fiscal 2021 | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | Q1 Fiscal 2025 | CAGR (Fiscal 2019-2024) |
|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|----------------|-------------------------|
| Maharashtra | 55.9 | 44.4 | 35.0 | 50.7 | 75.5 | 101.9 | 19.7 | 12.8% |
| Gujarat | 32.1 | 26.3 | 25.9 | 33.1 | 53.6 | 62.5 | 15.1 | 14.2% |
| Rajasthan | 35.9 | 27.6 | 29.3 | 35.9 | 49.4 | 59.0 | 13.9 | 10.4% |
| Tamil Nadu | 34.7 | 29.7 | 28.6 | 31.8 | 44.3 | 53.7 | 12.5 | 9.1% |
| Uttar Pradesh | 21.3 | 17.9 | 18.6 | 19.7 | 31.2 | 38.5 | 9.1 | 12.5% |
| Madhya Pradesh | 22.3 | 18.3 | 17.1 | 18.6 | 25.6 | 32.2 | 7.3 | 7.6% |
| Karnataka | 22.9 | 19.4 | 16.4 | 17.8 | 28.7 | 33.8 | 7.3 | 8.1% |
| Orrisa | 13.3 | 12.5 | 13.9 | 15.9 | 20.3 | 29.5 | 6.8 | 17.2% |
| Haryana | 16.3 | 15.2 | 13.7 | 19.1 | 23.7 | 30.4 | 6.8 | 13.3% |
| Telangana | 28.9 | 18.1 | 18.1 | 23.9 | 30.5 | 33.9 | 6.0 | 3.3% |
| Andhra Pradesh | 21.2 | 13.3 | 13.5 | 16.1 | 24.1 | 25.0 | 4.8 | 3.4% |
| West Bengal | 17.3 | 15.5 | 12.9 | 12.0 | 15.9 | 19.3 | 4.8 | 2.3% |
| Chhattisgarh | 9.5 | 7.7 | 9.6 | 11.0 | 15.0 | 19.0 | 4.4 | 14.7% |
| Delhi | 12.1 | 11.0 | 8.6 | 9.8 | 12.6 | 15.1 | 3.8 | 4.6% |
| Jharkhand | 9.7 | 7.6 | 7.9 | 7.6 | 11.8 | 13.5 | 3.5 | 6.8% |
| Others | 40.8 | 36.5 | 37.8 | 41.7 | 50.4 | 59.6 | 12.3 | 7.9% |

Threats and challenges in the Construction Equipment Financing Industry:

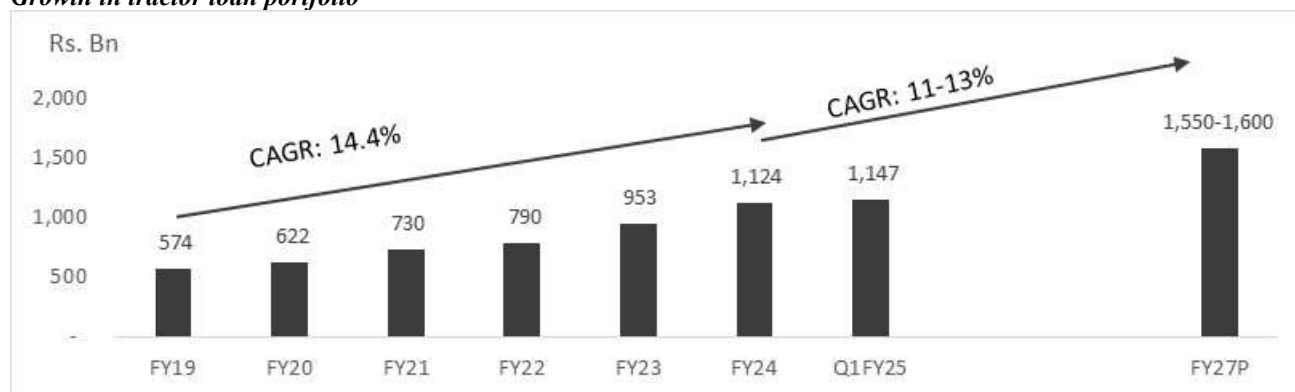
- **NBFCs serve riskier customer segment:** In terms of customer mix, banks mainly focus on large customers (contractors). In comparison, NBFCs focus mainly on retail customers, including first-time buyers (FTBs), a riskier segment.
- **Cyclical nature of Construction equipment finance Industry:** The CEF industry is inherently cyclical. A challenging macroeconomic environment and delays in execution of infrastructure projects adversely affect cash flows of borrowers. The cyclicity leads to high volatility in asset quality of financiers, impacting their profitability.
- **Repossession and resale of assets:** One of the major issues faced by NBFCs in the construction equipment financing space is the storage of repossessed equipment from loans that have turned NPAs. Loan recovery is challenging for NBFCs in the case of a default. Furthermore, the secondary market for repossessed/used construction equipment is underdeveloped in India. Thus, resale of used equipment is a challenge for construction equipment sellers.

TRACTOR LOAN FINANCING IN INDIA

Tractor financing market

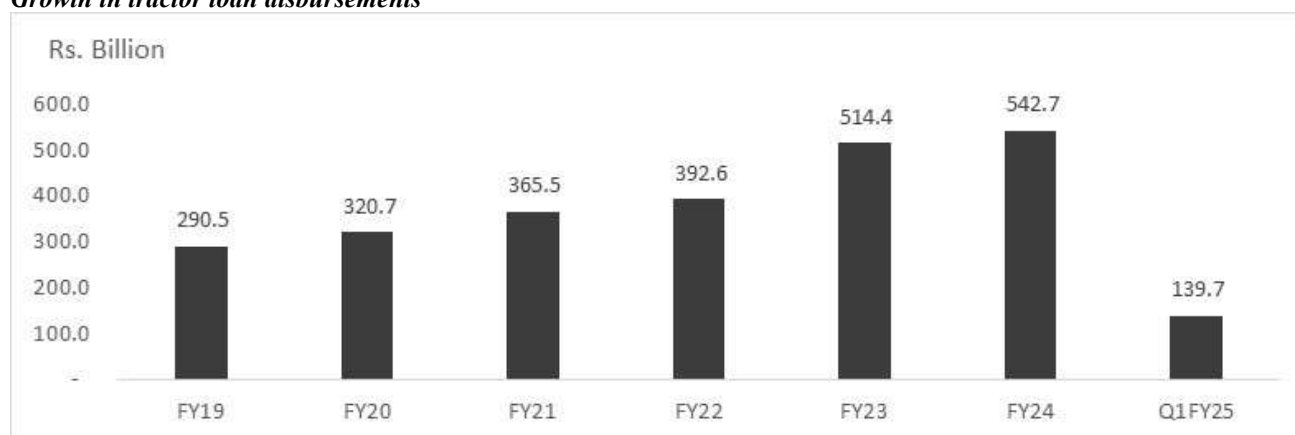
Tractor loan disbursements increased by 13.3% CAGR between Fiscals 2019 and 2024. Further, tractor loan portfolio increased at 14.4% CAGR between Fiscal 2019 and Fiscal 2024 and is expected to increase at a moderate pace of 11-13% CAGR between Fiscal 2024 and Fiscal 2027.

Growth in tractor loan portfolio



Note: P: Projected; Source: CRIF Highmark, CRISIL MI&A

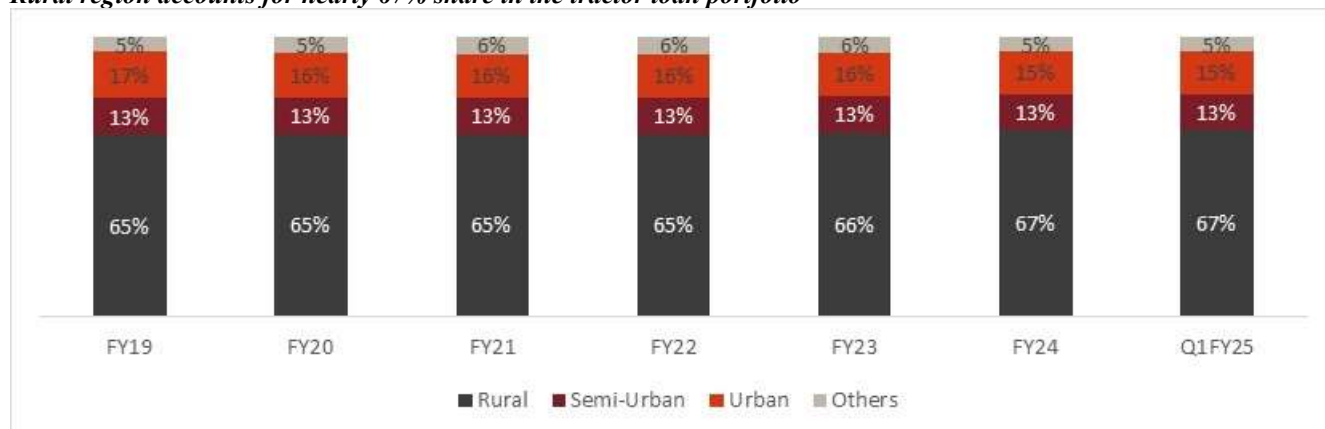
Growth in tractor loan disbursements



Note: P: Projected; Source: CRIF Highmark, CRISIL MI&A

Rural and semi-urban areas together account for nearly 80% of total tractor loan portfolio as of Fiscal 2024. Additionally, tractor loan portfolio grew at a highest CAGR of 15% in rural areas followed by 13.8% CAGR in semi-urban areas between Fiscal 2019 and Fiscal 2024.

Rural region accounts for nearly 67% share in the tractor loan portfolio

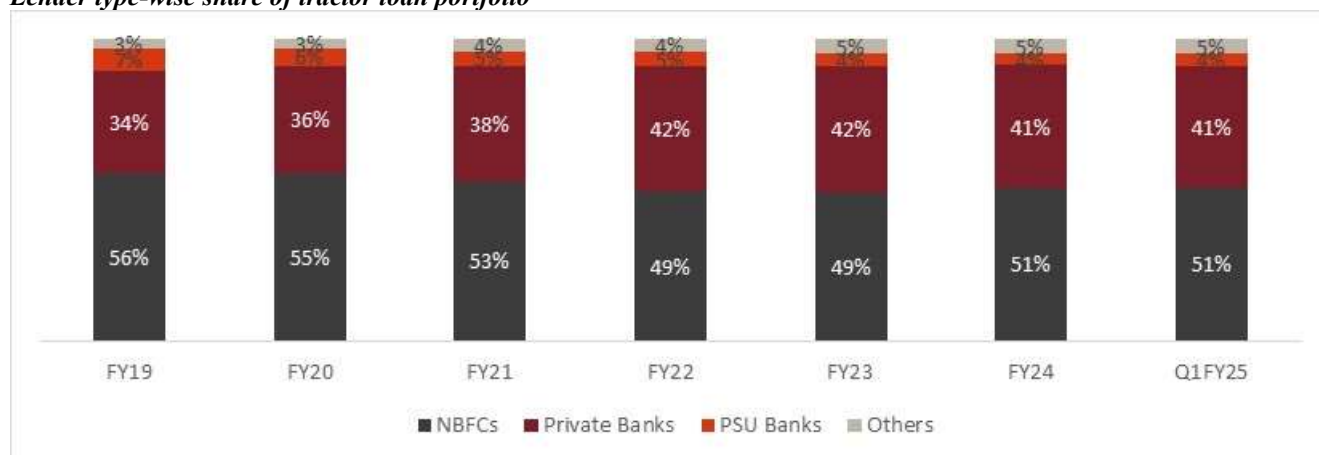


Note: P: Projected; Source: CRIF Highmark, CRISIL MI&A

NBFCs account for majority share in tractor financing

Though banks are gaining market share in tractor loan portfolio, NBFCs have the largest market share of 51% as of Fiscal 2024 and Q1 Fiscal 2025.

Lender type-wise share of tractor loan portfolio



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, CRISIL MI&A

Key factors which drive competitiveness of NBFCs in tractor financing

Factors favouring NBFCs

Better presence in rural markets

The tractor financing segment is increasingly becoming a stronghold of NBFCs due to their greater ability to tap rural markets by offering loans at rates much lower than those of unorganised players. Though tractor demand is majorly dependent on the rural economy and monsoon, NBFCs remain poised to dominate the tractor financing segment.

Rural demand, increasing farm mechanisation, support from the government and normal monsoon are some of the critical factors which are expected to aid tractor growth in the long term, and this will be backed by improving rural infrastructure, especially as the government continues to invest in developing rural roadways. Greater ability of NBFCs to tap specific markets and/or customer segments by offering financing at much lower rates than the unorganised sector may enable them to retain their market position. Captive players can capitalise on it to increase their share.

Eligibility requirements

NBFCs have started using alternate data and methods using technology to assess creditworthiness of borrowers due to which NBFCs can moderate certain requirements regarding land holding, income documentation, etc. and the procedure to obtain loan also becomes simpler. These factors play a vital role to attract borrowers who are majorly from rural and semi-urban areas.

Faster turnaround time

With the help of technology and on-ground presence, NBFCs have been able to reduce their turnaround time of processing tractor loan applications as compared to banks and therefore can attract customers who need immediate funding.

Flexible financing options

NBFCs provide flexible financing options to borrowers depending on each borrower's needs, harvesting pattern, and borrowers' income pattern. Further, such flexibility also helps in timely repayment from borrowers.

Threats and challenges in Tractor Financing Industry

- **Seasonal Income Dependency:** Tractor financing relies heavily on agricultural income, which is seasonal and unpredictable. Poor crop yields or irregular monsoons can affect farmers' ability to repay loans.

- **Asset Repossession Challenges:** Repossessing tractors in rural areas can be difficult due to logistical issues and resistance from local communities, leading to delayed or non-recovery of financed assets.
- **Creditworthiness of Borrowers:** Many farmers lack formal credit histories, making it harder for lenders to assess their repayment ability accurately. This increases the risk of defaults on tractor loans.

CONSUMER LENDING IN INDIA

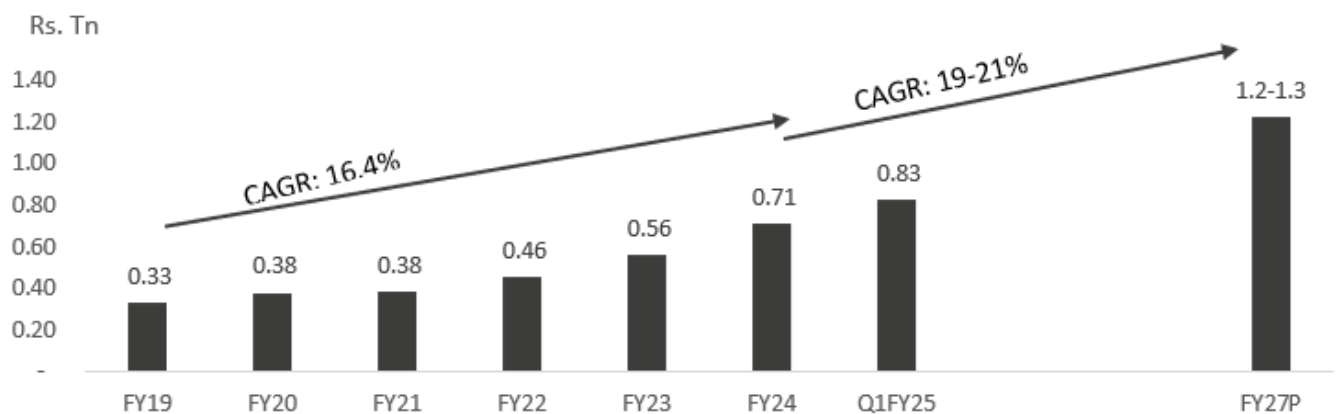
Consumer Durable Loan

Consumer durables financing market continues the healthy momentum

The outstanding loan book for consumer durables expanded 27% on-year to ₹0.71 trillion in Fiscal 2024. The growth momentum is expected to continue in Fiscal 2025. The healthy consumer durables credit growth in Fiscal 2024 was driven by resilient consumption and increasing financing penetration in the segment. Increased demand during the festive season also supported growth. CRISIL MI&A expects the outstanding loan book for consumer durables to grow with 19-21% CAGR between Fiscal 2024 and Fiscal 2027.

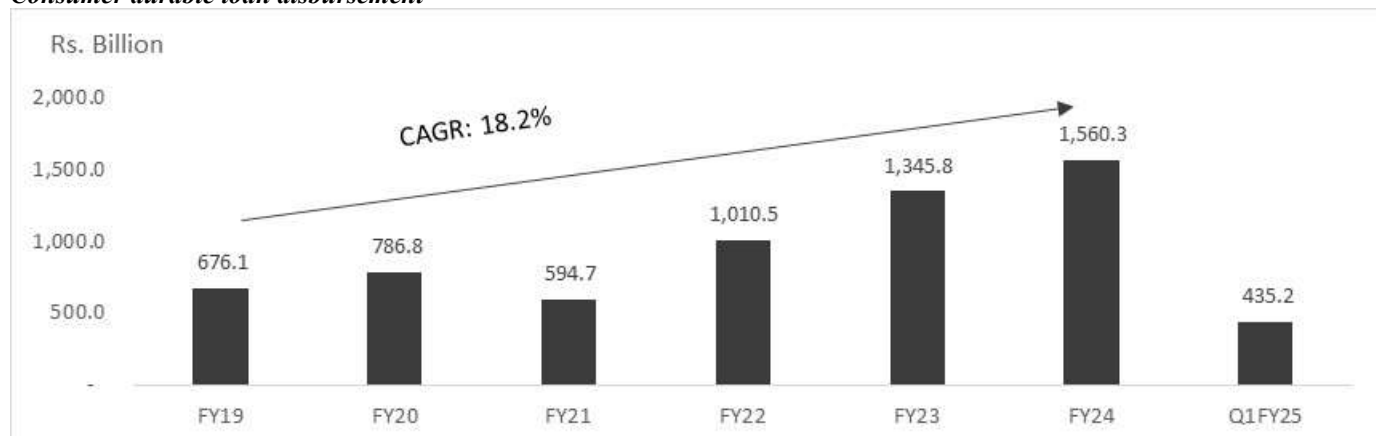
The healthy consumer durables credit growth in Fiscal 2024 was driven by resilient consumption, aspirational spending and increasing financing penetration in the segment. Increased demand during the festive season also supported growth. However, growth slowed in the last quarter of the fiscal year because the RBI halted the issuance of new loans on a key non-bank lender's existing product in the third quarter due to non-compliance with digital lending guidelines.

Consumer durable credit outstanding is expected to witness a CAGR of 19-21% from Fiscal 2024-2027



Source: CRIF Highmark, CRISIL MI&A

Consumer durable loan disbursement

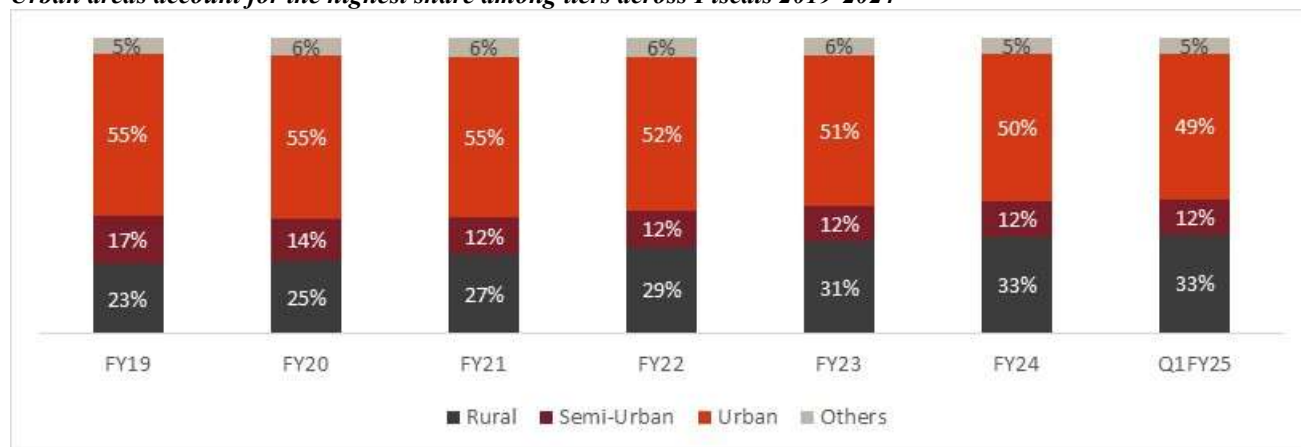


Source: CRIF Highmark, CRISIL MI&A

Urban areas account for the highest share among tiers across Fiscals 2019-2024

Urban regions account for the highest share as of Fiscal 2024, accounting for around 50% share in overall consumer durables, this was followed by rural regions accounting for around 33% share and semi-urban regions accounting for around 12% market share. From Fiscals 2019-2024, rural regions witnessed a growth in market share of 10%, outpacing urban regions which witnessed a 5% fall in market share.

Urban areas account for the highest share among tiers across Fiscals 2019-2024



Source: CRIF Highmark, CRISIL MI&A

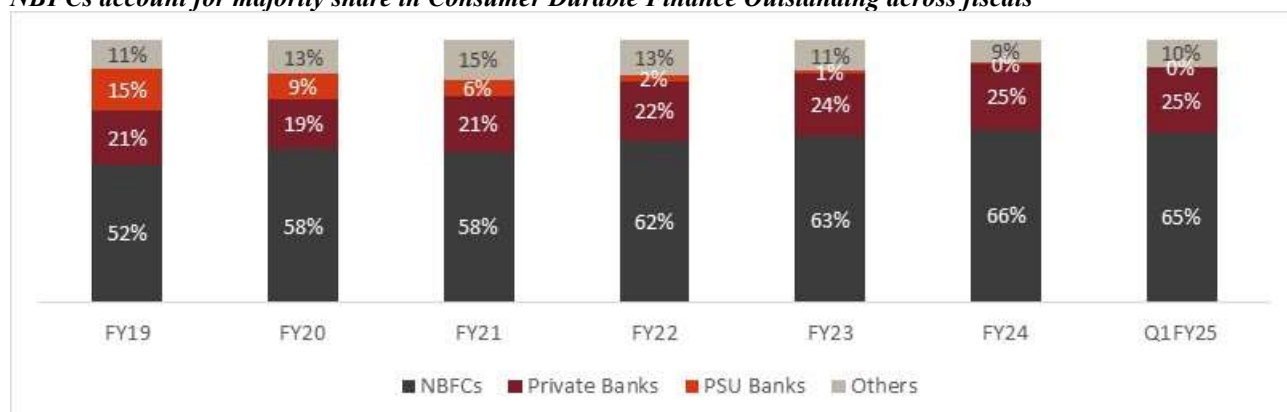
Prime and below-prime customers to support NBFCs' credit growth

Growth of NBFCs in the consumer durables financing space is led by innovative financing models and low ticket-size disbursements. NBFCs' ability to provide customised products, better customer understanding, etc. will aid them to underwrite below-prime customers as well. The major consumer base comprises Tier 2 and below cities and disbursements are primarily to prime and below-prime customers (as against higher-rated consumers). As the incremental portfolio undergoes further seasoning, asset quality will remain a key monitorable.

NBFCs account for majority share in Consumer Durable Finance Outstanding across fiscals

Among lenders, NBFCs accounted for the highest share in Consumer Durable finance outstanding (nearly 66%) as of Fiscal 2024, which was followed by private banks with around 25% market share. From Fiscal 2021 to Fiscal 2024, NBFCs have gained nearly 8% market share. Among major lenders, NBFCs witnessed the fastest growth in Consumer Durable Finance Outstanding witnessing a CAGR of approximately 22% from Fiscal 2019-2024, while private banks grew at 21% CAGR.

NBFCs account for majority share in Consumer Durable Finance Outstanding across fiscals



Note: Others includes other financial institutions, Small Finance Banks and foreign banks, Source: CRIF Highmark, CRISIL MI&A

Among lenders, NBFCs had the lowest GNPA's across fiscals with 90+ DPD for Fiscal 2024 at 2.4% followed by Private Sector Banks with 3.9%. From Fiscal 2019-2024, NBFCs have witnessed a significant improvement in their NPA levels falling from 5.2% in Fiscal 2019 to 2.4% in Fiscal 2024.

Threats and challenges in Consumer Durable Loan Segment

- **Regulatory Challenges:** Strict regulatory requirements and compliance standards can limit the approval and disbursement of loans, adding complexity to operations and increasing the administrative burden on lenders to adhere to changing guidelines.
- **Market Competition:** Intense competition from new age fintech companies pressures traditional lenders to innovate continuously, offer better terms, and improve customer experiences to maintain market share.
- **Technology and Fraud Risk:** Increased reliance on digital processes exposes lenders to a higher risk of cyber threats and fraud, necessitating robust cybersecurity measures and continuous monitoring to safeguard customer and company data effectively.

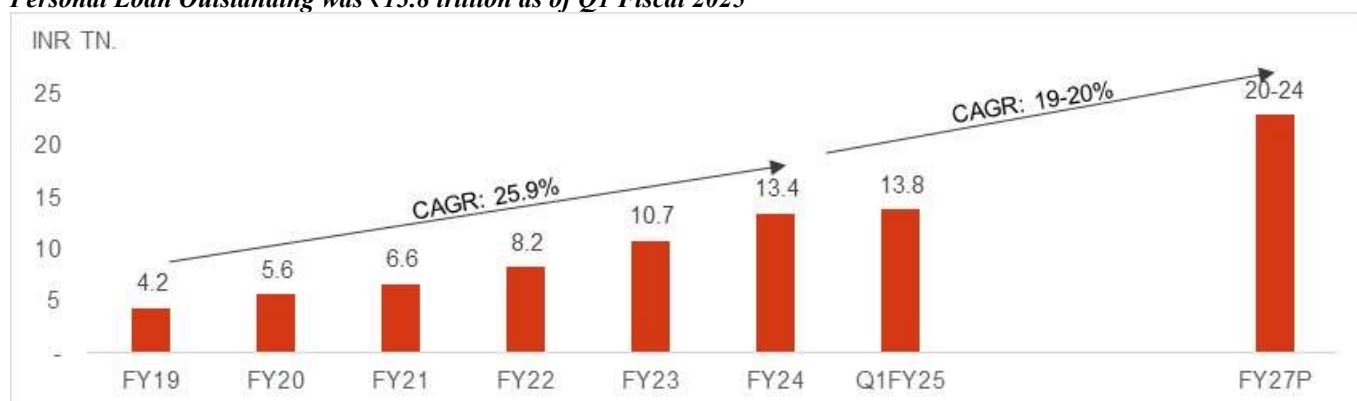
PERSONAL LOANS

Strong disbursements especially from NBFCs led to robust personal loan book growth in Fiscal 2024

The amount of personal loans outstanding has increased from ₹4.2 trillion in fiscal 2019 to ₹13.4 trillion in Fiscal 2024 at a CAGR of approximately 25.9%, driven by the rise in new age lenders, increasing lender focus on Tier 1 customers and beyond and a structural shift to a consumption driven economy. Personal loan outstanding stood at ₹13.8 trillion as of Q1 Fiscal 2025 and is likely to reach around ₹20-24 trillion in Fiscal 2027.

This growth is likely to be driven by healthy momentum in banks supported by their higher customer base in Tier 1 cities. Parallely, NBFCs would also continue to display aggressive growth in their personal loan book. NBFCs build their retail book through lower ticket-size personal loans and focus on growth in Tier 2 and below cities. Banks focus on the salaried middle-age group borrowers and have a higher share in Tier 1 cities as compared with NBFCs. End use of the personal loan can range from education loan, medical loan, travel loan, marriage loan, loan for self-employed, and other categories as personal loans are unsecured in nature with minimal or no end-use monitoring.

Personal Loan Outstanding was ₹13.8 trillion as of Q1 Fiscal 2025



Note: P – Projected, Source: CRIF Highmark, CRISIL MI&A

The personal loan industry witnessed a CAGR of 25.9% from fiscal 2019 to 2024, exhibiting credit expansion across both banking institutions and Non-Banking Financial Companies (NBFCs). This positive trajectory was underpinned by the emergence of financial technology (fintech) companies and digital platforms. In response to this market trend, the RBI has implemented stricter regulations concerning consumer credit.

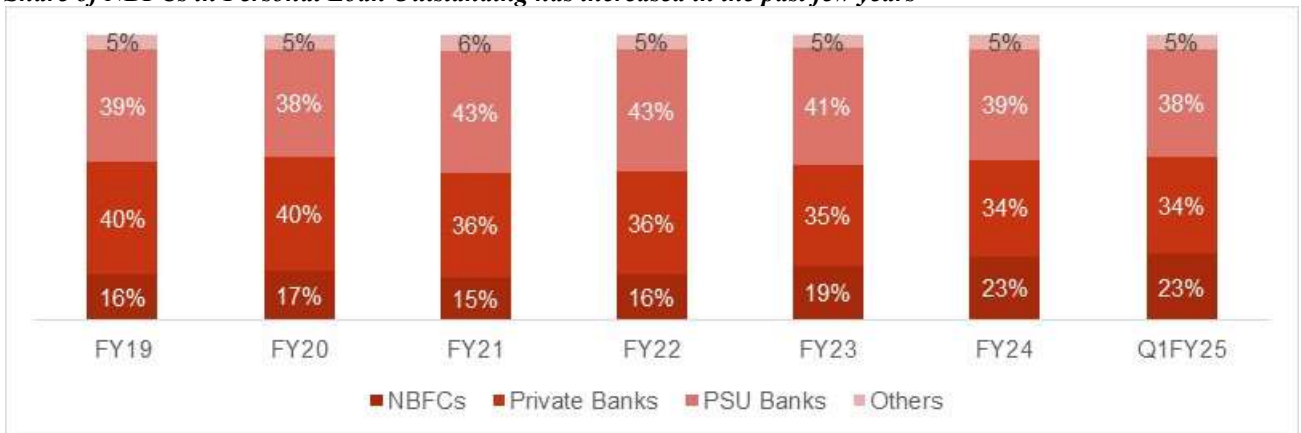
Specifically, the RBI has increased the risk weight attached to unsecured consumer loans by 25 percentage points, raising it to 125%. By increasing the risk weight associated with unsecured consumer loans, the RBI is setting a foundation for a more secure and sustainable credit environment. While these measures are expected to impact growth in the short term, but it is expected to promote stability and resilience in the industry over the long term, ensuring a healthier growth trajectory in the future.

Personal Loan Disbursement was ₹8.9 trillion as of Fiscal 2024, witnessing a CAGR of approximately 25.1% from Fiscal 2019



Source: CRIF Highmark, CRISIL MI&A

Share of NBFCs in Personal Loan Outstanding has increased in the past few years



Note: "Others" includes other financial institutions, Small Finance Banks and foreign banks.

Source: CRIF Highmark, CRISIL MI&A

Threats and challenges in Personal Loan Segment

Unsecured nature of loans may lead to asset quality concerns.

Personal loans are unsecured in nature and carry very high risk for lenders. In case of defaults by borrowers, it becomes very difficult for the lenders to recover the loan amount, and therefore NPAs in the segment are quite high as compared to other segments. This may affect the overall profitability of lenders. From an asset-quality perspective, higher caution is required for non-bank lenders since GNPA's continue to be elevated. With focused high double-digit growth in unsecured loans, lenders need to be cautious when onboarding loans with a weaker credit profile to prevent asset quality deterioration or higher write-offs. Higher inflation, coupled with stagnant income, could also cramp a borrower's repayment capability.

RBI increases risk weight on assets for unsecured lending – encompassing personal loans and credit card loans

The RBI has heightened the risk weight attached to unsecured consumer loans by raising it to 125%. This move is intended to temper growth in the rapidly growing consumer credit segment & monitor dependence on bank borrowings of NBFCs. This move is to have considerable impact across the player group such as banks, NBFCs and fintechs. For banks, impact on capital adequacy ratio (CAR) will not be material, as banks are well capitalised and would hold sufficient capital buffers in managing the impact but could see the possible increase in lending rates for personal loans, and slight impact on incremental loan growth. For NBFCs, there would be an increase in cost of funds because of increase in risk weight for bank exposure to NBFCs. As a result, NBFCs could increase reliance on non-convertible debentures (NCDs) or bonds in the medium term. As RBI urged underwriting models of fintechs' players to be strengthened and to be relooked at, this could result in an increase in operating expenses, reduction in loan origination in unsecured personal loan segment, and increase in need to raise capital for

maintaining CAR levels. In effect, this regulatory adjustment is anticipated to have a notable impact on the growth momentum in the short to medium term across the player group.

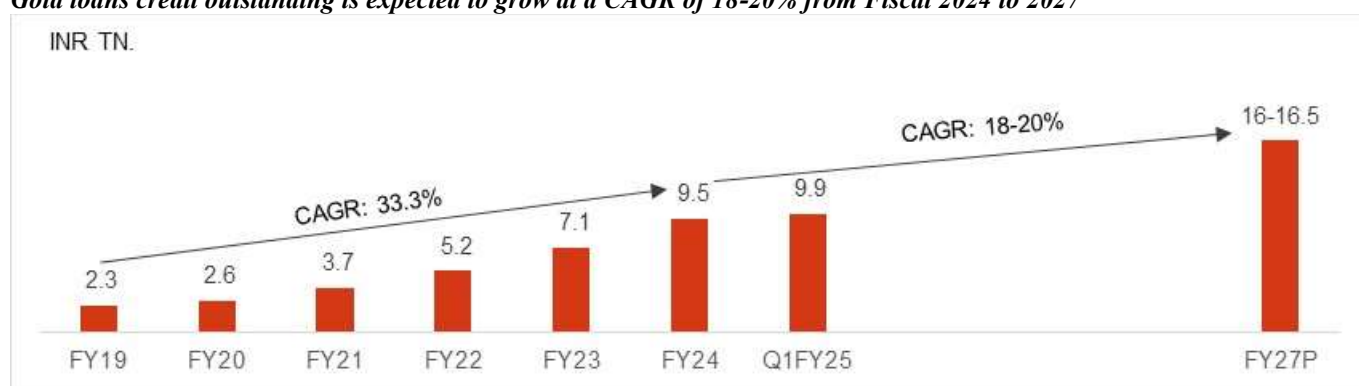
The exuberant growth and entailing risks

Ease of borrowing, innovative products such as travel now, pay later (TNPL), no-cost equated monthly instalments, burgeoning lifestyle expenses, etc., have contributed significantly to the rise in demand for personal loans. For personal loans, improved underwriting capabilities of banks and NBFCs (including fintechs), due to better availability of information and technology, have been the primary growth drivers. Personal loans are inherently riskier due to the absence of collateral, which means in cases of borrower default, the lender's ability to recover the outstanding amount is compromised.

In addition, the rise in personal loans was also driven by overleveraging of borrowers in addition to tapping new customers. This overleveraging at the borrower end could augment asset quality vulnerability.

GOLD LOANS

Gold loans credit outstanding is expected to grow at a CAGR of 18-20% from Fiscal 2024 to 2027



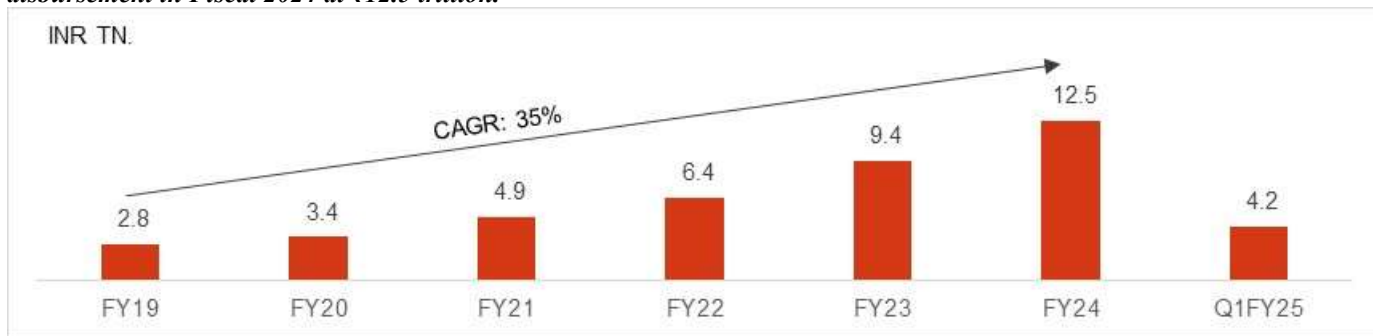
Source: CRIF Highmark, CRISIL MI&A

The gold loan sector is still largely catered by unorganised players with potential for new entrants to enter the market and create space. Gold loans are typically small ticket, short duration, convenient and instant credit, and are typically sourced and serviced through a physical branch infrastructure. Moreover, the gold loan product and customer segment are adjacent to the small ticket financing segment for both consumers and small businesses alike. Going forward, CRISIL MI&A believes the following factors are expected to support industry growth:

- Scope to capture share from unorganised gold loan financiers.
- Initiatives to increase awareness and increasing comfort of customers with gold loans due to the convenience.
- Geographic diversification to markets beyond the southern part of India.

Demand for gold loans from micro enterprises and individuals to fund working capital and personal requirements is expected to increase owing to the pickup in economic activity. In addition, with demand reviving and market expansion through doorstep gold loans model, CRISIL MI&A expects gold loan credit outstanding to grow at a CAGR of 18-20% from Fiscal 2024 to 2027.

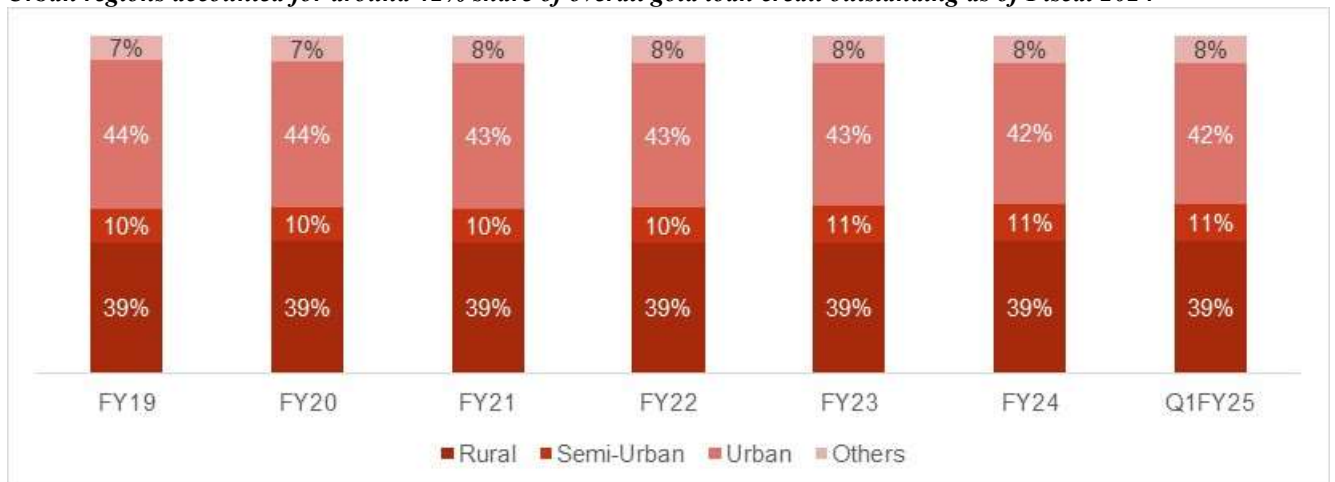
Gold loan disbursement witnessed a CAGR of approximately 35% from Fiscal 2019 to Fiscal 2024, with disbursement in Fiscal 2024 at ₹12.5 trillion.



Source: CRIF Highmark, CRISIL MI&A

Gold loans disbursement has witnessed a huge uptick in the past five fiscals, with disbursements growing at a CAGR of approximately 35% from Fiscal 2019 to Fiscal 2024, with ₹12.5 trillion disbursements as of Fiscal 2024 from ₹2.8 trillion. in Fiscal 2019. Gold loan disbursements as of Q1 Fiscal 2025 stood at ₹4.2 trillion.

Urban regions accounted for around 42% share of overall gold loan credit outstanding as of Fiscal 2024

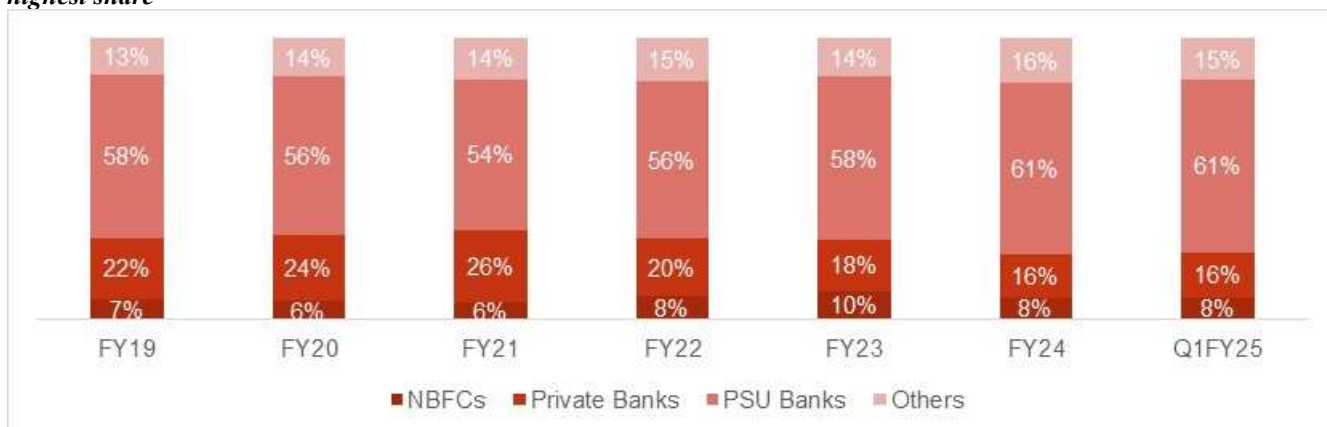


Note: "Others" includes Small Finance Banks and foreign banks.

Source: CRIF Highmark, CRISIL MI&A

Among tier brackets, urban regions accounted for nearly 42% share in overall gold loan credit outstanding which was followed by rural regions accounting for nearly 39% market share and semi-urban regions accounting for nearly 11% market share. During the last five fiscals, urban regions have lost nearly 2% market share which was primarily captured by semi-urban regions.

NBFCs account for nearly 8% share in overall gold loans credit, with Public Sector Banks accounting for the highest share



Note: "Others" includes Small Finance Banks and foreign banks.

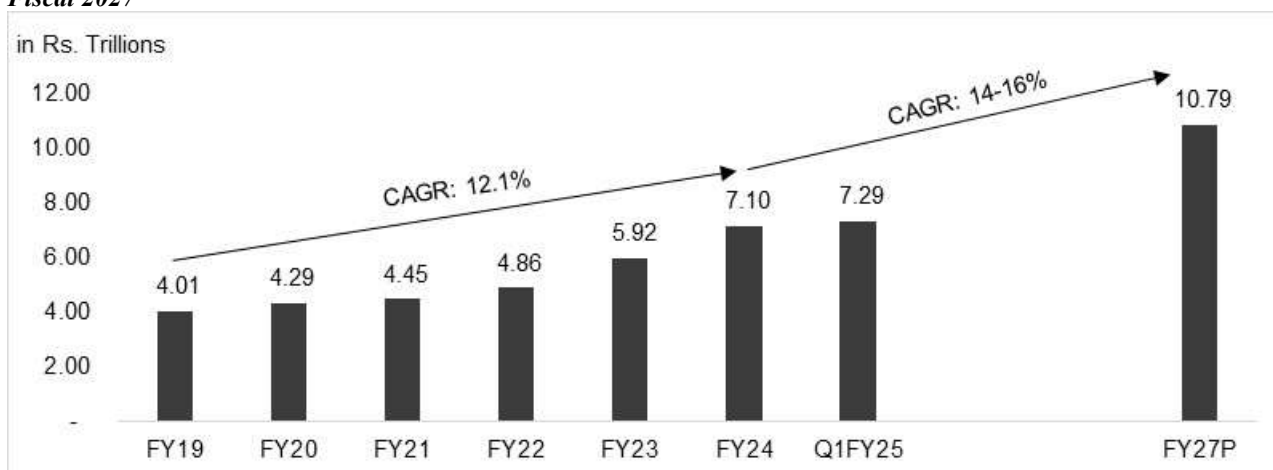
Source: CRIF Highmark, CRISIL MI&A

Threats and challenges in Gold Loan Segment

- **Price Volatility of Gold:** Fluctuations in gold prices can significantly impact loan security and lenders' risk exposure. Declines in gold value reduce collateral strength, raising the risk of losses on defaulted loans.
- **Regulatory Oversight and Compliance:** Stringent regulations and periodic changes in guidelines require gold loan providers to maintain high compliance standards. This adds operational complexities and can restrict certain lending practices.
- **Competition from Informal Lenders:** Local and unregulated lenders offer quick, often more flexible, gold loans, posing competition to formal financial institutions and making it harder to maintain competitive pricing.
- **Risk of Loan Defaults and Fraud:** Gold loan providers face risks of fraud through fake or impure gold collaterals, as well as default risks from borrowers. Robust valuation and verification processes are essential to mitigate these threats

NEW PASSENGER VEHICLE FINANCING MARKET

Vehicle loan (passenger vehicles loan) portfolio expected to grow at 14-16% CAGR from Fiscal 2024 to Fiscal 2027



Note: The above data includes lending portfolio of new passenger vehicles.

Source: CRIF Highmark, CRISIL MI&A

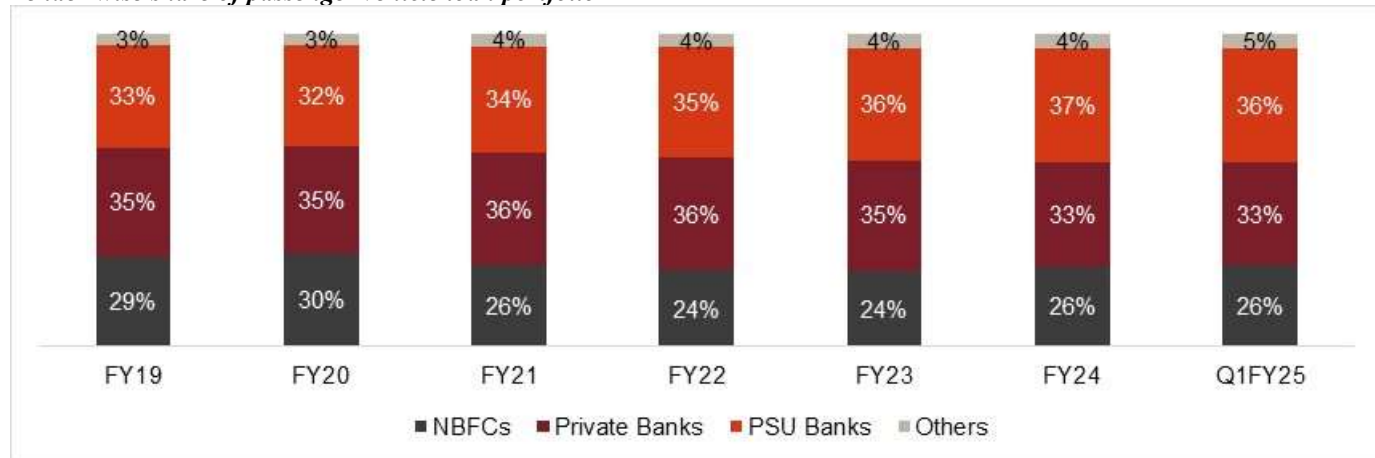
Passenger vehicle loan portfolio witnessed 12.1% CAGR between Fiscal 2019 to Fiscal 2024. In Fiscal 2023, passenger vehicle segment grew by 21.9% year-on-year due to improvement in economic activities of the post-COVID period. In Fiscal 2024, the passenger vehicle loan portfolio grew by 19.8% due to increasing finance

penetration. CRISIL MI&A estimates finance penetration for passenger vehicles to be between 75% to 80%, which is expected to improve in the upcoming years.

NBFC’s ability to tap markets not serviced by Banks is expected to help them gain an edge

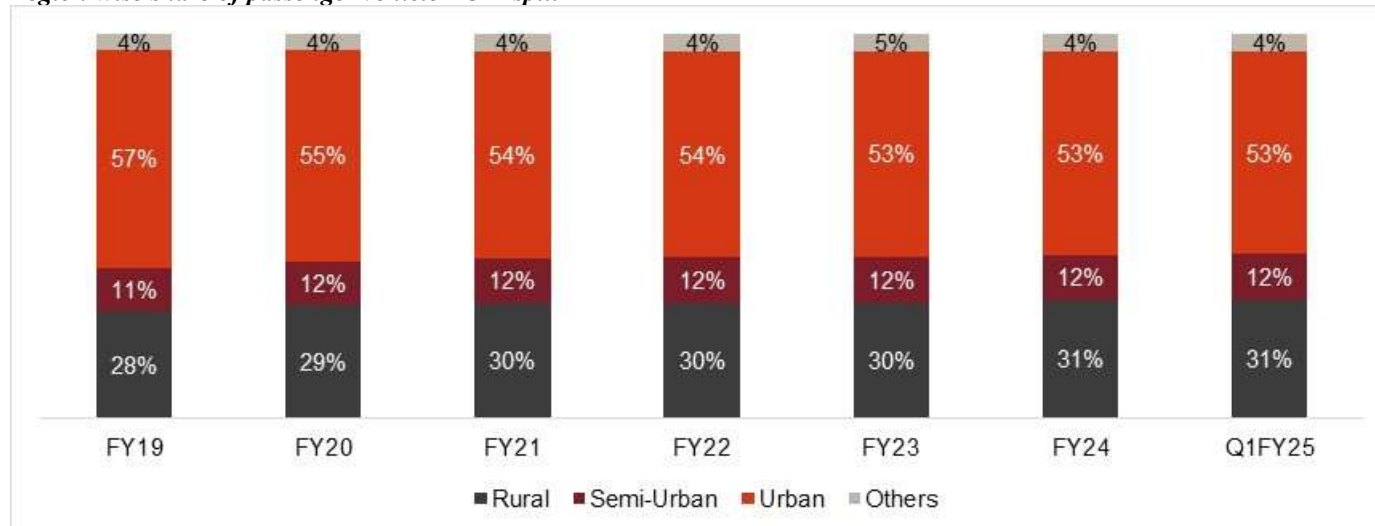
Over the years, banks have gained further inroads into the new-PV financing market, grabbing significantly greater share from non-captive NBFCs as captives have been able to maintain share with their superior connect to customers through their dealerships. Auto loans will be a favoured option for both banks and NBFCs with the consideration that new PVs carry low risk. In Fiscal 2024, banks gained higher share due to their better ability to cross-sell and offer lower financing costs compared with NBFCs on account of higher repo rates translating into higher cost of funds for non-banks. Also, delinquencies in this segment are low considering a better consumer profile, leading to banks becoming more aggressive in this segment. NBFCs have more penetration in the rural and semi-urban parts of the country. Thus, they can tap markets, which otherwise will not be accessible through banking channels.

Lender-wise share of passenger vehicle loan portfolio



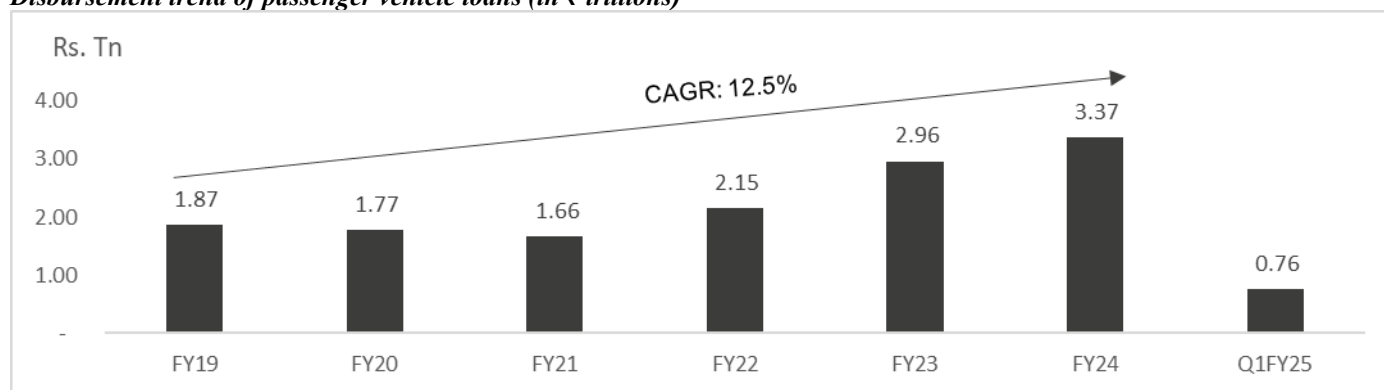
Note: The above data includes lending portfolio of new passenger vehicles. “Others” includes Small Finance Banks and foreign banks.
Source: CRIF Highmark, CRISIL MI&A

Region-wise share of passenger vehicle AUM split



Note: The above data includes lending portfolio of new passenger vehicles.
Source: CRIF Highmark, CRISIL MI&A

Disbursement trend of passenger vehicle loans (in ₹ trillions)



Note: The above data includes lending portfolio of new passenger vehicles.

Source: CRIF Highmark, CRISIL MI&A

Threats and challenges in Passenger Vehicle Loan Segment

- **Market Competition and Interest Rate Pressure:** Intense competition among banks, NBFCs, and fintechs drives down interest rates, squeezing profit margins. Lenders must offer competitive terms to attract customers, affecting revenue growth.
- **Vehicle Depreciation and Resale Risk:** The rapid depreciation of vehicle value reduces the collateral strength, especially in the case of defaults. Poor resale values can lead to significant losses for lenders in repossession cases
- **Credit Risk and Loan Default:** Economic uncertainty and job instability increase the likelihood of loan defaults, impacting lenders' profitability. Borrowers with lower creditworthiness pose higher risks, requiring stringent credit assessments.

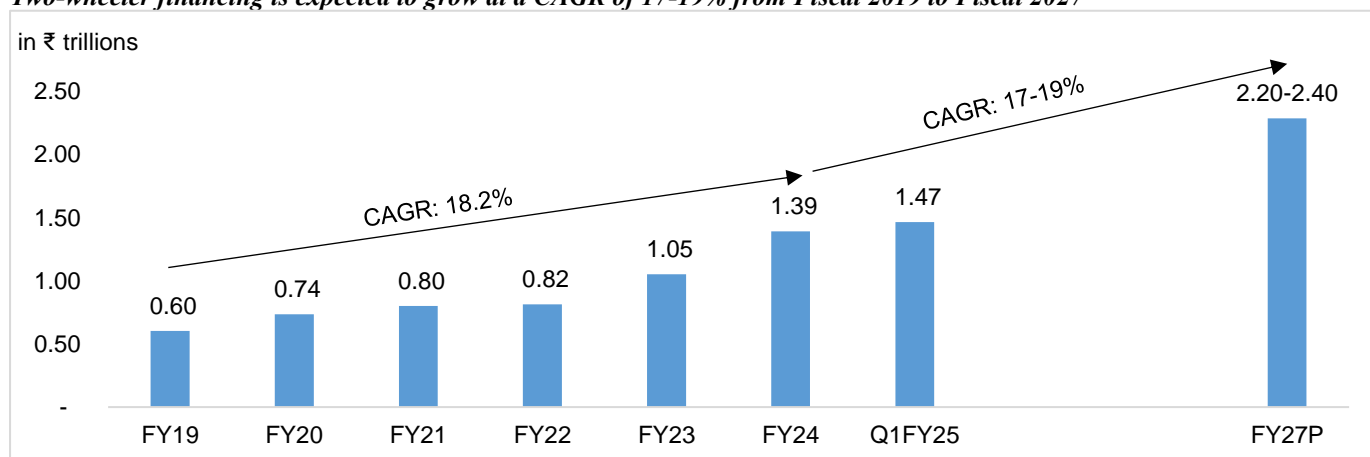
TWO-WHEELER LOANS

Two-wheeler domestic sales grew by 14% to reach sales volume of 18.4 lakh units in Fiscal 2024. Two-wheeler volumes are expected to improve by 13-15% in Fiscal 2025 on account of recovery of rural market sales aided by healthy crop prices and incomes finally catching up with the hike in vehicle prices and pent-up replacement demand. Furthermore, the introduction of electric scooter models by OEMs is also helping drive volumes.

Two-wheeler financing market

Two-wheeler financing witnessed a CAGR of 18.2% from Fiscal 2019 to Fiscal 2024, reaching ₹1.39 trillion in Fiscal 2024 and ₹1.47 trillion by Q1 Fiscal 2025. During the fiscals, growth in two-wheeler financing was robust in Fiscal 2020 and Fiscal 2021, witnessing a year-on-year growth of around 22% and 9%, respectively, while growth completely slowed down in Fiscal 2022 primarily due to the COVID-19 pandemic and lockdowns across the nation, with outstanding growing at 2% in Fiscal 2022. Post-Fiscal 2022 financing again picked up pace with outstanding growing at approximately 29% in Fiscal 2023 from the past Fiscal. By Fiscal 2024, outstanding touched ₹1.39 trillion growing by 32% year-on-year. Going forward, two-wheeler financing is expected to grow at a CAGR of 17-19% from Fiscal 2024 to Fiscal 2027 and is expected to reach ₹2.20-2.40 trillion by Fiscal 2027. CRISIL MI&A expects two-wheeler finance penetration at 35-40% as of Fiscal 2025.

Two-wheeler financing is expected to grow at a CAGR of 17-19% from Fiscal 2019 to Fiscal 2027



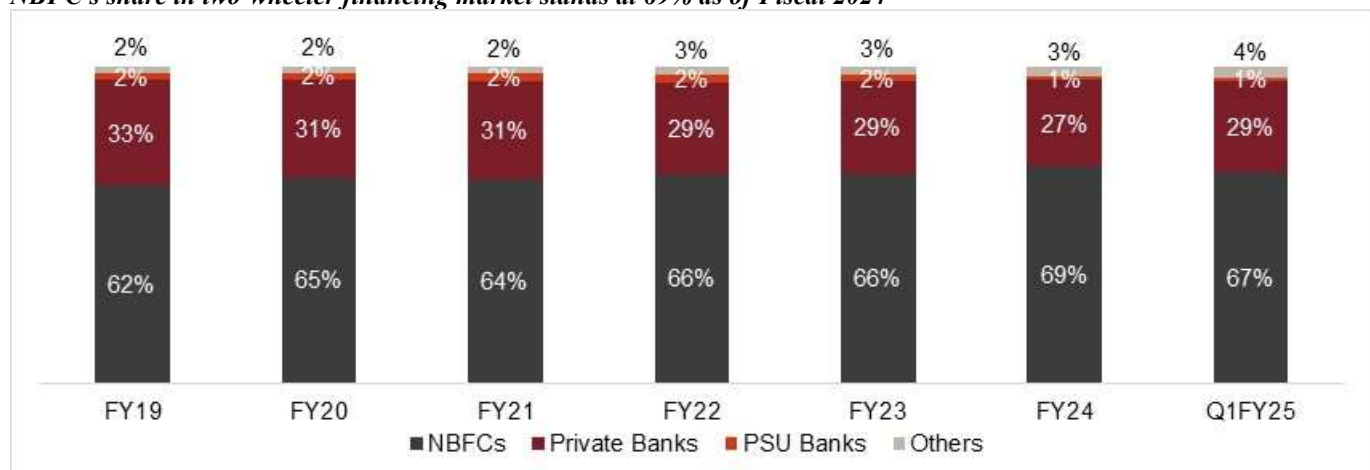
Note: P: Projected, Source: CRIF Highmark, CRISIL MI&A

NBFCs account for the highest share in two-wheeler financing across Fiscal 2019 – Q1 Fiscal 2025

The two-wheeler financing segment is increasingly becoming a stronghold of NBFCs due to their greater ability to tap rural markets by offering loans at rates much lower than those of unorganised players. The limited presence of banks in rural markets also helps them. Though weaker demand sentiments have delayed their expansion, NBFCs remain poised to dominate the two-wheeler financing segment this fiscal as well as banks are likely to tread the space carefully.

NBFCs accounted for highest share in credit outstanding among lenders, accounting for 67% as of Q1 Fiscal 2025, rising from 62% market share in Fiscal 2019, followed by private sector banks accounting for second highest share (29%) as of Q1 Fiscal 2025, declining from 33% in Fiscal 2019. The under-penetrated rural market will be the key growth segment for NBFCs. Rising income will be further aided by better rural connectivity and rising participation of women in both urban and rural areas.

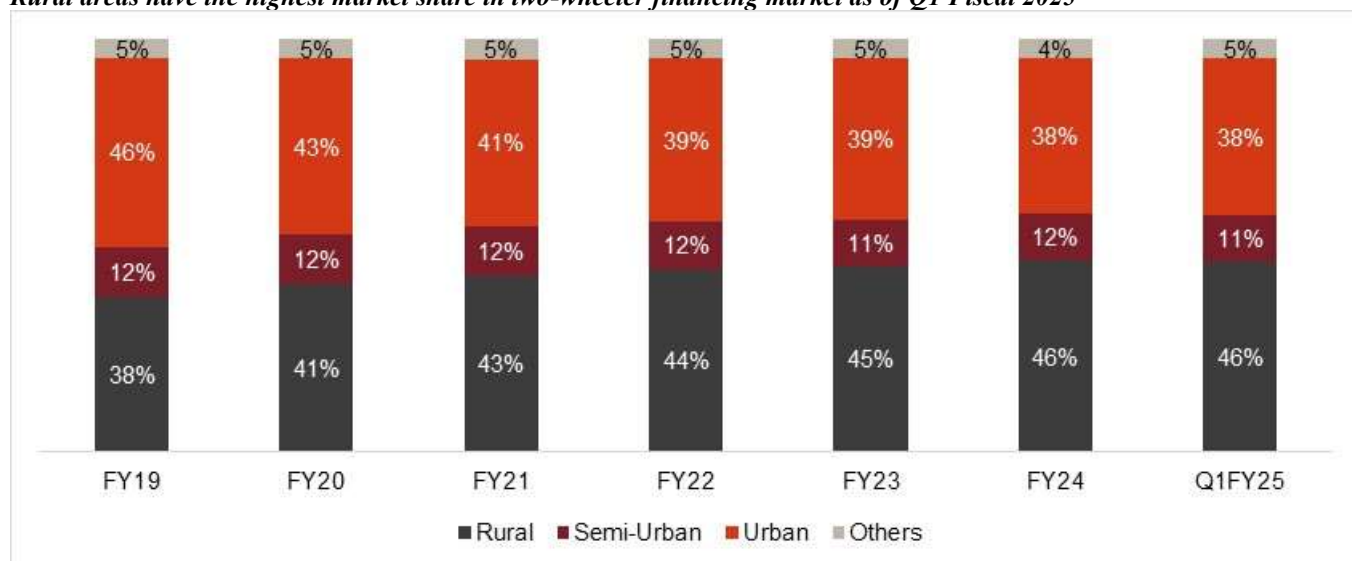
NBFC's share in two-wheeler financing market stands at 69% as of Fiscal 2024



Note: "Others" includes other financial institutions, Small Finance Banks and foreign banks.

Source: CRIF Highmark, CRISIL MI&A

Rural areas have the highest market share in two-wheeler financing market as of Q1 Fiscal 2025

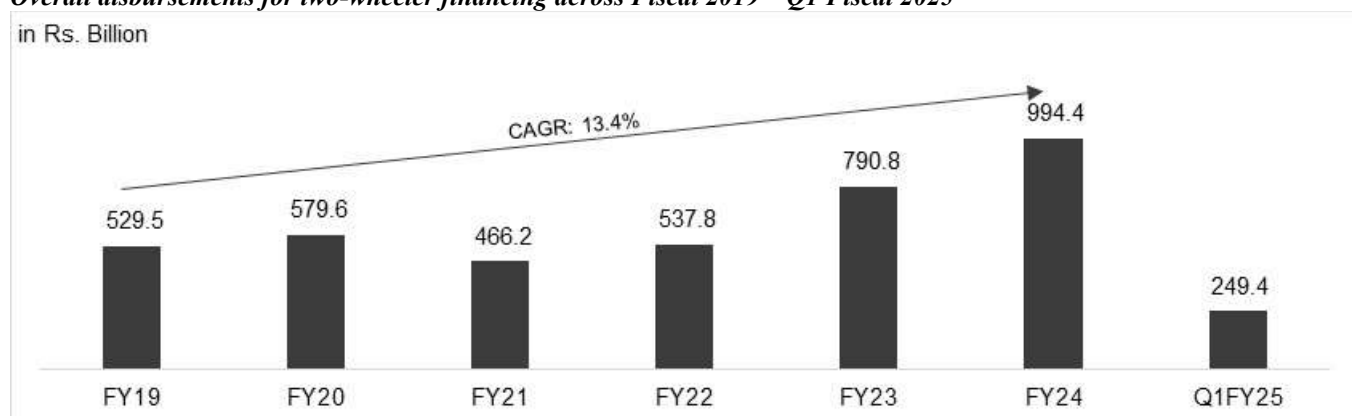


Source: CRIF Highmark, CRISIL MI&A

Overall two-wheeler disbursements increased by 25.8% in Fiscal 2024

Overall disbursements decreased by 20% year-on-year in Fiscal 2021 on account of the COVID-19 pandemic. In Fiscal 2022 and Fiscal 2023, overall disbursements increased by 15.4% and 47.0% year-on-year, respectively. In Fiscal 2024, overall disbursements grew at a slower growth of 25.8% on account of strong growth of two-wheeler sales.

Overall disbursements for two-wheeler financing across Fiscal 2019 – Q1 Fiscal 2025



Source: CRIF Highmark, CRISIL MI&A

Threats and challenges in Two-wheeler Loan Segment

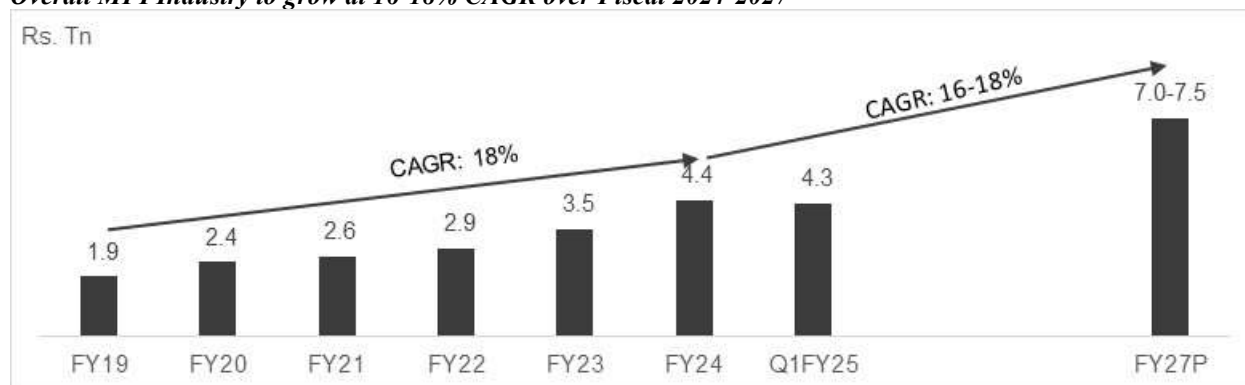
- **High Default Risk:** Two-wheeler loans often target low-income or first-time borrowers, leading to a higher risk of defaults. Economic fluctuations can worsen repayment challenges, impacting the overall loan portfolio quality.
- **Intense Market Competition:** Heavy competition from banks, NBFCs, and fintechs results in lower interest rates and thin profit margins. Lenders face pressure to provide favorable terms and flexible options to attract borrowers.
- **Vehicle Depreciation and Limited Resale Value:** Two-wheelers depreciate quickly, reducing their value as collateral. This creates challenges in recovering loan amounts through repossession and resale in case of defaults.

MICROFINANCE INDUSTRY

Rising penetration to support continued growth of the industry

With economic revival and unmet demand in rural regions, CRISIL MI&A expects the overall MFI portfolio size to grow at CAGR of 16-18% between Fiscals 2024 and 2027. Key drivers for the superior growth outlook include increasing penetration into the hinterland and expansion into newer states, faster growth in the rural segment, increase in average ticket size and higher usage of support systems such as credit bureaus. The presence of self-regulatory organisations, such as MFIN and Sa-Dhan, is also expected to support the sustainable growth of the industry going forward. Moreover, household credit is a huge untapped market for the MFI players. The country has seen household credit penetration via MFI loans rising, but it is still on the lower side.

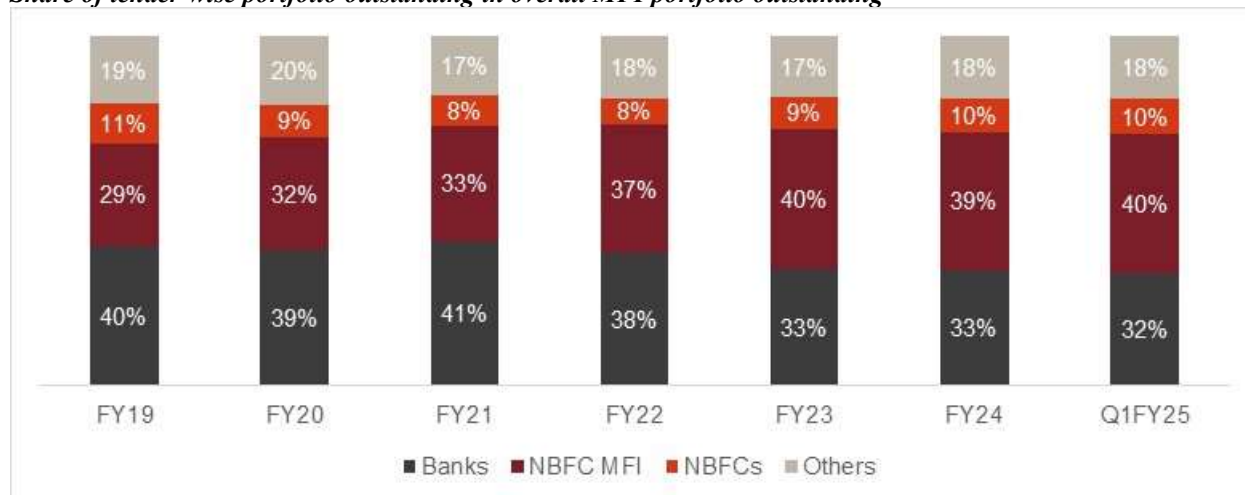
Overall MFI Industry to grow at 16-18% CAGR over Fiscal 2024-2027



Source: CRIF Highmark, CRISIL MI&A

NBFCs' MFI have the highest share of overall MFI loan outstanding, which increased from 29% in Fiscal 2019 to 39% in Fiscal 2024. Banks have lost a minor share in MFI loans because of NBFCs' MFI prioritizing customer needs, ensuring quick turnaround times, delivering excellent customer service, and expanding their geographic reach. CRISIL MI&A expects the competitive positioning of NBFCs' MFI to remain strong, given their strong target customer and product focus.

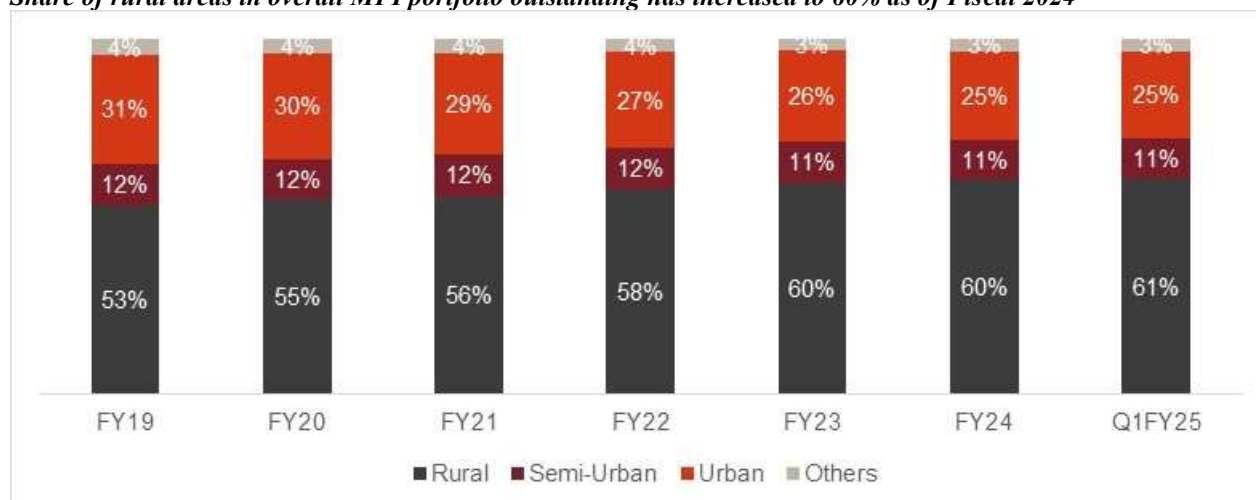
Share of lender-wise portfolio outstanding in overall MFI portfolio outstanding



Note: "Others" includes other financial institutions, Small Finance Banks and foreign banks.

Source: CRIF Highmark, CRISIL MI&A

Share of rural areas in overall MFI portfolio outstanding has increased to 60% as of Fiscal 2024



Source: CRIF Highmark, CRISIL MI&A

Threats and challenges in Microfinance Industry:

- **Financial literacy:** People in rural areas often lack financial knowledge and therefore having transaction with them and making them understand terms and conditions of loan products become challenging.
- **Over-indebtedness:** Due to lack of adequate financial literacy, the industry is susceptible to borrowers failing to manage their debt properly which leads to over-indebtedness and adversely impacts repayment capabilities particularly in geographical areas that are highly penetrated.
- **Higher NPAs:** Since micro loans are unsecured, risk of credit loss increases. Moreover, NPAs are higher in microfinance sector as compared to housing, vehicle, etc. owing to customer profile.
- **Prone to external shocks:** Historically, Micro borrowers have been prone to socio-economic and environmental disturbances which significantly impact their repayment capabilities.
- **Cost of outreach:** Reaching rural areas and servicing small loan amounts involve high cost of operations. Setting-up branches and/or having partnership with agents, high disbursement and collection cost involved (employees need to visit remote villages for sourcing and collection of small loan amounts which increase the transportation cost) increase the overall cost of MFIs focusing in rural areas.
- **Technological challenges:** People in rural areas are not so tech savvy to understand and carry out banking transactions and therefore requirement of manual involvement is more which is time consuming and also increases the cost.
- **Dominance of Cash Transactions:** Cash transactions continue to be the dominant mode of loan repayments in the microfinance sector. The reliance on cash-based repayments can be prone to errors and increase the risk of frauds, posing challenges for microfinance lenders in maintaining accurate records and reducing operational complexities.

PEER BENCHMARKING

Peer Comparison of HDB Financial Services Limited

For Peer Benchmarking, the following NBFCs were considered as peers for HDB Financial Services Limited (“HDB Financial”): Aditya Birla Finance Limited, Bajaj Finance Limited, Cholamandalam Investment and Finance Company Limited, L&T Finance Limited, Mahindra & Mahindra Finance, Shriram Finance Limited, Sundaram Finance Limited and Tata Capital Limited. HDB Financial commenced their business in 2007 as a subsidiary of HDFC Bank Limited (“HDFC Bank”), which is the largest private sector bank in India in terms of total asset of ₹36,880.6 billion as of September 2024, with businesses (including those of its subsidiaries) spanning across retail and commercial banking, asset management, life insurance, general insurance, and broking.

HDB Financial has AUM growth CAGR of 21.18% and PAT growth CAGR of 55.98% between Fiscal 2022 and Fiscal 2024

As of Fiscal 2024, AUM of HDB Financial has reached ₹902.3 billion growing from ₹614.4 billion in Fiscal 2022 with CAGR of 21.18% between Fiscal 2022 and Fiscal 2024. As of Fiscal 2024, HDB Financial has the PAT of ₹24.6 billion.

Size of Peers

| Peers | AUM (₹ billions) | | | | |
|--|------------------|-------------|-------------|----------------|------------------------------|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | H1 Fiscal 2025 | CAGR Fiscal 2022-Fiscal 2024 |
| Aditya Birla Finance Limited | 551.8 | 805.6 | 1,056.4 | NA | 38.36% |
| Bajaj Finance Ltd | 1,467.4 | 1,810.0 | 2,448.3 | 2,750.4 | 29.17% |
| Cholamandalam Investment and Finance Company Ltd | 829.0 | 1,127.8 | 1,537.2 | 1,646.4 | 36.17% |
| HDB Financial Services Limited | 614.4 | 700.8 | 902.3 | 990.8 | 21.18% |
| L&T Finance Limited* | 883.4 | 808.9 | 855.7 | 930.2 | 2.28% |
| Mahindra & Mahindra Finance | 798.0 | 995.7 | 1,025.9 | 1,124.5 | 13.39% |
| Shriram Finance Ltd | 1,270.4 | 1,856.8 | 2,248.6 | 2,430.4 | 33.04% |
| Sundaram Finance Ltd | 295.3 | 345.5 | 439.9 | NA | 22.04% |
| Tata Capital Ltd* | 560.4 | 829.9 | 1,092.7 | NA | 39.63% |

Note: Data is on standalone basis; * - Outstanding gross loan book, Fiscal 2022 numbers are not restated for merger of TCFSL and TCCL with TCL and hence not comparable. For Tata Capital Limited, Shriram Finance Limited and L&T Finance Limited, Fiscal 2024 and Fiscal 2023 data are not comparable with Fiscal 2022 data owing to their respective corporate restructuring exercises.

Source: Company Reports, CRISIL MI&A

Profit after tax of Peers

| Peers | PAT (₹ billions) | | | | |
|--|------------------|-------------|-------------|----------------|------------------------------|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | H1 Fiscal 2025 | CAGR Fiscal 2022-Fiscal 2024 |
| Aditya Birla Finance Limited | 11.1 | 15.5 | 22.2 | NA | 41.55% |
| Bajaj Finance Ltd | 63.5 | 102.9 | 126.4 | 90.2 | 41.10% |
| Cholamandalam Investment and Finance Company Limited | 21.5 | 26.7 | 34.2 | 19.1 | 26.27% |
| HDB financial Services Limited | 10.1 | 19.6 | 24.6 | 11.7 | 55.98% |
| L&T Finance Limited | 8.1^ | 19.2 | 22.9 | 13.7 | 68.21% |
| Mahindra & Mahindra Finance | 9.9 | 19.8 | 17.6 | 8.8 | 33.40% |
| Shriram Finance Ltd | 27.1# | 59.8 | 71.9 | 40.5 | 62.95% |
| Sundaram Finance Ltd | 9.0 | 10.9 | 14.5 | NA | 26.86% |
| Tata Capital Ltd | 8.2* | 23.2 | 24.9 | NA | 74.64% |

Note: Data is on standalone basis. For Tata Capital Limited, Shriram Finance Limited and L&T Finance Limited, Fiscal 2024 and Fiscal 2023 data are not comparable with Fiscal 2022 data owing to their respective corporate restructuring exercises.

*Figures for Fiscal 2022 pertain to former TCFSL (Tata Capital Financial services Limited) prior to its merger with Tata Capital Limited

^Figures for Fiscal 2022 are of former L&T Finance prior to its merger with L&T Finance holdings (Now L&T Finance Limited)

#Figures for Fiscal 2022 pertain to Shriram Transport finance prior to its merger (Now Shriram Finance Limited)

Source: Company Reports, CRISIL MI&A

HDB Financial is one of the leading, diversified retail non-banking financial company (“NBFCs”) in India in terms of the size of gross loan book at ₹902.2 billion in Fiscal 2024.

Gross loan book of Peers

| Peers | Gross Loan Book (₹ billions) | | | | |
|--|------------------------------|-------------|-------------|----------------|------------------------------|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | H1 Fiscal 2025 | CAGR Fiscal 2022-Fiscal 2024 |
| Aditya Birla Finance Limited | 546.8 | 804.5 | 1,056.9 | NA | 39.02% |
| Bajaj Finance Ltd | 1,482.1 | 1,829.4 | 2,478.5 | NA | 29.32% |
| Cholamandalam Investment and Finance Company Limited | 761.1 | 1,070.8 | 1,469.5 | 1,666.5 | 38.95% |
| HDB financial Services Limited | 613.3 | 700.3 | 902.2 | 986.2 | 21.29% |
| L&T Finance Limited | 818.0 [^] | 808.9 | 855.6 | 889.8 | 2.28% |
| Mahindra & Mahindra Finance | 649.5 | 827.4 | 1,026.0 | 1,124.5 | 25.69% |
| Shriram Finance Ltd | 1,257.0 [#] | 1,833.4 | 2,216.7 | 2,398.2 | 32.80% |
| Sundaram Finance Ltd | 289.6 | 342.2 | 425.2 | NA | 21.17% |
| Tata Capital Ltd | 560.4 [*] | 829.8 | 1,092.7 | NA | 39.63% |

Note: Data is on standalone basis. For Tata Capital Limited, Shriram Finance Limited and L&T Finance Limited, Fiscal 2024 and Fiscal 2023 data are not comparable with Fiscal 2022 data owing to their respective corporate restructuring exercises.

*Figures for Fiscal 2022 pertain to former TCFSL (Tata Capital Financial services Limited) prior to its merger with Tata Capital Limited

[^]Figures for Fiscal 2022 are of former L&T Finance prior to its merger with L&T Finance holdings (Now L&T Finance Limited)

[#]Figures for Fiscal 2022 pertain to Shriram Transport finance prior to its merger (Now Shriram Finance Limited)

Source: Company Reports, CRISIL MI&A

Secured/Unsecured share (%) based on total gross loans of Peers (Fiscal 2024)

| Peers | Secured (%) | Unsecured (%) |
|--|-------------|---------------|
| Aditya Birla Finance Limited | 72.43% | 27.57% |
| Bajaj Finance Ltd | 48.46% | 51.54% |
| Cholamandalam Investment and Finance Company Limited | 90.96% | 9.04% |
| HDB Financial Services Limited | 71.34% | 28.66% |
| L&T Finance Limited | 56.40% | 43.60% |
| Mahindra & Mahindra Finance | 95.10% | 4.90% |
| Shriram Finance Ltd | 92.04% | 7.96% |
| Sundaram Finance Ltd | 99.19% | 0.81% |
| Tata Capital Ltd | 65.80% | 34.20% |

Source: Company Reports, CRISIL MI&A

As of Fiscal 2024, HDB Financial has one the lowest cost of funds

Bajaj finance has the highest return on average assets (4.93%) and yield on gross advances (18.93%) for the year ended March 31, 2024, among peers As of Fiscal 2024, HDB Financial has raised financing at one of the lowest possible borrowing costs of 7.53% from a variety of sources and maintain one of the highest leverage levels among NBFCs in India. Also, HDB Financial has one of the highest return on equity at 19.55% and return on assets at 3.03% among NBFC peers as of Fiscal 2024.

Profitability parameters – Fiscal 2024

| Peers | Yield on gross advances (%) | Cost of borrowings (%) | NII (%) | Opex (%) | PPoP (%) | Credit cost (%) | ROA (%) | ROE (%) |
|--|-----------------------------|------------------------|---------|----------|----------|-----------------|---------|---------|
| Aditya Birla Finance Limited | 12.94% | 7.93% | 5.99% | 2.10% | 4.66% | 1.45% | 2.27% | 16.65% |
| Bajaj Finance Ltd | 18.93% | 7.25% | 12.51% | 5.33% | 10.04% | 2.12% | 4.93% | 20.48% |
| Cholamandalam Investment and Finance Company Limited | 13.87% | 7.96% | 6.60% | 3.21% | 4.65% | 1.04% | 2.54% | 20.22% |
| HDB Financial Services Limited | 13.92% | 7.53% | 7.85% | 6.16% | 5.46% | 1.33% | 3.03% | 19.55% |
| L&T Finance Limited | 15.51% | 6.74% | 9.05% | 4.25% | 6.16% | 1.58% | 2.19% | 10.27% |
| Mahindra & Mahindra Finance | 14.15% | 7.69% | 7.21% | 3.19% | 4.51% | 1.97% | 1.66% | 9.98% |
| Shriram Finance Ltd | 16.59% | 8.61% | 9.28% | 2.96% | 7.01% | 2.23% | 3.26% | 15.65% |
| Sundaram Finance Ltd | 11.79% | 7.00% | 5.08% | 2.47% | 5.14% | 0.71% | 3.16% | 16.90% |
| Tata Capital Ltd | 11.98% | 7.40% | 5.06% | 2.82% | 4.12% | 0.78% | 2.26% | 14.58% |

Note: Data is on standalone basis

Source: Company Reports, CRISIL MI&A

Profitability parameters – H1 Fiscal 2025

| Peers | Yield on gross advances (%) | Cost of borrowings (%) | NII (%) | Opex (%) | PPoP (%) | Credit cost (%) | ROA (%) | ROE (%) |
|--|-----------------------------|------------------------|---------|----------|----------|-----------------|---------|---------|
| Aditya Birla Finance Limited | NA | NA | NA | NA | NA | NA | NA | NA |
| Bajaj Finance Ltd | NA | 7.52% | NA | NA | NA | NA | 5.76% | 23.85% |
| Cholamandalam Investment and Finance Company Limited | 14.21% | 8.01% | 6.75% | 3.19% | 4.81% | 1.54% | 2.25% | 18.62% |
| HDB Financial Services Limited | 14.18% | 7.88% | 7.63% | 5.02% | 5.14% | 1.79% | 2.41% | 16.39% |
| L&T Finance Limited | 16.29% | 7.01% | 9.80% | 4.44% | 6.96% | 2.16% | 2.56% | 11.59% |
| Mahindra & Mahindra Finance | 13.68% | 7.70% | 6.69% | 2.96% | 4.34% | 2.14% | 1.47% | 9.69% |
| Shriram Finance Ltd | 16.62% | 8.62% | 9.27% | 2.92% | 6.80% | 2.10% | 3.24% | 16.09% |
| Sundaram Finance Ltd | NA | NA | NA | NA | NA | NA | NA | NA |
| Tata Capital Ltd | NA | NA | NA | NA | NA | NA | NA | NA |

Note: NA: Data not available. Data is on standalone basis. Data have been annualised.

Source: Company Reports, CRISIL MI&A

Operating expense bifurcation

| Peers | Operating Expense | | | |
|--|-------------------|----------------------|------------------|---------------------|
| | Fiscal 2024 | Employee expense (%) | Depreciation (%) | Other expenses* (%) |
| Aditya Birla Finance Limited | | 47.93% | 6.15% | 45.92% |
| Bajaj Finance Ltd | | 50.97% | 5.48% | 43.55% |
| Cholamandalam Investment and Finance Company Limited | | 57.10% | 4.80% | 38.11% |
| HDB Financial Services Limited | | 78.03% | 2.94% | 19.03% |
| L&T Finance Limited | | 50.98% | 3.07% | 45.95% |
| Mahindra & Mahindra Finance | | 57.91% | 7.73% | 34.35% |
| Shriram Finance Ltd | | 53.69% | 9.50% | 36.82% |
| Sundaram Finance Ltd | | 57.86% | 13.90% | 28.25% |
| Tata Capital Ltd | | 51.19% | 9.00% | 39.81% |

Note: Data is on standalone basis; * - "other expenses" include fees & commission expenses
Source: Company Reports, CRISIL MI&A

HDB Financial has one of the highest provision coverage ratios amongst peers in Fiscal 2024.

As of Fiscal 2024, HDB Financial has one of the highest provision coverage ratios (66.82%) amongst its peers as of Fiscal 2024.

Leverage and provision coverage ratios – Fiscal 2024

| Peers | Capital Adequacy Ratio* | Debt/Equity | Tier-1 Capital* | Provision Coverage Ratio* |
|--|-------------------------|-------------|-----------------|---------------------------|
| Aditya Birla Finance Limited | 16.24% | 6.2 | 14.13% | 49.92% |
| Bajaj Finance Ltd | 22.52% | 3.1 | 21.51% | 56.46% |
| Cholamandalam Investment and Finance Company Limited | 18.57% | 7.1 | 15.10% | 50.24% |
| HDB Financial Services Limited | 19.25% | 5.8 | 14.12% | 66.82% |
| L&T Finance Limited | 22.84% | 3.6 | 21.02% | 78.13% |
| Mahindra & Mahindra Finance | 18.86% | 5.3 | 16.39% | 63.16% |
| Shriram Finance Ltd | 20.30% | 4.1 | 19.55% | 51.90% |
| Sundaram Finance Ltd | 20.50% | 4.3 | 16.78% | 50.19% |
| Tata Capital Ltd | 16.72% | 5.3 | 11.86% | 78.37% |

Note: NA: Data not available. Data is on standalone basis; * - data is on reported basis
Source: Company Reports, CRISIL MI&A

Leverage and provision coverage ratios – H1 Fiscal 2025

| Peers | Capital Adequacy Ratio* | Debt/Equity | Tier-1 Capital* | Provision Coverage Ratio* |
|--|-------------------------|-------------|-----------------|---------------------------|
| Aditya Birla Finance Limited | NA | NA | NA | NA |
| Bajaj Finance Ltd | 21.69% | 3.1 | 20.90% | 57.00%* |
| Cholamandalam Investment and Finance Company Limited | 19.50% | 7.7 | 15.04% | 44.50% |
| HDB Financial Services Limited | 19.30% | 5.9 | 14.64% | 60.69%* |
| L&T Finance Limited | 22.16% | 3.8 | 20.53% | 70.58% |
| Mahindra & Mahindra Finance | 16.70% | 5.9 | 14.80% | 59.48% |
| Shriram Finance Ltd | 20.16% | 4.3 | 19.36% | 51.70% |
| Sundaram Finance Ltd | NA | NA | NA | NA |
| Tata Capital Ltd | NA | NA | NA | NA |

Note: NA: Data not available. Data is on standalone basis; * - data is on reported basis
Source: Company Reports, CRISIL MI&A

HDB Financial has one of the lowest GNPA (1.90%) and NNPA (0.63%) amongst peers in Fiscal 2024.

As of Fiscal 2024, HDB Financial has one of the lowest GNPA ratio of (1.90%) and NNPA ratio of (0.63%), among peers as of March 31, 2024.

Asset quality of Peers – Fiscal 2024 and H1 Fiscal 2025

| Peers | Fiscal 2024 | | H1 Fiscal 2025 | |
|--|-----------------|---------------|-----------------|---------------|
| | Gross NPA Ratio | Net NPA Ratio | Gross NPA Ratio | Net NPA Ratio |
| Aditya Birla Finance Limited | 2.51% | 1.26% | NA | NA |
| Bajaj Finance Ltd | 1.05% | 0.46% | 1.33%* | 0.58%* |
| Cholamandalam Investment and Finance Company Limited | 2.48% | 1.23% | 2.83% | 1.57% |
| HDB Financial Services Limited | 1.90% | 0.63% | 2.10%* | 0.83%* |
| L&T Finance Limited | 3.15% | 0.69% | 2.84% | 0.78% |

| | | | | |
|-----------------------------|-------|-------|-------|-------|
| Mahindra & Mahindra Finance | 3.40% | 1.25% | 3.83% | 1.55% |
| Shriram Finance Ltd | 5.45% | 2.62% | 5.32% | 2.57% |
| Sundaram Finance Ltd | 1.27% | 0.63% | NA | NA |
| Tata Capital Ltd | 1.71% | 0.37% | NA | NA |

Note: NA: Data not available. Data is on standalone basis; * - data is on a reported basis

Source: Company Reports, CRISIL MI&A

As of Fiscal 2024, HDB Financial is one of the largest and fastest growing customer franchises among the peers

As of Fiscal 2024, HDB Financial has the highest number of employees (88,824) followed by Shriram Finance which had total of 74,645 employees. For Fiscal 2024, the AUM per branch and AUM per employee for HDB Finance stood at ₹536.5 million and ₹10.2 million, respectively. Also, HDB Financial has one of the largest and fastest growing customer franchises based on the number of our customers at 15.5 million and branches at 1,682 as on Fiscal 2024 which is growing at a CAGR of 10.64% between Fiscal 2022 and 2024.

Distribution footprint of Peers – Fiscal 2023 and Fiscal 2024

| Peers | No. of states (Fiscal 2024) | No. of cities (Fiscal 2024) | No. of customers (Fiscal 2024) (In million) | Branches/Locations | | Employees | |
|--|-----------------------------|-----------------------------|---|--------------------|-------------|-------------|-------------|
| | | | | Fiscal 2023 | Fiscal 2024 | Fiscal 2023 | Fiscal 2024 |
| Aditya Birla Finance Limited | NA | NA | NA | 323 | 412 | 4,799 | 5,947 |
| Bajaj Finance Ltd | 34 | 4,145 | 83.6 | 3,773 | 4,145 | 39,781 | 50,653 |
| Cholamandalam Investment and Finance Company Limited | 32 | NA | 3.6 | 1,191 | 1,387 | 13,248 | 38,235 |
| HDB Financial Services Limited | 31 | 1,148 | 15.5 | 1,492 | 1,682 | 1,17,162 | 88,824 |
| L&T Finance Limited | 18 | 100+ | 9.4 | 1,862 | 1,965 | 27,506 | 30,534 |
| Mahindra & Mahindra Finance | 34 | NA | 9.0* | 1,386 | 1,402 | 26,329 | 26,662 |
| Shriram Finance Ltd | 31 | NA | 8.4 | 2,922 | 3,082 | 64,052 | 74,645 |
| Sundaram Finance Ltd | 21 | NA | 0.6 | 671 | 710 | 7,371 | 7,459 |
| Tata Capital Ltd | NA | NA | 4.5 | 438 | 723 | 5,741 | 8,729 |

Note: NA: Data not available. Data mentioned above is as per annual reports 2024; * - Data as on Fiscal 2023

Source: Company Reports, CRISIL MI&A

Cost and Opex of Peers – Fiscal 2023, Fiscal 2024 and H1 Fiscal 2025

| Peers | Cost to Income Ratio | | | Opex (%) | | |
|--|----------------------|-------------|----------------|-------------|-------------|----------------|
| | Fiscal 2023 | Fiscal 2024 | H1 Fiscal 2025 | Fiscal 2023 | Fiscal 2024 | H1 Fiscal 2025 |
| Aditya Birla Finance Limited | 32.12% | 31.08% | NA | 2.10% | 2.10% | NA |
| Bajaj Finance Ltd | 35.82% | 34.67% | 34.14% | 5.33% | 5.71% | NA |
| Cholamandalam Investment and Finance Company Limited | 38.45% | 40.88% | 39.85% | 3.04% | 3.21% | 3.19% |
| HDB Financial Services Limited | 55.49% | 53.02% | 49.41% | 7.51% | 6.16% | 5.02% |
| L&T Finance Limited | 37.46% | 40.83% | 38.93% | 3.51% | 4.25% | 4.44% |
| Mahindra & Mahindra Finance | 42.10% | 41.44% | 40.58% | 3.69% | 3.19% | 2.96% |
| Shriram Finance Ltd | 28.47% | 29.66% | 30.08% | 3.18% | 2.96% | 2.92% |
| Sundaram Finance Ltd | 33.29% | 32.49% | NA | 2.45% | 2.47% | NA |
| Tata Capital Ltd | 35.88% | 40.62% | NA | 2.90% | 2.82% | NA |

Note. Data is on standalone basis; * - data have been annualised

Source: Company Reports, CRISIL MI&A

Total Equity of Peers – Fiscal 2022, Fiscal 2023, Fiscal 2024 and H1 Fiscal 2025

| Peers | Total Equity (in ₹ millions) | | | |
|--|------------------------------|-------------|-------------|----------------|
| | Fiscal 2022 | Fiscal 2023 | Fiscal 2024 | H1 Fiscal 2025 |
| Aditya Birla Finance Limited | 98,640.2 | 114,262.1 | 152,435.3 | NA |
| Bajaj Finance Ltd | 420,558.8 | 514,931.3 | 720,105.3 | 792,095.1 |
| Cholamandalam Investment and Finance Company Limited | 117,080.0 | 142,960.0 | 195,560.0 | 213,645.2 |
| HDB Financial Services Limited | 95,397.3 | 114,369.7 | 137,427.1 | 148,794.0 |
| L&T Finance Limited | 164,912.3 | 213,188.4 | 231,949.6 | 240,112.8 |
| Mahindra & Mahindra Finance | 156,280.9 | 170,889.1 | 181,574.9 | 182,827.8 |
| Shriram Finance Ltd | 259,045.5 | 433,066.4 | 485,683.9 | 521,356.1 |
| Sundaram Finance Ltd | 68,930.9 | 77,374.0 | 94,720.0 | NA |
| Tata Capital Ltd | 77,627.4 | 147,414.8 | 194,524.2 | NA |

Note: Data is on standalone basis. For Tata Capital Limited, Shriram Finance Limited and L&T Finance Limited, Fiscal 2024 and Fiscal 2023 data are not comparable with Fiscal 2022 data owing to their respective corporate restructuring exercises.

Source: Company Reports, CRISIL MI&A

HDB Financial has the highest possible credit ratings in India for the long-term borrowings programme

HDB Financial has the highest possible credit ratings in India for the long term (CRISIL AAA/stable and CARE AAA/stable).

Credit ratings of Peers (Fiscal 2024)

| Peers | Credit Rating (Long Term) |
|--|--|
| Aditya Birla Finance Limited | CRISIL AAA/CRISIL AA+, ICRA AAA/ICRA AA+, CARE AAA |
| Bajaj Finance Ltd | CRISIL AAA, ICRA AAA, CARE AAA, IND AAA |
| Cholamandalam Investment and Finance Company Limited | CARE AA+/CARE AA, IND AA/IND AA+, ICRA AA/ICRA AA+ |
| HDB Financial Services Limited | CRISIL AAA, CARE AAA |
| L&T Finance Limited | CRISIL AAA/CRISIL PPMLD AAA, IND AAA, ICRA AAA/ICRA AA+, CARE AAA/CARE AA+ |
| Mahindra & Mahindra Finance | CRISIL AAA, CARE AAA, IND AAA, BWR AAA |
| Shriram Finance Ltd | ICRA AA+, CARE AA+, CRISIL AA+, IND AA+ |
| Sundaram Finance Ltd | ICRA AAA, CRISIL AAA |
| Tata Capital Ltd | CRISIL AAA, CARE AAA, IND AAA, ICRA AAA |

Note: Data is on standalone basis

Source: Company Reports, CRISIL MI&A

For Fiscal 2024, HDB Financial has no single source of borrowings represented more than 50.00% of borrowings, which is one of the lowest among the NBFC peers Also, HDB Financial is one of the largest issuers of listed NCDs among NBFCs peers in India.

Borrowing mix of Peers (Fiscal 2024)

| Peers | Borrowing Mix | | | | |
|--|---------------|-----------|-------------------|--------|--------|
| | Term Loan | NCD/Bonds | Commercial Papers | ECB | Others |
| Aditya Birla Finance Limited | 50.00% | 26.00% | 11.00% | 4.00% | 11.00% |
| Bajaj Finance Ltd | 21.54% | 31.39% | 8.36% | 2.73% | 35.98% |
| Cholamandalam Investment and Finance Company Limited | 55.73% | 17.25% | 2.53% | 4.11% | 20.38% |
| HDB Financial Services Limited | 42.59% | 45.34% | 1.55% | 2.81% | 7.71% |
| L&T Finance Limited | 48.00% | 37.00% | 5.00% | 3.00% | 7.00% |
| Mahindra & Mahindra Finance | 50.14% | 28.03% | 5.29% | 2.28% | 14.25% |
| Shriram Finance Ltd | 24.56% | 17.02% | 1.28% | 13.67% | 43.47% |
| Sundaram Finance Ltd | 35.80% | 33.80% | 4.70% | - | 25.70% |
| Tata Capital Ltd | 44.22% | 37.78% | 6.03% | 9.58% | 2.39% |

Note: NA: Data not available. Data is on standalone basis.

Source: Company Reports, CRISIL MI&A

ALM position of Peers (Fiscal 2024)

| Peers | Asset (₹ billions) | | Liabilities (₹ billions) | | Net (₹ billions) | | Asset-Liability Ratio* | |
|--|--------------------|-----------------|--------------------------|-----------------|------------------|-----------------|------------------------|-----------------|
| | Within 12 Months | After 12 Months | Within 12 Months | After 12 Months | Within 12 Months | After 12 Months | Within 12 Months | After 12 Months |
| Aditya Birla Finance Limited | 355.8 | 756.3 | 382.9 | 576.8 | -27.1 | 179.5 | 0.9 | 1.3 |
| Bajaj Finance Ltd | 1,268.9 | 1,697.2 | 936.4 | 1,309.6 | 332.5 | 387.6 | 1.4 | 1.3 |
| Cholamandalam Investment and Finance Company Limited | 410.6 | 1,153.5 | 492.3 | 876.7 | -81.7 | 276.9 | 0.8 | 1.3 |
| HDB Financial Services Limited | 358.0 | 567.6 | 293.2 | 495.0 | 64.8 | 72.6 | 1.2 | 1.1 |
| L&T Finance Limited | 450.6 | 572.9 | 460.5 | 331.0 | -9.9 | 241.9 | 1.0 | 1.7 |
| Mahindra & Mahindra Finance | 429.0 | 722.6 | 348.2 | 621.8 | 80.9 | 100.7 | 1.2 | 1.2 |
| Shriram Finance Ltd | 1,026.7 | 1,346.0 | 640.3 | 1,246.8 | 386.4 | 99.3 | 1.6 | 1.1 |
| Sundaram Finance Ltd | 226.2 | 326.1 | 170.4 | 238.8 | 55.8 | 87.3 | 1.3 | 1.4 |
| Tata Capital Ltd | 625.0 | 1,141.9 | 528.9 | 992.2 | 96.1 | 149.8 | 1.2 | 1.2 |

Note: * Asset to liabilities ratio is calculated by dividing the percentage of assets maturing in the specified period by percentage of liabilities maturing at the same time. Data is on standalone basis.

Source: Company reports, CRISIL MI&A

HDB financial has the second highest share in promoter's holding in the company as of Fiscal 2024

| Peers | No. of Years of Operation | Total No. of Directors* | No. of Independent Directors* | Promoter's Holding (%) |
|--|---------------------------|-------------------------|-------------------------------|------------------------|
| Aditya Birla Finance Limited | 25 | 6 | 4 | 100.00% |
| Bajaj Finance Ltd | NA | 9 | 5 | 54.69% |
| Cholamandalam Investment and Finance Company Limited | 46 | 7 | 4 | 50.35% |
| HDB Financial Services Limited | 17 | 9 | 7 | 94.64% |
| L&T Finance Limited | 19 | 8 | 4 | 65.86% |
| Mahindra & Mahindra Finance | NA | 11 | 7 | 52.16% |
| Shriram Finance Ltd | 45 | 10 | 4 | 25.42% |
| Sundaram Finance Ltd | 69 | 13 | 7 | 37.90% |
| Tata Capital Ltd | 17 | 9 | 5 | 92.83% |

Note: NA: Data not available. Data is on standalone basis. * - Board of directors. Data as of March 2024.

Source: Company reports, CRISIL MI&A

List of formulae

| Parameters | Formula |
|------------|---------|
|------------|---------|

| | |
|---------------------------|---|
| RoA | Profit after tax / average of total assets on book |
| RoE | Profit after tax / average net worth |
| NII | (Interest income – interest paid) / average of total gross loan book |
| Yield on advances | Total interest earned / average of total gross loan book |
| Cost to income | Operating expenses / (Total income – Finance cost) |
| Cost of borrowings | Interest paid / (average of deposits and borrowings) |
| Operating Expenses (Opex) | Operating Expenditure (Employee Expenses + Depreciation and amortization expense + Other expenses + Fee & commission expenses) / average of total gross loan book |
| PPoP | (Total Income – Interest paid – Opex) / average of total gross loan book |
| Credit cost | Provisions / average total gross loan book |
| Debt to Equity | Total borrowings / (total shareholder equity – deferred tax assets (Net)) of the same fiscal |
| GNPA | Gross Stage 3 assets / total gross loans |
| NNPA | Net NPAs / total gross loans |
| PCR | (GNPA – NNPA) / GNPA |

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 26 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 28, 325 and 387, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is derived from our Restated Consolidated Financial Information as of and for the periods ended September 30, 2024 and September 30, 2023, and the fiscal years ended March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” beginning on page 325. In addition, certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. Such non-GAAP financial measures should be read together with the nearest GAAP measure. See “Certain Conventions, Presentation of Financial, Industry and Market Data—Non-Generally Accepted Accounting Principles Financial Measures” on page 23. Our fiscal year commences on April 1 and ends on March 31 of each year, and references to a particular Fiscal are to the 12 months ended March 31 of that year.

In this section, references to “we”, “us” and “our” refer to HDB Financial Services Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Report on Loans and Financial Services Industry in India” (the “**CRISIL Report**”) prepared and issued by CRISIL Market Intelligence & Analytics, appointed by us pursuant to the technical proposal dated September 6, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report shall be available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents> and has also been included in “Material Contracts and Documents for Inspection” on page 576. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer) that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “Internal Risk Factors—Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose” on page 52. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Industry and Market Data” on page 24. CRISIL is an independent agency and is not related to the Company, its Directors, Promoters or Promoter Selling Shareholder.*

Overview

We are one of the leading, diversified retail-focused non-banking financial companies (“**NBFCs**”) in India in terms of Total Gross Loan book size, according to the CRISIL Report. Our Company is categorized as an Upper Layer NBFC (NBFC-UL) by the RBI. We offer a large portfolio of lending products that cater to a growing and diverse customer base through a wide omni-channel distribution network. Our lending products are offered through our three business verticals: Enterprise Lending, Asset Finance and Consumer Finance. We believe that the success of our business model and operating philosophy is evidenced by our strong and sustained growth and profitability metrics. Our Total Gross Loans stood at ₹986.2 billion as at September 30, 2024, reflecting a CAGR of 20.93% between March 31, 2022 to September 30, 2024. Our assets under management stood at ₹902.3 billion as at March 31, 2024 reflecting a CAGR of 21.18% between Fiscal 2022 and Fiscal 2024. In Fiscal 2024, we generated a profit after tax of ₹24.6 billion, which reflected a CAGR of 55.98% between Fiscal 2022 and Fiscal 2024. Our Total Gross Loans growth, operating efficiencies and strong asset quality helped us deliver Return on Average Assets of 3.03% and Return on Average Equity of 19.55% for Fiscal 2024, which is one of the highest amongst our NBFC peers, according to the CRISIL Report.

We began our journey in 2007 as a subsidiary of HDFC Bank Limited (“**HDFC Bank**”), which is the largest private sector bank in India in terms of total assets of ₹36,880.7 billion as at September 30, 2024, with businesses (including those of its subsidiaries) spanning across retail and commercial banking, asset management, life insurance, general insurance and broking, as per the CRISIL Report. Under HDFC Bank’s parentage, we have embedded a philosophy of balancing between delivering long-term sustainable growth and profitability. We have

derived benefits from HDFC Bank's parentage, including its brand recognition, while still establishing a set-up independent from HDFC Bank across our various functions including sourcing, underwriting, operations and risk management functions.

We are one of India's largest and fastest growing customer franchises, according to the CRISIL Report, and we served 17.5 million customers as at September 30, 2024, which grew at a CAGR of 28.22% between March 31, 2022 and September 30, 2024. We primarily cater to underserved and underbanked customers in low to middle-income households with minimal or no credit history. Our customers mainly comprise of salaried and self-employed individuals, as well as business owners and entrepreneurs. We aim to meet the demands of our various customer categories with our diversified product offerings, strong geographical presence across India, technology backed rapid turnaround times and strong customer service. Our focus has remained on building a highly granular loan book with our 20 largest customers accounting for less than 0.36% of our Total Gross Loans as at September 30, 2024. Our aggregated average ticket size stood at approximately ₹145,000 as at September 30, 2024.

We are a diversified NBFC, with a goal of having an optimal mix across products, while maintaining a balanced approach to secured and unsecured loans in our loan book. We believe that our strategy of portfolio diversification across both products and geographies creates a strong and sustainable franchise. Secured loans represented 71.08% of our Total Gross Loans and unsecured loans represented 28.92% of our Total Gross Loans as at September 30, 2024. Our diversified product portfolio serves multiple credit needs of customers across three business verticals:

- *Enterprise Lending*, accounting for 39.85% of our Total Gross Loans as at September 30, 2024—secured and unsecured loans primarily to micro, small and medium enterprises (“MSMEs”) to meet their varied and evolving business needs;
- *Asset Finance*, accounting for 37.36% of our Total Gross Loans as at September 30, 2024—secured loans for purchase of new and used commercial vehicles, construction equipment and tractors, all of which are income generating assets for our customers; and
- *Consumer Finance*, accounting for 22.79% of our Total Gross Loans as at September 30, 2024—secured and unsecured loans for purchase of consumer durables, digital and lifestyle products, two-wheelers, automobiles and other unsecured personal loans.

We also offer business process outsourcing (“BPO”) services such as back-office support services, collection and sales support services to our Promoter as well as fee-based products such as distribution of insurance products primarily to our lending customers.

Our omni-channel “phygital” distribution model combines a large branch network, in-house tele-calling teams and various external distribution networks and channel partners. As at September 30, 2024, we had a pan-India network of 1,772 branches in 1,162 towns across 31 States and Union Territories, with over 80% of our branches located outside the 20 largest cities in India. We operate an organised and verticalised branch structure with separate sales, credit and collections teams for each of our verticals with a common operations team. This allows us to tailor our operations based on the product and customer segments that we cater to. Our network of branches is complemented by our external distribution channel partnerships with over 80 brands and original equipment manufacturers (“OEMs”) and external distribution networks with over 140,000 retailers and dealer touchpoints as at September 30, 2024. Our diversified loan book is distributed across states with a deep understanding of micro-markets across India for each of our business verticals.

We have a hybrid underwriting structure depending on the product, customer segment and ticket size. We have implemented a hybrid credit approach with a centralised credit assessment and underwriting unit for Consumer Finance products (where ticket size is small and tenure is short) and decentralised regional and branch-level credit assessment and local underwriting teams that have a more nuanced and contextual understanding of the customer's profile for Enterprise Lending and Asset Finance products (where ticket size is bigger and tenure is longer). Our loan book is well seasoned as it has weathered multiple credit cycles in India since our inception. Our tech-enabled operating processes have contributed to maintaining a strong asset quality and low Credit Costs despite our fast-growing customer base and distribution network. This is evidenced by our GNPA and NNPA ratios of 2.10% and 0.83%, respectively, as at September 30, 2024 and Credit Costs Ratio (annualised) of 1.79% for the six-month period ended September 30, 2024. We remain focused on ensuring that we employ highly conservative policies for provisioning, with 66.82% of Provisioning Coverage Ratio as at March 31, 2024, one of the highest amongst the peers according to the CRISIL Report and a 3.88% provisioning on our Total Gross Loans, as at March 31, 2024.

We have complimented our deep on-ground lending expertise with strong digital capabilities. We have instituted tech-enabled sourcing, credit assessment, risk management and collections capabilities as well as customer engagement tools. We have implemented a digitally assisted sales process for our field officers (“FOS”), direct

selling agents (“DSAs”), dealers and OEMs, improving their decision matrix, productivity and customer engagement. We also leverage automated credit decisioning through rule- and scorecard-based evaluations to enhance our underwriting capabilities and have digitalised our collection operations. As at September 30, 2024, over 95% of our customers were sourced and onboarded digitally with assistance from our sales team or channel partners and over 95% of our collections were done through digital and banking channels. This helps us streamline our operations, reducing our turnaround time and improving our cost to income ratio.

We have a diversified liability franchise supported by a strong credit rating of AAA stable by CRISIL and CARE, which is the highest rating that can be assigned on the credit rating scale for any NBFC in India, according to the CRISIL Report. This has allowed us to fund our operations at competitive rates and tenors across fixed and floating-rate debt instruments. Our Average Cost of Borrowings stood at 7.53% as at March 31, 2024, which is one of the lowest amongst our competitors, according to the CRISIL Report. We have maintained a prudent and sustainable level of leverage in our business, with a debt-to-equity ratio of 5.93x as at September 30, 2024, while ensuring adequate capitalisation with a capital to risk assets ratio (“CRAR”) (including Tier II Capital) of 19.30% as at September 30, 2024. We continue to be prudent on our asset-liability management (“ALM”) strategy which aims at managing risk and providing a comprehensive and dynamic framework for measuring, monitoring and managing liquidity and interest rate risks. This strategy helps to minimize the liquidity risk by mitigating the mismatches in the maturity pattern of assets and liabilities. We have not raised any equity capital in the last seven years, and during this period, we have continued to grow our business, and our Total Gross Loans increased from ₹340.7 billion as at April 1, 2017 to ₹986.2 billion as at September 30, 2024, representing an increase of ₹645.5 billion during this period.

We benefit from a distinguished Board of Directors offering invaluable guidance in our operating framework as well as risk management practices. 9 out of 11 of our Board members are independent directors. In addition, our Key Managerial Personnel and members of Senior Management have a deep understanding of the Indian lending market. Most of our Key Managerial Personnel and most of the members of our Senior Management have been with the Company for more than 11 years and they bring diverse experience in various financial services and functions related to our business.

The following table sets forth certain financial and operational metrics for our Company. Unless marked with an asterisk (*), the information is presented with respect to our lending business, which comprises our three business verticals: Enterprise Lending, Asset Finance and Consumer Finance.

(₹ in Millions unless otherwise specified)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|--|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers ¹ (count, in million) | 17.5 | 13.9 | 15.8 | 12.2 | 9.4 |
| Number of Branches ² (count) | 1,772 | 1,602 | 1,682 | 1,492 | 1,374 |
| Number of Locations ³ (count) | 1,162 | 1,119 | 1,148 | 1,054 | 989 |
| Number of Total Employees ⁴ (count) | 59,662 | 52,782 | 56,560 | 45,883 | 39,034 |
| Breakdown of Total Gross Loans by verticals | | | | | |
| - Enterprise Lending | 393,006.5 | 332,629.9 | 368,225.6 | 316,187.1 | 299,428.1 |
| - Asset Finance | 368,496.9 | 293,875.6 | 341,946.6 | 263,262.7 | 231,605.8 |
| - Consumer Finance | 224,738.7 | 152,060.9 | 192,007.1 | 120,857.2 | 82,229.3 |
| Total Gross Loans ⁵ | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Total Gross Loans Growth y-o-y % ⁶ | 26.67% | - | 28.83% | 14.19% | 0.00% |
| Secured Loans as % of Total Gross Loans ⁷ | 71.08% | 71.89% | 71.34% | 72.87% | 73.58% |
| Net Interest Income ⁸ | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Other Financial Charges ⁹ | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| Net Total Income ¹⁰ | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |
| Credit Cost ¹¹ | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Profit after Tax (PAT) ^{*12} | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---|---|--|---|--|--|
| PAT growth y-o-y %* ¹³ | 0.43% | 27.98% | 25.59% | 93.73% | 158.36% |
| EPS* ¹⁴ (In Rs) | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Average Yield % ¹⁵ | 14.18%^ | 14.18%^ | 13.92% | 13.59% | 13.64% |
| Average Cost of Borrowings % ¹⁶ | 7.88%^ | 7.65%^ | 7.53% | 6.76% | 6.70% |
| Net Interest Margin % ¹⁷ | 7.63%^ | 8.15%^ | 7.85% | 8.25% | 8.21% |
| Cost to Income Ratio ¹⁸ | 42.96% | 42.16% | 42.72% | 39.00% | 34.51% |
| Operating Expense Ratio ¹⁹ | 3.81%^ | 3.99%^ | 3.92% | 3.71% | 3.16% |
| Credit Cost Ratio ²⁰ | 1.79%^ | 1.47%^ | 1.33% | 2.03% | 4.02% |
| Gross Stage 1 and Gross Stage 2 Loans ²¹ | 965,515.0 | 760,042.0 | 885,061.1 | 681,158.5 | 582,675.6 |
| Gross Stage 3 Loans ²² | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Gross Non-Performing Assets (GNPA)% ²³ | 2.10% | 2.38% | 1.90% | 2.73% | 4.99% |
| Net Non-Performing Assets (NNPA)% ²⁴ | 0.83% | 0.77% | 0.63% | 0.95% | 2.29% |
| Provision Coverage Ratio (PCR) ²⁵ | 60.69% | 67.83% | 66.82% | 65.10% | 54.13% |
| Total Equity * ²⁶ | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Return on Equity (ROE)* ²⁷ % | 16.39%^ | 19.49%^ | 19.55% | 18.68% | 11.25% |
| Return on Assets (ROA)* ²⁸ % | 2.41%^ | 3.15%^ | 3.03% | 2.97% | 1.62% |
| Total Borrowings by Instrument | | | | | |
| - Term loans and Working Capital Demand Loans | 289,027.2 | 233,315.5 | 316,610.3 | 219,680.0 | 142,914.5 |
| - Non-Convertible Debentures | 384,769.7 | 325,566.6 | 336,999.6 | 270,964.1 | 253,323.1 |
| - External Commercial Borrowings | 83,390.1 | - | 20,851.3 | 18,889.4 | 40,046.3 |
| - Subordinated debts | 44,584.5 | 28,950.6 | 46,576.5 | 28,944.6 | 34,929.4 |
| - Perpetual debts | 14,877.9 | 6,469.0 | 9,905.2 | 6,466.4 | 6,461.1 |
| - Commercial paper | 10,161.6 | 22,750.7 | 11,511.6 | 0.0 | 0.0 |
| - Borrowing under Securitization | - | 1,863.6 | 852.2 | 3,708.6 | 12,056.4 |
| Total Borrowings ²⁹ | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Debt to Equity Ratio* ³⁰ | 5.93 | 5.41 | 5.81 | 5.26 | 5.77 |
| CRAR – Tier I* ³¹ | 14.64% | 15.71% | 14.12% | 15.91% | 15.22% |
| CRAR – Tier II* ³² | 4.66% | 3.71% | 5.13% | 4.14% | 5.00% |
| Credit Ratings* ³³ (other information) | CRISIL AAA/Stable; CARE AAA/ Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ |

Notes:

*denotes the information that is presented at the Company level. All other metrics are calculated with respect to the Company's Lending business.

^Annualized

- (1) Number of Customers: Total number of customers to whom we have advanced credit in our lending business as at the last day of the specified period.
- (2) Number of Branches: Total number of operational branches as at the last day of the specified period.
- (3) Number of Locations: Total number of operational locations as at the last day of the specified period.
- (4) Number of Total Employees: Total number of employees in our lending business as at the last day of the specified period.

- (5) *Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period.*
- (6) *Total Gross Loans Growth y-o-y: Percentage growth in Total Gross Loans as at the last day of the specified period over the Total Gross Loans as at the last day of the immediately preceding comparable period.*
- (7) *Secured Loans as % of Total Gross Loans: Percentage of Total Gross Loans secured by tangible assets as a percentage of Total Gross Loans as at the last day of the specified period.*
- (8) *Net Interest Income: Interest Income for the specified period reduced by finance cost for the specified period.*
- (9) *Other Financial Charges: Includes fees received in our lending business for the specified period.*
- (10) *Net Total Income: Net Total income is calculated as total revenue from operations excluding revenue from sale of services as reduced by finance cost during the specified period.*
- (11) *Credit Cost: Amount of impairment of financial instruments recognised during the specified period.*
- (12) *Profit after Tax (PAT): Profit before tax as reduced by total tax expenses for the specified period.*
- (13) *PAT growth y-o-y: Percentage growth in Profit after Tax for the specified period over Profit after Tax for the immediately preceding comparable period.*
- (14) *EPS: Basic earnings per equity share ("EPS") have been calculated by dividing the Profit after Tax attributable to equity shareholders by weighted average number of equity shares outstanding during the specified period.*
- (15) *Average Yield: Average interest rate on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of total gross loans (Average of Opening and Closing total gross loans during the specified period).*
- (16) *Average Cost of Borrowings: Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated as average of opening and closing total borrowings during the specified period).*
- (17) *Net Interest Margin: Ratio of Net Interest Income to the Average Total Gross Loans during the specified period.*
- (18) *Cost to Income Ratio: Ratio of Operating Expenses to Net Total Income for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments.*
- (19) *Operating Expense Ratio: Ratio of Operating Expenses to Average Total Gross Loans for the specified period.*
- (20) *Credit Cost Ratio: Ratio of Credit Cost to Average Total Gross Loans for the specified period.*
- (21) *Gross Stage 1 and Gross Stage 2 Loans: Gross Stage 1 and Gross Stage 2 Loans are loan assets which are 30 days and 60 days past due, respectively, on their contractual payments before considering impairment allowances as at the last day of the specified period.*
- (22) *Gross Stage 3 Loans: Gross Stage 3 Loans are loan assets which are 90 days past due on its contractual payments before considering impairment allowances as at the last day of the specified period.*
- (23) *Gross Non-Performing Assets (GNPA): Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period.*
- (24) *Net Non-Performing Assets (NNPA): Ratio of Net NPA to gross carrying value of Total Gross Loans as at the last day of the specified period. Net NPA is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of specified period.*
- (25) *Provision Coverage Ratio ("PCR"): Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of specified period.*
- (26) *Total Equity: Total Equity is equal to paid up equity share capital plus other equity.*
- (27) *Return on Equity ("ROE"): Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period.*
- (28) *Return on Assets ("ROA"): Ratio of Restated Profit/(loss) after tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period.*
- (29) *Total Borrowings: Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period.*
- (30) *Debt to Equity: Ratio of Total Borrowings to Net Worth as at the last day of the specified period. Net Worth is equal to paid-up equity share capital plus other equity less deferred tax asset (net) as at the last day of the specified period.*
- (31) *CRAR – Tier I: Capital to risk (weighted) assets ratio which is computed by dividing our Tier I capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period.*
- (32) *CRAR – Tier II: Capital to risk (weighted) assets ratio which is computed by dividing our Tier II capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period.*
- (33) *Credit Ratings: Credit ratings are provided as assigned by the credit rating agencies (CARE Ratings Limited and CRISIL Ratings Limited) on our borrowing instruments. A credit rating is not a recommendation to buy, sell or hold securities or other financial instruments. Ratings are subject to revision or withdrawal at any time by the assigning rating organisation. Each rating should be evaluated independently of any other rating.*

Our Strengths

Highly granular retail loan book, bolstered by a large and rapidly growing customer base with a focus on serving the underbanked customer segments

We are one of India's largest and fastest growing customer franchises according to the CRISIL Report, and we have served 17.5 million customers as at September 30, 2024, which grew at a CAGR of 28.22% between March 31, 2022 and September 30, 2024. The growth of our customer base is supported by the government's policies aiming to promote financial inclusion for the middle-class.

Our customers are primarily composed of middle-class salaried and self-employed individuals, as well as small business owners and entrepreneurs. This customer base has contributed to a loan book that is expected to have the potential of delivering competitive risk-adjusted returns. Our low customer concentration reduces our dependence on any particular set of customers. Our 20 largest customers contributed to less than 0.36% of our Total Gross Loan book as at September 30, 2024. A key customer segment for our strategy is the underbanked but bankable

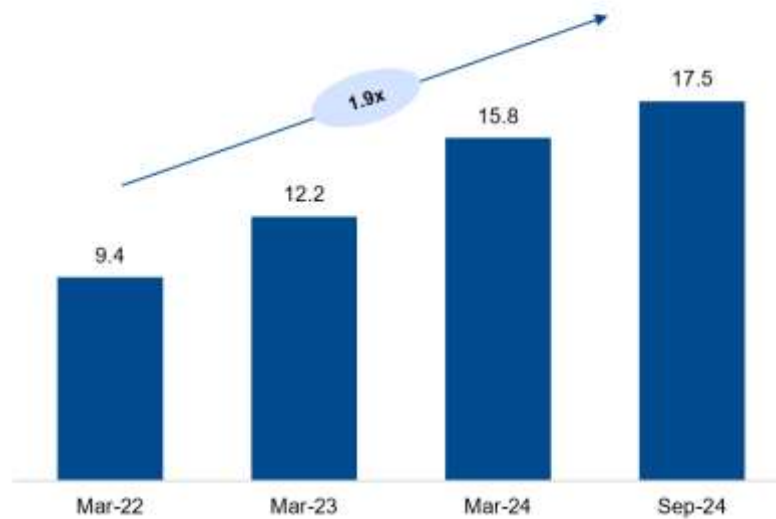
population of India, and we believe this market segment features favourable customer characteristics and profitable economics with only a few lenders of scale operating in the same market segment. According to the CRISIL Report, only 12% of India’s population borrowed money from formal sources in the 2021 calendar year. Further, while rural India accounts for 47% of GDP, it accounts for only 10% of total banking deposits and 8% of credit, as of March 2024 per the CRISIL Report. Our ability to serve the underbanked is backed by our capabilities to underwrite customers with minimal or no credit history. As at September 30, 2024, 12.02% of our Total Gross Loans were to customers who are classified as “new to credit”.

We have been able to sustainably deliver strong loan book growth over our 17 years of operations. This has been supported by our long-term strategic vision and initiatives across customer sourcing, product quality, credit underwriting quality, robust collections and controlled costs of operations and financing. As at September 30, 2024, the average ticket sizes of our loan book in Enterprise Lending, Asset Finance and Consumer Finance were approximately ₹0.57 million, ₹0.84 million and ₹0.04 million, respectively, with average loan tenures of 6, 4 and 2 years, respectively.

The graph below illustrates the growth in our number of customers from Fiscal 2022 to September 30, 2024.

Sustained Growth in Customer Franchise

(MM)



Large, diversified and seasoned product portfolio with a sustainable track record of diversification, growth and profitability through the cycles

We have built a balanced and diversified portfolio of lending products that seek to fulfil a wide range of needs and aspirations for our customers, including our underbanked customers. As at September 30, 2024, our product portfolio consisted of 13 lending products spanning across our three business verticals of Enterprise Lending, Asset Finance and Consumer Finance. Our product suite varies by type of loan, type of customer, tenure and interest rate. We believe that our products offering is capable of addressing the key borrowing needs of our customers that span from business loans (for working capital and business expansion purposes) to loans for the purchase of new and used vehicles and equipment (for income-generating purposes) to loans for the purchase of consumer, digital and lifestyle durables and personal vehicles (for personal needs). We also offer business process outsourcing (“BPO”) services to our Promoter and fee-based products such as distribution of insurance products primarily to our lending customers.

Our product portfolio has delivered resilient performance and profitability, seasoned through multiple economic and credit cycles as well as events such as the 2008 global financial crisis, the 2013-2014 liquidity crisis in India, the NBFC liquidity crisis of 2018 and the COVID-19 nation-wide lockdowns in 2020 and 2021.

We have created and structured our business verticals to operate as independent businesses within our wider organizational structure, with dedicated senior management oversight backed by teams of experienced industry professionals. Our business verticals have developed customised strategies including tailored customer sourcing channels and distribution models and dedicated underwriting and product development teams to drive growth and profitability. Our operating structure has been a key enabler of our diversification and growth across cycles.

Since our inception, we have been able to develop, refine and enhance a strategy for launching relevant, cost-effective and scalable new products. Through deep understanding of our customer segments, we have been able to diversify our three business verticals by adding new products that address specific needs of our customers. As illustrated in the map below, our deep understanding of local nuances across India has enabled us to ensure that we are targeting the right customers with the right products in each region.



As at September 30, 2024, our loan book is well diversified and granular across products with no single product accounting for more than 25% of our Total Gross Loan book. We had ₹986.2 billion of loans outstanding as at September 30, 2024, as compared to ₹613.3 billion as at March 31, 2022, reflecting a growth at a CAGR of 20.93%. The average tenure of our Total Gross Loan book was around 4 years as at September 30, 2024 and 71.08% of our Total Gross Loan book was secured by asset-backed collateral as at September 30, 2024.

Our diversified product portfolio also contributes to driving increased cross- and up-selling across our products from our existing customers. Our deep understanding of customer behaviour also creates opportunities for deepening our customer engagement.

The below image provides an overview of our main products in each of our verticals as of September 30, 2024.

| Customer Segment | Products | | | | | |
|---------------------------|-------------------|------------|--------------------------|--------------------------|------------------------------|--------------------|
| Enterprise Lending | Business Loan | LAP | Gold Loans | Enterprise Business Loan | Salaried Personal Loan | |
| Asset Finance | Tractor Loans | | Commercial Vehicle Loans | | Construction Equipment Loans | |
| Consumer Finance | Personal Loans | Auto Loans | Two-Wheeler Loans | Digital Loans | Consumer Durable Loans | Microfinance Loans |
| Fee Products | General Insurance | | Life Insurance | | Health Insurance | |

Tailored sourcing supported by an omni-channel and digitally powered pan-India distribution network

Our phygital sourcing network is composed of our own internal distribution network, our external distribution network as well as our digital capabilities. We have a pan-India presence with no region accounting for more than 35% of our Total Gross Loans for the six-month period ended on September 30, 2024. Given the highly fragmented geographic dispersion of India’s underbanked population beyond the metropolitan cities, we have further tailored our distribution presence to strengthen our visibility beyond metropolitan cities and towns in India. We have customized different sourcing strategies for each of our business verticals to optimise distribution. We

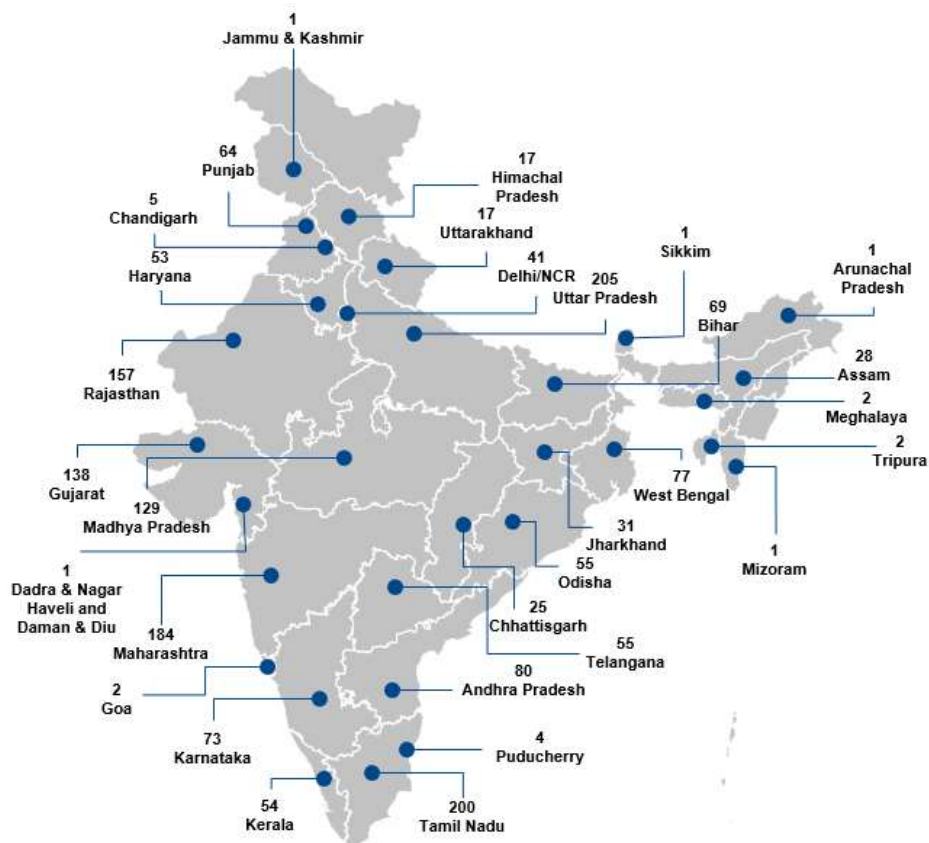
have strived to ensure that we are present wherever our customers are by following a dispersed branch-led distribution strategy across India combined with a scaled and growing omni-channel presence through our partnerships with OEMs, network of dealers and distribution points, point of sales at retail stores and direct selling agents. Our distribution strategy is complemented by a variety of digital channels, including in partnership with fintechs, our website and our own customized and user-friendly application.

Our omni-channel presence allows us to gain access to customer segments across all products within our business verticals. Our branch network creates opportunities for our on-the-ground sales team to engage with and effectively service small, medium and large business customers, serving as a backbone for our Enterprise Lending vertical. Our multiple, tenured partnerships with leading Indian and global OEMs and their dealers supports our customer acquisition for our Asset Finance vertical. Our pan-India touchpoint distribution network is well positioned for our Consumer Finance vertical.

Internal Distribution Network: Branch distribution and Direct Selling

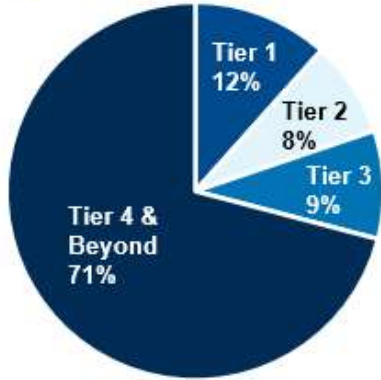
We have established a strong presence across India with a country-wide network of 1,772 physical branches spreading across over 1,162 towns and cities spread across 31 States and Union Territories as at September 30, 2024. Our branches have grown from 1,374 branches as at March 31, 2022 to 1,772 branches as at September 30, 2024. Our branch network is well diversified across India’s geography, with no one region in India accounting for more than 35% of our branches as at September 30, 2024. Further, as at September 30, 2024, over 80% of our branches are located outside India’s 20 largest cities by population and over 70% are located in Tier 4+ towns, highlighting our strong focus on maximising our reach towards our underbanked target customer segment. Our branch network is supported by direct sales through our in-house tele-calling team, which is the primary distribution channel for our personal loan products. Our tele-sales teams are based in regional hubs and are trained to interact with the various cultures across India’s regions.

The following map shows our pan-India branch distribution network as of September 30, 2024.

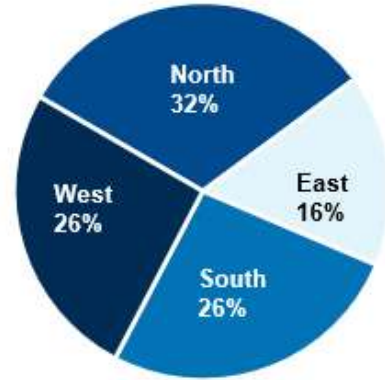


The below graphs illustrate our presence in India beyond metro markets as well as across the country as of September 30, 2024.

Strong Presence Beyond Metro Markets ⁽¹⁾



Balanced Presence Across Geographies ⁽¹⁾



¹ As of September 30, 2024

External distribution

Our internal distribution network is highly complemented by our external distribution networks and channels of third-party partners which include leading Indian and global auto OEMs, consumer and digital durable brands, dealers for auto, two-wheelers, cars, tractors and construction equipment, point-of-sales locations (such as malls, supermarket and retail stores), lifestyle goods and direct selling agents. As at September 30, 2024, we had partnerships with over 80 brands and OEMs. Similarly, our external distribution network has grown to over 140,000 retailers and dealer touchpoints as of September 30, 2024.

Digital Distribution

We are growing our external digital distribution channels, such as by partnering with fintechs. We also built and are expanding our own digital distribution channels. Our HDB On-The-Go application allows our customers to access most of our products. It had around 6.9 million downloads as of September 30, 2024. Further, our FOS, OEMs, dealers and DSAs are equipped with digitally assisted sales tools that aim to improve their decision matrix, productivity and customer engagement. The graph below provides an overview of our digital distribution which includes sales, customer support and collections as of September 30, 2024.



Comprehensive systems and processes contributing to robust credit underwriting and strong collections

A key focus of our credit risk management framework has been to establish strong credit underwriting and collections capabilities which has ensured our sustainable growth. We have instituted a robust and comprehensive underwriting and collections process led by our Chief Credit Officer and supported by a dedicated and experienced team of professionals.

Underwriting

We have built an in-house, experienced and dedicated underwriting team of around 4,500 members as at September 30, 2024 that operates independently of our sales team. We have ensured that there are no overlap of responsibilities between our credit and sales teams in terms of targets, key responsibility areas and outcomes.

The diversity of our portfolio of products allows us to consider many different credit profiles and enables us to cater to various segments of customers with highly diverse backgrounds in India's fragmented borrower market. As a result, we have implemented a hybrid credit approach with a centralised credit assessment and underwriting unit for Consumer Finance products (where ticket size is small and tenure is short) and decentralised regional and branch-level credit assessment and local underwriting teams that have a more nuanced and contextual understanding of the customer's profile for Enterprise Lending and Asset Finance products (where ticket size is bigger and tenure is longer). Furthermore, keeping pace with the evolution of technology in credit underwriting, we have built capabilities to be able to deliver a rapid decision for customers, including for our new-to-credit customers. Our digital capabilities have also allowed us to onboard customers and complete their credit assessment entirely through our online channels in some of our product categories. We have also been able to underwrite over 95% of loans digitally end-to-end as of September 30, 2024.

Our approach to credit is highly data-driven. We use multiple external and internal sources of customer data to perform our underwriting. We have developed sophisticated and customised credit scorecards enabling us to apply rule-based decisioning systems and automate the underwriting of loans through the use of rule engines, CRM bureau integration and 360 credit assessment. Our scorecards generally include metrics that are relevant to evaluate customer creditworthiness such as demographics, loan exposures and delinquencies, if any. We regularly re-evaluate the credit decisioning variables in our scorecards to keep them updated to deliver a high level of precision in our credit decisions. Furthermore, we monitor the behaviour of our existing customers by analysing their credit scores monthly to ensure that we remain fully cognizant of their credit behaviour across all their loans and receive early warning signs of any delinquent behaviour.

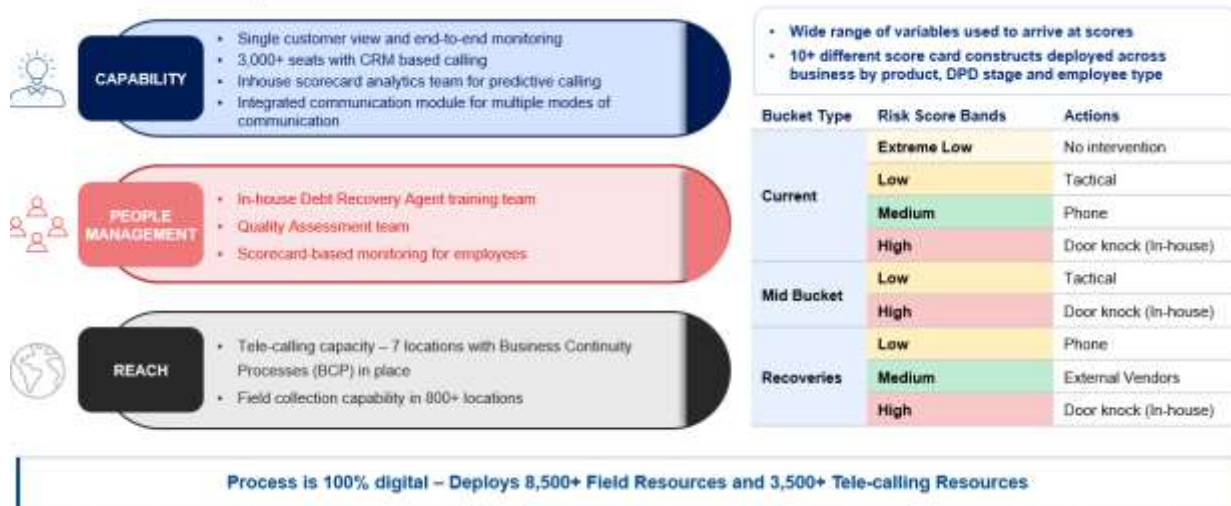
The strength of our underwriting is well evidenced by the amount of our Gross Stage 3 Loans and Credit Cost. As at March 31, 2024, our GNPA and NNPA stood at 1.90% and 0.63%, respectively, which is one of the lowest amongst our NBFC competitors according to the CRISIL Report and our Credit Cost Ratio was 1.33% for Fiscal 2024.

Collections

As at September 30, 2024, our overall collections team consisted of over 12,000 employees. Our collection teams operate at the central, regional and branch level and act in tandem with our sales and credit underwriting teams to ensure robustness of collections with low delinquencies. We have an in-house dedicated team of approximately 170 specialists in legal and regulatory compliance for handling cases of recovery and enforcement of collections. While a vast majority of our collections are handled in-house, we also employ collections agents after thorough reviews and vetting to handle a small portion of our collections for certain products within our Consumer Finance vertical. A majority of our loan repayments are received through the National Automated Clearing House ("NACH") mandate, but to the extent repayments are not received through NACH, they are collected through an in-house tele-calling and collections team. As at September 30, 2024, we had a team of over 3,500 employees for making tele-calls to customers for collections. Given the level of linguistic variety in India, this team is split by regions and operates out of call centres across the country. We also have a dedicated centralised collections team for training our collections employees. Our centralised collection team also ensures that a high level of quality and conformity is maintained in the collections process.

Our portfolio monitoring and tracking on a regular basis entails evaluation of the performance of each product based on the early book behaviour, tracking of portfolio bounce rates at the 30, 60 and 90 Days Past Due (DPD) and analysing our portfolio on an overall basis as well as by bureau, state and regional composition. Such monitoring and tracking is completed through a dedicated, in-house developed collections application that has multiple in-built features including monitoring, validation of collections, provision of SMS-based receipts to customers and use of checks. Further, we have on-the-ground collection agents who manage physical collections from customers. Our collections through digital and banking channels constituted over 95% of our collections for the six-month period ended September 30, 2024.

The image below illustrates our comprehensive collections scorecard system as of September 30, 2024, which allows us to maintain high collection efficiency.



In addition to our own collections, we also provide loan collection services for our Promoter. Our multi-year operating history of collections both for our in-house originated loan book and for our Promoter, have created insights on customer behaviour and portfolio behaviour and have played a meaningful role towards developing our in-house robust analytics and collection strategies across collection life cycles.

Advanced technology tools driving enhanced customer experience and efficiency across each stage of the customer lifecycle

We have an advanced technology and data analytics platform that covers all key areas and stages of our business, including customer sourcing, onboarding and underwriting as well as operations and collections. As such, our technology capabilities are benefiting our customers, our third-party partners as well as our sales teams. We believe our technology platform provides us with a competitive advantage by increasing our efficiency in sourcing and retaining revenue, increasing employee productivity and optimising our cost of operations. Our advanced technology and data analytics are also an important part of maintaining our credit quality. The graph below illustrates our technology capabilities in the various areas of our business as of September 30, 2024.



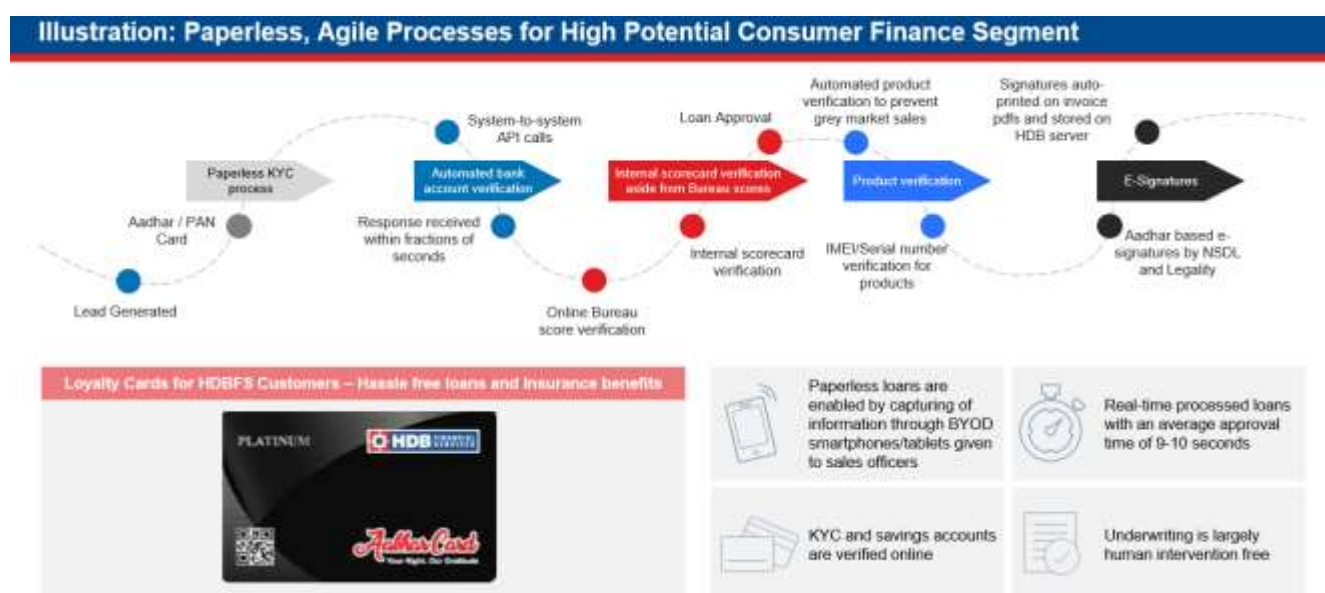
Sourcing

Our in-house and third-party technology and analytics professionals have strengthened our digital capabilities over and above our branch-led distribution network to accelerate the pace of customer acquisition. We effectively use search engine optimisation and marketing along with digital third-party origination channels like lending and aggregation-focused fintech partners to originate new loans digitally for consumer durables and digital products. Our FOS, OEMs, dealers and DSAs are equipped with digitally assisted sales tools that aim to improve their decision matrix, productivity and customer engagement. We do business with our partners through multiple online tools that are delivered through full-stack application programming interfaces ("APIs"). Our on-the-ground sales

teams are equipped with digitally assisted tools to improve coverage of customers in their dedicated region and their ability to effectively engage with them.

Customer Experience

Our ‘HDB On-the-Go’ mobile application enables our customers to access the majority of our products and services online and get personalised assistance on the application. Customers are able to improve their experience through the self-service options on the application. We have built seamless, digital journeys across various areas, including availing new loans, onboarding, locating nearby branches, servicing existing loans and accessing loan documentation online to enable customers to transact and engage with us remotely. Further, we have developed a full digitalised paperless, onboarding for many of our Consumer Finance products. We have also developed digital onboarding capabilities for our Loan Against Property and Auto Loans products, which typically require significant physical processing. We also provide digital customer support over our online channels, which have resulted in 138,199 customer queries being resolved fully online in the six months period ended September 30, 2024 compared to 139,319 queries in Fiscal 2022.



Our ability to digitally onboard customers and disburse loans has resulted in improved performance of our loan underwriting process. Furthermore, our quick and efficient decisioning process has also resulted in the increase in our customer franchise as we are able to source and retain more customers.

Cross-Selling

We have data-analytics driven cross-sell capabilities, maximising the lifetime value of our customers with minimal customer retention cost. Our deep understanding of customer behaviour across the borrowing lifecycle combined with our data analytics repository allows us to recommend personalised loan products for our existing customers. We have provided pre-approved loan limits to our existing high-quality customers to increase conversion or to apply for unsecured loans. Such customers can obtain new loans directly in a very short timeframe through our digital channels such as our DIY journey platforms. These capabilities have been a key driver of the continued growth in our cross-sell and up-sell rates to our existing customer base.

Underwriting and Collections

We have employed several automation tools in our credit underwriting and collections process. We have developed several in-house automated customer rating scorecards using artificial intelligence and machine learning models which are based on risk parameters for rapid and rule-based decisioning. At the time of customer KYC and onboarding, we have advanced mechanisms for fully digitising the documentation verification process, resulting in quicker and more accurate processing and reducing turnaround time. During the collections process, we have instituted numerous tie-ups with external service providers such as payment service providers, payment gateways and financial services institutions to further customers’ ability to transfer collections from a variety of sources.

We have successfully digitalised the onboarding process in products, such as Auto Loans and Commercial Vehicle Loans. We have also been able to underwrite over 95% loans digitally or through an assisted digital journey for the six-month period ended September 30, 2024, further highlighting our multi-disciplinary strength in combining digital customer sourcing with strong credit evaluation and underwriting practices.

Employees

We have deployed tools and applications within our organisation that aim to enhance the productivity of our employees. We have invested in API integration that is expected to provide us with the ability to handle peak time API calls. We have set up real-time dashboards and management information systems that make data available to our employees. Thus, our branch-based teams are fully plugged into our wider centralised servers and get access to the relevant data at the branch level. Generally, our technology is product-agnostic and highly scalable and proprietary, resulting in a seamless experience for our employees.

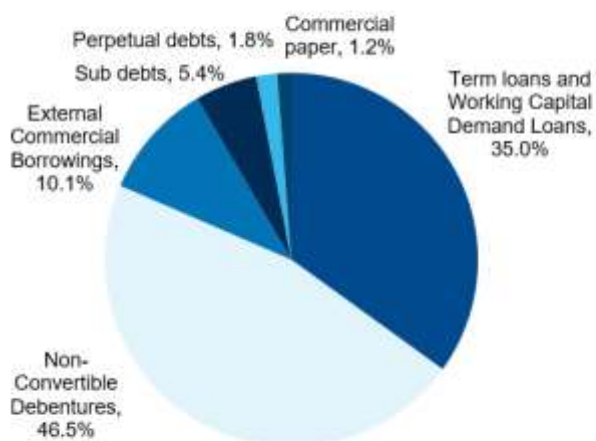
High-quality liability franchise with access to low cost, diversified borrowing sources and the highest credit rating

We have a diversified liability franchise supported by a strong credit rating of AAA stable by CRISIL and CARE, which is the highest that can be assigned on the credit rating scale for any NBFC in India, according to the CRISIL Report. This has allowed us to fund our operations at competitive rates and tenors across fixed and floating-rate debt instruments. Our Average Cost of Borrowings stood at 7.53% as at March 31, 2024, which is one of the lowest amongst competitors, according to the CRISIL Report.

We finance our borrowings through a diversified mix of sources including from the public sector, the private sector, foreign banks, mutual funds, insurance companies, pension funds and financial institutions. Our funds are spanning across liability classes including Term Loans, Non-Convertible Debentures (“NCDs”), Subordinated Bonds, Perpetual Bonds and Commercial Papers Instruments. Our diversified borrowing sources allow us to maintain a sustainable maturity profile for our borrowings, as illustrated in the graphs below.

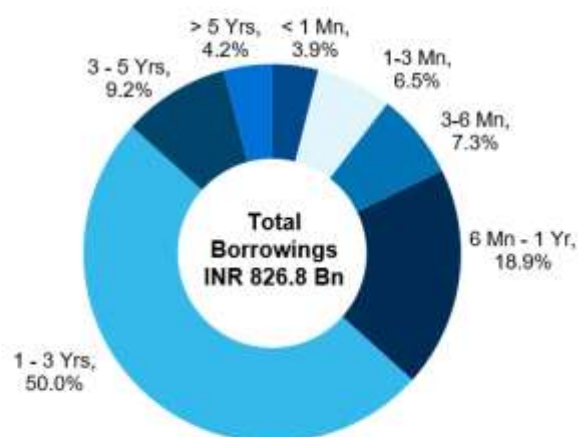
Diversified Liabilities Franchise

As at September 30, 2024



Maturity Profile of Borrowings

As at September 30, 2024



We work with **20+** Banks

As at September 30, 2024, our Total Borrowings stood at ₹826.8 billion. For Fiscal 2024, no single source of financing represented more than 50% of our borrowings, which is one of the lowest concentration of funding sources among our NBFC competitors according to the CRISIL Report. We have been able to access funding from a diversified set of lending partners across marquee Indian public sector undertakings and private lenders. As at Fiscal 2024, 42.59% of our Total Borrowings were sourced from commercial banks. Furthermore, in Fiscal 2024, we were one of the largest issuers of listed NCDs among NBFC competitors in India according to the CRISIL Report.

Our Debt to Equity ratio stood at 5.93x as at September 30, 2024, which is one of the highest leverage ratios among our NBFCs competitors. Our high leverage ratio improves our ability to finance a large portion of our loan

book with cost-effective debt, providing opportunities to drive one of the highest Return of Equity among NBFCs in India. Our Return on Average Equity stood at 16.39% for the six-month period ended September 30, 2024.

Our asset-liability management strategy is overseen by an Assets and Liability Committee (“ALCO”) that is responsible for monitoring our asset-liability policies and implementing strategies to maintain and further diversify our borrowing sources.

Track record of robust financial performance with sustainable and profitable growth

We have an established track record of delivering robust financial performance. Our Total Gross Loan book has grown from ₹613.3 billion as of Fiscal 2022 to ₹986.2 billion as of September 30, 2024, reflecting a CAGR of 20.93%. Our interest income has grown at a CAGR of 15.50% from ₹83,629.7 million during Fiscal 2022 to ₹111,567.2 million during Fiscal 2024, driven by a growing yield on our Total Gross Loan book, from 13.64% in Fiscal 2022 to 13.92% in Fiscal 2024. We have also been focusing on growing our fee-income services such as distribution of life and non-life insurance products. This has resulted in the increase in our Fee Income at a CAGR of 29.42% in the last two Fiscals, from ₹5,690.1 million during Fiscal 2022 to ₹9,531.1 million during Fiscal 2024.

Furthermore, we have also balanced our growth with increasing profitability. Our profit after tax increased from ₹10,114.0 million in Fiscal 2022 to ₹24,608.4 million in Fiscal 2024, reflecting a CAGR of 55.98%. Our Net Total Income for the lending business increased from ₹56,173.8 million in Fiscal 2022 to ₹73,572.5 million in Fiscal 2024, reflecting a CAGR of 14.44%. Through strong control over our costs, the sustainable expansion of our loan book and the increasing efficiency of our operations through the expansion of our technology capabilities, we have leveraged the high degree of scale economies. We have maintained our operating expenses within a tight band. Our operating expenses for the lending business represented 3.16% of our Average Gross Loans in Fiscal 2022 and 3.92% of our Average Gross Loans in Fiscal 2024. In addition, we have continued to maintain a healthy asset quality across economic cycles with Credit Costs to Total Gross Loans of 1.33% and Gross Stage 3 Loans of 1.90% in Fiscal 2024. Our Net Interest Income for the lending business increased from ₹50,374.7 million in Fiscal 2022 to ₹62,924.0 million in Fiscal 2024, reflecting a CAGR of 11.76%.

We also had a healthy Return on Average Equity of 19.55% and Return on Average Assets of 3.03% in Fiscal 2024, which is one of the highest amongst our NBFC competitors according to the CRISIL Report.

Stable, highly experienced and professional management team supported by a talented workforce

We are led by a management team with deep industry experience of over 25 years each in the retail banking and lending sectors. A number of key members of our management team have been with our Company since its early days of inception. Our management team is backed by a distinguished Board of Directors composed of 11 members, including 9 independent members, experienced in diversified fields allowing us to navigate diverse challenges and capitalize on opportunities for growth.

The strength and combined experience of our management team is a key competitive advantage and helps us implement our business strategies. Our Key Managerial Personnel and members of Senior Management have a deep and nuanced understanding of the Indian lending market that enables us to identify and take advantage of strategic and tactical opportunities and respond effectively to the rapidly evolving financial services landscape in India. For example, our Managing Director and Chief Executive Officer, Mr. Ramesh Ganesan, has been with our Company since the year of our inception and, prior to that, with the HDFC Bank group for over eight years.

Each of our lending products are managed by a dedicated executive supported by a member of Senior Management and a fully set-up organisational structure. Our Key Managerial Personnel and Senior Management are highly capable and have been successful in implementing our Company’s long-term vision and institutionalising key risk management processes among our highly talented employee workforce to ensure our continued growth. Our leadership team is committed to the long-term growth and profitability of our business, as demonstrated by our track record in delivering sustainable business and financial results.

Distinguished parentage of HDFC Bank, India’s largest private bank, enjoying strong trust and brand equity with consumers

Our Company was established in 2007 as a subsidiary of HDFC Bank. Our Promoter, HDFC Bank, held a 94.36% of the issued paid up capital of our Company (on a fully diluted basis) as of September 30, 2024. HDFC Bank is India’s largest private sector bank in terms of total assets of ₹36,880.7 billion as at September 30, 2024, with businesses (including those of its subsidiaries) spanning across retail and commercial banking, asset management, life insurance, general insurance and brokering, as per the CRISIL Report. Our Promoter was established in 1994 by HDFC Limited, India’s largest housing finance company, which merged with HDFC Bank in July 2023.

Our Promoter is one of India's leading, and most trusted consumer brands. HDFC Bank (along with its subsidiaries) has an established track record of providing high-quality services across a diverse range of financial sectors, including retail and wholesale banking and lending, life and non-life insurance, asset management, investment banking and securities trading. Through sustainable performance and strong focus on fulfilling the banking needs of customers, HDFC Bank has built a strong reputation among customers across India for delivering high quality services.

While we operate as an independent company, we have been privileged to enjoy the long-term support and brand value of our Promoter. We have embodied HDFC Bank's long-term culture of creating and institutionalising robust processes across all aspects of our operations along with a strong focus on execution, enabling us to drive sustainable growth, despite an ever-changing and evolving macroeconomic and credit environment in India.

Our Strategies

Diversify and expand our addressable customer segments by widening and enhancing our product offering

We have created a highly diversified portfolio of lending products for our target customer segments. Our products are designed to address demands across the lifecycle of our customer segments. Product innovation has been a key focus area and driver of our diversified and sustainable growth in the past and we will continue to keep adding new products to our portfolio while enhancing our existing products to improve our value proposition to customers. For example, our Two Wheeler Loans largely entailed a manual underwriting process. To improve our customer journey, we deployed an automated underwriting process that involved the creation of real time customer scorecards, leading to quick credit decisions. This enabled us to cater to and address a larger customer segment across geographies in a consistent manner. Such diversification and expansion of products will also allow us to increase our cross-selling capabilities across our various existing and new business verticals.

Continue to expand our pan-India omni-channel distribution network

We have established a pan-India hybrid presence, with a physical branch country-wide network of over 1,772 physical branches spread across over 1,162 Indian towns and cities located in 31 States and Union Territories as at September 30, 2024, combined with a digitally powered distribution network composed of in-house and third-party channels. In addition, we had over 80 OEM and brand partnerships and a network of over 140,000 retailers and dealer touchpoints as at September 30, 2024. We intend to continue to grow and diversify our distribution network by opening additional new branches to expand our coverage across the entirety of India while also deepening our relationships with OEMs, dealers, brands, points of sales distribution and DSAs, and continuing to add more partners, with the goal of ensuring that we are present in all channels wherever our existing and target customers are located.

Continue to invest in technology, data analytics and artificial intelligence to further improve customer experience, increase organisational productivity and decrease costs

Our technology platform has been a core enabler of our success and it will continue to have a key role in driving up our efficiency across our operations. Our technology investments are expected to continue to improve various aspects of our business from the experience of our customers to the lending lifecycle from origination to repayment. Our technological solutions also have an important role in our ability to increase cross-sell and up-sell opportunities, increase underwriting and collections efficiency and enhance employee productivity. We expect to continue to increase the scope of usage of new and emerging technologies such as data analytics, machine learning and generative AI models to further improve our capabilities and efficiency. We will also focus on ensuring that our data security platforms are positioned to handle all emerging digital threats.

Continue to diversify our borrowing profile to optimise borrowings costs

We aim to continue to further diversify our funding sources by enlarging and deepening our lender base to optimise both our leverage level and our Average Cost of Borrowings. For example, we increased our external commercial borrowings ("ECBs") in Fiscal 2024 to a total of USD 1 billion as of September 30, 2024. Our other diversified funding sources include public sector, private sector, foreign banks, mutual funds, insurance companies, pension funds and financial institutions. We raise funds through term loans, non-convertible debentures ("NCDs"), subordinated bonds, ECBs, perpetual bonds and commercial papers instruments. See "— Treasury Operations and Financing" on page 258.

Further strengthen and improve our robust risk management framework as well as underwriting and collections capabilities to minimise the risk of credit losses

As we plan to grow our customer franchise, we intend to focus on enhancing our robust risk-management framework to ensure we are able to retain our high credit quality. Through our history of operations over the last 17 years, we have leveraged our deep understanding of customer behaviour and our distinguished risk assessment, pricing and underwriting capability to develop a suite of lending products that fulfil the diverse needs of customers, covering segments across our three business verticals. We continue to upgrade our credit underwriting, collections and risk management policies and strategies by training our employees in our customised credit assessment processes, using technology and improving the speed of our decisioning process.

Continue to attract, upskill and retain talented employees by strengthening our organizational culture

Our employees have been key to our sustainable growth and performance and will continue to be instrumental in our future growth. We have instituted strong processes for ensuring that we continue to recruit the right people while retaining and training our existing workforce. We also train our new employees and provide continuous training to boost the skills of our existing employees, ensuring that they are kept up to date with new technologies. Further, we have created a holistic organisational culture to instil a strong sense of togetherness in our employees. Our culture is focused on driving growth while ensuring prudence and sustainability, so that our growth does not compromise our customer experience. We intend to continue to deepen and embed this culture in our organisation and create a valuable consumer lending franchise that will last for generations and benefit our customers, partners, employees and communities.

Our Business Verticals

| Overview of Key Business Lines | | | | | | | | |
|--------------------------------|---|-----------------|----------------|--|-----------------------|--|-----------|---|
| | Segment Description | Loan Size (INR) | Tenor | Interest Rate | Secured | Underwriting | Locations | Total Gross Loans ⁽¹⁾ (INR Bn) |
| Enterprise Lending | <ul style="list-style-type: none"> Fulfilling funding needs of small businesses, including for working capital or capex Secured and unsecured loans to cater to the needs of these enterprises | 25K – 250MM | Up to 15 years | 9-18% - Secured Floating 11-34% - Unsecured Fixed | Secured/ Unsecured | Scorecards + at branches based on Policy | 900+ | 393.0 |
| Asset Finance | <ul style="list-style-type: none"> Loans for purchase of income-generating new and used vehicles and equipment Provides finance to a spectrum of customers including fleet owners, first time users, first time buyers and captive use buyers | 100K – 250MM | Up to 6 years | 9-18% Fixed | Secured | Scorecards + at hubs based on Policy | 900+ | 368.5 |
| Consumer Finance | <ul style="list-style-type: none"> Loans for purchase of consumer durables, digital products, two-wheelers, auto and micro loans Loans to individuals for personal, family or household purposes to meet their short- or medium-term requirements | 4K – 5MM | Up to 7 years | 11-34% Fixed | Secured/ Unsecured | Based on segment specific scorecards using analytics | 1,000+ | 224.7 |

(1) Total Gross Loans as at September 30, 2024
(2) Data in slide is as per updated Company policy

Enterprise Lending

The Enterprise Lending vertical was our first business vertical launched in 2008. We offer a variety of secured and unsecured loans to MSME customers, as well as certain types of salaried employees, primarily through our branch network. These loans are primarily aimed at providing finance for the growth and working capital requirements of our customers. The target customers are small businesses, run as proprietorships or as partnership firms. Self-employed proprietors and small businesses accounted for approximately 85% of our customers in this segment as at September 30, 2024.

The overall business is structured to create differentiated offerings across metropolitan areas and underpenetrated markets. We aim to gain a deep understanding of local markets and economies in order to provide services that correspond to the needs of our target customer groups in the relevant areas. We also work with select channel partners to enhance our reach in local markets.

As at September 30, 2024, this vertical had a loan book of ₹393.0 billion. Enterprise Lending products include:

- **Business Loans**

We offer loans without requiring collateral to assist small businesses in fulfilling their financial needs, which may include acquiring new equipment and inventory, working capital or renovating their outlets. The primary customer sourcing channel for this product is through field sales officers (“FOS”) in our branch network. The CRISIL Report estimates that the overall working capital finance portfolio outstanding for the industry, which is ₹17.7 trillion as of March 31, 2024, is projected to grow at 15-17% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹27-28 trillion by Fiscal 2027. The CRISIL Report also estimates that the overall unsecured business loans portfolio outstanding, which is ₹7.1 trillion as of March 31, 2024, is projected to grow at 18-20% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹11.5-12 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹270,000 and its average tenor is around 4 years. As at September 30, 2024, this product had a loan book of ₹126.4 billion.

- **Loan Against Property (LAP)**

We offer secured loans, which can be utilised for various purposes, such as supporting new business initiatives, buying office premises, providing working capital, or expanding existing business ventures. These loans are backed by property as collateral. The primary customer sourcing channels for this product is through FOS in our branch network as well as through direct selling agents (“DSAs”). The CRISIL Report estimates that the overall secured MSME finance portfolio outstanding for the industry, which is ₹10.3 trillion as of March 31, 2024, is projected to grow at 16-18% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹16.5 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹4,000,000 and its average tenor is around 9 years. As at September 30, 2024, this product had a loan book of ₹208.4 billion.

- **Enterprise Business Loan (EBL)**

Self-employed customers (including professionals), private companies and partnership firms are eligible for Enterprise Business Loans (EBLs), which aim to enhance their business activities in manufacturing, trading and services. The primary customer sourcing channel for this product is through FOS in our branch network. EBLs are backed by property as collateral. The CRISIL Report estimates that the overall secured MSME finance portfolio outstanding for the industry, which is ₹10.3 trillion as of March 31, 2024, is projected to grow at 16-18% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹16.5 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹1,100,000 and its average tenor is around 8 years. As at September 30, 2024, this product had a loan book of ₹18.5 billion.

- **Salaried Personal Loans (SPL)**

We offer personal loans to salaried employees. The key differentiator is the service we provide where customers are sourced through our FOS and digital channels. The CRISIL Report estimates that the overall personal loan portfolio outstanding for the industry, which is ₹13.4 trillion as of March 31, 2024, is projected to grow at 19-20% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹20-24 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹300,000 and its average tenor is around 5 years. As at September 30, 2024, this product had a loan book of ₹32.6 billion.

- **Gold Loans**

We assist customers in fulfilling their urgent personal requirements by providing loans that are secured against gold jewellery. Our branch network is the primary customer sourcing channel for this product. These loans are backed by gold assets. The CRISIL Report estimates that the gold loan portfolio outstanding for the industry, which is ₹9.5 trillion as of March 31, 2024, is projected to grow at 18-20% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹16-16.5 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹150,000 and its average tenor is around 3 years. As at September 30, 2024, this product had a loan book of ₹7.1 billion.

For further details, see “Selected Statistical Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 313 and 387, respectively.

Asset Finance

We launched our Asset Finance vertical in 2010. We offer financing options to customers for acquiring new and used commercial vehicles, construction equipment and tractors, all of which are income generating assets for our customers. While we operate in both new and used vehicle markets, we have employed different distribution approaches for each market. While the new vehicle market is more focused on OEM partnerships and their strong nationwide dealership network, our strong customer base for the used vehicle market has been built through our in-house sales teams which is spread out across the country. The used vehicle market has higher yields and is more profitable but we see the new vehicle market as an important source of high-rated customers as well and we have an equal focus on both markets.

Demand for the underlying industries of these vehicles such as logistics and construction is impacted, among other things, by the specific needs and infrastructure of the relevant geographical area and government policies. Consequently, we have tailored our credit assessment and collections strategy accordingly, with decentralised credit and underwriting teams in different regions that have the flexibility to underwrite loans based on the specifics of the asset and the credit behaviour in each region. Furthermore, we have diversified our product offerings to de-risk from cyclicalities to the extent possible.

As an example, in certain drought prone-regions of Maharashtra, we identified a profitable opportunity for a niche equipment, wherein certain specialised equipment promoted by few OEMs could be used for ground water harvesting. We were able to partner with these OEMs and provide financing for the purchase of the equipment to enable farmers to generate higher income. This helped create a new segment of equipment hirers who own and operate such specialised equipment.

Asset Finance products are backed by the relevant assets acquired, *i.e.*, commercial vehicles, construction equipment or tractors.

This vertical which involves relatively larger ticket sizes leverages our physical footprint. Additionally, the role of third parties like dealers and agents results in long sales cycles and therefore business development is a critical function in each local market.

As at September 30, 2024, this vertical had a loan book of ₹368.5 billion.

- **Commercial Vehicle Loans**

We offer financing solutions for acquiring commercial vehicles, whether new or used. We also provide the option of refinancing existing vehicles. The Company caters to diverse customers, such as fleet owners, first-time users, first-time buyers and captive users. The primary customer sourcing channels for this product is through FOS in our branches and through in partnerships with OEMs and dealers. The CRISIL Report estimates that the commercial vehicle finance portfolio outstanding for the industry, which is ₹5.1 trillion as of March 31, 2024, is projected to grow at 11-13% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹7-7.2 trillion by Fiscal 2027. The different types of vehicles we finance include goods carriers, transport buses and specialised equipment for industrial usage, such as cement mixers and tankers. The average ticket size for this product is approximately ₹800,000 and its average tenor is around 4 years. The loans for new vehicles represented approximately 65% of the total loans in this product category as at September 30, 2024. As at September 30, 2024, this product had a loan book of ₹239.9 billion.

- **Construction Equipment Loans**

We offer financing options for the acquisition of new and used construction equipment, as well the refinancing of such equipment. The primary customer sourcing channels for this product is through FOS in our branches and through partnerships with OEMs and dealers. The CRISIL Report estimates that the construction equipment finance portfolio outstanding for the industry, which is ₹1.1 trillion as of March 31, 2024, is projected to grow at 12-14% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹1.6-1.7 trillion by Fiscal 2027. The different types of equipment that we provide loans for include earthmoving, mining, material handling, concrete and other allied construction equipment. The average ticket size for this product is approximately ₹1,900,000 and its average tenor is around 3 years. The loans for new construction equipment represented approximately 78% of the total loans in this product category as at September 30, 2024. As at September 30, 2024, this product had a loan book of ₹101.3 billion.

- **Tractor Loans**

We provide personalised financing solutions for individuals seeking to acquire tractors or tractor-related equipment for agricultural or commercial purposes. The primary customer sourcing channels for this product is through field sales officers in our branches and through partnerships with OEMs and dealers. The CRISIL Report estimates that the tractor finance portfolio outstanding for the industry, which is ₹1.1

trillion as of March 31, 2024, is projected to grow at 11-13% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹1.5-1.6 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹300,000 and its average tenor is around 4 years. The loans for new tractors represented approximately 67% of the total loans in this product category as at September 30, 2024. As at September 30, 2024, this product had a loan book of ₹27.4 billion.

For further details, see “*Selected Statistical Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 313 and 387, respectively.

Consumer Finance

We launched our Consumer Finance vertical in 2016. We offer loans to individuals seeking to fulfil their personal or household needs. Our typical customer profile in this segment includes salaried persons and self-employed individuals looking for financing to purchase household assets, luxury goods or similar such lifestyle choices. Consumer loans are provided to individuals for personal or household purposes to meet their short to medium term requirements.

Two-wheelers and auto-loans are the only Consumer Finance products that are secured. We employ an omni-channel digital-first approach to distribution in this vertical with a focus on dealers and partnerships. Our branches serve as a local hub from which our tele-calling teams can operate and get an understanding of the local micro-market, while enabling better portfolio monitoring. Our strong partnerships with marquee brands and OEMs and their respective retail networks and dealers have been key to our growth in Consumer Finance. Our digital onboarding and automated credit underwriting capabilities has enabled us to grow our consumer franchise while maintaining strong asset quality.

Consumer Finance products generally have small ticket sizes and short tenors, resulting in churning of the loan book at rapid pace. This enables us to widen our customer funnel by onboarding and underwriting a larger base of customers in a relatively short period of time. This allows us to cross-sell and up-sell multiple products to an expanded base of customers across different uses, thus increasing customer life-time value. For example, the Consumer Durable loan product is a mass product that serves as our primary sourcing channel for retail customers. Continuous monitoring of credit behaviour helps us identify customers to whom we can cross-sell and up-sell our wider suite of Consumer Finance products such as lifestyle loans, unsecured personal loans and vehicle loans. As at September 30, 2024, this vertical had a loan book of ₹224.7 billion.

- **Consumer Durable / Digital Product / Lifestyle Product Loans**

We provide financing options to customers to buy (i) household appliances and durable goods, such as televisions, refrigerators, washing machines and air conditioners, (ii) digital products such as mobile phones, laptops, tablets and cameras and (iii) lifestyle product loans which are designed to help customers purchase premium lifestyle items to elevate their standard of living such as furniture and high-end cooking ranges. The primary customer sourcing channel for this product is our tele-calling teams and our partnerships with OEMs and dealers. The CRISIL Report estimates that the consumer durable finance portfolio outstanding for the industry, which is ₹0.7 trillion as of March 31, 2024, is projected to grow at 19-21% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹1.3 trillion by Fiscal 2027. As at September 30, 2024, we had partnerships with over 80 OEMs and over 100,000 retailers and dealer touchpoints in this products category. The average ticket size for this product is approximately ₹13,000 and its average tenor is around 1 year. As at September 30, 2024, this product had a loan book of ₹38.7 billion.

- **Relationship Personal Loans**

We provide personal loans to existing customers of the Company under this product. Most of the consumers who avail of such relationship personal loans are sourced via cross-selling from our retail loan customer base, as they have demonstrated consistent repayment history and ability to repay short-tenor loans, thus making them less risky and good candidates for unsecured loans. The primary customer sourcing channel for this product is through our tele-calling teams, with leads generated via our in-house data science and analytics. The CRISIL Report estimates that the overall personal loan portfolio outstanding for the industry, which is ₹13.4 trillion as of March 31, 2024, is projected to grow at 19-20% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹20-24 trillion by Fiscal 2027. The average ticket size for this product is approximately ₹49,000 and its average tenor is around 2 years. As at September 30, 2024, this product had a loan book of ₹80.9 billion.

- **Auto Loans**

We provide financing to customers interested in purchasing new or used cars through our secured Auto Loans. The primary customer sourcing channel for this product is through FOS and partnerships with OEMs and dealers. The CRISIL Report estimates that the new personal vehicle finance portfolio outstanding for the industry, which is ₹7.1 trillion as of March 31, 2024, is projected to grow at 14-16% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹10.8 trillion by Fiscal 2027. As at September 30, 2024, we had partnerships with 5 OEMs and approximately 4,000 retailers and dealer touchpoints in this product category. The average ticket size for this product is approximately ₹410,000 and its average tenor is around 4 years. As at September 30, 2024, this product had a loan book of ₹70.5 billion.

- **Two-Wheeler Loans**

We provide financing to individuals interested in two-wheelers. The primary customer sourcing channel for this product is through FOS and partnerships with OEMs and dealers. The CRISIL Report estimates that the two-wheeler finance portfolio outstanding for the industry, which is ₹1.4 trillion as of March 31, 2024, is projected to grow at 17-19% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹2.2-2.4 trillion by Fiscal 2027. As at September 30, 2024, we had partnerships with 9 OEMs and over 12,000 retailers and dealer touchpoints in this products category. The average ticket size for this product is approximately ₹50,000 and its average tenor is around 2 years. As at September 30, 2024, this product had a loan book of ₹28.1 billion.

- **Micro Lending**

With the aim of promoting financial inclusion and empowering underprivileged segments of society, we provide micro loans to customers through the Joint Liability Groups (JLGs) framework. The CRISIL Report estimates that the overall micro-finance institution portfolio outstanding for the industry, which is ₹4.4 trillion as of March 31, 2024, is projected to grow at 16-18% CAGR between Fiscal 2024 and Fiscal 2027 and reach ₹7.0-7.5 trillion by Fiscal 2027. Our micro lending services cater to individuals and groups that require financial assistance, including primarily women. The business was launched in Fiscal 2020 and is at its nascent stage of growth. The customer journey is fully digital on the mobile phone of the loan officer. The average ticket size for this product is approximately ₹27,000 and its average tenor is around 2 years. As at September 30, 2024, this product had a loan book of ₹6.6 billion.

We have also been successful in up-selling and cross-selling different loan products to our customers after observing their repayment behaviour. For example, after monitoring the consistent repayment track record of new customers who have availed our secured LAP product, we have cross-sold unsecured enterprise or personal loans, which are high-yielding products.

For further details, see “*Selected Statistical Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 313 and 387, respectively.

Track Record of Product Innovation

We have demonstrated a track record of product innovation, having piloted multiple new products across our three business verticals. These products have gone on to scale up and achieve profitability after being introduced on a wider scale.

For example, we introduced the Enterprise Business Loan product in our Enterprise Lending vertical as a variant of the LAP product in 2014. We were able to identify customers seeking business loans with a strong repayment ability but with collateral that would typically be outside municipal limits, as opposed to LAP. We have been able to underwrite such customers and provide them with a variant of our secured loan product with an attractive pricing model, given the nature of the underlying collateral. We have also been able to up-sell other business loans to such customers after they had established a strong track record of repayment. For example, we have provided pre-approved loan limits to our existing high quality customers to increase conversion or to apply for unsecured loans. Such customers can obtain new loans directly in a very short timeframe through our digital channels such as our through the DIY journey platforms.

This has created an opportunity for us, and we have now created a dedicated distribution network for sourcing such customers through our dedicated FOS and have been able to demonstrate strong traction of selling personal lending products to them.

Sourcing and Distribution

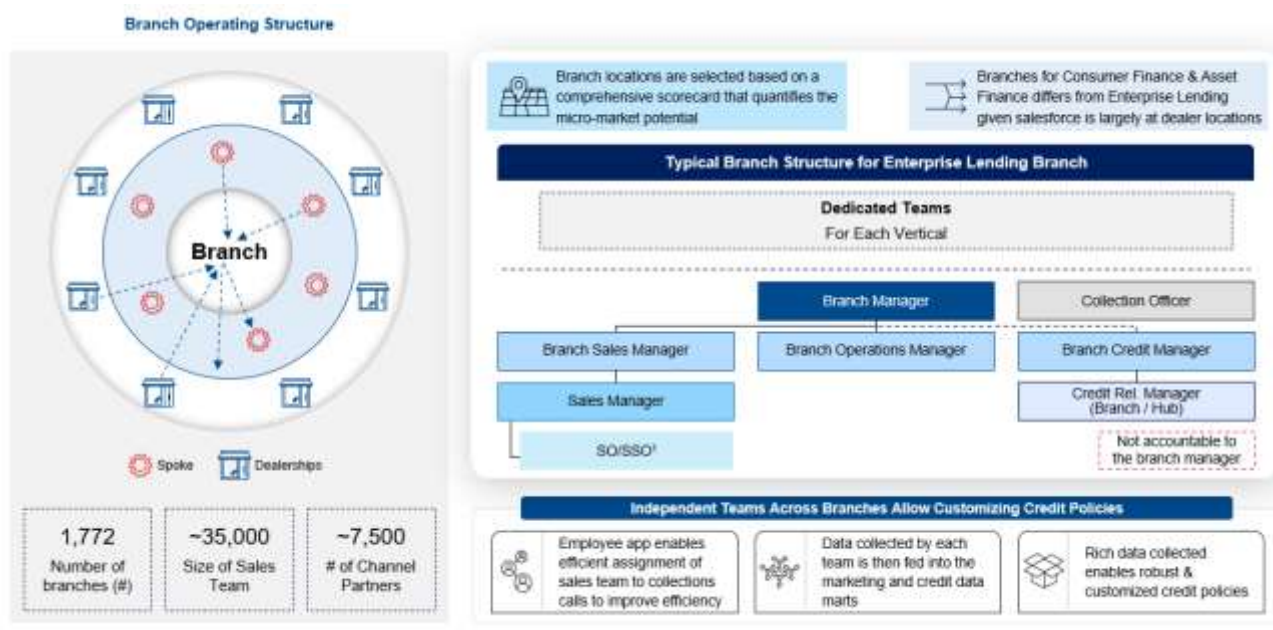
Branches

We have established a pan-India network of 1,772 branches in 1,162 towns across 31 States and Union Territories, with over 80% of our branches located outside the 20 largest cities in India.

Our branches are our primary source of customer acquisition and engagement for many of our products, including for our Enterprise Lending products, some of our Asset Finance products, such as Commercial Vehicle Loans and Tractors Loans and some of our Consumer Loan products, such as Two-Wheeler Loans and Auto Loans. Our branches have an average size of 960 square feet. Each branch has a pre-defined target market coverage area of a pre-defined radius. The branch sales team visit potential customers in the relevant coverage area to generate sale leads. A high-touch and offline customer engagement model is important as it ensures that there is data and insights available for real-time decision making. Our branches also have employees for credit, collections and operations. Each branch houses an independent credit manager who is responsible for the credit decisioning and a branch operations team which processes the documentation requirements. This enables the branch to serve as an independent hub for all our operations including credit underwriting, portfolio monitoring and collections. The growth and profitability of our business is deeply linked to our branches and we intend to continue to invest significantly in them in the future.

Our branches offer different products depending on their location and customer base. In the larger cities like metropolises and Tier 1 cities, our branches are often specialised to handle a specific product. For example, we have branches that manage each of the Asset Finance and Enterprise Lending verticals separately, such as in New Delhi. In contrast, in smaller towns and cities, one branch generally caters to multiple business verticals.

The graph below provides an overview of our branch structure as of September 30, 2024.



¹ Sales Officer and Senior Sales Officer

Direct Sales through Tele-Calling

Our in-house tele-calling team consisted of over 650 employees as at September 30, 2024. Our tele-calling teams sit out of regional hubs and are provided with contextualised training for interacting with potential customers in the right manner for their specific region. The tele-calling team serves as our primary acquisition channel for personal loan products in Consumer Finance.

Brand and OEM Channels and Dealer Networks

We have established partnerships with over 80 brands and OEMs and have developed a network of over 140,000 retailers and dealer touchpoints as at September 30, 2024. These brands and OEMs spans across a large number of industries including two-wheelers, automobiles, consumer, digital and lifestyle products (in Consumer Finance), as well as new and used commercial vehicles, construction equipment and tractors (in Asset Finance).

We have been able to forge deep and meaningful sourcing relationships with multiple marquee OEMs and brands on account of our ability to offer a value proposition to our brand and OEM partners. We believe that our partnerships create opportunities for our partners to grow their presence in newer markets while also deepening their lending tie-ups in their existing markets.

Direct Selling Agents (DSAs)

As part of our distribution strategy, we have a DSA network of over 7,500 agents as at September 30, 2024. We work with DSAs on a fee basis with periodic incentives aligned towards meeting certain metrics.

Diversified Distribution Strategy for “Bharat”

In April 2023, we piloted a new distribution model, with the primary aim to expand our presence in rural locations with a population of 50,000 people or less, where we are already established in one or two products, and where there is expected to be significant potential to enhance our offering and product suite. We have converted 103 existing branches in 9 States into this distribution model as at September 30, 2024.

To achieve product diversification, we are training our existing FOS employees in these rural branches to drive multi-product sales in their branch radius. This serves multiple purposes including deepening penetration of our products in those geographies while also ensuring that our employees are upskilled and their earning potential is increased. This in turn also contributes to higher employee loyalty and retention.

We continuously monitor our penetration levels in each product category, to identify any potential underpenetrated areas, as well as areas with high potential. We also obtain local-level sourcing data through our partnerships with OEMs to supplement our industry data provided by credit bureaus.

Digital Sourcing and Distribution

We have created digital, customized journeys for our customers across our product suite. We have created end-to-end customer journeys for certain products in our Consumer Finance and Enterprise Lending verticals, ensuring that each step in the origination, underwriting, sanction and disbursement is entirely digital. This has enabled us to expand our customer franchise from 9.4 million customers as at March 31, 2022 to 17.5 million customers as at September 30, 2024.

Across our broader product suite, we have created hybrid “phygital” paperless journeys for our customers which have a mix of digital and assisted channels, with varied levels of automation in underwriting. Certain products like Loans Against Property require us to ensure that there is physical verification at the time of legal, technical checks carried out on the property.

We have Generative AI-based techniques in various areas, for example to provide localized language support for our customers on chat bots, improving our customers’ do-it-yourself (DIY) journeys by enabling them to undertake various functions by themselves. We are also driving personalization to improve customer experience via a campaign manager that aims to address customer requirements at the right time, right place and with the right mode of communication.

We have also recently started partnering with multiple channel partners via an API integration which feeds into our underwriting engine. In line with our business model, we ensure that these partnerships are first carried out on a pilot basis and in select geographies and that we have a reasonable amount of credit behaviour data gathered before we expand into broader geographies.

Credit and Collections

| | Credit | Collection |
|---------------------------|--|---|
| Enterprise Lending | <ul style="list-style-type: none"> Mix of scorecard driven and local credit assessment Branch credit team reports to Area Credit Manager for all credit related issues | <ul style="list-style-type: none"> Local in-house tele-calling with multiple scorecards to monitor collections across buckets |
| | Localized | Localized, Scorecard driven |
| Asset Finance | <ul style="list-style-type: none"> Hub & Spoke (location specific) Mix of scorecard driven and local credit assessment | <ul style="list-style-type: none"> Digitized vehicle repossession, validation, collateral disposal and auction process Local in-house tele-calling with multiple scorecards to monitor collections across buckets |
| | Hub & Spoke, Localized, Scorecard driven | Localized, Scorecard driven |
| Consumer Finance | <ul style="list-style-type: none"> Scorecard driven underwriting | <ul style="list-style-type: none"> Leverage external agencies for small ticket collections Local in-house tele-calling with multiple scorecards to monitor collections across buckets |
| | Scorecard driven | Localized, Scorecard driven |

Credit

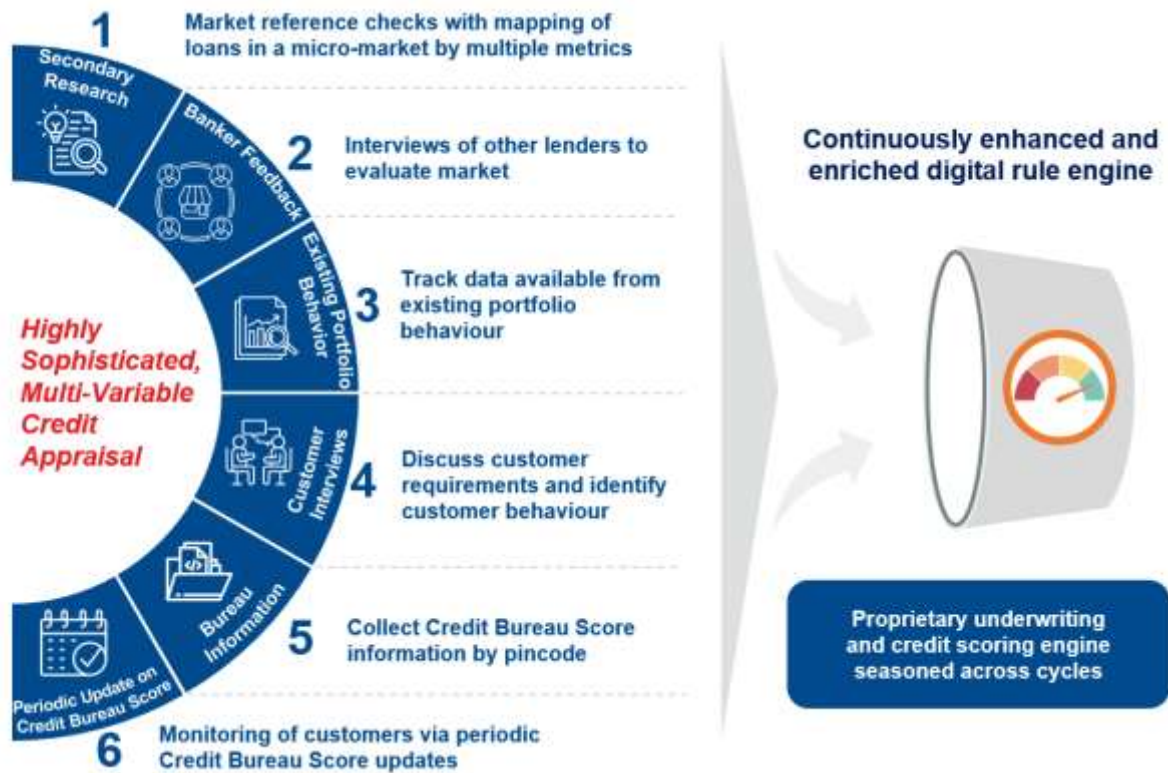
We have built a robust and 360-degree credit assessment operation headed by our Chief Credit Officer and supported by a strong and established credit team for each vertical, with over 4,500 employees as at September 30, 2024. The credit teams work as independent units that report into an overall wider credit structure that is parallel to sales. Our credit teams do not have disbursement targets and are judged on portfolio quality. Each vertical has a separate credit team. Credit teams are staffed at the branch, regional and central level.

Our credit teams are tasked with independent verification of customers, evaluation of their business and financing needs and analysing their ability to repay loans. We employ a hybrid credit underwriting approach. For smaller ticket loans with short tenor products, credit decisioning is carried out using a centralised automated system that employs scorecards and rule-based decisioning. For larger ticket loans, an independent assessment is carried out by the credit manager at the branch closest to the customer, including via physical evaluation supported by a scorecard and rule-based decision-making process. Given our entire credit evaluation process is conducted in-house, we are able to minimise the risk of frauds at the time of loan issuance with the assistance of our risk control unit, which is a separate vertical that specialises in detecting and resolving frauds. Additionally, we engage with third parties to avail anti-fraud solutions for the identification of fraudulent and suspicious borrowers.

We have successfully migrated our credit decisioning process to a digital interface and have applications in place to onboard customers entirely online in certain products such as Consumer Finance and Enterprise Lending. In fact, we have digitalised the onboarding process in products which are typically high-touch and offline, such as Auto Loans and Commercial Vehicle Loans.

As part of the credit underwriting process, we also utilise multiple external sources of information such as credit information companies and depositories. We undertake independent verification of our customers' business and residence and employ competent external vendors to undertake legal and technical checks on the underlying collateral for secured products. Our rich history of transactions with our large customer base has given us access to data which is hosted in a data repository and which allows us to carry out analytics that enable faster credit decisions.

We also deploy customised scorecards for each product to accelerate and automate the credit decisioning process. For this purpose, a dedicated policy team works to build out a customised credit program for each product. They work with the in-house team of data analysts to develop, deploy and monitor the performance of such scorecards. We have enforced separate underwriting rules and scorecards for new-to-credit customers and credit bureau-tested customers. Scorecards include metrics that are relevant to evaluate customer creditworthiness such as demographics, loan exposures and delinquencies.



Collections

Our collection function has been part of our operating model since our inception as we have been providing collection services for our Promoter, HDFC Bank since 2008.

Our collections are operated as an independent function under the oversight of our Chief Credit Officer with an in-house team of over 12,000 employees as at September 30, 2024. Collection employees are located at branch, regional and national levels. We have dedicated legal and compliance employees as part of the collections team to provide support for each product. We also employ certain external collection agents for small ticket collections in certain Consumer Finance products and for limited collections in certain products of other verticals.

Most of our loan repayments are received through the NACH mandate. The remainder of our loan repayments are collected through an in-house tele-calling and collections team. Given the high level of ethnic and linguistic diversity in India, we employ local tele-calling collections teams in each region rather than through a centralised hub, to ensure that communications to customers regarding collections are in the local language and tailored to the local customs of the region rather than in a standardised manner.

Our collections process is monitored and tracked through a dedicated collections application. Collections are done entirely through a mobile application with an e-receipt issued to every customer using an OTP-based validation process. The application has been developed in-house and is feature-rich, with functionalities built to conduct all legally permissible checks to ensure the digital process of collections is complete and comprehensive.

The collections team uses multiple scorecards to monitor collections across early, mid and late buckets. The scorecards use updated credit information as well as product, prior performance and specific local nuances. The below picture illustrates our collection strategy based on the various types of scorecards.

Score Card Matrix

- **Wide range of variables used to arrive at scores**
- **10+ different score card constructs deployed across business by product, DPD stage and employee type**

| Bucket Type | Risk Score Bands | Actions |
|-------------|------------------|-----------------------|
| Current | Extreme Low | No intervention |
| | Low | Tactical |
| | Medium | Phone |
| | High | Door knock (In-house) |
| Mid Bucket | Low | Tactical |
| | High | Door knock (In-house) |
| Recoveries | Low | Phone |
| | Medium | External Vendors |
| | High | Door knock (In-house) |

We utilise a number of mechanisms to enforce recoveries such as repossession of collateral and disposals via arbitration and recourse to the Indian SARFAESI Act, Negotiable Instruments Act, 1881, Payments and Settlement Act, 2007, among others. We also have a legal portal for providing an update on pending legal cases on a real-time basis. Repossession and settlements are carried out using both in-house teams and external vendors. The process for the initiation of repossession and validation in case of vehicle loans has been digitised and is undertaken on a mobile application which enables tracking and monitoring. Our collateral disposal process is also digital and completed through an online auction process.

We have set up a Centre of Excellence in the form of a dedicated central collections team which monitors the level of training for all collections employees, conducts quality checks for all tele-calling personnel, tracks and monitors the quality of external collections vendors and undertakes centralised billing and auctions for asset disposals.

Customer Service

Our customer service channels are both centralised and decentralised. In addition to providing customer service in our branches and call centres, we have established several digital customer service channels to enhance customer service and provide a seamless experience for our customers. Such channels include:

- *HDB On-the-Go-App*, which enables our customers to access the majority of our products and services online and get personalised assistance on the application;
- *WhatsApp Account Management*, where customers can receive real-time information about their loan account;
- *Customer Service Bot*, where the Company's virtual assistant and chatbot, #AskPriya, assists customers with loan-related information and the latest offers;
- *Missed Call Service*, which enables the customers to receive all their loan-related information via SMS; and
- *Customer Portal*, which is a self-service portal allowing customers to perform various account management tasks, such as checking loan status, making payments, and updating personal information, at their convenience.

Our mobile app, 'HDB On-the-Go' had around 6.9 million downloads as of September 30, 2024. We have also undertaken an initiative called the 'Customer Service Week' to raise awareness among our walk-in customers about the Company's self-service tools for managing loan accounts, digital payment options and grievance redressal mechanisms. We also take customer feedback to gauge the quality of service provided and expected, in order to continuously improve and update our customer service.

We have Generative AI-based techniques in various areas, for example to provide localized language support for our customers on chat bots, improving our customers' do-it-yourself (DIY) journeys by providing right assistance and augmenting outbound sales capabilities. We are also driving personalization to improve customer experience via a campaign manager that aims to address customer requirements at the right time, right place and with the right mode of communication.

When we receive a customer complaint, we first verify the customer's details (ID&V) and subsequently assign a unique service request number. We determine the nature of the customer communication (request, query or complaint) and endeavour to provide a prompt resolution. If necessary, we escalate the matter to senior management and may engage our legal team in the response process. Our customer service managers coordinate with the relevant team members for resolution of complaints.

Treasury Operations and Financing

We have an independent Treasury department that is responsible for fundraising and liquidity management. It is also primarily responsible for minimising the cost of our borrowings, managing our liquidity, diversifying funding sources, managing interest rate risk, currency risk and investing any temporary surplus.

We have diversified funding sources from various sources including public sector, private sector, foreign banks, mutual funds, insurance companies, pension funds and financial institutions. Funds are raised in line with Company's Resource Planning Policy through term loans, non-convertible debentures ("NCDs"), assignment/securitization of assets, external commercial borrowings, refinance facilities, subordinated bonds, perpetual bonds and commercial papers instruments. The table below sets out our different funding sources with respect to our outstanding principal, and their outstanding contribution as a percentage of our total borrowings as at September 30, 2024:

| # | Borrowings / Security type | Amount outstanding (₹in millions) | Percentage of Total Borrowings |
|---|--|--------------------------------------|-----------------------------------|
| 1 | Secured Redeemable Non-Convertible Debentures | 384,769.7 | 46.54% |
| 2 | Term Loans from Banks and Financial Institutions | 289,027.2 | 34.96% |
| 3 | Commercial Paper | 10,161.6 | 1.23% |
| 4 | External Commercial Borrowings | 83,390.1 | 10.09% |
| 5 | Subordinated Bonds | 44,584.5 | 5.39% |
| 6 | Perpetual Bonds | 14,877.9 | 1.80% |
| | Grand Total | 826,811.0 | 100.00% |

Furthermore, our strong credit ratings have enabled us to borrow funds at competitive rates from a variety of sources. Our credit ratings as at September 30, 2024, are summarised below:

| # | Borrowings / Security type | Credit rating | |
|---|--|------------------|-------------------|
| | | CARE | CRISIL |
| 1 | Term Loans from Banks and Financial Institutions | CARE AAA; Stable | CRISIL AAA/Stable |
| 2 | Secured Redeemable Non-Convertible Debentures | CARE AAA; Stable | CRISIL AAA/Stable |
| 3 | Commercial Paper | CARE A1+ | CRISIL A1+ |
| 5 | Subordinated Bonds | CARE AAA; Stable | CRISIL AAA/Stable |
| 6 | Perpetual Bonds | CARE AAA; Stable | CRISIL AAA/Stable |

A credit rating is not a recommendation to buy, sell or hold securities or other financial instruments. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Our high credit ratings and experienced treasury management have also helped us maintain a low Average Cost of Borrowings at 7.88% as at September 30, 2024. By diversifying our borrowing mix and exploring alternative

funding sources, we aim to minimise impacts on interest margins while maintaining a healthy capital adequacy ratio. We have a mix of fixed and floating rate borrowings. As at September 30, 2024, 71.44% of our Total Borrowings were subject to fixed interest rates, with 28.56% of our Total Borrowings subject to floating interest rates.

Our treasury operations are monitored by the ALCO, which oversees our liquidity, interest rate and currency risks. Our Advances Book and Funding strategy is structured to counterbalance the repricing of borrowings with the repricing of loans. See “—Strengths—High-quality liability franchise with access to lowest cost, diversified borrowing sources and the highest credit rating” on page 245.

Risk Management

Operating in the financial services sector, the Company faces various risks such as credit, operational, liquidity, digital lending, and information security risks. To manage these risks effectively, a robust risk management framework is in place.

We have around 20 employees in our risk management team as at September 30, 2024. We have an experienced Chief Risk Officer (CRO) who constantly monitors risks and reports directly into the Risk Management Committee of our Board of Directors. We have instituted a comprehensive risk management policy with multiple processes ensuring adequate and proactive monitoring and mitigation of risk. We conduct regular risk checks across the variety of risks that we are exposed to, based on certain indicators. Based on the level of risk identified, we initiate deeper and more detailed and thorough checks in areas where we identify potential red flags. We constantly upgrade our security measures, including cybersecurity, to avoid and mitigate risks.

We are exposed to a variety of risks in our business including:

| Risk | Mitigation |
|--|---|
| Credit Risk, including Credit Concentration Risk | We have established policies, procedures and systems for managing credit risk. Credit quality is monitored and losses from defaults are minimised by setting credit parameters and monitoring exposures against approved limits. Credit concentration of exposures is also monitored to avoid unacceptable risk concentrations. |
| Business/Strategic Risk | Our Company pursues diversification through various products, customer segments and geographies to mitigate business and strategic risks. A balanced growth approach is maintained while adhering to a healthy asset-liability mix and prudent provisioning policies. |
| Reputation Risk | We mitigate reputation risk by implementing a code of conduct for employees, strong governance policies and a customer grievance mechanism. Stakeholders are engaged with regularly to address concerns and expectations. |
| Technology Risk | We leverage technology to enhance customer experience, improve productivity and manage risks. We aim to continuously improve our processes and controls to mitigate cyber threats and has established a Cyber Resilience Framework and a next-generation Security Operations Centre with AI-ML capability. A layered technology and cybersecurity architecture, Disaster Recovery and Business Continuity Plans and access control mechanisms have been implemented. This is consistently monitored through a third-party assurance mechanism, on an ongoing basis. Further all employees undergo annual cybersecurity and compliance training and periodic simulation exercises to keep them abreast with the latest trends in the cybersecurity happenings, which helps our company to continuously improve on our cybersecurity posture. |
| Digital Lending Risk | We have automated our loan application process by leveraging tools like CRM, rule engine and bureau integration to enhance productivity and deliver a seamless customer journey. Our controls have been implemented and analytics and reporting systems are in place for collection and recovery to maintain a healthy asset quality. |
| Compliance Risk | We manage and monitor compliance risks by implementing a Compliance Policy overseen by the Chief Compliance Officer and a dedicated team. The team regularly reviews products and processes for regulatory compliance and updates internal policies to minimise legal or regulatory risk. |

| | |
|--------------------|--|
| Liquidity Risk | Our Asset Liability Committee (ALCO) is responsible for managing liquidity risk and ensuring adequate levels of liquidity and interest rate risk management. To manage liquidity risk, the ALCO monitors various metrics, including the maturity profile, stock ratios and asset-liability mix. Additionally, the committee ensures sufficient unencumbered High-Quality Liquid Assets (HQLA) for short-term obligations by monitoring the Liquidity Coverage Ratio (LCR) daily. We have also implemented a liquidity risk framework which is monitored by the ALCO and the Risk Management Committee. |
| Interest Rate Risk | Our Asset Liability Committee (ALCO) is responsible for managing balance sheet planning for risk-return and strategic management of interest rate and liquidity risks. We assess its sensitivity to interest rate movements using traditional gap analysis to identify and mitigate potential risks. The Advances Book and Funding strategy are tailored to offset the repricing of borrowings by repricing loans. |
| Operational Risk | Operational Risk is the chance of financial loss due to insufficient internal processes, personnel, technology systems, or external factors. It covers legal risk but not strategic or reputational risks. Operational risk is monitored by the Operational Risk Management Committee (ORMC). We have a three-layered defence mechanism which includes the business units, operational risk team and internal audit, combined with established policies, procedures and robust internal controls. |

Marketing

We are focused on enhancing customer experience and building brand awareness. Our marketing strategy is focused on leveraging data-driven marketing techniques such as personalised campaigns based on customer segments and predictive analytics. We engage with third-party service providers to deliver personalized communication across multiple channels with the help of analytical marketing automation platforms. Our brand building efforts encompass building visibility around our CSR activities, PR campaigns showcasing growth strategies, customer newsletters as well as increased visibility via outdoor and in-store branding. We are committed on delivering a seamless, unified omni-channel experience across all platforms, whether online, on mobile or in physical branches.

Collectively, these marketing initiatives aim to expand our customer base, increase our market share, drive customer satisfaction and foster long-term loyalty in the highly competitive financial services sector.

Information Technology and Digital Vision

We have invested and built an advanced technology and data analytics platform that covers all key areas and stages of our business, including customer sourcing, onboarding and underwriting as well as operations and collections. We strive to elevate customer experience and operational efficiency through the use of technology. Our digital vision is to adopt new technologies to enable us to further develop and grow our business within the regulatory environment we operate in. When investing in technological solutions, we aim to ensure that our systems are built with customer centric propositions that allow us to combine different services and improve the customer experience. Our digital investments also allow us to operate at higher efficiencies and scale our business with a strong security underpinning. In addition, as part of our digital transformation, our digital investments aim to drive continuous innovations in our services to deliver to our customers.

Digitalisation is a key part of our omnichannel customer experience that is designed to combine both digital and physical worlds. We have invested and plan to continue to invest in digitalising our lending services and solutions in order to connect and serve our customers in a personalised manner. For example, we have introduced a digital sales application where a customer can get instant loan approval and quick disbursements. Furthermore, our 'HDB On-the-Go' application aims to deliver a seamless and personalised customer experience and implement our robust customer relationship management systems to efficiently meet customer requirements. Our virtual assistant and chatbot provide quick responses to customer queries, further enhancing customer service efficiency.

Our digital vision also aims to ensure that our various systems are able to engage with our other systems. For example, our various digital systems need to be able to interact with our repository of customer data that we collect in connection with our business. Our digital information assets are deployed on external data management such

as cloud services providers. Our cloud-based infrastructure provides scalability, reliability, reduction of administrative effort, global best practices and cost benefit, ability to track optimal performance and security, along with high availability. Our Company deploys the cloud vendors (through private, public and hybrid models of application) for the data handling, data storage and data purging depending on their functionality, business needs and requirements. These cloud vendors are regularly tested and scrutinized with the help of the penetration tests and other forensic methods to ensure compliance with the cloud security checklist of our Company.

Our governance structure includes the Information Technology Strategy Committee at the board level, which oversees our IT strategy and cybersecurity environment to ensure that our IT and information security governance structure is effective and efficient, has adequate resources, well-defined objectives and responsibilities for each level of organization. We regularly assess our application security and conduct annual cybersecurity and compliance training and periodic simulation exercises.

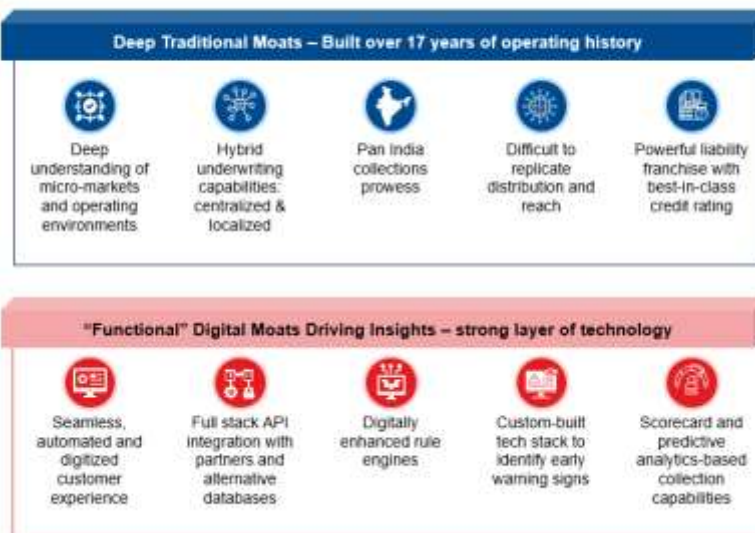
Key Features



All Operations Supported on the Platform



“Best of Both Worlds”: Deep Traditional Moats Enhanced by Digital Moats to Create “Unique Phygital Moats”



Delivering Unique Phygital Moats

- Faster conversion of leads
- Better risk pricing of end borrowers
- Improved sales and collection efficiency leading to cost benefits
- Lower cost of servicing
- Better repeat customer propensity

Competition

The finance industry in India is highly competitive. We face competition from NBFCs, banks, micro finance companies, digital lending platforms, small finance banks and private unorganised and informal financiers in the geographies in which we operate. Additionally, we face competition from new fintech players entering the market.

We generally compete on the basis of the range of product offerings, ability to customise products, brand recognition, customer base, interest rates, turnaround time, fees and customer service, as well as for skilled employees. Our primary competitors include NBFCs and banks.

According to the CRISIL Report, our competitors include Aditya Birla Finance Limited, Bajaj Finance Limited, Cholamandalam Investment and Finance Company Limited, L&T Finance Limited, Mahindra & Mahindra Finance Limited, Shriram Finance Limited, Sundaram Finance Limited and Tata Capital Limited.

Despite the competition we face, we have competitive advantages including a global presence in India, a diversified product portfolio, a granular customer base, technical expertise, a highly skilled and committed workforce and robust asset quality.

Outsourcing

We outsource some of our operations to various third parties including IT service providers, tech vendors, payment services providers, payment gateways and financial services institutions. See *“Risk Factors—Internal Risks—We outsource certain operational activities to third-party service providers and collection agents. Any lapse by such third-party service providers may have adverse consequences on our business and reputation”* on page 42.

Intellectual Property

We rely on a combination of trademarks and intellectual property licenses and other contractual rights to protect our core business and intellectual property. Our right to use the HDFC Bank logo is dependent on a trademark license agreement entered into with our Promoter, HDFC Bank, on December 19, 2023, which is valid until July 1, 2028. For further details, see *“History and Certain Corporate Matters—Trademark license agreement dated December 19, 2023 entered amongst our Company and HDFC Bank Limited (the holding company of our Company)”* and *“Risk Factors—Internal Risks—We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank brand could materially and adversely affect our brand recognition, business, financial condition and results of operations”* on pages 287 and 32, respectively.

We have six registered trademarks as at the date of this Draft Red Herring Prospectus.

Human Resources and Employees

As at September 30, 2024 and Fiscals 2024, 2023 and 2022, we had a total of 59,662, 56,560, 45,883 and 39,034 employees, respectively for our lending business. We are focused on creating a diverse and inclusive work environment for our employees, driving employee growth. We strive to treat all our employees with respect and empathy.

As part of our human resources, we have a dedicated employee base, employee benefits, learning and development opportunities and employee engagement initiatives. We provide regular training to our employees, and around 16% of our employees were women as of September 30, 2024.

Our highly skilled and committed workforce is the driving force behind the business. The continuous upskilling initiatives and domain expertise of our employees across functions like credit underwriting, risk management and collections have played a major role in our journey.

The following table sets forth our employee details as at September 30, 2024:

| Business division | Employees |
|--------------------------|------------------|
| Sales | 37,992 |
| Collections | 12,085 |
| Credit | 4,864 |
| Operations | 3,456 |
| Technology and Analytics | 126 |
| Marketing & Products | 74 |
| Risk | 20 |
| KMP & SMP | 12 |

| | |
|---------|--------|
| Support | 748 |
| Others | 285 |
| Total | 59,662 |

Insurance

We maintain insurance policies that cover customary risks for companies operating in our industry and that our internal insurance specialist team believe are commensurate with our operations. Our insurance coverage includes cybersecurity risk, directors and officers liability insurance as well as asset insurance covering electronic equipment to cover risks related to movable and immovable properties. For further details in relation to our insurance coverage, see “*Risk Factors—Internal Risks—Our insurance coverage may not be sufficient or may not adequately protect us against losses, and successful claims that exceed our insurance coverage could harm our business, results of operations, cash flows and financial condition*” on page 48.

Properties

Our registered office is located at Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad, Gujarat, India, 380009 and our corporate office is located at HDB House, Tukaram Sandam Marg, A-Subash Road, Vile Parle (E), Mumbai, India, 400057. Our registered and corporate offices are leased.

As at September 30, 2024, we operated through 1,771 leased branches across India, with only one branch owned by us.

Corporate Social Responsibility (CSR)

We are committed to fostering positive change and recognize the important role of businesses in shaping the societal landscape. We firmly believe that the true measure of success goes beyond profits and that success is also about contributing meaningfully to the well-being of the communities we serve. Through purpose driven initiatives, we aim achieve prosperity in a sustainable and responsible manner.

Our endeavor is to mainstream economically, physically and socially disadvantaged groups and to draw them into the cycle of growth, development and empowerment. To achieve this, we collaborate with development-focused NGOs, involve local communities in the development process and work with systems and frontline staff to achieve desirable social outcomes in a sustainable manner. Our CSR interventions are designed to improve financial literacy and inclusion, promote public health, empower youth through skill development and education initiatives, help eradicate poverty, advance rural development and support environmental sustainability. All CSR initiatives are implemented in accordance with Schedule VII of the Companies Act, 2013.

In Fiscals 2023 and 2024, we have engaged in a range of CSR initiatives in a variety of sectors with the objective of contributing to building a better India. These initiatives included:

- Transport Aarogyam Kendra: Offering physiotherapy to truck drivers through camps and static clinics;
- Project Sneha: Reducing prevalence of nutritional anemia among women and children;
- Skill Development Center: Imparting vocational training to urban / rural youth and adults;
- Wash initiative: Providing safe sanitation facilities in schools and communities;
- Water Conservation: Ensuring water security through conservation efforts; and
- Mission Million Trees: Planting trees for a healthier environment.

During Fiscal 2024, our CSR expenditure was ₹313.0 million against a total CSR obligation of ₹292.1 million as per the Companies Act, 2013 requirements. Our CSR initiatives were rolled out across the country, in partnership with credible CSR partners. Our CSR partners are known for their outstanding track record in addressing local community needs. Each CSR initiative is designed with a focus on outcomes. We also have a CSR & ESG committee composed of four members that closely and rigorously monitors the performance of our CSR projects.

KEY REGULATIONS AND POLICIES

Given below is a summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive and is only intended to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details regarding the registrations and approvals obtained by our Company under applicable laws and regulations see, "Government and other Approvals" on page 468.

1. Key Regulations Applicable to our Company

The Reserve Bank of India Act, 1934, as amended (the "RBI Act")

The RBI is entrusted with the responsibility of regulating and supervising NBFCs by virtue of powers vested in Chapter IIIB of the RBI Act. The RBI Act defines an NBFC as: (a) a financial institution which is a company; (b) a non-banking institution which is a company in the principal business of receiving deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or (c) such other non-banking institution or class of institutions, as the RBI may, with the previous approval of the Central Government and by notification in the official gazette, specify.

A company categorized as an NBFC is required to have a net owned fund of such amount as the RBI may, by notification in the official gazette specify from time to time. Further, NBFCs are required to obtain a certificate of registration from the RBI prior to commencement of the business as an NBFC.

Pursuant to Section 45-IC of the RBI Act, every NBFC is required to create a reserve fund and transfer thereto a sum not less than 20% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. No appropriation can be made from such fund by the NBFC except for the purposes specified by the RBI from time to time and every such appropriation shall be reported to the RBI within 21 days from the date of such withdrawal.

Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023 ("NBFC Scale Based Regulations")

Applicability

The NBFC Scale Based Regulations are applicable to all NBFCs, categorized into the following layers:

- (i) *NBFC- Base Layer ("NBFC-BL")*: It comprises non-deposit taking NBFCs with an asset size of less than ₹10 billion and (b) NBFCs undertaking the following activities: (i) NBFC-Peer to Peer Lending Platform ("**NBFC-P2P**"), (ii) NBFC-Account Aggregator ("**NBFC-AA**"), (iii) Non-Operative Financial Holding Company ("**NOFHC**") and (iv) NBFC not availing public funds and not having any customer interface.
- (ii) *NBFC-Middle Layer ("NBFC-ML")*: It comprises (a) all deposit taking NBFCs ("**NBFCs-D**"), irrespective of asset size, (b) non-deposit taking NBFCs with asset size of ₹10 billion and above and (c) NBFCs undertaking the following activities (i) Standalone Primary Dealer ("**SPD**"), (ii) Infrastructure Debt Fund-Non-Banking Financial Company ("**IDF-NBFC**"), (iii) Core Investment Company ("**CIC**"), (iv) Housing Finance Company ("**HFC**") and (v) Non-Banking Financial Company-Infrastructure Finance Company ("**NBFC-IFC**").
- (iii) *NBFC- Upper Layer ("NBFC-UL")*: The upper layer comprises the top ten NBFCs in terms of asset size, irrespective of any other factor and certain other NBFCs that are specifically identified by the RBI as warranting enhanced regulatory requirement based on parameters set out in the NBFC Scale Based Regulations.
- (iv) *NBFC-Top Layer ("NBFC-TL")*: It remain empty unless the RBI is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFCs in the upper layer.

References to NBFC-ND-SI (systemically important non – deposit taking NBFC) shall mean NBFC-ML or NBFC-UL, as applicable. Under the NBFC Scale Based Regulations, all regulations applicable to an

NBFC-BL and NBFC-ML are also applicable to an NBFC-UL, unless specified otherwise. Our Company has been classified as an NBFC-UL by the RBI.

Corporate Governance

Constitution of Committees

All NBFC-UL are required to constitute the committees disclosed below:

- (i) *Audit Committee*: An NBFC is required to constitute an audit committee consisting of not less than three members of its board of directors. The audit committee constituted by an NBFC as required under Section 177 of the Companies Act, 2013 shall be the audit committee for the purposes of the NBFC Scale Based Regulations as well, and its powers, duties and functions shall be as provided under Section 177 of the Companies Act, 2013.
- (ii) *Nomination and Remuneration Committee*: NBFCs are required to constitute a nomination and remuneration committee to ensure 'fit and proper' status of proposed or existing directors, which shall have the same powers, functions and duties laid down under Section 178 of the Companies Act, 2013.
- (iii) *Risk Management Committee*: NBFCs are required to constitute a risk management committee either at the Board or executive level for evaluating the overall risks faced by the NBFC including liquidity risk.
- (iv) *Asset-Liability Management Committee*: Non-deposit taking NBFCs with asset size more ₹10 million are required to constitute an asset liability management committee. The asset liability management committee is required to be headed by the chief executive officer/ managing director or the executive director of such NBFC, as prescribed under the Guidelines on Liquidity Risk Management Framework in the NBFC Scale Based Regulations.

Fit and Proper Criteria for Directors

Applicable NBFCs are required to (a) maintain a policy approved by the board of directors for ascertaining the fit and proper criteria of the directors at the time of appointment, and on a continuing basis, in line with the guidelines prescribed under the NBFC Scale Based Regulations; (b) obtain a declaration and undertaking from directors giving additional information on the directors, in the format prescribed under the NBFC Scale Based Regulations; (c) obtain a deed of covenant signed by directors, in the format prescribed under the NBFC Scale Based Regulations; and (d) furnish to the RBI a quarterly statement on change of directors and a certificate from the managing director of the Applicable NBFCs that fit and proper criteria in selection of the directors has been followed. The statement must be submitted to the Regional Office of the Department of Supervision of the RBI where the Applicable NBFC is registered, within 15 days of the close of the respective quarter. The statement submitted for the quarter ending March 31, is required to be certified by the auditors.

Disclosure and Transparency

Applicable NBFCs are required to place before the board of directors, at regular intervals, as may be prescribed by their respective boards of directors, the following:

- (i) progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the Applicable NBFC; and
- (ii) conformity with corporate governance standards including composition of committees, their roles and functions, periodicity of the meetings and compliance with coverage and review functions and so on.

NBFC-UL are required to disclose the following in their annual financial statements:

- (i) registration/licence/authorisation obtained from other financial sector regulators;
- (ii) ratings assigned by credit rating agencies and migration of ratings during the year;

- (iii) penalties, if any, levied by any regulator;
- (iv) information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries;
- (v) asset-liability profile, extent of financing of parent company products, non-performing assets and movement of non-performing assets, details of all off-balance sheet exposures, structured products issued by them as also securitization/ assignment transactions and other disclosures, as prescribed under the NBFC Scale Based Regulations;
- (vi) capital to risk assets ratio (CRAR);
- (vii) exposure to real estate sector, both direct and indirect;
- (viii) maturity pattern of assets and liabilities;
- (ix) related party disclosure; and
- (x) disclosure of complaints.

Additionally, the NBFC-ULs shall comply with the following disclosure requirements in the format included in the NBFC Scale Based Regulations:

- (i) composition of the Board;
- (ii) committees of the Board and their composition;
- (iii) general body meetings;
- (iv) details of non-compliance with the requirements of the Companies Act, 2013;
- (v) details of penalties and strictures;
- (vi) breach of covenants; and
- (vii) divergence in asset classification and provisioning.
- (viii) mandatory listing of the NBFC within three years of identification as NBFC-UL.

Further, NBFCs shall frame their internal guidelines on corporate governance with the approval of the board of directors which shall be published on their respective websites.

Acquisition or Transfer of Control

Applicable NBFCs are required to obtain prior written permission of RBI for (a) any takeover or acquisition of control, which may or may not result in change in management, (b) any change in the shareholding, including progressive increases over time, which would result in acquisition or transfer of shareholding of 26% (no prior approval is required if the shareholding going beyond 26% is due to buy-back of shares or reduction in capital where it has approval of a competent court but must be reported to the RBI within one month of the occurrence), and (c) any change in the management of the Applicable NBFCs, which results in change in more than 30% of the directors, excluding independent directors, provided that no prior approval shall be required in case of directors who get re-elected on retirement by rotation. NBFCs are required to continue informing the RBI regarding any change in their directors or management regardless of their application for prior written permissions.

Prudential Norms

All NBFCs are required to maintain capital risk adequacy ratio consisting of Tier – I and Tier – II capital which shall not be less than 15% of the NBFC's aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items. The Tier – I capital in respect of Applicable NBFCs, at any point of time, shall not be less than 10%.

NBFCs risk exposure to a single party or a single group of parties is also kept under control through ceiling limits on NBFCs investment and lending capacity to single party or a single group of parties. NBFCs are not to invest more than 25% of their Tier 1 capital to a single party and more than 40% of their Tier 1 capital to a single group of parties. The NBFCs are also mandated to formulate a policy for managing the exposure risk to single party/ single group of parties.

NBFCs which are in the business of lending against collateral of gold jewellery are required to obtain prior approval of the RBI to open branches exceeding 1,000. NBFCs which already have more than 1,000 branches are required to approach the RBI for prior approval for any further branch expansion.

Liquidity Risk Management Framework and Liquidity Coverage Ratio

Liquidity Risk Management Framework

Non-deposit taking NBFCs with an asset size of ₹1,000 million and above and all deposit taking NBFCs are required to adhere to the liquidity risk management framework prescribed under the NBFC Scale Based Regulations. The guidelines, *inter alia*, require the board of directors of the Applicable NBFC to formulate a liquidity risk management framework detailing entity-level liquidity risk tolerance, funding strategies, prudential limits, framework for stress testing, liquidity planning under alternative scenarios/formal contingent funding plan, nature and frequency of management reporting, and periodical review of assumptions used in liquidity projections.

Liquidity Coverage Ratio

All non-deposit taking NBFCs with an asset size of more than ₹50,000 million and all deposit taking NBFCs irrespective of their asset size are required to adhere to the “Guidelines on Liquidity Coverage Ratio” under the NBFC Scale Based Regulations. All non-deposit taking NBFCs with asset size of ₹100 billion and above, and all deposit taking NBFCs irrespective of their asset size, are required to maintain a liquidity buffer in terms of liquidity coverage ratio which will promote resilience of NBFCs to potential liquidity disruptions by ensuring that they have sufficient high quality liquid asset to survive any acute liquidity stress scenario lasting for 30 days. The stock of high-quality liquid asset to be maintained by the NBFCs is required to be a minimum of 100% of total net cash outflows over the next 30 calendar days. The liquidity coverage ratio requirement is binding on NBFCs from December 1, 2020 with the minimum high quality liquid assets to be held being 50% of the liquidity coverage ratio, progressively reaching up to the required level of 100% by December 1, 2024, in accordance with the timeline prescribed below:

| From | December 1, 2020 | December 1, 2021 | December 1, 2022 | December 1, 2023 | December 1, 2024 |
|---|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| Minimum Liquidity Coverage Ratio | 50% | 60% | 70% | 85% | 100% |

All non-deposit taking NBFCs with asset size of ₹50 billion and above but less than ₹100 billion are required to also maintain the required level of liquidity coverage ratio in accordance with the timeline given below:

| From | December 1, 2020 | December 1, 2021 | December 1, 2022 | December 1, 2023 | December 1, 2024 |
|---|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| Minimum Liquidity Coverage Ratio | 30% | 50% | 60% | 85% | 100% |

Asset Classification and Provisioning Norms

All NBFCs (except microfinance loans of NBFC-MFIs) are required to adopt the asset classification and provisioning norms as set forth below:

Asset Classification

- (i) a “standard asset” means the asset in respect of which no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business.

- (ii) a “sub-standard asset” means (a) an asset which has been classified as non-performing asset for a period not exceeding 18 months; (b) an asset where the terms of the agreement regarding interest and/or principal have been renegotiated or rescheduled or restructured after commencement of operations, until the expiry of one year of satisfactory performance under the renegotiated or rescheduled or restructured terms. However, the classification of infrastructure loans as sub-standard assets is subject to the conditions stipulated in the NBFC Scale Based Direction.
- (iii) a “doubtful asset” means (a) a term loan, or (b) a lease asset, or (c) a hire purchase asset, or (d) any other asset, which remains a sub-standard asset for a period exceeding 18 months.
- (iv) a “loss asset” means (a) an asset which has been identified as loss asset by an Applicable NBFC or its internal or external auditor or by the RBI during the inspection of the Applicable NBFC, to the extent it is not written off by the applicable NBFC; and (b) an asset which is adversely affected by a potential threat of non-recoverability due to either erosion in the value of security or non-availability of security or due to any fraudulent act or omission on the part of the borrower.
- (v) a “non-performing asset” means: (a) an asset for which interest has remained overdue for a period of more than 90 days; (b) a term loan inclusive of unpaid interest, when the instalment is overdue for a period of more than 90 days or on which interest amount remained overdue for a period of more than 90 days; (c) a demand or call loan, which remained overdue for a period of three months or more from the date of demand or call or on which interest amount remained overdue for a period of more than 90 days; (d) a bill which remains overdue for a period of 90 days or more; (e) the interest in respect of a debt or the income on receivables under the head ‘other current assets’ in the nature of short term loans/advances, which facility remained overdue for a period of more than 90 days; (f) any dues on account of sale of assets or services rendered or reimbursement of expenses incurred, which remained overdue for a period of more than 90 days; (g) the lease rental and hire purchase instalment, which has become overdue for a period of more than 90 days; (h) in respect of loans, advances and other credit facilities (including bills purchased and discounted), the balance outstanding under the credit facilities (including accrued interest) made available to the same borrower/beneficiary when any of the above credit facilities becomes non-performing asset. Provided that in the case of lease and hire purchase transactions, an Applicable NBFC is required to classify each such account on the basis of its record of recovery.

Provisioning Norms

In addition to provisioning norms under applicable accounting standards and the NBFC Scale Based Regulations, all applicable NBFCs (except in relation to microfinance loans offered by NBFC MFIs) are required to, after taking into account the time lag between an account becoming non-performing, its recognition as such, the realisation of the security and the erosion over time in the value of security charged, make provision against sub-standard assets, doubtful assets and loss assets as provided hereunder:

| S. No. | Provisioning Requirement | | | | | | | | | |
|--|---|--|--|-----------------------|----------------|-----|--------------------|-----|-----------------------|-----|
| 1. | Loans, advances and other credit facilities including bills purchased and discounted | | | | | | | | | |
| | (i) Loss Assets | The entire asset is to be written off. If the assets are permitted to remain in the books for any reason, 100% of the outstanding is to be provided for. | | | | | | | | |
| | (ii) Doubtful Assets | <p>(a) 100% provision to the extent to which the advance is not covered by the realizable value of the security to which the Applicable NBFC has a valid recourse is to be made. The realizable value is to be estimated on a realistic basis.</p> <p>(b) In addition to (a) above, depending upon the period for which the asset has remained doubtful, provision to the extent of 20% to 50% of the secured portion (i.e., estimated realizable value of the outstanding) is to be made on the following basis –</p> <table border="1" data-bbox="560 1883 1406 2009"> <thead> <tr> <th>Period for which the asset has been considered as doubtful</th> <th>Per cent of provision</th> </tr> </thead> <tbody> <tr> <td>Up to one year</td> <td>20%</td> </tr> <tr> <td>One to three years</td> <td>30%</td> </tr> <tr> <td>More than three years</td> <td>50%</td> </tr> </tbody> </table> | Period for which the asset has been considered as doubtful | Per cent of provision | Up to one year | 20% | One to three years | 30% | More than three years | 50% |
| Period for which the asset has been considered as doubtful | Per cent of provision | | | | | | | | | |
| Up to one year | 20% | | | | | | | | | |
| One to three years | 30% | | | | | | | | | |
| More than three years | 50% | | | | | | | | | |

| S. No. | Provisioning Requirement | | | | | | | | | | | |
|--|---|---|--|-----|--|---------------------------|--|---------------------------|--|---------------------------|---|----------------------------|
| | | | | | | | | | | | | |
| | (iii) Sub-standard Assets | A general provision of 10% of total outstanding is to be made. | | | | | | | | | | |
| 2. | Lease and hire purchase assets - | | | | | | | | | | | |
| | (i) Hire purchase Assets | <p>I. In respect of hire purchase assets, the total dues (overdue and future instalments taken together) as reduced by –</p> <p>(a) the finance charges not credited to the profit and loss account and carried forward as unmatured finance charges; and</p> <p>(b) the depreciated value of the underlying asset, is to be provided for.</p> <p><u>Explanation:</u> (i) the depreciated value of the asset is to be notionally computed as the original cost of the asset to be reduced by depreciation at the rate of 20% per annum on a straight line method; and (ii) in the case of second hand asset, the original cost is to be the actual cost incurred for acquisition of such second hand asset.</p> <p>II. Additional provision for hire purchase and leased assets:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 80%;">Where hire charges or lease rentals are overdue upto 12 months</td> <td style="width: 20%;">Nil</td> </tr> <tr> <td>Where hire charges or lease rentals are overdue for more than 12 months upto 24 months</td> <td>10% of the net book value</td> </tr> <tr> <td>Where hire charges or lease rentals are overdue for more than 24 months but upto 36 months</td> <td>40% of the net book value</td> </tr> <tr> <td>Where hire charges or lease rentals are overdue for more than 36 months but upto 48 months</td> <td>70% of the net book value</td> </tr> <tr> <td>Where hire charges or lease rentals are overdue for more than 48 months</td> <td>100% of the net book value</td> </tr> </tbody> </table> <p>III. On expiry of a period of 12 months after the due date of the last instalment of hire purchase/leased asset, the entire net book value is to be fully provided for</p> | Where hire charges or lease rentals are overdue upto 12 months | Nil | Where hire charges or lease rentals are overdue for more than 12 months upto 24 months | 10% of the net book value | Where hire charges or lease rentals are overdue for more than 24 months but upto 36 months | 40% of the net book value | Where hire charges or lease rentals are overdue for more than 36 months but upto 48 months | 70% of the net book value | Where hire charges or lease rentals are overdue for more than 48 months | 100% of the net book value |
| Where hire charges or lease rentals are overdue upto 12 months | Nil | | | | | | | | | | | |
| Where hire charges or lease rentals are overdue for more than 12 months upto 24 months | 10% of the net book value | | | | | | | | | | | |
| Where hire charges or lease rentals are overdue for more than 24 months but upto 36 months | 40% of the net book value | | | | | | | | | | | |
| Where hire charges or lease rentals are overdue for more than 36 months but upto 48 months | 70% of the net book value | | | | | | | | | | | |
| Where hire charges or lease rentals are overdue for more than 48 months | 100% of the net book value | | | | | | | | | | | |

Standard Asset Provisioning

The provision towards standard assets shall not be netted from gross advances but are required to be shown separately as ‘Contingent Provisions against Standard Assets’ in the balance sheet of the Applicable NBFCs.

Balance sheet disclosures

- (i) Applicable NBFCs are required to separately disclose in their financial statements the provisions made, as prescribed under the NBFC Scale Based Regulations, without netting them from income or against the value of assets.
- (ii) The provisions are to be distinctly indicated under separate heads of account as:
 - (a) provisions for bad and doubtful debts; and
 - (b) provisions for depreciation in investments.
- (iii) Such provisions shall not be appropriated from the general provisions and loss reserves held, if any, by the applicable NBFC.
- (iv) Such provisions for each year are required to be debited to the profit and loss account. The excess of provisions, if any, held under the heads general provisions and loss reserves are required to be written back without making adjustment against them.
- (v) Additionally, applicable NBFCs are required to disclose: (a) exposures including to real estate sector, capital markets, sectoral, intra-group, etc.; (b) related party disclosure; and (c) disclosure of complaints.

Regulation of Excessive Interest Charged by NBFCs

- (i) The board of directors of each Applicable NBFC is required to adopt an interest rate model taking into account relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances. The rate of interest, the approach for gradations of risk and rationale for charging different rate of interest to different categories of borrowers are required to be disclosed to the borrower or customer in the application form and communicated explicitly in the sanction letter.
- (ii) The rates of interest and the approach for gradation of risks are also required to be made available on the website of the Applicable NBFCs or published in the relevant newspapers. The information published in the website or otherwise published is required to be updated whenever there is a change in the rates of interest.
- (iii) The rate of interest must be annualized rate so that the borrower is aware of the exact rates that would be charged to the account.

Although rates of interest charged by NBFCs are not regulated by the RBI, rates of interest beyond a certain level may be seen to be excessive. The board of directors of Applicable NBFCs are required to layout appropriate internal principles and procedures in determining interest rates and processing and other charges.

Accounting Standards

Accounting Standards and guidance notes issued by the Institute of Chartered Accountants of India are required to be followed by NBFCs insofar as they are not inconsistent with any of the provisions of the Scale Based Regulations. NBFCs that are required to implement Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 shall prepare their financial statements in accordance with Ind AS notified by the Government of India and shall comply with the regulatory guidance specified in annexure II of the NBFC Scale Based Regulations. Disclosure requirements for notes to accounts specified in scale based directions shall continue to apply.

Fair Practices Code

All Applicable NBFCs having customer interface are required to adopt a fair practices code in line with the guidelines prescribed under the NBFC Scale Based Regulations. The NBFCs shall convey in writing to the borrower in the vernacular language by means of sanction letter or otherwise, along with the terms and conditions including annualized rate of interest and method of application thereof and keep the acceptance of these terms and conditions by the borrower on its record. The NBFC Scale Based Regulations stipulate that such fair practices code should cover, *inter alia*, the form and manner of processing of loan applications; loan appraisal and terms and conditions thereof; and disbursement of loans and changes in terms and conditions of loans. The NBFC Scale Based Regulations also prescribe general conditions to be observed by Applicable NBFCs in respect of loans and requires the board of directors of Applicable NBFCs to lay down a grievance redressal mechanism.

Penal Charges in Loan Accounts

Penalties for non-compliance with material terms and conditions of a loan contract by a borrower shall be treated as 'penal charges' and shall not be levied as a 'penal interest' that is added to the rate of interest charged on advances. No further interest shall be computed on such penal charges. The NBFC Scale Based Regulations prohibit regulated entities, which include NBFCs, from introducing any additional component to the rate of interest and stipulate that all NBFCs shall formulate a Board approved policy on penal charges or similar charges on loans. The quantum of penal charges shall be reasonable without being discriminatory within a particular loan or product category.

Reset of Floating Interest Rate on Equated Monthly Instalments ("EMI") based Personal Loans

At the time of sanction of EMI based floating rate personal loans, regulated entities (including NBFCs) are required to take into account the repayment capacity of borrowers to ensure that adequate headroom is available for elongating the tenor or increasing the EMI. The notification requires the instructions enumerated therein to be extended to existing and new loans suitably by December 31, 2023, and for

existing borrowers to be sent a communication through appropriate channels, intimating the options available to them.

Declaration of Dividend

The NBFC Scale Based Regulations intend to infuse greater transparency and uniformity in practice of distribution of dividends by setting eligibility criteria and disclosure requirements for NBFCs for distribution of dividends. According to the NBFC Scale Based Regulations, NBFCs must comply with four minimum prudential criteria to be considered eligible to declare dividends: (i) prescribed levels of capital adequacy; (ii) prescribed levels of Net NPA; (iii) compliance with provisions of Section 45IC of the RBI Act; and (iv) continuous general compliance with RBI regulations and guidelines concerning NBFCs. The NBFC Scale Based Regulations also prescribe to the board of directors of the NBFCs to consider the decision to roll out dividends in light of certain definite factors. NBFCs, other than NBFC-BL, that declare dividend have to report dividend declared during the financial year in the format prescribed under the NBFC Scale Based Regulations.

Instructions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs

The NBFC Scale Based Regulations specify the activities that cannot be outsourced and also provide the basis for deciding materiality of outsourcing. It mandates the regulatory and supervisory requirements and risk management practices to be complied with by every NBFC before outsourcing its activities. Further, an NBFC intending to outsource any of the permitted activities under the NBFC Scale Based Regulations is required to formulate an outsourcing policy which is to be approved by its board of directors.

Integrated Ombudsman Scheme, 2021

The NBFC Scale Based Regulations specify that all NBFCs covered under the Integrated Ombudsman Scheme, 2021 (“**Scheme**”), must comply with the directions provided under the Scheme.

The NBFC Scale Based Regulations also specify that pursuant to RBI’s circular on Appointment of Internal Ombudsman by NBFCs dated November 15, 2021, all applicable NBFCs shall appoint an Internal Ombudsman and shall adhere to the corresponding guidelines. Further, on December 29, 2023, the Reserve Bank of India had issued Master Direction – Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023.

Circular dated January 15, 2024 on Credit / Investment Concentration Norms – Credit Risk Transfer (“Circular on Credit Risk”)

The Circular on Credit Risk specifies the manner of computation of exposures for credit risk transfer instruments and exemptions from credit / investment concentration norms. Additionally, the Circular on Credit Risk also requires certain disclosures in relation to exposure in annual financial statements of NBFCs.

Prevention of Money Laundering Act, 2002 (“PMLA”)

The PMLA was enacted to prevent money laundering and to provide for confiscation of property derived from, or involved, in money laundering, and for incidental matters connected therewith. Section 12 of the PMLA inter alia casts certain obligations on reporting entities (as defined under the PMLA) in relation to preservation of records and reporting of transactions.

Master Direction (Know Your Customer) Directions, 2016 dated February 25, 2016, as amended (the “KYC Directions”)

The KYC Directions require regulated entities (as defined KYC Directions) to follow certain customer identification procedures while undertaking a transaction. These directions are applicable to every entity regulated by RBI, including scheduled commercial banks, regional rural banks, local area banks, primary (urban) co-operative banks, state and central co-operative banks, all India financial institutions, NBFCs, miscellaneous non-banking companies and residuary non-banking companies, amongst others. Every entity regulated thereunder is required to adopt a ‘know your customer’ (“**KYC**”) policy, duly approved by its board of directors, which shall include four key elements, namely, customer acceptance policy; risk management policy; customer identification procedures; and monitoring of transactions. Regulated

entities are required to ensure compliance with the KYC policy through specifying 'senior management' for the purposes of KYC compliance; allocation of responsibility for effective implementation of policies and procedures; independent evaluation of compliance with KYC and anti-money laundering policies and procedures, including legal and regulatory requirements; concurrent/internal audit system for compliance to verify compliance with KYC and anti-money laundering policies and procedures; and submission of quarterly audit notes and compliance to the audit committee of the board of directors of the regulated entity.

Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024 (“Directions on Fraud Risk Management”)

The Directions on Fraud Risk Management provide a framework for prevention, early detection and timely reporting of incidents of fraud to law enforcement agencies, RBI and the National Housing Bank. The Directions on Fraud Risk Management require NBFCs to adopt a policy on fraud risk management, approved by the board of directors, that sets out the roles and responsibilities of the board of directors (including committees of the board of directors) and senior management. Such policy is required to be reviewed by the board of directors at least one in three years. Further, a special committee of the board of directors is required to be constituted for monitoring and following up on cases of frauds. The committee is required to review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds.

The Directions on Fraud Risk Management also specify the manner in which any incidents of fraud are required to be reported to law enforcement agencies and the RBI.

Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions, 2024 dated February 27, 2024 (“Returns Master Direction”)

The Returns Master Direction lists detailed instructions in relation to submission of supervisory returns prescribed by the RBI for various categories of commercial banks, AIFIs, NBFCs, etc., including their periodicity, reference date, applicability and the purpose of filing such returns.

Master Direction – Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2016 dated September 29, 2016 (“Auditor’s Report Directions”)

The Auditor’s Report Directions set out disclosures that are to be included in every auditor’s report on the accounts of an NBFC such as: (i) the validity of such NBFC’s certificate of registration and whether the NBFC is entitled to continue to hold such certificate of registration in terms of its principal business criteria as of March 31 of the applicable year; and (ii) compliance with net owned fund requirements as laid down in the Master Directions.

Guidelines on Risk-based Internal Audit (“RBI”) System for Select NBFCs and Urban Co-operative Banks, 2021 dated February 3, 2021 (the “RBI Guidelines”)

The RBI for non-deposit taking NBFCs with an asset size of ₹5,000 crore and above (the “**Applicable NBFCs**”), was mandated by the RBI through the RBI Guidelines. Under the RBI Guidelines, Applicable NBFCs are required to implement the RBI framework by March 31, 2022. The RBI Guidelines, inter alia, are intended to enhance the efficacy of internal audit systems and contribute to the overall improvement of governance, risk management and control processes followed by the Applicable NBFCs. Under the RBI Guidelines, the board of directors of the Applicable NBFC must approve a policy clearly documenting the purpose, authority, and responsibility of the internal audit activity, with a clear demarcation of the role and expectations from risk management function and the RBI function. The RBI Guidelines also mandate that the policy be reviewed periodically, and that the internal audit function is not outsourced. Further, the RBI Guidelines also require that the risk assessment of business and other functions of Applicable NBFCs should be conducted at least on an annual basis. The RBI has also issued guidelines on Default Loss Guarantee (“**DLG**”) in digital lending on June 08, 2023 and capped the DLG cover on any outstanding portfolio which is specified upfront shall not exceed five per cent of the amount of that loan portfolio.

Circular dated June 8, 2023 on Framework for Compromise Settlements and Technical Write-offs

(“Framework for Compromise”)

The Framework for Compromise requires an NBFC to have a board approved policy for compromise settlements with the borrowers and technical write-offs. Such policy is required to comprehensively lay down processes to be followed for all compromise settlements and technical write-offs. The policy is required to include specific guidance on necessary conditions precedent such as minimum ageing and deterioration in collateral value. The policy is required to put in place a graded framework for examination of staff accountability with reasonable thresholds and timelines as decided by the board of the NBFC.

The Framework for Compromise also sets out the prudential treatment and reporting requirements for compromise settlements and technical write-offs. In terms of the Framework for Compromise, compromise settlements where the time for payment of the agreed settlement amount exceeds three months shall be treated as restructuring.

Master Direction –Transfer of Loan Exposures, 2021 dated September 24, 2021, as amended (“Transfer of Loan Exposures Directions”)

The Transfer of Loan Exposures Directions specify certain requirements to be complied with by specified financial institutions, including NBFCs, in relation to transfers of loan exposures including: (a) an obligation to adopt a board approved policy on transfer and acquisition of loan exposures; (b) reporting requirements; (c) matters to be specified in loan transfer agreements including distribution of the principal and interest income from the transferred loan between the transferor and the transferee.

Transfer of Stressed Loans

Stressed Loans are mean loan exposures which are classified as NPA or as special mention accounts. Such loans can only be transferred through novation or assignment. This policy must also cover the following aspects –

- (i) Norms and procedure for transfer or acquisition of such loans;
- (ii) Valuation methodology to be followed to ensure that the value of stressed loans, including the realisability of the underlying security interest, if available, is reasonably estimated;
- (iii) Delegation of powers to various functionaries for taking decision on the transfer or acquisition of the loans;
- (iv) Stated objectives for acquiring stressed assets;
- (v) Risk premium to be applied

The board of directors of NBFCs transferring their loans must also put in place a policy for valuation of loan exposures proposed to be transferred. The policy must also delineate the grounds for valuation of stressed loans. In case, the loan exposure to be transferred is ₹1,000 million, the NBFCs would require two external valuation reports.

The RBI permits only scheduled commercial banks, All India Financial Institutions, small finance banks, and NBFCs, (Permitted Transferees) and Asset Reconstruction Companies (ARCs) to acquire stressed loans. Further, the NBFCs can acquire the stressed loans only on cash basis. Such NBFCs must hold the loans for a period of six months in their books and are generally prohibited to acquire those loans which have been transferred as stressed loans in the previous six months. In case an NBFC has an existing exposure to the borrower whose stressed loan account is acquired, the asset classification of the acquired exposure shall be the same as the existing asset classification of the borrower with the transferee. Otherwise, the acquired exposure would be treated as Standard by the NBFC.

Transfer of Loans not in Default

A non-payment of whole or any part or instalment of the debt upon being due and payable is considered as default on the part of the borrower. These loans can be transferred to permitted transferees including NBFCs through novation, assignment, or loan participation contracts. The transfer shall be only on cash basis and the consideration shall be received not later than at the time of transfer of loans. The transfer

consideration should be arrived at in a transparent manner on an arm's length basis. The NBFCs can transfer loans only after a minimum holding period, as counted from the date of registration of security interest, i.e., (a) three months in case of loans with tenor of up to two years; (b) six months in case of loans with tenor of more than two years.

Disclosure and Reporting

Under these directions, an NBFC must set out (a) disclosures concerning total amounts of loans not in default, and stressed loans transferred and acquired on a quarterly basis in their financial statements; (b) disclosures to trade reporting platforms notified by the RBI of each loan transfer transaction undertaken and maintain a database of such transactions.

Outsourcing of Financial Services – Responsibilities of regulated entities employing Recovery Agents, dated August 12, 2022

In light of the alleged deviations and violations by agents employed by regulated entities and reiterating that the responsibility for outsourcing activities vests ultimately with regulated entities, the RBI has directed regulated entities, including NBFCs, to strictly ensure that they or their agents do not resort to intimidation or harassment of any kind for recovery of overdue loans, making false and misleading representations, etc.

Guidelines on Digital Lending dated September 2, 2022 (“Digital Lending Guidelines”)

RBI has laid down guidelines for digital lending which are required to be complied with by regulated entities (as defined in the circular, which include NBFCs). The Digital Lending Guidelines *inter alia* stipulate that regulated entities shall ensure that all loan servicing, repayment, etc., are executed by the borrower directly in the regulated entity's bank account without any pass-through account/ pool account of any third party. Further, the Digital Lending Guidelines state that the rate of any penal charges shall be disclosed upfront on an annualized basis to the borrower. Regulated entities are also required to make certain disclosures to borrowers *inter alia* with respect to Annual Percentage Rate (APR), Key Fact Statement (KFS), details of recovery agent etc. The Digital Lending Guidelines have included a framework for grievance redressal, including a nodal grievance redressal officer and regulate the collection and storage of borrowers' data, mandating the formulation of a comprehensive privacy policy by regulated entities.

Master Direction – Reserve Bank of India (Regulatory Framework for Microfinance Loans) Directions, 2022, dated March 14, 2022 (the “Microfinance Loans Directions”)

The Microfinance Loans Directions provide a regulatory framework for microfinance loans. The Microfinance Loans Directions are applicable to all: (i) commercial banks (including small finance banks, local area banks, and regional rural banks) excluding payment banks; (ii) primary (urban) co-operative banks /state co-operative banks/district central co-operative banks; and (iii) non-banking financial companies (including microfinance institutions and housing finance companies).

The Microfinance Loans Directions require non-banking financial companies to have board-approved policies in relation to, *inter alia*, (i) flexibility of repayment periodicity on microfinance loans; (ii) assessment of household income; (iii) limit on the outflows on account of repayment of monthly loan obligations of a household as a percentage of the monthly household income; (iv) pricing of microfinance loans; (v) conduct of employees and system for recruitment, training and monitoring. The Microfinance Loans Directions also set out guidelines for recovery of loans, responsibilities in relation to outsourced activities and guidelines on conduct towards microfinance borrowers.

Reserve Bank of India (Treatment of Wilful Defaulters and Large Defaulters) Directions, 2024 dated July 30, 2024 (the “Directions on Wilful Defaulters and Large Defaulters”)

The Directions on Wilful Defaulters and Large Defaulters specify, *inter alia*, the mechanism for identification and classification of wilful defaulters, review of accounts for identification of wilful defaulters, role of internal auditors and the liability of a guarantor. The Directions on Wilful Defaulters and Large Defaulters also prescribe the manner of reporting and dissemination of credit information on large defaulters, reporting and dissemination of credit information on wilful defaulters and the role of statutory auditors and other third parties. The Directions on Wilful Defaulters and Large Defaulters will come into force after 90 days from July 30, 2024.

Master Direction – Information Technology Governance, Risk, Control and Assurance Practices dated November 7, 2023 (“Master Direction – IT”)

The Master Direction – IT regulate the governance of information technology (“IT”) and the risks, assurance practices, control mechanisms and disaster management of regulated entities. The key requirements are as follows:

IT Governance

The Master Direction – IT lays down a framework for information technology (“**IT Governance Framework**”) that focuses on strategic alignment, risk management, resource management, performance management and disaster recovery management. NBFCs are obligated to set up an IT Governance Framework that specifies the governance structure adhering to the business objectives of the respective NBFC, that specifies the roles of the board of directors and includes adequate oversight mechanisms to mitigate risks associated with cyber and information security. Under the IT Governance Framework, an IT Strategy Committee (“**ITSC**”) must be established that shall, *inter alia*, ensure that the NBFC has an effective IT strategic planning process and the NBFC’s IT governance provides for accountability. The risk management policy, which shall include IT related risks and cyber security related risks, shall be reviewed periodically by the risk management committee of the board, in consultation with the ITSC.

IT Infrastructure and Services Management

The Master Direction – IT also mandates NBFCs to have a framework that supports their information systems and infrastructure to ensure operational resilience. In the event there are third-parties handling the NBFC’s information technology or cyber security, the NBFC are required to put in place appropriate vendor risk assessment processes to, *inter alia*, mitigate risk and to eliminate and address any conflict of interests.

IT Information and Security Risk Management

Under the Master Direction – IT, NBFCs are mandated to set up a framework that, *inter alia*, contains internal control and processes to mitigate and manage risks, identifies critical information systems and provides for the fortification of the same and contains procedures and controls to ensure a secure transmission/ storage/ processing of data and information.

Business Continuity Plan and Disaster Recovery Policy

The Master Direction – IT, prescribes a business continuity plan and disaster recovery policy in order to reduce the likelihood and impact of disruptive incident and to ensure the continuity of business. Disaster recovery drills in relation to critical information are required to be done at least on a half-yearly basis and for other information systems, as per the risk assessment of the NBFC.

Information System (“IS”) Audit

The Master Direction – IT states that the audit committee of the board shall overlook the functioning of the IS Audit. All entities are required to have an IS audit policy that shall describe the mandate, scope and purpose of the audit. The audit committee, under the Master Direction – IT, has to review the critical issues related to IT, information security and cyber security and thereafter, provide guidance to the management regarding the same.

Master Direction –Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021 dated September 24, 2021, as updated (the “SSA Directions”)

Securitisation involves transactions where credit risk in assets are redistributed by repackaging them into tradeable securities with different risk profiles which may give investors of various classes access to exposures which they otherwise might be unable to access directly. While complicated and opaque securitisation structures could be undesirable from the point of view of financial stability, prudentially structured securitisation transactions can be an important facilitator in a well-functioning financial market in that it improves risk distribution and liquidity of lenders in originating fresh loan exposures. The RBI, to regulate the issuance of securitisations, introduced the SSA Directions to be applicable to all Scheduled Commercial Banks (including Small Finance Banks but excluding Regional Rural Banks), all All-India Term Financial Institution and all NBFCs (including HFCs). These directions enunciated

the assets which were eligible for securitisation and provided for skin-in-the-game requirements by way of specifying Minimum Retention Requirement(s) for any lender who transfers from its balance sheet a single asset or a pool of assets to a Special Purpose Entity as a part of a securitisation transaction and would include other entities of the consolidated group to which the lender belongs.

RBI circular on Compliance Function and Role of Chief Compliance Officer (CCO) –NBFCs dated April 11, 2022

In terms of the abovementioned circular, which is applicable to NBFCs in the upper layer and middle layer, the applicable entities are required to inter alia put in place a board approved policy and a compliance function, including the appointment of a chief compliance officer, based on the framework stipulated in the said circular. As per the circular, the chief compliance officer shall be the nodal point of contact between the NBFC and the regulators or supervisors and shall necessarily be a participant in the structured or other regular discussions held with RBI. Further, compliance to RBI inspection reports shall be communicated to RBI necessarily through the office of the compliance function.

Master Direction –Reserve Bank of India (Outsourcing of Information Technology Services) Directions, 2023 dated April 10, 2023 (“IT Outsourcing Directions”)

The master direction by the RBI provides guidelines for outsourcing information technology services by financial institutions, including banks, NBFCs, and payment system operators. The directions recognise the extensive usage of information technology and information technology enabled services to support the business models, products and services offered by regulated entities to their customers. The aim of the IT Outsourcing Directions is to ensure that outsourcing arrangements neither diminishes ability to fulfil its obligations to customers nor impede effective supervision by the RBI. As per the IT Outsourcing Directions, a regulated entity shall take steps to ensure that the service provider employs the same high standard of care in performing the services as would have been employed by the regulated entity itself, had the same activity not been outsourced. The regulated entities need to ask their service providers to develop and establish a robust framework for documenting, maintaining, and testing business continuity plan and disaster recovery plan.

A regulated entity can also outsource any IT activity/IT enabled service within its business group/conglomerate, subject to conditions specified in the directions. Regulated entities intending to outsource any of its IT activities are required put in place a comprehensive Board approved IT outsourcing policy which shall incorporate, inter alia, the roles and responsibilities of the Board, committees of the Board (if any) and Senior Management, IT function, business function as well as oversight and assurance functions in respect of outsourcing of IT services. The IT Outsourcing Directions also require regulated entities to immediately notify the RBI in the event of breach of security and leakage of confidential customer related information. The RBI has the power to impose penalties for violations of the directions. These directions came into effect from October 1, 2023.

Reserve Bank of India’s Master Circular – Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances dated April 1, 2023

The RBI issued the “Master Circular – Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances” on April 1, 2023, collating the clarifications from the “Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances – Clarifications” issued on November 12, 2021 (“November 12 Circular”). The clarification was issued with a view of ensuring uniformity in the implementation of IRACP norms across all lending institutions. The November 12 Circular clarified certain aspects of the extant regulatory guidelines, which will be applicable to all lending institutions. The clarifications were made applicable immediately from the date of circular except for the instructions related to specification of due date / repayment date which were made applicable from December 31, 2021 and instructions related to non-performing assets classification in case of interest payments and customer education which will be applicable from March 31, 2022 onwards. The November 12 Circular, amongst other things, requires borrower accounts to be flagged as overdue by lending institutions as part of their day-end processes for the due date, irrespective of the time of running such processes. Similarly, classification of borrower accounts as special mention accounts (“SMA”) as well as NPA is required to be undertaken as part of day-end processes for the relevant date, such that the date of SMA/ NPA shall reflect the asset classification status of an account at the day-end of that calendar date. The November 12 Circular clarifies that the SMA classification requirement for borrower accounts is applicable to all loans, including retail loans, irrespective of size of

exposure of the lending institution. Further, the November 12 Circular provides that upgradation of accounts classified as NPAs may be upgraded to 'standard' only if the entire arrears of interest and principal are paid by the borrower, as opposed to such upgradation being undertaken upon payment of only interest overdues.

RBI circular on Co-lending by Banks and NBFCs to Priority Sector dated November 5, 2020

The RBI introduced the co-lending model to increase the affordability and outreach of capital to underserved sections of the economy. By entering into co-lending arrangements, banks and NBFCs can combine the relative advantages of the two to provide financial services. Banks are permitted to co-lend with all registered NBFCs based on a prior agreement. The co-lending banks will take their share of the individual loans on a back-to-back basis in their books. However, NBFCs are required to retain minimum 20% share of the individual loans on their books. The bank and the NBFC will have to maintain their own individual customer accounts but there is a requirement for the funds to be disbursed via an escrow account, maintained with the banks. The master agreement may contain necessary clauses on representations and warranties which the originating NBFC shall be liable for in respect of the share of the loans taken into its books by the bank. The co-lenders are mutually required to set up a framework for loan monitoring and recovery, grievance redressal mechanism, arrange for the creation of security and charge and ensure compliance with respective internal guidelines.

IRDAI (Registration of Corporate Agents) Regulations, 2015 ("CA Regulations")

Corporate agents are granted a certificate of registration by the IRDAI in accordance with the CA Regulations for solicitation and servicing of insurance business for any of the specified category of life, general and health. A corporate agency registration is valid for a period of three years from the date of issuance, unless the same is suspended or cancelled by the IRDAI. The grant and renewal of a corporate agency registration is subject to the applicant meeting the eligibility criteria prescribed in the CA Regulations. The criteria includes matters inter alia (a) whether the applicant has the necessary infrastructure such as, adequate office space, equipment and trained manpower on their rolls to effectively discharge its activities; (b) whether the principal officer, directors and other employees of the applicant have violated the code of conduct set out under the CA Regulations in the last three years; (c) whether any person, directly or indirectly connected with the applicant, has been refused in the past the grant of a licence/registration by the IRDAI; and (d) whether the applicant, in case the principal business of the applicant is other than insurance, maintain an arms-length relationship in financial matters between its activities as corporate agent and other activities.

Further, pursuant to the IRDAI (Insurance Intermediaries) (Amendment) Regulations, 2022, a corporate agent, depending on the type of registration (i.e., general, life or health) a corporate agent is permitted to act as a corporate agent for a maximum of nine general, life or health insurers, as applicable. In the case of corporate agent (composite) the total number of arrangements with life, general and health insurers, shall not exceed twenty-seven at any point of time.

IRDAI (Expenses of Management of Insurers Transacting General or Health Insurance Business) Regulations, 2023 ("EOM Regulations")

The EOM Regulations prescribe inter alia the limit and scope of the expenses of management in general insurance and health insurance business. The EOM Regulations include all operating expenses of general or health insurance business, commission to insurance agents, intermediaries or insurance intermediaries and the commission and expenses on reinsurance inward, which are charged to revenue account, under the ambit of 'expenses of management'. In terms of the EOM Regulations, no insurer carrying on general insurance business in India shall incur expenses of management in excess of 30% of gross premium written in India in a fiscal year. Further, no insurer exclusively carrying on health insurance business in India, shall incur expenses of management exceeding 35% of gross premium written in India in a fiscal year as expenses of management. The EOM Regulations require every insurer to have a well-documented policy for allocation and apportionment of expenses of management amongst various business segments. The said policy shall be approved by the board of directors of the company.

IRDAI (Payment of Commission) Regulations, 2023 ("Commission Regulations")

The Commission Regulations, which came into force from April 1, 2023, prescribe inter alia the limits for payment of commission under life insurance and general insurance products offered by the insurers.

The Commission Regulations define ‘commission’ as any compensation including remuneration, or reward, by whatever name called, paid by an insurer to insurance agent, intermediary or insurance intermediary, as applicable, for soliciting or procuring or transacting insurance business. In terms of the Commission Regulations, every insurer is required to adopt a board approved policy with respect to payment of commission and the objectives of the said policy shall inter alia take into consideration (i) the interest of the policyholders; (ii) nature and tenure of insurance policy; and (iii) the interest of the insurance agent, intermediary or insurance intermediary.

IRDAI Information and Cyber Security Guidelines, 2023 (“Cyber Security Guidelines”)

In terms of the Cyber Security Guidelines, all regulated entities are mandated to establish and maintain an organisation structure for governance, implementation and monitoring of information security, comprising the board of directors, risk management committee and information security risk management committee. The ultimate responsibility for information security of an organisation vests with the board of directors of the regulated entity, in addition to receiving quarterly inputs on matters related to information security and approving its information and cyber security policy.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended (“SARFAESI Act”)

The SARFAESI Act, read with the Security Interest (Enforcement) Rules, 2002, as amended, governs securitization of assets in India. Any asset reconstruction company may acquire assets of a bank or financial institution, including NBFCs, by either entering into an agreement with such bank or financial institution for transfer of such assets to the company or by issuing a debenture or bond or other security in the nature of debentures, for consideration, as per such terms and conditions as may be mutually agreed.

If a bank or financial institution is a lender in relation to financial assets acquired by the asset reconstruction company, such company shall be deemed to be the lender in relation to those financial assets. The SARFAESI Act provides for the enforcement of security interest without the intervention of the courts.

Under the provisions of the SARFAESI Act, a secured creditor, can recover dues from its borrowers by taking any of the measures as provided therein, including (i) taking possession of the secured assets or (ii) taking over the management of business of borrower. Rights, with respect to the enforcement of security interest, under the SARFAESI Act cannot be enforced unless the account of the borrower has been classified as a NPA in the books of account of the secured creditor in accordance with the directions or guidelines issued by the RBI or any other applicable regulatory authority.

However, the requirement for a secured debt to be classified as a NPA shall not apply to a borrower who has raised funds through debt securities. In the event that the secured creditor is unable to recover the entire sum due by exercise of the remedies under the SARFAESI Act in relation to the assets secured, such secured creditor may approach the relevant court for the recovery of the balance amounts. A secured creditor may also simultaneously pursue its remedies under the SARFAESI Act

Recovery of Debts due to Banks and Financial Institutions Act, 1993, as amended (“DRT Act”)

Under the DRT Act, the procedures for recovery of debt have been prescribed and time frames have been fixed for speedy disposal of cases. The DRT Act prescribes the rules for establishment of Debt Recovery Tribunals (“DRTs”), procedure for making application to DRTs, powers of DRTs and modes of recovery of debts determined by DRTs, including inter alia attachment and sale of movable and immovable properties of defendants, taking possession of property over which security interest is created or any other property of the defendant and appointing receiver for such property and to sell the same, arrest of defendants, defendants’ detention in prison and appointment of receivers for management of the movable or immovable properties of defendants. The DRT Act also provides that a bank or public financial institution, having a claim to recover its debt may join an ongoing proceeding filed by some other bank or public financial institution against its debtor at any stage of the proceedings before the final order is passed by making an application to the DRT.

Insolvency and Bankruptcy Code, 2016, as amended (the “IBC”)

The IBC empowers creditors, whether secured, unsecured, financial, operational or decree holder to trigger resolution processes to start at the earliest sign of financial distress, provides for a single forum to oversee insolvency and liquidation proceedings, enables a calm period where new proceedings do not derail existing ones, provides for replacement of the existing management during insolvency proceedings while maintaining the enterprise as a going concern, offers a finite time limit within which the debtor's viability can be assessed and prescribes a linear liquidation mechanism.

The Digital Personal Data Protection Act, 2023 (“DPDP Act”)

The DPDP Act received the assent of the President of India and was notified on August 11, 2023; however, the provisions of the DPDP Act have not been notified. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. All data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide a notice to data principals in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data. The DPDP Act further provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent. The notice should contain details about the personal data to be collected and the purpose of processing. Consent may be withdrawn at any point in time. An individual whose data is being processed (data principal), will have the right to *inter alia* (i) obtain information about processing; (ii) seek correction and erasure of personal data; and (iii) nominate another person to exercise rights in the event of death or incapacity. The DPDP Act lays down several duties for the data principal.

As per the DPDP Act, data principal shall not *inter alia* (i) register a false or frivolous grievance or complaint; and (ii) furnish any false particulars or impersonate another person in specified cases. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy, completeness and consistency of data; (ii) build reasonable security safeguards to prevent breach of personal data; (iii) inform the Data Protection Board of India (established under the DPDP Act) and affected persons in the event of a breach; and (iv) erase personal data upon the data principal withdrawing her consent or as soon as it is reasonable to assume that the specified purpose is no longer being served, whichever is earlier.

Priority Sector Lending Classification

Pursuant to its ‘Statement on Developmental and Regulatory Policies’ and notification dated April 7, 2021, the RBI with a view to ensure continued availability of credit to specified sectors to aid faster economic recovery, decided to extend the priority sector lending (“PSL”) classification for lending by banks to NBFCs for on-lending by six months i.e. up to September 30, 2021. Previously, the PSL classification, allowing banks to classify lending to NBFCs for on-lending to agriculture/MSME/housing as PSL, was permitted till March 31, 2021. Considering the increased traction observed in delivering credit to underserved/unserved segments of the economy, the facility was extended till March 31, 2022 vide RBI circular dated October 8, 2021. To ensure continuation of the synergies that had been developed between banks and NBFCs in delivering credit to the specified priority sectors, the facility has been allowed on an on-going basis pursuant to RBI circular dated May 13, 2022.

Emergency Credit Line Guarantee Scheme dated May 23, 2020, as modified

The Government of India, through the Ministry of Finance, Department of Financial Services introduced the emergency credit line guarantee scheme (“ECLGS”). Pursuant to the ECLGS, the National Credit Guarantee Trustee Company (“NCGTC”), a wholly owned trustee company of the Government of India, provided a 100% credit guarantee with respect to eligible credit facilities extended by NBFCs in the form of additional term loans. The NCGTC, pursuant to a circular dated June 29, 2023 the ECLGS up to March 31, 2023 or until guarantees for an amount of ₹5,000 billion are issued (taking into account all components of the ECLGS), whichever is earlier.

Special Liquidity Scheme for NBFCs/HFCs dated July 1, 2020 and the Partial Credit Guarantee Scheme

The Government of India approved the Special Liquidity Scheme for NBFCs and HFCs to improve the liquidity position of NBFCs through a special purpose vehicle to avoid potential systemic risks to the financial sector. In order to avail the scheme, NBFCs are required to, *inter alia*, (a) have made a net profit

in one of the two preceding financial years; and (b) be rated investment grade by a SEBI registered rating agency.

2. Restrictions in Foreign Ownership applicable to our Company

The Consolidated FDI Policy Circular of 2020 (No. 5(2)/2020) dated October 15, 2020, as amended (“FDI Circular”) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“DPIIT”)

Foreign investment in NBFCs, carrying on activities approved for FDI, is subject to the conditions specified in Paragraph 5.2.26 of the FDI Circular. Pursuant to these norms, FDI of up to 100% is permitted under the automatic route in our Company. This sector is also subject to minimum capitalization norms as prescribed by the RBI or other government agencies from time to time.

3. Intellectual property laws

Certain laws relating to intellectual property rights such as the Trade Marks Act, 1999 is applicable to us.

Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to register trademarks applied for in India and to provide for better protection of trademark for goods and services and also to prevent use of fraudulent marks. Application for the registration of trademarks has to be made to Trade Marks registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use of intention to use a trademark in the future. The Trade Marks Act prohibits any registration of trademarks which are identical/similar to other trademarks or commonly used name of chemical compound among others. It also provides for penalties for falsifying and falsely applying trademarks and using them to cause confusion among the public. The Trade Marks Act provides for civil remedies in the event of infringement of registered trade marks or for passing off, including injunction, damages, account of profits or delivery-up of infringing labels and marks for destruction or erasure.

4. Employee related legislations

In addition to the aforementioned material legislations which are applicable to our Company, other labour related legislations that may be applicable to the operations of our Company include:

- a) Contract Labour (Regulation and Abolition) Act, 1970;
- b) Payment of Wages Act, 1936;
- c) Payment of Bonus Act, 1965;
- d) Employees’ State Insurance Act, 1948;
- e) Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
- f) Equal Remuneration Act, 1976;
- g) Payment of Gratuity Act, 1972;
- h) Minimum Wages Act, 1948;
- i) Employee’s Compensation Act, 1923;
- j) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013
- k) Apprentices Act, 1961;
- l) Employee’s Compensation Act, 1923;

- m) The Maternity Benefit Act, 1961; and
- n) Industrial Employment (Standing Orders) Act, 1946.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019, which received the assent of the President of India on August 8, 2019, and will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976, and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020, which received the assent of the President of India on September 28, 2020, and will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, and the Payment of Gratuity Act, 1972, and (iv) the Occupational Safety, Health and Working Conditions Code, 2020, which received the assent of the President of India on September 28, 2020 and will repeal certain enactments including the Factories Act, Motor Transport Workers Act, 1961, The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification dated December 18, 2020 and May 3, 2023, respectively, by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

5. Taxation Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act, 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017, and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017, and rules thereof; and
- Professional tax-related state-wise legislations.

6. Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, the Contract Act, 1872, FEMA, and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as ‘HDB Financial Services Limited’ under the Companies Act, 1956 pursuant to a certificate of incorporation dated June 4, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad (“RoC”) and commenced operations pursuant to a certificate for commencement of business dated July 31, 2007 issued by the RoC. The RBI granted a certificate of registration dated December 31, 2007, to our Company to carry on the business of a non-banking financial institution without accepting public deposits. For further details, see “Government and Other Approvals” on page 468.

Changes in the Registered Office

Details of changes in the Registered Office of our Company since the date of incorporation are set forth below:

| Effective date | Details of change | Reasons for change |
|----------------|---|----------------------------|
| March 01, 2010 | The registered office of our Company was changed from HDFC Bank House, Final plot no. 287, Ellis bridge, Township Scheme no. 3, Navrangpura , Ahmedabad, Gujarat – 380 009 to Radhika, 2 nd Floor, Law Garden Road, Navrangpura, Ahmedabad, Gujarat – 380 009. | Administrative convenience |

Main Objects of our Company

1. *“To carry on the business as a finance company and to provide finance and to provide on lease, leave and license or hire purchase basis or on deferred payment basis or on any other basis all types of plant, equipment, machinery, vehicles, vessels, ships and real estate and any other moveable and immovable properties whether in India or abroad for industrial, commercial or other uses.*
2. *To carry on the business as investment company and to acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, or authority supreme, municipal, local or otherwise, landed property, whether in India or elsewhere and to carry on the business of issue house, underwriting, factoring, bills discounting, cross border leasing, merchant banking, issuance of credit cards, consultancy and to undertake and carry on and execute all such operations.*
3. *To set up companies for the purpose of carrying on the business related to asset management, mutual fund and to act as sponsor or co-sponsor by undertaking financial and commercial obligations required to constitute and/or settle any trust or any undertaking to establish any mutual fund or trust in and/or outside India with the prior approval of the concerned authorities with a view to issue units, stocks, securities, certificates or other documents, based on or representing any or all assets appropriated for the purposes of any such trust and to settle and regulate any such trust and to issue, hold or dispose of any such units, stocks, securities, certificates or other documents.*
4. *To carry on the business of labour contractor, recruitment agency, appointment, hiring, seconding and/or supplying manpower, human resources of all types of grades and skills to facilitate, handling, carrying out, processing, managing, controlling, facilitating documentation, documentary services, maintenance, upkeeping and all kinds of services, undertaking and or completion of any works, projects, assignments, contracts, joint ventures.*
5. *To carry on business of business process outsourcing agency by providing financial, insurance, technical, information technology, documentary, advisory and other support services and to undertake such activities in the nature of accounting, finance, documentation, banking and other services, including as a call center as may be outsourced by any company, institution, corporation or any other body corporate, whether incorporated or otherwise.*

6. *To carry on business of insurance and reinsurance brokers, agents, consultants and advisors or representatives for insurance and reinsurance brokers, agents, consultants and advisors dealing with all classes of insurance (including life, non-life, general insurance and such other insurance), in all forms, within India and outside India, to provide risk management services in the field of insurance and reinsurance business, to undertake run- off insurance, activities to any of the general insurance companies in any insurance and reinsurance matter, to assist insurance companies and insurance brokers in the matter of arranging inspections, surveys and recovery from any of the parties in respect of the claims and to appoint sub-agents for carrying the activities under this clause.*
7. *To carry on business of providing services relating to sourcing, marketing, publicizing, promotions, sales and/or generating leads for sale of financial products and/or services for and/or on behalf of financial institutions, banks and/or finance companies whether incorporated in India or outside India and providing services relating to accounting, data, administration, price support services, door-to-door agents for the collection, receipt or payment of money, market research, market survey, telemarketing services etc. and to act as agent for or render services to customers, finance companies, financial institutions, banks etc. and to act as fund mobilisers and to carry on other activities including those activities covered under clause (n) of sub-section (1) of section 6 of the Banking Regulation Act, 1949 (10 of 1949) to promote the spread of business of banking/ financial services in India or outside India and to appoint sub-agents for carrying the activities under this clause.*
8. *The Company shall carry on the business of:*
 - (a) *drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrip and other instruments and securities whether transferable or negotiable or not;*
 - (b) *to organize, manage, and operate receivables and remedial management of key assets products (including credit cards) that also includes telecalling customers who have slipped the payment due date, reminder/awareness calls to customers, service calls, managing portfolio through legal means, and payment assistance through field collections and all support and back end documentation assignments;*
 - (c) *buying, selling and dealing in bullion and specie;*
 - (d) *buying and selling of and dealing in foreign exchange including foreign bank notes;*
 - (e) *acquiring, holding, issuing on commission, under writing and dealing in stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds;*
 - (f) *receiving of all kinds of bonds, scrip or valuables on deposit or for safe custody or otherwise; and*
 - (g) *collecting and transmitting of money and all kinds of securities.”*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out.

Amendments to the Memorandum of Association

Set out below are the amendments to our MoA in the last 10 years preceding the date of this Draft Red Herring Prospectus:

| Date of Shareholders' Resolution | Particulars |
|---|---|
| December 01, 2016* | Amendment to Clause IIIA of the Memorandum of Association to include the following: <i>“4. To carry on the business of labour contractor, recruitment agency, appointment, hiring, seconding and/or supplying manpower, human resources of all types of grades and skills to facilitate, handling, carrying out, processing, managing, controlling, facilitating documentation, documentary services, maintenance, upkeeping and all kinds of services, undertaking and or completion of any works, projects, assignments, contracts, joint ventures.</i> <i>5. To carry on business of business process outsourcing agency by providing financial, insurance, technical, information technology, documentary, advisory and other support services and to undertake such activities in the nature of accounting, finance, documentation, banking and other services, including as a call center as may be outsourced by any company, institution, corporation or any other body corporate, whether incorporated or otherwise.</i> ” |

| Date of Shareholders' Resolution | Particulars |
|----------------------------------|--|
| | <p>6. To carry on business of insurance and reinsurance brokers, agents, consultants and advisors or representatives for insurance and reinsurance brokers, agents, consultants and advisors dealing with all classes of insurance (including life, non-life, general insurance and such other insurance), in all forms, within India and outside India, to provide risk management services in the field of insurance and reinsurance business, to undertake run- off insurance, activities to any of the general insurance companies in any insurance and reinsurance matter, to assist insurance companies and insurance brokers in the matter of arranging inspections, surveys and recovery from any of the parties in respect of the claims and to appoint sub-agents for carrying the activities under this clause,</p> <p>7. To carry on business of providing services relating to sourcing, marketing, publicizing, promotions, sales and/or generating leads for sale of financial products and/or services for and/or on behalf of financial institutions, banks and/or finance companies whether incorporated in India or outside India and providing services relating to accounting, data, administration, price support services, door-to-door agents for the collection, receipt or payment of money, market research, market survey, telemarketing services etc. and to act as agent for or render services to customers, finance companies, financial institutions, banks etc. and to act as fund mobilisers and to carry on other activities including those activities covered under clause (n) of sub-section (1) of section 6 of the Banking Regulation Act, 1949 (10 of 1949) to promote the spread of business of banking/ financial services in India or outside India and to appoint sub-agents for carrying the activities under this clause.”</p> |
| December 01, 2016* | Clause V of the Memorandum of Association of our Company was amended to reflect an increase in authorised share capital of our Company from ₹10,000,000,000 divided into 1,000,000,000 equity shares of face value of ₹10 each to ₹10,015,500,000 divided into 1,001,550,000 equity shares of face value of ₹10 each. |
| December 04, 2017 | Amendment to the MoA to change reference from Companies Act, 1956 to Companies Act, 2013. |

* This was the date when the Scheme came into force. For further details in relation to the Scheme, see “ – Details regarding material acquisitions or divestments of business/undertakings, or any revaluation of assets, in the last ten years – Mergers or amalgamations – Scheme of Amalgamation between our Company, HBL Global Private Limited and Atlas Documentary Facilitators Private Limited” on page 285.

Major events and milestones of our Company

The table below sets forth some of the key events and milestones in the history of our Company:

| Calendar year (unless otherwise mentioned) | Particulars |
|--|--|
| 2008 | Our Company opened our first branch in Chennai, Tamil Nadu |
| 2010 | Our Company introduced commercial vehicle loans |
| 2010 | Our Company introduced loans against gold |
| 2011 | Our Company was accredited with CARE AAA credit rating for its non-convertible debentures issue |
| 2011 | Our Company achieved a branch count of 100 across India |
| 2011 | Our Company introduced auto loans |
| 2011 | Our Company introduced commercial equipment loans |
| 2012 | Our Company achieved AUM of ₹100,000 million |
| 2015 | Our Company achieved a branch count of 500 across India |
| 2016 | Our Company achieved a branch count of 1,000 across India |
| 2016 | Our Company introduced consumer durables loans in Tamil Nadu |
| 2017 | Our Company introduced tractor finance loans in the states of Punjab, Haryana, Rajasthan, Uttar Pradesh, Madhya Pradesh, Gujarat and Maharashtra |
| 2017 | Our Company introduced digital product loans |
| 2018 | Our Company introduced two wheeler loans |
| 2019 | Our Company achieved AUM of ₹500,000 million |
| 2020 | Our Company introduced micro finance loans |
| 2020 | Our Company introduced lifestyle finance loans |
| 2021 | Our Company achieved AUM of ₹600,000 million |
| 2023 | Our Company achieved a branch count of 1,500 across India |

Key awards, accreditations, and accolades received by our Company

Set out below are some of the key awards, accreditations, recognition, and appreciation received by our Company:

| Calendar Year | Particulars |
|---------------|--|
| 2024 | Our Company has been certified as a 'Great Place To Work' for the year January 2024 – January 2025. |
| 2024 | Our Company has been recognised for being among the best in the industry by Great Place for Work India |
| 2024 | Our Company has received the 'Ambition Box Employee Choice Award, 2024' given by AmbitionBox |
| 2024 | Our Company has received the 3 rd edition of NBFC's Tomorrow Conclave & DNA Awards, 2023 in the Best Cyber Initiative Category by Banking Frontiers |
| 2023 | Our Company's film 'Moving Ahead Together' has received the 'Best CSR Activities & Community Development Film' Award by Socio Corpo India Private Limited at the 2 nd Socio CSR Film Festival & Awards, 2023' (India's largest CSR Film Festival) |
| 2022 | Our Company has received the 'Best CSR Impact Award at the 5 th edition of Corporate Social Responsibility Summit & Awards, 2022' by Banking Frontiers |
| 2022 | Our Company has received the 'Special Jury Award for the Transport Aarogyam Kendra Initiative' at Distinguished NBFC Awards, 2022 |

Corporate profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see *"Our Business"*, *"Our Management"*, *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* and *"Risk Factors"* on pages 233, 288, 387 and 28, respectively.

Time and cost over-runs

There have been no time and cost overrun in the business operations of our Company as on the date of this Draft Red Herring Prospectus.

Defaults or re-scheduling/restructuring of borrowings with financial institutions/banks

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings from the lenders.

Significant financial and/or strategic partners

Our Company does not have any significant financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Capacity/ facility creation, launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, to the extent applicable, see *"Our Business"* and *"– Major Events and Milestones of our Company"* on pages 233 and 284, respectively.

Details regarding material acquisitions or divestments of business/undertakings, or any revaluation of assets, in the last ten years

Our Company has not made any material acquisitions or divestments of any business or undertaking and has not undertaken any revaluation of assets during the 10 years preceding the date of this Draft Red Herring Prospectus.

Mergers or amalgamations

Except as disclosed below, our Company has not been party to any merger or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus:

Scheme of Amalgamation between our Company, HBL Global Private Limited and Atlas Documentary Facilitators Private Limited

On November 14, 2014 our Board of Directors approved a scheme of amalgamation (“**Scheme**”) under Sections 391 to 394 of the Companies Act, 1956 for amalgamation of HBL Global Private Limited (“**HBL**”) and Atlas Documentary Facilitators Company Private Limited (“**Atlas**”, together with HBL, the “**Transferor Companies**”) with our Company in terms of the Scheme and then approved the extension of the revocation date of such Scheme from September 30, 2016 to March 31, 2017 on September 26, 2016. HBL (which was a subsidiary of Atlas) provided specialised services to in relation to marketing and promotion of various financial products our Promoter, HDFC Bank Limited including credit cards, vehicle loans, personal loans, etc. and Atlas provided processing support to our Promoter, HDFC Bank Limited and few other customers in the areas of retail assets, credit cards processing and cheque clearing, among others. The objective of the Scheme of Arrangement was to simplify and consolidate the various services offered by the Transferor Companies and Transferee Company into a single entity and enable the merged entity to offer a comprehensive bouquet of end to end services to the Promoter. All the businesses, undertakings, activities, properties, investments and liabilities of each of the Transferor Companies were transferred to and vested in our Company as per the scheme with effect from April 01, 2014, being the appointed date of the Scheme. As of the effective date of the Scheme, being December 01, 2016 (“**Effective Date**”), which was determined as the effective date by our Company pursuant to a resolution adopted by our Board dated December 02, 2016, the entire business and undertakings of the Transferor Companies including all their properties, assets, liabilities, rights, duties and obligations were transferred to our Company. The shareholders of the Transferor Companies were allotted Equity Shares of our Company in accordance with the swap ratio set out below, which was based on the valuation report dated October 31, 2014, from Haribhakti & Co. LLP, Chartered Accountants and valuation report dated November 10, 2014 from Chitale & Associates, Chartered Accountants which determined the share exchange ratio for the merger of HBL and Atlas with our Company under the Scheme.

In accordance with the Scheme, our Company issued and allotted Equity Shares, credited as fully paid up, to the extent indicated below, to the shareholders of Transferor Companies holding fully paid up equity shares in Transferor Companies in the following proportion:

- (i) 102.35 fully paid up Equity Shares of our Company were issued and allotted for every one equity share of face value of ₹10 each held in HBL, and
- (ii) 16.75 fully paid up Equity Shares of our Company were issued and allotted for every one equity share of face value of ₹10 each held in Atlas.

In addition, pursuant to the Scheme becoming effective, the authorised share capital of the Transferor Companies was added to the authorised share capital of our Company. Consequently, the authorised share capital of the Company stood increased to ₹1001,55,00,000 divided into 100,15,50,000 Equity Shares of face value ₹10 each with effect from December 01, 2016. Further, certain objects were also included in the Memorandum of Association of the Company pursuant to the Scheme becoming effective. For details in relation to the issue of Equity Shares of our Company and changes in the authorised share capital of our Company pursuant to the Scheme and changes to the Memorandum of Association pursuant to the Scheme, see “*Capital Structure - Issue of shares pursuant to schemes of arrangement*” and “*- Amendments to the Memorandum of Association*” on pages 119 and 283, respectively. The Scheme and the related valuation reports have been included in “*Material Contracts and Documents for Inspection – Material Documents*” on page 576.

The merger was approved by RBI by letter dated October 08, 2015 (which was addressed to our Promoter, HDFC Bank Limited) and October 16, 2015 to our Company. The Scheme was approved by the Gujarat High Court and the Bombay High Court by their orders dated September 07, 2016 and September 29, 2016, respectively, which were effective on December 01, 2016.

Shareholders’ agreements and other material agreements


Except as set out below, there are no other arrangements or agreements, deeds of assignment, acquisition agreements, shareholders’ agreements, inter-se agreements, any agreements between our Company, our Promoter and our Shareholders, agreements of like nature and clauses/ covenants which are material to our Company. Further, there are no other clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of our Company. Further, except as disclosed below, there are no other agreements / arrangements entered into by our Company or clauses / covenants applicable to our Company which are material and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

- (a) ***Key Terms of all Subsisting Shareholders Agreements and Investment Agreements.***

Our Company has not entered into any shareholders' agreement or investment agreements as on the date of this Draft Red Herring Prospectus.

B. Key terms of other material agreements

Trademark license agreement dated December 19, 2023 entered amongst our Company and our Promoter HDFC Bank Limited (the holding company of our Company) for the use of the corporate logo.

Our Company and our Promoter, HDFC Bank Limited (“Licensor”) entered into a trademark license agreement dated December 19, 2023 (“Trademark License Agreement”), pursuant to which the Licensor who is the owner of the corporate logo  (“Trade Mark”), granted to our Company a non-exclusive, non-assignable, non-sub licensable and non-transferable license to use the Trade Mark with respect to its business activities in accordance with its Memorandum of Association and as permitted to be carried out by our Promoter under the provisions of the Banking Regulations Act, 1949 and on terms and conditions as mentioned in the Trademark License Agreement (“License”) for an aggregate consideration of an amount equivalent to 0.4% of the revenue from operations calculated as per the formula in the Trademark License Agreement earned by our Company in the relevant financial year. The Trademark License Agreement shall remain valid for a term of 5 (five) years from effective date i.e., from July 01, 2023, or until our Company remains a subsidiary of the Licensor or until it is terminated in accordance with the provisions of the Trademark License Agreement, whichever is earlier. Further, the Licensor has the right to terminate the Trademark License Agreement by a notice in writing to our Company in the event (a) our Company commits a breach of any terms or conditions under the Trademark License Agreement; (b) there is a consistent fall in the quality of goods/services provided by our Company; (c) an order is made or a resolution is passed for insolvency or winding up of our Company; or (d) there is mismanagement on the part of our Company, among others. Further, the Licensor also has the right to terminate the Trademark License Agreement without cause by giving a notice in writing to our Company of not less than three months.

Holding Company

HDFC Bank Limited is the holding company of our Company. As on the date of this Draft Red Herring Prospectus, HDFC Bank Limited holds 94.36% stake of the issued paid up capital of our Company (on a fully diluted basis). For details of HDFC Bank Limited, see “Our Promoter and Promoter Group” on page 306.

Details of guarantees given to third parties by the Promoter offering the Equity Shares in Offer

Our Promoter has not given any guarantees, on behalf of our Company, to third parties that are outstanding as of the date of this Draft Red Herring Prospectus.

Agreements with Key Managerial Personnel, Senior Management Personnel, Directors, Promoter, or any other employee

Our Key Managerial Personnel or Senior Management Personnel, Director, Promoter, or any other employee have not entered into any agreement with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our Subsidiary

As of the date of this Draft Red Herring Prospectus, our Company has no subsidiary.

Joint Ventures

As on the date of this Draft Red Herring Prospectus, our Company has no joint venture.

Common pursuits between our Subsidiaries and our Company

As of the date of filing of this Draft Red Herring Prospectus, our Company has no subsidiary.

Business interests in our Company

As of the date of filing of this Draft Red Herring Prospectus, our Company has no subsidiary.

OUR MANAGEMENT

In terms of the Articles of Association, our Company is required to have not less than six Directors and not more than such number of Directors as is prescribed under the applicable law. As on the date of this Draft Red Herring Prospectus, our Board comprises of 11 Directors including one Executive Director and 10 Non-Executive Directors out of which nine are Independent Directors (including three women Independent Director).

Our Board

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

| Sr. No | Name, Designation, Address, Occupation, Term, Period of Directorship, DIN, Date of Birth and Age | Other Directorships |
|--------|---|---|
| 1. | <p>Arijit Basu</p> <p>Designation: Part-Time Non-Executive Chairman and Independent Director</p> <p>Address: Om Ratan Building, 7th Floor, 70, Sir Pochkhanawala Road, Worli, Mumbai – 400 018, Maharashtra, India</p> <p>Occupation: Professional</p> <p>Term: Three years from May 31, 2023 until May 30, 2026</p> <p>Period of Directorship: Director since June 1, 2021*</p> <p>DIN: 06907779</p> <p>Date of Birth: October 23, 1960</p> <p>Age: 64 years</p> | <p>Indian Companies</p> <p>1. Peerless Hospitex Hospital and Research Centre Limited;</p> <p>Foreign Companies</p> <p>1. Prudential plc</p> |
| 2. | <p>Venkatraman Srinivasan</p> <p>Designation: Independent Director</p> <p>Address: 8 B, Veer Savarkar Marg, Catering College, Dadar (West), Mumbai- 400 028, Maharashtra, India</p> <p>Occupation: Professional</p> <p>Term: Five years from March 12, 2020 until March 11, 2025</p> <p>Period of Directorship: Director since March 12, 2015.</p> <p>DIN: 00246012</p> <p>Date of Birth: March 09, 1959</p> <p>Age: 65 years</p> | <p>Indian Companies</p> <p>1. Amal Limited</p> <p>2. Amal Speciality Chemicals Limited</p> <p>3. Eimco Elecon (India) Limited</p> <p>4. Fairchem Organics Limited</p> <p>5. HDFC Life Insurance Company Limited</p> <p>6. UTI Trustee Company Private Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 3. | <p>Smita Affinwalla</p> <p>Designation: Independent Director</p> <p>Address: Flat no. 7A, A Block, 3rd floor, Khalakdina Terrace, A.K.Marg, Mumbai - 400 036, Maharashtra, India</p> <p>Occupation: Professional</p> | <p>Indian Companies</p> <p>1. Illuminos Consulting Private Limited</p> <p>Foreign Companies</p> <p>Nil</p> |

| Sr. No | Name, Designation, Address, Occupation, Term, Period of Directorship, DIN, Date of Birth and Age | Other Directorships |
|--------|---|---|
| | <p>Term: Five years from March 12, 2020 until March 11, 2025</p> <p>Period of Directorship: Director since March 12, 2015</p> <p>DIN: 07106628</p> <p>Date of Birth: November 04, 1962</p> <p>Age: 61 years</p> | |
| 4. | <p>Dr. Amla Ashim Samanta</p> <p>Designation: Independent Director</p> <p>Address: 13, Meera Baug, Talmiki Road, Behind Saraswat Colony, Santacruz West, Mumbai – 400 054, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Term: Three years from May 1, 2024 until April 30, 2027</p> <p>Period of Directorship: Director since May 1, 2019</p> <p>DIN: 00758883</p> <p>Date of Birth: April 19, 1955</p> <p>Age: 69 years</p> | <p>Indian Companies</p> <ol style="list-style-type: none"> 1. Shakti Cine Studios Private Limited 2. Samanta Movies Private Limited <p>Foreign Companies</p> <p>Nil</p> |
| 5. | <p>A.K. Viswanathan</p> <p>Designation: Independent Director</p> <p>Address: 1502 Godrej Serenity, Deonar, Mumbai – 400 088, Maharashtra, India</p> <p>Occupation: Retired Partner</p> <p>Term: Three years from July 24, 2024 until July 23, 2027</p> <p>Period of Directorship: Director since July 24, 2019</p> <p>DIN: 08518003</p> <p>Date of Birth: August 09, 1957</p> <p>Age: 67 years</p> | <p>Indian Companies:</p> <p>Nil</p> <p>Foreign Companies:</p> <p>Nil</p> |
| 6. | <p>Arundhati Mech</p> <p>Designation: Independent Director</p> <p>Address: Gr-B, Glenmore Apartment, Sriram Nagar, North Street, Alwarpet, Teynampet, Chennai - 600 018, Tamil Nadu, India</p> <p>Occupation: Pensioner</p> <p>Term: Five years from February 11, 2022 until February 10, 2027</p> | <p>Indian Companies</p> <ol style="list-style-type: none"> 1. Shivalik Small Finance Bank Limited <p>Foreign Companies</p> <p>Nil</p> |

| Sr. No | Name, Designation, Address, Occupation, Term, Period of Directorship, DIN, Date of Birth and Age | Other Directorships |
|--------|---|---|
| | <p>Period of Directorship: Director since February 11, 2022</p> <p>DIN: 09177619</p> <p>Date of Birth: July 26, 1959</p> <p>Age: 65 years</p> | |
| 7. | <p>Jayesh Chakravarthi</p> <p>Designation: Independent Director</p> <p>Address: Kalyani No. 615, 11th Cross Road, 6th B Main Road, Near Raggi Gudda Temple, JP Nagar, 3rd Phase, Bengaluru, 560 078, Karnataka, India</p> <p>Occupation: Consultant</p> <p>Term: Three years from January 25, 2024 until January 24, 2027</p> <p>Period of Directorship: Director since January 25, 2024</p> <p>DIN: 08345495</p> <p>Date of Birth: March 06, 1961</p> <p>Age: 63 years</p> | <p>Indian Companies</p> <p>1. Recast Technologies Private Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 8. | <p>Jayant Purushottam Gokhale</p> <p>Designation: Independent Director</p> <p>Address: 10, Ichchhapoorti, Plot No. 79, Anant Patil Road, Gokhale Road North, Opposite Shivaji Park Telephone Xchange, Dadar (West), Mumbai 400028, Maharashtra, India</p> <p>Occupation: Chartered Accountant</p> <p>Term: Three years from September 16, 2024 until September 15, 2027</p> <p>Period of Directorship: Director since September 16, 2024</p> <p>DIN: 00190075</p> <p>Date of Birth: September 9, 1956</p> <p>Age: 68 years</p> | <p>Indian Companies</p> <p>1. Franklin Templeton Trustee Services Private Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 9. | <p>Bhaskar Sharma</p> <p>Designation: Independent Director</p> <p>Address: E-2601, Oberoi Splendor, Jogeshwari Vikhroli Link Road, Opp. Majas Bus Depot, Jogeshwari (East), Mumbai – 400 060, Maharashtra, India</p> | <p>Indian Companies</p> <p>1. EBG Federation 2. Polycab India Limited</p> <p>Foreign Companies</p> |

| Sr. No | Name, Designation, Address, Occupation, Term, Period of Directorship, DIN, Date of Birth and Age | Other Directorships |
|--------|---|--|
| | <p>Occupation: Consultancy Business</p> <p>Term: Three years from September 16, 2024 until September 15, 2027</p> <p>Period of Directorship: Director since September 16, 2024</p> <p>DIN: 02871367</p> <p>Date of Birth: August 31, 1963</p> <p>Age: 61 years</p> | Nil |
| 10. | <p>Jimmy Minocher Tata</p> <p>Designation: Non-Executive Director (Non-Independent)</p> <p>Address: Sea Side, Bhulabhai Desai Road, Cumballa Hill, Mumbai 400 026, Maharashtra, India</p> <p>Occupation: Service</p> <p>Term: Period of three years with effect from July 15, 2023 until July 14, 2026, liable to retire by rotation</p> <p>Period of Directorship: Director since July 15, 2023</p> <p>DIN: 06888364</p> <p>Date of Birth: July 13, 1966</p> <p>Age: 58 years</p> | <p>Indian Companies</p> <p>1. International Asset Reconstruction Company Private Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 11. | <p>Ramesh Ganesan</p> <p>Designation: Managing Director and Chief Executive Officer</p> <p>Address: C -101, Ashok Gardens, Tokersey Jivraj Road, Swan Mill Compound, Sewree, Mumbai – 400 015, Maharashtra, India</p> <p>Occupation: Service</p> <p>Term: Five years from July 1, 2022 until June 30, 2027, not liable to retire by rotation</p> <p>Period of Directorship: Director since July 1, 2012</p> <p>DIN: 05291597</p> <p>Date of Birth: September 22, 1969</p> <p>Age: 55 years</p> | <p>Indian Companies</p> <p>Nil</p> <p>Foreign Companies</p> <p>Nil</p> |

**Arijit Basu was the Chairman and Non-Executive Director of our Company until May 31, 2023. He was appointed as Part-Time Non-Executive Chairman and Independent Director for a period of three years from May 31, 2023 until May 30, 2026.*

Brief Biographies of Directors

Arijit Basu is the Part-time Non-Executive Chairman of the Board and Independent Director of our Company. He holds a master's degree in arts from the University of Delhi and has completed the course of Certified Associate of Indian Institute of Bankers. He has an experience of more than 40 years in the field of banking and financial services and was the managing director and whole-time director of State Bank of India ("SBI"). His career with the State Bank of India group spanned 37 years from December 1983 to October 2020. He was deputed by SBI as the managing director and chief executive officer of SBI Life Insurance Company Limited from July 2014 to March 2018. After retirement from the SBI, he has been serving on the board of various companies and in advisory roles. Presently, he is an independent director on the board of Prudential plc, and Peerless Hospitex and Hospital Research Centre Limited. He is a member of the advisory board of Razorpay and a senior advisor to Ares Management Corporation. He also serves as the chairman of the academic council of the college of supervisors of the Reserve Bank of India and is a member of the insurance advisory committee of the Insurance Regulatory and Development Authority of India. He was appointed to our Board of Directors with effect from June 1, 2021, and reappointed as part-time Non-Executive Chairman and Independent Director with effect from May 31, 2023.

Venkatraman Srinivasan is an Independent Director of our Company. He holds a bachelor's degree in commerce from University of Bombay and is a fellow member of Institute of Chartered Accountants of India ("ICAI"). He has over 39 years of experience in the field of accounting. He was partner with M/s. V. Sankar Aiyar & Co., Chartered Accountants, since 1984 and retired from the firm in July 2024. He has also participated in the case-study based governance program on "Audit Committees in this New Era of Governance" at the Harvard Business School. He was appointed to our Board of Directors for a period of five years with effect from March 12, 2015, and reappointed as Independent Director with effect from March 12, 2020, for a second tenure of five years.

Smita Affinwalla is an Independent Director of our Company. She has completed her masters of management studies with a specialisation in finance from the Jamnalal Bajaj Institute of Management Studies. She has had a career of over 20 years divided between financial services and human resources. She has contributed to industry through various positions including amongst others, Senior Fellow, Human Capital, The Conference Board, USA., Member of the Industry Advisory Committee of the Indian Institute of Management, Indore, Co-chairperson of the Human Resource Committee of Indian Merchants Chamber, Member of the Governing Council of SIIESCOM and Executive Committee Member National Network for Human Resources (NHRD), Mumbai. She is the founder and Managing Director of Illuminos Consulting Private Limited, a Human Resources Consulting firm. She has in the past been employed in various roles with companies such as Tata Finance Limited, Motilal Oswal Financial Services Limited and DDI India Private Limited. She was appointed to our Board of Directors with effect from March 12, 2015 and reappointed as Independent Director with effect from March 12, 2020.

Dr. Amla Ashim Samanta is an Independent Director of our Company. She holds a masters' degree in science (biochemistry) and Doctor of Philosophy (science) from G.S. Medical College, University of Bombay. She has over 34 years of experience in the medical, banking and finance sectors. She was on the board of Directors of HDFC Bank Limited, Manappuram Finance Limited, HDFC Securities Limited., Samanta Organics Private Limited., and Ashish Rang Udyog Pvt Ltd. She is a director of Samanta Movies Private Limited., and Shakti Cine Studio Private Limited. She was appointed to our Board of Directors with effect from May 1, 2019, and reappointed as Independent Director with effect from May 1, 2024.

A.K. Viswanathan is an Independent Director of our Company. He holds a bachelors' degree in commerce from University of Madras and he is a fellow member of the Institute of Chartered Accountants of India. He has passed various professional examinations like Certified Internal Auditor (registered under The Institute of Internal Auditors), Uniform Certified Public Accountancy, Certified Information Systems Auditors (registered under Information Systems Audit & Control Association), Certified Information System Security Professional (CISSP) examination. He has over 35 years of experience in the field of finance, Information Technology Audit and cyber security. He is a retired partner of Deloitte Touche Tohmatsu India LLP ("Deloitte"). He was also associated with S.B. Billimoria & Co, Ernst and Young, Bahrain Airport Services, Metito Universal Limited, Russel Metals, and Nexdigm Private Limited. He is an Associate member of Information Systems Audit and Control Association. He is a certified coach in Marshall Goldsmith Stakeholders Center for Coaching. He was appointed to our Board of Directors with effect from July 24, 2019 and reappointed as Independent Director with effect from July 24, 2024.

Arundhati Mech is an Independent Director of our Company. She holds a masters' degree in arts (linguistic) from the Jawaharlal Nehru University, New Delhi. She has over 36 years of experience in the finance sector. She was associated with RBI and has worked in various capacities before retiring from the position of regional director. She was appointed to our Board of Directors with effect from February 11, 2022.

Jayesh Chakravarthi is an Independent Director of our Company. He holds a bachelors' degree in engineering in electronics from the Bangalore University. He has completed his master in management studies degree from the University of Bombay. He has over 30 years of experience in the field of information technology. He is a former member of Bangalore Chamber of Industry & Commerce. He has previously been associated with Wipro Limited, Sun Microsystems, Inc., MindTree Limited and Fidelity Business Services India Private Investments. He is also on board of directors for Recast Technologies Private Limited. He was appointed to our Board of Directors with effect from January 25, 2024.

Jayant Purushottam Gokhale is an Independent Director of our Company. He holds a bachelor's degree in commerce and a bachelor's degree in law from University of Bombay. He is also a fellow member of the Institute of Chartered Accountants of India. He has over 41 years of experience in the field of audit, finance, accounting and taxation. He currently is a member of the committee of the RBI for merger / amalgamation of Urban Co-op Banks. He is a founder partner of Gokhale & Sathe Chartered Accountants, Mumbai. He was appointed to our Board of Directors with effect from September 16, 2024.

Bhaskar Sharma is an Independent Director of our Company. He also holds a master's degree in science and a master's degree in management studies from the University of Bombay. He also has completed the leadership development programme from the Institut Européen d'Administration des Affaires (INSEAD). He has over 21 years of experience in the field of marketing. He has previously been held leadership positions with Unilever and Red Bull India Private Limited. He is on the board of directors of the Polycab India Limited and European Business Group (EBG). He is a member of the board of studies for courses at Narsee Monjee Institute of Management Studies, Mumbai and a partner at Social Venture Partners. He was appointed to our Board of Directors with effect from September 16, 2024.

Jimmy Minocher Tata is the Non-Executive Director (Non-Independent) of our Company. He holds a bachelor's degree in commerce from University of Bombay and master's degree in financial management from Jamnalal Bajaj Institute of Management Studies, Mumbai. He is a qualified Chartered Financial Analyst. He has over 33 years of experience in the field of banking and finance. He has been associated with our Promoter, HDFC Bank Limited since 1994. He has previously been associated with Apple Finance Limited. He was appointed to our Board of Directors with effect from July 15, 2023.

Ramesh Ganesan is the first employee associated with the Company since September 3, 2007 as Manager under the Companies Act 1956 and designated as Chief Operating Officer and currently the Managing Director and Chief Executive Officer of our Company. He holds a bachelor's degree in mechanical engineering from Annamalai University, Annamalainagar and completed his post-graduate diploma in management from Indian Institute of Management, Lucknow. He has also completed a course in international banking from the Bank of New York. He has over 32 years of experience in business development, banking, consumer finance and operations. He has in the past been associated with companies such as Countrywide Consumer Financial Services Limited and HDFC Bank Limited. He was also associated with Enam Asset Management Company Private Limited, Godrej & Boyce and Intelenet Global Services Private Limited. He was appointed as Chief Executive Officer of the Company on April 1, 2010 and then elevated to the role of Managing Director and Chief Executive Officer of the Company with effect from July 1, 2012, and further he was reappointed as Managing Director and Chief Executive Officer with effect from July 1, 2017 and July 1, 2022.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

None of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during their directorship in such companies.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters nor as Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or a fraudulent borrower issued by the RBI.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

There is no conflict of interest between the third-party service providers that are crucial for the operations of the Company and our Directors.

There is no conflict of interest between the lessor of the immovable properties that are crucial for the operations of the Company and our Directors.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director or Senior Management Personnel

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board.

Terms of appointment of our Directors

Managing Director and the Chief Executive Officer

Pursuant to the resolutions passed by our Board and Shareholders dated May 18, 2022, and June 23, 2022, respectively, Ramesh Ganesan has been re-appointed as the Managing Director and Chief Executive Officer of our Company for a period of five years, with effect July 1, 2022.

Pursuant to the aforementioned resolutions passed by the Board and the Shareholders of the Company and the resolution passed by the Board dated May 17, 2024, the terms of the appointment and the details of the remuneration payable to Ramesh Ganesan are stated below:

| Particulars | Annual amount (in ₹) |
|---|---|
| Basic Salary | ₹1,314,950 per month |
| Performance Bonus | ₹ 14,058,100 (actual bonus paid for FY '24. 70% of total bonus of ₹20,083,000 for FY'24) |
| Number of ESOPs | 261,300 Options |
| Allowances | ₹2,142,748 per month |
| Rent free furnished accommodation or house rent allowance | ₹657,480 per month |
| Leave Travel allowance | ₹30,000 per month |
| Educational allowance | ₹200 per month |
| Car for personal and official use or car allowance | ₹75,000 per month |
| Reimbursement of Telephone/ Communication expenses | At actual subject to limit of ₹ 5,000 per month |
| Perquisites | <ul style="list-style-type: none"> i. Covered under Company Hospitalisation Insurance Scheme. ii. Contribution to provident fund, superannuation and gratuity as per relevant policies/schemes/ rules of the Company. iii. Annual performance bonus as may be determined by the Board of Directors/ Nomination and Remuneration Committee of the Board in terms of the Nomination and Remuneration Policy of the Company. iv. Stock options under the employee stock option schemes as may be approved by the Nomination and Remuneration Committee of the Board. v. Reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business. |

Sitting fees and commission to Non-Executive and Independent Directors

Pursuant to a resolution of our Board dated April 16, 2024, our Non- Executive Directors are entitled to receive sitting fees of ₹ 75,000 for attending each meeting of our Board and the committees constituted of the Board respectively. In addition to statutory committees, our Company has other RBI regulatory board committees for which, sitting fees is fixed as ₹ 50,000 for attending each meeting. Further, pursuant to a resolution of our Board dated January 14, 2023 and Shareholders’ resolution passed through Postal ballot on March 26, 2023, our Independent Directors are entitled to payment of profit related commission at the rate of ₹100,000 per meeting of the Board and the committees of the Board attended with effect from April 1, 2022 up to a maximum of ₹1,500,000 per Independent Director in a Financial Year, not exceeding 1 % of the net profit of the Company for the relevant financial year, in addition to payment of sitting fees and reimbursement of out of pocket expenses, as permitted under the Companies Act and the SEBI Listing Regulations.

Remuneration to our Directors

Our Managing Director and Chief Executive Officer, Ramesh Ganesan was paid a remuneration of ₹ 79.3 million in Financial Year 2024.

The sitting fees, remuneration and profit related commission paid to our Independent Directors in Fiscal 2024 is as follows:

| Name of Directors | Sitting Fees (₹ million) | Profit Related Commission (₹ million) | Remuneration | Total Amount for Fiscal 2024 (₹ million) |
|-----------------------------|--------------------------|---------------------------------------|--------------|--|
| Venkatraman Srinivasan | 1.4 | 1.5 | Nil | 2.9 |
| Smita Affinwalla | 1.2 | 1.5 | Nil | 2.7 |
| Jayesh Chakravarthi | Nil | Nil | Nil | Nil |
| Arundhati Mech | 1.2 | 1.5 | Nil | 2.7 |
| Arijit Basu | 0.7 | Nil | 3.0 | 3.7 |
| Dr. Amla Ashim Samanta | 0.9 | 1.4 | Nil | 2.3 |
| A.K. Viswanathan | 1.4 | 1.5 | Nil | 2.9 |
| Bhaskar Sharma* | Nil | Nil | Nil | Nil |
| Jayant Purushottam Gokhale* | Nil | Nil | Nil | Nil |

* Appointed in Fiscal 2025

Remuneration paid or payable to our Directors by our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary.

Contingent or deferred compensation paid to Directors by our Company

There is no contingent or deferred compensation payable to any of our Directors which accrued for the Financial Year ended March 31, 2024.

Bonus or profit-sharing plan of our Directors

Except for Independent Directors who are entitled to payment of profit related commission pursuant to a resolution passed by the Board dated January 14, 2023, and the Shareholders’ resolution dated March 26, 2023, none of our Directors are entitled to any bonus or profit-sharing plans of our Company.

For more details on bonus or profit-sharing plan of our Independent Directors, please see “Our Management – Terms of appointment of our Directors” on page 294.

Service Contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Shareholding of our Directors in our Company

Except as disclosed under “*Capital Structure – Shareholding of our Directors*” on page 296, none of our Directors hold any Equity Shares in our Company.

Shareholding of Directors in our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary.

Interest of Directors

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

Changes in the Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Draft Red Herring Prospectus are set forth below:

| Name | Date of Appointment/ Change/ Cessation | Reason* |
|----------------------------|---|--|
| Bhaskar Sharma | September 16, 2024 | Appointment as Independent Director |
| Jayant Purushottam Gokhale | September 16, 2024 | Appointment as Independent Director |
| Jayesh Chakravarthi | January 25, 2024 | Appointment as Independent Director |
| Jimmy Minocher Tata | July 15, 2023 | Appointment as Non- Executive Director |
| Arijit Basu | May 31, 2023 | Cessation from the position of Chairman and Non-Executive Director (Non-Independent) |
| Arijit Basu | May 31, 2023 | Appointed as Part-Time Non-Executive Chairman and Independent Director |
| Arundhati Mech | February 11, 2022 | Appointment as Independent Director |

*Regularization of directors and reappointment of directors is not captured in the table above.

Borrowing Powers of our Board of Directors

Pursuant to a resolution passed by our Board in its meeting dated January 13, 2024 and our Shareholders at their meeting dated February 28, 2024, our Board is authorised to borrow any sum or sums of monies inter alia, by way of loan, facility, financial assistance, issue of partly/ fully convertible/ non-convertible debentures/ bonds (including subordinated or perpetual debentures, market linked debentures or other forms of debt instruments), issue of commercial papers, availing external commercial borrowings and all of the above can either be availed// issued in Indian rupee or any other currency as permissible under applicable law, whether secured or unsecured, any whether in India or abroad, notwithstanding that the loan, facility, financial assistance, partly/fully convertible/ non-convertible debentures/ bonds, commercial papers, external commercial borrowings so availed together with the monies already borrowed by the Company will exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium (apart from temporary loans obtained or to be obtained from the Company’s bankers in ordinary course of business) provided that the total amount so borrowed by the Company shall not at any time exceed the limit of ₹ 1,250,000 million.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act, in respect of corporate governance including composition of our Board and constitution of committees thereof.

As on the date of this Draft Red Herring Prospectus, our Board comprises of 11 Directors including one Executive Director and 10 Non-Executive Directors, out of which nine are Independent Directors (including 3 women Independent Directors).

Committees of the Board

The details of the committees of our Board are set forth below. In addition to the committees of our Board described below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

| Sr. No. | Name of Director | Committee Designation |
|---------|----------------------------|-----------------------|
| 1. | Venkatraman Srinivasan | Chairman |
| 2. | A K Viswanathan | Member |
| 3. | Smita Affinwalla | Member |
| 4. | Jimmy Minocher Tata | Member |
| 5. | Jayant Purushottam Gokhale | Member |

Further, our Company Secretary and Compliance Officer of our Company shall act as a secretary to the Audit Committee.

The Audit Committee was constituted under the Companies Act by way of resolution passed by our Board on December 4, 2007 and was last re-constituted by our Board on October 16, 2024. The terms of reference were last amended by way of resolution passed by our Board on January 13, 2024. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending the appointment, remuneration and terms of appointment of the auditors of the Company;
3. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
8. Approval or any subsequent modifications of transactions of the Company with related parties;
9. Scrutinising of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluating internal financial controls and risk management systems;
12. Monitoring the end use of funds raised through public offers and related matters.
13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems
14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussing with internal auditors on any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances

18. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Reviewing the functioning of the whistle blower mechanism;
21. Approving the appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
24. Ensuring that an information system audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company;
25. Authority to deal with or investigate into any matter in relation to the items herein or referred to it by the Board of Directors of the Company, Reserve Bank of India, Securities Exchange Board of India and recognized Stock Exchange, and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company and;
26. Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.
27. The Audit Committee shall mandatorily review the following information:
 - Management’s discussion and analysis of financial condition and results of operations;
 - statement of significant related party transactions (as defined by the Audit Committee) submitted by the management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses
 - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
 - Statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations;
 - b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

| Sr. No. | Name of Director | Committee Designation |
|----------------|-------------------------|------------------------------|
| 1. | Arundhati Mech | Chairperson |
| 2. | Dr. Amla Ashim Samanta | Member |
| 3. | Arijit Basu | Member |

The Nomination and Remuneration Committee was constituted under the Companies Act by way of resolution passed by our Board on December 4, 2007 and was last re-constituted by our Board on April 16, 2024. The terms of reference were last amended pursuant to the resolution passed by our Board dated January 13, 2024. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees. While formulating the policy, following to be ensured
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
 3. Formulating criteria for evaluation of the performance of the independent directors and the Board;
 4. Devising a policy on Board diversity;
 5. Ensuring 'fit & proper' status of the proposed and existing directors and scrutinizing the declarations received by the directors in this regard;
 6. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal
 7. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
 8. Recommend to the Board, all remuneration, in whatever form, payable to senior management;
 9. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
 10. To consider giving stock options to the employees in the form of equity shares of the Company and also consider any other compensation related issues or matter relating to the company's employees;
 11. Performing such other activities as may be delegated by the Board and/ or prescribed under the Companies Act, the Listing Regulations, the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India, any other regulatory authority.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

| Sr. No. | Name of Director | Committee Designation |
|----------------|-------------------------|------------------------------|
| 1. | Dr. Amla Ashim Samanta | Chairperson |
| 2. | Venkatraman Srinivasan | Member |
| 3. | Ramesh Ganesan | Member |

The Stakeholders Relationship Committee was constituted by way of resolution passed by our Board on April 18, 2017 and was last re-constituted by our Board on April 16, 2024. The terms of reference were amended pursuant to the resolution passed by our Board dated January 13, 2024. The scope and functions of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
5. To specifically look into various aspects of interest of shareholders, debenture holders and other security holders ; and
6. Performing such other activities as may be delegated by the Board and/ or prescribed under the Companies Act, the Listing Regulations, the RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities & Exchange Board of India, Reserve Bank of India, any other regulatory authority.

Risk Management Committee

The members of the Risk Management Committee are:

| Sr. No. | Name of Director | Committee Designation |
|----------------|-------------------------|------------------------------|
| 1. | A K Viswanathan | Chairman |
| 2. | Venkatraman Srinivasan | Member |
| 3. | Arundhati Mech | Member |
| 4. | Ramesh Ganesan | Member |
| 5. | Jimmy Minocher Tata | Member |

The Risk Management Committee was constituted by way of resolution passed by our Board on December 4, 2007 and was last re-constituted by way of resolution passed by our Board on October 14, 2023. The terms of reference were last amended pursuant to the resolution passed by our Board dated January 13, 2024. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee include the following:

1. Approving and monitoring the Company's risk management policies and procedures;
2. Framing, implementing, reviewing and monitoring the risk management plan including cyber security for the Company.
3. Evaluating the overall risks faced by the Company including liquidity risk.
4. Formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
5. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
6. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
7. Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
8. Keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
9. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

10. Approving and reviewing the Assets Classification & Expected Credit Loss policy,
11. Review IT Risk assessment of IT systems
12. Approving a framework to evaluate the risks and materiality of all existing and prospective outsourcing and the policies that apply to such arrangements;
13. Laying down appropriate approval authorities for outsourcing depending on risks and materiality;
14. Setting up suitable administrative framework of senior management for the purpose of the Master Directions;
15. Undertaking regular review of outsourcing strategies and arrangements for their continued relevance, and safety and soundness;
16. Deciding on business activities of a material nature to be outsourced, and approving such arrangements.
17. Reporting to the Board of Directors of the Company on periodical basis on the status of review of Risk Governance, and
18. Performing such other activities as may be delegated by the Board and/or prescribed under the Companies Act, the Listing Regulations, RBI Master Directions, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India including Securities and Exchange Board of India, Reserve Bank of India any other regulatory authority.”
19. Prepare enterprise-wide Risk Matrix, review & monitoring risk migration, if any.

Corporate Social Responsibility and ESG Committee

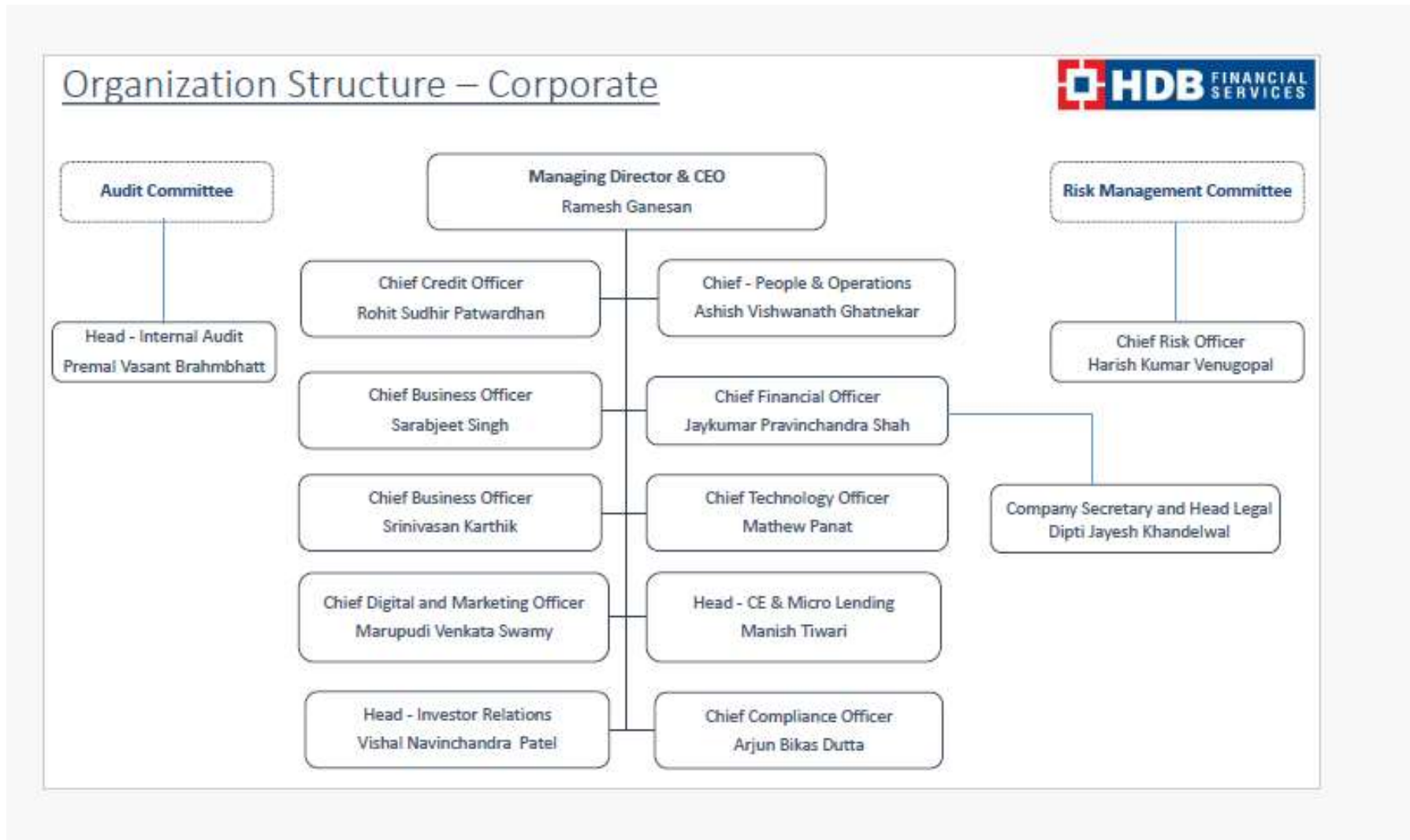
The members of the Corporate Social Responsibility and ESG Committee are:

| Sr. No. | Name of Director | Committee Designation |
|----------------|-------------------------|------------------------------|
| 1. | Dr. Amla Ashim Samanta | Chairperson |
| 2. | Smita Affinwalla | Member |
| 3. | Ramesh Ganesan | Member |
| 4. | Jayesh Chakravarthi | Member |

The Corporate Social Responsibility and ESG Committee was constituted by way of resolution passed by our Board on March 12, 2015 and was last re-constituted by our Board on April 16, 2024. The nomenclature of the Corporate Social Responsibility Committee was changed to Corporate Social Responsibility and ESG Committee by our Board on October 14, 2023. The terms of reference were last amended pursuant to the resolution passed by our Board dated April 16, 2024. The scope and functions of the Corporate Social Responsibility and ESG Committee is in accordance with Section 135 of the Companies Act. The terms of reference of the Corporate Social Responsibility and ESG Committee include the following:

- a) To formulate and recommend to the Board the Company’s Corporate Social Responsibility and ESG strategy, policy which shall include the activities to be undertaken by the company in areas and subject as specified in Schedule VII of the Companies Act, 2013 and to review and update them from time to time as the Company’s activities evolve further.
- b) To monitor the Company’s Corporate Social Responsibility and ESG policy and performance. The Corporate Social Responsibility and ESG Committee shall institute a transparent monitoring mechanism for implementation of the all activities including CSR projects & programs, undertaken by the company.
- c) Approve the CSR budget for the year.
- d) To review the CSR project/initiatives from time to time.
- e) To ensure legal and regulatory compliance for all ESG related requirements as applicable to the Company including CSR.
- f) To ensure reporting and communication to stakeholders on the Company’s ESG projects/initiatives (including CSR).
- g) To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy.
- h) Perform all such actions as may be required under the relevant laws as prescribed by the Companies Act, 2013 and rules/ regulations as prescribed by various regulators.
- i) To monitor the Company’s ESG Framework, strategy, goals and disclosures.

Management Organization Chart



Key Managerial Personnel of our Company

In addition to Ramesh Ganesan, the Managing Director and Chief Executive Officer of our Company whose details are provided in “- *Brief biographies of our Directors*” on page 292, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Jaykumar Pravinchandra Shah is the Chief Financial Officer of our Company. He has been associated with our Company since June 14, 2021. He holds a bachelor’s degree in commerce from the University of Mumbai, and is an associate of the institute of the Institute of Chartered Accountants of India. He has over 26 years of experience in the field of finance, investment management, accounting, taxation and auditing. Before his association with our Company, he has previously served with L&T Financial Services Limited, Royal Bank of Scotland, Sharp and Tannan, PricewaterhouseCoopers LLP across London, India and Singapore and N M Raiji and Co. The remuneration paid to him in Fiscal 2024 was ₹ 21.9 million.

Dipti Jayesh Khandelwal is the Company Secretary and Head Legal of our Company. She has been associated with our Company since January 11, 2017 and has been the Company Secretary of our Company with effect from January 18, 2017. She holds a bachelor’s degree in commerce and law degree from University of Mumbai and is a fellow member of the Institute of Company Secretaries of India. She has over 17 years of experience in the field of corporate secretarial, compliance, corporate governance, legal, securities law, advisory and mergers and acquisitions. She has previously served as the company secretary and compliance officer of Volkswagen Finance Private Limited and has also been associated with Aegis Limited and Pramod Shah & Associates. The remuneration paid to her by the Company in Fiscal 2024 was ₹ 6.5 million.

Senior Management Personnel of our Company

In addition to Jaykumar Pravinchandra Shah, the Chief Financial Officer of our Company and Dipti Jayesh Khandelwal, the Company Secretary and Compliance Officer of our Company, whose details are provided in “- *Key Managerial Personnel of our Company*” on page 303, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Srinivasan Karthik is the Chief Business Officer of our Company. He has been associated with our Company since November 30, 2015. He holds a bachelor’s degree in technology in electrical engineering from Indian Institute of Technology, Delhi and a post graduate diploma in management from Indian Institute of Management, Bangalore. He has over 22 years of experience in the field of operations, business development as well as corporate strategy. Before his association with our Company, he has previously served with Mphasis Limited and Serco Global Services. He has also served as an executive director with Zeus System Private Limited. The remuneration paid to him in Fiscal 2024 was ₹ 25.6 million.

Sarabjeet Singh is the Chief Business Officer of our Company managing Enterprise Lending Business. He has been associated with our Company since February 22, 2008. He holds a bachelor’s degree in science from University of Allahabad and a post graduate diploma in business management from Institute of Management Technology, Ghaziabad. He has over 29 years of experience in retail lending and insurance distribution. Before his association with our Company, he has been associated with GE Money Financial Services Limited and Gujarat Lease Financing Limited. The remuneration paid to him in Fiscal 2024 was ₹ 31.7 million.

Rohit Sudhir Patwardhan is the Chief Credit Officer of our Company. He has been associated with our Company since December 10, 2007. He holds a bachelor’s degree in computer science from Fergusson College, University of Pune and post graduate diploma in management from Symbiosis Institute of Management Studies, Pune. He has over 20 years of experience in the area of risk management, collections and collections strategy. Before his association with our Company, he has previously worked with Citi Bank Limited, GE Countrywide Financial Services Limited and Standard Charter Bank in India. The remuneration paid to him in Fiscal 2024 was ₹ 30.7 million.

Manish Tiwari is the Head- CE and Micro Lending of our Company. He has been associated with our Company since September 2, 2011. He holds a diploma in mechanical engineering from Government Polytechnic, Seoni. He has experience in the field of business operations in finance, capital engineering goods and strategy planning. He has over 26 years of experience in financial service sector. He has previously served in infrastructure financing division with Kotak Mahindra Bank and has worked with Mait Middle East and Larsen & Toubro Limited. The remuneration paid to him in Fiscal 2024 was ₹ 18.3 million.

Marupudi Venkata Swamy is the Chief Digital and Marketing Officer of our Company. He has been associated with our Company since August 1, 2008. He holds a bachelor’s degree in engineering in computer science from Bharathivasan University, Tiruchirapalli and a post graduate diploma in management from Indian Institute of Management, Calcutta. He has over 20 years of experience in the field of digital marketing, product management, marketing strategy and data protection. He has previously been associated with ICICI Bank Limited as the assistant general manager. The remuneration paid to him in Fiscal 2024 was ₹ 19.1 million.

Ashish Vishwanath Ghatnekar is the Chief – People & Operations of our Company. He has been associated with our Company since December 01, 2008. He holds a bachelor's degree in engineering in electronics and telecommunication from the University of Poona, and a honours diploma in systems management from National Institute of Information Technology, Pune. He has over 31 years of experience in the field of human resources and operation management. He has previously been associated with HDFC Bank, Datamatics Staffing Services and Fortis Financial Services. The remuneration paid to him in Fiscal 2024 was ₹ 35.4 million.

Mathew Panat is the Chief Technology Officer of our Company. He has been associated with our Company since February 1, 2021. He holds a bachelor's degree in electronic engineering from University of Mumbai and has undertaken the one year executive program in business management from Indian Institute of Management, Calcutta. He has over 30 years of experience in the field of application development, support and delivery, enterprise architecture, cyber security, and IT risk. Before his association with our Company, he has previously been associated with Tata Capital Financial Services Limited. He has also been associated with CapGemini (erstwhile Patni) Computer Systems Limited, IDFC First Bank Limited, and Oracle India Private Limited. The remuneration paid to him in Fiscal 2024 was ₹ 14.5 million.

Harish Kumar Venugopal is the Chief Risk Officer of our Company. He has been associated with our Company since February 1, 2011. He holds a bachelors' degree in arts from Delhi University and a post graduate diploma in business management from Institute of Management Technology, Ghaziabad. He has over 31 years of experience in risk management and mitigation, industry knowledge and decision making. He has previously been associated with Citibank, CitiCorp Finance India Limited, Foremost Factors Limited, RPG Itochu Finance Limited, SRF Finance Limited and Consortium Finance and Leasing Limited. The remuneration paid to him in Fiscal 2024 was ₹ 12.7 million.

Premal Vasant Brahmabhatt is the Head-Internal Audit of our Company. He has been associated with our Company since January 18, 2016. He holds a bachelor's degree in science from Maharaja Sayajirao University of Baroda and a master's degree in business administration from North Maharashtra University, Jalgaon. He is a certified internal auditor from Institute of Internal Auditors (IIA), New York and a certified fraud examiner from Association of Certified Fraud Examiners, Texas. He has over 19 years of experience in the field of auditing, compliance, risk and control, training and coaching. He has previously been associated with AEON Credit Service India Private Limited, Swadhaar Finserve Private Limited, TATA AIA Life Insurance Company Limited, ABN AMRO Asia Equities India Limited and Haribhakti & Co Chartered Accountants. The remuneration paid to him in Fiscal 2024 was ₹ 7.2 million.

Arjun Bikas Dutta is the Chief Compliance Officer of our Company. He has been associated with our Company since July 12, 2022. He holds a master's degree in commerce from Kanpur University and holds a masters of business administration from Sikkim Manipal University. He is a certified associate of the Indian Institute of Bankers (IIB) and is a certified banking compliance professional from Institute of Banking and Finance and has completed an executive certificate program in 'Financial Accounting and Auditing' from XLRI Jamshedpur. He has over 37 years of experience in the field of regulatory compliance, banking and finance. He has previously served with RBI. The remuneration paid to him in Fiscal 2024 was ₹ 9.0 million.

Vishal Navinchandra Patel is the Head – Investor Relations of our Company. He has been associated with our Company since January 2, 2015. He holds a bachelor's degree in commerce from University of Mumbai and is an associate member of the Institute of Chartered Accountants of India. He has over 15 years of experience in the field of corporate finance, business and strategic planning and investor relations. Before his association with our Company, he has previously served with Mahindra & Mahindra Limited, Standard Chartered Bank and Reliance Industries Limited. The remuneration paid to him in Fiscal 2024 was ₹ 4.6 million.

Status of Key Managerial Personnel and Senior Management Personnel

Except for Arjun Dutta, the Chief Compliance Officer of our Company, who has been appointed for a fixed term of three years basis a fixed term contract, all our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed in "Capital Structure" on page 79, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel or Senior Management Personnel is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel do not have any interests in our Company.

There is no conflict of interest between the third-party service providers that are crucial for the operations of the Company and our Key Managerial Personnel and members of Senior Management.

There is no conflict of interest between the lessor of the immovable properties that are crucial for the operations of the Company and our Key Managerial Personnel and members of Senior Management.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

Pursuant to the board resolution dated June 18, 2024 and NRC resolution dated June 17, 2024, all the Senior Management Personnel, except for Arjun Bikas Dutta, the Chief Compliance Officer of our Company, are entitled to cash Bonus to be paid out in 3 Tranches. 1st Tranche of 70 % in payroll of June 2024, 2nd Tranche of 15 % in payroll of June 2025, 3rd Tranche of 15 % in payroll of June 2026. All the Senior Management Personnel are also entitled to get long-term incentive which is to be paid in three tranches – 30% after 1 year, 30% after 2 years and 40% after 3 years.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management Personnel have been appointed as a Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers, or others.

Service Contracts with Key Managerial Personnel and Senior Management Personnel

There are no service contracts with the Key Managerial Personnel and Senior Management Personnel.

Changes in Key Managerial Personnel and Senior Management Personnel

Other than as disclosed in “-Changes in the Board in the last three years” on page 295, the changes in the Key Managerial Personnel and Senior Management Personnel in the preceding three years are as follows:

| Name | Designation | Date of Change | Reason for Change |
|-----------------------------|--------------------------|------------------|-------------------|
| Arjun Bikas Dutta | Chief Compliance Officer | February 1, 2023 | Appointment |
| Sunil Raut | Head compliance | February 1, 2023 | Role change |
| Mathew Panat | Chief Technology Officer | August 1, 2022 | Appointment |
| Sanjay Belsare | Chief Technology Officer | July 31, 2022 | Retirement |
| Jaykumar Pravinchandra Shah | Chief Financial Officer | March 11, 2022 | Appointment |
| Haren Parekh | Chief Financial Officer | March 10, 2022 | Retirement |

Payment or benefit to Key Managerial Personnel and Senior Management Personnel

No officer of our Company, including our Directors, Key Managerial Personnel and Senior Management Personnel, is entitled to any benefits upon termination of employment under any service contract entered into with our Company. Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amount or benefit has been paid or given to any of our Company’s officers except remuneration for services rendered as Directors, officer of employees of our Company. For details of the related party transactions, see “Other Financial Information” on page 386.

Employee Stock Options

For details of the ESOS 2014, ESOS 2017 and ESOS 2022, see “Capital Structure – ESOP 2014”, “Capital Structure – ESOP 2017” and “Capital Structure – ESOP 2022” on page 125, 127 and 130.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

As on the date of this Draft Red Herring Prospectus, our Promoter is HDFC Bank Limited

As on the date of this Draft Red Herring Prospectus, our Promoter holds 75,05,96,670 Equity Shares of face value of ₹10, equivalent to 94.36% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company (on a fully diluted basis). For further details, please see “*Capital Structure – History of the equity share capital held by our Promoter*” on page 120.

Corporate Promoter

1. HDFC Bank Limited

Corporate Information

HDFC Bank Limited (“**HDFC Bank**”) was incorporated on August 30, 1994, at Maharashtra under the Companies Act, 1956. The registered office of HDFC Bank is at HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, Maharashtra, India. HDFC Bank is engaged in the business of providing a range of banking and financial services including retail banking, wholesale banking and treasury operations

The equity shares and non-convertible debentures of HDFC Bank are listed on National Stock Exchange of India Limited and BSE Limited. Further American Depository Receipts of the Bank are listed on the New York Stock Exchange. Further, the Bank has issued Floating Rate Notes under Medium Term Note Programme which have been listed on India International Exchange (IFSC) Limited (“**India INX**”) and NSE IFSC Limited.

HDFC Bank has not changed its principal activities from the date of its incorporation.

Board of Directors

As on the date of this Draft Red Herring Prospectus, the board of directors of HDFC Bank comprises of:

| S. No. | Name | Designation |
|--------|--------------------------|---|
| 1. | Atanu Chakraborty | Part-time chairman and independent director |
| 2. | Keki Mistry | Non-executive (non-independent) director |
| 3. | Sashidhar Jagdishan | Managing director & chief executive officer |
| 4. | Kaizad Bharucha | Deputy managing director |
| 5. | Sandeep Parekh | Independent director |
| 6. | M. D. Ranganath | Independent director |
| 7. | Renu Karnad | Non-executive (non-independent) director |
| 8. | Dr. Sunita Maheshwari | Independent director |
| 9. | Lily Vadera | Independent director |
| 10. | Bhavesh Zaveri | Executive director |
| 11. | Dr. Harsh Kumar Bhanwala | Independent director |
| 12. | V S Rangan | Executive director |

Shareholding Pattern

The shareholding pattern of HDFC Bank Limited as of September 30, 2024 is as provided below:

| Category (I) | Category of Shareholder (II) | Number of Shareholders (III) | Number of fully paid up Equity Shares held (IV) | Number of partly paid-up Equity Shares held (V) | Number of Equity Shares underlying Depository Receipts (VI) | Total number of Equity Shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of voting rights held in each class of securities (IX) | | | Number of Equity Shares underlying outstanding convertible securities (including warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted equity share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of locked in Equity Shares (XII) | | Number of Equity Shares pledged or otherwise encumbered (XIII) | | Number of Equity Shares held in dematerialized form (XIV) | |
|--------------|--|------------------------------|---|---|---|--|---|---|--------------------|-------------------------|--|---|---|--|--|--|---|---------------|
| | | | | | | | | Number of Voting Rights | | Total as a % of (A+B+C) | | | Number (a) | As a % of total Equity Shares held (b) | Number (a) | As a % of total Equity Shares held (b) | | |
| | | | | | | | | Class e.g.: Equity Shares | Class e.g.: others | | | | | | | | | Total |
| (A) | Promoters and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0 | |
| (B) | Public | 3,921,906 | 6,602,366,890 | 0 | 0 | 6,602,366,890 | 100.00 | 6,591,179,520 | 0 | 6,591,179,520 | 100.00 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | 6,595,197,150 |
| I | Non-Promoter – Non Public | 4 | 295,894 | 0 | 1,028,115,525 | 1,028,411,419 | 0.00 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | 1,028,411,419 |
| (C1) | Equity Shares underlying depository receipts | 2 | 283,782 | 0 | 1,028,115,525 | 1,028,399,307 | 0.00 | 283,782 | 0 | 283,782 | 0.00 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | 1,028,399,307 |
| (C2) | Equity Shares held by employee trusts | 2 | 12,112 | 0 | 0 | 12,112 | 0.00 | 12,112 | 0 | 12,112 | 0.00 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | 12,112 |
| | Total | 3,921,910 | 6,602,662,784 | 0 | 1,028,115,525 | 7,630,778,309 | 100.00 | 6,591,475,414 | 0 | 6,591,475,414 | 100.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 7,623,608,569 |

Details of change in control of HDFC Bank Limited

The board of directors of HDFC Bank Limited at its meeting held on April 4, 2022, had approved a composite scheme of amalgamation (the “**Scheme**”) for the amalgamation of: (i) erstwhile HDFC Investments Limited and erstwhile HDFC Holdings Limited, each a subsidiary of erstwhile Housing Development Finance Corporation Limited (“**e-HDFC Limited**”), with and into e-HDFC Limited, and (ii) e-HDFC Limited with and into HDFC Bank Limited (the “**Amalgamation**”), which received all the required approvals from the relevant authorities under applicable law and became effective from July 1, 2023. Prior to the amalgamation under the Scheme, HDFC Investments Limited, HDFC Holdings Limited and e-HDFC Limited, were the promoters of HDFC Bank.

Pursuant to the Scheme, e-HDFC Limited was dissolved without being wound-up and consequently, HDFC Bank Limited has no promoter. There has been no change in the control of the Bank in the three immediately preceding years other than as mentioned above.

Promoters of HDFC Bank Limited

HDFC Bank Limited does not have any identifiable promoter.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where HDFC Bank Limited is registered, shall be submitted to the BSE and NSE at the time of filing this Draft Red Herring Prospectus.

Interest of our Promoter

Our Promoter is interested in our Company to the extent of their shareholding in our Company, promotion of our Company and the dividend payable, if any, and any other distributions in respect of the Equity Shares held by it in our Company. HDFC Bank Limited is not involved in the day-to-day management or the affairs of the Company and does not exercise any control over the Company. For details of the Promoter’s shareholding in our Company, see “*Capital Structure – History of the equity share capital held by our Promoter*” on page 120. Further, two of the entities forming a part of our Promoter Group, HDFC Sales Private Limited which is engaged in providing BPO services and HDFC Securities Limited which is a registered corporate agent, are in the same line of business as our Company.

Additionally, our Promoter may be interested in transactions entered into by our Company with other entities (i) in which our Promoter hold shares; or (ii) controlled by our Promoter. Further, our Promoter is also interested to the extent of loans given to our Company. For further details of interest of our Promoter in our Company, see “*Other Financial Information* on page 386.

Our Promoter does not have interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except for our Promoter being the owner of the corporate logo used by our Company, our Promoter is not interested in the intellectual property of our Company. For further details, see “*History and Certain Corporate Affairs - Shareholders’ agreements and other material agreements - Trademark license agreement dated December 19, 2023 entered amongst our Company and our Promoter HDFC Bank Limited (the holding company of our Company) for the use of the corporate logo.*”, “*Our Business – Intellectual Property*” and “*Risk Factors - We rely on a trademark licence agreement with our Promoter, HDFC Bank, to use the HDFC Bank logo. Any termination of our rights to use the HDFC Bank logo or any reputational harm to the HDFC Bank brand could materially and adversely affect our brand recognition, business, financial condition and results of operations*” on pages 286, 261 and 32.

No sum has been paid or agreed to be paid to our Promoter or to the firms or companies in which our Promoter is interested as member in cash or shares or otherwise by any person, either to induce it to become or to qualify it, as director or promoter or otherwise for services rendered by our Promoter or by such firms or companies in connection with the promotion or formation of our Company.

Payment of benefit to our Promoter or Promoter Group

Except in the ordinary course of business and as disclosed in “*Other Financial Information*” and “*Restated Consolidated Financial Information*” on pages 386 and 325, respectively, no amount or benefit has been paid or given to our Promoter or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or any of the members of the Promoter Group other than in the ordinary course of business.

Material guarantees given by our Promoter

Our Promoter have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Companies and firms with which our Promoter have disassociated in the last three years

Except as detailed below, our Promoter has not disassociated from any firm or company in the three immediately preceding years:

| Name of company or firm from which Promoter has disassociated | Reasons for and circumstances leading to disassociation | Date of disassociation |
|---|---|------------------------|
| Housing Development Finance Corporation Limited | <p>The board of directors of HDFC Bank at its meeting held on April 4, 2022, had approved a composite scheme of amalgamation (the “Scheme”) for the amalgamation of: (i) erstwhile HDFC Investments Limited and erstwhile HDFC Holdings Limited, each a subsidiary of erstwhile Housing Development Finance Corporation Limited (“e-HDFC Limited”), with and into e-HDFC Limited, and (ii) e-HDFC Limited with and into HDFC Bank Limited (the “Amalgamation”). The Scheme received all the required approvals from the relevant authorities under applicable law and became effective from July 1, 2023. Prior to the amalgamation pursuant to the Scheme, HDFC Investments Limited, HDFC Holdings Limited and e-HDFC Limited, were the promoters of HDFC Bank Limited.</p> <p>Pursuant to the Scheme, e-HDFC Limited was dissolved without being wound-up and consequently, HDFC Bank Limited has no promoter.</p> | July 1, 2023 |
| HDFC Investments Limited | | |
| HDFC Holdings Limited | | |
| HDFC Property Ventures Limited and | <p>Erstwhile Housing Development Finance Corporation Limited (“e-HDFC Limited”) sold 10,00,000 equity shares of ₹ 10 each of HDFC Property Ventures Limited (HPVL) and 5,00,000 equity shares of Rs. 10 each of HDFC Venture Capital Limited (HVCL) to Vividh Distributors Private Limited and its nominees, for a consideration amount of ₹ 12.0 million and ₹ 3.0 million respectively on June 21, 2023, being the entire share capital of the said entities. Accordingly, HPVL and HVCL have ceased to be subsidiaries of the e-HDFC Limited.</p> | June 21, 2023 |
| HDFC Venture Capital Limited | | |
| Savoir Trustee Limited (earlier known as HDFC Ventures Trustee Company Limited) | <p>Erstwhile Housing Development Finance Corporation Limited (“e-HDFC Limited”) sold 50,000 equity shares of ₹ 10 each of Savoir Trustee Limited (STL) (then known as HDFC Ventures Trustee Company Limited), to Mr. Nitipalsingh Gajendrasingh</p> | June 22, 2023 |

| Name of company or firm from which Promoter has disassociated | Reasons for and circumstances leading to disassociation | Date of disassociation |
|---|--|------------------------|
| | Sisodiya and Mrs. Vidhi Praveen Jain and their nominees, for a consideration of ₹ 0.8 million on June 22, 2023 being the entire share capital of the said entity. Accordingly, STL ceased to be a subsidiary of e-HDFC Limited. | |
| Credila Financial Services Limited (formerly HDFC Credila Financial Services Limited) | Pursuant to the abovementioned Amalgamation and conditions as stipulated by the RBI, e-HDFC Limited (since amalgamated with and into HDFC Bank) and HDFC Bank (being the successor entity of e-HDFC Limited) had executed definitive documents for sale of approximately 90% of total issued and paid-up share capital of Credila Financial Services Limited's ("Credila") to (a) Kopvoorn B.V., (b) Moss Investments Limited, (c) Defati Investments Holding B.V., and (d) Infinity Partners ((a),(b),(c) and (d) are hereinafter collectively referred as "Acquirers"). Subsequently, HDFC Bank sold 90.01% equity stake of Credila to the Acquirers and consequently Credila ceased to be the subsidiary of the Bank. As on March 31, 2024, HDFC Bank holds aggregating to 9.99% of total issued and paid-up share capital of Credila, which is in compliance with the conditions as stipulated by the RBI vide its letter dated April 20, 2023 read with the letter dated June 27, 2023. | March 19, 2024 |
| HDFC Education and Development Services Private Limited ("HDFC Edu") | HDFC Bank Limited sold 18,20,00,000 equity shares of face value of ₹ 10 each of HDFC Edu, corresponding to 91% of its paid-up share capital to Vama Sundari Investments (Delhi) Pvt. Ltd., ("Vama Sundari"). Accordingly, HDFC Edu has ceased to be a subsidiary of HDFC Bank Bank with effect from October 18, 2024. | October 18, 2024 |

Change of Control.

There has been no change in the control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus.

Other confirmations

Our Promoter has not been declared as Wilful Defaulter or Fraudulent Borrower.

Except for: (i) Social Worth Technologies Private Limited Crother Pune, with which our Promoter, HDFC Bank Limited, has had related party transactions, and Lenra Ai Private Limited Crsother Pune, where our Promoter, HDFC Bank Limited, holds 209,394 equity shares (1.98% of equity shares); and (ii) members of our Promoter Group being subsidiaries of our Promoter, HDFC Bank Limited (one of the third party service providers crucial for the operations of our Company), there is no conflict of interest between the third-party service providers that are crucial for the operations of the Company and our Promoters or the members of our Promoter Group.

There is no conflict of interest between the lessor of the immovable properties that are crucial for the operations of the Company and our Promoters or the members of our Promoter Group. Further, there are no conflicts of interest between the suppliers of raw materials crucial for operations of our Company and our Promoter.

Promoter Group

Apart from our Promoter, the following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

- I. *Entities forming part of the Promoter Group*
 1. HDFC Life Insurance Company Limited
 2. HDFC Asset Management Company Limited
 3. HDFC ERGO General Insurance Company Limited
 4. HDFC Trustee Company Limited
 5. HDFC Securities Limited
 6. HDFC Sales Private Limited
 7. Griha Investments
 8. Griha Pte Limited
 9. HDFC Capital Advisors Limited
 10. HDFC AMC International (IFSC) Limited
 11. HDFC Pension Management Company Limited
 12. HDFC International Life and Re Company Limited
 13. HDFC Securities IFSC Limited

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval in the Annual General Meeting, at their discretion, subject to compliance with the provisions of the Companies Act, including the rules made thereunder and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act. The dividend distribution policy of our Company was approved and adopted by our Board on April 18, 2017 and has been amended from time to time. The dividend distribution policy was last amended and approved by our Board on April 16, 2024.

The declaration and payment of dividend, if any, will depend on a number of internal and external factors. The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, if any, in the future, and there is no guarantee that any dividends will be declared or paid in the future. Pursuant to the notification dated June 24, 2021 issued by the RBI, the declaration of dividend of our Company shall *inter alia* be dependent on the supervisory findings of the RBI in relation to non-performing assets of our Company, along with the capital adequacy requirements and the maximum dividend payout ratio prescribed under applicable laws. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include business cycles, economic environment, both domestic and global, government and regulatory provisions, including taxation, inflation rates and cost of raising funds from alternate sources.

There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see “*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, capital expenditures and restrictive covenants of our financing arrangements and compliance with applicable law*” on page 52.

Details of dividends distributed on the Equity Shares are as follows:

| Particulars | From October 1, 2024 up till the date of the DRHP | Six months period ended September 30, 2024 | Financial Year ended March 31, 2024 | Financial Year ended March 31, 2023 | Financial Year ended March 31, 2022 |
|--|---|--|--|--|-------------------------------------|
| No. of Equity Shares bearing face value of ₹10 | 79,39,63,540 (Interim) | - | 791,651,067 (Interim) 793,074,566 (Final) | 791,166,519 (Interim) 791,399,083 (Final) | 790,440,031 (Final) |
| Face value of Equity Shares** | 10 | 10 | 10 | 10 | 10 |
| Interim Dividend*** | 1,587.9 | - | 1,583.3 | 712.0 | - |
| Final Dividend*** | - | - | 793.1 | 870.5 | 790.4 |
| Total Dividend*** | 1,587.9 | - | 2,376.4 | 1,582.5 | 790.4 |
| Dividend per share* | 2/- (Interim) | - | 1/- (Final) 2/- (Interim) | 1.10/- (Final) 0.90/- (Interim) | 1/- (Final) |
| Dividend Rate (%) | 20% (Interim) | - | 10% (Final) 20% (Interim) | 11% (Final) 9% (Interim) | 10% (Final) |
| Mode of payment of dividend | Online and demand draft | - | Online & Demand Draft | Online & Demand Draft | Online & Demand Draft |
| Tax Deducted at Source*** | 157.8 | - | 236.0 | 157.1 | 78.3 |
| Unclaimed dividend | 158.4 | 0.4 | 0.4 | 0.1 | - |

* in ₹.

** ₹ per equity share.

*** in ₹ million.

SELECTED STATISTICAL INFORMATION

The following information should be read together with our Restated Consolidated Financial Information, including the notes thereto, as well as the sections “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” appearing elsewhere in this Draft Red Herring Prospectus.

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of financial services businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results. However, note that these non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other financial services companies. For further information, see “Risk Factors – We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial condition. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies” on page 53.

Financial Metrics

₹ million, except percentages and values per share

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| AUM ¹ | 990,756.8 | 778,888.7 | 902,347.3 | 700,837.9 | 614,441.1 |
| AUM Growth (%) ² | 27.20% | 23.26% | 28.75% | 14.06% | (0.19%) |
| Total Gross Loans ³ | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Total Gross Loans Growth y-o-y (%) ⁴ | 26.67% | - | 28.83% | 14.19% | 0.00% |
| Average Gross Loans ⁵ | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |
| Secured Loans as a % of Total Gross Loans ⁶ | 71.08% | 71.89% | 71.34% | 72.87% | 73.58% |
| Total Assets ⁷ | 1,019,603.5 | 784,638.3 | 925,565.1 | 700,503.9 | 620,259.4 |
| Total Equity ⁸ | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Total Borrowings ⁹ | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Average Borrowings ¹⁰ | 785,058.9 | 583,784.6 | 645,979.9 | 519,192.0 | 496,659.2 |
| Total Income (Lending Business) ¹¹ | 72,826.0 | 57,272.5 | 122,215.7 | 97,689.5 | 89,428.8 |
| Interest Income (Lending Business) ¹² | 66,956.2 | 52,438.5 | 111,567.2 | 89,277.8 | 83,629.7 |
| Finance Cost (Lending Business) ¹³ | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Net Interest Income (Lending Business) ¹⁴ | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Other Financial Charges (Lending Business) ¹⁵ | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| Net Total Income (Lending Business) ¹⁶ | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |
| Operating Expenses (Lending Business) ¹⁷ | 17,990.3 | 14,737.7 | 31,428.1 | 24,399.3 | 19,387.8 |

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Credit Cost (Lending Business) ¹⁸ | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Profit before Tax (Lending Business) ¹⁹ | 15,452.1 | 14,788.4 | 31,470.5 | 24,867.0 | 12,128.7 |
| Profit before Tax (Company level) ¹⁹ | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| Total Tax Expense ²⁰ | 4,101.0 | 3,995.3 | 8,438.3 | 6,680.5 | 3,361.6 |
| Profit after Tax ²¹ | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Average Yield % ²² | 14.18% | 14.18% | 13.92% | 13.59% | 13.64% |
| Average Cost of Borrowings % ²³ | 7.88% | 7.65% | 7.53% | 6.76% | 6.70% |
| Net Interest Margin ²⁴ | 7.63% | 8.15% | 7.85% | 8.25% | 8.21% |
| Net Total Income as a percentage of Average Gross Loans ²⁵ | 8.87% | 9.45% | 9.18% | 9.53% | 9.16% |
| Operating Expenses as a percentage of Average Gross Loans ²⁶ | 3.81% | 3.99% | 3.92% | 3.71% | 3.16% |
| Operating Expenses as a percentage of Net Total Income ²⁷ | 42.96% | 42.16% | 42.72% | 39.00% | 34.51% |
| Impairment of Financial Instruments as a percentage of Average Gross Loans ²⁸ | 1.79% | 1.47% | 1.33% | 2.03% | 4.02% |
| Total Tax Expense as a percentage of Profit before Tax (Company-level) ²⁹ | 25.91% | 25.49% | 25.53% | 25.43% | 24.95% |
| Gross NPA ³⁰ | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Gross NPA (%) ³¹ | 2.10% | 2.38% | 1.90% | 2.73% | 4.99% |
| Net NPA ³² | 8,148.4 | 5,960.0 | 5,679.9 | 6,682.5 | 14,029.5 |
| Net NPA (%) ³³ | 0.83% | 0.77% | 0.63% | 0.95% | 2.29% |
| Provision Coverage Ratio (%) ³⁴ | 60.69% | 67.83% | 66.82% | 65.10% | 54.13% |
| Basic Earnings Per Equity Share ³⁵ (In Rs) | 14.78** | 14.75** | 31.08 | 24.78 | 12.81 |
| Diluted Earnings Per Equity Share ³⁶ (In Rs) | 14.77** | 14.75** | 31.04 | 24.76 | 12.80 |
| Book Value Per Share ³⁷ (In Rs) | 187.4 | 158.2 | 173.3 | 144.7 | 120.7 |

Notes:

Unless otherwise indicated, the financial metrics are calculated at the Company level. Ratios for the six-month periods ended September 30, 2024 and 2023 are annualised, unless otherwise indicated.

** denotes ratios for the six-month periods ended September 30, 2024 and 2023 that are not annualised.

- 1 Assets under management ("AUM") is the aggregate of Total Gross Loans and assigned loan assets, which represents the aggregate amount of off-book loan assets that have been transferred by our Company by way of assignment as at the last day of the specified period.
- 2 Percentage growth in AUM as at the last day of the specified period over AUM as at the last day of the preceding comparable period.
- 3 Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period.
- 4 Percentage growth in Total Gross Loans as at the last day of the specified period over the Total Gross Loans as at the last day of the immediately preceding comparable period.

- 5 Simple average of Total Gross Loans as at the last day of the specified period and Total Gross Loans as at the last day of the preceding comparable period.
- 6 Percentage of Total Gross Loans secured by tangible assets as a percentage of Total Gross Loans as at the last day of the specified period.
- 7 Sum of total financial assets and total non-financial assets as at the last day of the specified period.
- 8 Total Equity is equal to paid up equity share capital plus other equity.
- 9 Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period.
- 10 Simple average of Total Borrowings as at the last day of the specified period and Total Borrowings as at the last day of the preceding comparable period.
- 11 Sum of total revenue from operations and other income for the specified period for our lending business.
- 12 Total of income received from interest bearing assets for the specified period for our lending business.
- 13 Total finance costs for the specified period for our lending business.
- 14 Interest Income for the specified period reduced by finance cost for the specified period.
- 15 Other Financial Charges: Includes fees received in our lending business for the specified period.
- 16 Net Total Income is calculated as total revenue from operations excluding revenue from sale of services as reduced by finance cost during the specified period.
- 17 Sum of employee benefit expense, depreciation and amortisation and other expenses for the specified period for our lending business.
- 18 Amount of impairment of financial instruments recognised during the specified period.
- 19 Net total income reduced by operating expenses and Impairment of Financial Instruments for the specified period for our lending business and at the Company level, respectively.
- 20 Sum of current tax and deferred tax expenses for the specified period.
- 21 Profit before tax as reduced by total tax expenses for the specified period.
- 22 Average interest rate on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of Total Gross Loans (Average of Opening and Closing total gross loans during the specified period).
- 23 Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated as average of opening and closing total borrowings during the specified period).
- 24 Ratio of Net Interest Income to the Average Total Gross Loans during the specified period.
- 25 Ratio of Net Total Income to Average Gross Loans for the specified period.
- 26 Ratio of Operating Expenses to Average Total Gross Loans for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments.
- 27 Ratio of Operating Expenses to Net Total Income for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments.
- 28 Ratio of Impairment of Financial Instruments to Average Gross Loans for the specified period.
- 29 Ratio of Total Tax Expense to Profit before Tax for the specified period.
- 30 Gross Stage 3 Loans are loan assets which are 90 days past due on its contractual payments before considering impairment allowances as at the last day of the specified period.
- 31 Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period.
- 32 Net carrying amount of stage 3 loans which is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of the specified period.
- 33 Ratio of Net NPA to gross carrying value of Total Gross Loans as at the last day of the specified period. Net NPA is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of specified period.
- 34 Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of the specified period.
- 35 Basic earnings per equity share ("EPS") have been calculated by dividing the Profit after Tax attributable to equity shareholders by weighted average number of equity shares outstanding during the specified period.
- 36 Calculated by dividing the Profit after Tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the specified 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 of the Company.
- 37 Calculated by dividing outstanding equity share capital and other equity of the company to total number of outstanding shares as at the last day of the specified period.

Return on Equity and Assets

| | As at or for the six-month ended | | As at or for the year ended | | |
|---|----------------------------------|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Profit After Tax to Average Total Assets (ROA) % ^{1,3} | 2.41% | 3.15% | 3.03% | 2.97% | 1.62% |
| Profit After Tax to Average Equity (ROAE) % ^{2,3} | 16.39% | 19.49% | 19.55% | 18.68% | 11.25% |

Notes:

- 1 Ratio of Profit after Tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period.
- 2 Ratio of Profit after Tax to Average Equity for the specified period. Average Equity represents the simple average of Total Equity, which is aggregate of Equity Share Capital and Other Equity as at the last day of the specified period and total equity of the last day of the preceding comparable period.
- 3 Annualised for the six-month ended September 30, 2024 and September 30, 2023

Asset Quality

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Gross Stage 1 loans (A) | 944,830.6 | 745,358.4 | 872,181.7 | 667,930.2 | 561,421.8 |
| Gross Stage 2 loans (B) | 20,684.4 | 14,683.6 | 12,879.4 | 13,228.3 | 21,253.8 |
| Gross Stage 1 and 2 loans (C=A+B) | 965,515.0 | 760,042.0 | 885,061.1 | 681,158.5 | 582,675.6 |
| Impairment loss allowance on Stage 1 loans (D) | 16,313.0 | 19,817.5 | 19,743.9 | 20,289.3 | 19,968.1 |
| Impairment loss allowance on Stage 2 loans (E) | 5,349.5 | 3,718.0 | 3,784.5 | 3,725.0 | 5,112.5 |
| Impairment loss allowance on Stage 1 and 2 loans (F=D+E) | 21,662.5 | 23,535.5 | 23,528.4 | 24,014.3 | 25,080.6 |
| Net Stage 1 and 2 loans (G=C-F) | 943,852.5 | 736,506.5 | 861,532.7 | 657,144.2 | 557,595.0 |
| Coverage Ratio on Stage 1 and 2 loans (H=F/C) | 2.24% | 3.10% | 2.66% | 3.53% | 4.30% |
| Gross Stage 3 loans (I) | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Impairment loss allowance on Stage 3 loans (J) | 12,578.8 | 12,564.3 | 11,438.3 | 12,466.0 | 16,558.1 |
| Net Stage 3 loans (K=I-J) | 8,148.4 | 5,960.1 | 5,679.9 | 6,682.5 | 14,029.5 |
| GNPA Ratio [L=I/(C+I)] | 2.10% | 2.38% | 1.90% | 2.73% | 4.99% |
| NNPA Ratio [M=K/(C+I)] | 0.83% | 0.77% | 0.63% | 0.95% | 2.29% |
| Provision Coverage Ratio (PCR) (N=J/I) | 60.69% | 67.83% | 66.82% | 65.10% | 54.13% |

Capital to Risk (Weighted) Assets Ratio (“CRAR”)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|-------------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Tier I Capital (A) ¹ | 150,272.9 | 120,358.4 | 134,128.0 | 109,943.4 | 90,102.1 |
| Tier II Capital (B) ² | 47,843.9 | 28,457.6 | 48,683.3 | 28,640.8 | 29,603.2 |
| Total Capital (C=A+B) | 198,116.8 | 148,816.0 | 182,811.3 | 138,584.2 | 119,705.3 |
| Total Risk Weighted Assets (D) | 1,026,469.4 | 766,113.1 | 949,820.3 | 691,061.5 | 592,090.9 |
| CRAR (%) (E= C/D) | 19.30% | 19.42% | 19.25% | 20.05% | 20.22% |
| CRAR – Tier I capital (%) (F= A/D) | 14.64% | 15.71% | 14.12% | 15.91% | 15.22% |
| CRAR – Tier II capital (%) (G= B/D) | 4.66% | 3.71% | 5.13% | 4.14% | 5.00% |
| Debt to Equity Ratio ³ | 5.93 | 5.41 | 5.81 | 5.26 | 5.77 |
| Net Worth ⁴ | 139,357.8 | 114,440.1 | 128,027.6 | 104,360.9 | 84,885.6 |

Notes:

1 Tier I capital computed basis the method provided by the regulator as at the last day of the specified period.

2 Tier II capital computed basis the method provided by the regulator as at the last day of the specified period.

3 Debt to Equity: Ratio of Total Borrowings to Net Worth as at the last day of the specified period.

4 Net Worth is equal to paid-up equity share capital plus other equity less deferred tax asset (net) as at the last day of the specified period.

Details of Total Outstanding Borrowings

₹ million, except percentages

| | Six-month period ended | | | | Financial Year ended | | | | | |
|---|------------------------|---------|--------------------|---------|----------------------|---------|----------------|---------|----------------|---------|
| | September 30, 2024 | | September 30, 2023 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % Mix | Amount | % Mix | Amount | % Mix | Amount | % Mix | Amount | % Mix |
| Term loans and WCDL | 289,027.2 | 34.96% | 233,315.5 | 37.70% | 316,610.3 | 42.59% | 219,680.0 | 40.04% | 142,914.5 | 29.18% |
| NCD/MLD | 384,769.7 | 46.54% | 325,566.6 | 52.60% | 336,999.6 | 45.34% | 270,964.1 | 49.39% | 253,323.1 | 51.73% |
| ECB | 83,390.1 | 10.09% | 0.0 | 0.00% | 20,851.3 | 2.81% | 18,889.4 | 3.44% | 40,046.3 | 8.18% |
| Subordinated debt | 44,584.5 | 5.39% | 28,950.6 | 4.68% | 46,576.5 | 6.27% | 28,944.6 | 5.28% | 34,929.4 | 7.13% |
| Perpetual debts | 14,877.9 | 1.80% | 6,469.0 | 1.05% | 9,905.2 | 1.33% | 6,466.4 | 1.18% | 6,461.1 | 1.32% |
| Commercial paper | 10,161.6 | 1.23% | 22,750.7 | 3.68% | 11,511.6 | 1.55% | 0.0 | 0.00% | 0.0 | 0.00% |
| Borrowing under Securitization | 0.0 | 0.00% | 1,863.6 | 0.30% | 852.2 | 0.11% | 3,708.6 | 0.68% | 12,056.4 | 2.46% |
| Total Outstanding Borrowing | 826,811.0 | 100.00% | 618,916.0 | 100.00% | 743,306.7 | 100.00% | 548,653.1 | 100.00% | 489,730.8 | 100.00% |
| Average Cost of Borrowings ¹ | 7.88% | | 7.65% | | 7.53% | | 6.76% | | 6.70% | |

Notes:

1 Ratio of the Finance Cost to Average Borrowings for the specified period. Average Cost of Borrowings for the six-month periods ended September 30, 2024 and 2023 are annualised.

Statement of Structural Liquidity as on September 30, 2024 on Behavioral Basis

₹ million, except percentages

| | A | B | C | D | E | F | G | H | I | J | K | |
|--|-------------|-------------------|---------------------------|----------------------------|---------------------------|------------------------------|----------------------------|---------------------------|---------------------------|----------------------------|--------------|-----------|
| | 1 to 7 days | 8 Days to 14 days | Over 14 days to one month | Over one month to 2 months | Over 2 months to 3 months | Over 3 Months up to 6 months | Over 6 Months up to 1 year | Over 1 year up to 2 years | Over 2 year up to 3 years | Over 3 years up to 5 years | Over 5 years | Total |
| I. Outflows | | | | | | | | | | | | |
| Capital | - | - | - | - | - | - | - | - | - | - | 7,939.6 | 7,939.6 |
| Reserves & surplus | - | - | - | - | - | - | - | - | - | - | 140,853.7 | 140,853.7 |
| Commercial Paper | 7,250.0 | - | - | - | - | 3,000.0 | - | - | - | - | - | 10,250.0 |
| Overdrawn Balances in Banks (Cheque issued but | 6,619.6 | - | - | - | - | - | - | - | - | - | - | 6,619.6 |

| | A | B | C | D | E | F | G | H | I | J | K | |
|--|-------------|-------------------|---------------------------|----------------------------|---------------------------|------------------------------|----------------------------|---------------------------|---------------------------|----------------------------|--------------|-------------|
| | 1 to 7 days | 8 Days to 14 days | Over 14 days to one month | Over one month to 2 months | Over 2 months to 3 months | Over 3 Months up to 6 months | Over 6 Months up to 1 year | Over 1 year up to 2 years | Over 2 year up to 3 years | Over 3 years up to 5 years | Over 5 years | Total |
| not cleared) | | | | | | | | | | | | |
| Term Loans from Banks / NBFC | - | 7,083.3 | 3,988.1 | 21,552.7 | 16,491.6 | 24,224.7 | 62,301.1 | 78,730.3 | 42,488.7 | 32,166.7 | - | 289,027.2 |
| NCD, ECB, Sub Debt & Perpetual Debts/ securitization | - | - | 14,300.0 | 15,750.0 | - | 33,750.0 | 93,980.0 | 139,435.0 | 154,037.5 | 44,416.8 | 34,565.0 | 530,234.3 |
| Sundry creditors & Trade Payables | 781.3 | 211.4 | 791.9 | 359.1 | 172.2 | 124.4 | 848.2 | 668.2 | 28.9 | - | - | 3,985.6 |
| Expenses payable | 253.9 | - | 3,510.9 | - | - | - | 189.2 | - | - | - | - | 3,954.0 |
| Interest payable on bonds/ deposits | 515.5 | 174.0 | 917.1 | 2,915.4 | 2,501.0 | 4,634.4 | 5,830.6 | 1,782.4 | - | - | - | 19,270.3 |
| Provisions & ECL | 0.4 | - | 898.1 | 2,946.1 | - | 1,205.3 | - | - | - | 31,914.2 | 2,723.1 | 39,687.3 |
| Others ² | 116.8 | - | 90.6 | 207.4 | 199.7 | 3,765.2 | 4,740.0 | 7,529.6 | 89,972.6 | 28.8 | 3,796.5 | 110,447.2 |
| Lines of credit committed to other institutions ⁴ | 3,899.3 | - | - | - | 22,150.0 | 2,876.1 | 8,755.7 | 11,518.3 | 11,181.8 | 16,760.0 | 1,950.0 | 79,091.1 |
| | | | | | | | | | | | | |
| A. Total outflows | 19,436.8 | 7,468.7 | 24,496.7 | 43,730.6 | 41,514.4 | 73,580.0 | 176,644.7 | 239,663.9 | 297,709.5 | 125,286.6 | 191,827.9 | 1,241,359.8 |
| B. Cumulative outflows | 19,436.8 | 26,905.5 | 51,402.2 | 95,132.8 | 136,647.2 | 210,227.3 | 386,872.0 | 626,535.9 | 924,245.3 | 1,049,531.9 | 1,241,359.8 | |
| | | | | | | | | | | | | |
| II. Inflows | | | | | | | | | | | | |
| Cash | 277.6 | - | - | - | - | - | - | - | - | - | - | 277.6 |
| Balances with banks | 9,180.6 | - | - | - | - | - | - | - | - | - | - | 9,180.6 |
| Deposit / short-term deposits | 2,002.8 | 6,000.0 | 8,000.2 | 0.4 | - | 0.9 | 21.2 | - | - | - | - | 16,025.5 |
| Investments ³ | 20,446.8 | - | - | - | - | - | - | - | - | 174.3 | 23.0 | 20,644.1 |
| Advances (performing) ¹ | 34,605.1 | 4,696.2 | 4,872.6 | 36,966.4 | 36,584.7 | 95,190.3 | 155,955.1 | 221,209.4 | 144,045.0 | 121,499.7 | 109,890.5 | 965,515.0 |
| Non-performing loans | - | - | - | - | - | - | - | - | - | 15,744.0 | 4,983.1 | 20,727.1 |
| Fixed assets (excluding assets on lease) | - | - | - | - | - | - | - | - | - | - | 2,049.2 | 2,049.2 |
| Intangible assets & other non- | - | - | - | - | - | - | - | - | - | 215.1 | - | 215.1 |

| | A | B | C | D | E | F | G | H | I | J | K | |
|---|-------------|-------------------|---------------------------|----------------------------|---------------------------|------------------------------|----------------------------|---------------------------|---------------------------|----------------------------|--------------|-------------|
| | 1 to 7 days | 8 Days to 14 days | Over 14 days to one month | Over one month to 2 months | Over 2 months to 3 months | Over 3 Months up to 6 months | Over 6 Months up to 1 year | Over 1 year up to 2 years | Over 2 year up to 3 years | Over 3 years up to 5 years | Over 5 years | Total |
| cash flow items | | | | | | | | | | | | |
| Others ² | 122.6 | 4.3 | 1,213.1 | 1,769.4 | 199.7 | 4,803.9 | 5,967.2 | 8,066.4 | 91,444.7 | 13,392.9 | 650.4 | 127,634.6 |
| Lines of credit committed by other institutions ⁴ | 75,191.8 | - | - | - | 171.2 | 432.2 | 473.9 | 884.0 | 998.3 | 718.0 | 221.6 | 79,091.1 |
| | | | | | | | | | | | | |
| C. Total inflows | 141,827.3 | 10,700.5 | 14,085.9 | 38,736.2 | 36,955.5 | 100,427.3 | 162,417.4 | 230,159.8 | 236,488.0 | 151,744.0 | 117,817.9 | 1,241,359.8 |
| Cumulative inflows | 141,827.3 | 152,527.8 | 166,613.8 | 205,349.9 | 242,305.5 | 342,732.7 | 505,150.1 | 735,309.9 | 971,797.9 | 1,123,542.0 | 1,241,359.8 | |
| D. Mismatch (C - A) | 122,390.5 | 3,231.8 | (10,410.7) | (4,994.5) | (4,558.9) | 26,847.2 | (14,227.3) | (9,504.1) | (61,221.4) | 26,457.5 | (74,010.1) | |
| E. Mismatch as % to outflows (D as % to A) | 629.68% | 43.27% | (42.50%) | (11.42%) | (10.98%) | 36.49% | (8.05%) | (3.97%) | (20.56%) | 21.12% | (38.58%) | |
| F. Cumulative Mismatch | 122,390.5 | 125,622.3 | 115,211.6 | 110,217.2 | 105,658.2 | 132,505.5 | 118,278.1 | 108,774.0 | 47,552.6 | 74,010.1 | 0.0 | |
| G. Cumulative Mismatch as % to Cumulative Outflows (F as % to B) | 629.68% | 466.90% | 224.14% | 115.86% | 77.32% | 63.03% | 30.57% | 17.36% | 5.15% | 7.05% | 0.00% | |
| | | | | | | | | | | | | |
| Tolerance Level as per Policy | (10%) | (10%) | (20%) | (20%) | (20%) | (20%) | (20%) | (20%) | (30%) | (30%) | (40%) | (50%) |

Notes:

- Contractual basis to behavioural basis has resulted in additional inflows of Rs. 2,291.13 crores in time buckets of up to 1 year. The behavioural impact on advances has been considered basis last 5 to 5.5 years trend of pre-payment data for each product.
- Currency and interest rate derivative for ECB and interest rate derivative for 1 tranche of SBI and Karnataka Bank has been included in other.
- Investments in government securities have been considered in 1-7 days time bucket as it is free from any encumbrance and can be liquidated at any point in time.
- Undrawn lines amounting to Rs. 7,519 crores have been considered and bucketed in 1 to 7 days time bucket in inflows and its consequent outflows have been bucketed based on likely outflow/terms of the sanction.

Scale Metrics

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Customer Franchise ¹ | 17.5 | 13.9 | 15.8 | 12.2 | 9.4 |
| Number of branches ² | 1,772 | 1,602 | 1,682 | 1,492 | 1,374 |
| Number of locations ³ | 1,162 | 1,119 | 1,148 | 1,054 | 989 |
| Number of employees (Lending Business) ⁴ | 59,662 | 52,782 | 56,560 | 45,883 | 39,034 |

| | | | | | |
|---|--------|---------|--------|---------|---------|
| Number of employees (BPO Business) ⁴ | 29,276 | 48,274 | 30,841 | 68,877 | 82,561 |
| Number of employees ⁴ | 88,938 | 101,056 | 87,401 | 114,760 | 121,595 |

Notes:

- 1 Total number of customers to whom we have advanced credit in our lending business as at the last day of the specified period.
- 2 Total number of operational branches as at the last day of the specified period.
- 3 Total number of operational locations as at the last day of the specified period.
- 4 Total number of employees as at the last day of the specified period.

Vertical wise Total Gross Loans

₹ million

| | Six-month period ended | | | | Financial year ended | | | | | |
|--------------------------|------------------------|----------------|--------------------|----------------|----------------------|----------------|------------------|----------------|------------------|----------------|
| | September 30, 2024 | | September 30, 2023 | | March 31, 2024 | | March 31, 2023 | | March 31, 2022 | |
| | Amount | % Mix | Amount | % Mix | Amount | % Mix | Amount | % Mix | Amount | % Mix |
| Enterprise Lending | 393,006.5 | 39.85% | 332,629.9 | 42.72% | 368,225.6 | 40.82% | 316,187.1 | 45.15% | 299,428.1 | 48.83% |
| Asset Finance | 368,496.9 | 37.36% | 293,875.6 | 37.75% | 341,946.6 | 37.90% | 263,262.7 | 37.59% | 231,605.8 | 37.77% |
| Consumer Finance | 224,738.7 | 22.79% | 152,060.9 | 19.53% | 192,007.1 | 21.28% | 120,857.2 | 17.26% | 82,229.3 | 13.41% |
| Total Gross Loans | 986,242.1 | 100.00% | 778,566.4 | 100.00% | 902,179.3 | 100.00% | 700,307.0 | 100.00% | 613,263.2 | 100.00% |

Reconciliation of GAAP to Non-GAAP Financial Information

Reconciliation of Average Total Gross Loans

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Opening Total Gross Loans (A) | 902,179.3 | 700,307.0 | 700,307.0 | 613,263.2 | 613,250.0 |
| Closing Total Gross Loans (B) | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Average Gross Loans as at the period ended (C=(A+B)/2) | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |

Reconciliation of Average Borrowings

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Opening Borrowings: | | | | | |
| Debt securities (A) | 348,511.2 | 270,964.1 | 270,964.1 | 253,323.1 | 238,020.7 |
| Borrowings (other than debt securities) (B) | 338,313.8 | 242,278.0 | 242,278.0 | 195,017.2 | 225,690.7 |
| Subordinated Liabilities (C) | 56,481.7 | 35,411.0 | 35,411.0 | 41,390.5 | 39,876.1 |
| Total Opening Borrowings (D=A+B+C) | 743,306.7 | 548,653.1 | 548,653.1 | 489,730.8 | 503,587.5 |
| Closing Borrowings: | | | | | |
| Debt securities (E) | 394,931.3 | 348,317.3 | 348,511.2 | 270,964.1 | 253,323.1 |
| Borrowings (other than debt securities) (F) | 372,417.3 | 235,179.1 | 338,313.8 | 242,278.0 | 195,017.2 |
| Subordinated Liabilities (G) | 59,462.4 | 35,419.6 | 56,481.7 | 35,411.0 | 41,390.5 |
| Total Closing Borrowings (H=E+F+G) | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Average Borrowings as at the period ended (I=(D+H)/2) | 785,058.9 | 583,784.6 | 645,979.9 | 519,192.0 | 496,659.2 |

Reconciliation of Average Equity

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Equity share capital (A) | 7,930.8 | 7,914.0 | 7,914.0 | 7,904.4 | 7,891.9 |
| Other equity (B) | 129,496.3 | 106,455.7 | 106,455.7 | 87,492.9 | 76,570.5 |
| Opening Total Equity (C= A+B) | 137,427.1 | 114,369.7 | 114,369.7 | 95,397.3 | 84,462.4 |
| Closing Total Equity: | | | | | |
| Equity share capital (D) | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Other equity (E) | 140,853.7 | 117,353.9 | 129,496.3 | 106,455.7 | 87,492.9 |
| Closing Total Equity (F= D+E) | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Average Equity for the year ended (G=(C+F)/2) | 143,110.2 | 119,820.1 | 125,898.4 | 104,883.5 | 89,929.9 |

Reconciliation of Net Worth

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Equity share capital (A) | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Other equity (B) | 140,853.7 | 117,353.9 | 129,496.3 | 106,455.7 | 87,492.9 |
| Closing Total Equity (C=A+B) | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Deferred tax assets (D) | 9,435.5 | 10,830.3 | 9,399.5 | 10,008.7 | 10,511.7 |
| Closing Net Worth (E=C-D) | 139,357.8 | 114,440.1 | 128,027.6 | 104,360.9 | 84,885.6 |

Reconciliation of Net Interest Income (Lending Business)

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Interest Income (A) | 66,956.2 | 52,438.5 | 111,567.2 | 89,277.8 | 83,629.7 |
| Finance Costs (B) | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Net Income (C= A-B) | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |

Reconciliation of Net Total Income (Lending Business)

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Total Income (A) | 72,826.0 | 57,272.5 | 122,215.7 | 97,689.5 | 89,428.8 |
| Finance Costs (B) | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Net Total Income (C= A-B) | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |

Reconciliation of Operating Expenses (Lending Business)

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Segment Revenue- Lending Business (A) | 72,826.0 | 57,272.5 | 122,215.7 | 97,689.5 | 89,428.8 |
| Finance Cost (Lending Business) (B) | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Impairment of Financial Instruments (Lending Business) (C) | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |

| | | | | | |
|---|----------|----------|----------|----------|----------|
| Segment Results - Lending Business (D) | 15,684.8 | 14,937.5 | 31,783.5 | 25,084.8 | 12,387.1 |
| Segment Results - Unallocated (E) | (232.7) | (149.1) | (313.0) | (217.8) | (258.4) |
| Operating Expenses for the period ended [F=A-B-C-D-E] | 17,990.3 | 14,737.7 | 31,428.1 | 24,399.3 | 19,387.8 |

Reconciliation of Average Yield (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Interest Income (A) | 66,956.2 | 52,438.5 | 111,567.2 | 89,277.8 | 83,629.7 |
| Average Gross Loans (B) | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |
| Yield as a percentage of Average Gross Loans (C= A/B)% | 14.18% | 14.18% | 13.92% | 13.59% | 13.64% |

Reconciliation of Finance Costs as a Percentage of Average Borrowings (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Finance Costs (A) | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| Average Borrowings (B) | 785,058.9 | 583,784.6 | 645,979.9 | 519,192.0 | 496,659.2 |
| Finance Cost as a percentage of Average Borrowings (C= A/B)% | 7.88% | 7.65% | 7.53% | 6.76% | 6.70% |

Reconciliation of Net Interest Margin (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Net Interest Income (A) | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Average Gross Loans (B) | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |
| Net Interest Margin (C= A/B)% | 7.63% | 8.15% | 7.85% | 8.25% | 8.21% |

Reconciliation of Net Total Income as a Percentage of Average Gross Loans (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Net Total Income (A) | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |
| Average Gross Loans (B) | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |
| Net Total Income as a percentage of Average Gross Loans (C= A/B)% | 8.87% | 9.45% | 9.18% | 9.53% | 9.16% |

Reconciliation of Operating Expenses as a Percentage of Average Gross Loans (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Operating Expenses (A) | 17,990.3 | 14,737.7 | 31,428.1 | 24,399.3 | 19,387.8 |
| Average Gross Loans (B) | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |
| Operating Expenses as a percentage of Average Gross Loans (C= A/B)% | 3.81% | 3.99% | 3.92% | 3.71% | 3.16% |

Reconciliation of Operating Expenses as a Percentage of Net Total Income (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Operating Expenses (A) | 17,990.3 | 14,737.7 | 31,428.1 | 24,399.3 | 19,387.8 |
| Net Total Income (B) | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |
| Operating Expenses as a percentage of Net Total Income (C=A/B)% | 42.96% | 42.16% | 42.72% | 39.00% | 34.51% |

Reconciliation of Impairment of Financial Instruments as a Percentage of Average Gross Loans (Lending Business)

₹ million, except percentages

| | As at or for the six-month period ended | | As at or for the year ended | | |
|---|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| <i>(lending business only)</i> | | | | | |
| Impairment of financial instruments (A) | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Average Gross Loans (B) | 944,210.7 | 739,436.7 | 801,243.2 | 656,785.1 | 613,256.6 |
| Impairment of financial instruments as a percentage of Average Gross Loans (C= A/B)% ¹ | 1.79% | 1.47% | 1.33% | 2.03% | 4.02% |

Note:

1 Annualised for the six-month ended September 30, 2024 and September 30, 2023.

Reconciliation of Total Tax Expenses as a Percentage of Profit Before Tax

₹ million

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Total tax expenses (A) | 4,101.0 | 3,995.3 | 8,438.3 | 6,680.5 | 3,361.6 |
| Profit before tax (B) | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| Total tax expenses as a percentage of profit before tax (C=A/B)% | 25.91% | 25.49% | 25.53% | 25.43% | 24.95% |

Reconciliation of Debt to Equity Ratio

₹ million, except ratios

| | As at or for the six-month period ended | | As at or for the year ended | | |
|------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Borrowings (A) | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Net Worth (B) | 139,357.8 | 114,440.1 | 128,027.6 | 104,360.9 | 84,885.6 |
| Debt to Equity Ratio (C=A/B) | 5.93 | 5.41 | 5.81 | 5.26 | 5.77 |

Reconciliation of Return on Average Total Assets (%)

₹ million, except ratios

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Profit after tax (A) | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Closing total assets (B) | 1,019,603.5 | 784,638.3 | 925,565.1 | 700,503.9 | 620,259.4 |
| Opening total assets (C) | 925,565.1 | 700,503.9 | 700,503.9 | 620,259.4 | 626,410.6 |
| Average total assets (D=(B+C)/2) | 972,584.3 | 742,571.1 | 813,034.5 | 660,381.7 | 623,335.0 |
| Return on average total assets (E=A/D*100) | 2.41% | 3.15% | 3.03% | 2.97% | 1.62% |

Reconciliation of Return on Average Equity (%)*₹ million, except ratios*

| | As at or for the six-month period ended | | As at or for the year ended | | |
|--------------------------------------|---|--------------------|-----------------------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Profit after tax (A) | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Equity share capital (B) | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Other equity (C) | 140,853.7 | 117,353.9 | 129,496.3 | 106,455.7 | 87,492.9 |
| Closing Total Equity (D=B+C) | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Opening Total Equity (E) | 137,427.1 | 114,369.7 | 114,369.7 | 95,397.3 | 84,462.4 |
| Average Total Equity (F=(D+E)/2) | 143,110.2 | 119,820.1 | 125,898.4 | 104,883.5 | 89,929.9 |
| Return on Average Equity (G=A/F*100) | 16.39% | 19.49% | 19.55% | 18.68% | 11.25% |

SECTION V: FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL INFORMATION

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**EXAMINATION REPORT ON THE RESTATED CONSOLIDATED FINANCIAL
INFORMATION OF HDB FINANCIAL SERVICES LIMITED**

Date: October 16, 2024

The Board of Directors
HDB Financial Services Limited
Radhika, 2nd Floor
Law Garden Road, Navrangpura
Ahmedabad 380 009
Gujarat, India

**Independent Auditors' Examination Report on the Restated Consolidated Financial Information
prepared in connection with the proposed initial public offering of equity shares of HDB Financial
Services Limited**

- (1) We, G D Apte & Co., Chartered Accountants and Kalyaniwalla & Mistry LLP, Chartered Accountants, the current joint statutory auditors of HDB Financial Services Limited (the “**Company**” or the “**Issuer**”) have jointly examined, the attached **Restated Consolidated Financial Information** of the Company and its erstwhile controlled structured entities (together referred to as the “**HDB Group**”), which comprises of the Restated Consolidated Statement of Assets and Liabilities of the HDB Group as at September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows of the HDB Group for the six months periods ended September 30, 2024 and September 30, 2023 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Summary of Material Accounting Policies, and other explanatory information (collectively referred to as the “**Restated Consolidated Financial Information**”). The Restated Consolidated Financial Information, has been approved by the Board of Directors of the Company (the “**Board of Directors**”) at their meeting held on October 16, 2024, 2024 for the purpose of inclusion in the draft red herring prospectus (the “**DRHP**”) as prepared by the management of the Company (the “**Management**”) and to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) in connection with its proposed initial public offering of its equity shares (the “**Equity Shares**”, and such offering, the “**IPO**”) comprising a fresh issue of Equity Shares and an offer for sale of Equity Shares by the selling shareholder, and prepared in terms of the requirements of:
- (a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (along with the rules framed thereunder, each as amended, the “**Act**”);
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”); and
 - (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”).

- (2) We were appointed as the joint statutory auditors of the Company at the 17th Annual General Meeting of its shareholders (“**AGM**”) held on June 27, 2024 until the conclusion of the Company’s 20th AGM. The financial statements of the Company for the periods from April 1, 2021 until March 31, 2024 were subjected to audit by the Company’s previous joint statutory auditors, KKC & Associates LLP, Chartered Accountants and B.K. Khare & Co, Chartered Accountants (together, the “**Previous Joint Auditors**”).

Management’s Responsibility for the Restated Consolidated Financial Information

- (3) The Management and the Board of Directors are responsible for the preparation of the Restated Consolidated Financial Information. The Restated Consolidated Financial Information has been prepared by the Management for the purpose of inclusion in the DRHP in accordance with the basis of preparation stated in paragraph 2.1 to the Restated Consolidated Financial Information. The Management and the Board of Directors are also responsible for identifying and ensuring that the Company and the HDB Group comply with the Act, the ICDR Regulations and the Guidance Note. The responsibilities of the respective managements and the board of directors of the Company and the controlled structured entities, constituting a part of the HDB Group, included designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the respective restated financial information, which have been used for the purpose of preparation of the Restated Consolidated Financial Information by the Management and the Board of Directors, as aforesaid.

Joint Auditors’ Responsibilities

- (4) We have jointly examined the Restated Consolidated Financial Information taking into consideration:
- (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 7, 2024, in connection with the proposed IPO of the Company;
 - (b) The Guidance Note, which also requires that we comply with the ethical requirements of the code of ethics issued by the ICAI;
 - (c) Concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Financial Information; and
 - (d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to the compliance of the Restated Consolidated Financial Information with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

Restated Consolidated Financial Information

- (5) These Restated Consolidated Financial Information have been compiled by the Management from:
- (a) The audited special purpose interim consolidated financial statements of the HDB Group as at and for the six-month period ended September 30, 2024 (the “**2024 Interim Audited Financial Statements**”) prepared in accordance with recognition and measurement principles of India Accounting Standard (Ind AS) 34 “Interim Financial Reporting”, specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, each as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on October 16, 2024;

- (b) The audited special purpose interim consolidated financial statements of the HDB Group as at and for the six-month period ended September 30, 2023 (the “**2023 Interim Audited Financial Statements**”) prepared in accordance with recognition and measurement principles of Ind AS 34 “Interim Financial Reporting”, specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, each as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on April 16, 2024; and
 - (c) The audited consolidated financial statements of the HDB Group as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 (together, the “**Annual Audited Financial Statements**”, and together with the 2023 Interim Audited Financial Statements, the “**Prior Period Audited Financial Statements**”), each prepared in accordance with the Indian Accounting Standards (the “**Ind AS**”) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on April 16, 2024, April 15, 2023 and April 16, 2022, respectively.
- (6) For the purpose of our examination, we have relied on:
- (a) the audit report dated October 16, 2024 issued by us, which included our unmodified opinion in respect of **2024 Interim Audited Financial Statements** referred in paragraph 5 above (the “**Special Purpose Audit Report**”);
 - (b) the audit reports dated April 16, 2024, April 15, 2023 and April 16, 2022 issued by the Previous Joint Auditors, pursuant to which they have issued unmodified opinions on the **Prior Period Audited Financial Statements** referred to in paragraph 5 above.
- (7) The audits in respect of the **Prior Period Audited Financial Statements** were conducted by the Previous Joint Auditors and, accordingly, reliance has been placed on the Restated Consolidated Statement of Assets and Liabilities of the HDB Group as at September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statements of Changes in Equity and the Restated Consolidated Statements of cash Flows of the HDB Group for the six months period ended September 30, 2023 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary of Material Accounting Policies and other explanatory information (collectively, the “**Prior Period Restated Consolidated Financial Information**”) examined by the Previous Joint Auditors. Our examination report in respect of the HDB Group’s financial statements as of and for the six-month period ended September 30, 2023 and as of and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 is based solely on the examination report dated October 14, 2024, 2024 submitted by the Previous Joint Auditors (the “**Previous Joint Auditors’ Examination Report**”). The Previous Joint Auditors have also confirmed that the Prior Period Restated Consolidated Financial Information:
- (a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the Prior Period Audited Financial Statements, to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed by the HDB Group as at and for the six-month period ended September 30, 2024;
 - (b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - (c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

(8) As indicated in our Special Purpose Audit Report referred in paragraph 6 above, we did not audit the financial information of one controlled structured entity, whose financial information reflected total assets of ₹Nil as at September 30, 2024, total revenues of ₹Nil and net cash flows amounting to ₹Nil for the six-month period ended on that date, as considered in the consolidated financial statements of the HDB Group as at and for the six-month period ended September 30, 2024. Such financial information is audited by other auditor and our opinion on the 2024 Interim Audited Financial Statements, in so far as it relates to the amounts and disclosures included in respect of such controlled structured entity, is based solely on such reports of other auditors. In our opinion and according to the information and explanations given to us by the Management, such financial information is not material to the HDB Group and our opinion is not modified in respect of these matters.

(9) Based on the Previous Joint Auditors' Examination Report, the audit reports in respect of the **Prior Period Audited Financial Statements** issued by the Previous Joint Auditors included the following other matters:

As at and for the six-month period ended September 30, 2023 and as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022

[The Previous Joint Auditors did not audit the financial information of:

- (a) 2 controlled structured entities, whose financial information reflected total assets of ₹Nil as at September 30, 2023, total revenues of ₹Nil and net cash flows amounting to ₹Nil for the six-month period ended September 30, 2023, as considered in the consolidated financial statements of the HDB Group as at and for the six-month period ended September 30, 2023;
- (b) 1 controlled structured entity, whose financial information reflected total assets of ₹Nil as at March 31, 2024, total revenues of ₹Nil and net cash flows amounting to ₹Nil for the year ended on that date, as considered in the consolidated financial statements of the HDB Group as at and for the year ended March 31, 2024.
- (c) 3 controlled structured entities, whose financial information reflected total assets of ₹Nil as at March 31, 2023, total revenues of ₹Nil and net cash flows amounting to ₹Nil for the year ended on that date, as considered in the consolidated financial statements of the HDB Group as at and for the year ended March 31, 2023; and
- (d) 5 controlled structured entities, whose financial information reflected total assets of ₹Nil as at March 31, 2022, total revenues of ₹Nil and net cash flows amounting to ₹Nil for the year ended on that date, as considered in the consolidated financial statements of the HDB Group as at and for the year ended March 31, 2022.

Such financial information was earlier unaudited at the time of issuance of the Previous Joint Auditors' reports dated April 16, 2024, April 15, 2023 and April 16, 2022 on the consolidated financial statements of the HDB Group as at and for the six-month period ended September 30, 2023 and as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively and has now been audited by other auditors as detailed in Annexure 1, which have been furnished to the Previous Joint Auditors by the Management for the purpose of the Previous Joint Auditors' Examination Report on the Prior Period Restated Consolidated Financial Information. In the opinion of Previous Joint Auditors and according to the information and explanations given to them by the Management, such financial information is not material to the HDB Group and their opinion is not modified in respect of these matters.

(10) Based on our examination and according to the information and explanations given to us and also based on the reliance placed on the Previous Joint Auditors' Examination Report, we report that the Restated Consolidated Financial Information:

- (a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively as at and for the six-month period ended September 30, 2023 and as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six-month period ended September 30, 2024;
 - (b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - (c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
- (11) The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the date of the Special Purpose Audit Report on the 2024 Interim Audited Financial Statements mentioned in paragraph 5 above.
- (12) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements issued by the ICAI.

Restrictions on use

- (13) This examination report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or the Previous Joint Auditors, nor should this examination report be construed as a new opinion on any of the financial statements referred to therein.
- (14) We have no responsibility to update this examination report for the events and circumstances occurring after the date of this examination report.
- (15) Our examination report is intended solely for the use of the Board of Directors for inclusion in the DRHP to be filed with the SEBI and the Stock Exchanges in connection with the proposed IPO. Our examination report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Yours faithfully,

For G. D. Apte & Co.
Chartered Accountants
Firm Registration No: 100515W

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Registration No: 104607W/W100166

Saurabh Peshwe
Partner
Membership Number: 121546
UDIN: 24121546BKBJKT4970

Roshni R. Marfatia
Partner
Membership Number: 106548
UDIN: 24106548BKCSYB7985

Place: Mumbai
Date: October 16, 2024

Place: Mumbai
Date: October 16, 2024

HDB Financial Services Limited
Restated Consolidated Statement of Assets and Liabilities

(Currency : Indian Rupees in Millions)

| Particulars | Note No. | As at | As at | As at | As at | As at |
|---|----------|--------------------|--------------------|-------------------|-------------------|-------------------|
| | | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| ASSETS: | | | | | | |
| 1 Financial Assets | | | | | | |
| (a) Cash and cash equivalents | 4 | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |
| (b) Bank balances other than (a) above | 5 | 16,521.8 | 750.2 | 546.6 | 2,579.2 | 2,067.7 |
| (c) Derivative financial instruments | 6 | 29.3 | - | 19.1 | 1,653.4 | 1,324.4 |
| (d) Trade receivables | 7 | 2,669.4 | 825.5 | 1,246.1 | 657.6 | 1,418.2 |
| (e) Loans | 8 | 9,52,000.8 | 7,42,466.6 | 8,67,212.6 | 6,63,826.7 | 5,71,624.5 |
| (f) Investments | 9 | 20,644.1 | 17,072.1 | 33,803.3 | 12,432.5 | 22,335.1 |
| (g) Other financial assets | 10 | 464.0 | 379.7 | 395.0 | 348.7 | 329.1 |
| | | 10,01,787.6 | 7,68,690.5 | 9,09,701.2 | 6,85,457.1 | 6,03,871.0 |
| 2 Non-Financial Assets | | | | | | |
| (a) Current tax assets (Net) | 11 | 833.2 | 364.9 | 412.9 | 251.1 | 133.4 |
| (b) Deferred tax assets (Net) | 12A | 9,435.5 | 10,830.3 | 9,399.5 | 10,008.7 | 10,511.7 |
| Non current assets held for sale | | - | - | - | - | - |
| (c) Property, plant and equipment | | 2,049.2 | 1,355.8 | 1,625.3 | 1,223.7 | 781.4 |
| (d) Capital work-in-progress | 13 | - | - | - | - | - |
| (e) Other intangible assets | | 215.1 | 182.2 | 221.5 | 204.1 | 120.1 |
| (f) Right of use Assets | 14 | 3,822.4 | 2,753.9 | 3,265.1 | 2,442.7 | 2,024.9 |
| (g) Other non-financial assets | 15 | 1,460.5 | 460.7 | 939.6 | 916.5 | 2,816.9 |
| | | 17,815.9 | 15,947.8 | 15,863.9 | 15,046.8 | 16,388.4 |
| TOTAL ASSETS | | 10,19,603.5 | 7,84,638.3 | 9,25,565.1 | 7,00,503.9 | 6,20,259.4 |
| LIABILITIES AND EQUITY: | | | | | | |
| Liabilities | | | | | | |
| 3 Financial Liabilities | | | | | | |
| (a) Derivative financial instruments | 6 | 331.7 | - | 47.7 | - | - |
| (b) Trade payables | 16 | - | - | - | - | - |
| (i) Total outstanding dues of micro enterprises | | - | - | - | - | - |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 3,925.5 | 3,261.9 | 5,090.0 | 2,918.4 | 2,469.1 |
| (c) Debt securities | 17 | 3,94,931.3 | 3,48,317.3 | 3,48,511.2 | 2,70,964.1 | 2,53,323.1 |
| (d) Borrowings (other than debt securities) | 18 | 3,72,417.3 | 2,35,179.1 | 3,38,313.8 | 2,42,278.0 | 1,95,017.2 |
| (e) Subordinated liabilities | 19 | 59,462.4 | 35,419.6 | 56,481.7 | 35,411.0 | 41,390.5 |
| (f) Other financial liabilities | 20 | 31,056.6 | 28,552.3 | 29,552.7 | 27,784.3 | 27,087.2 |
| | | 8,62,124.8 | 6,50,730.2 | 7,77,997.1 | 5,79,355.8 | 5,19,287.1 |
| 4 Non-Financial Liabilities | | | | | | |
| (a) Current tax liabilities (net) | 21 | 374.4 | 760.3 | 586.5 | 419.7 | 597.3 |
| (b) Provisions | 22 | 4,352.3 | 3,826.1 | 5,029.4 | 3,689.6 | 3,147.5 |
| (c) Other non-financial liabilities | 23 | 3,958.7 | 4,051.3 | 4,525.0 | 2,669.1 | 1,830.2 |
| | | 8,685.4 | 8,637.7 | 10,140.9 | 6,778.4 | 5,575.0 |
| 5 Equity | | | | | | |
| (a) Equity share capital | 24 | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| (b) Other equity | 25 | 1,40,853.7 | 1,17,353.9 | 1,29,496.3 | 1,06,455.7 | 87,492.9 |
| | | 1,48,793.3 | 1,25,270.4 | 1,37,427.1 | 1,14,369.7 | 95,397.3 |
| TOTAL LIABILITIES AND EQUITY | | 10,19,603.5 | 7,84,638.3 | 9,25,565.1 | 7,00,503.9 | 6,20,259.4 |

Accounting policies and Notes to Restated Consolidated Financial Information. 2 - 61
 The notes referred to above form an integral part of the Restated Consolidated Financial Information.
 As per our report of even date attached

For G. D. Apte & Co.
 Chartered Accountants
 Firms' Registration No: 100515W

For Kalyaniwalla & Mistry LLP
 Chartered Accountants
 Firms' Registration No: 104607W/W100166

**For and on behalf of the Board of Directors of
 HDB Financial Services Limited**

Saurabh S. Peshwe
 Partner
 Membership No: 121546

Roshni R. Marfatia
 Partner
 Membership No: 106548

Arijit Basu
 Part Time Non-
 Chairman & Independent Director
 DIN: 06907779

G. Ramesh
 Managing Director &
 Chairman
 DIN: 05291597

Place: Mumbai
 Date: October 16, 2024

Dipti Khandelwal
 Company Secretary
 Membership No: F11340

Jaykumar P. Shah
 Chief Financial Officer
 Membership No: 106353

HDB Financial Services Limited
Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income)

(Currency : Indian Rupees in Millions)

| Particulars | Note No. | For the period ended | For the period ended | For the period ended | For the period ended | For the period ended |
|---|----------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| 1 Revenue from operations | | | | | | |
| (a) Interest income | 26 | 66,956.2 | 52,438.5 | 1,11,567.2 | 89,277.8 | 83,629.7 |
| (b) Sale of services | | 6,080.3 | 11,752.2 | 19,495.5 | 26,339.3 | 23,634.1 |
| (c) Other financial charges | | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| (d) Net gain on fair value changes | 27 | 391.2 | 629.5 | 1,136.9 | 850.7 | 164.8 |
| (e) Net gain / (loss) on derecognition of financial instruments under amortised | | 23.9 | (11.4) | (19.5) | (3.1) | (55.8) |
| Total Revenue from operations | | 78,906.3 | 69,024.7 | 1,41,711.2 | 1,24,028.8 | 1,13,062.9 |
| 2 Expenses | | | | | | |
| (a) Finance Costs | 28 | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |
| (b) Impairment on financial instruments | 29 | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| (c) Employee Benefits Expenses | 30 | 17,852.9 | 20,453.7 | 38,507.5 | 40,575.7 | 35,004.1 |
| (d) Depreciation, amortization and impairment | 13,14 | 920.4 | 668.3 | 1,451.4 | 1,118.4 | 989.4 |
| (e) Others expenses | 31 | 4,921.4 | 4,483.7 | 9,388.5 | 7,637.5 | 5,681.5 |
| Total Expenses | | 63,078.3 | 53,352.1 | 1,08,664.5 | 97,754.8 | 99,587.3 |
| 3 Profit/(loss) before tax | | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| 4 Tax Expense: | 11,12B | | | | | |
| (a) Current tax | | 4,038.2 | 4,728.5 | 7,706.7 | 6,213.0 | 6,634.0 |
| (b) Deferred tax (credit) | | 62.8 | (733.2) | 731.6 | 467.5 | (3,272.4) |
| Total Tax expense | | 4,101.0 | 3,995.3 | 8,438.3 | 6,680.5 | 3,361.6 |
| 5 Restated Profit after tax | | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| 6 Other Comprehensive Income | | | | | | |
| (a) Items that will not be reclassified to profit or loss | | | | | | |
| - Remeasurement loss on defined benefit plan | | (77.3) | (265.1) | (315.4) | (54.8) | (131.5) |
| - Income tax relating to items that will not be reclassified to profit or loss | | 19.5 | 66.7 | 79.4 | 13.8 | 22.5 |
| Sub total (a) | | (57.8) | (198.4) | (236.0) | (41.0) | (109.0) |
| (b) Items that will be reclassified to profit or loss | | | | | | |
| - Movement in cash flow hedge reserve | | (315.0) | (86.2) | (171.0) | 195.9 | 330.0 |
| - Income tax relating to items that will be reclassified to profit or loss | | 79.3 | 21.7 | 43.0 | (49.3) | (83.1) |
| Sub total (b) | | (235.7) | (64.5) | (128.0) | 146.6 | 246.9 |
| Other Comprehensive Income | | (293.5) | (262.9) | (364.0) | 105.6 | 137.9 |
| 7 Total Comprehensive Income for the year/period | | 11,433.5 | 11,414.4 | 24,244.4 | 19,699.1 | 10,251.9 |
| 8 Earnings per equity share | 32 | | | | | |
| Basic (Rs.) | | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Diluted (Rs.) | | 14.77 | 14.75 | 31.04 | 24.76 | 12.80 |

Accounting policies and Notes to Restated Consolidated Financial Information. 2 - 61
 The notes referred to above form an integral part of the Restated Consolidated Financial Information.
 As per our report of even date attached

For G. D. Apte & Co.
 Chartered Accountants
 Firms' Registration No: 100515W

For Kalyaniwalla & Mistry LLP
 Chartered Accountants
 Firms' Registration No: 104607W/W100166

**For and on behalf of the Board of Directors of
 HDB Financial Services Limited**

Saurabh S. Peshwe
 Partner
 Membership No: 121546

Roshni R. Marfatia
 Partner
 Membership No: 106548

Arijit Basu
 Part Time Non-Executive
 Chairman & Independent Director
 DIN: 06907779

G. Ramesh
 Managing Director & CEO
 DIN: 05291597

Place: Mumbai
 Date: October 16, 2024

Dipti Khandelwal
 Company Secretary
 Membership No: F11340

Jaykumar P. Shah
 Chief Financial Officer
 Membership No: 106353

A Equity Share Capital

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Balance at the beginning of the year | 7,930.8 | 7,914.0 | 7,914.0 | 7,904.4 | 7,891.9 |
| -Changes in Equity Share Capital due to prior period errors | - | - | - | - | - |
| -Restated balance at the beginning of the current reporting year | - | - | - | - | - |
| -Changes in Equity Share Capital during the year | 8.8 | 2.5 | 16.8 | 9.6 | 12.5 |
| Balance at the end of the reporting year | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |

B Other Equity

| Particulars | Reserves and Surplus | | | | | Other Comprehensive Income (OCI) | Total |
|---|----------------------------|--|---|--|---|----------------------------------|------------|
| | Securities Premium Account | Employee stock Options Outstanding Account | Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | Retained Earnings- Other than Remeasurement of Post Employment Benefit Obligations | Retained Earnings- Remeasurement of Post Employment Benefit Obligations | Cash Flow Hedges Reserve | |
| Balance as at April 1, 2024 | 32,231.3 | 692.2 | 21,772.6 | 75,676.2 | (812.5) | (63.5) | 1,29,496.3 |
| Profit for the period | - | - | - | 11,727.0 | - | - | 11,727.0 |
| Other Comprehensive Income | - | - | - | - | (57.8) | (235.7) | (293.5) |
| Total Comprehensive Income for the year | - | - | - | 11,727.0 | (57.8) | (235.7) | 11,433.5 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | - | - | 2,345.4 | (2,345.4) | - | - | - |
| Premium on issue of shares | 373.8 | - | - | - | - | - | 373.8 |
| Share based payment | - | 343.2 | - | - | - | - | 343.2 |
| Transfer on allotment of shares pursuant to ESOP scheme | - | - | - | - | - | - | - |
| Dividends | - | - | - | (793.1) | - | - | (793.1) |
| Interim Dividend | - | - | - | - | - | - | - |
| Balance as at September 30,2024 | 32,605.1 | 1,035.4 | 24,118.0 | 84,264.7 | (870.3) | (299.2) | 1,40,853.7 |

| Particulars | Reserves and Surplus | | | | | Other Comprehensive Income (OCI) | Total |
|---|----------------------------|--|---|--|---|----------------------------------|------------|
| | Securities Premium Account | Employee stock Options Outstanding Account | Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | Retained Earnings- Other than Remeasurement of Post Employment Benefit Obligations | Retained Earnings- Remeasurement of Post Employment Benefit Obligations | Cash Flow Hedges Reserve | |
| Balance as at April 1, 2023 | 31,277.2 | 396.1 | 16,850.9 | 58,443.3 | (576.5) | 64.6 | 1,06,455.7 |
| Profit for the period | - | - | - | 11,677.3 | - | - | 11,677.3 |
| Other Comprehensive Income | - | - | - | - | (198.4) | (64.6) | (263.0) |
| Total Comprehensive Income for the year | - | - | - | 11,677.3 | (198.4) | (64.6) | 11,414.3 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | - | - | 2,335.5 | (2,335.5) | - | - | - |
| Premium on issue of shares | 90.1 | - | - | - | - | - | 90.1 |
| Share based payment | - | 264.3 | - | - | - | - | 264.3 |
| Transfer on allotment of shares pursuant to ESOP scheme | 35.1 | (35.1) | - | - | - | - | - |
| Dividends | - | - | - | (870.5) | - | - | (870.5) |
| Interim Dividend | - | - | - | - | - | - | - |
| Balance as at September 30,2023 | 31,402.4 | 625.3 | 19,186.4 | 66,914.6 | (774.9) | (0.0) | 1,17,353.9 |

| Particulars | Reserves and Surplus | | | | | Other Comprehensive Income (OCI) | Total |
|---|----------------------------|--|---|--|---|----------------------------------|------------|
| | Securities Premium Account | Employee stock Options Outstanding Account | Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | Retained Earnings- Other than Remeasurement of Post Employment Benefit Obligations | Retained Earnings- Remeasurement of Post Employment Benefit Obligations | Cash Flow Hedges Reserve | |
| Balance as at April 1, 2023 | 31,277.2 | 396.1 | 16,850.9 | 58,443.3 | (576.5) | 64.6 | 1,06,455.7 |
| Profit for the year | - | - | - | 24,608.4 | - | - | 24,608.4 |
| Other Comprehensive Income | - | - | - | - | (236.0) | (128.1) | (364.1) |
| Total Comprehensive Income for the year | - | - | - | 24,608.4 | (236.0) | (128.1) | 24,244.3 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | - | - | 4,921.7 | (4,921.7) | - | - | - |
| Premium on issue of shares | 697.8 | - | - | - | - | - | 697.8 |
| Share based payment | - | 552.4 | - | - | - | - | 552.4 |
| Transfer on allotment of shares pursuant to ESOP scheme | 256.3 | (256.3) | - | - | - | - | - |
| Dividends | - | - | - | (870.5) | - | - | (870.5) |
| Interim Dividend | - | - | - | (1,583.3) | - | - | (1,583.3) |
| Balance as at March 31,2024 | 32,231.3 | 692.2 | 21,772.6 | 75,676.2 | (812.5) | (63.5) | 1,29,496.3 |

| Particulars | Reserves and Surplus | | | | | Other Comprehensive Income (OCI) | Total |
|---|----------------------------|--|---|--|---|----------------------------------|------------|
| | Securities Premium Account | Employee stock Options Outstanding Account | Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | Retained Earnings- Other than Remeasurement of Post Employment Benefit Obligations | Retained Earnings- Remeasurement of Post Employment Benefit Obligations | Cash Flow Hedges Reserve | |
| Balance as at April 1, 2022 | 30,551.9 | 355.3 | 12,932.2 | 44,271.0 | (535.5) | (82.0) | 87,492.9 |
| Profit for the year | - | - | - | 19,593.5 | - | - | 19,593.5 |
| Other Comprehensive Income | - | - | - | - | (41.0) | 146.6 | 105.6 |
| Total Comprehensive Income for the year | - | - | - | 19,593.5 | (41.0) | 146.6 | 19,699.1 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | - | - | 3,918.7 | (3,918.7) | - | - | - |
| Premium on issue of shares | 329.6 | - | - | - | - | - | 329.6 |
| Share based payment | - | 436.4 | - | - | - | - | 436.4 |
| Transfer on allotment of shares pursuant to ESOP scheme | 395.6 | (395.6) | - | - | - | - | - |
| Dividends | - | - | - | (790.4) | - | - | (790.4) |
| Interim Dividend | - | - | - | (712.0) | - | - | (712.0) |
| Balance as at March 31,2023 | 31,277.2 | 396.1 | 16,850.9 | 58,443.3 | (576.5) | 64.6 | 1,06,455.7 |

| Particulars | Reserves and Surplus | | | | | Other Comprehensive Income (OCI) | Total |
|---|----------------------------|--|---|--|---|----------------------------------|----------|
| | Securities Premium Account | Employee stock Options Outstanding Account | Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | Retained Earnings- Other than Remeasurement of Post Employment Benefit Obligations | Retained Earnings- Remeasurement of Post Employment Benefit Obligations | Cash Flow Hedges Reserve | |
| Balance as at April 1, 2021 | 29,607.0 | 629.7 | 10,909.4 | 36,179.8 | (426.5) | (328.9) | 76,570.5 |
| Profit for the year | - | - | - | 10,114.0 | - | - | 10,114.0 |
| Other Comprehensive Income | - | - | - | - | (109.0) | 246.9 | 137.9 |
| Total Comprehensive Income for the year | - | - | - | 10,114.0 | (109.0) | 246.9 | 10,251.9 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | - | - | 2,022.8 | (2,022.8) | - | - | - |
| Premium on issue of shares | 366.3 | - | - | - | - | - | 366.3 |
| Share based payment | - | 304.2 | - | - | - | - | 304.2 |
| Transfer on allotment of shares pursuant to ESOP scheme | 578.6 | (578.6) | - | - | - | - | - |
| Dividends | - | - | - | - | - | - | - |
| Interim Dividend | - | - | - | - | - | - | - |
| Balance As At March 31, 2022 | 30,551.9 | 355.3 | 12,932.2 | 44,271.0 | (535.5) | (82.0) | 87,492.9 |

As required by section 45-IC of the RBI Act 1934, the HDB Group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss and before any dividend is declared. HDB Group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act,1984.

Accounting policies and Notes to Restated Consolidated Financial Information.
The notes referred to above form an integral part of the Restated Consolidated Financial Information.
As per our report of even date attached

Note 2 - 61

For G. D. Apte & Co.
Chartered Accountants
Firms' Registration No: 100515W

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firms' Registration No: 104607W/W100166

**For and on behalf of the Board of Directors of
HDB Financial Services Limited**

Saurabh S. Peshwe
Partner
Membership No: 121546

Roshni R. Marfatia
Partner
Membership No: 106548

Arijit Basu
Part Time Non-Executive
Chairman & Independent Director
DIN: 06907779

G. Ramesh
Managing Director & CEO
DIN: 05291597

Place: Mumbai
Date: October 16, 2024

Dipti Khandelwal
Company Secretary
Membership No: F11340

Jaykumar P. Shah
Chief Financial Officer
Membership No: 106353

HDB Financial Services Limited
Restated Consolidated Statement of Cash Flows
(Currency : Indian Rupees in Millions)

| Particulars | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--|--|--------------------------------------|--------------------------------------|--------------------------------------|
| A Cash flow from operating activities | | | | | |
| Profit/(loss) before tax | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| Adjustments for | | | | | |
| Interest Income | (66,956.2) | (52,438.5) | (1,11,567.2) | (89,277.8) | (83,629.7) |
| Interest Expenses | 30,448.1 | 21,906.5 | 47,716.3 | 35,029.2 | 33,166.4 |
| (Profit)/loss on sale of asset | 0.3 | (5.9) | (8.5) | (10.1) | (0.6) |
| Realised net loss/ (gain) on FVTPL investments | (424.1) | (417.4) | (899.1) | (906.7) | 392.9 |
| Unrealised gain on FVTPL investments | 32.9 | (212.1) | (237.8) | 56.0 | (228.1) |
| Discount on commercial paper | 432.0 | 369.9 | 770.1 | 90.0 | 88.6 |
| Provision for compensated absence and gratuity | 33.5 | 487.4 | 298.7 | 65.9 | 35.2 |
| Employee share based payment expenses | 343.3 | 275.4 | 552.4 | 436.4 | 304.2 |
| Depreciation, amortization and impairment | 920.4 | 668.3 | 1,451.4 | 1,118.4 | 989.4 |
| Impairment on financial instruments | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Operating cash flow before working capital changes | (10,907.2) | (8,263.3) | (18,203.1) | (13,820.7) | (10,748.8) |
| Adjustments for working capital changes: | | | | | |
| (Increase)/ decrease in Loans | (93,073.2) | (84,070.4) | (2,14,059.8) | (1,04,626.8) | (10,165.1) |
| (Increase)/ decrease in trade receivables | (1,423.3) | (167.9) | (588.5) | 760.6 | (245.0) |
| (Increase)/ decrease in other financial assets and others | (17,940.5) | 1,678.0 | 2,913.2 | (1.9) | (176.9) |
| Increase/(decrease) in other financial and non financial liabilities & provisions | 449.4 | 1,287.1 | (446.0) | 5,065.3 | 687.7 |
| Increase/(decrease) in trade payables | (1,164.5) | 343.5 | 2,171.6 | 449.3 | (873.4) |
| Cash generated from/(Used in) operations before adjustments for interest received and interest paid | (1,24,059.3) | (89,193.0) | (2,28,212.6) | (1,12,174.2) | (21,521.5) |
| Interest Paid | (29,508.9) | (18,826.8) | (41,105.0) | (38,421.4) | (36,994.7) |
| Interest Received | 65,895.7 | 51,545.0 | 1,09,461.4 | 88,413.6 | 83,531.5 |
| Cash generated from/(Used in) operations | (87,672.5) | (56,474.8) | (1,59,856.2) | (62,182.0) | 25,015.3) |
| Direct taxes (paid)/net of refunds | (4,416.0) | (4,501.7) | (7,504.2) | (6,324.1) | (5,144.3) |
| Net cash flow generated from/(used in) operating activities (A) | (92,088.5) | (60,976.5) | (1,67,360.4) | (68,506.1) | 19,871.0) |
| B Cash flow from investing activities | | | | | |
| Purchase of investments | (2,40,938.1) | (2,65,171.9) | (5,29,172.6) | (4,92,676.6) | (2,45,836.2) |
| Sale of investments | 2,54,412.8 | 2,61,161.8 | 5,08,938.7 | 5,03,508.0 | 2,39,202.0 |
| Purchase of fixed assets | (977.7) | (472.9) | (1,233.5) | (1,113.2) | (411.3) |
| Sale of fixed assets | 10.2 | 7.1 | 11.8 | 15.0 | 12.7 |
| Net cash generated (used in)/ from investing activities (B) | 12,507.2) | (4,475.9) | (21,455.6) | 9,733.2) | (7,032.8) |
| C Cash flow from financing activities | | | | | |
| Debt securities issued | 1,27,047.4 | 1,45,744.2 | 2,21,677.1 | 1,00,991.8 | 88,760.0 |
| Debt securities repaid | (81,060.0) | (68,760.9) | (1,44,900.1) | (82,106.0) | (72,745.0) |
| Borrowings other than debt securities issued | 2,14,201.5 | 91,329.6 | 2,99,108.7 | 1,72,077.5 | 88,003.5 |
| Borrowings other than debt securities repaid | (1,79,731.8) | (98,428.5) | (2,03,072.9) | (1,25,072.1) | (1,20,264.1) |
| Subordinated debt issued | 5,000.0 | - | 23,370.7 | - | 1,500.0 |
| Subordinated debt repaid | (2,000.0) | - | (2,300.0) | (6,000.0) | - |
| Proceeds from issue of shares and security premium | 382.6 | 92.6 | 714.5 | 339.3 | 378.9 |
| Repayment of lease liabilities | (485.6) | (416.5) | (808.7) | (768.1) | (628.7) |
| Dividend paid | (793.1) | (870.5) | (2,453.8) | (1,502.5) | - |
| Net cash generated (used in)/ from financing activities (C) | 82,561.0) | 68,690.0) | 1,91,335.5) | 57,959.9) | (14,995.4) |
| Net (decrease)/increase in cash and cash equivalents (A+B+C) | 2,979.7) | 3,237.4) | 2,519.5) | (813.0) | (2,157.2) |
| Add : Cash and cash equivalents as at the beginning of the year | 6,478.5 | 3,959.0 | 3,959.0 | 4,772.0 | 6,929.2 |
| Cash and cash equivalents as at the end of the year * | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |
| * Components of cash and cash equivalents | | | | | |
| Balances with banks | 9,112.9 | 6,850.8 | 6,061.0 | 3,585.1 | 4,308.1 |
| Demand drafts on hand | 67.7 | 84.4 | 63.0 | 88.7 | 113.2 |
| Cash on hand | 277.6 | 261.2 | 354.5 | 285.2 | 350.7 |
| | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |

Note:- There are no conditions or restrictions in using the cash and cash equivalents.

Accounting policies and Notes to Restated Consolidated Financial Information.

Note 2 - 61

The notes referred to above form an integral part of the Restated Consolidated Financial Information.

The above Restated Consolidated Statement of Cash Flows has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flow.

As per our report of even date attached

For G. D. Apte & Co.
Chartered Accountants
Firms' Registration No: 100515W

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firms' Registration No: 104607W/W100166

**For and on behalf of the Board of Directors of
HDB Financial Services Limited**

Saurabh S. Peshwe
Partner
Membership No: 121546

Roshni R. Marfatia
Partner
Membership No: 106548

Arijit Basu
Part Time Non-Executive
Chairman & Independent Director
DIN: 06907779

G. Ramesh
Managing Director & CEO
DIN: 05291597

Place: Mumbai
Date: October 16, 2024

Dipti Khandelwal
Company Secretary
Membership No: F11340

Jaykumar P. Shah
Chief Financial Officer
Membership No: 106353

1 Company overview

HDB Financial Services Limited ('the Company') (Corporate Identity Number CIN U65993GJ2007PLC051028), incorporated in Ahmedabad, India, is a Systemically Important Non Deposit taking Non-Banking Financial Company (NBFC) as defined under Section 45-IA of the Reserve Bank of India (RBI) Act, 1934. The Company is registered with the Reserve Bank of India (RBI) with registration no. N.01.00477. The Reserve Bank of India, under Scale Based Regulations has categorised the Company as Upper Layer (NBFC-UL), vide its circular dated September 14, 2023.

The Company provides lending services and business process outsourcing services. The Company also provides services related to the marketing and promotion of various financial products.

The Company's registered office is situated at Radhika, 2nd floor, Law Garden Road, Navrangpura, Ahmedabad - 380009, India, while its corporate office is located in Mumbai, India. The Company is a subsidiary of HDFC Bank Limited.

2 Accounting policies**2.1 Statement of Compliance, Basis of Preparation and Presentation of Financial Statements****(A) Basis of preparation**

The Restated Consolidated Financial Information of the Company and its erstwhile controlled structured entities (together referred to as the "HDB Group") comprises of the Restated Consolidated Statement of Assets and Liabilities of the HDB Group as at September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows of the HDB Group for the six months periods ended September 30, 2024 and September 30, 2023 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Summary of Material Accounting Policies and other explanatory information (collectively, the "Restated Consolidated Financial Information"). These Restated Consolidated Financial Information have been prepared by the Management of the HDB Group for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the HDB Group in connection with its proposed Initial Public Offer ("IPO").

The Restated Consolidated Financial Information have been prepared by the HDB Group in terms of the requirements of:

- (a) Section 26 of Part I of Chapter III of the Companies Act, 2013, and the rules made thereunder, as amended (together, the "Act")
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
- (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Financial Information have been compiled by the Management from the audited consolidated financial statements of the HDB Group as at and for the six months periods ended September 30, 2024 and September 30, 2023 and as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (the "Ind AS"), prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC).CC.PD.No.109/22.10.106/ 2019-20 dated 13 March 2020 (RBI Notification for Implementation of Ind AS) and other applicable RBI circulars/notifications (the "Audited Consolidated Ind AS Financial Statements"), which have been approved by the Board of Directors at their meetings held on October 16, 2024, April 16, 2024, April 16, 2024, April 15, 2023 and April 16, 2022, respectively.

The Restated Consolidated Financial Information are prepared on a going concern basis, as the Management is satisfied that the HDB Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on going concern assumptions. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The accounting policies have been consistently applied by the HDB Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the six month period ended September 30, 2024.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Audited Consolidated Ind AS Financial Statements as at and for the six months periods ended September 30, 2024 and September 30, 2023 as at and for the financial years ended March 31, 2024, 2023 and 2022.

The Restated Consolidated Financial Information:

- (a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively as at and for the six-month period ended September 30, 2023 and as at and for the financial years ended March 31, 2024, March 31, 2023 and 2022, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the period ended September 30, 2024;
- (b) do not require any adjustment for modification as there is no modification in the underlying audit reports on Audited Consolidated Ind AS Financial Statements; and
- (c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

The Restated Consolidated Financial Information were approved by the HDB Group's Board of Directors and authorised for IPO on 16th October, 2024

(B) Presentation of Restated Consolidated Financial Information

The HDB Group presents its balance sheet in the order of liquidity.

The Restated Consolidated Financial Information are presented in Indian Rupees (INR) which is also the functional currency of the HDB Group, in denomination of million rounded off to one decimal places. The Restated Consolidated Financial Information have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value.

The HDB Group generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only where it has legally enforceable right to offset the recognised amounts and the HDB Group intends to either settle on a net basis or to realise the asset and settle the liability simultaneously as permitted by Ind AS. Similarly, the HDB Group offsets income and expenses and reports the same on a net basis where the netting off reflects the substance of the transaction or other events as permitted by Ind AS.

Accounting estimates, judgements and assumptions

The preparation of the HDB Group's Restated Consolidated Financial Information requires Management to make use of estimates and judgements. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgements are used in various line items in the financial information for e.g:

- Business model assessment
- Impairment of financial assets
- Provisions and other contingent liabilities
- Provision for tax expenses.

Summary of material accounting policies

This note provides a list of material accounting policies adopted in the preparation of these Restated Consolidated Financial Information. These policies have been consistently applied to all the years and periods presented, unless otherwise stated.

Basis of consolidation

The Restated Consolidated Financial Information comprise the financial statements of the HDB Group as at 30 September 2024, 31 March 2024, 30 September 2023, 31 March 2023 and 31 March 2022. The HDB Group consolidates an entity when it controls it. Control is achieved when the HDB Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Consolidation of the entity begins when the HDB Group obtains control over the entity and ceases when the HDB Group loses control of the entity.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the HDB Group has less than a majority of the voting or similar rights of an investee, the HDB Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The HDB Group's voting rights and potential voting rights
- The size of the HDB Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the HDB Group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that HDB Group member's Restated Consolidated Financial Information in preparing the Restated Consolidated Financial Information to ensure conformity with the HDB Group's accounting policies.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the HDB Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Special Purpose financial statements of structured entities to bring their accounting policies in line with the HDB Group's accounting policies. All intra-HDB Group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the HDB Group are eliminated in full on consolidation.

The financial statement of the following controlled structured trusts (all incorporated in India) have been consolidated as per Ind-AS 110 - Consolidated Financial Statements.

| Name of the entity | Proportion of Ownership Interest (%)* | | | | |
|----------------------------|---------------------------------------|---------------|-------------------|---------------|---------------|
| | 30 September 2024 | 31 March 2024 | 30 September 2023 | 31 March 2023 | 31 March 2022 |
| Venus Trust March 2022 | - | 3.65% | 3.65% | 3.65% | 3.65% |
| Venus Trust March 2021 | - | - | 1.10% | 1.10% | 1.10% |
| Venus Trust September 2020 | - | - | - | 0.84% | 0.84% |
| Venus Trust March 2020 | - | - | - | - | 1.46% |
| Venus Trust March 2019 | - | - | - | - | 1.86% |

* the HDB Group's share of pass through certificates issued by the trust.

The above structured entities are the entities that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, but the relevant activities are directed by means of contractual agreements. The primary use of structured entities is to provide the HDB Group access to liquidity through asset securitisations.

(C) Compliance with Ind AS

The Restated Consolidated Financial Information of the HDB Group comply in all material aspects with Ind AS notified under section 133 of the Companies Act, 2013 (the "Companies Act") along with other relevant provisions of the Companies Act, the updated Master Direction- Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions 2021, RBI/2020-21/73 DOR.FIN.HFC.CC.No.120/03.10.136/2020-21, dated 17 February, 2021 as amended (the RBI Master Direction), the updated Master Direction-Reserve Bank of India (Non-banking Financial Company-Scale Based Regulation) Directions, 2023 as amended from time to time, notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC).CC.PD.No.109/22.10.106/ 2019-20 dated 13 March 2020 ('RBI Notification for Implementation of Ind AS') and other applicable RBI circulars/notifications.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use. These Restated Consolidated Financial Information examined by the Statutory Auditors of the HDB Group have been reviewed by the Audit Committee and approved by the Board of Directors on 16th October, 2024.

(D) Functional and presentation currency

These Restated Consolidated Financial Information are presented in Indian Rupees ('INR' or 'Rs.') which is also the HDB Group's functional currency. All amounts are rounded-off to the nearest millions, unless otherwise indicated.

(E) Use of estimates and judgements

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the HDB Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet date are discussed at Note 3.

2.2 Financial Instruments

(A) Date of recognition

Financial assets and financial liabilities are recognised in the HDB Group's balance sheet when the HDB Group becomes a party to the contractual provisions of the instrument.

(B) Initial measurement

Recognised financial instruments are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in statement of profit and loss.

Trade receivable are initially measured at transaction price.

(C) Classification and subsequent measurement

(i) Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the HDB Group classifies and measures financial assets in the following categories:

- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit and loss ('FVTPL')

(a) Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using Effective Interest Rate ('EIR') method. Interest income and impairment expenses are recognised in statement of profit and loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in statement of profit and loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The HDB Group records loans and government securities (classified as held to maturity) at amortised cost.

(b) Financial assets at fair value through other comprehensive income ('FVOCI')

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except dividend income which is recognised in statement of profit and loss. Amounts recorded in OCI are not subsequently transferred to the statement of profit and loss. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) Financial assets at fair value through profit and loss ('FVTPL')

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI, are measured at FVTPL. Subsequent changes in fair value are recognised in statement of profit and loss.

The HDB Group records investments in equity instruments and mutual funds at FVTPL.

(ii) Financial liabilities and equity instrument

Debt and equity instruments issued by the HDB Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the HDB Group is recognised at the proceeds received, net of directly attributable transaction costs.

(b) Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are determined based on the EIR method. Interest expense is recognised in statement of profit and loss.

Any gain or loss on de-recognition of financial liabilities is also recognised in statement of profit and loss.

Undrawn loan commitments are not recorded in the balance sheet. However, these financial instruments are in the scope of expected credit loss ('ECL') calculation.

(D) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the HDB Group acquires, disposes of, or terminates a business line or in the period the HDB Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

(E) Offsetting

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, the HDB Group has a legally enforceable right to offset the recognised amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(F) Derecognition

(i) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The HDB Group has transferred its rights to receive cash flows from the asset and the HDB Group has transferred substantially all the risks and rewards of the asset, or the HDB Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the HDB Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the HDB Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

If the HDB Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised and the proceeds received are recognised as a collateralised borrowing.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in statement of profit and loss.

(ii) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in statement of profit and loss.

(G) Impairment of financial assets

The HDB Group applies the expected credit loss ('ECL') model in accordance with Ind AS 109 for recognising impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the HDB Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the HDB Group's historical credit loss experience, current economic conditions, forward looking information and scenario analysis.

The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The HDB Group has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset. The HDB Group categorises financial assets at the reporting date into stages based on the days past due ('DPD') status as under:

- Stage 1: 0 to 30 days past due
- Stage 2: 31 to 90 days past due
- Stage 3: more than 90 days past due

Loan accounts where principal and/or interest are past due for more than 90 days continue to be classified as stage 3 till overdues across all loans are cleared.

LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets are considered to have a 100% PD. EAD represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the HDB Group.

The HDB Group incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, the HDB Group forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The HDB Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. The HDB Group regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material. Adjustments including reversal of ECL is recognised through statement of profit and loss.

After initial recognition, trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The HDB Group follows the simplified approach required by Ind AS 109 for recognition of impairment loss allowance on trade receivables, which requires lifetime ECL to be recognised at each reporting date, right from initial recognition of the receivables.

(H) Write offs

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the HDB Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the HDB Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in statement of profit and loss.

2.3 Impairment of non-financial assets

The HDB Group assesses at each balance sheet date whether there is any indication that an asset may be impaired due to events or changes in circumstances indicating that their carrying amounts may not be realised. If any such indication exists, the HDB Group estimates the recoverable amount of the asset or the cash generating unit ('CGU'). If such recoverable amount of the asset or the recoverable amount of the CGU to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the revised recoverable amount, subject to maximum of the depreciated historical cost.

2.4 Foreign exchange transactions and translations

(A) Initial recognition

Transactions in foreign currencies are recognized at prevailing exchange rates between reporting currency and foreign currency on transaction date.

(B) Conversion

Transactions in foreign currencies are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are generally recognized in Statement of profit and loss. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis.

2.5 Derivative financial instruments

The HDB Group enters into derivative financial instruments to manage its exposure to interest rate risk and foreign exchange rate risk. Derivatives held include foreign exchange forward contracts, interest rate swaps and cross currency interest rate swaps.

Derivatives are initially recognised at fair value at the date of a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship. The HDB Group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges). A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

Hedge accounting policy

The HDB Group makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the HDB Group applies hedge accounting for transactions that meet specific criteria. At the inception of a hedge relationship, the HDB Group formally designates and documents the hedge relationship to which the HDB Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the HDB Group's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the HDB Group would assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an on-going basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash Flow Hedges

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit and loss. For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in Finance Cost in the statement of profit and loss. When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time remains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss.

The HDB Group's hedging policy only allows for effective hedging relationships to be considered as hedges as per the relevant Ind-AS. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationships exists between the hedged item and hedging instrument. The HDB Group enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed.

2.6 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

The HDB Group follows the policy of crediting the customer's account only on receipt of amount in the bank and as such no cheques in hand are taken into consideration.

2.7 Upfront servicers fees booked on direct assignment

Servicer fees receivable for servicing loan contracts under direct assignment are discounted at the applicable rate entered into with the assignee and recognised upfront in the balance sheet and amortised on a straight line basis over the remaining contractual maturity of the underlying loans.

2.8 Property, plant and equipment

(A) Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and cost of assets not put to use before such date are disclosed under Capital work-in-progress.

(B) Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits / functioning capability from / of such assets.

(C) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used and differences from the lives prescribed under Schedule II are noted in the table below:-

| Type of Assets | Estimated useful life as assessed by the HDB Group | Estimated useful life under Schedule II of the Act |
|---------------------------------|--|--|
| Computers | 2-5 years | 3 years |
| Software and system development | 3 years | 3 years |
| Office equipment | 3-5 years | 5 years |
| Motor cars | 4 years | 8 years |
| Furniture and fixtures | 3-7 years | 10 years |
| Building | 60 years | 60 years |
| Leasehold improvements | Tenure of lease agreements | Tenure of lease agreements |

The HDB Group uniformly estimates a zero residual value for all these assets. Items costing less than Rs. 5,000 are fully depreciated in the year of purchase. Depreciation is pro-rated in the year of acquisition as well as in the year of disposal.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Consequently, the useful life of certain computer-related assets, furniture and fixtures, office equipment and motor cars differ from the life prescribed in Schedule II of the Act.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property, plant and equipment is de-recognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income/expense in the statement of profit and loss in the period the asset is de-recognised.

2.9 Other intangible assets

Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 3 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

2.10 Dividends

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorised and no longer at the discretion of the HDB Group. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the HDB Group's Board of Directors.

2.11 Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments is applicable) is measured at the amount of transaction price. Amounts disclosed as revenue are net of goods and services tax ('GST') and amounts collected on behalf of third parties. Ind AS 115 Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

The HDB Group recognises revenue from contracts with customers based on a five-step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the HDB Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the HDB Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the HDB Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the HDB Group satisfies a performance obligation.

Specific policies for the HDB Group's different sources of revenue are explained below:

(A) Income from lending business

Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the Effective Interest Rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

Other financial charges

Cheque bouncing charges, late payment charges, foreclosure charges and application money are recognised on a point-in-time basis, and are recorded when realised since the probability of collecting such monies is established when the customer pays.

(B) Income from BPO services and other financial charges

Income from BPO services comprise of sales support services, back office, operations, processing support, running collection call centres and collecting overdue amounts from borrowers. Performance obligations are satisfied over time and revenue is recorded on a monthly basis.

(C) Income from direct assignment

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. EIS evaluated and adjusted for ECL and expected prepayment.

2.12 Finance costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at amortized cost. Financial instruments include bank term loans, non-convertible debentures, commercial papers, subordinated debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

2.13 Employee benefits

(A) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the HDB Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(B) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The HDB Group has no obligation, other than the contribution payable to the provident fund. The HDB Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(C) ESIC and Labour welfare fund

The HDB Group's contribution paid/payable during the period to ESIC and Labour welfare fund are recognised in the statement of profit and loss.

(D) Gratuity

The HDB Group operates a defined benefit gratuity plan that provides for gratuity benefit to all employees. The HDB Group makes annual contributions to a fund administered by trustees and managed by insurance companies for amounts notified by the said insurance companies. The benefit is in the form of lump sum payments to vested employees on resignation, retirement, or death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five years of service.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The HDB Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

(E) Share-based payments

The HDB Group recognizes compensation expense relating to share-based payments in net profit using fair value in accordance with Ind AS 102 - Share-based Payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding amount.

2.14 Provisions and contingencies

The HDB Group recognises a provision when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure is made in the financial statements.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the HDB Group or a present obligation that may arise from past events but probably will not require an outflow of resources to settle the obligation.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resource is remote, no provision or disclosure is made.

Contingent assets are neither recognised nor disclosed in the financial statements.

2.15 Leases

Effective 01 April 2019, the HDB Group has adopted Ind AS 116 - Leases and applied it to all lease contracts existing on 01 April 2019 using the modified retrospective method. Based on the same and as permitted under the specific transitional provisions in the standard, the HDB Group is not required to restate the comparative figures.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

The following policies apply subsequent to the date of initial application, 1 April 2019.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the HDB Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the HDB Group if it is reasonably certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the HDB Group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the HDB Group revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in statement of profit and loss.

For contracts that both convey a right to the HDB Group to use an identified asset and require services to be provided to the HDB Group by the lessor, the HDB Group has elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

2.16 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.17 Income tax

(A) Current tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 in respect of taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years.

(B) Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit and loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit and loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same tax authority.

2.18 Earnings per share

The HDB Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The Managing Director & CEO of the HDB Group has been identified as the CODM as defined by Ind AS 108 Operating Segments, who assesses the financial performance and position of the HDB Group and makes strategic decisions.

Operating segments identified by the HDB Group comprises as under:

- Lending services
- BPO services

The accounting policies consistently used in the preparation of the financial statements are also applied to item of revenue and expenditure in individual segments. Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprises as a whole and are not allocable to a segment on a reasonable basis have been disclosed as 'Unallocated'. Segment assets and segment liabilities represent assets and liabilities in respective segments. Tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as 'Unallocated'.

2.20 Repossession and Collateral

To mitigate its credit risks on financial assets, the HDB Group seeks to use collateral, where possible. The collateral comes in various forms, such as securities, letters of credit/guarantees, real estate, receivables, inventories, other non-financial assets and credit enhancements such as netting agreements.

To the extent possible, the HDB Group uses active market data and external valuers for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models or through external valuers. Non-financial collateral, such as real estate, is valued based on data provided by third parties such as mortgage brokers, or based on housing price indices.

The HDB Group physically repossess and take into custody properties or other assets and also engages external agents to recover funds, to settle outstanding debt. Any surplus funds are returned to the customers/obligors. The HDB Group does not use the assets repossessed for the internal operations. Assets held under legal repossession processes are not recorded on the balance sheet as it does not meet the recognition criteria in other standards. Value of the repossessed asset is not netted off from the exposure at default for calculation of expected credit loss.

2.21 Statement of cash flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the HDB Group are segregated.

3 Critical accounting estimates and judgements

In the process of applying the HDB Group's accounting policies, management has made the following estimates and judgements, which have a significant impact on the carrying amounts of assets and liabilities at each balance sheet date.

(A) Fair value of financial instruments

Some of the HDB Group's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the HDB Group can access at measurement date
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the HDB Group can access at measurement date

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 43.

(B) Expected credit loss

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the HDB Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the HDB Group's historical experience and credit assessment and including forward looking information.

The component used by the HDB Group in determining the ECL have been depicted in Note 45.

(C) Effective interest rate

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected behavioural life of the financial asset to the gross carrying amount of the financial asset.

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges) as well expected changes to the base rate and other transaction costs and fees paid or received that are integral parts of the instrument.

(D) Business model assessment

Classification and measurement of financial assets depends on the results of the business model test. The HDB Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. Monitoring is part of the HDB Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

(E) Useful life and expected residual value of assets

Depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of HDB Group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(F) Leases

- The determination of lease term for some lease contracts in which the HDB Group is a lessee, including whether the HDB Group is reasonably certain to exercise lessee options.
- The determination of the incremental borrowing rate used to measure lease liabilities.

(G) Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The HDB Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

(H) Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(I) Provisions and contingences

The HDB Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in statutory litigation in the ordinary course of the HDB Group's business. Given the subjectivity and uncertainty of determining the probability and amount of losses, the HDB Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

4 Cash and cash equivalents

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Cash on hand | 277.6 | 261.2 | 354.5 | 285.2 | 350.7 |
| Balances with banks (In Current Accounts) | 9,112.9 | 6,850.8 | 6,061.0 | 3,585.1 | 4,308.1 |
| Demand drafts on hand | 67.7 | 84.4 | 63.0 | 88.7 | 113.2 |
| Total | 9,458.2 | 7,196.4 | 6,478.5 | 3,959.0 | 4,772.0 |

5 Bank balances Other than cash and cash equivalents

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Deposits with bank | 16,025.5 | 19.9 | 21.2 | 1,019.2 | 18.9 |
| Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments. | - | 717.7 | 459.0 | 936.3 | 1,729.6 |
| Collateral with Banks for Derivative | 484.2 | - | 63.8 | 617.1 | 305.8 |
| Interest accrued but not due on fixed deposits | 12.1 | 12.6 | 2.6 | 6.6 | 13.4 |
| Total | 16,521.8 | 750.2 | 546.6 | 2,579.2 | 2,067.7 |

6 Derivative financial Instruments

Part I
(i) Currency derivatives:
Currency swaps
Subtotal (i)
(ii) Interest rate derivatives
Forward Rate Agreements and Interest Rate swaps
Subtotal (ii)
Less : Provision on derivative financial instruments
Total Derivative Financial Instruments (i)+(ii)

| Notional amounts | As at September 30, 2024 | |
|------------------|--------------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | 83,797.5 | - |
| | 83,797.5 | - |
| | 36,000.0 | 29.4 |
| | 36,000.0 | 29.4 |
| | - | 0.1 |
| | 1,19,797.5 | 29.3 |

Part I
(i) Currency derivatives:
Currency swaps
Subtotal (i)
(ii) Interest rate derivatives
Forward Rate Agreements and Interest Rate swaps
Subtotal (ii)
Less : Provision on derivative financial instruments
Total Derivative Financial Instruments (i)+(ii)

| Notional amounts | As at September 30, 2023 | |
|------------------|--------------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | - | - |
| | - | - |
| | - | - |
| | - | - |
| | - | - |
| | - | - |

Part I
(i) Currency derivatives:
Currency swaps
Subtotal (i)
(ii) Interest rate derivatives
Forward Rate Agreements and Interest Rate swaps
Subtotal (ii)
Less : Provision on derivative financial instruments
Total Derivative Financial Instruments (i)+(ii)

| Notional amounts | As at March 31, 2024 | |
|------------------|----------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | 20,851.3 | - |
| | 20,851.3 | - |
| | 17,500.0 | 19.2 |
| | 17,500.0 | 19.2 |
| | - | 0.1 |
| | 38,351.3 | 19.1 |

Part I
(i) Currency derivatives:
Currency swaps
Subtotal (i)
(ii) Interest rate derivatives
Forward Rate Agreements and Interest Rate swaps
Subtotal (ii)
Less : Provision on derivative financial instruments
Total Derivative Financial Instruments (i)+(ii)

| Notional amounts | As at March 31, 2023 | |
|------------------|----------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | 18,899.1 | 1,661.7 |
| | 18,899.1 | 1,661.7 |
| | - | - |
| | - | - |
| | - | 8.3 |
| | 18,899.1 | 1,653.4 |

Part I
(i) Currency derivatives:
Currency swaps
Subtotal (i)
(ii) Interest rate derivatives
Forward Rate Agreements and Interest Rate swaps
Subtotal (ii)
Less : Provision on derivative financial instruments
Total Derivative Financial Instruments (i)+(ii)

| Notional amounts | As at March 31, 2022 | |
|------------------|----------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | 40,170.0 | 1,324.4 |
| | 40,170.0 | 1,324.4 |
| | - | - |
| | - | - |
| | - | - |
| | 40,170.0 | 1,324.4 |

Part II
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:

(i) Fair value hedging:
Currency derivatives
Interest Rate derivatives
Subtotal (i)
(ii) Cash flow hedging:
Currency derivatives
Interest rate derivatives
Subtotal (ii)
(iii) Undesignated Derivatives
Currency Swaps
Subtotal (iii)
Less : Provision on derivative financial instruments
Total Derivative Financial Instruments (i)+(ii)+(iii)

| Notional amounts | As at September 30, 2024 | |
|------------------|--------------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | - | - |
| | - | - |
| | 83,797.5 | - |
| | 36,000.0 | 29.4 |
| | 1,19,797.5 | 29.4 |
| | - | - |
| | - | - |
| | - | 0.1 |
| | 1,19,797.5 | 29.3 |

Part II
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:

(i) Fair value hedging:
Currency derivatives
Interest Rate derivatives
Subtotal (i)

| Notional amounts | As at September 30, 2023 | |
|------------------|--------------------------|------------------------|
| | Fair Value-Assets | Fair Value-Liabilities |
| | - | - |
| | - | - |
| | - | - |
| | - | - |

| | | | |
|--|---|---|---|
| (ii) Cash flow hedging: | | | |
| Currency derivatives | - | - | - |
| Interest rate derivatives | - | - | - |
| Subtotal (ii) | - | - | - |
| (iii) Undesignated Derivatives | | | |
| Currency Swaps | - | - | - |
| Subtotal (iii) | - | - | - |
| Less : Provision on derivative financial instruments | - | - | - |
| Total Derivative Financial Instruments (i)+(ii)+(iii) | - | - | - |

| As at March 31, 2024 | | | |
|--|------------------|-------------------|------------------------|
| | Notional amounts | Fair Value-Assets | Fair Value-Liabilities |
| Part II | | | |
| Included in above (Part I) are derivatives held for hedging and risk management purposes as follows: | | | |
| (i) Fair value hedging: | | | |
| Currency derivatives | - | - | - |
| Interest Rate derivatives | - | - | - |
| Subtotal (i) | - | - | - |
| (ii) Cash flow hedging: | | | |
| Currency derivatives | 20,851.3 | - | 47.7 |
| Interest rate derivatives | 17,500.0 | 19.2 | - |
| Subtotal (ii) | 38,351.3 | 19.2 | 47.7 |
| (iii) Undesignated Derivatives | | | |
| Currency Swaps | - | - | - |
| Subtotal (iii) | - | - | - |
| Less : Provision on derivative financial instruments | - | 0.1 | - |
| Total Derivative Financial Instruments (i)+(ii)+(iii) | 38,351.3 | 19.1 | 47.7 |

| As at March 31, 2023 | | | |
|--|------------------|-------------------|------------------------|
| | Notional amounts | Fair Value-Assets | Fair Value-Liabilities |
| Part II | | | |
| Included in above (Part I) are derivatives held for hedging and risk management purposes as follows: | | | |
| (i) Fair value hedging: | | | |
| Currency derivatives | - | - | - |
| Interest Rate derivatives | - | - | - |
| Subtotal (i) | - | - | - |
| (ii) Cash flow hedging: | | | |
| Currency derivatives | 18,899.1 | 1,661.7 | - |
| Interest rate derivatives | - | - | - |
| Subtotal (ii) | 18,899.1 | 1,661.7 | - |
| (iii) Undesignated Derivatives | | | |
| Currency Swaps | - | - | - |
| Subtotal (iii) | - | - | - |
| Less : Provision on derivative financial instruments | - | 8.3 | - |
| Total Derivative Financial Instruments (i)+(ii)+(iii) | 18,899.1 | 1,653.4 | - |

| As at March 31, 2022 | | | |
|--|------------------|-------------------|------------------------|
| | Notional amounts | Fair Value-Assets | Fair Value-Liabilities |
| Part II | | | |
| Included in above (Part I) are derivatives held for hedging and risk management purposes as follows: | | | |
| (i) Fair value hedging: | | | |
| Currency derivatives | - | - | - |
| Interest Rate derivatives | - | - | - |
| Subtotal (i) | - | - | - |
| (ii) Cash flow hedging: | | | |
| Currency derivatives | 40,170.0 | 1,324.4 | - |
| Interest rate derivatives | - | - | - |
| Subtotal (ii) | 40,170.0 | 1,324.4 | - |
| (iii) Undesignated Derivatives | | | |
| Currency Swaps | - | - | - |
| Subtotal (iii) | - | - | - |
| Less : Provision on derivative financial instruments | - | - | - |
| Total Derivative Financial Instruments (i)+(ii)+(iii) | 40,170.0 | 1,324.4 | - |

HDB Group enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that either meet the hedge accounting requirements or hedges that are economic hedges. The table above shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts. The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

7 Trade receivables

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Receivables Considered good - Secured | - | - | - | - | - |
| Receivables Considered good - Unsecured | 2,541.7 | 796.8 | 1,240.1 | 591.0 | 1,242.0 |
| Receivables which have significant increase in the credit risk | 208.2 | 70.5 | 81.0 | 122.2 | 207.9 |
| Receivables credit impaired | 21.0 | 60.2 | 17.7 | 13.4 | 1.3 |
| Unbilled Trade Receivables | - | - | - | - | - |
| | 2,770.9 | 927.5 | 1,338.8 | 726.6 | 1,451.2 |
| Less: Impairment loss allowance | 101.5 | 102.0 | 92.7 | 69.0 | 33.0 |
| Total | 2,669.4 | 825.5 | 1,246.1 | 657.6 | 1,418.2 |

No trade or other receivable are due from directors or other officers of the HDB Group either severally or jointly with any other person, or from firms or private companies respectively in which any director is a partner, a director or a member.

Reconciliation of impairment Loss allowance on trade receivables:

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-------------------------------------|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Balance as at beginning of the year | 92.7 | 69.0 | 69.0 | 33.0 | 45.6 |
| Increase during the year | 50.0 | 83.8 | 76.3 | 59.8 | 21.1 |
| Decrease during the year | (41.2) | (50.8) | (52.6) | (23.8) | (33.7) |
| Balance at end of the year | 101.5 | 102.0 | 92.7 | 69.0 | 33.0 |

Trade receivables ageing schedule September 30, 2024 :

| Particulars | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|--|--------------------|-------------------|-------------|-------------|-------------------|----------------|
| (i) Undisputed Trade Receivables - Considered good | 2,531.3 | 5.9 | 0.9 | 4.0 | (0.4) | 2,541.7 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | 169.4 | 16.2 | 13.5 | 9.2 | (0.1) | 208.2 |
| (iii) Undisputed Trade Receivables- credit impaired | 0.2 | 3.1 | 17.7 | - | - | 21.0 |
| (iv) Disputed Trade Receivables- considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled Trade Receivables | - | - | - | - | - | - |
| TOTAL | 2,700.9 | 25.2 | 32.1 | 13.2 | (0.5) | 2,770.9 |

Trade receivables ageing schedule September 30, 2023 :

| Particulars | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|--|--------------------|-------------------|-------------|-------------|-------------------|--------------|
| (i) Undisputed Trade Receivables - Considered good | 779.2 | 6.6 | 9.2 | 1.8 | -0.0 | 796.8 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | 44.6 | 14.9 | 11.0 | - | - | 70.5 |
| (iii) Undisputed Trade Receivables- credit impaired | 23.4 | 35.5 | 0.5 | 0.2 | 0.6 | 60.2 |
| (iv) Disputed Trade Receivables- considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled Trade Receivables | - | - | - | - | - | - |
| TOTAL | 847.2 | 57.0 | 20.7 | 2.0 | 0.6 | 927.5 |

Trade receivables ageing schedule March 31, 2024 :

| Particulars | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|--|--------------------|-------------------|-------------|-------------|-------------------|----------------|
| (i) Undisputed Trade Receivables - Considered good | 1,239.5 | 0.6 | - | - | - | 1,240.1 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | 50.0 | 16.6 | 12.7 | 1.7 | - | 81.0 |
| (iii) Undisputed Trade Receivables- credit impaired | 11.2 | 6.5 | - | - | - | 17.7 |
| (iv) Disputed Trade Receivables- considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled Trade Receivables | - | - | - | - | - | - |
| TOTAL | 1,300.7 | 23.7 | 12.7 | 1.7 | - | 1,338.8 |

Trade receivables ageing schedule March 31, 2023 :

| Particulars | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|--|--------------------|-------------------|--------------|-------------|-------------------|--------------|
| (i) Undisputed Trade Receivables - Considered good | 585.3 | 6.0 | (0.3) | (0.0) | (0.0) | 591.0 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | 112.1 | 9.4 | 0.1 | 0.0 | 0.6 | 122.2 |
| (iii) Undisputed Trade Receivables- credit impaired | 7.8 | 5.6 | 0.0 | 0.0 | (0.0) | 13.4 |
| (iv) Disputed Trade Receivables- considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled Trade Receivables | - | - | - | - | - | - |
| TOTAL | 705.2 | 21.0 | (0.2) | 0.0 | 0.6 | 726.6 |

Trade receivables ageing schedule March 31, 2022 :

| Particulars | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|--|--------------------|-------------------|-------------|-------------|-------------------|----------------|
| (i) Undisputed Trade Receivables - Considered good | 1,235.5 | 4.1 | (0.5) | 1.0 | 2.0 | 1,242.1 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | 195.0 | 7.9 | 3.9 | 0.2 | 0.9 | 207.9 |
| (iii) Undisputed Trade Receivables- credit impaired | - | - | 0.7 | 0.6 | - | 1.3 |
| (iv) Disputed Trade Receivables- considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables- which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled Trade Receivables | - | - | - | - | - | - |
| TOTAL | 1,430.5 | 12.0 | 4.1 | 1.8 | 2.9 | 1,451.2 |

8 Loans (at amortised cost)

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| A Term Loans in India | 9,86,242.1 | 7,78,566.4 | 9,02,179.3 | 7,00,307.0 | 6,13,263.2 |
| Less: Impairment loss allowance | 34,241.3 | 36,099.8 | 34,966.7 | 36,480.3 | 41,638.7 |
| Total | 9,52,000.8 | 7,42,466.6 | 8,67,212.6 | 6,63,826.7 | 5,71,624.5 |
| B Out of above | | | | | |
| Secured (Secured by tangible assets) | 7,01,068.5 | 5,59,707.9 | 6,43,589.8 | 5,10,318.7 | 4,51,259.3 |
| Unsecured | 2,85,173.6 | 2,18,858.5 | 2,58,589.5 | 1,89,988.3 | 1,62,004.0 |
| Total | 9,86,242.1 | 7,78,566.4 | 9,02,179.3 | 7,00,307.0 | 6,13,263.2 |
| Less: Impairment loss allowance | 34,241.3 | 36,099.8 | 34,966.7 | 36,480.3 | 41,638.7 |
| Total | 9,52,000.8 | 7,42,466.6 | 8,67,212.6 | 6,63,826.7 | 5,71,624.5 |
| C Out of above | | | | | |
| Term Loans in India - at amortised cost | | | | | |
| - Public sector | - | - | - | - | - |
| - Others | 9,86,242.1 | 7,78,566.4 | 9,02,179.3 | 7,00,307.0 | 6,13,263.2 |
| Total Gross Loans | 9,86,242.1 | 7,78,566.4 | 9,02,179.3 | 7,00,307.0 | 6,13,263.2 |
| Less: Impairment loss allowance | 34,241.3 | 36,099.8 | 34,966.7 | 36,480.3 | 41,638.7 |
| Total | 9,52,000.8 | 7,42,466.6 | 8,67,212.6 | 6,63,826.7 | 5,71,624.5 |

Credit quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on year-end stage classification. The amounts presented are gross of Impairment loss allowance.

| Stage | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--------------|--------------------------------|--------------------------------|----------------------------|----------------------------|----------------------------|
| Stage 1 | 9,44,830.6 | 7,45,358.4 | 8,72,181.7 | 6,67,930.2 | 5,61,421.8 |
| Stage 2 | 20,684.4 | 14,683.6 | 12,879.4 | 13,228.3 | 21,253.8 |
| Stage 3 | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Total | 9,86,242.1 | 7,78,566.5 | 9,02,179.3 | 7,00,307.0 | 6,13,263.2 |

Loans or advances in the nature of loans are granted to promoters, directors, KMPs, and the related parties, either severally or jointly with any other person.

| Particulars | As at September 30, 2024 | % to the total Loans and Advances in the nature of loans | As at September 30, 2023 | % to the total Loans and Advances in the nature of loans | As at March 31, 2024 | % to the total Loans and Advances in the nature of loans | As at March 31, 2023 | % to the total Loans and Advances in the nature of loans | As at March 31, 2022 | % to the total Loans and Advances in the nature of loans |
|-----------------|--------------------------------|--|--------------------------------|--|-------------------------|--|-------------------------|--|-------------------------|--|
| Promoter | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Directors | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| KMPs | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Related parties | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

9 Investments

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Recorded at Fair value through statement of profit and loss | | | | | |
| Outside India | - | - | - | - | - |
| In India | | | | | |
| Mutual fund units | - | 1,411.7 | 17,534.1 | 4,116.5 | 9,464.5 |
| Treasury bills / G-Sec | - | - | - | 7,736.6 | 11,975.7 |
| Securities receipt of ARC | 174.3 | 373.3 | 373.3 | 559.9 | 880.4 |
| Unquoted equity shares | 23.0 | 23.0 | 23.0 | 19.5 | 14.5 |
| Recorded at Amortised Cost | | | | | |
| Outside India | - | - | - | - | - |
| In India | | | | | |
| Treasury bills / G-Sec | 20,446.8 | 15,264.1 | 15,872.9 | - | - |
| Total | 20,644.1 | 17,072.1 | 33,803.3 | 12,432.5 | 22,335.1 |

10 Other financial assets

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Security deposits at amortised cost (Unsecured, considered good) | 299.7 | 269.6 | 282.2 | 245.4 | 216.4 |
| Prepaid rent (Security deposits, Unsecured, considered good) | 115.8 | 91.3 | 103.1 | 71.4 | 71.9 |
| Retained interest on assigned loan | 32.5 | 16.7 | 8.6 | 28.1 | 31.2 |
| Servicing assets on assigned loan | 16.0 | 2.1 | 1.1 | 3.8 | 9.6 |
| Total | 464.0 | 379.7 | 395.0 | 348.7 | 329.1 |

11 Current tax assets (Net)

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Current tax assets | | | | | |
| Advance tax and tax deducted at source (Net of provision for tax) : September 2024 : Rs. 4,038.2 million, March 2024 : Rs. 7,706.7 million, September 2023 : Rs 4,728.5 million, March 2023 : Rs. 6,213.0 million, March 2022 : Rs. 6,634.0 million) | 833.2 | 364.9 | 412.9 | 251.1 | 133.4 |
| Total | 833.2 | 364.9 | 412.9 | 251.1 | 133.4 |

12A Deferred tax assets (Net)

| | Balance as at April 1, 2024 | Charge/ (credit) to profit and loss | Charge/ (credit) to OCI | Balance as at September 30, 2024 |
|---------------------------------|--------------------------------|--|----------------------------|-------------------------------------|
| Deferred Tax Asset | | | | |
| Depreciation and amortisation | 676.2 | 102.9 | - | 779.1 |
| Provision for employee benefits | 344.6 | 21.1 | 19.5 | 385.2 |
| Loans - Impairment | 9,138.2 | 50.9 | - | 9,189.1 |
| Securitization and others | 248.5 | - | - | 248.5 |
| Cash Flow Hedges Reserve | 21.3 | - | 79.3 | 100.6 |
| Deferred Tax Asset | 10,428.8 | 174.9 | 98.8 | 10,702.5 |

Deferred Tax Liabilities

| | | | | |
|---------------------------------|------------------|----------------|----------|------------------|
| Borrowings | (83.7) | (15.7) | - | (99.4) |
| Investments - MTM and others | (234.1) | - | - | (234.1) |
| Loans - DSA | (401.1) | (149.8) | - | (550.9) |
| Lease | (310.4) | (72.2) | - | (382.6) |
| Deferred Tax Liabilities | (1,029.3) | (237.7) | - | (1,267.0) |

Net Deferred Tax Assets

| | | | | |
|--|----------------|---------------|-------------|----------------|
| | 9,399.5 | (62.8) | 98.8 | 9,435.5 |
|--|----------------|---------------|-------------|----------------|

| | Balance as at April 1, 2023 | Charge/ (credit) to profit and loss | Charge/ (credit) to OCI | Balance as at September 30, 2023 |
|---------------------------------|--------------------------------|--|----------------------------|-------------------------------------|
| Deferred Tax Asset | | | | |
| Depreciation and amortisation | 494.2 | 85.8 | - | 580.0 |
| Provision for employee benefits | 213.5 | 73.1 | 66.7 | 353.3 |
| Loans - Impairment | 9,521.2 | 736.5 | - | 10,257.7 |
| Securitization and others | 167.4 | - | - | 167.4 |
| Cash Flow Hedges Reserve | (21.7) | - | 21.7 | - |
| Deferred Tax Asset | 10,374.6 | 895.4 | 88.4 | 11,358.4 |

Deferred Tax Liabilities

| | | | | |
|---------------------------------|----------------|----------------|----------|----------------|
| Borrowings | (32.9) | 3.4 | - | (29.4) |
| Investments - MTM and others | (174.3) | - | - | (174.3) |
| Loans - DSA | 15.6 | (93.6) | - | (78.0) |
| Lease | (174.4) | (72.0) | - | (246.4) |
| Deferred Tax Liabilities | (365.9) | (162.2) | - | (528.1) |

Net Deferred Tax Assets

| | | | | |
|--|-----------------|--------------|-------------|-----------------|
| | 10,008.7 | 733.2 | 88.4 | 10,830.3 |
|--|-----------------|--------------|-------------|-----------------|

| | Balance as at April 1, 2023 | Charge/ (credit) to profit and loss | Charge/ (credit) to OCI | Balance as at March 31, 2024 |
|---------------------------------|--------------------------------|--|----------------------------|---------------------------------|
| Deferred Tax Asset | | | | |
| Depreciation and amortisation | 494.2 | 182.0 | - | 676.2 |
| Provision for employee benefits | 213.5 | 51.7 | 79.4 | 344.6 |
| Loans - Impairment | 9,521.2 | (383.0) | - | 9,138.2 |
| Securitization and others | 167.4 | 81.1 | - | 248.5 |
| Cash Flow Hedges Reserve | (21.7) | - | 43.0 | 21.3 |
| Deferred Tax Asset | 10,374.6 | (68.2) | 122.4 | 10,428.8 |

Deferred Tax Liabilities

| | | | | |
|---------------------------------|----------------|----------------|----------|------------------|
| Borrowings | (32.9) | (50.8) | - | (83.7) |
| Investments - MTM and others | (174.3) | (59.8) | - | (234.1) |
| Loans - DSA | 15.6 | (416.7) | - | (401.1) |
| Lease | (174.4) | (136.0) | - | (310.4) |
| Deferred Tax Liabilities | (365.9) | (663.4) | - | (1,029.3) |

Net Deferred Tax Assets

| | | | | |
|--|-----------------|----------------|--------------|----------------|
| | 10,008.7 | (731.6) | 122.4 | 9,399.5 |
|--|-----------------|----------------|--------------|----------------|

| | Balance as at April 1, 2022 | Charge/ (credit) to profit and loss | Charge/ (credit) to OCI | Balance as at March 31, 2023 |
|---------------------------------|--------------------------------|--|----------------------------|---------------------------------|
| Deferred Tax Asset | | | | |
| Depreciation and amortisation | 356.0 | 138.2 | - | 494.2 |
| Provision for employee benefits | 143.0 | 56.8 | 13.8 | 213.5 |
| Loans - Impairment | 10,460.3 | (939.1) | - | 9,521.2 |
| Securitization and others | (310.8) | 478.2 | - | 167.4 |
| Cash Flow Hedges Reserve | 27.6 | - | (49.3) | (21.7) |
| Deferred Tax Asset | 10,676.1 | (266.0) | (35.5) | 10,374.6 |

| Deferred Tax Liabilities | | | | |
|---------------------------------|-----------------|----------------|---------------|-----------------|
| Borrowings | (71.5) | 38.6 | - | (32.9) |
| Investments - MTM and others | (188.4) | 14.1 | - | (174.3) |
| Loans - DSA | 130.0 | (114.4) | - | 15.6 |
| Lease | (34.5) | (139.9) | - | (174.4) |
| Deferred Tax Liabilities | (164.4) | (201.6) | - | (365.9) |
| | 10,511.7 | (467.7) | (35.5) | 10,008.7 |
| Deferred Tax Asset | | | | |
| Depreciation and amortisation | 208.2 | 147.8 | - | 356.0 |
| Provision for employee benefits | 100.0 | 20.4 | 22.5 | 143.0 |
| Loans - Impairment | 6,964.6 | 3,495.7 | - | 10,460.3 |
| Securitization and others | (307.6) | (3.2) | - | (310.8) |
| Cash Flow Hedges Reserve | 110.7 | - | (83.1) | 27.6 |
| Deferred Tax Asset | 7,075.9 | 3,660.7 | (60.6) | 10,676.1 |
| Deferred Tax Liabilities | | | | |
| Borrowings | (114.7) | 43.2 | - | (71.5) |
| Investments - MTM and others | (20.0) | (168.4) | - | (188.4) |
| Loans - DSA | 284.5 | (154.5) | - | 130.0 |
| Lease | 74.2 | (108.7) | - | (34.5) |
| Deferred Tax Liabilities | 224.0 | (388.4) | - | (164.4) |
| Deferred Tax Asset | | | | |
| | 7,299.9 | 3,272.4 | (60.6) | 10,511.7 |

12B Deferred tax assets (Net)

The components of income tax expense for the period ended September 30, 2024, March 31, 2024, September 30, 2023, March 31, 2023 and March 31, 2022 are:

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Current tax: | | | | | |
| In respect of current year | 4,038.2 | 4,728.5 | 7,706.7 | 6,213.0 | 6,634.0 |
| In respect of prior years | - | - | - | - | - |
| Deferred Tax: | | | | | |
| Deferred tax relating to origination and reversal of temporary differences | 62.8 | (733.2) | 731.6 | 467.5 | (3,272.4) |
| Adjustments due to changes in tax rates | - | - | - | - | - |
| In respect of prior years | - | - | - | - | - |
| Total Income Tax recognised in statement of profit or loss | 4,101.0 | 3,995.3 | 8,438.3 | 6,680.5 | 3,361.6 |
| Current tax | 4,038.2 | 4,728.5 | 7,706.7 | 6,213.0 | 6,634.0 |
| Deferred tax (Credit) | 62.8 | (733.2) | 731.6 | 467.5 | (3,272.4) |
| Income Tax recognised in Other comprehensive income | | | | | |
| Deferred tax related to items recognised in Other comprehensive income during the year: | | | | | |
| Income tax relating to items that will not be reclassified to profit or loss | (19.50) | 66.7 | 79.4 | 13.8 | 22.5 |
| Income tax relating to items that will be reclassified to profit or loss | (79.30) | 21.7 | 43.0 | (49.3) | (83.1) |
| Total Income tax recognised in Other comprehensive income (Debit) | (98.80) | 88.4 | 122.4 | (35.5) | (60.6) |

The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows:

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Profit before tax | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| Applicable income tax rate (%) | 25.17 | 25.17 | 25.17 | 25.17 | 25.17 |
| Income tax expense calculated at applicable income tax rate | 3,983.6 | 3,944.5 | 8,317.2 | 6,612.6 | 3,391.5 |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense: | | | | | |
| Effect of income exempt from tax | - | - | - | - | - |
| Effect of expenses/provisions not deductible in determining taxable profit | 117.4 | 97.0 | 217.8 | 164.6 | 141.6 |
| Effect of tax incentives (net) | - | (46.2) | (96.7) | (96.7) | (171.4) |
| Effects of income not considered as taxable on compliance of condition | - | - | - | - | - |
| Adjustments due to changes in tax rates | - | - | - | - | - |
| Income tax for earlier year | - | - | - | - | - |
| Income tax expense recognised in profit and loss | 4,101.0 | 3,995.3 | 8,438.3 | 6,680.5 | 3,361.6 |

13 Property, Plant and Equipment (PPE) and Other Intangible assets

| Description | Office equipment | Furniture and fixtures | Leasehold improvements | Computers | Building | Motor cars | Total PPE Tangibles | Software and System development | Total Other Intangibles | Total |
|---|------------------|------------------------|------------------------|----------------|------------|--------------|---------------------|---------------------------------|-------------------------|----------------|
| Balance as at April 1, 2024 | 822.9 | 1,027.9 | 1,010.4 | 2,575.3 | 1.5 | 130.3 | 5,568.2 | 837.5 | 837.5 | 6,405.7 |
| Additions during the period | 153.1 | 140.2 | 309.6 | 265.4 | - | 30.0 | 898.3 | 79.3 | 79.3 | 977.5 |
| Disposals/Adjustments during the period | 32.8 | 60.6 | 30.3 | 23.3 | - | 12.7 | 159.7 | - | - | 159.7 |
| Balance as at September 30, 2024 | 943.2 | 1,107.5 | 1,289.7 | 2,817.4 | 1.5 | 147.6 | 6,306.8 | 916.8 | 916.8 | 7,223.5 |
| Accumulated Depreciation / impairment as at April 1, 2024 | 567.2 | 886.7 | 627.3 | 1,812.6 | 0.3 | 48.9 | 3,942.9 | 616.0 | 616.0 | 4,558.9 |
| Depreciation charge during the period | 59.3 | 64.6 | 70.0 | 252.2 | 0.0 | 17.9 | 464.0 | 85.7 | 85.7 | 549.7 |
| Disposals/Adjustments during the period | 31.9 | 59.3 | 26.9 | 23.0 | - | 8.3 | 149.4 | - | - | 149.4 |
| Accumulated Depreciation / impairment as at September 30, 2024 | 594.6 | 892.0 | 670.4 | 2,041.8 | 0.3 | 58.5 | 4,257.5 | 701.7 | 701.7 | 4,959.2 |
| Net carrying amount as at September 30, 2024 | 348.6 | 215.5 | 619.3 | 775.6 | 1.2 | 89.1 | 2,049.3 | 215.1 | 215.1 | 2,264.3 |

| Description | Office equipment | Furniture and fixtures | Leasehold improvements | Computers | Building | Motor cars | Total PPE Tangibles | Software and System development | Total Other Intangibles | Total |
|---|------------------|------------------------|------------------------|----------------|------------|--------------|---------------------|---------------------------------|-------------------------|----------------|
| Balance as at April 1, 2023 | 710.1 | 977.2 | 885.8 | 2,102.4 | 1.5 | 90.5 | 4,767.6 | 693.9 | 693.9 | 5,461.5 |
| Additions during the period | 91.0 | 52.0 | 87.3 | 179.5 | - | 26.7 | 436.4 | 36.5 | 36.5 | 472.9 |
| Disposals/Adjustments during the period | 45.2 | 40.2 | 44.6 | 29.1 | - | 6.0 | 165.1 | - | - | 165.1 |
| Balance as at September 30, 2023 | 755.9 | 989.0 | 928.4 | 2,252.8 | 1.5 | 111.2 | 5,038.9 | 730.4 | 730.4 | 5,769.3 |
| Accumulated Depreciation / impairment as at April 1, 2023 | 562.2 | 847.4 | 595.0 | 1,505.5 | 0.3 | 33.6 | 3,544.0 | 489.9 | 489.9 | 4,033.9 |
| Depreciation charge during the period | 40.2 | 44.8 | 45.7 | 160.0 | - | 12.5 | 303.1 | 58.3 | 58.3 | 361.4 |
| Disposals/Adjustments during the period | 45.2 | 40.0 | 43.7 | 29.1 | - | 6.0 | 164.0 | - | - | 164.0 |
| Accumulated Depreciation / impairment as at September 30, 2023 | 557.2 | 852.2 | 597.0 | 1,636.4 | 0.3 | 40.1 | 3,683.1 | 548.2 | 548.2 | 4,231.3 |
| Net carrying amount as at September 30, 2023 | 198.7 | 136.8 | 331.4 | 616.4 | 1.2 | 71.1 | 1,355.8 | 182.2 | 182.2 | 1,538.0 |

Note : No revaluation of any class of assets is carried out during the period.

| Description | Office equipment | Furniture and fixtures | Leasehold improvements | Computers | Building | Motor cars | Total PPE Tangibles | Software and System development | Total Other Intangibles | Total |
|---|------------------|------------------------|------------------------|----------------|------------|--------------|---------------------|---------------------------------|-------------------------|----------------|
| Balance as at April 1, 2023 | 710.1 | 977.2 | 885.8 | 2,102.4 | 1.5 | 90.5 | 4,767.6 | 693.9 | 693.9 | 5,461.5 |
| Additions during the year | 195.2 | 115.9 | 189.8 | 537.3 | - | 51.9 | 1,090.1 | 143.6 | 143.6 | 1,233.7 |
| Disposals/Adjustments during the year | 82.5 | 65.2 | 65.2 | 64.5 | - | 12.1 | 289.5 | - | - | 289.5 |
| Balance as at March 31, 2024 | 822.9 | 1,027.9 | 1,010.4 | 2,575.3 | 1.5 | 130.3 | 5,568.2 | 837.5 | 837.5 | 6,405.7 |
| Accumulated Depreciation / impairment as at April 1, 2023 | 562.2 | 847.4 | 594.9 | 1,505.5 | 0.3 | 33.6 | 3,544.1 | 489.8 | 489.8 | 4,033.9 |
| Depreciation charge during the year | 87.4 | 104.2 | 94.7 | 371.6 | - | 27.4 | 685.3 | 126.2 | 126.2 | 811.5 |
| Disposals/Adjustments during the year | 82.4 | 64.9 | 62.3 | 64.5 | - | 12.1 | 286.2 | - | - | 286.2 |
| Accumulated Depreciation / impairment as at March 31, 2024 | 567.2 | 886.7 | 627.3 | 1,812.6 | 0.3 | 48.9 | 3,942.9 | 616.0 | 616.0 | 4,558.9 |
| Net carrying amount as at March 31, 2024 | 255.7 | 141.2 | 383.1 | 762.7 | 1.2 | 81.4 | 1,625.3 | 221.5 | 221.5 | 1,846.8 |

Note : No revaluation of any class of assets is carried out during the period.

| Description | Office equipment | Furniture and fixtures | Leasehold improvements | Computers | Building | Motor cars | Total PPE Tangibles | Software and System development | Total Other Intangibles | Total |
|---|------------------|------------------------|------------------------|----------------|------------|-------------|---------------------|---------------------------------|-------------------------|----------------|
| Balance as at April 1, 2022 | 631.3 | 951.5 | 807.2 | 1,587.6 | 1.5 | 88.5 | 4,067.6 | 508.1 | 508.1 | 4,575.7 |
| Additions during the year | 98.1 | 40.3 | 116.9 | 626.6 | - | 45.3 | 927.2 | 185.9 | 185.9 | 1,113.1 |
| Disposals/Adjustments during the year | 19.3 | 14.6 | 38.3 | 111.8 | - | 43.3 | 227.2 | 0.1 | 0.1 | 227.3 |
| Balance as at March 31, 2023 | 710.1 | 977.2 | 885.8 | 2,102.4 | 1.5 | 90.5 | 4,767.6 | 693.9 | 693.9 | 5,461.5 |
| Accumulated Depreciation / impairment as at April 1, 2022 | 518.6 | 805.1 | 519.6 | 1,387.1 | 0.3 | 55.6 | 3,286.3 | 388.0 | 388.0 | 3,674.3 |
| Depreciation charge during the year | 62.9 | 56.8 | 112.8 | 230.2 | - | 17.3 | 480.1 | 101.9 | 101.9 | 582.0 |
| Disposals/Adjustments during the year | 19.3 | 14.5 | 37.5 | 111.8 | - | 39.3 | 222.3 | 0.1 | 0.1 | 222.4 |
| Accumulated Depreciation / impairment as at March 31, 2023 | 562.2 | 847.4 | 594.9 | 1,505.5 | 0.3 | 33.6 | 3,544.1 | 489.8 | 489.8 | 4,033.9 |
| Net carrying amount as at March 31, 2023 | 147.9 | 129.8 | 290.9 | 596.9 | 1.2 | 56.9 | 1,223.5 | 204.1 | 204.1 | 1,427.6 |

Note : No revaluation of any class of assets is carried out during the period.

| Description | Office equipment | Furniture and fixtures | Leasehold improvements | Computers | Building | Motor cars | Total PPE Tangibles | Software and System development | Total Other Intangibles | Total |
|---|------------------|------------------------|------------------------|----------------|------------|-------------|---------------------|---------------------------------|-------------------------|----------------|
| Balance as at April 1, 2021 | 616.2 | 934.6 | 790.6 | 1,428.8 | 1.5 | 80.3 | 3,852.1 | 392.3 | 392.3 | 4,244.3 |
| Additions during the year | 28.5 | 30.4 | 47.0 | 164.9 | - | 24.7 | 295.5 | 115.8 | 115.8 | 411.3 |
| Disposals/Adjustments during the year | 13.4 | 13.5 | 30.5 | 6.2 | - | 16.5 | 80.0 | - | - | 80.0 |
| Balance as at March 31, 2022 | 631.3 | 951.5 | 807.2 | 1,587.6 | 1.5 | 88.5 | 4,067.6 | 508.1 | 508.1 | 4,575.7 |
| Accumulated Depreciation / impairment as at April 1, 2021 | 472.3 | 735.0 | 453.6 | 1,224.5 | 0.2 | 51.3 | 2,936.9 | 312.5 | 312.5 | 3,249.3 |
| Depreciation charge for the year | 59.3 | 82.9 | 90.3 | 168.7 | 0.2 | 15.8 | 417.2 | 75.6 | 75.6 | 492.8 |
| Disposals/Adjustments during the year | 13.0 | 12.8 | 24.3 | 6.1 | 0.2 | 11.5 | 67.9 | - | - | 67.9 |
| Accumulated Depreciation / impairment as at March 31, 2022 | 518.6 | 805.1 | 519.6 | 1,387.1 | 0.3 | 55.6 | 3,286.3 | 388.0 | 388.0 | 3,674.3 |
| Net carrying amount as at March 31, 2022 | 112.7 | 146.4 | 287.6 | 200.5 | 1.3 | 32.9 | 781.3 | 120.1 | 120.1 | 901.4 |

Note : No revaluation of any class of assets is carried out during the period.

14 Right of Use Assets

| | As at Sept 30, 2024 | As at Sept 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|---------------------|----------------------|----------------------|----------------------|
| Right of Use Assets (ROU) (Refer note 34) | 3,822.4 | 2,753.9 | 3,265.1 | 2,442.7 | 2,024.9 |
| Total | 3,822.4 | 2,753.9 | 3,265.1 | 2,442.7 | 2,024.9 |

15 Other Non-financial Assets

| | As at Sept 30, 2024 | As at Sept 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|---------------------|----------------------|----------------------|----------------------|
| Capital advances | 473.9 | 54.7 | 382.9 | 90.2 | 4.3 |
| Advances recoverable in cash or in kind (Unsecured, considered good) | 986.6 | 406.0 | 556.7 | 826.3 | 2,812.6 |
| Total | 1,460.5 | 460.7 | 939.6 | 916.5 | 2,816.9 |

16 Trade Payables

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Trade payables | | | | | |
| i)total outstanding dues to micro and small enterprises | - | - | - | - | - |
| ii)total outstanding dues of creditors other than micro and small enterprises | 3,925.5 | 3,261.9 | 5,090.0 | 2,918.4 | 2,469.1 |
| Total | 3,925.5 | 3,261.9 | 5,090.0 | 2,918.4 | 2,469.1 |

16.1 Trade Payables includes Rs. Nil payable to "Suppliers" registered under the Micro, Small and Medium Enterprises Development Act, 2006. No interest has been paid / is payable by HDB Group during the year to "Suppliers" registered under this act. The above is based on the information available with the HDB Group which has been relied upon by the auditors.

16.2 Trade payables ageing schedule as at September 30, 2024 :

| Particulars | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|----------------------------|--|------------------|-------------|-------------|-------------------|----------------|
| i) MSME | | - | - | - | - | - |
| ii) Others | | 3,878.1 | 34.4 | 7.2 | 5.8 | 3,925.5 |
| iii) Disputed dues - MSME | | - | - | - | - | - |
| iv) Disputed dues - Others | | - | - | - | - | - |
| v) Unbilled Trade payables | | - | - | - | - | - |
| Total | | 3,878.1 | 34.4 | 7.2 | 5.8 | 3,925.5 |

16.2 Trade payables ageing schedule as at September 30, 2023 :

| Particulars | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|----------------------------|--|------------------|-------------|-------------|-------------------|----------------|
| i) MSME | | - | - | - | - | - |
| ii) Others | | 3,228.1 | 15.1 | 6.3 | 12.4 | 3,261.9 |
| iii) Disputed dues - MSME | | - | - | - | - | - |
| iv) Disputed dues - Others | | - | - | - | - | - |
| v) Unbilled Trade payables | | - | - | - | - | - |
| Total | | 3,228.1 | 15.1 | 6.3 | 12.4 | 3,261.9 |

16.2 Trade payables ageing schedule as at March 31, 2024 :

| Particulars | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|----------------------------|--|------------------|-------------|-------------|-------------------|----------------|
| i) MSME | | - | - | - | - | - |
| ii) Others | | 5,058.4 | 17.1 | 6.2 | 8.3 | 5,090.0 |
| iii) Disputed dues - MSME | | - | - | - | - | - |
| iv) Disputed dues - Others | | - | - | - | - | - |
| v) Unbilled Trade payables | | - | - | - | - | - |
| Total | | 5,058.4 | 17.1 | 6.2 | 8.3 | 5,090.0 |

16.2 Trade payables ageing schedule as at March 31, 2023 :

| Particulars | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|----------------------------|--|------------------|-------------|-------------|-------------------|----------------|
| i) MSME | | - | - | - | - | - |
| ii) Others | | 2,882.3 | 15.9 | 3.6 | 16.6 | 2,918.4 |
| iii) Disputed dues - MSME | | - | - | - | - | - |
| iv) Disputed dues - Others | | - | - | - | - | - |
| v) Unbilled Trade payables | | - | - | - | - | - |
| Total | | 2,882.3 | 15.9 | 3.6 | 16.6 | 2,918.4 |

16.2 Trade payables ageing schedule as at March 31, 2022 :

| Particulars | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|----------------------------|--|------------------|-------------|-------------|-------------------|----------------|
| i) MSME | | - | - | - | - | - |
| ii) Others | | 2,394.7 | 14.5 | 27.8 | 32.1 | 2,469.1 |
| iii) Disputed dues - MSME | | - | - | - | - | - |
| iv) Disputed dues - Others | | - | - | - | - | - |
| v) Unbilled Trade payables | | - | - | - | - | - |
| Total | | 2,394.7 | 14.5 | 27.8 | 32.1 | 2,469.1 |

17 Debt Securities

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| At Amortised Cost | | | | | |
| Secured | | | | | |
| Privately placed redeemable Non Convertible Debenture | 3,86,736.8 | 3,27,621.8 | 3,38,966.8 | 2,72,462.8 | 2,53,577.0 |
| Secured by pari passu charge by mortgage of Company's Office no.130, 3rd Floor, Heera Panna Complex, Dr. Yagnik Road, Rajkot and receivables under financing activity. | | | | | |
| Unsecured | | | | | |
| Commercial paper | 10,250.0 | 23,000.0 | 11,750.0 | - | - |
| Total | 3,96,986.8 | 3,50,621.8 | 3,50,716.8 | 2,72,462.8 | 2,53,577.0 |
| Less: Unamortised borrowing cost | 2,055.5 | 2,304.5 | 2,205.6 | 1,498.7 | 253.9 |
| Debt Securities (Net of unamortised cost) | 3,94,931.3 | 3,48,317.3 | 3,48,511.2 | 2,70,964.1 | 2,53,323.1 |
| Debt securities in India | 3,96,986.8 | 3,50,621.8 | 3,50,716.8 | 2,72,462.8 | 2,53,577.0 |
| Debt securities outside India | - | - | - | - | - |
| Total | 3,96,986.8 | 3,50,621.8 | 3,50,716.8 | 2,72,462.8 | 2,53,577.0 |
| Less: Unamortised borrowing cost | 2,055.5 | 2,304.5 | 2,205.6 | 1,498.7 | 253.9 |
| Debt Securities (Net of unamortised cost) | 3,94,931.3 | 3,48,317.3 | 3,48,511.2 | 2,70,964.1 | 2,53,323.1 |

17.1 - No non convertible debentures, non convertible perpetual debentures and any other borrowing is guaranteed by directors and/or others.
17.2 - Terms of repayment of privately placed redeemable non convertible debenture.

As at September 30, 2024

| Rate of interest (%) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|----------------------|-------------------|-------------------|-----------------|----------|-------------------|
| 4.5-5.5 | - | - | - | - | - |
| 5.5-6.5 | 62,750.0 | 17,850.0 | - | - | 80,600.0 |
| 6.5-7.5 | 25,860.0 | - | - | - | 25,860.0 |
| 7.5-8.5 | 66,170.0 | 1,87,925.0 | 26,181.8 | - | 2,80,276.8 |
| Total | 1,54,780.0 | 2,05,775.0 | 26,181.8 | - | 3,86,736.8 |

As at September 30, 2023

| Rate of interest (%) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|----------------------|-----------------|-------------------|-----------------|-----------------|-------------------|
| 4.5-5.5 | 24,000.0 | - | - | - | 24,000.0 |
| 5.5-6.5 | 34,680.0 | 73,350.0 | - | - | 1,08,030.0 |
| 6.5-7.5 | 12,150.0 | 25,860.0 | - | - | 38,010.0 |
| 7.5-8.5 | 17,230.0 | 1,09,770.0 | 15,581.8 | 15,000.0 | 1,57,581.8 |
| 8.5-9.5 | - | - | - | - | - |
| 9.5-10.5 | - | - | - | - | - |
| Total | 88,060.0 | 2,08,980.0 | 15,581.8 | 15,000.0 | 3,27,621.8 |

As at March 31, 2024

| Rate of interest (%) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|----------------------|-------------------|-------------------|-----------------|-----------------|-------------------|
| 4.5-5.5 | 4,000.0 | - | - | - | 4,000.0 |
| 5.5-6.5 | 65,780.0 | 36,300.0 | - | - | 1,02,080.0 |
| 6.5-7.5 | 16,500.0 | 9,360.0 | - | - | 25,860.0 |
| 7.5-8.5 | 17,230.0 | 1,54,175.0 | 20,621.8 | 15,000.0 | 2,07,026.8 |
| 8.5-9.5 | - | - | - | - | - |
| 9.5-10.5 | - | - | - | - | - |
| Total | 1,03,510.0 | 1,99,835.0 | 20,621.8 | 15,000.0 | 3,38,966.8 |

As at March 31, 2023

| Rate of interest (%) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|----------------------|-----------------|-------------------|-----------------|-----------------|-------------------|
| 4.5-5.5 | 24,230.0 | 15,930.0 | - | - | 40,160.0 |
| 5.5-6.5 | 19,100.0 | 52,030.0 | 10,600.0 | - | 81,730.0 |
| 6.5-7.5 | 53,411.0 | 12,860.0 | 1,300.0 | - | 67,571.0 |
| 7.5-8.5 | - | 43,680.0 | 13,640.0 | 12,000.0 | 69,320.0 |
| 8.5-9.5 | - | 10,450.0 | - | - | 10,450.0 |
| 9.5-10.5 | - | - | 3,231.8 | - | 3,231.8 |
| Total | 96,741.0 | 1,34,950.0 | 28,771.8 | 12,000.0 | 2,72,462.8 |

As at March 31, 2022

| Rate of interest (%) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|----------------------|-----------------|-------------------|-----------------|----------------|-------------------|
| 4.5-5.5 | 13,800.0 | 26,160.0 | - | - | 39,960.0 |
| 5.5-6.5 | 15,100.0 | 64,700.0 | 13,900.0 | - | 93,700.0 |
| 6.5-7.5 | - | 56,911.0 | - | - | 56,911.0 |
| 7.5-8.5 | 31,890.0 | 2,800.0 | - | 9,000.0 | 43,690.0 |
| 8.5-9.5 | 19,316.0 | - | - | - | 19,316.0 |
| 9.5-10.5 | - | - | - | - | - |
| Total | 80,106.0 | 1,50,571.0 | 13,900.0 | 9,000.0 | 2,53,577.0 |

17.3 - All the above non convertible debentures are secured by specific charge on receivables under financing activities. Minimum security cover of 1.0 times is required to be maintained throughout the period (Refer Note 54).

18 Borrowings (Other than Debt Securities)

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| At Amortised Cost | | | | | |
| Borrowings (other than debt securities) | | | | | |
| Secured | | | | | |
| (a) External commercial borrowings (ECB) | 83,797.5 | - | 20,851.3 | 18,899.1 | 40,170.0 |
| (b) Term loan against hypothecation of Receivables under financing activity | 2,89,027.2 | 2,33,315.5 | 3,16,610.3 | 2,19,680.0 | 1,42,914.5 |
| (c) Borrowing under Securitization | - | 1,863.6 | 852.2 | 3,708.6 | 12,056.4 |
| Total | 3,72,824.7 | 2,35,179.1 | 3,38,313.8 | 2,42,287.7 | 1,95,140.9 |
| Less: Unamortised borrowing cost | 407.4 | - | - | 9.7 | 123.7 |
| Borrowings (Other than Debt Securities) net of unamortised cost | 3,72,417.3 | 2,35,179.1 | 3,38,313.8 | 2,42,278.0 | 1,95,017.2 |
| Borrowings in India | 2,89,027.2 | 2,35,179.1 | 3,17,462.5 | 2,23,388.6 | 1,54,970.9 |
| Borrowings outside India | 83,797.5 | - | 20,851.3 | 18,899.1 | 40,170.0 |
| Total | 3,72,824.7 | 2,35,179.1 | 3,38,313.8 | 2,42,287.7 | 1,95,140.9 |
| Less: Unamortised borrowing cost | 407.4 | - | - | 9.7 | 123.7 |
| Borrowings (Other than Debt Securities) net of unamortised cost | 3,72,417.3 | 2,35,179.1 | 3,38,313.8 | 2,42,278.0 | 1,95,017.2 |

18.1 - No term loans, external commercial borrowings, commercial paper and any other borrowing is guaranteed by directors and / or others.

18.2 - During the year presented there were no defaults in the repayment of principal and interest.

18.3 - Terms of repayment of External commercial borrowings in foreign currency

| Particulars | Rate of interest (%) | 0-3 years | 3-5 years | >5 years | Total |
|--------------------------|----------------------|-----------|-----------|----------|-----------|
| As at September 30, 2024 | 6-9 | 83,797.5 | - | - | 83,797.50 |
| As at September 30, 2023 | | - | - | - | - |
| As at March 31, 2024 | | 20,851.3 | - | - | 20,851.3 |
| As at March 31, 2023 | | 18,899.1 | - | - | 18,899.1 |
| As at March 31, 2022 | | 40,170.0 | - | - | 40,170.0 |

As at September 30,2024 - HDB Group had availed total External Commercial Borrowing (ECBs) of USD 1000 million for financing prospective borrower as per the ECB guidelines issued by Reserve Bank of India ("RBI") from time to time. Out of same, USD 250 million was raised in FY23-24 and USD 750 million was raised in FY24-25. The borrowing has a maturity of three years. In terms of the RBI guidelines, borrowings have been swapped into rupees and fully hedged for the entire maturity by way of cross currency swaps.

As at September 30,2023 - There is no External Commercial Borrowing (ECBs) outstanding as on date.

As at March 31,2024 - HDB Group had availed total External Commercial Borrowing (ECBs) of USD 250 million for financing prospective borrower as per the ECB guidelines issued by Reserve Bank of India ("RBI") from time to time. Out of same USD 250 million was raised in FY23-24. The borrowing has a maturity of three years. In terms of the RBI guidelines, borrowings have been swapped into rupees and fully hedged for the entire maturity by way of cross currency swaps.

As at March 31,2023 - HDB Group had availed total External Commercial Borrowing (ECBs) of USD 530 million for financing prospective borrower as per the ECB guidelines issued by Reserve Bank of India ("RBI") from time to time. Out of same USD 230 million was raised in FY 2020-21. The borrowing has a maturity of three years. In terms of the RBI guidelines, borrowings have been swapped into rupees and fully hedged for the entire maturity by way of cross currency swaps.

As at March 31,2022 - HDB Group had availed total External Commercial Borrowing (ECBs) of USD 530 million for financing prospective borrower as per the ECB guidelines issued by Reserve Bank of India ("RBI") from time to time. Out of same USD 230 million was raised in FY20-21. The borrowing had a maturity of three years. In terms of the RBI guidelines, borrowings have been swapped into rupees and fully hedged for the entire maturity by way of cross currency swaps.

18.4 - Terms of repayment of Term loans from Banks.

As at September 30, 2024

| Marginal Cost of Funds Based Lending Rate (MCLR) (a) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|--|-------------------|-------------------|-----------------|----------|-------------------|
| Overnight MCLR + (0.00% to 0.75%) | 3,000.0 | 6,000.0 | 3,550.0 | - | 12,550.0 |
| 1 Month MCLR + (0.00% to 0.75%) | 10,119.1 | 11,833.3 | 625.0 | - | 22,577.4 |
| 3 Month MCLR + (0.00% to 1.5%) | 2,137.5 | 6,450.0 | - | - | 8,587.5 |
| Total (a) | 15,256.6 | 24,283.3 | 4,175.0 | - | 43,714.9 |
| Rate linked to T-Bills rates (b) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 1 Month T-Bills rates (0.00% to 4.00%) | 32,208.4 | 28,220.8 | 11,650.0 | - | 72,079.2 |
| 3 Month T-Bills rates (0.00% to 4.00%) | 32,286.1 | 16,713.2 | 10,319.4 | - | 59,318.7 |
| Repo Rate (0.00% to 3.50%) | 31,311.9 | 22,003.2 | 3,716.7 | - | 57,031.8 |
| Total (b) | 95,806.4 | 66,937.2 | 25,686.1 | - | 1,88,429.7 |
| Fixed Interest rate (c) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 4.50% - 8.35% | 24,578.5 | 29,998.5 | 2,305.6 | - | 56,882.6 |
| Total (a)+(b)+(c) | 1,35,641.5 | 1,21,219.0 | 32,166.7 | - | 2,89,027.2 |

As at September 30, 2023

| Marginal Cost of Funds Based Lending Rate (MCLR) (a) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|--|-----------------|-----------------|-----------------|--------------|-----------------|
| Overnight MCLR + (0.00% to 0.75%) | 3,800.0 | 7,200.0 | 6,450.0 | 800.0 | 18,250.0 |
| 1 Month MCLR + (0.00% to 0.75%) | 333.3 | - | - | - | 333.3 |
| 3 Month MCLR + (0.00% to 1.5%) | 13,294.1 | 25,088.1 | 3,189.3 | - | 41,571.5 |
| 6 Month MCLR + (0.00% to 0.75%) | 2,000.0 | 4,000.0 | 3,000.0 | - | 9,000.0 |
| Total (a) | 19,427.4 | 36,288.1 | 12,639.3 | 800.0 | 69,154.8 |

HDB Financial Services Limited

Notes to Restated Consolidated Financial Information (Continued)

(Currency : Indian Rupees in Millions)

| Rate linked to T-Bills rates (b) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|--|-----------------|-------------------|-----------------|--------------|-------------------|
| 7 Days T-Bills rates (0.00% to 4.00%) | - | - | - | - | - |
| 1 Month T-Bills rates (0.00% to 4.00%) | 20,337.5 | 32,933.3 | 8,095.9 | - | 61,366.7 |
| 3 Month T-Bills rates (0.00% to 4.00%) | 7,225.0 | 10,193.8 | 1,000.0 | - | 18,418.8 |
| 6 Month T-Bills rates (0.00% to 3.50%) | - | - | - | - | - |
| 12 Month T-Bills rates (0.00% to 3.50%) | - | - | - | - | - |
| Repo Rate (0.00% to 3.50%) | 31,753.6 | 26,069.1 | 2,093.8 | - | 59,916.5 |
| Mumbai Interbank Offer rate (MIBOR) (0.00% to 3.50%) | 300.0 | 225.0 | - | - | 525.0 |
| Total (b) | 59,616.1 | 69,421.2 | 11,189.7 | - | 1,40,227.0 |
| Fixed Interest rate (c) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 4.50% - 8.35% | 13,558.7 | 10,375.0 | - | - | 23,933.7 |
| Total (a)+(b)+(c) | 92,602.2 | 1,16,084.3 | 23,829.0 | 800.0 | 2,33,315.5 |

As at March 31, 2024

| Marginal Cost of Funds Based Lending Rate (MCLR) (a) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|--|-------------------|-------------------|-----------------|----------------|-------------------|
| Overnight MCLR + (0.00% to 0.75%) | 5,000.0 | 2,000.0 | 1,250.0 | - | 8,250.0 |
| 1 Month MCLR + (0.00% to 0.75%) | 22,244.0 | 19,642.9 | 5,675.0 | - | 47,561.9 |
| 3 Month MCLR + (0.00% to 1.5%) | 4,275.0 | 8,587.5 | - | - | 12,862.5 |
| 6 Month MCLR + (0.00% to 0.75%) | - | - | - | - | - |
| Total (a) | 31,519.0 | 30,230.4 | 6,925.0 | - | 68,674.4 |
| Rate linked to T-Bills rates (b) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 7 Days T-Bills rates (0.00% to 4.00%) | - | - | - | - | - |
| 1 Month T-Bills rates (0.00% to 4.00%) | 27,416.6 | 45,325.0 | 17,950.0 | - | 90,691.6 |
| 3 Month T-Bills rates (0.00% to 4.00%) | 20,175.0 | 17,425.7 | 12,194.4 | 2,111.1 | 51,906.2 |
| 6 Month T-Bills rates (0.00% to 3.50%) | - | - | - | - | - |
| 12 Month T-Bills rates (0.00% to 3.50%) | - | - | - | - | - |
| Repo Rate (0.00% to 3.50%) | 36,767.6 | 24,585.5 | 4,031.3 | - | 65,384.4 |
| Mumbai Interbank Offer rate (MIBOR) (0.00% to 3.50%) | - | - | - | - | - |
| Total (b) | 84,359.2 | 87,336.2 | 34,175.7 | 2,111.1 | 2,07,982.2 |
| Fixed Interest rate (c) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 4.50% - 8.35% | 19,268.0 | 19,435.7 | 1,250.0 | - | 39,953.7 |
| Total (a)+(b)+(c) | 1,35,146.2 | 1,37,002.3 | 42,350.7 | 2,111.1 | 3,16,610.3 |

As at March 31, 2023

| Marginal Cost of Funds Based Lending Rate (MCLR) (a) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|--|-----------------|-------------------|-----------------|--------------|-------------------|
| Overnight MCLR + (0.00% to 0.75%) | 2,000.0 | 2,000.0 | 2,000.0 | - | 6,000.0 |
| 1 Month MCLR + (0.00% to 0.75%) | 416.7 | - | - | - | 416.7 |
| 3 Month MCLR + (0.00% to 1.5%) | 9,983.9 | 20,888.1 | 5,261.3 | 200.0 | 36,333.3 |
| 6 Month MCLR + (0.00% to 0.75%) | 2,000.0 | 4,000.0 | 4,000.0 | - | 10,000.0 |
| Total (a) | 14,400.6 | 26,888.1 | 11,261.3 | 200.0 | 52,750.0 |
| Rate linked to T-Bills rates (b) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 7 Days T-Bills rates (0.00% to 4.00%) | 800.0 | 800.0 | - | - | 1,600.0 |
| 1 Month T-Bills rates (0.00% to 4.00%) | 5,666.6 | 12,916.7 | 4,520.8 | - | 23,104.1 |
| 3 Month T-Bills rates (0.00% to 4.00%) | 8,758.3 | 16,183.3 | 739.7 | - | 25,681.3 |
| 6 Month T-Bills rates (0.00% to 3.50%) | - | - | - | - | - |
| 12 Month T-Bills rates (0.00% to 3.50%) | - | - | - | - | - |
| Repo Rate (0.00% to 3.50%) | 28,208.8 | 44,632.2 | 3,906.2 | - | 76,747.2 |
| Mumbai Interbank Offer rate (MIBOR) (0.00% to 3.50%) | 300.0 | 375.0 | - | - | 675.0 |
| Total (b) | 43,733.7 | 74,907.2 | 9,166.7 | - | 1,27,807.6 |
| Fixed Interest rate (c) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 4.50% - 8.35% | 17,252.1 | 19,032.1 | 2,838.2 | - | 39,122.4 |
| Total (a)+(b)+(c) | 75,386.4 | 1,20,827.4 | 23,266.2 | 200.0 | 2,19,680.0 |

As at March 31, 2022

| Marginal Cost of Funds Based Lending Rate (MCLR) (a) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
|--|-----------------|-----------------|-----------------|----------|-------------------|
| Overnight MCLR + (0.00% to 0.75%) | - | 1,000.0 | - | - | 1,000.0 |
| 1 Month MCLR + (0.00% to 0.75%) | 416.7 | 416.7 | - | - | 833.3 |
| 3 Month MCLR + (0.00% to 1.5%) | 750.0 | 750.0 | - | - | 1,500.0 |
| 6 Month MCLR + (0.00% to 0.75%) | - | - | - | - | - |
| Total (a) | 1,166.7 | 2,166.7 | - | - | 3,333.3 |
| Rate linked to T-Bills rates (b) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 7 Days T-Bills rates (0.00% to 4.00%) | - | - | - | - | - |
| 1 Month T-Bills rates (0.00% to 4.00%) | - | - | - | - | - |
| 3 Month T-Bills rates (0.00% to 4.00%) | 15,795.3 | 15,622.8 | 1,366.7 | - | 32,784.7 |
| 6 Month T-Bills rates (0.00% to 3.50%) | 1,090.9 | - | - | - | 1,090.9 |
| 12 Month T-Bills rates (0.00% to 3.50%) | 4,316.7 | 7,725.0 | - | - | 12,041.7 |
| Repo Rate (0.00% to 3.50%) | 10,614.6 | 22,863.9 | 14,732.1 | - | 48,210.6 |
| Mumbai Interbank Offer rate (MIBOR) (0.00% to 3.50%) | 7,250.0 | 2,520.8 | - | - | 9,770.8 |
| Total (b) | 39,067.5 | 48,732.5 | 16,098.8 | - | 1,03,898.8 |
| Fixed Interest rate (c) | 0-1 years | 1-3 years | 3-5 years | >5 years | Total |
| 4.50% - 8.35% | 10,187.0 | 21,874.0 | 3,621.4 | - | 35,682.4 |
| Total (a)+(b)+(c) | 50,421.2 | 72,773.2 | 19,720.1 | - | 1,42,914.5 |

18.4.1 - Term loans includes as at September 30, 2024 - 77,565.5 million, September 30, 2023 - Rs.74,510.5 million, March 31, 2024 - Rs.97,305.4 million, March 31, 2023 - Rs.70,824.5 million, March 31, 2022 - Rs.60,671.4 million from related parties.

18.5 - All the above Term loans are secured by specific charge on receivables under financing activities. Minimum security cover of 1.0 time is required to be maintained throughout the year.

18.6 - Terms of repayment of Borrowing under Securitization.

| Particulars | Rate of interest (%) | 0-1 years | 1-3 years | 3-5 years | Total |
|--------------------------|----------------------|-----------|-----------|-----------|----------|
| As at September 30, 2024 | | - | - | - | - |
| As at September 30, 2023 | 3.5 to 6 | 16,616.0 | 2,020.0 | - | 1,863.6 |
| As at March 31, 2024 | | 852.2 | - | - | 852.2 |
| As at March 31, 2023 | | 2,850.9 | 857.7 | - | 3,708.6 |
| As at March 31, 2022 | | 7,635.0 | 4,292.5 | 128.9 | 12,056.4 |

18.7 - Term Loans were used fully for the purpose for which the same were obtained.

18.8 - Periodic Statements of securities filed with lending banks are as per book of accounts.

19 Subordinated Liabilities

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| At Amortised Cost | | | | | |
| Unsecured | | | | | |
| (a) Privately placed subordinated (Tier II) redeemable bonds | 44,700.0 | 29,000.0 | 46,700.0 | 29,000.0 | 35,000.0 |
| (b) Redeemable non convertible perpetual bonds | 15,000.0 | 6,500.0 | 10,000.0 | 6,500.0 | 6,500.0 |
| Total | 59,700.0 | 35,500.0 | 56,700.0 | 35,500.0 | 41,500.0 |
| Less: Unamortised borrowing cost | 237.6 | 80.4 | 218.3 | 89.0 | 109.5 |
| Subordinated Liabilities net of unamortised cost | 59,462.4 | 35,419.6 | 56,481.7 | 35,411.0 | 41,390.5 |
| Subordinated Liabilities in India | 59,700.0 | 35,500.0 | 56,700.0 | 35,500.0 | 41,500.0 |
| Subordinated Liabilities outside India | - | - | - | - | - |
| Total | 59,700.0 | 35,500.0 | 56,700.0 | 35,500.0 | 41,500.0 |
| Less: Unamortised borrowing cost | 237.6 | 80.4 | 218.3 | 89.0 | 109.5 |
| Subordinated Liabilities net of unamortised cost | 59,462.4 | 35,419.6 | 56,481.7 | 35,411.0 | 41,390.5 |

HDB Financial Services Limited
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(Currency : Indian Rupees in Millions)

19.1 - No subordinate debts and any other borrowing is guaranteed by directors and / or others.

19.2 - Terms of repayment of Privately placed unsecured subordinated (Tier II) redeemable bonds and redeemable non convertible perpetual bonds

| Particulars | Rate of interest (%) | <5 year | >=5 years | Total |
|--------------------------|----------------------|----------|-----------|----------|
| As at September 30, 2024 | 6.5 to 10.5 | 25,135.0 | 34,565.0 | 59,700.0 |
| As at September 30, 2023 | | 19,500.0 | 16,000.0 | 35,500.0 |
| As at March 31, 2024 | | 20,700.0 | 36,000.0 | 56,700.0 |
| As at March 31, 2023 | | 14,000.0 | 21,500.0 | 35,500.0 |
| As at March 31, 2022 | | 40,000.0 | 1,500.0 | 41,500.0 |

20 Other financial liabilities

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Interest accrued | 19,270.3 | 14,801.4 | 18,332.1 | 11,724.3 | 15,116.5 |
| Overdrawn balances in current account with banks | 6,619.6 | 9,640.6 | 6,791.3 | 12,209.5 | 8,505.9 |
| Deposits (not as defined in Section 2(31) of Companies Act, 2013) | 101.3 | 101.9 | 101.9 | 101.9 | 102.2 |
| Creditors for other expenses | 60.1 | 17.5 | 19.6 | 140.9 | 183.1 |
| Statutory liabilities | 714.2 | 870.9 | 595.7 | 818.0 | 788.2 |
| Unclaimed Dividend | 0.4 | 0.2 | 0.4 | 0.1 | - |
| Lease Liability (ROU) | 4,290.7 | 3,119.8 | 3,711.7 | 2,789.6 | 2,391.3 |
| Total | 31,056.6 | 28,552.3 | 29,552.7 | 27,784.3 | 27,087.2 |

21 Current tax liabilities (Net)

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Provisions for tax (Net of advance tax As at September 30, 2024 - Rs. 3,750.0 Millions ,As at September 30, 2023 - Rs. 3,350.0 Millions, As at March 31, 2024 - Rs. 5,650.0 Millions, As at March 31 2023 - Rs. 4,050.0 Millions , As at March 31,2022 - Rs. 4,400.0 Millions) | 374.4 | 760.3 | 586.5 | 419.7 | 597.3 |
| Total | 374.4 | 760.3 | 586.5 | 419.7 | 597.3 |

| Particulars | Opening Balance | Additions during the year | Reversals during the year | Closing Balance |
|--------------------------|-----------------|---------------------------|---------------------------|-----------------|
| As at September 30, 2024 | 586.5 | - | 212.1 | 374.4 |
| As at September 30, 2023 | 419.7 | 366.2 | 25.6 | 760.3 |
| As at March 31, 2024 | 419.7 | 202.5 | 35.7 | 586.5 |
| As at March 31, 2023 | 597.3 | 0.4 | 178.0 | 419.7 |
| As at March 31, 2022 | 1,730.5 | 333.0 | 1,466.2 | 597.3 |

22 Provisions

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Provision for employee benefits | | | | | |
| Gratuity (funded) | 1,112.5 | 1,116.0 | 1,079.0 | 780.3 | 714.4 |
| Salary, bonus and reimbursements | 2,935.0 | 2,383.4 | 3,662.6 | 2,550.7 | 2,081.0 |
| Contribution to provident fund | 304.8 | 326.7 | 287.8 | 358.6 | 352.1 |
| Total | 4,352.3 | 3,826.1 | 5,029.4 | 3,689.6 | 3,147.5 |

23 Other non-financial liabilities

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------------------|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Provision for expenses | 3,958.7 | 4051.3 | 4525.0 | 2669.1 | 1830.2 |
| Total | 3,958.7 | 4051.3 | 4525.0 | 2669.1 | 1830.2 |

| Particulars | Opening Balance | Additions during the year | Reversals during the year | Closing Balance |
|--------------------------|-----------------|---------------------------|---------------------------|-----------------|
| As at September 30, 2024 | 4,525.0 | 1,627.8 | 2,194.1 | 3,958.7 |
| As at September 30, 2023 | 2,669.1 | 3,004.9 | 1,622.7 | 4,051.3 |
| As at March 31, 2024 | 2,669.1 | 3,515.9 | 1,660.0 | 4,525.0 |
| As at March 31, 2023 | 1,830.2 | 2,669.1 | 1,830.2 | 2,669.1 |
| As at March 31, 2022 | 1,212.6 | 1,830.2 | 1,212.6 | 1,830.2 |

24 Equity Share capital

| | As at September 30, 2024 | As at September 30, 2023 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|-----------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Authorised equity shares | | | | | |
| 1,00,15,50,000 equity shares of Rs. 10 each (1,00,15,50,000 as at 31 March 2024, 1,00,15,50,000 as at 30 September 2023, 1,00,15,50,000 as at 31 March 2023, 1,00,15,50,000 as at 31 March 2022) | 10,015.5 | 10,015.5 | 10,015.5 | 10,015.5 | 10,015.5 |
| Issued, Subscribed & Paid up equity shares fully paid up | | | | | |
| 79,39,63,540 equity shares of Rs. 10 each (79,30,74,566 as at 31 March 2024, 79,16,51,067 as at 30 September 2023, 79,13,99,083 as at 31 March 2023, 79,04,40,031 as at 31 March 2022) | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |
| Total | 7,939.6 | 7,916.5 | 7,930.8 | 7,914.0 | 7,904.4 |

24.1 Reconciliation of the number of shares

| | As at September 30, 2024 | | As at September 30, 2023 | |
|---|--------------------------|----------------|--------------------------|----------------|
| | Number | Amount | Number | Amount |
| Equity shares of Rs.10 fully paid up | | | | |
| Shares outstanding at the beginning of the year | 79,30,74,566 | 7,930.8 | 79,13,99,083 | 7,914.0 |
| Shares issued - exercised for ESOP scheme | 8,88,974 | 8.8 | 2,51,984 | 2.5 |
| Shares issued - right issue | - | - | - | - |
| Shares outstanding at the end of the year | 79,39,63,540 | 7,939.6 | 79,16,51,067 | 7,916.5 |

| | As at March 31, 2024 | | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|----------------|----------------------|----------------|----------------------|----------------|
| | Number | Amount | Number | Amount | Number | Amount |
| Equity shares of Rs.10 fully paid up | | | | | | |
| Shares outstanding at the beginning of the year | 79,13,99,083 | 7,914.0 | 79,04,40,031 | 7,904.4 | 78,91,85,216 | 7,891.9 |
| Shares issued - exercised for ESOP scheme | 16,75,483 | 16.8 | 9,59,052 | 9.6 | 12,54,815 | 12.5 |
| Shares issued - right issue | - | - | - | - | - | - |
| Shares outstanding at the end of the year | 79,30,74,566 | 7,930.8 | 79,13,99,083 | 7,914.0 | 79,04,40,031 | 7,904.4 |

24.2 Terms/rights attached to equity shares.

HDB Group has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by shareholders at the Annual General Meeting.

24.3 Details of shareholders holding more than 5% of the aggregate shares in the Company

| Particulars | HDFC Bank Limited (Holding Company and promoter) | | |
|--------------------------|--|--------------|---------------------------------|
| | No. of Shares held* | % of Holding | % Change during the year/period |
| As at September 30, 2024 | 75,05,96,670 | 94.54% | 0.00% |
| As at September 30, 2023 | 75,05,96,670 | 94.81% | 0.00% |
| As at March 31, 2024 | 75,05,96,670 | 94.64% | 0.00% |
| As at March 31, 2023 | 75,05,96,670 | 94.84% | 0.00% |
| As at March 31, 2022 | 75,05,96,670 | 94.96% | 0.00% |

*Equity shares of Rs.10 fully paid up

24.4 Number of shares reserved for ESOPs

| Particulars | As at | As at | As at | As at | As at |
|---|--------------------|--------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Equity shares of Rs.10 fully paid up | | | | | |
| Number of Shares reserved for ESOPs (Refer note 35) | 1,02,43,243 | 85,00,547 | 87,28,798 | 75,79,538 | 40,69,315 |

25 Other equity

| Other equity | As at | As at | As at | As at | As at |
|--|--------------------|--------------------|-------------------|-------------------|-----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| (i) Securities Premium Account | 32,605.1 | 31,402.4 | 32,231.3 | 31,277.2 | 30,551.9 |
| (ii) Employee Stock Options Outstanding Account | 1,035.4 | 625.4 | 692.2 | 396.1 | 355.3 |
| (iii) Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | 24,118.0 | 19,186.4 | 21,772.6 | 16,850.9 | 12,932.2 |
| (iv) Retained Earnings-Other than Remeasurement of Post Employment Benefit Obligations | 84,264.7 | 66,914.6 | 75,676.2 | 58,443.3 | 44,271.0 |
| (v) Retained Earnings- Remeasurement of Post Employment Benefit Obligations | (870.3) | (774.9) | (812.5) | (576.5) | (535.5) |
| (vi) Cash Flow Hedges Reserve | (299.2) | - | (63.5) | 64.6 | (82.0) |
| | 1,40,853.7 | 1,17,353.9 | 1,29,496.3 | 1,06,455.7 | 87,492.9 |

(i) Securities Premium Account

Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(ii) Employee Stock Options Outstanding Account

Under IND AS 102, fair value of the options granted is required to be accounted as expense over the life of the vesting period as employee compensation costs, reflecting the period of receipt of service.

(iii) Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

(iv) Retained Earnings-Other than Remeasurement of Post Employment Benefit Obligations

Retained earnings represents the surplus in Profit and Loss Account and appropriations.

(v) Retained Earnings- Remeasurement of Post Employment Benefit Obligations

HDB Group recognises change on account of remeasurement of the net defined benefit liability (asset) as part of retained earnings.

(vi) Cash Flow Hedges Reserve

It represents the cumulative gains/(losses) arising on revaluation of the derivative instruments designated as cash flow hedges through OCI.

HDB Financial Services Limited
Notes to Restated Consolidated Financial Information (Continued)
(Currency : Indian Rupees in Millions)

26 Interest Income

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|--|--|--|--|--|--|
| On Financial Assets measured at Amortised Cost : | | | | | |
| Interest on Loans | 66,128.5 | 52,028.7 | 1,10,436.0 | 88,535.8 | 82,936.4 |
| Interest on deposits with Banks | 123.3 | 94.3 | 171.0 | 93.0 | 113.9 |
| Interest income from Investment | 704.4 | 315.5 | 960.2 | - | - |
| On Financial Assets measured at fair value through profit or loss (FVTPL) : | | | | | |
| Interest income from Investment | - | - | - | 649.0 | 579.4 |
| Total | 66,956.2 | 52,438.5 | 1,11,567.2 | 89,277.8 | 83,629.7 |

27 Net gain/ (loss) on fair value changes

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|--|--|--|--|--|--|
| Net gain/ (loss) on financial instruments at fair value through profit or loss (FVTPL) | | | | | |
| Investments | 391.2 | 629.5 | 1,136.9 | 850.7 | 164.8 |
| | 391.2 | 629.5 | 1,136.9 | 850.7 | 164.8 |
| Net gain/ (loss) on financial instruments at fair value through profit or loss (FVTPL) | | | | | |
| Realised | 424.1 | 417.4 | 899.1 | 906.7 | 392.9 |
| Unrealised | (32.9) | 212.1 | 237.8 | (56.0) | (228.1) |
| Total | 391.2 | 629.5 | 1,136.9 | 850.7 | 164.8 |

28 Finance Costs

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|--|--|--|--|--|--|
| Interest expenses on financial liabilities measured at amortised cost | | | | | |
| Interest on borrowings (includes Interest on lease liabilities of Rs. 165.1 million, Rs. 128.4 million, Rs. 268.2 million, Rs. 212.3 million and Rs. 196.8 million for the six months period ended September 30, 2024 and September 30, 2023 and year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively) | 13,305.5 | 9,041.7 | 20,475.5 | 14,608.9 | 12,488.3 |
| Interest on debt securities | 14,646.7 | 11,286.8 | 23,901.0 | 16,619.0 | 16,710.8 |
| Interest on subordinated liabilities | 2,495.9 | 1,578.0 | 3,339.8 | 3,523.9 | 3,691.5 |
| Discount on commercial paper | 432.0 | 369.9 | 770.1 | 90.0 | 88.6 |
| Other borrowing costs | 68.9 | 39.5 | 156.8 | 277.4 | 275.8 |
| Total | 30,949.0 | 22,315.9 | 48,643.2 | 35,119.2 | 33,255.0 |

29 Impairment on financial instruments

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|---|--|--|--|--|--|
| Impairment on financial instruments at amortised cost | | | | | |
| Loans | 8,425.8 | 5,397.5 | 10,650.2 | 13,268.0 | 24,669.9 |
| Trade receivables | 8.8 | 33.0 | 23.7 | 36.0 | (12.6) |
| Total | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |

30 Employee Benefits Expenses

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|---|--|--|--|--|--|
| Salaries and wages (including bonus) | 15,999.1 | 18,540.3 | 34,710.4 | 36,673.9 | 31,623.8 |
| Contribution to provident and other funds | 1,301.6 | 1,417.4 | 2,743.1 | 3,060.8 | 2,779.2 |
| Employee share based payment expenses | 343.3 | 264.3 | 552.4 | 436.4 | 304.2 |
| Staff welfare expenses | 208.9 | 231.7 | 501.6 | 404.6 | 296.9 |
| Total | 17,852.9 | 20,453.7 | 38,507.5 | 40,575.7 | 35,004.1 |

31 Other expenses

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|---|--|--|--|--|--|
| Rent | 5.2 | 41.5 | 152.5 | 75.6 | 55.3 |
| Rates and taxes | 60.4 | 7.9 | 36.2 | 19.3 | 7.8 |
| Telephone | 331.5 | 289.3 | 617.3 | 381.2 | 307.0 |
| Power and fuel | 191.9 | 175.0 | 344.1 | 326.9 | 245.0 |
| Repairs and maintenance- premises | 85.8 | 36.5 | 92.2 | 71.7 | 47.9 |
| Repairs and maintenance-others | 15.5 | 20.9 | 31.9 | 30.0 | 44.7 |
| Credit report charges | 230.4 | 211.6 | 452.9 | 494.9 | 376.5 |
| Commission and brokerage | 0.8 | 4.8 | 5.0 | 24.8 | 25.6 |
| Auditor's remuneration (Refer Note No. 33) | 8.0 | 7.6 | 17.4 | 15.0 | 11.6 |
| Insurance | 7.8 | 7.8 | 16.3 | 15.4 | 7.1 |
| Loss on sale of asset | 0.3 | (5.9) | (8.5) | (10.1) | (0.6) |
| Expenses towards Corporate Social Responsibility Initiative (Refer Note No. 41) | 232.7 | 149.1 | 313.0 | 217.8 | 258.3 |
| Others administrative expenses | 3,751.1 | 3,537.6 | 7,318.2 | 5,975.0 | 4,295.3 |
| Total | 4,921.4 | 4,483.7 | 9,388.5 | 7,637.5 | 5,681.5 |

HDB Financial Services Limited
Notes to Restated Consolidated Financial Information (Continued)
(Currency : Indian Rupees in Millions)

32 Earning per share

| | For the period ended September 30, 2024 | For the period ended September 30, 2023 | For the period ended March 31, 2024 | For the period ended March 31, 2023 | For the period ended March 31, 2022 |
|--|---|---|---|---|---|
| Net Profit (Rs. in Millions) | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| Weighted average number of equity shares | | | | | |
| Basic | 79,33,12,597 | 79,14,89,962 | 79,18,48,757 | 79,07,12,391 | 78,94,77,686 |
| Diluted | 79,41,37,852 | 79,16,95,567 | 79,28,40,651 | 79,14,93,138 | 78,99,39,967 |
| Earnings per share (Rs.) | | | | | |
| Basic | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Diluted | 14.77 | 14.75 | 31.04 | 24.76 | 12.80 |
| Face value per share (Rs.) | 10.0 | 10.00 | 10.00 | 10.00 | 10.00 |

The dilutive effect on the earnings per share is caused by the potential shares that would be issued upon the exercise of the ESOP Options. As a result of the dilution, the denominator increased by 8,25,255 shares (for the period ended September 30, 2024), 2,05,604 shares (for the period ended September 2023), 9,91,893 shares (for the period ended March 2024), 7,80,747 shares (for the period ended March 2023), 4,62,281 shares (for the period ended March 2022).

33 Auditor's Remuneration

| | For the period ended September 30,2024 | For the period ended September 30,2023 | For the period ended March 31,2024 | For the period ended March 31,2023 | For the period ended March 31,2022 |
|-------------------------------|--|--|--|--|--|
| As Auditor | 7.3 | 6.5 | 15.4 | 13.0 | 10.5 |
| For taxation matters | - | - | - | - | - |
| For company law matters | - | - | - | - | - |
| For other services | - | - | - | - | - |
| For reimbursement of expenses | - | 0.5 | 0.6 | 0.8 | 0.2 |
| Sub Total | 7.3 | 7.0 | 16.0 | 13.8 | 10.7 |
| GST | 0.7 | 0.6 | 1.4 | 1.2 | 0.9 |
| Total | 8.0 | 7.6 | 17.4 | 15.0 | 11.6 |

34 Leases

The HDB Group has entered into leasing arrangements for premises. Majority of the leases are cancellable by the HDB Group. ROU has been included after the line 'Property, Plant and Equipment' and Lease Liability has been included under 'Other Financial Liabilities' in the Balance Sheet.

I. Lease disclosures under Ind-AS 116

(i) Amounts recognised in the Balance sheet

| Sr No | Particulars | (Rs. in millions) | | | | |
|-------|--------------------------------------|-------------------|-------------------|----------------|----------------|----------------|
| | | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| a) | Right-of-use assets (net) | 3,822.4 | 2,753.9 | 3,265.1 | 2,442.7 | 2,024.9 |
| b) | Lease liabilities | | | | | |
| | Current | 595.5 | 553.8 | 603.8 | 526.1 | 456.4 |
| | Non-current | 3,695.2 | 2,566.0 | 3,107.9 | 2,263.5 | 1,934.9 |
| | Total Lease liabilities | 4,290.7 | 3,119.8 | 3,711.7 | 2,789.6 | 2,391.3 |
| c) | Additions to the Right-of-use assets | 993.2 | 435.0 | 1,356.3 | 945.7 | 374.2 |

(ii) Amounts recognised in the Statement of Profit and Loss

| Sr No | Particulars | (Rs. in millions) | | | | |
|-------|---|-------------------|-------------------|---------------|---------------|---------------|
| | | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| a) | Depreciation charge for right-of-use assets | 370.8 | 307.0 | 640.1 | 536.4 | 496.7 |
| b) | Interest expense (included in finance cost) | 165.1 | 128.4 | 268.2 | 212.3 | 196.8 |
| c) | Expense relating to short-term leases | 5.2 | 41.5 | 152.5 | 75.6 | 55.3 |

(iii) Cash Flows

| Particulars | (Rs. in millions) | | | | |
|----------------------------------|-------------------|-------------------|---------------|---------------|---------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| The total cash outflow of leases | 485.6 | 399.2 | 838.5 | 698.9 | 628.7 |

(iv) Future Commitments

| Particulars | (Rs. in millions) | | | | |
|---|-------------------|-------------------|---------------|---------------|---------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Future undiscounted lease payments to which leases is not yet commenced | 219.5 | 101.2 | 349.7 | 103.8 | 237.2 |

(v) Maturity analysis of undiscounted lease liability

| Period | (Rs. in millions) | | | | |
|---|-------------------|-------------------|----------------|----------------|----------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Not later than one year | 915.7 | 780.9 | 876.9 | 728.9 | 629.3 |
| Later than one year and not later than five years | 3,042.3 | 2,164.9 | 2,637.7 | 1,966.2 | 1,739.1 |
| Later than five years | 1,661.6 | 1,071.5 | 1,282.8 | 867.0 | 623.1 |
| Total | 5,619.6 | 4,017.3 | 4,797.4 | 3,562.1 | 2,991.5 |

35 Accounting for Employee Share based Payments

In accordance with resolution approved by the shareholders, the HDB Group has reserved shares, for issue to employees through Employee Stock Option Scheme (ESOP). On the approval of Nomination and Remuneration Committee (NRC), each ESOP is issued. The NRC has approved ESOP-10 on October 13, 2017, ESOP-11 on January 15, 2019, ESOP-12 on October 5, 2020, ESOP-13 on January 14, 2021, ESOP-13A on August 31, 2021, ESOP-14 on October 27, 2021, ESOP-15A on May 18, 2022, ESOP-15B on October 31, 2022, ESOP-16A on June 12, 2023, ESOP-16B on October 23, 2023, ESOP-16C on October 23, 2023, ESOP-17A on June 17, 2024 and ESOP-17B on September 16, 2024. Under the term of the ESOP, the HDB Group may issue stock options to employees and directors of the HDB Group, each of which is convertible into one equity share.

Such options vest at a definitive date, save for specific incidents, prescribed in the scheme as framed/approved by the NRC. Such options are exercisable for a period following vesting at the discretion of the NRC, subject to a maximum of seven/four years from the date of vesting.

Description of share based payments plans

30 September 2024

| Particulars | Vesting requirements | Maximum term of option | Method of settlement | Modifications to share based payment plans | Any other details as disclosed in the audited Ind-AS financials |
|-----------------|---|------------------------|----------------------|--|---|
| i. ESOP - 10 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Oct 2017 | 7 years | Equity settled | NA | NA |
| ii. ESOP - 11 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2019 | 7 years | Equity settled | NA | NA |
| iii. ESOP - 12 | 60% at the end of 12 months and 40% at the end of 24 months from 31 Oct 2020 | 6 years | Equity settled | NA | NA |
| iv. ESOP - 13 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2021 | 7 years | Equity settled | NA | NA |
| v. ESOP - 13A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from August 31, 2021 | 7 years | Equity settled | NA | NA |
| vi. ESOP - 14 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2021 | 7 years | Equity settled | NA | NA |
| vii. ESOP - 15A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from May 31, 2022 | 7 years | Equity settled | NA | NA |

| | | | | | |
|------------------|---|----------|----------------|----|----|
| viii. ESOP - 15B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2022 | 7 years | Equity settled | NA | NA |
| ix. ESOP - 16A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from June 30, 2023 | 10 years | Equity settled | NA | NA |
| x. ESOP - 16B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2023 | 7 years | Equity settled | NA | NA |
| xi. ESOP - 16C | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2023 | 10 years | Equity settled | NA | NA |
| xii. ESOP - 17A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from June 30, 2024 | 10 years | Equity settled | NA | NA |
| xiii. ESOP - 17B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from September 30, 2024 | 10 years | Equity settled | NA | NA |

30 September 2023

| Particulars | Vesting requirements | Maximum term of option | Method of settlement | Modifications to share based payment plans | Any other details as disclosed in the audited Ind-AS financials |
|------------------|---|------------------------|----------------------|--|---|
| i. ESOP - 10 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Oct 2017 | 7 years | Equity settled | NA | NA |
| ii. ESOP - 11 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2019 | 7 years | Equity settled | NA | NA |
| iii. ESOP - 12 | 60% at the end of 12 months and 40% at the end of 24 months from 31 Oct 2020 | 6 years | Equity settled | NA | NA |
| iv. ESOP - 13 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2021 | 7 years | Equity settled | NA | NA |
| v. ESOP - 13A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from August 31, 2021 | 7 years | Equity settled | NA | NA |
| vi. ESOP - 14 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2021 | 7 years | Equity settled | NA | NA |
| vii. ESOP - 15A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from May 31, 2022 | 7 years | Equity settled | NA | NA |
| viii. ESOP - 15B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2022 | 7 years | Equity settled | NA | NA |
| ix. ESOP - 16A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from June 30, 2023 | 10 years | Equity settled | NA | NA |

31 March 2024

| Particulars | Vesting requirements | Maximum term of option | Method of settlement | Modifications to share based payment plans | Any other details as disclosed in the audited Ind-AS financials |
|------------------|---|------------------------|----------------------|--|---|
| i. ESOP - 10 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Oct 2017 | 7 years | Equity settled | NA | NA |
| ii. ESOP - 11 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2019 | 7 years | Equity settled | NA | NA |
| iii. ESOP - 12 | 60% at the end of 12 months and 40% at the end of 24 months from 31 Oct 2020 | 6 years | Equity settled | NA | NA |
| iv. ESOP - 13 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2021 | 7 years | Equity settled | NA | NA |
| v. ESOP - 13A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from August 31, 2021 | 7 years | Equity settled | NA | NA |
| vi. ESOP - 14 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2021 | 7 years | Equity settled | NA | NA |
| vii. ESOP - 15A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from May 31, 2022 | 7 years | Equity settled | NA | NA |
| viii. ESOP - 15B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2022 | 7 years | Equity settled | NA | NA |
| ix. ESOP - 16A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from June 30, 2023 | 10 years | Equity settled | NA | NA |
| x. ESOP - 16B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2023 | 7 years | Equity settled | NA | NA |
| xi. ESOP - 16C | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2023 | 10 years | Equity settled | NA | NA |

31 March 2023

| Particulars | Vesting requirements | Maximum term of option | Method of settlement | Modifications to share based payment plans | Any other details as disclosed in the audited Ind-AS financials |
|------------------|---|------------------------|----------------------|--|---|
| i. ESOP - 10 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Oct 2017 | 7 years | Equity settled | NA | NA |
| ii. ESOP - 11 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2019 | 7 years | Equity settled | NA | NA |
| iii. ESOP - 12 | 60% at the end of 12 months and 40% at the end of 24 months from 31 Oct 2020 | 6 years | Equity settled | NA | NA |
| iv. ESOP - 13 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2021 | 7 years | Equity settled | NA | NA |
| v. ESOP - 13A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from August 31, 2021 | 7 years | Equity settled | NA | NA |
| vi. ESOP - 14 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2021 | 7 years | Equity settled | NA | NA |
| vii. ESOP - 15A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from May 31, 2022 | 7 years | Equity settled | NA | NA |
| viii. ESOP - 15B | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2022 | 7 years | Equity settled | NA | NA |

31 March 2022

| Particulars | Vesting requirements | Maximum term of option | Method of settlement | Modifications to share based payment plans | Any other details as disclosed in the audited Ind-AS financials |
|--------------|---|------------------------|----------------------|--|---|
| i. ESOP-10 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Oct 2017 | 7 years | Equity settled | NA | NA |
| ii. ESOP-11 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2019 | 7 years | Equity settled | NA | NA |
| iii. ESOP-12 | 60% at the end of 12 months and 40% at the end of 24 months from 31 Oct 2020 | 6 years | Equity settled | NA | NA |
| iv. ESOP-13 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from 31 Jan 2021 | 7 years | Equity settled | NA | NA |
| v. ESOP-13A | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from August 31, 2021 | 7 years | Equity settled | NA | NA |
| vi. ESOP-14 | 30% at the end of each 12 and 24 months and 40% at the end of 36 months from October 31, 2021 | 7 years | Equity settled | NA | NA |

Method used for accounting for shared based payment plan.

The HDB Group uses fair value to account for the compensation cost of stock options to employees of the HDB Group.

Movement in the options outstanding under the Employees Stock Option Plan for the period ended 30 September 2024

| Particulars | Outstanding, beginning of year | Granted during the year | Exercised during the year | Forfeited / lapsed during the year | Outstanding, end of year | Options exercisable, end of year |
|--|--------------------------------|-------------------------|---------------------------|------------------------------------|--------------------------|----------------------------------|
| ESOP - 10 | 42,000 | - | 42,000 | - | - | - |
| ESOP - 11 | 16,150 | - | 2,520 | 600 | 13,030 | 13,030 |
| ESOP - 12 | 1,57,517 | - | 23,627 | 200 | 1,33,690 | 1,33,690 |
| ESOP - 13 | 3,22,595 | - | 94,580 | - | 2,28,015 | 2,28,015 |
| ESOP - 13A | 23,000 | - | 3,000 | - | 20,000 | 20,000 |
| ESOP - 14 | 12,10,134 | - | 1,76,500 | 25,599 | 10,08,035 | 2,39,431 |
| ESOP - 15A | 10,35,390 | - | 1,77,270 | - | 8,58,120 | 3,84,864 |
| ESOP - 15B | 27,30,822 | - | 2,09,333 | 77,432 | 24,44,057 | 2,78,810 |
| ESOP - 16A | 13,44,770 | - | 1,60,144 | - | 11,84,626 | 2,43,287 |
| ESOP - 16B | 4,27,020 | - | - | 15,800 | 4,11,220 | - |
| ESOP - 16C | 14,19,400 | - | - | 23,800 | 13,95,600 | - |
| ESOP - 17A | - | 20,34,550 | - | 8,500 | 20,26,050 | - |
| ESOP - 17B | - | 5,20,800 | - | - | 5,20,800 | - |
| Total | 87,28,798 | 25,55,350 | 8,88,974 | 1,51,931 | 1,02,43,243 | 15,41,127 |
| Weighted average exercise price (Rs.) | 472.43 | 534.00 | 430.56 | 502.65 | 490.98 | 425.55 |

Movement in the options outstanding under the Employees Stock Option Plan for the period ended 30 September 2023

| Particulars | Outstanding, beginning of period | Granted during the period | Exercised during the period | Forfeited / lapsed during the period | Outstanding, end of period | Options exercisable, end of period |
|--|----------------------------------|---------------------------|-----------------------------|--------------------------------------|----------------------------|------------------------------------|
| ESOP - 10 | 42,000 | - | - | - | 42,000 | 42,000 |
| ESOP - 11 | 74,020 | - | 51,600 | 1,500 | 20,920 | 20,920 |
| ESOP - 12 | 2,78,090 | - | 51,843 | 7,990 | 2,18,257 | 2,18,257 |
| ESOP - 13 | 6,67,395 | - | 31,085 | 10,160 | 6,26,150 | 98,175 |
| ESOP - 13A | 37,000 | - | 2,000 | - | 35,000 | 15,000 |
| ESOP - 14 | 17,99,723 | - | 60,676 | 37,267 | 17,01,780 | 2,73,808 |
| ESOP - 15A | 11,83,140 | - | 54,780 | - | 11,28,360 | 3,00,162 |
| ESOP - 15B | 34,98,170 | - | - | 1,49,860 | 33,48,310 | - |
| ESOP - 16A | - | 13,79,770 | - | - | 13,79,770 | - |
| Total | 75,79,538 | 13,79,770 | 2,51,984 | 2,06,777 | 85,00,547 | 9,68,322 |
| Weighted average exercise price (Rs.) | 456.57 | 424.00 | 367.62 | 477.61 | 453.41 | 388.49 |

Movement in the options outstanding under the Employees Stock Option Plan for the year ended 31 March 2024

| Particulars | Outstanding, beginning of year | Granted during the year | Exercised during the year | Forfeited / lapsed during the year | Outstanding, end of year | Options exercisable, end of year |
|--|--------------------------------|-------------------------|---------------------------|------------------------------------|--------------------------|----------------------------------|
| ESOP - 10 | 42,000 | - | - | - | 42,000 | 42,000 |
| ESOP - 11 | 74,020 | - | 54,000 | 3,870 | 16,150 | 16,150 |
| ESOP - 12 | 2,78,090 | - | 1,12,583 | 7,990 | 1,57,517 | 1,57,517 |
| ESOP - 13 | 6,67,395 | - | 3,28,030 | 16,770 | 3,22,595 | 3,22,595 |
| ESOP - 13A | 37,000 | - | 14,000 | - | 23,000 | 3,000 |
| ESOP - 14 | 17,99,723 | - | 5,28,264 | 61,325 | 12,10,134 | 4,14,902 |
| ESOP - 15A | 11,83,140 | - | 1,47,750 | - | 10,35,390 | 2,07,192 |
| ESOP - 15B | 34,98,170 | - | 4,90,856 | 2,76,492 | 27,30,822 | 5,12,907 |
| ESOP - 16A | - | 13,79,770 | - | 35,000 | 13,44,770 | - |
| ESOP - 16B | - | 4,36,400 | - | 9,380 | 4,27,020 | - |
| ESOP - 16C | - | 14,29,400 | - | 10,000 | 14,19,400 | - |
| Total | 75,79,538 | 32,45,570 | 16,75,483 | 4,20,827 | 87,28,798 | 16,76,263 |
| Weighted average exercise price (Rs.) | 456.57 | 486.66 | 426.48 | 479.42 | 472.43 | 423.28 |

Movement in the options outstanding under the Employees Stock Option Plan for the year ended 31 March 2023

| Particulars | Outstanding, beginning of year | Granted during the year | Exercised during the year | Forfeited / lapsed during the year | Outstanding, end of year | Options exercisable, end of year |
|--|--------------------------------|-------------------------|---------------------------|------------------------------------|--------------------------|----------------------------------|
| ESOP - 10 | 42,000 | - | - | - | 42,000 | 42,000 |
| ESOP - 11 | 1,06,430 | - | 32,410 | - | 74,020 | 74,020 |
| ESOP - 12 | 7,02,910 | - | 3,94,140 | 30,680 | 2,78,090 | 2,78,090 |
| ESOP - 13 | 9,33,155 | - | 2,13,570 | 52,190 | 6,67,395 | 2,64,275 |
| ESOP - 13A | 50,000 | - | 13,000 | - | 37,000 | 2,000 |
| ESOP - 14 | 22,34,820 | - | 3,05,932 | 1,29,165 | 17,99,723 | 3,40,916 |
| ESOP - 15A | - | 11,83,140 | - | - | 11,83,140 | - |
| ESOP - 15B | - | 35,81,490 | - | 83,320 | 34,98,170 | - |
| Total | 40,69,315 | 47,64,630 | 9,59,052 | 2,95,355 | 75,79,538 | 10,01,301 |
| Weighted average exercise price (Rs.) | 383.81 | 496.09 | 353.71 | 425.60 | 456.57 | 352.60 |

Movement in the options outstanding under the Employees Stock Option Plan for the year ended 31 March 2022

| Particulars | Outstanding, beginning of year | Granted during the year | Exercised during the year | Forfeited / lapsed during the year | Outstanding, end of year | Options exercisable, end of year |
|--|--------------------------------|-------------------------|---------------------------|------------------------------------|--------------------------|----------------------------------|
| ESOP - 10 | 48,150 | - | 5,500 | 650 | 42,000 | 42,000 |
| ESOP - 11 | 3,94,000 | - | 2,69,610 | 17,960 | 1,06,430 | 1,06,430 |
| ESOP - 12 | 15,58,900 | - | 7,73,130 | 82,860 | 7,02,910 | 1,23,570 |
| ESOP - 13 | 11,75,600 | - | 2,06,575 | 35,870 | 9,33,155 | 1,41,245 |
| ESOP - 13A | - | 50,000 | - | - | 50,000 | - |
| ESOP - 14 | - | 22,44,730 | - | 9,910 | 22,34,820 | - |
| Total | 31,76,650 | 22,94,730 | 12,54,815 | 1,47,250 | 40,69,315 | 4,13,245 |
| Weighted average exercise price (Rs.) | 313.22 | 432.48 | 301.93 | 317.09 | 383.81 | 300.52 |

Following summarizes the information about stock options outstanding as at 30 September 2024

| Plan | Exercise price (Rs.) | Number of shares arising out of options | Weighted average remaining contractual life (in years) |
|------------|----------------------|---|--|
| ESOP - 11 | 274 | 13,030 | 1.34 |
| ESOP - 12 | 300 | 1,33,690 | 2.08 |
| ESOP - 13 | 348 | 2,28,015 | 3.34 |
| ESOP - 13A | 409 | 20,000 | 3.92 |
| ESOP - 14 | 433 | 10,08,035 | 4.09 |
| ESOP - 15A | 457 | 8,58,120 | 4.67 |
| ESOP - 15B | 509 | 24,44,057 | 5.09 |
| ESOP - 16A | 424 | 11,84,626 | 8.75 |
| ESOP - 16B | 533 | 4,11,220 | 9.09 |
| ESOP - 16C | 533 | 13,95,600 | 9.09 |
| ESOP - 17A | 534 | 20,26,050 | 9.75 |
| ESOP - 17B | 534 | 5,20,800 | 10.00 |

Following summarizes the information about stock options outstanding as at 30 September 2023

| Plan | Exercise price (Rs.) | Number of shares arising out of options | Weighted average remaining contractual life (in years) |
|------------|----------------------|---|--|
| ESOP – 10 | 213 | 42,000 | 1.09 |
| ESOP – 11 | 274 | 20,920 | 2.34 |
| ESOP – 12 | 300 | 2,18,257 | 3.09 |
| ESOP – 13 | 348 | 6,26,150 | 4.34 |
| ESOP – 13A | 409 | 35,000 | 4.92 |
| ESOP – 14 | 433 | 17,01,780 | 5.09 |
| ESOP – 15A | 457 | 11,28,360 | 5.67 |
| ESOP – 15B | 509 | 33,48,310 | 6.09 |
| ESOP – 16A | 424 | 13,79,770 | 9.76 |

Following summarizes the information about stock options outstanding as at 31 March 2024

| Plan | Exercise price (Rs.) | Number of shares arising out of options | Weighted average remaining contractual life (in years) |
|------------|----------------------|---|--|
| ESOP – 10 | 213 | 42,000 | 0.59 |
| ESOP – 11 | 274 | 16,150 | 1.84 |
| ESOP – 12 | 300 | 1,57,517 | 2.59 |
| ESOP – 13 | 348 | 3,22,595 | 3.84 |
| ESOP – 13A | 409 | 23,000 | 4.42 |
| ESOP – 14 | 433 | 12,10,134 | 4.59 |
| ESOP – 15A | 457 | 10,35,390 | 5.17 |
| ESOP – 15B | 509 | 27,30,822 | 5.59 |
| ESOP – 16A | 424 | 13,44,770 | 9.25 |
| ESOP – 16B | 533 | 4,27,020 | 9.59 |
| ESOP – 16C | 533 | 14,19,400 | 9.59 |

Following summarizes the information about stock options outstanding as at 31 March 2023

| Plan | Exercise price (Rs.) | Number of shares arising out of options | Weighted average remaining contractual life (in years) |
|------------|----------------------|---|--|
| ESOP – 10 | 213 | 42,000 | 1.53 |
| ESOP – 11 | 274 | 74,020 | 2.79 |
| ESOP – 12 | 300 | 2,78,090 | 3.52 |
| ESOP – 13 | 348 | 6,67,395 | 4.64 |
| ESOP – 13A | 409 | 37,000 | 5.42 |
| ESOP – 14 | 433 | 17,99,723 | 5.58 |
| ESOP – 15A | 457 | 11,83,140 | 6.13 |
| ESOP – 15B | 509 | 34,98,170 | 6.59 |

Following summarizes the information about stock options outstanding as at 31 March 2022

| Plan | Exercise price (Rs.) | Number of shares arising out of options | Weighted average remaining contractual life (in years) |
|------------|----------------------|---|--|
| ESOP – 10 | 213 | 42,000 | 2.53 |
| ESOP – 11 | 274 | 1,06,430 | 3.79 |
| ESOP – 12 | 300 | 7,02,910 | 4.52 |
| ESOP – 13 | 348 | 9,33,155 | 5.64 |
| ESOP – 13A | 409 | 50,000 | 6.42 |
| ESOP – 14 | 433 | 22,34,820 | 6.58 |

Fair Value methodology

The fair value of options have been estimated on the dates of each grant using the Black-Scholes model. The shares of HDB Group are not listed on any stock exchange. Accordingly, the HDB Group had considered the volatility of the HDB Group's stock price based on historical volatility of similar listed enterprises. The various assumptions considered in the pricing model for the stock options granted by the HDB Group are:

30 September 2024

| Particulars | ESOP 17A | ESOP 17B |
|-----------------------------|----------|----------|
| Dividend yield | 0.58% | 0.58% |
| Expected volatility | 40.50% | 39.56% |
| Risk- free interest rate | 6.88% | 6.64% |
| Expected life of the option | 4.39 | 4.39 |

30 September 2023

| Particulars | ESOP 16A |
|-----------------------------|----------|
| Dividend yield | 0.21% |
| Expected volatility | 45.70% |
| Risk- free interest rate | 6.83% |
| Expected life of the option | 3.49 |

31 March 2024

| Particulars | ESOP 16A | ESOP 16B | ESOP 16C |
|-----------------------------|----------|----------|----------|
| Dividend yield | 0.21% | 0.38% | 0.38% |
| Expected volatility | 45.70% | 38.75% | 38.75% |
| Risk- free interest rate | 6.83% | 7.26% | 7.26% |
| Expected life of the option | 3.49 | 3.46 | 3.46 |

31 March 2023

| Particulars | ESOP 15A | ESOP 15B |
|-----------------------------|----------|----------|
| Dividend yield | 0.22% | 0.20% |
| Expected volatility | 52.59% | 40.92% |
| Risk-free interest rate | 6.10% | 6.82% |
| Expected life of the option | 2.33 | 2.30 |

31 March 2022

| Particulars | ESOP 13A | ESOP 14 |
|-----------------------------|----------|---------|
| Dividend yield | - | - |
| Expected volatility | 59.89% | 56.24% |
| Risk-free interest rate | 5.35% | 5.41% |
| Expected life of the option | 4.10 | 4.10 |

The HDB Group recorded employee stock compensation expense in Statement of Profit and Loss as below:

| Sr.N | Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|------|-------------------------------------|-------------------|-------------------|---------------|---------------|---------------|
| 1 | Employee stock compensation expense | 343.3 | 264.3 | 552.4 | 436.4 | 304.2 |

(Rs. in millions)

36 Segment Reporting

| Sr No | Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|-------------|---|--------------------|-------------------|-------------------|-------------------|-------------------|
| i. | Segment Revenue | | | | | |
| | Lending business | 72,826.0 | 57,272.5 | 1,22,215.7 | 97,689.5 | 89,428.8 |
| | BPO Services | 6,080.3 | 11,752.2 | 19,495.5 | 26,339.3 | 23,634.1 |
| | Unallocated | - | - | - | - | - |
| | Income from Operations | 78,906.3 | 69,024.7 | 1,41,711.2 | 1,24,028.8 | 1,13,062.9 |
| ii. | Segment Results | | | | | |
| | Lending business | 15,684.8 | 14,937.5 | 31,783.5 | 25,084.8 | 12,387.1 |
| | BPO Services | 375.9 | 884.2 | 1,576.2 | 1,407.0 | 1,346.9 |
| | Unallocated | (232.7) | (149.1) | (313.0) | (217.8) | (258.4) |
| | Profit before tax | 15,828.0 | 15,672.6 | 33,046.7 | 26,274.0 | 13,475.6 |
| | Income Tax expenses | | | | | |
| | Current tax | 4038.2 | 4,728.5 | 7,706.7 | 6,213.0 | 6,634.0 |
| | Deferred tax Asset | 62.8 | (733.2) | 731.6 | 467.5 | (3,272.4) |
| | Net Profit | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| iii. | Capital Employed | | | | | |
| | Segment assets | | | | | |
| | Lending business | 10,07,199.6 | 7,72,455.2 | 9,14,702.7 | 6,89,210.3 | 6,08,127.0 |
| | BPO Services | 2,135.2 | 987.9 | 1,050.1 | 1,033.8 | 1,487.2 |
| | Unallocated | 10,268.7 | 11,195.2 | 9,812.3 | 10,259.8 | 10,645.1 |
| | Total Assets | 10,19,603.5 | 7,84,638.3 | 9,25,565.1 | 7,00,503.9 | 6,20,259.4 |
| | Segment Liabilities | | | | | |
| | Lending business | 8,64,933.8 | 6,53,516.6 | 7,81,513.0 | 5,82,165.3 | 5,20,092.7 |
| | BPO Services | 3,777.0 | 2,865.1 | 1,928.3 | 1,803.8 | 956.1 |
| | Unallocated | 2,099.4 | 2,986.1 | 4,696.7 | 2,165.2 | 3,813.3 |
| | Total Liabilities | 8,70,810.2 | 6,59,367.8 | 7,88,138.0 | 5,86,134.3 | 5,24,862.1 |
| | Net Segment assets / (liabilities) | 1,48,793.3 | 1,25,270.5 | 1,37,427.1 | 1,14,369.6 | 95,397.3 |
| iv. | Capital Expenditure (including net CWIP) | | | | | |
| | Lending business | 919.3 | 424.2 | 1,150.3 | 864.8 | 362.5 |
| | BPO Services | 58.2 | 48.6 | 83.2 | 248.3 | 48.8 |
| | Unallocated | - | - | - | - | - |
| | Total | 977.5 | 472.8 | 1,233.5 | 1,113.1 | 411.3 |
| v. | Depreciation | | | | | |
| | Lending business | 865.5 | 597.2 | 1,314.7 | 864.9 | 791.7 |
| | BPO Services | 54.9 | 71.1 | 136.7 | 253.5 | 197.7 |
| | Unallocated | - | - | - | - | - |
| | Total | 920.4 | 668.3 | 1,451.4 | 1,118.4 | 989.4 |
| vi. | Other non cash expenditure | | | | | |
| | Lending business | 8,434.6 | 5,430.5 | 10,673.8 | 13,304.0 | 24,657.3 |
| | BPO Services | - | - | - | - | - |
| | Unallocated | - | - | - | - | - |
| | Total | 8,434.6 | 5,430.5 | 10,673.8 | 13,304.0 | 24,657.3 |

(Rs. in millions)

a) Chief Operating Decision Maker

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker (CODM). The Managing Director & CEO of the HDB Group has been identified as the CODM as defined by Ind AS 108 Operating Segments, who assesses the financial performance and position of the HDB Group and makes strategic decisions.

b) Operating Segment

Primary Segment (Business Segment)

The HDB Group is organised primarily into two operating segments, i.e. Lending business and BPO services. Lending business includes providing finance to retail customers for a variety of purposes like purchase of commercial equipment and commercial vehicles, personal purposes, enterprise loans, etc. Revenue from lending business includes (i) interest income and processing fees net of loan origination costs, (ii) collection-related charges like cheque bouncing charges, late payment charges and foreclosure charges, and (iii) insurance commission. BPO services comprises of sales support services, back office, operations, processing support, running collection call centres and collecting overdue amounts from borrowers.

Secondary Segment (Geographical Segment)

Since the business operations of the HDB Group are primarily concentrated in India, the HDB Group is considered to operate only in the domestic segment and therefore there is no reportable geographic segment.

c) Segment Revenue and Expense

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on a reasonable basis have been disclosed as 'Unallocated'.

d) Segment Assets and Liabilities

Segment assets and segment liabilities represent assets and liabilities in respective segments. Tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as 'Unallocated'.

e) Accounting Policies

The accounting policies consistently used in the preparation of the financial statements are also applied to items of revenue and expenditure in individual segments.

37 Related party disclosures

Name of the related Party and Nature of Relationship

Holding Company :

HDFC Bank Limited

Enterprise under common control of Holding Company :

HDFC Securities Limited.

HDFC Ergo General Insurance Company Limited

HDFC Life Insurance Company Limited

Key Management Personnel (KMP) :

Arijit Basu (Part Time Non Executive Chairman & Independent Director) (Appointed w.e.f June 01, 2021)

Adayapalam Viswanathan (Independent Director)

Arundhati Mech (Independent Director) (Appointed w.e.f February 11, 2022)

Bhaskar Sharma(Additional Independent Director) (date of appointment 16 September 2024)

Dr. Amla Samanta (Independent Director)

Jayesh Chakravarthi (Independent Director) (Appointed w.e.f January 25, 2024)

Jayant Gokhale(Additional Independent Director) (date of appointment 16 September 2024)

Smita Affinwalla (Independent Director)

Venkatraman Srinivasan (Independent Director)

Jimmy Tata (Non Executive Director) (Approved w.e.f July 15, 2023)

G Ramesh (Managing Director & CEO)

Other related parties :

HDBFS Employees Welfare Trust

HDFC Asset Management Company Limited (till March 2023)

Details of Related Party Transactions for the Years/Periods:

| | | (Rs. in millions) | | | | |
|--|--|-------------------|-------------------|---------------|---------------|---------------|
| Related Party | Nature Of Transaction | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| HDFC Bank Limited | Bank charges | 34.8 | 65.9 | 95.6 | 153.5 | 122.0 |
| | Charges for back office support services received / recoverable | 1,052.7 | 3,299.0 | 5,336.7 | 9,844.1 | 9,212.6 |
| | Charges for sales support services received / recoverable | 3,662.7 | 7,021.0 | 11,400.5 | 18,219.6 | 16,072.8 |
| | BPPS Charges | 10.7 | 2.1 | 8.1 | - | - |
| | Commission Expenses | - | - | - | - | 17.1 |
| | Corporate logo license fees | 157.5 | 119.8 | 261.6 | 171.9 | 146.3 |
| | Dividend paid | 750.6 | 825.7 | 2,326.8 | 1,426.1 | - |
| | Fixed deposits placed | - | - | - | - | 177.7 |
| | Interest paid on non-convertible debentures | 380.2 | 1,057.1 | 1,982.3 | 3,014.5 | 1,858.5 |
| | Interest paid on term loan and OD account | 3,602.0 | 2,536.5 | 5,754.6 | 3,763.6 | 3,129.0 |
| | Interest received on fixed deposits | - | 11.4 | 17.9 | 27.1 | 54.7 |
| | Investment banking fees paid | 0.1 | 1.2 | 1.8 | 0.1 | 5.6 |
| | IPA charges | 0.2 | 0.1 | 0.2 | 0.0 | - |
| | Reimbursement of IT expense, secondment charge & other common expenses | 6.2 | 2.0 | 3.6 | 15.1 | 8.9 |
| | Rent paid for premises taken on sub-lease | 9.1 | 13.7 | 27.5 | 28.3 | 23.7 |
| | Securities purchased during the year | - | 2,000.0 | 2,000.0 | - | 13,100.0 |
| | Term loan availed during the year | - | 27,000.0 | 67,000.0 | 33,500.0 | 40,500.0 |
| Tele collection charges / field collection charges received / recoverable for collection services rendered | 1,364.9 | 1,432.2 | 2,758.3 | 2,556.5 | 2,205.8 | |
| Redemption of NCD | 3,500.0 | - | - | - | - | |
| HDFC Securities Ltd. | Commission on sourcing of loans | - | - | - | 0.1 | - |
| | Rent income for premises given on sub-lease | 0.2 | 0.4 | 0.9 | 1.0 | 0.7 |
| | Recovery of expenses | (0.7) | 0.6 | 1.2 | 0.1 | - |
| Key Management Personnel | a) Short term employee benefits | 45.6 | 40.8 | 73.5 | 64.3 | 54.8 |
| | b) post-employment benefits | - | - | - | - | - |
| | c) Other long-term benefits | - | - | - | - | - |
| | d) Termination benefits | - | - | - | - | - |
| | e) Share based Payments # | - | 7.5 | 15.1 | 3.7 | 4.8 |
| | f) Commission paid | 8.3 | 8.1 | 8.1 | 3.3 | 3.0 |
| HDFC Life Insurance Company Limited | Income from Insurance commission | 306.8 | 200.6 | 461.9 | 74.5 | 61.9 |
| | Receipt of funds | - | - | 1,500.0 | - | - |
| | Redemption of bonds(Including Premium) | - | - | 422.1 | - | - |
| HDFC Ergo General Insurance Company Limited | Income from Insurance commission | 49.4 | 65.6 | 152.0 | 137.2 | 98.9 |
| | Insurance Premium Expense (Car & Group policy) | 2.1 | 19.7 | 22.1 | 5.5 | 18.6 |
| | Redemption of NCD | 500.0 | - | - | - | - |

* excludes amounts pertaining to gratuity and compensated absences, which are actuarially valued at the HDB Group level.

The intrinsic value of the stock options granted is Nil. However, the HDB Group in compliance with Ind-AS 102 has been charged to the statement of profit and loss with a corresponding credit to the reserves as below:

| | | (Rs. in millions) | | | | |
|---------|---|-------------------|-------------------|---------------|---------------|---------------|
| Sr.N o. | Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| 1 | Charge to Profit and Loss in compliance with Ind-AS 102 | 28.4 | 23.6 | 50.7 | 38.1 | 26.2 |

Balances outstanding:

| | | (Rs. in millions) | | | | |
|---|-----------------------------------|----------------------|----------------------|---------------|---------------|---------------|
| Related Party | Nature Of Transaction | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| HDFC Bank Limited | Securitisation | - | - | - | 537.1 | 4,540.3 |
| | Balance in current accounts | 8,549.0 | 6,228.9 | 5,341.3 | 3,275.1 | 4,090.0 |
| | Balance receivable | 1,108.4 | - | - | 165.0 | 959.5 |
| | Balance payable | 80.8 | 82.4 | 2.3 | 0.5 | 1.2 |
| | Fixed deposit | - | 258.7 | - | 477.3 | 885.1 |
| | Security deposit paid | 1.1 | 1.6 | 1.6 | 1.6 | 1.1 |
| | Security deposit received | 98.5 | 98.5 | 98.5 | 98.5 | 98.5 |
| | Term loan outstanding | 77,565.5 | 74,510.5 | 96,347.1 | 70,824.5 | 60,671.4 |
| | Non convertible debentures issued | 4,750.0 | 38,400.0 | 8,250.0 | 41,550.0 | 50,800.0 |
| | WCDL Loan Outstanding | - | - | 958.3 | 41.6 | - |
| HDFC Securities Ltd. | Balance receivable | 0.5 | 1.0 | 1.5 | 0.4 | - |
| HDFC Life Insurance Company Limited** | Balance payable - Securities | 13,740.0 | 13,316.0 | 12,390.0 | 11,566.0 | 9,200.0 |
| | Balance payable - Expenses | - | - | - | - | 0.1 |
| | Balance receivable | 193.8 | 65.3 | 71.2 | 22.4 | 7.2 |
| HDFC Asset Management Company | Balance payable | - | - | - | 6,400.0 | 3,460.0 |
| HDFC Ergo General Insurance Company Limited** | Balance payable | 200.0 | 700.0 | 700.0 | 700.0 | 1,200.0 |
| | Balance receivable | 5.4 | 13.6 | 25.3 | 19.8 | 13.6 |

** excludes amounts pertaining to insurance premiums payable that are in the nature of pass through.

38 Employee benefits

A) Defined contribution plan

The contribution made to various statutory funds is recognized as expense and included in Note 30 'Employee benefits expense' under 'Contribution to provident and other funds' in Statement of Profit and Loss.

B) Defined benefit plan (Gratuity)

The HDB Group contributes to the group gratuity fund based on the actuarial valuation determined as at the year-end through the HDFC Life Insurance Company ('HDFC Life') Limited and Life Insurance Corporation of India Limited (LIC). HDFC Life and LIC have certified the Fair Value of the Plan Assets .

| | | (Rs. in millions) | | | | |
|---|--|----------------------|----------------------|---------------|---------------|---------------|
| Particulars | | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| A. Change in defined benefit obligation | | | | | | |
| 1 | Defined benefit obligation at beginning of period | 1,421.4 | 1,647.1 | 1,647.1 | 1,669.0 | 1,490.9 |
| 2 | Service cost | | | | | |
| | a. Current service cost | 64.3 | 73.7 | 147.4 | 191.6 | 171.7 |
| | b. Past service cost | - | - | - | - | 14.9 |
| | c. (Gain) / loss on settlements | - | - | - | - | - |
| 3 | Interest expenses | 51.2 | 61.1 | 122.2 | 79.6 | 57.5 |
| 4 | Cash flows | | | | | |
| | a. Benefit payments from plan | (31.8) | (155.1) | (612.4) | (330.7) | (198.8) |
| | b. Benefit payments from employer | (9.0) | - | (190.0) | - | - |
| | c. Settlement payments from plan | - | - | - | - | - |
| | d. Settlement payments from employer | - | - | - | - | - |
| 5 | Remeasurements | | | | | |
| | a. Effect of changes in demographic assumptions | 22.0 | (5.0) | 7.2 | (59.1) | 25.1 |
| | b. Effect of changes in financial assumptions | (60.6) | 113.6 | 150.7 | (40.3) | (30.8) |
| | c. Effect of experience adjustments | 115.0 | 157.3 | 149.3 | 137.0 | 138.5 |
| 6 | Transfer In /Out | | | | | |
| | a. Transfer In | - | - | - | - | - |
| | b. Transfer out | - | - | - | - | - |
| 7 | Defined benefit obligation at end of period | 1,572.6 | 1,892.6 | 1,421.4 | 1,647.1 | 1,669.1 |
| B. Change in fair value of plan assets | | | | | | |
| 1 | Fair value of plan assets at beginning of period | 342.5 | 866.8 | 866.8 | 955.7 | 815.1 |
| 2 | Interest income | 12.3 | 32.2 | 64.3 | 45.6 | 31.5 |
| 3 | Cash flows | | | | | |
| | a. Total employer contributions | | | | | |
| | (i) Employer contributions | 138.0 | 35.3 | 32.0 | 213.6 | 306.6 |
| | (ii) Employer direct benefit payments | - | - | - | - | - |
| | (iii) Employer direct settlement payments | - | - | - | - | - |
| | b. Participant contributions | - | - | - | - | - |
| | c. Benefit payments from plan assets | (31.8) | (155.1) | (612.4) | (330.7) | (198.8) |
| | d. Benefit payments from employer | - | - | - | - | - |
| | e. Settlement payments from plan assets | - | - | - | - | - |
| | f. Settlement payments from employer | - | - | - | - | - |
| 4 | Remeasurements | | | | | |
| | a. Return on plan assets (excluding interest income) | (1.0) | 0.8 | (8.3) | (17.3) | 1.3 |
| 5 | Transfer In /Out | | | | | |
| | a. Transfer In | - | - | - | - | - |
| | b. Transfer out | - | - | - | - | - |
| 6 | Fair value of plan assets at end of period | 460.1 | 780.0 | 342.5 | 866.8 | 955.7 |
| C. Amounts recognized in the Balance Sheet | | | | | | |
| 1 | Defined benefit obligation | 1,572.6 | 1,892.7 | 1,421.4 | 1,647.1 | 1,669.0 |
| 2 | Fair value of plan assets | (460.1) | (780.0) | (342.5) | (866.8) | (955.7) |
| 3 | Funded status | 1,112.5 | 1,112.6 | 1,078.9 | 780.3 | 713.3 |
| 4 | Effect of asset ceiling | - | - | - | - | - |
| 5 | Net defined benefit liability (asset) | 1,112.5 | 1,112.6 | 1,078.9 | 780.3 | 713.3 |

HDB Financial Services Limited
Notes to Restated Consolidated Financial Information (Continued)

| | | | | | |
|--|--|--|----------------------|----------------------|----------------------|
| D. Components of defined benefit cost | | | | | |
| 1 Service cost | | | | | |
| a. Current service cost | 64.3 | 73.7 | 147.4 | 191.6 | 171.7 |
| b. Past service cost | - | - | - | - | 14.9 |
| c. (Gain) / loss on settlements | - | - | - | - | - |
| d. Total service cost | 64.3 | 73.7 | 147.4 | 191.6 | 186.6 |
| 2 Net interest cost | | | | | |
| a. Interest expense on DBO | 51.2 | 61.1 | 122.2 | 79.6 | 57.5 |
| b. Interest (income) on plan assets | 12.3 | 32.2 | 64.3 | 45.6 | 31.5 |
| c. Interest expense on effect of (asset ceiling) | - | - | - | - | - |
| d. Total net interest cost | 38.9 | 28.9 | 57.9 | 34.0 | 26.0 |
| 3 Remeasurements (recognized in OCI / Retained Earnings) | | | | | |
| a. Effect of changes in demographic assumptions | 22.0 | (5.0) | 7.2 | (59.1) | 25.1 |
| b. Effect of changes in financial assumptions | (60.6) | 113.6 | 150.7 | (40.3) | (30.8) |
| c. Effect of experience adjustments | 115.0 | 157.3 | 149.3 | 137.0 | 138.5 |
| d. Return on plan assets (excluding interest income) | (1.0) | 0.8 | (8.3) | (17.3) | 1.3 |
| e. Changes in asset ceiling (excluding interest income) | - | - | - | - | - |
| f. Total remeasurements included in OCI / Retained Earnings | 77.3 | 265.1 | 315.4 | 54.8 | 131.5 |
| 4 Total defined benefit cost recognized in P&L and OCI | 180.5 | 367.8 | 520.7 | 280.4 | 344.1 |
| E. Re-measurement | | | | | |
| a. Actuarial Loss/(Gain) on DBO | 76.4 | 265.9 | 307.2 | 37.5 | 132.8 |
| b. Returns above Interest Income | (1.0) | (0.8) | 8.3 | 17.3 | (1.3) |
| c. Change in Asset ceiling | - | - | - | - | - |
| Total Re-measurements (OCI / Retained Earnings) | 77.3 | 265.1 | 315.4 | 54.8 | 131.5 |
| F. Employer Expense (P&L) | | | | | |
| a. Current Service Cost | 64.3 | 73.7 | 147.4 | 191.6 | 171.7 |
| b. Interest Cost on net DBO | 38.9 | 28.9 | 57.9 | 34.0 | 26.0 |
| c. Past Service Cost | - | - | - | - | 14.9 |
| d. Total P&L Expenses | 103.2 | 102.6 | 205.3 | 225.6 | 212.6 |
| G. Net defined benefit liability (asset) reconciliation | | | | | |
| 1 Net defined benefit liability (asset) | 1,078.9 | 780.2 | 780.2 | 713.3 | 675.8 |
| 2 Defined benefit cost included in P&L | 103.2 | 102.6 | 205.3 | 225.6 | 212.6 |
| 3 Total remeasurements included in OCI / Retained Earnings | 77.3 | 265.1 | 315.4 | 54.8 | 131.5 |
| 4 a. Employer contributions | (138.0) | (35.3) | (32.0) | (213.6) | (306.6) |
| b. Employer direct benefit payments | (9.0) | - | (190.0) | - | - |
| c. Employer direct settlement payments | - | - | - | - | - |
| 5 Net transfer | - | - | - | - | - |
| 6 Net defined benefit liability (asset) as of end of period | 1,112.5 | 1,112.7 | 1,078.9 | 780.2 | 713.3 |
| H. Reconciliation of OCI (Re-measurement) | | | | | |
| 1 Recognised in OCI at the beginning of period | 1,072.8 | 757.4 | 757.4 | 702.6 | 571.1 |
| 2 Recognised in OCI during the period | 77.3 | 265.1 | 315.4 | 54.8 | 131.5 |
| 3 Recognised in OCI / Retained Earnings at the end of the period | 1,150.2 | 1,022.6 | 1,072.7 | 757.4 | 702.6 |
| I. Sensitivity analysis - DBO end of Period | | | | | |
| 1 Discount rate +100 basis points | (44.5) | (36.7) | (38.8) | (31.9) | (43.8) |
| 2 Discount rate -100 basis points | 48.9 | 44.5 | 42.7 | 34.3 | 47.7 |
| 3 Salary Increase Rate +1% | 46.1 | 42.0 | 39.8 | 33.6 | 45.7 |
| 4 Salary Increase Rate -1% | (42.9) | (39.3) | (37.0) | (31.8) | (42.9) |
| 5 Attrition Rate +1% | (15.0) | (14.1) | (15.2) | (6.6) | (13.4) |
| 6 Attrition Rate -1% | 16.2 | 15.2 | 16.5 | 6.9 | 14.2 |
| J. Significant actuarial assumptions | | | | | |
| 1 Discount rate Current Year (p.a.) | 6.75% | 7.16% | 7.21% | 7.42% | 4.77% |
| 2 Discount rate Previous Year (p.a.) | 7.21% | 7.42% | 7.42% | 4.77% | 3.86% |
| 3 Salary increase rate (p.a.) | 3.00% - 13.00% | 3.00% - 14.00% | 3.00% - 15.00% | 3.00% - 10.00% | 6.00% - 11.00% |
| 4 Attrition Rate (%) | 9.00% - 90.00% | 9.00% - 91.00% | 9.00% - 89.00% | 9.00% - 71.00% | 9.00% - 74.00% |
| 5 Retirement Age (years) | 60.0 | 60.0 | 60.0 | 60.0 | 60.0 |
| 6 Pre-retirement mortality | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) | IALM (2012-14) Urban | IALM (2012-14) Urban | IALM (2012-14) Urban |
| 7 Disability | Nil | Nil | Nil | Nil | Nil |
| K. Data | | | | | |
| 1 No. | 85,084 | 1,07,051 | 86,753 | 1,15,137 | 1,15,490 |
| 2 Average age (yrs.) | 30.18 | 29.54 | 30.07 | 29.11 | 28.99 |
| 3 Average past service (yrs.) | 2.56 | 2.63 | 2.49 | 2.47 | 2.42 |
| 4 Average salary monthly (Rs.) | 9,672.9 | 9,527.6 | 9,200.5 | 9,159.6 | 9,046.2 |
| 5 Future service (yrs.) | 29.82 | 30.46 | 29.93 | 30.89 | 31.01 |
| 6 Weighted average duration of DBO | 4.00 | 3.00 | 4.00 | 3.00 | 4.00 |
| L. Expected cash flows for following year | | | | | |
| 1 Expected contributions / Addl. Provision Next Year | 716.4 | 639.6 | 723.6 | 368.5 | 296.1 |
| 2 Expected total benefit payments | | | | | |
| Year 1 | 634.1 | 869.1 | 599.3 | 646.0 | 516.4 |
| Year 2 | 227.1 | 348.3 | 205.4 | 372.9 | 337.2 |
| Year 3 | 145.2 | 190.9 | 128.1 | 226.5 | 240.2 |
| Year 4 | 117.7 | 129.9 | 103.5 | 153.4 | 169.9 |
| Year 5 | 103.9 | 99.0 | 90.8 | 110.9 | 127.9 |
| Next 5 years | 798.4 | 698.6 | 348.9 | 279.7 | 322.9 |

HDB Financial Services Limited
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| Category of Plan assets | % of Fair value to total planned assets (as at 30 September 2024) | % of Fair value to total planned assets (as at 30 September 2023) | % of Fair value to total planned assets (as at 31 March 2024) | % of Fair value to total planned assets (as at 31 March 2023) | % of Fair value to total planned assets (as at 31 March 2022) |
|--|---|---|---|---|---|
| Government securities and corporate bonds/debentures | 96.72% | 91.53% | 97.07% | 92.62% | 86.48% |
| Money market instruments and fixed deposits | 0.51% | 2.07% | 1.92% | 8.48% | 11.93% |
| Net current assets and other approved security | 2.77% | 6.40% | 1.01% | -1.10% | 1.59% |
| Total | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |

The HDB Group's gratuity plan obligation is determined by actuarial valuation and is funded by investments in government securities. As such, the valuation and the funding are exposed to certain risks, including mainly salary increments, attrition levels, interest rates and investment yields. If salaries and interest rates rise faster than assumed or if the attrition rates are lower than assumed, then the HDB Group's gratuity obligation would rise faster in future periods and an increase in market yields of government securities would reduce the value of the plan's investments, leading to higher future funding requirements. The HDB Group monitors plan obligations and investments regularly with a view to ensuring that there is adequate funding on an ongoing basis, thus mitigating any potential adverse consequences of the risks described.

C) Compensated absences

The HDB Group neither has a policy of encashment of unavailed leaves for its employees nor allow the leaves to be carry forward to next year.

- D)** The Parliament has approved the Code on Social Security, 2020 ('Code') which may impact the contribution by the HDB Group towards Provident Fund and Gratuity. The effective date from which the Code and its provisions would be applicable is yet to be notified and the rules which would provide the details based on which financial impact can be determined are yet to be framed after which the financial impact can be ascertained. The HDB Group will complete its evaluation and will give appropriate impact, if any, in the financial result following the Code becoming effective and the related rules being framed and notified.

39 Contingent liabilities and commitments (to the extent not provided for)

| | | (Rs. in millions) | | | | |
|-------|---|--------------------------|--------------------------|----------------------|----------------------|----------------------|
| Sr No | Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| 1 | Claims against the HDB Group not acknowledged as debt (Refer Note 39.1) | 1,216.6 | 998.0 | 1,054.4 | 995.3 | 905.9 |
| 2 | Estimated amount of contracts remaining to be executed on capital account and not provided for: | 1,021.4 | 533.1 | 851.0 | 450.0 | 132.7 |
| | (Rs. in millions) | | | | | |
| | Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| | Net of Advances | 467.9 | 47.1 | 371.3 | 90.2 | 4.3 |
| 3 | Undrawn committed sanctions to borrowers | 3,899.3 | 3,178.5 | 3,720.7 | 1,343.1 | 594.0 |

39.1 Claims against the HDB Group not acknowledged as debt

| | | (Rs. in millions) | | | | |
|---|-------------------|-------------------|----------------|---------------|---------------|--|
| Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 | |
| Suit filed by borrowers | 360.1 | 141.5 | 198.0 | 138.8 | 52.5 | |
| Other contingent liabilities in respect of: | | | | | | |
| 1. Provident Fund matter - (see (a) below) | 501.4 | 501.4 | 501.4 | 501.4 | 501.4 | |
| 2. Payment of Bonus (Amendment) Act, 2015 - (see (b) below) | 348.8 | 348.8 | 348.8 | 348.8 | 348.8 | |
| 3. Payment of Labour Welfare Fund | 3.2 | 3.2 | 3.2 | 3.2 | 3.2 | |
| 4. Maharashtra Professional Tax Assessment | 3.1 | 3.1 | 3.1 | 3.1 | - | |
| Total | 1,216.6 | 998.0 | 1,054.4 | 995.3 | 905.9 | |

a) Provident Fund matter

The HDB Group has received a notice of demand from the Provident Fund department amounting to Rs. 501.4 million. The HDB Group had filed an appeal challenging the Provident Fund Commissioner's order before the Provident Fund Appellate Tribunal, wherein the HDB Group had received a favourable outcome. However, a sum of Rs. 10 million has been deposited under protest with the Provident Fund Appellate Authority. This amount is shown under Other financial assets.

The Provident Fund department has challenged order of the appellate authority in the High Court. The management of the HDB Group is of the view that no material losses will arise in respect of the legal claim and accordingly the same has been disclosed as a contingent liability. In the eventuality of any claim arising out of this case, the same will be billed to the customer in the year the claim is final and accordingly no provision has been made.

b) Payment of Bonus (Amendment) Act, 2015

As per the amendment to the Payment of Bonus (Amendment) Act, 2015 vide notification number DL-(N)04/70007/2003-16 issued on 1 January 2016 by Government of India, the HDB Group would be required to pay statutory bonus to all eligible employees as per the amendments specified thereunder, with effect from 1 April 2014. However, various High Courts have granted a stay on retrospective effect of Payment of Bonus (Amendment) Act, 2015 from financial year 2014-15. In light of the above, the HDB Group has decided to disclose such bonus amounting to Rs. 348.8 million as a contingent liability.

- 39.2** The HDB Group's pending litigations comprise of claims against the HDB Group by the customers and proceedings pending with other authorities. The HDB Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in the financial statements. The HDB Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

- 39.3** The HDB Group has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the HDB Group has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts has been made in the books of account.

| Particulars | 30 September 2024 | | 30 September 2023 | | 31 March 2024 | | 31 March 2023 | | 31 March 2022 | |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| | Within 12 months | After 12 months | Within 12 months | After 12 months | Within 12 months | After 12 months | Within 12 months | After 12 months | Within 12 months | After 12 months |
| ASSETS | | | | | | | | | | |
| Financial Assets | | | | | | | | | | |
| (a) Cash and cash equivalents (CCE) | 9,458.2 | - | 7,196.4 | - | 6,478.5 | - | 3,959.0 | - | 4,772.0 | - |
| (b) Bank balances other than CCE | 16,037.6 | 484.2 | 750.2 | - | 482.8 | 63.8 | 2,579.2 | - | 1,761.9 | 305.8 |
| (c) Derivative financial instruments | - | 29.3 | - | - | - | 19.1 | 1,653.4 | - | - | 1,324.4 |
| (d) Trade receivables | 2,669.4 | - | 825.5 | - | 1,246.1 | - | 657.6 | - | 1,418.2 | - |
| (e) Loans | 3,45,949.1 | 6,06,051.7 | 2,74,161.9 | 4,68,304.7 | 3,14,763.7 | 5,52,448.9 | 2,44,187.6 | 4,19,639.1 | 2,12,997.6 | 3,58,626.9 |
| (f) Investments | 20,446.8 | 197.3 | 16,675.8 | 396.3 | 33,407.0 | 396.3 | 11,853.1 | 579.4 | 21,440.2 | 894.9 |
| (g) Other financial assets | - | 464.0 | - | 379.7 | - | 395.0 | - | 348.7 | - | 329.1 |
| | 3,94,561.1 | 6,07,226.5 | 2,99,609.8 | 4,69,080.7 | 3,56,378.1 | 5,53,323.1 | 2,64,889.9 | 4,20,567.2 | 2,42,389.9 | 3,61,481.1 |
| Non-financial Assets | | | | | | | | | | |
| (a) Current tax assets (Net) | 833.2 | - | 364.9 | - | 412.9 | - | 251.1 | - | 133.4 | - |
| (b) Deferred tax assets (Net) | - | 9,435.5 | - | 10,830.3 | - | 9,399.5 | - | 10,008.7 | - | 10,511.7 |
| (c) Property, plant and equipment | - | 2,049.2 | - | 1,355.8 | - | 1,625.3 | - | 1,223.7 | - | 781.4 |
| (d) Capital work-in-progress | - | - | - | - | - | - | - | - | - | - |
| (e) Other intangible assets | - | 215.1 | - | 182.2 | - | 221.5 | - | 204.1 | - | 120.1 |
| (f) Right of Use Assets | 697.4 | 3,125.0 | 578.1 | 2,175.8 | 663.9 | 2,601.2 | 540.3 | 1,902.4 | 490.0 | 1,534.9 |
| (g) Other non-financial assets | 986.6 | 473.9 | 406.0 | 54.7 | 556.7 | 382.9 | 504.0 | 412.5 | 589.9 | 2,227.0 |
| | 2,517.2 | 15,298.7 | 1,349.0 | 14,598.8 | 1,633.5 | 14,230.4 | 1,295.4 | 13,751.4 | 1,213.3 | 15,175.1 |
| TOTAL ASSETS | 3,97,078.3 | 6,22,525.2 | 3,00,958.8 | 4,83,679.5 | 3,58,011.6 | 5,67,553.5 | 2,66,185.3 | 4,34,318.6 | 2,43,603.2 | 3,76,656.2 |
| LIABILITIES | | | | | | | | | | |
| Financial Liabilities | | | | | | | | | | |
| (a) Derivative financial instruments | - | 331.7 | - | - | - | 47.7 | - | - | - | - |
| (b) Trade payables | 3,228.3 | 697.2 | 2,980.2 | 281.7 | 4,032.7 | 1,057.3 | 2,918.4 | - | 2,469.1 | - |
| (c) Debt securities | 1,64,672.9 | 2,30,258.4 | 1,10,746.7 | 2,37,570.6 | 1,14,677.2 | 2,33,834.0 | 96,208.9 | 1,74,755.2 | 80,038.3 | 1,73,284.8 |
| (d) Borrowings other than debt securities | 1,35,641.4 | 2,36,775.9 | 94,263.9 | 1,40,915.2 | 1,35,998.4 | 2,02,315.4 | 96,632.5 | 1,45,645.5 | 87,520.4 | 1,07,496.8 |
| (e) Subordinated liabilities | 2,999.8 | 56,462.6 | 4,299.1 | 31,120.5 | 4,998.8 | 51,482.9 | 2,294.2 | 33,116.8 | 5,992.3 | 35,398.2 |
| (f) Other financial liabilities | 25,477.7 | 5,578.9 | 15,583.9 | 12,968.4 | 24,065.8 | 5,486.9 | 23,108.7 | 4,675.7 | 23,444.7 | 3,642.5 |
| | 3,32,020.1 | 5,30,104.7 | 2,27,873.8 | 4,22,856.4 | 2,83,772.9 | 4,94,224.2 | 2,21,162.7 | 3,58,193.2 | 1,99,464.8 | 3,19,822.3 |
| Non-Financial Liabilities | | | | | | | | | | |
| (a) Current tax liabilities (net) | 374.4 | - | 760.3 | - | 586.5 | - | 419.7 | - | 597.3 | - |
| (b) Provisions | 3,956.2 | 396.1 | 2,905.9 | 920.2 | 4,285.2 | 744.2 | 3,143.4 | 546.2 | 2,646.1 | 501.4 |
| (c) Other non-financial liabilities | 3,958.7 | - | 4,051.3 | - | 4,525.0 | - | 2,669.1 | - | 1,830.2 | - |
| | 8,289.3 | 396.1 | 7,717.5 | 920.2 | 9,396.7 | 744.2 | 6,232.2 | 546.2 | 5,073.6 | 501.4 |
| TOTAL LIABILITIES | 3,40,309.4 | 5,30,500.8 | 2,35,591.3 | 4,23,776.6 | 2,93,169.6 | 4,94,968.4 | 2,27,394.9 | 3,58,739.4 | 2,04,538.4 | 3,20,323.7 |
| NET | 56,768.9 | 92,024.4 | 65,367.5 | 59,902.9 | 64,842.0 | 72,585.1 | 38,790.4 | 75,579.2 | 39,064.8 | 56,332.5 |

41 Corporate social responsibility

The average profit before tax of the Company for last three financial years was Rs.24,219.0 million basis which the Company's Prescribed CSR Budget for FY2024-25 is Rs.484.4 million. In FY2023-24 an excess amount of Rs.20.9 million was spent against the Prescribed CSR Budget for FY2023-24, hence after adjusting the excess spend, the Company's CSR Obligation for FY2024-25 was Rs 463.5 million.

The average profit before tax of the Company for last three financial years was Rs. 14,983.4 million, basis which the Company's Prescribed CSR Budget for FY 2023-24 is Rs. 299.7 million. In FY 2022-23 an excess amount of Rs. 7.6 million was spent against the Prescribed CSR Budget for FY2022-23, hence after adjusting the excess spend, the Company's CSR Obligation for FY 2023-24 is Rs 292.1 million.

The average profit before tax of the HDB Group for last three financial years was Rs. 14,983.4 million basis which the HDB Group's Prescribed CSR Budget for FY2023-24 was Rs. 299.7 million In FY2022-23 an excess amount of Rs. 7.6 million was spent against the Prescribed CSR Budget for FY2022-23, hence after adjusting the excess spend, the HDB Group's CSR Obligation for FY2023-24 was Rs 292.1 million

The average profit before tax of the HDB Group for last three financial years was Rs. 11,076.4 million basis which the HDB Group's Prescribed CSR Budget for FY2022-23 was Rs. 221.5 million In FY2021-22 an excess amount of Rs. 11.3 million was spent against the Prescribed CSR Budget for FY2021-22, hence after adjusting the excess spend, the HDB Group's CSR Obligation for FY2022-23 was Rs 210.2 million

The average profit before tax of the HDB Group for the last three financial years was Rs.12,348.9 million basis which the HDB Group was required to spend Rs.247.0 million towards Corporate Social Responsibility (CSR) activities for the FY 21-22.

a) Amount spent during the years/periods on:

(Rs. in millions)

| Particulars | 30 September 2024 | | |
|---|-------------------|--------------------------|-------|
| | Amount Spent | Amount Unpaid/ provision | Total |
| Construction / acquisition of any asset | - | - | - |
| On purpose other than (i) above | 178.1 | 54.6 | 232.7 |

(Rs. in millions)

| Particulars | 30 September 2023 | | |
|---|-------------------|--------------------------|-------|
| | Amount Spent | Amount Unpaid/ provision | Total |
| Construction / acquisition of any asset | - | - | - |
| On purpose other than (i) above | 115.7 | 33.4 | 149.1 |

(Rs. in millions)

| Particulars | 31 March 2024 | | |
|---|---------------|--------------------------|-------|
| | Amount Spent | Amount Unpaid/ provision | Total |
| Construction / acquisition of any asset | - | - | - |
| On purpose other than (i) above | 313.0 | Not Applicable | 313.0 |

(Rs. in millions)

| Particulars | 31 March 2023 | | |
|---|---------------|--------------------------|-------|
| | Amount Spent | Amount Unpaid/ provision | Total |
| Construction / acquisition of any asset | - | - | - |
| On purpose other than (i) above | 217.8 | Not Applicable | 217.8 |

(Rs. in millions)

| Particulars | 31 March 2022 | | |
|---|---------------|--------------------------|-------|
| | Amount Spent | Amount Unpaid/ provision | Total |
| Construction / acquisition of any asset | - | - | - |
| On purpose other than (i) above | 258.3 | Not Applicable | 258.3 |

b) In case of Section 135(5) unspent amount

(Rs. in millions)

| 30 September 2024 | | | | |
|-------------------|--|---|------------------------------|-----------------|
| Opening Balance | Amount deposited in Specified Fund of Sch. VII within 6 months | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| | | | | |
| Not Applicable | | | | |

(Rs. in millions)

| 30 September 2023 | | | | |
|-------------------|--|---|------------------------------|-----------------|
| Opening Balance | Amount deposited in Specified Fund of Sch. VII within 6 months | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| | | | | |
| Not Applicable | | | | |

(Rs. in millions)

| 31 March 2024 | | | | |
|-----------------|--|---|------------------------------|-----------------|
| Opening Balance | Amount deposited in Specified Fund of Sch. VII within 6 months | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| | | | | |
| Not Applicable | | | | |

(Rs. in millions)

| 31 March 2023 | | | | |
|-----------------|--|---|------------------------------|-----------------|
| Opening Balance | Amount deposited in Specified Fund of Sch. VII within 6 months | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| | | | | |
| Not Applicable | | | | |

(Rs. in millions)

| 31 March 2022 | | | | |
|-----------------|--|---|------------------------------|-----------------|
| Opening Balance | Amount deposited in Specified Fund of Sch. VII within 6 months | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| 73.1 | Nil | 247.0 | 258.3 | (11.3) |

c) In case of Section 135(5) Excess amount spent

(Rs. in millions)

| 30 September 2024 | | | |
|-------------------|---|------------------------------|-----------------|
| Opening Balance | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| (20.9) | 484.4 | 178.1 | 285.4 |

(Rs. in millions)

| 30 September 2023 | | | |
|-------------------|---|------------------------------|-----------------|
| Opening Balance | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| (7.6) | 299.7 | 115.7 | 176.4 |

(Rs. in millions)

| 31 March 2024 | | | |
|-----------------|---|------------------------------|-----------------|
| Opening Balance | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| (7.6) | 299.7 | 313.0 | (20.9) |

(Rs. in millions)

| 31 March 2023 | | | |
|-----------------|---|------------------------------|-----------------|
| Opening Balance | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| (11.3) | 221.5 | 217.8 | (7.6) |

(Rs. in millions)

| 31 March 2022 | | | |
|-----------------|---|------------------------------|-----------------|
| Opening Balance | Amount required to be spent during the year | Amount spent during the year | Closing Balance |
| Nil | 247.0 | 258.3 | (11.3) |

d) In case of Section 135(6) Details of ongoing

| 30 September 2024 | | | | | | (Rs. in millions) |
|-------------------|---------------------------------|---|--------------------------------|-------------------------------|-----------------|-----------------------------|
| Opening Balance | | Amount required to be spent during the period | Amount spent during the period | | Closing Balance | |
| With HDB Group | In Separate CSR Unspent Account | | From HDB Group's Bank Account | From Separate CSR Unspent A/c | With HDB Group | In Separate CSR Unspent A/c |
| (20.9) | - | 484.4 | 178.1 | - | 285.4 | - |

| 30 September 2023 | | | | | | (Rs. in millions) |
|-------------------|---------------------------------|---|--------------------------------|-------------------------------|-----------------|-----------------------------|
| Opening Balance | | Amount required to be spent during the period | Amount spent during the period | | Closing Balance | |
| With HDB Group | In Separate CSR Unspent Account | | From HDB Group's Bank Account | From Separate CSR Unspent A/c | With HDB Group | In Separate CSR Unspent A/c |
| (7.6) | - | 299.7 | 115.7 | - | 176.4 | - |

| 31 March 2024 | | | | | | (Rs. in millions) |
|-----------------|---------------------------------|---|--------------------------------|-------------------------------|-----------------|-----------------------------|
| Opening Balance | | Amount required to be spent during the period | Amount spent during the period | | Closing Balance | |
| With HDB Group | In Separate CSR Unspent Account | | From HDB Group's Bank Account | From Separate CSR Unspent A/c | With HDB Group | In Separate CSR Unspent A/c |
| (7.6) | - | 299.7 | 313.0 | - | (20.9) | - |

| 31 March 2023 | | | | | | (Rs. in millions) |
|-----------------|---------------------------------|---|--------------------------------|-------------------------------|-----------------|-----------------------------|
| Opening Balance | | Amount required to be spent during the period | Amount spent during the period | | Closing Balance | |
| With HDB Group | In Separate CSR Unspent Account | | From HDB Group's Bank Account | From Separate CSR Unspent A/c | With HDB Group | In Separate CSR Unspent A/c |
| (11.3) | 22.8 | 221.5 | 217.8 | 22.8 | (7.6) | - |

| 31 March 2022 | | | | | | (Rs. in millions) |
|-----------------|---------------------------------|---|--------------------------------|-------------------------------|-----------------|-----------------------------|
| Opening Balance | | Amount required to be spent during the period | Amount spent during the period | | Closing Balance | |
| With HDB Group | In Separate CSR Unspent Account | | From HDB Group's Bank Account | From Separate CSR Unspent A/c | With HDB Group | In Separate CSR Unspent A/c |
| Nil | 73.1 | 247.0 | 258.3 | 50.3 | (11.3) | 22.8 |

e) Nature of CSR activities

CSR activities conducted during the year was focused on promoting healthcare, enhancing employability skills for unemployed individuals, supporting restoration of waterbodies and other water conservation activities, among other interventions.

42 Details of dues to Micro, Small and Medium Enterprises

As per the confirmation received from the parties following is the status of MSME parties.

| Particulars | (Rs. in millions) | | | | |
|--|-------------------|-------------------|-------------|-------------|-------------|
| | 30 September 2024 | 30 September 2023 | 31 Mar 2024 | 31 Mar 2023 | 31 Mar 2022 |
| The Principal amount remaining unpaid at the end of the year | - | - | - | - | - |
| The Interest Amount remaining unpaid at the end of the year | - | - | - | - | - |
| Interest paid along with amount of payment made to the supplier beyond the appointed day | - | - | - | - | - |
| Amount of interest due and payable for the period of delay on payments made beyond the appointed day | - | - | - | - | - |
| Amount of interest accrued and remaining unpaid | - | - | - | - | - |
| Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises | - | - | - | - | - |
| Balance of MSME parties at the end of the year | - | - | - | - | - |

Note - The above is based on the information available with the HDB Group which has been relied upon by the auditors.

43 Fair value measurement

a) Valuation principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below:

b) Total financial assets measured at fair value on a recurring basis :

The following tables show an analysis of the fair value of financial assets by level of the fair value hierarchy.

| Particulars | Category | Hierarchy | Fair Value | | | | |
|----------------------------------|----------|-----------|-------------------|-------------------|---------------|---------------|---------------|
| | | | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| | | | | | | | |
| Mutual fund units | FVTPL | Level 1 | - | 1,411.7 | 17,534.1 | 4,116.5 | 9,464.5 |
| Unquoted equity shares | FVTPL | Level 3 | 23.0 | 23.0 | 23.0 | 19.5 | 14.5 |
| Securities receipt of ARC | FVTPL | Level 2 | 174.3 | 373.3 | 373.3 | 559.9 | 880.4 |
| Derivative financial instruments | FVTPL | Level 2 | 29.4 | - | 19.2 | 1,653.4 | 1,324.4 |
| G-Sec & Treasury bills | FVTPL | Level 1 | - | - | - | 7,736.6 | 11,975.7 |

Level 1:

Units held in mutual funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions.
Treasury bills are valued based on market quotes.

Level 2:

Fair value of debt securities, borrowings other than debt securities and subordinated liabilities have estimated by discounting expected future cash flows discounting rate near to report date based on comparable rate / market observable data. Fair valuation of cross currency swaps is achieved by estimating forward exchange rates to calculate the present value of future net cash flows, adjusted for currency-specific risks. The fair value of INR interest rate swaps is determined by discounting future fixed and floating rate payments using the appropriate floating rates, reflecting the current market conditions and interest rate expectations.

Level 3:

Fair value of loans have estimated by discounting expected future cash flows using discount rate equal to the rate near to the reporting date of the comparable product.
Unquoted equity shares are measured at fair value using suitable valuation models viz., net asset value technique.

c) The table below presents information pertaining to the fair values and carrying values of the HDB Group's financial assets and liabilities.

| Particulars | Category | Hierarchy | (Rs. in millions) | | | | | | | | | | |
|--|----------------|-----------|--------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|--|
| | | | 30 September 2024 | | 30 September 2023 | | 31 March 2024 | | 31 March 2023 | | 31 March 2022 | | |
| | | | Fair value | Carrying value | Fair value | Carrying value | Fair value | Carrying value | Fair value | Carrying value | Fair value | Carrying value | |
| Financial Assets | | | | | | | | | | | | | |
| (a) Cash and cash equivalents (CCE) | Amortised cost | | 9,458.2 | 9,458.2 | 7,196.4 | 7,196.4 | 6,478.5 | 6,478.5 | 3,959.0 | 3,959.0 | 4,772.0 | 4,772.0 | |
| (b) Bank balances other than CCE | Amortised cost | | 16,521.8 | 16,521.8 | 750.2 | 750.2 | 546.6 | 546.6 | 2,579.2 | 2,579.2 | 2,067.7 | 2,067.7 | |
| (c) Derivative financial instruments | FVTPL | Level 2 | 29.3 | 29.3 | - | - | 19.1 | 19.1 | 1,653.4 | 1,653.4 | 1,324.4 | 1,324.4 | |
| (d) Trade receivables | Amortised cost | | 2,669.4 | 2,669.4 | 825.5 | 825.5 | 1,246.1 | 1,246.1 | 657.6 | 657.6 | 1,418.2 | 1,418.2 | |
| (e) Loans | Amortised cost | Level 3 | 9,52,000.8 | 9,49,623.0 | 7,42,466.6 | 7,55,677.8 | 8,67,212.6 | 8,78,596.9 | 6,63,826.7 | 6,36,475.2 | 5,71,624.5 | 5,45,119.0 | |
| (f) Investments - Mutual funds | FVTPL | Level 1 | - | - | 1,411.7 | 1,411.7 | 17,534.1 | 17,534.1 | 4,116.5 | 4,116.5 | 9,464.5 | 9,464.5 | |
| Investments - G-Sec & Treasury bills | FVTPL | Level 1 | - | - | - | - | - | - | 7,736.6 | 7,736.6 | 11,975.7 | 11,975.7 | |
| Investments - G-Sec & Treasury bills | Amortised cost | | 20,446.8 | 20,723.9 | 15,264.1 | 15,200.6 | 15,872.9 | 15,903.6 | - | - | - | - | |
| Investments - In Security Receipts | FVTPL | Level 2 | 174.3 | 174.3 | 373.3 | 373.3 | 373.3 | 373.3 | 559.9 | 559.9 | 880.4 | 880.4 | |
| Investments - Unquoted equity shares | FVTPL | Level 3 | 23.0 | 23.0 | 23.0 | 23.0 | 23.0 | 23.0 | 19.5 | 19.5 | 14.5 | 14.5 | |
| (g) Other financial assets | Amortised cost | | 464.0 | 464.0 | 379.7 | 379.7 | 395.0 | 395.0 | 348.7 | 348.7 | 3,146.0 | 3,146.0 | |
| | | | 10,01,787.6 | 9,99,686.9 | 7,68,690.5 | 7,81,838.2 | 9,09,701.2 | 9,21,116.2 | 6,85,457.1 | 6,58,105.6 | 6,06,688.0 | 5,80,182.4 | |
| Financial Liabilities | | | | | | | | | | | | | |
| (a) Derivative financial instruments | FVTPL | Level 2 | 331.7 | 331.7 | - | - | 47.7 | 47.7 | - | - | - | - | |
| (b) Trade payables | Amortised cost | | 3,925.5 | 3,925.5 | 3,261.9 | 3,261.9 | 5,090.0 | 5,090.0 | 2,918.4 | 2,918.4 | 2,469.1 | 2,469.1 | |
| (c) Debt securities | Amortised cost | Level 2 | 3,94,931.3 | 4,09,583.0 | 3,48,317.3 | 3,54,254.2 | 3,48,511.2 | 3,54,395.9 | 2,70,964.1 | 2,73,220.7 | 2,53,323.1 | 2,63,564.6 | |
| (d) Borrowings other than Securitization | Amortised cost | Level 2 | 3,72,417.3 | 3,75,156.7 | 2,33,315.5 | 2,34,735.2 | 3,37,461.6 | 3,40,017.6 | 2,38,569.4 | 2,30,872.1 | 1,82,960.8 | 1,79,763.0 | |
| Borrowings under Securitization | Amortised cost | Level 2 | - | - | 1,863.6 | 1,827.5 | 852.2 | 834.0 | 3,708.6 | 3,644.5 | 12,056.4 | 11,938.8 | |
| (e) Subordinated liabilities | Amortised cost | Level 2 | 59,462.4 | 63,108.5 | 35,419.6 | 37,695.2 | 56,481.7 | 58,471.7 | 35,411.0 | 36,234.0 | 41,390.5 | 44,292.1 | |
| (f) Other financial liabilities | Amortised cost | | 31,056.6 | 31,056.6 | 28,552.3 | 28,552.3 | 29,552.7 | 29,552.7 | 27,784.2 | 27,784.2 | 27,087.2 | 27,087.2 | |
| | | | 8,62,124.8 | 8,83,162.0 | 6,50,730.2 | 6,60,326.2 | 7,77,997.1 | 7,88,409.6 | 5,79,355.7 | 5,74,673.9 | 5,19,287.1 | 5,29,114.7 | |

(i) Short-term and other financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months) and for other financial assets and other financial liabilities that are insignificant in value, the carrying amounts, net of impairment, if any, are a reasonable approximation of their fair value. Such instruments include cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, other financial assets and other financial liabilities.

(ii) Loans

These financial assets are recorded at amortised cost, the fair values of which are estimated at portfolio level using a discounted cash flow model based on contractual cash flows discounted using market rates incorporating the counterparties' credit risk.

(iii) Debt securities, borrowings and subordinated liabilities

Fair value is estimated at portfolio level by a discounted cash flow model incorporating market interest rates and the HDB Group's own credit risk or based on market-observable data such as secondary market prices for its traded debt, as relevant.

44 Capital Management

The primary objective of the HDB Group's capital management policy is to ensure compliance with regulatory capital requirements. In line with this objective, the HDB Group ensures adequate capital at all times and manages its business in a way in which capital is protected, satisfactory business growth is ensured, cash flows are monitored, borrowing covenants are honoured and ratings are maintained.

Regulatory capital-related information is presented as part of the RBI mandated disclosures. The RBI norms require capital to be maintained at prescribed levels. In accordance with such norms, Tier I capital of the HDB Group comprises of share capital, share premium, reserves and perpetual debt, Tier II capital comprises of subordinated debt and provision on loans that are not credit-impaired. There were no changes in the capital management process during the periods presented.

45 Risk Management

While risk is inherent in the HDB Group's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

The Risk Committee has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. The Risk Committee is responsible for managing risk decisions and monitoring risk levels and reports to the Supervisory Board.

The HDB Group's Treasury is responsible for managing its assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the HDB Group.

a) Credit risk

The HDB Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and industry concentrations, and by monitoring exposures in relation to such limits.

Financial assets measured on a collective basis

The HDB Group splits its exposure into smaller homogeneous portfolios, based on shared credit risk characteristics, as described below in the following order:

- Secured / unsecured i.e. based on whether the loans are secured
- Nature of security i.e. the nature of the security if the loans are determined to be secured
- Nature of loan i.e. based on the nature of loan

Significant increase in credit risk

The HDB Group considers an exposure to have significantly increased in credit risk when the borrower crosses 30 DPD but is within 90 DPD.

Impairment assessment

The HDB Group considers a financial instrument defaulted and therefore Stage 3 (credit-impaired) for ECL calculations in all cases when the borrower crosses 90 days past due on its contractual payments. Further, the borrower is retained in Stage 3 (credit-impaired) till all the overdue amounts are repaid i.e. borrower becomes 0 days past due on its contractual payments.

Exposure at default

The exposure at default (EAD) represents the gross carrying amount of the financial instruments subject to the impairment calculation.

Loss given default

The credit risk assessment is based on a standardised LGD assessment framework that incorporates the probability of default and subsequent recoveries, discounted.

Current economic data and forward-looking economic forecasts and scenarios are used in order to determine the Ind AS 109 LGD rate. The HDB Group uses data obtained from third party sources and combines such data with inputs to the HDB Group's ECL models including determining the weights attributable to the multiple scenarios.

Credit quality of assets

- a) The table below shows credit quality and maximum exposure to credit risk based on year-end stage classification. The amounts presented are gross of Impairment loss allowance.

| Stage | (Rs. in millions) | | | | |
|--------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Stage 1 | 9,44,830.6 | 7,45,358.4 | 8,72,181.7 | 6,67,937.3 | 5,61,421.8 |
| Stage 2 | 20,684.4 | 14,683.6 | 12,879.4 | 13,221.2 | 21,253.8 |
| Stage 3 | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Total | 9,86,242.1 | 7,78,566.4 | 9,02,179.3 | 7,00,307.0 | 6,13,263.2 |

- b) An analysis of changes in the gross carrying amount and corresponding ECL allowances in relations to loans is as under:

| | (Rs. in millions) | | | |
|---|-------------------|-----------|-----------|--------------|
| | 30 September 2024 | | | |
| | Stage 1 | Stage 2 | Stage 3 | Total |
| Gross carrying amount - opening balance | 8,72,181.7 | 12,879.4 | 17,118.2 | 9,02,179.3 |
| Originated or new | 3,20,277.6 | 1,368.9 | 268.9 | 3,21,915.4 |
| Matured or repaid | (2,15,335.8) | (5,338.7) | (8,026.9) | (2,28,701.4) |
| Transfers to Stage 1 | 3,580.2 | (2,096.6) | (1,483.6) | - |
| Transfers to Stage 2 | (20,500.5) | 20,786.3 | (285.8) | - |
| Transfers to Stage 3 | (15,372.6) | (6,914.9) | 22,287.5 | - |
| Amounts written off (net of recovery) | - | - | (9,151.2) | (9,151.2) |
| Gross carrying amount - closing balance | 9,44,830.6 | 20,684.4 | 20,727.1 | 9,86,242.1 |

| | (Rs. in millions) | | | |
|---|-------------------|-----------|-----------|--------------|
| | 30 September 2023 | | | |
| | Stage 1 | Stage 2 | Stage 3 | Total |
| Gross carrying amount - opening balance | 6,67,930.2 | 13,228.3 | 19,148.5 | 7,00,307.0 |
| Originated or new | 2,69,104.7 | 793.6 | 221.2 | 2,70,119.5 |
| Matured or repaid | (1,72,946.5) | (4,952.2) | (8,175.0) | (1,86,073.7) |
| Transfers to Stage 1 | 5,288.9 | (3,075.5) | (2,213.4) | - |
| Transfers to Stage 2 | (13,737.7) | 14,268.9 | (531.2) | - |
| Transfers to Stage 3 | (10,281.2) | (5,579.5) | 15,860.7 | - |
| Amounts written off (net of recovery) | - | - | (5,786.4) | (5,786.4) |
| Gross carrying amount - closing balance | 7,45,358.4 | 14,683.6 | 18,524.4 | 7,78,566.4 |

| | (Rs. in millions) | | | |
|---|-------------------|-----------|------------|--------------|
| | 31 March 2024 | | | |
| | Stage 1 | Stage 2 | Stage 3 | Total |
| Gross carrying amount - opening balance | 6,67,930.2 | 13,228.3 | 19,148.5 | 7,00,307.0 |
| Originated or new | 6,04,252.3 | 3,334.5 | 1,405.7 | 6,08,992.5 |
| Matured or repaid | (3,69,692.3) | (8,378.6) | (16,877.2) | (3,94,948.1) |
| Transfers to Stage 1 | 4,788.9 | (2,705.8) | (2,083.1) | - |
| Transfers to Stage 2 | (12,496.4) | 12,806.9 | (310.5) | - |
| Transfers to Stage 3 | (22,601.0) | (5,405.9) | 28,006.9 | - |
| Amounts written off (net of recovery) | - | - | (12,172.1) | (12,172.1) |
| Gross carrying amount - closing balance | 8,72,181.7 | 12,879.4 | 17,118.2 | 9,02,179.3 |

(Rs. in millions)

Gross carrying amount - opening balance
Originated or new
Matured or repaid
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Gross carrying amount - closing balance

| 31 March 2023 | | | |
|---------------|------------|------------|--------------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 5,61,421.8 | 21,253.8 | 30,587.6 | 6,13,263.2 |
| 4,44,833.1 | 2,105.9 | 1,078.6 | 4,48,017.6 |
| (3,10,961.2) | (10,997.2) | (20,597.5) | (3,42,555.9) |
| 8,752.6 | (5,723.3) | (3,029.3) | - |
| (13,469.4) | 14,072.2 | (602.8) | - |
| (22,646.7) | (7,483.1) | 30,129.8 | - |
| - | - | (18,417.9) | (18,417.9) |
| 6,67,930.2 | 13,228.3 | 19,148.5 | 7,00,307.0 |

(Rs. in millions)

Gross carrying amount - opening balance
Originated or new
Matured or repaid
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Gross carrying amount - closing balance

| 31 March 2022 | | | |
|---------------|------------|------------|--------------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 5,52,632.7 | 33,008.7 | 27,608.6 | 6,13,250.0 |
| 2,86,247.0 | 2,518.5 | 1,566.6 | 2,90,332.1 |
| (2,49,586.9) | (10,994.1) | (18,182.7) | (2,78,763.7) |
| 19,646.9 | (13,941.7) | (5,705.2) | - |
| (20,160.3) | 20,975.4 | (815.1) | - |
| (27,357.6) | (10,313.0) | 37,670.6 | - |
| - | - | (11,555.2) | (11,555.2) |
| 5,61,421.8 | 21,253.8 | 30,587.6 | 6,13,263.2 |

(Rs. in millions)

Impairment loss allowance - opening balance
Originated or new
Increase / (decrease) in provision on existing financial assets (Net of recovery)
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Impairment loss allowance - closing balance

| 30 September 2024 | | | |
|-------------------|-----------|-----------|-----------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 19,743.9 | 3,784.5 | 11,438.3 | 34,966.7 |
| 5,208.0 | 370.5 | 213.5 | 5,792.0 |
| (6,007.6) | 2,418.6 | 6,222.8 | 2,633.8 |
| 1,180.2 | (426.0) | (754.2) | - |
| (1,519.9) | 1,655.3 | (135.4) | - |
| (2,291.6) | (2,453.4) | 4,745.0 | - |
| - | - | (9,151.2) | (9,151.2) |
| 16,313.0 | 5,349.5 | 12,578.8 | 34,241.3 |

(Rs. in millions)

Impairment loss allowance - opening balance
Originated or new
Increase / (decrease) in provision on existing financial assets (Net of recovery)
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Impairment loss allowance - closing balance

| 30 September 2023 | | | |
|-------------------|-----------|-----------|-----------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 20,289.3 | 3,725.0 | 12,466.0 | 36,480.3 |
| 5,139.8 | 233.1 | 187.7 | 5,560.6 |
| (4,292.9) | 645.7 | 3,492.5 | (154.7) |
| 1,770.6 | (669.1) | (1,101.5) | - |
| (1,440.8) | 1,689.4 | (248.6) | - |
| (1,648.5) | (1,906.1) | 3,554.6 | - |
| - | - | (5,786.4) | (5,786.4) |
| 19,817.5 | 3,718.0 | 12,564.3 | 36,099.8 |

(Rs. in millions)

Impairment loss allowance - opening balance
Originated or new
Increase / (decrease) in provision on existing financial assets (Net of recovery)
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Impairment loss allowance - closing balance

| 31 March 2024 | | | |
|---------------|-----------|------------|------------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 20,289.3 | 3,725.0 | 12,466.0 | 36,480.3 |
| 10,117.0 | 1,217.3 | 1,110.3 | 12,444.6 |
| (8,894.4) | 340.1 | 6,768.2 | (1,786.1) |
| 1,589.2 | (570.1) | (1,019.1) | - |
| (845.7) | 972.7 | (127.0) | - |
| (2,511.5) | (1,900.5) | 4,412.0 | - |
| - | - | (12,172.1) | (12,172.1) |
| 19,743.9 | 3,784.5 | 11,438.3 | 34,966.7 |

(Rs. in millions)

Impairment loss allowance - opening balance
Originated or new
Increase in provision on existing financial assets (Net of recovery)
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Impairment loss allowance - closing balance

| 31 March 2023 | | | |
|---------------|-----------|------------|------------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 19,968.1 | 5,112.5 | 16,558.1 | 41,638.7 |
| 7,113.5 | 745.3 | 869.1 | 8,727.9 |
| (4,899.5) | (6.8) | 9,437.9 | 4,531.6 |
| 2,009.0 | (1,022.6) | (986.4) | - |
| (1,026.1) | 1,223.9 | (197.8) | - |
| (2,875.7) | (2,327.3) | 5,203.0 | - |
| - | - | (18,417.9) | (18,417.9) |
| 20,289.3 | 3,725.0 | 12,466.0 | 36,480.3 |

(Rs. in millions)

Impairment loss allowance - opening balance
Originated or new
Increase in provision on existing financial assets (Net of recovery)
Transfers to Stage 1
Transfers to Stage 2
Transfers to Stage 3
Amounts written off (net of recovery)
Impairment loss allowance - closing balance

| 31 March 2022 | | | |
|---------------|-----------|------------|------------|
| Stage 1 | Stage 2 | Stage 3 | Total |
| 13,061.1 | 5,427.1 | 8,747.4 | 27,235.6 |
| 3,621.6 | 507.4 | 829.6 | 4,958.6 |
| 3,335.2 | 2,029.7 | 15,634.8 | 20,999.7 |
| 3,352.4 | (1,768.4) | (1,584.0) | - |
| (1,088.3) | 1,339.6 | (251.3) | - |
| (2,313.9) | (2,422.9) | 4,736.8 | - |
| - | - | (11,555.2) | (11,555.2) |
| 19,968.1 | 5,112.5 | 16,558.1 | 41,638.7 |

c) Modified financial assets

The HDB Group renegotiates loans given to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Companies forbearance policy, loan forbearance is granted on a selective basis if the customer is currently in default on its debt or if there is a high risk of default, there is evidence that the customer made all reasonable efforts to pay under the original contractual terms and the customer is expected to be able to meet the revised terms. The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as Stage 3. Such accounts are upgraded to Stage 1 only upon observation of satisfactory repayments of one year from the date of such down-gradation and accordingly loss allowance is measured using 12 month PD.

| Exposure to modified financial assets | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|---------------------------------------|-------------------|-------------------|---------------|---------------|---------------|
| Gross carrying amount | 8,308.3 | 13,439.1 | 11,376.9 | 23,849.1 | 51,003.5 |
| Impairment allowance | 2,305.7 | 5,186.0 | 3,668.2 | 10,910.0 | 19,752.2 |
| Net carrying amount | 6,002.7 | 8,253.1 | 7,708.7 | 12,939.1 | 31,251.3 |

Analysis of risk concentration

The following table shows risk concentration of the HDB Group's loans basis risk exposure into smaller homogeneous portfolios, based on shared credit risk characteristics as under:

| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|---------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Carrying value of Loans | 9,52,000.8 | 7,42,466.6 | 8,67,212.6 | 6,63,826.7 | 5,71,624.4 |
| Mortgage backed loans | 2,22,050.3 | 1,85,641.1 | 2,06,585.4 | 1,76,768.6 | 1,64,043.0 |
| Other assets backed loans | 4,25,990.4 | 3,27,046.0 | 3,87,067.2 | 2,86,693.1 | 2,42,906.8 |
| Personal loans | 2,29,830.6 | 1,76,958.5 | 2,09,167.8 | 1,58,281.3 | 1,31,434.6 |
| Others | 74,129.4 | 52,821.0 | 64,392.2 | 42,083.7 | 33,240.0 |
| Total | 9,52,000.8 | 7,42,466.6 | 8,67,212.6 | 6,63,826.7 | 5,71,624.4 |

Collateral and other credit enhancements

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The main types of collateral obtained are, as follows:

- For corporate and small business lending, charges over real estate properties, inventory and trade receivables and, in special circumstances, government guarantees

- For retail lending, mortgages over residential properties

The HDB Group also obtains guarantees from parent companies for loans to their subsidiaries.

Management monitors the market value of collateral and will request additional collateral in accordance with the underlying agreement.

Collateral coverage - credit impaired loans

Loan to Value (LTV) range

| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|--------------|-------------------|-------------------|----------------|----------------|-----------------|
| Upto 50 % | 7,626.5 | 5,609.9 | 5,274.3 | 6,595.3 | 12,592.6 |
| 51-75 % | 521.9 | 348.5 | 403.9 | 85.8 | 1,398.7 |
| 76-100 % | - | 1.7 | 1.7 | 0.2 | 37.5 |
| Above 100% | - | - | - | - | 0.7 |
| Total | 8,148.4 | 5,960.1 | 5,679.9 | 6,681.3 | 14,029.5 |

b) Liquidity risk and funding management

Liquidity risk arises because of the possibility that the HDB Group might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. To limit this risk, management has arranged for diversified funding sources, and adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a daily basis.

Maturity profile of financial liabilities

The table below summarises the maturity profile of the undiscounted cash flows of the HDB Group's financial assets and liabilities.

| 30 September 2024 | Less than 1 year | 1 years to 3 years | 3 years to 5 years | 5 years and above | Total |
|---------------------------------|-------------------|--------------------|--------------------|-------------------|-------------------|
| Trade payables | 3,228.3 | 697.2 | - | - | 3,925.5 |
| Debt securities | 1,64,672.9 | 2,04,838.7 | 25,419.8 | - | 3,94,931.3 |
| Borrowings | 1,35,641.4 | 2,04,609.2 | 32,166.7 | - | 3,72,417.3 |
| Borrowings under Securitization | - | - | - | - | - |
| Subordinated liabilities | 2,999.8 | 3,895.6 | 18,236.8 | 34,330.1 | 59,462.4 |
| Total | 3,06,542.4 | 4,14,040.7 | 75,823.3 | 34,330.1 | 8,30,736.5 |

| 30 September 2023 | Less than 1 year | 1 years to 3 years | 3 years to 5 years | 5 years and above | Total |
|---------------------------------|-------------------|--------------------|--------------------|-------------------|-------------------|
| Trade payables | 2,980.2 | 281.7 | - | - | 3,261.9 |
| Debt securities | 1,10,746.7 | 2,07,900.7 | 14,628.0 | 15,041.9 | 3,48,317.4 |
| Borrowings | 92,602.3 | 1,16,084.3 | 23,828.9 | 800.0 | 2,33,315.5 |
| Borrowings under Securitization | 1,661.6 | 202.0 | - | - | 1,863.6 |
| Subordinated liabilities | 4,299.1 | 5,195.1 | 9,973.0 | 15,952.4 | 35,419.6 |
| Total | 2,12,289.9 | 3,29,663.7 | 48,429.9 | 31,794.4 | 6,22,178.0 |

| (Rs. in millions) | | | | | |
|---------------------------------|-------------------|--------------------|--------------------|-------------------|-------------------|
| 31 March 2024 | Less than 1 year | 1 years to 3 years | 3 years to 5 years | 5 years and above | Total |
| Trade payables | 4,032.7 | 1,057.3 | - | - | 5,090.0 |
| Debt securities | 1,14,677.2 | 1,97,714.5 | 21,126.5 | 14,993.1 | 3,48,511.2 |
| Borrowings | 1,35,146.2 | 1,57,853.5 | 42,350.7 | 2,111.1 | 3,37,461.6 |
| Borrowings under Securitization | 852.2 | - | - | - | 852.2 |
| Subordinated liabilities | 4,998.8 | 3,894.5 | 11,774.8 | 35,813.7 | 56,481.7 |
| Total | 2,59,707.0 | 3,60,519.8 | 75,252.0 | 52,917.9 | 7,48,396.7 |

| (Rs. in millions) | | | | | |
|---------------------------------|-------------------|--------------------|--------------------|-------------------|-------------------|
| 31 March 2023 | Less than 1 year | 1 years to 3 years | 3 years to 5 years | 5 years and above | Total |
| Trade payables | 2,918.4 | - | - | - | 2,918.4 |
| Debt securities | 1,12,870.3 | 1,57,002.0 | 32,204.5 | 13,932.0 | 3,16,008.8 |
| Borrowings | 1,02,572.8 | 1,39,612.2 | 26,285.8 | 410.7 | 2,68,881.5 |
| Borrowings under Securitization | 2,938.2 | 869.9 | - | - | 3,808.1 |
| Subordinated liabilities | 5,458.6 | 10,367.5 | 11,255.4 | 24,901.4 | 51,982.9 |
| Total | 2,26,758.3 | 3,07,851.6 | 69,745.7 | 39,244.1 | 6,43,599.7 |

| (Rs. in millions) | | | | | |
|---------------------------------|-------------------|--------------------|--------------------|-------------------|-------------------|
| 31 March 2022 | Less than 1 year | 1 years to 3 years | 3 years to 5 years | 5 years and above | Total |
| Trade payables | 2,469.1 | - | - | - | 2,469.1 |
| Debt securities | 99,993.3 | 1,66,933.9 | 16,841.6 | 11,173.5 | 2,94,942.2 |
| Borrowings | 81,821.8 | 1,05,323.3 | 9,324.3 | 125.6 | 1,96,595.0 |
| Borrowings under Securitization | 7,740.9 | 4,084.8 | 113.1 | - | 11,938.8 |
| Subordinated liabilities | 9,750.4 | 13,382.1 | 8,785.7 | 29,815.0 | 61,733.2 |
| Total | 2,01,775.5 | 2,89,724.0 | 35,064.7 | 41,114.1 | 5,67,678.4 |

c) **Market risk**

Market risk represents the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices.

i) **Interest rate risk**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the HDB Group's statement of profit and loss.

| | % Increase/decrease in rate | | | | | Increase/decrease in profit | | | | | (Rs. in millions) |
|--------------------------|-------------------------------|-------------------|---------------|---------------|---------------|-----------------------------|-------------------|---------------|---------------|---------------|-------------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 | |
| | Borrowings that are re-priced | 0.25% | 0.25% | 0.25% | 0.25% | 0.25% | 590.4 | 569.5 | 737.7 | 487.5 | 316.9 |
| Loans that are re-priced | 0.25% | 0.25% | 0.25% | 0.25% | 0.25% | 552.2 | 448.7 | 504.9 | 417.8 | 356.3 | |

ii) **Foreign Currency Risk**

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk for the HDB Group arise majorly on account of foreign currency borrowings. The HDB Group manages this foreign currency risk by entering in to cross currency swaps and forward contract. When a derivative is entered in to for the purpose of being as hedge, the HDB Group negotiates the terms of those derivatives to match with the terms of the hedge exposure. The HDB Group's policy is to fully hedge its foreign currency borrowings at the time of drawdown and remain so till repayment.

The HDB Group holds derivative financial instruments such as cross currency interest rate swap to mitigate risk of changes in exchange rate in foreign currency and floating interest rate. The counterparty for these contracts is generally a bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in market place.

d) **Operational risk**

Operational risk is the risk of loss arising from systems failure, human error, fraud or from external events.

The operational risks of the HDB Group are managed through comprehensive internal control systems and procedures and key back up processes. This enables the management to evaluate key areas of operational risks and the process to adequately mitigate them on an ongoing basis. The HDB Group also undertakes Risk based audits on a regular basis across all business units / functions. While examining the effectiveness of control framework through self-assessment, the risk-based audit would assure effective implementation of self-certification and internal financial controls adherence, thereby, reducing enterprise exposure.

The HDB Group has put in place a robust Disaster Recovery (DR) plan, which is periodically tested. Business Continuity Plan (BCP) is further put in place to ensure seamless continuity of operations including services to customers, when confronted with adverse events such as natural disasters, technological failures, human errors, terrorism, etc. Periodic testing is carried out to address gaps in the framework, if any. DR and BCP audits are conducted on a periodical basis to provide assurance regarding the effectiveness of the HDB Group's readiness.

46 Impact of hedging activities

a) Disclosure of effects of hedge accounting on financial position:

(Rs. in millions)

| 30 September 2024 | | | | | | | | |
|---|---------------|-------------|---------------------------------------|-------------|--|---|--|----------------------------|
| Type of hedge and risks | Nominal value | | Carrying amount of hedging instrument | | Maturity date | Changes in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness | Line item in Balance Sheet |
| | Assets | Liabilities | Assets | Liabilities | | | | |
| Cash flow hedge | | | | | | | | |
| Foreign exchange forward contracts (Cross currency interest rate swaps) | 83,797.5 | - | - | 331.7 | January 12th, 2027 August 13th, 2027 August 30th, 2027 | (284.1) | (41.3) | Borrowings |
| Interest rate swaps | 36,000.0 | - | 29.4 | - | May 27th, 2026 June 25th, 2027 June 25th, 2027 September 24th, 2027 September 26th, 2028 | 10.3 | - | Borrowings |

(Rs. in millions)

| 30 September 2023 | | | | | | | | |
|---|---------------|-------------|---------------------------------------|-------------|---------------|---|--|----------------------------|
| Type of hedge and risks | Nominal value | | Carrying amount of hedging instrument | | Maturity date | Changes in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness | Line item in Balance Sheet |
| | Assets | Liabilities | Assets | Liabilities | | | | |
| Cash flow hedge | | | | | | | | |
| Foreign exchange forward contracts (Cross currency interest rate swaps) | - | - | - | - | NA | - | - | NA |

(Rs. in millions)

| 31 March 2024 | | | | | | | | |
|---|---------------|-------------|---------------------------------------|-------------|--|---|--|----------------------------|
| Type of hedge and risks | Nominal value | | Carrying amount of hedging instrument | | Maturity date | Changes in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness | Line item in Balance Sheet |
| | Assets | Liabilities | Assets | Liabilities | | | | |
| Cash flow hedge | | | | | | | | |
| Foreign exchange forward contracts (Cross currency interest rate swaps) | 20,851.3 | - | - | 47.7 | January 12th, 2027 | (1,709.4) | 1,519.3 | Borrowings |
| Interest rate swaps | 17,500.0 | - | 19.2 | - | May 27th, 2026 September 26th, 2028 | 19.2 | - | Borrowings |

(Rs. in millions)

| 31 March 2023 | | | | | | | | |
|---|---------------|-------------|---------------------------------------|-------------|-----------------|---|--|----------------------------|
| Type of hedge and risks | Nominal value | | Carrying amount of hedging instrument | | Maturity date | Changes in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness | Line item in Balance Sheet |
| | Assets | Liabilities | Assets | Liabilities | | | | |
| Cash flow hedge | | | | | | | | |
| Foreign exchange forward contracts (Cross currency interest rate swaps) | 18,899.1 | - | 1,661.7 | - | June 18th, 2023 | 337.3 | (141.3) | Borrowings |

(Rs. in millions)

| 31 March 2022 | | | | | | | | |
|--|---------------|-------------|---------------------------------------|-------------|---|---|--|----------------------------|
| Type of hedge and risks | Nominal value | | Carrying amount of hedging instrument | | Maturity date | Changes in fair value of hedging instrument | Change in the value of hedged item used as the basis for recognising hedge effectiveness | Line item in Balance Sheet |
| | Assets | Liabilities | Assets | Liabilities | | | | |
| Cash flow hedge | | | | | | | | |
| Foreign exchange forward contracts (Cross currency interest rate swaps) | 40,170.0 | - | 1,324.4 | - | November 29th, 2020 October 30th, 2022 December 10th, 2022 June 18th, 2023 | 1,751.7 | (1,421.7) | Borrowings |

b) Disclosure of effects of hedge accounting on financial performance

(Rs. in millions)

| 30 September 2024 | | | | |
|--|--|--|---|--|
| Type of hedge | Change in the value of the hedging instrument recognised in other comprehensive Income | Hedge ineffectiveness recognised in statement of profit and loss | Amount reclassified from cash flow hedge reserve to statement of profit or loss | Line item affected in statement of profit and loss because of the reclassification |
| Cash flow hedge | | | | |
| Foreign exchange risk and interest rate risk | (284.1) | - | (41.3) | Finance cost |
| Interest rate risk | 10.3 | - | - | Finance cost |

(Rs. in millions)

| 30 September 2023 | | | | |
|--|--|--|---|--|
| Type of hedge | Change in the value of the hedging instrument recognised in other comprehensive Income | Hedge ineffectiveness recognised in statement of profit and loss | Amount reclassified from cash flow hedge reserve to statement of profit or loss | Line item affected in statement of profit and loss because of the reclassification |
| Cash flow hedge | | | | |
| Foreign exchange risk and interest rate risk | - | - | - | Finance cost |
| Interest rate risk | - | - | - | Finance cost |

(Rs. in millions)

| 31 March 2024 | | | | |
|--|--|--|---|--|
| Type of hedge | Change in the value of the hedging instrument recognised in other comprehensive Income | Hedge ineffectiveness recognised in statement of profit and loss | Amount reclassified from cash flow hedge reserve to statement of profit or loss | Line item affected in statement of profit and loss because of the reclassification |
| Cash flow hedge | | | | |
| Foreign exchange risk and interest rate risk | (1,709.4) | - | 1,519.3 | Finance cost |
| Interest rate risk | 19.2 | - | - | Finance cost |

(Rs. in millions)

| 31 March 2023 | | | | |
|--|--|--|---|--|
| Type of hedge | Change in the value of the hedging instrument recognised in other comprehensive Income | Hedge ineffectiveness recognised in statement of profit and loss | Amount reclassified from cash flow hedge reserve to statement of profit or loss | Line item affected in statement of profit and loss because of the reclassification |
| Cash flow hedge | | | | |
| Foreign exchange risk and interest rate risk | 337.3 | - | (141.3) | Finance cost |
| Interest rate risk | - | - | - | Finance cost |

(Rs. in millions)

| 31 March 2022 | | | | |
|--|--|--|---|--|
| Type of hedge | Change in the value of the hedging instrument recognised in other comprehensive Income | Hedge ineffectiveness recognised in statement of profit and loss | Amount reclassified from cash flow hedge reserve to statement of profit or loss | Line item affected in statement of profit and loss because of the reclassification |
| Cash flow hedge | | | | |
| Foreign exchange risk and interest rate risk | 1,751.7 | - | (1,421.7) | Finance cost |
| Interest rate risk | - | - | - | Finance cost |

47 Changes in Liabilities arising from financing activities

(Rs. in millions)

| Particulars | 1 April 2024 | Cash flows | Exchange Difference | Other | 30 September 2024 |
|---------------------------------------|-------------------|-----------------|---------------------|----------------|-------------------|
| Debt securities | 3,48,511.3 | 46,270.0 | - | 150.0 | 3,94,931.3 |
| Borrowings other than debt securities | 3,37,461.6 | 35,321.9 | 41.3 | (407.4) | 3,72,417.3 |
| Borrowings under Securitization | 852.2 | (852.2) | - | - | - |
| Subordinated liabilities | 56,481.7 | 3,000.0 | - | (19.2) | 59,462.4 |
| Total | 7,43,306.7 | 83,739.7 | 41.3 | (276.6) | 8,26,811.0 |

(Rs. in millions)

| Particulars | 1 April 2023 | Cash flows | Exchange Difference | Other | 30 September 2023 |
|---------------------------------------|-------------------|-----------------|---------------------|----------|-------------------|
| Debt securities | 2,70,964.1 | 77,353.2 | - | - | 3,48,317.3 |
| Borrowings other than debt securities | 2,38,569.4 | (3,678.4) | (1,575.5) | - | 2,33,315.5 |
| Borrowings under Securitization | 3,708.6 | (1,845.0) | - | - | 1,863.6 |
| Subordinated liabilities | 35,411.0 | 8.6 | - | - | 35,419.6 |
| Total | 5,48,653.0 | 71,838.4 | (1,575.5) | - | 6,18,916.0 |

(Rs. in millions)

| Particulars | 1 April 2023 | Cash flows | Exchange Difference | Other | 31 March 2024 |
|---------------------------------------|-------------------|-------------------|---------------------|----------------|-------------------|
| Debt securities | 2,70,964.1 | 78,254.0 | - | (706.9) | 3,48,511.3 |
| Borrowings other than debt securities | 2,38,569.4 | 1,00,401.7 | (1,519.3) | 9.7 | 3,37,461.6 |
| Borrowings under Securitization | 3,708.6 | (2,856.4) | - | - | 852.2 |
| Subordinated liabilities | 35,411.0 | 21,200.0 | - | (129.3) | 56,481.7 |
| Total | 5,48,653.1 | 1,96,999.3 | (1,519.3) | (826.5) | 7,43,306.7 |

(Rs. in millions)

| Particulars | 1 April 2022 | Cash flows | Exchange Difference | Other | 31 March 2023 |
|---------------------------------------|-------------------|-----------------|---------------------|--------------|-------------------|
| Debt securities | 2,53,323.1 | 17,387.1 | - | 253.9 | 2,70,964.1 |
| Borrowings other than debt securities | 1,82,960.8 | 55,343.5 | - | 265.1 | 2,38,569.4 |
| Borrowings under Securitization | 12,056.4 | (8,347.8) | - | - | 3,708.6 |
| Subordinated liabilities | 41,390.5 | (6,089.0) | - | 109.5 | 35,411.0 |
| Total | 4,89,730.9 | 58,293.8 | - | 628.5 | 5,48,653.1 |

(Rs. in millions)

| Particulars | 1 April 2021 | Cash flows | Exchange Difference | Other | 31 March 2022 |
|---------------------------------------|-------------------|-------------------|---------------------|---------------|-------------------|
| Debt securities | 2,38,020.7 | 15,556.3 | - | (253.9) | 2,53,323.1 |
| Borrowings other than debt securities | 2,05,326.6 | (22,489.5) | - | 123.7 | 1,82,960.8 |
| Borrowings under Securitization | 20,364.1 | (8,307.7) | - | - | 12,056.4 |
| Subordinated liabilities | 39,876.1 | 1,404.9 | - | 109.5 | 41,390.5 |
| Total | 5,03,587.5 | (13,836.0) | - | (20.7) | 4,89,730.9 |

- (i) Other column includes the effect of accrued but not paid interest on borrowing, amortisation of processing fees etc.
(ii) Total Liabilities comprises of Debt securities, Borrowings (other than debt securities) and Subordinated Liabilities.

48 Expenditure / Remittances in Foreign Currencies

a) Expenditure in Foreign Currencies

(Rs. in millions)

| Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|--|-------------------|-------------------|---------------|---------------|---------------|
| Processing charges for debt instrument | 430.5 | - | 24.9 | - | - |
| Professional charges | 2.3 | 0.1 | 0.2 | 0.5 | 1.4 |
| Annual software application fee | 36.7 | 31.6 | 33.0 | 41.6 | 2.0 |
| Other Expenditure | - | - | 0.4 | - | - |

- b) There is no dividend paid in foreign currency.

49 Event after Reporting Date

There have been no events after the reporting date that require adjustment/disclosure in the financial statements.

50 Transfer of Financial Assets

50.1 Transferred financial assets that are not derecognised in their entirety

The following details provide a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

A) Securitisation

The HDB Group has transferred certain pools of fixed rate loan receivables backed by underlying assets by entering into securitisation transactions with the Special Purpose Vehicle Trusts (SPV Trust) sponsored by commercial banks for consideration received in cash at the inception of the transaction.

The HDB Group, being Originator of these loan receivables, also acts as Servicer with a responsibility of collection of receivables from its borrowers and depositing the same in Collection and Payout Account maintained by the SPV Trust for making scheduled payouts to the investors in Pass Through Certificates (PTCs) issued by the SPV Trust. These securitisation transactions also requires the HDB Group to provide for first loss credit enhancement in various forms, such as corporate guarantee, cash collateral, subscription to subordinated PTCs etc. as credit support in the event of shortfall in collections from underlying loan contracts. By virtue of existence of credit enhancement, the HDB Group is exposed to credit risk, being the expected losses that will be incurred on the transferred loan receivables to the extent of the credit enhancement provided.

In view of the above, the HDB Group has retained substantially all the risks and rewards of ownership of the financial asset and thereby does not meet the derecognition criteria as set out in Ind AS 109. Consideration received in this transaction is presented as 'Borrowing under Securitisation' under Note 18.

The details of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

| Particulars | (Rs. in millions) | | | | |
|--|-------------------|-------------------|---------------|---------------|---------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Carrying amount of transferred assets measured at amortised cost | - | 1,796.9 | 799.4 | 3,561.4 | 12,118.5 |
| Carrying amount of associated liabilities (Debt securities - measured at amortised cost) | - | 1,863.6 | 852.2 | 3,708.6 | 12,056.4 |
| Fair value of assets | - | 1,625.4 | 712.3 | 3,379.8 | 11,541.6 |
| Fair value of associated liabilities | - | 1,827.5 | 834.0 | 3,644.5 | 11,938.8 |
| Net position at Fair Value | - | (202.1) | (121.7) | (264.7) | (397.2) |

B) Assignment

The HDB Group has sold some loans (measured at amortised cost) by way of direct bilateral assignment, as a source of finance.

As per the terms of these deals, since substantial risk and rewards related to these assets were transferred to the buyer, the assets have been de-recognised from the HDB Group's balance sheet.

The table below summarises the carrying amount of the derecognised financial assets measured at amortised cost and the gain/(loss) on derecognition, per type of asset.

| Particulars | (Rs. in millions) | | | | |
|---|-------------------|-------------------|---------------|---------------|---------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Carrying amount of de-recognised financial asset | 4,445.3 | 339.0 | 171.1 | 558.4 | 1,179.8 |
| Carrying amount of retained assets at amortised cost* | 494.9 | 37.0 | 18.2 | 60.9 | 134.1 |
| Gain on sale of the de-recognised financial asset | Nil | Nil | Nil | Nil | Nil |

*excludes Excess Interest Spread (EIS) on de-recognised financial assets

50.2 Transferred financial assets that are derecognised in their entirety but where the Company has continuing involvement

The HDB Group has not transferred any assets that are derecognised in their entirety where the HDB Group continues to have continuing involvement.

HDB Financial Services Limited
Notes to Restated Consolidated Financial Information (Continued)

51 Capital Adequacy Ratio

The HDB Group's capital adequacy ratio, calculated in accordance with the Reserve Bank of India guidelines and disclosed using Ind-AS terminology, is as follows:

| Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|---|----------------------|----------------------|------------------|------------------|------------------|
| CRAR% | 19.30% | 19.42% | 19.25% | 20.05% | 20.22% |
| CRAR –Tier I Capital % | 14.64% | 15.71% | 14.12% | 15.91% | 15.22% |
| CRAR-Tier II Capital % | 4.66% | 3.71% | 5.13% | 4.14% | 5.00% |
| Amount of Subordinated Debt raised as Tier-II capital | - | - | 20,000.0 | - | - |
| Amount Raised by the issue of Perpetual Debt Instruments | 5,000.0 | - | 3,500.0 | - | - |
| Closing balance of Perpetual Debt Instruments | 15,000.0 | 6,500.0 | 10,000.0 | 6,500.0 | 6,500.0 |
| Percentage of the amount of PDI of the amount of its Tier I Capital | 11.09% | 5.71% | 8.06% | 6.28% | 7.44% |

Interest outstanding to pay Perpetual Debt instruments holder as below:

(Rs. in millions)

| Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|----------------------|----------------------|----------------------|------------------|------------------|------------------|
| Interest outstanding | Nil | Nil | Nil | Nil | Nil |

52 Maturity pattern of certain items of assets and liabilities

(Rs. in millions)

| 30 September 2024 | | | | | | |
|-----------------------------|-----------------------|-------------------|-----------------|-------------------|-------------------------------|------------------------------------|
| Particulars | Deposits with Bank | Advances | Investments(*) | Borrowings | Foreign Currency Assets | Foreign Currency Liabilities |
| 1 day to 7 days | 2,004.4 | 33,602.8 | 20,446.8 | 7,245.8 | - | - |
| 8 day to 14 days | 6,004.3 | 3,694.0 | - | 7,083.3 | - | - |
| 15 day to 30/31 days | 8,006.0 | 2,438.7 | - | 18,279.7 | - | - |
| Over one month to 2 months | 0.4 | 32,840.4 | - | 37,301.8 | - | - |
| Over 2 months upto 3 months | - | 32,795.8 | - | 16,491.6 | - | - |
| Over 3 months to 6 months | 1.0 | 89,728.0 | - | 60,769.2 | - | - |
| Over 6 months to 1 year | 21.5 | 1,50,849.4 | - | 1,56,142.7 | - | - |
| Over 1 year to 3 years | 484.2 | 3,81,214.8 | - | 3,29,546.0 | - | 83,797.5 |
| Over 3 years to 5 years | - | 1,10,122.1 | 174.3 | 75,823.3 | - | - |
| Over 5 years | - | 1,14,714.8 | 23.0 | 34,330.1 | - | - |
| Total | 16,521.8 | 9,52,000.8 | 20,644.1 | 7,43,013.5 | - | 83,797.5 |

* Long-Term Investment in Clayfin Technologies Private Limited are shown in "over 5 year"

(Rs. in millions)

| 30 September 2023 | | | | | | |
|-----------------------------|-----------------------|-------------------|-----------------|-------------------|-------------------------------|------------------------------------|
| Particulars | Deposits with Bank | Advances | Investments(*) | Borrowings | Foreign Currency Assets | Foreign Currency Liabilities |
| 1 day to 30/31 days | 2.8 | 32,965.3 | 16,675.8 | 20,361.7 | - | - |
| Over one month to 2 months | 464.6 | 25,932.0 | - | 27,275.0 | - | - |
| Over 2 months upto 3 months | - | 26,039.7 | - | 24,907.9 | - | - |
| Over 3 months to 6 months | 265.6 | 70,369.9 | - | 47,532.8 | - | - |
| Over 6 months to 1 year | 17.2 | 1,18,855.0 | - | 89,232.3 | - | - |
| Over 1 year to 3 years | - | 2,97,875.2 | - | 3,29,382.0 | - | - |
| Over 3 years to 5 years | - | 76,826.9 | 373.3 | 48,429.9 | - | - |
| Over 5 years | - | 93,602.6 | 23.0 | 31,794.4 | - | - |
| Total | 750.2 | 7,42,466.6 | 17,072.1 | 6,18,916.0 | - | - |

* Long-Term Investment in Clayfin Technologies Private Limited are shown in "over 5 year"

(Rs. in millions)

| 31 March 2024 | | | | | | |
|-----------------------------|-----------------------|-------------------|-----------------|-------------------|-------------------------------|------------------------------------|
| Particulars | Deposits With Bank | Advances | Investments(*) | Borrowings | Foreign Currency Assets | Foreign Currency Liabilities |
| 1 day to 7 days | 0.1 | 30,180.5 | 33,407.0 | 7,000.0 | - | - |
| | 0.1 | 22,415.2 | 11,853.1 | 41.6 | - | - |
| 8 day to 14 days | 0.6 | 3,193.9 | - | 500.0 | - | - |
| | - | 2,466.8 | - | - | - | - |
| 15 day to 30/31 days | - | 4,015.4 | - | 23,736.4 | - | - |
| | 1,000.2 | 3,335.6 | - | 11,098.5 | - | - |
| Over one month to 2 months | 8.4 | 29,421.5 | - | 30,168.8 | - | - |
| | 8.4 | 22,983.3 | - | 11,301.1 | - | - |
| Over 2 months upto 3 months | 467.8 | 29,521.9 | - | 38,565.4 | - | - |
| | - | 22,957.8 | - | 22,721.9 | - | 18,889.4 |
| Over 3 months to 6 months | 5.7 | 80,476.6 | - | 42,818.0 | - | - |
| | 691.4 | 62,583.2 | - | 43,763.3 | - | - |
| Over 6 months to 1 year | 0.1 | 1,37,953.7 | - | 1,12,885.8 | - | - |
| | 262.1 | 1,07,445.6 | - | 87,689.3 | - | - |
| Over 1 year to 3 years | 63.8 | 3,50,193.8 | - | 3,38,611.2 | - | 20,851.3 |
| | - | 2,68,304.3 | - | 2,62,033.0 | - | - |
| Over 3 years to 5 years | - | 96,288.5 | 373.3 | 75,252.0 | - | - |
| | - | 65,455.4 | 559.9 | 57,436.8 | - | - |
| Over 5 years | - | 1,05,966.6 | 23.0 | 52,917.9 | - | - |
| | - | 85,879.5 | 19.5 | 33,678.3 | - | - |
| Total | 546.6 | 8,67,212.6 | 33,803.3 | 7,22,455.4 | - | 20,851.3 |
| | 1,962.1 | 6,63,826.7 | 12,432.5 | 5,29,763.7 | - | 18,889.4 |

* Long-Term Investment in Clayfin Technologies Private Limited are shown in "over 5 year"

Previous year figures are presented in *italics*.

(Rs. in millions)

| 31 March 2023 | | | | | | |
|-----------------------------|----------------------------------|--|------------------------------------|--|-------------------------|------------------------------------|
| Particulars | Deposits With Bank | Advances | Investments(*) | Borrowings | Foreign Currency Assets | Foreign Currency Liabilities |
| 1 day to 30/31 days | <i>1,000.3</i> 459.6 | <i>28,217.6</i> 24,537.5 | <i>11,853.1</i> 21,440.3 | <i>11,140.0</i> 15,300.2 | - | - |
| Over one month to 2 months | <i>8.4</i> 10.4 | <i>22,983.3</i> 19,262.3 | - | <i>11,301.1</i> 6,913.4 | - | - |
| Over 2 months upto 3 months | - | <i>22,957.8</i> 19,511.7 | - | <i>22,721.9</i> 14,979.0 | - | 18,889.4 |
| Over 3 months to 6 months | <i>691.4</i> 252.4 | <i>62,583.2</i> 53,996.7 | - | <i>43,763.3</i> 41,757.8 | - | - |
| Over 6 months to 1 year | <i>262.1</i> 1,039.5 | <i>1,07,445.6</i> 95,689.3 | - | <i>87,689.3</i> 71,954.6 | - | - |
| Over 1 year to 3 years | - | <i>2,68,304.3</i> 2,40,940.4 | - | <i>2,62,033.0</i> 2,39,369.4 | - | - |
| Over 3 years to 5 years | - | <i>65,455.4</i> 59,367.7 | <i>559.9</i> 880.3 | <i>57,436.8</i> 26,149.0 | - | - |
| Over 5 years | - | <i>85,879.5</i> 58,318.9 | <i>19.5</i> 14.5 | <i>33,678.3</i> 33,261.1 | - | - |
| Total | 1,962.1 <i>1,761.9</i> | 6,63,826.7 <i>5,71,624.5</i> | 12,432.5 <i>22,335.1</i> | 5,29,763.7 <i>4,49,684.5</i> | - | 18,889.4 <i>40,046.3</i> |

* Long-Term Investment in Clayfin Technologies Private Limited are shown in "over 5 year"
Previous year figures are presented in *italics*.

(Rs. in millions)

| 31 March 2022 | | | | | | |
|-----------------------------|----------------------------------|--|------------------------------------|--|-------------------------|------------------------------------|
| Particulars | Deposits | Advances | Investments(*) | Borrowings | Foreign Currency Assets | Foreign Currency Liabilities |
| 1 day to 30/31 days | <i>459.6</i> - | <i>24,537.5</i> 20,492.9 | <i>21,440.3</i> 14,550.3 | <i>15,300.2</i> 7,813.9 | - | - |
| Over one month to 2 months | <i>10.4</i> - | <i>19,262.3</i> 15,830.3 | - | <i>6,913.4</i> 16,501.0 | - | - |
| Over 2 months upto 3 months | - | <i>19,511.7</i> 17,084.4 | - | <i>14,979.0</i> 17,612.9 | - | - |
| Over 3 months to 6 months | <i>252.4</i> 229.0 | <i>53,996.7</i> 46,054.6 | - | <i>41,757.8</i> 47,190.2 | - | - |
| Over 6 months to 1 year | <i>1,039.5</i> 1,950.1 | <i>95,689.3</i> 85,542.9 | - | <i>71,954.6</i> 65,719.1 | - | 22,646.0 |
| Over 1 year to 3 years | - | <i>2,40,940.4</i> 2,44,551.0 | - | <i>2,39,369.4</i> 2,63,640.1 | - | - |
| Over 3 years to 5 years | - | <i>59,367.7</i> 77,871.7 | <i>880.3</i> 1,364.2 | <i>26,149.0</i> 14,016.5 | - | - |
| Over 5 years | - | <i>58,318.9</i> 78,586.6 | <i>14.5</i> 14.5 | <i>33,261.1</i> 32,576.2 | - | - |
| Total | 1,761.9 <i>2,228.7</i> | 5,71,624.5 <i>5,86,014.4</i> | 22,335.1 <i>15,929.0</i> | 4,49,684.5 <i>4,65,069.9</i> | - | 40,046.2 <i>38,517.6</i> |

* Long-Term Investment in Clayfin Technologies Private Limited are shown in "over 5 year"
Previous year figures are presented in *italics*.

53 Disclosure Pursuant to Regulation 53(f) read with schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(Rs.in millions)

| Sr | Particulars | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
|----|--|-------------------|-------------------|---------------|---------------|---------------|
| a) | Loans and advances in the nature of loans to subsidiaries Name of the company Amount | - | - | - | - | - |
| b) | Loans and advances in the nature of loans to associates Name of the company Amount | - | - | - | - | - |
| c) | Loans and advances in the nature of loans to firms/companies in which directors are Name of the company Amount | - | - | - | - | - |
| d) | Investments by the loanee in the shares of parent company and subsidiary company, when the HDB Group has made a loan or advance in the nature of loan. | - | - | - | - | - |

54 Disclosure Pursuant to Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Debentures are secured by way of a first and pari passu mortgage in favour of the Security Trustee on the HDB Group's Office no 319, 3rd Floor, Heera Panna Complex, Dr. Yagnik Road, Rajkot and/or further secured by way of hypothecation of receivables under financing activity with a minimum requirement of asset cover of 1.0 times. Assets cover as on 30 September 2024 is 1.1 times.

55 Relationship with struck off companies on the basis of available data on the date of reporting

(Rs.in millions)

| Sr No. | Name of Struck off Company | Nature of transaction | As at 30-Sept-2024 | As at 30-Sept-2023 | As at 31-Mar-2024 | As at 31-Mar-2023 | As at 31-Mar-2022 | Relationship with the struck off company, if any, to be disclosed |
|--------|--|-----------------------|--------------------|--------------------|-------------------|-------------------|-------------------|---|
| 1 | Goldman Venture Private limited | Shareholder | * | * | * | * | * | Shareholder |
| 2 | Anish Projects Developers (I) Private Limited | Loan | - | - | - | - | 0.6 | Borrower |
| 3 | Arun Electrochemical Systems Pvt Ltd | Loan | 0.4 | 1.2 | 0.8 | 1.9 | 2.5 | Borrower |
| 4 | A and A Automobiles Private Limited | Loan | - | 2.7 | - | - | - | Borrower |
| 5 | Brand X Zone Private Limited | Loan | - | - | - | 0.4 | - | Borrower |
| 6 | Deli Carrier Pack And Move Private Limited | Loan | 1.8 | 1.9 | 1.8 | 2.1 | - | Borrower |
| 7 | DRS Enterprises Private Limited | Loan | - | - | - | 1.5 | - | Borrower |
| 8 | Foxmind Connect Private Limited | Loan | - | - | - | - | 6.9 | Borrower |
| 9 | Galaxy Park Hospitality Private Limited | Loan | - | 4.5 | - | 4.8 | 5.5 | Borrower |
| 10 | Glamoroso Family Saloon And Spa Private Limited | Loan | 2.4 | 2.7 | 2.6 | 2.8 | 3.2 | Borrower |
| 11 | A S P Appliances P Ltd | Loan | - | - | - | 10.1 | - | Borrower |
| 12 | Grahalya Constructions Private Limited | Loan | - | - | - | - | - | Borrower |
| 13 | Gravitee Concepts Private Limited | Loan | - | - | - | - | 0.1 | Borrower |
| 14 | GVK Alliance Networks Private Limited | Loan | 4.7 | 5.1 | 4.9 | 5.3 | 5.8 | Borrower |
| 15 | Indonex Services Private Limited | Loan | - | - | - | - | - | Borrower |
| 16 | Jeevan Jyothi General And Maternity Hospital Private Limited | Loan | - | 6.7 | 6.5 | 6.9 | - | Borrower |
| 17 | Kapco Foods India Private Limited | Loan | 1.5 | 1.9 | 1.8 | - | - | Borrower |
| 18 | M P Appliances Private Limited | Loan | - | 5.4 | 5.6 | - | - | Borrower |
| 19 | Matrix Battery Solutions Private Limited | Loan | - | 0.2 | - | - | - | Borrower |
| 20 | Natkhat Agro Foods Private Limited | Loan | 0.9 | 2.0 | 1.8 | 2.0 | - | Borrower |
| 21 | NMG Food And Beverages Private Limited | Loan | - | 0.5 | - | 0.5 | - | Borrower |
| 22 | Onus Labs Private Limited | Loan | 2.1 | 2.7 | 2.4 | 3.0 | 3.5 | Borrower |
| 23 | Om Sri Om Facility Management Private Limited | Loan | - | 0.6 | - | - | - | Borrower |
| 24 | Peesscon India Reality Private Limited | Loan | - | - | - | 1.3 | 1.6 | Borrower |
| 25 | Prarabdh Bharti Bhawan Opc Private Limited | Loan | - | 0.3 | 0.2 | 0.3 | - | Borrower |
| 26 | PRS Gases Company LLP | Loan | 1.3 | - | 1.5 | - | - | Borrower |
| 27 | P Cube Construction private limited | Loan | - | 1.6 | - | - | - | Borrower |
| 28 | R S Vegetable Exporters India Private Limited | Loan | 0.4 | 0.7 | 0.5 | 0.9 | - | Borrower |
| 29 | Raj Kumar And Sons Ornaments Pvt Ltd | Loan | - | - | - | -0.1 | - | Borrower |
| 30 | Royal Friends Enterprises Private Limited | Loan | - | - | - | - | - | Borrower |
| 31 | Rushi Herbal Pvt Ltd | Loan | - | - | - | -0.2 | 12.7 | Borrower |
| 32 | Ramk Agrotech Private Limited | Loan | - | 0.1 | - | - | - | Borrower |
| 33 | Rasika Travels Private Limited | Loan | - | 0.2 | - | - | - | Borrower |
| 34 | Satkar Security Provider Private Limited | Loan | - | - | - | - | - | Borrower |
| 35 | Shanti Sarup And Sons Private Limited | Loan | - | - | - | 7.0 | 7.8 | Borrower |

HDB Financial Services Limited

Notes to Restated Consolidated Financial Information (Continued)

| | | | | | | | | |
|----|---|------|-----|---|---|-----|-----|----------|
| 36 | Shiv Bhole India Travels Private Limited | Loan | - | - | - | - | 5.1 | Borrower |
| 37 | Shri Ganesha Global Gulal Private Limited | Loan | - | - | - | 1.5 | - | Borrower |
| 38 | Sunrise Build Structure Private Limited | Loan | - | - | - | - | 2.4 | Borrower |
| 39 | Tapobhumi Real Estate & Marketing Private Limited | Loan | - | - | - | - | 1.5 | Borrower |
| 40 | Trilogy Krikos Private Limited | Loan | - | - | - | - | - | Borrower |
| 41 | Make Magic Creations Pvt.Ltd | Loan | 0.5 | - | - | - | - | Borrower |

Note:- In the absence of purchase price of share held by Goldman Venture Private Limited face value is considered for reporting purpose.

* Less than Rs. 1000/-.

56 Details of revenue from Insurance segment

| Particulars | (Rs. in millions) | | | | |
|-------------------|----------------------------|----------------------------|------------------------|------------------------|------------------------|
| | As at 30 September 2024 | As at 30 September 2023 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
| Commission Income | 1,313.9 | 823.9 | 2,067.3 | 408.9 | 247.0 |

- 57 The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the HDB Group, same are not covered such as
- The HDB Group has not traded or invested in crypto currency or virtual currency during the period ended 30th September 2024, 30th September 2023, 31st March 2024, 31st March 2023 and 31st March 2022.
 - There are no undisclosed transaction which have not been recorded in the books.
 - No proceedings have been initiated or are pending against the HDB Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
 - The HDB Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - The HDB Group has not entered into any scheme of arrangement.
 - No Registration or satisfaction of charges are pending to be filed with ROC.
- 58
- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the HDB Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the HDB Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - No funds have been received by the HDB Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the HDB Group shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - The accounting software used by the HDB Group to maintain its books of accounts has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software.
- 59 Previous year/period numbers have been regrouped /reclassified, wherever considered necessary, to correspond with current year presentation. There are no significant regrouping /reclassifications during the year/period under report.

HDB Financial Services Limited

Notes to Restated Consolidated Financial Information (Continued)

60 Reconciliation of audited financial statement with restated financial information:**Material Restatement Adjustments**

The accounting policies applied in Restated financial information as at and for each of the period ended 30 September 2024, 31 March 2024, 30 September 2023, 31 March 2023 and 31 March 2022 are consistent with those adopted in the preparation of financial statement for the period ended 30 September 2024.

These Restated Financial information has been compiled from the historic audited financial statement and

(a) there were no change in accounting policies during the years of these financial informations.

(b) there were no material amounts which have been adjusted for in arriving at profit / loss of the respective years; and

(c) there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Audited financial statement of the HDB Group and the requirements of the SEBI Regulations.

Material Regroupings

No material regroupings have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and Loss and Restated Consolidated Statement of Cash Flows. Appropriate regroupings have been made wherever required by reclassification of the corresponding items of income, expenses, assets and liabilities and cash flow in order to bring them in line with the corresponding policies and classifications as per the financial informations of the HDB Group for the period ended 30 September 2024 prepared in accordance with Schedule III of the Act, requirements of Ind As-1-'Presentation of financial informations' and other applicable Ind AS principles and the requirements of the SEBI ICR regulations, as amended.

Reconciliation of total equity as per audited financial statement with total equity as per restated financial information

Summarised below are the restatement adjustments made to the total equity as per the audited financial statement of the HDB Group for each of the period ended 30 September 2024, 31 March 2024, 30 September 2023, 31 March 2023 and 31 March 2022 and their consequential impact on the equity of the HDB Group.

| Particulars | (Rs. in millions) | | | | |
|---|-------------------|-------------------|-------------------|-------------------|-----------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Total equity (as per audited financial statement) | 1,48,793.3 | 1,25,270.4 | 1,37,427.1 | 1,14,369.7 | 95,397.3 |
| Material restatement adjustments: | - | - | - | - | - |
| Total equity (as per audited financial statement) | 1,48,793.3 | 1,25,270.4 | 1,37,427.1 | 1,14,369.7 | 95,397.3 |

Reconciliation of total comprehensive income as per audited financial statement with total comprehensive income as per restated financial information

Summarised below are the restatement adjustments made to the total comprehensive income as per the audited financial statement of the HDB Group for each of the period ended 30 September 2024, 31 March 2024, 30 September 2023, 31 March 2023 and 31 March 2022.

| Particulars | (Rs. in millions) | | | | |
|---|-------------------|-------------------|-----------------|-----------------|-------------------|
| | 30 September 2024 | 30 September 2023 | 31 March 2024 | 31 March 2023 | 31 March 2022+M20 |
| A. Total comprehensive income as per audited financial statement | 11,433.5 | 11,414.4 | 24,244.4 | 19,699.1 | 10,251.9 |
| B. Adjustments: | | | | | |
| (i) Audit qualifications | - | - | - | - | - |
| (ii) Adjustments due to prior period items / other adjustments | - | - | - | - | - |
| Total Adjustments | - | - | - | - | - |
| C. Total comprehensive income as per Restated financial statement | 11,433.5 | 11,414.4 | 24,244.4 | 19,699.1 | 10,251.9 |

Other Non-adjusting items**a. Audit qualifications for the respective years, which do not require any adjustments in the restated financial information are as follows:**

There are no audit qualification in auditor's report for the period ended 30 September 2024, 31 March 2024, 30th September 2023, 31 March 2023, and 31 March 2022

b. Other Matter not requiring adjustments to the restated financial information:

There are no other matters which require any adjustment for the period ended 30 September 2024, 31 March 2024, 30th September 2023, 31 March 2023, and 31 March 2022

61 Standards issued but not yet effective

During the period ended September 30,2024, there are Ind AS amendment rules / notification issued by the Ministry of Corporate Affairs ('MCA') which does not have material impact on the HDB Group.

As per our report of even date attached

For G. D. Apte & Co.
Chartered Accountants
Firms' Registration No: 100515W

For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firms' Registration No: 104607W/W100166

**For and on behalf of the Board of Directors of
HDB Financial Services Limited**

Saurabh S. Peshwe
Partner
Membership No: 121546

Roshni R. Marfatia
Partner
Membership No: 106548

Arijit Basu
Part Time Non-Executive
Chairman & Independent Director
DIN: 06907779

G. Ramesh
Managing Director & CEO
DIN: 05291597

Place: Mumbai
Date: October 16, 2024

Dipti Khandelwal
Company Secretary
Membership No: F11340

Jaykumar P. Shah
Chief Financial Officer
Membership No: 106353

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

| | As at and for the | | | | |
|--|---|---|---------------------------------|---------------------------------|---------------------------------|
| | Six months period ended September 30, 2024 | Six months period ended September 30, 2023 | Year ended March 31, 2024 | Year ended March 31, 2023 | Year ended March 31, 2022 |
| Restated basic earnings per equity share (face value of ₹10 each) (in ₹) | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Restated diluted earnings per equity share (face value of ₹10 each) (in ₹) | 14.77 | 14.75 | 31.04 | 24.76 | 12.80 |
| Return on Equity (“RoE”) ⁽¹⁾ (%) | 16.39 | 19.49 | 19.55 | 18.68 | 11.25 |
| Net Asset Value per Equity Share ⁽²⁾ (in ₹) ⁽²⁾ | 187.4 | 158.2 | 173.2 | 144.5 | 120.7 |
| Restated profit/(loss) after tax (in ₹ million) ⁽³⁾ | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| EBITDA (in ₹ million) ⁽⁴⁾ | 47,697.4 | 38,656.8 | 83,141.3 | 62,511.6 | 47,720.0 |

Notes:

- (1) *Return on Equity (“ROE”): Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period.*
- (2) *Net Asset Value per Equity Share represents Total Equity as at the end of the relevant fiscal, as divided by the number of Equity Shares outstanding at the end of the relevant Fiscal.*
- (3) *Restated Profit/(loss) after tax for the relevant fiscal.*
- (4) *EBITDA: Earnings before interest, taxes, depreciation, and amortization. EBITDA is calculated as restated profit/(loss) after tax for the fiscal plus total tax expenses, depreciation and amortization expenses, and finance costs.*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for Financial Years 2024, 2023 and 2022 (“**Audited Financial Statements**”) are available on our website at <https://www.hdbfs.com/investor/offer-documents>.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor BRLMs or the Promoter Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements and the Subsidiary Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 ‘Related Party Disclosures’ for the six months period ended September 30, 2024 and September 30, 2023 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, and as reported in the Restated Consolidated Financial Information, see “*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 37 – Related Party Transactions.*” on page 364.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the six-month periods ended September 30, 2024 and 2023 and Fiscals 2024, 2023 and 2022. This section should be read together with "Risk Factors", "Industry Overview", "Our Business", "Selected Statistical Information" and "Restated Consolidated Financial Information" on pages 28, 163, 233, 313 and 325. Unless otherwise stated or the context requires otherwise, the financial information in this section has been derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2024", "Fiscal 2023" and "Fiscal 2022" are to the 12-month period ended March 31 of the relevant year.

Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Please also see "Risk Factors—External Risk Factors—Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition" on page 56. This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as the risks set forth in the chapters titled "Risk Factors" and "Forward-Looking Statements" on pages 28 and 26.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Report on Loans and Financial Services Industry in India" (the "CRISIL Report") prepared and issued by CRISIL Market Intelligence & Analytics, appointed by us pursuant to the technical proposal dated September 6, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report will be available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents> and has also been included in "Material Contracts and Documents for Inspection" on page 576. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors—Internal Risk Factors— Industry information included in this Draft Red Herring Prospectus has been derived from the CRISIL Report, and any reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks." on page 52. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Industry and Market Data" on page 24. CRISIL is an independent agency and is not related to the Company, its Directors, Promoters or Promoter Selling Shareholder.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, including certain non-GAAP financial measures, some of which may not be derived from our Restated Consolidated Financial Statements or otherwise subjected to an audit or review by our auditors. The manner in which such operational and financial performance indicators, including non-GAAP financial measures, are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus. For further details, see "Risk Factors—Internal Risk Factors— We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial condition. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies". See "Financial Information—Selected Statistical Information—Reconciliation of GAAP to Non-GAAP Financial Information" on page 320 for a reconciliation of Non-GAAP Financial Measures presented in this Draft Red Herring Prospectus to their most directly comparable measure under Ind AS.

Overview

We are one of the leading, diversified retail-focused non-banking financial companies ("NBFCs") in India in terms of Total Gross Loan book size, according to the CRISIL Report. Our Company is categorized as an Upper Layer NBFC (NBFC-UL) by the RBI. We offer a large portfolio of lending products that cater to a growing and diverse customer base through a wide omni-channel distribution network. Our lending products are offered through our three business verticals: Enterprise Lending, Asset Finance and Consumer Finance. We believe that the success of our business model and operating philosophy is evidenced by our strong and sustained growth and profitability metrics. Our Total Gross Loans stood at ₹986.2 billion as at September 30, 2024, reflecting a CAGR of 20.93% between March 31, 2022 to September 30, 2024. Our assets under management stood at ₹902.3 billion as at March 31, 2024 reflecting a CAGR of 21.18% between Fiscal 2022 and Fiscal 2024. In Fiscal 2024, we generated a profit after tax of ₹24.6 billion, which reflected a CAGR of 55.98% between Fiscal 2022 and Fiscal 2024. Our Total Gross Loans growth, operating efficiencies and strong asset quality helped us deliver Return on Average Assets of 3.03% and

Return on Average Equity of 19.55% for Fiscal 2024, which is one of the highest amongst our NBFC peers, according to the CRISIL Report.

We began our journey in 2007 as a subsidiary of HDFC Bank Limited (“**HDFC Bank**”), which is the largest private sector bank in India in terms of total assets of ₹36,880.7 billion as at September 30, 2024, with businesses (including those of its subsidiaries) spanning across retail and commercial banking, asset management, life insurance, general insurance and broking, as per the CRISIL Report. Under HDFC Bank’s parentage, we have embedded a philosophy of balancing between delivering long-term sustainable growth and profitability. We have derived benefits from HDFC Bank’s parentage, including its brand recognition, while still establishing a set-up independent from HDFC Bank across our various functions including sourcing, underwriting, operations and risk management functions.

We are one of India’s largest and fastest growing customer franchises, according to the CRISIL Report, and we served 17.5 million customers as at September 30, 2024, which grew at a CAGR of 28.22% between March 31, 2022 and September 30, 2024. We primarily cater to underserved and underbanked customers in low to middle-income households with minimal or no credit history. Our customers mainly comprise of salaried and self-employed individuals, as well as business owners and entrepreneurs. We aim to meet the demands of our various customer categories with our diversified product offerings, strong geographical presence across India, technology backed rapid turnaround times and strong customer service. Our focus has remained on building a highly granular loan book with our 20 largest customers accounting for less than 0.36% of our Total Gross Loans as at September 30, 2024. Our aggregated average ticket size stood at approximately ₹145,000 as at September 30, 2024.

We are a diversified NBFC, with a goal of having an optimal mix across products, while maintaining a balanced approach to secured and unsecured loans in our loan book. We believe that our strategy of portfolio diversification across both products and geographies creates a strong and sustainable franchise. Secured loans represented 71.08% of our Total Gross Loans and unsecured loans represented 28.92% of our Total Gross Loans as at September 30, 2024. Our diversified product portfolio serves multiple credit needs of customers across three business verticals:

- *Enterprise Lending*, accounting for 39.85% of our Total Gross Loans as at September 30, 2024—secured and unsecured loans primarily to micro, small and medium enterprises (“**MSMEs**”) to meet their varied and evolving business needs;
- *Asset Finance*, accounting for 37.36% of our Total Gross Loans as at September 30, 2024—secured loans for purchase of new and used commercial vehicles, construction equipment and tractors, all of which are income generating assets for our customers; and
- *Consumer Finance*, accounting for 22.79% of our Total Gross Loans as at September 30, 2024—secured and unsecured loans for purchase of consumer durables, digital and lifestyle products, two-wheelers, automobiles and other unsecured personal loans.

We also offer business process outsourcing (“**BPO**”) services such as back-office support services, collection and sales support services to our Promoter as well as fee-based products such as distribution of insurance products primarily to our lending customers.

Our omni-channel “phygital” distribution model combines a large branch network, in-house tele-calling teams and various external distribution networks and channel partners. As at September 30, 2024, we had a pan-India network of 1,772 branches in 1,162 towns across 31 States and Union Territories, with over 80% of our branches located outside the 20 largest cities in India. We operate an organised and verticalised branch structure with separate sales, credit and collections teams for each of our verticals with a common operations team. This allows us to tailor our operations based on the product and customer segments that we cater to. Our network of branches is complemented by our external distribution channel partnerships with over 80 brands and original equipment manufacturers (“**OEMs**”) and external distribution networks with over 140,000 retailers and dealer touchpoints as at September 30, 2024. Our diversified loan book is distributed across states with a deep understanding of micro-markets across India for each of our business verticals.

We have a hybrid underwriting structure depending on the product, customer segment and ticket size. We have implemented a hybrid credit approach with a centralised credit assessment and underwriting unit for Consumer Finance products (where ticket size is small and tenure is short) and decentralised regional and branch-level credit assessment and local underwriting teams that have a more nuanced and contextual understanding of the customer’s profile for Enterprise Lending and Asset Finance products (where ticket size is bigger and tenure is longer). Our loan book is well seasoned as it has weathered multiple credit cycles in India since our inception. Our tech-enabled operating processes have contributed to maintaining a strong asset quality and low Credit Costs despite our fast-growing customer base and distribution network. This is evidenced by our GNPA and NNPA ratios of 2.10% and 0.83%, respectively, as at September 30, 2024 and Credit Costs Ratio (annualised) of 1.79% for the six-month period ended September 30, 2024. We remain focused on ensuring that we employ highly conservative policies for provisioning, with 66.82% of Provisioning Coverage Ratio as at March 31, 2024, one of the highest amongst the peers according to the CRISIL Report and a 3.88% provisioning on our Total Gross Loans, as at March 31, 2024.

We have complimented our deep on-ground lending expertise with strong digital capabilities. We have instituted tech-enabled sourcing, credit assessment, risk management and collections capabilities as well as customer engagement tools. We have

implemented a digitally assisted sales process for our field officers (“FOS”), direct selling agents (“DSAs”), dealers and OEMs, improving their decision matrix, productivity and customer engagement. We also leverage automated credit decisioning through rule- and scorecard-based evaluations to enhance our underwriting capabilities and have digitalised our collection operations. As at September 30, 2024, over 95% of our customers were sourced and onboarded digitally with assistance from our sales team or channel partners and over 95% of our collections were done through digital and banking channels. This helps us streamline our operations, reducing our turnaround time and improving our cost to income ratio.

We have a diversified liability franchise supported by a strong credit rating of AAA stable by CRISIL and CARE, which is the highest rating that can be assigned on the credit rating scale for any NBFC in India, according to the CRISIL Report. This has allowed us to fund our operations at competitive rates and tenors across fixed and floating-rate debt instruments. Our Average Cost of Borrowings stood at 7.53% as at March 31, 2024, which is one of the lowest amongst our competitors, according to the CRISIL Report. We have maintained a prudent and sustainable level of leverage in our business, with a debt-to-equity ratio of 5.93x as at September 30, 2024, while ensuring adequate capitalisation with a capital to risk assets ratio (“CRAR”) (including Tier II Capital) of 19.30% as at September 30, 2024. We continue to be prudent on our asset-liability management (“ALM”) strategy which aims at managing risk and providing a comprehensive and dynamic framework for measuring, monitoring and managing liquidity and interest rate risks. This strategy helps to minimize the liquidity risk by mitigating the mismatches in the maturity pattern of assets and liabilities. We have not raised any equity capital in the last seven years, and during this period, we have continued to grow our business, and our Total Gross Loans increased from ₹340.7 billion as at April 1, 2017 to ₹986.2 billion as at September 30, 2024, representing an increase of ₹645.5 billion during this period.

We benefit from a distinguished Board of Directors offering invaluable guidance in our operating framework as well as risk management practices. 9 out of 11 of our Board members are independent directors. In addition, our Key Managerial Personnel and members of Senior Management have a deep understanding of the Indian lending market. Most of our Key Managerial Personnel and most of the members of our Senior Management have been with the Company for more than 11 years and they bring diverse experience in various financial services and functions related to our business.

Principal Factors Affecting Our Results of Operations

Ability to sustain growth and execute our growth strategies effectively

Revenue from our lending business includes interest income and processing fees, net of loan origination costs, collection-related charges, such as cheque-bouncing charges, late-payment charges, prepayment charges, foreclosure charges and commission on sale of third-party products. Interest income earned on loans and advances to customers is our principal revenue stream in our lending business. Interest income is the interest-earning component of loans and advances to customers and the yield that we earn on them.

Growth in our Total Gross Loans is affected by various factors, including the timely and cost-effective allocation of resources, our ability to select, retain and train personnel, our ability to manage and improve our operations, underwriting, collections, recoveries, as well as our ability to maintain strict risk management policies to minimize credit risks. Our growth also depends on our ability to expand our addressable customer segments by widening our product offering.

The Number of Customers grew to 17.5 million customers as at September 30, 2024 from 13.9 million customers as at September 30, 2023. The Number of Total Customers was 15.8 million, 12.2 million and 9.4 million as at March 31, 2024, 2023 and 2022, respectively. We have created a highly diversified portfolio of lending products for our target customer segments as our products are designed to address demands across the lifecycle of our customer segments. We aim to continue to grow our customer franchise by further widening our product offering. Product innovation and expansion have been key drivers of our growth in the past. We also leverage our large and growing customer base to cross-sell different products to our customers. Our ability to offer products to our target customer segments and to grow our customer base affect our interest income and other revenue streams arising from our lending business.

We distribute our lending products to a diverse pool of customers across various income levels, livelihoods, geographic regions and credit histories throughout India through our distribution network, as well as through digital channels. Our network of branches spreads across 31 States and Union Territories in India. As of September 30, 2024, we had 1,772 branches across India in 1,162 towns, with over 80% of our branches located outside the 20 largest cities in India. We also have established partnerships with over 80 brands and OEMs, as well as with more than 140,000 retailers and dealer touchpoints across their networks in India as of September 30, 2024. Our ability to increase distribution of our loan products through our branches, partnerships and other channels to existing customers and effectively utilize website, application and digital marketing will be instrumental to our ability to grow our customer base and our revenue from our lending business.

In addition, we provide BPO services to HDFC Bank, our Promoter, including sales support services, back office, operations, processing support and running collection call centres. Our revenue from sale of services is generated from the BPO services that we provide to our Promoter and our ability to continue to provide these services affects our financial results. For further details on risks relating to our ability to implement our growth strategy, see “Risk Factors—Internal Risk Factors—We may not be successful in implementing our growth strategies or sustaining our growth and financial performance at similar rates as experienced in recent years” on page 34.

Ability to maintain Net Interest Income and Net Interest Margin (“NIM”)

Our financial results depend significantly on our interest income, which is the largest contributor to our revenue from operations. The magnitude and timing of interest rate changes in the asset and liability market have a significant impact on our financial results and NIM, which is the difference between our total interest income earned during the specified period and the interest expended on our borrowings. In the periods ended September 30, 2024 and 2023 and in Fiscals 2024, 2023 and 2022, our interest income amounted to 84.86%, 75.97%, 78.73%, 71.98% and 73.97% of our total revenue from operations, respectively. On the other hand, our finance cost amounted to 49.06%, 41.83%, 44.76%, 35.93% and 33.39% of our total expenses in the six-month periods ended September 30, 2024 and 2023 and in Fiscals 2024, 2023 and 2022, respectively. The following table sets forth our Net Interest Income and Net Interest Margin for the six-month periods ended September 30, 2024 and 2023 and Fiscals 2024, 2023 and 2022:

| Particulars | Six-month period ended September 30, 2024 | Six-month period ended September 30, 2023 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|--|--|--|--------------------|--------------------|--------------------|
| Net Interest Income (₹ in million) | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Net Interest Margin ⁽¹⁾ (%) | 7.63% | 8.15% | 7.85% | 8.25% | 8.21% |

Notes:

(1) Net Interest Margin: Ratio of Net Interest Income to the Average Total Gross Loans during the specified period.

Movements in short- and long-term interest rates affect our interest earned and interest expended. Such changes in interest rates could be a result of many factors beyond our control, including the monetary policies of the Reserve Bank of India (the “RBI”), domestic and international economic and political conditions, as well as competition among various lending institutions in India.

We extend loans to our customers and avail borrowings at both fixed as well as floating interest rates. As there are varying maturity periods applicable to our interest-bearing assets and interest-bearing liabilities, a change in interest rates may result in an increase in our interest expense relative to our interest income that would lead to a reduction in our NIM. Our ability to continue to grow our business and to meet the customer demand for new loans will depend heavily on our ability to raise funds on competitive interest rates and terms.

The finance industry in India is highly competitive as we face competition from, among others, NBFCs, banks, micro finance companies, digital lending platforms, small finance banks and private unorganised and informal financiers in the geographies in which we operate. Our ability to compete effectively will depend, in part, on our ability to maintain or increase our interest margins as a highly competitive market environment may increase the pressure to lower interest rates and fees on our loans. Such changes could affect our interest and fee income and would result in a reduction in our NIM. For further details, see “*Risk Factors—Internal Risk Factors—We may be impacted by volatility in interest rates, which could cause our Net Interest Income and our Net Interest Margins to decline and adversely affect our business, results of operations, cash flows and financial condition*” on page 32.

Availability of cost-effective sources of funding

The liquidity and financial results of our business depends, in large part, on our timely access to, and the costs associated with, raising funds. Our credit rating, monetary policies of the RBI, domestic and international economic and political conditions, as well as other external interventions, among other factors, impact our cost of interest-bearing liabilities. We are also subject to capital adequacy requirements prescribed by the RBI under the NBFC Scale-Based Regulations and our ability to maintain our capital adequacy ratio impacts our cost of funding, see “—*Capital Adequacy*”.

Adverse conditions in the global and Indian economy resulting from economic dislocations or liquidity disruptions may adversely affect availability of credit and decreased liquidity may lead to an increase in interest rates. Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt and adversely affect our future issuances of debt and our ability to raise new capital on a competitive basis.

We have leveraged our high credit ratings to raise funds from diverse sources within the capital markets, including secured and unsecured non-convertible debentures (“NCDs”), commercial papers, term loans and external commercial borrowings (“ECBs”) from financial institutions and borrowed from various lenders at competitive rates. Our borrowing costs have also been benefitted from our relationship with our Promoter, which may change in the future for various reasons, including due to potential new regulatory requirements by the RBI. For further details, see “*Risk Factors—Internal Risk Factors— We rely on the parentage of our Promoter. However, the interests of the Promoter as our controlling shareholder may conflict with our interests or the interests of our other shareholders. Our Promoter may also be required to significantly reduce its ownership in our Company, which may have a material impact on our business operations and share price.*” on page 31. Our Total

Borrowings were ₹826,811.0 million as of September 30, 2024, of which term loans from banks and financial institutions were ₹289,027.2 million, the ECB was ₹83,390.1 million, outstanding debt securities were ₹394,931.3 million and sub-ordinated liabilities were ₹59,462.4 million. Our diverse sources of funding, together with our high credit ratings, have resulted in Average Cost of Borrowings of 7.88% and 7.65% for the six-month period ended September 30, 2024 and 2023, respectively and 7.53%, 6.76% and 6.70% in Fiscal 2024, 2023 and 2022, respectively. Our ability to meet the demand for new loans will depend on our ability to obtain financing on acceptable terms. In particular, our margins are affected by our ability to continue to secure cost-effective funding at rates lower than the interest rates at which we lend to our borrowers.

Additionally, we may assign loans to banks and financial institutions. The consideration we derive from the assignment of our loan portfolios in these transactions depends on a number of factors, including the term of the loans and yield of the loan portfolio assigned. For further details, see “*Risk Factors—Internal Risk Factors—If we are unable to secure funding on acceptable terms and at competitive rates when needed, it could have a material adverse effect on our business, results of operations, cash flows and financial condition*” on page 35.

Credit quality and provisioning

Our ability to manage and improve the credit quality is a key driver of our results of operations. We measure our credit quality in part through NPA. With the growth of our business, our ability to manage the credit quality of our loans will be a key driver to our financial results. If our credit quality deteriorates, we will be required to increase our ECL provisions, which would adversely impact our profitability and financial conditions.

The following table illustrates our credit quality ratios as at the dates indicated:

| Particulars | For the six-month period ended / As at September 30, | | For the Fiscals ended / As at March 31, | | |
|---|---|-----------|---|-----------|-----------|
| | (₹ in million except percentages) | | (₹ in million except percentages) | | |
| | 2024 | 2023 | 2024 | 2023 | 2022 |
| Total Gross Loans ⁽¹⁾ | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Gross Stage 3 Loans | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Gross Stage 3 Ratio ⁽²⁾ | 2.10% | 2.38% | 1.90% | 2.73% | 4.99% |
| Stage 3 Impairment Allowance | 12,578.8 | 12,564.3 | 11,438.3 | 12,466.0 | 16,558.1 |
| Net Stage 3 Loans ⁽³⁾ | 8,148.4 | 5,960.1 | 5,679.9 | 6,682.5 | 14,029.5 |
| Net Stage 3 Ratio ⁽⁴⁾ | 0.83% | 0.77% | 0.63% | 0.95% | 2.29% |
| Provision Coverage Ratio ⁽⁵⁾ | 60.69% | 67.83% | 66.82% | 65.10% | 54.13% |
| Credit Cost ⁽⁶⁾ | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |

Notes:

- (1) Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period.
- (2) Gross Stage 3 Ratio: Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period.
- (3) Net Stage 3 Loans: Gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of specified period.
- (4) Net Stage 3 Ratio: Ratio of Net Stage 3 Loans to gross carrying value of Total Gross Loans as at the last day of the specified period.
- (5) Provision Coverage Ratio (“PCR”): Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of specified period.
- (6) Credit Cost: Amount of impairment of financial instruments recognised during the specified period.

Our credit-risk framework and other stringent underwriting standards support our credit quality and play a pivotal role in our business. Advanced risk assessment models as part of our underwriting process guide our lending decisions. Further, our recovery efforts are driven by analytics embedded into our collection strategies. We remain committed to sustaining robust asset quality by improving our credit-risk framework and fostering a culture of responsible lending and risk management practices. Our ability to control and reduce our level of Stage 3 loans is also dependent on a number of factors beyond our control, such as macro-economic factors and regulatory changes, as well as customer-specific factors such as their inability to service their debt. For further details, see “*Risk Factors—Internal Risk Factors—Gross Stage 3 Loans amounted to 2.10%, 2.38%, 1.90%, 2.73% and 4.99% of Total Gross Loans as at September 30, 2024 and September 30, 2023, and as at March 31, 2024, March 31, 2023 and March 31, 2022, respectively. Non-payment or default by our customers, our inability to provide adequate provisioning coverage for non-performing assets or change in regulatorily mandated provisioning requirements may adversely affect our financial condition and results of operations*” on page 29.

Ability to manage operating expenses

Our ability to continue to control our operating expenses will directly impact our financial results. In the six-month periods ended September 30, 2024 and 2023 and in Fiscals 2024, 2023 and 2022, our total expenses were ₹63,078.3 million, ₹53,352.1 million, ₹108,664.5 million, ₹97,754.8 million and ₹99,587.3 million, respectively and our Cost to Income Ratio for our lending business was 42.96%, 42.16%, 42.72%, 39.00% and 34.51%, respectively, for the six-month period ended September 30, 2024 and 2023 and for March 31, 2024, 2023 and 2022. Our employee benefit expenses comprised 28.30%, 38.34%, 35.44%, 41.51% and 35.15% of our total expenses, respectively for the six-month period ended September 30, 2024 and 2023 and in Fiscal 2024, 2023 and 2022. Our financial results are thus dependent on our ability to manage our operating expenses and further improve our productivity.

We intend to continue to grow and diversify our pan-India omni-channel distribution network by opening further new branches to expand our coverage across the entirety of India while also deepening our relationships with OEMs, dealers and DSAs, and continuing to add more partners, with the goal of ensuring that we are present in all channels where our existing and target customers are. As we expand our business into new geographies and distribution channels, we expect to incur additional costs that may affect our financial results.

We continue to develop our robust and 360-degree credit assessment and collections operations, as well as utilise digitalisation by embracing a multi-channel approach and aiming to stay abreast of emerging technologies. We plan to further invest in our technology platform and technology-enabled operating procedures to increase operational and management efficiencies. As we target to develop and expand our operations, we expect to derive benefits from economies of scale to support our goal to optimise our operating expenses. We also expect to incur additional costs as we expand and develop our processes and digital tools which may affect our ability to manage our operating expenses.

General economic conditions in India

Our business, financial condition, financial results and prospects are significantly affected by general economic conditions and particularly conditions in India, where we conduct our business and generate all of our income. Any slowdown in economic growth in India could adversely affect our ability to grow our asset portfolio, the quality of our assets and our ability to implement our strategies. See also “*Industry Overview—Macroeconomic Scenario in India*” on page 163 and “*Risk Factors—Internal Risk Factors—Our business may be adversely affected by seasonal trends in the Indian economy*” on page 37.

Government policy and regulations of NBFCs, as well as political and social conditions

The Government’s fiscal policy is influenced by the condition of the Indian economy, as the RBI responds to fluctuating levels of economic growth, liquidity concerns and inflationary pressures in the economy by adjusting monetary policy, and changes in the monetary policy affect the interest rates of our advances and borrowings. While declining interest rates may lead to greater demand for additional borrowings, as borrowers seek to take advantage of lower interest rates, when interest rates conversely rise, there are typically fewer prepayments and less demand for new loans. In a rising interest rate environment, our profit margin is primarily dependent on our ability to attract new business, either through existing customers or new customers.

Furthermore, the Government’s policies that aim to promote financial inclusion have supported the rise of the middle class in India. We primarily cater to underserved and underbanked customers in low to middle-income households with minimal or no credit history. Generally, changes in the behavior of our customer segments resulting from shifts in the Government’s policies or otherwise may affect the demand of our products and services and financial results.

We also operate in a highly regulated industry and are required to adhere to various laws, rules and regulations. We are regulated principally by the RBI, and the RBI exercises a supervisory role over our business. We are also subject to regulatory oversight by the SEBI and IRDAI, as well as the corporate, taxation and other laws in effect in India. Changes and the related uncertainties with respect to the implementation of new regulations may have an adverse effect on our business, financial results, cash flows and financial condition and, as a result, our financial condition, financial results and growth also depend on stable government policies and regulations. As of the date of this Draft Red Herring Prospectus, our Company is categorized in the “Upper Layer” under the SBR Regulations, and accordingly we are subject to certain additional capital, prudential guidelines, regulatory changes, and governance requirements based on the bracket that we fall within. Further, the SBR Regulations also require all NBFC-ULs to mandatorily be listed within three years of identification as NBFC-UL. For further information on regulations applicable to our operations, see “*Key Regulations and Policies*” on page 264.

Key Performance Indicators

In evaluating our business, we consider and use certain key performance indicators “**KPIs**”) that are presented below as supplemental measures to review and assess our operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. We present these KPIs because they are used by our management to evaluate our operating performance. These KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and

hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or financial results. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they provide an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because they provide consistency and comparability with past financial performance when taken collectively with financial measures prepared in accordance with Ind AS.

(₹ in millions unless otherwise specified)

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---|---|---|---------------------------|---------------------------|---------------------------|
| Number of Customers ¹ (count, in million) | 17.5 | 13.9 | 15.8 | 12.2 | 9.4 |
| Number of Branches ² (count) | 1,772 | 1,602 | 1,682 | 1,492 | 1,374 |
| Number of Locations ³ (count) | 1,162 | 1,119 | 1,148 | 1,054 | 989 |
| Number of Total Employees ⁴ (count) | 59,662 | 52,782 | 56,560 | 45,883 | 39,034 |
| Breakdown of Total Gross Loans by verticals: ⁵ | | | | | |
| - Enterprise Lending | 393,006.5 | 332,629.9 | 368,225.6 | 316,187.1 | 299,428.1 |
| - Asset Finance | 368,496.9 | 293,875.6 | 341,946.6 | 263,262.7 | 231,605.8 |
| - Consumer Finance | 224,738.7 | 152,060.9 | 192,007.1 | 120,857.2 | 82,229.3 |
| Total Gross Loans | 986,242.1 | 778,566.4 | 902,179.3 | 700,307.0 | 613,263.2 |
| Total Gross Loans Growth y-o-y % ⁶ | 26.67% | - | 28.83% | 14.19% | 0.00% |
| Secured Loans as % of Total Gross Loans ⁷ | 71.08% | 71.89% | 71.34% | 72.87% | 73.58% |
| Net Interest Income ⁸ | 36,007.2 | 30,122.6 | 62,924.0 | 54,158.6 | 50,374.7 |
| Other Financial Charges ⁹ | 5,454.7 | 4,215.9 | 9,531.1 | 7,564.1 | 5,690.1 |
| Net Total Income ¹⁰ | 41,877.0 | 34,956.6 | 73,572.5 | 62,570.3 | 56,173.8 |
| Credit Cost ¹¹ | 8,434.6 | 5,430.5 | 10,673.9 | 13,304.0 | 24,657.3 |
| Profit after Tax (PAT)* ¹² | 11,727.0 | 11,677.3 | 24,608.4 | 19,593.5 | 10,114.0 |
| PAT growth y-o-y %* ¹³ | 0.43% | 27.98% | 25.59% | 93.73% | 158.36% |
| EPS* ¹⁴ (In Rs) | 14.78 | 14.75 | 31.08 | 24.78 | 12.81 |
| Average Yield % ¹⁵ | 14.18%^ | 14.18%^ | 13.92% | 13.59% | 13.64% |
| Average Cost of Borrowings % ¹⁶ | 7.88%^ | 7.65%^ | 7.53% | 6.76% | 6.70% |
| Net Interest Margin % ¹⁷ | 7.63%^ | 8.15%^ | 7.85% | 8.25% | 8.21% |
| Cost to Income Ratio ¹⁸ | 42.96% | 42.16% | 42.72% | 39.00% | 34.51% |
| Operating Expense Ratio ¹⁹ | 3.81%^ | 3.99%^ | 3.92% | 3.71% | 3.16% |
| Credit Cost Ratio ²⁰ | 1.79%^ | 1.47%^ | 1.33% | 2.03% | 4.02% |
| Gross Stage 1 and Gross Stage 2 Loans ²¹ | 965,515.0 | 760,042.0 | 885,061.1 | 681,158.5 | 582,675.6 |
| Gross Stage 3 Loans ²² | 20,727.1 | 18,524.4 | 17,118.2 | 19,148.5 | 30,587.6 |
| Gross Non-Performing Assets (GNPA)% ²³ | 2.10% | 2.38% | 1.90% | 2.73% | 4.99% |
| Net Non-Performing Assets (NNPA)% ²⁴ | 0.83% | 0.77% | 0.63% | 0.95% | 2.29% |
| Provision Coverage Ratio (PCR) ²⁵ | 60.69% | 67.83% | 66.82% | 65.10% | 54.13% |
| Total Equity * ²⁶ | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |
| Return on Equity (ROE)* ²⁷ % | 16.39%^ | 19.49%^ | 19.55% | 18.68% | 11.25% |
| Return on Assets (ROA)* ²⁸ % | 2.41%^ | 3.15%^ | 3.03% | 2.97% | 1.62% |
| Total Borrowings by Instrument | | | | | |
| - Term loans and Working Capital Demand Loans | 289,027.2 | 233,315.5 | 316,610.3 | 219,680.0 | 142,914.5 |

| Particulars | As at and for the six-month period ended September 30, 2024 | As at and for the six-month period ended September 30, 2023 | As at and for Fiscal 2024 | As at and for Fiscal 2023 | As at and for Fiscal 2022 |
|---|---|--|---|--|--|
| - Non-Convertible Debentures | 384,769.7 | 325,566.6 | 336,999.6 | 270,964.1 | 253,323.1 |
| - External Commercial Borrowings | 83,390.1 | - | 20,851.3 | 18,889.4 | 40,046.3 |
| - Subordinated debts | 44,584.5 | 28,950.6 | 46,576.5 | 28,944.6 | 34,929.4 |
| - Perpetual debts | 14,877.9 | 6,469.0 | 9,905.2 | 6,466.4 | 6,461.1 |
| - Commercial paper | 10,161.6 | 22,750.7 | 11,511.6 | 0.0 | 0.0 |
| - Borrowing under Securitization | - | 1,863.6 | 852.2 | 3,708.6 | 12,056.4 |
| Total Borrowings²⁹ | 826,811.0 | 618,916.0 | 743,306.7 | 548,653.1 | 489,730.8 |
| Debt to Equity Ratio ^{*30} | 5.93 | 5.41 | 5.81 | 5.26 | 5.77 |
| CRAR – Tier I ^{*31} | 14.64% | 15.71% | 14.12% | 15.91% | 15.22% |
| CRAR – Tier II ^{*32} | 4.66% | 3.71% | 5.13% | 4.14% | 5.00% |
| Credit Ratings ^{*33} (other information) | CRISIL AAA/Stable; CARE AAA/ Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ | CRISIL AAA/Stable; CARE AAA/ Stable; CARE PP-MLD AAA /Stable; CARE A1+ |

Notes:

*denotes the information that is presented at the Company level. All other metrics are calculated with respect to the Company's lending business.

[^]Annualised

- (1) Number of Customers: Total number of customers to whom we have advanced credit in our lending business as at the last day of the specified period.
- (2) Number of Branches: Total number of operational branches as at the last day of the specified period.
- (3) Number of Locations: Total number of operational locations as at the last day of the specified period.
- (4) Number of Total Employees: Total number of employees in our lending business as at the last day of the specified period.
- (5) Total Gross Loans is the aggregate amount of gross loans receivables from customers before considering impairment allowances as at the last day of the specified period.
- (6) Total Gross Loans Growth y-o-y: Percentage growth in Total Gross Loans as at the last day of the specified period over the Total Gross Loans as at the last day of the immediately preceding comparable period.
- (7) Secured Loans as % of Total Gross Loans: Percentage of Total Gross Loans secured by tangible assets as a percentage of Total Gross Loans as at the last day of the specified period.
- (8) Net Interest Income: Interest Income for the specified period reduced by finance cost for the specified period.
- (9) Other Financial Charges: Includes fees received in our lending business for the specified period.
- (10) Net Total Income: Net Total income is calculated as total revenue from operations excluding revenue from sale of services as reduced by finance cost during the specified period.
- (11) Credit Cost: Amount of impairment of financial instruments recognised during the specified period.
- (12) Profit after Tax ("PAT"): Profit before tax as reduced by total tax expenses for the specified period.
- (13) PAT growth y-o-y: Percentage growth in Profit after Tax for the specified period over Profit after Tax for the immediately preceding comparable period.
- (14) EPS: Basic earnings per equity share ("EPS") have been calculated by dividing the Profit after Tax attributable to equity shareholders by weighted average number of equity shares outstanding during the specified period.
- (15) Average Yield: Average interest rate on loan amounts extended to our customers in the specified period. Average interest rate is calculated as Interest Income as a percentage of Average of total gross loans (Average of Opening and Closing total gross loans during the specified period).
- (16) Average Cost of Borrowings: Ratio of the finance cost to Average Total Borrowings for the specified period (Average Total Borrowings is calculated as average of opening and closing total borrowings during the specified period).
- (17) Net Interest Margin: Ratio of Net Interest Income to the Average Total Gross Loans during the specified period.
- (18) Cost to Income Ratio: Ratio of Operating Expenses to Net Total Income for the specified period. Operating expenses is calculated as total expenses of lending business as reduced by finance cost and impairment on financial instruments.
- (19) Operating Expense Ratio: Ratio of Operating Expenses to Average Total Gross Loans for the specified period.
- (20) Credit Cost Ratio: Ratio of Credit Cost to Average Total Gross Loans for the specified period.
- (21) Gross Stage 1 and Gross Stage 2 Loans: Gross Stage 1 and Gross Stage 2 Loans are loan assets which are 30 days and 60 days past due, respectively, on their contractual payments before considering impairment allowances as at the last day of the specified period.
- (22) Gross Stage 3 Loans: Gross Stage 3 Loans are loan assets which are 90 days past due on its contractual payments before considering impairment allowances as at the last day of the specified period.
- (23) Gross Non-Performing Assets ("GNPA"): Ratio of Gross Stage 3 Loans to gross carrying amount of Total Gross Loans as at the last day of the specified period.
- (24) Net Non-Performing Assets ("NNPA"): Ratio of Net NPA to gross carrying value of Total Gross Loans as at the last day of the specified period. Net NPA is gross stage 3 loans reduced by impairment allowances provided on stage 3 loans as at the last day of specified period.
- (25) Provision Coverage Ratio ("PCR"): Impairment loss allowance on stage 3 loans as a percentage of gross carrying value of stage 3 loans as at the last day of specified period.
- (26) Total Equity: Total Equity is equal to paid up equity share capital plus other equity.

- (27) *Return on Equity (“ROE”)*: Ratio of Restated Profit/(loss) after tax for the specified period to Average Total Equity (which comprises of equity share capital and other equity) as at the last day of the specified period. Average Total Equity represents the simple average of total equity as at the last day of the specified period and total equity of the last day of the immediately preceding period.
- (28) *Return on Assets (“ROA”)*: Ratio of Restated Profit/(loss) after tax to Average Total Assets for the specified period. Average Total Assets represents the simple average of total assets as at the last day of the specified period and total assets of the last day of the immediately preceding period.
- (29) *Total Borrowings*: Outstanding borrowings as at the last day of the specified period. Total Borrowings is the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of specified period.
- (30) *Debt to Equity*: Ratio of Total Borrowings to Net Worth as at the last day of the specified period. Net Worth is equal to paid-up equity share capital plus other equity less deferred tax asset (net) as at the last day of the specified period.
- (31) *CRAR – Tier I*: Capital to risk (weighted) assets ratio which is computed by dividing our Tier I capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period.
- (32) *CRAR – Tier II*: Capital to risk (weighted) assets ratio which is computed by dividing our Tier II capital by total risk weighted assets, computed in accordance with RBI guidelines as at the last day of the specified period.
- (33) *Credit Ratings*: Credit ratings are provided as assigned by the credit rating agencies (CARE Ratings Limited and CRISIL Ratings Limited) on our borrowing instruments.
- A credit rating is not a recommendation to buy, sell or hold securities or other financial instruments. Ratings are subject to revision or withdrawal at any time by the assigning rating organisation. Each rating should be evaluated independently of any other rating.

Critical Accounting Policies

A full description of our critical accounting policies adopted in the preparation of our Restated Consolidated Financial Information is provided in Note 2 to our Restated Consolidated Financial Information. Please see “—Restated Consolidated Financial Information Notes forming part of the Restated Consolidated Financial Information—Annexure 2: Accounting Policies” on page 336. The critical accounting policies that our management believes to be the most significant are summarized below.

Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised in our balance sheet when we become a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in statement of profit and loss.

Financial assets—Classification

Based on the business model, the contractual characteristics of the financial assets and specific elections, where appropriate, we classify and measures financial assets in the following categories:

- amortised cost,
- fair value through other comprehensive income (“FVOCI”), and
- fair value through profit and loss (“FVTPL”).

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows (“Asset held to collect contractual cash flows”); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using Effective Interest Rate (“EIR”) method. Interest income and impairment expenses are recognised in statement of profit and loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in statement of profit and loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

We record loans and government securities (classified as held to maturity) at amortised cost.

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets (“Contractual cash flows of assets collected through hold and sell model”), and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income (“OCI”), except dividend income which is recognised in statement of profit and loss. Amounts recorded in OCI are not subsequently transferred to the statement of profit and loss. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI, are measured at FVTPL. Subsequent changes in fair value are recognised in statement of profit and loss.

We record investments in equity instruments and mutual funds at FVTPL.

Financial liabilities and equity instruments

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by us are recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are determined based on the EIR method. Interest expense is recognised in statement of profit and loss. Any gain or loss on de-recognition of financial liabilities is also recognised in statement of profit and loss. Undrawn loan commitments are not recorded in the balance sheet. However, these financial instruments are in the scope of expected credit loss (“ECL”) calculation.

Derecognition

Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the contractual rights to receive cash flows from the financial asset have expired, or
- we have transferred our rights to receive cash flows from the asset and we have transferred substantially all the risks and rewards of the asset, or we have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

If we neither transfer nor retain substantially all of the risks and rewards of ownership and continue to control the transferred asset, we recognise our retained interest in the asset and an associated liability for the amount we may have to pay. If we enter into transactions whereby we transfer assets recognised on its balance sheet, but retain either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised and the proceeds received are recognised as a collateralised borrowing. On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in statement of profit and loss.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in statement of profit and loss.

Impairment of financial assets

We apply the expected credit loss (“ECL”) model in accordance with Ind AS 109 for recognising impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial asset (“lifetime ECL”), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from

default events that are possible within 12 months after the reporting date. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, we consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account our historical credit loss experience, current economic conditions, forward looking information and scenario analysis.

The expected credit loss is a product of exposure at default (“EAD”), probability of default (“PD”) and loss given default (“LGD”). The Group has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset. The Group categorises financial assets at the reporting date into stages based on the days past due (“DPD”) status as under:

- Stage 1: 0 to 30 days past due,
- Stage 2: 31 to 90 days past due, and
- Stage 3: more than 90 days past due.

Loan accounts where principal and/or interest are past due for more than 90 days continue to be classified as stage 3 till overdues across all loans are cleared.

LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets, a lifetime PD is required while Stage 3 assets are considered to have a 100% PD. EAD represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by us.

We incorporate forward-looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, we form a ‘base case’ view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. Our ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. We regularly review its models in the context of actual loss experience and makes adjustments when such differences are significantly material. Adjustments including reversal of ECL is recognised through statement of profit and loss.

After initial recognition, trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. We follow the simplified approach required by Ind AS 109 for recognition of impairment loss allowance on trade receivables, which requires lifetime ECL to be recognised at each reporting date, right from initial recognition of the receivables.

Write offs

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when we determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under our recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in statement of profit and loss.

Revenue recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments is applicable) is measured at the amount of transaction price. Amounts disclosed as revenue are net of goods and services tax (“GST”) and amounts collected on behalf of third parties. Ind AS 115 Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

We recognise revenue from contracts with customers based on a five-step model as set out in Ind 115:

- **Step 1:** Identify contract(s) with a customer. A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
- **Step 2:** Identify performance obligations in the contract. A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
- **Step 3:** Determine the transaction price. The transaction price is the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
- **Step 4:** Allocate the transaction price to the performance obligations in the contract. For a contract that has more than one performance obligation, we allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which we expect to be entitled in exchange for satisfying each performance obligation.
- **Step 5:** Recognise revenue when (or as) we satisfy a performance obligation.

Specific policies for our different sources of revenue are explained below:

Income from lending business

Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the Effective Interest Rate (“**EIR**”). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e., at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets, the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e., the gross carrying amount less the allowance for ECLs).

Other financial charges

Cheque bouncing charges, late payment charges, foreclosure charges and application money are recognised on a point-in-time basis, and are recorded when realised since the probability of collecting such monies is established when the customer pays.

Income from BPO services

Income from BPO services comprise of sales support services, back office, operations, processing support, running collection call centres and collecting overdue amounts from borrowers. Performance obligations are satisfied over time and revenue is recorded on a monthly basis.

Income from direct assignment

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis of the scheduled cash flows on execution of the transaction, discounted at the applicable rate and entered into with the assignee is recorded upfront in the statement of profit and loss. EIS is evaluated and adjusted for ECL and expected prepayment.

Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if we have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. We have no obligation, other than the contribution payable to the provident fund. We recognise contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

ESIC and labour welfare fund

Our contribution paid/payable during the period to ESIC and Labour welfare fund are recognised in the statement of profit and loss.

Gratuity

We operate a defined benefit gratuity plan that provide for gratuity benefit to all employees. We make annual contributions to a fund administered by trustees and managed by insurance companies for amounts notified by the said insurance companies. The benefit is in the form of lump sum payments to vested employees on resignation, retirement, or death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. We recognise the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Principal Components of Income and Expenditure

Income

Our total income comprises revenue from operations.

Revenue from operations

Our revenue from operations comprises (i) interest income, (ii) income from sale of services, (iii) other financial charges, (iv) net gain on fair value changes and (v) net gain on derecognition of financial instruments under amortised cost category.

Interest income

Interest income is the largest contributor to our revenue from operations. We derive interest income from interest on loans, interest on investments and interest on deposits with banks. In the six-month periods ended September 30, 2024 and 2023, interest income comprised 84.86% and 75.97% of our total revenue from operations, respectively. In Fiscals 2024, 2023 and 2022, interest income amounted to 78.73%, 71.98% and 73.97% of our total revenue from operations, respectively.

Interest on loans comprises interest income on our (1) Enterprise Lending, including unsecured business loans, loans against property, enterprise business loans and gold loans, (2) Asset Finance loans, including commercial vehicle loans, construction equipment loans and tractor loans and (3) Consumer Finance, including consumer durable / digital product / lifestyle product loans, relationship loans, salaried personal loans, auto loans, two-wheeler loans and micro loans. We recognise interest income on loans by applying the effective interest rate (“EIR”) to the gross carrying amount of non-credit-impaired financial assets. For credit-impaired financial assets, the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e., the gross carrying amount less the allowance for expected credit loss).

Sale of services

Income from sale of services comprises income from our BPO services to HDFC Bank, our Promoter, including sales support services, back office, operations, processing support, running collection call centres and collecting overdue amounts from borrowers. In the six-month periods ended September 30, 2024 and 2023, income from sale of services comprised 7.71% and 17.03% of our total revenue from operations, respectively. In Fiscals 2024, 2023 and 2022, income from sale of services amounted to 13.76%, 21.24% and 20.90% of our total revenue from operations, respectively.

Other financial charges

We receive income from charges on loans to customers, such as cheque bouncing charges, late payment charges, foreclosure charges and application money on loans, as well as commissions on insurance distribution. In the six-month periods ended September 30, 2024 and 2023, income from other financial charges comprised 6.91% and 6.11% of our total revenue from operations, respectively. In Fiscals 2024, 2023 and 2022, income from other financial charges amounted to 6.73%, 6.10% and 5.03% of our total revenue from operations, respectively.

Expenses

Our total expenses comprise finance costs, impairment on financial instruments, employee benefits expenses, depreciation and amortisation and other expenses.

Finance costs

Our finance costs comprise interest expense on financial liabilities primarily consisting of (i) interest on borrowings (other than debt securities), (ii) interest on debt securities, (iii) interest on subordinated liabilities, (iv) discount on commercial paper and (iv) other borrowing costs. Finance costs represented 49.06%, 41.83%, 44.76%, 35.93% and 33.39% of our total expenses in the six-month periods ended September 30, 2024 and 2023 and Fiscals 2024, 2023 and 2022, respectively.

Impairment on financial instruments

Impairment on financial instruments includes impairment allowance on loans measured at amortised cost and settlement loss and bad debts written off (net of recoveries from bad debt written off). Impairment allowance on loans is calculated based on ECL on Stage 1, Stage 2, Stage 3 Loans and loan commitments. ECL is calculated based on exposure of default, probability of default and loss given default. Impairment on financial instruments represented 13.37%, 10.18%, 9.82%, 13.61% and 24.76% of our total expenses in the six-month periods ended September 30, 2024 and 2023 and in Fiscals 2024, 2023 and 2022, respectively. For further details on calculation of ECL, please see “—Restated Consolidated Financial Information—Annexure 2: Accounting Policies—Financial Instruments—Impairment of financial assets”.

Employee benefits expenses

Employee benefits expenses comprise salaries and wages to employees, contribution to provident and other funds, employee share-based payment expenses and staff welfare expenses. Employee benefits expenses represented 28.30%, 38.34%, 35.44%, 41.51% and 35.15% of our total expenses in the six-month periods ended September 30, 2024 and 2023 and in Fiscals 2024, 2023 and 2022, respectively. As at September 30, 2024, we had 88,938 employees.

Other expenses

We had other expenses primarily comprising, among other things, telephone, power and rent expenses, maintenance expense relating to our premises and credit report charges. Other expenses represented 7.80%, 8.40%, 8.64%, 7.81% and 5.71% of our total expenses in the six-month periods ended September 30, 2024 and 2023 and in Fiscals 2024, 2023 and 2022, respectively.

Results of Operations

The following table sets forth select financial data from our Restated Consolidated Statement of Profit and Loss for the six-month periods ended September 30, 2024 and 2023 and Fiscals 2024, 2023 and 2022, the components of which are expressed as a percentage of total revenue from operations for such periods.

| Particulars | For the six-month period ended (₹ in million except percentages) | | | | For Fiscal (₹ in million except percentages) | | | | | |
|---|---|-------------|--------------------|-------------|---|-------------|------------------|-------------|------------------|-------------|
| | September 30, 2024 | | September 30, 2023 | | 2024 | | 2023 | | 2022 | |
| Income | | | | | | | | | | |
| Revenue from operations | | | | | | | | | | |
| Interest income | 66,956.2 | 84.86% | 52,438.5 | 75.97% | 111,567.2 | 78.73% | 89,277.8 | 71.98% | 83,629.7 | 73.97% |
| Sale of services | 6,080.3 | 7.71% | 11,752.2 | 17.03% | 19,495.5 | 13.76% | 26,339.3 | 21.24% | 23,634.1 | 20.90% |
| Other financial charges | 5,454.7 | 6.91% | 4,215.9 | 6.11% | 9,531.1 | 6.73% | 7,564.1 | 6.10% | 5,690.1 | 5.03% |
| Net gain on fair value changes | 391.2 | 0.50% | 629.5 | 0.91% | 1,136.9 | 0.80% | 850.7 | 0.69% | 164.8 | 0.15% |
| Net gain / (loss) on derecognition of financial instruments under amortised cost category | 23.9 | 0.03% | (11.4) | (0.02)% | (19.5) | (0.01)% | (3.1) | 0.00% | (55.8) | (0.05)% |
| Total Revenue from operations | 78,906.3 | 100% | 69,024.7 | 100% | 141,711.2 | 100% | 124,028.8 | 100% | 113,062.9 | 100% |

| Expenses | | | | | | | | | | |
|---|-----------------|---------------|-----------------|---------------|------------------|---------------|-----------------|---------------|-----------------|---------------|
| Finance costs | 30,949.0 | 39.22% | 22,315.9 | 32.33% | 48,643.2 | 34.33% | 35,119.2 | 28.32% | 33,255.0 | 29.41% |
| Impairment on financial instruments | 8,434.6 | 10.69% | 5,430.5 | 7.87% | 10,673.9 | 7.53% | 13,304.0 | 10.73% | 24,657.3 | 21.81% |
| Employee benefits expenses | 17,852.9 | 22.63% | 20,453.7 | 29.63% | 38,507.5 | 27.17% | 40,575.7 | 32.71% | 35,004.1 | 30.96% |
| Depreciation, amortization and impairment | 920.4 | 1.17% | 668.3 | 0.97% | 1,451.4 | 1.02% | 1,118.4 | 0.90% | 989.4 | 0.88% |
| Others expenses | 4,921.4 | 6.24% | 4,483.7 | 6.50% | 9,388.5 | 6.63% | 7,637.5 | 6.16% | 5,681.5 | 5.03% |
| Total Expenses | 63,078.3 | 79.94% | 53,352.1 | 77.29% | 108,664.5 | 76.68% | 97,754.8 | 78.82% | 99,587.3 | 88.08% |
| Profit before tax | 15,828.0 | 20.06% | 15,672.6 | 22.71% | 33,046.7 | 23.32% | 26,274.0 | 21.18% | 13,475.6 | 11.92% |
| Tax expense | 4,101.0 | 5.20% | 3,995.3 | 5.79% | 8,438.3 | 5.95% | 6,680.5 | 5.39% | 3,361.6 | 2.97% |
| Current tax | 4,038.2 | 5.12% | 4,728.5 | 6.85% | 7,706.7 | 5.44% | 6,213.0 | 5.01% | 6,634.0 | 5.87% |
| Deferred tax (credit) | 62.8 | 0.08% | (733.2) | (1.06)% | 731.6 | 0.52% | 467.5 | 0.38% | (3,272.4) | (2.89)% |
| Profit for the period/year | 11,727.0 | 14.86% | 11,677.3 | 16.92% | 24,608.4 | 17.37% | 19,593.5 | 15.80% | 10,114.0 | 8.95% |

Six months ended September 30, 2024 compared to September 30, 2023

Income

Revenue from operations

Our income from operations increased by 14.32% to ₹78,906.3 million for the six-month period ended September 30, 2024, from ₹69,024.7 million for the six-month period ended September 30, 2023, primarily due to an increase in our interest income by 27.69%. The primary reasons for this are discussed below.

Interest income

Our interest income increased by 27.69% to ₹66,956.2 million for the six-month period ended September 30, 2024, from ₹52,438.5 million for the six-month period ended September 30, 2023, primarily due to an increase in interest on loans (at amortised cost) by 27.10% to ₹66,128.5 million for the six-month period ended September 30, 2024, from ₹52,028.7 million for the six-month period ended September 30, 2023. The following table sets forth the breakdown of our interest income:

| Particulars | For the six-month period ended September 30, 2024 (₹ in million) | For the six-month period ended September 30, 2023 (₹ in million) | % increase / (decrease) |
|--|---|---|-------------------------|
| Interest income on loans | 66,128.5 | 52,028.7 | 27.10% |
| Interest income on deposits with banks | 123.3 | 94.3 | 30.75% |
| Interest income on investments | 704.4 | 315.5 | 123.26% |

The increase in interest on loans was primarily attributable to the growth in our Average Gross Loans by 27.69% to ₹944,210.7 million for the six-month period ended September 30, 2024 from ₹739,436.7 million for the six-month period ended September 30, 2023. Our Total Gross Loans as at the last day of the relevant period increased to ₹986,242.1 million as at September 30, 2024 from ₹778,566.4 million as at September 30, 2023.

Sale of services

Our income from the sale of services decreased by 48.26% to ₹6,080.3 million for the six-month period ended September 30, 2024 from ₹11,752.2 million for the six-month period ended September 30, 2023 primarily due to a decrease in the revenue from our BPO services. This was driven by an overall reduction in the headcount for the BPO activity.

Other financial charges

Our income from other financial charges increased by 29.38% to ₹5,454.7 million for the six-month period ended September 30, 2024 from ₹4,215.9 million for the six-month period ended September 30, 2023, primarily due to an increase in commissions on insurance distribution and other charges related to collections.

Net gain on fair value changes

Our net gain on fair value changes decreased by 37.86% to ₹391.2 million for the six-month period ended September 30, 2024, from ₹629.5 million for the six-month period ended September 30, 2023, primarily due to a decrease in unrealised gain on investments at FVTPL from ₹212.1 million for the six-month period ended September 30, 2023 as against an unrealized loss of ₹32.9 million for the six-month period ended September 30, 2024.

Net gain / (loss) on derecognition of financial instruments under amortised cost category

Our gain on derecognition of financial instruments under the amortised cost category increased to ₹23.9 million for the six-month period ended September 30, 2024 from ₹(11.4) million for the six-month period ended September 30, 2023.

Expenses

Our total expenses increased by 18.23% to ₹63,078.3 million for the six-month period ended September 30, 2024, from ₹53,352.1 million for the six-month period ended September 30, 2023, primarily due to an increase in our finance costs. As a percentage of total income, our total expenses were 79.94% for the six-month period ended September 30, 2024, compared to 77.29% for the six-month period ended September 30, 2023.

Finance costs

Our finance costs increased by 38.69% to ₹30,949.0 million for the six-month period ended September 30, 2024, from ₹22,315.9 million for the six-month period ended September 30, 2023, primarily due to (i) an increase in our Average Borrowings by 34.48% to ₹785,058.9 million for the six-month period ended September 30, 2024, from ₹583,784.6 million for the six-month period ended September 30, 2023, and (ii) an increase in our Average Cost of Borrowings by 23 bps to 7.88% for the six-month period ended September 30, 2024, from 7.65% for the six-month period ended September 30, 2023. This increase in Average Cost of Borrowings was primarily due to a general increase in interest rates on borrowings across instruments in the market.

Impairment on financial instruments

Our impairment on financial instruments increased by 55.32% to ₹8,434.6 million for the six-month period ended September 30, 2024, from ₹5,430.5 million for the six-month period ended September 30, 2023, due to higher provisions on Gross Stage 2 & Gross Stage 3 Loans. Our Gross Stage 3 Loans increased to ₹20,727.1 million as at September 30, 2024, from ₹18,524.4 million as at September 30, 2023.

Employee benefits expenses

Our employee benefits expenses decreased by 12.72% to ₹17,852.9 million for the six-month period ended September 30, 2024, from ₹20,453.7 million for the six-month period ended September 30, 2023, primarily due to a reduction in headcount for the BPO services business. At the Company-level, our total employee count on roll was 88,938 employees as at September 30, 2024, as compared to 101,056 employees as at September 30, 2023. This decrease was partially offset by an increase in headcount for our lending business, which increased to 59,662 as at September 30, 2024, from 52,782 as at September 30, 2023.

Depreciation, amortization and impairment

Our depreciation and amortisation expense increased by 37.72% to ₹920.4 million for the six-month period ended September 30, 2024, from ₹668.3 million for the six-month period ended September 30, 2023, due to an increase in depreciation on property, plant and equipment and other intangible assets by ₹188.4 million and an increase in amortisation on right-of-use assets by ₹63.7 million. During the six-month period ended September 30, 2024, gross additions in property, plant and equipment and other intangible assets were ₹977.5 million.

Other expenses

Our other expenses increased by 9.76% to ₹4,921.4 million for the six-month period ended September 30, 2024, from ₹4,483.7 million for the six-month period ended September 30, 2023. This increase was primarily due to following reasons:

- a 56.07% increase in expenses towards corporate social responsibility initiative from ₹149.1 million for the six-month period ended September 30, 2023 to ₹232.7 million for the six-month period ended September 30, 2024;
- an increase in rates and taxes from ₹7.9 million for the six-month period ended September 30, 2023 to ₹60.4 million for the six-month period ended September 30, 2024;
- an increase in repairs and maintenance-premises from ₹36.5 million for the six-month period ended September 30, 2023 to ₹85.8 million for the six-month period ended September 30, 2024; and
- a 6.04% increase in other administrative expenses from ₹3,537.6 million for the six-month period ended September 30, 2023 to ₹3,751.1 million for the six-month period ended September 30, 2024.

Restated profit before taxes

As a result of the factors explained above, our profit before taxes increased by 0.99% to ₹15,828.0 million for the six-month period ended September 30, 2024 from ₹15,672.6 million for the six-month period ended September 30, 2023.

Tax expenses

Our tax expenses increased by 2.65% to ₹4,101.0 million for the six-month period ended September 30, 2024, from ₹3,995.3 million for the six-month period ended September 30, 2023, primarily due to an increase in profit before tax and a slight increase in effective tax rate. Our effective tax rate increased to 25.91% for the six-month period ended September 30, 2024, from 25.49% for the six-month period ended September 30, 2023.

Profit for the period

Due to the factors discussed above, our profit for the period increased by 0.43% to ₹11,727.0 million for the six-month period ended September 30, 2024, from ₹11,677.3 million for the six-month period ended September 30, 2023.

Fiscal 2024 compared to Fiscal 2023

Income

Revenue from operations

Our income from operations increased by 14.26% to ₹141,711.2 million in Fiscal 2024 from ₹124,028.8 million in Fiscal 2023. This increase is primarily due to an increase in our interest income by 24.97%. The primary reasons for this are discussed below.

Interest income

Our interest income increased by 24.97% to ₹111,567.2 million in Fiscal 2024, from ₹89,277.8 million in Fiscal 2023, primarily due to an increase in interest on loans (at amortised cost) by 24.74% to ₹110,436.0 million in Fiscal 2024, from ₹88,535.8 million in Fiscal 2023. The following table sets forth the breakdown of our interest income:

| Particulars | For Fiscal 2024 (₹ in million) | For Fiscal 2023 (₹ in million) | % increase / (decrease) |
|--|---|---|--------------------------------|
| Interest income on loans | 110,436.0 | 88,535.8 | 24.74% |
| Interest income on deposits with banks | 171.0 | 93.0 | 83.87% |
| Interest income on investments | 960.2 | - | - |

The increase in interest on loans was primarily attributable to the growth in our Average Gross Loans by 21.99% to ₹801,243.2 million in Fiscal 2024, from ₹656,785.1 million in Fiscal 2023. Our Total Gross Loans as at the last day of the relevant period increased to ₹902,179.3 million as at March 31, 2024, from ₹700,307.0 million as at March 31, 2023, as we saw growth across our products.

Sale of services

Our income from the sale of services decreased by 25.98% to ₹19,495.5 million in Fiscal 2024 from ₹26,339.3 million in Fiscal 2023 primarily due to a decrease in the revenue from our BPO services.

Other financial charges

Our income from other financial charges increased by 26.00% to ₹9,531.1 million in Fiscal 2024 from ₹7,564.1 million in Fiscal 2023 primarily due to an increase in commissions on insurance distribution and other charges related to collections.

Net gain on fair value changes

Our net gain on fair value changes increased by 33.64% to ₹1,136.9 million in Fiscal 2024 from ₹850.7 million in Fiscal 2023 primarily due to an increase in unrealised gains on investments at FVTPL of ₹293.8 million in Fiscal 2024.

Net gain / (loss) on derecognition of financial instruments under amortised cost category

Our loss on derecognition of financial instruments under the amortised cost category increased to ₹19.5 million in Fiscal 2024, from ₹3.1 million in Fiscal 2023.

Expenses

Our total expenses increased by 11.16% to ₹108,664.5 million in Fiscal 2024, from ₹97,754.8 million in Fiscal 2023, primarily due to an increase in finance costs. As a percentage of total income, our total expenses were 76.68% in Fiscal 2024, compared to 78.82% in Fiscal 2023.

Finance costs

Our finance costs increased by 38.51% to ₹48,643.2 million in Fiscal 2024, from ₹35,119.2 million in Fiscal 2023, primarily due to (i) an increase in our Average Borrowings by 24.42% to ₹645,979.9 million for Fiscal 2024, from ₹519,192.0 million for Fiscal 2023, and (ii) increase in our Average Cost of Borrowings by 77 bps to 7.53% in Fiscal 2024, from 6.76% in Fiscal 2023. This increase in Average Cost of Borrowings was primarily due to a general increase in interest rates on borrowings across instruments in the market.

Impairment on financial instruments

Our impairment on financial instruments decreased by 19.77% to ₹10,673.9 million in Fiscal 2024 from ₹13,304.0 million in Fiscal 2023 due to improvement in asset quality during the year. Our Gross Stage 3 Loans decreased to ₹17,118.2 million as at March 31, 2024, from ₹19,148.5 million as at March 31, 2023.

Employee benefits expenses

Our employee benefits expenses decreased by 5.10% to ₹38,507.5 million in Fiscal 2024 from ₹40,575.7 million in Fiscal 2023 primarily due to a decrease in salaries and wages by 5.35% to ₹34,710.4 million in Fiscal 2024, from ₹36,673.9 million in Fiscal 2023. The decrease in salaries and wages was primarily due to a reduction in headcount for the BPO services business. At the Company-level, our total employee count on roll was 87,401 employees as at March 31, 2024, as compared to 114,760 employees as at March 31, 2023. This decrease was partially offset by an increase in headcount for our lending business, which increased to 56,560 as at March 31, 2024, from 45,883 as at March 31, 2023.

Depreciation, amortization and impairment

Our depreciation and amortisation expense increased by 29.77% to ₹1,451.4 million in Fiscal 2024, from ₹1,118.4 million in Fiscal 2023 primarily due to an increase in depreciation on property, plant and equipment and other intangible assets by ₹229.4 million and an increase in amortisation on right-of-use assets by ₹103.6 million. During the year, gross additions in property, plant and equipment and other intangible assets was ₹1,233.7 million in Fiscal 2024.

Other expenses

Our other expenses increased by 22.93% to ₹9,388.5 million in Fiscal 2024, from ₹7,637.5 million in Fiscal 2023. This increase was primarily due to following reasons:

- a 61.94% increase in telephone related expenses (which includes, among other things, call centre charges, network link charges, SMS charges) from ₹381.2 million in Fiscal 2023 to ₹617.3 million in Fiscal 2024;
- a 43.71% increase in CSR expense, from ₹217.8 million in Fiscal 2023 to ₹313.0 million in Fiscal 2024; and
- a 22.48% increase in other administrative expense, from ₹5,975.0 million in Fiscal 2023 to ₹7,318.2 million in Fiscal 2024. This was primarily due to an increase in travelling expense, computer expense and other expenses.

Restated profit before taxes

As a result of the factors explained above, our profit before taxes increased by 25.78% to ₹33,046.7 million in Fiscal 2024, from ₹26,274.0 million in Fiscal 2023.

Tax expenses

Our tax expenses increased by 26.31% to ₹8,438.3 million in Fiscal 2024, from ₹6,680.5 million in Fiscal 2023, primarily due to an increase in profit before tax. Our effective tax rate increased to 25.53% for Fiscal 2024, from 25.43% for Fiscal 2023.

Profit for the period

Due to the factors discussed above, our profit for the period increased by 25.59% to ₹24,608.4 million in Fiscal 2024, from ₹19,593.5 million in Fiscal 2023.

Fiscal 2023 compared to Fiscal 2022

Income

Revenue from operations

Our income from operations increased by 9.70% to ₹124,028.8 million in Fiscal 2023 from ₹113,062.9 million in Fiscal 2022. This increase is primarily due to an increase in our interest income by 6.75%, increase in sale of services by 11.45% and increase in other financial charges by 32.93%. The primary reasons for this increase are discussed below.

Interest income

Our interest income increased by 6.75% to ₹89,277.8 million in Fiscal 2023, from ₹83,629.7 million in Fiscal 2022 primarily due to an increase in interest on loans (at amortised cost) by 6.75% to ₹88,535.8 million in Fiscal 2023, from ₹82,936.4 million in Fiscal 2022. The following table sets forth the breakdown of our interest income:

| Particulars | Fiscal 2023 (₹ in million) | Fiscal 2022 (₹ in million) | % increase / (decrease) |
|--|---------------------------------------|---------------------------------------|------------------------------------|
| Interest income on loans | 88,535.8 | 82,936.4 | 6.75% |
| Interest income on deposits with banks | 93.0 | 113.9 | (18.35%) |
| Interest income on investments | 649.0 | 579.4 | 12.01% |

The increase in interest on loans was primarily attributable to the growth in our Average Gross Loans by 7.10% to ₹656,785.1 million in Fiscal 2023 from ₹613,256.6 million in Fiscal 2022. Our Total Gross Loans as at the last day of the relevant period increased to ₹700,307.0 million as at March 31, 2023, from ₹613,263.2 million as at March 31, 2022 as we saw a growth across products.

Sale of services

Our income from the sale of services increased by 11.45% to ₹26,339.3 million in Fiscal 2023 from ₹23,634.1 million in Fiscal 2022, primarily due to an increase in the revenue from our BPO services.

Other financial charges

Our income from other financial charges increased by 32.93% to ₹7,564.1 million in Fiscal 2023, from ₹5,690.1 million in Fiscal 2022 primarily due to an increase in charges related to collections.

Net gain on fair value changes

Our net gain on fair value changes increased by 416.20% to ₹850.7 million in Fiscal 2023, from ₹164.8 million in Fiscal 2022 primarily due to an increase in realised gains on investments at FVTPL of ₹513.8 million in Fiscal 2023.

Net gain / (loss) on derecognition of financial instruments under amortised cost category

Our loss on derecognition of financial instruments under the amortised cost category decreased by 94.44% to ₹3.1 million in Fiscal 2023, from ₹55.8 million in Fiscal 2022.

Expenses

Our total expenses decreased by 1.84% to ₹97,754.8 million in Fiscal 2023, from ₹99,587.3 million in Fiscal 2022 primarily due to a decrease in impairments on financial assets, which was partially offset by increases in our employee benefit expenses and operating expenses. As a percentage of total income, our total expenses were 78.82% in Fiscal 2023 compared to 88.08% in Fiscal 2022.

Finance costs

Our finance costs increased by 5.61% to ₹35,119.2 million in Fiscal 2023, from ₹33,255.0 million in Fiscal 2022 primarily due to (i) an increase in our Average Borrowings by 4.54% to ₹519,192.0 million for Fiscal 2023, from ₹496,659.2 million for Fiscal 2022 and (ii) a marginal increase in Average Cost of Borrowings by 6 bps to 6.76% in Fiscal 2023 from 6.70% in Fiscal 2022.

Impairment on financial instruments

Our impairment on financial instruments decreased by 46.04% to ₹13,304.0 million in Fiscal 2023, from ₹24,657.3 million in Fiscal 2022 due to an improvement in asset quality as a result of improved economic conditions. Our Gross Stage 3 Loans decreased to ₹19,148.5 million as at March 31, 2023, from ₹30,587.6 million as at March 31, 2022.

Employee benefits expenses

Our employee benefits expenses increased by 15.92% to ₹40,575.7 million in Fiscal 2023, from ₹35,004.1 million in Fiscal 2022, primarily due to an increase in salaries and wages by 15.97% to ₹36,673.9 million in Fiscal 2023, from ₹31,623.8 million in Fiscal 2022 and an increase in employee share-based payment expenses by 43.46% to ₹436.4 million in Fiscal 2023, from ₹304.2 million in Fiscal 2022. Our total employee count on roll was 114,760 employees as at March 31, 2023, as compared to 121,595 employees as at March 31, 2022. This decrease in the total employee count on roll was partially offset by an increase in headcount for our lending business, which increased to 45,883 employees as at March 31, 2023 from 39,034 employees as at March 31, 2022.

Depreciation, amortization and impairment

Our depreciation and amortisation expense increased by 13.04% to ₹1,118.4 million in Fiscal 2023, from ₹989.4 million in Fiscal 2022 due to an increase in depreciation on property, plant and equipment and other intangible assets by ₹89.3 million and an increase in amortisation on right-of-use assets by ₹39.7 million. Gross additions in property, plant and equipment and other intangible assets were ₹1,113.1 million in Fiscal 2023.

Other expenses

Our other expenses increased by 34.43% to ₹7,637.5 million in Fiscal 2023, from ₹5,681.5 million in Fiscal 2022. This increase was due to the following reasons:

- a 31.45% increase in credit report charges from ₹376.5 million in Fiscal 2022 to ₹494.9 million in Fiscal 2023;
- a 33.43% increase in power and fuel expenses to ₹326.9 million in Fiscal 2023 from ₹245.0 million in Fiscal 2022; and
- a 39.11% increase in other administrative expenses from ₹4,295.3 million in Fiscal 2022 to ₹5,975.0 million in Fiscal 2023. This was primarily due to an increase in collection charges, travelling expense and computer expenses.

Restated profit before taxes

As a result of the factors explained above, our profit before taxes increased by 94.97% to ₹26,274.0 million in Fiscal 2023 from ₹13,475.6 million in Fiscal 2022.

Tax expenses

Our tax expenses increased by 98.73% to ₹6,680.5 million in Fiscal 2023 from ₹3,361.6 million in Fiscal 2022, primarily due to an increase in profit before tax. Our effective tax rate increased to 25.43% for Fiscal 2023 from 24.95% for Fiscal 2022.

Profit for the period

Due to the factors discussed above, our profit for the period increased by 93.73% to ₹19,593.5 million in Fiscal 2023, from ₹10,114.0 million in Fiscal 2022.

Selected Restated Statement of Assets and Liabilities

Assets

The table below sets forth the principal components of our total assets as at the dates indicated in the table below:

| Particulars | As at September 30, (₹ in million) | | As at March 31, (₹ in million) | | |
|----------------------------|---------------------------------------|-----------|-----------------------------------|-----------|-----------|
| | 2024 | 2023 | 2024 | 2023 | 2022 |
| Total financial assets | 1,001,787.6 | 768,690.5 | 909,701.2 | 685,457.1 | 603,871.0 |
| Total non-financial assets | 17,815.9 | 15,947.8 | 15,863.9 | 15,046.8 | 16,388.4 |
| Total assets | 1,019,603.5 | 784,638.3 | 925,565.1 | 700,503.9 | 620,259.4 |

Financial Assets

Our total financial assets increased by ₹233,097.1 million, to ₹1,001,787.6 million as at September 30, 2024 from ₹768,690.5 million as at September 30, 2023, primarily due to an increase in our loans.

Our total financial assets increased by ₹81,586.1 million, to ₹685,457.1 million as at March 31, 2023 from ₹603,871.0 million as at March 31, 2022 and further increased by ₹224,244.1 million to ₹909,701.2 million as at March 31, 2024, primarily due to an increase in our loans and investments. Key components of our financial assets are discussed below.

Cash and Cash Equivalents

As at September 30, 2024, we had cash and cash equivalents of ₹9,458.2 million compared to ₹7,196.4 million as of September 30, 2023. This increase was primarily due to higher bank balances in current accounts.

As at March 31, 2024, we had cash and cash equivalents of ₹6,478.5 million compared to ₹3,959.0 million as of March 31, 2023. This increase was primarily due to higher bank balances in current accounts.

Our cash and cash equivalents decreased to ₹3,959.0 million as at March 31, 2023, from ₹4,772.0 million as at March 31, 2022. The decrease was primarily due to cash utilization in the ordinary course of business.

Loans

Our total loans increased by ₹209,534.2 million to ₹952,000.8 million as at September 30, 2024, from ₹742,466.6 million as at September 30, 2023, primarily due to an increase in disbursements by 19.18% in the six-month period ended September 30, 2024 due to our continued focus on growth across our products. Our gross secured loans increased by ₹141,360.6 million to ₹701,068.5 million as at September 30, 2024, from ₹559,707.9 million as at September 30, 2023, and our gross unsecured loans increased by ₹66,315.1 million to ₹285,173.6 million as at September 30, 2024, from ₹218,858.5 million as at September 30, 2023.

Our total loans increased by ₹203,385.9 million to ₹867,212.6 million as at March 31, 2024, from ₹663,826.7 million as at March 31, 2023, primarily due to an increase in disbursements by 35.93% in Fiscal 2024 due to our continued focus on growth across all our products. Our gross secured loans increased by ₹133,271.1 million to ₹643,589.8 million as at March 31, 2024, from ₹510,318.7 million as at March 31, 2023, and our gross unsecured loans increased by ₹68,601.2 million to ₹258,589.5 million as at March 31, 2024, from ₹189,988.3 million as at March 31, 2023.

Our total loans increased by ₹92,202.2 million to ₹663,826.7 million as at March 31, 2023, from ₹571,624.5 million as at March 31, 2022, primarily due to an increase in disbursements by 54.31% in Fiscal 2023 due to our continued focus on growth across all our products. Our gross secured loans increase by ₹59,059.4 million to ₹510,318.7 million as at March 31, 2023, from ₹451,259.3 million as at March 31, 2022 and our gross unsecured loans increased by ₹27,984.3 million to ₹189,988.3 million as at March 31, 2023, from ₹162,004.0 million as at March 31, 2022.

Investments

Our total investments increased by ₹3,572.0 million to ₹20,644.1 million as at September 30, 2024, from ₹17,072.1 million as at September 30, 2023, primarily due to an increase in our investments in government securities to ₹20,446.8 million as at September 30, 2024, from ₹15,264.1 million as at September 30, 2023.

Our total investments increased by ₹21,370.8 million to ₹33,803.3 million as at March 31, 2024, from ₹12,432.5 million as at March 31, 2023, primarily due to an increase in our investments in mutual funds to ₹17,534.1 million as at March 31, 2024, from ₹4,116.5 million as at March 31, 2023, an increase in treasury bills and government securities to ₹15,872.9 million as at March 31, 2024, from ₹7,736.6 million as at March 31, 2023.

Our total investments decreased by ₹9,902.6 million to ₹12,432.5 million as at March 31, 2023 from ₹22,335.1 million as at March 31, 2022, primarily due to a decrease in our investments in mutual funds to ₹4,116.5 million as at March 31, 2023, from ₹9,464.5 million as at March 31, 2022, and treasury bills and government securities to ₹7,736.6 million as at March 31, 2023, from ₹11,975.7 million as at March 31, 2022.

Derivative Financial Instruments

We enter into derivative transactions with various counterparties to hedge our foreign exchange risks and interest rate risks associated with our external commercial borrowings. The fair value-assets of our derivative financial instruments was ₹29.3 million as at September 30, 2024. We did not hold any derivative financial instruments as at September 30, 2023. The change in our derivative financial instrument position was primarily due to hedging of foreign exchange risks and interest rate risks associated with the ECB.

The fair value-assets of our derivative financial instruments decreased by ₹1,634.3 million to ₹19.1 million as at March 31, 2024 from ₹1,653.4 million as at March 31, 2023, primarily due to movements in fair value of cross-currency swaps during Fiscal 2024.

The fair value-assets of our derivative financial instruments increased by ₹329.0 million to ₹1,653.4 million as at March 31, 2023, from ₹1,324.4 million as at March 31, 2022 due to movements in fair value of cross-currency swaps during Fiscal 2023.

Non-financial assets

Our total non-financial assets increased by ₹1,868.1 million to ₹17,815.9 million as at September 30, 2024, from ₹15,947.8 million as at September 30, 2023 primarily due to an increase in our property, plant and equipment and right of use assets due to expansion of our branch network and increase in other non-financial assets

Our total non-financial assets increased by ₹817.1 million to ₹15,863.9 million as at March 31, 2024, from ₹15,046.8 million as at March 31, 2023, primarily due to an increase in our property, plant and equipment and right of use assets due to expansion of our branch network.

Our total non-financial assets decreased by ₹1,341.6 million to ₹15,046.8 million as at March 31, 2023, from ₹16,388.4 million as at March 31, 2022, primarily due to a decrease in other non-financial assets.

Liabilities and equity

The table below sets forth the principal components of our total liabilities as at the dates indicated in the table below:

| Particulars | As at September 30, (₹ in million) | | As at March 31, (₹ in million) | | |
|---------------------------------|---------------------------------------|------------------|-----------------------------------|------------------|------------------|
| | 2024 | 2023 | 2024 | 2023 | 2022 |
| Total financial liabilities | 862,124.8 | 650,730.2 | 777,997.1 | 579,355.8 | 519,287.1 |
| Total non-financial liabilities | 8,685.4 | 8,637.7 | 10,140.9 | 6,778.4 | 5,575.0 |
| Total liabilities | 870,810.2 | 659,367.9 | 788,138.0 | 586,134.2 | 524,862.1 |
| Total equity | 148,793.3 | 125,270.4 | 137,427.1 | 114,369.7 | 95,397.3 |

Financial liabilities

Total financial liabilities increased by ₹211,394.6 million, to ₹862,124.8 million as at September 30, 2024, from ₹650,730.2 million as at September 30, 2023, primarily due to increases in our issued debt securities, borrowings and sub-ordinated liabilities.

- Our borrowing (other than debt securities), debt securities and subordinated liabilities increased to ₹372,417.3 million, ₹394,931.3 million and ₹59,462.4 million, respectively, as at September 30, 2024, from ₹235,179.1 million, ₹348,317.3 million and ₹35,419.6 million, respectively, as at September 30, 2023.
- Our trade payables increased to ₹3,925.5 million as at September 30, 2024, from ₹3,261.9 million as at September 30, 2023.
- Our derivate financial instrument liability was ₹331.7 million as at September 30, 2024. We did not have any derivate instrument liability as at September 30, 2023.

Total financial liabilities increased by ₹198,641.3 million to ₹777,997.1 million as at March 31, 2024 from ₹579,355.8 million as at March 31, 2023, primarily due to increases in our issued debt securities, borrowings and sub-ordinated liabilities.

- Our borrowing (other than debt securities), debt securities, subordinated liabilities and other financial liabilities increased to ₹338,313.8 million, ₹348,511.2 million, ₹56,481.7 million and ₹29,552.7 million, respectively, as at March 31, 2024 from ₹242,278.0 million, ₹270,964.1 million, ₹35,411.0 million and ₹27,784.3 million, respectively, as at March 31, 2023.
- Our trade payables increased to ₹5,090.0 million as at March 31, 2024 from ₹2,918.4 million as at March 31, 2023.
- Our derivate financial instrument liability was ₹47.7 million as at March 31, 2024. We did not have any derivate instrument liability as at March 31, 2023.

Total financial liabilities increased by ₹60,068.7 million to ₹579,355.8 million as at March 31, 2023, from ₹519,287.1 million as at March 31, 2022, primarily due to increases in our issued debt securities and borrowings.

- Our borrowing (other than debt securities), debt securities and other financial liabilities increased to ₹242,278.0 million, ₹270,964.1 million and ₹27,784.3 million, respectively, as at March 31, 2023, from ₹195,017.2 million, ₹253,323.1 million and ₹27,087.2 million, respectively, as at March 31, 2022.
- Our trade payables increased to ₹2,918.4 million as at March 31, 2023, from ₹2,469.1 million as at March 31, 2022.
- These increases were partially offset by the decrease in our subordinated liabilities to ₹35,411.0 million, from ₹41,390.5 million.

Total non-financial liabilities

Total non-financial liabilities increased by ₹47.7 million, to ₹8,685.4 million as at September 30, 2024, from ₹8,637.7 million as at September 30, 2023, primarily due to an increase in provisions for employee related expenses and other operating expenses.

Total non-financial liabilities increased by ₹3,362.5 million, to ₹10,140.9 million as at March 31, 2024, from ₹6,778.4 million as at March 31, 2023, primarily due to an increase in provisions for employee related expenses and other operating expenses.

Total non-financial liabilities increased by ₹1,203.4 million, to ₹6,778.4 million as at March 31, 2023, from ₹5,575.0 million as at March 31, 2022, primarily due to an increase in provisions for employee related expenses and other operating expenses.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs for our operations. We have met these requirements through cash flows from operations and borrowings.

Our Asset Liability Committee oversees liquidity risk management and ensures sufficient levels of liquidity and effective interest rate risk management. We monitor various metrics such as Net Interest Margins (NIM), maturity profiles, stock ratios, and asset-liability mix when assessing our liquidity position.

Cash Flows

The table below summarises the statement of cash flows, as per our restated consolidated cash flow statements, for the years indicated:

| Particulars | For the six-month period ended September 30, (₹ in million) | | For Fiscal (₹ in million) | | |
|--|---|------------|---------------------------|------------|------------|
| | 2024 | 2023 | 2024 | 2023 | 2022 |
| Net cash used in operating activities (A) | (92,088.5) | (60,976.5) | (167,360.4) | (68,506.1) | 19,871.0 |
| Net cash generated from (used in) investing activities (B) | 12,507.2 | (4,475.9) | (21,455.6) | 9,733.2 | (7,032.8) |
| Net cash generated from (used in) financing activities (C) | 82,561.0 | 68,690.0 | 191,335.5 | 57,959.9 | (14,995.4) |
| Net increase (decrease) in cash and cash equivalents (A+B+C) | 2,979.7 | 3,237.4 | 2,519.5 | (813.0) | (2,157.2) |

Operating activities

Net cash used in operating activities for the six-month period ended September 30, 2024 was ₹92,088.5 million, while our operating profit before working capital changes (including net interest cashflow of ₹36,386.8 million) was ₹25,479.6 million. The difference was primarily attributable to an increase in loans of ₹93,073.2 million and an increase in other financial assets of ₹17,940.5 million.

Net cash used in operating activities for the six-month period ended September 30, 2023 was ₹60,976.5 million, while our operating profit before working capital changes (including net interest cashflow of ₹32,718.2 million) was ₹24,454.9 million. The difference was primarily attributable to an increase in loans of ₹84,070.4 million.

Net cash used in operating activities for Fiscal 2024 was ₹167,360.4 million, while our operating profit before working capital changes (including net interest cashflow of ₹68,356.4 million) was ₹50,153.3 million. The difference was primarily attributable to an increase in loans of ₹214,059.8 million.

Net cash used in operating activities for Fiscal 2023 was ₹68,506.1 million, while our operating profit before working capital changes (including net interest cashflow of ₹49,992.2 million) was ₹36,171.5 million. The difference was primarily attributable to an increase in loans of ₹104,626.8 million.

Net cash generated from operating activities for Fiscal 2022 was ₹19,871.0 million, while our operating profit before working capital changes (including net interest cashflows of ₹46,536.8 million) was ₹35,787.9 million. The difference was primarily attributable to an increase in loans of ₹10,165.1 million and ₹5,144.3 million of direct taxes paid for Fiscal 2022.

Investing activities

Our net cash flow generated from investing activities for the six-month period ended September 30, 2024 was ₹12,507.2 million, which primarily consisted of sale of investments of ₹254,412.8 million which was partially offset by purchases of investments of ₹240,938.1 million.

Our net cash flow used in investing activities for the six-month period ended September 30, 2023 was ₹4,475.9 million, which primarily consisted of purchases of investments of ₹265,171.9 million, which was partially offset by sale of investments of ₹261,161.8 million.

Our net cash flow used in investing activities for Fiscal 2024 was ₹21,455.6 million, which primarily consisted of purchase of investments of ₹529,172.6 million, which was partially offset by sale of investments of ₹508,938.7 million.

Our net cash flow generated from investing activities for Fiscal 2023 was ₹9,733.2 million, which primarily consisted of sale of investments of ₹503,508.0 million, partially offset by purchase of investments of ₹492,676.6 million.

Our net cash flow used in investing activities for Fiscal 2022 was ₹7,032.8 million, which primarily consisted of purchase of investments of ₹245,836.2 million, which was partially offset by sale of investments of ₹239,202.0 million.

Financing activities

Our net cash generated from financing activities for the six-month period ended September 30, 2024 was ₹82,561.0 million, and primarily included proceeds from issue of borrowings (other than debt securities) of ₹214,201.5 million and proceeds from issue of debt securities of ₹127,047.4 million, which was partially offset by repayment of borrowings (other than debt securities) of ₹179,731.8 million and repayment of debt securities of ₹81,060.0 million.

Our net cash generated from financing activities for the six-month period ended September 30, 2023 was ₹68,690.0 million, and primarily included proceeds from issue of debt securities of ₹145,744.2 million and proceeds from issue of borrowings (other than debt securities) of ₹91,329.6 million, which was partially offset by repayment of debt securities of ₹68,760.9 million and repayment of borrowings (other than debt securities) of ₹98,428.5 million.

Our net cash generated from financing activities for Fiscal 2024 was ₹191,335.5 million, and primarily included proceeds from issue of borrowings (other than debt securities) of ₹299,108.7 million and proceeds from issue of debt securities of ₹221,677.1 million, which was partially offset by repayment of borrowings (other than debt securities) of ₹203,072.9 million and repayment of debt securities of ₹144,900.1 million.

Our net cash flow generated from financing activities for Fiscal 2023 was ₹57,959.9 million, which primarily consisted of proceeds from issue of borrowings (other than debt securities) of ₹172,077.5 million and proceeds from issue of debt securities of ₹100,991.8 million, which was partially offset by repayment of borrowings (other than debt securities) of ₹125,072.1 million and repayment of debt securities of ₹82,106.0 million.

Our net cash flow used in financing activities for Fiscal 2022 was ₹14,995.4 million, which primarily consisted of repayment of borrowings (other than debt securities) of ₹120,264.1 million and repayment of debt securities of ₹72,745.0 million, which was partially offset by proceeds from issue of borrowings (other than debt securities) of ₹88,003.5 million and proceeds from issue of debt securities of ₹88,760.0 million.

Non-GAAP Measures

See “*Selected Statistical Information*” on page 313 for our non-GAAP financial measures.

Credit Ratings

The following table sets forth certain information with respect to our credit ratings as at September 30, 2024:

| Facility | CARE | CRISIL |
|--|------------------|-------------------|
| Term loans from banks and financial institutions | CARE AAA; Stable | CRISIL AAA/Stable |
| Secured redeemable non-convertible debentures | CARE AAA; Stable | CRISIL AAA/Stable |
| Subordinated bonds | CARE AAA; Stable | CRISIL AAA/Stable |
| Perpetual bonds | CARE AAA; Stable | CRISIL AAA/Stable |

A credit rating is not a recommendation to buy, sell or hold securities or other financial instruments. Ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Indebtedness

As at September 30, 2024, we had borrowings (other than debt securities) of ₹372,417.3 million that comprised secured term loans from banks and financial institutions, secured external commercial borrowings and borrowings securitization. These borrowings were primarily used to fund our increased loan disbursements and maintain our liquidity coverage ratio, as mandated by the RBI Regulations. For further information on our agreements governing our outstanding indebtedness, please see “Financial Indebtedness” on page 416. The table below provides a breakdown of our borrowings as at the dates indicated:

| Particulars | As at September 30, 2024 (₹ in million) | As at September 30, 2023 (₹ in million) | As at March 31, 2024 (₹ in million) | As at March 31, 2023 (₹ in million) | As at March 31, 2022 (₹ in million) |
|--|--|--|--|--|--|
| Term loans from banks and financial institutions | 289,027.2 | 233,315.5 | 316,610.3 | 219,680.0 | 142,914.5 |
| External commercial borrowings | 83,797.5 | - | 20,851.3 | 18,899.1 | 40,170.0 |
| Borrowings under securitization | 0.0 | 1,863.6 | 852.2 | 3,708.6 | 12,056.4 |
| Total | 372,824.7 | 235,179.1 | 338,313.8 | 242,287.7 | 195,140.9 |
| Less: Unamortized borrowing cost | (407.4) | - | - | (9.7) | (123.7) |
| Borrowings (other than debt securities) | 372,417.3 | 235,179.1 | 338,313.8 | 242,278.0 | 195,017.2 |

Further, as at September 30, 2024, we had debt securities of ₹394,931.3 million that comprised privately placed secured redeemable non-convertible debentures and unsecured commercial papers. As at September 30, 2024, we also had subordinated liabilities of ₹59,462.4 million that comprised Tier II redeemable non-convertible unsecured bonds and redeemable non-convertible unsecured perpetual bonds. Our other financial liabilities primarily comprised accrued interest, overdrawn bank balances and lease liabilities. The table below provides a breakdown of our debt securities, subordinated liabilities and other financial liabilities as at the dates indicated:

| Particulars | As at September 30, 2024 (₹ in million) | As at September 30, 2023 (₹ in million) | As at March 31, 2024 (₹ in million) | As at March 31, 2023 (₹ in million) | As at March 31, 2022 (₹ in million) |
|-----------------------------|--|--|--|--|--|
| Debt securities | 394,931.3 | 348,317.3 | 348,511.2 | 270,964.1 | 253,323.1 |
| Subordinated liabilities | 59,462.4 | 35,419.6 | 56,481.7 | 35,411.0 | 41,390.5 |
| Other financial liabilities | 31,056.6 | 28,552.3 | 29,552.7 | 27,784.3 | 27,087.2 |

Capital Expenditure

Our historical capital expenditures primarily included purchase of property, plant and equipment and intangible assets, which amounted to ₹977.5 million, ₹472.9 million, ₹1,233.7 million, ₹1,113.1 million and ₹411.3 million in the six-month periods ended September 30, 2024, September 30, 2023 and Fiscals 2024, 2023 and 2022, respectively.

Contingent Liabilities and Commitments

The table below sets forth our contingent liabilities and commitments as at September 30, 2024. For further details, see “—Restated Consolidated Financial Information” on page 325.

| Particulars | September 30, 2024 (in ₹ million) |
|--|--------------------------------------|
| I) Claims against the Company not acknowledged as debt (i+ii) | 1,216.6 |
| i) Suit filed by borrowers | 360.1 |
| ii) Other contingent liabilities in respect of: | |
| Provident Fund matter | 501.4 |
| Payment of Bonus (Amendment) Act, 2015 | 348.8 |
| Payment of Labour Welfare Fund | 3.2 |
| Maharashtra Professional Tax Assessment | 3.1 |
| II) Estimated amount of contracts remaining to be executed on capital account and not provided for | 1,021.4 |
| III) Undrawn committed sanctions to borrowers | 3,899.3 |
| Total contingent Liabilities (I+II+III) | 6,137.2 |

Off-Balance-Sheet Arrangements

Except for loans that are assigned by us to banks and other financial institutions, we do not have any off-balance-sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance-sheet arrangements that would materially affect our financial condition or financial results.

Related-Party Transactions

We enter into various transactions with related parties. For further information, please see “Other Financial Information—Related-Party Transactions” and “—Restated Consolidated Financial Information—Note 37: Related Party Disclosure” on pages 364.

Capital Adequacy

Our Company is subject to the capital adequacy ratio requirements prescribed by the RBI under the NBFC Scale-Based Regulations. We are required to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, of not less than 15.00% of our aggregate risk-weighted assets on the balance sheet and risk-adjusted value of off-balance sheet items, of which Tier I capital cannot be less than 10.00%.

The following table sets forth information relating to our capital adequacy ratio (capital to risk (weighted) assets (“CRAR”)) as at the dates indicated:

| Particulars | September 30, 2024 (₹ in million except percentages) | September 30, 2023 (₹ in million except percentages) | March 31, 2024 (₹ in million except percentages) | March 31, 2023 (₹ in million except percentages) | March 31, 2022 (₹ in million except percentages) |
|----------------------------|--|--|---|---|---|
| Total Risk Weighted Assets | 102,646.9 | 76,611.3 | 94,982.0 | 69,106.1 | 59,209.1 |
| Tier I Capital | 15,027.3 | 12,035.8 | 13,412.8 | 10,994.3 | 9,010.2 |
| Tier II Capital | 4,784.4 | 2,845.8 | 4,868.3 | 2,864.1 | 2,960.3 |
| Total Capital | 19,811.7 | 14,881.6 | 18,281.1 | 13,858.4 | 11,970.5 |
| CRAR% | 19.30% | 19.42% | 19.25% | 20.05% | 20.22% |
| CRAR –Tier I Capital % | 14.64% | 15.71% | 14.12% | 15.91% | 15.22% |
| CRAR –Tier II Capital % | 4.66% | 3.71% | 5.13% | 4.14% | 5.00% |

Qualitative and Quantitative Disclosure about Market Risks

Market risk is the risk that the fair value or future cash flow of financial instrument will fluctuate due to changes in market variables such as interest rates, foreign exchange rates (among others). The objective of market risk management is to manage and control market risk exposure within acceptable parameters while maximizing the return. Cash and cash equivalents, bank balance other than cash and cash equivalents, trade receivables, and other financial assets do not have any interest and market risk exposure due to the nature of balances.

Interest rate risk

As at September 30, 2024, 71.44% of our Total Borrowings were subject to fixed interest rates, with 28.56% of our Total Borrowings subject to floating interest rates. The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's statement of profit and loss.

| Particulars | % increase/decrease in rate | | | | | Increase/decrease in profit (₹ in million) | | | | |
|-------------------------------|-----------------------------|--------------------|----------------|----------------|----------------|---|--------------------|----------------|----------------|----------------|
| | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 | September 30, 2024 | September 30, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Borrowings that are re-priced | 0.25% | 0.25% | 0.25% | 0.25% | 0.25% | 590.4 | 569.5 | 737.7 | 487.5 | 316.9 |
| Loans that are re-priced | 0.25% | 0.25% | 0.25% | 0.25% | 0.25% | 552.2 | 448.7 | 504.9 | 417.8 | 356.3 |

Foreign currency management

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Our foreign currency risk arises primarily from foreign currency borrowings. We manage this foreign currency risk by entering into cross-currency swaps and forward contracts. When a derivative is entered into for hedging purposes, we negotiate the terms of those derivatives to match with the terms of the hedge exposure. Our policy is to fully hedge foreign currency borrowings at the time of drawdown and remain so until repayment.

We hold derivative financial instruments such as cross-currency interest-rate swap to mitigate the risk of changes in exchange rate in foreign currency and the floating interest rate. The counterparty for these contracts is generally a bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “—Significant Factors affecting our Results of Operations and Financial Condition” and the uncertainties described in “Risk Factors” on page 28. Except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income.

New Products or Business Segments

Except as described in this Draft Red Herring Prospectus, we have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and the introduction of new products.

Future Relationship between Cost and Income

Other than as described elsewhere in the sections “Risk Factors”, “About our Company—Our Business” and “Management's Discussion and Analysis of Financial Condition and Results of Operations” on pages 28, 233 and 387, there are no known factors that will have a material adverse impact on our operations and financial condition.

Significant Dependence on a Single or Few Customers or Suppliers

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers or suppliers.

Competitive Conditions

We operate in a competitive environment. See sections “*Risk Factors—Internal Risk Factors—The lending services industry in India is highly competitive and our inability to compete effectively could adversely affect our business, results of operations, cash flows and financial condition*”, “*Industry Overview*” and “*Our Business—Competition*” on pages 34, 163 and 261, respectively.

Seasonality/Cyclicality of Business

Our operations and demand for our products are affected by seasonal trends in the Indian economy, which may affect our results of operations. For example, during the festive seasons in India (primarily October and November), while the demand for our Asset Finance products generally decrease, the demand for our Consumer Finance products tends to increase. By contrast, the demand for our Asset Finance products generally increase during the Fiscal fourth quarter, while the demand for our Consumer Finance products tends to decrease. Furthermore, other events, such as weather changes like heatwaves and election periods at both state and national levels, may have an impact on our operations and results of operations.

Significant Developments after September 30, 2024 That May Affect Our Future Results of Operations

Other than as disclosed below and elsewhere in this Draft Red Herring Prospectus, no circumstances have arisen since September 30, 2024 that could materially and adversely affect, or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at September 30, 2024 derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Consolidated Financial Information" beginning on pages 28, 387 and 325, respectively.

(₹ in million, except ratios)

| Particulars | Pre-Offer as at September 30, 2024* | As adjusted for the proposed Offer# |
|---|-------------------------------------|-------------------------------------|
| Total Borrowings | | |
| Debt Securities (A) | 394,931.3 | [●] |
| Borrowings (other than debt securities) (B) | 372,417.3 | [●] |
| Subordinated liabilities (C) | 59,462.4 | [●] |
| Total Borrowings (D = A+B+C)⁽¹⁾ | 826,811.0 | [●] |
| Net Worth | | |
| Equity share capital (E) | 7,939.6 | [●] |
| Other equity (F) | 140,853.7 | [●] |
| Deferred tax assets (G) | 9,435.5 | |
| Net Worth (H = E+F-G)⁽²⁾ | 139,357.8 | [●] |
| Total Capitalisation (I=D+H) | 966,168.8 | [●] |
| Ratio: Debt to Equity | 5.93 | [●] |
| Ratio: Adjusted Debt to Equity⁽³⁾ | 5.93 | [●] |

Notes:

* The amounts disclosed above are based on Restated Consolidated Financial Information of our Company.

The corresponding post offer capitalisation data for each of amounts mentioned in the above table is not determinable at this stage pending the completion of book building process and hence the same has not been provided in above table. To be updated upon finalization of the Offer Price.

(1) Total borrowings represent sum of debt securities, borrowings (other than debt securities) and subordinated liabilities as of the last day of relevant fiscal.

(2) Net worth means sum of equity share capital and other equity as of the last day of relevant fiscal less deferred tax assets.

(3) Ratio of the Total Borrowings to total net worth of the last day of the specified period.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of its business for the purposes of onward lending activities and to finance working capital requirements.

For details regarding the borrowing powers of our Company, please see “*Our Management – Borrowing Powers of our Board of Directors*” on page 296.

Set forth below is a table of the aggregate borrowings of our Company, as on September 30, 2024, on consolidated basis:

| Category of borrowing | Sanctioned amount | Outstanding amount* |
|--|--------------------|---------------------|
| Term Loans from Banks | 4,61,339.6 | 2,64,027.2 |
| Foreign currency loans | - | - |
| Loans repayable on demand – Cash Credit/WCDL | 47,150.0 | 25,000.0 |
| Term Loans from NHB | - | - |
| External Commercial Borrowings | 83,700.0 | 83,390.1 |
| Secured NCDs | 3,86,736.8 | 3,84,769.8 |
| Subordinate Debt | 44,700.0 | 44,584.5 |
| Perpetual Debt | 15,000.0 | 14,877.9 |
| Commercial Paper | 10,250.0 | 10,161.6 |
| Total | 10,48,876.4 | 8,26,811.0 |

Note:

* As certified by the Joint Statutory Auditors pursuant to the certificate dated October 29 2024.

1. Figures as on September 30, 2024

2. For Market Borrowing (NCD and CP) Face Value has been considered as sanction amount.

Principal terms of the subsisting borrowings availed by our Company:

1. **Interest:** The interest rates for the term loans availed by our Company typically ranges from 4.50% per annum to 8.65% per annum, which is linked to the marginal cost of fund-based lending rate or external benchmark rates.

Our Company has also issued NCDs to various subscribers. For such borrowings, we enter into debenture trust deeds (“**DTDs**”) and, in terms of such DTDs, a specified interest or coupon rate is to be paid per annum. The interest rate for the NCDs issued by our Company as of September 30, 2024 typically ranged from 5.70% to 8.38% per annum.

Our Company has also issued Sub-Debt to various subscribers. For such borrowings, we enter into debenture trust deeds (“**DTDs**”) and, in terms of such DTDs, a specified interest or coupon rate is to be paid per annum. The interest rate for the Sub-Debt issued by our Company as of September 30, 2024 typically ranged from 7.35% to 9.70% per annum.

Our Company has also issued Perpetual Debt Instrument to various subscribers. For such borrowings, we enter into debenture trust deeds (“**DTDs**”) and, in terms of such DTDs, a specified interest or coupon rate is to be paid per annum. The interest rate for the Perpetual Debt Instrument issued by our Company as of September 30, 2024 typically ranged from 7.68% to 9.40% per annum.

2. **Tenor:** The tenor of the term loans availed by our Company typically ranges approximately one to six years. Certain short-term loans availed by our Company have a tenor of up to one year.

The maturity date of the NCDs issued by the Company is typically from 1 to 10 years.

3. **Security:** In terms of our borrowings, including NCDs, where security needs to be created, we are typically required to create security primarily by way of exclusive charge by way of hypothecation, on Company’s receivables.

4. **Pre-payment:** We have the option to prepay the lenders, subject to payment of prepayment charges at such rate as may be stipulated by the lenders which typically ranges from 0 to 4%. Further, some loans may be prepaid without any prepayment charges subject to the fulfilment of conditions, such as if they prepayment is made from the Company’s own sources and by providing prior notice to the lender.

5. **Re-payment:** The cash credit and working capital facilities are typically repayable on demand. The repayment period for the loan facilities availed by us is typically in quarterly / half yearly/ annual instalments or bullet payment.

6. **Key Covenants:** In terms of our facility agreements, sanction letters and the DTDs (“**Financing Documents**”), we are required to comply with various financial covenants, restrictive covenants and conditions restricting certain corporate actions, and we are required to take prior consent from the lender or the trustee (acting on the instructions of the majority debenture holders) and/or intimate the respective lender or trustee (acting on the instructions of the majority debenture holders) before carrying out such actions, including, but not limited to the following:

- (a) to effect any change or alteration in the capital structure, including any dilution in the shareholding of our Promoter;
- (b) to effect any adverse changes to or effect a major change in its capital structure;
- (c) to effect any drastic change in management which would be detrimental to the Company's repayment capacity;
- (d) to effect any change in the constitution of the Company;
- (e) approach the capital market for mobilizing resources either in form of debt or equity; and
- (f) to formulate or effect any scheme of amalgamation or merger or reconstruction.

7. **Events of Default:** In terms of our facility agreements, sanction letters and DTDs, the following, among others, constitute events of default:

- a) failure to pay any sum payable under the facilities or debentures on the due dates;
- b) failure to perform or comply with any obligations or terms and conditions under the facilities or debentures by our Company;
- c) incorrect or misleading representation, warranty or statement under the facility or debenture documents; and
- d) occurrence of a material adverse change that can affect the Company's ability to repay the loan.

8. **Consequences of occurrence of events of default:**

In terms of our facility agreements, sanction letters and DTDs, the following, among others, are the consequences of occurrence of events of default, whereby our lenders or trustees (acting on the instructions of the majority debenture holders) may:

- (i) declare all sums outstanding as immediately due and payable;
- (ii) enforce their security over the hypothecated / mortgaged assets;
- (iii) appoint nominee directors, which would require our Company to amend our AoA; in case he is not able to attend the board meeting, an observer shall be appointed to attend the meetings.
- (iv) require our Company to reconstitute its board;
- (v) convert the debt into equity in conformity with RBI guidelines; and
- (vi) levy a default interest ranging from 1% to 4% per annum on the overdue amounts.

Further, the trustee may accelerate the redemption of debentures in case of an event of default.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender or the trustee (acting on the instructions of the majority debenture holders) that may amount to an event of default under the various borrowing arrangements entered into by us.

Details of listed non-convertible debentures issued by our Company

The following table sets forth the ISIN and scrip code of the non-convertible debentures issued by our Company and listed on the debt segment of the BSE, as of September 30, 2024:

| Sr. No | ISIN number | Stock Exchange | Face Value (in ₹) | Maturity date | Coupon rate (p.a.) | Principal outstanding (in ₹ million) | Scrip Code |
|--------|--------------|----------------|-------------------|-------------------|--------------------|--------------------------------------|------------|
| 1 | INE756I08082 | BSE | 1,000,000,000.0 | November 13, 2024 | 9.5500 | 1,000.0 | 951270 |
| 2 | INE756I08090 | BSE | 2,000,000,000.0 | November 15, 2024 | 9.5500 | 2,000.0 | 951242 |
| 3 | INE756I08108 | BSE | 2,200,000,000.0 | July 22, 2026 | 8.7900 | 2,200.0 | 954533 |
| 4 | INE756I08116 | BSE | 1,700,000,000.0 | December 04, 2026 | 8.0500 | 1,700.0 | 955445 |
| 5 | INE756I08124 | BSE | 1,500,000,000.0 | February 01, 2028 | 8.4200 | 1,500.0 | 957468 |

| Sr. No | ISIN number | Stock Exchange | Face Value (in ₹) | Maturity date | Coupon rate (p.a.) | Principal outstanding (in ₹ million) | Scrip Code |
|--------|--------------|----------------|-------------------|--------------------|--------------------|--------------------------------------|------------|
| 6 | INE756I08132 | BSE | 1,300,000,000.0 | February 21, 2028 | 8.4500 | 1,300.0 | 957680 |
| 7 | INE756I08140 | BSE | 2,500,000,000.0 | July 27, 2028 | 9.0500 | 2,500.0 | 958138 |
| 8 | INE756I08157 | BSE | 2,000,000,000.0 | August 06, 2028 | 9.4000 | 2,000.0 | 958172 |
| 9 | INE756I08165 | BSE | 1,000,000,000.0 | September 07, 2028 | 9.1500 | 1,000.0 | 958257 |
| 10 | INE756I08173 | BSE | 3,500,000,000.0 | November 15, 2028 | 9.7000 | 3,500.0 | 958385 |
| 11 | INE756I08181 | BSE | 3,150,000,000.0 | June 07, 2029 | 8.8500 | 3,150.0 | 958834 |
| 12 | INE756I07EV7 | BSE | 15,000,000,000.0 | August 08, 2029 | 8.0500 | 15,000.0 | 958920 |
| 13 | INE756I08199 | BSE | 1,000,000,000.0 | August 16, 2029 | 8.7000 | 1,000.0 | 958945 |
| 14 | INE756I08207 | BSE | 1,000,000,000.0 | November 29, 2029 | 8.7000 | 1,000.0 | 959087 |
| 15 | INE756I08181 | BSE | 2,285,000,000.0 | June 07, 2029 | 8.8500 | 2,285.0 | 958834 |
| 16 | INE756I08215 | BSE | 3,565,000,000.0 | November 01, 2030 | 7.3500 | 3,565.0 | 960175 |
| 17 | INE756I07DT3 | BSE | 8,000,000,000.0 | October 25, 2024 | 5.7000 | 8,000.0 | 973395 |
| 18 | INE756I07DW7 | BSE | 1,300,000,000.0 | June 26, 2026 | Zero Coupon | 1,300.0 | 973445 |
| 19 | INE756I07DX5 | BSE | 5,000,000,000.0 | September 11, 2026 | 6.3500 | 5,000.0 | 973444 |
| 20 | INE756I07DX5 | BSE | 5,600,000,000.0 | September 11, 2026 | 6.3500 | 5,600.0 | 973444 |
| 21 | INE756I08231 | BSE | 1,500,000,000.0 | October 29, 2031 | 7.6800 | 1,500.0 | 973562 |
| 22 | INE756I07DZ0 | BSE | 5,000,000,000.0 | November 08, 2024 | 5.7500 | 5,000.0 | 973568 |
| 23 | INE756I07DZ0 | BSE | 7,750,000,000.0 | November 08, 2024 | 5.7500 | 7,750.0 | 973568 |
| 24 | INE756I07EB9 | BSE | 2,000,000,000.0 | June 19, 2025 | 6.0000 | 2,000.0 | 973680 |
| 25 | INE756I07ED5 | BSE | 4,000,000,000.0 | March 17, 2025 | 6.3000 | 4,000.0 | 973848 |
| 26 | INE756I07DT3 | BSE | 1,300,000,000.0 | October 25, 2024 | 5.7000 | 1,300.0 | 973395 |
| 27 | INE756I07EE3 | BSE | 3,500,000,000.0 | January 24, 2025 | 7.4900 | 3,500.0 | 973972 |
| 28 | INE756I07EF0 | BSE | 3,300,000,000.0 | July 07, 2025 | Zero Coupon | 3,300.0 | 974040 |
| 29 | INE756I07EG8 | BSE | 1,250,000,000.0 | August 11, 2025 | 7.7000 | 1,250.0 | 974041 |
| 30 | INE756I07E14 | BSE | 8,910,000,000.0 | September 23, 2025 | 7.5000 | 8,910.0 | 974115 |
| 31 | INE756I07EJ2 | BSE | 3,250,000,000.0 | September 10, 2027 | 7.6500 | 3,250.0 | 974179 |
| 32 | INE756I07EF0 | BSE | 800,000,000.0 | July 07, 2025 | Zero Coupon | 800.0 | 974040 |
| 33 | INE756I07EF0 | BSE | 570,000,000.0 | July 07, 2025 | Zero Coupon | 570.0 | 974040 |
| 34 | INE756I07E14 | BSE | 450,000,000.0 | September 23, 2025 | 7.5000 | 450.0 | 974115 |
| 35 | INE756I07EK0 | BSE | 2,500,000,000.0 | January 13, 2026 | Zero Coupon | 2,500.0 | 974324 |
| 36 | INE756I07EL8 | BSE | 8,100,000,000.0 | February 25, 2026 | 8.0400 | 8,100.0 | 974325 |
| 37 | INE756I07EK0 | BSE | 2,000,000,000.0 | January 13, 2026 | Zero Coupon | 2,000.0 | 974324 |
| 38 | INE756I07EL8 | BSE | 6,500,000,000.0 | February 25, 2026 | 8.0400 | 6,500.0 | 974325 |
| 39 | INE756I07EM6 | BSE | 2,600,000,000.0 | November | 7.9600 | 2,600.0 | 974366 |

| Sr. No | ISIN number | Stock Exchange | Face Value (in ₹) | Maturity date | Coupon rate (p.a.) | Principal outstanding (in ₹ million) | Scrip Code |
|--------|--------------|----------------|-------------------|--------------------|--------------------|--------------------------------------|------------|
| | | | | 17, 2025 | | | |
| 40 | INE756I07EK0 | BSE | 850,000,000.0 | January 13, 2026 | Zero Coupon | 850.0 | 974324 |
| 41 | INE756I07EN4 | BSE | 1,850,000,000.0 | July 14, 2026 | 7.8400 | 1,850.0 | 974442 |
| 42 | INE756I07EK0 | BSE | 5,100,000,000.0 | January 13, 2026 | Zero Coupon | 5,100.0 | 974324 |
| 43 | INE756I07EO2 | BSE | 17,760,000,000.0 | March 16, 2026 | 7.9900 | 17,760.0 | 974535 |
| 44 | INE756I07EP9 | BSE | 2,440,000,000.0 | April 17, 2026 | 8.0736 | 2,440.0 | 974616 |
| 45 | INE756I07EQ7 | BSE | 3,231,800,000.0 | March 17, 2028 | Zero Coupon | 3,231.8 | 974684 |
| 46 | INE756I07ER5 | BSE | 6,100,000,000.0 | April 24, 2026 | 8.3774 | 6,100.0 | 974683 |
| 47 | INE756I07EE3 | BSE | 13,000,000,000.0 | January 24, 2025 | 7.4900 | 13,000.0 | 973972 |
| 48 | INE756I07ES3 | BSE | 15,000,000,000.0 | May 30, 2025 | 8.1965 | 15,000.0 | 974767 |
| 49 | INE756I07EG8 | BSE | 5,850,000,000.0 | August 11, 2025 | 7.7000 | 5,850.0 | 974041 |
| 50 | INE756I07ED5 | BSE | 6,000,000,000.0 | March 17, 2025 | 6.3000 | 6,000.0 | 973848 |
| 51 | INE756I07ER5 | BSE | 4,000,000,000.0 | April 24, 2026 | 8.3774 | 4,000.0 | 974683 |
| 52 | INE756I07EB9 | BSE | 6,150,000,000.0 | June 19, 2025 | 6.0000 | 6,150.0 | 973680 |
| 53 | INE756I07DX5 | BSE | 5,950,000,000.0 | September 11, 2026 | 6.3500 | 5,950.0 | 973444 |
| 54 | INE756I07ET1 | BSE | 4,000,000,000.0 | May 08, 2026 | 8.1800 | 4,000.0 | 974947 |
| 55 | INE756I07DT3 | BSE | 5,000,000,000.0 | October 25, 2024 | 5.7000 | 5,000.0 | 973395 |
| 56 | INE756I07EB9 | BSE | 5,300,000,000.0 | June 19, 2025 | 6.0000 | 5,300.0 | 973680 |
| 57 | INE756I07EB9 | BSE | 5,000,000,000.0 | June 19, 2025 | 6.0000 | 5,000.0 | 973680 |
| 58 | INE756I07EG8 | BSE | 8,250,000,000.0 | August 11, 2025 | 7.7000 | 8,250.0 | 974041 |
| 59 | INE756I07EU9 | BSE | 7,450,000,000.0 | December 08, 2026 | 7.9880 | 7,450.0 | 974990 |
| 60 | INE756I07EF0 | BSE | 2,250,000,000.0 | July 07, 2025 | Zero Coupon | 2,250.0 | 974040 |
| 61 | INE756I07EG8 | BSE | 7,200,000,000.0 | August 11, 2025 | 7.7000 | 7,200.0 | 974041 |
| 62 | INE756I07EF0 | BSE | 1,500,000,000.0 | July 07, 2025 | Zero Coupon | 1,500.0 | 974040 |
| 63 | INE756I07EU9 | BSE | 1,650,000,000.0 | December 08, 2026 | 7.9880 | 1,650.0 | 974990 |
| 64 | INE756I07ED5 | BSE | 7,250,000,000.0 | March 17, 2025 | 6.3000 | 7,250.0 | 973848 |
| 65 | INE756I07EP9 | BSE | 5,975,000,000.0 | April 17, 2026 | 8.0736 | 5,975.0 | 974616 |
| 66 | INE756I07EG8 | BSE | 5,200,000,000.0 | August 11, 2025 | 7.7000 | 5,200.0 | 974041 |
| 67 | INE756I07EW5 | BSE | 2,500,000,000.0 | November 16, 2028 | 8.1293 | 2,500.0 | 975203 |
| 68 | INE756I07EU9 | BSE | 1,150,000,000.0 | December 08, 2026 | 7.9880 | 1,150.0 | 974990 |
| 69 | INE756I07EM6 | BSE | 8,760,000,000.0 | November 17, 2025 | 7.9600 | 8,760.0 | 974366 |
| 70 | INE756I08249 | BSE | 1,500,000,000.0 | December 15, 2033 | 8.5000 | 1,500.0 | 975250 |
| 71 | INE756I08256 | BSE | 2,000,000,000.0 | December 22, 2033 | 8.4000 | 2,000.0 | 975263 |
| 72 | INE756I08264 | BSE | 2,000,000,000.0 | December 29, 2033 | 8.4500 | 2,000.0 | 975289 |

| Sr. No | ISIN number | Stock Exchange | Face Value (in ₹) | Maturity date | Coupon rate (p.a.) | Principal outstanding (in ₹ million) | Scrip Code |
|--------|--------------|----------------|-------------------|--------------------|--------------------|--------------------------------------|------------|
| 73 | INE756I08256 | BSE | 3,000,000,000.0 | December 22, 2033 | 8.4000 | 3,000.0 | 975263 |
| 74 | INE756I07EN4 | BSE | 5,150,000,000.0 | July 14, 2026 | 7.8400 | 5,150.0 | 974442 |
| 75 | INE756I07EM6 | BSE | 700,000,000.0 | November 17, 2025 | 7.9600 | 700.0 | 974366 |
| 76 | INE756I07EW5 | BSE | 2,500,000,000.0 | November 16, 2028 | 8.1293 | 2,500.0 | 975203 |
| 77 | INE756I07EW5 | BSE | 1,950,000,000.0 | November 16, 2028 | 8.1293 | 1,950.0 | 975203 |
| 78 | INE756I07EX3 | BSE | 1,370,000,000.0 | April 06, 2027 | 8.2378 | 1,370.0 | 975401 |
| 79 | INE756I07EO2 | BSE | 7,000,000,000.0 | March 16, 2026 | 7.9900 | 7,000.0 | 974535 |
| 80 | INE756I07EY1 | BSE | 7,190,000,000.0 | May 10, 2027 | 8.3324 | 7,190.0 | 975434 |
| 81 | INE756I08256 | BSE | 15,000,000,000.0 | December 22, 2033 | 8.4000 | 15,000.0 | 975263 |
| 82 | INE756I07EY1 | BSE | 5,000,000,000.0 | May 10, 2027 | 8.3324 | 5,000.0 | 975434 |
| 83 | INE756I07ES3 | BSE | 15,000,000,000.0 | May 30, 2025 | 8.1965 | 15,000.0 | 974767 |
| 84 | INE756I07EY1 | BSE | 700,000,000.0 | May 10, 2027 | 8.3324 | 700.0 | 975434 |
| 85 | INE756I07EL8 | BSE | 10,750,000,000.0 | February 25, 2026 | 8.0400 | 10,750.0 | 974325 |
| 86 | INE756I07EZ8 | BSE | 15,000,000,000.0 | July 05, 2027 | 8.3439 | 15,000.0 | 975650 |
| 87 | INE756I07FA8 | BSE | 4,750,000,000.0 | August 06, 2027 | 8.3333 | 4,750.0 | 975729 |
| 88 | INE756I08272 | BSE | 1,500,000,000.0 | June 13, 2034 | 8.5500 | 1,500.0 | 975737 |
| 89 | INE756I07EP9 | BSE | 5,250,000,000.0 | April 17, 2026 | 8.0736 | 5,250.0 | 974616 |
| 90 | INE756I07EW5 | BSE | 1,000,000,000.0 | November 16, 2028 | 8.1293 | 1,000.0 | 975203 |
| 91 | INE756I07EJ2 | BSE | 11,030,000,000.0 | September 10, 2027 | 7.6500 | 11,030.0 | 974179 |
| 92 | INE756I08280 | BSE | 3,500,000,000.0 | July 15, 2034 | 8.7100 | 3,500.0 | 975827 |
| 93 | INE756I07EN4 | BSE | 10,000,000,000.0 | July 14, 2026 | 7.8400 | 10,000.0 | 974442 |
| 94 | INE756I07EJ2 | BSE | 10,000,000,000.0 | September 10, 2027 | 7.6500 | 10,000.0 | 974179 |
| 95 | INE756I07EN4 | BSE | 2,000,000,000.0 | July 14, 2026 | 7.8400 | 2,000.0 | 974442 |

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) litigation involving claims related to direct and indirect taxes; and (iv) other pending litigation as determined to be material as per the Materiality Policy, in each case involving our Company, Promoter and Directors (“**Relevant Parties**”).

Further, except as stated in this section, (a) there are no disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoter in the last five Financial Years including any outstanding action; and (b) pending litigation involving our Group Companies which may have a material impact on our Company.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to the Board resolution dated October 28, 2024. Accordingly, disclosures of the following types of litigation involving Relevant Parties have been included.

All outstanding litigation, involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary actions including any penalty imposed by SEBI or stock exchanges against our Promoter in the last five Financial Years including any outstanding actions, and tax matters (direct or indirect), would be considered ‘material’ if:

- (i) where such matters involves our Company and Directors, the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of ₹ 905.27 million, being the amount equivalent to 5% of average of absolute value of profit or loss after tax, as per the last three restated consolidated financial statements of the Company; or
- (ii) where such matters involves our Promoter, the monetary amount of claim by or against the entity in any such pending proceeding is in excess of ₹ 24685.3 million, being the amount equivalent to 5% of average of absolute value of profit or loss after tax, as per the last three restated consolidated financial statements of the Company in accordance with the SEBI Listing regulations;
- (iii) With respect to where monetary liability is not quantifiable or any other outstanding litigation, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of the Company.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties (excluding notices issued by statutory or regulatory or taxation authorities), have not been considered as litigation until such time that the Relevant Parties are not impleaded as a defendant in the litigation proceedings before any judicial/ arbitral forum.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors, by way of its resolution dated October 28, 2024. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of the total trade payables of our Company as per the Restated Consolidated Financial Information of our Company as of September 30, 2024, disclosed in this Draft Red Herring Prospectus, shall be considered as ‘material’. Accordingly, as on September 30, 2024, any outstanding dues exceeding ₹ 196.3 million have been considered as material outstanding dues for the purposes of disclosure in this section.

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only

I. Litigation involving our Company

Litigation against our Company

Criminal litigation

1. Our Company issued notices (“**Notices**”) to Ikrar Ahmad (“**Complainant**”) recalling the outstanding loan amount. Thereafter, the Complainant filed a criminal complaint on March 21, 2013 (“**Complaint**”) before the Court of Chief Judicial Magistrate, Saharanpur (“**Court**”), alleging that the employees of our Company had illegally repossessed the vehicle financed by our Company by cheating. The Court rejected the Complaint on the ground that loan agreement was not submitted by Complainant and therefore there was suppression of material facts, following which, the Complainant filed a criminal revision application (“**Application**”) before the Court of District and Session Judge, Saharanpur (“**District Court**”) alleging that the Court had committed legal and factual mistake in dismissing the Complaint. The District Court dismissed the Application on November 30, 2013 stating that the application has been filed by concealing facts and making wrong statements.

Thereafter, the Complainant filed criminal miscellaneous application before the Allahabad High Court challenging the order of the District Court. The matter is currently pending.

2. Our Company issued notices to Pradeep Kumar (“**Complainant**”) to deposit the defaulted amount, failing which, the secured gold would be auctioned. Due to failure in responding to the notices, the gold was auctioned off and excess amount was returned to the Complainant. The Complainant filed a miscellaneous application on August 23, 2022 under section 156(3) of CrPC before the Chief Judicial Magistrate, Agra, against our Company however, the same was dismissed. Thereafter, the Complainant filed a criminal complaint before the trial court (“**Court**”), following which, the Court passed an order dated February 13, 2023, summoning the Company to face trial under section 406 of the IPC. Following this, our Company filed a criminal miscellaneous application to quash the entire proceedings and the order passed by the Assistant Chief Judicial Magistrate, Agra (“**Court**”). The matter is currently pending.
3. Mousumi Mukherjee (“**Complainant**”) filed a first information report (“**FIR**”) on January 1, 2019 at Bantra Police Station, Howrah under Section 154 of CrPC against our Company alleging misbehaviour and harassment for non-payment of instalments, in relation to a loan availed by her husband, Amit Mukherjee, from our Company. The FIR has also been submitted to the Chief Judicial Magistrate at Howrah Court. The matter is currently pending. The matter is currently pending.
4. Dehdani Sajjan Singh (“**Complainant**”) filed a complaint on March 25, 2019 under Section 406, 420, 120B, 504 and 506 of IPC (“**Complaint**”) against our Company before the Metropolitan Magistrate, Kanpur Nagar alleging that our Company compelled the Complainant to avail a gold loan and pursuant to which a home loan will be granted to the Complainant, however, the home loan was not granted to the Complainant even after availing the said gold loan. A summons order dated December 5, 2019 was issued by the Additional Chief Metropolitan Magistrate, Kanpur Nagar to the officials of our Company after taking facts of the case on record. Thereafter, certain employees of our Company filed a criminal miscellaneous application under section 482 of CrPC before the Allahabad High Court (“**Court**”) alleging the malicious intention of the Complainant to harass the Company and pressurising the Company to fulfil the Complainant’s undue and unreasonable demands, praying for the quashing of the Complaint and the order passed by the Additional Chief Metropolitan Magistrate, during the pendency of the application. The Court passed an order dated January 29, 2024 referring the matter to mediation and staying the proceedings. The matter is currently pending.
5. Triveni Enterprises (“**Borrower**”) has filed a securitisation application (“**Application**”) on March 4, 2024 before the Debts Recovery Tribunal, Jaipur alleging that the Borrower’s account has been wrongfully classified as a non-performing asset (“**NPA**”) by our Company, and praying for, *inter alia*, the actions taken pursuant to such classification, including the auction notice to sell the mortgaged property be considered illegal. Manju Devi Agrawal (“**Complainant**”), the wife of late Narottam Lal Agarwal, who was named as a guarantor in relation to the mortgaged loan taken by the Borrower from our Company, filed a first information report on March 18, 2024 against certain employees of our Company under sections 306, 120B, 384, 323, and 341 of the IPC alleging that her husband was instigated to commit suicide due to harassment and humiliation by the employees of our Company. The matter is currently pending.
6. Mukesh Anchal (“**Applicant**”) has filed application on November 14, 2022 under section 340 CrPC against our Director, and others alleging that our Company’s officers has provided false affidavit, fabricated averment in the petition under section 9 of Arbitration and Conciliation Act, 1996 and committed the offence of perjury. The Applicant has prayed for allowing the Application allowed with cost and registering first information report under sections 181, 191, 193, 196, 199 420, 120(B) 34, 409, 467, 468, 471, 200, and 209 of IPC against our Managing Director and other respondents. Our Company has filed the reply denying the allegations made by Applicant. The matter is currently pending.
7. Naresh Kumar Rana (“**Complainant**”) has filed a complaint against certain employees of our Company and collection agents before the Court of Chief Judicial Magistrate, Chatra. The Complainant had approached the Company for financing his twelve-wheeler truck. The Complainant had alleged that the Company has illegally confiscated his truck. The present Complaint has been filed alleging that the Company has cheated, illegally sold his twelve-wheeler truck and have embezzled the entire money. The matter is currently pending.
8. Santosh Dattu Gaikwad (“**Complainant**”) filed a complaint on July 17, 2019 before the Session and District Court, Sangamner, against our Company and certain employees of our Company under section 120-B, 363, 384, 392 and 420 of IPC and sections 3(u) and 3(zb) of the Scheduled Caste and Scheduled Tribes (Prevention of Atrocities) Amendment Act, 2018, alleging that our Company officials were not depositing the instalments paid by the Complainant on time and forcefully took possession of his vehicle and did not provide him with receipts on payment of instalments in relation to a loan availed from the Company. The Additional Sessions Judge, Sangamner by order dated September 9, 2019 directed the Police Station Sangamner City to register the

crime and investigate it under section 156 (3) of CrPC and the Scheduled Caste and Scheduled Tribes (Prevention of Atrocities) Amendment Act, 2018. The matter is currently pending.

9. Ravi Kumar Chandravanshi (“**Complainant**”) filed a complaint on September 9, 2022 in Govindpur, Police Station against the employees of our Company (“**Accused**”) and Mani Lal Mahto (“**Borrower**”) for not paying him the amount due to him for the purchase of vehicle by the Borrower. It was stated in the Complaint, the loan was issued to the Borrower after due verification of documents by the Accused and our Company, and the Borrower was supposed to finance the purchase of vehicle from the Complainant by the loan availed from the Company. A notice was issued to the Accused under section 41(A) of CrPC. The matter is currently pending.
10. Kashmir Singh (“**Petitioner**”) has filed a criminal writ petition (“**Petition**”) before the Punjab and Haryana High Court on February 14, 2024 alleging harassment and misbehaviour by the employees of our Company (“**Accused**”) and forcible recovery of a vehicle financed by our Company, by way of a loan of ₹1.37 million. The Petitioner stated that pursuant to the default in the payment of instalments by the Petitioner, the Accused stopped the Petitioner from plying his vehicle. Our Company has filed a reply on August 19, 2024 to the Petition, *inter alia*, denying the attempt to repossess the vehicle and alleging that the Petition has been filed with malafide motive to cause delay in repayment and material facts of the case have been concealed. The matter is currently pending.
11. Devendra Singh (“**Complainant**”) filed an FIR under sections 147, 323, 504 and 506 of the IPC on March 4, 2023 against Ajay Singh (“**Petitioner**”), an employee of our Company, who subsequently filed a writ petition before the High Court at Allahabad against the validity of the FIR. The Petitioner stated in the criminal writ petition that the Complainant has defaulted in payment of instalments and his contractual liability and the FIR is thereby made on false and frivolous grounds. The High Court issued guidelines on August 2, 2023 to the police authorities to issue a notice to the informant under section 41 and 41(A) of the CrPC and summon the Petitioner. The matter is currently pending.
12. Barnali Das (“**Complainant**”) filed a first information report on December 6, 2023 at the Dispur Police Station under sections 420, 463 and 464 of the IPC, against our Company, alleging that false signatures and thumb impressions of the Complainant and her parents were used to process a loan (“**Loan**”). The Complainant and our Company have entered into a compromise vide a letter dated February 15, 2024 reducing the rate of interest of the Loan. The matter is currently pending.
13. Sanjay Agarwal (“**Complainant**”) has filed a criminal complaint on January 29, 2016 before the Metropolitan Magistrate Court, Kolkata (“**Court**”) against certain Directors of our Company alleging forged signature on loan agreement. The Court issued a summons order/issue process order on March 3, 2017 basis police investigation report (“**Summons Order**”). Our Company has challenged the Summons Order and filed quashing petition on August 11, 2017 before Calcutta High Court (“**High Court**”) and the High Court has set aside the earlier investigation report & directed for re-investigation by order dated August 7, 2023. Pursuant to this the police has conducted the re-investigation and filed a report on March 13, 2024 before the Court against our Directors by exonerating two of our directors namely Venkatraman Srinivasan and Smita Affinwalla. The matter is currently pending and no first information report has been filed till date.
14. Dilip Sharma (“**Complainant**”) filed a first information report March 16, 2017 against certain officials of the Company (“**Accused**”) for offences under section 323, 326, 307, 384, 506 and, 34 of the IPC read with section 25 and 27 of the Arms Act, 1957, alleging assault by the Accused upon the Complainant’s repayment default. Thereafter, the Complainant filed an application under section 156 (3) of the CrPC against the officials of our Company before the court of Additional Chief Justice Magistrate, Barrackpore for treating the first information report for investigation. The matter is currently pending.
15. Sekh Meherban (“**Complainant**”) filed a first information on June 19, 2013 report under sections 420, 417, 341, 323, 406, 409, 464, 468, 120-B and 34 of the IPC against our Company alleging conspiracy and assault on him by the Complainant’s son and the bank manager of our Company, for forging signatures and fraudulently procuring a loan on the Complainant’s name. The matter is currently pending.
16. Dr. Ganpat Gunda Khadtare (“**Petitioner**”) has filed a petition bearing no 745/2020 dated March 12, 2020 (“**Petition**”) before the Metropolitan Magistrate Court at Esplanade, Mumbai (“**Court**”) challenging the Court’s order dated January 15, 2020 (“**Order**”) that was passed in favour of our Company’s application under section 14 of the SARFAESI Act. The Petitioner in the Petition has alleged that our Company has secured the Order through misrepresentation and fraud. This Petition was dismissed by the Court by an order dated March 13, 2020. The Petitioner has also filed a private complaint u/s 156 (3) on December 27, 2021 against our Company and some of our Directors, alleging forgery and cheating by our Company. The Court has passed the order dated December 23, 2022 directing Police Station, Azad Nagar to conduct an inquiry under section 202 of Cr.P.C and

submit the report before the Court. Accordingly, inquiry has been conducted and a final report in favor of our Company has been submitted before the Court on September 26, 2022. The Petitioner has also filed a pre-deposit waiver application dated December 23, 2022, before the DRAT along with a miscellaneous appeal. The said pre-deposit waiver application was allowed by the DRAT on January 27, 2023. Our Company has filed a writ petition dated May 29, 2023 (“**Writ Petition**”) challenging the order dated January 27, 2023 passed by the Debt Recovery Appellate Tribunal (“**DRAT**”), *inter alia* on grounds that the DRAT had virtually accepted all the contentions of the Petitioner at the pre-deposit application stage. . The Writ Petition was disposed off by High Court of Bombay by order dated July 20, 2023 directing the DRAT to hear the appeal on its merits. The matter is currently pending.

17. Paramjit Kaur (“**Petitioner**”) has filed a petition on March 12, 2024 before the High Court of Punjab and Haryana against our Company, alleging that the agents of our Company restrained the Petitioner from plying her vehicle, which was financed by way of a loan from our Company (“**Loan**”), upon default in payment of the Loan installments. The matter is currently pending.
18. Gulakala Basava Punna Rao along with others (“**Complainants**”) filed a complaint on December 3, 2014 (“**Complaint**”) against our Company before the Additional Junior Civil Judge Cum Munsif Magistrate, Guntur alleging, *inter alia*, that certain notices were mistakenly issued to the Complainants in relation to a loan availed from the Company. The Complainants also stated that they received suit summons from the office of the Arbitrator, further alleging that the Company had malafide intentions towards the Complainants. The matter is currently pending.
19. Shivank Keshari (“**Complainant**”) has filed a first information report on March 31, 2023 at Police Station, Varuna against an employee of our Company under section 419, 420, 467, 468, 354, 504 and 506 of the IPC for collusion with one of our borrowers by cheating and conspiring by taking control of the refinanced vehicle. The matter is currently pending.
20. Savtoon (“**Complainant**”) has filed a first information report on February 2, 2024 at Police Station, Kotwali Nagar against an employee of our Company under section 419, 420, 467, 468, 354, 504 and 506 of the IPC for cheating, forgery, fabricating documents, and misbehaving with the Complainant for payment of dues. The matter is currently pending.
21. Ranjeeta Devi (“**Complainant**”) has filed a first information report on June 14, 2023 at Police Station, Kotwali against an employee of our Company under section 341, 323, 504, 506 and 394 of the IPC for alleged assault and harassment of her husband by employees of our Company for non-payment of loan instalments. The matter is currently pending.
22. Rohit Dhingra (“**Petitioner**”) has filed a petition on March 1, 2024 before the Punjab and Haryana High Court (“**High Court**”) for quashing of (a) complaint filed by our Company under section 138 of Negotiable Instruments Act, 1881 (“**NI Act**”) and (b) summons order dated May 17, 2018 passed by Judicial Magistrate First Class, Chandigarh. The Petitioner has alleged that they had not received any notice which is a requisite under section 138 of NI Act since our Company had, with malafide intent, sent the notices to the wrong address and the orders passed and warrants issued to the Petitioner were also sent to the wrong address which denied him the right to be heard. The Petitioner has also alleged that there is another civil suit filed by the Petitioner dated March 31, 2018 pending on the same cause of action. Under the civil suit, an interim stay order dated April 12, 2018 has been passed by the Chief Judicial Magistrate, Chandigarh restraining our Company from using coercive methods for recovery of dues (“**Stay Order**”). The Petitioner along with his company, Food Stuff Trading Private Limited has filed a contempt application dated May 29, 2019, against our Company and certain Directors of our Company before the Additional Civil Judge, Senior Division, Chandigarh against our Company for being in contempt of the Stay Order (“**Contempt Application**”). The Petitioner has alleged in the Contempt Application that our Company had obtained an *ex parte* order in one of the civil suits. A reply to the Contempt Application has been filed by our Company stating that no coercive methods for recovery have been used. The matter is currently pending.
23. Bejju Narender (“**Complainant**”) has filed a first information report on March 25, 2023 against certain employees of our Company and others before the Judicial First Class Magistrate at Kosgi under sections 120B, 192, 193, 196, 198, 465, 474, 468, 389, 409, 420, 503, 504 and 506 of the IPC, alleging that the Company has, *inter alia*, committed criminal intimidation, fabrication of false evidence and cheating. The Complainant alleged that in pursuance to a loan agreement with the Company, despite paying the loan amount, his lorries were extorted by the Company. Consequently, arbitration proceedings were instituted by the Company wherein he was allegedly defrauded by fabricating false documents. Subsequently, writ petition has been filed by the Complainant and a quash petition has been filed by the Company before the High Court of Telangana. The matter is currently pending.

24. Niranjan Kumar (“**Complainant**”) has filed a complaint dated June 26, 2015 in the court of Additional Chief Judicial Magistrate, Asansol against the employees of the our Company under sections 341, 323, 468, 420, 471, 406, 467, 327 and 120B of the IPC for making misrepresentations regarding services provided by our Company and assaulting the Complainant. Thereafter, under section 156(3) of CrPC a first information report dated July 5, 2015 has been registered against our Company. The matter is currently pending.
25. Geeta devi (“**Applicant**”) has filed a miscellaneous application on March 18, 2024 in the court of Additional Chief Judicial Magistrate, Bareilly under section 156 (3) of the CrPC against a branch manager of our Company for threatening and assaulting the Applicant. The Applicant has alleged that after her husband had repaid a loan taken from our Company, he was granted a personal loan against his will and when the Applicant was unable to repay the loan, the employees of our Company vandalised her house and abused and threatened her. The matter is currently pending.
26. Suraj Prakash (“**Complainant**”) has filed a first information report on March 3, 2023 (“**FIR**”) against our Company and Satpal (“**Borrower**”) under section 154 of the CrPC for illegally repossessing financed vehicle. Employees of our Company have filed an application with the Sessions Judge, Ambala, under section 438 of the CrPC for grant of anticipatory bail on grounds of false implication alleging that our Company had entered into a loan transaction with the Borrower and pursuant to the Borrower defaulting in payment of instalments, our Company, in exercise of its rights under the loan agreement had repossessed the vehicle after sending several communications to the Borrower. The balance amount after the sale of the vehicle was also transferred into the account of the Borrower. The court of Additional Sessions Judge, Ambala has granted interim bail by order dated September 12, 2023. The matter is currently pending.
27. Prem Kumar (“**Complainant**”) has filed a complaint on September 12, 2020 against the officials of our Company in police station, Gajner, (“**Complaint**”) for illegal and forcible repossession of vehicle. The Complainant has alleged in the Complaint that the officials of the Company with malicious intent of recovering money conspired with local criminals and wrongfully repossessed the vehicle. The matter is currently pending.
28. Bhagwan Sahay (“**Complainant**”) has filed a first information report on August 20, 2021 under section 406 and 420 of IPC for fraud and cheating by illegally selling off the vehicle financed to the Complainant without information. The matter is currently pending.
29. Chandan Singh (“**Complainant**”) has filed a first information report on November 24, 2022 under section 409 and 420 of IPC for fraud and cheating by illegally selling off the vehicle financed to the Complainant without information. The Complainant has alleged that he had requested the Company to change the guarantor under the loan agreement however, our Company did not agree to it and the Complainant was unable to ply the vehicle and pay instalments, pursuant to which our Company auctioned off the vehicle without prior information to the Complainant. The matter is currently pending.
30. Ahivaran Lal (“**Complainant**”) has filed a first information report “**FIR**” on March 28, 2024 against an official of our Company in Police Station, Sadar Bazar, Shahjahanpur, under section 403 of the IPC for illegally seizing and selling of the vehicle belonging to the Complainant. The Complainant has also filed a Complaint in the court of Chief Judicial Magistrate, Shahjahanpur. An FIR was also filed against the Complainant by employee of our Company against the Complainant’s son on October 28, 2023 for assaulting him when he went for collection of dues to the Complainant’s house. The matter is currently pending.
31. R Matheshwaran (“**Complainant**”) has filed a first information report March 9, 2021 in Police Station, Thiruchengodu against the employees of our Company under section 294(b) of the IPC for abusing his son and when they had come for collection of dues payable by the Complainant. The matter is currently pending.
32. Rajanti Meena (“**Complainant**”) has filed a first information report on July 20, 2021 (“**FIR**”) with Police Station, Sadar Gangapur city under sections 420, 406, 467, 468, 471 and 120B of the IPC. against certain employees of our Company. The Complainant has alleged that he had availed a loan for financing of a tractor and had failed to pay their dues. The Complainant has alleged that the recovery agent of our Company took possession of the concerned tractor and the trolley attached to it and has sold the tractor with malicious intent. The matter is currently pending.
33. Zora Singh (“**Complainant**”) has filed a first information report (“**FIR**”) on June 4, 2019 against three employees of our Company, under sections 406 and 420 of the IPC for allegedly embezzling ₹ 300,000 from the Complainant and conspiracy by showcasing falsely that a loan had been availed on the house purchased by the Complainant and that they had the original registry. The matter is currently pending.
34. Shyojiram Jatt (“**Complainant**”) has filed a first information report on January 7, 2021 against (“**FIR**”) Raj Kumar, his wife and the Branch Manager of our Company under section 420 and 406 of the IPC for *inter alia*

allegedly forging documents in the name of Raj Kumar and obtaining a loan on the house already sold with the intention of committing fraud. The matter is currently pending.

35. Ganpat Singh (“**Complainant**”) has filed a first information report (“**FIR**”) on January 16, 2024 against the Manager of our Company and another FIR under section 379 of the IPC alleging that our Company seized the possession of the house along with the valuable belongings present in the house. The Complainant has further alleged that such valuable belongings have been stolen and the employees of the Company are involved in such theft. The matter is currently pending.
36. Jitendra Singh (“**Complainant**”) has presented a complaint (“**Complaint**”) before the Judicial Magistrate, Alwar (“**Court**”) contending, *inter alia*, that (i) a higher arbitrary interest rate was charged on their loan and (ii) that their six blank cheques were misplaced by our Company, (iii) his entire loan is eligible to be waived off due to the death of his wife as per the terms of the Sleek Credit Protect Plus Plan. A first information report dated March 10, 2022 was registered against certain employees of our company. As per the Complainant, the final report submitted by the police did not mention the correct rate of interest being charged and the subordinate court did not judicially consider the facts of the case in its order dated November 22, 2023 (“**Impugned Order**”). Thereafter a criminal revision petition was filed by the Complainant under section 397 of the Cr.P.C. against State of Rajasthan and an employee of our Company challenging the Impugned Order. The matter is currently pending.
37. Shri Kisan Chandrakant Narute (“**Complainant**”) filed an application on June 10, 2022 before the Court of Judicial Magistrate First Class, Phaltan under Section 94 of the CrPC (“**Application**”) against our Company for recovery of the possession of the alleged stolen car. In the Application it was *inter alia* contended that our Company had taken illegal possession of the vehicle of the Complainant due to non-payment of loan. It was further contended that our Company had modified and disposed the vehicle without the consent of the Complainant. The matter is currently pending.
38. Rafiullah Khan Hafizullah Khan Pathan (“**Complainant**”) filed a first information report on October 15, 2022 against our Company and others alleging that our Company in conspiracy with the other accused have forged documents and purchased a truck under the name of the Complainant without his consent. The matter is currently pending.
39. Sunita Gadewar (“**Complainant**”), wife of late Sudhakar Gadewar has filed an first information report on March 20, 2019 against an employee of our Company, alleging that our Company along with the other accused have defrauded the Complainant’s husband and caused the mental torture which instigated him to commit suicide. The matter is currently pending.
40. Sanjeet Kumar Gupta (“**Complainant**”) has filed an FIR against Naveen Kumar and Niraj Kumar Das, employees of the Company alleging that they had defrauded the Complainant by taking money for the purchase of a truck but did not transfer the ownership of the truck. The matter is currently pending.
41. Dadasaheb Kisan Jagtap (“**Complainant**”) filed an FIR against a few of our Company’s employees alleging that they defrauded the Complainant in respect of the loan installments for purchase of a vehicle. It was alleged that the employees forcefully took possession of the vehicle and did not return it on payment of the remaining installments. The matter is currently pending.
42. Sanjay Kumar (“**Complainant**”) has filed a first information report on March 17, 2021 against certain employees of our Company alleging assault and forceful extortion of his vehicle which was financed from our Company. The Complainant has alleged that, employees of our Company forcibly took the keys as well as the vehicle without any written or oral information to the Complainant even though provided a written undertaking to our Company to pay the outstanding instalments. The matter is currently pending.
43. Shivdutt Yadav (“**Complainant**”) has filed a first information report on April 4, 2024 against certain employee of our Company under sections 323, 341, 325, 307, 379, 504, 506 and 34 of IPC. The Complainant has alleged that the employees of the Company wrongfully seized their vehicle when it was plying on route and further the driver of the vehicle was abused by the employees of our Company. The matter is currently pending.
44. Lalu Ravidas (“**Complainant**”) has filed a first information report on April 16, 2022 against our Company and others under sections 120B and 420 of the IPC. The Complainant has alleged that he wanted to purchase a particular vehicle from Parvathi Auto Agency Private Limited. and paid a certain amount in cash and borrowed the rest as a loan from our Company. The Complainant further alleged that he was not given ownership of the vehicle despite paying the amount to the dealer. The matter is currently pending.

45. Ramniwas (“**Complainant**”) has filed a first information report on July 3, 2018 against our Company and others under section 365, 382, 420 and 460 of the IPC, alleging that our Company had tried to fraudulently strip the vehicle even though no pending installments were left to be paid by the Complainant. The matter is currently pending.
46. Our Company has filed a petition before the Hon’ble High Court of Judicature for Rajasthan challenging the order dated February 9, 2016 (“**Order**”) passed by the Additional Chief Metropolitan Magistrate in favour of Rishi Jain and others (“**Accused**”). The Accused borrowed a loan from our Company and created a mortgage in favour of our Company (“**Agreement**”). A clause in the Agreement permitted our Company to claim foreclosure charges in case the Accused foreclosed the account before the expiry of the maturity period. Pursuant to this clause our Company claimed foreclosure charges. The Reserve Bank of India issued a circular restricting financial institution from claiming foreclosure charges. Our Company expressed willingness to pay the foreclosure amount charged. The Accused denied and filed a consumer complaint before the District Consumer Forum No.1. The Accused also simultaneously filed a criminal complaint under section 406, 420 and 120B of the IPC before the Chief Metropolitan Magistrate, Jaipur (“**Complaint**”). The Complaint was then transferred to the Additional Chief Metropolitan Magistrate. The Additional Chief Metropolitan Magistrate issued summons to our Company and passed the Order. Our Company filed a revision petition before the Additional District and Session Judge (“**Revision Petition**”) challenging the Order. The Revision Petition was dismissed by an order dated July 29, 2016. The matter is currently pending.
47. Hiranand Hanumant Dhanakawade (“**Complainant**”) had filed a complaint on July 9, 2021 against our Company and certain employees of our Company (“**Complaint**”) for manipulating and forging certain loan documents. The Complainant thereafter filed a criminal miscellaneous application under section 385, 409, 420, 44, 464, 467, 477A and 120B of IPC (“**Application**”) against the Company and certain employees of the Company before the Judicial Magistrate First Class, Pune (“**Court**”) alleging that no action taken has been taken pursuant to the Complaint. The Court passed an order dated May 08, 2024 directing the assistant superintendent to re-register the case and issue process against the employees only against certain provisions of the IPC. The matter is currently pending.
48. Sushama Namboothiry (“**Complainant**”) has filed a first information report on January 28, 2017 before the Judicial Magistrate First Class, Changanassery under sections 420, 506 and 34 of IPC certain officials of the Company and Narayan Namboothiri (“**Accused**”) alleging that the Complainant was cheated and the property belonging to the Complainant had been wrongfully mortgaged by the Accused. The employees of the Company have filed a criminal miscellaneous petition in the High court of Kerala at Ernakulam (“**Court**”) against the Complainant and others alleging that the loan was granted after a mortgage was validly created by Narayan Namboothiry and that the entire prosecution is malafide. The Court has disposed off the application asking the employees of our Company to file a discharge since charges have not been framed by the trial court. The matter is currently pending.
49. A third party named Arun Kumar (“**Complainant**”) filed an application on September 24, 2021 under section 156(3) of Cr.PC before the Chief Judicial Magistrate, Ghaziabad, (“**Magistrate**”) against the Cholamandalam Investment and Finance Company Limited (“**Chola**”) and certain Directors of our Company, inter alia alleging that, our Company has illegally repossessed his vehicle. Our Company has also filed an application under sections 471, 420, 467, 468 and 494 of the IPC dated March 04, 2024 before the Court of Additional Civil Judge (Senior Division), Meerut against Sonu Kumar (“**Customer**”) alleging that he had illegally removed the hypothecation on the vehicle financed by our Company and had taken a loan from Chola against the same vehicle. Due to default on the payment of instalments on loan availed from Chola, the vehicle was repossessed and auctioned to the Complainant. Our Company has also submitted that since the Customer was in default, our Company repossessed the vehicle on July 01, 2020 following due process of law from the custody of the Complainant. Thereafter, the Complainant filed the above referred application against Chola and certain officials of our Company before the Magistrate. The Magistrate discarded the same on July 15, 2023, post which, the Customer filed a revision petition dated October 03, 2023 before the District and Sessions Court, Ghaziabad (“**Court**”) and the matter was remanded to the Magistrate for a fresh hearing. Thereafter, the Magistrate accepted the Application on October 4, 2024 and ordered the Police Station, Modinagar to register a case against both our Company and Chola. The matter is currently pending.
50. Prasejanji Babanrao Gholap (“**Complainant**”) has filed a first information report (“**FIR**”) on September 4, 2016 in Police Station, Sangli under section 141, 143, 146, 323, 504, 506, and 37(1)(3) of IPC against an employee of our Company for harassing and assaulting him in relation to non-payment of instalments. The matter is currently pending.

51. Harishankar Singh (“**Complainant**”) has submitted an application in Police Station, Koilwar for registering a first information report (“**FIR**”) against certain employees of our Company. The Complainant has alleged that the employees of our Company had undertaken wrongful and forcible possession of vehicle. The matter is currently pending.
52. Amar Singh (“**Complainant**”) filed an application on October 19, 2021 under section 156 (3) of CrPC against our Company alleging offences sections 419, 420 and 406 of IPC. The Complainant had alleged that our Company had settled the loan amount from insurance money and closed the loan account of his deceased son, Dinesh Kumar (“**Borrower**”) without consent from his legal heirs. Thereafter, post investigation, a cancellation report has been submitted by Police Station, Hamirpur in the court of Judicial Magistrate First Class, Hamirpur, stating that no offence under the above-mentioned sections is found to be committed. The matter is currently pending.
53. Amit Kumar has filed a first information report (“**FIR**”) on February 19, 2024 under sections 341, 323, 373, 384, 504, 506 and 34 of the IPC in Sadar Qazipur Police Station, Hajipur, against certain employee of our Company for threatening and abusing him in relation to payment of certain dues. Our employee has filed a bail application in the court of Additional District and Sessions Judge, Hajipur, which has been granted to by an order dated August 9, 2024. The matter is currently pending.
54. Sariful Islam has filed a first information report (“**FIR**”) on March 19, 2024 under sections 120-B, 406, 420, 468 and 471 of the IPC in Nagaon Police Station, against our Company alleging embezzlement of money and wrongfully financing a vehicle in his name without his knowledge or consent. A notice under section 160 of CrPC was issued to our Company and subsequently our Company had submitted its reply along with the required documents. The matter is currently pending.
55. Dharitri Samantha (“**Complainant**”) has filed a complaint on November 12, 2023 against certain staff of our Company in the court of Additional Chief Judicial Magistrate, Haldia, for abusing and harassing her. The Complainant has alleged that the employees of our Company had come to her house for collection of instalment payable in relation to the loan availed by her husband, Uttam Samantha. The matter is currently pending.

Material Civil Litigation

Nil

Actions taken by Regulatory or Statutory Authorities

The Office of the Regional Provident Fund Commissioner, Mumbai, (“**RPFC**”) by an order passed on August 30, 2007 directed HBL Global Private Limited* (“**HBL Global**”) to make a contribution of ₹ 501,471,587 which was due from them towards provident fund as the quantum of ‘basic wages’ reflected by HBL Global was less than the actual amount (“**RPFC Order**”). HBL filed a review application against the EPFO order before the RPFC which was rejected on grounds of no new arguments being made by HBL Global. Thereafter, HBL Global filed an appeal against the RPFC Order before the Employees’ Provident Funds Appellate Tribunal, New Delhi (“**Appellate Tribunal**”) and the matter was remanded back to the RPFC which was again rejected due to lack of any manifest error for reviewing the order (“**RPFC Review Order**”). HBL Global filed another appeal against the RPFC Order and RPFC Review Order before the Appellate Tribunal and both orders were set aside by an order dated October 20, 2010 (“**Impugned Order**”). Subsequently, the RPFC filed a writ petition before the High Court of Bombay (“**High Court**”) challenging the legality and validity of the Impugned Order. The matter was adjourned sine die by the High Court, through its order dated February 4, 2014. The matter is currently pending.

** HBL Global was amalgamated with our Company pursuant to a scheme of amalgamation between our Company, HBL Global and Atlas Documentary Facilitators Private Limited, See “Details regarding material acquisitions or divestments of business/undertakings, or any revaluation of assets, in the last ten years – Mergers or amalgamations – Scheme of Amalgamation between our Company, HBL Global Private Limited and Atlas Documentary Facilitators Private Limited” on page 284.*

Litigation by our Company

Material Civil Litigation

Nil

Criminal Litigation

1. Our Company has, in the ordinary course of its business, filed 258 complaints *inter alia* under Section 406, 420, 422, 467, 478, 471 and 120B of the IPC before various authorities alleging offences relating to, *inter alia*, cheating, criminal conspiracy, dishonest or fraudulent prevention of repayment of debt to our Company and enforcement of security by the Company, by certain borrowers who had availed loans from our Company and have defaulted in repayment thereof. These criminal proceedings are currently pending at various stages of adjudication before various courts.
2. Our Company has, in the ordinary course of business, initiated 14 recovery proceedings against certain borrowers (“**Respondents**”), for the dishonour of cheques under Section 138 of the NI Act. These proceedings are pending at various stages of adjudication before various courts. The aggregate amount involved in these proceedings is ₹ 9,776,501 to the extent ascertainable. The matters are currently pending.

Further, with reference to 5 of the above-mentioned cases, certain Respondents have filed appeals against the orders of the respective courts. The matters are currently pending.

Additionally, with respect to 2 of the above-mentioned cases, certain Respondents have filed a quashing petition before the Chandigarh High Court and with respect to 1 of the above-mentioned cases, certain Respondents have filed a quashing petition before the Gujarat High Court. The matters are currently pending.

Moreover, with respect to 6 of the above-mentioned cases, certain Respondents have filed leave petitions before the High Court of Andhra Pradesh, praying for a stay on the criminal proceedings by the lower court.

3. Our Company had filed a complaint on July 15, 2019 in Hare Street Police Station, Kolkata (“**Complaint**”) against Rajiv Chitlangia, Prasansa Chitlangia, Kriti Kejriwal, Anish Bagaria, Ranjan Roy, Suhita Roy, Sukanya Banerjee for fraudulently mortgaging property in favour of our Company as security for a loan facility of ₹200.00 million against property. Pursuant to the Complaint, Rajiv Chitlangia (the “**Accused**”) was charged under various provisions of the IPC for colluding with others and mortgaging the property without owning good and marketable title to the property. The matter is currently pending.
4. Our Company had filed a criminal complaint against Yusufbhai Ismailbhai Patel (“**Accused**”) under section 138 of NI Act. The Additional Chief Judicial Magistrate, Vadodara had by order dated September 18, 2019 (“**Impugned Order**”), acquitted the Accused on the ground that the Company failed to prove his case beyond reasonable doubt with relevant evidence. Subsequently, the Company filed a criminal appeal against the Impugned Order before the High Court of Gujarat. The matter is currently pending.
5. Our Company had initiated proceedings under section 138 of NI Act, against R. Arvindra Babu (“**Accused**”) The Accused thereafter, filed an appeal before the Metropolitan Sessions Judge at Vijaywada against our Company challenging the judgement of the V Additional Metropolitan Magistrate, Vijaywada dated December 18, 2023 which found the Appellant guilty of section 138 of the NI Act. The matter is currently pending.
6. Our Company has filed a criminal complaint on November 21, 2022 against Arif Kachwala, Shafiq Qureshi, Dipak Sanke (“**Accused**”) under section 188, 427, 447 and 34 of IPC at the Swargate Police Station, Pune for encroachment of property which was under the legal possession of our Company. Due to failure in payment of instalments by the Accused, our Company had obtained legal possession of the property by way of an order under section 14 of SARFAESI Act by Executive Magistrate-cum-Tahsildar, Pune. The Company has alleged in the complaint that the Accused had broken the seal and locks and encroached on the property. The matter is currently pending.
7. Our Company has filed a criminal complaint against July 31, 2023 Laxman Anant Kadu, Savita Laxman Kadu Gorakshnath Laxman Kadu and Dattatray Laxman Kadu (“**Accused**”) under section 448 and 34 of IPC at the Warje Malwadi Police Station, Pune for breaking locks and illegally entering mortgaged property which was under the legal possession of our Company pursuant to an order of the Additional District Magistrate & Collector, Pune under section 14 of SARFAESI Act for enforcement for security interest. The matter is currently pending.
8. Our Company has filed a criminal complaint on June 24, 2023 under section 324, 323, 427, 506, and 34 of the IPC for assault by Santosh Patil, her brother-in-law, and Savita Patil (“**Accused**”) of one of its employees. Savita Patil had defaulted in payment of instalments and our Company’s employee had inquired about payment of dues from the Borrower, post which the Accused followed the employee to our Office and assaulted him. The matter is currently pending.

9. Our Company has filed a complaint in the court of additional chief metropolitan magistrate at Bangalore under section 200 read with 156(3) of the CrPC against YMC Associates (“**Accused**”). The Accused was appointed as direct selling agent to source prospectus loan cases. The Accused has allegedly cheated by withholding the amount sanctioned to a customer, hence, the present complaint has been filed praying for the court to take cognizance of the matter and for the police inspector at Vijayanagar police station to investigate the matter. The matter is currently pending.
10. Our Company has filed an application under section 451 and 457(1) of the CrPC against the Birju Paswan (“**Borrower**”), his driver and helper (collectively, the “**Accused**”) for availing the custody of the vehicle hypothecated in favour of our Company to secure loan facilities availed by the Borrower. Our Company has also prayed for permission to sell and dispose off the vehicle to recover the balance loan amount defaulted by Borrower. A case dated December 14, 2021 was also registered by the Police Station, Salanpur under section 407 and 420 of the IPC pursuant to which the vehicle has been seized by the police. The matter is currently pending.
11. Our Company had filed a complaint dated March 14, 2024 before the Chief Metropolitan Magistrate, Calcutta against Rahamat Khan and Yakub Ali Khan (“**Accused**”) for cheating and fraud by and causing wrongful loss to our Company due to default in repayment of loan and resisting enforcement of security. The Accused had filed a title suit before Civil Judge (junior division), Barasat praying for ad interim injunction against our Company from taking possession of the vehicle, which was granted to the Accused by order dated January 10, 2024 (“**Stay Order**”). Our Company filed a miscellaneous appeal before the District Judge, Barasat against the Stay Order alleging that the Accused has with manifest and illegal intention suppressed the material facts of the case. The matter is currently pending.
12. Our Company has filed a First Information Report on May 15, 2023 against M/s Mohd. Aslam & Sons and others (“**Accused**”) for offences under sections 403, 427, 456 and 120 B of the Indian Penal Code. The Accused contacted the Company to avail a loan from them by mortgaging immovable property. However, the loan obtained by the accused was not repaid in a timely manner. Our Company sent a demand notice under section 13(2) of the SARFESI Act to the Accused. The Accused was intimated to reach the property and take out any goods from the property pursuant to an order of the District Magistrate, Kota. However, the Accused did not do so and the property was seized. The Accused then forcibly entered the property and abused the security guard and therefore, the said complaint was filed. The matter is currently pending.
13. Our Company has filed a complaint for offences under section sections 403, 406, 408, 419, 20, 467, 468, 471 of the IPC against Manish Sharma, sales officer of our Company (“**Accused**”) for misappropriation and forging of documents given by a customer of our Company. Our Company has alleged in the complaint that the Accused has fraudulently obtained a vehicle and usurped the loan amount. The matter is currently pending.
14. Our Company filed a first information report (“**FIR**”) on October 28, 2017 against Ambika Suri and Sunil Kumar Suri (“**Borrowers**”) for non-payment of dues under section 420, 467, 468, 406 and 120-B of the IPC, following which the Borrower filed a criminal miscellaneous application before the Allahabad High Court (“**Court**”), praying for the stay on further proceedings and arrest. The Court by way of an order dated November 28, 2017 did not quash the FIR but directed that the petitioners will not be arrested till the submission of police report or till credible evidence is collected, whichever is earlier. Thereafter, our Company entered into a settlement with the Borrower, pursuant to which, all dues were cleared and a no-objection certificate was issued by our Company. Subsequently, the Borrower filed a criminal miscellaneous application for quashing the criminal proceedings. The matter is currently pending.
15. Our Company filed an application before the Debt Recovery Tribunal, Allahabad (“**Tribunal**”), under section 14 of the SARFAESI Act, for enforcement of security pursuant to certain defaults in payment of dues by Uday Bhan Singh, a former member of the legislative assembly (“**Informant**”), Devendra Singh and Shweta Chaudhary (collectively with the Informant, the “**Borrowers**”). The Borrowers filed a securitisation application before the Tribunal. Our Company has filed a reply to this application on September 14, 2023 stating that the Borrowers had defaulted in payment of dues even after multiple notices were sent and therefore, our Company, in exercise of its rights initiated proceedings under section 14 of SARFAESI. The Informant also filed a first information report on December 15, 2023 under Sections 467, 468, 471 of IPC (“**FIR**”) against certain officials of the Company alleging that our Company had fraudulently sanctioned a loan against the Informant’s property.] Thereafter, our Company filed a criminal miscellaneous writ petition (“**Petition**”) before the Allahabad High Court (“**Court**”) for quashing the FIR. The Court by way of an order dated February 22, 2024 (“**Order**”) stayed the arrest of the Company officials and allowed further investigation. Thereafter, the Informant has filed a counter affidavit before the Court for dismissing the Petition and vacating the stay and setting aside the Order. The matter is currently pending.

16. Our Company filed a complaint on May 18, 2019 under section 138 of the NI Act against Western India Infra Projects Private Limited and Imran Iqbal Khan (“**Accused**”), pursuant to dishonouring of cheques issued by the Accused for the purpose of clearing the outstanding monthly instalments under the construction equipment loan availed by the Accused from our Company (“**Complaint**”). The Metropolitan Magistrate, Special Court, Negotiable Instruments Act, Ahmedabad (“**Special Court**”) passed a summons order, post which the Accused filed a special criminal application before the High Court of Gujarat, Ahmedabad to quash and set aside the Compliant and the Order and all other proceedings incidental thereto. The matter is currently pending.

II. Litigation involving our Promoter

Litigation against our Promoter

Material Civil Litigation

Nil

Criminal Litigation

1. Anant Rai Parekh (“**Customer**”) was holding the joint account with the Servant with HDFC Bank Limited (“**Bank**”) having the Mode of Operation being Either or Survivor Mode. On death of the Customer, the family members of deceased customer alleged that the concerned account was opened using forged signatures of the deceased the forged signatures and accordingly lodged the FIR against Unknown Persons for forged signatures and Bank officials for forgery. The matter is currently pending before the Magistrate Court for hearing. The matter is currently pending.
2. Sanjay Lakhotia (“**Customer**”) of the HDFC Bank Limited (“**Bank**”) has filed a Criminal Complaint against State of Maharashtra and the Bank. There are no key allegations, key reliefs or aggregate claims against the Bank. The Bank is ready to adhere to any orders passed by the Magistrate court. The matter is currently pending.
3. Deepak Waghmare (“**Complainant**”) is not a customer of the HDFC Bank Limited (“**Bank**”) and has filed a return of property application against the Bank for recoveries of monies freezed with the Bank. There are no key allegations, key reliefs or aggregate claims against the Bank. The Bank is ready to adhere to any orders passed by the Magistrate court. The matter is currently pending.
4. Hemang Shah is a customer (“**Customer**”) and maintains an account with HDFC Bank Limited (“**Bank**”). There has been a dispute between partners of the M/s Huge Real Estate Developers LLP and the Customer post which various allegation of civil and criminal nature had been made against both the parties. Accordingly, one of the partners to the LLP filed a first information report against the other party. The police during the course of its investigation directed the branch to freeze the account of the other party which was duly followed by the branch. The criminal application has been filed for quashing of FIR and removal of debit freeze on the account maintained with the Bank. The Bank is ready to adhere to any of the orders passed by the High Court. The matter is currently pending.
5. Param Infraspace (“**Complainant**”) holds an account with HDFC Bank Limited Nashik Branch. In his account an OTP based online transaction was carried out which was transferred to his HDFC account with Assam Branch. On the basis of the complaint, disputed amount was earmarked. The Complainant has filed return of property application claiming the amount. The Bank is a formal party to the proceedings and have filed their limited say in the matter. The matter is currently pending.
6. Sadiq Tamboli (“**Customer**”) had approached HDFC Bank Limited (“**Bank**”) for opening a current account with the Bank and point of sale (“**POS**”) machine. According to the business model of the Customer, the Bank called for certain KYC documents which were not provided by the Customer. During the verification, the officer of the Bank could not find the details in line with the business model informed to the Bank and hence the account could not be opened. In the interim, the POS machine was installed and the same was utilized by the Customer. Due to unavailability of the account, the settlement of POS transactions took time and the same was informed to the customer. Being aggrieved by the above, the customer filed FIR with Tembhorni Police Station against the Bank. The matter is currently pending.
7. Seven complaints have been filed by the Security Guards Board for Greater Bombay and Thane District (“**Guard Board**”) against HDFC Bank Limited (“**Bank**”) under Maharashtra Private Security Guard Act, 1981. In the said matter an inspection was carried out by authorities under the Security Guard Board Act pursuant to which the Bank was instructed to register under the act for availing the benefits of deploying of

security guards for the concern authorities. The Bank was not interested in engaging in their services since they had already entered into a service provider agreement with private agencies which provided the Bank with facility attendants in exchange for service charges. The private agencies have applied and obtained the applicable licences for the said arrangements from the concern authorities. The present complaint has been filed by Guard Board through their instructor for not registering with the Guard Board as a principal employer. The matter is currently pending.

8. A summons was issued to HDFC Bank Limited (“**Bank**”) in pursuance to an investigation being carried out under Section 13 (1) and (2) of the Prevention of Corruption Act by the Anti-Corruption Bureau, Bilaspur against Mr. Ram Kumar Thawait. The Bank was summoned to merely confirm on the statement of accounts issued under a loan availed by Mr. Ajay Kumar Thawait, son of Mr. Ram Kumar Thawait. No further communication has been received after the hearing. The matter is currently pending.
9. HDFC Bank Limited (“**Bank**”) received two Provisional Attachment Orders (“**PAO**”) under section 5(1) of the Prevention of Money Laundering Act, 2002 (“**PMLA**”) wherein certain properties were to be attached by the concerned Adjudicating Authority which were owned and acquired by the accused persons by virtue of utilization of proceeds of crime. Out of the total of 51 properties listed in the PAO, properties mentioned in serial no.7,8 of the schedule of properties were informed to be mortgaged with the Bank. There were certain loan accounts against which the properties were kept as a security. The matter was received by HDFC Bank Limited before merger and not HDFC. Reply to show cause by HDFC Bank Limited was filed pre-merger without details of the loans and additional reply to the same show cause was filed post-merger regarding the housing loans since the housing loans now come under HDFC Bank Limited. During the filing of additional reply, the Bank was informed that a final order has already been passed for attachment of the scheduled properties which was not received by the Bank before. Accordingly, the Bank has now filed an appeal against the attachment order. The matter is currently pending.
10. Amrutha Kapoor, an employee of HDFC Sales Private Limited (“**HSPL**”) filed a prevention of sexual harassment complaint against an employee of HSPL. It was alleged that the enquiry conducted by the employer was not justified. Hence, she filed a writ petition alleging that enquiry conducted and the recommendation of the internal complaints committee were illegal, arbitrary, contrary to principles of natural justice and not in accordance with the provisions of Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013. She prayed before the court for an independent enquiry by third party team headed by a judicial or retired judicial officer to be conducted. A petition has been filed for deletion of the name of HDFC Bank Limited. The matter is currently pending.
11. Enforcement directorate passed an order against Financial Technologies India Limited for attaching the bonds in its demat account as the same were determined to be proceeds of crime. In the said order, it was noted, *inter alia*, that ₹236.5 crores were diverted from the settlement guarantee fund of NSEL towards the payment of its overdraft facility with HFDC Bank Limited (“**Bank**”). Therefore, IGL Finance Limited has filed a writ petition seeking direction against ED to investigate the diversion of ₹236.5 crores from the settlement guarantee fund of NSEL towards the repayment of loans to the Bank and for attachment of the fund as it amounts to proceeds of crime. The matter is currently pending.
12. Competent authority of the Maharashtra Protection of Interest and Depositors (“**MPID**”) Act filed an application to issue notice to the HDFC Bank Limited (“**Bank**”) under section 8(1) of the act, and also sought attachment on the money transfer to them. They raised a claim against Bank based on information mentioned in enforcement directorate complaint that Banks utilized funds to the tune of ₹31.92 crores for repayment of loan. The NSEL funds received in the HDFC client account were thus diverted towards repayment of loan taken during earlier periods by the said company. The matter is currently pending.
13. Atul Punj, director and guarantor of the borrower, Punj Lyod HDFC Bank Limited (“**Bank**”) has filed a writ petition against RBI and other Banks, *inter alia*, challenging RBI master circular dated July 1, 2016 for declaration of accounts as fraud accounts. Atul Punj has also filed another writ petition to extend the order passed in this writ petition to that account also. The matter is currently pending.
14. Leelavati Kirtilal Mehta had filed a case against HDFC Bank Limited (“**Bank**”) alleging that Kishor Mehta, a guarantor of Bank expired due to harassment by the Bank and sought police investigation against senior management of the Bank. Despite settlement of dues, the Bank continued its litigation, appearing more focused on harassment than on legitimate recovery efforts. Aggrieved by the order of a magistrate court, a criminal revision application has been filed by the Bank. The matter is currently pending.

15. Ashwinbhai Pethani who is warehouse owner Lakkad Group, filed complaint against employees of HDFC Bank Limited (“**Bank**”) alleging usage of forged stamp paper and not conducted fair auction of pledged stocks. The matter is currently pending.
16. Gopal Pore, a guarantor and mortgagor of HDFC Bank Limited filed a complaint alleging that his and his wife signatures are forged in GECL security documents. The matter is currently pending.
17. Mr. Shailesh Mehta (“**Complainant**”) is one of the partners of Sunshine Developers and mortgagor in the account of Gigaplex Developers (“**Gigaplex**”). The Complainant filed a complaint against Gigaplex, HDFC Bank Limited (“**Bank**”) and others under Section 156(3) of CrPC accusing them for committing fraud. It was allowed by Magistrate. Accordingly, this FIR was registered against the Accused which includes Mr. Naresh Nadkarni, an HDFC official. This FIR was for the offences under section 406, 409, 420, 463, 465, 467, 468, 471, 120 (B) read with 34 of Indian Penal Code. The matter is currently pending.
18. There was a revision petition is in the matter of Gigaplex Developers (“**Gigaplex**”). Mr. Rakesh Seth (“**Complainant**”) one of the Partners of Sunshine Builder and Developers filed an application under section 156(3) of CrPC, before Metropolitan Magistrate to register FIR against Gigaplex, Bank’s board of directors and others for fraud. The said application was not allowed. The matter is currently pending.
19. MM Coporation, (“**Complainant**”) land owner of the project at Vile Parle filed complaint against Vijayraj Developers regarding syphoning and misappropriation of project funds. No Complaint against HDFC Bank Limited (“**Bank**”) was filed. Bank was called upon by Economic Offences Wing for producing documents and recording statement in respect of construction finance provided to Vijayraj Realtors. The matter is currently pending.
20. Members of Jeevan Nagar Cooperative Housing Society Ltd., (“**Complainant**”) land owner of the project at Mulund filed complaint against Matoshree Infrastructure Private Limited and HDFC Bank Limited (“**Bank**”). The Bank was made party on the ground that land has been mortgage to it without consent from the housing society. It has been clarified to Economic Offences Wing that we don't have land as mortgage and recorded statement accordingly. The matter is currently pending.
21. The Madhusudhan Reddy had taken a construction finance loan from HDFC Bank Limited (“**Bank**”) on May 26, 2015 by mortgaging their developer share on the development rights of the project namely "Malind Tropika Gardens" located at Sy No: 69/2, Iggaluru Village Bangalore. The title documents which show the land ownership in the name of land owners have been fabricated and created to look exactly similar to the original documents and were submitted to the Bank. The matter is currently pending.
22. Two complaints have been filed in which, two loans were sanctioned and disbursed to the borrowers for the project called as Sahyadri Group Housing. There is an agreement between the land owner and Developer Firm. The said loan was repaid as per the terms within the stipulated period. Thereafter, for phase II and III, Landowner and new firm of the same group of Partners under the name Krishna Constructions Partnership Firm entered into the Registered Joint Venture Agreement and Power of Attorney. The original title documents were in custody of Income Tax department since inception. However, HDFC Bank Limited (“**Bank**”) had taken the Original Joint Venture Agreement between the landowner and developer Krishna Constructions which was registered before the sub registrar Aurangabad as title deed. The landowner and Developer had agreed to deposit the documents as and when received from the Income Tax department, which was not done due to the later dispute between landowner and developer. The matter is currently pending.
23. Mr. Abdul Jabbar, Chief Promoter of M/s. Prestige Educational Trust and M/s. Century Educational Trust (“**Trusts**”), are alleged to have fraudulent transactions against HDFC Bank Limited (“**Bank**”) officials in the loan and FD accounts of the Trustsat LKB Kasargod Branch, before merger with HDFC. The matter is currently pending.
24. Yashna Mehta (“**Complainant**”) claiming to be legal heir of deceased mortgagor has filed this criminal writ, against HDFC Bank Limited (“**Bank**”) but as such there is no specific criminality in this matter. The matter is currently pending.
25. Partibha Dev Sharma had redeemed mutual fund whose proceed was transferred in his bank account from where fraudulently amount was transferred in four different accounts. Money has paid to Partibha Dev Sharma and has filed this FIR, wherein Devender pal Singh is chief conspirator alongwith other Bank. The matter is currently pending.

26. Veena Tandon and Sunav Steel ("**Complainant**") has filed criminal miscellaneous appeal before Delhi High Court for deletion for her name under Section 138 in Negotiable Instrument Act filed by HDFC Bank Limited. The matter is currently pending.
27. Savitri Yadav has alleged that Promoter of Macekral Oil and Tools Pvts Limited in collusion with HDFC Bank Official has converted the ODPL facility to terms loan and extended the mortgage by creating forge sign on the Mortgage deed. The matter is currently pending.
28. Madneep Dhingra and Deepak Gupta has filed a police first information report ("**FIR**") against promoters of Orient Craft Pvt Ltd ("**Borrower**") and all the representatives of Banks who had attended the Joint Lenders Meeting (JLM) , when they had attended the said JLM, for discussion about purchase of non-core asset of the Borrower alleging that promoter of the Borrower in collusion with bankers has sold the mortgage property to the buyers at lesser price in comparison to price offered by them. The FIR has been lodged under sections 420, 120B and 409 of IPC. Statement of HDFC Bank Limited staff has been recorded with the officials of the crime branch. The matter is currently pending.
29. Complaints has been filed by Bharat Chawala (Guarantor and Mortgagor) against Rajesh Kapoor, proprietor of Deepak Enterprises ("**Borrower**") and Sashi Bhusan Sethi, Director of Gautam Tech. Both Mr Rajesh Kapoor and Sashi Bhusan Sethi are close relatives. Bharat Chawla has alleged that he had never mortgaged his immovable asset to the HDFC Bank Limited ("**Bank**") but Rajesh Kapoor, Deepak Kapoor in collusion with officials of Bank by creating his forge sign has mortgaged his immovable assets. One more complaint has been filed by the Bank against the Borrower after classification of account as fraud before EOW, Delhi Police alleging siphoning and misappropriation of Stock and same is stage of framing of charge. Enforcement Directorate (ED) is also investigating this matter. The matter is currently pending.
30. Ram Prasad Vijay Kumar ("**Borrower**") has filed two cases against HDFC Bank Limited ("**Bank**"). The Borrower has alleged that false commitments were made to him during sanction and fake entry in his account was made in his account. The case is pending before the High Court of Jaipur The matter is currently pending.
31. A collateral manager has filed a complaint against the borrower of HDFC Bank Limited ("**Bank**") for missing stock. The Bank has also been made a party to the case. The matter is currently pending.
32. Vaibhav Chaturvedi ("**Complainant**") has filed a first information report ("**FIR**") against HDFC Bank Limited ("**Bank**") alleging that Aftab Khan sold him a mortgaged property at Khalilabad and alleges conspiracy at the end of Bank official Suyash Naaraayan, the Bank by taking over physical possession of the property. He also alleges conspiracy at the end of Bank official Abhay Singh also made co accused in FIR. The case is currently pending in High Court of Allahabad. The matter is currently pending.
33. Kamlakar Pathak, the accused who happens to be guarantor & director of the Borrower company Mackrel Oil Tool Pvt Ltd has sought bail from High Court where HDFC Bank Limited has also been made party . One of the other Director, Guarantor has filed compliant in Economic Offence Wing and FIR under section 420, 467, 468, 471 of IPC is registered at Economic Offence Wing, Gurgaon alleging that other director guarantor has committed offence of cheating, forgery, misappropriation for documents. The matter is currently pending.
34. Establishment / branch of HDFC Bank Limited ("**Bank**") was inspected by squad officers on August 8, 2008 and it was found that the Bank had failed to comply with the provisions of the Minimum Wages Act,1948. Complainant has demanded that the Bank having acted in contravention of the provisions cited, had rendered himself liable for punishment under section 22-A of the Minimum Wages Act 1948. The matter is currently pending.
35. The Establishment / branch of HDFC Bank Limited ("**Bank**") was inspected by Labour Enforcement Officer ("**Complainant**") and it was found that the accused had failed to comply with the certain provisions of the Equal Remuneration Act,1976 and rules. The Register in Form D was not been maintained at all. The Complainant has demanded that the Bank having acted in contravention of the provisions cited, had rendered himself liable for punishment under Sec. 10 of the Equal Remuneration Act,1976 and rules. The matter is currently pending.
36. Labour enforcement officer ("**Complainant**") has filed eight complaints alleging that the employer, HDFC Bank Limited ("**Bank**") has failed to maintain the register and records of bonus as specified in Payment of Bonus Act, 1965 and have rendered themselves liable for legal action under Section 28 of Payment of Bonus Act, 1965. Complainant has filed the complaint seeking a simple fine. The Bank has filed an application to quash the entire proceedings and such an application by HDFC Bank Limited has been stayed by the court. The matter is currently pending.

37. Labour enforcement officer (“**Complainant**”) has filed a complaint alleging that employer HDFC Bank Limited (“**Bank**”) has failed to maintain the register as specified under Equal Remuneration Act,1976 and have rendered themselves liable for legal action under section 10 of Equal Remuneration Act,1976. Complainant has filed the complaint seeking a simple fine. Bank has filed an application to quash the entire proceedings and such an application by Bank has been stayed by the court. The matter is currently pending.
38. Pune Municipal Corporation (“**PMC**”) has filed a complaint alleging evasion of Octroi which was payable by HDFC Bank Limited (“**Bank**”), under the provisions of Bombay Provincial Municipal Act, 1949. The Bank on receipt of the notice from PMC had complied with the demand notice for payment of Octroi and paid over and above the demand, considering the import made by other branches in PMC jurisdiction. PMC, after accepting the payment has levied ten times penalty amount over and above the actual claim. The Bank is in the process of filing quashing proceedings. The matter is currently pending.
39. Case has been filed by the police under section 256 (3) of the CrPC in Magistrate court in relation to Misappropriation of Funds against Gulshan Kumar (“**Accused**”) who is an employee of HDFC Bank Limited (“**Bank**”) and main accused in the case. During investigation beneficiary has been alleged that Accused has threatened him for the recovery in one of fraudulent encased cheques hence filed police complaint against him to Commissioner Delhi Police basis of that state police filed FIR on complaint. Thereafter charged sheet was filed in district court in Delhi by police. The matter is currently pending.
40. Home Cable Network (“**Complainant**”) filed a police complaint stating inappropriate action initiated by HDFC Bank Limited (“**Bank**”) while invoking Bank Guarantee. The Bank had on receipt of the original hard copy invocation letter from the beneficiary, invoked the unconditional invocation by making a payment to the beneficiary. All the concerned officers of Bank have appeared before the police to file a statement. Being aggrieved by alleged non-action of police, Complainant filed an application under section 156(3) of the Criminal Procedure Code, 1973 seeking direction to Police for registration of FIR. The court dismissed the application of Complainant. The Complainant later filed a criminal revision application in the session court. The sessions court has issued a notice to the Bank for appearance and for defending the matter. The matter is currently pending.
41. A first information report has been filed against Unitech Group by Economic Offences Wing (“**EOW**”), Delhi Police in respect of a project titled Anthea floor. Some borrowers including a borrower of HDFC Bank Limited (“**Bank**”), have filed an application before the court that Banks and financial institutions like the Bank are granting loans without proper due diligence to individual borrowers in collusion with Unitech Group. After receipt of notice EOW, HDFC Bank Limited have filed their reply and thereafter no further notice has been received from EOW or Court. The matter is currently pending.
42. HDFC Bank Limited (“**Bank**”) granted loan to Spartan Realty. The loan has been repaid completely. The Bank has been summoned as witness in the case for providing details of loan, statement of account. HDFC has submitted loan documents and also provided the statement of account. The matter is currently pending.
43. Gora Vohra, a borrower of HDFC Bank Limited (“**Bank**”) has filed a case alleging that a builder has sold the property to a third party. Economic Offences Wing filed a first information report against the Builder. A notice was issued to HDFC Bank Limited instructing them to submit original property documents and tripartite Agreement. The documents have been handed over. The account of the borrower, Gora Vohra is in default and HDFC Bank Limited has filed a civil suit against the borrower. The matter is currently pending.
44. A complaint has been filed by Devender Pal Singh against HDFC Bank Limited (“**Bank**”) alleging that the Bank has charged a higher rate of interest in his loan and thereby cheated him. A first information report has been registered against the Bank. A quashing application was filed by the Bank in Delhi High Court. The Delhi High Court has stayed further investigation in the matter till further orders. The matter is currently pending.
45. Rahul Dhankar (“**Complainant**”) filed a first information report for forgery and impersonation against a borrower of HDFC Bank Limited (“**Bank**”) in Samaypur Badli Police Station, Delhi. The Complainant is the original owner of property and has alleged that he has not sold the property to the Borrower and entire title chain is fabricated. A Bank employee Abhijay Jain has been made an accused in the chargesheet filed by Police in Rohini District Court, Delhi, by virtue of being a signatory in the loan agreement in his official capacity. Regular Bail has been obtained for Abhijay Jain and surety has been furnished. A quashing petition has been filed by the Bank which is pending in Delhi High Court. The matter is currently pending.

46. A borrower of HDFC Bank Limited (“**Bank**”) has alleged that he had given a cheque for prepayment of loan to Mr. Dheeraj Sinha, an employee of Bank. However, he didn’t present the cheque for encashment due to which his loan was not closed. Anticipatory bail has been granted and a quashing petition is pending. The matter is currently pending.
47. A compliant has been filed by Shambhu Dayal Pal (“**Complainant**”) before the Police Station Thana Kotwali, Kanpur against HDFC Bank Limited (“**Bank**”) and the borrower, Desh Deepak Agarwal (“**Borrower**”) who had availed the loan from Bank. Pursuant to the complaint, the police has registered an FIR no. 424/07 under section 419,420,467, 468, 471, 506 read with 120 B of IPC. It has been alleged by the complainant that the loan availed by the borrower from Bank was availed basis forged documents pertaining to the tile of the property mortgaged with the Bank. During the course of investigation, the police had named the employees of the Bank against which the Bank, approached the Allahabad High Court for quashing of the actions initiated by the Police Station Thana Kotwali, Kanpur City. Pursuant to the criminal miscellaneous writ petition filed by the Bank under section 482 of Cr.PC the proceedings have been stayed by the order of the Allahabad High Court vide dated July 24, 2008. The matter is currently pending.
48. A first information report was filed against the members of the possession/recovery team of HDFC Bank Limited (“**Bank**”) by a third party who is occupying the mortgaged property fraudulently, alleging trespass into the said property. The borrower, who actually availed of the loan and defaulted, is not traceable. All employees have been released on bail. The matter is currently pending.
49. A complaint has been filed by a borrower of HDFC Bank Limited (“**Bank**”) after closure of the loan alleging misappropriating of amounts in excess of what the Bank was legally entitled to. The complainant has prayed for trial under section 406, 420, 477A, 120B and 34 of the India Penal Code, 1860. The court has ordered a stay of the matter. A criminal revision application has been filed by the Bank. The matter is currently pending.
50. A customer of HDFC Bank Limited (“**Bank**”) and his mother had filed a police complaint against the Bank alleging that the Bank officials have visited their house and assaulted the customer and his mother for payment of the loan. Police had registered the complaint and consequently filed a charge sheet against the Bank. Bank officials appeared and obtained bail. The matter is currently pending.
51. Sajitha Abdulla Keloth (“**Customer**”) has filed a criminal appeal against HDFC Bank Limited. The negotiable instruments court had convicted the Customer in the section 138 matter and the customer has filed the appeal in this regard. The customer has prayed for the quashing the order of the court. The matter is currently pending.
52. Poonam Kumar, an auto loan customer of HDFC Bank Limited (“**Bank**”), filed a police complaint against the Bank officials for forgery of her signature in loan documents. Police had registered the complaint consequently filed charge sheet. The Bank has filed a petition before high court for quashing the charge sheet. The matter is currently pending.
53. Shabarish B (“**Customer**”) of HDFC Bank Limited had filed the Police compliant against Bank when Bank officials visited for collection and FIR is lodged by Police on behalf of customer collection Issue. And Customer's mother filed police complaint alleging that the Bank officials have visited their house and assaulted the customer and his mother for payment of the loan. Police had registered the complaint and filed charge sheet. The matter is currently pending.
54. Naveen Kumar (“**Customer**”) has filed a private complaint against HDFC Bank Limited (“**Bank**”) before the Additional Chief Metropolitan Magistrate Court in relation to forceful and illegal repossession of the vehicle. The Customer had availed a used car purchase loan for purchase of a vehicle. Owing to default committed by Customer in repayment of the loan, Bank repossessed the vehicle after following due legal process. The matter is currently on hearing stage. The matter is currently pending
55. Dakshayini (“**Auto Loan Customer**”) had defaulted in repayment of the Loan. Hence the vehicle was repossessed and sold. Customer filed Criminal complaint against the HDFC Bank Limited (“**Bank**”) officials. There is repossession issue. Customer and his daughter filed a police complaint against the Bank officials alleging that the Bank officials had assaulted them and forcibly repossessed the vehicle. Police had filed charge sheet against the Bank officials. The matter is currently pending.
56. Ganesh Mandar (“**Complainant**”) filed 2 criminal complaints against the racket of pledging spurious gold in the HDFC Bank Limited (“**Bank**”). The police had registered the FIR against our Bank officials. The Complainant pledged the loan and became the defaulter. The petitioner purchased the gold on competitive price. Later the gold was found to be spurious. Hence the complaint was filled. The matter is currently pending.

57. Universal Packers and Movers (“**Customer**”) availed loan from Magma Shrachi Finance which was channel partner of HDFC Bank Limited (“**Bank**”). The Customer filed criminal case against Bank official alleging illegal repossession and criminal breach of trust. Since the customer defaulted the vehicle was repossessed by Magma Finance. Customer filed civil case and got direction for release of the vehicle. But customer wanted the vehicle in showroom worthy condition. Customer filed Criminal case against Bank official alleging illegal repossession and criminal breach of trust. Police registered the complaint. The matter is currently pending.
58. Anand N V (“**Credit Card Customer**”) had defaulted in repayment of the dues. He filed 2 police complaint against the collection manager and executives. The customer availed credit card facility and on default of payment the collection manager had visited the customer place. The customer alleged that the HDFC Bank Limited (“**Bank**”) officials had abused him. He filed private complaint and the same was referred to police for investigation. The matter is currently pending.
59. Janardhanan Pai (“**Customer**”) of the HDFC Bank Limited (“**Bank**”) has filed a Criminal Complaint in police station against Bank employees. The key allegations against the Bank are that its officials are Bank/staffs/collection agents are the HDFC staff has trespassed into the property of the customer. The customer prays for the taking action against the Bank staff for trespassing in his property. The matter is currently pending.
60. Kishore Kumar (“**Customer**”) defaulted in repayment of the Loan. HDFC Bank Limited had repossessed and sold the vehicle. Customer had filed criminal complaint against the Bank officials alleging illegal repossession of his vehicle by the Bank officials. Customer had filed criminal complaint against the Bank officials alleging illegal repossession of his vehicle by the Bank officials. The matter is currently pending.
61. Mujeeb Rehman (“**Complainant**”) initiated against the criminal case against the Branch Manager for committing forgery in the loan agreement. The key allegations against HDFC Bank Limited (“**Bank**”) its officials that the Branch manager has committed forgery by fabricating the signature of the de facto complainant. The Complainant prays for punishing the Branch manager for the alleged forgery. The matter is currently pending.
62. Nazeer K (“**Customer**”) has filed two petitions under Section 451 against HDFC Bank Limited (“**Bank**”) for release of the vehicle confiscated by the police in a criminal case. The customer has been indulged in a crime scene and the vehicle was taken into custody by police. The customer has filed this petition praying to release the vehicle to the customer. The matter is currently pending.
63. Venkatesh Theerthala (“**Customer**”)’s father committed suicide. Customer's mother (“**Complainant**”) filed a criminal complaint against official of HDFC Bank Limited (“**Bank**”) and officials of IndusInd Bank for abatement of suicide. Complainant had alleged that the Bank official Mr. Harish and the Officials of Indus Ind Bank had harassed the customer's father for payment of loan availed by his son, due to which he had committed suicide. The matter is currently pending.
64. Ramkumar S. (“**Customer**”) filed a private complaint against the collection manager of HDFC Bank Limited (“**Bank**”) before the Additional Chief Metropolitan Magistrate Bangalore, alleging harassment for repayment of loan. Customer had availed a business loan. As the Customer committed defaults in repayment of the loan, Bank’s collection manager visited Customer’s residence for collection follow up. The matter is currently pending.
65. Duleswar Das (“**Third Party**”) filed this criminal case with a prayer to handed over the vehicle to him and claimed zimma of the vehicle. Final report submitted by Investigation officer. The next date is fixed for hearing on Final Report and order. The matter is currently pending.
66. Em Bahadur Chetry (“**Customer**”) lodged an FIR under section 420, 406 and 120 of IPC and the same is under investigation by the police. The allegation is regarding down payment paid by customer to dealer which according to the customer is mismatched. In this case, no Bank official's name was implicated. The matter is currently pending.
67. Laxmi Prasad Sah (“**Customer**”) filed this case alleging illegal repossession without due process of law and by this way Bank has cheated the Customer. The matter was listed for filing of representation on behalf of Bank on the last date of hearing. Bank has filed its representation before the court. The matter is currently pending.

68. Sudhir Kumar filed a complaint against HDFC Bank Limited, before Additional Chief Magistrate alleging theft of vehicle. The matter was listed for appearance. Advocate for Bank had appeared and the matter was part heard. The matter is currently pending.
69. Manoj Kumar Goswami (“**Complainant**”) filed a complaint against the HDFC Bank Limited (“**Bank**”) before Chief Judicial Magistrate in relation to the credit card used by the Complainant. Subsequently, Complainant after paying the entire settlement amount, received demand notice from the Bank. Bank again issued another demand notice. Hence, being aggrieved, by said act of the Bank, the Complainant had filed the complaint case under section 406, 409, 415 and 420 India Penal Code, 1860. Presently, matter has been stayed as Bank approached Gauhati High Court by way of filling revision application, and accordingly, Hon’ble High Court had stayed the proceedings before lower court. The matter is currently pending
70. Rubul Chetia (“**Customer**”) has alleged that order passed by Hon’ble Judicial Magistrate of First Class, is arbitrary and bad in law, hence this criminal appeal is filed with a prayer to set aside the said order. The matter is currently pending.
71. Bhaskar Sarmah (“**Customer**”) lodged a first information report before the Teok Police station against collection manager Pranab Nath & Nazir Ahmed (both resigned) with the allegation that the vehicle was repossessed by Bank forcibly. Police was investigating the case charged under Sec 420, 406, 379, 391, 506 of Indian Penal Code. Absolute bail was granted to the accused. Presently, case is in investigation stage and no charge sheet has been submitted before the court. The matter is currently pending.
72. A police case had been registered under section 120(B), 420, 379 and 411 of Indian Penal Code against Dewan Jiyarul Hoque's hypothecated vehicle as it was found to be used for transporting illegal fertilizers. The matter is currently pending.
73. Sagufta Iman is one of the employees of Collection vendor. Shagufta Imam has lodged false FIR against the Bank's employee Mr. Arnab Sengupta under section 354B and 34 IPC for outraging of her modesty. The matter is currently pending.
74. 'Ma Tara Agency' is a sole proprietorship firm of Rajesh Kumar Agarwal. Ma Tara Agency (“**Borrower**”) had availed DLOD facility from HDFC Bank Limited (“**Bank**”). Proceedings were initiated against the Borrower by Enforcement Directorate (“**ED**”) for alleged money laundering. In this process the properties of the Borrower were attached including the properties mortgaged with the Bank towards loan facility. The said attachment order was assailed by the Bank before High Court of Patna which decided the matter in favour of Bank and stayed the attachment done by ED. Against the stay order, a Special Leave Petition (“**SLP**”) was filed by the Government of India, Ministry of finance etc. Since the SLP is pending, the Original Complaint is sine die. The matter is currently pending.
75. Subrata Mandal (“**Customer**”) alleged that vehicle was repossessed by the Bank illegally and forcefully from his possession. Aggrieved with the act of the Bank, the customer filed the case against the Bank. The matter is currently pending.
76. Rajeev Ranjan Singh (“**Customer**”) alleged that vehicle was repossessed by the Bank illegally and forcefully from his possession. Aggrieved with the act of the Bank, customer filed the case against the Bank. The matter is currently pending.
77. Sharda Pandey (“**Customer**”) filed this case alleging that after paying the dues Bank repossessed the asset. Date fixed for appearance of the parties before Court to file reply to the report. The matter is currently pending.
78. Tek Bahadur Chettri (“**Customer**”) alleged that his signature was forged by the Bank officials while selling his asset after repossession. The matter was mentioned today for early disposal as record was not traceable. The matter is currently pending.
79. Susmita Lahiri has filed a criminal case against manager HDFC Bank Limited before Chief Metropolitan Magistrate, Kolkata alleging excess interest and illegal collection follow ups. The case is presently listed for appearance of the opposite parties. The matter is currently pending.
80. Associated Coke Plant Private Limited (“**Customer**”) has lodged the fir against our employee for cheating and forgery upon him. The matter is currently pending.

81. Md Mumtaj Rain has filed a criminal case against HDFC Bank Limited before Chief Judicial Magistrate alleging that hypothecated vehicle is illegally repossessed by Bank officials & unknown persons. Bank approached High Court of Patna which allowed surrender cum bail application. Matter is in hearing stage. The matter is currently pending.
82. Jagarnath Prasad Singh (“**Complainant**”) has filed five criminal complaint against HDFC Bank Limited (“**Bank**”) alleging that bank has not issued no objection certificate after taking the foreclosure of the loan. Bank has approached Patna High Court for stay of the matter. Initial stay has been granted. The matter is currently pending.
83. Tulika Nandy (“**Customer**”) alleges that signatures were taken fraudulently on the agreement during sanction and signing of documents. The matter is currently pending.
84. Customer has filed complaint against T Bhattacharjee (“**Branch Manager**”) and Rahul Sharma (“**Collection Manager**”) before Chief Judicial Magistrate alleging illegal and forceful repossession of his car without serving any notice prior to repossession. Presently the matter is pending for police investigation and chargesheet has not yet been submitted by the police. The matter is currently pending.
85. Sunil Kumar Sharma (“**Customer**”) case filed by father of the customer alleging hurt was done by the Bank officials and illegal detention was done by Police and Bank Manager. The matter is currently pending.
86. Pradip Banerjee is a borrower of HDFC Bank Limited, and he along with his wife have filed a criminal complaint against senior legal officers and recovery agents before Judicial Magistrate, Howrah Court alleging illegal collection follow up. Bank filed a criminal revision application before High Court praying for quashing of proceedings. After long battle, Hon’ble High Court, Calcutta was pleased to quash the criminal proceedings and directed setting aside such baseless allegations. The said order is under execution before High Court and is at hearing stage. The matter is currently pending.
87. Arinjay Kumar (“**Customer**”) has availed Personal Loan and furnished 60 PDC cheques of Allahabad Bank against EMIs. We have marked lien on the account of the Card holder. Hence present criminal case has been filed against the illegal lien alleging criminal breach of trust. The matter is currently pending.
88. Bijendra Sharma (“**Customer**”) filed this case alleging illegal repossession without due process of law and by this way Bank has cheated the Customer. The matter is currently pending.
89. Ranvijay Kumar Singh (“**Customer**”) had lodged an FIR against Bank officials and MD alleging that he has been cheated while obtaining finance for the vehicle. The matter is currently pending.
90. Customer filed this case against Bank for this illegal activity alleging that there was involvement of the Bank in the said matter. The matter is currently pending.
91. Vinay Singh (“**Customer**”) has filed case against the BM Sanjeev Kumar alleged that his vehicle was repossessed by Bank. Customer approached for payment of his due amount but the same was not entertained by Bank. The matter is currently pending.
92. Sukumar Goswami (“**Customer**”) alleged that vehicle was repossessed by the Bank illegally and forcefully from his possession. Aggrieved with the act of the Bank, customer filed the case against the Bank. The matter is currently pending.
93. Mohammad Anowar Hussain (“**Customer**”) lodged the criminal complaint for illegal and forceful repossession of the vehicle contesting that Bank has not followed due process of law. The matter is currently pending.
94. This is a two-wheeler customer named Sushant Kumar Mekap of Centurian Bank Ltd who had filed this case alleging the seizure of the vehicle illegally and by use of force. But in this case no Senior Officials names were not involved. The matter is currently pending.
95. Sunil Kumar Roy is borrower of loan but Insurance Plan policy reflects that Co-applicant Raj Kumar Roy is insured and father Sunil Kumar Roy has been made nominee. Sunil Kumar Roy expired but for the said reason claim application was rejected and the loan was not compensated from the Policy team. The matter is currently pending.

96. Vijendra Mehta has filed criminal case against HDFC Bank Limited (“**Bank**”) before Chief Judicial Magistrate alleging that the Bank official’s has illegally repossessed his vehicle without due process of law and by this way Bank has cheated him. The Bank has appeared before Lower Court and the matter is fixed for hearing. The matter is currently pending.
97. Pankaj Majumdar (“**Customer**”) filed the case alleging that Bank official was threatened the customer which is illegal. Hence~ filed the case under section 341, 323, 384 and 34 of IPC. The matter is currently pending.
98. Jaish Trader (“**Customer**”) had filed a complaint against HDFC Bank Limited alleging illegal repossession and had received an order in their favour. Being aggrieved by the order of a case under sections 341, 323, 442, 427 and 34 of Indian Penal Code. HDFC Bank Limited is moving to Hon’ble High Court of Patna for quashing of said complaint case. The matter is currently pending.
99. A hypothecated vehicle belonging to customer of HDFC Bank Limited, Avigna & D R Associates met with an accident after which a case was filed, and the vehicle is in the custody of Gugamukh PS. In connection therewith, presently the case is under investigation stage. Bank has filed an application praying for release of the vehicle before Sub-Divisional Judicial Magistrate court once the investigation is complete, The matter is currently pending.
100. Swapan Adak (“**Customer**”) alleged that vehicle was repossessed by the Bank illegally and forcefully from his possession. Aggrieved with the act of the Bank customer filed the case against the Bank. Bank has initiated quashing application against the matter. The matter is currently pending.
101. Pappu Kumar (“**Customer**”) filed this case against illegal repossession and also of the Bank officials misbehaved with the customer for illegal gain and recovery of loan dues, hence present complaint against the Bank. The matter is currently pending.
102. Sabyasachi Dutt (“**Customer**”) alleged he had paid the down payment to dealer, despite the same, no vehicle was delivered to him. Customer made Bank party, alleging that Bank has disbursed financed amount to dealer without any kind of consent of customer. Customer also alleged his signature was forged. The matter is currently pending.
103. Trayee Pal (“**Customer**”) has filed a complaint before Executive Magistrate under Section 107 of CrPC against the HDFC Bank Limited disputing acknowledgment of credit card dues by the Bank and illegal collection follow up. The matter is currently pending.
104. Prashant Mishra (“**Customer**”) filed this case alleging illegal repossession without due process of law and by this way Bank has cheated the Customer. The matter is currently pending.
105. Sanjib Deb (“**Customer**”) customer alleged that vehicle was repossessed by the Bank illegally and forcefully from his possession. Aggrieved with the act of the Bank customer filed the case against the Bank. The matter is currently pending.
106. Ashish Mittal (“**Customer**”) alleged that vehicle was repossessed by the Bank illegally and forcefully from his possession. Aggrieved by the act of the Bank, customer filed the case against the Bank. The matter is currently pending.
107. The key allegations against Ashim Kumar Das are that six postdated cheques amounting to Rs. 100800/- were handed over to the Bank for means of security however Bank with malicious intention had presented one cheque for encashment and a cheque bounce case was initiated. The matter is currently pending.
108. Anil Kumar Singh (“**Complainant**”) has filed a complaint against HDFC Bank Limited before the Chief Judicial Magistrate alleging illegal repossession without due process of law. Matter is under police investigation and HDFC Bank Limited is following up with police for final report to be submitted before court. The matter is currently pending.
109. Lakshmi Saha (“**Complainant**”) is the wife of a deceased customer Ajay Saha and has filed a criminal complaint before Judicial Magistrate of First Class, Jamshedpur against HDFC Bank Limited and its officials under section 406, 409, 420 & 34 of Indian Penal Code in respect of a gold loan account. Matter is settled and gold is released to the Complainant and she is not appearing before the court as her grievance is redressed. Court has not yet taken cognizance in the matter which is fixed for hearing. The matter is currently pending.

110. Akhilesh Kumar brother of borrower has alleged that Dhananjay Prasad (“**Borrower**”) along with branch Manager of HDFC Bank Limited has fraudulently sanctioned loan to Dhananjay Prasad who is proprietor of Anshika Enterprises mortgaging the entire property which was already divided between 3 brothers in 2011. The matter is currently pending.
111. Ashok Kumar Mishra (“**Customer**”) has failed an application under Section 482 of Criminal Procedure Code, 1973 before the Hon'ble High Court of Odisha for quashing of an order passed by Sub-Divisional Judicial Magistrate, Keonjhar. Initially case was filed by the Bank against the Customer and the Sub-Divisional Judicial Magistrate, Keonjhar had taken cognizance under section 406 & 420 of Indian Penal Code, 1860. The matter is currently pending.
112. Manoj Kumar Goswami (“**Complainant**”) filed a complaint against the HDFC Bank Limited (“**Bank**”) before Chief Judicial Magistrate in relation to the credit card used by the Complainant. Subsequently, Complainant after paying the entire settlement amount, received demand notice from the Bank. Bank again issued another demand notice. Hence, being aggrieved, by said act of the Bank, the Complainant had filed the complaint case under section 406, 409, 415 and 420 India Penal Code, 1860. Presently, matter has been stayed as Bank approached Gauhati High Court by way of filing revision application, and accordingly, Hon'ble High Court had stayed the proceedings before lower court. The matter is currently pending.
113. Shambhu Khetan (“**Customer**”) has filed criminal complaint against the Bank alleging that his vehicle has been looted and robbed. Hence is charging the Bank for illegal act and unlawful demand against the loan outstanding. The matter is currently pending.
114. Gourav Mukherjee (“**Customer**”) has filed this case against an interim order passed in S.138 case with a prayer to dispose the case on deposit of check amount. The matter is currently pending.
115. Sanjukta Sen criminal case disputed Lien placement and physical assault by the collection agents of the Bank. The matter is currently pending.
116. Saibal Sen, the complainant has alleged that high rates of charges have been levied on the card wrongfully and illegally the Bank and its collection agents have been following up for recovery. The matter is currently pending.
117. Vista Mining has filed a criminal revision petition against HDFC Bank Limited before session court for presentation and dishonour of cheques deposited towards loan dues. The matter is currently pending.
118. Shan Alam, a customer of HDFC Bank Limited has alleged that his gold has been Sold illegally and without prior intimation. He has filed this case against BranCard holder Manager And Staff Of Gold Loan. The matter is currently pending.
119. Anusree Gosh, the Complainant has filed the complaint against HDFC Bank Limited alleging illegal collection follow up for the loan under section 509, 448 and 34 of the Indian Penal Code, 1860. The matter is currently pending.
120. Ranvijay Kumar Singh, the complainant has filed the complaint against HDFC Bank Limited *inter alia* alleging that the Bank has cheated the customer by illegally re-possessing the vehicle, which was financed by the Bank. The matter is currently pending.
121. Abhisekh Ray, the complainant has filed the complaint against the HDFC Bank Limited *inter alia* alleging that the Bank has cheated the customer by illegally re-possessing the vehicle, which was financed by the Bank. The matter is currently pending.
122. Gobinda Chandra Sarkar, the complainant has filed the complaint against the HDFC Bank Limited *inter alia* alleging that the Bank has cheated the customer by illegally re-possessing the vehicle, which was financed by the Bank. The matter is currently pending.
123. Ramasahay Singh has filed a criminal case against the dealer and HDFC Bank Limited before Chief Judicial Magistrate alleging he has not received insurance policy documents and is unable to get the insurance claim. The matter is at hearing stage. The matter is currently pending.
124. Kaushik Bhattacharya, the complainant has filed a complaint alleging harassment and criminal intimidation by the HDFC Bank Limited and its officials by using abusive language while recovering the dues. The matter is currently pending.

125. M/s Bhanu construction has filed a complaint against HDFC Bank Limited for retaining/seizing the balance available in all the ten accounts held by M/s Bhanu Construction and their associates with HDFC Bank Limited in terms of section 17(4) of Prevention of Money Laundering Act, 2002. The matter is currently pending.
126. Anshika Enterprises has filed a complaint against HDFC Bank Limited (“**Bank**”) alleging that the Bank has fraudulently sanctioned loan to Dhananjay Prasad, who is proprietor of Anshika Enterprises mortgaging the entire property which was already divided between three brothers in 2011 without their knowledge and consent. The matter is currently pending.
127. Enforcement directorate has initiated a legal proceeding against HDFC Bank Limited’s customer having dropline overdraft facility in the name Maa Tara Agency under the sole proprietorship of Rajesh Kumar Agarwal. However, the provisional attachment order of enforcement directorate against property mortgage with Bank has been stayed by High court of Patna. The matter is currently pending.
128. A case has been filed by the wife of deceased customer alleging that after the death of her husband who was a customer of HDFC Bank Limited, she was unable to transfer the ownership in her name. The matter is currently pending.
129. A complainant filed a case against HDFC Bank Limited (“**Bank**”) alleging that the hypothecated vehicle was illegally repossessed by the Bank officials. The Bank has filed a quashing application before a high court against the allegation made by the complainant. The matter is currently pending.
130. Dr Ajit Kumar Moulik, a customer of the HDFC Bank Limited has filed a criminal case against HDFC Bank Limited alleging that the Bank and its officials have forged his signature while sanctioning the loan. The matter is currently pending.
131. Sanjib Kumar Das, the complainant has alleged that the HDFC Bank Limited has attempted to physically abuse and forcefully repossess the vehicle. The Bank has filed a quashing application against the matter. The matter is currently pending.
132. Rajib Chakraborty, the complainant has filed the complaint against HDFC Bank Limited alleging that the Bank has cheated the complainant by illegally re-possessing the vehicle. The matter is currently pending.
133. Rina Chakraborty, the complainant has filed the complaint against HDFC Bank Limited alleging that the Bank has cheated the complainant by illegally re-possessing the vehicle. The matter is currently pending.
134. Abdul Hanan’s vehicle (“**Customer**”) which is hypothecated with HDFC Bank Limited, met with an accident after which the vehicle is in police custody in connection to the accident case. Presently the case is under investigation stage. The matter is currently pending.
135. Sanjay Kumar Singh, the complainant has lodged a first information report against unknown persons and HDFC Bank Limited under sections 394 and 34 of Indian Penal Code, 1860 in respect of alleged illegal repossession of vehicle without due process of law. The matter is currently pending.
136. Shivnaryan Ram (“**Complainant**”) has filed criminal case against Amrendra Bhagat (“**Borrower**”) and HDFC Bank Limited before Chief Judicial Magistrate wherein Manish Kumar, collection manager was called as a witness. The case is at the stage of appearance. The matter is currently pending.
137. Happy Gogoi (“**Customer**”) filed a quashing application under section 482 of Criminal Procedure Code, 1973 against order passed by Chief Judicial Magistrate, Guwahati before Gauhati High Court, Initially Chief Judicial Magistrate had issued bailable warrants and non-bailable warrants in criminal case under Negotiable Instruments Act. The matter is currently pending.
138. Sonjib Gogoi (“**Customer**”) lodged a first information report against one of the HDFC bank's employees Nabajyoti Kalita (presently resigned) under section 341, 294, 323 and 506 of Indian Penal Code. The loan account was later settled. Presently, case is in investigation stage and no charge sheet/FIR has been submitted by before Court. The matter is currently pending.
139. Mahiudding Mallick (“**Customer**”) filed a writ petition challenging Sec. 51 of Motor Vehicle Act, making HDFC Bank Limited a party in its capacity of a financier of a vehicle loan. Bank has only received an intimation of filing and matter has not been listed till date. The matter is currently pending.

140. Shyamal Debnath's ("Customer") vehicle hypothecated with HDFC Bank was used for illegal transportation of cattle and was seized by Police. Presently, the vehicle is in custody after receiving order from court and police is investigating the matter. The matter is currently pending.
141. Gobinda Chandra Sarkar has filed a complaint against HDFC Bank ("Bank") alleging that his vehicle has been illegally repossessed by the Bank. The matter is currently pending.
142. Pravin Singh ("Complainant") has filed a complaint against the Bank alleging that the Bank has illegally repossessing the vehicle, which was financed by the Bank. The matter is currently pending.
143. Ranvijay Kumar Singh ("Complainant") has filed a first information report against the managing director of HDFC Bank Limited and certain other officials alleging that the Bank has committed fraud against him. HDFC Bank Limited has obtained a stay in favour of the managing director and legal officer. The matter is currently pending.
144. Sudipto Singha Roy ("Complainant") has filed a complaint against HDFC Bank Limited ("Bank") alleging that his vehicle was repossessed by the Bank illegally and forcefully from his possession. A final report has been filed by police by mentioning mistake of fact. The matter is currently pending.
145. Saikat Roy ("Complainant") has filed a criminal case against HDFC Bank Limited ("Bank") before Executive Magistrate under section 107 of Criminal Procedure Code, 1973 alleging illegal recovery practices by officials of the Bank. The matter is currently is pending for final hearing and order by Court. The matter is currently pending.
146. Manoranjan Sarkar ("Complainant") has filed a complaint against HDFC Bank Limited ("Bank") alleging that his vehicle was repossessed by the Bank illegally and forcefully from his possession. The matter is currently pending.
147. Nidhi Kishore Sinha ("Complainant") has filed a complaint against HDFC Bank Limited ("Bank") alleging cheating and breach of trust by the Bank under sections 420 and 406 of IPC. The matter is currently pending.
148. Ashutosh Kumar Pandey ("Complainant") has filed a complaint against HDFC Bank Limited ("Bank") alleging that his vehicle was illegally and forcefully repossessed by certain officials of the Bank and that the officials had also asked for bribe for release of vehicle. The Complainant has also alleged the involvement of senior management and other officials of the Bank in this case. The matter is currently pending.
149. Prasanta Kotoky ("Complainant") has filed a first information report against HDFC Bank Limited ("Bank") and one agency collection executive with charges of fraud and cheating under section 420 of IPC. The matter is currently pending.
150. Arinjay Kumar ("Complainant") had availed personal loan against equated monthly instalments ("EMI"). Two of the EMI's got bounced due to technical issues at Allahabad Bank. HDFC Bank Limited had marked lien on the Complainant's savings account and set off the amount. The High Court of Patna has granted a stay on the proceedings. The matter is currently pending.
151. Nilanjan Sil ("Complainant") has filed criminal a case against Amrita Majumdar (a Bank employee) and HDFC Bank Limited ("Bank") before Additional Chief Judicial Magistrate, Alipur alleging illegal collection follow up. Revisional application filed against the said case by Bank before High Court at Calcutta. Both the cases are in hearing stage.
152. Suresh Das ("Complainant") has filed complaint against HDFC Bank Limited ("Bank") disputing payment acknowledgment of equated monthly instalment by the Bank. The matter is currently at the stage of investigation. The matter is currently pending.
153. Nurul Islam Choudhury ("Complainant") has filed a first information report against HDFC Bank Limited ("Bank") at Police Station, Dhubri against the manager of Dhubri branch alleging forgery of signatures in the application form. A consumer case before the State Consumer Dispute Redressal Forum, Guwahati has also been filed by the Complainant. The matter is currently pending.
154. Sunil Kumar ("Complainant") has filed a first information report against HDFC Bank ("Bank") alleging that certain officials of the Bank forged his KYC and other documents and used the forged documents for obtaining the tractor loan in his name. Bank has filed quashing application before High Court which is pending

for hearing, and the matter has been stayed before the lower court. The matter is currently pending.

155. Relan Motors has filed a revision petition before the District Court against the order dated September 11, 2019 dismissing complaint filed under section 200 and 202 of Criminal Procedure Court. The initial police complaint was filed against Anil Kumar and HDFC Bank Limited (“**Bank**”), alleging fraud in his loan account. The matter is currently pending.
156. Raminder Pal Singh has filed a complaint against HDFC Bank Limited before the Judicial Magistrate alleging fraud in his home loan facility. The matter is currently listed for evidence. The matter is currently pending.
157. Mahesh Kumar Meena (“**Complainant**”) has filed a criminal complaint against the recovery agency before the Metropolitan Magistrate for illegally repossessing his vehicle which was financed by HDFC Bank. The matter is currently pending.
158. Pyare Lal (“**Complainant**”) has filed complaint against HDFC Bank Limited (“**Bank**”) before Chief Judicial Magistrate alleging illegal repossession of the vehicle. Owing to default in loan repayment, the Bank has repossessed the vehicle by following due process of law. The matter is currently pending.
159. Sanjay Mahajan (“**Complainant**”) has filed complaint against HDFC Bank Limited (“**Bank**”) before Chief Judicial Magistrate alleging that that Bank has wrongly, illegally and without any authority, withdrawn money from his account and transferred it to some fictitious account. He has further alleged that no mention has been made of the said transaction in the statement of account issued to the Complainant by the Bank. The matter is currently pending.
160. Sarita Singh (“**Complainant**”) has filed complaint against HDFC Bank Limited (“**Bank**”) alleging that certain employees of the Bank have sold out the gold pledged by the Complainant’s without giving proper information to the Complainant. The matter is currently pending.
161. Sunil Jain (“**Complainant**”) has filed complaint against HDFC Bank (“**Bank**”) before the Judicial Magistrate in 2015, alleging that certain official of the Bank has committed fraud in his account by selling shares of the Complainant without intimation. The matter is currently stayed by the Court.
162. Laxmi Narayan Sharma (“**Complainant**”) has filed complaint against HDFC Bank Limited (“**Bank**”) claiming that his vehicle was forcefully taken by the Bank employees after physically assaulting him. The matter is currently pending.
163. Jaswinder Singh has filed a criminal revision petition against order of Metropolitan Magistrate, Court alleging fraud and collusion by Choudhary Roshan (“**Customer**”) and HDFC Bank Limited (“**Bank**”). in relation to a commercial vehicle loan facility. The Customer had availed commercial vehicle loan from the Bank where Jaswinder Singh stood as guarantor. As the criminal complaint was dismissed, the present criminal revision petition has been preferred.
164. Met Technologies Private Limited is a customer of HDFC Bank Limited (“**Bank**”) and has been under scrutiny of money laundering. The Enforcement Directorate (“**ED**”) passed a provision attachment order (“**PAO**”) and proceeded to file case before adjudication authority PMLA (“**PMLAA**”) for confirmation of the PAO (“**Confirmation Order**”). The PMLAA confirmed the PAO against which the Bank has filed an Appeal against the Confirmation Order. The matter is currently pending.
165. Sumit Gupta (“**Complainant**”) has filed complaint against HDFC Bank Limited (“**Bank**”) and some officials of the Bank for forcefully snatching the Complainant’s vehicle and assaulting, causing grievous hurt, illegal confinement and threatening the Complainant. The matter is currently pending.
166. Dinesh Kukreja (“**Complainant**”) has filed criminal case against HDFC Bank Limited (“**Bank**”) under sections 420, 467, 468, 471, and 120B of IPC & under sections 65, 66, 67 of Information Technology Act, 2000 alleging that the Bank connived with its dealer Rohan Motors and gave him an old and defective vehicle. The Complainant has also alleged that the Bank created the loan agreement by forging signatures. The matter is currently pending.
167. Srishti Singhal (“**Complainant**”) has filed criminal case against HDFC Bank Limited (“**Bank**”) alleging that the Bank in connivance with her ex-husband, Nitin Suri, forged her signature and made her a co-borrower in a loan facility availed by her husband, without her consent. The criminal case was dismissed by the Patiala House Court. Against this order, the Complainant filed a revision petition under section 397 read with section 399 of CrPC. The matter is currently pending.

168. The Enforcement Directorate (“**ED**”) vide an email dated October 29, 2020, restricted HDFC Bank Limited (“**Bank**”) from auctioning off vehicles belonging to U V Exports Private Limited, which is undergoing liquidation (“**Borrower**”) on account of the fact that the vehicles were a subject matter of investigation under PMLA. ED also passed a provisional attachment order under Section 5(1) of PMLA, which was confirmed by the PMLA Adjudicating Authority on August 18, 2022. The Bank has filed an appeal before PMLA Appellate Authority against the confirmation of the provisional attachment order. The matter is currently pending.
169. Enforcement Directorate (“**ED**”) has initiated a legal proceeding against HDFC Bank Limited’s auto and business loan customer Gem International before Court of Enforcement Directorate in 2021, for confirmation of provisional attachment order whereby certain securities of the Bank were attached. The matter is currently pending.
170. Parmod Kumar (“**Complainant**”) has filed appeal before Additional Session Judge court at Sonipat against the dismissal order of lower court, Gohana for a complaint filed against HDFC bank Limited. The complainant alleged fraud in respect of a vehicle loan where no guarantee was given by him. The matter is currently pending.
171. Raj Singh (“**Complainant**”) has filed a criminal case against the borrower and HDFC Bank Limited. before the Judicial Magistrate alleging theft in respect of a gold pledged in a gold loan account . The matter is at the stage of evidence. The matter is currently pending.
172. V K Enterprises (“**Complainant**”) has filed complaint before the Judicial Magistrate, against Ashish Bansal (“**Third Party**”) along with an official of HDFC Bank (“**Bank**”), alleging cheating, forgery of documents and fraud in a loan sanctioned and disbursed from the Bank. The matter is currently posted for prosecution evidence. The matter is currently pending.
173. Two customers Jindal Enterprises and Gain Chand Suresh Kumar, of HDFC Bank Limited (“**Bank**”) alleged that a third party called Ashish Bansal has prepared forged document, consequently, got a loan sanctioned and disbursed loan amount from the Bank. This falsely showed disbursement of loan in their names. It is alleged that the Bank officers were also involved in this fraud. Two complaints have been filed before Reserve Bank of India, Director General of Police Haryana. Upon receipt of the complaints, Deputy Superintendent of police has made investigation and on the basis of statement of Mr. Krishan Kumar who is the assistant police inspector. Police has lodged a first information report under section 420, 467, 406, 120B of Indian Penal Code, 1860 and under section 7, 13, 49 and 88 of Prevention of Corruption Act against the borrower, Ashish Bansal and employees of the Bank. The matter is currently pending.
174. Mr. Harish Bansal and others (“**Borrower**”) had approached HDFC Bank Limited (“**Bank**”) for the sanction of a loan which was to be repaid in 180 equated monthly installments, subsequently various loan documents were executed. The Borrower had also mortgaged immovable property. The Borrower had not repaid the loan and his account had been declared as a non-performing asset. The Bank after the expiry of the statutory period of 60 days had issued the possession notice and further had also obtained an order under SARFAESI for possession. The Bank had received the information that the Borrower has broken the seal affixed by the authorised officer of the property which was taken under physical possession, and it is against this information that the Bank had lodged a criminal complaint against the Borrower. It is against the said complaint that a trial had commenced, and the Borrower had been acquitted of the charges levied against them. That against such acquittal, the complainant had preferred an appeal before the Hon’ble Session Judge which upheld the acquittal and observed that there is no infirmity or illegality in the finding of the Hon’ble trial court. The Bank has preferred a revision before the Hon’ble High Court against the order passed by the District and Session Court. The matter is currently pending.
175. Harleen Singh Saggi, a borrower of the HDFC Bank Limited (“**Bank**”) had availed an auto loan from the Bank and has filed criminal miscellaneous application before the Hon’ble High court against the Bank and others alleging that the Bank officials have connived with the police officials in forging the signatures and committing illegal seizure of the vehicle. The borrower had been later informed that permission to take possession had been given vide an award passed under the Arbitration and Conciliation Act. The Bank has also submitted before the Hon’ble court that it was due to continuous default in repayment of the loan, the Bank was compelled to initiate the process for recovery and the arbitration award had been passed in favour of the Bank. The arbitration awards as passed by the arbitrator has not yet been challenged before the Hon’ble court. The matter is currently pending.

176. Gopal Ram Bishnoi (“**Complainant**”) has filed a criminal complaint for orders under section 156(3) Criminal Procedure Code, 1973 alleging that the officials of HDFC Bank Limited are not transferring the vehicle even after depositing the entire purchase amount and the vehicle still being under his name. The court directed the police to lodge a first information report and to conduct an investigation. After investigation, police proposed a final report in favor of Bank employees considering the matter of a civil nature. Complainant contested the report filed by police and filed a protest petition. The court took cognizance of the protest petition against all the accused. The Bank approached Rajasthan High Court, Jodhpur under section 482 of the Criminal Procedure Code, 1973 for quashing the criminal proceeding. The High Court heard the admission arguments and stayed further proceedings in the criminal complaint pending before the lower court. The matter is currently pending.
177. Ram Chandra Verma (“**Complainant**”) filed a first information report (“**FIR**”) against certain employees of HDFC Bank Limited (“**Bank**”) alleging that his vehicle was repossessed by Bank without any information. Thereafter the Complainant filed a writ petition against the Bank. Later on vehicle was release by Bank and customer paid the outstanding dues. The matter is currently pending.
178. Ashish Misra (“**Complainant**”) filed a complaint against certain employees of HDFC Bank Limited (“**Bank**”) before Special Chief Judicial Magistrate in 2010 alleging illegal detention. The Bank has obtained a stay from the High Court, against the summoning order of local court. The matter is currently pending.
179. Geetanjali Awasthi, wife of deceased customer Pradeep Awasthi (“**Complainant**”) has filed a criminal case against Branch Manager of HDFC Bank Limited (“**Bank**”) in Chief Judicial Magistrate Court, Sitapur alleging that accused did not ensure to provide credit shield insurance facility at the time of availing two-wheeler loan facility. She alleged that the collection officials are harassing her family for non-payment of loan dues. In the complaint she accused that the dealer had provided the BS IV model Two-Wheeler instead of BS VI. As the police did not take due cognizance of the complaint; hence, she filed Section 156(3) application before Chief Judicial Magistrate, Sitapur. The court has issued summons to the accused for appearance. Bank filed petition under section 482 before High Court, Lucknow for quashing of summons issued to the Bank officials which has been disposed with direction to Bank to file the discharge application before the court. The matter is currently pending.
180. Mirabaksh Abdulsattar Shaikh (“**Customer**”) has filed a criminal case against HDFC Bank Limited’s (“**Bank**”) employees Mukundan Upendran and Ravi Thate before Judicial Magistrate of First Class, Ahmednagar in relation to credit card stating that he had not availed the facility from the Bank and Bank is illegally trying to recover the same from him. The court passed issue process order against the bank employees, and subsequently, a revision petition in High Court was filed against the said order. Currently the order passed by Judicial Magistrate of First Class is stayed by the High Court. The matter is currently pending.
181. A police complaint as well as a private criminal complaint has been filed against HDFC Bank Limited alleging that the gold on which loan was sanctioned belongs to a third party and does not belong to customer of HDFC Bank Limited. The third party has prayed for the court to take the custody of the gold as there is a possibility that Bank may sell the gold for the recovery of their amount. The matter is currently pending.
182. A show cause notice has been issued by the Enforcement Directorate to HDFC Bank Limited as the Bank has mortgage over one of the properties of Shreesurya Cafe & Retail Chain Private Limited against whom a case is pending and investigation is going on. The matter is currently pending.
183. Rupali Jayesh Gundesha, (“**Customer**”) has availed an auto loan from the HDFC Bank Limited (“**Bank**”). There is a family dispute between the husband and the Customer, wherein the Customer has alleged that her husband has availed auto loan from Bank in her name and she is not concerned with the loan since the vehicle is with her husband, thus making the husband liable for payment. A case under Domestic Violence Act has also been filed. Only prayer against the Bank is to recover vehicle from her husband. The matter is currently pending.
184. Sambhu Rath Rajbhar, (“**Complainant**”) had filed a complaint against HDFC Bank Limited (“**Bank**”) alleging that the Bank has cheated the customer by illegally repossessing the vehicle before the notice period expired. His vehicle was sold without any intimation while he was ready to pay the dues. The matter is currently pending.
185. Manoj Singh Jadon (“**Customer**”) had filed a complaint alleging illegal and forceful repossession of his vehicle by HDFC Bank Limited. The District Court rejected Customer’s application against which the Customer has moved the High Court Bench at Gwalior by way of revision. The matter is currently pending.

186. Subhash Talwar, the Complainant has filed the complaint alleging misappropriation of funds and cheating in respect of certain share which were sold through Demat A/C which was in fact, overdue. Anticipatory bail has taken for the employee of HDFC Bank Limited. The matter is currently pending.
187. Hansa Mehta (“**Customer**”) of HDFC Bank Limited had availed home loan along with Aviva Loan Suraksha (insurance policy) for single premium. Subsequently, the Customer came to know that no policy was given and the premium was adjusted to his loan account. Hence, a complaint has been filed against officials of HDFC Bank Limited. The matter is currently pending.
188. Prakash Tanaji Kajale (“**Customer**”) of HDFC Bank Limited had committed suicide and police officer found a suicide note, mentioning that he had committed suicide due to the Bank’s cards’ department’s collection team and the harassment by them. Accordingly, FIR has been lodged against the Bank under section 306 of Indian Penal Code, 1860. The matter is currently pending.
189. Four customers of HDFC Bank Limited have filed a criminal appeal in the district court of Surat against a conviction order passed by the Judicial Magistrate Court of Surat in a section 138 (Negotiable Instruments Act) case filed by HDFC Bank Limited for cheque bounce. HDFC Bank Limited has appeared to defend the cases. The matter is currently pending.
190. A complaint has been filed by Saramma alleging offences under sections 420, 468 and 34 of the IPC along with Section 9 and Section 10 of the Scheduled Caste and Scheduled Tribe (Prevention of Atrocities) Act, 1989. The police have registered a first information report. It was alleged by Saramma that she sold the property to Rajamony who availed a loan from HDFC Bank Limited to purchase this property. Rajamony defaulted on the repayment of the loan pursuant to which SARFAESI proceedings were initiated and the property was sold under SARFAESI. Saramma filed the abovementioned complaint after HDFC Bank Limited took possession of the property and sold the same in auction. Saramma alleges that she was not aware of the loan availed by the Rajamony and the document registered in his favour is a sham document. HDFC Bank Limited has filed a writ petition before the Hon’ble Kerala High Court to quash the FIR, which remains pending. Further proceedings in the matter have been stayed by the Hon’ble Kerala High Court during the pendency of the above petition. The matter is currently pending.
191. Rajammal (“**Complainant**”) purchased a property from HDFC Bank Limited in an auction under SARFAESI. However, after accepting the sale certificate and obtaining possession of the property, the Complainant received a notice of acquisition from the Housing Board. Consequently, a complaint has been filed alleging violation of sections 197, 417, 418, 467 and 420 of the Indian Penal Code, 1860. Pursuant to the above complaint, the police registered a first information report. The Supreme Court of India has granted a stay on the proceedings. The matter is currently pending.
192. Three cases have been filed against Mr. Venkitakrishnan, an employee of HDFC Bank Limited. (“**Bank**”). Two borrowers of the Bank had approached the Bank for purchase of a house property. Accordingly, a loan was sanctioned by the Bank. Later, the Borrower changed the property and produced the sale deed. Though it is a vacant land, it was shown as a construction completed building to the technical appraiser and proceeded with the disbursement of the loan. The legal officer Mr. Venkitakrishnan colluded with other accused persons and disbursed the loan in the name of the co-borrower as the power of attorney holder by manipulating the documents without any legal base and with dishonest intention. The Bank terminated Mr. Venkitakrishnan from service and filed the case arraying the employee, borrower, and others for the offences punishable under Sections 420, 467, 468, 471, 406 read with section 120(b) of the Indian Penal Code. The matter is currently pending.
193. Vineetha (“**Borrower**”) availed a housing loan from HDFC Bank Limited. The Borrower died due to cancer and consequently HDFC life repudiated their insurance claim. Aggrieved by the same, the husband of the Borrower approached the court and the matter was decided in their favour. Aggrieved by that order, HDFC Bank Limited have preferred an appeal before the State Commission. Meanwhile, the husband of deceased Borrower file a criminal complaint alleging the charge of forgery on the part of Bank’s staff named Neelakntan B and Jijo Krishna Rishu. Aggrieved by the this, a private complaint has been filed before the Magistrate who has taken cognisance of the case. The matter is currently pending.
194. A criminal complaint has been filed by a borrower of HDFC Bank Limited, who had availed two loans for purchasing two flats. The allegation is that the manager of HDFC Bank Limited colluded with the builder and disbursed the loan without appraising the progress of construction. Further allegation is that manager had collected blank documents which were later forged suiting their convenience. During the course of investigation, builder passed away, therefore final report was filed only against the manager of HDFC Bank Limited. On filing final report, HDFC Bank Limited filed an application before magistrate court to discharge the accused from the offense which was dismissed. Against the dismissal, HDFC Bank Limited has now filed

revision petition before High Court of Kerala which is currently pending.

195. Dr. Anand Saxena, a customer of HDFC Bank Limited (“**Bank**”) had opened a current account with the Bank. The Bank after ensuring fulfilment of requirement of KYC permitted the opening of the account. It is alleged that there have been some fraudulent withdrawals from the account by his servant in collusion with the employees of the Bank under the provisions of section 408, 420, 467, and 468 of Indian Penal Code. The Police is further investigating the matter. The Bank has filed an application to discharge the employees of the Bank from the proceedings and the same was dismissed. The Bank has challenged the order before Hon’ble High Court. The matter is currently pending.
196. During Internal Audit carried out at a branch of HDFC Bank Limited in Madhya Pradesh, physical verification of cash revealed a cash shortage in Cash Recycler Machine (“**CRM**”). During preliminary investigation, involvement of teller authorizer, Ritesh Thakur was established, and he confessed his role in the embezzlement. The case was reported to Reserve Bank of India. Further investigation is being carried out in the matter. Subsequently, a complaint was received from another Bank customer wherein the customer alleged that he had done a withdrawal and the same was not dispensed by the machine whereas the amount was deducted from his account. It was revealed that the amount was not dispensed from the CRM and was misappropriated by the staff. The amount has been refunded to the debit Bank. Bank has filed an additional police complaint and the concerned staff has been arrested. The matter is currently pending.
197. HDFC Bank Limited (“**Bank**”) received a complaint from local police station with respect to a criminal case filed by Radha Bai against Dinesh Patel, who is a customer of the Bank, holding saving account. In this case the Dinesh Patel has himself withdrawn cash from the account in the name of a Radha Bai with the ID card copy of the Radha Bai and teller has made the payment. As per initial investigation done, the teller has made the payment with the ID copy of Radha Bai and payment was made to Dinesh Patel. The Purpose of withdrawing the money as for property purchase. Mr Sumit Karodi, Teller of the branch got arrested by the police and charge sheet is yet to be filed. The matter is currently pending.
198. The borrowers of HDFC Bank Limited have shown wrong property at the time of sanctioning/disbursement of the loan. The fraud was apprehended during SARFAESI action and request for demarcation of the property was made to the revenue officials soon thereafter. The said request was recently refused by the revenue officials however, it was conveyed that the borrower does not have any share/transferable in her name in the area. The seller/guarantor too has confirmed that the property shown at the time of the loan is not the correct property. The property that was shown at the time of sanctioning /disbursement of the loan is occupied by a third party who claims to be the owner of the same and also claims to have availed loan against the said property from another financial institution. The borrowers are absconding as on date and have availed loans from various private lenders. HDFC Bank Limited has filed complaint before Superintendent of Police and the investigation has been transferred to Economic Offences Wing. The matter is currently pending.
199. Mr. Murali Kumar (“**Complainant**”) has lodged a complaint under section 409 and 420 of Indian Penal Code against HDFC Bank Limited (“**Bank**”) and others. It has been alleged that before the merger of Centurion Bank of Punjab (“**CBP**”) with the HDFC Bank Limited, Mr. Kumar had entered into a sale agreement with CBP for the sale of 82 sites in various survey Nos, at Kopp village, Jigani Hobli, Anekal Taluk, Bengaluru and he has paid ₹3 crores towards sale consideration to the CBP on different occasion. As per the scheme of amalgamation all the liabilities of the CBP shall stand transferred to the Bank, accordingly the complainant approached the Bank for next course of action, which was denied. Being aggrieved by the same, Complainant approached the police and lodged the complaint. Upon receipt of notice, Bank had filed a Petition under 482 of Criminal Procedure Code for quashing the FIR before the Hon’ble Karnataka High Court, the Hon’ble High Court dismissed the petition and insisted for investigation. A revision petition has now been preferred. The matter is currently pending.
200. Ms. Praveena Lakshmi has filed two complaints at Cubbon Park Police Station, Bangalore alleging that her account statements were unauthorisedly obtained by her husband and that HDFC Bank Limited and its managers had provided the details for monetary gain. Ms. Praveena Lakshmi has filed another complaint alleging that her account statements were unauthorisedly provided by the Bank/ its managers to the police authorities. A quash petition has been filed by HDFC Bank Limited. The matter is currently pending.
201. The Complainant, also a customer of HDFC Bank Limited, has alleged that he had availed car Loan from the Bank and that the documents submitted for loan were forged, and hence has filed a complaint before the Marathalli police station under section 34, 418, 420, 468, 477A of Indian Penal Code, 1860. The matter is currently pending.

202. One of HDFC Bank Limited's customer, Mr. Antony George Kunnel, who is a partner in a partnership firm Blackrain Micro Brew LLP, has lodged a Complaint before the Halasuru Police alleging one of their partners has illegally transferred the funds from their firm account to personal account and that the said process was not in accordance with the mandate provided to the Bank. FIR has been registered in Crime No.249 /2019, for the offences punishable under section 406, 409, 465, 468, 471,420 and 120 (B) read with 34 of Indian Penal Code, 1860. The matter is currently pending.
203. A customer of HDFC Bank Limited, Mrs Sangeetha Heraje, has a savings Bank account with the Bank. A bearer visited the Bank to withdraw cash from customer account. The Bank verified the signature and processed the cheque by handing over the cash. Customer reported it as unauthorized transaction and filed a complaint against the Cheque bearer and HDFC Bank Limited. A complaint was registered against Bank Manager, HDFC Bank Limited, Thereafter, a criminal petition was filed u/s 482 of Cr.P.C seeking to quash the FIR and complaint registered against the Branch Manager before High court of Karnataka. The Hon'ble High court was pleased to admit the matter and passed an interim order of stay of all further proceedings insofar as Branch Manager is concerned. The matter is yet to be listed before the High court.
204. A third party called Mr. Venkatesh ("**Complainant**") has received the demand notice for credit card dues. On receipt of the same he had approached HDFC Bank Limited and informed that he doesn't have an account with HDFC Bank Limited, nor had he requested for credit card. Upon enquiry and internal verification, it was found that the account is a salary account opened by staff of HDFC Bank Limited. The mobile number and email ID registered in the account doesn't pertain to Complainant. The Complainant has filed a complaint before Bellandur Police Station against the HDFC Bank Limited for misusing his KYC documents and forging signature. FIR is registered before Bellandur Police Station. The matter is currently pending.
205. Mr Ariful Ahmed and Deepshikha Kashyap has been maintaining a joint account under the name Ballyhoo Media with HDFC Bank Limited. A fraudulent cheque issued by MK Jokai Agri Plantation Pvt Ltd, drawn on Allahabad Bank favouring Ballyhoo Media was deposited in HDFC Bank Limited. Accordingly, amount was credited to the account of Ballyhoo Media. However a letter was received from Chief Manager of Allahabad Bank stating that the cheque deposited and cleared in the account of Ballyhoo Media was forged and requested to refund the amount. In the meantime, a first information report was lodged. The matter is currently pending.
206. Anand Tanuja filed a police complaint in complaint alleging that her husband has availed housing loan from HDFC by forging signature in collusion with HDFC. Ongoing Matrimonial dispute between parties. HDFC has filed a quashing petition in high Court of Patna. Matter Adjourned.
207. Misappropriation of customer funds of HDFC Bank Limited were observed which was identified basis of customer complaint wherein Bank staff Collection Manager was involved. Bank filed police complaint against both the employees, however, police denied to file FIR hence HDFC Bank Limited approached the Court and obtained order under section 156(3) of Criminal Procedure Code, 1973. The matter is currently pending.
208. Misappropriation of Customer Funds were observed which was identified basis of customer complaint wherein HDFC Bank Limited ("**Bank**") staff Collection Manager Sharad Ahire & KGC HBL Staff Manoj Medhane was involved. Bank filed police complaint against both the employees at Satana Police station however POLICE denied to file FIR hence the Bank approached Satana JMFC court and obtained order under section 156(3) CRPC. and thereafter FIR filed in this matter. The matter is currently pending.
209. Mr. Devang Manharlal Shah ("**Complainant**") who is a renowned medical practitioner at Vadodara, is also an active partner in the Partnership Firm named "M/s Alivez Gym & Fitness Centre". The Firm was constituted with two partners, viz., the Complainant himself and Mr. Kailash Subhash Chandra Jadhav. The Complainant had filed an FIR against the Partners Mr. Kailash and the HDFC Bank Limited ("**Bank**") alleging that the Bank account maintained with Bank, was opened without his knowledge and consent and the credit facilities availed by the firm from Bank is without his knowledge and consent. The business unit has also confirmed that the loans/credit facilities were sanctioned after duly following the policies, process and prevailing norms. It was informed and explained to the Investigating officer that the allegation of the complainant with respect to the opening of the Bank account without his knowledge was not tenable and cannot be accepted since as per the statement of account there were many transfer entries of large amounts originating from the disputed account of the Firm to the personal account of the complainant- partner, the total amount transferred from the account of the FIRM to the ;personal account of the partner was Rs 30.5 lac which itself confirms that the complainant was well aware about the maintaining of Bank account with the Bank and the business transactions as well as loans availed by the firm. The investigating officer at that time understood and was convinced with the submissions and evidence submitted on behalf of the Bank and had agreed to drop the investigation against the Bank and its officials while submitting the final report. However,

due to pandemic the matter did not reach final conclusion and after that Investigating Officer was changed who has started the investigation afresh, the Bank is extending all its cooperation in the investigation. Considering that the FIR is registered against the Bank and its officials, to avoid any coercive action against the Bank or its officials, a petition for securing stay against any coercive action and for quashing the FIR is filed before the Hon'ble High Court of Gujarat which is yet to be listed. The matter is currently pending.

210. Ajit Singh (“**Complainant**”) has filed a first information report (“**FIR**”) dated under section 379, 420, 465, 467, 468, 471 & 120-B of the IPC at Police Station Lohian, Jalandhar against branch manager of HDFC Bank Limited (“**Bank**”) It is alleged that certain cheques cleared in his account however, he had not issued those cheques and his signature was also not matching. He has alleged that the branch manager has stolen the cheques from his cheque book at the time of delivery of cheque book to complainant. One of the employees was released from custody by police due to deficient evidence under Section 169 CrPC on furnishing personal bonds. The Bank has also filed an application for quashing of FIR before High Court. The matter is currently pending.
211. Balwant Singh (“**Complainant**”) has registered a FIR that two cheques were debited from his Punjab National Bank account and credited in the account of Sandhya maintained in HDFC Bank Limited (“**Bank**”). From aforementioned account, some amount was transferred to account of Mohinder Pal whose real name came out to be Deepak Gupta who has also opened the account and amount was withdrawn through ATM transactions and online transactions. Kapil Chopra and Parampreet were called by police to join investigation and they were arrested.
212. Kuldeep Gandotra (“**Complainant**”) has filed a criminal complaint against employees of HDFC Bank Limited for forging complainants’ signature and thereby opening Bank accounts fraudulently in the name of complainant. The Complainant has also alleged that employees of the branch has also threatened him. The matter is currently pending.
213. Payal Jain (“**Complainant**”) filed a complaint against HDFC Bank Limited (“**Bank**”) alleging that the FIR that an employee of the Bank, working as ‘Teller Authoriser’ in connivance with the Complainant’s husband, Anuj Jain allowed him to operate the joint locker without the presence of the Complainant by forging her signature on the locker sheet. Police has issued chargesheet against the Bank employee and Anuj Jain. Employees of the Bank have been granted bail by court. Since staff is charge sheeted by police so she is contesting and appearing this case before court through Bank's advocate. The matter is currently pending.
214. Anju Bala (“**Complainant**”) filed a complaint against HDFC Bank Limited (“**Bank**”) alleging that one Rampal Singh deposited account payee cheques issued by Hariom Rana in his account maintained in the Bank. An official of the Bank, honoured the cheques and credited the amount in the account of accused Rampal Singh, however, Hariom Rana had passed away before the issuance date of cheques. It is further alleged that the Bank official was aware of the demise of Hariom Rana. The matter is currently pending.
215. Usha Kakkar (“**Complainant**”) filed a first information report (“**FIR**”) against HDFC Bank Limited (“**Bank**”) alleging that the Bank had kept the original documents of the Complainant even after the loan amount was settled by the Complainant. The Judicial Magistrate First Class has passed an order dated July 5, 2024 directing the Complainant to file a civil suit instead and that a criminal case could only be made under section 385 of IPC. The Complainant, thereafter, filed an FIR under sections 406, 385, 34 of IPC. The Bank has filed a quashing petition contending that no criminal case is made out. The matter is currently pending.
216. Two complaints have been filed by Deputy Director, Directorate of Enforcement, Jaipur against Shri Muzaffar Ali Bohra & others under the provision of Sec 5(5) of the PMLA as a result of passing of a provisional attachment order (“**PAO**”). Two defendants in the said matter, Ashok Mangal and Lata Mangal are borrowers of the Bank (“**Borrowers**”). The PMLA adjudicating authority, by order dated January 1, confirmed the PAO (“**Order**”). Borrowers have filed an appeal against the Order. The matter is currently pending.
217. A provisional attachment order dated March 31, 2017 was passed by the Enforcement Directorate (“**PAO**”). The adjudicating authority under PMLA confirmed the PAO by an order dated September 19, 2017 (“**Order**”). Two defendants in the said matter, Uma Charan Sharma and Manish Sharma are borrowers of the Bank (“**Borrowers**”). Vide Order dated 19.9.2017 passed in the matter Deputy Director, Enforcement Directorate. The Bank has filled an appeal against the Order. The matter is currently pending.
218. Vikram Singh, a borrower of the Bank (“**Complainant**”) filed a first information report (“**FIR**”) against certain officials of HDFC Bank Limited (“**Bank**”) alleging that the Bank has not done due diligence and has funded a project which is against norms. It is also alleged that the signatures on the loan documents were

- forged and the amount of loan sanctioned was without the consent of the Complainant. It is further alleged that the Bank has wrongly deducted the EMIs and that the Bank and the builder are in collusion. The police had submitted a negative final report against which a protest petition was filed wherein the court (“**Court**”) ordered further investigation to be done. A factual report was submitted by the police before the Court. Complainant again filed an application and secured order dated July 14, 2022. Thereafter, the Complainant preferred a criminal miscellaneous petition (“**Petition**”) before the High Court, Jaipur the same was dismissed vide order dated December 15, 2023. The Court vide order dated May 22, 2024 ordered for further investigation and to submit the report. A criminal miscellaneous petition under section 528 of Bhartiya Nagarik Suraksha Sanhita, 2023 for quashing the FIR and for quashing the order dated November 1, 2021, July 14, 2022 and May 22, 2024 was filed by Bank’s officials. The matter is currently pending.
219. A provisional attachment order dated March 14, 2024 (“**PAO**”) was passed by Deputy Director, Directorate of Enforcement, Jaipur. One of the borrowers (“**Borrower**”) of HDFC Bank Limited (“**Bank**”) was one of the parties. The property kept as security by the Borrower with the Bank has also been attached vide the PAO. Deputy Directorate has filed a complaint under sub-section (5) of Section 5, of the PMLA. An appeal has been filed by the Bank against the PAO. The matter is currently pending.
 220. Jai Shree Meena (“**Complainant**”) has filed two first information report (“**FIR**”) against HDFC Bank Limited (“**Bank**”) and Dinesh Kumar Meena (“**Co-Borrower**”) alleging that forged documents were produced by the Co-Borrower and loan was availed. The matter is currently pending.
 221. Sitaram Kumawat (“**Complainant**”) has filed a first information report (“**FIR**”) against HDFC Bank Limited (“**Bank**”) and Mahesh Sharma (“**Borrower**”) for offences under Sections 384, 416, 418, 420, 467, 468, 471 and 120-B IPC. A home loan was availed by the Borrower and his wife from the Bank. Due to default in the loan, the Bank initiated SARFAESI proceedings and took possession of property, which was in possession of the Complainant at that time. The Complainant paid the dues but registered the FIR against the Borrower and the Bank. The matter is currently pending.
 222. Manju Yadav (“**Complainant**”), who was in possession of property has filed a first information report (“**FIR**”) against HDFC Bank Limited (“**Bank**”) alleging threats of dispossession given to her by officials of the Bank. The matter is currently pending.
 223. Kamal Singh (“**Complainant**”) has filed a first information report (“**FIR**”) against HDFC Bank Limited (“**Bank**”) and the builder. The Complainant is a borrower of the Bank, the builder of property had availed project a loan against the entire property from Shriram Housing Finance Limited. Builder failed to repay the loan availed from Shriram Housing Finance Limited. Thus SARFAESI action was initiated by Shriram Housing Finance Limited. Thereafter the Complainant filed the said FIR against the Bank and the builder.
 224. Deependra Bhati (“**Complainant**”) has filed a first information report (“**FIR**”) against HDFC Bank Limited (“**Bank**”) and the builder for negligence and criminal conspiracy alleging that the plot purchased by the Complainant in a resale in the builder’s project falls under park area and when Complainant applied for equity loan the Bank refused to disburse. The matter is currently pending.
 225. Enforcement directorate (“**ED**”) issued a provisional attachment order dated January 21, 2022 freezing deposits of Anita Kochar, Suresh Kumar Kochar and Shreyansh Kumar Kochar (“**Petitioners**”). The aforesaid Petitioners approached Madras High Court and Supreme Court of India for unfreezing the deposits. Pursuant to the order of the Madras High Court and dismissal of special leave petition filed by ED before the Supreme Court of India, the attachments were raised. The matter is currently pending.
 226. HDFC Bank Limited (“**Bank**”) had sanctioned and disbursed a loan of ₹ 72.2 million to the borrowers Ramlal Jain, Aruna R and Aarshita R (“**Borrowers**”). The property in the name of Aruna R was attached by the Enforcement Directorate and the Bank was served with details of FIR, case records. The Borrowers were arraigned as 10 to 12th defendants and HDFC is the 13th defendant. The Bank filed a written statement on November 4, 2022. A rejoinder for written statement has been filed by the Deputy Director of ED on 1 November 16, 2022, wherein they have confirmed that the Bank has been arraigned as one of the defendants as the subject property is mortgaged with the Bank and that the Bank is not accused of any money laundering activity as such in the present case. The matter is currently pending.
 227. HDFC Bank Limited (“**Bank**”) had sanctioned and disbursed a loan of ₹ 53,64,000 to the borrowers Leenam Surana and Rajeev Surana (“**Borrowers**”) The loan was secured by a property developed by Godrej Properties Limited. A provisional attachment order has been issued by the Enforcement Directorate, and the Bank has filed its written statement. The matter is currently pending.

228. HDFC Bank Limited (“**Bank**”) had sanctioned and disbursed a home loan of ₹ 51,53,000 to the borrowers Priti Surana and Rajiv Surana (“**Borrowers**”) a further a Top Up loan of ₹ 15,00,000. The loan was secured by a property developed by Godrej Properties Limited, provisional attachment order has been issued by the Enforcement Directorate, and the Bank has filed its written statement. The matter is currently pending.
229. The Enforcement Directorate has issued a provisional attachment order (“**PAO**”) under Section 5(1) of the PMLA and none of the parties were arrayed as defendants including HDFC Bank Limited (“**Bank**”). The Bank sanctioned and disbursed a home loan of ₹ 24,00,000 to the Lingasamy P (“**Borrower**”) in the year 2015 and subsequently a top up loan of ₹ 4,00,000 in the year 2017. The loan was secured by a property owned by the Borrower. The said property is under Provisional Attachment. The matter is currently pending.
230. CBI issued a notice dated September 22, 2020 to HDFC Bank Limited (“**Bank**”) provide the details of the loan such as statement of accounts, etc in relation to the loan availed by Manohar R for purchase of a flat at Chennai. The required documents have been provided by the Bank. The matter is currently pending.
231. Pursuant to an order dated July 18, 2011 by CBI, a notice under section 91 CrPC was issued to HDFC Bank Limited (“**Bank**”) to provide the details of the loan availed by R Vasudevan & Smt S Kalyani for purchase of property in Chennai. The required documents have been provided by the Bank. The matter is currently pending.
232. CBI issued a letter dated January 23, 2015 to HDFC Bank Limited (“**Bank**”) provide the details of the loan in relation to the loan availed by Sindya Securities and Investments Private Limited and Dwarakanath Reddy. The required documents have been provided by the Bank. The matter is currently pending.
233. Enforcement Directorate has issued a notice to HDFC Bank Limited (“**Bank**”) in relation to attachment of property of Jaffer Sadiq (“**Borrower**”) which was secured in favour of the Bank for a loan disbursed to the Borrower. The Borrower got involved in a case under Narcotic Drugs and Psychotropic Substances Act, 1985 and cases for money laundering. Subsequently, the secured property of the borrower Jafer Sadiq with the Bank was attached by the ED and notice was served to the Bank. The matter is currently pending.
234. Tejas Rajamohan (“**Complainant**”) has filed a private complaint for offences under section 499, 500 read with section 34 of IPC. The Complainant is a borrower of HDFC Bank Limited (“**Bank**”). The loan was given based on a sale agreement dated June 2, 2017 executed between R Eshwar Rao and Sunitha S in favour of the Complainant and a permission to mortgage letter issued by builder on June 22, 2017. Pursuant to the loan going into default, SARFAESI proceedings were initiated by the Bank against the Complainant. While the said process was pending the Bank received a unilateral intimation letter from the builder that he is proceeding with cancellation of the said property. The Bank has also filed a complaint dated August 10, 2020 before the Commissioner of Police. As a process of sending letters to all available registered addresses, the Bank had written to his employer as well. He is irate with the letters issued to his employers and has filed the case for defamation. Vakatnama has been filed on behalf of the Bank and also filed substitution under Section 305. The matter is currently pending.
235. Mr Veer Raj K S & other flat purchasers (“**Complainants**”) in the project "Ozone Urbana" have approach the High Court of Karnataka (“**High Court**”) against the builder and arrayed National Housing Bank, RBI and various lending institutions including HDFC Bank Limited (“**Bank**”) seeking suspension of EMI payment due to inordinate delay in handing over of the project. Currently, there is an interim stay on EMI collection. The Bank has filed its objections The Complainants have also written to various authorities alleging economic offence-fraud and calling upon for investigation. The matter is currently pending.
236. Enforcement Directorate had initiated investigation under PMLA against United Breweries (Holdings) Limited, Vijay Mallya & its group companies (“**UBHL Group**”) and subsequently issued attachment orders on various properties of UBHL Group, including immovable properties & certain shares which are mortgaged & pledged to HDFC Bank Limited (“**Bank**”). The Bank has challenged the said attachment order with respect to the properties secured in favour of the Bank considering that, even though loans to UBHL Group stand closed. A special leave petition is pending before the Supreme Court of India wherein one particular sale transaction (Diageo) executed as per the order of Karnataka High Court (out of the sale proceeds of which, Bank has also been partly paid) was challenged. The matter is currently pending.
237. The Developer had availed construction finance from HDFC Bank Limited (“**Bank**”) based on the Joint Development Agreement rights by mortgaging developer's portion of the project. The loan is in default and Bank has taken over possession of the project property under SARFAESI action under SARFAESI after obtaining DC / Magistrate permission. One of the land owners has filed a complaint against the developer also making HDFC as party alleging that the developer has used duplicate set of title deeds for taking loan.

Bank has filed an application before the High Court for quashing. Interim stay order has been obtained. The matter is currently pending.

238. Mohammad Sabban (“**Customer**”) maintaining account with HDFC Bank Limited (“**Bank**”) request to transfer funds to another account maintained with SBI and provided beneficiary name as Jawa Dealership Private Limited. Branch carried the transactions exactly as per the details provided by the account holder. Later on, customer found that the account with SBI was not in the name of Jawa Dealership Private Limited, rather it was in the name of some individual. Customer alleging it is our Bank's responsibility to check details of beneficiary and hence FIR lodged. The matter is currently pending.
239. Mayank Agarwal (“**Complainant**”) filled complaint against Aditya Puri, MD, Bhavesh C Zaveri, Additional Director, Santosh G Haldankar, Company Secretary, Sanjeev Sachar, Additional Director, Shyamala Gopinath, Director, Kaizad Manek Bharucha, Whole time Director, Shrikant Nadhamuni, Director, Sandeep Praveen Parekh, Additional Director, Malay Yogendra Patel, Director, Dwarkanath Rangnath Mavinakere, Additional Director, Sashidhar Jagdeeshan, Additional Director, Shrinivasan Baidyanathan, HDFC Bank Limited (“**Bank**”) and Umesh Chand Sarangi. Complainant alleged that an amount of Rs.98.70 Lakhs was debited from his account fraudulently, which complainant came to know later and hence lodged an FIR. The matter is currently pending.
240. Meera Soni (“**Complainant**”) is wife of Sudhir Soni who is a deceased gold loan valuer. Complainant lodged an FIR against the HDFC Bank Limited (“**Bank**”). The deceased Gold Loan Valuer (Sudhir Soni) had named two Bank officials in his suicide note, alleging that they made him falsely sanction loan on fake gold ornaments and now are harassing him for recovery of money and hence he is compelled to end his life. The matter is currently pending.
241. M/s Yash Enterprises (“**Complainant**”) shows allegations of monetary loss caused to the complainant by highlighting well hatched conspiracy perpetrated by Ashok Sachdeva (Proprietor of Navya Enterprises) and employee being the Branch Manager of HDFC Bank Limited (“**Bank**”), having its Branch at Jansath Road, Muzaffarnagar. The Complainant alleges that the Branch Manager was actively involved in not processing the two cheques. He further alleges that Branch Manager sat over these two cheques and never got it processed for clearing, and when complainant wrote to the Bank via a letter, the Bank returned both these cheques without having it presented to the clearing Bank vide a separate letter which was received by the Complainant. He further alleges that no communication whatsoever was sent to him by the Bank regarding return of both the cheques on account of alteration in date mentioned on the cheques. However, as per feedback from Branch, it appears that both the cheques were not presented for clearing based on apparent defect on the instrument. The matter is currently pending.
242. Capt Suman Chopra (“**Complainant**”) has filled an FIR against Branch official of HDFC Bank Limited (“**Bank**”) for conspiring with Ambica Mengi and allowing her to operate the locker of her mother Krishna Chopra maintained with HDFC Bank Limited. The matter is currently pending.
243. Anil Aspire, Anil Enterprises, Anil Radio House (“**Complainant**”) had filled complains against 3 Bank officials of HDFC Bank Limited (“**Bank**”) wherein one is from Retail Branch Banking and two were from Business Banking. From the perusal of the complaints it appears that criminal complaint is filed against 3 Bank officials before Agra Court alleging that some business loans running with Yes Bank were fraudulently taken over by HDFC Bank Limited whereas loans were not closed in Yes Bank, despite that , charges and interest amount was deducted from the accounts of complainants. Court took cognizance of the complaint and issued summoning orders for all three cases in the name of 3 branch officials directing them to appear before Court. The matter is currently pending.
244. Santosh Kumar (“**Complainant**”) has filled an FIR against Dhiraj, employee of HDFC Bank Limited (“**Bank**”) with the allegations of tempering is and non -receipt of the cheque no. 00031 presented by Santosh Kumar with the Bank against Dhiraj. The matter is currently pending.
245. Nasreen (“**Complainant**”) has filed a complaint against HDFC Bank Limited (“**Bank**”) after demise of her husband alleging fraudulent loan in the name of her husband and filed Application under Section 156(3) Cr.P.C. before the Court of the Additional Chief Judicial Magistrate. This application was rejected vide order dated February 1, 2022. Thereafter, being aggrieved, she filed a criminal revision before Additional Sessions Judge (“**ADSJ**”). The said revision was partly allowed vide order dated August 19, 2023, where revision was specifically dismissed qua the Bank/official and the court had only allowed the Revision Petition qua the unknown accused persons however, vide order dated October 13, 2023, magistrate overlooked the order of ADSJ and allowed the revision resulting in first information report dated October 25, 2023 which has been registered against the Bank officials. The matter is currently pending.

246. Rajbeer Singh (“**Complainant**”) filed a complaint alleging that alterations were done in the NEFT form filled by customer by the branch staff of HDFC Bank Limited (“**Bank**”) and amount was transferred to some other account. Customer filed application under Section 156(3) Crpc before the court and the same was allowed and first information report was registered against two of our staff including the branch manager. The matter is currently pending.
247. Padmakar Tiwari (“**Customer**”) has filed a first information report was filed before the police station Ajamgarh under section 406 and 420 of IPC against certain employees of HDFC Bank Limited (“**Bank**”) Customer purchased a demand draft ₹10 million from the Bank and the same was reported clear and collected on December 28, 2023 by its beneficiary through the Lamphelpat Branch of the Bank. The Customer approached the bank, for cancellation of the aforesaid demand draft, just after the collection of the same under clearing by its beneficiary. In this case FIR was also lodged by the Bank under Sections 420, 467, 471/34 of the IPC nominating Sudhakar Tiwari, Alok Benarji, Riddhi Siddhi Banquet and account holders of Manipur Weaker Development Trust with regard to the demand draft purchased by Mr. Sudhakar Tiwari and the conversion of the said demand draft into a fraudulent and fake instrument which was presented by the Manipur Weakens Development Trust for collection. The matter is currently pending.
248. Inter-se Dispute is going on between two neighbours/business partners and our customer has filed 156(3) Application before Court for registration of FIR where Branch Manager of the HDFC Bank Limited is arrayed as accused no.2 on account of colluding with beneficiary of cheque amount of Rs.3,65,000/-. However, said disputed amount is on hold in account of beneficiary and matter is under investigation. It is alleged that Signature on cheque was forged. The matter is currently pending.
249. Kaushalya Pandey (“**Customer**”) is alleging that her cheque book was lost in transit and was not delivered to her and in the meanwhile, one cheque for Rs.5,000/- was honored in favour of bearer. Further, courier company agreed to its mistake and returned the cheque amount of Rs.5,000/-. The matter is currently pending.
250. Husband of Anjali Singh (deceased) filed a first information report serious allegations against Sheila Singh (sister of deceased) stating that she opened HDFC Bank Limited Account and locker for his wife and transferred all the money to herself with the help and collusion of Branch Manager. The matter is currently pending.
251. The case is that the Ashok Kumar (“**Informant**”) came to know through Banking CIBIL Score that a Loan through HDFC Bank Limited Sector – 4 Branch has been passed in his name however, he has not taken any Loan from HDFC Bank Limited Sector – 4 Branch. It is further alleged that the Informant visited HDFC Bank Limited Sector – 4 Branch and met the Branch Manager there in order to inquire about the alleged personal Loan issued in his name but did not received any satisfactory answer, hence this case. The matter is currently pending.
252. The matter is that two cheques of rupees 30,000 was deposited in the HDFC Bank Limited, but Sanjay Kumar Modi alleges that it was not signed by him and there was a signature mismatch. The matter is currently pending.
253. The matter is that when the COVID - 19 testing van reached within the premises of HDFC Bank Limited, the investigator Varun Kumar (M.P.W) at 11.15 A.M. requested the Branch Manager for COVID 19 test which was denied by the Branch Manager and the same was informed to the Informant by Varun Kumar after which an FIR was filled against the branch manager. The matter is currently pending.
254. Vishwanath Sharma (“**Complainant**”) had filled Court of Chief Judicial Magistrate Jamshedpur alleging that one staff of HDFC Bank Limited (“**Bank**”) had approached the Complainant and persuaded him to purchase the insurance policy stating that the policies are fixed deposit certificates and only one time premium payment is required but later the complainant started getting reminders for the payment. Criminal Revision petition has been filled for setting aside the order dated December 16, 2022 passed by Judicial Magistrate 1st Class whereunder the Judicial Magistrate has framed charges against the petitioner. The matter is currently pending.
255. The matter is that the Shashidhar Jagdishan (“**Petitioner**”) alleges that he had opened a depository account which was fraudulently handled by his son-in- law in connivance with the Bank officials due to which he suffered a huge loss. The matter is currently pending.
256. The case is that the informant was not paid the stipend and when he deposited cheques, it was bounced. The informant further alleges that the Bank officials in connivance with the trust officials were involved in the fraudulent transactions. The matter is currently pending.

257. Amit Lodha and Komudi Lodha (“**Complainants**”) have filed criminal writ petitions before the Patna High Court for regularizing his account operations. The account operations of Complainant, his wife and daughter's Account has been freezed in connection with case filled before the Special Vigilance Unit, Patna. The matter is currently pending.
258. Anand Prakash Bharati (“**Petitioner**”) has a filled a title suit due to illegal disposition from her mother's property, hence this case and the HDFC Bank Limited (“**Bank**”) has been made party to the dispute without any involvement. An application has been filed that the official of the Bank is unnecessarily made party because no accusation against the Bank official in its official capacity, therefore, to delete the name of Bank staff from cause title, and case is pending in Patna High Court.
259. Dipayan Dey (“**Customer**”) had given a Loan of Rs 12 Lakh to Jiaul Rahaman. Jiaul Rahaman issued a cheque which was drawn upon HDFC Bank Limited, Baguiati Branch and they entered into an agreement on 20.03.2014 that the informant would place the aforesaid cheque to the Bank on 16.04.2014. Accordingly, the informant placed the cheque before the Bank on 17.04.2014 and the aforesaid cheque was duly honoured and the amount of 6,90,000/- was transferred to the account of the informant and the informant was intimated by the Bank via SMS. On the next day, Jiaul and Branch Manager played fraud upon him as they reversed the amount without his consent. The incident was informed to Bank writing and then the Bank reversed the entire amount from the account of the informant to the account of Jiaul Rahaman. The matter is currently pending.
260. The Complainant, with a view to open an account visited the Malda Branch of HDFC Bank Limited (“**Bank**”) and was greeted by one Sourav Halder, who took all the relevant documents and also told the complainant to deposit Rs. 20,000/- in order to open an account. Thereafter, the Complainant had to travel on personal work and when he contacted the said Sourav Halder, the latter said that he would have to deposit a further sum of Rs. 11,000/- as per Bank policy. Despite the passage of several days, the Complainant neither received the Bank account number nor the related documents. Thereupon he contacted the Branch Manager of the Bank, who informed him that he had no account with the Bank and that the Bank was not privy to the dealings between the Complainant and Sourav Haldar, who was no longer associated with the Branch. The matter is currently pending.
261. Amit Chakraborty (“**Complainant**”) filed a complaint alleging that a lump sum amount has been deducted from his account fraudulently. After Investigation, Police has filed its final report. In the said report, no charge has been framed against Mr. Rohan Dutta who is employee of HDFC Bank Limited. Thereafter, Amit Chakraborty filed one Naraji Petition which has been allowed. The matter is fixed for police report. Subsequently, Anticipatory bail application was filed before the High Court, Calcutta which was dismissed. Challenging the said order, Bank approached the Hon'ble Supreme Court of India and the Apex Court was pleased to pass conditional anticipatory bail. Accordingly, Mr. Rohan Dutta has surrendered before the Rampurhat Court. The matter is currently pending.
262. Rajen Shah (“**Complainant**”) who is holding various accounts with the Bank in the name of Rajen Shah and Kirtanlal Shah has filed the complaint against HDFC Bank Limited Ltd., wherein he has made allegation that in his accounts 108 fraudulent transactions worth 14 crores were carried out by this accountant in connivance with HDFC Bank Limited officials and others. The matter is currently pending.
263. Enforcement Directorate (“**ED**”) had issued a provisional attachment order dated May 2, 2024 (“**PAO**”) with a show cause notice (“**SCN**”) to HDFC Bank Limited (“**Bank**”) in the matter of Anil Tuteja and Others (“**Accused**”). Certain properties of the Accused, which have been attached by ED were mortgaged with the Bank. Response to the said Notice to Show Cause has been made on July 12, 2024, which has been acknowledged by ED. The matter is currently pending.
264. Enforcement Directorate (“**ED**”) had issued a provisional attachment order dated March 14, 2024 (“**PAO**”) with a show cause notice (“**SCN**”) to HDFC Bank Limited (“**Bank**”) in the matter of Skyway I- Net Solution Pvt Ltd & others (“**Accused**”). Certain properties of the Accused, which have been attached by ED were mortgaged with the Bank. Response to the said Notice to Show Cause has been made on July 12, 2024, which has been acknowledged by ED. The matter is currently pending.
265. Amit Jain and Megha Jain, borrower of HDFC Bank Limited (“**Bank**”) have taken loan from the Bank against a flat. Prahalad Kumar Agarwal was the builder of the said flat and Pravir Choudhury was the owner of land over which the said flats have been constructed. The builder has allotted a flat to Borrowers which forms part of the landowner portion and hence the builder could not have allotted the same to the borrower. Against this act of the builder Mr. Pravir Choudhury had filed a first information report, against employees of the Bank, *inter-alia* alleging that they are hand in glove with the builder and borrower in sanctioning the said loan, without properly scrutinizing the said loan. Anticipatory bail was applied for by Sundeep Bajaj, Rahul Patni

& Sanjeev Das and made absolute vide order dated January 11, 2017 passed by Additional session judge. The matter is currently pending.

266. Sadhana Singh, Yash Vikram and Ishita Singh (“**Complainants**”) have filed a case against HDFC Bank Limited (“**Bank**”) alleging that some loan documents have been forged. Chargesheet has been filed against 3 bank officials. The matter is currently pending.
267. Anand Kumar Saraf (“**Customer**”) has filed a case against HDFC Bank Limited alleging that his signature was forged. The matter is currently pending.
268. Kuldeep Singh Grewal (“**Complainant**”), customer of HDFC Bank Limited (“**Bank**”) has filed a First Information Report (“**FIR**”) against Managing Director and other bank officers. As per contents of FIR, ex staff of the Bank, Sourav Ghosh in connivance with other branch officials cheated the Complainant and persuaded him to invest in a company Fincap International on false promise of higher assured returns. Post this FIR, 11 other customers relating to Kuldeep Singh Grewal also filed police complaint. Police investigated the matter after clubbing all complaints. As of now chargesheet relating to 3 complaints have been filed. Police is further investigating the matter. Court proceedings are also going on with respect to the chargesheet filed by police for 3 complainants. The matter is currently pending.

Actions taken by Regulatory or Statutory Authorities

Nil

Disciplinary Actions including penalty imposed by the SEBI or Stock Exchanges

1. The RBI by an order dated September 10, 2024 imposed penalty of ₹ 10 million in view of non-compliance with the Reserve Bank of India (Interest Rate on Deposits) Directions, 2016 and Guidelines on Recovery Agents engaged by Banks. The penalty imposed by the RBI emanates from statutory inspections of HDFC Bank Limited with reference to its financial position as on March 31, 2022. Adjudication proceedings for disposal was initiated vide Show Cause Notice dated February 20, 2024. The penalty was paid by the HDFC Bank Limited on September 17, 2024.
2. The RBI vide letter dated November 30, 2023 levied a penalty of ₹ 10,000 on the Bank under Section 11(3) of FEMA, 1999 highlighting that the Bank did not obtain RBI’s approval for maintaining current and fixed deposit accounts of a foreign Bank post cancellation of their license by RBI, which was in contravention to the Para 13 of RBI Foreign Exchange Management (Deposit) Regulations, 2016 (AP (DIR Series) Circular no. 67/2015-16 [(1)/5(R)] dated May 05, 2016. The penalty was paid by HDFC Bank Limited on December 05, 2023.
3. NSE levied a penalty on HDFC Bank Limited of ₹ 5,000 through letter dated November 17, 2023 for operation of trading terminals without having valid NISM certification. However, the issue was discussed with NSE and request for waiver of penalty had been submitted to NSE. NSE through its email dated May 27, 2024 informed that HDFC Bank Limited’s request for the penalty waiver was considered favourably and credit note will be issued to HDFC Bank Limited shortly. The matter stands closed.
4. NSE levied a penalty on HDFC Bank Limited of ₹.7,500 through email dated November 15, 2023 for delayed submission of Action Taken Report (ATR) of Cyber Security Audit report for Fiscal Year 2022-2023. However, the issue was discussed with NSE and request for waiver of penalty was submitted to NSE. NSE through its email dated July 22, 2024 informed that waiver request has been approved for the case.
5. SEBI had issued a show cause notice dated June 19, 2023 to HDFC Bank Limited as designated depository participant in the matter of Foreign Portfolio Investors not meeting eligibility criteria prescribed under the SEBI (Foreign Portfolio Investors) Regulations. A response to the show cause notice was submitted to SEBI through letter dated August 15, 2023 and a settlement application was also submitted to SEBI. A settlement amount of ₹ 918,755.90 was paid by HDFC Bank Limited to SEBI on January 17, 2024. SEBI vide settlement order dated February 29, 2024 disposed of adjudication proceedings initiated vide show cause notice dated June 19, 2023.
6. RBI issued an order dated December 02, 2020 (“**Order**”) to HDFC Bank Limited with regard to certain incidents of outages in the internet Banking/mobile Banking/payment utilities of HDFC Bank Limited over the past 2 years, including the outages in the Bank’s internet Banking and payment system on November 21, 2020 caused due to a power failure in the primary data centre. RBI, vide above order directed HDFC Bank Limited to (a) stop all digital business generating activities planned under its ‘Digital 2.0’ programme and imposed restrictions on proposed business generating digital applications and (b) stop sourcing of new credit

card customers. HDFC Bank Limited initiated remedial activities including fixing of staff accountability and the same were communicated to the RBI. Basis HDFC Bank Limited's submission, RBI vide its letter dated August 17, 2021, relaxed the restriction placed on sourcing of new credit cards customers and further vide its letter dated March 11, 2022 lifted the restrictions on the business generating activities planned under the HDFC Bank's Digital 2.0 programme.

7. SEBI issued a final order on January 21, 2021 ("**SEBI Order**"), levying a penalty of ₹ 1 crore on HDFC Bank Limited, in the matter of invocation of securities pledged by BMA Wealth Creators (BRH Wealth Creators) for availing credit facilities. SEBI also directed HDFC Bank Limited to transfer sale proceeds of ₹ 158.68 crores on invocation of securities, along with interest to escrow account with a nationalised Bank by marking lien in favour of SEBI. HDFC Bank Limited challenged SEBI's Order before SAT and SAT, vide its interim order, stayed operation of SEBI's order. SAT, vide its final order dated February 18, 2022, allowed HDFC Bank Limited's appeal and quashed SEBI's Order.
8. SEBI had carried out inspection of merchant Banking activities of HDFC Bank Limited for April 2021 to September 2022. Based on findings of inspection and analysis of submissions made, SEBI issued administrative warning for violation of Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for failure to maintain structured digital database during the inspection period and warned to be careful in future and improve compliance standards to avoid recurrence of such lapses.
9. SEBI had carried out inspection of custodian activities of HDFC Bank Limited for Fiscal Year 2020-2021. Based on findings of inspection and analysis of submissions made, SEBI issued administrative warning for certain matters. SEBI had warned to be careful in future and improve compliance standards to avoid recurrence of such lapses.
10. SEBI had carried out inspection of designated depository participant activities of HDFC Bank Limited for Fiscal 2020-2021. Based on findings of inspection and analysis of submissions made, SEBI issued administrative warning for the delayed submission of group information about one FPI to NSDL and warned to be careful in future and improve compliance standards to avoid recurrence of such instances.
11. SEBI had carried out thematic inspection of depository participant activities of HDFC Bank Limited for April 2023 to June 2023. Based on findings of inspection and analysis of submissions made, SEBI issued administrative warning for violation of Clause 4 of Code of Conduct as specified under Schedule III read with Regulation 37 of SEBI (Depositories and Participants) Regulations, 1996 and warned to be careful in future and improve compliance standards to avoid recurrence of such instances.
12. RBI by an order dated May 27, 2021, levied a penalty of ₹ 100 million for marketing and sale of third-party non-financial products to HDFC Bank Limited's auto loan customers, arising from a whistle blower complaint regarding, inter alia, contravention of Section 6(2) and Section 8 of the Banking Regulation Act, 1949. The Bank has discontinued the sale of said third-party non-financial product since October 2019. The penalty was paid by the Bank on June 07, 2021.
13. The RBI has vide its letter dated December 4, 2020 imposed a monetary penalty of ₹1,000,000 on HDFC Bank Limited for bouncing of its Subsidiary General Ledger ("**SGL**"), which led to shortage of balance in certain securities in the Bank's Constituent Subsidiary General Ledger ("**CSGL**") account on November 19, 2020. As advised by RBI, the penalty was paid by HDFC Bank Limited on December 15, 2020.
14. The RBI had, vide its order dated June 13, 2019, imposed a monetary penalty of ₹10 million on the Bank for non-compliance with directions issued by RBI on Know Your Customer (KYC) / Anti-Money Laundering (AML) Norms and on reporting of frauds. The penalty was imposed in exercise of powers vested in RBI under the provisions of Section 47A (1)(c) read with Section 46(4)(i) of the Banking Regulation Act, 1949. In the instant case, the Bank had made a reference to the custom authorities for verification of bill of entry submitted by certain importers. Examination of these customers revealed violations of RBI directions on 'KYC/AML norms' and on reporting of frauds. The penalty amount was paid on June 26, 2019 by HDFC Bank Limited.
15. RBI, vide its letter dated January 29, 2020, forwarded the communication passing the order of imposition of penalty of ₹ 10 million for failure on the part of the Bank to carry out enhanced due diligence in monitoring the transactions, which were not in line with the declared income profile of the customers. The said penalty was paid by HDFC on February 6, 2020.
16. Director of Enforcement, by an order dated August 28, 2020 on account of contravention of Section 10(4) and Section 10(5) of FEMA imposed a fine of ₹1 million on HDFC Bank Limited and a fine of ₹ 50,000 on Sanjay Kumar Kaushik. The penalty was paid by the Bank on October 21, 2020.

17. The RBI vide their letter dated October 19, 2023 has notified that HDFC Bank Limited had claimed an excess amount of ₹ 584.10 as agency commission for 55 GST receipt transactions. Accordingly, a penalty of ₹ 101.67 has been proposed for retaining the excess amount in HDFC Bank Limited's books during the period June 11, 2021 to October 10, 2023. The Bank was advised to submit its explanation by November 18, 2023 and the final penalty is subject to change as per final demand notice. The Bank vide letter dated November 10, 2023, has submitted its detailed response with a request to condone the penalty. Further the above point was also mentioned in the RBI Inspection Report dated May 25, 2023, wherein the same response had been provided to the regulator and the Bank received acceptance of compliance and intimation of closure of the Audit report vide mail dated March 30, 2024, Considering the above aspects the point stands complied and closed.
18. The RBI has issued a show cause notice letter dated December 22, 2023 regarding reimbursements availed by HDFC Bank Limited from the RBI, in respect of redemption proceeds on maturity, half yearly interest payments for relief bonds / saving bonds, without the payments actually being made to the bond holders. The RBI has called upon to show cause as to why penalty under Section 30 of the Government Securities Act, 2006 and also under the agency Bank agreement ("**Agency Agreement**") should not be imposed on HDFC Bank Limited for the same. HDFC Bank Limited, vide email dated September 22, 2023, had submitted the details of the reimbursements claimed to the RBI and further authorised the RBI to debit an amount of ₹ 39,085,550.48 towards such reimbursements claimed. The Bank vide letter dated January 3, 2024 has submitted its detailed response to the RBI within the prescribed timeline The Bank in its submission has reaffirmed that it has followed extant regulatory guidelines / process and has not claimed any excess interest as well as has always ensured payment of subscription to RBI within prescribed regulatory timelines in compliance with the terms and conditions of the Agency Agreement.
19. RBI issued a show cause notice dated January 17, 2024 ("**SCN**") regarding instances of non-compliance with its guidelines on Constituents' Subsidiary General Ledger (CSGL) Account. The RBI advised the Bank to submit its detailed response to them within 15 days of receipt of the SCN. HDFC Bank Limited vide its letter dated January 31, 2024 has submitted detailed response to the SCN. RBI, vide their letter dated June 11, 2024 advised the Bank on their further expectations which was responded by the Bank vide its letter dated July 11, 2024.
20. RBI issued a show cause notice dated February 20, 2024 to HDFC Bank Limited ("**SCN**") for non-compliance with certain directions issued by RBI under the provisions of the Banking Regulation Act, 1949. The non-compliance to the various directions issued by the RBI formed a part of the RBI Inspection for Supervisory Evaluation ("**ISE**") with reference to HDFC Bank Limited's financial position as on March 31, 2022, the Risk Assessment Report (RAR) and Inspection Report (IR) pertaining thereto and all the related correspondence in that regard. HDFC Bank Limited vide letter dated March 11, 2024 has submitted its response to the SCN. Based on the above explanations, the Bank has submitted to the RBI on not being non-compliant or in violation of the circulars specified in the SCN. The Enforcement Department, RBI vide letter dated September 10, 2024 conveyed a speaking order dated September 03, 2024 passed by the Adjudication Committee of Executive Directors on imposing penalty of ₹ 10 million on the HDFC Bank Limited. The penalty has been imposed on the HDFC Bank Limited with respect to the breached highlighted in the SCN which has been paid by the Bank on September 17, 2024.

Litigation by our Promoter

Material Civil Litigation

Nil

Criminal Litigation

Our Promoter has, in the ordinary course of business, filed approximately 6,67,036 criminal complaints including proceedings under section 138 of the Negotiable Instruments Act, 1881. The aggregate amount involved in such matters is ₹ 194,731.9 million. Additional disclosures of certain of these matters are provided below.

1. Karvy Comtrade Ltd. who is a borrower of HDFC Bank Limited ("**Bank**") has defaulted credit facilities availed from Bank. Thereafter, the Bank filed police complaint wherein FIR was registered against them. Thereafter, at the time of charge sheet, police recommended to drop directors, Rajat Parathasarathy, Sushil Kumar Sinha wherein bank has filed objection. The matter is currently pending.
2. HDFC Bank Limited ("**Bank**") filed a complaint in respect of the offences of money laundering committed by Karvy Stock Broking Limited ("**KSBL**"). The Enforcement Directorate by provisional attachment order

dated March 8, 2022 (“**PAO**”) attached the assets of KSBL which include assets secured in favour of the Bank. By order dated December 1, 2022, the Adjudicating Authority under the Prevention of Money Laundering Act, 2002 (“**PMLA**”) has confirmed the PAO. Bank has filed an appeal challenging the order dated December 1, 2022 confirming the PAO before the Appellate Tribunal under the PMLA and the same is pending adjudication

3. Endolab Limited (“**Borrower**”) has defaulted in credit facilities availed from HDFC Bank Limited (“**Bank**”). Thereafter, Bank initiated enforcement action against its securities. During that process it has found that Borrower and its promoters removed the machineries from the factory without the knowledge / consent of the Bank. Hence, the Bank has filed present case to obtain direction for investigation. The matter is currently pending.
4. HDFC Bank Limited (“**Bank**”) has filed 25 cases against Geo-Chem Laboratories Private Limited (“**Borrowers**”). A Commodity Pledge Loan was granted to the Borrowers in which paddy bags were stored in various godowns. Upon inspection, certain quantities were found to be not paddy but only husk. The matter is currently pending.
5. Mahesh C Rane employee of HDFC Bank Limited (“**Bank**”) has filed quashing petition against the first information report registered based on Ashwinbhai Pathani complaint. The High Court of Gujarat has directed to continue the investigation without taking any coercive steps against the Bank Officials.
6. Mr.Nilesh Dhalani, ex employee of HDFC Bank Limited (“**Bank**”) has filed quashing petition against the first information report registered based on complaint of Ashwinbhai Pathani. The High Court of Gujarat has directed to continue the investigation without taking any coercive steps against the Bank Officials
7. HDFC Bank Limited (“**Bank**”) has filed a first information report against JK Metal (“**Borrower**”) for creation of illegal mortgage. It is failed takeover case from Punjab National Bank, wherein title documents of one of the security was forge and the mortgagor was impersonated and another party was illegally mortgaged with three different Banks including. The matter is currently pending.
8. This is a complaint filed by HDFC Bank Limited (“**Bank**”). Mandheer Todd and Rashpal Todd was arrested and as a condition of granting of Bail amount was deposited, later on other lenders were also joined as party. While distributing money the Bank was not given, in spite of the facts that money was deposited in its complaint. Therefore, the order for release of money was challenged before Supreme Court.
9. The Bank of India (“**Lead Bank**”) along with an entire consortium of banks which includes HDFC Bank Limited has filed a first information report against Indian Technomic Company for alleged diversion of fund and bill discounting. The matter is currently pending.
10. HDFC Bank Limited (“**Bank**”) has filed a first information report against Gautam Agro India Private Limited and others. for alleged diversion of fund and missing stock after classification of account as fraud. The matter is currently pending.
11. HDFC Bank Limited (“**Bank**”), has filed a first information report after classification of account of the borrower as fraud against diversion of fund, criminal breach of trust by the Borrower and its Director. Delhi High Court has granted a bail to Vikas Chawla on medical Grounds. The matter is currently pending.
12. HDFC Bank Limited has filed writ petition for appointment of Forensic Auditor from any top 4, for forensic audit of Borrower, Dalip Jindal, Jindal Agro and Faqir Chand Dalip Kumar, for seeking appropriate direction to Economic Offences Wing, Delhi Police. The matter is currently pending.
13. HDFC Bank Limited (“**Bank**”) has filed a first information report at police station Economic Offence Wing, Delhi alleging that credit facility were availed from the Bank by forging the balance sheet, stock report, invoices of the borrower companies Zenica Cars India Private Limited and Zenica Performance Cars Private Limited. Bail has been obtained by accused Rashpal singh Tod and Mandhir Singh Tod. The matter is currently pending.
14. HDFC Bank Limited has filed a writ against Enforcement Directorate challenging the provisional attachment order dated 02.09.2019 attaching our mortgage security created in Zenica Cars India Private Limited & Zenica Performance Private Limited.
15. HDFC Bank Limited (“**Bank**”) has filed a first information report (“**FIR**”) against Sudhir Kumar Jain (“**Customer**”). The Accused had deposited a cheque for ₹6,532,253 in high value clearing in his account.

The cheque was returned by the drawee Bank with reason “insufficient funds”. The returned instrument was wrongly debited to another account relating to a different a client (“**Accused**”). Later, a cheque was received in high value inward clearing for ₹6,000,000 in the account of the Customer. Sighting clear funds in the account, the cheque was paid. The cheque was received from Bank of India reportedly for credit of a loan account in the name of the Customer. Further the Accused had withdrawn ₹500,000/- in cash taking the exposure to the extent of ₹ 6,500,000/-. Therefore, the FIR was filed with the Lucknow Police. A legal notice has been issued to the Accused. A recovery suit has been also filed. Five separate cases have been lodged under section 138 and a separate civil suit against the Accused for recovery of money.

16. Bolin Borgohain (“**Accused**”), a borrower of HDFC Bank Limited (“**Bank**”), has obtained loan facilities against the mortgaged property from various Banks and financial institutions. The same property has been mortgaged to various Banks and financial institutions. HDFC Bank Limited filed a First Information Report (“**FIR**”), which was not registered. Hence a complaint case was filed praying for registration of the case by the Basistha Police Station. The Complaint was disposed off with a direction to the officer in charge of Basistha Police Station to register an FIR and carry out investigation. Accordingly, FIR was registered. The Accused has taken anticipatory bail from the Gauhati High Court. The case is now under investigation.
17. HDFC Bank Limited (“**Bank**”) has filed a complaint against Rangita Pegu, a borrower of the Bank alleging that she has sold the mortgaged property to one Mr. Harshajit Medhi, during the pendency of a loan with Bank vide a sale deed. Fraud was established when HDFC Bank Limited received the certified copy of the sale deed Ranjita Pegu in favour of the purchaser, Harshajit Medhi..
18. A criminal complaint has been filed by HDFC Bank Limited against Pankaj Kanodia & others (“**Borrowers**”), alleging that the Borrowers in connivance with the builder have created multiple charge/ financed the property multiple times with the Bank and Punjab National Bank (“**PNB**”) as well. Borrowers have obtained loan from HDFC & PNB against the same mortgaged property. Fraud was detected when the Bank visited the mortgaged asset and found that PNB has taken possession of the property under the SARFEASI Act.
19. HDFC Bank Limited (“**Bank**”) has filed a first information report (“**FIR**”) against Ankur Dutta & others (“**Accused**”), borrower of the Bank, alleging that the Accused was in chronic default and action under SARFAESI was initiated. Pursuant to which possession of the property was also taken. During the time of taking possession, information was received from the locals that the property has been sold to third party. Accordingly search report was taken out, which confirmed the fact that the mortgaged property has been sold to one Mrs. Monjula Bordoloi. Hence police complaint was made in Golaghat Police Station and the FIR was registered. Subsequently statement of complainant was recorded. Police has concluded its investigation and filed a final report.
20. HDFC Bank Limited (“**Bank**”) has filed a first information report (“**FIR**”) against Rachna Bhattar (“**Accused**”), a borrower of the Bank, alleging that the Accused had mortgaged two flats, and availed loan facility from the Bank. One flat was cancelled by builder and re-sold to Mr. Pranjal Baruah and Mr. Pranjal Baruah re-mortgaged the flat to State Bank of India and availed loan facilities against the same. Search report was taken out for flat No. 501 and a certified copy of sale agreement favouring Pranjal Baruah was obtained. Flat 504 is also occupied by two women who are paying rent to Mrs. Barnali Chetia / Pranjal Chetia and have not heard about our borrower, Rachna Bhattar.
21. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) against Ishwar Chandra Gyan (“**Accused**”), a borrower of the Bank, alleging that, he had shown a third party property at lending point for the purpose of valuation. Actual property could not be identified / demarcated and seems to be of low value. He also forged / fabricated his income documents. He has admitted to such wrong. Hence, police complaint was filed, however since First Information Report (“**FIR**”) was not registered a complaint was filed and subsequently, the court has ordered for the FIR to be registered.
22. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) against Deepanjali Borah (“**Accused**”), a borrower of the Bank, alleging that he has sold the property to a third party namely Mrs. Poli Sharma without clearing the loans of the Bank. Poli Sharma has further sold the property to one Mr. Ranjit Borthakur. The Bank had taken the search report and also obtained the certified copy of sale deed(s) executed by the borrower and Poli Sharma, which confirm the fraud. Hence, police complaint was filed, however since first information report (“**FIR**”) was not registered a complaint was filed and subsequently, the court has ordered for the FIR to be registered.
23. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) against Moyurakshi Boruah (“**Accused**”), a borrower of the Bank, alleging that, the Accused had had shown a third-party property at lending point for the purpose of valuation. Actual mortgaged property is approximately 2-3 kms away from

the property valued at lending point, is land locked, has a soak pit/ pond in it and is of very low value. The borrowers have admitted to such wrong doings. Hence, police complaint was filed, however since first information report (“**FIR**”) was not registered a complaint was filed and subsequently, the court has ordered for the FIR to be registered.

24. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) against Sayed Amanul Islam (“**Accused**”), a borrower of the Bank, alleging that, had misguided the employee of the Bank by showing photo shopped photographs for availing disbursement. Construction was not completed and he had absconded. Further there are multiple finance on the property. Hence a criminal complaint was filed.
25. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) against three borrowers (“**Accused**”) alleging that they had misguided the employee of the Bank into assessing / valuing a third-party property at lending point. Actual mortgaged property is unidentifiable / cannot be demarcated. There is a mismatch in the property valued at lending point and the actual mortgaged property. Hence, a complaint has been filed by the Bank against these borrowers.
26. The State of Chhattisgarh has filed a complaint against the ex Branch Manager of HDFC Bank Limited (“**Bank**”) for fraudulently cheating the customers by taking their money in the name of deposits and subsequently siphoning the same off in various accounts. FIR was filed by the customer wherein the internal reports were submitted by the Bank. The accused is now arrested and chargesheet is yet to be filed. The matter is currently pending.
27. HDFC Bank Limited (“**Bank**”) filed police complaint before Commissioner of Police against Satnam Singh and Others, (“**Borrower**”). During site visit upon default, the property that was shown to the Bank but at the time of sanctioning / disbursement of the loan the property was found to be in possession of a third party, who had executed a sale deed in her favour. Hence, complaint was filed against the Borrowers and is pending before E.O.W Amritsar.
28. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) before the Economic Offences Wing against Jasbir Rani and others (“**Accused**”) alleging that the Accused had sold secured property without clearing the Bank's loan. The case is currently pending before the Economic Offences Wing.
29. Economic Offences Wing, Amritsar had issued a notice u/s 91 CrPC dated July 18, 2022 to provide details of A.K Verma, Borrower of HDFC Bank Limited (“**Bank**”). The Bank sent response Letter dated August 11, 2022 with details of property confirmed along with copies of KYC Doc, Loan Agreement/Pro Note/Acceptance Letter, Copies of Title and Revenue Documents, Non Encumbrance Certificate, Foreclosure Letter and Loan Account Statement provided to ED Authorities.
30. HDFC Bank Limited (“**Bank**”) has filed a complaint with Economic Offences Wing Delhi Police (“**Complaint**”) against Mayoor Kumar, a borrower of the Bank (“**Accused**”) alleging that the Accused mortgaged the property already mortgaged with the Bank with other financial institutions (IIFL and DFHL). The Bank has also filed a case before Debt Recovery Tribunal, Delhi against IIFL in July 2020. Notice has been issued to IIFL and matter is listed for filing of reply by IIFL.
31. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) before the Economic Offences Wing against Tulsiani builder (“**Accused**”) alleging that the Accused and 4 other borrowers in collusion with each other obtained individual loans from the Bank and thereafter the Accused sold the flats to third parties. A first information report has been registered by Economic Offence Wing against Builder and four borrowers. The Bank has also filed civil suits against the 4 borrowers.
32. HDFC Bank Limited (“**Bank**”) has filed a first information report (“**FIR**”) before the Economic Offences Wing against Meadows Vista (“**Accused**”) alleging that the Accused, borrower of the Bank, was engaged in multiple sale of flats mortgaged with the Bank. The Accused has also defrauded other banks and financial institutions. First information report has been registered against Builder by Economic Offences Wing, Delhi Police in multiple cases of similar nature. The Directors of the Builder were arrested. The Bank has also filed civil cases against the Accused.
33. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) before the Economic Offences Wing against AVJ Developers (“**Accused**”) alleging that the Accused, borrower of the Bank, was engaged in multiple sale of flats mortgaged with the Bank to other persons and these properties were also mortgaged with other Banks. The Bank has filed police complaint with Economic Offences Wing, Delhi Police against the Builder and a first information report has been filed by Police. Builder was in jail for around 2 years. He is currently on bail. The Bank has also filed civil suits against the borrowers.

34. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) before the Economic Offences Wing against Vikas Garg (“**Accused**”) alleging that the Accused, a borrower of the Bank took a loan from the Bank by mortgaging fabricated documents. A first information report was lodged against him by the Bank and consequently a chargesheet was filed. Vikas Garg was arrested but is currently on bail. The Bank had also filed a civil suit against him and a decree was passed against the borrower. Decree could not be executed as the Bank could not provide details of his assets.
35. HDFC Bank Limited (“**Bank**”) has filed a complaint (“**Complaint**”) before the Economic Offences Wing against Shivkala Group (“**Accused**”) alleging that a borrower of Bank, sold flats to multiple purchasers who availed loan from different banks and financial institutions. Multiple first information reports has been lodged. Thereafter, the borrower was arrested and was in jail for more than 3 months. Currently he is on bail.
36. Property mortgaged to HDFC Bank Limited (“**Bank**”) was provisionally attached by Enforcement Directorate. The Bank has filed an application for setting aside the attachment which was dismissed. The Bank filed an appeal in Appellate Tribunal which is currently pending.
37. A appeal has been filed by HDFC Bank Limited (“**Bank**”) against order of attachment of property which shall continue during the pendency of the proceedings before Special Court. the matter is currently pending.
38. HDFC Bank Limited has filed Quashing Application against the Police case initiated by Debasish Saha (“**Co-Applicant**”) alleging forging of her signature in the agreement which she came to know after closing the loan though she had the car registered in her name. The matter is currently pending.
39. HDFC Bank has filed a case before the Court of Enforcement Directorate in respect of a hypothecated vehicle which has been seized by the Enforcement Directorate under section 17(4) of Prevention Money Laundering Act, 2002, from the office and residence of customer M/s Bhanu Construction. (Sanjay Kumar Tiwary). The matter is currently pending hearing.
40. HDFC Bank Limited (“**Bank**”) has filed an appeal against the order of the adjudicating authority under PMLA, which has confirmed the provisional attachment order against the securities of the Bank by Enforcement Directorate with respect to two vehicles financed by the Bank to Pravin Ninawe. The matter is currently pending.
41. Enforcement Directorate (“**ED**”) has initiated a legal proceeding against Bank's customer, D S Yarns Private Limited. Enforcement directorate's provisional attachment order (“**PAO**”) was confirmed by adjudicating authority under PMLA. Bank has filed an appeal before PMLA appellate tribunal against the order of adjudicating authority of PMLA (“**PLMA AT**”). The appeal before PMLA AT has been registered against ED and all other respondents arrayed by ED while passing of PAO. The Bank through appeal has prayed for the attachment of vehicle hypothecated with Bank to be removed from attached assets in PAO. Bank has prayed that it has rights under SARFAESI and is a bonafide creditor. The matter is currently pending.
42. Enforcement Directorate (“**ED**”) has initiated a legal proceeding against Bank's customer, Upendra Rai. Enforcement directorate's provisional attachment order (“**PAO**”) was confirmed by adjudicating authority under PMLA. The Bank has filed appeal before appellate tribunal PMLA against the confirmation of PAO done by adjudicating authority. The matter is currently pending.
43. Kachara Shamji Harijan (“**Complainant**”) has filed a revision application before Sessions Court, Bhuj (“**Sessions Court**”) challenging the police investigation in a repossession complaint filed by the Complainant. Sessions Court passed an order in favor of the Complainant stating to reinvestigate the case. Aggrieved by this order, HDFC Bank Limited filed a special criminal application before the High Court of Gujarat challenging the order of Sessions Court.
44. Ram Lal, a borrower of HDFC Bank Limited (“**Bank**”) has sold the secured asset to a third party without clearing Bank’s loan. The Bank has filed a complaint. The investigation has been marked to Economic Offences Wing thereafter.
45. The borrowers of HDFC Bank Limited have shown wrong property the time of appraisal /technical visit. The Bank has filed a complaint before Superintendent of Police-Yamunanagar and the investigation has been handed over to Economic Offences Wing-Yamunanagar thereafter.
46. The borrowers of HDFC Bank Limited (“**Bank**”) defaulted in repayment of the loan pursuant to which, possession was taken by the Bank under SARFAESI Act. Immediately after taking over possession, third

party approached the Bank claiming to be the owner basis a registered sale deed. It was later disclosed that a fraud was committed by the borrower in connivance with seller. Police complaint was registered against seller and borrower and the investigation is being carried out by the Economic Offences Wing.

47. Vinod Kumar Chauhan, a borrower of HDFC Bank Limited sold secured assets without clearing the Bank's loan. The case is currently pending.
48. HDFC Bank Limited ("**Bank**") has filed a complaint against Anil Kumar ("**Accused**") alleging that he impersonated himself as Mahipal in connivance with original Mahipal and availed loan with his wife Smt. Kusum. The seller seems to be in connivance with the borrowers as sellers have refused to co-operate with the Bank. FIR has been registered against Sh. Mahipal, Sh. Anil Kumar, Smt. Kusum and Smt. Amarjit Kaur.
49. HDFC Bank Limited ("**Bank**") had filed a first information report ("**FIR**") against its borrower Rajkumar Sawlani ("**Accused**") alleging that the Accused had availed loan from the Bank for depositing balance amount for plot allotted in his name by local development authority thereafter, the Accused did not submitted the lease deed with the Bank and sold mortgaged property to a third party. The Accused filed a criminal miscellaneous petition ("**Petition**") before High Court, Jaipur under section 482 Cr.PC for quashing of the FIR. The Petition as well as stay application have been dismissed vide order dated May 23, 2024.
50. HDFC Bank Limited ("**Bank**") had filed a first information report ("**FIR**") against its borrower Mahaveer Prasad Choudhary ("**Accused**") alleging that the Accused had availed loan from the Bank for depositing balance amount for plot allotted in his name by local development authority. Thereafter, the allotment was cancelled but the Accused did not refund the cheque issued by the Bank in favour of local development authority. The Accused as filed a bail application against the FIR which has been dismissed.
51. HDFC Bank Limited ("**Bank**") has filed two complaints ("**Complaint**") against its borrower Shweta Mehla and one complaint against Ritu Fatehpuria ("**Accused**") alleging that the Accused had availed a loan from the Bank for purchasing property from a builder, thereafter, the Accused, in collusion with the builder sold the property to a third party.
52. HDFC Bank Limited ("**Bank**") had filed a first information report ("**FIR**") against Arunodaya Builders ("**Accused**") for selling the property kept as security with the Bank to third parties without settling loans availed from the Bank.
53. HDFC Bank Limited ("**Bank**") had filed a first information report ("**FIR**") against Roopwanti Meena ("**Accused**") for breaking the locks and entering the premises in possession of the Bank under the SARFAESI Act. The Accused has filed a criminal miscellaneous petition under section 482 CrPC for quashing the FIR.
54. HDFC Bank Limited ("**Bank**") had filed a first information report ("**FIR**") against Ramgopal and others ("**Accused**") for threatening to commit suicide and harming the officials of the Bank who were taking possession of the secured property as per the SARFAESI Act.
55. HDFC Bank Limited ("**Bank**") had filed a complaint ("**Complaint**") against Jain Traders, Pankaj Traders and Manaya Foods, ("**Accused**") for syphoning and misappropriation of Stock. The matter is currently pending.
56. HDFC Bank Limited ("**Bank**") had filed a complaint ("**Complaint**") against Ravi Mohan Hazari & Ms Sashi Hazari and Dhruv Hazari ("**Accused**") for syphoning and misappropriation of Stock. The matter is currently pending..
57. HDFC Bank Limited ("**Bank**") had filed a complaint ("**Complaint**") against suspected staffs Girish Tiwari, Sanjeev Sharma and Megha Singh ("**Accused**") alleging that there were many fraudulent cash deposit entries done in accounts of staff, their relatives and known customers without actual cash being deposited and then funds were transferred to various bank accounts within and outside bank. Mr Girish Tiwari and Sanjeev Sharma got arrested and police is yet to file charge sheet.
58. Gold Dust Jewellers had availed a loan from HDFC Bank Limited ("**Bank**") wherein Aatif Mohd Khan ("**Mortgagor**") had mortgaged properties which includes one flat purchased from Mr. Sanjay Chandrakant Rege ("**Complainant**"). The Complainant filed complaint before police stating that Mortgagor has not made payment of full consideration. In this regard, investigation are going on by Navghar Police station wherein

police is conducted unwarranted investigation dragging bank official for the inquiry. Therefore, Bank has filed a writ petition against police harassments of Navghar Police station by the way of extending biased investigations against the employees of Bank even though the Bank is not a party to the first information report.

59. Karvy Stock Broking Ltd. who is a borrower of HDFC Bank Limited (“**Bank**”) has defaulted credit facilities availed from Bank. Thereafter, Bank filed police complaint wherein first information report (“**FIR**”) was registered against them. In view of the same, Karvy Stock Broking has filed a petition to quash FIR stating that Bank has failed to establish offences against them.
60. HDFC Bank Limited (“**Bank**”) has filed a complaint against M/S Faqir Chand Dalip Kumar and M/S Dalip Jindal Agro Packaging Private Limited, M/s Jindal Agro International and their Directors/Partners before EOW, Delhi Police after classification of account as fraud for siphoning of fund and misappropriation of Stock. The matter is currently pending.
61. Sanjay Kumar Sapra had filed a criminal case against Punit Chandok and others in Magistrate Court on August 24, 2016 in relation to fraudulent encashment. Thereafter, HDFC Bank Limited (“**Bank**”) has filed a complaint to Delhi police to lodge FIR in fraudulent encased cheque presented by SBI. Hence state police filed FIR against the culprits for recovery of defalcated amount. State police has filed charged sheet in the matter in district court Delhi. The matter is currently pending.
62. Naresh Kumar filed a criminal case against Punit Chandok and others in Magistrate Court on 07 Nov 2017 in relation to Fraudulent encashment.. Thereafter, HDFC Bank Limited (“**Bank**”) has filed complaint to Delhi police to lodge FIR in fraudulent encased cheque presented by SBI hence state police filed FIR against the culprits for recovery of defalcated amount. State police has filed charged sheet in the matter in district court. The matter is currently pending.-

III. Litigation involving our Directors

Litigation against our Directors

Material Civil Litigation

Nil

Criminal Litigation

Venkatraman Srinivasan

1. Arun Kumar (“**Complainant**”) filed a complaint against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Smita Affinwalla, Dr. Amla Ashim Samanta and Arijit Basu. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 50*” on page 427.
2. Ganpat Gunda Khadtare filed a complaint against *inter alia* our Directors, Ramesh Ganesan, Smita Affinwalla, Dr. Amla Ashim Samanta, Arjit Basu, A K Viswanathan, Venkatraman Srinivasan, alleging forgery and cheating. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*” on page 423.
3. Food Stuff Trading Private Limited has filed a contempt application before Civil Judge Senior Division against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Dr. Amla Ashim Samamnta, Jimmy Minocher Tata, Smita Affinwalla for contempt of a stay order. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 22*” on page 424.

A K Vishwanathan

1. Ganpat Gunda Khadtare filed a complaint against *inter alia* our Directors, Ramesh Ganesan, Smita Affinwalla, Dr. Amla Ashim Samanta, Arjit Basu, A K Viswanathan, Venkatraman Srinivasan, alleging forgery and cheating. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*” on page 423.

Ramesh Ganesan

1. Arun Kumar (“**Complainant**”) filed a complaint against our Directors, Ramesh Ganesan, Venkatraman

Srinivasan, Smita Affinwalla, Dr. Amla Ashim Samanta and Arijit Basu. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 50*” on page 427.

2. Ganpat Gunda Khadtare filed a complaint against *inter alia* our Directors, Ramesh Ganesan, Smita Affinwalla, Dr. Amla Ashim Samanta, Arjit Basu, A K Viswanathan, Venkatraman Srinivasan, alleging forgery and cheating. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*” on page 423.
3. Food Stuff Trading Private Limited has filed a contempt application before Civil Judge Senior Division against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Dr. Amla Ashim Samamnta, Jimmy Minocher Tata, Smita Affinwalla for contempt of a stay order. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 22*” on page 424.
4. Sanjay Agarwal (“**Complainant**”) has filed a criminal complaint filed before the Metropolitan Magistrate Court, Kolkata (“**Court**”) against our Directors. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 13*” on page 423.
5. Amar Singh (“**Complainant**”) filed an application under section 156 (3) of CrPC against our Director, Ramesh Ganesan For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 52*” on page 428.
6. Gulakala Basava Punna Rao has filed a criminal case against our Director, Ramesh Ganesan. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 18*” on page 424.
7. Mukesh Anchal (“**Applicant**”) has filed application under section 340 CrPC against our Director, Ramesh Ganesan For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 6*” on page 422.
8. Sunita Nain, (“**Complainant**”) wife of deceased borrower, Balwant Singh has filed complaint under section 200, 156(3) of CrPC (“**Complaint**”) alleging offence under section 420, 468 and 471 of IPC committed by the officials of our Company. The Complainant has alleged that, she did not sign any loan papers, and that the officials of our Company have harassed, cheated, and defrauded the Complainant with the motive to extorting money. Our Company had issued a notice to the Complainant under section 13(2) of SARFAESI, post which the Complainant has filed the Complaint. Our Company has received a notice under section 91 of CrPC, to provide certain documents. The Company has filed a reply to the said notice. The matter is currently pending.
9. Lakhwinder Singh (“**Petitioner**”) has filed a contempt case against (“**Application**”) our Director, Ramesh Ganesan. The Petitioner had filed a writ petition before the High Court of Punjab and Haryana, Chandigarh, (“**High Court**”) praying to refrain our Company from forcibly repossessing the vehicle. High Court passed an order that our Company will not repossess the vehicle without due process of law. Subsequently our Company repossessed the vehicle under section 17 of Arbitration and Conciliation Act following due process of law. Thereafter, the Petitioner filed the Application against our Managing Director. The matter is currently pending.

Jimmy Tata

1. Food Stuff Trading Private Limited has filed a contempt application before Civil Judge Senior Division against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Dr. Amla Ashim Samamnta, Jimmy Minocher Tata, Smita Affinwalla for contempt of a stay order. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 22*” on page 424.

Dr. Amla Ashim Samanta

10. Arun Kumar (“**Complainant**”) filed a complaint against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Smita Affinwalla, Dr. Amla Ashim Samanta and Arijit Basu. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 50*” on page 427.
1. Ganpat Gunda Khadtare filed a complaint against *inter alia* our Directors, Ramesh Ganesan, Smita Affinwalla, Dr. Amla Ashim Samanta, Arjit Basu, A K Viswanathan, Venkatraman Srinivasan, alleging forgery and cheating. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*” on page 423.

2. Food Stuff Trading Private Limited has filed a contempt application before Civil Judge Senior Division against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Dr. Amla Ashim Samamnta, Jimmy Minocher Tata, Smita Affinwalla for contempt of a stay order. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 22*” on page 424.

Arijit Basu

1. Arun Kumar (“**Complainant**”) filed a complaint against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Smita Affinwalla, Dr. Amla Ashim Samanta and Arijit Basu. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 50*” on page 427.
2. Ganpat Gunda Khadtare filed a complaint against *inter alia* our Directors, Ramesh Ganesan, Smita Affinwalla, Dr. Amla Ashim Samanta, Arjit Basu, A K Viswanathan, Venkatraman Srinivasan, alleging forgery and cheating. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*” on page 423.

Smita Affinwalla

1. Arun Kumar (“**Complainant**”) filed our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Smita Affinwalla, Dr. Amla Ashim Samanta and Arijit Basu. For details, see “- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 50*” on page 427.
2. Ganpat Gunda Khadtare filed a complaint against *inter alia* our Directors, Ramesh Ganesan, Smita Affinwalla, Dr. Amla Ashim Samanta, Arjit Basu, A K Viswanathan, Venkatraman Srinivasan, alleging forgery and cheating. For details, see “- *Litigation involving our Company – Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*” on page 423.
3. Food Stuff Trading Private Limited has filed a contempt application before Civil Judge Senior Division against our Directors, Ramesh Ganesan, Venkatraman Srinivasan, Dr. Amla Ashim Samanta, Jimmy Minocher Tata, Smita Affinwalla for contempt of a stay order. For details, see “- *Litigation involving our Company – Criminal litigation involving our Company – Criminal litigation against our Company – No. 22*” on page 424.

Actions taken by Regulatory or Statutory Authorities

Nil

Litigation by our Directors

Material Civil Litigation

Nil

Criminal Litigation

Nil

IV. Litigation involving our Group Companies

Nil

Tax Claims

Except as disclosed below, there are no outstanding litigations involving claims related to direct and indirect taxes involving our Company, Directors and Promoter.

| Nature of case | Number of cases | Amount involved (in ₹ million) ^{#*} |
|---|-----------------|--|
| Litigation involving our Company** | | |
| Direct Tax | 5 | 354.1 |
| Indirect Tax | 8 | 64.6 |
| Litigation involving our Promoter | | |
| Direct Tax | 40 | 174,319.6 |
| Indirect Tax | 123 | 20,468.3 |
| Litigation involving our Directors | | |
| Direct Tax | Nil | Nil |
| Indirect Tax | Nil | Nil |

[#] To the extent quantifiable.

^{*} Excluding interest.

******The Company has filed seven writ petitions on August 31, 2024 for various years for release of refund due receivable aggregating to ₹1,422.5 million (i.e. tax refund of ₹1,094.6 million and interest on refund of ₹327.9 million).

Outstanding dues to Creditors

As of September 30, 2024, our Company has 520 creditors, and the aggregate outstanding dues to these creditors by our Company are 3,925.5 million.

Details of outstanding dues owed to material creditors, micro, small and medium enterprises and other creditors as of September 30, 2024, are set out below:

| Types of Creditors | Number of Creditors | Amount involved (in ₹ million) |
|--|---------------------|--------------------------------|
| Micro, Small and Medium Enterprises [*] | Nil | Nil |
| Material Creditors | 3 | 1946.9 |
| Other Creditors ^{**} | 517 | 1,978.6 |
| Total | 520 | 3,925.5 |

As per the materiality policy, creditors of our Company to whom our Company owes an amount having a monetary value exceeding ₹ 196.3 million of the outstanding total trade payables of our Company as of September 30, 2024 (i.e., to whom our Company owes an amount which is equal to or exceeds 5% of total outstanding trade payables of the Company as of September 30, 2024 have been considered as ‘material’ creditor. Details of outstanding dues towards our material creditors are available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents>.

Material Developments

Other than as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 387, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below a list of material approvals, consents, licences and permissions from various governmental and regulatory authorities required to be obtained by our Company, which are considered material and necessary for the purpose of undertaking our business activities and operations (“**Material Approvals**”). In view of the approvals listed below, our Company can undertake this Offer and its business activities, as applicable. In addition, certain of Material Approvals of our Company may have lapsed or expired or may lapse in their normal course and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable requirements and procedures. We have also disclosed below the material approvals (a) applied for but not received; (b) expired and renewal yet to be applied for; and (c) required but not obtained or applied for. For details of risk associated with not obtaining or delay in obtaining requisite approvals, see “Risk Factors – We may not be able to obtain, renew or maintain statutory and regulatory permits and approvals required to operate our business, which may materially and adversely affect our business, results of operations, cash flows and financial condition.” on page 50. Our inability to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business may adversely impact our business, results of operation and cash flows. Unless otherwise stated, Material Approvals as set out below, are valid as on date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see “Key Regulations and Policies” beginning on page 264.

I. Incorporation details

Our Company

1. Certificate of incorporation dated June 4, 2007, issued to our Company, under the name “HDB Financial Services Limited” by the RoC.
2. Certificate of commencement of business dated July 31, 2007 issued to our Company by the RoC.
3. Our Company has been allotted the corporate identity number U65993GJ2007PLC051028.

I. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 474.

II. Material Approvals in relation to business and operations

Our Company

1. Certificate of registration dated December 31, 2007, granted by the RBI, to carry on the business of a non-banking financial institution without accepting public deposits.
2. Registration with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (“CERSAI”) for registration of security interest bearing institution code JC123, and registration with the CERSAI Central KYC Registry bearing registration code IN1407.
3. Registration for information utility services, through agreement dated November 26, 2018 entered into with National E-Governance Services Limited
4. Registration as a corporate agent (composite) under the IRDAI (Registration of Corporate Agents) Regulations, 2015 and the Insurance Regulatory and Development Authority Act, 1999, pursuant to a certificate of renewal registration dated March 17, 2022 issued by the IRDAI bearing registration number CA0095.

III. Tax related approvals

Our Company

1. The permanent account number of our Company is AABCH8761M.
2. The tax deduction account number of our Company is AHMH02559E.

3. Our Company has obtained goods and services tax registrations under the Central Goods and Service Tax Act, 2017, in relation to certain of our office premises for our business operations in the following states:

| Sr. No | State |
|--------|------------------------|
| 1. | Andhra Pradesh |
| 2. | Arunachal Pradesh |
| 3. | Assam |
| 4. | Bihar |
| 5. | Chandigarh |
| 6. | Chattisgarh |
| 7. | Dadra and Nagar Haveli |
| 8. | Delhi |
| 9. | Goa |
| 10. | Gujarat |
| 11. | Haryana |
| 12. | Himachal Pradesh |
| 13. | Jammu and Kashmir |
| 14. | Jharkhand |
| 15. | Karnataka |
| 16. | Kerala |
| 17. | Madhya Pradesh |
| 18. | Maharashtra |
| 19. | Meghalaya |
| 20. | Mizoram |
| 21. | Odisha |
| 22. | Puducherry |
| 23. | Punjab |
| 24. | Rajasthan |
| 25. | Sikkim |
| 26. | Tamil Nadu |
| 27. | Telangana |
| 28. | Tripura |
| 29. | Uttar Pradesh |
| 30. | Uttarakhand |
| 31. | West Bengal |

IV. Material approvals for branches

Our Company has obtained registrations in the ordinary course of business for our regional offices across various states and union territories in India including trade licenses, registrations under professional tax registrations, the Employees' State Insurance Act, 1948, Employees Provident Fund Act, 1971 and shops and establishment registrations issued under the relevant state legislations, as well as registrations from the state labour welfare boards, to the extent applicable. Certain licences may have lapsed in their normal course and our Company has either made an application to the appropriate authorities for fresh registrations or for renewal of existing registrations or is in the process of making such applications.

V. Material approvals applied for but not received

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no material approvals which our Company has applied for, but which have not been received:

- (a) Trade license for our branches in the states of Bihar and Sikkim; and
- (b) Registration of establishment for our branches in the states of Meghalaya and Sikkim.

VI. Material approvals expired and renewal to be applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals of our Company that have expired, and for which renewal is to be applied for.

VII. Material approvals required but not obtained or applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals which our Company was required to obtain but which has not been obtained or been applied for.

VIII. Intellectual Property

For details, see “*Our Business –Intellectual Property*” on page 261 and “*History and Certain Corporate Matters—Shareholders’ agreements and other material agreements—Key terms of other material agreements*” on page 286 and for risks associated with our intellectual property, see “*Risk Factors—Internal Risks—We may not be able to prevent others from unauthorised use of our intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims*” on page 46.

SECTION VII: GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards, 'group companies' of our Company shall include (i) the companies (other than our corporate promoter) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) such other companies as considered material by the Board.

With respect to (ii) above, our Board in its meeting held on October 28, 2024 has considered that such companies (other than our Promoter and the companies covered under the schedule of related party transactions as per the Restated Consolidated Financial Information) that are a part of the Promoter Group which have entered into one or more transactions in the financial year ended March 31, 2024 and six months period ended September 30, 2024 ("**Test Period**"), which individually or in the aggregate, exceed 10% of the total restated consolidated revenue of our Company for the Test Period, shall also be classified as Group Companies.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Companies:

1. HDFC Securities Limited;
2. HDFC Life Insurance Company Limited;
3. HDFC Ergo General Insurance Company Limited; and
4. HDFC Asset Management Company Limited;

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable) are hosted on the websites of the respective Group Companies, as indicated below.

Our Company is providing link to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on the websites given below does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision. Our Company, the BRLMs or any of the Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below.

1. *HDFC Securities Limited*

Registered office

The registered office of HDFC Securities Limited is situated at Think Techno Campus, Building, B, Alpha, Office Floor 8, Opposite Crompton Greaves, Kanjurmarg (East), Mumbai - 400 042, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of HDFC Securities Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents>.

2. *HDFC Life Insurance Company Limited*

Registered office

The registered office of HDFC Life Insurance Company Limited is situated at 13th Floor, Lodha Excelus, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai – 400 011, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of HDFC Life Insurance Company Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents>.

3. *HDFC Ergo General Insurance Company Limited*

Registered office

The registered office of HDFC Ergo General Insurance Company Limited is situated at HDFC House, 1st Floor, 165-166 Backbay Reclamation H.T. Parekh Marg, Churchgate, Mumbai – 400020, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of HDFC Ergo General Insurance Company Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents>.

4. *HDFC Asset Management Company Limited*

Registered office

The registered office of HDFC Asset Management Company Limited is situated at HDFC House, 2nd Floor, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai – 400 020, Maharashtra, India.

Financial information

Certain financial information derived from the audited financial statements of HDFC Asset Management Company Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at <https://www.hdbfs.com/investor/offer-documents>.

Nature and extent of interest of our Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

None of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among our Group Companies and our Company or its subsidiaries/associate companies

There are no common pursuits amongst our Group Companies and our Company, except for HDFC Securities Limited, as our Company and HDFC Securities Limited are both corporate agents for selling life and general insurance products.

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries or associate companies.

Related business transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in “*Restated Consolidated Financial Information – Note 37: Related Party Transactions*” on page 364, there are no other related business transactions with our Group Companies. Further, our Group Company, HDFC Ergo General Insurance Company Limited has entered into a corporate agency agreement dated March 21, 2024 with our Company, pursuant to which, our Company has received a total commission of ₹ 338.6 million for the business procured out of which ₹152.0 million was received in Fiscal 2024.

There is no conflict of interest between the lessors of the immovable properties that are crucial for the operations of the Company and our Group Companies and their directors.

Except for our Group Companies being subsidiaries of our Promoter, HDFC Bank Limited (one of the third party service providers crucial for the operations of our Company), there is no conflict of interest between third party service providers that are crucial for the operations of the Company and our Group Companies and their directors.

Litigation involving our Group Companies

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company.

Business interest of our Group Companies

Except in the ordinary course of business and as stated in “*Restated Consolidated Financial Information – Note 37: Related Party Transactions*” on page 364, none of our Group Companies have any business interest in our Company.

Other confirmations

Except as stated below, none of our Group Companies have any securities listed on any stock exchange:

| Group Company | Listed securities |
|---|---|
| HDFC Life Insurance Company Limited | Equity shares listed on BSE and NSE and non-convertible debt securities listed on NSE |
| HDFC Asset Management Company Limited | Equity shares listed on BSE and NSE |
| HDFC Ergo General Insurance Company Limited | Non-convertible debt securities listed on BSE |

The details of the debt securities of our Group Companies are as below:

| S. No. | ISIN No. | Stock Exchange | Amount Issued (Rs. million) | Scrip Code | Maturity Date | Credit Rating |
|--|--------------|----------------|-----------------------------|------------|--------------------|--|
| HDFC Life Insurance Company Limited | | | | | | |
| 1. | INE795G08019 | NSE | 6,000.0 | HDFCLIFE | July 29, 2030 | “AAA/Stable” by CRISIL and “AAA” by ICRA |
| 2. | INE795G08035 | NSE | 10,000.0 | HDFCLIFE | October 9, 2034 | “AAA/Stable” by CRISIL and “AAA” by ICRA |
| 3. | INE795G08027 | NSE | 3,500.0 | HDFCLIFE | June 22, 2025 | “AAA/Stable” by CRISIL and “AAA” by ICRA |
| HDFC Ergo General Insurance Company Limited | | | | | | |
| 1. | INE225R08014 | BSE | 3,750.0 | 973567 | November 9, 2031 | CRISIL/AAA, ICRA/AAA |
| 2. | INE225R08022 | BSE | 800.0 | 974202 | September 19, 2032 | |
| 3. | INE225R08030 | BSE | 3,000.0 | 974609 | February 20, 2033 | |
| 4. | INE225R08048 | BSE | 3,200.0 | 975112 | September 26, 2033 | |

Further, except for HDFC Ergo General Insurance Company Limited, which undertook a rights issue, none of our Group Companies has made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus. Details of such issue by HDFC Ergo General Insurance Company Limited are as set forth below:

| Information | Details |
|--|---|
| Year of issue | 2024 |
| Type of issue (public/rights/composite) | Rights |
| Amount of issue (INR) | 5,70,22,71,126 |
| Issue price (INR) | 654 per share (including premium of Rs. 644 per share) |
| Current market price (INR) | NA, the company being an unlisted entity |
| Date of closure of issue | August 30, 2024 |
| Date of allotment and credit of securities to dematerialized account of investors | Date of Allotment – August 31, 2024 Date of credit – September 3, 2024 |
| Date of completion of the project, where object of the issue was financing the project | NA |
| Rate of dividend paid | 35% for the FY24 |

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on September 20, 2024, and our Shareholders have authorised the Fresh Issue pursuant to postal ballot declared on October 21, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to its resolution dated October 28, 2024.

Our Strategic Transaction Committee has approved this Draft Red Herring Prospectus pursuant to its resolution dated October 30, 2024.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.

The Promoter Selling Shareholder has authorised and confirmed inclusion of the Offered Shares as part of the Offer for Sale, as set out below:

| Selling Shareholder | Aggregate number of Equity Shares being offered in the Offer for Sale | Aggregate amount of Offer for Sale (₹ million) | Date of board resolution/ authorisation | Date of consent letter |
|---------------------|---|--|---|------------------------|
| HDFC Bank Limited | Up to [●] Equity Shares | Up to 100,000 | October 19, 2024 | October 19, 2024 |

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Our Company had filed an application dated October 1, 2024 with the RBI seeking prior written permission under the NBFC Scale Based Regulations to undertake the Offer. Our Company is currently awaiting approval from RBI.

The Promoter Selling Shareholder confirms that the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

Prohibition by SEBI, RBI or other governmental authorities

Our Company, Promoter, which is also the Promoter Selling Shareholder, Directors, members of our Promoter Group, the persons in control of our Promoter or our Company, as applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter, which is also the Promoter Selling Shareholder, and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business.

There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, which states as follows:

- our Company has net tangible assets of at least ₹30.0 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each);
- our Company has an average operating profit of at least ₹150.0 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- our Company has a net worth of at least ₹10.0 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and
- there has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Draft Red Herring Prospectus.

The computation of net tangible assets, operating profit, net worth, monetary assets, as restated and derived from the Restated Consolidated Financial Information, as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 is set forth below:

| Particulars | For the financial year ended | | |
|--|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Net tangible assets (A) (₹ in million) ⁽¹⁾ | 1,24,541.0 | 1,01,714.2 | 82,740.6 |
| Average operating profit (B) (₹ in million) ⁽²⁾ | 24,265.4 | 14,918.9 | 11,042.5 |
| Net worth (C) (₹ in million) ⁽³⁾ | 1,28,027.6 | 1,04,360.9 | 84,885.6 |
| Total monetary assets, as restated (D) (₹ in million) ⁽⁴⁾ | 6,502.3 | 4,984.8 | 4,804.3 |
| Percentage of monetary assets to restated net tangible assets (E) = (D)/(A) (in %) | 5.22% | 4.90% | 5.81% |

Notes:

1. Net tangible assets means the sum of all net assets of the issuer excluding deferred tax assets, right of use assets and intangible assets as defined in Indian Accounting Standard (Ind AS) 38 issued by the Institute of Chartered Accountants of India.
2. Average Pre-tax Operating profit is the average of Pre-tax Operating profits of last three years.
3. Net worth represents the total equity which comprises of equity share capital and other equity less deferred tax assets.
4. Monetary assets means the aggregate of cash and cash equivalent and balance with banks including other bank balances and interest accrued thereon excluding (i) Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments & (ii) Collateral with Banks for Derivative.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

- (a) None of our Company, our Promoter, which is also the Promoter Selling Shareholder, members of our Promoter Group or our Directors are debarred from accessing the capital market by SEBI;
- (b) None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital market by SEBI;
- (c) None of our Company, our Promoter or Directors is a Wilful Defaulter or Fraudulent Borrower; and
- (d) None of our Promoter or Directors has been declared a Fugitive Economic Offender.
- (e) Except employee stock options granted pursuant to ESOS 2014, ESOS 2017 and ESOS 2022, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

Our Company confirms that it is also in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, JM FINANCIAL LIMITED, BNP PARIBAS, BOFA SECURITIES INDIA LIMITED, GOLDMAN SACHS (INDIA) SECURITIES PRIVATE LIMITED, HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED, IIFL SECURITIES LIMITED, JEFFERIES INDIA PRIVATE LIMITED, MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED, NUVAMA WEALTH MANAGEMENT LIMITED AND UBS SECURITIES INDIA PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED OCTOBER 30, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act, 2013.

Disclaimer from our Company, the Directors, the Promoter Selling Shareholder, the Book Running Lead Managers

Our Company, the Directors, the Promoter Selling Shareholder and the Book Running Lead Managers accept no responsibility for statements made in relation to the Company or the Offer other than those confirmed by itself or its Offered Shares in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website, <https://www.hdbfs.com/>, or the respective websites of the members of our Promoter, Promoter Group, or any of the Group Companies, or the Promoter Selling Shareholder would be doing so at his or her own risk.

The Promoter Selling Shareholder is providing information in this Draft Red Herring Prospectus only in relation to itself as a selling shareholder and the Offered Shares, and the Promoter Selling Shareholder, including their directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements or disclosures made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a selling shareholder and the Offered Shares in this Draft Red Herring Prospectus.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into among the Underwriters, the Promoter Selling Shareholder and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and their group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Promoter Selling Shareholder and their group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trusts law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs (under Schedule I of the FEMA Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder and their affiliates since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

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 (or any state or other jurisdiction therein) 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 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 this Red Herring Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs”) 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 compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India

and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with Section 4(a)(2) of the U.S. Securities Act or Rule 144A or another available exemption from the registration requirements under the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Eligible Investors

The Equity Shares are being offered:

- (i) in the United States to investors that are U.S. QIBs in transactions exempt from or not subject to 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 occur.

Equity Shares Offered Pursuant to the Offer Within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Promoter Selling Shareholder and the Book Running Lead Managers that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, 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;
3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;
4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, or (ii) in an “offshore transaction” complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; and (B) in accordance with all applicable laws, including the state securities laws in the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;
6. is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the U.S. Securities Act) that would be in violation of the securities laws of the United States or any state thereof;
7. the Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;
8. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
9. the purchaser agrees that neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), will make any “directed selling efforts” (as that term is defined in Regulation S under the U.S.

Securities Act) in the United States with respect to the Equity Shares or any form of “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in connection with any offer or sale of the Equity Shares;

10. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

“THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THIS SECURITY HAS BEEN INITIALLY PLACED PURSUANT TO EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A TO A U.S. QIB THAT IS ACQUIRING THE SECURITIES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A U.S. QIB, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT (AND NOT IN A PRE-ARRANGED TRANSACTION RESULTING IN THE RESALE OF SUCH SECURITY IN THE UNITED STATES) OR (3) PURSUANT TO THE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 UNDER THE SECURITIES ACT OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THERE WILL BE NO PUBLIC OFFER OF THE SECURITIES IN THE UNITED STATES. THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN.

THE ISSUER AND ITS AGENTS WILL NOT BE REQUIRED TO ACCEPT FOR REGISTRATION OF TRANSFER ANY SECURITIES MADE OTHER THAN IN COMPLIANCE WITH THESE RESTRICTIONS.

EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE ISSUER’S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.”

11. the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold and agrees not to act as a swap counterparty or other type of intermediary whereby any other party will acquire an economic interest or beneficial interest in the Equity Shares acquired or reoffer, resell, pledge or otherwise transfer the Equity Shares or any beneficial interest therein, to any person except to a person that meets all of the requirements above and who agrees not to subsequently transfer the Equity Shares or any beneficial interest therein except in accordance with these transfer restrictions;
12. the purchaser is knowledgeable, sophisticated and experienced in business and financial matters, fully understands the limitations on ownership and transfer and the restrictions on sales of the Equity Shares and is aware that there are substantial risks incidental to the purchase of the Equity Shares and is able to bear the economic risk of such purchase;
13. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
14. the purchaser acknowledges that our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Promoter Selling Shareholder and the Book Running Lead Managers that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, unless so registered, may not be offered, resold, pledged or transferred 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;
3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;
4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;
5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;
7. neither the purchaser nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, is acquiring the Equity Shares as a result of any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;
8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

“THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THIS SECURITY HAS BEEN INITIALLY PLACED PURSUANT TO EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A TO A U.S. QIB THAT IS ACQUIRING THE SECURITIES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A U.S. QIB, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT (AND NOT IN A PRE-ARRANGED TRANSACTION RESULTING IN THE RESALE OF SUCH SECURITY IN THE UNITED STATES) OR (3) PURSUANT TO THE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 UNDER THE SECURITIES ACT OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THERE WILL BE NO PUBLIC OFFER OF THE SECURITIES IN THE UNITED STATES. THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN.

THE ISSUER AND ITS AGENTS WILL NOT BE REQUIRED TO ACCEPT FOR REGISTRATION OF TRANSFER ANY SECURITIES MADE OTHER THAN IN COMPLIANCE WITH THESE RESTRICTIONS.

EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE ISSUER’S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER.”

9. the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or

the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
11. the purchaser acknowledges that our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

The Company, the BRLMs and their affiliates, and others will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Disclaimer Clause of RBI

The disclaimer clause of the RBI as included in the certificate of registration dated December 31, 2007 is as follows:

“The company is having a valid certificate of Registration dated 31.12.2007 issued by Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for the repayment of deposits/discharge of liabilities by the company.”

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares Allotted through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. [●] shall be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such other time period as may be prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at a rate of 15% per annum for the delayed period or such other rate as may be prescribed by SEBI.

Consents

Consents in writing of the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, legal advisors, the Book Running Lead Managers, the Bankers to our Company, Statutory Auditors, independent chartered accountant and the Registrar to the Offer to act in their respective capacities, have been obtained and consents in writing of the Syndicate Members, Monitoring Agency, Bankers to the Offer (Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor

Bank(s) and Refund Bank(s)) to act in their respective capacities, will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for filing with the RoC.

Experts to the Offer

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

Our Company has received a written consent dated October 29, 2024 from our Joint Statutory Auditors, namely, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and M/s. G D Apte & Co. Chartered Accountants, respectively, to include their names as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their examination report dated October 16, 2024 on the Restated Consolidated Financial Information and in respect to their report dated October 29, 2024 on the statement of special tax benefits as included in this Draft Red Herring Prospectus, and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated October 30, 2024 from Manian & Rao, Chartered Accountants, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

Our Company does not have any subsidiaries. Our listed Promoter has not undertaken any public issue or rights issue (as defined under the SEBI ICDR Regulations) of its equity shares in the five years preceding the date of this Draft Red Herring Prospectus.

Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed group companies, subsidiaries or associates of our Company

Our Company does not have any subsidiaries or associates. Except for HDFC Ergo General Insurance Company Limited, which undertook a rights issue, the details of which are set out in the section titled “*Group Companies*” on page 471, none of our listed Group Companies have undertaken capital issues during the previous three years.

Capital issue during the preceding three years by our Company

Other than as disclosed in “*Capital Structure – Share capital history of our Company – Equity Share Capital*” on page 80, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI, RBI, or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

A. JM Financial Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.

| Sr. No. | Issue name | Issue Size (million) | Issue price () | Listing Date | Opening price on Listing Date (in `) | +/- % change in closing price, [+/- % change in closing benchmark] - 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing |
|---------|--|-----------------------|-----------------|--------------------|--------------------------------------|--|--|---|
| 1. | Western Carriers (India) Limited* | 4,928.80 | 172.00 | September 24, 2024 | 171.00 | -20.69% [-6.03%] | Not Applicable | Not Applicable |
| 2. | Bajaj Housing Finance Limited* | 65,600.00 | 70.00 | September 16, 2024 | 150.00 | 99.86% [-1.29%] | Not Applicable | Not Applicable |
| 3. | Bazaar Style Retail Limited ^{#11} | 8,346.75 | 389.00 | September 06, 2024 | 389.00 | -1.32% [0.62%] | Not Applicable | Not Applicable |
| 4. | Brainbees Solutions Limited ^{#10} | 41,937.28 | 465.00 | August 13, 2024 | 651.00 | 37.49% [3.23%] | Not Applicable | Not Applicable |
| 5. | Ceigall India Limited ^{#9} | 12,526.63 | 401.00 | August 08, 2024 | 419.00 | -4.89% [3.05%] | Not Applicable | Not Applicable |
| 6. | Stanley Lifestyles Limited [#] | 5370.24 | 369.00 | June 28, 2024 | 499.00 | 55.96% [2.91%] | 31.29% [7.77%] | Not Applicable |
| 7. | Le Travenues Technology Limited [#] | 7401.02 | 93.00 | June 18, 2024 | 135.00 | 86.34% [4.42%] | 67.63% [7.23%] | Not Applicable |
| 8. | TBO Tek Limited* | 15,508.09 | 920.00 | May 15, 2024 | 1,426.00 | 69.94% [5.40%] | 84.90% [9.67%] | Not Applicable |
| 9. | Gopal Snacks Limited ^{# 8} | 6,500.00 | 401.00 | March 14, 2024 | 350.00 | -18.13% [1.57%] | -19.35% [4.60%] | -18.63% [11.58%] |
| 10. | GPT Healthcare Limited [#] | 5,251.40 | 186.00 | February 29, 2024 | 216.15 | -5.13% [1.59%] | -20.67% [3.68%] | 0.30% [12.69%] |

Source: www.nseindia.com and www.bseindia.com

[#] BSE as Designated Stock Exchange

* NSE as Designated Stock Exchange

Notes:

- Opening price information as disclosed on the website of the Designated Stock Exchange.
- Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
- For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
- 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days.
- Restricted to last 10 issues.
- A discount of Rs. 7 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 44 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
- A discount of Rs. 35 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.

2. Summary statement of price information of past issues handled by JM Financial Limited.

| Financial Year | Total no. of IPOs | Total funds raised (Millions) | Nos. of IPOs trading at discount on as on 30 th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30 th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180 th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180 th calendar days from listing date | | |
|----------------|-------------------|--------------------------------|--|-------------------|---------------|---|-----------------|---------------|--|-----------------|---------------|---|-----------------|---------------|
| | | | Over 50% | Between 25% - 50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2024-2025 | 8 | 1,61,618.81 | - | - | 3 | 4 | 1 | - | - | - | - | - | - | |
| 2023-2024 | 24 | 2,88,746.72 | - | - | 7 | 4 | 5 | 8 | - | - | 5 | 7 | 5 | |

| | | | | | | | | | | | | | | |
|-----------|----|-------------|---|---|---|---|---|---|---|---|---|---|---|---|
| 2022-2023 | 11 | 3,16,770.53 | - | 1 | 3 | - | 5 | 2 | - | 2 | 2 | 2 | 3 | 2 |
|-----------|----|-------------|---|---|---|---|---|---|---|---|---|---|---|---|

B. BNP Paribas

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by BNP Paribas.

| Sr. No. | Issue name | Issue size (₹ in millions) | Issue price(₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|---------|------------------------------------|----------------------------|----------------|-------------------|--------------------------------------|---|---|--|
| 1 | DOMS Industries Limited | 12,000.00 | 790.00(1) | December 20, 2023 | 1,400.00 | +80.59%, [+0.97%] | +82.13%, [+3.18%] | +143.28%, [+9.20%] |
| 2 | Fedbank Financial Services Limited | 10,922.64 | 140.00(2) | November 30,2023 | 138.00 | -2.75%, [7.94%] | -12.39%, [10.26%] | -13.43%, [13.90%] |
| 3 | TVS Supply Chain Solutions | 8,800.00 | 197.00 | August 23, 2023 | 207.05 | 8.71%, [1.53%] | 6.57%, [1.29%] | -7.46%, [13.35%] |

Source: www.nseindia.com; www.bseindia.com

Notes: Benchmark Index taken as NIFTY 50 for Fedbank Financial Services Limited & TVS Supply Chain Solutions and BSE SENSEX for others.

(1) A discount of Rs. 75 per equity share was offered to eligible employees bidding in the employee reservation portion.

(2) A discount of Rs. 10 per equity share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by BNP Paribas.

| Financial Year | Total no. of IPOs | Total funds raised (₹ in millions) | Nos. of IPOs trading at discount on as on 30 th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30 th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180 th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180 th calendar days from listing date | | |
|----------------|-------------------|------------------------------------|--|-----------------|---------------|---|-----------------|---------------|--|-----------------|---------------|---|-----------------|---------------|
| | | | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2024-2025 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 2023-2024 | 3 | 31,722.64 | - | - | 1 | 1 | - | 1 | - | - | 2 | 1 | - | - |
| 2022-2023 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

Notes: Date of listing used to determine which financial year that particular issue falls.

C. BofA Securities Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by BofA Securities India Limited.

| S. No. | Issue name | Issue size (₹ million) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) ⁽²⁾ | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing ⁽³⁾⁽⁴⁾⁽⁵⁾ | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing ⁽³⁾⁽⁴⁾⁽⁶⁾ | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing ⁽³⁾⁽⁴⁾⁽⁷⁾ |
|--------|-------------------------------------|------------------------|---------------------|--------------------|---|--|--|---|
| 1. | Bajaj Housing Finance Limited | 65,600.00 | 70 | September 16, 2024 | 150.00 | +99.86%,-1.29% | - | - |
| 2. | Brainbees Solutions Limited | 41,937.28 | 465 ¹² | August 13, 2024 | 651.00 | +37.49%,[3.23%] | - | - |
| 3. | Ola Electric Mobility Limited | 61,455.59 | 76 ¹¹ | August 9, 2024 | 76.00 | +44.17%,[+1.99%] | - | - |
| 4. | Tata Technologies Limited | 30,425.14 | 500 | November 30, 2023 | 1,199.95 | +136.09%,[+7.84%] | +115.24%,[+9.12%] | +49.90%,[+11.63%] |
| 5. | Delhivery Limited | 52,350.00 | 487 ⁽⁸⁾ | May 24, 2022 | 493.00 | +3.49%[-4.41%] | +17.00%,[+10.13%] | -27.99%,[+13.53%] |
| 6. | Life Insurance Corporation of India | 205,572.31 | 949 ⁽⁹⁾ | May 17, 2022 | 867.20 | -27.24%,-3.27% | -28.12%,[+9.47%] | +33.82%,[+13.76%] |
| 7. | Campus Activewear Limited | 13,996.00 | 292 ⁽¹⁰⁾ | May 9, 2022 | 360.00 | +11.92%,[+0.70%] | +41.71%,[+6.72%] | +91.04%,[+11.14%] |

Source: www.nseindia.com and www.bseindia.com; for price information and prospectus/ basis of allotment for issue details

Notes:

- Equity public issues in last 3 financial years considered.
- Opening price information as disclosed on the website of NSE. For issuers, change in closing price over the issue/offer price as disclosed on designated stock exchange.
- Designated Stock Exchange as disclosed by the respective issuer at the time of the issue considered as benchmark index and for disclosing the price information.
- In case 30th day, 90th day or 180th day is not a trading day, closing price on NSE of previous trading day is considered.
- 30th listing day has been taken as listing date plus 29 calendar days.
- 90th listing day has been taken as listing date plus 89 calendar days.
- 180th listing day has been taken as listing date plus 179 calendar days.
- In Delhivery Limited, the issue price to eligible employees was ₹ 462 after a discount of ₹ 25 per equity share.
- In Life Insurance Corporation of India, the issue price to retail investors and eligible employees was ₹ 904 after a discount of ₹ 45 per equity share and the issue price to eligible policyholders was ₹ 889 after a discount of ₹ 60 per equity share.
- In Campus Activewear Limited, the issue price to eligible employees was ₹ 265 after a discount of ₹ 27 per equity share.
- In Ola Electric Mobility Limited, the issue price to eligible employees was ₹ 72 after a discount of ₹ 4 per equity share.
- In Brainbees Solutions Limited, the issue price to eligible employees was ₹ 421 after a discount of ₹ 44 per equity share.
- Above list is restricted to last 10 equity initial public issues.

2. Summary statement of price information of past issues handled by BofA Securities India Limited.

| Fiscal | Total no. of IPOs | Total amount of funds raised (₹ million) | No. of IPOs trading at discount – 30 th calendar days from listing | | | No. of IPOs trading at premium – 30 th calendar days from listing | | | No. of IPOs trading at discount – 180 th calendar days from listing | | | No. of IPOs trading at premium – 180 th calendar days from listing | | |
|---------|-------------------|--|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25 | 3 | 168,992.87 | 1 | 2 | - | - | - | - | - | - | - | - | - | |
| 2023-24 | 1 | 30,425.14 | - | - | - | 1 | - | - | - | - | - | 1 | - | |
| 2022-23 | 3 | 271,918.31 | - | 1 | - | - | - | 2 | - | 1 | - | 1 | - | |

Source: www.nseindia.com

Notes:

- The information is as on the date of the document.
- Based on date of listing.
- Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
- Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

D. Goldman Sachs (India) Securities Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Goldman Sachs (India) Securities Private Limited.

| Financial Year | Total No. of IPO's | Total funds raised (in ₹ million) | No. of IPOs trading at discount – 30 th calendar days from listing | | | No. of IPOs trading at premium – 30 th calendar days from listing | | | No. of IPOs trading at discount – 180 th calendar days from listing | | | No. of IPOs trading at premium – 180 th calendar days from listing | | |
|----------------|--------------------|--------------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-2025* | 3 | 142,563.68 | NA | NA | NA | 3 | NA | NA | NA | NA | NA | NA | NA | NA |
| 2023-2024 | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 2022-2023 | 1 | 205,572.31 | - | 1 | - | - | - | - | - | 1 | - | - | - | - |

2. Summary statement of price information of past issues handled by Goldman Sachs (India) Securities Private Limited.

| Sr. No. | Issue name | Issue size (in ₹ million) | Issue price (₹) | Listing date | Opening price on listing date | +/- % change in closing price*, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price*, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price*, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|---------|--|---------------------------|-----------------|--------------|-------------------------------|--|--|---|
| 1 | Bajaj Housing Finance Limited | 65,600.00 | 70 | 16-Sep-24 | 150.00 | +99.86% / [-1.29]% | NA | NA |
| 2 | Ola Electric Mobility Limited | 61,455.59 | 76 ⁵ | 9-Aug-24 | 76.00 | +44.17% / [+1.99]% | NA | NA |
| 3 | TBO Tek Limited ⁶ | 15,508.09 | 920 | 15-May-24 | 1,426.00 | +69.94% / [+5.40]% | 84.90% / [9.67%] | NA |
| 4 | Life Insurance Corporation of India ¹ | 205,572.31 | 949 | 17-May-22 | 872 | -27.28% / [-3.49]% | -28.09% / [8.85%] | -33.86% / [12.86%] |

Source: www.nseindia.com; www.bseindia.com

Notes:

1. Discount of ₹ 45 per equity share offered to eligible employees and retail individual bidders. Discount of ₹60 per equity share offered to eligible policyholders. All calculations are based on issue price of ₹949.00 per equity share.

2. All data sourced from www.nseindia.com

3. Benchmark index considered is NIFTY 50

4. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the preceding trading day

5. In Ola Electric Mobility Limited, the issue price to eligible employees was ₹ 69 after a discount of ₹ 7 per equity share

6. NSE as Designated Stock Exchange

E. HSBC Securities and Capital Markets (India) Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HSBC Securities and Capital Markets (India) Private Limited.

| S. No. | Issue name | Issue size (₹ million) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|--------|---|---------------------------|--------------------|--------------------|--|---|---|--|
| 1 | Hyundai Motor India Limited* ⁵ | 2,78,556.83 | 1,960.00 | October 22, 2024 | 1,934.00 | NA | NA | NA |
| 2 | JSW Infrastructure Limited# | 28,000.00 | 119.00 | October 3, 2023 | 143.00 | +41.34%, [-2.93%] | +75.04%, [+10.27%] | +106.30%, [+12.42%] |
| 3 | R R Kabel Limited ^{#6} | 19,640.10 | 1,035.00 | September 20, 2023 | 1,179.00 | +34.45%, [-1.75%] | +64.44%, [+6.76%] | 36.24%, [+8.75%] |

Source: www.nseindia.com; www.bseindia.com

BSE as designated stock exchange

* NSE as designated stock exchange

Notes:

1. Issue size derived from prospectus/final post issue reports, as available.
2. Nifty index and sensx is considered as the benchmark index as per the designated stock exchange (NSE or BSE).
3. Price on designated stock exchange (NSE or BSE) as disclosed by the respective issuer at the time of issue has been considered for all of the above calculations.
4. In case 30th/90th/180th day is not a trading day, closing price on designated stock exchange (NSE or BSE) of the previous trading day has been considered.
5. Discount of ₹ 186 per equity share was offered to eligible employees bidding in the employee reservation portion.
6. Discount of ₹ 98 per equity share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited.

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ million) | No. of IPOs trading at discount – 30 th calendar days from listing | | | No. of IPOs trading at premium – 30 th calendar days from listing | | | No. of IPOs trading at discount – 180 th calendar days from listing | | | No. of IPOs trading at premium – 180 th calendar days from listing | | |
|----------------|----------------------|--|--|--------------------|---------------|---|--------------------|---------------------|---|--------------------|------------------|--|--------------------|------------------|
| | | | Over 50% | Between 25- 50% | Less than 25% | Over 50% | Between 25- 50% | Less than 25% | Over 50% | Between 25- 50% | Less than 25% | Over 50% | Between 25- 50% | Less than 25% |
| 2024-25 | 1 | 2,78,556.83 | - | - | - | - | - | - | - | - | - | - | - | - |
| 2023-24 | 2 | 47,640.10 | - | - | - | - | 2 | - | - | - | - | 1 | 1 | - |
| 2022-23 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus.
2. The information for each of the financial years is based on issues listed during such financial year.

F. IIFL Securities Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL Securities Limited.

| Sr. No. | Issue Name | Issue Size (in Rs. Mn) | Issue Price (Rs.) | Designated Stock Exchange as disclosed in the red herring prospectus filed | Listing Date | Opening Price on Listing Date | +/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---------|---|------------------------|-----------------------|--|--------------------|-------------------------------|--|--|---|
| 1 | R K Swamy Limited | 4,235.60 | 288.00 | BSE | March 12, 2024 | 252.00 | -1.30%, [+1.86%] | -6.70%, [+4.11%] | -17.57%, [+10.20%] |
| 2 | Bharti Hexacom Limited | 42,750.00 | 570.00 | BSE | April 12, 2024 | 755.20 | +58.25%, [-2.13%] | +85.03%, [+7.65%] | +158.31%, [+9.95%] |
| 3 | JNK India Limited | 6,494.74 | 415.00 | NSE | April 30, 2024 | 621.00 | +54.47%, [+0.44%] | +81.75%, [+9.87%] | +50.58%, [+6.97%] |
| 4 | Go Digit General Insurance Limited | 26,146.46 | 272.00 | NSE | May 23, 2024 | 286.00 | +22.83%, [+2.32%] | +30.79%, [+7.54%] | N.A. |
| 5 | Awfis Space Solutions Limited | 5,989.25 | 383.00 ⁽¹⁾ | NSE | May 30, 2024 | 435.00 | +34.36%, [+6.77%] | +100.18%, [+11.25%] | N.A. |
| 6 | Ceigall India Limited | 12,526.63 | 401.00 ⁽²⁾ | NSE | August 8, 2024 | 419.00 | -4.89%, [+3.05%] | N.A. | N.A. |
| 7 | Unicommerce eSolutions Limited | 2,765.72 | 108.00 | NSE | August 13, 2024 | 235.00 | +109.98%, [+3.23%] | N.A. | N.A. |
| 8 | Ecos (India) Mobility & Hospitality Limited | 6012.00 | 334.00 | NSE | September 4, 2024 | 390.00 | +42.28%, [+0.20%] | N.A. | N.A. |
| 9 | Bajaj Housing Finance Limited | 65,600.00 | 70.00 | NSE | September 16, 2024 | 150.00 | +99.86%, [-1.29%] | N.A. | N.A. |
| 10 | Waaree Energies Limited | 43,214.40 | 1,503.00 | NSE | October 28, 2024 | 2,500.00 | N.A. | N.A. | N.A. |

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of Rs. 36 per equity share was offered to eligible employees bidding in the employee reservation portion.

(2) A discount of Rs. 38 per equity share was offered to eligible employees bidding in the employee reservation portion.

Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

2. Summary statement of price information of past issues handled by IIFL Securities Limited.

| Financial Year | Total No. of IPO's | Total Funds Raised (in Rs. Mn) | No. of IPOs trading at discount – 30 th calendar days from listing | | | No. of IPOs trading at premium – 30 th calendar days from listing | | | No. of IPOs trading at discount – 180 th calendar days from listing | | | No. of IPOs trading at premium – 180 th calendar days from listing | | |
|----------------|--------------------|--------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2022-23 | 12 | 1,06,650.92 | - | - | 4 | - | 4 | 4 | - | - | 3 | 1 | 4 | 4 |
| 2023-24 | 15 | 1,54,777.80 | - | - | 4 | 3 | 4 | 4 | - | - | 1 | 5 | 4 | 5 |
| 2024-25 | 9 | 2,11,499.20 | - | - | 1 | 4 | 2 | 1 | - | - | - | 2 | - | - |

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

G. Jefferies India Private Limited

1. Price information of past issues handled by Jefferies India Private Limited:

| S. No. | Issue Name | Issue Size (₹ million) | Issue price (₹) | Listing Date | Opening Price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|--------|----------------------------------|------------------------|-----------------|-------------------|--------------------------------------|---|---|--|
| 1 | Waaree Energies Limited^^ | 43,214.40 | 1,503.00 | October 28, 2024 | 2,500.00 | NA | NA | NA |
| 2 | Emcure Pharmaceuticals Limited^^ | 19,520.27 | 1,008.00 | July 10, 2024 | 1,325.05 | +27.94% [-0.85%] | +32.08% [+1.94%] | NA |
| 3 | TBO Tek Limited^^ | 15,508.09 | 920.00 | May 15, 2024 | 1,426.00 | +69.94% [+5.40%] | +84.90% [+9.67%] | NA |
| 4 | Entero Healthcare Limited^ | 16,000.00 | 1,258.00* | February 16, 2024 | 1,149.50 | -19.65% [+0.30%] | -19.84% [+0.77%] | -2.19% [+9.02%] |
| 5 | Concord Biotech Limited^^ | 15,505.21 | 741.00** | August 18, 2023 | 900.05 | +36.82% [+4.57%] | +83.91% [+1.89%] | +88.78% [+12.60%] |
| 6 | Mankind Pharma Limited^^ | 43,263.55 | 1,080.00 | May 9, 2023 | 1,300.00 | +37.61% [+2.52%] | +74.13% [+6.85%] | +64.36% [+5.28%] |
| 7 | KFin Technologies^^ | 15,000.00 | 366.00 | December 29, 2022 | 367.00 | -13.55% [-3.22%] | -24.56% [-6.81%] | -4.48% [+2.75%] |
| 8 | Global Health Limited^^ | 22,055.70 | 336.00 | November 16, 2022 | 401.00 | +33.23% [-0.03%] | +35.94% [-3.47%] | +61.67% [-0.52%] |

NA- Not Applicable, as the relevant period is not completed

^^NSE as designated stock exchange

^ BSE as designated stock exchange

i. * - A Discount of ₹ 119 per equity was offered to eligible employees bidding in the employee reservation portion.

ii. ** - A Discount of ₹ 70 per equity was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by Jefferies India Private Limited:

| Fiscal | Total no. of IPOs | Total amount of funds raised (₹ Mn.) | No. of IPOs trading at discount - 30 th calendar days from listing | | | No. of IPOs trading at premium - 30 th calendar days from listing | | | No. of IPOs trading at discount - 180 th calendar days from listing | | | No. of IPOs trading at premium - 180 th calendar days from listing | | |
|--------------|-------------------|--------------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024 – 2025* | 3 | 78,242.76 | - | - | - | 1 | 1 | - | - | - | - | - | - | - |

| Fiscal | Total no. of IPOs | Total amount of funds raised (₹ Mn.) | No. of IPOs trading at discount - 30 th calendar days from listing | | | No. of IPOs trading at premium - 30 th calendar days from listing | | | No. of IPOs trading at discount - 180 th calendar days from listing | | | No. of IPOs trading at premium - 180 th calendar days from listing | | |
|-------------|-------------------|--------------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2023 – 2024 | 3 | 74,768.76 | - | - | 1 | - | 2 | - | - | 1 | 2 | - | - | |
| 2022 – 2023 | 2 | 37,055.70 | - | - | 1 | - | 1 | - | - | 1 | 1 | - | - | |

* This data covers issues up to YTD

The information for each of the financial years is based on issues listed during such financial year.

Notes:

1. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
2. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.

H. Morgan Stanley India Company Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Morgan Stanley India Company Private Limited.

| S. No. | Issue name | Issue size (₹ in million) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|--------|------------------------------------|---------------------------|-----------------|------------------|--------------------------------------|---|---|--|
| 1. | Hyundai Motor India Limited | 278,556.83 | 1,960 | October 22, 2024 | 1,934.0 | NA | NA | NA |
| 2. | Brainbees Solutions Limited | 41,937.28 | 465.00 | August 13, 2024 | 651.00 | + 37.5% [+ 2.3%] | NA | NA |
| 3. | Go Digit General Insurance Limited | 26,146.46 | 272.00 | May 23, 2024 | 286.00 | + 22.8% [+ 4.0%] | + 30.8% [+ 9.3%] | NA |
| 4. | Delhivery Limited | 52,350.00 | 487.00 | May 24, 2022 | 495.20 | + 3.5% [- 4.9%] | +17.0% [+ 9.5%] | -28.0% [+ 12.9%] |

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details.

Notes:

1. Issue Size is as per the prospectus filed with SEBI with the figures rounded off to the nearest decimal point
 2. Benchmark index considered is NIFTY50
 3. If the 30th/90th/180th day falls on a trading holiday then pricing information on the preceding trading day has been considered
 4. Pricing Performance for the company is calculated as per the final offer price
 5. Pricing Performance for the benchmark index is calculated as per the close on the day prior to the listing date
2. Summary statement of price information of past issues handled by Morgan Stanley India Company Private Limited.

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ in million) | No. of IPOs trading at discount - 30th calendar days from listing | | | No. of IPOs trading at premium - 30th calendar days from listing | | | No. of IPOs trading at discount - 180th calendar days from listing | | | No. of IPOs trading at premium - 180th calendar days from listing | | |
|----------------|-------------------|---|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25* | 3* | 68,083.74* | - | - | - | - | 1* | 1* | - | - | - | - | - | - |
| 2023-24 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 2022-23 | 1 | 52,350.00 | - | - | - | - | - | 1 | - | 1 | - | - | - | - |

Source: www.nseindia.com

Notes:

- *Total number of IPOs and total amounts of funds raised includes 3 Issues: Hyundai Motor India Limited, Brainbees Solutions Limited and Go Digit General Insurance Limited. Trading performance includes 2 issues: Brainbees Solutions Limited and Go Digit General Insurance Limited (as Hyundai Motor India Limited has not completed 30 trading days since listing).

I. Motilal Oswal Investment Advisors Limited

- Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal Investment Advisors Limited.

| Sr No. | Issue name | Designated Stock Exchange | Issue size (₹ in million) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|--------|----------------------------------|---------------------------|---------------------------|-----------------|--------------------|--------------------------------------|---|---|--|
| 1. | P N Gadgil Jewellers Limited | NSE | 11,000.00 | 480.00 | September 17, 2024 | 830.00 | +61.14% [-1.76%] | NA | NA |
| 2. | R K Swamy Limited (6) | BSE | 4,235.60 | 288.00 | March 12, 2024 | 252.00 | -1.30% [+1.86%] | -6.70% [+4.11%] | -17.57% [+10.20%] |
| 3. | Happy Forgings Limited | NSE | 10,085.93 | 850.00 | December 27, 2023 | 1000.00 | +14.06% [-1.40%] | +4.44% [+2.04%] | +42.78% [+8.53%] |
| 4. | Cello World Limited (5) | NSE | 19,000.00 | 648.00 | November 06, 2023 | 829.00 | +21.92% [+7.44%] | +32.99% [+12.58%] | +40.57% [+15.78%] |
| 5. | Updater Services Limited | BSE | 6,400.00 | 300.00 | October 04, 2023 | 299.90 | -13.72% [-1.76%] | +9.05% [+10.80%] | 6.77% [+12.92%] |
| 6. | Sai Silks (Kalamandir) Limited | BSE | 12,009.98 | 222.00 | September 27, 2023 | 230.10 | +8.09% [-4.49%] | +25.09% [+7.54%] | -12.30% [+10.15%] |
| 7. | Rishabh Instruments Limited | NSE | 4907.83 | 441.00 | September 11, 2023 | 460.05 | +20.12% [-1.53%] | +13.24% [+4.87%] | +5.94% [+12.49%] |
| 8. | IKIO Lighting Limited | BSE | 6,065.00 | 285.00 | June 16, 2023 | 391.00 | +44.77% [+4.22%] | +23.84% [+6.44%] | +23.86% [+9.73%] |
| 9. | Radiant Cash Management Limited | NSE | 2,566.41 | 94.00 | January 04, 2023 | 103.00 | +2.55% [-2.40%] | 2.23% [-3.75%] | -1.31% [+6.35%] |
| 10. | Tamilnad Mercantile Bank Limited | BSE | 8,078.40 | 510.00 | September 15, 2022 | 510.00 | -8.43% [-3.36%] | +2.14% [+4.34%] | -11.07% [-1.33%] |

Notes:

1. The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange.
2. Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.
3. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.
4. Not applicable – Period not completed.
5. A discount of Rs. 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.
6. A discount of Rs. 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by Motilal Oswal Investment Advisors Limited.

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ in million) | No. of IPOs trading at discount - 30th calendar days from listing | | | No. of IPOs trading at premium - 30th calendar days from listing | | | No. of IPOs trading at discount - 180th calendar days from listing | | | No. of IPOs trading at premium - 180th calendar days from listing | | |
|----------------|-------------------|---|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25* | 1 | 11,000.00 | - | - | - | 1 | - | - | - | - | - | - | - | - |
| 2023-24 | 7 | 62,704.34 | - | - | 2 | - | 1 | 4 | - | - | 1 | - | 2 | 4 |
| 2022-23 | 3 | 16,265.81 | - | - | 1 | - | - | 2 | - | - | 2 | - | - | 1 |

* The information is as on the date of the DRHP.

The information for each of the financial years is based on issues listed during such financial year.

Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available

Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange

J. Nomura Financial Advisory and Securities (India) Private Limited

1. Price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited.

| Sr. No. | Issue name | Issue size (₹ in millions) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---------|-------------------------------------|----------------------------|------------------|-------------------|--------------------------------------|---|---|--|
| 1 | Waaree Energies Limited | 43,214.40 | 1,503 | October 28, 2024 | 2,500.00 | Not applicable | Not applicable | Not applicable |
| 2 | Aadhar Housing Finance Limited | 30,000.00 | 315 ¹ | May 15, 2024 | 315.00 | +25.56% [+5.40%] | +33.89% [+9.67%] | Not applicable |
| 3 | Indegene Limited | 18,417.59 | 452 ² | May 13, 2024 | 655.00 | +24.28% [+5.25%] | +26.86% [+10.24%] | Not applicable |
| 4 | Protean eGov Technologies Limited | 4,899.51 | 792 ³ | November 13, 2023 | 792.00 | +45.21% [+7.11%] | +73.18% [+10.26%] | +45.85% [+11.91%] |
| 5 | Avalon Technologies Limited | 8,649.99 | 436 | April 18, 2023 | 436.00 | -10.09% [+2.95%] | +59.45% [+10.78%] | +21.32% [+11.84%] |
| 6 | Five-Star Business Finance Limited | 15,885.12 | 474 | November 21, 2022 | 468.80 | +29.72% [+1.24%] | +19.20% [-1.19%] | +11.72% [+0.24%] |
| 7 | Life Insurance Corporation of India | 205,572.31 | 949 ⁴ | May 17, 2022 | 867.20 | -27.24% [-3.27%] | -28.12% [+9.47%] | -33.82% [+13.76%] |

| | | | | | | | | |
|----|--------------------------------------|-----------|------------------|-------------------|----------|---------------------|---------------------|---------------------|
| 8 | MedPlus Health Services Limited | 13,982.95 | 796 ⁵ | December 23, 2021 | 1,015.00 | +53.22% [+3.00%] | 23.06% [+1.18%] | -6.55% [-9.98%] |
| 9 | Shriram Properties Limited | 6,000.00 | 118 ⁶ | December 20, 2021 | 90.00 | -12.42% [+9.02%] | -33.39% [+4.05%] | -46.69% [-7.95%] |
| 10 | RateGain Travel Technologies Limited | 13,357.35 | 425 ⁷ | December 17, 2021 | 360.00 | +11.99% [+7.48%] | -31.08% [-0.06%] | -35.24% [-7.38%] |

Source: www.nseindia.com, www.bseindia.com

- Discount of INR 23.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion
- Discount of INR 30.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion
- Discount of INR 75.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion
- Discount of INR 60.00 per Equity Share was offered to eligible policyholders bidding in the Policyholder Reservation Portion, discount of INR 45.00 per Equity Share was offered to eligible employees and retail individual bidders bidding in the Employee Reservation Portion and the Retail Portion respectively
- Discount of INR 78.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion
- Discount of INR 11.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion
- Discount of INR 40.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion

Notes:

- For each issue, depending on its Designated Stock Exchange, BSE or NSE; Sensex or Nifty50 is considered as the benchmark for each issue
- For each issue, depending on its Designated Stock Exchange, price on BSE or NSE is considered for above calculations
- In case 30th/90th/180th day is not a trading day, closing price on BSE or NSE of the previous trading day has been considered
- Not applicable – Period not completed
- Above list is limited to last 10 equity initial public issues

- Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Nomura Financial Advisory and Securities (India) Private Limited.

| Financial Year | Total no. of IPOs | Total funds raised (₹ in millions) | Nos. of IPOs trading at discount on as on 30th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180th calendar days from listing date | | |
|----------------|-------------------|------------------------------------|--|-----------------|---------------|---|-----------------|---------------|--|-----------------|---------------|---|-----------------|---------------|
| | | | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2024-2025 | 3 | 91,631.99 | - | - | - | - | 1 | 1 | - | - | - | - | - | - |
| 2023-2024 | 2 | 13,549.50 | - | - | 1 | - | 1 | - | - | - | - | 1 | 1 | 1 |
| 2022-2023 | 2 | 221,457.43 | - | 1 | - | - | 1 | - | - | 1 | - | - | - | 1 |

Source: www.nseindia.com, www.bseindia.com

Notes:

- The information is as on the date of this document
- The information for each of the financial years is based on issues listed during such financial year

K. Nuvama Wealth Management Limited

- Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Nuvama Wealth Management Limited.

| S. No. | **Issue Name | Issue Size (₹ million) # | Issue price (₹) | Listing Date | Opening Price on Listing Date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|--------|--|--------------------------|----------------------|--------------------|--------------------------------------|---|---|--|
| 1. | P N Gadgil Jewellers Limited | 11,000.00 | 480.00 | September 17, 2024 | 830.00 | 61.14% [-1.76%] | NA | NA |
| 2. | Allied Blenders and Distillers Limited | 15,000.00 | 281.00 ^s | July 02, 2024 | 320.00 | 9.68% [3.43%] | 21.28% [8.52%] | NA |
| 3. | Go Digit General Insurance Limited | 26,146.46 | 272.00 | May 23, 2024 | 286.00 | 22.83% [2.32%] | 30.79% [7.54%] | NA |
| 4. | Popular Vehicles and Services Limited | 6,015.54 | 295.00 ^{^^} | March 19, 2024 | 289.20 | -15.59% [1.51%] | -13.67% [7.55%] | -23.43% [16.22%] |
| 5. | Capital Small Finance Bank Limited | 5,230.70 | 468.00 | February 14, 2024 | 435.00 | -25.25% [1.77%] | -26.09% [1.33%] | -31.44% [10.98%] |
| 6. | Mediassist Healthcare Services Limited | 11,715.77 | 418.00 | January 23, 2024 | 465.00 | 22.32% [3.20%] | 15.66% [3.86%] | 33.86% [14.54%] |
| 7. | Flair Writing Industries Limited | 5,930.00 | 304.00 | December 01, 2023 | 501.00 | 14.69% [7.22%] | -8.63% [8.31%] | 1.12% [12.93%] |
| 8. | Gandhar Oil Refinery Limited (India) | 5,006.92 | 169.00 | November 30, 2023 | 298.00 | 61.51% [7.94%] | 41.57% [10.26%] | 22.99% [13.90%] |
| 9. | ESAF Small Finance Bank Limited | 4,630.00 | 60.00 [^] | November 10, 2023 | 71.90 | 12.87% [7.58%] | 31.18% [11.17%] | 0.77% [13.26%] |
| 10. | Sai (Kalamandir) Silks Limited | 12,009.98 | 222.00 | September 27, 2023 | 230.10 | 8.09% [-4.49%] | 25.09% [7.54%] | -12.30% [10.15%] |

Source: www.nseindia.com and www.bseindia.com

^sAllied Blenders and Distillers Limited- A discount of ₹ 26 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹281 per equity share

^{^^}Popular Vehicles and Services Limited- A discount of ₹ 28 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹295 per equity share

[^]ESAF Small Finance Bank Limited- A discount of ₹ 5 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹60 per equity share.

#As per Prospectus

**Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.

Notes:

1. Based on date of listing.
2. % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.
3. Wherever 30th/90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.
5. Not Applicable. – Period not completed
6. Disclosure in the table above is restricted to 10 issues

2. Summary statement of price information of past issues handled by Nuvama Wealth Management Limited.

| Fiscal Year | Total no. of IPOs | Total amount of funds raised (₹ Mn.)# | No. of IPOs trading at discount - 30 th calendar days from listing | | | No. of IPOs trading at premium - 30 th calendar days from listing | | | No. of IPOs trading at discount - 180 th calendar days from listing | | | No. of IPOs trading at premium - 180 th calendar days from listing | | |
|-------------|-------------------|---------------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25* | 3 | 52,146.46 | - | - | - | 1 | - | 2 | - | - | - | - | - | - |
| 2023-24 | 9 | 68,029.67 | - | 1 | 1 | 1 | 1 | 5 | - | 1 | 3 | 1 | 1 | 3 |
| 2022-23 | 3 | 28,334.49 | - | 1 | - | - | 1 | 1 | - | 1 | 1 | - | - | 1 |

The information is as on the date of the document

5. Based on date of listing.

6. Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

7. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

*For the financial year 2024-25, 3 issues have completed 30 calendar days, 2 issues have completed 90 calendar days and none of the issues have completed 180 calendar days.

#As per Prospectus

L. UBS Securities India Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by UBS Securities India Private Limited.

Nil

2. Summary statement of price information of past issues handled by UBS Securities India Private Limited.

Nil

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

| Sr. No. | Name of the Book Running Lead Managers | Website |
|---------|--|---|
| 1. | JM Financial Limited | www.jmfl.com |
| 2. | BNP Paribas | https://www.bnpparibas.co.in/en/track-record-documents/ |
| 3. | BofA Securities India Limited | https://business.bofa.com/in/en/about-us/investment-banking-2.html |
| 4. | Goldman Sachs (India) Securities Private Limited | https://www.goldmansachs.com/worldwide/india/offerings.html |
| 5. | HSBC Securities and Capital Markets (India) Private Limited | https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market#merchant-banking |
| 6. | IIFL Securities Limited | www.iiflcap.com |
| 7. | Jefferies India Private Limited | www.jefferies.com |
| 8. | Morgan Stanley India Company Private Limited | www.morganstanley.com/india |
| 9. | Motilal Oswal Investment Advisors Limited | www.motilaloswalgroup.com |
| 10. | Nomura Financial Advisory and Securities (India) Private Limited | https://www.nomuraholdings.com/company/group/asia/nfaspl.html |
| 11. | Nuvama Wealth Management Limited | https://www.nuvama.com/ |
| 12. | UBS Securities India Private Limited | www.ubs.com/indiaoffers |

Stock Market Data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange, no stock market data is available for the Equity Shares.

Redressal and disposal of investor grievances by our Company

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All Offer related grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two 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.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/ /2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as modified by SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 in the events of delayed

unlock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period and such compensation to investors shall be computed from T+3 day. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the SCSBs and the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

| Scenario | Compensation amount | Compensation period |
|--|---|--|
| Delayed unblock for cancelled / withdrawn / deleted applications | ₹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 on the bidding platform of the Stock Exchanges till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | <ol style="list-style-type: none"> Instantly revoke the blocked funds other than the original application amount and ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | From the date on which multiple amounts were blocked till the date of actual unblock |
| Blocking more amount than the Bid Amount | <ol style="list-style-type: none"> Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹100 per day or 15% per annum of the difference amount, whichever is higher | From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock |
| Delayed unblock for non – Allotted / partially Allotted applications | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher | From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock |

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Managers shall be liable to compensate the investor at the rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the Promoter Selling Shareholder, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Managers pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Book Running Lead Managers*” on page 71.

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

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has appointed Dipti Jayesh Khandelwal, Company Secretary and Compliance Officer for the Offer. For details, see “*General Information*” on page 70.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES in terms of the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

The Promoter Selling Shareholder, has authorized the Company Secretary and the Compliance Officer of our Company and the Registrar to the Offer, to deal with, on its behalf, any investor grievances received in the Offer in relation to the Promoter Selling Shareholder or the Offered Shares. Our Company has received one investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. However, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Our Company has constituted a Stakeholders Relationship Committee comprising Dr. Amla Ashim Samanta (*Chairman*), Venkatraman Srinivasan and Ramesh Ganesan as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders Relationship Committee, see “*Our Management – Committees of the Board – Stakeholders Relationship Committee*” on page 298.

As of the date of the Draft Red Herring Prospectus, there are no investor complaints pending in respect of our listed Group Companies.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, the MoA, AoA, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, Government of India, the Stock Exchanges, RoC and/ or any other authorities while granting their approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in “*Objects of the Offer– Offer expenses*” on page 135.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR MoA and AoA and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 533.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the MoA and AoA and provisions of the SEBI Listing Regulations and any other guidelines, regulations or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*” beginning on pages 312 and 533, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10, and the Offer Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band, and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and published and advertised in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms, which shall be available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/ Offer Closing Date, by way of the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or “e-voting”, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations and foreign exchange laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, the AoA and applicable law.

For a detailed description of the main provisions of the AoA relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 558.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated July 25, 2012 amongst our Company, CDSL and the Registrar to the Offer; and
- Tripartite agreement effective as of July 26, 2012 amongst our Company, NSDL and the Registrar to the Offer.

For details in relation to the Basis of Allotment, see “*Offer Procedure*” beginning on page 510.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised and electronic form in multiples of [●] Equity Share(s) subject to a minimum Allotment of [●] Equity Shares. For further details on the Basis of Allotment, see “*Offer Procedure*” beginning on page 510.

Joint Holders

Subject to the provisions contained in the AoA, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

Period of subscription list of the Offer

For details, see “*Bid/Offer Programme*” on page 501.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserves the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

If our Company, in consultation with the BRLMs, withdraw the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to (i) the filing of the Prospectus with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Bid/Offer Programme

An indicative timetable in respect of the Offer is set out below:

| Event | Indicative Date |
|---|-----------------------|
| BID/OFFER OPENS ON | [●] ⁽¹⁾ |
| BID/OFFER CLOSES ON | [●] ⁽²⁾⁽³⁾ |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or about [●] |
| Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account* | On or about [●] |
| Credit of Equity Shares to demat accounts of Allottees | On or about [●] |
| Commencement of trading of the Equity Shares on the Stock Exchanges | On or about [●] |

1. Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

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

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

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date 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, 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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Promoter Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such other time as prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that they shall extend reasonable cooperation in relation to the Offered Shares required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the Allotment and listing procedure within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated 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, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

| Bid/Offer Period (except the Bid/Offer Closing Date) | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")) |
| Bid/Offer Closing Date* | |
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs, other than QIBs and Non-Institutional Investors, Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion and Eligible Employees Bidding in the Employee Reservation Portion | Only between 10.00 a.m. and up to 5.00 p.m. IST |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications) | Only between 10.00 a.m. and up to 4.00 p.m. IST |
| Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications) | Only between 10.00 a.m. and up to 3.00 p.m. IST |
| Submission of Physical Applications (Bank ASBA) | Only between 10.00 a.m. and up to 1.00 p.m. IST |
| Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications) | Only between 10.00 a.m. and up to 12.00 p.m. IST |
| Modification/ Revision/cancellation of Bids | |
| Upward Revision of Bids by QIBs and Non-Institutional Bidders categories [#] | Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/Offer Closing Date |
| Upward or downward Revision of Bids or cancellation of Bids by RIBs, Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion and Eligible Employees Bidding in the Employee Reservation Portion | Only between 10.00 a.m. and up to 5.00 p.m. IST |

* UPI mandate end time and date shall be at 05:00 p.m. on Bid/ Offer Closing Date.

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion and Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion.

On the Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date, and in any case, no later than 1:00 pm IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None of our Company, the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following 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 unforeseen circumstances, our Company, 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 Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of a revision of the Price Band, the Bid lot shall remain the same.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund/unblock the entire subscription amount received in accordance with applicable law including the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, including the SEBI master circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond two days, our Company, to the extent applicable, shall pay interest at the rate of 15% per annum as per the SEBI circular (mentioned above). The Promoter Selling Shareholder shall reimburse to the extent of the Equity Shares offered by the Promoter Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment of such interest, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholder in relation to its portion of the Offered Shares. All refunds made, interest borne, and expenses incurred (with regard to payment of refunds) by our Company on behalf of the Promoter Selling Shareholder will be adjusted or reimbursed by the Promoter Selling Shareholder, to the extent of the Equity Shares

offered by the Promoter Selling Shareholder in the Offer, to our Company as agreed among our Company and the Promoter Selling Shareholder in writing, in accordance with Applicable Law.

The requirement for minimum subscription of 90% is not applicable to the Offer for Sale. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Promoter Selling Shareholder in the Offer for Sale; and (ii) through the issuance of balance part of the Fresh Issue.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company, subject to some exceptions as provided under SEBI ICDR Regulations, lock-in of the Promoter's minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 79 and except as provided in the AoA, there are no restrictions on transfer or transmission of Equity Shares. For details see "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page 533.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹10 at an Offer Price of ₹[●] per Equity Share for cash (including a share premium of ₹[●] per Equity Share) aggregating up to ₹125,000.0 million comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹25,000.0 million and an Offer of Sale of up to [●] Equity Shares aggregating up to ₹100,000.0 million by the Promoter Selling Shareholder.

The Offer comprises a Net Offer of up to [●] Equity Shares, Employee Reservation Portion of up to [●] Equity Shares and HDFC Bank Shareholder Reservation Portion of up to [●] Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹10 each.

The Offer is being made through the Book Building Process.

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | RIBs | Employee Reservation Portion ⁽²⁾ | HDFC Bank Shareholders Reservation Portion ⁽⁷⁾ |
|---|---|---|--|---|--|
| Number of Equity Shares available for Allotment or allocation ^{*(3)} | Not more than [●] Equity Shares | Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and RIBs | Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders | Up to [●] Equity Shares | Up to [●] Equity Shares |
| Percentage of Offer size available for Allotment or allocation | Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion | Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and RIBs The allotment to each NIB shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, if any, shall be available for allocation out of which: a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹200,000 and up to ₹1,000,000; b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding | Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders | The Employee Reservation Portion shall constitute up to [●] % of the Offer size | The HDFC Bank Shareholder Reservation Portion shall constitute up to [●] % of the Offer size |

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | RIBs | Employee Reservation Portion ⁽²⁾ | HDFC Bank Shareholders Reservation Portion ⁽⁷⁾ |
|--|---|---|---|---|--|
| | | <p>more than ₹1,000,000.</p> <p>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.</p> | | | |
| Basis of Allotment if respective category is oversubscribed* | <p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>c) Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p> | <p>The allotment to each NIB shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to:</p> <p>a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹200,000 and up to ₹1,000,000;</p> <p>b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹1,000,000.</p> <p>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.</p> | <p>The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see “Offer Procedure”, beginning on page 510.</p> | <p>Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for a value exceeding ₹200,000 subject to total Allotment to an Eligible Employee not exceeding ₹500,000.</p> | <p>Proportionate and in case of oversubscription subject to minimum bid lot; For details, see “Offer Procedure” beginning on page 510.</p> |

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | RIBs | Employee Reservation Portion ⁽²⁾ | HDFC Bank Shareholders Reservation Portion ⁽⁷⁾ |
|------------------------------|--|--|--|---|--|
| Mode of Bid [^] | ASBA only (excluding the UPI Mechanism) except for Anchor Investors ⁽⁴⁾ | ASBA only (including the UPI Mechanism for Bids up to ₹5,00,000) | ASBA only (including the UPI Mechanism) | ASBA only (including the UPI Mechanism) | ASBA only (including the UPI Mechanism) |
| Minimum Bid | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000 | [●] Equity Shares | [●] Equity Shares | [●] Equity Shares |
| Maximum Bid | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the Anchor portion), subject to limits applicable to each Bidder | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB Portion), subject to limits applicable to Bidder | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000 | Such number of Equity Shares and in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹500,000 | Such number of Equity Shares and in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Shareholder in this portion does not exceed ₹200,000 |
| Mode of Allotment | Compulsorily in dematerialised form | | | | |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | | | | |
| Allotment Lot | A minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter | | | | |
| Trading Lot | One Equity Share | | | | |
| Who can apply ⁽⁵⁾ | Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, VCFs, AIFs, FVCIs registered with SEBI, FPIs other than individuals, corporate bodies and family offices, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government of | Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices which are recategorised as category II FPIs and registered with SEBI | Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) | Eligible Employees | Eligible HDFC Bank Shareholders |

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | RIBs | Employee Reservation Portion ⁽²⁾ | HDFC Bank Shareholders Reservation Portion ⁽⁷⁾ |
|------------------|---|---------------------------|------|---|---|
| | India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies. | | | | |
| Terms of Payment | <p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids.⁽⁶⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> | | | | |

* Assuming full subscription in the Offer.

[^] SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has 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. 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. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- (1) Our Company may, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.
- (2) Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee Bidding in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the HDFC Bank Shareholder Reservation Portion and also in the Non-Institutional Portion or the RIB Portion and such Bids will not be treated as multiple Bids. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.
- (3) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
- (4) Anchor Investors are not permitted to use the ASBA process.
- (5) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (6) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.
- (7) Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion can also Bid under the Net Offer and Employee Reservation Portion (if eligible) and such Bids shall not be considered as multiple Bids subject to applicable limits. Eligible HDFC Bank Shareholders bidding in the HDFC Bank Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can also Bid under the Net Issue and Employee Reservation Portion (if eligible and subject to applicable limits) and such Bids shall not be treated as multiple Bids.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

The Bids by FPIs with certain structures as described under “*Offer Procedure – Bids by Foreign Portfolio Investors*” on page 517 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis.

However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see “*Terms of the Offer*” beginning on page 499.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹2,00,000 to ₹5,00,000 for all the individual investors applying in public issues.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with the timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.

The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, which came into force with effect from May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. In accordance with NSDL circular no NSDL/CIR/II/28/2023 dated August 8, 2023 and CDSL circular no DSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, our Company may request Depositories to suspend /freeze the ISIN in depository system until listing/trading effective date. The shareholders who intend to transfer the pre-Offer shares, may request the Company and/or the Registrar for facilitating transfer of shares under suspended / frozen ISIN by submitting requisite documents to our Company and/or the Registrar. The Company and/or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action (“CA”) and instruct its Registrar for execution of the CA. The transfer request shall be accepted from Issuer till one day prior to issue opening date. After successful processing of Corporate Action, a confirmation letter of successful CA would be issued to the Company/Registrar. Further, our Company will carry out lock-in for pre-Offer capital held in the depository system latest by T-1 day (T is Bid/offer Closing Date) and shall be completed before Allotment.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs. Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one-third shall be available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹200,000 up to ₹1,000,000 and two-thirds of the Non – Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000 and undersubscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, up to [●] Equity Shares, aggregating to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any. Additionally, up to [●] Equity Shares, aggregating up to ₹[●] million may be made available for allocation on a proportionate basis only to Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

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 and September 17, 2021.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders Bidding in the Employee Reservation Portion using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase was applicable on a voluntary basis for all issues opening on or after September 1, 2023 and has become on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (the “**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post-Offer BRLM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

Further, pursuant to SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- i. a syndicate member;
- ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date. The Bid Cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our offices and branches in India.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (i.e., those not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of Electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of Electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.
- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form is available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

| Category | Colour of Bid cum Application Form* |
|--|-------------------------------------|
| Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis | [●] |
| Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis | [●] |
| Anchor Investors | [●] |
| Eligible Employees Bidding in the Employee Reservation Portion | [●] |
| Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion | [●] |

* Excluding electronic Bid cum Application Form.

** Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs.

Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded up to 5.00 p.m. on Bid/Offer Closing Date.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such Retail Individual Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR /2022/75 dated May 30, 2022.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 05:00 p.m. on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

- b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;
- c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. 4:00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual, Eligible Employee Bidders and Eligible HDFC Bank Shareholders Bidders categories on the initial public offer closure day;
- d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;
- e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm IST for RIB, Eligible Employees and Eligible HDFC Bank Shareholders and 4:00 pm IST for Non-institutional Bidders and QIBs on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoter and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to Promoter/Promoter Group/the Book Running Lead Managers

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the BRLMs;
- (ii) insurance companies promoted by entities which are associate of the BRLMs;
- (iii) AIFs sponsored by the entities which are associate of the BRLMs; or
- (iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or
- (v) Pension funds sponsored by entities which are associate of the BRLMs.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with applicable law. Further, persons related to the Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. Furthermore, a qualified institutional buyer who has any of the following rights in relation to the Company shall be deemed to be a person related to the Promoter or Promoter Group of our Company:

- (i) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group of our Company;
- (ii) veto rights; or
- (iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

- (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
 - (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Asset management companies or custodians of Mutual Funds (including the asset management companies or custodians of Mutual Funds forming part of the Promoter Group ("PG Mutual Funds")) shall be eligible to Bid in the Offer, subject to (i) specifically stating the names of the concerned schemes for which such Bids are made, and (ii) the investment in the Equity Shares, if Allotted, being in accordance with the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996. Apart from the above, the Bids by asset management companies or custodians of PG Mutual Funds shall be subject to (i) the Bid Amount being sourced from the money collected under the relevant scheme of the PG Mutual Funds, and (ii) the investment decision being made at the discretion of the asset management companies or custodians of the PG Mutual Funds, in accordance with the terms and conditions of the relevant scheme of such PG Mutual Funds. The Equity Shares Allotted, if any, to the PG Mutual Funds, shall form part of the 'public' shareholding of our Company in accordance with Rule 19(2)(b) of the SCRR.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

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

Bids by Eligible NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRE accounts, or Foreign Currency Non-Resident accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 532.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 532.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by Hindu Undivided Families

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 (“**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“**ODI**”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences

and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

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

- (b) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(2) of the SEBI FPI Regulations; and
- (c) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company directly or through investments in the units of other AIFs. A category III AIFs cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, and the Promoter Selling Shareholder and the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason, thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**") and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in paragraph 5(a)(v)(c)(i) of the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by Self-Certified Syndicate Banks

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended (“**IRDAI Investment Regulations**”), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids by systemically important non-banking financial companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allocation, such unsubscribed portion may be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

- (a) Made only in the prescribed Bid cum Application Form or Revision Form.
- (b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.
- (c) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.
- (d) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion and the Bidder should be an Eligible Employee as defined above.
- (e) Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category.
- (f) An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the RIB Portion and such Bids will not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories
- (g) In case of joint bids, the First Bidder shall be an Eligible Employee.
- (h) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

Under-subscription, if any, (including Employee Reservation Portion), in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000.

Bids by Eligible HDFC Bank Shareholders

Bids under the HDFC Bank Shareholder Reservation Portion shall be subject to the following:

- (a) Only Eligible HDFC Bank Shareholders (i.e. individuals and HUFs who are public equity shareholders of our Promoter, excluding such other persons not eligible under applicable laws, rules, regulations and guidelines as at the date of the Red Herring Prospectus) would be eligible to apply in this Issue under the HDFC Bank Shareholder Reservation Portion.
- (b) In case of joint Bids, the sole / first Bidder shall be an Eligible Shareholder.
- (c) Eligible HDFC Bank Shareholders bidding in the HDFC Bank Shareholder Reservation Portion can Bid through the UPI mechanism.
- (d) Only those Bids, which are received at or above the Issue Price, would be considered for allocation under this portion.
- (e) Made only in the prescribed Bid cum Application Form or Revision Form.
- (f) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares.
- (g) Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion are entitled to Bid at Cut-off Price.
- (h) Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion can Bid up to a maximum Bid Amount of ₹200,000. Further, Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion can also Bid in the Employee Reservation Portion and also in the Non-Institutional Portion or the RIB Portion, and such Bids will not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (i) If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to Eligible HDFC Bank Shareholders to the extent of their demand.
- (j) Any unsubscribed portion remaining in the HDFC Bank Shareholder Reservation Portion shall be added to the Net Issue. Under-subscription, if any, in any category including the HDFC Bank Shareholder Reservation Portion and Employee Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange.

Eligible HDFC Bank Shareholders would need to have a valid PAN and their PAN should be updated with the register of shareholders maintained with HDFC Bank Limited. Further, Eligible HDFC Bank Shareholders would need to have a valid demat account and details, as Equity Shares can only be Allotted to Eligible HDFC Bank Shareholders having a valid demat account.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis and in case of oversubscription subject to minimum bid lot. For the method of proportionate basis of Allotment, see “*Offer Procedure*” on page 510.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and will be completed on the same day.
- 5) Our Company, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 9) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 10) The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations.
- 11) Neither the (a) BRLMs (s) or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLMs, pension funds sponsored by entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLMs) or pension fund sponsored by entities which are associate of the BRLMs nor (b) the Promoter, Promoter Group or any person related to the Promoter or members of the Promoter Group shall apply under the Anchor Investors category.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or

project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs, Eligible HDFC Bank Shareholders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

Do's:

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023;
2. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not an UPI Bidders bidding using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidders using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;
9. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
10. RIBs not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
11. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
12. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);
13. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms;
14. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
15. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

16. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
17. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
18. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;
19. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
20. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
22. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
23. Ensure that the Demographic Details are updated, true and correct in all respects;
24. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
25. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
26. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
27. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
28. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder’s ASBA Account;
29. Since the Allotment will be in demat form only, ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
30. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received

from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

31. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. IST of the Working Day immediately after the Bid/ Offer Closing Date;
32. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;
33. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
34. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the non-institutional category for allocation in the Offer;
35. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and
36. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).
37. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.
38. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be after you have submitted a Bid to a Designated Intermediary;
3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
5. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
12. In case of ASBA Bidders, do not submit more than one ASBA Form from an ASBA Account;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
14. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
15. Anchor Investors should not Bid through the ASBA process;
16. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
18. Do not submit the General Index Register (GIR) number instead of the PAN;
19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
22. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
24. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
25. Do not Bid for Equity Shares more than what is specified for each category;
26. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date;
27. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
28. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
29. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;
30. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;
33. Do not submit the Bid cum Application Forms to any non-SCSB bank;
34. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

35. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders and Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholder Reservation Portion) ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
36. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and
37. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- (b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
- (f) Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;
- (g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
- (h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
- (i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (j) Bids submitted without the signature of the First Bidder or Sole Bidder;
- (k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- (l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- (m) GIR number furnished instead of PAN;
- (n) Bids by RIBs with Bid Amount of a value of more than ₹200,000;
- (o) Bids by Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion with Bid Amount of a value of more than ₹ 200,000;
- (p) Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value of more than ₹500,000;
- (q) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- (r) Bids accompanied by stock invest, money order, postal order, or cash; and
- (s) Bids uploaded by QIBs and by Non-Institutional Bidders after 4:00 p.m. on the Bid/ Offer Closing and Bids by RIBs, Eligible HDFC Bank Shareholders Bidding in the HDFC Bank Shareholders Reservation Portion, Eligible Employees Bidding in the Employee Reservation Portion uploaded after 5:00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see “General Information” and “Our Management” beginning on pages 70 and 288, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the Basis of Allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, and the Company along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of Allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Net Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

Subject to the availability of Equity Shares in the respective categories, the allotment of Equity Shares to each of the RIBs and NIBs shall not be less than the minimum bid lot or the minimum application size, as the case maybe, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

The allocation of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate in accordance with the conditions specified in this regard mentioned in SEBI ICDR Regulations.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement not later than one day after the date of commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

- (a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within two Working Days from the Bid/Offer Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received; and
- except for any exercise of options vested pursuant to the ESOS 2014, ESOS 2017 and ESOS 2022, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, undertakes, in relation to itself and the Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations and are in dematerialized form;
- it is the legal and beneficial owner of the Offered Shares;
- it shall deposit the Equity Shares offered by it in the Offer in an escrow account opened with the Registrar to the Offer in accordance with the escrow agreement to be entered into to be executed between the parties prior to the filing of the Red Herring Prospectus with the RoC;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- it shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The statements and undertakings provided above, in relation to the Promoter Selling Shareholder, are statements which are specifically confirmed or undertaken by the Promoter Selling Shareholder in relation to itself and the Offered Shares. All other statements or undertakings or both in this Draft Red Herring Prospectus in relation to the Promoter Selling Shareholder and/ or the Offered Shares, shall be statements made by our Company, even if the same relate to the Promoter Selling Shareholder.

Utilisation of Net Proceeds

The Company declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. Further, the FDI Policy issued by the DPIIT consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

In terms of Press Note 3 of 2020, dated April 17, 2020 (“**Press Note**”), issued by the DPIIT, the FDI Policy and the FEMA Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the FEMA Rules and FDI Policy read with Press Note, up to 100% foreign investment under the automatic route is currently permitted in NBFCs. However, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure*” beginning on page 510.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

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 (or any state or other jurisdiction therein), 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 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 this Red Herring Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs”) in transactions exempt from or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

There are no material clause of our Articles of Association that have been left out from disclosures having bearing on the Offer or this Draft Red Herring Prospectus.

The regulations contained in table "F" of the first Schedule to the Companies Act, 2013, as amended from time to time, shall not apply to the Company, except in so far as they are embodied in the following Articles, which shall be regulations for the management of the Company.

CHAPTER I

1. Interpretations:

1.1 In the interpretation of these Articles, unless repugnant to the subject or context:

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| Act | | Means the Companies Act, 2013 and all amendments or statutory modifications thereto or re-enactments thereof, except where otherwise expressly provided. |
| Annual Meeting | General | Means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof. |
| Articles | | Means these Articles of Association as modified, altered or amended from time to time. |
| Auditors | | Means and include those persons appointed as such for the time being by the Company or, where so permitted by Applicable Law, by its Board. |
| Applicable Law | | Means the Act together with the rules prescribed under the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority/ regulatory authority having jurisdiction over the matter in question, as may be amended, enacted or revoked from time to time or mandatory standards as may be applicable from time to time. |
| Beneficial Owner | | Means and includes a beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996, as amended, or under Applicable Law. |
| Board Meeting | | Means a meeting of the Directors or a Committee thereof duly called and constituted. |
| Board or Board of Directors or the Board | | Means the board of Directors for the time being of the Company. |
| Capital | | Means the share capital for the time being, raised or authorised to be raised, for the purpose of the Company. |
| Chairperson | | Means the person who acts as a chairperson of the Board of the Company. |
| Committee | | Means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit. |
| Company or This Company | | HDB Financial Services Limited |
| Chief Executive Officer | Executive | Means an officer of a Company, who has been designated as such by the Company. |
| Chief Financial Officer | Financial | Means a person appointed as the chief financial officer of the Company. |

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| Company Secretary or Secretary | Means a company secretary as defined in clause (c) of sub-Section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a company secretary under the Act. |
| Debenture | Includes debenture-stock, bonds and any other debt Securities of the Company, whether constituting a charge on the assets of the Company or not. |
| Depositories Act | Means the Depositories Act, 1996 and includes any statutory modification or enactment thereof. |
| Depository | Means a 'depository' as defined in clause (e) Sub-Section (1) of Section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 which has been granted a certificate of registration under sub Section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992. |
| Director | Means the director of the Company for the time being appointed as such. |
| Dividend | Includes interim dividend. |
| Extraordinary General Meeting | Means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof. |
| Electronic Mode | Means the carrying out of, <i>inter alia</i> , the following electronically based (whether main server is installed in India or not): <ul style="list-style-type: none"> i. business to business and business to consumer transactions, data interchange and other digital supply transactions; ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India; iii. financial settlements, web based marketing, advisory and transactional services, database services and products, supply chain management; iv. online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services; v. whether conducted by e-mail, mobile devices, social media, cloud computing, document management, voice or data transmission or otherwise; vi. video conferencing, audio- visual methods, net conferencing and/or any other electronic communication. |
| Free Reserves | Means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as Dividend: Provided that— <ul style="list-style-type: none"> (i) any amount representing unrealised gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or (ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves. |
| In Writing or Written | Means and include printing, typing, lithographing, computer mode and other modes of reproducing words in visible form. |
| Independent Director | Means a Director fulfilling the criteria of independence and duly appointed as per Applicable Law. |
| Managing Director | Means a Director who, by virtue of the Articles or an agreement with the Company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of managing Director, by whatever name called. |
| Meeting or General Meeting | Means a meeting of the Members. |

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| Members | | Means, in relation to a company, (a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the Company, and on its registration, shall be entered as member in its Register of Members, (b) every other person who agrees In writing to become a member of the Company and whose name is entered in the Register of Members of the Company; (c) every person holding shares in the Company and whose name is entered in Register of Beneficial Owners as Beneficial Owner. |
| Memorandum of Association | or of | Means the memorandum of association of the Company, as may be altered from time to time. |
| Month | | Means a calendar month. |
| Ordinary Resolution | | Means a resolution referred to in Section 114 of the Act. |
| Paid up | | Means the Capital which is paid up presently. |
| Postal Ballot | | Means voting by post through postal papers distributed amongst eligible voters and shall include voting by Electronic Mode or any other mode as permitted under Applicable Law. |
| Register of Beneficial Owners | of | Means the Register of Members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode. |
| Register of Members | of | Means the register of Members, including any foreign register which the Company may maintain pursuant to the Act and includes Register of Beneficial Owners. |
| Registrar | | Means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated. |
| Seal | | Means the common seal of the Company. |
| SEBI | | Securities and Exchange Board of India. |
| Section | | Means the relevant section of the Act; and shall, in case of any modification or reenactment of the Act shall be deemed to refer to any corresponding provision of the Act as so modified or reenacted. |
| Securities | | Includes the Shares, scrips, stocks, bonds, debentures issued by the Company and includes the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956). |
| Share | | Means the shares (equity and/or preference, as the context may require) into which the Capital of the Company is divided and includes stock except where a distinction between stock and shares is expressed or implied. |
| Share Capital | | Means the total issued and paid-up share capital of the Company. |
| Special Resolution | | Means a resolution referred to in Section 114 of the Act. |
| These Presents | | Means the Memorandum of Association and the Articles of Association of the Company. |

1.2 Capitalised term(s) used in these Articles and not specifically defined herein shall bear the same meaning as assigned to the same in the Act or any rules issued thereunder, as amended from time to time.

1.3 Heading and bold typeface are used only for convenience and shall be ignored for the purposes of interpretation.

- 1.4 At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Act, or any other Applicable Laws, the provisions of such Applicable Laws shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Applicable Laws, from time to time. Upon listing of the Equity Shares on a recognized stock exchange, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the provisions of the SEBI Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the SEBI Listing Regulations

SHARE CAPITAL, INCREASE AND REDUCTION OF CAPITAL

Amount of Capital

2. The Authorised Capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company, as specified in clause V of the Memorandum of Association, with power to reclassify, consolidate, increase and reduce the Capital and to divide the Shares in the Capital for the time being into several classes as prescribed under the Act and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by the Board, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions.

Increase of Capital by the Company and how carried in to effect

3. Subject to the provisions of the Act, these Articles and Applicable Law, the Board may, from time to time, increase the Capital by the creation of new Shares. Such increase shall be of such aggregate amount and be divided into such Shares of such respective amounts, as the resolution of the Board shall prescribe. Subject to the provisions of the Act, Applicable Law and these Articles, any Shares of the original or increased Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board may authorise, and in particular, such Shares may be issued with a preferential or qualified right to Dividends, or with a right to participate in profits of the Company, or with such differential or qualified right of voting at General Meetings of the Company, as permitted in terms of Section 47 of the Act or other Applicable Law. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act or any such compliance as may be required by the Act for the time being in force.

New capital part of the existing Capital

4. Any Capital raised by the creation of new Shares shall be considered as part of the existing Capital and shall, except in so far as otherwise provided in the conditions of issue of Shares, be subject to provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

Issue of redeemable preference Shares

5. Subject to the provisions of Section 55 of the Act and other Applicable Law, any preference Shares may be issued from time to time, on the terms that they are redeemable within 20 (Twenty) years and such other terms as may be decided at the time of the issue. Further, subject to the provisions of the Act and Applicable Law:
- 5.1. Such preference Shares shall always rank in priority with respect to payment of Dividend or repayment of the amount of Capital Paid Up or deemed to have been Paid Up vis-à-vis equity Shares;
 - 5.2. The Board may decide on the participation of preference shareholders in the surplus Dividend, the payment of Dividend on cumulative or non-cumulative basis, conversion terms into equity if any;
 - 5.3. The Board may decide on any premium on the issue or redemption of preference Shares.

Provision applicable on the issue of redeemable preference Shares

6. On the issue of redeemable preference Shares under the provisions of Article 5 hereof, the following provisions shall take effect:
- 6.1. No such Shares shall be redeemed except out of the profits of the Company, which would otherwise be available for Dividend, or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption.
 - 6.2. No such Shares shall be redeemed unless they are fully paid.

- 6.3. Such Shares shall be redeemed Shares only on the terms on which they were issued or as varied after due approval of preference shareholders in accordance with the provisions of the Act.
- 6.4. The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed.
- 6.5. Register of Members maintained under Section 88 of the Act shall contain the particulars in respect of such preference Share holder(s).
- 6.6. Where any such Shares are redeemed out of the profits of the Company which would otherwise have been available for Dividend, there shall, out of such profits, be transferred to a reserve fund, to be called the "**Capital Redemption Reserve Account**", a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act relating to the reduction of the Capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were Paid Up Capital of the Company.

Provisions applicable to any other Securities

7. The Board shall be entitled to authorise the issue, from time to time, subject to Applicable Law, any other Securities, including Securities convertible into Shares or exchangeable into Shares, or carrying a warrant, carrying such terms including with respect to coupon, returns or repayment as may be decided by the terms of such issue. Such Securities may be issued at premium or discount, and redeemed at premium or discount, as may be determined by the terms of the issuance. Provided that the Company shall not issue any Shares or Securities convertible into Shares at a discount, save as permitted under Section 54 of the Act.

Reduction of Capital

8. The Company may (subject to the provisions of Sections 52,55 and 66, of the Act and any other applicable provisions of the Act for the time being in force) from time to time by way of Special Resolution reduce its Capital, any Capital Redemption Reserve Account or Securities premium account in any manner for the time being authorised by law.

Sub-division consolidation and cancellation of Shares

9. Subject to the provisions of Section 61 of the Act and Applicable Law, the Company in General Meeting may from time to time (a) divide and consolidate all or any of its Shares into Shares of a larger amount than the existing Shares, or any class of them, and (b) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum and the resolution whereby any Share is sub-divided, or classified, may determine that, as between the holders of the Shares resulting from such sub-division or classification, one or more of such Shares shall have some preference or special advantage as regards Dividend, voting or otherwise over or as compared with the others, subject to the provisions of the Act.

Subject to aforesaid, the Company in General Meeting may also cancel Shares which have not been taken or agreed to be taken by any person and diminish the amount of its Share Capital by the amount of the Shares so cancelled.

Modification of rights

10. Whenever the Capital is divided into different types or classes of Shares, all or any of the rights and privileges attached to each type or class may, subject to the provisions of the Act, be varied with the consent In writing by holders of at least 3/4 (Three-Fourth) of the issued Shares of the class or is confirmed by a Special Resolution passed at a separate Meeting of the holders of Shares of that class and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such class Meeting, but so that the quorum thereof shall be any 2 (Two) Members present in person. This Article is not to derogate from any power the Company would have if this Article were omitted.

Further issue of Capital

11. Where at any time it is proposed to increase the subscribed Capital of the Company by allotment of further Shares, then subject to the provisions of the Act:
 - 11.1. Such further Shares shall be offered to the persons who on the date of the offer, are holders of the equity Shares of the Company, in proportion as nearly as circumstances admit, to the Capital paid-up on those Shares at the date.

- 11.2. Such offer shall be made by a notice specifying the number of Shares offered and limiting a time not being less than 15 (Fifteen) days or such lesser time as may be prescribed under Applicable Law from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
- 11.3. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him or any of them in favour of any other person and the notice referred to in Article 11.2 hereof shall contain a statement of this right.
- 11.4. After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the interest of the shareholders and the Company.
12. Notwithstanding anything contained in Article 11 hereof the further Shares aforesaid may be offered in any manner whatsoever, to:
- 12.1. employees under a scheme of employees' stock option scheme, subject to Applicable Law;
- 12.2. to any persons on private placement or on preferential basis, whether or not those persons include the persons referred to in Article 11 or Article 12 hereof, either for cash or for a consideration other than cash, if so decided by a Special Resolution, as per Applicable Law.
13. Nothing in Article 11.3 hereof shall be deemed;
- 13.1. To extend the time within which the offer should be accepted; or
- 13.2. To authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation.
14. Nothing in Articles 11 to 13 shall apply to the increase of the subscribed Capital of the Company:
- 14.1. caused by the exercise of an option attached to the Debenture issued by the Company to convert such Debentures or loans into Shares in the Company;
- 14.2. Provided that the terms of issue of such Debentures or the terms of such loans containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in General Meeting and are in accordance with Applicable Law.

Shares at the disposal of the Board

15. Subject to the provisions above and of Section 62 of the Act the Securities of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and to give to any person or persons the option or right to call for any Securities either at par or premium during such time and for such consideration as the Board thinks fit, and may issue and allot Shares in the Capital of the Company or other Securities on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted, may be issued as fully Paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Securities shall not be given to any person or persons without the sanction of the Company in the General Meeting.

At all times, the Company shall have the power, subject to the Applicable Law, to conduct an initial public offering (“**IPO**”) of the Securities of the Company, on a recognized stock exchange, in the manner as it may deem fit.

In the event the Company is undertaking an IPO, such IPO may be by means of: (i) a fresh issue of Securities by the Company; (ii) a sale of the existing Securities held by a shareholder; or (iii) a combination of (i) and (ii) above in such manner as may be approved by the Board.

Power to issue Securities outside India

16. Pursuant to the provisions of Section 62 of the Act and other applicable provisions, if any, of the Act, and subject to such approvals, permissions and sanctions as may be necessary from the Government of India, Reserve Bank of India and/or any other authorities or institutions as may be relevant (hereinafter collectively referred to as “**Appropriate Authorities**”) and subject to such terms and conditions or such modifications thereto as may be prescribed by them in granting such approvals, permissions and sanctions, the Company will be entitled to issue and allot in the international

capital markets, Shares and/or any instruments or Securities (including Global Depository Receipts) representing Shares, any such instruments or Securities being either with or without detachable warrants attached thereto entitling the warrant holder to Shares/instruments or Securities (including Global Depository Receipts) representing Shares, to be subscribed to in foreign currency / currencies by foreign investors (whether individuals and/or bodies corporate and/or institutions and whether shareholders of the Company or not) for an amount, inclusive of such premium as may be determined by the Board. The provisions of this Article shall extend to allow the Board to issue such foreign Securities, in such manner as may be permitted by Applicable Law.

Acceptance of Shares

17. Any application signed by or on behalf of an applicant, for Shares in the Company, followed by an allotment of any Share shall be an acceptance of Shares within the meaning of these Articles and every person who, does or otherwise accepts Shares and whose name is on the Register of Members shall for the purpose of these Articles, be a Member.

Private placement

18. The Board may, from time to time, offer any Securities on private placement basis, to such persons as the Board may determine, provided that such private placement shall comply with Applicable Law.

Deposit and call to be a debt payable immediately

19. The money (if any) which the Board shall, call or otherwise require to be paid in respect of any debt securities allotted by them, shall immediately on the insertion of the name of the allottee in the relevant registers maintained by the Company as the name of the holder of such debt securities, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Securities not to be held in trust

20. Except as required by Applicable Law, no person shall be recognised by the Company as holding any Securities upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any security, or any interest in any fractional part of a security, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any security except an absolute right to the entirety thereof in the registered holder.

The first named joint holder deemed to be sole holder

21. If any security stands in the names of 2 (Two) or more persons, the person first named in the register shall, as regards receipt of Dividends or bonus or interest or service of notice and all or any earlier matter connected with the Company, except voting at Meetings, be deemed the sole holder thereof, but the joint holders of a security shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such Securities for all incidents thereof according to the Company's regulations.

Register of Members and index

22. The Company shall maintain a Register of Members and index in accordance with Section 88 of the Act. The details of Shares held in physical or dematerialized forms may be maintained in a media as may be permitted by law including in any form of electronic media.
23. A Member, or other security holder or Beneficial Owner may make inspection of Register of Members, the other relevant registers and annual return. Any person other than the Member or security holder or Beneficial Owner of the Company shall be allowed to make inspection of the Register of Members and annual return on payment of Rs. 50 (Fifty) or such higher amount as permitted by Applicable Law as the Board may determine, for each inspection. Inspection may be made during business hours of the Company during such time, not being less than 2 (Two) hours on any day, as may be fixed by the Company Secretary from time to time.
24. Such person, as referred to in Article 23 above, may be allowed to make copies of the Register of Members or any other register maintained by the Company and annual return, and require a copy of any specific extract therein, on payment of Rs. 10 (Ten) for each page, or such higher amount as permitted under Applicable Law, from time to time, as the Board may determine.

Foreign Registers

25. The Company may also keep a foreign register in accordance with Section 88 of the Act containing the names and particulars of the Members, Debenture- holders, other security holders or Beneficial Owners residing outside India; and the Board may (subject to the provisions of aforesaid Section) make and vary such regulations as it may think fit with respect to any such register.

SHARE CERTIFICATES

Share and Share certificate to be numbered progressively and no Share to be subdivided

26. The Shares in the Capital shall be numbered progressively according to their several denominations, provided however, that the provision relating to progressive or distinctive numbering shall not apply to the Shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form.
27. The Share certificates shall be numbered progressively according to their several denominations specify the Shares to which it relates and bear the Seal of the Company, and except in the manner hereinbefore mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share certificate shall continue to bear the number by which the same was originally distinguished.

Limitation of time for issue of certificates

28. Every Member, other than a Beneficial Owner, shall be entitled, without payment, to 1 (One) or more certificates for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates each for 1 (One) or more of such Shares and the Company shall complete and have ready for delivery of such certificates, unless prohibited by any provision of law or any order of any court, tribunal or other authority having jurisdiction, within 2 (Two) Months from the date of allotment, unless the conditions of issue thereof otherwise provide or within 1 (One) Months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall specify the name of the person in whose favor it is issued, the Shares to which it relates and the amount Paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment, save in cases of issued against letters of allotment, save in cases of issues against letters of acceptance or remuneration, or in cases of issue of bonus Shares. Every such certificate shall be issued under the Seal of the Company which shall be affixed in the presence of 2 (Two) Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Company Secretary or some other person appointed by the Board for the purpose and the 2 (Two) Director or their attorneys and the Company Secretary or other person shall sign the Share certificate, provided that if the composition of the Board permits it, at least 1 (One) of the aforesaid 2 (Two) Directors shall be person other than a Managing or whole time director. Particulars of every Share certificates issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.

Issue of new certificate in place of one defaced, lost or destroyed

29. If any certificate be worn out, defaced, mutilated, old/ or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation then upon production and surrender such certificate to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced as the Board deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the article shall be issued in case of splitting or consolidation of Share certificate(s) or in replacement of Share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- (Rupees Fifty Only) for each certificate) as the Directors shall prescribe.

When a new Share certificate has been issued in pursuance of this Article 29 it shall state on the face of it and against the stub or counterfoil to the effect on the face of it and in lieu of Share certificate number, sub divided/replaced on consolidation of Shares.

30. Further, no duplicate certificate shall be issued in lieu of those that are lost or destroyed, without the prior consent of the Board and only on furnishing of such supporting evidence and/or indemnity as the Board may require, and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced, without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- (Rupees Fifty Only) for each certificate) as the Directors shall prescribe.

When a new Share certificate has been in pursuance of this Article 30, it shall state on the face of it and against the stub or counterfoil to the effect that it is “Duplicate issued in lieu of Share certificate number [●]” The word “Duplicate” shall be stamped or punched in bold letters across the face of the Share certificate.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any stock exchange (as may be applicable) or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other Applicable Law; Provided further that the Company shall comply with the provisions of Section 46 of the Act and other Applicable Law, in respect of issue of duplicate Shares.

31. Where a new Share certificate has been issued in pursuance of Articles 29 and 30, particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the names of persons to whom the certificate is issued, the number and date of issue of the Share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Registrar of Members by suitable cross reference in the “Remarks” column.
32. All blank forms to be issued for issue of Share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall, be consecutively machine-numbered and the forms, blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Company Secretary or such other person as the Board may appoint for the purpose, and the Company Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.
33. The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of Share certificates except the blank forms of Share certificates referred to in Article 32.
34. The provision of Article 28 to Article 33 shall *mutatis mutandis* apply to issue of certificates of other Securities of the Company.

FUND OF THE COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OR DEBENTURES OF THE COMPANY

35. None of the funds of the Company shall be applied in the purchase of any Shares in the Company or Debentures of the Company and it shall not give any financial assistance for or in connection with the purchase or subscription of any Shares in the Company or in its holding company or of Debentures of the Company, save as provided by the Act.

BUY BACK OF SECURITIES BY THE COMPANY

36. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68, 69 and 70 of the Act and Applicable Law as prescribed by SEBI or any other authority for the time being in force, the Company may purchase its own Shares or other specified Securities. The power conferred herein may be exercised by the Board, at any time and from time to time, where and to the extent permitted by Applicable Law, and shall be subject to such rules, applicable consent or approval as required.

COMMISSION AND BROKERAGE

Commission may be paid

37. Subject to the provisions of Section 40(6) of the Act and Applicable Law made thereunder, and subject to the applicable SEBI guidelines and subject to the terms of issue of the Shares or Debentures or any Securities the Company may at any time pay a commission out of proceeds of the issue or profit or both to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or Debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares or Debentures of the Company but so that the commission shall not exceed in the case of Shares, 5 % (Five percent) of the price at which the Shares are issued, and in the case of Debentures, 2.5 % (Two Decimal Point Five per cent) of the price at which the Debentures are issued or at such rates as may be fixed by the Board within the overall limit prescribed under the Act, the Securities and Exchange Board of India Act, 1992 and Applicable Law. Such commission may be satisfied by payment in cash or by allotment of fully or partly paid Shares, Securities or Debentures or partly in one way and partly in the other or in any combination thereof.

Brokerage

38. The Company may, subject to Applicable Law, pay a reasonable and lawful sum for brokerage to any person for subscribing or procuring subscription for any Securities, at such rate as sanctioned by the Managing Director.

CALLS ON SHARES OR DEBENTURES

Directors may make calls

39. The Board of Directors may, from time to time and subject to the terms on which Shares or Debentures have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, or otherwise as permitted by Applicable Law make such call as it thinks fit upon the Members or holders of Debentures in respect of all moneys unpaid on the Shares or Debentures held by them respectively, and each Member or holder of Debenture shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments.
40. The option or right to make calls on Shares or Debentures shall not be given to any person except with the sanction of the issuer in General Meetings.

Notice of calls

41. Each Member or holder of Debenture shall, subject to receiving at least 15 (Fifteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares or Debenture. The joint-holders of a Share or Debenture shall be jointly and severally liable to pay all calls in respect thereof.
42. A call may be revoked or postponed at the discretion of the Board.

Calls to date from resolution

43. A call shall be deemed to have been made at the time when the resolution authorising such call was passed as provided herein and may be required to be paid by installments.

Directors may extend time

44. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members or holders of Debentures who from residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no Member or holder of Debentures shall be entitled to such extension save as a Member or holder of Debentures of grace and favour.

Calls to carry interest

45. If any Member or holder of Debentures fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board. Nothing in this Article shall render it obligatory for the Board of Directors to demand or recover any interest from any such Member or holder of Debentures.
46. The Board shall be at liberty to waive payment of any such interest wholly or in part.

Sums deemed to be calls

47. Any sum, which may by the terms of issue of a Share or Debenture become payable on allotment or at any fixed date, whether on account of the nominal value of the Share or Debenture or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable, on the date on which by the terms of issue the same becomes payable and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

Proof on trial of suit for money due

48. At the trial or hearing of any action or suit brought by the Company against any Member or holder of Debentures or his representatives for the recovery of any money claimed to be due to the Company in respect of his Shares or Debentures, it shall be sufficient to prove that the name of the Member, in respect of whose Shares or Debentures, the money is sought to be recovered appears entered in the Register of Members or Register of Debenture holder as the holder, at or subsequently to the date at which the money is sought to be recovered, is alleged to have become due on the Shares or Debentures in respect of such money is sought to be recovered, that the resolution making the call is duly recorded in

the minute book, and that notice of such call was duly given to the Member or holder of Debentures or his representatives used in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.

Partial payment not to preclude forfeiture

49. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any Member or holder of Debentures to the Company in respect of his Shares or Debentures, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares or Debentures as hereinafter provided.

Payment in anticipation of call may carry interest

50. The Board may, if it thinks fit, subject to the provisions of Section 50 of the Act agree to and receive from any Member or holder of Debentures willing to advance the same whole or any part of the moneys due upon the Shares or Debentures held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares or Debentures in respect of which such advance has been made, the Company may pay interest at such rate, as the Member or holder of Debenture paying such sum in advance and the Board agrees upon provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member or holder of Debenture 3 (Three) Months' notice in writing.

LIEN

Company to have lien on Shares

51. The Company shall have a first and paramount lien upon all the Shares (other than fully paid-up Shares) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares and no equitable interest in any Shares shall be created except upon the footing, and upon the condition that this Article will have full effect and any such lien shall extend to all Dividends and bonuses from time to time declared in respect of such Shares.
52. The Directors may at any time declare any Shares wholly or in part to be exempt from the provision of Article 51. Provided that, fully paid Shares shall be free from all lien.

As to enforcing lien by sale

53. For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorise a Member to execute a transfer thereof on behalf of and in the name of such Member. The purchaser of such transferred Shares shall be registered as the holder of the Shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
54. No sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of 14 (Fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable and the intention to sell shall have been served on such Member or his representatives, including any person entitled thereto by reason of his death or insolvency and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for 14 (Fourteen) days after such notice.

Application of proceeds of sale

55. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the persons entitled to the Shares at the date of the sale.

FORFEITURE

If call or installment not paid notice may be given

56. If any Member or holder of Debenture fails to pay any call or installment on or before the day appointed for the payment of the same the Board may at any time thereafter during such time as the call or installment remains unpaid, serve notice on such Member or holder of Debenture requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Form of notice

57. The notice shall:

- 57.1. name a further day (not being earlier than the expiry of 14 (Fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made.
- 57.2. shall detail the amount which is due and payable on the Shares or Debentures and shall state that in the event of non-payment at or before the time appointed the Shares or Debentures will be liable to be forfeited.

If notice not complied with Shares or Debentures may be forfeited

58. If the requisitions of any such notice as aforesaid be not complied with, any Shares or Debentures in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared in respect of the forfeited Shares or Debentures and not actually paid before the forfeiture.

Notice of forfeiture to a Member or Debenture holder

59. When any Shares or Debentures shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members or Register of Debenture holder, but no forfeiture shall be in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.

Forfeited Share or Debenture to become property of the Company

60. Any Share or Debenture so forfeited shall be deemed to be the property of the Company, and the Board may sell, or allot or otherwise dispose of the same in such manner as it thinks fit.

Upon any sale after forfeiture or for enforcing a lien purported exercise of the powers hereinbefore given the Board may appoint some person to execute an instrument of transfer of the Shares or Debentures sold and cause the purchaser's name to be entered in the Register of Member in respect of the Shares or Register of Debenture holder in case of Debentures sold the purchaser shall not be found to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register of Members in respect of such Shares or Register of Debenture holder in case of Debentures the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the same shall be in damages only and against the Company exclusively.

Power to cancel forfeiture

61. The Board may, at any time before any Share or Debenture so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

Liability on forfeiture

62. A person whose Share or Debenture has been forfeited shall cease to be a Member or holder of Debenture in respect of the forfeited Share or Debenture, but shall notwithstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or installment, interest and expenses, owing in respect of such Share or Debenture at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment thereof, to any party thereof, without any deduction or allowance for the value of the Shares or Debentures at the time of forfeiture, but shall not be under any obligation to do so. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares or Debentures.

Effect of forfeiture

63. The forfeiture of a Share or Debenture involve extinction, at the time of the forfeiture, of all interest and all claims and demands against the Company in respect of the Share or Debenture and all other rights, incidental to the Share or Debenture except only such of those rights as by these Articles are expressly saved.

Evidence of forfeiture

64. A duly verified declaration in writing that the declarant is a Director, the manager or the Company Secretary, and that certain Shares or Debentures have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares or Debentures.

Cancellation of certificate in respect of forfeited Shares or Debentures

65. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative Shares or Debentures shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member or holder of Debenture) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said Shares or Debentures to the person or persons, entitled thereto as per the provisions herein:

65.1. The Company may receive the consideration, if any, given for the Share or Debenture on any sale or disposal thereof and may execute a transfer of the Share or Debenture in favour of the person to whom the Share or Debenture is sold or disposed of;

65.2. The transferee shall thereupon be registered as the holder of the Share or Debenture, as the case may be; and

65.3. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share or Debenture be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share or Debenture.

THESE ARTICLES TO APPLY IN CASE OF ANY NON-PAYMENT

66. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share or Debenture, becomes payable at a fixed time, whether on account of the nominal value of the Share or Debenture or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

EMPLOYEES STOCK OPTIONS

67. Subject to the provisions of Section 62 of the Act and Applicable Law, the Company may issue options to any Directors, not being Independent Directors, officers, or employees of the Company, its subsidiaries or its parent company, which would give such Directors, officers or employees, the benefit or right to purchase or subscribe at a future date, the Securities offered by the Company at a predetermined price, in terms of schemes of employee stock options or employees Share purchase or both. Provided that, it will be lawful for such scheme to require an employee, officer, or Director, upon leaving the Company, to transfer Securities acquired in pursuance of such an option, to a trust or other body established for the benefit of employees.

POWER TO ISSUE SWEAT EQUITY SHARES

68. Subject to and in compliance with Section 54 and other Applicable Law, the Company may issue the Shares to its employees or Director(s) at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

PREFERENTIAL ALLOTMENT

69. Subject to the provisions of Section 62 the Act read with the conditions as laid down in the Applicable Law, and if authorized by a Special Resolution, the Company may issue Securities, in any manner whatsoever, by way of a preferential offer or private placement. Such issue on preferential basis or private placement should also comply with the conditions as laid down in Section 42 of the Act and/or Applicable law.

CAPITALISATION OF PROFITS

70. The Company in General Meeting may, upon the recommendation of the Board, resolve:

- 70.1. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- 70.2. that such sum be accordingly set free for distribution in the manner specified in Article 71 hereof amongst the Members who would have been entitled thereto, if distributed by way of Dividend and in the same proportions.
71. The sum aforesaid shall not be paid in cash but shall be applied, subject to applicable provisions contained herein, either in or towards:
- 71.1. paying up any amounts for the time being unpaid on any Shares held by such Members respectively;
- 71.2. paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;
- 71.3. partly in the way specified in Article 71.1 hereof and partly in the way specified in Article 72.2 hereof;
- 71.4. A securities premium account and a capital redemption reserve account may, for the purposes of this Article 71, be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares;
- 71.5. The Board shall give effect to the resolution passed by the Company in pursuance of this;
- 71.6. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- 71.6.1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares if any; and
- 71.6.2. generally do all acts and things required to give effect thereto.
72. The Board shall have power:
- 72.1. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and
- 72.2. to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares;
- 72.3. Any agreement made under such authority shall be effective and binding on such Members.

TRANSFER AND TRANSMISSION

Register of transfers

73. The Company shall keep a book to be called the "Register of Transfers", and therein shall be fairly and directly entered particulars of every transfer or transmission of any security. The Register of Transfers shall not be available for inspection or making of extracts by the Members or any other persons. Entries in the said register should be authenticated by the Company Secretary or by any other person authorized by the Board for the purpose, by appending his signature to each entry.

Instruments of transfer

74. The instrument of transfer of Securities shall be in common form and in writing and all provisions of Section 56 of the Act shall be duly complied with in respect of all transfer of Shares and registration thereof.

Subject to the provisions of the Act and except where the transfer is in accordance with Article 73, the Board may at its own absolute and uncontrolled discretion decline to register any transfer of Securities (notwithstanding that the proposed transferee be already a security holder), but in such case it shall within 2 (Two) Months from the date the instrument of

transfer was lodged with the Company send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal.

To be executed by transferor and transferee

75. Every such instrument of transfer shall be executed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such security until the name of the transferee shall have been entered in the relevant register maintained by the Company in respect thereof. The Board shall not issue or register a transfer of any security in favour of a minor (except in cases when they are fully Paid Up).
76. An application for the registration of the transfer of any security may be made either by the transferee or the transferor. No registration shall, in the case of a partly paid security where an application is made by the transferor alone, be effected unless the Company gives notice of the application to the transferee, in accordance with the provisions of these Articles, Section 56 of the Act and Applicable Law, and the transferee gives his no objection to such transfer within 2 (Two) weeks from the date of receipt of such notice.

Transfer books when closed

77. The Board shall have power to give at least 7 (Seven) days' (or such lesser time as may be prescribed under Applicable Law) previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated or in such other manner as may be prescribed, in accordance with Section 91 of the Act and Applicable Laws, to close the transfer books, the Register of Members, Register of Debenture holders or the Register of other security holders at such time or times and for such period or periods, not exceeding 30 (Thirty) days at a time and not exceeding in the aggregate 45 (Forty-Five) days in each year, as it may deem expedient.
78. The Board may, subject to the right of appeal conferred by Section 58 of the Act and other Applicable Law decline to register:
 - 78.1. the transfer of a security, not being a fully paid security, to a person of whom they do not approve; or
 - 78.2. any transfer of Shares on which the Company has a lien.
79. The Board may decline to recognise any instrument of transfer unless:
 - 79.1. the instrument of transfer is in the form as prescribed under Applicable Law;
 - 79.2. the instrument of transfer is accompanied by the certificate of the security to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - 79.3. the instrument of transfer is in respect of only 1 (One) class of Shares.

Directors to recognize Beneficial Owners of Securities

80. Notwithstanding anything contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.
81. Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its Securities held by a Depository.
82. Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the Securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognise any benami, trust or equitable, contingent, future or partial interest in any security or (except otherwise expressly provided by the Articles or the Act or any other Applicable Law) any right in respect of a security other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall at their sole discretion register any security in the joint names of any 2 (Two) or more persons or the survivor or survivors of them.
83. Upon receipt of certificate of Securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

Nomination

84. Every holder of Securities may at any time nominate, in the manner prescribed under the Act, a person to whom his Securities shall vest in the event of death of such holder.
85. Where the Securities are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the Securities, held by them shall vest in the event of death of all joint holders.
86. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such Securities, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Securities, the nominee shall, on the death of the security holder or, as the case may be, on the death of all the joint holders become entitled to all the rights in the Securities to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.
87. Where the nominee is a minor, it shall be lawful for the holder of the Securities to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the Securities of the Company, in the event of his death, during his minority.

Death of one or more joint holders of Securities

88. In the case of the death of any 1 (One) or more of the persons named in the relevant register maintained by the Company as the joint-holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such security, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Securities held by him jointly with any other person.

Title to Securities of deceased holders

89. The executors or administrators or holders of a succession certificate or the legal representatives of a deceased holder of Securities (not being 1 (One) of 2 (Two) or more joint-holders) shall be the only persons recognised by the Company as having any title to the Securities registered in the name of such holder and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representative, unless such executors or administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate as the case may be, from a duly constituted court in the Union of India, provided that in any case, where the Board in its absolute discretion thinks fit, the Board may dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the Securities standing in the name of a deceased security holder, as a security holder.

Transmission in the name of nominee

90. Any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any security holder, or the marriage of a female security holder, or by any lawful means other than by a transfer in accordance with These Presents, may, with the consent of the Board of Directors and subject as hereinafter provided, elect either to be registered himself as holder of the Securities, as the case may be, or to make such transfer of the Securities, as the case may be, as the deceased security holder, as the case may be, could have made.

Provided that it shall be lawful for the Directors in their absolute discretion to dispense with the production of any evidence including any legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit.

Provided further, that if such nominee shall elect to have his proposed transferee registered he shall testify the election by executing in favour of his proposed transferee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

91. The Board shall, in the event that the nominee is desirous of either registering himself as the holder of the Securities or transferring such Securities, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent holder of Securities had transferred the Securities before his death or insolvency.
92. If the nominee, so becoming entitled, elects himself to be registered as holder of the Shares or Debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased holder of the Share or Debenture and the certificate(s) of Shares or Debentures, as the case may be, held by the deceased in the Company.

93. If the person becoming entitled to a security by reason of death or insolvency of a holder of security shall elect to be registered as a holder of the Security himself, he shall deliver or send to the Company a notice In writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the security, he shall testify his election by executing a transfer of the security.
94. All the limitations, restrictions and provisions of the Act and these Articles relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the holder of Securities had not occurred and the notice or transfer were a transfer signed by that holder of security.
95. Subject to the provisions of Section 56 of the Act and these Articles, the Board may register the relevant Securities in the name of the nominee of the transferee as if the death of the registered holder of the Securities had not occurred and the notice or transfer were a transfer signed by that holder of security, as the case may be.
96. A nominee on becoming entitled to Securities by reason of the death of the holder or joint holders shall be entitled to the same interest, Dividend and other advantages to which he would be entitled if he were the registered holder of the Securities, except that he shall not before being registered as holder of such Securities, be entitled in respect of them to exercise any right conferred on a holder of Securities in relation to Meetings of the Company.
97. The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Securities, and if the notice is not complied with, within 90 (Ninety) days, the Board may thereafter withhold payment of all Dividends, bonus, interest or other moneys payable or rights accrued or accruing in respect of the relevant Securities, until the requirements of the notice have been complied with.

No transfer to minor, insolvent etc.

98. No transfer shall be made to a minor or person of unsound mind. However, in respect of fully Paid Up Shares, Shares may be transferred in favor of minor acting through legal guardian, in accordance with the provisions of law.

Transfer to be presented with evidence of title

99. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the Securities and generally under and subject to such conditions and regulations as the Board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors.

Conditions of registration of transfer

100. For the purpose of the registration of a transfer, the certificate or certificates of the Securities to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer.

No fee on transfer or transmission

101. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Company not liable for disregard of a notice in prohibiting registration of transfer

102. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effort to any transfer of Securities made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the relevant register of Securities maintained by the Company) to the prejudice of persons having or claiming any equitable right, title or interest or in the said Securities, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or deferred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board of Directors shall so think fit.

DEMATERIALISATION OF SECURITIES

Dematerialization of Securities

103. The Board shall be entitled to dematerialize Securities or to offer Securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended from time to time. All Securities held by a Depository shall be dematerialized and be in fungible form.

Options for investors

104. Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such Securities or to hold the Securities with a Depository. If a holder of or subscriber to Securities opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security. Such a person who is the Beneficial Owner of the Securities can at any time opt out of a Depository, if permitted by law, in respect of any Securities in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities.
105. If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the Company. The Company shall, within 30 (Thirty) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
106. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by on behalf of the Beneficial Owners.

Rights of Depositories and Beneficial Owners

107. Notwithstanding anything to the contrary contained these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner.
108. Save as otherwise provided hereinabove, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
109. Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of Securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a Depository and shall be deemed to be a Member of the Company.
110. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
111. The provisions of these Articles shall mutatis mutandis apply to securities other than shares and any reference to member herein shall apply to the holder of the concerned security.
112. The members shall bear all charges of the depository participant.
113. If a member having dematerialised his holdings of shares opts for rematerialisation of his holding of shares or a part thereof, share certificates will be issued to him on a written request received for that purpose through the depository participant.

Service of Documents

114. Notwithstanding anything contained these Articles to the contrary, where Securities of the Company are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of Electronic Mode.

Transfer of Securities

115. The dematerialized shares can be transferred/transmitted as per the rules of the Depository.
116. Nothing contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

Allotment of Securities dealt with in a Depository

117. Notwithstanding anything contained these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

Distinctive number of Securities held in a Depository

118. Nothing contained or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

Register and index of Beneficial Owners

119. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended from time to time shall be deemed to be the Register and Index of Members and security holders for the purposes of these Articles.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

120. Copies of Memorandum and Articles of the Company shall be furnished to every shareholder of the Company at his request on payment of an amount as may be fixed by the Board to recover reasonable cost and expenses, not exceeding such amount as fixed under Applicable Law.

BORROWING POWERS

Power to borrow

121. The Board may, from time to time, at its discretion subject to the provisions of these Articles, Section 73 to 76, 179, 180 of the Act and Applicable Law, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegate, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the Paid Up Capital of the Company and its Free Reserves.

Conditions on which money may be borrowed

122. Subject to Applicable Law, the repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit by a resolution passed at a meeting of the Board and in particular by the issue of Debentures or Debenture-stock of the Company or bonds or other commercial paper or by mortgage or charge upon all or any part of the property of the Company (both present and future), and Debentures to Debenture-stock and other Securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Terms of issue of Debentures

123. Any Debentures, Debenture-stock, or other Securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of Shares shall, subject to the provisions of the Act be issued only with the consent of the Company in general meeting accorded by a Special Resolution.

Instrument of transfer

124. Save as provided in Section 56 of the Act, no transfer of Debentures shall be registered unless a proper instrument of transfer duly executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the Debentures. Provided that the Company may issue non-transferable Debentures and accept an assignment of such instruments.

Delivery of certificates

125. Delivery by the Company of certificates upon allotment or registration of transfer of any Debentures shall be governed and regulated by Section 56 of the Act.

Register of charge, etc.

126. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property or assets or undertakings of the Company and shall cause the requirements of Sections 77 to 87 of the Act to be duly complied with.
127. Any member or creditor can inspect the Register during 10.00 a.m. to 12.00 noon during business days and any other person can also inspect the Register by payment of Rs. 50 or such higher amount as the Board may decide, subject to the provisions of Applicable Law.

Register and index of Debenture holders

128. The Company shall, if at any time it issues Debentures, keep a Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any country outside India a Foreign Register containing the particulars of Debenture holders or any other Securities or beneficial owners, resident outside India, in the manner prescribed under the Act.

Repurchase, Consolidation and Re-issue of Debentures

129. (a) Notwithstanding anything contained in These Presents and subject to the provisions of the Act, the rules made thereunder and the Regulations made by SEBI in this regard from time to time, and all as amended from time to time, the Company may repurchase or redeem its Debentures through its demat account as per the norms prescribed by the relevant Depositories. This right does not construe a call option. In the event of the Debenture(s) being repurchased or redeemed before maturity, in any circumstance whatsoever, the Company shall be deemed to always have the right (subject to the provisions of the Act, the rules made thereunder and the Regulations made by SEBI in this regard, from time to time, and as all amended from time to time) to keep such Debentures in effect without extinguishment thereof, for the purpose of re-sale or re-issue and in exercising such right, the Company shall have and be deemed always to have had the power to re-sell or re-issue such Debentures either by re-selling or re-issuing the same Debentures or by issuing other Debentures in their place. The aforementioned right includes the right to re-issue original Debentures.

(b) Notwithstanding anything contained in These Presents and subject to the provisions of the Companies Act, 2013, the rules made thereunder and the Regulations made by SEBI in this regard, from time to time, and as amended from time to time, the Company may consolidate and/or re-issue its Debentures in accordance as per the Regulations made by SEBI, the provisions of Companies Act, 2013 and the rules made thereunder and the and the relevant norms issued by Depositories in this regard, as prevalent at the time of such consolidation and/or such re-issuance.

GENERAL MEETINGS

130. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year.
131. Every Annual General Meeting shall be called during business hours, that is, between 9.00 a.m. and 6.00 p.m. on any day that is not a national holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.
132. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
133. In the case of an Annual General Meeting, all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to the following or such business as may be allowed under the Act:
- 133.1. the consideration of financial statements and the reports of the Board of Directors and Auditors;
- 133.2. the declaration of any Dividend;
- 133.3. the appointment of Directors in place of those retiring;
- 133.4. the appointment of and the fixing of the remuneration of the Auditors.
134. In case of an Extraordinary General Meeting, all business shall be deemed special.
135. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

136. Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, these shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in / particular the nature of the concern or interest if any, therein of every Director, and where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects, any other Company the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement if the extent of such shareholding interest is not less than 2% (Two percent) of the Paid up Share capital of that other Company.
137. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
138. Where permitted or required by Applicable Law, the Board may, instead of transacting such business at a General Meeting of any Members/ class of Members/ Debenture holders/security holders, seek their assent by Postal Ballot, including by means of e-voting. Such Postal Ballot will comply with the provisions of Applicable Law in this behalf.
139. The intent of these Articles is that in respect of seeking the consent of the Members or Members of a class or any security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of Members, Members of a class of Members or any holders of Securities using such use of contemporaneous methods of communication as is permitted by Applicable Law. A written resolution including consent obtained through Electronic Mode shall be deemed to be sanction provided by the Member, Member of a class or other security holder at a General Meeting convened in that behalf.
140. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition In writing by any Member or Members holding, on the date of receipt of such requisition, in the aggregate not less than 1/10 (One-Tenth) of such of the Paid up Capital as at the said date carries the right of voting in regard to the matter in respect of which the requisition has been made.

E-voting in case of General Meetings

141. Where the Company conducts General Meetings by way of e-voting, the Company shall follow the procedure laid down under the Act and Applicable Law.
142. Where a Member has been allowed the option of voting through Electronic Mode as per Applicable Law, such Member, or Members generally, shall be allowed to speak at a Meeting, but shall not be allowed to vote at the Meeting.
143. At least 21 (Twenty One) clear days' notice of every General Meeting, specifying the day, date, place and hour of meeting, containing a statement of the business to be transacted thereat, shall be given, either In writing or through Electronic Mode, to every Member or legal representative of any deceased Member or the assignee of an insolvent Member, every Auditor(s) and Director of the Company. The notice shall be given to such persons as are entitled to receive notice from the Company under the provisions of the Act.
144. Where by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of intention to move the resolution shall be given to the Company not less than 14 (Fourteen) days before the meeting at which it is to be moved, exclusive of the day on which the notice is served or deemed to have been served and the day of the meeting.
145. Annual General Meeting may be called at a shorter notice if consented to by either by way of writing or any Electronic Mode by not less than 95% (Ninety-Five percent) of the Members entitled to vote at such Meeting.
146. In every notice there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a Member of the Company.

Quorum at General Meeting

147. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.
148. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.
149. If, at the expiration of half an hour from the time appointed for holding a Meeting of the Company, a quorum shall not be present, the Meeting, if convened by or upon the requisition of Members shall stand dissolved, but in any other case the Meeting shall stand adjourned to the same day in the next week or, if that day is a public holiday, until the next succeeding day which is not a public holiday, at the same time and place, or to such other day and at such other time and place as the Board may determine and if at such adjourned Meeting a quorum is not present at the expiration of half an

hour from the time appointed for holding the Meeting, the Members present shall be quorum and may transact the business for which the Meeting was called.

Chairperson at General Meetings

150. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
151. If there is no such Chairperson, or if he is not present within 15 (Fifteen) minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairperson of the Meeting, the Directors present shall elect one among themselves to be Chairperson of the Meeting.
152. If at any Meeting no Director is willing to act as Chairperson or if no Director is present within 15 (Fifteen) minutes after the time appointed for holding the Meeting, the Members present shall choose one of themselves to be Chairperson of the Meeting on a show of hands.
153. No business shall be discussed at any General Meeting except regarding the election of a Chairperson, while no Chairperson has been appointed.

Adjournment of Meeting

154. The Chairperson may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place.
155. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
156. When a Meeting is adjourned for 30 (Thirty) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting.
157. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

Voting rights

158. No Member shall be entitled to exercise any voting rights at any General Meeting or Meeting of a class of shareholders in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or, in regard to which the Company has exercised any right of lien.
159. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:
 - 159.1. on a show of hands, every Member present in person shall have 1 (One) vote; and
 - 159.2. on a poll, the voting rights of Members shall be in proportion to his Share in the paid-up equity Share Capital of the Company.
160. A Member may exercise his vote at a Meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
161. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
162. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by the Person or Persons specified below, that is to say by any Member present in person or by Proxy and holding Shares in the Company:
 - 162.1. in the case a company having a Share capital, by the Members present in person or by proxy, where allowed, and having not less than 1/10 (one-tenth) of the total voting power or holding shares on which an aggregate sum of not less than Rs.5,00,000/- (Rupees Five Lakh) or such higher amount as may be prescribed has been paid-up; and

- 162.2. in the case of any other company, by any member or members present in person or by proxy, where allowed, and having not less than 1/10 (one-tenth) of the total voting power.
163. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his Committee or other legal guardian, and any such Committee or guardian may, on a poll, vote by proxy.
164. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
165. Subject to the provisions of these Articles and of the Act, every Member shall be entitled to be present and to speak and vote at every meeting.
166. (i) No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the Meeting, whose decision shall be final and conclusive.

Proxy

167. Subject to the provisions of these Articles, votes may be given by Members either personally or by proxy. A body corporate being a Member may vote by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy) on behalf of the body corporate which such proxy represents as the body could exercise if it were an individual Member.
168. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (Forty-Eight) hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Such instrument appointing a proxy shall be treated as valid only till that Meeting of the Company for which instrument of proxy is being deposited or any adjourned meeting thereof.
169. Every proxy (whether a Member or not) shall be appointed In writing under the hand of the appointer or his attorney, or if such appointer is a body corporate, under the common Seal of such corporate, or be signed by an officer or any attorney duly authorised by it, and any Committee or guardian may appoint such proxy. An instrument appointing a proxy shall be in the form as prescribed in terms of Section 105 of the Act.
170. A Member present by proxy shall be entitled to vote only on a poll, except where Applicable Law provides otherwise.
171. The proxy so appointed shall not have any right to speak at the Meeting.
172. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given.

Provided that no intimation In writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

Passing of resolution by Postal ballot

173. Where permitted or required by Applicable Law, Board may, instead of calling a Meeting of any Members/ class of Members/ Debenture holders, seek their assent by Postal Ballot, which shall include e-voting. Such Postal ballot will comply with the provisions of Applicable Law in this behalf.
174. Where permitted/required by Applicable Law, the Board may provide Members/ Members of a class/ Debenture holders the right to vote through e-voting, complying with Applicable Law.
175. The intent of these Articles is that in respect of seeking the consent of the Members or Members of a class or any security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of Members, Members of a class of Members or any holders of Securities using such use of contemporaneous methods of communication as is permitted by

Applicable Law. A written resolution, including consent obtained through Electronic Mode, shall be deemed to be sanction provided by the Member, Member of a class or other security holders by way of personal presence in a Meeting.

176. Notwithstanding anything contained in the foregoing, the Company shall transact such business, follow such procedure and ascertain the assent or dissent of Members for a voting conducted by Postal Ballot, as may be prescribed by Section 110 of the Act and Applicable Law.
177. In case of resolutions to be passed by Postal Ballot or e-voting, no Meeting needs to be held at a specified time and space requiring physical presence of Members to form a quorum.
178. Where a resolution will be passed by Postal Ballot the Company shall, in addition to the requirements of giving requisite notice, send to all the Members the following:
 - 178.1. Draft resolution and relevant explanatory statement clearly explaining the reasons therefor.
 - 178.2. Postal Ballot for giving assent or dissent, In writing by Members; and
 - 178.3. Enable Member, in such manner as prescribed under Applicable Law, for communicating assents or dissents on the Postal Ballot to the Company with a request to the Members to send their communications within 30 (Thirty) days from the date of dispatch of the notice.

Maintenance of records and Inspection of minutes of General Meeting by Members

179. Where permitted/required by Applicable Law, all records to be maintained by the Company may be kept in electronic form subject to the provisions of the Act and the conditions as laid down in the Applicable Law. Such records shall be kept open to inspection in the manner as permitted by the Act and Applicable Law. The term 'records' would mean any register, index, agreement, memorandum, minutes or any other document required by the Act and Applicable Law made there under to be kept by the Company.
180. The Company shall cause minutes of all proceedings of every General Meeting to be kept in the manner prescribed by Applicable Law by making within 30 (Thirty) days of the conclusion of every such Meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
181. Any such minutes shall be evidence of the proceedings recorded therein.
182. The book containing the minutes of proceedings of General Meetings shall be kept at the registered office of the Company, or any such place as may be approved by the Board, and shall be open during business hours, for such periods not being less than 2 (Two) hours on any day, as may be fixed by the Company Secretary from time to time, to the inspection of any Member without charge.
183. Any Member of the Company shall be entitled to a copy of minutes of the General Meeting within 7 (Seven) working days from the receipt of a specific request and at a fee of Rs. 10/- (Rupees Ten only) for each page or part of any page, or such higher amount as the Board may determine, as permissible by Applicable Law.
184. The provisions of Articles 130 to 183 above shall, subject to Applicable Law and in absence of any contract to the contrary, *mutatis mutandis* apply to the meetings of the other holders of Securities.

BOARD OF DIRECTORS

185. The number of Directors of the Company which shall be not less than 6 (six) and not more than such number as is prescribed under the Applicable Law. Further, any person or persons having the power to nominate a Director of the Company, may exercise such power from time to time and appoint a Director accordingly and such appointment shall be in such terms and conditions as laid down by Board, as permitted by Applicable Law. The Directors are not required to hold any qualification Shares. The composition of the Board shall be in accordance with the provisions of Section 149 of the Companies Act, 2013 and other Applicable Laws.

The following were the first Directors of the Company:

- Vinod Gurudatta Yennemadi
- Subramanian Ganapathy Son of Ganapathy Iyer Krishna
- Colathur Narayanan Ram Son of Narayanna Clolathur

Board's power to appoint Additional Directors

186. Subject to the provisions of Sections 149, 152 and 161 of the Act and Applicable Laws, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles.
187. Such person shall hold office only up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company as a Director at that Meeting subject to the provisions of the Act.

Nominee Directors

188. The Company shall, subject to the provisions of the Act and these Articles, be entitled to agree with any person that he or it shall have the right to appoint his or its nominee on the Board, not being an Independent Director, upon such terms and conditions as the Company may deem fit.
189. In the event of the Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, persons, partnership firms, trust, mutual funds, alternative investment funds, any other funds, or from any other source, the lender/security trustee/debenture holder/ debenture trustee concerned may, upon the occurrence of such events as provided in terms of Applicable Law or under a contract, exercise the right and power to appoint granted to it in terms of Applicable Law or under contract, from time to time, any person or persons as a Director or Directors or Nominee Directors of the Company and the Board of Directors of the Company will appoint such person or persons nominated by the lender/security trustee/debenture holder/debenture trustee within the timelines prescribed under Applicable Law, if any.

**(amended vide Special Resolution passed by members of the Company in the Annual General Meeting held on June 30, 2023)*

Appointment of Alternate Directors

190. Subject to the provisions of Section 161(2) of the Act the Board may appoint an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than 3 (Three) Months from India. No person shall be appointed as an Alternate Director in place of an Independent Director unless he is qualified to be appointed as an Independent Director under the Act and Applicable Law. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the terms of office of the Original Director are determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director, and not to the Alternate Director.

Board's power to fill vacancies

191. Subject to the provisions of Sections 152(7), 161(4) and 169(7) of the Act the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.
192. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place in accordance with the provisions of Section 152(7) of the Act.
193. If at the adjourned meeting also, the vacancy caused by the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be so deemed to have been reappointed at the adjourned meeting, unless:
- 193.1. at that meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the meeting and lost;
 - 193.2. the retiring Director has, by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so reappointed;
 - 193.3. he is not qualified or is disqualified for appointment;

193.4. a resolution whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or

193.5. the provisions of Section 162 of the Act are applicable to the case.

Independent Directors

194. Subject to the provisions of Section 149(6) of the Act and other Applicable Laws, the Board shall identify potential individuals for the purpose of appointment as Independent Director either from the data bank established under Section 150 of Act or otherwise.

195. The Board on receiving such recommendation shall consider the same and propose his appointment for approval at a General Meeting. The explanatory statement to the notice for such General Meeting shall provide all requisite details as required under the Act.

196. Any vacancy in the post of an Independent Director caused by way of removal, resignation, death, vacation of office under Section 167 of the Act or pursuant to any court order or due to disqualification under Section 164 of Act shall be filled by following the process laid down herein below and in accordance with the Applicable Law.

197. Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence as specified under Section 149 (6) of the Act.

198. The Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.

199. An Independent Director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings and also to such commission based on profits, as may, subject to provisions of Applicable Law, be approved by the Members.

200. Subject to Applicable Law, an Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

201. The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.

202. Term of Office of Independent Director:

202.1. Subject to Applicable Law, an Independent Director shall hold office for a term up to 5 (Five) consecutive years on the Board of a Company, but shall be eligible for reappointment for one more term on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

202.2. No Independent Director shall hold office for more than 2 (Two) consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of 3 (Three) years of ceasing to become an Independent Director provided that he shall not, during the said period of 3 (Three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Retirement and rotation of Directors

203. At least 2/3 (Two-Thirds) of the total number of Directors, excluding Independent Directors will be the Directors who are liable to retire by rotation (hereinafter called "**the Rotational Directors**");

204. At every Annual General Meeting, 1/3 (One-Third) of the Rotational Directors, or if their number is not three or a multiple of 3 (Three), then, the number nearest to one-third, shall retire from office.

205. The Company may appoint a Managing or a Whole-time Director for a term not exceeding 5 (Five) years at a time, provided that no re-appointment shall be made earlier than 1 (One) year before the expiry of his term. If required, in order to comply with the extant provisions of the Act with respect to rotation of directors, the Board may re-classify a Managing Director/ Whole-time Director appointed as a non-rotational Director to be a rotational Director.

206. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.

Resignation of Directors

207. Subject to the provisions of Applicable Law, a Director may resign from his office by giving a notice in writing to the Company and Board shall on receipt of such notice take note of the same. The fact of such resignation shall be mentioned in the report of Directors laid in the immediately following General Meeting by the Company.
208. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.

Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

Removal of Directors

209. Any Director of the Company, except a Director appointed by the National Company Law Tribunal, may be removed by way of Ordinary Resolution before the expiry of his term of office, subject to the provisions of Section 169 of Act.

Remuneration of Directors

210. Subject to the provisions of Section 197 of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

Provided that where the Company takes a Directors' and Officers' liability insurance, specifically pertaining to a particular Director and/or officer, then the premium paid in respect of such insurance, for the period during which a Director and/or officer has been proved guilty, will be treated as part of remuneration paid to such Director and/or officer.

211. The Board or a relevant Committee constituted for this purpose shall seek to ensure that the remuneration paid to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
212. The fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the maximum limit as prescribed under Section 197(5) of the Act and Applicable Law. Fee shall also be payable for participating in meetings through permissible Electronic Mode.
213. In addition to the remuneration payable pursuant to Section 197 of the Act, the Directors may be paid all conveyance, hotel and other expenses properly incurred by them:
- 213.1. in attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings; or
- 213.2. in connection with the business of the Company.
214. The Board may pay all expenses incurred in getting up and registering the Company.

Traveling expenses incurred by Directors not bonafide resident or by Directors going out on Company's business

215. The Board shall allow and pay to any Director, if required by the Director, who is not a *bona fide* resident of the place where, general meetings or meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any General Meeting such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses incurred in India, and if any Director be called upon to go or reside out of the ordinary place of his residence, on the Company's business, he shall be entitled to be paid, any traveling or other expenses reasonably incurred by him in connection with the business of the Company.

Directors may act notwithstanding any vacancies on Board

216. The continuing Directors may act notwithstanding any vacancy in the Board but if, and so long as their number is reduced below the minimum number fixed by Article 185 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to the minimum number fixed by the Article 185 hereof or for summoning a General Meeting for the purpose of increasing the number of Directors to such minimum number, but for no other purpose.

Vacation of office of Director

217. The office of a Director shall *ipso facto* be vacated:

- 217.1. on the happening of any of the events as specified in Section 167 of the Act.
- 217.2. if a person is a Director of more than the number of Companies as specified in the Act at a time;
- 217.3. in the case of alternate Director, on return of the original Director in terms of Section 161 of the Act;
- 217.4. having been appointed as a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, he ceases to hold such office or other employment in that company;
- 217.5. if he is removed in pursuance of Section 169 of the Act;
- 217.6. any other disqualification that the Act for the time being in force may prescribe.

Notice of candidature for office of Directors except in certain cases

218. No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting unless he or some Member intending to propose him as a Director, has, not less than 14 (Fourteen) days before the Meeting, left at the registered office of the Company a notice In writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office along with the requisite deposit of Rs.1,00,000/- (Rupees One Lakh) or such higher amount as the Board may determine, as permissible by Applicable Law, which shall be refunded to such person or the Member, as the case may be, if the person proposed gets elected as a Director or gets more than 25 % (Twenty-Five percent) of total valid votes cast either on show of hands or on poll on such resolution.
219. Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company, the consent In writing to act as a Director, if appointed.
220. A person other than a Director reappointed after retirement by rotation immediately on the expiry of his term of office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 161 of the Act appointed as a Director or reappointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company unless he has submitted consent In writing to act as a Director of the Company and the same is filed with the Registrar within 30 (Thirty) days of his appointment.

Director may contract with the Company

221. Subject to the provisions of Section 188 of the Act and Applicable Law, a Director or any Related Party may enter into any contract with Company for the sale, purchase or supply of any goods, materials, or services, or other contract involving creation or transfer of resources, obligations or services, subject to such sanctions as required by Applicable Law.
222. Unless so required by Applicable Law, no sanction shall, however, be necessary for any contracts with a Related Party entered into in the ordinary course of business of the Company on arm's length basis. Subject to Applicable Law, where a contract complies with such conditions of arms' length contracts as laid down in a policy on related party transactions framed by the Board and approved by a General Meeting, the contract shall be deemed to be a contract entered into on arm's length basis.

Disclosure of interest

223. A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose his concern or interest in the manner specified in Section 184(1) of the Act and the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184(2) of the Act; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other body corporate where the Director of the Company either himself or in association with any other Director hold or holds less than 2 % (Two per cent) of the shareholding in such other body corporate.

Interested Director not to be present at Board's proceedings with respect to related party contracts

224. Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

Register of contracts in which Directors are interested

225. The Company shall keep a Register in accordance with Section 189(1) of the Act and Applicable Law. The Register shall be kept at the registered office of the Company and shall be preserved permanently be kept in the custody of the Company Secretary of the Company or any other person authorized by the Board for the purpose.
226. Such a Register shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be provided to a Member of the Company on his request, within 7 (Seven) days from the date on which such request is made and upon the payment of Rs. 10/- (Rupees Ten only) per page.

Register of Directors and Key Managerial Personnel and their shareholding

227. The Company shall keep at its registered office a register containing the particulars of its Directors and Key Managerial Personnel, which shall include the details of Securities held by each of them in the Company or its holding, subsidiary, subsidiary of Company's holding Company or associate companies in accordance with Section 170 of the Act and Applicable Law.
228. Such a Register will be available for inspection by any Member during 10.00 a.m. to 12.00 noon during business days and at every Annual General Meeting and shall be made accessible to any person attending such meeting. Any Member can also request for copies to be made which shall be provided free of cost within 30 (Thirty) days from the date of such request.

Miscellaneous

229. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine in accordance with Section 22(1) of the Act.

PROCEEDINGS OF THE BOARD

Meetings of Board

230. The Directors may meet together as a Board from time to time for the conduct and dispatch of the business of the Company, adjourn or otherwise regulate its meetings, as it thinks fit.
231. The Chairperson and in his absence the co-Chairperson (if appointed in terms of Article 243) or the Managing Director may at any time request the Company Secretary to convene a meeting of the Board.
232. A meeting of the Board shall be called by giving not less than 7 (Seven) days' notice In writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. The notice of a meeting of the Board must contain information regarding the option available to them to participate through electronic mode, and shall provide all the necessary information to enable the Directors to participate through such electronic mode.
233. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least 1 (One) Independent Director, if any, shall be present at the meeting, or in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least 1 (One) Independent Director. Where the Company does not have, for the time being, any Independent Director, a Board meeting may be called at a shorter notice and decisions taken at such meeting shall be circulated to all the Directors and shall be final only on the ratification thereof by at least 1 (One) independent Director, if any.
234. The Board shall so meet at least once in every 4 (Four) Months and at least 4 (Four) such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.
235. Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose. The names of Directors who have participated in Board meetings through Electronic Mode shall be entered and initialled by the Company Secretary, stating the manner in which the Director so participated.

236. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Meetings of Board by Video/audio-visual conferencing

237. Subject to the provisions of Section 173(2) of the Act and Applicable Law, the Directors may participate in meetings of the Board through physical presence or Electronic Mode as the Board may from time to time decide and Directors shall be allowed to participate from multiple locations through modern communication equipment for ascertaining the views of such Directors who have indicated their willingness to participate by such Electronic Mode.

Regulation for meeting through Electronic Mode

238. The Board may, by way of a resolution passed at a meeting, decide the venues where arrangements may be made by the Company, at the Company's cost, for participation in Board meetings through Electronic Mode, as the case may be, in accordance to the provisions of 173(2) of the Act and Applicable Law. In the event that a Director is desirous of participating through Electronic Mode at a meeting from a place other than the place so decided, the Chairperson may decline the right of a Director to participate through Electronic Mode in view of concerns of security, sensitivity and confidentiality of Board proceedings.
239. The conduct of the Board meeting where a Director participates through Electronic Mode shall be in the manner as laid down in Applicable Law.
240. The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles, in the Act and/or Applicable Law, shall apply to meetings conducted through Electronic Mode, as the case may be.
241. The Chairperson or the Company Secretary shall record the deliberations made during each meeting and circulate the draft minutes of the meeting to all Directors who attended such meeting within 15 (Fifteen) days of such meeting, either in physical form in writing or by Electronic Mode as may be determined by the Board. Every such Director who attended the meeting shall confirm or give his comments In writing, about the accuracy of recording of the proceedings of that particular meeting in the draft minutes, within 7 (Seven) days or some reasonable time as decided by the Board, after receipt of the draft minutes failing which his approval shall be presumed.
242. Subject to provisions of Section 173 of the Act and the Applicable Laws, a Director may participate in and vote at a meeting of the Board by means of Electronic Mode which allows all persons participating in the meeting to hear and see each other and record the deliberations. Where any Director participates in a meeting of the Board by any of the means above, the Company shall ensure that such Director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of this Board Meeting.

Chairperson for Board Meetings

243. The Board may elect a Chairperson, and determine the period for which he is to hold office. The Managing Director may also be appointed by the Board as the Chairperson. The Board may also designate any 1 (One) of its Directors as a co-chairperson of the Company, who shall act as the Chairperson (for any of the purposes specified in the Act or in these Articles) in the event that the Chairperson is not present or is otherwise unable or unwilling to act as the Chairperson.
244. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (Five) minutes after the time appointed for holding the meeting and the co-chairperson (if one has been appointed) is also not present, the Directors present may choose one of the members to be Chairperson of the meeting.

Quorum

245. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of the Section 174 of the Act and SEBI Listing Regulations. If a quorum is not present within 15 (Fifteen) minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairperson of the Board shall decide.
246. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company and for no other purpose.

Exercise of powers to be valid in meetings where quorum is present

247. Subject to the provisions of the Act, a meeting of the Board of which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board, or in accordance with Section 179 (1) of the Act the powers of the Company.

Matter to be decided on majority of votes

248. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.

Power to appoint Committee and to delegate powers

249. Subject to the restriction contained in the Act, the Board shall delegate any of their powers and responsibilities to a committee or committees of the Board, consisting of such member or members of its body as it thinks fit, referred to in Article 251 below except in respect of those matters reserved to the Board by any law or regulatory authority. The Board, from time to time, may revoke and discharge any such committee either wholly or in part and either as to persons or purposes; but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations shall have the like force and effect as if done by the Board. The proceedings of such a committee shall be placed before the Board of Directors at its next meeting.

250. Such committee(s) may be responsible for such activities as may be approved by the Board.

251. The meetings and proceedings of any committee of the Board consisting of 2 (Two) or more Directors and appointed and constituted pursuant to and in accordance with the provisions of Article 230-236 hereof shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under Article 249.

Resolution without Board Meeting/ Resolution by Circulation

252. Subject to Section 175 of the Act or Applicable Laws, a resolution by circulation of the Board or Committee, as the case may be, duly called and constituted, may be passed, if a draft thereof In writing is circulated, together with the necessary papers, if any, to all the Directors or the members of the Committee, as the case may be, at their addresses registered with the Company in India, and has been approved by a majority of the Directors or members of the Committee as are entitled to vote on the resolution.

Provided that, where not less than 1/3 (One-Third) of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a Board Meeting.

Acts of Board / Committee valid notwithstanding formal appointment

253. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified or that the appointment of any of them had been terminated by virtue of any provisions contained or in these Articles, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been noticed by the Company to be invalid or to have been terminated.

Minutes of proceedings of meeting of Board

254. The Company shall maintain the minutes of proceedings of every meeting of the Board and Committee thereof in electronic form in such manner as the Board may think fit, in accordance with the provisions of Section 118 of the Act and Applicable Law.

255. Where the minute books of the Company are also maintained in physical form (in addition to being maintained in electronic form), each page of every minute book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the chairperson of the said meeting or the chairperson of the next succeeding meeting.

256. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
257. Where the meeting of the Board takes place through Electronic Mode, the minutes shall disclose the particulars of the Directors who attended the meeting through such means.
258. All appointments made at any of the meetings aforesaid shall be included in the minutes of the meetings.
259. The minutes shall also contain:
- 259.1. The names of the Directors present at the meeting; and
- 259.2. In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.
260. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting:
- 260.1. is, or could reasonably be regarded as defamatory of any person.
- 260.2. is irrelevant or immaterial to the proceedings; or
- 260.3. is detrimental to the interest of the Company.
261. The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in Article 260 hereof.
262. Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

Powers of Board

263. The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act and Applicable Law made thereunder, or any other act, or by the Memorandum of Association, or by these Articles, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act and the Applicable Law made thereunder, or any other act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
264. The Board may, subject to the provisions of Section 185 of the Act and Applicable Law, also give a loan to a Director or any entity in which the Director is interested. Where any sum of money is payable by a Director, the Board may, subject to Applicable Law, allow such time for payment of the said money as is acceptable within customary periods for payment of similar money in contemporaneous commercial practice.
265. The Board may subject to Section 186 of the Act and provisions of Applicable Law, by means of resolution passed at meeting of Board from time to time, invest, provide loans or guarantee or security on behalf of the Company to any person or entity.

Restriction on powers of Board

266. Subject to the provisions of Section 180 of the Act, the Board of Directors may exercise the following powers, subject to the approval of Company by a Special Resolution:
- 266.1. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than 1 (One) undertaking, of the whole or substantially the whole of any of such undertakings.
- 266.2. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;

- 266.3. to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up Share Capital and Free-Reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business;
- 266.4. to remit, or give time for the repayment of, any debt due from a Director.

Contribution to charitable and other funds

267. The Board of Directors of a Company may contribute to *bona fide* charitable and other funds. A prior permission of the Company in General Meeting (Ordinary Resolution) shall be required for such contribution in case any amount, the aggregate of which, in any financial year exceeds 5% (Five percent) of its average net profits for the 3 (Three) immediately preceding financial years.

Absolute powers of Board in certain cases

268. Without prejudice to the powers conferred by Section 179 of the Act or Applicable Laws or these Articles and so as not in any way to limit or restrict those powers, but subject to the restrictions contained in these Articles or Applicable Law, it is hereby declared that the Directors shall have the following powers:
- 268.1. to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
- 268.2. to pay any commission lawfully payable under the provisions of Section 40 of the Act;
- 268.3. subject to Sections 179 and 188 of the Companies Act, 2013 to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- 268.4. subject to the provisions of the Act and Applicable Laws, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in Shares, Debentures, mortgages, or other Securities of the Company, and such Shares may be issued either as fully Paid Up or with such amount credited as Paid Up thereon as may be agreed upon all or any part of the property of the Company and its uncalled Capital or not so charged;
- 268.5. to secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the Company being or in such manner as they may think fit;
- 268.6. to accept from any Member, as far as may be permissible by law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed;
- 268.7. to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company;
- 268.8. to refer any claims or demands or differences by or against the Company or to enter into any contract or agreement for reference to arbitration, and observe, enforce, perform, compound or challenge such awards and to take proceedings for redressal of the same;
- 268.9. to act on behalf of the Company in all matters relating to bankrupts and insolvents;
- 268.10. to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;
- 268.11. Subject to the provisions of Sections 179 and 186 of the Act to invest and deal with any moneys of the Company upon such security (not being Shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 187 of the Act all investments shall be made and held in the Company's own name;

- 268.12. to determine, from time to time, who shall be entitled to sign, make, draw, accept, endorse and negotiate on the Company's behalf, bills, notes receipts, acceptances, endorsements, cheques, drafts, Dividend warrants, Debentures, instruments, releases, contracts, government Securities and documents and to give the necessary authority for such purpose;
- 268.13. to distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to charge such bonus as part of the working expenses of the Company;
- 268.14. subject to the provisions of the Act to appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may for time to time think fit, and to determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India, or elsewhere in such manner as they think fit; and the provisions contained in the 4 (Four) next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause;
- 268.15. to comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary or expedient to comply with;
- 268.16. from time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to the Members of such local boards and to fix their remuneration;
- 268.17. subject to Section 179 and 180 of the Act from time to time and at any time, delegate to any person so appointed, any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys, and to authorise the Members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;
- 268.18. subject to applicable provisions of the Act and Applicable Law made thereunder, to appoint purchasing and selling agents for purchase and sale of Company's requirement and products respectively;
- 268.19. to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;
- 268.20. before recommending any Dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as a reserve fund, or sinking fund, or any special fund to meet contingencies or to repay Debentures, or for special Dividends or for equalized Dividends or for repairing, improving, extending and maintaining any of the property of the Company or for such other purpose (including the purposes referred to in the preceding article), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Companies Act, 2013 to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the reserve into such special funds as the Board may think fit, with full power to transfer the whole, or any portion of a reserve fund or division of a reserve fund to another reserve fund or division, of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture stock, and without being bound to keep the same, separate from the other assets, and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper;
- 268.21. at any time and from time to time under the Seal of the Company, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under These Presents and excluding the powers to make

calls and excluding also, except in their limits authorised by the Board, the power to make loans and borrow money) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the Members or any of the Members of any local board, established as aforesaid or in favour of any Company, or the Shareholders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;

- 268.22. subject to Sections 184 and 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into and carry out all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- 268.23. to take on lease, purchase or otherwise acquire for the Company and property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit;
- 268.24. to grant lease or sub-lease in respect of any of the properties of the Company and to let on lease or on hire the whole or any part of the immovable and movable properties of the Company and to sign, execute, complete and register all deeds, documents and writings that may be necessary for the purpose aforesaid;
- 268.25. to appoint any person (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;
- 268.26. to appoint, remunerate or give by way of commission an emolument out of the funds of the Company to any person or persons for any special acts or services rendered or to be rendered to the Company;
- 268.27. to lend or advance money to employees, workers or any other person with or without security and charge interest thereon or otherwise;
- 268.28. to draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, Debentures and any other negotiable or transferable instruments;
- 268.29. to open account(s) in the name of the Company in such bank or banks as they may think fit and to operate on such account(s) on behalf of the Company;
- 268.30. to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;
- 268.31. subject to provisions of Applicable Law, to give a Director or any officer or any other person whether employed or not by the Company, a share in the profits of the Company, commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;
- 268.32. to act jointly and severally in all on any of the powers conferred on them;
- 268.33. to appoint and nominate any person(s) to act as proxy for purpose of attending and/or voting on behalf of the Company at a Meeting of any company or association;
- 268.34. to comply with the provisions of Applicable Law;
- 268.35. to make, vary and repeal bye-laws for regulation of business of the Company and duties of officers and servants;
- 268.36. to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular buy the issue of Debentures, perpetual or otherwise charged upon all or any of the Company's property (both present and future);

- 268.37. to open and deal with current account, overdraft accounts with any bank/banks for carrying on any business of the Company;
- 268.38. to act as trustees in composition of the Company's debtors and/or act on behalf of the Company in all matters relating to bankruptcy and insolvency;
- 268.39. to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;
- 268.40. to pay such remuneration to Chairperson / vice Chairperson of the Board upon such conditions as they may think fit;
- 268.41. to take insurance of any or all properties of the Company and any or all the employees and their dependants against any or all risks; and
- 268.42. to take insurance on behalf of its Managing Director, Whole-Time Director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary or any Officer or employee of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

Establishment of vigil mechanism

- 269. Company shall establish a vigil mechanism for their Directors and employees to report their genuine concerns or grievances. The audit Committee shall oversee the vigil mechanism. The vigil mechanism shall provide for adequate safeguards against victimisation of employees and Directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the audit Committee or the Director nominated to play the role of audit Committee, as the case may be, in exceptional cases. In case of repeated frivolous complaints being filed by a Director or an employee, the audit Committee may take suitable action against the concerned Director or employee including reprimand.

MANAGING DIRECTOR

Board may appoint Managing Director(s)

- 270. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director(s) of the Company for fixed term not exceeding 5 (Five) years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.
- 271. The Managing Director shall not exercise any powers under Section 179 of Act except such powers which can be delegated under the Act and specifically delegated by a resolution of the Board.

Remuneration to Managing Directors/ Whole time Directors

- 272. Subject to the provisions of Section 197 of the Act and Applicable Law, a Managing or whole time director may be paid such remuneration, whether by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act, as the Board of Directors may determine.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- 273. Subject to the provisions of the Act and Applicable Law—
 - 273.1. A Chief Executive Officer, manager, Company Secretary or Chief Financial Officer may be appointed at a Board Meeting for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution at a Board Meeting;
 - 273.2. A Director may be appointed as Chief Executive Officer, manager, Company Secretary or Chief Financial Officer subject to provisions of Section 203 of the Act.
 - 273.3. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and Chief Executive Officer, manager, Company Secretary or Chief Financial Officer shall not be satisfied by

that being done by or to the same person acting both as Director and as, or in place of, Chief Executive Officer, manager, Company Secretary or Chief Financial Officer.

273.4. The functions of a Company Secretary shall be in accordance with Section 205 of the Act and other Applicable Law.

273.5. The powers conferred on the Chief Executive Officer shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit which may from time to time be revoked, withdrawn, altered or varied by the Board.

273.6. The Chief Executive Officer shall not exercise any powers under Section 179 of Act except such powers which can be delegated under the Act and specifically delegated by a resolution of the Board.

POWER TO AUTHENTICATE DOCUMENTS

274. Any Director or the Company Secretary or any Officer appointed and duly authorised by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts thereof; and where any books, records documents or accounts are then, at the office, the manager or other Officer of the Company having the custody thereof and duly authorised by the Board in this behalf, shall have the power to authenticate such documents.

THE SEAL

275. The Board shall provide a common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal shall never be used except by the authority of the Board previously given. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India.

276. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of such Directors and/or the Company Secretary or such other person as the Board may specify/appoint for the purpose; and the Director and/or the Company Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Board shall provide for the safe custody of the Seal.

MANAGEMENT OUTSIDE INDIA AND OTHER MATTERS

277. Subject to the provisions of the Act the following shall have effect:

277.1. Subject to the provisions of the Act and Applicable Law, the Board may from time to time provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

277.2. Subject to the provisions of the Act and Applicable Law, the Board may at any time establish any local office for managing the affairs of the Company outside India and may appoint any person to be a member of any such local office or any manager or agents and may fix their remuneration and the Board may at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed or vary the terms of any such appointment.

277.3. The Board may, from time to time under the common Seal, authorise any person to be the attorney of the Company to execute deeds on behalf of the Company whether in India or outside India either generally or in respect of specified matters for such period and subject to such conditions as the Board may, from time to time, think fit, and such authorisation may, if the Board thinks fit, be made in favour of any of the members of any local office established as aforesaid, or in favour of any other person.

DIVIDENDS AND RESERVE

Division of profits

278. The profits of the Company, subject to any special rights as to Dividends or authorized to be created by these Articles, and subject to the provisions of these Articles shall be divisible among the Members in proportion to the amount of Capital Paid-up on the Shares held by them respectively.

The Company in General Meeting may declare a Dividend

279. The Company in General Meeting may declare Dividends to be paid to Members according to their respective rights, but no Dividend shall exceed the amount recommended by the Board; the Company in General Meeting may, however declare a smaller Dividend. No Dividend shall bear interest against the Company.

Dividend only to be paid out of profits

280. Subject to provisions of Applicable Law, the Dividend can be declared and paid only out of the following profits;

280.1. Profits of the financial year remaining undistributed, after providing depreciation as stated in Section 123(2) of the Act read with Schedule II and Applicable Laws.

280.2. Accumulated profits of the earlier years remaining undistributed, after providing for depreciation under Section 123(2) of the Act read with Schedule II and Applicable Laws.

280.3. Out of money provided by Central or State Government for payment of Dividend in pursuance of a guarantee given by the Government.

280.4. If the Company has incurred any loss in any previous financial year or years, the amount of the loss or any amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123(2) of the Act or Applicable Law, or against both.

Transfer to reserve

281. The Board may, before recommending any Dividend, set aside, out of the profits of the Company, such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising Dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, think fit.

282. Such reserve, being Free Reserve, may also be used to declare Dividends in the event the Company has inadequate or absence of profits in any financial year, in accordance to Section 123 of the Act and Applicable Law made in that behalf. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Interim Dividend

283. Subject to the provisions of Section 123 of the Act and Applicable Law, the Board may from time to time pay to the Members such interim Dividends as appear to it to be justified by the profits of the Company.

Calls in advance not to carry rights to participate in profits

284. Where Capital is paid in advance of calls such Capital may carry interest but shall not in respect thereof confer a right to Dividend or participate in profits.

Payment of pro rata Dividend

285. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

Deduction of money owed to the Company

286. The Board may deduct from any Dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.

Rights to Dividend where Shares transferred

287. A transfer of Share shall not pass the right to any Dividend declared thereon before the registration of the transfer.

Dividend to be kept in abeyance

288. The Board may hold in abeyance the Dividends payable in relation to such Shares in respect of which any person is entitled to become a Member by virtue of transfer of Shares pending registration of transfer in accordance with Section 126 of the Act or Applicable Law. The Board may also hold in abeyance Dividends on which Company has lien and may apply the same towards satisfaction of debts, liabilities or engagements in respect of which lien exists.

Notice of Dividend

289. Notice of any Dividend that may have been declared shall be given to the persons entitled to Share therein in the manner mentioned in the Act.

Manner of paying Dividend

290. Any Dividend, interest or other monies payable in cash in respect of Shares may be paid by any Electronic Mode to the shareholder entitled to the payment of the Dividend, or by way of cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that 1 (One) of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may In writing direct.

291. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or Warrant or pay-slip or receipt lost in transmission, or for any Dividend lost to the Member of person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or receipt or the fraudulent recovery of the Dividend by any other means.

Receipts for Dividends

292. Any 1 (one) of 2 (Two) or more joint holders of a Share may give effective receipts for any Dividends, bonuses or other monies payable in respect of such Share.

Non-forfeiture of unclaimed Dividend

293. (i) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank.

(ii) Any money transferred to the unpaid dividend account of a Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under Section 125 of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(iii) All shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of the Investor Education and Protection Fund subject to the provisions of the Act.

No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of the Act in respect of all unclaimed or unpaid Dividends.

ACCOUNTS

Company to keep true accounts

294. The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of account and other relevant books and papers and financial statement for every financial year in accordance with Section 128 of the Act.

295. Where the Board decides to keep all or any of the books of account at any place in India other than the registered office of the Company, the Company shall within 7 (Seven) days of the decision file with the Registrar a notice In writing giving, the full address of that other place.
296. The Company shall preserve in good order the books of account relating to the period of not less than 8 (Eight) years preceding the current year together with the vouchers relevant to any entry in such books of account.
297. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the preceding Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than 3 (Three) months are sent by the branch office to the Company at its registered office or at any other place in India, at which the Company's books of account are kept as aforesaid.
298. The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. The books of account and other books and papers shall be open to inspection by any Directors during business hours.

Places of keeping accounts

299. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members not being Directors.
300. No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

AUDIT

Auditors to be appointed

301. Statutory Auditors shall be appointed in accordance with the provisions of the Act and Applicable Laws. An audit of the secretarial and related records of the Company shall be conducted by a company secretary in whole time practice in accordance with Sections 204 of the Act and Applicable Laws.

Statutory Auditors

302. Subject to the provisions of Section 139 of the Act and Applicable Laws made thereunder, the statutory auditors of the Company shall be appointed for a period of 5 (Five) consecutive years or such number of years as may be required under Applicable Laws, subject to ratification by Members at every Annual General Meeting. Provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors prior to the expiry of the said term by a Special Resolution after obtaining the approval of the Central Government in that behalf in accordance with Section 140 of the Act or Applicable Laws and appoint in his or their place any other person or persons as may be recommended by the Board, in accordance with Section 139 of the Act or Applicable Laws.

Remuneration of Auditors

303. The remuneration of the Auditors shall be fixed by the Company in Annual General Meeting or in such manner as the Company in General Meeting may determine.

DOCUMENTS AND NOTICES

Service of documents and notice

304. A document or notice may be served or given by the Company on/ to any Member or security holder sending it by post or registered post or speed post or by courier to him to his office or registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and Applicable Law made thereunder: Provided that a Member or security holder may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.
305. Where a document or notice is sent by post, services of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice. Such service shall be deemed to have been

effected in the case of notice of a meeting, at the expiration of 48 (Forty-Eight) hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Newspaper advertisement of notice to be deemed duly serviced

306. A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every Member or security holder who has no registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.

Notice to whom served in case of joint shareholders

307. A document or notice may be served or given by the Company on or given to the joint-holders of a Share or other security by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share or the relevant register in case of other security holder.

Notice to be served to representative

308. A document or notice may be served or given by the Company on or to the persons entitled to a security in consequence of the death or insolvency of a security holder by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any, in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

Service of notice of Meetings

309. Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) every Member of the Company, legal representative of any deceased Member or the assignee of an insolvent Member, (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company. The provision of this Article shall apply *mutatis mutandis* to the meetings of other security holders of the Company.

Members bound by notice

310. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Shares, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such Shares. The provision of this Article shall apply *mutatis mutandis* to the meetings of other security holders of the Company.

Documents or notice to be signed

311. Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed.

Notice to be served by post or other electronic means

312. All documents or notices to be served or given by Members or other security holders on or to the Company or any office thereof shall be served or given by sending it to the Company or Officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office or by such other electronic means as prescribed in Section 20 of the Act and the Applicable Law made thereunder.

Admissibility of micro films, computer prints and documents to be treated as documents and evidence

313. Any information in the form of a micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be deemed to be a document and shall be admissible in any proceedings without further production of original, provided the conditions referred in Section 397 of the Act are complied with.

WINDING UP

314. If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the Paid up Capital, such assets (whether they shall consist of property of the same

kind or not) shall be distributed in proportion to the Capital Paid up or which ought to have been Paid up at the commencement of the winding-up on the Shares held by them respectively, and if in a winding up the assets (whether they shall consist of property of the same kind or not) available for distribution among the Members shall be more than sufficient to repay the whole of the Capital Paid up at the commencement of the winding-up, such assets shall be distributed amongst the Members in proportion to the Capital Paid up at the commencement of the winding up or which ought to have been Paid up on the Shares held by them respectively. This Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

315. If the Company shall be wound up whether voluntarily or otherwise the liquidators may, with the sanction of a Special Resolution and any other sanction as may be required under the Act, divide among the Members, in specie or kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not).
316. For the aforesaid purpose, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
317. The liquidators may, with the like sanction and vest any part of the assets of the Company in trustees upon such trusts for the benefit of the Members or any of them as the liquidators, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other Securities whereon there is any liability.

BONAFIDE EXERCISE OF MEMBERSHIP RIGHTS

318. Every Member and other security holder will use rights of such Member/ security holder as conferred by Applicable Law or these Articles in a *bonafide manner*, in best interest of the Company or for protection of any of the proprietary interest of such Member/security holder, and not for extraneous, vexatious or frivolous purposes. The Board shall have the right to take appropriate measures, in case any Member/security holder abusively makes use of any powers for extraneous, vexatious or frivolous purposes.

INDEMNITY

319. For the purpose of Article 320, the following expressions shall have the meanings respectively assigned below:
 - 319.1. **“Claims”** means all claims for fine, penalty, amount paid in a proceeding for compounding or immunity proceeding, actions, prosecutions, and proceedings, whether civil, criminal or regulatory;
 - 319.2. **“Indemnified Person”** shall mean any Director, officer or employee of the Company, as determined by the Board, who in *bonafide* pursuit of duties or functions or of honest and reasonable discharge any functions as a Director, officer or employees, has or suffers any Claims or Losses, or against whom any Claims or Losses are claimed or threatened;
 - 319.3. **“Losses”** means any losses, damages, cost and expense, penalties, liabilities, compensation or other awards, or any settlement thereof, or the monetary equivalent of a non-monetary suffering, arising in connection with any Claim;
320. **Indemnification**
 - 320.1. Where Board determines that any Director, officer or employee of the Company should be an Indemnified Person herein, the Company shall, to the fullest extent and without prejudice to any other indemnity to which the Indemnified Person may otherwise be entitled, protect, indemnify and hold the Indemnified Person harmless in respect of all Claims and Losses, arising out of, or in connection with, the actual or purported exercise of any of the Indemnified Person’s powers, duties or responsibilities as a Director or officer of the Company or of any of its subsidiaries, together with all reasonable costs and expenses (including legal and professional fees).
 - 320.2. The Company shall further indemnify the Indemnified Person and hold him harmless on an ‘as incurred’ basis against all legal and other costs, charges and expenses reasonably incurred in defending Claims including, without limitation, Claims brought by, or at the request of, the Company and any investigation into the affairs of the Company by any judicial, governmental, regulatory or other body.
 - 320.3. The indemnity herein shall be deemed not to provide for, or entitle the Indemnified Person to, any indemnification against:
 - 320.3.1. Any liability incurred by the Indemnified Person to the Company due to breach of trust, breach of any statutory or contractual duty, fraud or personal offence of the Indemnified Person;

- 320.3.2. Any liability arising due to any benefit wrongly availed by the Indemnified Person;
- 320.3.3. Any liability on account of any wrongful information or misrepresentation done by the Indemnified Person;
- 320.3.4. The Indemnified Person shall continue to be indemnified under the terms of the indemnities under these Articles notwithstanding that he may have ceased to be a Director or Officer of the Company or of any of its subsidiaries.

SECRECY

- 321. Every manager, Auditor, trustee, member of a Committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bonafide* transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by Applicable Law and except so far as maybe necessary in order to comply with any of the provisions in These Presents and the provisions of the Act.

Subject to the provisions of these Articles and the Act, no Member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or to examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be expedient in the interest of the Company to communicate.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10:00 a.m. and 5:00 p.m. IST on all Working Days, and shall be available for inspection on our website at <https://www.hdbfs.com/> from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

A. Material Contracts for the Offer

1. Offer Agreement dated October 30, 2024, amongst our Company, the Promoter Selling Shareholder and the BRLMs.
2. Registrar Agreement dated October 30, 2024, amongst our Company, the Promoter Selling Shareholder, and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Public Offer Account Bank and the Refund Bank(s).
4. Share Escrow Agreement dated [●] amongst the Promoter Selling Shareholder, our Company, and the Share Escrow Agent.
5. Syndicate Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the BRLMs and Syndicate Members.
6. Underwriting Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, and the Underwriters.
7. Monitoring Agreement dated [●] between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of updated MoA and AoA, amended from time to time.
2. Certificate of incorporation dated June 4, 2007, under the name 'HDB Financial Services Limited' issued by the Registrar of Companies, Gujarat at Ahmedabad to our Company.
3. Certificate of registration dated December 31, 2007 granted by the RBI.
4. Certificate for commencement of business dated July 31, 2007.
5. Resolution of the Board of Directors dated September 20, 2024 authorising the Offer and other related matters.
6. Resolution of the Shareholders of our Company dated October 21, 2024 authorising the Fresh Issue and other related matters.
7. Resolution of the Strategic Transaction Committee dated October 30, 2024 approving the DRHP.
8. Resolution of the Board of Directors dated October 28, 2024, taking on record consent of the Promoter Selling Shareholder.
9. Consent letters and authorisations from the Promoter Selling Shareholder, as applicable, authorising their participation in the Offer.
10. Consent dated October 29, 2024, from our Joint Statutory Auditors, namely, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants and M/s. G D Apte & Co. Chartered Accountants to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their examination report dated October 16, 2024, on the Restated Consolidated Financial Information and in respect to their report dated October 29, 2024 on the statement of special tax benefits; and such consents has not been withdrawn as on the date of this DRHP.

11. Consent letter dated October 30, 2024 from Manian & Rao, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of Companies Act (and not under the U.S. Securities Act) in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
12. The examination report dated October 16, 2024, of our Joint Statutory Auditors on the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.
13. The statement of special tax benefits dated October 29, 2024, from Joint Statutory Auditors.
14. Report dated October 30, 2024, from Manian & Rao, Chartered Accountants, with respect to our key performance indicators.
15. Consents of our Directors, Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, Banker(s) to the Offer, the BRLMs, Syndicate Members and the Registrar to the Offer.
16. Industry Report titled “*Report on Loans and Financial Services Industry in India*” dated October 2024, prepared and issued by CRISIL MI&A, commissioned and paid for by our Company, exclusively for the purpose of this Offer.
17. Consent letter from CRISIL dated October 21, 2024 for the CRISIL Report.
18. Technical proposal from CRISIL dated September 6, 2024.
19. Scheme of Amalgamation between our Company, HBL Global Private Limited and Atlas Documentary Facilitators Private Limited dated December 1, 2016 (“**Scheme**”).
20. Valuation report dated October 31, 2014, from Haribhakti & Co. LLP in relation to the Scheme.
21. Valuation report dated November 10, 2014 from Chitale and Associates in relation to the Scheme.
22. Trademark license agreement dated December 19, 2023 entered amongst our Company and HDFC Bank Limited.
23. Resolutions of our Board dated May 18, 2022 and May 17, 2024 and resolution of our Shareholders dated June 23, 2022 for appointment and terms of remuneration of our Managing Director and Chief Executive Officer.
24. Copies of annual reports of our Company for the preceding three Financial Years.
25. Due diligence certificate dated [●], 2024 addressed to SEBI from the BRLMs.
26. In-principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.
27. Tripartite agreement dated July 25, 2012, amongst our Company, CDSL and the Registrar to our Company.
28. Tripartite agreement effective as of July 26, 2012 amongst our Company, NSDL and the Registrar to our Company.
29. SEBI final observation letter dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Arijit Basu

Part-time Non-Executive Chairman and Independent Director

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Venkatraman Srinivasan

Independent Director

Date: October 30, 2024

Place: London

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Smita Affinwalla

Independent Director

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dr. Amla Ashim Samanta

Independent Director

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

A.K. Viswanathan

Independent Director

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Arundhati Mech

Independent Director

Date: October 30, 2024

Place: Chennai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jayesh Chakravarthi

Independent Director

Date: October 30, 2024

Place: Bangalore

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jayant Purushottam Gokhale

Independent Director

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Bhaskar Sharma

Independent Director

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules or, guidelines or, regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jimmy Minocher Tata

Non-Executive Director (Non-Independent)

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules or, guidelines or, regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ramesh Ganesan

Managing Director and Chief Executive Officer

Date: October 30, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Jaykumar Pravinchandra Shah

Chief Financial Officer

Date: October 30, 2024

Place: Mumbai

DECLARATION BY THE PROMOTER SELLING SHAREHOLDER

We, HDFC Bank Limited, hereby confirm, and declare that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as the Promoter Selling Shareholder and the Offered Shares, are true and correct. we assume no responsibility for any other statements, disclosures or undertakings, including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY AND ON BEHALF OF HDFC BANK LIMITED

Ajay Agarwal

Company Secretary & Head – Group Oversight

Date: October 30, 2024

Place: Mumbai

ANNEXURES

ANNEXURE A1

LIST OF ALLOTTEES

Allotment dated January 12, 2008

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-------------------------------|--------------------------------------|
| 1. | A Rajan | 75,000 | 2. | Arabelle Da Costa Frias | 7,000 |
| 3. | A Sethuraman | 4,000 | 4. | Arif Khan | 3,000 |
| 5. | Abhay Aima | 90,000 | 6. | Arun Dhamija | 1,500 |
| 7. | Abhay Amrite | 10,000 | 8. | Arun Mediratta | 5,000 |
| 9. | Abhishek Bhuwalka | 5,000 | 10. | Arup Kumar Rakshit | 50,000 |
| 11. | Ajay Kumar Kapoor | 20,000 | 12. | Arvind Kapil | 25,000 |
| 13. | Ajay Puri | 5,000 | 14. | Aseem Dhru | 60,000 |
| 15. | Ajit Cherian Kuruvilla | 20,000 | 16. | Ashey A Aggarwal | 3,000 |
| 17. | Alka R Bajoria | 1,500 | 18. | Ashima Bhat | 45,000 |
| 19. | Amin Sultanali Dayani | 3,000 | 20. | Ashish Gupta | 5,000 |
| 21. | Amit Bharatbhai Jagani | 1,500 | 22. | Ashish Nayar | 1,500 |
| 23. | Amit Dayal | 20,000 | 24. | Ashish Vaidya | 20,000 |
| 25. | Amit Kumar | 25,000 | 26. | Ashok Jiwartram Harchandani | 1,500 |
| 27. | Amit Kumar | 3,000 | 28. | Ashok Khanna | 25,000 |
| 29. | Amita Vijayraj Parekh | 1,500 | 30. | Atul Sadashiv Barve | 20,000 |
| 31. | Amul Niranjan Mehta | 5,000 | 32. | Augustine S Quadros | 15,000 |
| 33. | Anand Deepak Mankodi | 7,000 | 34. | Ayaskant Sarangi | 3,000 |
| 35. | Anand Dusane | 15,000 | 36. | Ayush Rohatgi | 3,000 |
| 37. | Anand Kumar | 4,000 | 38. | B N Balamurali | 1,500 |
| 39. | Anand Sankararaman | 7,000 | 40. | Badal Mohanty | 3,000 |
| 41. | Anand Somiah | 10,000 | 42. | Balaji Varma Poosapati | 3,000 |
| 43. | Anil L Bhavnani | 4,000 | 44. | Barkha Anand | 3,000 |
| 45. | Anil Nath | 30,000 | 46. | Benjamin Frank | 20,000 |
| 47. | Anil Onkarnath Tandon | 5,000 | 48. | Bharat Badhwar | 1,500 |
| 49. | Anil Shripad Hospattankar | 5,000 | 50. | Bharat Dhirajlal Shah | 50,000 |
| 51. | Anil Verghese | 5,000 | 52. | Bhaskar C Panda | 20,000 |
| 53. | Anuj Mathur | 4,000 | 54. | Bhavan Natvarlal Somchhatra | 7,000 |
| 55. | Anupam Kumar | 1,500 | 56. | Bhavesh Zaveri | 65,000 |
| 57. | Anupama N Swati | 5,000 | 58. | Bhupinderpal Sadhu Singh | 3,000 |
| 59. | Aparajit Chatterjee | 1,500 | 60. | Biju R Pillai | 20,000 |
| 61. | Aparna Kumar | 4,000 | 62. | Bindumadhav Prabhakar Tikekar | 20,000 |

| Sr. No | Name of the allottee | No. of Equity | Sr. No | Name of the allottee | No. of Equity |
|---------------|-----------------------------|----------------------|---------------|-----------------------------|----------------------|
|---------------|-----------------------------|----------------------|---------------|-----------------------------|----------------------|

| | | Shares allotted | | | Shares allotted |
|------|-------------------------------|-----------------|------|----------------------------|-----------------|
| 63. | Birendra Sahu | 35,000 | 64. | Gagan Sardana | 5,000 |
| 65. | Brahmaiah Chinni | 15,000 | 66. | Ganesan Prabhakaran | 1,500 |
| 67. | Brijbhuvan K Singh | 1,500 | 68. | Ganesh Sankaran | 25,000 |
| 69. | C K Venkatesh | 1,500 | 70. | Gauri Girish Nair | 5,000 |
| 71. | C S Gopinath | 25,000 | 72. | Gayatri Subba Rao | 3,000 |
| 73. | Chakrapani Venkatachari | 50,000 | 74. | George Mathai | 5,000 |
| 75. | Charmayne Pereira | 5,000 | 76. | Girish Patnaik | 1,500 |
| 77. | Chetan Avantikumar Shah | 5,000 | 78. | Gopalkrishnan Santosh Nair | 10,000 |
| 79. | Chintamani S Kango | 4,000 | 80. | Gourab Roy | 5,000 |
| 81. | Chirag Yogendra Baxi | 10,000 | 82. | Gowrishanker Saigiridhar | 10,000 |
| 83. | Chitra H Pandeya | 25,000 | 84. | Gulzar Singh | 20,000 |
| 85. | C N Ram | 90,000 | 86. | Hari Velloor | 7,000 |
| 87. | Debajeet Das | 10,000 | 88. | Harish H Engineer | 115,000 |
| 89. | Debashis Senapati | 10,000 | 90. | Harish Shetty | 15,000 |
| 91. | Deepak Krishnakant Mudalgikar | 7,000 | 92. | Harsh Dugar | 10,000 |
| 93. | Deepak Kumar Mohanty | 20,000 | 94. | Harsh Kumar | 5,000 |
| 95. | Deepak Kumar T R | 4,000 | 96. | Hdfc Bank Ltd | 7,325,000 |
| 97. | Deepak Maheshwari | 25,000 | 98. | Hegde Madhusoodan | 25,000 |
| 99. | Deepak Narsinh Shinde | 7,000 | 100. | Hemant Dinkar Apte | 1,500 |
| 101. | Deepak R Majithia | 10,000 | 102. | Ian Gerard De Souza | 3,000 |
| 103. | Deepak Tandon | 3,000 | 104. | Imran Ali Baig | 3,000 |
| 105. | Deven A Pandit | 3,000 | 106. | Iqbal Singh | 5,000 |
| 107. | Dhana Balan P | 3,000 | 108. | Venkatram Balan | 20,000 |
| 109. | Dhananjay Tiwari | 7,000 | 110. | J Murthy | 15,000 |
| 111. | Dhiren K Desai | 5,000 | 112. | Jagdeep Singh Ghai | 15,000 |
| 113. | Dinesh Luthra | 5,000 | 114. | Jaikumar Menghani | 5,000 |
| 115. | Dinkar Phillips | 1,500 | 116. | Jawed Manauar | 5,000 |
| 117. | Divesh Mishra | 15,000 | 118. | Jay N Sonawala | 5,000 |
| 119. | Dnyandev Shamsundar Sawant | 1,500 | 120. | Jayanti Shrinivas Murty | 5,000 |
| 121. | Faisal Sara | 1,500 | 122. | Jignesh K Ruparelia | 1,500 |
| 123. | G V Gopalakrishnan | 35,000 | 124. | Jimmy M Tata | 65,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------|-------------------------------|--------|------------------------|-------------------------------|
| 125. | John George | 5,000 | 126. | Madhuri Desai | 7,000 |
| 127. | K Chandrasekhar | 5,000 | 128. | Mahesh Rajaraman | 10,000 |
| 129. | K M Viswanathan | 4,000 | 130. | Maheshkumar Taparia | 1,500 |
| 131. | K Manohara Raj | 20,000 | 132. | Mairaj Uddin | 3,000 |
| 133. | K P Suresh Prabhu | 15,000 | 134. | Manali Govind Morwekar | 1,500 |
| 135. | K Parthasarathy | 3,000 | 136. | Mandeep Singh Grewal | 5,000 |

| | | | | | |
|------|------------------------------------|--------|------|----------------------------|--------|
| 137. | K R Muthumanickam | 4,000 | 138. | Maneesh M Ketkar | 1,500 |
| 139. | K S Nerurkar | 4,000 | 140. | Manoj C Mistry | 1,500 |
| 141. | K S Ramachandra Upadhyaya | 20,000 | 142. | Manoj Khandelwal | 3,000 |
| 143. | K Senthil Kumar | 3,000 | 144. | Manoj Sadgurunath Nadkarni | 15,000 |
| 145. | K V Mahesh | 3,000 | 146. | Mathew Abraham | 10,000 |
| 147. | Kaizad Maneck Bharucha | 75,000 | 148. | Mayuresh V Apte | 7,000 |
| 149. | Kalpana Prakash Pandey | 10,000 | 150. | Michael Andrade | 7,000 |
| 151. | Kanathamadam Venkatachalam Pradeep | 5,000 | 152. | Michael C Joseph | 4,000 |
| 153. | Karumuri Koteswara Gupta | 5,000 | 154. | Minoos Biswas | 5,000 |
| 155. | Kashmira Framji Patel | 4,000 | 156. | Mohandeep Singh Bedi | 1,500 |
| 157. | K V Rao | 15,000 | 158. | Mohid Sameer | 5,000 |
| 159. | Kavita Joshi | 3,000 | 160. | Mr Ashish Parthasarthy | 75,000 |
| 161. | Kedar Vasant Deshpande | 1,500 | 162. | Mr Ganapathy Subramanian | 50,000 |
| 163. | Ketan Trivedi | 5,000 | 164. | Mukesh Shantisarup Gulati | 3,000 |
| 165. | Krishnan Seshadri | 4,000 | 166. | Mulbagal Vijaya Krishna | 7,000 |
| 167. | Krishnendu Lahiri | 1,500 | 168. | Munish Mittal | 25,000 |
| 169. | L K Dhamija | 3,000 | 170. | Muskan Singh | 5,000 |
| 171. | Lakshmi Sankaran | 3,000 | 172. | N Gopalakrishnan | 4,000 |
| 173. | Lalit Narayan Pareek | 7,000 | 174. | N Nandakumar | 1,500 |
| 175. | Lata P Desai | 15,000 | 176. | N Premanand | 3,000 |
| 177. | Lavesh Kumar | 10,000 | 178. | N Ramachandran | 10,000 |
| 179. | Leslie Mascarenhas | 1,500 | 180. | N S Kishore Kumar | 45,000 |
| 181. | Lopa Ruparel | 5,000 | 182. | N Srinivasan | 20,000 |
| 183. | M R Ananthamurthy | 5,000 | 184. | Naina Panse | 4,000 |
| 185. | M Ramachandran | 20,000 | 186. | Nandakumar Palani | 15,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|------------------------------|-------------------------------|
| 187. | Nandkishor Laxman Desai | 25,000 | 188. | Prabhakar Mahadeo Bobde | 1,500 |
| 189. | Narendra Dixit | 5,000 | 190. | Pradip Kumar Roy Chowdhury | 3,000 |
| 191. | Navalkumar Kamalakar Lad | 3,000 | 192. | Prakash Menon | 15,000 |
| 193. | Naveen Gupta | 5,000 | 194. | Prakash V | 1,500 |
| 195. | Navin Puri | 70,000 | 196. | Pralay Mondal | 80,000 |
| 197. | Navin Rathi | 5,000 | 198. | Prasanna Narsinh Divekar | 1,500 |
| 199. | Neeraj Kumar Jha | 1,500 | 200. | Prashant R Mehra | 15,000 |
| 201. | Neil P Francisco | 20,000 | 202. | Praveen Murthy | 1,500 |
| 203. | Neville Mehli Poncha | 20,000 | 204. | Pravin Shirname | 20,000 |
| 205. | Nimish G Telang | 3,000 | 206. | Prem Chand | 15,000 |
| 207. | Nirav Vimal Shah | 30,000 | 208. | Premraj Velayudhan Kalapadan | 3,000 |
| 209. | Nirmal Bansal | 25,000 | 210. | Pushkar Ramesh Rakhe | 5,000 |
| 211. | Nisheeth Sahay | 10,000 | 212. | R Balasubramanian | 3,000 |

| | | | | | |
|------|---------------------------|---------|------|--------------------------|--------|
| 213. | Nitin Chugh | 25,000 | 214. | R Jayakrishna Menon | 5,000 |
| 215. | Nitin Nayak K | 1,500 | 216. | R Johnraj Lamech Chezian | 3,000 |
| 217. | Nitin Rao | 50,000 | 218. | R Kesavan | 5,000 |
| 219. | Nitin Suresh Sane | 1,500 | 220. | R Padmanabhan | 4,000 |
| 221. | Nitin Waman Nadkarni | 20,000 | 222. | R Pradeep Kumar | 5,000 |
| 223. | Othara Punnoose Oonnittan | 3,000 | 224. | R Rajagopalan | 20,000 |
| 225. | P V Ananthakrishnan | 65,000 | 226. | R S Ramachandran | 1,500 |
| 227. | Pallab Mukherji | 10,000 | 228. | R Senthilkumar | 20,000 |
| 229. | Parag Rao | 25,000 | 230. | R Suresh | 10,000 |
| 231. | Paresh D Sukthankar | 115,000 | 232. | R V G Kulkarni | 5,000 |
| 233. | Paresh Vrajlal Soni | 1,500 | 234. | R V L Kumar | 3,000 |
| 235. | Parimal Ramaiya | 1,500 | 236. | R. Gandhi | 20,000 |
| 237. | Paritosh Kumar Pradhan | 1,500 | 238. | Rahul Gopalprasad Shukla | 1,500 |
| 239. | Pearl Cyrus Sabavala | 3,000 | 240. | Rahul Mone | 5,000 |
| 241. | Philip Mathew | 20,000 | 242. | Rahul Narain Bhagat | 70,000 |
| 243. | Phiroz Kerawalla | 1,500 | 244. | Rahul R Vaidya | 3,000 |
| 245. | Pinal K Shah | 10,000 | 246. | Rahul S Dhandapani | 1,500 |
| 247. | Poonam Lalwani | 5,000 | 248. | Rajan Pental | 20,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------|-------------------------------|--------|-------------------------|-------------------------------|
| 249. | Rajanish Parmanand Prabhu | 15,000 | 250. | Roopa Natarajan | 5,000 |
| 251. | Rajeeb Chatterjee | 4,000 | 252. | Rukmani Venkatesh | 1,500 |
| 253. | Rajeev Kumar | 1,500 | 254. | S Loganathan | 1,500 |
| 255. | Rajeev Sengupta | 15,000 | 256. | S Ramakrishnan | 45,000 |
| 257. | Rajender Sehgal | 45,000 | 258. | S S Jayasankar | 5,000 |
| 259. | Rajesh B Chavan | 5,000 | 260. | S Sampath Kumar | 5,000 |
| 261. | Rajesh B Wagh | 1,500 | 262. | S Shaillesh | 3,000 |
| 263. | Rajesh Bhavsar | 1,500 | 264. | S Vinu | 15,000 |
| 265. | Rajesh Gupta | 5,000 | 266. | Sachin Suresh Raut | 1,500 |
| 267. | Rajesh Kanaiyalal Naik | 1,500 | 268. | Samdarshi Sumit | 3,000 |
| 269. | Rajesh Kumar Rathanchand | 20,000 | 270. | Sanchay Kumar Sinha | 1,500 |
| 271. | Rajesh Swaminathan | 4,000 | 272. | Sandeep G Rathod | 1,500 |
| 273. | Rajinder Kumar Babbar | 5,000 | 274. | Sandeep Jhavar | 10,000 |
| 275. | Rajiv Bhargava | 1,500 | 276. | Sandeep Kumar | 5,000 |
| 277. | Rajneesh Chawla | 4,000 | 278. | Sandeep Singh Kohli | 1,500 |
| 279. | Rajul Sarkar | 15,000 | 280. | Sanjay D Souza | 7,000 |
| 281. | Ram Sambasivan | 20,000 | 282. | Sanjay Dongre | 25,000 |
| 283. | Raman Sivarama Anantha | 7,000 | 284. | Sanjay Maurice Nazareth | 3,000 |
| 285. | Rameshkumar C | 5,000 | 286. | Sanjay Desai | 7,000 |
| 287. | Ramnath V Raikar | 10,000 | 288. | Sanjeet Mahajan | 5,000 |

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|------|---------------------------|--------|------|---------------------------|--------|
| 289. | Ranjan Surajit Lahiri | 1,500 | 290. | Sanjeev Kumar | 10,000 |
| 291. | Ranjit Madhukar Ajsaokar | 1,500 | 292. | Sanjeev Sadashiv Joglekar | 1,500 |
| 293. | Ratan Kumar Kesh | 4,000 | 294. | Sanjeeva Sahgal | 1,500 |
| 295. | Raunaq Jeet Singh Hanspal | 1,500 | 296. | Sanjiv Bhuyan | 1,500 |
| 297. | Ravi Kant Panwar | 3,000 | 298. | Sanjiv Chopra | 1,500 |
| 299. | Ravi Narayanan | 25,000 | 300. | Sanjiv Tandon | 1,500 |
| 301. | Ravi Shrivastav | 3,000 | 302. | Santhosh M M | 5,000 |
| 303. | Resham Mahtani | 3,000 | 304. | Santosh B Pujari | 3,000 |
| 305. | Riaz Peerbhai | 1,500 | 306. | Sarang Dani | 3,000 |
| 307. | Rishi Goyle | 5,000 | 308. | Sashi Jagdishan | 65,000 |
| 309. | Rohit Mukerjee | 1,500 | 310. | Satish S | 4,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|------------------------|-------------------------------|
| 311. | Satyajit Karmakar | 4,000 | 312. | Sudhir Moreshwar Joshi | 50,000 |
| 313. | Satyen Modi | 5,000 | 314. | Sudhir Sehgal | 3,000 |
| 315. | Shailen D Pai | 5,000 | 316. | Sujai Raina | 4,000 |
| 317. | Shailendra Nagarseth | 20,000 | 318. | Sukarm Bali | 20,000 |
| 319. | Shailesh Balwant Sukhthankar | 20,000 | 320. | Sukesh Arvind Shastri | 3,000 |
| 321. | Shailesh Upadhyay | 1,500 | 322. | Sumant Rampal | 5,000 |
| 323. | Shailesh V Bodhe | 3,000 | 324. | Sumit Yagnick | 1,500 |
| 325. | Shakeel Ahmed | 5,000 | 326. | Sundaresan M | 15,000 |
| 327. | Shalini Chhabra | 7,000 | 328. | Sunil Mathur | 7,000 |
| 329. | Shantanu S Chakrabarti | 3,000 | 330. | Suraj Shridhar Menon | 5,000 |
| 331. | Sharad Bishnoi | 10,000 | 332. | Suresh Parsram Budhani | 1,500 |
| 333. | Shekhar Kumar Mishra | 5,000 | 334. | Suresh Vinayak Dongre | 3,000 |
| 335. | Shivayogi B Kubasad | 3,000 | 336. | Surinder Chawla | 45,000 |
| 337. | Shreelekha Gopal | 5,000 | 338. | Susmita Padmanabhan | 5,000 |
| 339. | Shreyas Bipin Zaveri | 7,000 | 340. | Swaminathan S | 4,000 |
| 341. | Shriram V Iyer | 3,000 | 342. | T S Ganesh | 1,500 |
| 343. | Siddharth Arvind Shah | 10,000 | 344. | Thomson Jose | 10,000 |
| 345. | Sitanshu Mitra | 20,000 | 346. | Uday Gopal Suvarna | 5,000 |
| 347. | Smita Bhagat | 15,000 | 348. | Umesh Padmakar Thombre | 10,000 |
| 349. | Soma Sharma | 3,000 | 350. | Usha Nagarajan | 3,000 |
| 351. | Soney Jose | 3,000 | 352. | V Suresh | 5,000 |
| 353. | Sreekumar B | 3,000 | 354. | Vaibhav V Samant | 1,500 |
| 355. | Srikanth Siddi | 1,500 | 356. | Vasant Srivastava | 1,500 |
| 357. | Srikumar Nair | 5,000 | 358. | Vasudevan Venkatadri | 15,000 |
| 359. | Srinibas Swain | 1,500 | 360. | Venu Gopalan R | 4,000 |
| 361. | Srinivasan Sundaram | 5,000 | 362. | Vijay S Kamath | 3,000 |
| 363. | Stanislaus Fernandes | 1,500 | 364. | Vijay Venkatraman | 1,500 |

| | | | | | |
|------|----------------------------|-------|------|--------------|-------|
| 365. | Subhankar Biswas | 3,000 | 366. | Vikas Pandey | 4,000 |
| 367. | Subhash Surendra Mallya | 3,000 | 368. | Vikas Wahal | 5,000 |
| 369. | Subhodh Devarao Kini | 1,500 | 370. | Vikash Modi | 1,500 |
| 371. | Sudesh Devdutt Jaisinghani | 1,500 | 372. | Vikram Shah | 1,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 373. | Vinay Kumar T S | 5,000 | 374. | Mahesh Dayani | 5,000 |
| 375. | Vineet Arora | 1,500 | 376. | Rajesh K Gupta | 5,000 |
| 377. | Vinod G Yennemadi | 50,000 | 378. | John Miranda | 3,000 |
| 379. | Vinod Krishnappa Kanchan | 1,500 | 380. | Manish Shamji Boricha | 3,000 |
| 381. | Vinodkumar B | 3,000 | 382. | Priti Vasant Dalal | 3,000 |
| 383. | Vishal Vilas Salvi | 20,000 | 384. | Vaman Ramesh Kamat | 3,000 |
| 385. | Vitthal Kulkarni | 1,500 | 386. | Yogesh Sodhani | 3,000 |
| 387. | Vivek Anant Joshi | 20,000 | 388. | Romesh Advani | 1,500 |
| 389. | Vivek Attavar | 1,500 | 390. | Sangeeta Saxena | 1,500 |
| 391. | Vivek Capoor | 3,000 | 392. | Sunil Vinayak Bendre | 1,500 |
| 393. | Winifred Bhatia | 20,000 | 394. | Vishwas Dattatray Sathe | 1,500 |
| 395. | Zameer G Syed | 4,000 | 396. | Sartajbir Singh | 1,500 |
| 397. | Zenita Zarksis Ichhaporia | 3,000 | 398. | Aditya Puri | 300,000 |
| 399. | Zenobia Neville Mehta | 5,000 | 400. | Vivek Madanlal Handa | 3,000 |
| 401. | G S V Surya Prasad | 25,000 | 402. | Faisal Saeed | 3,000 |
| 403. | P. Ravindranath Pai | 25,000 | 404. | Bharat Sharma | 1,500 |
| 405. | Govind Pandey | 20,000 | 406. | Bharti Dudeja | 1,500 |
| 407. | Rohan Lasrado | 20,000 | 408. | Sunil Bisht | 1,500 |
| 409. | Anindya Mitra | 20,000 | 410. | Aman Gupta | 1,500 |
| 411. | Sumit Kakkar | 7,000 | | | |

ANNEXURE A2
LIST OF ALLOTTEES

Rights issue dated March 30, 2011

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 1. | Paritosh Kumar Pradhan | 1,500 | 2. | Krishnendu Lahiri | 1,500 |
| 3. | Chintamani S Kango | 4,000 | 4. | Anil Shripad Hospattankar | 5,000 |
| 5. | Chirag Yogendra Baxi | 10,000 | 6. | Sudesh Devdutt Jaisinghani | 1,500 |
| 7. | Shantanu S Chakrabarti | 3,000 | 8. | S Vinu | 15,000 |
| 9. | Anil L Bhavnani | 4,000 | 10. | N Nandakumar | 1,500 |
| 11. | Jaikumar Menghani | 5,000 | 12. | Vivek Madanlal Handa | 3,000 |
| 13. | Dnyandev Shamsundar Sawant | 1,500 | 14. | Hari Velloor | 7,000 |
| 15. | Iqbal Singh | 5,000 | 16. | K V Rao | 15,000 |
| 17. | Neil P Francisco | 20,000 | 18. | Sanjay Maurice Nazareth | 3,000 |
| 19. | Ayush Rohatgi | 3,000 | 20. | R Suresh | 10,000 |
| 21. | R V G Kulkarni | 5,000 | 22. | Santhosh M M | 5,000 |
| 23. | Sharad Bishnoi | 10,000 | 24. | Praveen Murthy | 1,500 |
| 25. | R Jayakrishna Menon | 5,000 | 26. | Rajanish Parmanand Prabhu | 15,000 |
| 27. | Manali Govind Morwekar | 1,500 | 28. | Riaz Peerbhai | 1,500 |
| 29. | Gulzar Singh | 20,000 | 30. | Jagdeep Singh Ghai | 15,000 |
| 31. | Minoo Biswas | 5,000 | 32. | Srikumar Nair | 5,000 |
| 33. | Anand Kumar | 4,000 | 34. | Gourab Roy | 5,000 |
| 35. | Rameshkumar C | 5,000 | 36. | Badal Mohanty | 3,000 |
| 37. | Navalkumar Kamalakar Lad | 3,000 | 38. | Ajit Cherian Kuruvilla | 20,000 |
| 39. | George Mathai | 5,500 | 40. | Sanjay Dongre | 35,000 |
| 41. | Pradip Kumar Roy Chowdhury | 3,500 | 42. | Harish Shetty | 15,000 |
| 43. | R Rajagopalan | 20,000 | 44. | Vivek Anant Joshi | 20,000 |
| 45. | C S Gopinath | 25,000 | 46. | Gayatri Subba Rao | 3,000 |
| 47. | Vinay Kumar T S | 5,000 | 48. | Sanjeeva Sahgal | 1,500 |
| 49. | John George | 5,000 | 50. | Prashant R Mehra | 15,000 |
| 51. | Rajneesh Chawla | 4,000 | 52. | Rajinder Kumar Babbar | 5,000 |
| 53. | Amul Niranjan Mehta | 5,000 | 54. | Vijay S Kamath | 3,000 |
| 55. | Ranjit Madhukar Ajaokar | 1,500 | 56. | Anupam Kumar | 1,500 |
| 57. | Smita Bhagat | 15,000 | 58. | Shalini Chhabra | 7,000 |
| 59. | Deepak R Majithia | 6,000 | 60. | Ganesh Sankaran | 25,000 |
| 61. | Pravin Shirname | 12,000 | 62. | Gagan Sardana | 5,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|-------------------------|-------------------------------|
| 63. | Raunaq Jeet Singh Hanspal | 1,500 | 64. | Anand Somiah | 10,000 |
| 65. | Aparna Kumar | 4,000 | 66. | Vikas Wahal | 5,000 |
| 67. | Girish Patnaik | 1,500 | 68. | Zenobia Neville Mehta | 5,000 |
| 69. | Vikram Shah | 1,500 | 70. | Rajesh B Chavan | 5,000 |
| 71. | K M Viswanathan | 1,200 | 72. | Rajan Pental | 20,000 |
| 73. | Bhaskar C Panda | 20,000 | 74. | Ashish Nayar | 1,500 |
| 75. | Arup Kumar Rakshit | 50,000 | 76. | Vitthal Kulkarni | 1,500 |
| 77. | Suresh Parsram Budhani | 1,500 | 78. | Mr Ashish Parthasarthy | 85,000 |
| 79. | Anand Dusane | 15,000 | 80. | K P Suresh Prabhu | 15,000 |
| 81. | S S Jayasankar | 5,000 | 82. | Lavesh Kumar | 10,000 |
| 83. | Manoj Sadgurunath Nadkarni | 15,000 | 84. | Arun Mediratta | 5,000 |
| 85. | Atul Sadashiv Barve | 20,000 | 86. | Jignesh K Ruparelia | 1,500 |
| 87. | Shivayogi B Kubasad | 3,000 | 88. | Maheshkumar Taparia | 1,500 |
| 89. | Soney Jose | 3,000 | 90. | Vaman Ramesh Kamat | 3,000 |
| 91. | Ratan Kumar Kesh | 4,000 | 92. | Sashi Jagdishan | 75,000 |
| 93. | Amit Kumar | 25,000 | 94. | Chakrapani Venkatachari | 50,000 |
| 95. | Chitra H Pandeya | 15,000 | 96. | Brahmaiah Chinni | 15,000 |
| 97. | Lata P Desai | 15,000 | 98. | Ganapathy Subramanian | 50,000 |
| 99. | Deepak Tandon | 3,000 | 100. | Paresh D Sukthankar | 115,000 |
| 101. | Nitin Nayak K | 1,500 | 102. | Shriram V Iyer | 3,000 |
| 103. | Kashmira Framji Patel | 4,000 | 104. | Paresh D Sukthankar | 10,000 |
| 105. | Anil Nath | 30,000 | 106. | Imran Ali Baig | 3,000 |
| 107. | K S Ramachandra Upadhya | 20,000 | 108. | Hdfc Bank Ltd | 200,000,000 |
| 109. | R Balasubramanian | 3,000 | 110. | Parag Rao | 25,000 |
| 111. | Ramesh G | 2,500 | 112. | Mulbagal Vijaya Krishna | 7,000 |
| 113. | Ramesh G | 2,500 | 114. | Nitin Rao | 50,000 |
| 115. | Ramesh G | 5,000 | 116. | Divesh Mishra | 15,000 |
| 117. | Ramesh G | 5,000 | 118. | Sudhir Moreshwar Joshi | 50,000 |
| 119. | Nitin Suresh Sane | 1,500 | 120. | Chetan Avantikumar Shah | 5,100 |
| 121. | K Manohara Raj | 20,000 | 122. | Sanjiv Chopra | 1,500 |
| 123. | Nitin Chugh | 25,000 | 124. | Vasudevan Venkatadri | 15,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|-----------------------|-------------------------------|
| 125. | Prakash Menon | 15,000 | 126. | Mayuresh V Apte | 7,000 |
| 127. | R Senthilkumar | 20,000 | 128. | Santosh B Pujari | 3,500 |
| 129. | G S V Surya Prasad | 25,000 | 130. | K V Mahesh | 3,000 |
| 131. | Gowrishanker Saigiridhar | 10,000 | 132. | Anil Onkarnath Tandon | 5,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-------------------------|-------------------------------|--------|-------------------------------|-------------------------------|
| 133. | N Gopalakrishnan | 4,000 | 134. | Ashish Gupta | 5,000 |
| 135. | N S Kishore Kumar | 50,000 | 136. | Srinibas Swain | 1,500 |
| 137. | Ajay Kumar Kapoor | 20,000 | 138. | Amit Kumar | 3,000 |
| 139. | Raman Sivarama Anantha | 7,000 | 140. | Lakshmi Sankaran | 3,000 |
| 141. | J Murthy | 15,000 | 142. | Nirav Vimal Shah | 30,000 |
| 143. | Sunil Mathur | 7,000 | 144. | Jay N Sonawala | 5,000 |
| 145. | Arabelle Da Costa Frias | 7,000 | 146. | Harsh Dugar | 10,000 |
| 147. | S Sampath Kumar | 5,000 | 148. | Swaminathan S | 4,000 |
| 149. | Abhay Aima | 90,000 | 150. | Ashok Khanna | 5,000 |
| 151. | Rahul Narain Bhagat | 70,000 | 152. | Bindumadhav Prabhakar Tikekar | 20,000 |
| 153. | Amin Sultanali Dayani | 3,000 | 154. | Pinal K Shah | 10,000 |
| 155. | Balaji Varma Poosapati | 3,000 | 156. | Manoj C Mistry | 1,500 |
| 157. | Winifred Bhatia | 20,000 | 158. | Arvind Kapil | 25,000 |
| 159. | Neville Mehli Poncha | 22,000 | 160. | Sukarm Bali | 20,000 |
| 161. | Naina Panse | 4,000 | 162. | A Rajan | 75,000 |
| 163. | Amit Bharatbhai Jagani | 1,500 | 164. | Shreelekha Gopal | 5,000 |
| 165. | Siddharth Arvind Shah | 10,000 | 166. | Iyer Venkatram Balan | 12,000 |
| 167. | Faisal Sara | 1,500 | 168. | Satyen Modi | 3,000 |
| 169. | Deepak Maheshwari | 25,000 | 170. | Surinder Chawla | 45,000 |
| 171. | Prem Chand | 15,000 | 172. | Shekhar Kumar Mishra | 5,000 |
| 173. | Benjamin Frank | 20,000 | 174. | Munish Mittal | 25,000 |
| 175. | Sumit Yagnick | 1,500 | 176. | Suraj Shridhar Menon | 5,000 |
| 177. | Rajesh Bhavsar | 1,500 | 178. | Venkatram Balan | 8,000 |
| 179. | Vijay Venkatraman | 1,500 | 180. | Navin Puri | 70,000 |
| 181. | Ashima Bhat | 45,000 | 182. | Dhiren K Desai | 2,500 |
| 183. | Ajay Puri | 5,000 | 184. | Ian Gerard De Souza | 3,000 |
| 185. | Sanjiv Tandon | 1,500 | 186. | Leslie Mascarenhas | 1,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 187. | Rajesh K Gupta | 3,000 | 188. | Sanjay Raghuraman | 2,500 |
| 189. | Kanathamadam Venkatachalam Pradeep | 5,000 | 190. | Sanjay Raghuraman | 5,000 |
| 191. | Subhankar Biswas | 3,000 | 192. | Gouri Vinod Yennemadi | 115,000 |
| 193. | Rahul S Dhandapani | 1,500 | 194. | Sanjay D Souza | 3,000 |
| 195. | Ranjan Surajit Lahiri | 1,500 | 196. | Rakesh Rameshchandra Pathak | 2,500 |
| 197. | Rajeev Sengupta | 15,000 | 198. | M Venkata Swamy | 5,000 |
| 199. | Philip Mathew | 20,000 | 200. | Siddharth Arvind Shah | 60,000 |
| 201. | Ravi Narayanan | 25,000 | 202. | Hina Parekh | 10,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 203. | Shailesh Balwant Sukhthankar | 20,000 | 204. | Deep Kumar Jaggi | 2,500 |
| 205. | Anuj Mathur | 4,000 | 206. | S Sathyaramanan | 2,500 |
| 207. | Deven A Pandit | 3,000 | 208. | S Sathyaramanan | 2,500 |
| 209. | Sitanshu Mitra | 20,000 | 210. | Mrinal Sinha | 2,500 |
| 211. | Lopa Ruparel | 5,000 | 212. | Ashish Vishwanath Ghatnekar | 2,500 |
| 213. | Govind Pandey | 20,000 | 214. | Pareek Sharad Dinesh | 2,500 |
| 215. | Krishnan Seshadri | 4,000 | 216. | Paresh Vrajlal Soni | 1,784 |
| 217. | Paresh Sukthankar | 367,650 | 218. | Manoj Khandelwal | 3,567 |
| 219. | Jayanti Shrinivas Murty | 5,000 | 220. | Pralay Mondal | 107,020 |
| 221. | Shakeel Ahmed | 5,000 | 222. | Mahesh Rajaraman | 11,891 |
| 223. | Rohit Mukerjee | 1,500 | 224. | Bharti Dudeja | 1,784 |
| 225. | Srinivasan Sundaram | 5,000 | 226. | R S Ramachandran | 1,784 |
| 227. | Neeraj Kumar Jha | 1,500 | 228. | Sujai Raina | 2,854 |
| 229. | Michael Andrade | 7,000 | 230. | Deepak Kumar Mohanty | 23,782 |
| 231. | Vivek Capoor | 3,000 | 232. | R Kesavan | 5,945 |
| 233. | Sandeep Kumar | 5,000 | 234. | N Srinivasan | 23,782 |
| 235. | Narendra Dixit | 5,000 | 236. | Ram Sambasivan | 14,269 |
| 237. | Uday Gopal Suvarna | 5,000 | 238. | Nirmal Bansal | 8,918 |
| 239. | Rajeev Kumar | 1,500 | 240. | Sumant Rampal | 5,945 |
| 241. | Srikanth Siddi | 1,500 | 242. | R Johnraj Lamech Chezian | 3,567 |
| 243. | Megha Bhatia | 2,500 | 244. | Abhishek Bhuwalka | 5,945 |
| 245. | Vishisht Loona | 2,500 | 246. | Gopalkrishnan Santosh Nair | 10,000 |
| 247. | Dhaval Ashutosh Oza | 5,000 | 248. | Naveen Gupta | 5,945 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|---------------------------|-------------------------------|
| 249. | Shailesh V Bodhe | 3,567 | 250. | Subhodh Devarao Kini | 1,784 |
| 251. | Lalit Narayan Pareek | 8,323 | 252. | Sachin Suresh Raut | 1,784 |
| 253. | Premraj Velayudhan Kalapadan | 3,567 | 254. | Arif Khan | 3,567 |
| 255. | Rajul Sarkar | 17,836 | 256. | Amit Dayal | 23,782 |
| 257. | Arun Dhamija | 1,784 | 258. | T S Ganesh | 1,784 |
| 259. | M Ramachandran | 23,782 | 260. | Dhananjay Tiwari | 8,323 |
| 261. | Brijbhuvan K Singh | 1,070 | 262. | Satyajit Karmakar | 4,756 |
| 263. | Vikas Pandey | 4,756 | 264. | Karumuri Koteswara Gupta | 5,945 |
| 265. | Prakash V | 1,784 | 266. | Ashey A Aggarwal | 3,567 |
| 267. | Sundaresan M | 17,836 | 268. | Suresh Vinayak Dongre | 3,567 |
| 269. | Vinodkumar B | 3,567 | 270. | Umesh Padmakar Thombre | 11,891 |
| 271. | M R Ananthamurthy | 5,945 | 272. | Zenita Zarksis Ichhaporia | 3,567 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------|-------------------------------|--------|--------------------------|-------------------------------|
| 273. | Usha Nagarajan | 3,567 | 274. | Rajesh Kumar Rathanchand | 23,782 |
| 275. | Phiroz Kerawalla | 1,784 | 276. | K Chandrasekhar | 5,945 |
| 277. | Michael C Joseph | 4,756 | 278. | S Loganathan | 1,784 |
| 279. | Deepak Kumar T R | 4,756 | 280. | Rajesh B Wagh | 1,784 |
| 281. | Nandakumar Palani | 17,836 | 282. | S Shailessh | 3,567 |
| 283. | Rajeeb Chatterjee | 4,756 | 284. | Abhay Amrite | 7,135 |
| 285. | Ramnath V Raikar | 11,891 | 286. | Sanjiv Bhuyan | 1,784 |
| 287. | Debajeet Das | 11,891 | 288. | Anil Verghese | 5,945 |
| 289. | Vaibhav V Samant | 1,784 | 290. | Shreyas Bipin Zaveri | 8,323 |
| 291. | Hegde Madhusoodan | 29,727 | 292. | Nandkishor Laxman Desai | 29,727 |
| 293. | K Parthasarathy | 3,567 | 294. | Augustine S Quadros | 17,836 |
| 295. | Sanchay Kumar Sinha | 1,784 | 296. | Sanjay D Souza | 8,323 |
| 297. | Sanjeev Kumar | 11,891 | 298. | Sudhir Sehgal | 3,567 |
| 299. | Dinesh Luthra | 5,945 | 300. | Amita Vijayraj Parekh | 1,784 |
| 301. | Birendra Sahu | 41,618 | 302. | K Senthil Kumar | 2,141 |
| 303. | Venu Gopalan R | 4,756 | 304. | Othara Punnoose Onnittan | 3,567 |
| 305. | Biju R Pillai | 23,782 | 306. | Ravi Shrivastav | 3,567 |
| 307. | L K Dhamija | 3,567 | 308. | Bhaves Zaveri | 77,292 |
| 309. | Stanislaus Fernandes | 1,784 | 310. | Soma Sharma | 3,567 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------|-------------------------------|--------|----------------------------|-------------------------------|
| 311. | Madhuri Desai | 8,323 | 312. | Shailendra Nagarseth | 23,782 |
| 313. | Rukmani Venkatesh | 1,784 | 314. | Jimmy M Tata | 89,183 |
| 315. | Harish H Engineer | 148,640 | 316. | Muskan Singh | 5,945 |
| 317. | A Sethuraman | 4,756 | 318. | Subhash Surendra Mallya | 3,567 |
| 319. | Pearl Cyrus Sabavala | 3,567 | 320. | Ashok Jiwatram Harchandani | 1,784 |
| 321. | Muthumanickam K R | 4,756 | 322. | Nimish G Telang | 3,567 |
| 323. | Resham Mahtani | 3,567 | 324. | Satish S | 4,756 |
| 325. | Mukesh Shantisarup Gulati | 3,567 | 326. | Sarang Dani | 3,567 |
| 327. | Aditya Puri | 356,740 | 328. | Samdarshi Sumit | 3,567 |
| 329. | Thomson Jose | 11,891 | 330. | Mathew Abraham | 11,891 |
| 331. | R. Gandhi | 23,782 | 332. | Shailesh Upadhyay | 1,784 |
| 333. | Kaizad Maneck Bharucha | 89,183 | 334. | Rahul Mone | 5,945 |
| 335. | Bharat Dhirajlal Shah | 59,456 | 336. | Bharat Badhwar | 1,784 |
| 337. | Rajender Sehgal | 53,510 | 338. | Rohit Patwardhan | 5,000 |
| 339. | Aparajit Chatterjee | 1,784 | 340. | Rohit Patwardhan | 5,000 |
| 341. | Dhana Balan P | 3,567 | 342. | Govri Vinod Yennemadi | 60,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 343. | Dinkar Phillips | 1,784 | 344. | Haren D Parekh | 5,000 |
| 345. | Barkha Anand | 3,567 | 346. | Haren D Parekh | 5,000 |
| 347. | K S Nerurkar | 4,756 | 348. | Sarabjeet Singh | 2,500 |
| 349. | Anand Deepak Mankodi | 8,323 | 350. | Sarabjeet Singh | 2,500 |
| 351. | Anand Sankararaman | 8,323 | 352. | Ramesg G | 2,500 |
| 353. | N Premanand | 3,567 | 354. | Ashish Vishwanath Ghatnekar | 2,500 |
| 355. | Kalpana Prakash Pandey | 11,891 | 356. | Ashish Vishwanath Ghatnekar | 5,000 |
| 357. | Vineet Arora | 1,784 | 358. | Goretti F Soares | 2,500 |
| 359. | Debashis Senapati | 11,891 | 360. | Desai Mansi Pranav | 2,500 |
| 361. | Sandeep Jhawar | 11,891 | | | |

ANNEXURE A3

LIST OF ALLOTTEES

Rights Issue dated July 12, 2013

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|------------------------------|--------------------------------------|
| 1. | Sharad Bishnoi | 6,002 | 2. | Arif Khan | 1,642 |
| 3. | Zenita Zarksis Ichhaporia | 1,642 | 4. | Soney Jose | 1,500 |
| 5. | Navalkumar Kamalakar Lad | 1,500 | 6. | Praveen Murthy | 900 |
| 7. | Arup Kumar Rakshit | 25,000 | 8. | K V Mahesh | 1,500 |
| 9. | Srinibas Swain | 750 | 10. | Santosh B Pujari | 1,951 |
| 11. | Amin Sultanali Dayani | 1,800 | 12. | Pallab Mukherji | 2,500 |
| 13. | Paritosh Kumar Pradhan | 900 | 14. | Suresh Vinayak Dongre | 1,971 |
| 15. | Harish Shetty | 9,003 | 16. | Amit Kumar | 1,500 |
| 17. | Vitthal Kulkarni | 750 | 18. | Lakshmi Sankaran | 1,800 |
| 19. | Dnyandev Shamsundar Sawant | 750 | 20. | Krishanan Seshadri | 2,000 |
| 21. | Bhaskar C Panda | 12,003 | 22. | Rajesh Kanaiyalal Naik | 375 |
| 23. | Rajesh K Gupta | 1,800 | 24. | Hemant Dinkar Apte | 270 |
| 25. | Soumik Sarkar | 338 | 26. | Premraj Velayudhan Kalapadan | 1,642 |
| 27. | Pralay Mondal | 59,126 | 28. | Niraj Ajit Anjaria | 900 |
| 29. | Ayush Rohatgi | 1,500 | 30. | Satyen Modi | 2,000 |
| 31. | Neil P Francisco | 10,000 | 32. | M Ramachandran | 13,138 |
| 33. | Resham Mahtani | 1,971 | 34. | Rajesh Gupta | 1,250 |
| 35. | Rajiv Bhargava | 450 | 36. | Jagdeep Singh Ghai | 8,000 |
| 37. | Suresh Parsram Budhani | 750 | 38. | N Nandakumar | 750 |
| 39. | C S Gopinath | 15,005 | 40. | George Mathai | 3,151 |
| 41. | Aditya Puri | 164,185 | 42. | Abhay Aima | 45,000 |
| 43. | Goretti F Soares | 625 | 44. | Benjamin Frank | 12,003 |
| 45. | Winifred Bhatia | 10,000 | 46. | Raman Sivarama Anantha | 3,500 |
| 47. | Sukarm Bali | 10,000 | 48. | Rakesh Rameshchandra Pathak | 1,375 |
| 49. | K Senthil Kumar | 1,183 | 50. | Mayank Sharma | 1,500 |
| 51. | Naveen Gupta | 3,285 | 52. | Smita Bhagat | 7,500 |
| 53. | N S Kishore Kumar | 10,000 | 54. | Nandkishor Laxman Desai | 15,273 |
| 55. | Michael C Joseph | 2,627 | 56. | Anil Nath | 15,000 |
| 57. | Phiroz Kerawalla | 986 | 58. | Zenobia Neville Mehta | 2,500 |
| 59. | G S V Surya Prasad | 12,500 | 60. | Pareesh Vrajlal Soni | 986 |
| 61. | Pinal K Shah | 5,000 | 62. | Abhishek Bhuwalka | 3,285 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|----------------------------|-------------------------------|
| 63. | Debajeet Das | 6,570 | 64. | R Johnraj Lamech Chezian | 1,642 |
| 65. | Paresh D Sukthankar | 5,000 | 66. | Navin Puri | 35,000 |
| 67. | Paresh D Sukthankar | 60,000 | 68. | Rajesh B Wagh | 986 |
| 69. | Ratan Kumar Kesh | 2,400 | 70. | N Premanand | 1,971 |
| 71. | Satish S | 2,189 | 72. | Rameshkumar C | 3,001 |
| 73. | Amita Vijayraj Parekh | 986 | 74. | Harsh Dugar | 5,000 |
| 75. | Barkha Anand | 1,642 | 76. | Abhay Amrite | 3,284 |
| 77. | Rishi Goyle | 1,250 | 78. | Nitin Nayak K | 900 |
| 79. | Muskan Singh | 2,737 | 80. | K M Viswanathan | 600 |
| 81. | Dinesh Luthra | 2,737 | 82. | L K Dhamija | 1,971 |
| 83. | R Balasubramanian | 1,500 | 84. | Vikas Wahal | 3,001 |
| 85. | Rohit Mukerjee | 900 | 86. | Arun Mediratta | 2,500 |
| 87. | Bharti Dudeja | 986 | 88. | Bharat Dhirajlal Shah | 15,000 |
| 89. | Ajay Puri | 2,500 | 90. | Raunaq Jeet Singh Hanspal | 900 |
| 91. | Iqbal Singh | 2,500 | 92. | Kaizad Maneck Bharuch | 49,272 |
| 93. | Maheshkumar Taparia | 900 | 94. | Bharat Dhirajlal Shah | 32,847 |
| 95. | Sudesh Devdutt Jaisinghani | 750 | 96. | Soma Sharma | 1,971 |
| 97. | Sanjiv Chopra | 750 | 98. | Rajneesh Chawla | 2000 |
| 99. | Mayuresh V Apte | 3,500 | 100. | Sudhir Moreshwar Joshi | 25,000 |
| 101. | Hegde Madhusoodan | 16,423 | 102. | Subhodh Devarao Kini | 986 |
| 103. | Rajeeb Chatterjee | 2,627 | 104. | Brahmaiah Chinni | 7,500 |
| 105. | Mr Ashish Parthasarthy | 40,000 | 106. | T S Ganesh | 986 |
| 107. | Anand Deepak Mankodi | 4,597 | 108. | Stanislaus Fernandes | 916 |
| 109. | Sashi Jagdishan | 37,500 | 110. | Manoj Sadgurunath Nadkarni | 8,000 |
| 111. | Amit Dayal | 13,138 | 112. | Lata P Desai | 8,000 |
| 113. | Ashima Bhat | 22,500 | 114. | Rohit Sudhir Patwardhan | 13,375 |
| 115. | Pravin Shirname | 6,000 | 116. | Gopalkrishnan Santosh Nair | 5,000 |
| 117. | K S Ramachandra Upadhya | 10,000 | 118. | Deepak Kumar Mohanty | 12,000 |
| 119. | Nirav Vimal Shah | 15,000 | 120. | Vijay S Kamath | 1,500 |
| 121. | Mathew Abraham | 6,473 | 122. | Anand Kumar | 2,000 |
| 123. | Deepak R Majithia | 3,000 | 124. | Birendra Sahu | 22,991 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-----------------------|-------------------------------|--------|----------------------|-------------------------------|
| 125. | Kashmira Framji Patel | 2,000 | 126. | Vivek Kunnumal | 2,700 |
| 127. | A Sethuraman | 2,627 | 128. | Ramesh Shyam Mundra | 675 |
| 129. | Sarabjeet Singh | 7,502 | 130. | S Vinu | 7,500 |
| 131. | Pareek Sharad Dinesh | 2,875 | 132. | Ian Gerard De Souza | 1,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|-------------------------------|-------------------------------|
| 133. | Manoj G Nampoothiry | 5,000 | 134. | Bindumadhav Prabhakar Tikekar | 12,003 |
| 135. | Ashish Kumar Mehta | 1,125 | 136. | Mulbagal Vijaya Krishna | 3,500 |
| 137. | Dhaval Ashutosh Oza | 5,000 | 138. | Ganesh Sankaran | 15,005 |
| 139. | Satyajit Karmakar | 2,627 | 140. | Venu Gopalan R | 2,627 |
| 141. | Nitin Rao | 25,000 | 142. | Iyer Venkatram Balan | 8,000 |
| 143. | Vivek Capoor | 1,500 | 144. | Venkatram Balan | 2,000 |
| 145. | Nimish G Telang | 1,971 | 146. | Deepak Tandon | 1,800 |
| 147. | Shreelekha Gopal | 3,001 | 148. | Anil L Bhavnani | 2,400 |
| 149. | N Srinivasan | 13,138 | 150. | Anupam Kumar | 750 |
| 151. | R. Gandhi | 13,138 | 152. | Vaibhav V Samant | 986 |
| 153. | Mahesh Rajaraman | 5,473 | 154. | Shivayogi B Kubasad | 1,500 |
| 155. | Parag Rao | 12,500 | 156. | Hari Velloor | 3,500 |
| 157. | Haren Parekh | 13,500 | 158. | Prakash V | 986 |
| 159. | Ramesh G | 40,000 | 160. | Rahul S Dhandapani | 900 |
| 161. | Hina H Parekh | 2,000 | 162. | Manoj C Mistry | 750 |
| 163. | Munish Mittal | 12,500 | 164. | Shailesh V Bodhe | 1,971 |
| 165. | Vivek Anant Joshi | 10,000 | 166. | Imran Ali Baig | 1,800 |
| 167. | Vishal Vilas Salvi | 5,000 | 168. | Sitanshu Mitra | 10,000 |
| 169. | Rajesh Kumar Rathanchand | 13,138 | 170. | Nirmal Bansal | 4,927 |
| 171. | Pradip Kumar Roy Chowdhury | 1,951 | 172. | Puneet Dhawan | 563 |
| 173. | Ranjan Surajit Lahiri | 750 | 174. | Rajender Sehgal | 29,562 |
| 175. | Deepak Kumar T R | 2,627 | 176. | Gulzar Singh | 10,000 |
| 177. | Akash Bhaya | 338 | 178. | Ramnath V Raikar | 6,570 |
| 179. | R V G Kulkarni | 2,500 | 180. | Chakrapani Venkatachari | 25,000 |
| 181. | Umesh Padmakar Thombre | 5,500 | 182. | Deep Kumar Jaggi | 750 |
| 183. | Ravi Shrivastav | 1,971 | 184. | Rahul Narain Bhagat | 35,000 |
| 185. | G D Suresh | 2,700 | 186. | Anuj Mathur | 2,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|------------------------|-------------------------------|
| 187. | Neeraj Kumar Jha | 750 | 188. | Virpal Singh Rathore | 450 |
| 189. | K S Nerurkar | 2,627 | 190. | M R Anathamurthy | 3,285 |
| 191. | Shailesh Balwant Sukhthankar | 12,003 | 192. | Subhankar Biswas | 1,500 |
| 193. | Nitin Chugh | 12,500 | 194. | Ajit Cherian Kuruvilla | 10,000 |
| 195. | Ravi Narayanan | 15,005 | 196. | Lalit Nagpal | 900 |
| 197. | Purushotham Reddy | 2,500 | 198. | Sumant Rampal | 3,285 |
| 199. | Ritesh Sharma | 2,700 | 200. | Anand Dusane | 7,500 |
| 201. | Ganapathy Subramanian | 30,009 | 202. | Jignesh K Ruparelia | 750 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|------------------------------------|--------------------------------------|
| 203. | Narendra Dixit | 3,001 | 204. | Muthumani Ckam K R | 2,189 |
| 205. | Nitin Suresh Sane | 750 | 206. | K Manohara Raj | 10,000 |
| 207. | Rajkumar Shah | 1,800 | 208. | K Parthasarathy | 1,971 |
| 209. | Shantanu S Chakrabarti | 1,800 | 210. | Vinay Kumar T S | 1,000 |
| 211. | Rajinder Kumar Babbar | 3,001 | 212. | Mohamed Khuram Abu | 2,500 |
| 213. | Bhavesh Zaveri | 42,701 | 214. | Pralay Mondal | 7,500 |
| 215. | Neville Mehli Poncha | 12,603 | 216. | Subhash Surendra Mallya | 1,750 |
| 217. | Swaminathan S | 2,000 | 218. | Govind Pandey | 10,000 |
| 219. | Anil Verghese | 2,737 | 220. | Prakash Menon | 9,003 |
| 221. | Sanjiv Bhuyan | 986 | 222. | Sanjay Raghuraman | 14,000 |
| 223. | Dhana Balan P | 1,733 | 224. | Kanathamadam Venkatachalam Pradeep | 3,001 |
| 225. | Kalpana Prakash Pandey | 6,570 | 226. | Kiran B | 810 |
| 227. | Santhosh M M | 2,500 | 228. | A Rajan | 45,014 |
| 229. | Sujai Raina | 1,314 | 230. | C K Venkatesh | 270 |
| 231. | Sachin Suresh Raut | 821 | 232. | Gourab Roy | 3,000 |
| 233. | Jay N Sonawala | 2,500 | 234. | Atul Sadashiv Barve | 10,000 |
| 235. | Ajay Kumar Kapoor | 10,000 | 236. | Debashis Senapati | 5,473 |
| 237. | Rahul R Vaidya | 900 | 238. | Sandeep Kumar | 1,800 |
| 239. | Subhash Surendra Mallya | 1,971 | 240. | Mohammad Haris | 750 |
| 241. | Vivek Attavar | 375 | 242. | Ritesh Chauhan | 2,500 |
| 243. | Rajesh B Chavan | 2,500 | 244. | Pearl Cyrus Sabavala | 1,971 |
| 245. | K P Suresh Prabhu | 9,003 | 246. | Rajul Sarkar | 8,209 |
| 247. | Ashok Jiwatram Harchandani | 821 | 248. | Deven A Pandit | 1,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 249. | Dinkar Phillips | 986 | 250. | Rajanish Parmanand Prabhu | 3,750 |
| 251. | Othara Punnoose Oonnittan | 1971 | 252. | Usha Nagarajan | 1,971 |
| 253. | Shirley Thomas | 1,500 | 254. | Kavita Joshi | 900 |
| 255. | Rajesh Swaminathan | 1,000 | 256. | Mukesh Shantisarup Gulati | 1,971 |
| 257. | Srikanth Siddi | 750 | 258. | Lopa Ruparel | 2,500 |
| 259. | N Gopalkrishnan | 2,000 | 260. | Jaikumar Menghani | 2,500 |
| 261. | Harish H Engineer | 68,410 | 262. | Prashant R Mehra | 7,500 |
| 263. | Madhuri Desai | 4597 | 264. | Srinivasan Sundaram | 2,500 |
| 265. | Ashish parthasarthy | 183,825 | 266. | Jimmy M Tata | 49,272 |
| 267. | Sanjay D Souza | 5,499 | 268. | Biju R Pillai | 13,138 |
| 269. | Augustine S Quadros | 9,753 | 270. | S L Justin Joseph | 2,500 |
| 271. | Balaji Varma Poosapati | 1,800 | 272. | Gagan Sardana | 2,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 273. | Sanjay Dongre | 20,000 | 274. | Shalini Chhabra | 3,500 |
| 275. | Bhagyesh Thakar | 101 | 276. | Sundaresan M | 9,853 |
| 277. | Michael Andrade | 4,201 | 278. | Dhananjay Tiwari | 4,597 |
| 279. | Vikram Shah | 900 | 280. | Rajeev Sengupta | 7,500 |
| 281. | Badal Mohanty | 1,500 | 282. | R Rajagopalan | 10,000 |
| 283. | R Jayakrishna Menon | 3,001 | 284. | Chitra H Pandeya | 9,003 |
| 285. | Shreyas Bipin Zaveri | 4,597 | 286. | Shekhar Kumar Mishra | 3,001 |
| 287. | Sandeep Jhawar | 6,000 | 288. | Shriram V Iyer | 1,500 |
| 289. | Vivek Vijayan | 1,081 | 290. | Chetan Avantikumar Shah | 3,030 |
| 291. | Deepak Maheshwari | 15,000 | 292. | Ashish Vishwanath Ghatnekar | 3,001 |
| 293. | Shailendra Nagarseth | 13,138 | 294. | Prem Chand | 7,500 |
| 295. | Arabelle Da Costa Frias | 3,500 | 296. | Gouri V Yennemadi | 43,750 |
| 297. | Ashish Vaidya | 1,800 | 298. | Vinod G Yennemadi | 15,000 |
| 299. | Maneesh M Ketkar | 225 | 300. | Vinod yennemadi | 28,750 |
| 301. | Karumuri Koteswara Gupta | 2,737 | 302. | Mansi Pranav Desai | 750 |
| 303. | Krishnendu Lahiri | 900 | 304. | Pranav Shailesh Desai | 3,001 |
| 305. | Anil Onkarnath Tandon | 2,500 | 306. | Ashish Vishwanath Ghatnekar | 7,502 |
| 307. | Mairaj Uddin | 750 | 308. | Megha Bhatia | 4,375 |
| 309. | Zameer G Syed | 360 | 310. | Amit Kumar | 12,500 |

| Sr. No. | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------|--------------------------|-------------------------------|--------|-----------------------|-------------------------------|
| 311. | Divesh Mishra | 7,500 | 312. | Arun Dhamija | 986 |
| 313. | Lavesh Kumar | 5,000 | 314. | Nirpjit Singh | 338 |
| 315. | Arvind Kapil | 10,000 | 316. | Amul Niranjan Mehta | 2,500 |
| 317. | Manoj Khandelwal | 1,642 | 318. | Rahul Mone | 3,285 |
| 319. | Gowrishanker Saigiridhar | 5,000 | 320. | Chintamani S Kango | 2,000 |
| 321. | Venkata Swamy | 9,003 | 322. | Siddharth Arvind Shah | 20,000 |
| 323. | N Ramachandran | 1,500 | 324. | Thomson Jose | 5,473 |
| 325. | Ravinder Tokas | 750 | 326. | Lalit Narayan Pareek | 4,597 |
| 327. | Faisal Sara | 750 | 328. | Sai Akashv | 1,125 |
| 329. | Rajesh Bhavsar | 750 | 330. | Harish Kumar Kesavan | 338 |
| 331. | Samdarshi Sumit | 1,642 | 332. | S Shailesh | 1,971 |
| 333. | Ram Sambasivan | 6,568 | 334. | K Chandrasekhar | 2,737 |
| 335. | Sanjay Gautam | 450 | 336. | S Sathyaramanan | 5,500 |
| 337. | Ashey A Aggarwal | 1,971 | 338. | Vasudevan Venkatadri | 7,500 |
| 339. | R Rajagopalan | 750 | 340. | J Murthy | 7,500 |
| 341. | Tarala D Shah | 500 | 342. | Nandakumar Palani | 8,209 |

| Sr. No. | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|----------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 343. | Haren Parekh | 821 | 344. | S Loganathan | 821 |
| 345. | Anil Jaggia | 6,750 | 346. | R Kesavan | 3,285 |
| 347. | Anil Jaggia | 22,500 | 348. | Charmayne Pereira | 1,250 |
| 349. | Anand Somiah | 5,000 | 350. | Naina Panse | 2,000 |
| 351. | Mandeep Singh Grewal | 1,250 | 352. | Mrinal Sinha | 1,750 |
| 353. | Sanjeev Kumar | 5,473 | 354. | Anil Jaggia | 10,000 |
| 355. | Dharmesh Gaur | 450 | 356. | Anil Jaggia | 5,000 |
| 357. | Rajan Pental | 10,000 | 358. | HDFC Bank Ltd | 100,000,000 |

ANNEXURE A4
LIST OF ALLOTTEES

Rights Issue dated March 5, 2015

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 1. | Vitthal Kulkarni | 1,570 | 2. | Nitin Vaid | 1,674 |
| 3. | Zenita Zarksis Ichhaporia | 2,956 | 4. | Gulzar Singh | 18,000 |
| 5. | Deepak Maheshwari | 27,205 | 6. | Sitanshu Mitra | 10,000 |
| 7. | Raman Sivarama Anantha | 6,300 | 8. | R Balasubramanian | 2,700 |
| 9. | Manali Govind Morwekar | 1,080 | 10. | Sudipto Banerjee | 2,160 |
| 11. | Anand Kumar | 4,000 | 12. | Ajit Cherian Kuruvilla | 18,000 |
| 13. | Paritosh Kumar Pradhan | 1,632 | 14. | Navalkumar Kamalakar Lad | 2,700 |
| 15. | Sashi Jagdishan | 67,500 | 16. | Rajesh K Gupta (HUF) | 2,808 |
| 17. | Anand Dusane | 13,500 | 18. | Sharad Bishnoi | 9,361 |
| 19. | Suresh Parsram Budhani | 1,350 | 20. | Rajesh Bhavsar | 1,350 |
| 21. | Shailesh V Bodhe | 3,574 | 22. | Amit Kumar | 2,700 |
| 23. | Kalpesh Labhshankar Joshi | 1,152 | 24. | Rohit Sudhir Patwardhan | 46,215 |
| 25. | Abhay Amrite | 6,872 | 26. | Ram Sambasivan | 11,822 |
| 27. | Resham Mahtani | 3,574 | 28. | G S V Surya Prasad | 22,500 |
| 29. | George Mathai | 5,714 | 30. | Sukarm Bali | 20,927 |
| 31. | Hari Velloor | 7,324 | 32. | Rajanish Parmanand Prabhu | 12,150 |
| 33. | Rajiv Bhargava | 800 | 34. | Munish Mittal | 22,500 |
| 35. | Bharti Dudeja | 1,538 | 36. | Ravi Shrivastav | 3,574 |
| 37. | Vikas Wahal | 5,000 | 38. | Amul Niranjan Mehta | 4,500 |
| 39. | Rajesh Gupta | 2,250 | 40. | Saminathan Suriyanarayanan | 864 |
| 41. | C S Gopinath | 27,207 | 42. | Rishi Goyle | 2,250 |
| 43. | Sanchay Kumar Sinha | 1,376 | 44. | Pankaj Bhatia | 2,160 |
| 45. | Prakash V | 1,788 | 46. | Ritu Rana | 864 |
| 47. | Amish Harshadrai Dhruv | 1,004 | 48. | Mayank Sharma | 9,836 |
| 49. | N Nandakumar | 1,350 | 50. | M Ramachandran | 23,077 |
| 51. | N Gopalakrishnan | 4,000 | 52. | Jagdeep Singh Ghai | 15,000 |
| 53. | R Suresh | 8,371 | 54. | Sanjeev Kumar | 9,852 |
| 55. | K Chandrasekhar | 5,727 | 56. | Sudesh Devdutt Jaisinghani | 1,350 |
| 57. | Usha Nagarajan | 3,574 | 58. | Deepak Kumar | 1,080 |
| 59. | Avkash Singh | 1,152 | 60. | Sanjiv Chopra | 1,350 |
| 61. | Barkha Anand | 2,956 | 62. | Biplab Ghosh | 1,152 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 63. | Raunaq Jeet Singh Hanspal | 1,632 | 64. | Neil P Francisco | 18,000 |
| 65. | Kedar Vasant Deshpande | 540 | 66. | Gowrishanker Saigiridhar | 9,000 |
| 67. | Nitin Suresh Sane | 1,350 | 68. | Rajesh Kumar Rathanchand | 23,000 |
| 69. | Arif Khan | 2,956 | 70. | Harish Shetty | 16,326 |
| 71. | Sundaresan M | 17,867 | 72. | Kashmira Framji Patel | 3,600 |
| 73. | Winifred Bhatia | 20,927 | 74. | Vijay S Kamath | 2,700 |
| 75. | Srinibas Swain | 1,570 | 76. | Nitin Chugh | 22,500 |
| 77. | Nandkishor Laxman Desai | 29,298 | 78. | Vivek Vijayan | 2,550 |
| 79. | Vikas Jain | 1,080 | 80. | Mathew Abraham | 11,872 |
| 81. | Phiroz Kerawalla | 1,788 | 82. | Mehul Rameshchandra Bavishi | 1,200 |
| 83. | Anupam Kumar | 1,350 | 84. | Siddharth Arvind Shah | 36,000 |
| 85. | Abhishek Bhuwalka | 5,123 | 86. | Manoj C Mistry | 1,350 |
| 87. | Stanislaus Fernandes | 1,700 | 88. | K Jayakumar | 648 |
| 89. | Rajneesh Chawla | 3,600 | 90. | Sanjeeva Sahgal | 1,080 |
| 91. | Soma Sharma | 3,574 | 92. | Nirmal Bansal | 8,935 |
| 93. | Santhosh M M | 4,500 | 94. | Rajender Sehgal | 53,604 |
| 95. | Dnyandev Shamsundar Sawant | 1,350 | 96. | Imran Ali Baig | 3,265 |
| 97. | Amita Vijayraj Parekh | 1,788 | 98. | Satyen Modi | 3,600 |
| 99. | Rajeeb Chatterjee | 4,764 | 100. | Mohan Singh | 2,160 |
| 101. | Vivek Anant Joshi | 18,000 | 102. | Nitant Verma | 864 |
| 103. | Zenobia Neville Mehta | 4,500 | 104. | Deepak Kumar T R | 4,764 |
| 105. | Anil Nath | 27,000 | 106. | Shailen D Pai | 2,000 |
| 107. | Ashish Parthasarthy | 72,000 | 108. | Ranjit Madhukar Ajgaokar | 1,256 |
| 109. | K V Rao | 11,800 | 110. | Deepak Kumar Mohanty | 21,000 |
| 111. | Venu Gopalan R | 4,764 | 112. | Mayuresh V Apte | 6,300 |
| 113. | K V Mahesh | 2,700 | 114. | Mulbagal Vijaya Krishna | 6,300 |
| 115. | Sujai Raina | 2,365 | 116. | Haren Parekh | 344 |
| 117. | Sanjiv Bhuyan | 1,788 | 118. | Ankita Paresh Sukthankar | 105,000 |
| 119. | R Johnraj Lamech Chezhian | 3,000 | 120. | Amit Puri | 150,000 |
| 121. | Nandakumar Palani | 17,180 | 122. | Amrita Puri | 150,000 |
| 123. | Sachin Suresh Raut | 1,478 | 124. | Goretti F Soares | 1,308 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|------------------------|-------------------------------|
| 125. | Manoj Sadgurunath Nadkarni | 15,500 | 126. | Sanjay D Souza | 9,970 |
| 127. | Pallab Mukherji | 4,500 | 128. | Udaya Nayak | 1,500 |
| 129. | Biju R Pillai | 20,492 | 130. | Kaizad Maneck Bharucha | 86,100 |
| 131. | Paresh D Sukthankar | 10,000 | 132. | Narendra Dixit | 5,443 |

| | | | | | |
|------|------------------------------------|--------|------|------------------------------|---------|
| 133. | Dhana Balan P | 3,474 | 134. | Rajesh B Chavan | 5,232 |
| 135. | Madhav Vajjah | 1,620 | 136. | Anand Sankararaman | 6,414 |
| 137. | Pralay Mondal | 94,913 | 138. | Deepak R Majithia | 5,400 |
| 139. | Parag Rao | 22,500 | 140. | Ajay Kumar Kapoor | 18,000 |
| 141. | Sanjay Dongre | 37,670 | 142. | Pinal K Shah | 9,000 |
| 143. | Hina H Parekh | 4,500 | 144. | Birendra Sahu | 41,690 |
| 145. | Tarala Shah | 200 | 146. | Rukmani Venkatesh | 1,376 |
| 147. | Brahmaiah Chinni | 15,696 | 148. | V Kiran Kumar | 770 |
| 149. | Arup Kumar Rakshit | 45,000 | 150. | Swaminathan S | 4,185 |
| 151. | Charmayne Pereira | 2,250 | 152. | K S Nerurkar | 4,617 |
| 153. | Debajeet Das | 11,912 | 154. | Anil L Bhavnani | 4,353 |
| 155. | Santosh B Pujari | 3,537 | 156. | Shantanu S Chakrabarti | 3,265 |
| 157. | Vaibhav V Samant | 1,538 | 158. | Jaikumar Menghani | 4,500 |
| 159. | Iyer Venkatram Balan | 18,000 | 160. | Premraj Velayudhan Kalapadan | 3,437 |
| 161. | Benjamin Frank | 20,000 | 162. | Vinod Krishnappa Kanchan | 540 |
| 163. | Lata P Desai | 14,500 | 164. | Shivayogi B Kubasad | 2,700 |
| 165. | Bharat Dhirajlal Shah | 65,839 | 166. | Ganapathy Subramanian | 52,991 |
| 167. | Amit Dayal | 20,492 | 168. | Arabelle Da Costa Frias | 7,324 |
| 169. | Roopa Natarajan | 1,800 | 170. | Mahesh Rajaraman | 11,000 |
| 171. | Nitin Waman Nadkarni | 7,200 | 172. | Naveen Gupta | 5,123 |
| 173. | Deepak Tandon | 3,265 | 174. | Naina Panse | 4,185 |
| 175. | Amit Gupta | 1,500 | 176. | Ashish Parthasarthy | 330,885 |
| 177. | Amit Sharma | 4,320 | 178. | Prashant R Mehra | 13,500 |
| 179. | Manoj Gopalkrishnan Nampoothiry | 2,700 | 180. | Anil Verghese | 4,926 |
| 181. | Manoj G Nampoothiry | 11,700 | 182. | Chittajeet Chakravarty | 1,500 |
| 183. | Sarabjeet Singh | 22,000 | 184. | Vinod G Yennemadi | 110,750 |
| 185. | Balaji Varma Poosapati | 3,200 | 186. | Vinod Yennemedi | 51,750 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------|-------------------------------|--------|----------------------|-------------------------------|
| 187. | Shailendra Nagarseth | 23,824 | 188. | Sanjiv Tandon | 1,256 |
| 189. | Chitra H Pandeya | 14,042 | 190. | S Saravana Kumar | 5,232 |
| 191. | Ashok Khanna | 12,557 | 192. | Harish Kumar Kesavan | 122 |
| 193. | R Rajagopalan | 18,300 | 194. | R V G Kulkarni | 4,500 |
| 195. | Michael C Joseph | 4,764 | 196. | Nitin Mohan Mathur | 864 |
| 197. | Praveen Murthy | 1,404 | 198. | Ajay Bhardwaj | 720 |
| 199. | Sudhir Moreshwar Joshi | 45,000 | 200. | Harsh Dugar | 9,000 |
| 201. | Abhay Aima | 81,000 | 202. | S Vinu | 13,500 |
| 203. | Madhuri Desai | 7,172 | 204. | Shoban Babu Kavirala | 1,152 |
| 205. | Nitin Rao | 52,317 | 206. | B Manoj | 864 |
| 207. | Zameer G Syed | 654 | 208. | Manojkumar T P | 1,296 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------|-------------------------------|--------|----------------------------|-------------------------------|
| 209. | Paresh Vrajlal Soni | 1,738 | 210. | Prakash Menon | 16,000 |
| 211. | Rajesh Kanaiyalal Naik | 675 | 212. | Ramnath V Raikar | 10,246 |
| 213. | Jay N Sonawala | 4,500 | 214. | Nimish G Telang | 3,574 |
| 215. | Ian Gerard De Souza | 2,700 | 216. | Shriram V Iyer | 2,700 |
| 217. | K M Viswanathan | 1,256 | 218. | Bhaskar C Panda | 18,722 |
| 219. | Shirley Thomas | 2,700 | 220. | Harish H Engineer | 143,162 |
| 221. | S Sathyaramanan | 13,680 | 222. | Navin Puri | 65,000 |
| 223. | Girish Patnaik | 1,080 | 224. | N Srinivasan | 23,824 |
| 225. | Rajesh B Wagh | 1,788 | 226. | Vivek Attavar | 675 |
| 227. | Mansi Pranav Desai | 1,170 | 228. | R Gandhi | 23,824 |
| 229. | Pranav Shailesh Desai | 4,681 | 230. | Subhash Surendra Mallya | 4,305 |
| 231. | Ashey A Aggarwal | 3,574 | 232. | Ganesh Sankaran | 23,402 |
| 233. | Vikas Pandey | 3,153 | 234. | Krishnan Seshadri | 4,000 |
| 235. | Kalpna Prakash Pandey | 11,912 | 236. | Karumuri Koteswara Gupta | 4,926 |
| 237. | Vinodkumar B | 2,750 | 238. | Satish S | 4,582 |
| 239. | Maheshkumar Taparia | 1,632 | 240. | Ratan Kumar Kesh | 4,353 |
| 241. | Lalit Narayan Pareek | 8,337 | 242. | Gopalkrishnan Santosh Nair | 9,000 |
| 243. | Thomson Jose | 11,000 | 244. | Shreyas Bipin Zaveri | 8,337 |
| 245. | Ajay Puri | 4,500 | 246. | Vivek Kunnumal | 12,132 |
| 247. | Iqbal Singh | 4,500 | 248. | Nirav Vimal Shah | 27,000 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 249. | Lopa Ruparel | 4,500 | 250. | Umesh Padmakar Thombre | 9,861 |
| 251. | Ashima Bhat | 40,500 | 252. | Dhananjay Tiwari | 1,800 |
| 253. | Anand Deepak Mankodi | 8,337 | 254. | Ashish Vishwanath Ghatnekar | 5,443 |
| 255. | Chakrapani Venkatachari | 45,000 | 256. | Ashish Vishwanath Ghatnekar | 22,393 |
| 257. | Divesh Mishra | 13,500 | 258. | Jeffson Rodrigues | 720 |
| 259. | Vivek Capoor | 2,700 | 260. | Akbar K S N | 648 |
| 261. | Suresh Vinayak Dongre | 3,574 | 262. | Satyajit Karmakar | 4,764 |
| 263. | Susmita Padmanabhan | 2,092 | 264. | Ravi G Maheshwari | 1,674 |
| 265. | Rohit Srivastava | 754 | 266. | Esha Rai | 360 |
| 267. | Pareek Sharad Dinesh | 10,455 | 268. | Ramesh Shyam Mundra | 3,303 |
| 269. | Prem Chand | 13,500 | 270. | Aakash Shashikant Kale | 837 |
| 271. | Rajinder Kumar Babbar | 5,443 | 272. | Aseem Dhru | 21,600 |
| 273. | N Ramachandran | 4,140 | 274. | Subhodh Devarao Kini | 1,788 |
| 275. | Michael Andrade | 6,553 | 276. | Shailesh Upadhyay | 1,183 |
| 277. | K P Suresh Prabhu | 14,100 | 278. | Bhaves Zaveri | 77,428 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|-------------------------------|-------------------------------|
| 279. | Pareek Sharad Dinesh | 1,200 | 280. | Mukesh Shantisarup Gulati | 3,574 |
| 281. | Ashish Nayar | 1,080 | 282. | Neville Mehli Poncha | 22,854 |
| 283. | Rajan Pental | 18,000 | 284. | Ashok Jiwatram Harchandani | 1,600 |
| 285. | Othara Punnoose Oonnittan | 3,074 | 286. | Vijay Venkatraman | 1,080 |
| 287. | Anil Jaggia | 18,520 | 288. | Ravi Kant Panwar | 1,080 |
| 289. | Vivek Dabhadkar | 1,296 | 290. | Sandeep G Rathod | 628 |
| 291. | Dhananjay Tiwari | 8,337 | 292. | Bindumadhav Prabhakar Tikekar | 21,000 |
| 293. | A Sethuraman | 4,764 | 294. | Rajani Baheti | 2,340 |
| 295. | Chetan Avantikumar Shah | 5,496 | 296. | Ashish Vishwanath Gatnekar | 1,500 |
| 297. | Shailesh Balwant Sukhthankar | 21,766 | 298. | Ajit Bhaskar Kamble | 1,296 |
| 299. | Harish Venugopal | 4,608 | 300. | Mrinal Sinha | 10,530 |
| 301. | Manoj Khandelwal | 3,000 | 302. | Anuj Mathur | 3,600 |
| 303. | Rajeev Sengupta | 13,500 | 304. | Jimmy M Tata | 76,844 |
| 305. | Omkar Arvind Sathe | 1,500 | 306. | Tarun Aggarwal | 1,296 |
| 307. | Rahul Narain Bhagat | 63,000 | 308. | Sumit Yagnick | 1,256 |
| 309. | Megha Bhatia | 12,195 | 310. | Amit Kumar | 22,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-----------------------------|-------------------------------|--------|----------------------------|-------------------------------|
| 311. | Haren Parekh | 47,086 | 312. | Yogesh Ramlal Trivedi | 1,296 |
| 313. | Rakesh Rameshchandra Pathak | 6,075 | 314. | Amit Bharatbhai Jagani | 1,080 |
| 315. | Lavesh Kumar | 10,463 | 316. | R Padmanabhan | 1,440 |
| 317. | Ramesh G | 101,000 | 318. | Srinivasan Sundaram | 4,500 |
| 319. | Pallavi V Sahasrabudhe | 1,674 | 320. | Panakkal John Jacob | 1,300 |
| 321. | Bhavan Natvarlal Somchhatra | 2,520 | 322. | Rajkumar Shah | 7,868 |
| 323. | Anil Jaggia | 32,400 | 324. | Beena P | 486 |
| 325. | Mairaj Uddin | 1,570 | 326. | Purushotham Reddy | 6,210 |
| 327. | Shalini Chhabra | 6,300 | 328. | Sandeep Dubey | 972 |
| 329. | Venkata Swamy | 26,371 | 330. | Renjith V Kumar | 1,400 |
| 331. | Smita Bhagat | 15,000 | 332. | Thomas Verghese | 3,902 |
| 333. | Amin Sultanali Dayani | 3,265 | 334. | Pradip Kumar Roy Chowdhury | 1,600 |
| 335. | Ranjan Surajit Lahiri | 1,350 | 336. | Summit Aggarwal | 2,160 |
| 337. | N Kannan | 720 | 338. | Lakshmi Sankaran | 3,200 |
| 339. | Bhagyesh Thakar | 563 | 340. | D Mahendran | 360 |
| 341. | Lavesh Kumar | 3,600 | 342. | T S Ganesh | 1,788 |
| 343. | Indrajit Das | 720 | 344. | Hdfc Bank Ltd | 180,000,000 |
| 345. | Kaustubh Madhav Deodhar | 3,240 | 346. | Badal Mohanty | 2,700 |
| 347. | Deep Kumar Jaggi | 7,380 | 348. | Sanjay Salim Khan | 1,080 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-----------------------|-------------------------------|--------|-----------------------|-------------------------------|
| 349. | Augustine S Quadros | 17,267 | 350. | Rahul Mone | 5,770 |
| 351. | Manish Tiwari | 14,400 | 352. | Hemant Dinkar Apte | 491 |
| 353. | Arvind Kapil | 21,600 | 354. | Sumant Rampal | 5,956 |
| 355. | Faisal Sara | 1,350 | 356. | Jignesh K Ruparelia | 1,350 |
| 357. | Bharat Badhwar | 1,376 | 358. | Niraj Ajit Anjaria | 4,644 |
| 359. | K Senthil Kumar | 2,145 | 360. | Kinish Gajrawala | 4,905 |
| 361. | N S Kishore Kumar | 43,947 | 362. | Chintamani S Kango | 4,000 |
| 363. | Anil Onkarnath Tandon | 4,500 | 364. | Vijay A Modi | 1,900 |
| 365. | Krishnendu Lahiri | 1,404 | 366. | Vijay A Modi | 1,500 |
| 367. | Yogesh Ramlal Trivedi | 2,322 | 368. | Rupen Ashokbhai Dalal | 1,500 |
| 369. | Ashish Anand Dhoka | 864 | 370. | Rupen Ashokbhai Dalal | 1,500 |
| 371. | Pushpa Trivedi | 540 | 372. | Rupen Ashokbhai Dalal | 1,500 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|-------------------------|-------------------------------|
| 373. | Mihir Girishchandra Shah | 864 | 374. | Anupama N Swati | 2,000 |
| 375. | Mihir Girishchandra Shah | 1,500 | 376. | Vasudevan Venkatadri | 13,500 |
| 377. | Prashantsinh Ramsinh Solanki | 2,160 | 378. | Dinkar Phillips | 1,538 |
| 379. | Vivek Shrikant Pandya | 1,506 | 380. | S Shailesh | 3,574 |
| 381. | Prachi Sirohi | 1,080 | 382. | K S Ramachandra Upadhya | 18,000 |
| 383. | Ritesh Chauhan | 7,116 | 384. | R Kesavan | 5,956 |
| 385. | Pearl Cyrus Sabavala | 3,574 | 386. | Ashish Gupta | 3,600 |
| 387. | Rajul Sarkar | 17,180 | 388. | Vivek Gupta | 648 |
| 389. | Ketan Trivedi | 2,092 | 390. | Vikas Kalra | 1,620 |
| 391. | Manmohan Singh | 648 | 392. | Gagan Sardana | 4,500 |
| 393. | Ayush Rohatgi | 2,700 | 394. | Daminder Gandhi | 1,800 |
| 395. | Nirpjit Singh | 1,742 | 396. | Ravinder Tokas | 6,390 |
| 397. | Gaurav Bhatia | 648 | 398. | Puneet Dhawan | 1,013 |
| 399. | Arun Mediratta | 4,500 | 400. | Neeraj Jain | 6,300 |
| 401. | Virat Jashvantkumar Trivedi | 1339 | 402. | Karamjeet Singh | 2,322 |
| 403. | Sanjay Raghuraman | 22,320 | 404. | Sudhir Sehgal | 2,750 |
| 405. | Nitin Nayak | 1,632 | 406. | Dinesh Luthra | 4,926 |
| 407. | Kanathamadam Venkatachalam | 4,681 | 408. | Anand Somiah | 9,000 |
| 409. | Rahul S Dhandapani | 1,632 | 410. | Muskan Singh | 4,926 |
| 411. | A Rajan | 81,622 | 412. | Vikram Shah | 1,500 |
| 413. | C K Venkatesh | 422 | 414. | Dharmesh Gaur | 2,322 |
| 415. | Stanley Arun Kumar | 720 | 416. | L K Dhamija | 3,074 |
| 417. | Kiran B | 4,072 | 418. | Mohammad Haris | 207 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 419. | Rameshkumar C | 5,443 | 420. | Sundeep Bhanshali | 864 |
| 421. | Lakkam Srinivas | 864 | 422. | Sandeep Jhawar | 11,674 |
| 423. | K Manohara Raj | 18,000 | 424. | Soumik Sarkar | 1,742 |
| 425. | J Murthy | 13,500 | 426. | Mohammad Haris | 1,500 |
| 427. | Mohamed Khuram Abu | 7,740 | 428. | Atul Sadashiv Barve | 18,000 |
| 429. | Muthumanickam K R | 3,941 | 430. | Gourab Roy | 5,000 |
| 431. | K Parthasarathy | 3,574 | 432. | Debashis Senapati | 11,453 |
| 433. | R V L Kumar | 1,080 | 434. | Ritesh Sharma | 6,770 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 435. | Samir Jaiswal | 720 | 436. | G D Suresh | 6,372 |
| 437. | Rohit Sarin | 864 | 438. | Hegde Madhusoodan | 29,779 |
| 439. | Arun Dhamija | 538 | 440. | J Raghu Prasad | 1,440 |
| 441. | V Rajesh | 1,296 | 442. | Harish Kumar Kesavan | 1,170 |
| 443. | Sai Akashv | 4,866 | 444. | Shakeel Ahmed | 4,185 |
| 445. | Prakash S | 941 | 446. | Riaz Peerbhai | 1,080 |
| 447. | E A S Sundaramuritiy | 1,440 | 448. | Sandeep Kumar | 4,248 |
| 449. | Siva Shankaran A | 486 | 450. | S Pavan Prasad | 1,296 |
| 451. | S Loganathan | 1,495 | 452. | M R Ananthamurthy | 5,956 |
| 453. | Balachandar K | 648 | 454. | Kalyan Kumar Alamuri | 864 |
| 455. | J Krishnakumar | 1,296 | 456. | Vasant Srivastava | 628 |
| 457. | Rajesh Swaminathan | 1,800 | 458. | N Premanand | 3,500 |
| 459. | Srikanth Siddi | 1,350 | | | |

ANNEXURE A5
LIST OF ALLOTTEES

ESOS 2014 (Plan 8) dated November 29, 2016

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Ajay Sikka | 2. | Gaurav Bhatia |
| 3. | Ajay Thakur | 4. | Girinad K |
| 5. | Ajit Bhaskar Kamble | 6. | Girraj Kishore Parashar |
| 7. | Akash Mehta | 8. | Gohil Alpesh B. |
| 9. | Aluri Murali | 10. | Gopal Khandelwal |
| 11. | Amit Money | 12. | Gowrishankar R. |
| 13. | Amit H. Desai | 14. | Gunasekaran G. |
| 15. | Anupriya Chakravorty | 16. | Gurudatt Bairagi |
| 17. | Arpit Gehlot | 18. | Harish Kumar K. |
| 19. | Arvind Kumar Jha | 20. | Harpal Singh Lukhar |
| 21. | Ashish Dhedhi | 22. | Hitesh K. Parmar |
| 23. | Ashish Gupta | 24. | Inbanathan R. |
| 25. | Ashish Ghatnekar | 26. | Islam Khan |
| 27. | Ashish Kumar Gothwal | 28. | Jai Chawda |
| 29. | Atin Rohatgi | 30. | Jaideep Vijay Sahasrabudde |
| 31. | Atul Gusain | 32. | Jayashree Krishnamoorthy |
| 33. | Balachandar K. | 34. | Jitendra Pal Jadon |
| 35. | Balaji S. | 36. | Kanagaraj S. S. |
| 37. | Bhoori Singh | 38. | Karthik Krishnan V. |
| 39. | Bhupender Singh | 40. | Kinish Gajrawala |
| 41. | Binod Menon | 42. | Kumar R. P. |
| 43. | Deep Jaggi | 44. | Manash Kr. Biswas |
| 45. | Deepak Gupta | 46. | Manish Jaiswal |
| 47. | Deepak Jagalan | 48. | Manish Laddha |
| 49. | Deepak Mathur | 50. | Manish Pathania |
| 51. | Dharmendrasinh R Gohil | 52. | Manoj G Nampoothiry |
| 53. | Dibyendu Deb | 54. | Manoj Kumar T.P. |
| 55. | Dilip Tiwari | 56. | Mayank Gandhi |
| 57. | Gagandeep Singh Bhatia | 58. | Megha Saboo |
| 59. | Gajendra Jain | 60. | Milind Suryajirao Bhosale |
| 61. | Ganesh T.K. | 62. | Mohan Singh Shekhawat |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Mutharya V. J. S. V. Gupta | 64. | Ranjit Shinde |
| 65. | Muthukumar P. | 66. | Renjith V. Kumar |
| 67. | Nanda Kumar S. | 68. | Rimalkumar Sureshbhai Mehta |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|----------------------------|
| 69. | Naveed Ahmed | 70. | Rishiraj Naidu |
| 71. | Nilay Purohit | 72. | Rohit Bhatnagar |
| 73. | Nimit Chaturvedi | 74. | Rupen Dalal |
| 75. | Nitesh Tiwari | 76. | Sabarinadane P. |
| 77. | Pankaj Gaur | 78. | Sachin Bhow |
| 79. | Pankaj Khetan | 80. | Saleem Ibrahim Shaikh |
| 81. | Pankaj B. Singh | 82. | Samir Jaiswal |
| 83. | Pavan Prasad S. | 84. | Sandeep Dubey |
| 85. | Prabakaran P. | 86. | Sanjayan M. G. |
| 87. | Prajith T.S. | 88. | Sanjoy Sur |
| 89. | Prakash Gohel | 90. | Sarabjeet Singh |
| 91. | Prasad Indurkar | 92. | Saraswathy Natarajan Vishu |
| 93. | Prasad K. | 94. | Saravanan R. |
| 95. | Prasanna G. | 96. | Satyendra Lucas |
| 97. | Prashant Chourey | 98. | Saurabh Khator |
| 99. | Raghvendra Singh | 100. | Senthil Kumar S. |
| 101. | Rahul Agarwal | 102. | Shekhar Narayana Poojaray |
| 103. | Rahul Shah | 104. | Shivam Pandiya |
| 105. | Raja Sekhar G. V. | 106. | Shree Kumar S. |
| 107. | Raja Zamseer A. | 108. | Siddharth Thakur |
| 109. | Rajasekar C. | 110. | Smita Madhukara Karkera |
| 111. | Rajat Tewari | 112. | Sridhar Subramanian |
| 113. | Rajeev Saneja | 114. | Srikanth B. |
| 115. | Rajendra Prasad M. | 116. | Subol Kumar Bid |
| 117. | Rajesh K | 118. | Sudipta Mandal |
| 119. | Rajesh V. | 120. | Surinder Singh |
| 121. | Raju D. | 122. | Taru Baheti |
| 123. | Ramesh Kumar B | 124. | Taufiq Pathan |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------|--------|-----------------------|
| 125. | Tejas Jivrajani | 126. | Vikas Ahuja |
| 127. | Thomas Varghese | 128. | Vikas Pachauri |
| 129. | Umesh Kumar M. | 130. | Vinu K. Pillai |
| 131. | Veeresh Nayak | 132. | Viren Mehta |
| 133. | Venkata Swamy | 134. | Vivek Shrikant Pandya |
| 135. | Vibhuti Kumar Kashyap | 136. | Yatin Joshi |

ANNEXURE A6
LIST OF ALLOTTEES

Rights Issue Dated March 23, 2017

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|---------------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 1. | Renuka Parag Patel | 5 | 2. | Yogesh B Pande | 79 |
| 3. | Rajiv Maheshwari | 1 | 4. | Kurus Jimmy Presswalla | 53 |
| 5. | Gurpreet Narang | 317 | 6. | Amruta Ajit Guruji | 100 |
| 7. | Kathula Venkateswara Rao | 4,380 | 8. | Arch Capital Advisors Llp | 30 |
| 9. | Manali Govind Morwekar | 432 | 10. | Radheylal Anantram Patodia | 688 |
| 11. | Ashima Bhat | 15,300 | 12. | R Balasubramanian | 1,079 |
| 13. | Paritosh Kumar Pradhan | 586 | 14. | Kamal Kumar | 32 |
| 15. | Ashish Vaidya | 825 | 16. | Pooja Bubna | 32 |
| 17. | Ansuya C Mehta | 105 | 18. | Kamal Kumar Bubna | 32 |
| 19. | K V Mahesh | 1,020 | 20. | Pratulya Bubna | 32 |
| 21. | Neil P Francisco | 6,800 | 22. | Barkha Anand | 1,182 |
| 23. | T S Ganesh | 642 | 24. | Rishi Goyle | 900 |
| 25. | Kashmira Framji Patel | 1,439 | 26. | Ashish Gupta | 1,360 |
| 27. | Ajay Kumar Prabha Shanker Maroo | 1 | 28. | Nirmal Bansal | 3,204 |
| 29. | Vitthal Kulkarni | 563 | 30. | Sharvil Singhal | 21 |
| 31. | Arvind Kapil | 8,160 | 32. | Mukesh Kumar Garg | 11 |
| 33. | Santhosh M M | 1,700 | 34. | Anil Kumar Singhal | 21 |
| 35. | Faisal Sara | 510 | 36. | Venkatesh Sarvasiddhi | 264 |
| 37. | Omkar Arvind Sathe | 150 | 38. | Sucheta Bihari | 240 |
| 39. | Mahesh Rajaraman | 4,061 | 40. | Sanjeev Sadashiv Joglekar | 159 |
| 41. | Vikas Pandey | 1,260 | 42. | Ravi Shrivastav | 1,282 |
| 43. | Gopalkrishnan Santosh Nair | 3,400 | 44. | K R Muthumanickam | 1,575 |
| 45. | Amit Bharatbhai Jagani | 408 | 46. | Subhodh Devarao Kini | 642 |
| 47. | Bhushan Madhukarrao Fuse | 240 | 48. | Naveen Gupta | 2,048 |
| 49. | Nilmoni Bhakta | 53 | 50. | Srinibas Swain | 563 |
| 51. | Dhiren P Jangla | 50 | 52. | R Johnraj Lamech Chezian | 1,186 |
| 53. | Sunil Mathur | 1,400 | 54. | Anil Nath | 10,200 |
| 55. | Premraj Velayudhan Kalapadan | 1,233 | 56. | Ashok Khanna | 271 |
| 57. | Pallab Mukherji | 1,700 | 58. | Swaminathan S | 1,502 |
| 59. | Deepak R Majithia | 2,040 | 60. | Harish Shetty | 5,733 |
| 61. | Raman Sivarama Anantha | 2,380 | 62. | S R Balasubramanian | 9,572 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|---|-------------------------------|
| 63. | Kaushika Kadakia | 3 | 64. | Avkash Singh | 916 |
| 65. | Rajanish Parmanand Prabhu | 4,590 | 66. | Daljit Singh | 5 |
| 67. | Milind Eknath Bhirud | 21 | 68. | Sarika Trehan | 37 |
| 69. | Shakeel Ahmed | 1,502 | 70. | Amar Alliance Consultants Private Limited | 508 |
| 71. | Suraj Shridhar Menon | 1,058 | 72. | Arun Dhamija | 509 |
| 73. | Alok Noratmal Bardia | 11 | 74. | Mino Biswas | 1,000 |
| 75. | Anuj Ravindra Desai | 600 | 76. | Vaibhav V Samant | 581 |
| 77. | Nilesh Somchandbhai Kotak | 1 | 78. | Abhay Amrite | 2,466 |
| 79. | Aditi Nileshbhai Kotak | 1 | 80. | Pralay Mondal | 35,856 |
| 81. | Damini Nilesh Kotak | 1 | 82. | Zenobia Neville Mehta | 1,799 |
| 83. | Paritosh Nileshkumar Kotak | 1 | 84. | Deep Kumar Jaggi | 1,900 |
| 85. | Nilesh Somchand Kotak | 1 | 86. | Goretti F. Soares | 470 |
| 87. | Kalpesh Labhshankar Joshi | 436 | 88. | Deep Kumar Jaggi | 325 |
| 89. | Deven Kumar Ojha | 32 | 90. | Amit Kumar | 1,020 |
| 91. | Mihir Girishchandra Shah | 837 | 92. | Ravi Kant Panwar | 432 |
| 93. | Mehta Viren Jitendrabhai | 400 | 94. | 3A Financial Services Limited | 300 |
| 95. | Panchal Komal Janmejy | 21 | 96. | Kiran Arvind Naik | 3 |
| 97. | Hemal Haresh Shah | 212 | 98. | Navalkumar Kamalakar Lad | 1,079 |
| 99. | M G Sanjayan | 1,200 | 100. | R Jayakrishna Menon | 1,377 |
| 101. | Vasant Srivastava | 225 | 102. | Ramakrishnan Subramanian | 9,045 |
| 103. | Jayasurya N Hegde | 21 | 104. | Dhaval Ashutosh Oza | 6,000 |
| 105. | Udaya Nayak | 159 | 106. | Gajendra Jain | 320 |
| 107. | Vasudevan Venkatadri | 5,397 | 108. | Rakesh Rameshchandra Pathak | 2,295 |
| 109. | S Vinu | 5,397 | 110. | Dilip K Gandhi | 26 |
| 111. | S Loganathan | 592 | 112. | Nitya Apurva Gandhi | 53 |
| 113. | Gururajan S | 11 | 114. | Dimpal Apurva Gandhi | 26 |
| 115. | Saminathan Suriyanarayanan | 687 | 116. | Apurva Dilip Gandhi | 53 |
| 117. | Vikram M | 16 | 118. | Krishnan Seshadri | 1,482 |
| 119. | Jayaraman S | 21 | 120. | Sharad Bishnoi | 3,743 |
| 121. | Saravanan R A | 11 | 122. | Anuj Mathur | 1,439 |
| 123. | Madhu Mehra | 42 | 124. | Arup Kumar Rakshit | 17,990 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|----------------------|-------------------------------|
| 125. | Amita Vijayraj Parekh | 642 | 126. | M Ramachandran | 8,466 |
| 127. | Vivek Anant Joshi | 6,800 | 128. | Tarun Arora | 2,533 |
| 129. | Ajay Kumar Kapoor | 7,196 | 130. | Ajay Kumar | 1,058 |
| 131. | Bhupinderpal Sadhu Singh | 300 | 132. | Nitin Vaid | 601 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------------|-------------------------------|--------|-----------------------------------|-------------------------------|
| 133. | Mayank Sharma | 5,433 | 134. | Integrated Fincap Private Limited | 863 |
| 135. | Aseem Dhru | 8,160 | 136. | Sujai Raina | 894 |
| 137. | Rohit Sudhir Patwardhan | 23,239 | 138. | Yudhvir Singh Jain | 11 |
| 139. | Ashish Parthasarthy | 238,064 | 140. | Rajesh Kanaiyalal Naik | 255 |
| 141. | Dhiren K Desai | 750 | 142. | Hitesh D Thakker | 53 |
| 143. | Vijay S Kamath | 1,079 | 144. | Meghna Amish Chandarana | 77 |
| 145. | Nitin Chugh | 8,500 | 146. | Dnyandev Shamsundar Sawant | 510 |
| 147. | Amrita Puri | 141,772 | 148. | Yagnesh B Kamdar | 105 |
| 149. | Sanjay Salim Khan | 408 | 150. | Aparajit Chatterjee | 329 |
| 151. | Deepak Kumar Mohanty | 8,126 | 152. | Sandeep G Rathod | 225 |
| 153. | Rajan Pental | 6,800 | 154. | Deepak Maheshwari | 9,758 |
| 155. | Gowrishanker Saigiridhar | 3,400 | 156. | Rajeeb Chatterjee | 1,709 |
| 157. | Prabhakar Mahadeo Bobde | 159 | 158. | Aditi Saha | 11 |
| 159. | Sanjay Dongre | 1,083 | 160. | Pankaj Khetan | 800 |
| 161. | Sanjay Dongre | 13,000 | 162. | Husain Amin Nayani | 42 |
| 163. | Chirag Yogendra Baxi | 2,000 | 164. | Akbar Ahmed Lakhani | 26 |
| 165. | Vidya Lakshmi Rao | 105 | 166. | Aziz Amin Nayani | 32 |
| 167. | Yuvaraj Dayaram Bhamare | 5 | 168. | Tajbanu Husain Nayani | 32 |
| 169. | Upendra Vasant Shrotri | 32 | 170. | Manish Pathania | 600 |
| 171. | Prashantsinh Ramsinh Solanki | 1,716 | 172. | Lalit Narayan Pareek | 750 |
| 173. | Anupama N Swati | 741 | 174. | Lalit Narayan Pareek | 2,990 |
| 175. | N Nandakumar | 510 | 176. | Siddappa Rajashekar | 5 |
| 177. | Vinodkumar B | 932 | 178. | N Usha Rani | 5 |
| 179. | Hari Velloor | 2,628 | 180. | Sanchay Kumar Sinha | 466 |
| 181. | Bharti Dudeja | 581 | 182. | Nitin Nayak K | 586 |
| 183. | Sitanshu Mitra | 6,000 | 184. | Pankaj Bhatia | 1,716 |
| 185. | Anand Somiah | 3,400 | 186. | Amish Harshdrai Dhruv | 2,435 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|------------------------|-------------------------------|--------|----------------------------|-------------------------------|
| 187. | Prakash | 642 | 188. | Ranjan Surajit Lahiri | 510 |
| 189. | George Mathai | 2,049 | 190. | Kalpana Chunilal Gada | 53 |
| 191. | R Pradeep Kumar | 529 | 192. | Anupam Kumar | 510 |
| 193. | B Kajal | 11 | 194. | Shailen D Pai | 741 |
| 195. | Shoban Babu Kavirala | 916 | 196. | Excel Debt Broking Pvt Ltd | 105 |
| 197. | Gunasekaran | 800 | 198. | Chaitali Karan Bavishi | 21 |
| 199. | Rameshkumar C | 1,952 | 200. | Vatsal Jasmin Bavishi | 16 |
| 201. | Jayaraman Krishnakumar | 130 | 202. | Anand Deepak Mankodi | 2,990 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------|-------------------------------|--------|--------------------------|-------------------------------|
| 203. | B Manoj | 427 | 204. | Chandrakant Karani | 53 |
| 205. | Natarajan L N V | 21 | 206. | CN Ram | 10,553 |
| 207. | Ajay Sikka | 800 | 208. | Subrata Roy | 300 |
| 209. | Tara Bai | 21 | 210. | S Sathyaramanan | 8,518 |
| 211. | M R Ananthamurthy | 2,137 | 212. | Umesh Padmakar Thombre | 793 |
| 213. | Paresh Shrivastava | 30 | 214. | Soma Sharma | 1,282 |
| 215. | Dilip Tewari | 300 | 216. | Rajneesh Chawla | 1,439 |
| 217. | Badal Mohanty | 1,020 | 218. | Achari Sarvasiddhi | 53 |
| 219. | Sudipto Banerjee | 1,716 | 220. | Rajesh Kumar Rathanchand | 8,458 |
| 221. | Geeta Gulati | 6 | 222. | Sundaresan M | 6,409 |
| 223. | Prachi Sohil Shah | 11 | 224. | S Sumitra | 53 |
| 225. | Bhavin Chandrakant Zaveri | 21 | 226. | Tarun Aggarwal | 730 |
| 227. | Pankaj Manubhai Patel | 11 | 228. | Achari Sarvasiddhi | 53 |
| 229. | Mahendra Girdharilal | 1 | 230. | Ankita Paresh Sukthankar | 40,000 |
| 231. | Nilesh Pravin Gandhi- HUF | 7 | 232. | Akshay P Sukthankar | 10,553 |
| 233. | Rajinder Kumar Babbar | 1,952 | 234. | Paresh D Sukthankar | 3,704 |
| 235. | Leslie Mascarenhas | 317 | 236. | Ramesh Shyam Mundra | 2,189 |
| 237. | Winifred Bhatia | 7,507 | 238. | Jaikumar R Krishnan | 508 |
| 239. | Nandakumar Palani | 6,162 | 240. | Rahul Agarwal | 846 |
| 241. | Sanjeet Mahajan | 529 | 242. | Saurabh Khator | 1,200 |
| 243. | V Kiran Kumar | 610 | 244. | Lakshmi Sankaran | 1,164 |
| 245. | Sukarm Bali | 7,093 | 246. | R Rajagopalan | 6,905 |
| 247. | Smita Bhagat | 5,556 | 248. | C S Gopinath | 9,759 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------|-------------------------------|--------|---------------------------|-------------------------------|
| 249. | Mayuresh V Apte | 2,380 | 250. | Udhaya Kumar M | 53 |
| 251. | Lavesh Kumar | 4,028 | 252. | Ritu Rana | 327 |
| 253. | Lata P Desai | 5,556 | 254. | Jagdeep Singh Ghai | 5,609 |
| 255. | Deepak Gupta | 635 | 256. | Shyam Sunder Binani | 105 |
| 257. | Vikas Jain | 408 | 258. | Avantika Kansal | 800 |
| 259. | Zameer G Syed | 235 | 260. | R V G Kulkarni | 1,799 |
| 261. | R Padmanabhan | 544 | 262. | Shivam Pandiya | 300 |
| 263. | Munish Mittal | 8,500 | 264. | Ajit Cherian Kuruvilla | 6,800 |
| 265. | Soumik Sarkar | 2,158 | 266. | Zenita Zarksis Ichhaporia | 1,117 |
| 267. | Mukeshkumar S Jain | 11 | 268. | Nitin Chittananda Rao | 317 |
| 269. | Arathi | 5 | 270. | Suresh Vinayak Dongre | 1,282 |
| 271. | Sunanda Rajendra Deo | 259 | 272. | Kiran Shankar Phalak | 32 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|---------------------------|-------------------------------|
| 273. | Bharati Madhukar Gandhgole | 11 | 274. | Nivedita Malvi | 105 |
| 275. | Milind Vishnu Godbole | 53 | 276. | Sunil Chandak | 53 |
| 277. | Amit Sudhir Kulkarni | 26 | 278. | Foram Virag Shah | 42 |
| 279. | Ranjana Sudhir Kulkarni | 26 | 280. | Nima Sudhir Amodwala | 21 |
| 281. | Amol Sudhir Kulkarni | 26 | 282. | Urmi Sudhirkumar Amodwala | 21 |
| 283. | Sudhir Sadashiv Kulkarni | 26 | 284. | Sukesh Arvind Shastri | 300 |
| 285. | Sakharbai Vishal Wavre | 317 | 286. | Manish Tiwari | 3,846 |
| 287. | Parimal Ramaiya | 159 | 288. | Naina Panse | 1,502 |
| 289. | Amul Niranjana Mehta | 1,799 | 290. | Raunaq Jeet Singh Hanspal | 586 |
| 291. | A Murali | 400 | 292. | Ratan Kumar Kesh | 1,562 |
| 293. | Sachin Kirankumar Bhow | 400 | 294. | Madhuri Baheti | 105 |
| 295. | Siddharth Arvind Shah | 14,392 | 296. | Satish S | 1,644 |
| 297. | Kiran B | 2,439 | 298. | Sudhir Moreshwar Joshi | 10,553 |
| 299. | Arun Mediratta | 1,799 | 300. | Anil L Bhavnani | 1,562 |
| 301. | Nrupen Kiran Patel | 2 | 302. | Shantanu S Chakrabarti | 1,172 |
| 303. | Ajay Puri | 1,700 | 304. | Sudhir Moreshwar Joshi | 17,000 |
| 305. | Imran Ali Baig | 1,172 | 306. | Michael Andrade | 2,621 |
| 307. | Resham Mahtani | 1,282 | 308. | Sanjay D Souza | 3,500 |
| 309. | Ganesh Priya | 53 | 310. | Balaji Varma Poosapati | 1,100 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 311. | D Mahendran | 616 | 312. | S Sampath Kumar | 1,058 |
| 313. | Gurudutt Bairagi | 400 | 314. | Amit Kumar | 8,500 |
| 315. | Atul Gusain | 320 | 316. | Shriram V Iyer | 1,020 |
| 317. | S S Kanagaraj | 400 | 318. | Bhavan Natvarlal Somchhatra | 1,007 |
| 319. | Sandeep Dubey | 948 | 320. | Sachin Suresh Raut | 591 |
| 321. | S S Kanagaraj | 1,058 | 322. | Veeresh D Nayak | 400 |
| 323. | S Naveed Ahmed | 400 | 324. | Ramesh Kumar B | 400 |
| 325. | Neeraj Swaroop | 11,168 | 326. | Haren Parekh | 124 |
| 327. | Deep Kumar Jaggi | 4,238 | 328. | Hina H Parekh | 1,746 |
| 329. | Daminder Gandhi | 1,513 | 330. | Navin Puri | 9,572 |
| 331. | Benjamin Frank | 7,201 | 332. | Navin Puri | 25,399 |
| 333. | Karumuri Koteswara Gupta | 1,969 | 334. | Samir Bhatia | 11,168 |
| 335. | Vivek Capoor | 1,020 | 336. | Dhana Balan P | 1,178 |
| 337. | S Shreekumar | 600 | 338. | Deepak Kumar T R | 1,445 |
| 339. | Summit Aggarwal | 916 | 340. | K P Suresh Prabhu | 5,398 |
| 341. | K Senthil Kumar | 769 | 342. | Mr Ashish Parthasarthy | 37,753 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------|-------------------------------|--------|----------------------------|-------------------------------|
| 343. | Ram Sambasivan | 4,466 | 344. | Nirav Vimal Shah | 10,200 |
| 345. | G S V Surya Prasad | 8,500 | 346. | A Sethuraman | 1,709 |
| 347. | Biju R Pillai | 8,192 | 348. | Manoj Sadgurunath Nadkarni | 5,662 |
| 349. | Brahmaiah Chinni | 5,630 | 350. | Parag Rao | 8,500 |
| 351. | Nitin Waman Nadkarni | 2,800 | 352. | Ashok Khanna | 2,000 |
| 353. | Rajesh Ramnivas Jakhotiya | 100 | 354. | Bhaskar C Panda | 7,073 |
| 355. | Mansi Pranav Desai | 542 | 356. | Mulbagal Vijaya Krishna | 2,380 |
| 357. | Pranav Shailesh Desai | 1,769 | 358. | Anil Verghese | 1,861 |
| 359. | Amees Ajay Merchant | 100 | 360. | Nitin Rao | 18,765 |
| 361. | Lopa Ruparel | 1,799 | 362. | Nikhil Dnyaneshwar Shinde | 10 |
| 363. | Ritesh Chauhan | 4,345 | 364. | Bharat Badhwar | 466 |
| 365. | Santosh B Pujari | 1,269 | 366. | Amit Dayal | 8,192 |
| 367. | Stanislaus Fernandes | 625 | 368. | Ashey A Aggarwal | 1,282 |
| 369. | Vishal S Masand | 11 | 370. | Prashant R Mehra | 5,397 |
| 371. | Suresh Prabhakar Kanade | 11 | 372. | Sanjoy Sangram Sur | 800 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|------------------------------|-------------------------------|
| 373. | Arabelle Da Costa Frias | 2,628 | 374. | Rajul Sarkar | 5,323 |
| 375. | Chetan Avantikummar Shah | 1,971 | 376. | Navin Rathi | 529 |
| 377. | Sumant Rampal | 2,019 | 378. | Bhupendra P Shah | 1,746 |
| 379. | Ramesh G | 5,000 | 380. | Pinal K Shah | 3,598 |
| 381. | Ramesh G | 5,000 | 382. | Pearl Cyrus Sabavala | 1,282 |
| 383. | Ayush Rohatgi | 1,020 | 384. | Anal Gajrawala | 1,641 |
| 385. | N Srinivasan | 8,545 | 386. | Amit Harshadbhai Desai | 600 |
| 387. | Nandkishor Laxman Desai | 10,509 | 388. | Vivek Shrikant Pandya | 1,642 |
| 389. | Ambika Sanjeev Baranwal | 21 | 390. | Prakash Shamjibhai Gohel | 400 |
| 391. | Aakash Shashikant Kale | 300 | 392. | Thomson Jose | 4,061 |
| 393. | Sanjay Manohar Belsare | 5,000 | 394. | Maheshkumar Taparia | 586 |
| 395. | Shivayogi B Kubasad | 1,020 | 396. | Mahendra G Shah | 5 |
| 397. | Sanjay Manohar Belsare | 5,000 | 398. | Pratulbhai Bhagwandas Gadani | 5 |
| 399. | Uday Gopal Suvarna | 1,000 | 400. | Prutha Vashrambhai Barad | 3 |
| 401. | Alka R Bajoria | 47 | 402. | Ajay Bhardwaj | 572 |
| 403. | Sachin Dattatray Gholap | 5 | 404. | Rahul S Dhandapani | 554 |
| 405. | Narottam Dharawat | 53 | 406. | Rajiv Sen | 3 |
| 407. | Iyer Venkatram Balan | 6,800 | 408. | Shah Punitaben Nikhilbhai | 3 |
| 409. | Vivek Attavar | 255 | 410. | Krunal Nikhilbhai Shah | 3 |
| 411. | Sandhya Sushil Kotian | 95 | 412. | Dharmendrasinh R Gohil | 600 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------------|-------------------------------|--------|----------------------|-------------------------------|
| 413. | Mukesh Shantisarup Gulati | 1,282 | 414. | Vivek Vijayan | 1,014 |
| 415. | Michael C Joseph | 1,709 | 416. | G D Suresh | 4,136 |
| 417. | Suresh Mukund Pitkar | 2 | 418. | Lakkam Srinivas | 687 |
| 419. | Ganesh Sankaran | 8,841 | 420. | K Manohara Raj | 6,800 |
| 421. | Sayali Rajendra Deo | 42 | 422. | R Suresh | 3,003 |
| 423. | Manali Rajendra Deo | 42 | 424. | Rajendra Prasad M | 600 |
| 425. | Swaraj Rajendra Deo | 42 | 426. | Akbar K S N | 665 |
| 427. | Ravneet Kaur Kohli Harmit Singh | 21 | 428. | J Murthy | 5,397 |
| 429. | Suresh Parsram Budhani | 540 | 430. | Srikanth Siddi | 510 |
| 431. | Priyanka Agrawal | 200 | 432. | Mohamed Khuram Abu | 4,576 |
| 433. | G Varada Rajasekhar | 500 | 434. | Balaji S | 400 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------|-------------------------------|--------|---------------------------|-------------------------------|
| 435. | K Vijaya Kumar | 480 | 436. | Debajeet Das | 4,038 |
| 437. | R Risha | 424 | 438. | Rohit Srivastava | 676 |
| 439. | S Vandana Singhvi | 424 | 440. | Narendra Dixit | 1,845 |
| 441. | D Rishab Singhvi | 424 | 442. | Rajesh Kailashchand Gupta | 561 |
| 443. | D Sunil Kumar | 212 | 444. | Rajesh K Gupta | 500 |
| 445. | D Prakash Devi | 424 | 446. | Abhishek Bhuwalka | 1,936 |
| 447. | L Dharmichand Singhvi | 212 | 448. | Ravi G Maheshwari | 1,320 |
| 449. | R Senthilkumar | 4,000 | 450. | Arpit Gehlot | 800 |
| 451. | Jayanti Shrinivas Murty | 1,000 | 452. | Nitesh Tiwari | 320 |
| 453. | Jai Chawda | 480 | 454. | P Muthukumar | 400 |
| 455. | Sanjeeva Sahgal | 408 | 456. | N Kannan | 605 |
| 457. | Arms Securities Pvt. Ltd. | 762 | 458. | Anil Jaggia | 10,071 |
| 459. | Deepak Mathur | 2,400 | 460. | Sanjiv Bhuyan | 642 |
| 461. | Anant Jain | 529 | 462. | C Rajasekar | 200 |
| 463. | Anant Jain | 2,984 | 464. | Haren Parekh | 20,700 |
| 465. | Phiroz Kerawalla | 642 | 466. | Pallavi V Sahasrabudhe | 1,236 |
| 467. | Phiroz Kerawalla | 1,100 | 468. | Pareek Sharad Dinesh | 2,117 |
| 469. | Atul Kumar | 1,143 | 470. | Deepak Tandon | 1,172 |
| 471. | Shailendra Nagarseth | 8,545 | 472. | Divesh Mishra | 5,397 |
| 473. | Manoj Khandelwal | 1,186 | 474. | Sandeep Jhawar | 4,187 |
| 475. | Dhairya Narendra Shah | 4 | 476. | Dhananjay Tiwari | 3,181 |
| 477. | Mandeep Maitra | 9,572 | 478. | Krishnendu Lahiri | 562 |
| 479. | Sashi Jagdishan | 25,500 | 480. | Anil Onkarnath Tandon | 1,700 |
| 481. | Jagdishan Sashi | 9,045 | 482. | Deepak Narsinh Shinde | 741 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------|-------------------------------|--------|------------------------|-------------------------------|
| 483. | Harish H Engineer | 62,519 | 484. | Madhav Vajjah | 612 |
| 485. | Bhavesh Zaveri | 27,772 | 486. | Amin Sultanali Dayani | 1,172 |
| 487. | A Rajan | 29,277 | 488. | Harpal Singh Lukhar | 600 |
| 489. | Shreyas Bipin Zaveri | 2,826 | 490. | P Karthik | 400 |
| 491. | Mr Ganapathy Subramanian | 22,000 | 492. | H Srikrishnan | 10,553 |
| 493. | G Subramanian | 11,168 | 494. | Aparna Kumar | 846 |
| 495. | Subhash Surendra Mallya | 1,545 | 496. | Anurag Ratanlal Thakur | 250 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-------------------------------|-------------------------------|--------|---------------------------------|-------------------------------|
| 497. | Rajeev Sengupta | 5,397 | 498. | Srinivasan Karthik | 5,000 |
| 499. | Harish Venugopal | 3,000 | 500. | Kavita Joshi | 413 |
| 501. | Mrinal Sinha | 7,078 | 502. | Paresh Vrajlal Soni | 636 |
| 503. | Kedar Vasant Deshpande | 204 | 504. | Vinod Yennemedi | 20,690 |
| 505. | Ramesh G | 5,000 | 506. | Vinod G Yennemadi | 42,808 |
| 507. | Anita Pareek | 4,807 | 508. | Kalpana Prakash Pandey | 4,273 |
| 509. | Ramnath V Raikar | 4,097 | 510. | Bharat Dhirajlal Shah | 23,615 |
| 511. | Nimish G Telang | 1,282 | 512. | Bharat Dhirajlal Shah | 11,327 |
| 513. | Karthik Srinivasan | 53 | 514. | Rahul Narain Bhagat | 23,800 |
| 515. | Neville Mehli Poncha | 8,197 | 516. | Vinod G Yennemadi | 21,983 |
| 517. | Birendra Sahu | 14,130 | 518. | Kaizad Bharucha | 9,572 |
| 519. | Sonal Hemant Shah | 11 | 520. | Kaizad Maneck Bharucha | 31,702 |
| 521. | Anil Shripad Hospattankar | 1,100 | 522. | Abhay Aima | 43,551 |
| 523. | Chitra H Pandeya | 5,305 | 524. | Roopa Natarajan | 680 |
| 525. | Girish Patnaik | 432 | 526. | Rajani Baheti | 1,000 |
| 527. | Eknath U Kalyanpur | 32 | 528. | Shailesh Upadhyay | 473 |
| 529. | Ritesh Kumar Jain | 84 | 530. | Amar Manohar Pandit | 32 |
| 531. | Rukmani Venkatesh | 493 | 532. | Sadhana Mahendra Gadia | 1 |
| 533. | Bindumadhav Prabhakar Tikekar | 7,727 | 534. | Mahendra Rajmal Gadia | 1 |
| 535. | Jitendra B Agarwal | 53 | 536. | Preeti Abhishek Gadia | 1 |
| 537. | Megha Bhatia | 5,722 | 538. | Abhishek Mahendra Gadia | 1 |
| 539. | Jeffson Rodrigues | 572 | 540. | Amit Gupta | 150 |
| 541. | Ashish Anand Dhoka | 727 | 542. | Venu Gopalan R | 1,615 |
| 543. | Pushpa Trivedi | 216 | 544. | Shekhar Kumar Mishra | 1,377 |
| 545. | Trivedi Yogesh Ramlal | 260 | 546. | Manoj Gopalkrishnan Nampoothiry | 9,440 |
| 547. | Renjith V Kumar | 2,000 | 548. | Vikas Kalra | 172 |
| 549. | Satyajit Karmakar | 1,709 | 550. | Shalini Kalra | 600 |
| 551. | Vaman Ramesh Kamat | 600 | 552. | Sarabjeet Singh | 13,451 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------|-------------------------------|--------|------------------------|-------------------------------|
| 553. | Srinivasan Karthik | 5,000 | 554. | Chittajeet Chakravarty | 150 |
| 555. | Srinivasan Karthik | 5,000 | 556. | Sumit Yagnick | 451 |
| 557. | Esha Rai | 256 | 558. | Rajeev Kumar | 317 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--------------------------------|-------------------------------|--------|---|-------------------------------|
| 559. | Nisheet Sahay | 1,058 | 560. | K S Ramachandra Upadhya | 6,800 |
| 561. | R. Gandhi | 8,545 | 562. | R V L Kumar | 432 |
| 563. | Rajesh B Wagh | 606 | 564. | E A S Sundaramurthy | 1,211 |
| 565. | Anand Sankararaman | 2,300 | 566. | Sai Akashv | 3,650 |
| 567. | Rajesh Bhavsar | 510 | 568. | Jayashree Krishnamoorthy | 846 |
| 569. | Rajesh B Chavan | 1,878 | 570. | Rajender Sehgal | 19,227 |
| 571. | HDFC Bank Limited | 192,207 | 572. | Megha Saboo | 480 |
| 573. | HDFC Bank Ltd | 68,218,588 | 574. | Gagan Sardana | 1,799 |
| 575. | Shailesh V Bodhe | 1,282 | 576. | Dinesh Luthra | 1,861 |
| 577. | Manish Kumar Laddha | 800 | 578. | Neeraj Jain | 1,380 |
| 579. | A Malleshwar Rao | 11 | 580. | Muskan Singh | 1,861 |
| 581. | Chinmay Virendra Singaporewala | 600 | 582. | Atin Rohatgi | 400 |
| 583. | Chintamani S Kango | 1,482 | 584. | Dibyendu Deb | 800 |
| 585. | Girraj Kishore Parashar | 424 | 586. | Rajat Tewari | 1,600 |
| 587. | Dhedhi Ashish Madhubhai | 424 | 588. | Hegde Madhusoodan | 10,681 |
| 589. | Ketan Trivedi | 751 | 590. | J V Rama Gopal | 100 |
| 591. | Praveen Murthy | 562 | 592. | J Raghu Prasad | 1,144 |
| 593. | Vipindas M D | 500 | 594. | Vankadaru Jaisai Venkata Mutharya Gupta | 320 |
| 595. | Usha Nagarajan | 1,282 | 596. | Saibal Kumar Dutt | 1 |
| 597. | Othara Punnoose Oonnittan | 1,230 | 598. | Altius Investech Private Limited | 286 |
| 599. | Reman K C | 600 | 600. | Sanjiv Chopra | 510 |
| 601. | Vivek Kunnumal | 6,984 | 602. | K M Viswanathan | 426 |
| 603. | Sankaran Nandakumar | 1,200 | 604. | Ian Gerard De Souza | 1,020 |
| 605. | Harish Kumar Kesavan | 2,563 | 606. | Anuj Bindal | 80 |
| 607. | S Shailessh | 1,282 | 608. | Vinod Dadlani | 11 |
| 609. | Dinkar Phillips | 615 | 610. | Umesh Pawan Choudhary | 105 |
| 611. | Shirley Thomas | 1,020 | 612. | Dharmesh Gaur | 929 |
| 613. | Jagannathan Narasimhan | 21 | 614. | Taufiq Fayaz Pathan | 400 |
| 615. | Harsh Dugar | 3,500 | 616. | Vikas Ahuja | 550 |
| 617. | P T Mythili Jagannathan | 11 | 618. | Thomas Varghese | 1,441 |
| 619. | K Chandrasekhar | 2,054 | 620. | Arvind Kumar Jha | 600 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|--|-------------------------------|--------|-----------------------------|-------------------------------|
| 621. | Purshottam Harwani | 21 | 622. | K S Nerurkar | 1,600 |
| 623. | N Ramachandran | 1,655 | 624. | Venkata Swamy | 13,077 |
| 625. | Vishu Saraswathy Natarajan | 800 | 626. | Ajit Bhaskar Kamble | 1,619 |
| 627. | Swapnil S Ghag | 317 | 628. | Ashish Vishwanath Ghatnekar | 12,606 |
| 629. | N S Kishore Kumar | 15,762 | 630. | Ashish Vishwanath Ghatnekar | 1,945 |
| 631. | Palkash Jayantilal Shamji Shah | 529 | 632. | Hina Parekh | 70 |
| 633. | Sanjay Maurice Nazareth | 635 | 634. | Ramesh G | 6,000 |
| 635. | Prashant Chourey | 600 | 636. | Keshav Sharad Harlalka | 1 |
| 637. | Prajith T S | 300 | 638. | Chakrapani Venkatachari | 17,990 |
| 639. | Purushotham Reddy | 3,841 | 640. | Mandeep Singh Grewal | 662 |
| 641. | Rajkumar Shah | 3,933 | 642. | Ashok Jiwatram Harchandani | 604 |
| 643. | Rajeev Saneja | 635 | 644. | Bhagyesh Thakar | 212 |
| 645. | Amit Sharma | 4,332 | 646. | Augustine S Quadros | 6,193 |
| 647. | Saloni Jesal Shah | 11 | 648. | Vijay P Sawardekar | 105 |
| 649. | Anahaita Shah | 11 | 650. | Charmayne Pereira | 625 |
| 651. | Nalin Shah | 11 | 652. | Vivek Dabhadkar | 730 |
| 653. | Jesal Shah | 11 | 654. | Ashish Nayar | 432 |
| 655. | Hasmukh Chhogalal Shah | 11 | 656. | Kharanshu Samir Parikh | 800 |
| 657. | Sarita Hasumukh Shah | 11 | 658. | Kharanshu Samir Parikh | 1,500 |
| 659. | Kunal Hasumukh Shah | 11 | 660. | Kharanshu Samir Parikh | 1,400 |
| 661. | Pratik Hasumukh Shah | 11 | 662. | Kharanshu Samir Parikh | 300 |
| 663. | Pratik Hasumukh Shah | 11 | 664. | Kharanshu Samir Parikh | 1,500 |
| 665. | NVS Corporate Consultancy Services Pvt L | 11 | 666. | Jaikumar Menghani | 1,700 |
| 667. | Srinivasan Sundaram | 1,700 | 668. | Sandipta Mandal | 400 |
| 669. | G V Gopalakrishnan | 9,572 | 670. | Sudipta Mandal | 400 |
| 671. | Madhuri Desai | 2,710 | 672. | Shalini Chhabra | 2,380 |
| 673. | Manoj G Nampoothiry | 1,007 | 674. | Jimmy M Tata | 30,722 |
| 675. | Jay N Sonawala | 1,700 | 676. | Sanjay Raghuraman | 8,923 |
| 677. | Shailesh Balwant Sukhthankar | 7,807 | 678. | Rahul R Vaidya | 413 |
| 679. | Prem Chand | 5,100 | 680. | Anil Kumar Goel | 30 |
| 681. | P V Ananthkrishnan | 9,045 | 682. | Gowrishankar R | 320 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------------|-------------------------------|--------|----------------------|-------------------------------|
| 683. | Pankaj Kamlakar Jawanjali | 400 | 684. | Rajiv Bhargava | 291 |
| 685. | Prasad Shrinivas Indurkar | 600 | 686. | Jitendra Pal Jadon | 320 |
| 687. | B Rishiraj Keshavrao Naidu | 800 | 688. | Taru Baheti | 400 |
| 689. | Rahul Suresh Shah | 400 | 690. | Virpal Singh Rathore | 585 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-----------------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 691. | Sunil Shantaram Dhamane | 105 | 692. | Nitant Verma | 687 |
| 693. | Anand Dusane | 5,397 | 694. | Vineet Sharma | 800 |
| 695. | Mathew Abraham | 4,258 | 696. | Mohan Singh | 2,016 |
| 697. | Hemant Dinkar Apte | 167 | 698. | Rajat Sharma | 800 |
| 699. | Rahul Mone | 1,641 | 700. | Nitin Mohan Mathur | 687 |
| 701. | Jaideep Vijay Sahasrabuddhe | 800 | 702. | Vibhuti Kashyap | 200 |
| 703. | Satyendra Lucas | 600 | 704. | Pankaj Gour | 480 |
| 705. | Manoj C Mistry | 510 | 706. | Nihar L Doshi HUF | 32 |
| 707. | Gagandeep Singh Bhatia | 600 | 708. | Sanchita Doshi | 11 |
| 709. | Rimalkumar Sureshbhai Mehta | 400 | 710. | Priyanka Kiran Jadhav | 10 |
| 711. | Hiteshkumar Kantilal Parmar | 264 | 712. | Tajbanu Husain Nayani | 30 |
| 713. | Prakash Menon | 5,822 | 714. | Balachandar Kandasamy | 465 |
| 715. | Prakash S | 895 | 716. | Akash Bhailalbhai Mehta | 1,905 |
| 717. | Girinad Kanagaraj | 480 | 718. | Alpeshbhai B Gohil | 424 |
| 719. | Sudha Ramkumar | 11 | 720. | Virat Jashvantkumar Trivedi | 988 |
| 721. | Vikram Shah | 571 | 722. | Mayank D Gandhi | 424 |
| 723. | Sandeep Singh Kohli | 150 | 724. | Prasad K | 400 |
| 725. | Tavleen | 600 | 726. | Ramakrishna Poosarla | 53 |
| 727. | Deepak Bhan | 800 | 728. | Rama Krishna Poosarla | 53 |
| 729. | Vivek Gupta | 68 | 730. | Sobha Poosarla | 53 |
| 731. | Neeraj Kumar | 480 | 732. | Garima Goyal | 2 |
| 733. | Shunali Gupta | 105 | 734. | Santosh Rani | 2 |
| 735. | Sumit Dass | 53 | 736. | Kiran Goyal | 2 |
| 737. | Subol Kumar Bid | 400 | 738. | Preeti Goel | 2 |
| 739. | Ravinder Tokas | 3,464 | 740. | Anil Goel | 2 |
| 741. | L K Dhamija | 1,200 | 742. | Muskan | 2 |
| 743. | Amit Chand Patra | 383 | 744. | Shammi Goel | 2 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|----------------------|-------------------------------|--------|-----------------------------|-------------------------------|
| 745. | Anil Kumar Goel | 36 | 746. | Smita Madhukara Karkera | 750 |
| 747. | Sandeep Bakshi | 600 | 748. | Shradha Biyani | 800 |
| 749. | Gaurav Mahajan | 381 | 750. | Shivkumar Navalkishore Daga | 1,058 |
| 751. | Rohit Sarin | 687 | 752. | Kavita Daga | 529 |
| 753. | Ajay Kumar Thakur | 1,600 | 754. | Yatin Shashikant Joshi | 582 |
| 755. | Sanjiv Tandon | 426 | 756. | Mehta Manan | 424 |
| 757. | Manu Khanna | 2,000 | 758. | Stanley Arun Kumar | 272 |
| 759. | Manmohan Singh | 245 | 760. | S Sridhar | 800 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|-----------------------|-------------------------------|--------|------------------------------------|-------------------------------|
| 761. | Rohit Duggal | 31 | 762. | Binod Menon | 800 |
| 763. | Harvinder Singh | 300 | 764. | Dahyabhai Manilal Shah | 2 |
| 765. | Sukh Prakash | 424 | 766. | Nirmalaben Dahyabhai Shah | 2 |
| 767. | Ritesh Sharma | 6,447 | 768. | Monikaben Nitinbhai Shah | 2 |
| 769. | Sandeep Sisodia | 1 | 770. | R Kesavan | 2,137 |
| 771. | Krishna Kumar Patwari | 53 | 772. | P Usha | 1,058 |
| 773. | Kamlesh Joshi | 74 | 774. | K Parthasarathy | 224 |
| 775. | Deepa Pahwa | 162 | 776. | Manojkumar T P | 830 |
| 777. | Deepa Pahwa | 69 | 778. | R Saravanan | 500 |
| 779. | Hitesh Pahwa | 28 | 780. | Natrajan Mahadevan | 600 |
| 781. | Krishna Patwari | 105 | 782. | Ganesan Prabhakaran | 150 |
| 783. | Akash Bhaya | 2,100 | 784. | Pradeesh P | 600 |
| 785. | Vishwas Kshirsagar | 21 | 786. | R Bharanidharan | 105 |
| 787. | Ashish Kumar Gothwal | 424 | 788. | K Jayakumar | 424 |
| 789. | Sandeep Kumar | 1,605 | 790. | N Gopalakrishnan | 1,400 |
| 791. | Subramanian E S | 16 | 792. | Senthil Kumar S | 480 |
| 793. | Velmurugan K | 53 | 794. | N Premanand | 1,274 |
| 795. | Elangovan G | 32 | 796. | S Saravana Kumar | 1,878 |
| 797. | V Rajesh | 1,030 | 798. | Kanathamadam Venkatachalam Pradeep | 1,872 |
| 799. | R P Kumar | 320 | 800. | Debashis Senapati | 4,108 |
| 801. | Rajesh Gupta | 850 | 802. | Saleem Ibrahim Shaikh | 400 |
| 803. | Raghvendra Singh | 300 | 804. | Jitesh Vasant Bilwanikar | 600 |
| 805. | Sanjeev Kumar | 3,939 | 806. | Subhankar Biswas | 750 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|--------|---------------------------|-------------------------------|--------|----------------------|-------------------------------|
| 807. | Amitabha Kar | 240 | 808. | Vinay Bagri | 1 |
| 809. | Mohammad Haris | 1,846 | 810. | Vinay Bagri | 1 |
| 811. | Mool Chand Choradia | 1 | 812. | Seema Pugalia | 1 |
| 813. | Yatiraj Karwa | 2 | 814. | Indra Kumar Bagri | 1 |
| 815. | Lalit Nagpal | 1,340 | 816. | Indra Kumar Bagri | 1 |
| 817. | Lalit Nagpal | 1,350 | 818. | Indra Kumar Bagri | 1 |
| 819. | Ankit Mittal | 1,540 | 820. | Indra Kumar Bagri | 1 |
| 821. | Ankit Mittal | 3,363 | 822. | Indra Kumar Bagri | 1 |
| 823. | Ankit Mittal | 1,850 | 824. | Indra Kumar Bagri | 83 |
| 825. | Ankit Mittal | 450 | 826. | Deeprekha Bagri | 1 |
| 827. | Deepak Kumar | 1,908 | 828. | Deeprekha Bagri | 1 |
| 829. | Milind Suryajirao Bhosale | 600 | 830. | Deeprekha Bagri | 1 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 831. | Anand Kumar | 1,400 | 832. | Sushila Bagri | 1 |
| 833. | Jignesh H Kothari | 1,000 | 834. | Sushila Bagri | 1 |
| 835. | Tejas Kishorbhai Jivrajani | 400 | 836. | Sushila Bagri | 1 |
| 837. | Riaz Peerbhai | 432 | 838. | Sushila Bagri | 1 |
| 839. | Niraj Ajit Anjaria | 2,205 | 840. | Atul Sadashiv Barve | 6,800 |
| 841. | Devang Manhar Upadhyay | 105 | 842. | Manash Kumar Biswas | 800 |
| 843. | Jignesh K Ruparelia | 510 | 844. | Gourab Roy | 1,905 |
| 845. | Mehul Rameshchandra Bavishi | 974 | 846. | Iqbal Singh | 1,799 |
| 847. | Gandhi Hardik Bipinchandra | 846 | 848. | Vineet Arora | 348 |
| 849. | Manan M Patel | 750 | 850. | Govind Pandey | 5,292 |
| 851. | Umesh Kumar Devadiga | 424 | 852. | K Ganesh | 600 |
| 853. | Panakkal John Jacob | 1,620 | 854. | Vikas Wahal | 1,801 |
| 855. | S S Jayasankar | 1,000 | 856. | Neville Louis Cardozo | 11 |
| 857. | Shree Kumar Mundhra | 11 | 858. | Vijay Kumar Pahwa | 11 |
| 859. | Ramesh Kumar Nemani | 11 | 860. | Ashish Gupta | 400 |
| 861. | Arun Kumar Jain | 11 | 862. | Satyen Modi | 1,360 |
| 863. | Sudarshan Mall | 53 | 864. | Naresh Kumar | 4 |
| 865. | Vinay Bagri | 1 | 866. | Kapil Khosla | 846 |
| 867. | Vinay Bagri | 1 | 868. | Satish Nagpal | 264 |

| Sr. No | Name of the allottee | No. of Equity Shares allotted | Sr. No | Name of the allottee | No. of Equity Shares allotted |
|---------------|-----------------------------|--------------------------------------|---------------|-----------------------------|--------------------------------------|
| 869. | Sachin Chawla | 400 | 870. | Nirpjit Singh | 1,058 |
| 871. | Jogesh Kumar Goyal | 800 | 872. | Deepak Kumar | 338 |
| 873. | Navneet Kumar | 300 | 874. | S Pavan Prasad | 1,330 |
| 875. | Mukesh Gupta | 11 | 876. | Raja Zamseer A | 1,400 |
| 877. | Atul Batra | 600 | 878. | Prasanna G | 400 |
| 879. | Gaurav Bhatia | 925 | 880. | Gaurav Bhatia | 445 |
| 881. | Shakti Kapoor | 81 | 882. | Viney Vaid | 100 |
| 883. | Sanjeev Bhatti | 53 | 884. | Shammi Goel | 2 |

ANNEXURE A7
LIST OF ALLOTTEES

ESOS 2014 (Plan 8) dated September 28, 2017

| Sr. No | Name of the allottee | Sr. No. | Name of the allottee |
|--------|----------------------|---------|----------------------|
| 1. | Akbar K.S. N. | 2. | Manikandan S. |
| 3. | Akshat Sharma | 4. | Manish Beri |
| 5. | Amit Kaushik | 6. | Manish Jaiswal |
| 7. | Angad Bhari | 8. | Manoj Kumar T.P. |
| 9. | Anupriya Chakravorty | 10. | Megha Bhatia |
| 11. | Arijit Sil | 12. | Muthu Kumaran R. |
| 13. | Arnab Das | 14. | Nagendra Prasad |
| 15. | Arun Kumar S. | 16. | Neeraj Singh Nehra |
| 17. | Ashish Ghatnekar | 18. | Nimit Chaturvedi |
| 19. | Ashok Chaudhary | 20. | Nitin Pawar |
| 21. | Ashpak Lliyas Pathan | 22. | Pausali Dutta |
| 23. | Balachandar K. | 24. | Prakash S. |
| 25. | Bharanidharan R. | 26. | Purushotham Reddy B |
| 27. | Deep Jaggi | 28. | Raghvendra Singh |
| 29. | Devesh Pandey | 30. | Raja Sekhar G.V. |
| 31. | Dilip Tiwari | 32. | Rajbir Singh |
| 33. | Ganapathy Ram | 34. | Rajesh K |
| 35. | Gaurav Sharma | 36. | Rajesh V. |
| 37. | Harish Venugopal | 38. | Rakesh Kushwaha |
| 39. | Hemant Yadav | 40. | Ram Chandra Singh |
| 41. | Hitesh K. Parmar | 42. | Reman K C |
| 43. | Jeykumar P | 44. | Ritesh Chauhan |
| 45. | Jitender Kumar | 46. | Sabarinadane P. |
| 47. | Karamjeet Singh | 48. | Sai Prasad S. |
| 49. | Kasthuri Rengan L. | 50. | Samir Jaiswal |
| 51. | Khuram Mohamed Abu | 52. | Sandeep Trivedi |
| 53. | Kinish Gajrawala | 54. | Sanjeev Jassal |
| 55. | Krishnakumar J. | 56. | Sanku Sarkar |
| 57. | Kumaresan C. | 58. | Saravanan R. |
| 59. | Mahesha D. K. | 60. | Senthil Babu C. |
| 61. | Manan M. Patel | 62. | Shivam Pandiya |

| | | | |
|-----|---------------------------|-----|-----------------|
| 63. | Smita Madhukara Karkera | 64. | Vijaya Kumar K. |
| 65. | Sorav Bahety | 66. | Vikas Pachauri |
| 67. | Sreejith Pandaraparambath | 68. | Vipul Khullar |
| 69. | Srikanth B. | 70. | Vivek Dabhadkar |

| | | | |
|-----|-----------------------|-----|---------------------------|
| 71. | Subrata Roy | 72. | Yashvardhan Singh Rathore |
| 73. | Venkata Swamy | 74. | Yogesh Nakhawa |
| 75. | Vibhuti Kumar Kashyap | 76. | Zaheer Abbas R.H. |

ANNEXURE A8
LIST OF ALLOTTEES

ESOS 2014 (Plan 8) dated December 5, 2017

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Meghta Bhatia | 2. | Milind Suryajirao Bhosale |
| 3. | Sathya Ramanan | 4. | Surinder Singh |
| 5. | Sarabjeet Singh | 6. | Anupriya Chakravorty |
| 7. | Ritesh Chauhan | 8. | Vijaya Kumar K |
| 9. | Sandeep Dubey | 10. | Sachin Bhow |
| 11. | Smita Madhukara | 12. | Ashpak Iliyas Pathan |
| 13. | Khuram Mohamed Abu | 14. | Renjith V Kumar |
| 15. | Girinad K | 16. | Naveed Ahmed |
| 17. | Ashish Ghatnekar | 18. | Rupen Dalal |
| 19. | Manoj G Nampoothiry | 20. | Siddharth Thakur |
| 21. | Vipul Khullar | 22. | Deepak Gupta |
| 23. | Pausall Dutta | 24. | Rajesh K |
| 25. | Akbar K. S. N. | 26. | Rishiraj Naidu |
| 27. | Jayakumar K. | 28. | Gaurav Sharma |
| 29. | Manoj Kumar T.P. | 30. | Aluri Murali |
| 31. | Purshotham Reddy B | 32. | Vivek Shrikant Pandya |
| 33. | Venkata Swamy | 34. | Islam Khan |
| 35. | Jitender Kumar | 36. | Taufiq Pathan |
| 37. | Vikas Pachauri | 38. | Deep Jaggi |
| 39. | Rajesh V. | 40. | Gaurav Bhatia |
| 41. | Sai Prasad S. | 42. | Reman K C |
| 43. | Manan M. Patel | 44. | Mohan Singh Shekhawat |
| 45. | Prakash S. | 46. | Mayank Gandhi |
| 47. | Pavan Prasad S | 48. | Deepak Jaglan |
| 49. | Gohil Alpesh B. | 50. | Ramesh Kumar B |
| 51. | Rajasekar C. | 52. | Jeykumar P |
| 53. | Devesh Pandey | 54. | Harish Venugopal |
| 55. | Kanagaraj S. S. | 56. | Akash Mehta |
| 57. | Vivek Dabhadkar | 58. | Tejas Jivrajani |
| 59. | Ajit Bhaskar Kamble | 60. | Pankaj Gaur |
| 61. | Rajat Sharma | 62. | Arvind Kumar Jha |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Prasanna G | 64. | Arun Kumar S |
| 65. | Nilay Purohit | 66. | Rimalkumar Sureshbhai Mehta |
| 67. | Prakash Gohel | 68. | Rahul Shah |
| 69. | Manish Beri | 70. | Gagandeep Singh Bhatia |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|----------------------|
| 71. | Vibhuti Kumar Kashyap | 72. | Gunasekaran G. |
| 73. | Manikandan S | 74. | Mahesha D. K. |
| 75. | Nitin Pawar | 76. | Prajith T. S. |
| 77. | Nimit Chaturvedi | 78. | Taru Baheti |
| 79. | Saravanan R. | 80. | Manish Laddha |
| 81. | Darpreet Singh | 82. | Zaheer Abbas R.H |
| 83. | Sachin Chawla | 84. | Mahadevan N |
| 85. | Rajdeep Singh Jadoun | 86. | Kumaresan C |
| 87. | Sandeep Trivedi | 88. | Amit Kaushik |
| 89. | Senthil Kumar S. | 90. | Megha Saboo |
| 91. | Bharanidharan R. | 92. | Yogesh Nakhawa |
| 93. | Jai Chawda | 94. | Deepak Bhan |
| 95. | Kasthuri Rengan L. | 96. | Ajay Sikka |
| 97. | Ashish Gupta | 98. | Yatin Joshi |
| 99. | Angad Bhari | 100. | Pankaj Jawanjal |
| 101. | Balaji S. | 102. | Ganapathy Ram |
| 103. | Dharmendrasinh R Gohil | 104. | Arpit Gehlot |
| 105. | Bhoori Singh | 106. | Jogesh Kumar Goyal |
| 107. | Prabakaran P | 108. | Gopal Khandelwal |
| 109. | Sanjoy Sur | 110. | Viren Mehta |
| 111. | Raju D | 112. | Balachandar K |
| 113. | Muthukumar P | 114. | Arnab Das |
| 115. | Muthu Kumaran R | 116. | Ranjit Shinde |
| 117. | Rohit Bhatnagar | 118. | Harpal Singh Lukhar |
| 119. | Saleem Ibrahim Shaikh | 120. | Amit H. Desai |
| 121. | Atin Rohatgi | 122. | Shivam Pandiya |
| 123. | Rajbir Singh | 124. | Mohammad Haris |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|---------------------------|
| 125. | Vinu K. Pillai | 126. | Nagendra Prasad |
| 127. | Sanjeev Jassal | 128. | Sudipta Mandal |
| 129. | Sorav Bahety | 130. | Girraj Kishore Parashar |
| 131. | Prashant Giryalkar | 132. | Subrata Roy |
| 133. | Saraswathy Natarajan Vishu | 134. | Kapil Khosla |
| 135. | Krishnakumar J. | 136. | Nanda Kumar S |
| 137. | Raja Sekhar G. V. | 138. | Prashant Chourey |
| 139. | Prasad K. | 140. | Neeraj Singh Nehra |
| 141. | Dilip Tiwari | 142. | Atul Gusain |
| 143. | Harish Kumar | 144. | Manash Kr. Biswas |
| 145. | Rajendra Prasad M. | 146. | Jayashree Krishnamoorthy |
| 147. | Sabarinadane P. | 148. | Shekhar Narayana Poojaray |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------------|--------|----------------------------|
| 149. | Bhupender Singh | 150. | Shree Kumar S. |
| 151. | Ajay Thakur | 152. | Manan Mahendrabhai Mehta |
| 153. | Ram Chandra Singh | 154. | Kumar R. P. |
| 155. | Hitesh K. Parmar | 156. | Prasad Indurkar |
| 157. | Inbanathan R | 158. | Deepak Mathur |
| 159. | Jaideep Vijay Sahasrabuddhe | 160. | Subol Kumar Bid |
| 161. | Rajeev Saneja | 162. | Ganesh T. K. |
| 163. | Thomas Varghese | 164. | Arijit Sil |
| 165. | Gurudatt Bairagi | 166. | Prashant Rathore |
| 167. | Rakesh Kushwaha | 168. | Gowrishankar R |
| 169. | Gajendra Jain | 170. | Jitendra Pal Jadon |
| 171. | Sudhin M. | 172. | Umesh Kumar M. |
| 173. | Nitesh Tiwari | 174. | Saurabh Khator |
| 175. | Satyendra Lucas | 176. | Mutharya V. J. S. V. Gupta |
| 177. | Manish Jaiswal | 178. | Sreejith Pandaraparambath |
| 179. | Srikanth B. | 180. | Ashish Kumar Gothwal |
| 181. | Raghvendra Singh | 182. | Vikas Ahuja |
| 183. | Ashish Dhedhi | 184. | Yashvardhan Singh Rathore |
| 185. | Dibyendu Deb | 186. | Akshat Sharma |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|----------------------|
| 187. | Ajesh Chandran | 188. | Samir Jaiswal |
| 189. | Senthil Babu C. | 190. | Sanku Sarkar |
| 191. | Ashok Chaudhary | 192. | Binod Menon |
| 193. | Deepak Malhotra | | |

ANNEXURE A9
LIST OF ALLOTTEES

ESOS 2014 (Plan 9) dated December 5, 2017

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Haren D Parekh | 2. | Vineet Sharma |
| 3. | Rohit S Patwardhan | 4. | Vivek Kunnumal |
| 5. | Shirley Thomas | 6. | Prachi Ravi Sirohi |
| 7. | Mayank Sharma | 8. | Sundeep P Bhanshali |
| 9. | Madhav Vajjah | 10. | Mrinal Sinha |
| 11. | Ashish Dhoka | 12. | Avkash Singh |
| 13. | Ritesh Sharma | 14. | Mehul Bavishi |
| 15. | Soumik Sarkar | 16. | Vijay Modi |
| 17. | Tavleen Chaudhry | 18. | Shoban Babu K. |
| 19. | Dhaval Oza | 20. | Ravi Govinddas Maheshwari |
| 21. | Anurag Thakur | 22. | Pradeesh P. |
| 23. | Sucheta Bihari | 24. | Vivek Gupta |
| 25. | Suresh G. D. | 26. | Shiv Sachdeva |
| 27. | Sai Akash V. | 28. | Mahesh Anand |
| 29. | Ravinder Tokas | 30. | Daminder Gandhi |
| 31. | Sharad Pareek | 32. | Raghu Prasad J |
| 33. | Ashish Mehta | 34. | Kirankumar V |
| 35. | Manoj B. | 36. | Vijayabaskar N |
| 37. | Rupa Sharma | 38. | Sundaramuritiy EAS |
| 39. | Rajkumar Shah | 40. | Pallavi Sahasrabudhe |
| 41. | Vipin Das | 42. | Pankaj Bhatia |
| 43. | Esha Rai | 44. | Ravikumar R |
| 45. | Ramesh Mundhra | 46. | Nitant Verma |
| 47. | Sanjay E Gautam | 48. | Anuj Khurana |
| 49. | Mahendran D. | 50. | Ajay Bhardwaj |
| 51. | Lalit Nagpal | 52. | Kailash Soni |
| 53. | Dhalwant Singh Rathore | 54. | Rohit Sarin |
| 55. | Amitabha Kar | 56. | Jitesh Vasantao Bilwanikar |
| 57. | Amish Dhruv | 58. | Neeraj Kumar |
| 59. | Niraj Anjaria | 60. | Mohana Sundaram S. |
| 61. | Akash Bhaya | 62. | Richa Sehgal |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Prawin Tiwari | 64. | Krithika Arun |
| 65. | Nitin Mohan Mathur | 66. | Raghavendra Perugu |
| 67. | Prashant Ramsinh Solanki | 68. | Selvakumaran K. |
| 69. | Kapil Kansal | 70. | Ankit Khanna |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|------------------------|
| 71. | Ragavendran V. | 72. | Binu Vasudevan |
| 73. | Viswanathan S.. | 74. | Anil Bhargava |
| 75. | Ashish Naithani | 76. | Amit Gupta |
| 77. | Gurubalamurugan M.. | 78. | Thiruchelvam S. |
| 79. | Manish Tiwari | 80. | Sanjay Saxena |
| 81. | Jignesh Kothari | 82. | Chittajeet Chakravarty |
| 83. | Atul Batra | 84. | Rajiv Chodha |
| 85. | Ravi Nagpal | 86. | Vishal S. Ritpurkar |
| 87. | Roopesh P. V. | 88. | Pramodh N. |
| 89. | Sudipto Banerjee | 90. | Sandeep Rajpurohit |
| 91. | Virat Trivedi | 92. | Munish Aggarwal |
| 93. | Jeffson Rodrigues | 94. | Chandrasekaran V. |
| 95. | Biplab Ghosh | 96. | Yash Muddalwar |
| 97. | Indrajit Das | 98. | Manoj J. Patil |
| 99. | Manish Bhatia | 100. | Sandeep Kadam |
| 101. | Rohit Duggal | 102. | Mukund R. |
| 103. | Nimmala Vinayak | 104. | Kedar Anand Parasnis |
| 105. | Mahesh Chandra Sharma | 106. | Balaji Vale |
| 107. | Hemish A. Shah | 108. | Vishal Patil |
| 109. | Naveen Juneja | 110. | Naimesh K. Bhatt |
| 111. | Baber M. Z. | 112. | Hemang Mehta |
| 113. | Mayur Upadhyay | 114. | Ashok Patel |
| 115. | Vijay Kumar Podipireddy | 116. | Suryakanta Mishra |
| 117. | Pradeep Kumar Sharma | 118. | Mrityunjoy Mazumdar |
| 119. | Bikramjeet Singh | 120. | Mohan Vamsi Palem |
| 121. | Ranjit Kumar S. | 122. | Vikas Kalra |
| 123. | Prakash Jain | 124. | Ankit Agarwal |
| 125. | Kanthilal M. Jain | 126. | |

ANNEXURE A10

LIST OF ALLOTTEES

ESOS 2014 (Plan 8) dated December 4, 2018

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Ajay Sikka | 2. | Deepak Jaglan |
| 3. | Ajay Thakur | 4. | Deepak Malhotra |
| 5. | Ajit Bhaskar Kamble | 6. | Deepak Mathur |
| 7. | Akash Mehta | 8. | Devesh Pandey |
| 9. | Akbar K. S. N. | 10. | Dharmendrasinh R Gohil |
| 11. | Aluri Murali | 12. | Dilip Tiwari |
| 13. | Amit Kaushik | 14. | Gagandeep Singh Bhatia |
| 15. | Amit H. Desai | 16. | Ganapathy Ram |
| 17. | Angad Bhari | 18. | Ganesh T. K. |
| 19. | Anupriya Chakravorty | 20. | Gaurav Bhatia |
| 21. | Arijit Sil | 22. | Gaurav Sharma |
| 23. | Arnab Das | 24. | Girinad K |
| 25. | Arpit Gehlot | 26. | Girraj Kishore Parashar |
| 27. | Arun Kumar S. | 28. | Gohil Alpesh B. |
| 29. | Arvind Kumar Jha | 30. | Gopal Khandelwal |
| 31. | Ashish Dhedhi | 32. | Gowrishankar R. |
| 33. | Ashish Gupta | 34. | Gunasekaran G. |
| 35. | Ashish Ghatnekar | 36. | Gurudatt Bairagi |
| 37. | Ashish Kumar Gothwal | 38. | Harish Venugopal |
| 39. | Ashok Chaudhary | 40. | Harish Kumar K. |
| 41. | Ashpak Iliyas Pathan | 42. | Harpal Singh Lukhar |
| 43. | Atin Rohatgi | 44. | Hitesh K. Parmar |
| 45. | Atul Gusain | 46. | Inbanathan R. |
| 47. | Balachandar K. | 48. | Islam Khan |
| 49. | Balaji S. | 50. | Jai Chawda |
| 51. | Bharanidharan R. | 52. | Jaideep Vijay Sahasrabuddhe |
| 53. | Bhoori Singh | 54. | Jayakumar K |
| 55. | Bhupender Singh | 56. | Jayashree Krishnamoorthy |
| 57. | Binod Menon | 58. | Jeykumar P |
| 59. | Deep Jaggi | 60. | Jitender Kumar |
| 61. | Deepak Gupta | 62. | Jitendra Pal Jadon |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Jogesh Kumar Goyal | 64. | Nimit Chaturvedi |
| 65. | Kanagaraj S. S. | 66. | Nitesh Tiwari |
| 67. | Kapil Khosla | 68. | Nitin Pawar |
| 69. | Karamjeet Singh | 70. | Pankaj Gaur |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|----------------------|
| 71. | Kasthuri Rengan L. | 72. | Pankaj Jawanjal |
| 73. | Khuram Mohamed Abu | 74. | Pausali Dutta |
| 75. | Kinish Gajrawala | 76. | Pavan Prasad S. |
| 77. | Krishnakumar J. | 78. | Prabakaran P. |
| 79. | Kumar R. P. | 80. | Prajith T. S. |
| 81. | Kumaresan C. | 82. | Prakash Gohel |
| 83. | Mahesha D. K. | 84. | Prakash S. |
| 85. | Manan M. Patel | 86. | Prasad Indurkar |
| 87. | Manan Mahendrabhai Mehta | 88. | Prasad K. |
| 89. | Manash Kr. Biswas | 90. | Prasanna G |
| 91. | Manikandan S. | 92. | Prashant Chourey |
| 93. | Manish Beri | 94. | Prashant Giryalkar |
| 95. | Manish Jaiswal | 96. | Prashant Rathore |
| 97. | Manish Laddha | 98. | Purushotham Reddy B |
| 99. | Manoj G Nampoothery | 100. | Raghendra Singh |
| 101. | Manoj Kumar T.P. | 102. | Rahul Shah |
| 103. | Mayank Gandhi | 104. | Raja Sekhar G.V. |
| 105. | Megha Bhatia | 106. | Rajasekar C. |
| 107. | Milind Suryajirao Bhosale | 108. | Rajat Sharma |
| 109. | Mohan Singh Shekhawat | 110. | Rajat Tewari |
| 111. | Mutharya V.J.S.V. Gupta | 112. | Rajbir Singh |
| 113. | Muthu Kumaran R. | 114. | Rajdeep Singh Jadoun |
| 115. | Muthukumar P. | 116. | Rajeev Saneja |
| 117. | Nagendra Prasad | 118. | Rajendra Prasad M. |
| 119. | Nanda Kumar S | 120. | Rajesh K |
| 121. | Naveed Ahmed | 122. | Rajesh V. |
| 123. | Nilay Purohit | 124. | Raju D. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------------|--------|---------------------------|
| 125. | Rakesh Kushwaha | 156. | Shivam Pandiya |
| 126. | Ram Chandra Singh | 157. | Shree Kumar S. |
| 127. | Ramesh Kumar B | 158. | Siddharth Thakur |
| 128. | Ranjit Shinde | 159. | Smita Madhukara Karkera |
| 129. | Reman K C | 160. | Sorav Bahety |
| 130. | Renjith V. Kumar | 161. | Sreejith Pandaraparambath |
| 131. | Rimalkumar Sureshbhai Mehta | 162. | Srikanth B. |
| 132. | Rishiraj Naidu | 163. | Subol Kumar Bid |
| 133. | Ritesh Chauhan | 164. | Subrata Roy |
| 134. | Rohit Bhatnagar | 165. | Sudipta Mandal |
| 135. | Rupen Dalal | 166. | Surinder Singh |
| 136. | Sabarinadane P. | 167. | Taru Baheti |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|---------------------------|
| 137. | Sachin Bhow | 168. | Taufiq Pathan |
| 138. | Sachin Chawla | 169. | Tejas Jivrajani |
| 139. | Sai Prasad S. | 170. | Thomas Varghese |
| 140. | Saleem Ibrahim Shaikh | 171. | Umesh Kumar M. |
| 141. | Samir Jaiswal | 172. | Vibhuti Kumar Kashyap |
| 142. | Sandeep Trivedi | 173. | Vijaya Kumar K. |
| 143. | Sandeep Dubey | 174. | Vikas Ahuja |
| 144. | Sanjeev Jassal | 175. | Vikas Pachauri |
| 145. | Sanjoy Sur | 176. | Vinu K. Pillai |
| 146. | Sanku Sarkar | 177. | Vipul Khullar |
| 147. | Sarabjeet Singh | 178. | Viren Mehta |
| 148. | Saraswathy Natarajan Vishu | 179. | Vivek Dabhadkar |
| 149. | Saravanan R. | 180. | Vivek Shrikant Pandya |
| 150. | Sathya Ramanan | 181. | Yashvardhan Singh Rathore |
| 151. | Satyendra Lucas | 182. | Yatin Joshi |
| 152. | Saurabh Khator | 183. | Yogesh Nakhawa |
| 153. | Senthil Kumar S. | 184. | Zaheer Abbas R.H. |
| 154. | Senthil Babu C. | | |
| 155. | Shekhar Narayana Poojaray | | |

ANNEXURE A11

LIST OF ALLOTTEES

ESOS 2014 (Plan 9) dated December 4, 2018

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Ajay Bhardwaj | 2. | Jignesh Kothari |
| 3. | Akash Bhaya | 4. | Jitesh Vasantao Bilwanikar |
| 5. | Amish Dhruv | 6. | Kailash Soni |
| 7. | Amit Gupta | 8. | Kanthilal M. Jain |
| 9. | Anil Bhargava | 10. | Kapil Kansal |
| 11. | Ankit Agarwal | 12. | Kedar Anand Parasnis |
| 13. | Ankit Khanna | 14. | Kirankumar V |
| 15. | Anuj Khurana | 16. | Krithika Arun |
| 17. | Anurag Thakur | 18. | Lalit Nagpal |
| 19. | Arun K. Pateriya | 20. | Madhav Vajjah |
| 21. | Ashish Dhoka | 22. | Mahendran D. |
| 23. | Ashish Mehta | 24. | Mahesh Anand |
| 25. | Ashish Naithani | 26. | Mahesh Chandra Sharma |
| 27. | Ashok Patel | 28. | Manish Tiwari |
| 29. | Atul Batra | 30. | Manish Bhatia |
| 31. | Avkash Singh | 32. | Manoj B. |
| 33. | Balaji Vale | 34. | Manoj J. Patil |
| 35. | Bikramjeet Singh | 36. | Mayank Sharma |
| 37. | Binu Vasudevan | 38. | Mayur Upadhyay |
| 39. | Chandrasekaran V. | 40. | Mehul Bavishi |
| 41. | Chittajeet Chakravarty | 42. | Mohan Vamsi Palem |
| 43. | Daminder Gandhi | 44. | Mohana Sundaram S. |
| 45. | Dhalwant Singh Rathore | 46. | Mrinal Sinha |
| 47. | Dhaval Oza | 48. | Mrityunjoy Mazumdar |
| 49. | Esha Rai | 50. | Mukund R. |
| 51. | Gurubalamurugan M. | 52. | Munish Aggarwal |
| 53. | Haren D Parekh | 54. | Naimesh K. Bhatt |
| 55. | Hemang Mehta | 56. | Naveen Juneja |
| 57. | Hemish A. Shah | 58. | Neeraj Kumar |
| 59. | Indrajit Das | 60. | Nimmala Vinayak |
| 61. | Jeffson Rodrigues | 62. | Niraj Anjaria |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Nitant Verma | 64. | Sandeep Kadam |
| 65. | Nitin Mohan Mathur | 66. | Sandeep Rajpurohit |
| 67. | Pallavi Sahasrabudhe | 68. | Sanjay Saxena |
| 69. | Pankaj Bhatia | 70. | Selvakumaran K. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|-------------------------|
| 71. | Prachi Ravi Sirohi | 72. | Sharad Pareek |
| 73. | Pradeep Kumar Shrama | 74. | Shirley Thomas |
| 75. | Pradeesh P. | 76. | Shiv Sachdeva |
| 77. | Prakash Jain | 78. | Shoban Babu K. |
| 79. | Pramodh N. | 80. | Soumik Sarkar |
| 81. | Prashant Ramsinh Solanki | 82. | Sucheta Bihari |
| 83. | Prawin Tiwari | 84. | Sudipto Banerjee |
| 85. | Ragavendran V. | 86. | Sundaramuritiy EAS |
| 87. | Raghavendra Perugu | 88. | Sundeeep P Bhanshali |
| 89. | Raghu Prasad J | 90. | Suresh G. D. |
| 91. | Rajiv Chodha | 92. | Suryakanta Mishra |
| 93. | Rajkumar Shah | 94. | Tavleen Chaudhry |
| 95. | Ramesh Mundhra | 96. | Thiruchelvam S. |
| 97. | Ranjit Kumar S. | 98. | Vijay Modi |
| 99. | Ravi Nagpal | 100. | Vijay Kumar Podipireddy |
| 101. | Ravi Govinddas Maheshwari | 102. | Vijayabaskar N |
| 103. | Ravikumar R | 104. | Vikas Kalra |
| 105. | Ravinder Tokas | 106. | Vineet Sharma |
| 107. | Richa Sehgal | 108. | Virat Trivedi |
| 109. | Ritesh Sharma | 110. | Vishal Patil |
| 111. | Rohit Sarin | 112. | Vishal S. Ritpurkar |
| 113. | Rohit S Patwardhan | 114. | Viswanathan S. |
| 115. | Roopesh P. V. | 116. | Vivek Gupta |
| 117. | Rupa Sharma | 118. | Vivek Kunnumal |
| 119. | Sai Akash V. | 120. | Yash Muddalwar |

ANNEXURE A12

LIST OF ALLOTTEES

ESOS 2014 and ESOS 2017 (Plan 10) dated December 4, 2018

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|---------------------------------|---------------|-----------------------------|
| 1. | Aakash S. Kale | 2. | Awais Mustafa Ansari |
| 3. | Abhishek Priyadarshi | 4. | Balachandar K. |
| 5. | Ajay Sikka | 6. | Balaji S. |
| 7. | Ajay Thakur | 8. | Bharanidharan R. |
| 9. | Ajit Bhaskar Kamble | 10. | Bhoori Singh |
| 11. | Ajit Kumar Behera | 12. | Bhupender Singh |
| 13. | Akash Mehta | 14. | Buddhadev Bose |
| 15. | Akbar K. S. N. | 16. | Chairman Durai M. |
| 17. | Akshay Dhup | 18. | Chanakya Reddy Kotla |
| 19. | Aluri Murali | 20. | Chandan Sharma |
| 21. | Amit H. Desai | 22. | Chandra Sekhar Gandla |
| 23. | Amit H. Krishnani | 24. | Chandrakumar A. |
| 25. | Amit Patel | 26. | Chandrasekhar A. S. |
| 27. | Amit Rajan | 28. | Charles Rajendran B. |
| 29. | Amit Singh | 30. | Chinta Ram Jangde |
| 31. | Anil Satram Keswani | 32. | Dau Dayal Gupta |
| 33. | Anuj Desai | 34. | Deep Jaggi |
| 35. | Anupriya Chakravorty | 36. | Deepak Gupta |
| 37. | Arijit Sil | 38. | Deepak Jaglan |
| 39. | Armstrong Christopher Madhan R. | 40. | Deepak Jethani |
| 41. | Arnab Das | 42. | Deepak Sebastian |
| 43. | Arpit Gehlot | 44. | Devesh Pandey |
| 45. | Arvind Kumar Jha | 46. | Dharmendrasinh R Gohil |
| 47. | Ashish Dhedhi | 48. | Dhaval Oza |
| 49. | Ashish Ghatnekar | 50. | Dilip Chhapra |
| 51. | Ashish Gupta | 52. | Dilip Tiwari |
| 53. | Ashish Kumar Gothwal | 54. | Gagan Bir |
| 55. | Ashish Sharma | 56. | Gagandeep Singh Bhatia |
| 57. | Ashok Chaudhary | 58. | Ganapathy Ram |
| 59. | Ashpak Iliyas Pathan | 60. | Ganesh T. K. |
| 61. | Atin Rohatgi | 62. | Gaurav Jaswal |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Gaurav Sharma | 64. | Kasthuri Rengan L. |
| 65. | Girinad K | 66. | Keyur Bhavsar |
| 67. | Girraj Kishore Parashar | 68. | Khuram Mohamed Abu |
| 69. | Gohil Alpesh B. | 70. | Kranti Chatterjee |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------------|--------|---------------------------|
| 71. | Gopal Khandelwal | 72. | Kripa Shukla |
| 73. | Gowrishankar R. | 74. | Krishna Kumar R. |
| 75. | Gunasekaran G. | 76. | Krishnakumar J. |
| 77. | Gurudatt Bairagi | 78. | Kumar Rajan |
| 79. | Haren D Parekh | 80. | Kumaran N |
| 81. | Harish Kumar K. | 82. | Kumaresan C. |
| 83. | Harish Venugopal | 84. | Mahesh Thamban |
| 85. | Harpal Singh Lukhar | 86. | Mahesha D. K. |
| 87. | Harshal Madhavrao Jondhale | 88. | Manan M. Patel |
| 89. | Hitesh K. Parmar | 90. | Manash Kr. Biswas |
| 91. | Inbanathan R. | 92. | Manikandan S. |
| 93. | Islam Khan | 94. | Manish Beri |
| 95. | Jagdeep Singh | 96. | Manish Jaiswal |
| 97. | Jai Chawda | 98. | Manish Laddha |
| 99. | Jaideep Vijay Sahasrabuddhe | 100. | Manoj Kumar Panicker |
| 101. | Jayakumar K | 102. | Manoj Kumar T.P. |
| 103. | Jayashree Krishnamoorthy | 104. | Masthana Ferman S.H. |
| 105. | Jitender Kumar | 106. | Mayank Gandhi |
| 107. | Jitendra Pal Jadon | 108. | Megha Bhatia |
| 109. | Job Andrews Aloorkezhukoot | 110. | Milind Suryajirao Bhosale |
| 111. | Jogesh Kumar Goyal | 112. | Mohamed Ibrahim S. |
| 113. | Kailash Chander Bansal | 114. | Mohan Singh Shekhawat |
| 115. | Kanagaraj S. S. | 116. | Mubashshir Sakharkar |
| 117. | Kapil Khosla | 118. | Munish Sharma |
| 119. | Karamjeet Singh | 120. | Muthukumar P. |
| 121. | Karan Malhotra | 122. | Nagendra Prasad |
| 123. | Karthik Srinivasan | 124. | Nagesh R. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|----------------------|
| 125. | Nanda Kumar S | 126. | Raja Sekhar G.V. |
| 127. | Naresh Nandha M. | 128. | Rajat Sharma |
| 129. | Narvir Singh Charak | 130. | Rajat Tewari |
| 131. | Naveen Vijay | 132. | Rajbir Singh |
| 133. | Nikunj Sachde | 134. | Rajdeep Singh Jadoun |
| 135. | Nilay Purohit | 136. | Rajeev Sharma |
| 137. | Nitesh Tiwari | 138. | Rajesh K |
| 139. | Nitin Pawar | 140. | Rajesh V. |
| 141. | Nitin Verma | 142. | Rajnish Srivastava |
| 143. | Pankaj Jawanjal | 144. | Rakesh Kushwaha |
| 145. | Paranitharan K. | 146. | Ram Chandra Singh |
| 147. | Pausali Dutta | 148. | Ramakrishnan R. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------|--------|-----------------------------|
| 149. | Pavan Prasad S. | 150. | Ramamoorthy Sampath Yadav |
| 151. | Pinaki Kanjee | 152. | Ramesh Chand |
| 153. | Prabakaran P. | 154. | Ramesh Kumar B |
| 155. | Prabhash Chander | 156. | Ranjit Shetty |
| 157. | Prajith T. S. | 158. | Ravi KrishanKumar Gupta |
| 159. | Prakash Bajirao Mali | 160. | Ravi Yadav |
| 161. | Prakash Gohel | 162. | Reman K C |
| 163. | Prakash S. | 164. | Renjit George Manalil |
| 165. | Prasad Indurkar | 166. | Rimalkumar Sureshbhai Mehta |
| 167. | Prasad K. | 168. | Rishiraj Naidu |
| 169. | Prasad Prakash Limaye | 170. | Ritesh Chauhan |
| 171. | Prasanna G | 172. | Rohit Bhatnagar |
| 173. | Prasenjit Dakshy | 174. | Rohit S Patwardhan |
| 175. | Prashant Rathore | 176. | Sabarinadane P. |
| 177. | Praveen Menon | 178. | Sachin Bansal |
| 179. | Praveen Soni | 180. | Sachin Bhow |
| 181. | Purushotham Reddy B | 182. | Sachin Chawla |
| 183. | Raghvendra Singh | 184. | Sachin Pravinbhai Yadav |
| 185. | Rahul Shah | 186. | Sachit Taneja |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|---------------------------|
| 187. | Sai Prasad Koka | 188. | Shekhar Narayana Poojaray |
| 189. | Saleem Ibrahim Shaikh | 190. | Shivam Pandiya |
| 191. | Samir Jaiswal | 192. | Shree Kumar S. |
| 193. | Sandeep Dubey | 194. | Siddharth Sinha |
| 195. | Sandeep Mahere | 196. | Siddharth Thakur |
| 197. | Sandeep Trivedi | 198. | Sivanandham P. |
| 199. | Sanjay Manohar Belsare | 200. | Sivashankar D. |
| 201. | Sanjay Yadav | 202. | Smita Madhukara Karkera |
| 203. | Sanjeev Jassal | 204. | Srikanth B. |
| 205. | Sanjoy Sur | 206. | Srinivasan A. |
| 207. | Sanku Sarkar | 208. | Sudipta Mandal |
| 209. | Santhosh Prabhu D. | 210. | Sumit Joshi |
| 211. | Sarabjeet Singh | 212. | Sunil Jain |
| 213. | Saraswathy Natarajan Vishu | 214. | Suresh Kumar Dhingra |
| 215. | Saravanan R. | 216. | Suresh Kumar S. |
| 217. | Sasidhar Ravi Kumar K.S. | 218. | Suresh V. |
| 219. | Satheesh Kumar M. | 220. | Surinder Singh |
| 221. | Sathya N. Reddy | 222. | Tamal Tarun Mukherjee |
| 223. | Sathya Ramanan | 224. | Taru Baheti |
| 225. | Satish Kumar K. | 226. | Taufiq Pathan |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 227. | Satyendra Lucas | 228. | Tejas Jivrajani |
| 229. | Saurabh Kolhatkar | 230. | Tharakeswara Rao P. |
| 231. | Saurabh Mittal | 232. | Thomas Varghese |
| 233. | Saurabh Tyagi | 234. | Umesh Kumar M. |
| 235. | Senthil Kumar S. | 236. | Varun Behl |
| 237. | Senthil Babu C. | 238. | Vikas Ahuja |
| 239. | Senthil E. | 240. | Vikas Pachauri |
| 241. | Senthilkumaran D. | 242. | Vinay Taneja |
| 243. | Shailendra Bhosle | 244. | Vinu K. Pillai |
| 245. | Sharad M. Pawar | 246. | Viren Mehta |
| 247. | Shardanand Jha | 248. | Vishal N. Patel |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|---------------------------------|
| 249. | Vivek Dabhadkar | 250. | Yogesh Nakhawa |
| 251. | Vivek Shrikant Pandya | 252. | Yudhajit Ray |
| 253. | Vivek V. | 254. | Surbhi Sharma w/o Akshat Sharma |
| 255. | Yatin Joshi | | |

ANNEXURE A13

LIST OF ALLOTTEES

ESOS 2014 (Plan 9) dated December 11, 2019

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Ramesh. G | 2. | Mehul Bavishi |
| 3. | Haren D Parekh | 4. | Vijay Modi |
| 5. | Rohit S Patwardhan | 6. | Shoban Babu K. |
| 7. | Shirley Thomas | 8. | Ravi Govinddas Maheshwari |
| 9. | Mayank Sharma | 10. | Pradeesh P. |
| 11. | Madhav Vajjah | 12. | Vivek Gupta |
| 13. | Ashish Dhoka | 14. | Shiv Sachdeva |
| 15. | Ritesh Sharma | 16. | Mahesh Anand |
| 17. | Soumik Sarkar | 18. | Daminder Gandhi |
| 19. | Tavleen Chaudhry | 20. | Raghu Prasad J |
| 21. | Sucheta Bihari | 22. | Kirankumar V |
| 23. | Suresh G. D. | 24. | Vijayabaskar N |
| 25. | Sai Akash V. | 26. | Sundaramuritiy EAS |
| 27. | Ravinder Tokas | 28. | Pallavi Sahasrabudhe |
| 29. | Sharad Pareek | 30. | Pankaj Bhatia |
| 31. | Manoj B. | 32. | Ravikumar R |
| 33. | Rupa Sharma | 34. | Nitant Verma |
| 35. | Rajkumar Shah | 36. | Anuj Khurana |
| 37. | Esha Rai | 38. | Ajay Bhardwaj |
| 39. | Ramesh Mundhra | 40. | Rohit Sarin |
| 41. | Mahendran D. | 42. | Jitesh Vasantao Bilwanikar |
| 43. | Lalit Nagpal | 44. | Neeraj Kumar |
| 45. | Dhalwant Singh Rathore | 46. | Mohana Sundaram S. |
| 47. | Amish Dhruv | 48. | Richa Sehgal |
| 49. | Niraj Anjaria | 50. | Prawin Tiwari |
| 51. | Akash Bhaya | 52. | Nitin Mohan Mathur |
| 53. | Vineet Sharma | 54. | Prashant Ramsinh Solanki |
| 55. | Vivek Kunnumal | 56. | Kapil Kansal |
| 57. | Prachi Ravi Sirohi | 58. | Ragavendran V. |
| 59. | Mrinal Sinha | 60. | Viswanathan S. |
| 61. | Avkash Singh | 62. | Ashish Naithani |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Gurubalamurugan M. | 64. | Amit Gupta |
| 65. | Manish Tiwari | 66. | Thiruchelvam S. |
| 67. | Atul Batra | 68. | Sanjay Saxena |
| 69. | Ravi Nagpal | 70. | Rajiv Chodha |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|----------------------|
| 71. | Roopesh P. V. | 72. | Vishal S. Ritpurkar |
| 73. | Sudipto Banerjee | 74. | Pramodh N. |
| 75. | Virat Trivedi | 76. | Sandeep Rajpurohit |
| 77. | Jeffson Rodrigues | 78. | Munish Aggarwal |
| 79. | Indrajit Das | 80. | Arun K. Pateriya |
| 81. | Nimmala Vinayak | 82. | Yash Muddalwar |
| 83. | Mahesh Chandra Sharma | 84. | Manoj J. Patil |
| 85. | Hemish A. Shah | 86. | Sandeep Kadam |
| 87. | Naveen Juneja | 88. | Mukund R. |
| 89. | Vijay Kumar Podipireddy | 90. | Kedar Anand Parasnis |
| 91. | Pradeep Kumar Shrama | 92. | Balaji Vale |
| 93. | Bikramjeet Singh | 94. | Naimesh K. Bhatt |
| 95. | Ranjit Kumar S. | 96. | Hemang Mehta |
| 97. | Prakash Jain | 98. | Suryakanta Mishra |
| 99. | Krithika Arun | 100. | Mohan Vamsi Palem |
| 101. | Raghavendra Perugu | 102. | Vikas Kalra |
| 103. | Selvakumaran K. | 104. | Ankit Agarwal |
| 105. | Binu Vasudevan | 106. | Kanthilal M. Jain |
| 107. | Anil Bhargava | | |

ANNEXURE A14

LIST OF ALLOTTEES

ESOS 2014 and ESOS 2017 (Plan 10) dated December 11, 2019

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Girinad K | 2. | Rajdeep Singh Jadoun |
| 3. | Pausali Dutta | 4. | Sandeep Trivedi |
| 5. | Jayakumar K | 6. | Saurabh Mittal |
| 7. | Kumaran N | 8. | Senthil Kumar S. |
| 9. | Anuj Desai | 10. | Jai Chawda |
| 11. | Jitender Kumar | 12. | Kasthuri Rengan L. |
| 13. | Vikas Pachauri | 14. | Ashish Gupta |
| 15. | Jagdeep Singh | 16. | Balaji S. |
| 17. | Gohil Alpesh B. | 18. | Bhoori Singh |
| 19. | Devesh Pandey | 20. | Prabakaran P. |
| 21. | Mohamed Ibrahim S. | 22. | Muthukumar P. |
| 23. | Ravi Yadav | 24. | Rohit Bhatnagar |
| 25. | Surinder Singh | 26. | Saleem Ibrahim Shaikh |
| 27. | Aakash S. Kale | 28. | Atin Rohatgi |
| 29. | Nikunj Sachde | 30. | Srinivasan A. |
| 31. | Sachin Bhow | 32. | Rajbir Singh |
| 33. | Ashpak Iliyas Pathan | 34. | Rahul Shah |
| 35. | Sachin Bansal | 36. | Saurabh Kolhatkar |
| 37. | Suresh Kumar S. | 38. | Chinta Ram Jangde |
| 39. | Siddharth Thakur | 40. | Pankaj Jawanjali |
| 41. | Rajesh K | 42. | Ganapathy Ram |
| 43. | Gaurav Sharma | 44. | Chandra Sekhar Gandla |
| 45. | Aluri Murali | 46. | Amit Singh |
| 47. | Taufiq Pathan | 48. | Arnab Das |
| 49. | Mayank Gandhi | 50. | Chandan Sharma |
| 51. | Ramesh Kumar B | 52. | Sanjeev Jassal |
| 53. | Tejas Jivrajani | 54. | Prasad K. |
| 55. | Prasanna G | 56. | Sabarinadane P. |
| 57. | Nilay Purohit | 58. | Senthilkumaran D. |
| 59. | Prakash Gohel | 60. | Ram Chandra Singh |
| 61. | Sachin Chawla | 62. | Inbanathan R. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Gurudatt Bairagi | 64. | Deepak Jethani |
| 65. | Rakesh Kushwaha | 66. | Sivashankar D. |
| 67. | Nitesh Tiwari | 68. | Dilip Chhapra |
| 69. | Raghvendra Singh | 70. | Sathya N. Reddy |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|---------------------------------|
| 71. | Nagendra Prasad | 72. | Manoj Kumar Panicker |
| 73. | Prasenjit Dakshy | 74. | Anil Satram Keswani |
| 75. | Shekhar Narayana Poojaray | 76. | Keyur Bhavsar |
| 77. | Gagan Bir | 78. | Satheesh Kumar M. |
| 79. | Ganesh T. K. | 80. | Karan Malhotra |
| 81. | Arijit Sil | 82. | Prasad Prakash Limaye |
| 83. | Gowrishankar R. | 84. | Ramesh Chand |
| 85. | Jitendra Pal Jadon | 86. | Buddhadev Bose |
| 87. | Ashish Kumar Gothwal | 88. | Sumit Joshi |
| 89. | Sanku Sarkar | 90. | Sachin Pravinbhai Yadav |
| 91. | Saurabh Tyagi | 92. | Amit Rajan |
| 93. | Tamal Tarun Mukherjee | 94. | Kumar Rajan |
| 95. | Senthil E. | 96. | Armstrong Christopher Madhan R. |
| 97. | Harshal Madhavrao Jondhale | 98. | Rajnish Srivastava |
| 99. | Charles Rajendran B. | 100. | Navratan Singh Makwana |
| 101. | Masthana Ferman S.H. | 102. | Sai Prasad Koka |
| 103. | Deepak Sebastian | 104. | Mubashshir Sakharkar |
| 105. | Amit Patel | 106. | Paranitharan K. |
| 107. | Naveen Vijay | 108. | Varun Behl |
| 109. | Ramamoorthy Sampath Yadav | 110. | Nagesh R. |
| 111. | Shardanand Jha | 112. | Sharad M. Pawar |
| 113. | Chandrakumar A. | 114. | Dau Dayal Gupta |
| 115. | Sunil Jain | 116. | Santhosh Prabhu D. |
| 117. | Awais Mustafa Ansari | 118. | Sivanandham P. |
| 119. | Chandrasekhar A. S. | 120. | Siddharth Sinha |
| 121. | Ashish Sharma | 122. | Munish Sharma |
| 123. | Suresh V. | 124. | Rajeev Sharma |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|-----------------------------|
| 125. | Kailash Chander Bansal | 126. | Amit H. Desai |
| 127. | Ramakrishnan R. | 128. | Shivam Pandiya |
| 129. | Sanjay Yadav | 130. | Vinu K. Pillai |
| 131. | Ajit Kumar Behera | 132. | Saraswathy Natarajan Vishu |
| 133. | Akbar K. S. N. | 134. | Sasidhar Ravi Kumar K.S. |
| 135. | Manan M. Patel | 136. | Bhupender Singh |
| 137. | Pavan Prasad S. | 138. | Hitesh K. Parmar |
| 139. | Kanagaraj S. S. | 140. | Jaideep Vijay Sahasrabuddhe |
| 141. | Milind Suryajirao Bhosale | 142. | Satyendra Lucas |
| 143. | Anupriya Chakravorty | 144. | Srikanth B. |
| 145. | Deepak Gupta | 146. | Ashish Dhedhi |
| 147. | Vivek Shrikant Pandya | 148. | Sudipta Mandal |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|----------------------------|
| 149. | Islam Khan | 150. | Girraj Kishore Parashar |
| 151. | Arvind Kumar Jha | 152. | Kapil Khosla |
| 153. | Manish Beri | 154. | Manash Kr. Biswas |
| 155. | Manikandan S. | 156. | Prasad Indurkar |
| 157. | Nitin Pawar | 158. | Suresh Kumar Dhingra |
| 159. | Bharanidharan R. | 160. | Prashant Rathore |
| 161. | Dharmendrasinh R Gohil | 162. | Umesh Kumar M. |
| 163. | Gagandeep Singh Bhatia | 164. | Vikas Ahuja |
| 165. | Mahesha D. K. | 166. | Senthil Babu C. |
| 167. | Prajith T. S. | 168. | Ashok Chaudhary |
| 169. | Kumaresan C. | 170. | Job Andrews Aloorkezhukoot |
| 171. | Yogesh Nakhawa | 172. | Mahesh Thamban |
| 173. | Naresh Nandha M. | 174. | Prabhash Chander |
| 175. | Ajay Sikka | 176. | Pinaki Kanjee |
| 177. | Yatin Joshi | 178. | Tharakeswara Rao P. |
| 179. | Jogesh Kumar Goyal | 180. | Ravi KrishanKumar Gupta |
| 181. | Gopal Khandelwal | 182. | Sandeep Mahere |
| 183. | Viren Mehta | 184. | Praveen Menon |
| 185. | Harpal Singh Lukhar | 186. | Abhishek Priyadarshi |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------|--------|----------------------|
| 187. | Nitin Verma | 188. | Khuram Mohamed Abu |
| 189. | Chanakya Reddy Kotla | 190. | Prakash S. |
| 191. | Sachit Taneja | 192. | Reman K C |
| 193. | Shailendra Bhosle | 194. | Rajat Tewari |
| 195. | Satish Kumar K. | 196. | Raja Sekhar G.V. |
| 197. | Vivek Dabhadkar | 198. | Nanda Kumar S |
| 199. | Vivek V. | 200. | Samir Jaiswal |
| 201. | Rajesh V. | 202. | Prakash Bajirao Mali |
| 203. | Ajit Bhaskar Kamble | 204. | Krishna Kumar R. |
| 205. | Rajat Sharma | 206. | Vinay Taneja |
| 207. | Rishiraj Naidu | 208. | Ritesh Chauhan |
| 209. | Mohan Singh Shekhawat | 210. | Karamjeet Singh |
| 211. | Deepak Jaglan | 212. | Harish Kumar K. |
| 213. | Akash Mehta | 214. | Ajay Thakur |
| 215. | Saravanan R. | 216. | Harish Venugopal |
| 217. | Sanjoy Sur | 218. | Sathya Ramanan |
| 219. | Taru Baheti | 220. | Manoj G Nampoothiry |
| 221. | Arpit Gehlot | 222. | Haren D Parekh |
| 223. | Balachandar K. | 224. | Rohit S Patwardhan |
| 225. | Dilip Tiwari | 226. | Sarabjeet Singh |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 227. | Manish Jaiswal | 228. | Ashish Ghatnekar |
| 229. | Shree Kumar S. | 230. | Venkata Swamy |
| 231. | Gaurav Jaswal | 232. | Karthik Srinivasan |
| 233. | Vishal N. Patel | 234. | Sanjay Manohar Belsare |
| 235. | Yudhajit Ray | 236. | G Ramesh |
| 237. | Praveen Soni | 238. | Sandeep Dubey |
| 239. | Narvir Singh Charak | 240. | Smita Madhukara Karkera |
| 241. | Akshay Dhup | 242. | Manoj Kumar T.P. |
| 243. | Purushotham Reddy B | 244. | Megha Bhatia |

ANNEXURE A15

LIST OF ALLOTTEES

ESOS 2017 (Plan 11) dated November 18, 2020

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Haren D Parekh | 2. | Abhishek Mukherjee |
| 3. | Sarabjeet Singh | 4. | Amit Bansal |
| 5. | Bulu Behera | 6. | Paramita Mitra |
| 7. | Ashish Ghatnekar | 8. | Prabhu B |
| 9. | Janardhan Annam | 10. | Nagappan N |
| 11. | Veerarapu Trinadh Kumar | 12. | Sugan Babu B. |
| 13. | Venkata Swamy | 14. | Lakshmi Narayanan R. |
| 15. | Ranjeet Singh | 16. | Jyoti Garg |
| 17. | Padmanaban G. | 18. | Vijaya Kumar K. |
| 19. | Prabhu P. | 20. | Sumit Kalra |
| 21. | Avneet Kaur | 22. | Naveed Ahmed |
| 23. | Nisha Israni | 24. | Rupen Dalal |
| 25. | Mohd. Wasiuddin | 26. | Jatin M. Nathwani |
| 27. | Koushik Ghosh | 28. | Deep Jaggi |
| 29. | Bhupinder Singh Jolly | 30. | Sandeep Singh |
| 31. | Prasath R. | 32. | Chaitanya C. Joshi |
| 33. | Rajasekar C. | 34. | Binku Kapoor |
| 35. | Utsav Patel | 36. | Tarun Mahajan |
| 37. | Chander Prakash Singh | 38. | Balaji S. |
| 39. | Amit Rakesh Jain | 40. | Jeykumar P |
| 41. | Manikandan E. S | 42. | Pankaj Gaur |
| 43. | Hardik Vyas | 44. | Himanshu Mutneja |
| 45. | Debabrata Roy | 46. | Vishal Raithatha |
| 47. | Vishwanath R. Bhandari | 48. | Sanjay Hooda |
| 49. | Anil Sitaram Suryavanshi | 50. | Srinivasa Rao B. |
| 51. | Sandesh Rathi | 52. | Suhas More |
| 53. | Amit Malviya | 54. | Parshuram Ande |
| 55. | Parthiban R. | 56. | Kamlesh Chandiramani |
| 57. | Parwez Ahmad | 58. | Deepak Sehgal |
| 59. | Jamal Quiyoom Ibrahim | 60. | Dinesh Chauhan |
| 61. | Vikas Gupta | 62. | Praveen Kumar Khanna |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Abhishek Nair | 64. | Jitendra Kuril |
| 65. | Harish Kumar | 66. | Rakesh Sharma |
| 67. | Ekant Mehta | 68. | Bhaskar Gupta |
| 69. | Sanjay Mathur | 70. | Manish Kumar Srivastava |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|---------------------------|
| 71. | Ashwani Kumar | 72. | Samson Nanda |
| 73. | Amruta Guruji | 74. | Prem Anand |
| 75. | Abhishek H. Shukla | 76. | Lomesh Suhas Joshi |
| 77. | Rakesh Sabharwal | 78. | Venkatramaiah V. |
| 79. | Amit Kumar | 80. | Abdul Kalam Basha |
| 81. | Angad Bhari | 82. | Hardik Gandhi |
| 83. | Tejas Jani | 84. | Navnath Ramdas Adhav |
| 85. | Raju D. | 86. | Tamal Dasgupta |
| 87. | Muthu Kumaran R. | 88. | Jwala Mohan Rao Panithapu |
| 89. | Chetan Singh Chauhan | 90. | Visvendra Singh |
| 91. | Reshma Sultana | 92. | Balakishan Reddy Kumbam |
| 93. | Srinivasan G. C. | 94. | Anil Badoni |
| 95. | Kapil Bhasin | 96. | Nisha Sudan |
| 97. | Kumanan S. | 98. | Ankur Mittal |
| 99. | Arun Kumar S. | 100. | Karthik P. |
| 101. | Jitender Gohri | 102. | Prashant Giryalkar |
| 103. | Udayveer Singh | 104. | Hemant Bhardwaj |
| 105. | Jagdish S. Joshi | 106. | Bhuwaneshwar Swamy |
| 107. | Rajeev Rana | 108. | Navneet Ojha |
| 109. | Rajkumar N. | 110. | Dhaval B. Patel |
| 111. | Prashant Kaul | 112. | Ashutosh Sharma |
| 113. | Srinivas K. | 114. | Ram Kumar Ladwan |
| 115. | Santoshkumar M. Pillai | 116. | Suresh R. |
| 117. | Sakthikumaran K | 118. | Srinivas Naidu |
| 119. | Sanjeev Kumar | 120. | Lakshmanan V. |
| 121. | Debashish Biswas | 122. | Louis M. E. |
| 123. | Ajeet Pal Chauhan | 124. | Nallasamy S. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|----------------------|
| 125. | Prashant Kumar | 126. | Kothandam C. |
| 127. | Yogesh Ramlal Trivedi | 128. | Logavel V. P. |
| 129. | Devendra Singh Shaktawat | 130. | Prashant Sharma |
| 131. | Dejendra Chatterjee | 132. | Muthukarthick K. |
| 133. | Harsh Garg | 134. | Subol Kumar Bid |
| 135. | Gaurav Garg | 136. | Amit Singh |
| 137. | Srinivas Mendu | 138. | Sajan Singh Chauhan |
| 139. | Saurabh Sethi | 140. | Santosh Kumar Singh |
| 141. | Dhanasekar G. | 142. | Surinder Patial |
| 143. | Paresh Gobarbhai Parsana | 144. | Brijesh Gandhi |
| 145. | Nandkumar Rajaram Tarle | 146. | Sreenath Thazhakote |
| 147. | Sahil Bharadwaj | 148. | Ankit Saxena |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|-------------------------|
| 149. | Sandeep Singh | 150. | Vikas Jain |
| 151. | Manoj Sharma | 152. | Sachin Bhatt |
| 153. | Lavinder Singh | 154. | Saurabh Khator |
| 155. | Vijay Ambati | 156. | Sreejith D. S. |
| 157. | Abhishek Yadav | 158. | Bhavik Chapaneri |
| 159. | Sameer Mehta | 160. | Sunil Kumar B. |
| 161. | Sachidananda Prasad Pathy | 162. | Rajesh Bansal |
| 163. | Dinesh J. Gupta | 164. | Jayasakthi Murugan G. |
| 165. | Jasvir Singh | 166. | Gaurav Korde |
| 167. | Pankaj Lakra | 168. | Imran Shaikh |
| 169. | Nikhil Shah | 170. | Pavan Kumar T. |
| 171. | Subrata Roy | 172. | Gopalakrishnan A. |
| 173. | Peeyush Bhardwaj | 174. | Michael Prabhu S.K. |
| 175. | Manish Narula | 176. | Bala Gangadhar Reddy G. |
| 177. | Kapil Motiyani | 178. | Munish Kumar |
| 179. | Dharmendra Kumar Sharma | 180. | Nirav M. Jani |
| 181. | Satishkumar K. | 182. | Shaikh Wajed Niyaz |
| 183. | Vishnu Shinde | 184. | Amit Talukdar |
| 185. | Kannan V | 186. | Manoj R. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|-------------------------|
| 187. | Amit Malhotra | 188. | Aman Sood |
| 189. | Himanshu Mathur | 190. | Karthik Srinivasan |
| 191. | Yuvaraj V. | 192. | Manoj Kumar Sahoo |
| 193. | Abhishek M. Jhaveri | 194. | Sanjay Manohar Belsare |
| 195. | Pankaj Luther | 196. | Rajesh Shah |
| 197. | Rishabh Rupela | 198. | Ashish Kumar |
| 199. | Pradeep Kumar Mohapatra | 200. | Raghavendra N. Ayanji |
| 201. | Nitin Kumar Puri | 202. | Chandan Dash |
| 203. | Sunil Kumar Dubey | 204. | Balaji Reddy D.S. |
| 205. | Ankit Saxena | 206. | Aakash Pandiya |
| 207. | Amitesh Srivastava | 208. | Venkatraman R. |
| 209. | Durgesh Kumar Sharma | 210. | Prasun Kundu |
| 211. | Chandrasekaran D. | 212. | Minesh Soni |
| 213. | Kannan Chinnalah Pillai | 214. | Premal Brahmabhatt |
| 215. | Helan Dorathi C. | 216. | Kiran Kumar K. |
| 217. | Kartheep Kumar G. T. | 218. | Deepak Dhone |
| 219. | Satish J. Bhosale | 220. | Rama Mohana Rao Tummala |
| 221. | Sayyad Najam | 222. | Sudheer B. Nair |
| 223. | Bharat Vaghela | 224. | Shweta Rajesh Kothari |
| 225. | Vikesh Jain | 226. | Arup Kumar Choudhury |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------------------|--------|--------------------------|
| 227. | Gnanasekaran P. | 228. | Alok Shukla |
| 229. | Nanda Kumar H.V. | 230. | Shankar Ganesh A. |
| 231. | Ramachandra R. Mudaliar | 232. | Karthik Ram T. |
| 233. | Hardeep Sabharwal | 234. | Sanjeev Singh |
| 235. | Arunkumar Goud V. | 236. | Pawan Kumar Singh |
| 237. | Bhavinkumar Indravadanbhai Sukhadiya | 238. | Kush Kapoor |
| 239. | Sudhan J. | 240. | Balasubramanian P. |
| 241. | Venkat Rao Pathi | 242. | Essakiappan K. |
| 243. | Sandeep Singh | 244. | Rakesh Patil |
| 245. | Bhaskar S | 246. | Pasupuleti Srinivasa Rao |
| 247. | Ibrahim Sadiq | 248. | Sanket D Dhaybar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------------------|--------|-----------------------------|
| 249. | Amar Nath Gupta | 250. | Nishant Talwar |
| 251. | Suresh Kumar Challa | 252. | Hardik Yagneshkumar Ganatra |
| 253. | Antony Reagan J. | 254. | Sanjay Srivastava |
| 255. | Sujeet Kumar Singh | 256. | Venkatesh Shetty |
| 257. | Praveen Kumar Richharia | 258. | Rajeev Lochan Jha |
| 259. | Narinder Sharma | 260. | Ashish Dixit |
| 261. | Hemant Shinde | 262. | Sathiyan H. |
| 263. | Karthikeyan M.S. | 264. | Tarun Sachdev |
| 265. | Thrivikram Yalamanchili | 266. | Catherine D |
| 267. | Arpan Thakkar | 268. | Shailesh Chandra Srivastava |
| 269. | Koteswar Reddy B | 270. | Ashish Kapoor |
| 271. | Prabhu Subramanian Ramasubramanian | 272. | Kunal Nagar |
| 273. | Saurav Ganguly | 274. | Narayan Dhone |
| 275. | Pardeep Kumar | 276. | Gandholi Srinivas |
| 277. | Jugal Kishore | 278. | Somanathan R |
| 279. | Harish Jotwani | 280. | Choban Babu B |
| 281. | Ramesh M. | 282. | Sanjay Kumar Malik |
| 283. | Vishwanath Rao | 284. | Smily Primal Mehra |
| 285. | Sandeep Nandal | 286. | Vinod Sawant |
| 287. | Sreedhar T.V.S. | 288. | Ramnath Bhat |
| 289. | Jagadishwar Rao Joginapelly | 290. | Hemraj Pokhriyal |
| 291. | Rajnish Chopra | 292. | Vijaykumar Rane |
| 293. | Chandra Sekhar Kavikondala | 294. | Husain Akbar Golwala |
| 295. | Abhinand Mishra | 296. | Syed Kazim Raza |
| 297. | Anil Sharma | 298. | Archana Patankar |
| 299. | Omdutt Sharma | 300. | Sudheer Sapale |
| 301. | Vaibhav Amolik | 302. | Hemant M. Revankar |
| 303. | Balbhadrasingh Gohil | 304. | Mitesh N Shah |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 305. | Yogesh Vaidya | 306. | Ruchi Mahawar |
| 307. | C Auxilium Joseph Prabhu | 308. | Vijay Omprakash Kalra |
| 309. | Deepak Jaysingrao Sarnaik | 310. | Mahadeo Ghadigaonkar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 311. | Dhinakar B | 312. | Vikas Murarisingh Bhadoria |
| 313. | Indu Gupta | 314. | Peranandha Perumal G. |
| 315. | Arjun V. | 316. | Manoj Kumar Bajaj |
| 317. | Gowtham S. | 318. | Sadeesh Kumar M. |
| 319. | Ritika Kumari | 320. | Ramkumar M. V. |
| 321. | Pankaj Kumar Rathi | 322. | Monojit Gupta |

ANNEXURE A16

LIST OF ALLOTTEES

ESOS 2014 and 2017 (Plan 10) dated December 7, 2020

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Girinad K | 2. | Jai Chawda |
| 3. | Pausali Dutta | 4. | Kasthuri Rengan L. |
| 5. | Jayakumar K | 6. | Ashish Gupta |
| 7. | Kumaran N | 8. | Balaji S. |
| 9. | Anuj Desai | 10. | Bhoori Singh |
| 11. | Jitender Kumar | 12. | Prabakaran P. |
| 13. | Vikas Pachauri | 14. | Muthukumar P. |
| 15. | Jagdeep Singh | 16. | Rohit Bhatnagar |
| 17. | Gohil Alpesh B. | 18. | Saleem Ibrahim Shaikh |
| 19. | Devesh Pandey | 20. | Atin Rohatgi |
| 21. | Mohamed Ibrahim S. | 22. | Srinivasan A. |
| 23. | Ravi Yadav | 24. | Rajbir Singh |
| 25. | Surinder Singh | 26. | Rahul Shah |
| 27. | Aakash S. Kale | 28. | Saurabh Kolhatkar |
| 29. | Nikunj Sachde | 30. | Srinivas M. |
| 31. | Sachin Bhow | 32. | Chinta Ram Jangde |
| 33. | Ashpak Iliyas Pathan | 34. | Pankaj Jawanjal |
| 35. | Suresh Kumar S. | 36. | Ganapathy Ram |
| 37. | Siddharth Thakur | 38. | Amit Singh |
| 39. | Rajesh K | 40. | Arnab Das |
| 41. | Gaurav Sharma | 42. | Chandan Sharma |
| 43. | Aluri Murali | 44. | Sanjeev Jassal |
| 45. | Taufiq Pathan | 46. | Prasad K. |
| 47. | Mayank Gandhi | 48. | Sabarinadane P. |
| 49. | Ramesh Kumar B | 50. | Senthilkumaran D. |
| 51. | Tejas Jivrajani | 52. | Ram Chandra Singh |
| 53. | Prasanna G | 54. | Inbanathan R. |
| 55. | Prakash Gohel | 56. | Gurudatt Bairagi |
| 57. | Rajdeep Singh Jadoun | 58. | Nitesh Tiwari |
| 59. | Saurabh Mittal | 60. | Raghvendra Singh |
| 61. | Senthil Kumar S. | 62. | Nagendra Prasad |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Shekhar Narayana Poojaray | 64. | Buddhadev Bose |
| 65. | Gagan Bir | 66. | Sumit Joshi |
| 67. | Ganesh T. K. | 68. | Sachin Pravinbhai Yadav |
| 69. | Arijit Sil | 70. | Kumar Rajan |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|---------------------------------|
| 71. | Gowrishankar R. | 72. | Armstrong Christopher Madhan R. |
| 73. | Jitendra Pal Jadon | 74. | Rajnish Srivastava |
| 75. | Ashish Kumar Gothwal | 76. | Navratan Singh Makwana |
| 77. | Sanku Sarkar | 78. | Sai Prasad Koka |
| 79. | Saurabh Tyagi | 80. | Mubashshir Sakharkar |
| 81. | Harshal Madhavrao Jondhale | 82. | Paranitharan K. |
| 83. | Charles Rajendran B. | 84. | Varun Behl |
| 85. | Masthana Ferman S.H. | 86. | Nagesh R. |
| 87. | Amit Patel | 88. | Sharad M. Pawar |
| 89. | Naveen Vijay | 90. | Dau Dayal Gupta |
| 91. | Ramamoorthy Sampath Yadav | 92. | Santhosh Prabhu D. |
| 93. | Shardanand Jha | 94. | Sivanandham P. |
| 95. | Chandrakumar A. | 96. | Siddharth Sinha |
| 97. | Sunil Jain | 98. | Kailash Chander Bansal |
| 99. | Awais Mustafa Ansari | 100. | Ramakrishnan R. |
| 101. | Chandrasekhar A. S. | 102. | Sanjay Yadav |
| 103. | Suresh V. | 104. | Ajit Kumar Behera |
| 105. | Deepak Jethani | 106. | Akbar K. S. N. |
| 107. | Sivashankar D. | 108. | Manan M. Patel |
| 109. | Dilip Chhapra | 110. | Pavan Prasad S. |
| 111. | Sathya N. Reddy | 112. | Kanagaraj S. S. |
| 113. | Manoj Kumar Panicker | 114. | Milind Suryajirao Bhosale |
| 115. | Anil Satram Keswani | 116. | Anupriya Chakravorty |
| 117. | Keyur Bhavsar | 118. | Deepak Gupta |
| 119. | Satheesh Kumar M. | 120. | Vivek Shrikant Pandya |
| 121. | Prasad Prakash Limaye | 122. | Islam Khan |
| 123. | Ramesh Chand | 124. | Arvind Kumar Jha |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|----------------------------|
| 125. | Manikandan S. | 126. | Suresh Kumar Dhingra |
| 127. | Nitin Pawar | 128. | Prashant Rathore |
| 129. | Bharanidharan R. | 130. | Umesh Kumar M. |
| 131. | Dharmendrasinh R Gohil | 132. | Vikas Ahuja |
| 133. | Gagandeep Singh Bhatia | 134. | Senthil Babu C. |
| 135. | Mahesha D. K. | 136. | Ashok Chaudhary |
| 137. | Prajith T. S. | 138. | Job Andrews Aloorkezhukoot |
| 139. | Kumaresan C. | 140. | Mahesh Thamban |
| 141. | Yogesh Nakhawa | 142. | Prabhash Chander |
| 143. | Naresh Nandha M. | 144. | Tharakeswara Rao P. |
| 145. | Ajay Sikka | 146. | Ravi KrishanKumar Gupta |
| 147. | Yatin Joshi | 148. | Sandeep Mahere |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------------|--------|-----------------------|
| 149. | Jogesh Kumar Goyal | 150. | Praveen Menon |
| 151. | Viren Mehta | 152. | Abhishek Priyadarshi |
| 153. | Harpal Singh Lukhar | 154. | Nitin Verma |
| 155. | Amit H. Desai | 156. | Chanakya Reddy Kotla |
| 157. | Shivam Pandiya | 158. | Sachit Taneja |
| 159. | Vinu K. Pillai | 160. | Shailendra Bhosle |
| 161. | Saraswathy Natarajan Vishu | 162. | Satish Kumar K. |
| 163. | Sasidhar Ravi Kumar K.S. | 164. | Vivek Dabhadkar |
| 165. | Bhupender Singh | 166. | Vivek V. |
| 167. | Hitesh K. Parmar | 168. | Rajesh V. |
| 169. | Jaideep Vijay Sahasrabuddhe | 170. | Ajit Bhaskar Kamble |
| 171. | Satyendra Lucas | 172. | Rajat Sharma |
| 173. | Srikanth B. | 174. | Rishiraj Naidu |
| 175. | Ashish Dhedhi | 176. | Mohan Singh Shekhawat |
| 177. | Sudipta Mandal | 178. | Deepak Jaglan |
| 179. | Girraj Kishore Parashar | 180. | Akash Mehta |
| 181. | Kapil Khosla | 182. | Saravanan R. |
| 183. | Manash Kr. Biswas | 184. | Sanjoy Sur |
| 185. | Prasad Indurkar | 186. | Taru Baheti |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|-------------------------|
| 187. | Arpit Gehlot | 188. | Ritesh Chauhan |
| 189. | Balachandar K. | 190. | Karamjeet Singh |
| 191. | Dilip Tiwari | 192. | Harish Kumar K. |
| 193. | Manish Jaiswal | 194. | Ajay Thakur |
| 195. | Gaurav Jaswal | 196. | Kinish Gajrawala |
| 197. | Vishal N. Patel | 198. | Harish Venugopal |
| 199. | Yudhajit Ray | 200. | Sathya Ramanan |
| 201. | Narvir Singh Charak | 202. | Manoj G Nampoothiry |
| 203. | Akshay Dhup | 204. | Haren D Parekh |
| 205. | Purushotham Reddy B | 206. | Rohit S Patwardhan |
| 207. | Khuram Mohamed Abu | 208. | Sarabjeet Singh |
| 209. | Prakash S. | 210. | Ashish Ghatnekar |
| 211. | Reman K C | 212. | Karthik Srinivasan |
| 213. | Rajat Tewari | 214. | Sanjay Manohar Belsare |
| 215. | Raja Sekhar G.V. | 216. | Sandeep Dubey |
| 217. | Nanda Kumar S | 218. | Smita Madhukara Karkera |
| 219. | Samir Jaiswal | 220. | Manoj Kumar T.P. |
| 221. | Prakash Bajirao Mali | 222. | Sandeep Trivedi |
| 223. | Vinay Taneja | | |

ANNEXURE A17

LIST OF ALLOTTEES

ESOS 2017 (Plan 11) dated February 25, 2021

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Haren D Parekh | 2. | Rajeev Rana |
| 3. | Rohit S Patwardhan | 4. | Rajkumar N. |
| 5. | Sarabjeet Singh | 6. | Prashant Kaul |
| 7. | Ashish Ghatnekar | 8. | Santoshkumar M. Pillai |
| 9. | Janardhan Annam | 10. | Sakthikumaran K |
| 11. | Padmanaban G. | 12. | Jitendra Kuril |
| 13. | Koushik Ghosh | 14. | Bhaskar Gupta |
| 15. | Rajasekar C. | 16. | Samson Nanda |
| 17. | Chander Prakash Singh | 18. | Prem Anand |
| 19. | Amit Rakesh Jain | 20. | Lomesh Suhas Joshi |
| 21. | Sandesh Rathi | 22. | Jwala Mohan Rao Panithapu |
| 23. | Amit Malviya | 24. | Anil Badoni |
| 25. | Parwez Ahmad | 26. | Nisha Sudan |
| 27. | Lakshmi Narayanan R. | 28. | Karthik P. |
| 29. | Vijaya Kumar K. | 30. | Bhuvaneshwar Swamy |
| 31. | Naveed Ahmed | 32. | Dhaval B. Patel |
| 33. | Rupen Dalal | 34. | Ram Kumar Ladwan |
| 35. | Sandeep Singh | 36. | Suresh R. |
| 37. | Jeykumar P | 38. | Nallasamy S. |
| 39. | Pankaj Gaur | 40. | Monojit Gupta |
| 41. | Vishal Raithatha | 42. | Yogesh Ramlal Trivedi |
| 43. | Deepak Sehgal | 44. | Mihir A. Soni |
| 45. | Harish Kumar | 46. | Devendra Singh Shaktawat |
| 47. | Ashwani Kumar | 48. | Harsh Garg |
| 49. | Abhishek H. Shukla | 50. | Gaurav Garg |
| 51. | Angad Bhari | 52. | Srinivas Mendu |
| 53. | Tejas Jani | 54. | Paresh Gobarbhai Parsana |
| 55. | Muthu Kumaran R. | 56. | Nandkumar Rajaram Tarle |
| 57. | Kumanan S. | 58. | Dinesh J. Gupta |
| 59. | Arun Kumar S. | 60. | Nikhil Shah |
| 61. | Udayveer Singh | 62. | Subrata Roy |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Dharmendra Kumar Sharma | 64. | Ramachandra R. Mudaliar |
| 65. | Satishkumar K. | 66. | Hardeep Sabharwal |
| 67. | Logavel V. P. | 68. | Arunkumar Goud V. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|--------------------------------------|
| 69. | Subol Kumar Bid | 70. | Bhavinkumar Indravadanbhai Sukhadiya |
| 71. | Amit Singh | 72. | Sudhan J. |
| 73. | Santosh Kumar Singh | 74. | Venkat Rao Pathi |
| 75. | Ankit Saxena | 76. | Sandeep Singh |
| 77. | Saurabh Khator | 78. | Bhaskar S |
| 79. | Rajesh Bansal | 80. | Ibrahim Sadiq |
| 81. | Jayasakthi Murugan G. | 82. | Aman Sood |
| 83. | Binod Menon | 84. | Karthik Srinivasan |
| 85. | Imran Shaikh | 86. | Manoj Kumar Sahoo |
| 87. | Pavan Kumar T. | 88. | Sanjay Manohar Belsare |
| 89. | Bala Gangadhar Reddy G. | 90. | Rajesh Shah |
| 91. | Nirav M. Jani | 92. | Raghavendra N. Ayanji |
| 93. | Amit Malhotra | 94. | Chandan Dash |
| 95. | Himanshu Mathur | 96. | Balaji Reddy D.S. |
| 97. | Abhishek M. Jhaveri | 98. | Aakash Pandiya |
| 99. | Pankaj Luther | 100. | Venkatraman R. |
| 101. | Rishabh Rupela | 102. | Minesh Soni |
| 103. | Pradeep Kumar Mohapatra | 104. | Premal Brahmhatt |
| 105. | Nitin Kumar Puri | 106. | Kiran Kumar K. |
| 107. | Sunil Kumar Dubey | 108. | Deepak Dhone |
| 109. | Ankit Saxena | 110. | Rama Mohana Rao Tummala |
| 111. | Amitesh Srivastava | 112. | Sudheer B. Nair |
| 113. | Durgesh Kumar Sharma | 114. | Shweta Rajesh Kothari |
| 115. | Kannan Chinnalah Pillai | 116. | Alok Shukla |
| 117. | Kartheep Kumar G. T. | 118. | Shankar Ganesh A. |
| 119. | Bharat Vaghela | 120. | Karthik Ram T. |
| 121. | Vikesh Jain | 122. | Sanjeev Singh |
| 123. | Gnanasekaran P. | 124. | Pawan Kumar Singh |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|----------------------|
| 125. | Kush Kapoor | 126. | Rajeev Lochan Jha |
| 127. | Balasubramanian P. | 128. | Ashish Dixit |
| 129. | Essakiappan K. | 130. | Sathiyam H. |
| 131. | Pasupuleti Srinivasa Rao | 132. | Ashish Kapoor |
| 133. | Amar Nath Gupta | 134. | Smily Primal Mehra |
| 135. | Antony Reagan J. | 136. | Ramnath Bhat |
| 137. | Sujeet Kumar Singh | 138. | Hemraj Pokhriyal |
| 139. | Praveen Kumar Richharia | 140. | Husain Akbar Golwala |
| 141. | Narinder Sharma | 142. | Syed Kazim Raza |
| 143. | Hemant Shinde | 144. | Archana Patankar |
| 145. | Karthikeyan M.S. | 146. | Hemant M. Revankar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------------------|--------|-----------------------------|
| 147. | Thrivikram Yalamanchili | 148. | Ruchi Mahawar |
| 149. | Arpan Thakkar | 150. | Vijay Omprakash Kalra |
| 151. | Prabhu Subramanian Ramasubramanian | 152. | Mahadeo Ghadigaonkar |
| 153. | Saurav Ganguly | 154. | Dhinakar B |
| 155. | Pardeep Kumar | 156. | Tarun Sachdev |
| 157. | Jugal Kishore | 158. | Shailesh Chandra Srivastava |
| 159. | Harish Jotwani | 160. | Narayan Dhone |
| 161. | Ramesh M. | 162. | Gandholi Srinivas |
| 163. | Vishwanath Rao | 164. | Somanathan R |
| 165. | Sandeep Nandal | 166. | Indu Gupta |
| 167. | Sreedhar T.V.S. | 168. | Amruta Guruji |
| 169. | Jagadishwar Rao Joginapelly | 170. | Lakshmanan V. |
| 171. | Chandra Sekhar Kavikondala | 172. | Louis M. E. |
| 173. | Abhinand Mishra | 174. | Dejendra Chatterjee |
| 175. | Omdutt Sharma | 176. | Sameer Mehta |
| 177. | Vaibhav Amolik | 178. | Bhavik Chapaneri |
| 179. | Yogesh Vaidya | 180. | Michael Prabhu S.K. |
| 181. | C Auxilium Joseph Prabhu | 182. | Munish Kumar |
| 183. | Hardik Yagneshkumar Ganatra | 184. | Shaikh Wajed Niyaz |
| 185. | Sanjay Srivastava | 186. | Amit Talukdar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|-------------------------|
| 187. | Helan Dorathi C. | 188. | Vishnu Shinde |
| 189. | Satish J. Bhosale | 190. | Kannan V |
| 191. | Sayyad Najam | 192. | Kothandam C. |
| 193. | Nanda Kumar H.V. | 194. | Prashant Sharma |
| 195. | Prasun Kundu | 196. | Muthukarthick K. |
| 197. | Arup Kumar Choudhury | 198. | Sajan Singh Chauhan |
| 199. | Rakesh Patil | 200. | Surinder Patial |
| 201. | Suresh Kumar Challa | 202. | Brijesh Gandhi |
| 203. | Koteswar Reddy B | 204. | Sreenath Thazhakote |
| 205. | Anil Sharma | 206. | Vikas Jain |
| 207. | Nishant Talwar | 208. | Sachin Bhatt |
| 209. | Catherine D | 210. | Sreejith D. S. |
| 211. | Kunal Nagar | 212. | Sunil Kumar B. |
| 213. | Vinod Sawant | 214. | Parmod Shiv Charan Dass |
| 215. | Pankaj Kumar Rathi | 216. | Jitender Gohri |
| 217. | Balbhadrasinh Gohil | 218. | Jagdish S. Joshi |
| 219. | Sanjay Kumar Malik | 220. | Srinivas K. |
| 221. | Vijaykumar Rane | 222. | Sanjeev Kumar |
| 223. | Ashutosh Sharma | 224. | Debashish Biswas |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|-------------------------|
| 225. | Srinivas Naidu | 226. | Ajeet Pal Chauhan |
| 227. | Saurabh Sethi | 228. | Rakesh Sharma |
| 229. | Dhanasekar G. | 230. | Manish Kumar Srivastava |
| 231. | Sahil Bharadwaj | 232. | Venkatramaiah V. |
| 233. | Sandeep Singh | 234. | Hardik Gandhi |
| 235. | Lavinder Singh | 236. | Navnath Ramdas Adhav |
| 237. | Vijay Ambati | 238. | Tamal Dasgupta |
| 239. | Abhishek Yadav | 240. | Visvendra Singh |
| 241. | Sachidananda Prasad Pathy | 242. | Balakishan Reddy Kumbam |
| 243. | Pankaj Lakra | 244. | Ankur Mittal |
| 245. | Manish Narula | 246. | Prashant Giryalkar |
| 247. | Kapil Motiyani | 248. | Hemant Bhardwaj |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|--------------------------|
| 249. | Navneet Ojha | 250. | Mohd. Wasiuddin |
| 251. | Vikas Murarisingh Bhadoria | 252. | Prasath R. |
| 253. | Peranandha Perumal G. | 254. | Utsav Patel |
| 255. | Chaitanya C. Joshi | 256. | Manikandan E. S |
| 257. | Binku Kapoor | 258. | Hardik Vyas |
| 259. | Balaji S. | 260. | Debabrata Roy |
| 261. | Himanshu Mutneja | 262. | Anil Sitaram Suryavanshi |
| 263. | Sanjay Hooda | 264. | Parthiban R. |
| 265. | Srinivasa Rao B. | 266. | Jamal Quiyoom Ibrahim |
| 267. | Suhas More | 268. | Vikas Gupta |
| 269. | Parshuram Ande | 270. | Abhishek Mukherjee |
| 271. | Kamlesh Chandiramani | 272. | Amit Bansal |
| 273. | Prabhakaran D. | 274. | Paramita Mitra |
| 275. | Dinesh Chauhan | 276. | Prabhu B |
| 277. | Praveen Kumar Khanna | 278. | Nagappan N |
| 279. | Abhishek Nair | 280. | Sugan Babu B. |
| 281. | Ekant Mehta | 282. | Jyoti Garg |
| 283. | Rakesh Sabharwal | 284. | Bulu Behera |
| 285. | Chetan Singh Chauhan | 286. | Veerarapu Trinadh Kumar |
| 287. | Reshma Sultana | 288. | Ranjeet Singh |
| 289. | Srinivasan G. C. | 290. | Prabhu P. |
| 291. | Arjun V. | 292. | Avneet Kaur |
| 293. | Gowtham S. | 294. | Bhupinder Singh Jolly |
| 295. | Ritika Kumari | 296. | Sudheer Sapale |
| 297. | Sumit Kalra | 298. | Sadeesh Kumar M. |
| 299. | Jatin M. Nathwani | 300. | Ramkumar M. V. |
| 301. | Nisha Israni | | |

ANNEXURE A18

LIST OF ALLOTTEES

ESOS 2017 (Plan 12) November 26, 2021

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Haren D Parekh | 2. | Mohamed Ibrahim S. |
| 3. | Rohit S Patwardhan | 4. | Ravi Yadav |
| 5. | Sathya Ramanan | 6. | Mrinal Sinha |
| 7. | Sarabjeet Singh | 8. | Milind Suryajirao Bhosale |
| 9. | Sandeep Dubey | 10. | Surinder Singh |
| 11. | Smita Madhukara Karkera | 12. | Anupriya Chakravorty |
| 13. | Girinad K | 14. | Aakash S. Kale |
| 15. | Ritesh Sharma | 16. | Sachin Shah |
| 17. | Manoj G Nampoothiry | 18. | Ashpak Iliyas Pathan |
| 19. | Kumaran N | 20. | Ravi Govinddas Maheshwari |
| 21. | Manoj Kumar T.P. | 22. | Deepak Gupta |
| 23. | Vivek V. | 24. | Pradeesh P. |
| 25. | Purushotham Reddy B | 26. | Rajesh K |
| 27. | Anuj Desai | 28. | Rishiraj Naidu |
| 29. | Sucheta Bihari | 30. | Gaurav Sharma |
| 31. | Jitender Kumar | 32. | Aluri Murali |
| 33. | Vikas Pachauri | 34. | Islam Khan |
| 35. | Jagdeep Singh | 36. | Taufiq Pathan |
| 37. | Sai Akash V. | 38. | Shiv Sachdeva |
| 39. | Rajesh V. | 40. | Gaurav Bhatia |
| 41. | Manan M. Patel | 42. | Reman K C |
| 43. | Gohil Alpesh B. | 44. | Mahesh Anand |
| 45. | Rajkumar Shah | 46. | Raghu Prasad J |
| 47. | Ramesh Mundhra | 48. | Kirankumar V |
| 49. | Kanagaraj S. S. | 50. | Vijayabaskar N |
| 51. | Amish Dhruv | 52. | Mayank Gandhi |
| 53. | Akash Bhaya | 54. | Ramesh Kumar B |
| 55. | Vineet Sharma | 56. | Harish Venugopal |
| 57. | Vivek Kunnumal | 58. | Pankaj Bhatia |
| 59. | Vivek Dabhadkar | 60. | Ravikumar R |
| 61. | Rajat Sharma | 62. | Tejas Jivrajani |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Nitant Verma | 64. | Saleem Ibrahim Shaikh |
| 65. | Anuj Khurana | 66. | Virat Trivedi |
| 67. | Prasanna G | 68. | Atin Rohatgi |
| 69. | Ajay Bhardwaj | 70. | Srinivasan A. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------------|--------|----------------------------|
| 71. | Prakash Gohel | 72. | Jeffson Rodrigues |
| 73. | Manikandan S. | 74. | Rajbir Singh |
| 75. | Nitin Pawar | 76. | Satheesh M. |
| 77. | Rohit Sarin | 78. | Gagandeep Singh Bhatia |
| 79. | Jitesh Vasant Rao Bilvanikar | 80. | Prajith T. S. |
| 81. | Rajat Tewari | 82. | Taru Baheti |
| 83. | Saravanan R. | 84. | Manoj Kumar Singh |
| 85. | Saurabh Mittal | 86. | Nimmala Vinayak |
| 87. | Senthil Kumar S. | 88. | Yogesh Nakhawa |
| 89. | Bharanidharan R. | 90. | Naresh Nandha M. |
| 91. | Suresh P. | 92. | Chinta Ram Jangde |
| 93. | Jai Chawda | 94. | Mahesh Chandra Sharma |
| 95. | Kasthuri Rengan L. | 96. | Ajay Sikka |
| 97. | Ragavendran V. | 98. | Pankaj Jawanjal |
| 99. | Viswanathan S. | 100. | Arpit Gehlot |
| 101. | Ashish Gupta | 102. | Viren Mehta |
| 103. | Balaji S. | 104. | Amit Singh |
| 105. | Dharmendrasinh R Gohil | 106. | Arnab Das |
| 107. | Bhoori Singh | 108. | Gaurang Desai |
| 109. | Manish Tiwari | 110. | Harpal Singh Lukhar |
| 111. | Prabakaran P. | 112. | Roopa K. A. |
| 113. | Karthikeyan K. | 114. | Amit H. Desai |
| 115. | Atul Batra | 116. | Shivam Pandiya |
| 117. | Muthukumar P. | 118. | Vinu K. Pillai |
| 119. | Roopesh P. V. | 120. | Sanjeev Jassal |
| 121. | Sudipto Banerjee | 122. | Sorav Bahety |
| 123. | Rohit Bhatnagar | 124. | Saraswathy Natarajan Vishu |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|----------------------|
| 125. | Sasidhar Ravi Kumar K.S. | 126. | Vikas Ahuja |
| 127. | Raja Sekhar G.V. | 128. | Krithika Arun |
| 129. | Dilip Tiwari | 130. | Raghavendra Perugu |
| 131. | Harish Kumar K. | 132. | Senthil Babu C. |
| 133. | Sabarinadane P. | 134. | Ashok Chaudhary |
| 135. | Bhupender Singh | 136. | Samir Jaiswal |
| 137. | Ajay Thakur | 138. | Sanku Sarkar |
| 139. | Ram Chandra Singh | 140. | Anil Bhargava |
| 141. | Hitesh K. Parmar | 142. | Selvakumar N. |
| 143. | Inbanathan R. | 144. | Thiruchelvam S. |
| 145. | Gurudatt Bairagi | 146. | Sanjay Saxena |
| 147. | Anand K. | 148. | Rajiv Chodha |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|----------------------------|
| 149. | Satyendra Lucas | 150. | Vishal S. Ritpurkar |
| 151. | Srikanth B. | 152. | Arun K. Pateriya |
| 153. | Raghvendra Singh | 154. | Chirag Maheshkumar Thakkar |
| 155. | Ashish Dhedhi | 156. | Manoj J. Patil |
| 157. | Vijay Kumar Podipireddy | 158. | Mukund R. |
| 159. | Girraj Kishore Parashar | 160. | Balaji Vale |
| 161. | Pradeep Kumar Sharma | 162. | Harshal Madhavrao Jondhale |
| 163. | Kapil Khosla | 164. | Naimesh Kanubhai Bhatt |
| 165. | Manash Kr. Biswas | 166. | Masthana Ferman S.H. |
| 167. | Ganesh T. K. | 168. | Dharani R. |
| 169. | Suresh Kumar Dhingra | 170. | Amit Patel |
| 171. | Arijit Sil | 172. | Naveen Vijay |
| 173. | Prashant Rathore | 174. | Ramamoorthy Sampath Yadav |
| 175. | Gowrishankar R. | 176. | Shardanand Jha |
| 177. | Venkata Srinivas S. | 178. | Chandrakumar A. |
| 179. | Jitendra Pal Jadon | 180. | Mohan Vamsi Palem |
| 181. | Umesh Kumar M. | 182. | Sunil Jain |
| 183. | Hiren V. Mehta | 184. | Ankit Agarwal |
| 185. | Ashish Kumar Gothwal | 186. | Awais Mustafa Ansari |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|------------------------|
| 187. | Gaurav Jaswal | 188. | Praveen Menon |
| 189. | Suresh V. | 190. | Keshav Baban Mali |
| 191. | Job Andrews Aloorkezhukoot | 192. | Mubashshir Sakharkar |
| 193. | Deepak Jethani | 194. | Jegatheesan M. |
| 195. | Sivashankar D. | 196. | Narvir Singh Charak |
| 197. | Dilip Chhapra | 198. | Paranitharan K. |
| 199. | Sathya N. Reddy | 200. | Abhishek Priyadarshi |
| 201. | Manoj Kumar Panicker | 202. | Varun Behl |
| 203. | Vishal N. Patel | 204. | Nagesh R. |
| 205. | Prabhash Chander Pandey | 206. | Sharad M. Pawar |
| 207. | Anil Satram Keswani | 208. | Sunil Kumar Singh |
| 209. | Gaurav Jain | 210. | Vinay Taneja |
| 211. | Keyur Bhavsar | 212. | Rakesh Semwal |
| 213. | Satheesh Kumar M. | 214. | Dau Dayal Gupta |
| 215. | Prakash Bajirao Mali | 216. | Parakramsinh Jadeja |
| 217. | Jaya Prakash Anumalasetty | 218. | Santhosh Prabhu D. |
| 219. | Prasad Prakash Limaye | 220. | Kailash Chander Bansal |
| 221. | Ramesh Chand | 222. | Amit Bansal |
| 223. | Tharakeswara Rao P. | 224. | Chanakya Reddy Kotla |
| 225. | Raghav Krishna | 226. | Sachit Taneja |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------------|--------|----------------------------|
| 227. | Sumit Joshi | 228. | Ujwal Kumar Buchade |
| 229. | Yudhajit Ray | 230. | Rishi Mehendiratta |
| 231. | Sachin Pravinbhai Yadav | 232. | Kommana Satish Kumar |
| 233. | Kumar Rajan | 234. | Ramakrishnan R. |
| 235. | Siddharth Das | 236. | Sanjay Yadav |
| 237. | Armstrong Christopher Madhan R. | 238. | Karthik Srinivasan |
| 239. | Rajnish Srivastava | 240. | Sanjay Manohar Belsare |
| 241. | Abhay Bhosale | 242. | Raja Reddy Bajja |
| 243. | Navratan Singh Makwana | 244. | Harish Nair |
| 245. | Sandeep Mahere | 246. | Prakash Sri Satya Paritala |
| 247. | Sai Prasad Koka | 248. | Anindya Sengupta |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------------|--------|---------------------------|
| 249. | Shiva Kumar S. | 250. | J Sriranganath |
| 251. | Amit Kumar Pathak | 252. | Sandip Prakash Mhase |
| 253. | Sekar K. | 254. | Srinivasarao Chennupati |
| 255. | Kalyan Chakravarthy Bhamidipati | 256. | V Srinivasan |
| 257. | Shyam Telang | 258. | Ankoor Ashokkumar Kalika |
| 259. | Amit Kumar Pandey | 260. | Anurag Sharma |
| 261. | Chetankumar Nayankumar Bhatt | 262. | Prosenjit Paul |
| 263. | Amit Sahastrabudde | 264. | Chittaranjan Dalai |
| 265. | Rakesh Kumar | 266. | Girish R Nair |
| 267. | Amit Tiwari | 268. | Nilesh Madhukar Mathure |
| 269. | Naveen Bajaj | 270. | Dhanpalsinh Parmar |
| 271. | Arul Kingsly Wilson W | 272. | B S K Bhogaraju |
| 273. | Amarnath S | 274. | Sourav Bhowmik |
| 275. | Vetrivel K | 276. | Bandaru Venkata Satish |
| 277. | Sanjeev Bhatia | 278. | Nitin Jain |
| 279. | Jignesh Patel | 280. | Arvind Kumar Chaudhary |
| 281. | Vijay Shinde | 282. | Lalita Andrew Rapose |
| 283. | Dipti Khandelwal | 284. | Sandeep Donge |
| 285. | Pradeep Sharma | 286. | Kodiyarasu S |
| 287. | Nilanjan Basu | 288. | Rhituraj Bordoloi |
| 289. | Balbir Singh | 290. | Santosh Yadav |
| 291. | Deepak Kumar | 292. | Kaushal Kumar Mishra |
| 293. | Manish Kumar Singh | 294. | Karthikeyan S |
| 295. | Sushil Kumar Rana | 296. | Gudapati Naveen |
| 297. | Gaurav Kejriwal | 298. | Mahesh Premchand Thadhani |
| 299. | Ajeet Vijaypal Singh | 300. | Ashok Mitra |
| 301. | Suriya Prakash R | 302. | Vipul Gupta |
| 303. | K Murali | 304. | Niraj Kumar Das |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|-------------------------|
| 305. | Sandeep Sharma | 306. | Naresh Kumar Sriramoju |
| 307. | Sandeep Tokas | 308. | Akash Bararia |
| 309. | Shanmuga Sundaram S | 310. | M Vijay Shekharan Swamy |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|------------------------------|
| 311. | Ashish Ghatnekar | 312. | Swarup Bandopadhyay |
| 313. | Shirley Thomas | 314. | Sanjay Srivastava |
| 315. | Tavleen Chaudhry | 316. | Shailendra Bhosle |
| 317. | Esha Rai | 318. | Ajit Bhaskar Kamble |
| 319. | Prachi Ravi Sirohi | 320. | Senthilkumaran D. |
| 321. | Pallavi Sahasrabudhe | 322. | Amit Rajan |
| 323. | Vikas Kalra | 324. | Dixitbhai Kishorbhai Gondhia |
| 325. | Arvind S. Bandivadekar | 326. | Nimish Joshi |
| 327. | Krupa Tanna | 328. | Maurice Dueman |
| 329. | Jeetendra Kumar Singh | 330. | Ajay V Akre |
| 331. | Hitesh Verma | 332. | Amit Sharma |
| 333. | Ravindra Kumar | | |

ANNEXURE A19

LIST OF ALLOTTEES

ESOS 2017 (Plan 11) dated March 17, 2022

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Haren D Parekh | 2. | Santoshkumar M. Pillai |
| 3. | Janardhan Annam | 4. | Sakthikumaran K |
| 5. | Padmanaban G. | 6. | Jitendra Kuril |
| 7. | Koushik Ghosh | 8. | Bhaskar Gupta |
| 9. | Rajasekar C. | 10. | Prem Anand |
| 11. | Chander Prakash Singh | 12. | Lomesh Suhas Joshi |
| 13. | Amit Rakesh Jain | 14. | Jwala Mohan Rao Panithapu |
| 15. | Sandesh Rathi | 16. | Anil Badoni |
| 17. | Amit Malviya | 18. | Nisha Sudan |
| 19. | Parwez Ahmad | 20. | Karthik P. |
| 21. | Lakshmi Narayanan R. | 22. | Bhuwaneshwar Swamy |
| 23. | Vijaya Kumar K. | 24. | Dhaval B. Patel |
| 25. | Naveed Ahmed | 26. | Ram Kumar Ladwan |
| 27. | Rupen Dalal | 28. | Suresh R. |
| 29. | Sandeep Singh | 30. | Nallasamy S. |
| 31. | Jeykumar P | 32. | Monojit Gupta |
| 33. | Pankaj Gaur | 34. | Yogesh Ramlal Trivedi |
| 35. | Vishal Raithatha | 36. | Mihir A. Soni |
| 37. | Deepak Sehgal | 38. | Devendra Singh Shaktawat |
| 39. | Harish Kumar | 40. | Gaurav Garg |
| 41. | Ashwani Kumar | 42. | Srinivas Mendu |
| 43. | Abhishek H. Shukla | 44. | Paresh Gobarbhai Parsana |
| 45. | Angad Bhari | 46. | Nandkumar Rajaram Tarle |
| 47. | Tejas Jani | 48. | Dinesh J. Gupta |
| 49. | Muthu Kumaran R. | 50. | Nikhil Shah |
| 51. | Kumanan S. | 52. | Subrata Roy |
| 53. | Arun Kumar S. | 54. | Satishkumar K. |
| 55. | Udayveer Singh | 56. | Logavel V. P. |
| 57. | Rajeev Rana | 58. | Subol Kumar Bid |
| 59. | Rajkumar N. | 60. | Santosh Kumar Singh |
| 61. | Prashant Kaul | 62. | Ankit Saxena |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Rajesh Bansal | 64. | Chandan Dash |
| 65. | Jayasakthi Murugan G. | 66. | Balaji Reddy D.S. |
| 67. | Pavan Kumar T. | 68. | Aakash Pandiya |
| 69. | Bala Gangadhar Reddy G. | 70. | Venkatraman R. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------------------|--------|------------------------------------|
| 71. | Amit Malhotra | 72. | Premal Brahmhatt |
| 73. | Himanshu Mathur | 74. | Kiran Kumar K. |
| 75. | Abhishek M. Jhaveri | 76. | Rama Mohana Rao Tummala |
| 77. | Pankaj Luther | 78. | Shweta Rajesh Kothari |
| 79. | Rishabh Rupela | 80. | Alok Shukla |
| 81. | Pradeep Kumar Mohapatra | 82. | Shankar Ganesh A. |
| 83. | Sunil Kumar Dubey | 84. | Karthik Ram T. |
| 85. | Ankit Saxena | 86. | Sanjeev Singh |
| 87. | Amitesh Srivastava | 88. | Pawan Kumar Singh |
| 89. | Durgesh Kumar Sharma | 90. | Kush Kapoor |
| 91. | Kannan Chinnalah Pillai | 92. | Balasubramanian P. |
| 93. | Kartheep Kumar G. T. | 94. | Essakiappan K. |
| 95. | Bharat Vaghela | 96. | Amar Nath Gupta |
| 97. | Vikesh Jain | 98. | Sujeet Kumar Singh |
| 99. | Gnanasekaran P. | 100. | Praveen Kumar Richharia |
| 101. | Ramachandra R. Mudaliar | 102. | Narinder Sharma |
| 103. | Bhavinkumar Indravadanbhai Sukhadiya | 104. | Hemant Shinde |
| 105. | Sudhan J. | 106. | Thrivikram Yalamanchili |
| 107. | Venkat Rao Pathi | 108. | Arpan Thakkar |
| 109. | Sandeep Singh | 110. | Prabhu Subramanian Ramasubramanian |
| 111. | Bhaskar S | 112. | Saurav Ganguly |
| 113. | Aman Sood | 114. | Jugal Kishore |
| 115. | Karthik Srinivasan | 116. | Harish Jotwani |
| 117. | Manoj Kumar Sahoo | 118. | Ramesh M. |
| 119. | Sanjay Manohar Belsare | 120. | Sandeep Nandal |
| 121. | Rajesh Shah | 122. | Sreedhar T.V.S. |
| 123. | Ashish Kumar | 124. | Jagadishwar Rao Joginapelly |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|----------------------|
| 125. | Chandra Sekhar Kavikondala | 126. | Bhavik Chapaneri |
| 127. | Abhinand Mishra | 128. | Michael Prabhu S.K. |
| 129. | Omdutt Sharma | 130. | Munish Kumar |
| 131. | Vaibhav Amolik | 132. | Shaikh Wajed Niyaz |
| 133. | Yogesh Vaidya | 134. | Helan Dorathi C. |
| 135. | C Auxilium Joseph Prabhu | 136. | Satish J. Bhosale |
| 137. | Sanjay Srivastava | 138. | Sayyad Najam |
| 139. | Rajeev Lochan Jha | 140. | Nanda Kumar H.V. |
| 141. | Ashish Dixit | 142. | Prasun Kundu |
| 143. | Sathiyam H. | 144. | Arup Kumar Choudhury |
| 145. | Ashish Kapoor | 146. | Rakesh Patil |
| 147. | Smily Primal Mehra | 148. | Suresh Kumar Challa |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-----------------------------|--------|---------------------------|
| 149. | Ramnath Bhat | 150. | Koteswar Reddy B |
| 151. | Husain Akbar Golwala | 152. | Anil Sharma |
| 153. | Syed Kazim Raza | 154. | Catherine D |
| 155. | Archana Patankar | 156. | Kunal Nagar |
| 157. | Hemant M. Revankar | 158. | Vinod Sawant |
| 159. | Ruchi Mahawar | 160. | Pankaj Kumar Rathi |
| 161. | Vijay Omprakash Kalra | 162. | Balbhadrasingh Gohil |
| 163. | Mahadeo Ghadigaonkar | 164. | Vijaykumar Rane |
| 165. | Dhinakar B | 166. | Ashutosh Sharma |
| 167. | Tarun Sachdev | 168. | Srinivas Naidu |
| 169. | Shailesh Chandra Srivastava | 170. | Saurabh Sethi |
| 171. | Narayan Dhone | 172. | Dhanasekar G. |
| 173. | Somanathan R | 174. | Sandeep Singh |
| 175. | Indu Gupta | 176. | Lavinder Singh |
| 177. | Amruta Guruji | 178. | Abhishek Yadav |
| 179. | Lakshmanan V. | 180. | Sachidananda Prasad Pathy |
| 181. | Louis M. E. | 182. | Pankaj Lakra |
| 183. | Dejendra Chatterjee | 184. | Manish Narula |
| 185. | Sameer Mehta | 186. | Kapil Motiyani |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|----------------------|
| 187. | Vishnu Shinde | 188. | Sanjay Hooda |
| 189. | Kannan V | 190. | Srinivasa Rao B. |
| 191. | Kothandam C. | 192. | Suhas More |
| 193. | Prashant Sharma | 194. | Parshuram Ande |
| 195. | Muthukarthick K. | 196. | Kamlesh Chandiramani |
| 197. | Sajan Singh Chauhan | 198. | Prabhakaran D. |
| 199. | Surinder Patial | 200. | Praveen Kumar Khanna |
| 201. | Brijesh Gandhi | 202. | Ekant Mehta |
| 203. | Sreenath Thazhakote | 204. | Chetan Singh Chauhan |
| 205. | Vikas Jain | 206. | Reshma Sultana |
| 207. | Sreejith D. S. | 208. | Arjun V. |
| 209. | Sunil Kumar B. | 210. | Gowtham S. |
| 211. | Parmod Shiv Charan Dass | 212. | Ritika Kumari |
| 213. | Jagdish S. Joshi | 214. | Sumit Kalra |
| 215. | Srinivas K. | 216. | Jatin M. Nathwani |
| 217. | Sanjeev Kumar | 218. | Nisha Israni |
| 219. | Ajeet Pal Chauhan | 220. | Mohd. Wasiuddin |
| 221. | Rakesh Sharma | 222. | Prasath R. |
| 223. | Manish Kumar Srivastava | 224. | Utsav Patel |
| 225. | Hardik Gandhi | 226. | Manikandan E. S |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 227. | Navnath Ramdas Adhav | 228. | Hardik Vyas |
| 229. | Tamal Dasgupta | 230. | Debabrata Roy |
| 231. | Visvendra Singh | 232. | Anil Sitaram Suryavanshi |
| 233. | Balakishan Reddy Kumbam | 234. | Parthiban R. |
| 235. | Prashant Giryalkar | 236. | Jamal Quiyoom Ibrahim |
| 237. | Hemant Bhardwaj | 238. | Vikas Gupta |
| 239. | Vikas Murarisingh Bhadoria | 240. | Abhishek Mukherjee |
| 241. | Chaitanya C. Joshi | 242. | Amit Bansal |
| 243. | Binku Kapoor | 244. | Paramita Mitra |
| 245. | Balaji S. | 246. | Prabhu B |
| 247. | Himanshu Mutneja | 248. | Nagappan N |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 249. | Sugan Babu B. | 250. | Bhupinder Singh Jolly |
| 251. | Jyoti Garg | 252. | Sudheer Sapale |
| 253. | Bulu Behera | 254. | Sadeesh Kumar M. |
| 255. | Veerarapu Trinadh Kumar | 256. | Ramkumar M. V. |
| 257. | Ranjeet Singh | 258. | Sanjay Kumar Malik |
| 259. | Prabhu P. | 260. | Manoj R. |
| 261. | Avneet Kaur | | |

ANNEXURE A20

LIST OF ALLOTTEES

ESOS 2017 (Plan 13) dated March 17, 2022

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Haren D Parekh | 2. | Srinivasa Rao B. |
| 3. | Sathya Ramanan | 4. | Kamlesh Chandiramani |
| 5. | Ritesh Sharma | 6. | Deepak Sehgal |
| 7. | Janardhan Annam | 8. | Neeraj Kumar |
| 9. | Manoj G Nampoothiry | 10. | Prawin Tiwari |
| 11. | Vipul Khullar | 12. | Harish Kumar |
| 13. | Pausali Dutta | 14. | Abhishek H. Shukla |
| 15. | Padmanaban G. | 16. | Tejas Jani |
| 17. | Manoj B. | 18. | Kumanan S. |
| 19. | Koushik Ghosh | 20. | Arun Kumar S. |
| 21. | Chander Prakash Singh | 22. | Udayveer Singh |
| 23. | Amit Rakesh Jain | 24. | Rajeev Rana |
| 25. | Debabrata Roy | 26. | Saurabh Kolhatkar |
| 27. | Amit Malviya | 28. | Rajkumar N. |
| 29. | Parthiban R. | 30. | Mahesha D. K. |
| 31. | Abhishek Mukherjee | 32. | Santoshkumar M. Pillai |
| 33. | Avkash Singh | 34. | Ajeet Pal Chauhan |
| 35. | Prabhu B | 36. | Rakesh Sharma |
| 37. | Nagappan N | 38. | Prithwish Mukherjee |
| 39. | Sugan Babu B. | 40. | Prem Anand |
| 41. | Lakshmi Narayanan R. | 42. | Lomesh Suhas Joshi |
| 43. | Nikunj Sachde | 44. | Navnath Ramdas Adhav |
| 45. | Vijaya Kumar K. | 46. | Jwala Mohan Rao Panithapu |
| 47. | Rupen Dalal | 48. | Balakishan Reddy Kumbam |
| 49. | Sandeep Singh | 50. | Anil Badoni |
| 51. | Balaji S. | 52. | Dhaval B. Patel |
| 53. | Sundaramuritiy EAS | 54. | Ashutosh Sharma |
| 55. | Jeykumar P | 56. | Ram Kumar Ladwan |
| 57. | Pankaj Gaur | 58. | Suresh R. |
| 59. | Vishal Raithatha | 60. | Rajeev Saneja |
| 61. | Sanjay Hooda | 62. | Nallasamy S. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Yogesh Ramlal Trivedi | 64. | Amit Malhotra |
| 65. | Naveen Juneja | 66. | Himanshu Mathur |
| 67. | Devendra Singh Shaktawat | 68. | Abhishek M. Jhaveri |
| 69. | Dejendra Chatterjee | 70. | Pankaj Luther |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|--------------------------------------|
| 71. | Nitesh Tiwari | 72. | Rishabh Rupela |
| 73. | Gaurav Garg | 74. | Pradeep Kumar Mohapatra |
| 75. | Mendu Srinivas | 76. | Sunil Kumar Dubey |
| 77. | Saurabh Sethi | 78. | Ankit Saxena |
| 79. | Paresh Gobarbhai Parsana | 80. | Durgesh Kumar Sharma |
| 81. | Sameer Mohanlal Mehta | 82. | Nirmal Rathan S. |
| 83. | Sachidananda Prasad Pathy | 84. | Akshay Dhup |
| 85. | Nikhil Shah | 86. | Kannan Chinnalah Pillai |
| 87. | Subrata Roy | 88. | Helan Dorathi C. |
| 89. | Atul Gusain | 90. | Kartheep Kumar G. T. |
| 91. | Sathishkumar K | 92. | Satish J. Bhosale |
| 93. | Shekhar Narayana Poojaray | 94. | Manish Sharma |
| 95. | Logavel V. P. | 96. | Muzammil Sakharkar |
| 97. | Subol Kumar Bid | 98. | Sayyad Najam |
| 99. | Sajan Singh Chauhan | 100. | Bharat Vaghela |
| 101. | Santosh Kumar Singh | 102. | Vikesh Jain |
| 103. | Ankit Saxena | 104. | Gnanasekaran P. |
| 105. | Gurunathamoorthy L. | 106. | Ramachandra R. Mudaliar |
| 107. | Arvind R. Mishra | 108. | Bhavinkumar Indravadanbhai Sukhadiya |
| 109. | Jayasakthi Murugan G. | 110. | Sudhan J. |
| 111. | Saurabh Tyagi | 112. | Sandeep Singh |
| 113. | Sandeep Kadam | 114. | Bhaskar S |
| 115. | Bala Gangadhar Reddy G. | 116. | Aman Sood |
| 117. | Munish Kumar | 118. | Karthik Srinivasan |
| 119. | Jai Prakash Bugalia | 120. | Manoj Kumar Sahoo |
| 121. | Shaikh Wajed Niyaz | 122. | Sanjay Manohar Belsare |
| 123. | Manoj R. | 124. | Rajesh Shah |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|-----------------------------|
| 125. | Ashish Kumar | 126. | Chandra Sekhar Kavikondala |
| 127. | Anand Vitthal Vaggu | 128. | Anil Sharma |
| 129. | Chandan Dash | 130. | Omdutt Sharma |
| 131. | Aakash Pandiya | 132. | Ashok Kumar Sahoo |
| 133. | Prasun Kundu | 134. | Rajeev Lochan Jha |
| 135. | Premal Brahmabhatt | 136. | Ashish Dixit |
| 137. | Rama Mohana Rao Tummala | 138. | Sathiyam H. |
| 139. | Alok Shukla | 140. | Catherine D |
| 141. | Shankar Ganesh A. | 142. | Shailesh Chandra Srivastava |
| 143. | Karthik Ram T. | 144. | Ashish Kapoor |
| 145. | Ashish Prakash Joshi | 146. | Jaikiran Parekh |
| 147. | Pawan Kumar Singh | 148. | Purvi Rahul Shah |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|---------------------------|
| 149. | Kush Kapoor | 150. | Kunal Nagar |
| 151. | Balasubramanian P. | 152. | Somanathan R |
| 153. | Essakiappan K. | 154. | Sudhakar N |
| 155. | Rakesh Patil | 156. | Natarajan K |
| 157. | Rahul G. Vyas | 158. | Bharathi S |
| 159. | Paresh Raorane | 160. | Sameer Katyal |
| 161. | Amar Nath Gupta | 162. | Rajeev K B |
| 163. | Suresh Kumar Challa | 164. | Sharadendu Shekhar |
| 165. | Sujeet Kumar Singh | 166. | Elmo Bruglin C V |
| 167. | Narinder Sharma | 168. | Ramprasad Kudupu Tantry |
| 169. | Hemant Shinde | 170. | Sachin Kumar |
| 171. | Karthikeyan M.S. | 172. | Srinivas Lakkam |
| 173. | Thrivikram Yalamanchili | 174. | Syed Zia Ur Rehman Hashmi |
| 175. | Arpan Thakkar | 176. | Dilip Choudhary |
| 177. | Koteswar Reddy B | 178. | Jayesh Jayamohan Pillai |
| 179. | Jugal Kishore | 180. | Dayanidhi VI |
| 181. | Harish Jotwani | 182. | Shreya Pravin Mota |
| 183. | Ramesh M. | 184. | Vilas Vitthal Shinde |
| 185. | Sandeep Nandal | 186. | Mahesh Yadav |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|-------------------------------|
| 187. | Gaurav Prakash Gadia | 188. | Shweta Rajesh Kothari |
| 189. | Sanjaya Kumar Lenka | 190. | Balbhadrasingh Gohil |
| 191. | Amit Jain | 192. | C Auxilium Joseph Prabhu |
| 193. | Avinash Pratap Singh | 194. | Smily Primal Mehra |
| 195. | Anil Pandey | 196. | Ramnath Bhat |
| 197. | Nagaraj . | 198. | Husain Akbar Golwala |
| 199. | Giridhar M | 200. | Nikhil Nandkishor Karangutkar |
| 201. | Dipan Debnath | 202. | Prashant Shiroor |
| 203. | Chandan Singh Takkar | 204. | Syed Kazim Raza |
| 205. | Vivek Pralhad Shukla | 206. | Hemant M. Revankar |
| 207. | Shashi Bhushan Pathak | 208. | Ruchi Mahawar |
| 209. | Sharad Saxena | 210. | Mahadeo Ghadigaonkar |
| 211. | Bhawna Shrivastava | 212. | Vivek Kunnumal |
| 213. | Navashree Mandar Rane | 214. | Harish Venugopal |
| 215. | JATIN KUMAR RATHA | 216. | Ajay Thakur |
| 217. | Sheetal Brian Fernandes | 218. | Akash Bararia |
| 219. | JIGAR KUMAR PARIKH | 220. | Shirley Thomas |
| 221. | Suraj Singh | 222. | Sri Krishna R J |
| 223. | Saldanha Marlon Ignatius | 224. | Pranay Sinha |
| 225. | Arjun V. | 226. | Ankur Goel |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 227. | Gowtham S. | 228. | Pankaj Sarswat |
| 229. | Pankaj Kumar Rathi | 230. | Suresh T |
| 231. | Hiral Thanawala | 232. | Anjani Nandan Singh |
| 233. | Prashant Kaul | 234. | Chandranath Mukhopadhyay |
| 235. | Ratnesh Kumar Shrivastav | 236. | Sandeep S K |

ANNEXURE A21

LIST OF ALLOTTEES

ESOS 2017 (Plan 12) dated December 7, 2022

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Rohit S Patwardhan | 2. | Pradeesh P. |
| 3. | Sathya Ramanan | 4. | Rishiraj Naidu |
| 5. | Sarabjeet Singh | 6. | Gaurav Sharma |
| 7. | Smita Madhukara Karkera | 8. | Aluri Murali |
| 9. | Girinad K | 10. | Islam Khan |
| 11. | Ritesh Sharma | 12. | Mahesh Anand |
| 13. | Manoj Kumar T.P. | 14. | Raghu Prasad J |
| 15. | Vivek V. | 16. | Kirankumar V |
| 17. | Anuj Desai | 18. | Mayank Gandhi |
| 19. | Sucheta Bihari | 20. | Ramesh Kumar B |
| 21. | Vikas Pachauri | 22. | Harish Venugopal |
| 23. | Jagdeep Singh | 24. | Pankaj Bhatia |
| 25. | Manan M. Patel | 26. | Ravikumar R |
| 27. | Gohil Alpesh B. | 28. | Tejas Jivrajani |
| 29. | Ramesh Mundhra | 30. | Anuj Khurana |
| 31. | Kanagaraj S. S. | 32. | Ajay Bhardwaj |
| 33. | Amish Dhruv | 34. | Prakash Gohel |
| 35. | Akash Bhaya | 36. | Nitin Pawar |
| 37. | Vineet Sharma | 38. | Rohit Sarin |
| 39. | Vivek Kunnumal | 40. | Jitesh Vasantao Bilwanikar |
| 41. | Vivek Dabhadkar | 42. | Saurabh Mittal |
| 43. | Rajat Sharma | 44. | Suresh P. |
| 45. | Mohamed Ibrahim S. | 46. | Jai Chawda |
| 47. | Ravi Yadav | 48. | Ragavendran V. |
| 49. | Surinder Singh | 50. | Ashish Gupta |
| 51. | Anupriya Chakravorty | 52. | Balaji S. |
| 53. | Aakash S. Kale | 54. | Dharmendrasinh R Gohil |
| 55. | Sachin Bhow | 56. | Bhoori Singh |
| 57. | Ashpak Iliyas Pathan | 58. | Manish Tiwari |
| 59. | Ravi Govinddas Maheshwari | 60. | Karthikeyan K. |
| 61. | Deepak Gupta | 62. | Roopesh P. V. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Rohit Bhatnagar | 64. | Raghvendra Singh |
| 65. | Saleem Ibrahim Shaikh | 66. | Vijay Kumar Podipireddy |
| 67. | Virat Trivedi | 68. | Pradeep Kumar Sharma |
| 69. | Srinivasan A. | 70. | Kapil Khosla |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|----------------------------|
| 71. | Jeffson Rodrigues | 72. | Manash Kr. Biswas |
| 73. | Satheesh M. | 74. | Ganesh T. K. |
| 75. | Gagandeep Singh Bhatia | 76. | Suresh Kumar Dhingra |
| 77. | Manoj Kumar Singh | 78. | Arijit Sil |
| 79. | Nimmala Vinayak | 80. | Gowrishankar R. |
| 81. | Mahesh Chandra Sharma | 82. | Jitendra Pal Jadon |
| 83. | Arpit Gehlot | 84. | Umesh Kumar M. |
| 85. | Viren Mehta | 86. | Hiren V. Mehta |
| 87. | Amit Singh | 88. | Ashish Kumar Gothwal |
| 89. | Gaurang Desai | 90. | Vikas Ahuja |
| 91. | Roopa K. A. | 92. | Krithika Arun |
| 93. | Amit H. Desai | 94. | Samir Jaiswal |
| 95. | Shivam Pandiya | 96. | Sanku Sarkar |
| 97. | Vinu K. Pillai | 98. | Anil Bhargava |
| 99. | Sanjeev Jassal | 100. | Selvakumar N. |
| 101. | Sorav Bahety | 102. | Rajiv Chodha |
| 103. | Saraswathy Natarajan Vishu | 104. | Vishal S. Ritpurkar |
| 105. | Raja Sekhar G.V. | 106. | Mukund R. |
| 107. | Dilip Tiwari | 108. | Harshal Madhavrao Jondhale |
| 109. | Harish Kumar K. | 110. | Naimesh Kanubhai Bhatt |
| 111. | Sabarinadane P. | 112. | Masthana Ferman S.H. |
| 113. | Bhupender Singh | 114. | Dharani R. |
| 115. | Ajay Thakur | 116. | Naveen Vijay |
| 117. | Ram Chandra Singh | 118. | Shardanand Jha |
| 119. | Inbanathan R. | 120. | Chandrakumar A. |
| 121. | Gurudatt Bairagi | 122. | Mohan Vamsi Palem |
| 123. | Satyendra Lucas | 124. | Sunil Jain |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|---------------------------------|
| 125. | Ankit Agarwal | 126. | Amit Bansal |
| 127. | Awais Mustafa Ansari | 128. | Chanakya Reddy Kotla |
| 129. | Gaurav Jaswal | 130. | Sachit Taneja |
| 131. | Suresh V. | 132. | Ujwal Kumar Buchade |
| 133. | Job Andrews Aloorkezhukoot | 134. | Sanjay Yadav |
| 135. | Dilip Chhapra | 136. | Karthik Srinivasan |
| 137. | Sathya N. Reddy | 138. | Raja Reddy Bajja |
| 139. | Vishal N. Patel | 140. | Shiva Kumar S. |
| 141. | Prabhash Chander Pandey | 142. | Amit Kumar Pathak |
| 143. | Anil Satram Keswani | 144. | Sekar K. |
| 145. | Gaurav Jain | 146. | Kalyan Chakravarthy Bhamidipati |
| 147. | Satheesh Kumar M. | 148. | Shyam Telang |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|------------------------------|
| 149. | Jaya Prakash Anumalasetty | 150. | Amit Kumar Pandey |
| 151. | Prasad Prakash Limaye | 152. | Chetankumar Nayankumar Bhatt |
| 153. | Ramesh Chand | 154. | Rakesh Kumar |
| 155. | Tharakeswara Rao P. | 156. | Amit Tiwari |
| 157. | Raghav Krishna | 158. | Naveen Bajaj |
| 159. | Sumit Joshi | 160. | Arul Kingsly Wilson W |
| 161. | Yudhajit Ray | 162. | Sanjeev Bhatia |
| 163. | Siddharth Das | 164. | Jignesh Patel |
| 165. | Abhay Bhosale | 166. | Pradeep Sharma |
| 167. | Navratan Singh Makwana | 168. | Nilanjan Basu |
| 169. | Sandeep Mahere | 170. | Sushil Kumar Rana |
| 171. | Sai Prasad Koka | 172. | Gaurav Kejriwal |
| 173. | Praveen Menon | 174. | Ajeet Vijaypal Singh |
| 175. | Mubashshir Sakharkar | 176. | Suriya Prakash R |
| 177. | Jegatheesan M. | 178. | K Murali |
| 179. | Paranitharan K. | 180. | Sandeep Tokas |
| 181. | Varun Behl | 182. | Shanmuga Sundaram S |
| 183. | Vinay Taneja | 184. | J Sriranganath |
| 185. | Kailash Chander Bansal | 186. | Sandip Prakash Mhase |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|------------------------------|
| 187. | Srinivasarao Chennupati | 188. | Akash Bararia |
| 189. | V Srinivasan | 190. | Shirley Thomas |
| 191. | Ankoor Ashokkumar Kalika | 192. | Tavleen Chaudhry |
| 193. | Anurag Sharma | 194. | Prachi Ravi Sirohi |
| 195. | Prosenjit Paul | 196. | Pallavi Sahasrabudhe |
| 197. | Nilesh Madhukar Mathure | 198. | Vikas Kalra |
| 199. | Dhanpalsinh Parmar | 200. | Arvind S. Bandivadekar |
| 201. | B S K Bhogaraju | 202. | Krupa Tanna |
| 203. | Sourav Bhowmik | 204. | Hitesh Verma |
| 205. | Nitin Jain | 206. | Ravindra Kumar |
| 207. | Arvind Kumar Chaudhary | 208. | Swarup Bandopadhyay |
| 209. | Lalita Andrew Rapose | 210. | Sanjay Srivastava |
| 211. | Sandeep Donge | 212. | Ajit Bhaskar Kamble |
| 213. | Kodiyarasu S | 214. | Senthilkumaran D. |
| 215. | Santosh Yadav | 216. | Dixitbhai Kishorbhai Gondhia |
| 217. | Kaushal Kumar Mishra | 218. | Nimish Joshi |
| 219. | Ashok Mitra | 220. | Ajay V Akre |
| 221. | Niraj Kumar Das | 222. | Amit Sharma |
| 223. | Naresh Kumar Sriramoju | | |

ANNEXURE A22

LIST OF ALLOTTEES

ESOS 2017 (Plan 12) dated December 7, 2022

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Sathya Ramanan | 2. | Gaurav Sharma |
| 3. | Smita Madhukara Karkera | 4. | Aluri Murali |
| 5. | Girinad K | 6. | Vivek Shrikant Pandya |
| 7. | Alamuri Kalyan Kumar | 8. | Islam Khan |
| 9. | Veerarapu Trinadh Kumar | 10. | Chaitanya C. Joshi |
| 11. | Soumik Sarkar | 12. | Kirankumar V |
| 13. | Akbar K. S. N. | 14. | Mayank Gandhi |
| 15. | Manoj Kumar T.P. | 16. | Ramesh Kumar B |
| 17. | Vivek V. | 18. | Harish Venugopal |
| 19. | Anuj Desai | 20. | Ravikumar R |
| 21. | Sucheta Bihari | 22. | Tejas Jivrajani |
| 23. | Shraddha Srivastava | 24. | Arvind Kumar Jha |
| 25. | Sai Prasad S. | 26. | Prakash Gohel |
| 27. | Pavan Prasad S. | 28. | Nitin Pawar |
| 29. | Alpeshbhai B Gohil | 30. | Rohit Sarin |
| 31. | Nisha Israni | 32. | Jitesh Vasant Bilwanikar |
| 33. | Ramesh Mundhra | 34. | Ekant Mehta |
| 35. | Mahendran D. | 36. | P Suresh |
| 37. | Amish Dhruv | 38. | Ashwani Kumar |
| 39. | Niraj Anjaria | 40. | Kapil Kansal |
| 41. | Akash Bhaya | 42. | Angad Bhari |
| 43. | Vineet Sharma | 44. | Balaji S. |
| 45. | Vivek Dabhadkar | 46. | Dharmendrasinh R Gohil |
| 47. | Sandesh Rathi | 48. | Bhoori Singh |
| 49. | Rajat Sharma | 50. | Karthikeyan K. |
| 51. | Ravi Yadav | 52. | Roopesh P. V. |
| 53. | Surinder Singh | 54. | Saleem Ibrahim Shaikh |
| 55. | Shah Sachin | 56. | Satheesh M. |
| 57. | Ashpak Iliyas Pathan | 58. | Jagdish S. Joshi |
| 59. | Siddharth Thakur | 60. | Gagandeep Singh Bhatia |
| 61. | Pradeesh P. | 62. | Ashish Kumar Upadhyay |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Sanjeev Kumar | 64. | Ranvir Singh |
| 65. | Viren Mehta | 66. | Kunal Rajendra Bhatia |
| 67. | Happy Danielbhai Christian | 68. | Sanku Sarkar |
| 69. | Amit Singh | 70. | Anil Bhargava |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|----------------------------|
| 71. | Gaurang Desai | 72. | Vishal M. Gajjar |
| 73. | Suresh Patel | 74. | Thirunavukkarasu M. |
| 75. | Amit Harshadbhai Desai | 76. | Rajiv Chodha |
| 77. | Nisha Sudan | 78. | Mukund R. |
| 79. | Karthik P. | 80. | Harshal Madhavrao Jondhale |
| 81. | Bhuwaneshwar Swamy | 82. | Dharani R. |
| 83. | Saraswathy Natarajan Vishu | 84. | Naveen Vijay |
| 85. | Harish Kumar K. | 86. | Shardanand Jha |
| 87. | Bhupender Singh | 88. | Sunil Jain |
| 89. | Ajay Thakur | 90. | Ankit Agarwal |
| 91. | Ram Chandra Singh | 92. | Suresh V. |
| 93. | Inbanathan R. | 94. | Nitin Bhagat |
| 95. | Monojit Gupta | 96. | Dilip Chhapra |
| 97. | Gurudatt Bairagi | 98. | Sathya N. Reddy |
| 99. | Nandkumar Rajaram Tarle | 100. | Vipin Jain |
| 101. | Raghvendra Singh | 102. | Anil Satram Keswani |
| 103. | Lavinder Singh | 104. | Rishabh Mittal |
| 105. | Abhishek Yadav | 106. | Raghav Krishna |
| 107. | Manish Narula | 108. | Abhay Bhosale |
| 109. | Kannan V | 110. | Sai Prasad Koka |
| 111. | Muthukarthick K. | 112. | Praveen Menon |
| 113. | Ganesh K | 114. | Apurva Nathwani |
| 115. | Arijit Sil | 116. | Akshay S. Lonkar |
| 117. | Surinder Patial | 118. | Varun Behl |
| 119. | Gowrishankar R. | 120. | Nagesh R. |
| 121. | Hiren V. Mehta | 122. | Devaraju T. K. |
| 123. | Vikas Ahuja | 124. | Vijay Chakkaravarthy Asl |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|--------------------------|
| 125. | Shashank Sharma | 126. | Narvirsinh Zala |
| 127. | Kailash Chander Bansal | 128. | Govind Gehlot |
| 129. | Amit Bansal | 130. | Gaurav Kejriwal |
| 131. | Chanakya Reddy Kotla | 132. | Ajeet Vijaypal Singh |
| 133. | Nanda Kumar H.V. | 134. | Suriya Prakash R |
| 135. | Sanjay Yadav | 136. | Sandeep Tokas |
| 137. | Bharat Pentayya Biman | 138. | Shanmuga Sundaram S |
| 139. | Ashish Suneja | 140. | Sandip Prakash Mhase |
| 141. | Karthik Srinivasan | 142. | V Srinivasan |
| 143. | Amrsh Patel | 144. | Ankoor Ashokkumar Kalika |
| 145. | Mahesh A. | 146. | Raghubir Singh |
| 147. | Kiran Kumar K. | 148. | Hitesh Verma |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------------|--------|---------------------------|
| 149. | Kalpesh Chobisa | 150. | Anurag Sharma |
| 151. | Bhavesh Babubhai Kansara | 152. | Harjinder Singh |
| 153. | Amit Kumar Pathak | 154. | Prosenjit Paul |
| 155. | Sekar K. | 156. | Dhanpalsinh Parmar |
| 157. | Gunjan Shah | 158. | Sourav Bhowmik |
| 159. | Santosh Mishra | 160. | Nitin Jain |
| 161. | S. Sudheer | 162. | Swarup Bandopadhyay |
| 163. | Kalyan Chakravarthy Bhamidipati | 164. | Arvind Kumar Chaudhary |
| 165. | Shaik Mabu Vali | 166. | Sandeep Donge |
| 167. | Saravanan G | 168. | Kodiyarasu S |
| 169. | Mukesh Kumar | 170. | Santosh Yadav |
| 171. | Navneet Jain | 172. | Ashok Mitra |
| 173. | Rakesh Kumar | 174. | Niraj Kumar Das |
| 175. | Jignesh Vaja | 176. | Akash Bararia |
| 177. | Amit Tiwari | 178. | Nitin Shishupal Andraskar |
| 179. | Naveen Bajaj | 180. | Bhanu Prakash Sharma |
| 181. | Jignesh Patel | 182. | Surajit Sengupta |
| 183. | Muthukumar S | 184. | Dave Jeegneshkumar |
| 185. | Pradeep Sharma | 186. | Kailash Dwivedi |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|-------------------------|
| 187. | Shouvik Kumar Dutta | 188. | Ajit Bhaskar Kamble |
| 189. | Surender Nagar | 190. | Pallavi Sahasrabudhe |
| 191. | Maulin R Shah | 192. | Senthilkumaran D. |
| 193. | Devang Prahaladhbhai Raval | 194. | Ajay V Akre |
| 195. | Ranjan Das | 196. | Arvind S. Bandivadekar |
| 197. | Ashwani Kumar | 198. | Sharoop Shambhunath Bej |
| 199. | Sunil K Shetty | 200. | Nimish Joshi |
| 201. | P Haran Kumar | 202. | Adloori Praveen |
| 203. | Nasib Singh | 204. | Rajeev John |
| 205. | Silky Kapoor | 206. | Hemant Bhardwaj |
| 207. | Srimonta Dutta | 208. | K. Murali Mohan |
| 209. | Ashvin Mohan Kanoongo | 210. | Raghu Kommabatla |
| 211. | Rakesh Ramadhar Varma | 212. | Kapil Dev |
| 213. | R VENKATAKRISHNAN | 214. | Kapil Dev |
| 215. | Rajesh Babu Goddanti | 216. | Vinod Wankhade |
| 217. | Kishor Shivajirao Lange | 218. | Manish Kumar Srivastava |
| 219. | Rajesh Dattaram Shreegadi | 220. | Amit Kumar Ghosh |
| 221. | Dharmvir Singh | 222. | Kulbir Singh Bhatia |
| 223. | SURINDER JOSHI | 224. | Datta Pokharkar |
| 225. | Ishtiaque Ahmed | 226. | Siddharudh Gangshetty |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 227. | Arun Kumar | 228. | Sumit Agarwal |
| 229. | RACHIT JAIN | 230. | Reshma Sultana |
| 231. | Gagan Swaroop Tripathi | 232. | Shuchi Vardhan |
| 233. | Rishabh Agarwal | 234. | Jatin M. Nathwani |
| 235. | Harshit Khandelwal | 236. | Ankur Mishra |
| 237. | Shirley Thomas | | |

ANNEXURE A23

LIST OF ALLOTTEES

ESOS 2017 (Plan 13) dated March 13, 2023

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Sarabjeet Singh | 2. | Abhishek H. Shukla |
| 3. | Ritesh Sharma | 4. | Tejas Jani |
| 5. | Janardhan Annam | 6. | Kumanan S. |
| 7. | Vipul Khullar | 8. | Arun Kumar S. |
| 9. | Pausali Dutta | 10. | Udayveer Singh |
| 11. | Padmanaban G. | 12. | Rajeev Rana |
| 13. | Chander Prakash Singh | 14. | Rajkumar N. |
| 15. | Amit Rakesh Jain | 16. | Mahesha D. K. |
| 17. | Debabrata Roy | 18. | Santoshkumar M. Pillai |
| 19. | Vishwanath R. Bhandari | 20. | Ajeet Pal Chauhan |
| 21. | Amit Malviya | 22. | Rakesh Sharma |
| 23. | Abhishek Mukherjee | 24. | Bhaskar Gupta |
| 25. | Avkash Singh | 26. | Prithwish Mukherjee |
| 27. | Prabhu B | 28. | Lomesh Suhas Joshi |
| 29. | Nagappan N | 30. | Navnath Ramdas Adhav |
| 31. | Sugan Babu B. | 32. | Jwala Mohan Rao Panithapu |
| 33. | Lakshmi Narayanan R. | 34. | Anil Badoni |
| 35. | Nikunj Sachde | 36. | Ram Kumar Ladwan |
| 37. | Vijaya Kumar K. | 38. | Suresh R. |
| 39. | Rupen Dalal | 40. | Rajeev Saneja |
| 41. | Sandeep Singh | 42. | Nallasamy S. |
| 43. | Balaji S. | 44. | Yogesh Ramlal Trivedi |
| 45. | Sundaramurithiy EAS | 46. | Naveen Juneja |
| 47. | Jeykumar P | 48. | Devendra Singh Shaktawat |
| 49. | Pankaj Gaur | 50. | Dejendra Chatterjee |
| 51. | Vishal Raithatha | 52. | Nitesh Tiwari |
| 53. | Sanjay Hooda | 54. | Gaurav Garg |
| 55. | Kamlesh Chandiramani | 56. | Saurabh Sethi |
| 57. | Deepak Sehgal | 58. | Sameer Mohanlal Mehta |
| 59. | Neeraj Kumar | 60. | Dinesh J. Gupta |
| 61. | Harish Kumar | 62. | Nikhil Shah |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Subrata Roy | 64. | Karthik Srinivasan |
| 65. | Atul Gusain | 66. | Manoj Kumar Sahoo |
| 67. | Sathishkumar K | 68. | Rajesh Shah |
| 69. | Shekhar Narayana Poojaray | 70. | Ashish Kumar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------------------|--------|-----------------------------|
| 71. | Sajan Singh Chauhan | 72. | Anand Vitthal Vaggu |
| 73. | Santosh Kumar Singh | 74. | Chandan Dash |
| 75. | Ankit Saxena | 76. | Aakash Pandiya |
| 77. | Arvind R. Mishra | 78. | Prasun Kundu |
| 79. | Sandeep Kadam | 80. | Premal Brahmabhatt |
| 81. | Bala Gangadhar Reddy G. | 82. | Dipack Dhony |
| 83. | Manoj R. | 84. | Rama Mohana Rao Tummala |
| 85. | Amit Malhotra | 86. | Shankar Ganesh A. |
| 87. | Himanshu Mathur | 88. | Karthik Ram T. |
| 89. | Abhishek M. Jhaveri | 90. | Ashish Prakash Joshi |
| 91. | Pankaj Luther | 92. | Pawan Kumar Singh |
| 93. | Rishabh Rupela | 94. | Kush Kapoor |
| 95. | Pradeep Kumar Mohapatra | 96. | Balasubramanian P. |
| 97. | Sunil Kumar Dubey | 98. | Rakesh Patil |
| 99. | Ankit Saxena | 100. | Amar Nath Gupta |
| 101. | Durgesh Kumar Sharma | 102. | Suresh Kumar Challa |
| 103. | Kannan Chinnalah Pillai | 104. | Thrivikram Yalamanchili |
| 105. | Helan Dorathi C. | 106. | Arpan Thakkar |
| 107. | Kartheep Kumar G. T. | 108. | Koteswar Reddy B |
| 109. | Satish J. Bhosale | 110. | Ramesh M. |
| 111. | Manish Sharma | 112. | Sandeep Nandal |
| 113. | Vikesh Jain | 114. | Anil Sharma |
| 115. | Gnanasekaran P. | 116. | Rajeev Lochan Jha |
| 117. | Bhavinkumar Indravadanbhai Sukhadiya | 118. | Ashish Dixit |
| 119. | Sudhan J. | 120. | Sathiyam H. |
| 121. | Sandeep Singh | 122. | Catherine D |
| 123. | Aman Sood | 124. | Shailesh Chandra Srivastava |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|-------------------------------|
| 125. | Ashish Kapoor | 126. | Arjun V. |
| 127. | Jaikiran Parekh | 128. | Pankaj Kumar Rathi |
| 129. | Purvi Rahul Shah | 130. | Prashant Kaul |
| 131. | Kunal Nagar | 132. | Mudumba Sreenivas |
| 133. | Sudhakar N | 134. | Shweta Rajesh Kothari |
| 135. | Natarajan K | 136. | C Auxilium Joseph Prabhu |
| 137. | Sameer Katyal | 138. | Smily Primal Mehra |
| 139. | Rajeev K B | 140. | Ramnath Bhat |
| 141. | Deepak B Shinde | 142. | Husain Akbar Golwala |
| 143. | Shreya Pravin Mota | 144. | Nikhil Nandkishor Karangutkar |
| 145. | Vilas Vitthal Shinde | 146. | Prashant Shiroor |
| 147. | Gaurav Prakash Gadia | 148. | Hemant M. Revankar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 149. | Sanjaya Kumar Lenka | 150. | Ruchi Mahawar |
| 151. | Amit Jain | 152. | Mahadeo Ghadigaonkar |
| 153. | Anil Pandey | 154. | Harish Venugopal |
| 155. | Giridhar M | 156. | Harish Kumar K. |
| 157. | Vivek Pralhad Shukla | 158. | Ajay Thakur |
| 159. | Bhawna Shrivastava | 160. | Akash Bararia |
| 161. | Navashree Mandar Rane | 162. | Mathew Panat |
| 163. | Jatin Kumar Ratha | 164. | Ankur Goel |
| 165. | Sheetal Brian Fernandes | 166. | Sandeep S K |
| 167. | Suraj Singh | | |

ANNEXURE A24

LIST OF ALLOTTEES

ESOS 2017 (Plan 14) dated December 7, 2023

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Sarabjeet Singh | 2. | Pavan Prasad S. |
| 3. | Sandeep Dubey | 4. | Alpeshbhai B Gohil |
| 5. | Ranjeet Singh | 6. | Nisha Israni |
| 7. | Vikas Pachauri | 8. | Ramesh Mundhra |
| 9. | Vijay Modi | 10. | Mahendran D. |
| 11. | Deepak Gupta | 12. | Dhalwant Singh Rathore |
| 13. | Nitin Pawar | 14. | Amish Dhruv |
| 15. | Ajay Sikka | 16. | Vineet Sharma |
| 17. | Raja Sekhar G.V. | 18. | Vivek Dabhadkar |
| 19. | Vikas Ahuja | 20. | Rajat Sharma |
| 21. | Krithika Arun | 22. | Ravi Yadav |
| 23. | Samir Jaiswal | 24. | Surinder Singh |
| 25. | Yash Muddalwar | 26. | Shah Sachin |
| 27. | Prasad Prakash Limaye | 28. | Ravi Govinddas Maheshwari |
| 29. | Mubashshir Sakharkar | 30. | Siddharth Thakur |
| 31. | Senthilnathan K | 32. | Pradeesh P. |
| 33. | Vaibhav Agarwal | 34. | Jitvinder Singh Sethi |
| 35. | Girish R Nair | 36. | Islam Khan |
| 37. | Bandaru Venkata Satish | 38. | Raghu Prasad J |
| 39. | A Sujan Kumar | 40. | Kirankumar V |
| 41. | Vinod Madhukar Kanfade | 42. | Mayank Gandhi |
| 43. | Hemant M. Revankar | 44. | Tejas Jivrajani |
| 45. | Sumit Bhatia | 46. | Arvind Kumar Jha |
| 47. | Abhishek Tiwari | 48. | Prakash Gohel |
| 49. | Smita Madhukara Karkera | 50. | Rohit Sarin |
| 51. | Girinad K | 52. | Jitesh Vasant Bilwanikar |
| 53. | Ritesh Sharma | 54. | Ekant Mehta |
| 55. | Soumik Sarkar | 56. | Ashwani Kumar |
| 57. | Manoj Kumar T.P. | 58. | Kapil Kansal |
| 59. | Anuj Desai | 60. | Dharmendrasinh R Gohil |
| 61. | Sai Prasad S. | 62. | Bhoori Singh |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Karthikeyan K. | 64. | Surinder Patial |
| 65. | Roopesh P. V. | 66. | Gowrishankar R. |
| 67. | Saleem Ibrahim Shaikh | 68. | Hiren V. Mehta |
| 69. | Jagdish S. Joshi | 70. | Kunal Rajendra Bhatia |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------------|--------|----------------------------|
| 71. | Gagandeep Singh Bhatia | 72. | Sanku Sarkar |
| 73. | Ashish Kumar Upadhyay | 74. | Thirunavukkarasu M. |
| 75. | Sanjeev Kumar | 76. | Dibendu Das |
| 77. | Prabhash M. P. | 78. | Rajiv Chodha |
| 79. | Ganapathy Ram | 80. | Mukund R. |
| 81. | Arpit Gehlot | 82. | Harshal Madhavrao Jondhale |
| 83. | Viren Mehta | 84. | Dharani R. |
| 85. | Happy Danielbhai Christian | 86. | Naveen Vijay |
| 87. | Gaurang Desai | 88. | Sunil Jain |
| 89. | Suresh Patel | 90. | Ankit Agarwal |
| 91. | Amit Harshadbhai Desai | 92. | Awais Mustafa Ansari |
| 93. | Nisha Sudan | 94. | Nitin Bhagat |
| 95. | Karthik P. | 96. | Dilip Chhapra |
| 97. | Bhuwaneshwar Swamy | 98. | Sathya N. Reddy |
| 99. | Saraswathy Natarajan Vishu | 100. | Vipin Jain |
| 101. | Harish Kumar K. | 102. | Anil Satram Keswani |
| 103. | Sabarinadane P. | 104. | Raghav Krishna |
| 105. | Bhupender Singh | 106. | Praveen Menon |
| 107. | Ram Chandra Singh | 108. | Apurva Nathwani |
| 109. | Nandkumar Rajaram Tarle | 110. | Akshay S. Lonkar |
| 111. | Raghvendra Singh | 112. | Varun Behl |
| 113. | Lavinder Singh | 114. | Nagesh R. |
| 115. | Abhishek Yadav | 116. | Devaraju T. K. |
| 117. | Manish Narula | 118. | Kailash Chander Bansal |
| 119. | Kannan V | 120. | Chanakya Reddy Kotla |
| 121. | Ganesh K | 122. | Nanda Kumar H.V. |
| 123. | Arijit Sil | 124. | Sanjay Yadav |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------------|--------|---------------------------|
| 125. | Bharat Pentayya Biman | 126. | Ashok Mitra |
| 127. | Ashish Suneja | 128. | Niraj Kumar Das |
| 129. | Karthik Srinivasan | 130. | Bhanu Prakash Sharma |
| 131. | Amrish Patel | 132. | Dave Jeegneshkumar |
| 133. | Kalpesh Chobisa | 134. | Kailash Dwivedi |
| 135. | Sekar K. | 136. | Surender Nagar |
| 137. | Gunjan Shah | 138. | Maulin R Shah |
| 139. | Santosh Mishra | 140. | Devang Prahaladbhai Raval |
| 141. | Kalyan Chakravarthy Bhamidipati | 142. | Ranjan Das |
| 143. | Navneet Jain | 144. | Ashwani Kumar |
| 145. | Rakesh Kumar | 146. | Sunil K Shetty |
| 147. | Sunil Kumar Singh | 148. | Nasib Singh |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|------------------------|--------|-------------------------|
| 149. | Jignesh Vaja | 150. | Parth Sarthi Mishra |
| 151. | Amit Tiwari | 152. | Silky Kapoor |
| 153. | Naveen Bajaj | 154. | Srimonta Dutta |
| 155. | Jignesh Patel | 156. | Ashvin Mohan Kanoongo |
| 157. | Muthukumar S | 158. | Rakesh Ramadhar Varma |
| 159. | Pradeep Sharma | 160. | R VENKATAKRISHNAN |
| 161. | Narvirsinh Zala | 162. | Rajesh Babu Goddanti |
| 163. | Govind Gehlot | 164. | SURINDER JOSHI |
| 165. | Gaurav Kejriwal | 166. | Ishtiaque Ahmed |
| 167. | Sandeep Tokas | 168. | RACHIT JAIN |
| 169. | Shanmuga Sundaram S | 170. | Rishabh Agarwal |
| 171. | Raghubir Singh | 172. | Harshit Khandelwal |
| 173. | Hitesh Verma | 174. | Ajit Bhaskar Kamble |
| 175. | Anurag Sharma | 176. | Senthilkumaran D. |
| 177. | Sourav Bhowmik | 178. | Ajay V Akre |
| 179. | Nitin Jain | 180. | Arvind S. Bandivadekar |
| 181. | Swarup Bandopadhyay | 182. | Sharoop Shambhunath Bej |
| 183. | Arvind Kumar Chaudhary | 184. | Nimish Joshi |
| 185. | Sandeep Donge | 186. | K. Murali Mohan |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|-----------------------|
| 187. | Raghu Kommabatla | 188. | Datta Pokharkar |
| 189. | Kapil Dev | 190. | Siddharudh Gangshetty |
| 191. | Vinod Wankhade | 192. | Shuchi Vardhan |
| 193. | Manish Kumar Srivastava | 194. | Jatin M. Nathwani |
| 195. | Amit Kumar Ghosh | | |

ANNEXURE A25

LIST OF ALLOTTEES

ESOS 2017 (Plan 15B) dated December 7, 2023

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Ritesh Sharma | 2. | Saurabh Mittal |
| 3. | Prabhu P. | 4. | Bharathi Raja K. |
| 5. | Nilesh Prakash Yerawar | 6. | Kumaran P. |
| 7. | Ramesh Mundhra | 8. | Sachin Sethi |
| 9. | Mohd. Wasiuddin | 10. | Tejas M Jani |
| 11. | Bhupinder Singh Jolly | 12. | Sadeesh Kumar M. |
| 13. | Amit Kumar Sahal | 14. | Rajkumar N. |
| 15. | Chander Prakash Singh | 16. | Manikandan M. |
| 17. | Rampal | 18. | Narsinga Rao A. |
| 19. | Hardik Vyas | 20. | Sheru Ramprasad Verma |
| 21. | Jamal Quiyoom Ibrahim | 22. | Biju V. A. |
| 23. | Vikas Gupta | 24. | Ajeet Pal Chauhan |
| 25. | Amit Bansal | 26. | Bhaskar Gupta |
| 27. | Mahesh P | 28. | Sushil Singh |
| 29. | Prabhu B | 30. | Prithwish Mukherjee |
| 31. | Nagappan N | 32. | Arvind Kumar Hans |
| 33. | B Sukan Babu | 34. | Dharmeshkumar D. Jani |
| 35. | Ankush Khandelwal | 36. | Lomesh Suhas Joshi |
| 37. | Jyoti Kumari | 38. | Sachin Shivnarayan Barahate |
| 39. | Nikunj Sachde | 40. | Mohamad Tarik Shaikh |
| 41. | Sumit Kalra | 42. | Balakishan Reddy Kumbam |
| 43. | Rupen Dalal | 44. | Anil Badoni |
| 45. | Vivek Gupta | 46. | Yogendra Sharma |
| 47. | Hardik J. Contractor | 48. | Harish Kumar K. |
| 49. | Deepak Subudhiray | 50. | Janardan K. Jagtap |
| 51. | KC Reman Menon | 52. | Rajeev Saneja |
| 53. | Vishal Raithatha | 54. | Nallasamy S. |
| 55. | Deepak Sehgal | 56. | Rajendra Singh |
| 57. | Neeraj Kumar | 58. | Yogesh Ramlal Trivedi |
| 59. | Parveen Kumar Khanna | 60. | Srinivas Miriyala |
| 61. | Richa Sehgal | 62. | Dhaval D. Barot |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Ashok Kumar K. VNS. | 64. | Shanu K. |
| 65. | Devendra Singh Shaktawat | 66. | Vishal S. Ritpurkar |
| 67. | Dejendra Chatterjee | 68. | Hemang Mehta |
| 69. | Nitesh Tiwari | 70. | Artish Gohel |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|-------------------------|--------|-------------------------|
| 71. | Saurabh Sethi | 72. | Panneer Selvam M. |
| 73. | Vikas Anand | 74. | Manoj S. |
| 75. | Sameer Mohanlal Mehta | 76. | Satish Singh |
| 77. | Varsha Devram Hinge | 78. | Vijaypal Khichar |
| 79. | Nikhil Shah | 80. | Himanshu Shah |
| 81. | Pradeep Kumar Sharma | 82. | Manoj R. |
| 83. | Radhakrishnan K. | 84. | Amardeep |
| 85. | Chandrashekar Kolluri | 86. | Shankar Narayana Urala |
| 87. | Raju Ranjan Kumar | 88. | Bandaru Venkata Naresh |
| 89. | Kapil Motiyani | 90. | Vrushabh Patel |
| 91. | Vishnu Shinde | 92. | Vaibhav Shukla |
| 93. | Suresh Kumar Dhingra | 94. | Mohit Phutela |
| 95. | Sajan Singh Chauhan | 96. | Himanshu Mathur |
| 97. | Arun Kumar Sant | 98. | Abhishek M. Jhaveri |
| 99. | Dhwanit S. Joshi | 100. | Rishabh Rupela |
| 101. | Gopi R. | 102. | Pradeep Kumar Mohapatra |
| 103. | Anirudha Sahasrabudhe | 104. | Srinivasa Rao Donti |
| 105. | Brijesh J. Patel | 106. | Sanjeev Kumar |
| 107. | Ashok Jotangia | 108. | Anil Laxmanrao Sanap |
| 109. | Sandip S. Darane | 110. | Pankaj Sharma |
| 111. | Arvind R. Mishra | 112. | Shivalinge Gowda H.S. |
| 113. | Arun Yadav | 114. | Ankit Saxena |
| 115. | Rami Bhavesh Dineshbhai | 116. | Prashant Pandey |
| 117. | Yudhvir Malik | 118. | Amitesh Srivastava |
| 119. | Selvakumar N | 120. | Durgesh Kumar Sharma |
| 121. | Deepak Singh | 122. | Lalji Ramdev Mishra |
| 123. | Pradeep Kumar Mohapatra | 124. | Ranjan Kumar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|----------------------|--------|----------------------|
| 125. | Basavaraja | 126. | Amar Nath Gupta |
| 127. | Kalpesh Manseta | 128. | Suresh Kumar Challa |
| 129. | Devender Sharma | 130. | Ashok S |
| 131. | Sunil Kumar | 132. | Leveilraj M. |
| 133. | Satish J. Bhosale | 134. | Anand Kumar Pandey |
| 135. | Vikesh Jain | 136. | Santosh Sharma |
| 137. | Krishna Kumar | 138. | Kumaravelu R. |
| 139. | Sudhan J. | 140. | Ramesh M. |
| 141. | Naresh Choudhary | 142. | Sekar M. |
| 143. | Sandeep Singh | 144. | Manu K M |
| 145. | Rajesh Shah | 146. | Sushant Suresh Uppin |
| 147. | Ashish Kumar | 148. | Amit Kumar Sharma |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|------------------------------|
| 149. | Thakare Deelip Ramchandra | 150. | Rajeev Lochan Jha |
| 151. | Prasun Kundu | 152. | Varun Tuli |
| 153. | Saddam Hussain | 154. | D Catherine Navarani |
| 155. | Aashish Kumar | 156. | Vaibhav Chaturvedi |
| 157. | Dipack Dhonay | 158. | Prashant Sureshbhai Makhecha |
| 159. | Rama Mohana Rao Tummala | 160. | Ashwinsinh Rana |
| 161. | Sachin Shankar More | 162. | Jayamurthy Sg |
| 163. | Sreejith C.S. | 164. | Rakesh Kumar |
| 165. | Dayananda Poojary | 166. | Natarajan K |
| 167. | Koshal Kishore Vajpeyee | 168. | Dhaval Kiritbhai Joshi |
| 169. | Prasad S. Yadav | 170. | Vikas Anil Bhatlekar |
| 171. | Shankar Ganesh A. | 172. | Tishi Chaturvedi |
| 173. | Sumit Panchal | 174. | Sivagurunathan S P. |
| 175. | Sanjeev Singh | 176. | Nitin Tak |
| 177. | Sharad Kumar Gupta | 178. | Shivatosh Das |
| 179. | Kedar Nath | 180. | Kapil Kamboj |
| 181. | Jaikirthick Ganesan | 182. | Sudheer Pesala |
| 183. | Balasubramanian P. | 184. | Satya Brata Dutta |
| 185. | Patibandla Sreenivasulu | 186. | Rajendra M Khot |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|-------------------------------|
| 187. | Rajnish Kumar Shukla | 188. | Pooja Pijush Das |
| 189. | Unnikrishnan A K | 190. | Neeraj Singh |
| 191. | Manthiramoorthy A | 192. | Sunil Raut |
| 193. | Arun Kumar Sharma | 194. | Mandeep Bhati |
| 195. | Ananthkrishnan P R | 196. | Vikram Jain |
| 197. | Deep Narendrakumar Naik | 198. | Ajay Prabhakar Patil |
| 199. | Lalita Andrew Rapose | 200. | Vikas Murarisingh Bhadoria |
| 201. | Bhupesh Pandurang Khadgi | 202. | Harsh Shah |
| 203. | Sumant Kumar Singh | 204. | Prachi Ravi Sirohi |
| 205. | Kaushal Kumar Mishra | 206. | Anant Krishna Masurekar |
| 207. | Tony K Antony | 208. | Hiral Thanawala |
| 209. | Gaurav Prakash Gadia | 210. | Ramkumar M. V. |
| 211. | Amit Jain | 212. | Vikas Kalra |
| 213. | Vinod Manaji Sakpal | 214. | Jothimuthu R |
| 215. | Nitin Bhawnani | 216. | Sanjay Kumar Malik |
| 217. | Giridhar M | 218. | Smily Primal Mehra |
| 219. | Vivek Pralhad Shukla | 220. | Nikhil Nandkishor Karangutkar |
| 221. | Bhawna Shrivastava | 222. | Prashant Shiroor |
| 223. | Navashree Mandar Rane | 224. | Ruchi Mahawar |
| 225. | Sandeep S K . | 226. | Mahadeo Ghadigaonkar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------------|---------------|-----------------------------|
| 227. | Nirankar Manohar Sharma | 228. | Reshma Rakesh |
| 229. | Supinder Pal Singh | 230. | Mitesh Indubhai Bhatt |
| 231. | Mothiram M N | 232. | Vaibhav Jain |
| 233. | Manish Bajrang Puri | 234. | Japjot Kaur |
| 235. | Chiranjib Basak | 236. | Chirag Jagad |
| 237. | Tabrez Ahmad | 238. | Prabu R |
| 239. | Ravula Venkata SIva Nageswara Rao | 240. | Kanhaiya Singh |
| 241. | Krishnani Amit Harish | 242. | Kapil Soni |
| 243. | Shishir Janardhan Kunder | 244. | Vikas Dalpat Kothari |
| 245. | Neeraj Kumar Mangnani | 246. | Shashi Kant |
| 247. | Malla Chandrasekhar | 248. | Balaji A. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 249. | Ashok Kumar Yogi | 250. | Jatin P. Makwana |
| 251. | Natwar Singh Rathore | 252. | Raja R. |
| 253. | Deepak Gandhi | | |

ANNEXURE A26

LIST OF ALLOTTEES

ESOS 2017 (Plan 13) dated February 21, 2024

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Manish Tiwari | 2. | Jeykumar P |
| 3. | Nanda Kumar S | 4. | Pankaj Gaur |
| 5. | Saurabh Khator | 6. | Vishal Raithatha |
| 7. | Sreedhar T.V.S. | 8. | Kamlesh Chandiramani |
| 9. | Dhinakar B | 10. | Deepak Sehgal |
| 11. | Srinivasa Rao B. | 12. | Neeraj Kumar |
| 13. | Prashant Arora | 14. | Harish Kumar |
| 15. | Ramachandra R. Mudaliar | 16. | Abhishek H. Shukla |
| 17. | Dayanidhi VI | 18. | Tejas Jani |
| 19. | Ashish Ghatnekar | 20. | Kumanan S. |
| 21. | Rohit S Patwardhan | 22. | Arun Kumar S. |
| 23. | Sathya Ramanan | 24. | Udayveer Singh |
| 25. | Sarabjeet Singh | 26. | Rajkumar N. |
| 27. | Ritesh Sharma | 28. | Mahesha D. K. |
| 29. | Janardhan Annam | 30. | Santoshkumar M. Pillai |
| 31. | Vipul Khullar | 32. | Ajeet Pal Chauhan |
| 33. | Pausali Dutta | 34. | Bhaskar Gupta |
| 35. | Padmanaban G. | 36. | Prithwish Mukherjee |
| 37. | Chander Prakash Singh | 38. | Prem Anand |
| 39. | Amit Rakesh Jain | 40. | Lomesh Suhas Joshi |
| 41. | Amit Malviya | 42. | Navnath Ramdas Adhav |
| 43. | Avkash Singh | 44. | Anil Badoni |
| 45. | Prabhu B | 46. | Ram Kumar Ladwan |
| 47. | Nagappan N | 48. | Suresh R. |
| 49. | Sugan Babu B. | 50. | Rajeev Saneja |
| 51. | Lakshmi Narayanan R. | 52. | Nallasamy S. |
| 53. | Nikunj Sachde | 54. | Yogesh Ramlal Trivedi |
| 55. | Vijaya Kumar K. | 56. | Dejendra Chatterjee |
| 57. | Rupen Dalal | 58. | Nitesh Tiwari |
| 59. | Sandeep Singh | 60. | Gaurav Garg |
| 61. | Balaji S. | 62. | Saurabh Sethi |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Sameer Mohanlal Mehta | 64. | Rama Mohana Rao Tummala |
| 65. | Nikhil Shah | 66. | Shankar Ganesh A. |
| 67. | Atul Gusain | 68. | Karthik Ram T. |
| 69. | Shekhar Narayana Poojaray | 70. | Ashish Prakash Joshi |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------------------|--------|------------------------------------|
| 71. | Subol Kumar Bid | 72. | Pawan Kumar Singh |
| 73. | Sajan Singh Chauhan | 74. | Kush Kapoor |
| 75. | Santosh Kumar Singh | 76. | Balasubramanian P. |
| 77. | Ankit Saxena | 78. | Essakiappan K. |
| 79. | Arvind R. Mishra | 80. | Rakesh Patil |
| 81. | Bala Gangadhar Reddy G. | 82. | Suresh Kumar Challa |
| 83. | Munish Kumar | 84. | Thrivikram Yalamanchili |
| 85. | Amit Malhotra | 86. | Arpan Thakkar |
| 87. | Himanshu Mathur | 88. | Koteswar Reddy B |
| 89. | Abhishek M. Jhaveri | 90. | Prabhu Subramanian Ramasubramanian |
| 91. | Rishabh Rupela | 92. | Saurav Ganguly |
| 93. | Durgesh Kumar Sharma | 94. | Sandeep Nandal |
| 95. | Kannan Chinnalah Pillai | 96. | Anil Sharma |
| 97. | Helan Dorathi C. | 98. | Rajeev Lochan Jha |
| 99. | Satish J. Bhosale | 100. | Ashish Dixit |
| 101. | Vikesh Jain | 102. | Sathiyam H. |
| 103. | Gnanasekaran P. | 104. | Catherine D |
| 105. | Bhavinkumar Indravadanbhai Sukhadiya | 106. | Shailesh Chandra Srivastava |
| 107. | Sudhan J. | 108. | Sudhakar N |
| 109. | Aman Sood | 110. | Natarajan K |
| 111. | Karthik Srinivasan | 112. | Sameer Katyal |
| 113. | Ashish Kumar | 114. | Deepak B Shinde |
| 115. | Anand Vitthal Vaggu | 116. | Sudheer Sapale |
| 117. | Aakash Pandiya | 118. | Dilip Choudhary |
| 119. | Prasun Kundu | 120. | Shreya Pravin Mota |
| 121. | Premal Brahmabhatt | 122. | Vilas Vitthal Shinde |
| 123. | Dipack Dhonay | 124. | Gaurav Prakash Gadia |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|-------------------------------|
| 125. | Sanjaya Kumar Lenka | 126. | Smily Primal Mehra |
| 127. | Amit Jain | 128. | Ramnath Bhat |
| 129. | Anil Pandey | 130. | Nikhil Nandkishor Karangutkar |
| 131. | Giridhar M | 132. | Prashant Shiroor |
| 133. | Vivek Pralhad Shukla | 134. | Ruchi Mahawar |
| 135. | Bhawna Shrivastava | 136. | Mahadeo Ghadigaonkar |
| 137. | Navashree Mandar Rane | 138. | Mrinal Sinha |
| 139. | Sheetal Brian Fernandes | 140. | Harish Venugopal |
| 141. | Pankaj Kumar Rathi | 142. | Harish Kumar K. |
| 143. | Hiral Thanawala | 144. | Ajay Thakur |
| 145. | Shweta Rajesh Kothari | 146. | Akash Bararia |
| 147. | C Auxilium Joseph Prabhu | 148. | Shirley Thomas |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 149. | Sanjay Kumar Malik | 150. | Sandeep S K . |

ANNEXURE A27

LIST OF ALLOTTEES

ESOS 2017 (Plan 14) dated February 21, 2024

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|------------------------------|
| 1. | Kanagaraj S. S. | 2. | Ashish Tewari |
| 3. | Anuj Khurana | 4. | Ravi Shankar Pandey |
| 5. | Viswanathan S. | 6. | Amit Sharma |
| 7. | Manish Tiwari | 8. | Ashish Ghatnekar |
| 9. | Muthukumar P. | 10. | Tavleen Chaudhry |
| 11. | Rohit Bhatnagar | 12. | Dixitbhai Kishorbhai Gondhia |
| 13. | Yogesh Nakhawa | 14. | Sathya Ramanan |
| 15. | Yatin Joshi | 16. | Sarabjeet Singh |
| 17. | Harpal Singh Lukhar | 18. | Smita Madhukara Karkera |
| 19. | Srinivas Naidu | 20. | Girinad K |
| 21. | Girraj Kishore Parashar | 22. | Sucheta Bihari |
| 23. | Kapil Khosla | 24. | Shraddha Srivastava |
| 25. | Venkata Srinivas S. | 26. | Sandesh Rathi |
| 27. | Senthil Babu C. | 28. | Aakash S. Kale |
| 29. | Thiruchelvam S. | 30. | Vijay Modi |
| 31. | Suryakanta Mishra | 32. | Deepak Gupta |
| 33. | Vishal N. Patel | 34. | Vivek Shrikant Pandya |
| 35. | Prabhash Chander Pandey | 36. | Gaurav Bhatia |
| 37. | Satheesh Kumar M. | 38. | Ramesh Kumar B |
| 39. | Rajnish Srivastava | 40. | Harish Venugopal |
| 41. | Paranitharan K. | 42. | Pankaj Bhatia |
| 43. | Parakramsinh Jadeja | 44. | Prasanna G |
| 45. | Makaraju Syam Kumar Raju | 46. | Rajat Tewari |
| 47. | Sanjeev Bhatia | 48. | P Suresh |
| 49. | Kiran Kumar T | 50. | Jai Chawda |
| 51. | Kushal Tandon | 52. | Kapil Kansal |
| 53. | Prosenjit Paul | 54. | Angad Bhari |
| 55. | Nadeem Ur Rahman Khan | 56. | Satheesh M. |
| 57. | Indu Gupta | 58. | Taru Baheti |
| 59. | Neelesh Singh | 60. | Naresh Nandha M. |
| 61. | T PRASHANT REDDY | 62. | Chandan Sharma |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Dilip Tiwari | 64. | Dipti Khandelwal |
| 65. | Ajay Thakur | 66. | Shankar S |
| 67. | Inbanathan R. | 68. | Ajeet Vijaypal Singh |
| 69. | Monojit Gupta | 70. | K Murali |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|---------------------------|--------|-----------------------------|
| 71. | Gurudatt Bairagi | 72. | Vaibhav Agarwal |
| 73. | Arun Vijay Varshney | 74. | Sandeep Tokas |
| 75. | Umesh Kumar M. | 76. | Srinivasarao Chennupati |
| 77. | Krithika Arun | 78. | V Srinivasan |
| 79. | Ashok Chaudhary | 80. | Ankoo Ashokkumar Kalika |
| 81. | Samir Jaiswal | 82. | Dhanpalsinh Parmar |
| 83. | Vishal M. Gajjar | 84. | Akash Bararia |
| 85. | Ramamoorthy Sampath Yadav | 86. | G N Jaideep . |
| 87. | Kanthilal M. Jain | 88. | Kishor Shivajirao Lange |
| 89. | Suresh V. | 90. | Shirley Thomas |
| 91. | Ramesh Chand | 92. | Pallavi Sahasrabudhe |
| 93. | Abhay Bhosale | 94. | Krupa Tanna |
| 95. | Vinay Taneja | 96. | Arvind S. Bandivadekar |
| 97. | Pawan Gupta | 98. | Adloori Praveen |
| 99. | Vijay Chakkaravarthy Asl | 100. | Anurag Jha |
| 101. | Kiran Kumar K. | 102. | Hemant Bhardwaj |
| 103. | Arup Kumar Choudhury | 104. | Kapil Dev |
| 105. | S. Sudheer | 106. | Jaykumar Pravinchandra Shah |
| 107. | Shaik Mabu Vali | 108. | Abhishek Tiwari |
| 109. | Mukesh Kumar | | |

ANNEXURE A28

LIST OF ALLOTTEES

ESOS 2017 (Plan 15B) dated February 21, 2024

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|------------------------------|
| 1. | Sathya Ramanan | 2. | Gaurav Garg |
| 3. | Vipul Khullar | 4. | Saurabh Sethi |
| 5. | Padmanaban G. | 6. | Pradeep Kumar Sharma |
| 7. | Mohd. Wasiuddin | 8. | Shekhar Narayana Poojaray |
| 9. | Daniel Praveen C. T. | 10. | Sudhakar K. |
| 11. | Mukesh Godhiya | 12. | Mansoor M. Golandaj |
| 13. | Lakshmi Narayanan R. | 14. | Santosh Kumar Singh |
| 15. | Vijaya Kumar K. | 16. | Arun Kumar Sant |
| 17. | Pushparaj S. Bangera | 18. | Bhavik Pravinbhai Champaneri |
| 19. | Balaji S. | 20. | Naicker Parmeshwar Kalidas |
| 21. | Jeykumar P | 22. | Krishna Kumar Kaushal |
| 23. | Parshuram Ande | 24. | Ajay Borana |
| 25. | Kamlesh Chandiramani | 26. | Vishal S. Ritpurkar |
| 27. | Deepak Sehgal | 28. | Dimple Sharma |
| 29. | Ajeet Kumar | 30. | Chandrakumar A. |
| 31. | Ragavendran V. | 32. | Amit Malhotra |
| 33. | Chaitanya Vinayak Paranjape | 34. | Naga Samudra Vital Nakkina |
| 35. | Rakesh Kumar | 36. | Avinash Sonawane |
| 37. | Bhanu Prakash | 38. | Amit Kumar Rana |
| 39. | Pawan Kumar | 40. | Manish Kumar Jha |
| 41. | Sureshkumar Rajaram | 42. | Helan Dorathi Charles |
| 43. | Jwala Mohan Rao Panithapu | 44. | Anand Singh Chauhan |
| 45. | Shivam Pandiya | 46. | Sudhan J. |
| 47. | Muthukumar M. | 48. | Venkat Rao Pathi |
| 49. | Rahul Kaushik | 50. | Ajit Kumar Singh |
| 51. | Harjinder Singh | 52. | Saheb Jaan |
| 53. | Prashant Giryalkar | 54. | Venkata Vara Prasad V. |
| 55. | Harish Kumar K. | 56. | Dipack Dhonay |
| 57. | Suresh R. | 58. | Ashish Prakash Joshi |
| 59. | Ajay Thakur | 60. | Sanjeev Singh |
| 61. | Nitesh Tiwari | 62. | Pawan Kumar Singh |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Balasubramanian P. | 64. | Azhar Ismail Sheikh |
| 65. | Essakiappan K. | 66. | Vivek Pralhad Shukla |
| 67. | Rahul G. Vyas | 68. | Navashree Mandar Rane |
| 69. | Shivam. | 70. | Rahul Kumar Ojha |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 71. | Koteswar Reddy B | 72. | K Shenbagaraja |
| 73. | Rohit Bhambhani | 74. | Atin Bansal |
| 75. | Saurav Ganguly | 76. | Chiranjib Basak |
| 77. | Sandeep Nandal | 78. | Devashish Chakraborty |
| 79. | Shiv Kumar Jha | 80. | Arjun Kumar Tiwari |
| 81. | Yadagani Umashanker | 82. | Bhasker Singh |
| 83. | Anil Sharma | 84. | Ravi Sathaiiah Ittagoni |
| 85. | Gagandeep Bhatia | 86. | Sunil Raut |
| 87. | Ashish Dixit | 88. | Saket Suresh Agte |
| 89. | Amit Kumar Pandey | 90. | Bhagi Babuso Kavlekar |
| 91. | Shailesh Chandra Srivastava | 92. | Bhargab Chatterjee |
| 93. | Rakesh Kumar | 94. | Rohit Raj |
| 95. | Sudhakar N | 96. | Anita Shridhar Narkar |
| 97. | Natarajan K | 98. | Pankaj Kumar Rathi |
| 99. | Rajeev K B | 100. | Shirley Thomas |
| 101. | Rohan Lad | 102. | Nitin Purohit |
| 103. | Anand Purohit | 104. | Sneha Jayprakash Patil |
| 105. | Deepak B Shinde | 106. | Swati Parameswaran |
| 107. | Sandeep Tolani | 108. | Sanjay Kumar Malik |
| 109. | Santosh Pralhad Lande | 110. | Pratap Sharma |
| 111. | Preetam Jane | 112. | Shah Darshan |
| 113. | Amit Kumar | 114. | Pinky Chatterjee |
| 115. | Akash Bararia | 116. | Kuldeep Singh |
| 117. | Krishnaraj O S | 118. | Ramana Madhav Talatam |
| 119. | Vilas Vitthal Shinde | 120. | Liyakath Ali |
| 121. | Gaurav Prakash Gadia | 122. | Bhavik Shankar Negi |
| 123. | Amit Jain | 124. | Anil Kumar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 125. | Sajit Kumar Sukumaran | 126. | Amit Sharma |
| 127. | Pankaj Aggarwal | 128. | Vishal Chopra |

ANNEXURE A29

LIST OF ALLOTTEES

ESOS 2017 (Plan 14) dated August 13, 2024

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Rohit S Patwardhan | 2. | Ketan Kumar Patel |
| 3. | Manoj G Nampoothiry | 4. | Deepak Adhikary |
| 5. | Purushotham Reddy B | 6. | Amit Bhardwaj |
| 7. | Vikas Pachauri | 8. | Karthikeyan S |
| 9. | Sai Akash V. | 10. | Tarun Rehan |
| 11. | Rajesh V. | 12. | Naresh Kumar Sriramoju |
| 13. | Rajkumar Shah | 14. | Shivendra Kumar |
| 15. | Mrinal Sinha | 16. | Dinesh Diwakar Nalawade |
| 17. | Milind Suryajirao Bhosale | 18. | Varun Pratap Singh |
| 19. | Rishiraj Naidu | 20. | K Vamsidhar |
| 21. | Taufiq Pathan | 22. | Ramakant |
| 23. | Himanshu Mutneja | 24. | Esha Rai |
| 25. | Saravanan R. | 26. | Amit Rajan |
| 27. | Muthukumar P. | 28. | Uday Singh |
| 29. | Chinta Ram Jangde | 30. | Maurice Ronald Dueman |
| 31. | Ajay Sikka | 32. | Ravi Srinivas Iv |
| 33. | Yatin Joshi | 34. | Sushil Kumar |
| 35. | Harpal Singh Lukhar | 36. | Ravi Shankar Tripathi |
| 37. | Sasidhar Ravi Kumar K.S. | 38. | KUMAR GAURAV |
| 39. | Ashish Dhedhi | 40. | Alamuri Kalyan Kumar |
| 41. | Raghavendra Perugu | 42. | Veerarapu Trinadh Kumar |
| 43. | Manoj Kumar Panicker | 44. | Akbar K. S. N. |
| 45. | Prabhash Chander Pandey | 46. | Kanagaraj S. S. |
| 47. | Prasad Prakash Limaye | 48. | Ravikumar R |
| 49. | Mubashshir Sakharkar | 50. | Ashish Gupta |
| 51. | Santhosh Prabhu D. | 52. | Balaji S. |
| 53. | Senthilnathan K | 54. | Yogesh Nakhawa |
| 55. | Haresh P Arolkar | 56. | Muthukarthick K. |
| 57. | Nilanjan Basu | 58. | Vikas Ahuja |
| 59. | Balbir Singh | 60. | Ranvir Singh |
| 61. | Sushil Kumar Rana | 62. | Anil Bhargava |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Vishal N. Patel | 64. | Bandaru Venkata Satish |
| 65. | Rishabh Mittal | 66. | Nitin Shishupal Andraskar |
| 67. | Sunil Kumar Singh | 68. | Surajit Sengupta |
| 69. | Bhavesh Babubhai Kansara | 70. | P Haran Kumar |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 71. | Sanjeev Bhatia | 72. | Gagan Swaroop Tripathi |
| 73. | Raj Kumar S | 74. | Rajeev John |
| 75. | K Murali | 76. | Kulbir Singh Bhatia |
| 77. | Harjinder Singh | 78. | Reshma Sultana |
| 79. | Senthilkumar A M | 80. | Sandeep Donge |

ANNEXURE A30

LIST OF ALLOTTEES

ESOS 2017 (Plan 15B) dated August 13, 2024

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 1. | Bulu Behera | 2. | Samson Nanda |
| 3. | Janardhan Annam | 4. | Sureshkumar Rajaram |
| 5. | Manoj G Nampoothiry | 6. | Prem Anand |
| 7. | Vipul Khullar | 8. | Pankaj Jawanjal |
| 9. | Sai Akash V. | 10. | Navnath Ramdas Adhav |
| 11. | Prakash S. | 12. | Visvendra Singh |
| 13. | Rajkumar Shah | 14. | Balakishan Reddy Kumbam |
| 15. | Prasath R. | 16. | Vinu K. Pillai |
| 17. | Utsav Patel | 18. | Prashant Arora |
| 19. | Vivek Vasudeo Padamwar | 20. | Suresh R. |
| 21. | Rajib Dalal | 22. | Yogesh Ramlal Trivedi |
| 23. | Amit Malviya | 24. | Mendu Srinivas |
| 25. | Avkash Singh | 26. | Dhanasekar G. |
| 27. | Paramita Mitra | 28. | Rameshwar Singh |
| 29. | Prabhu B | 30. | Dinesh J. Gupta |
| 31. | Nikunj Sachde | 32. | Sushil Kumar |
| 33. | Vijaya Kumar K. | 34. | Subol Kumar Bid |
| 35. | Mehul Bavishi | 36. | Sajan Singh Chauhan |
| 37. | Sengottuvelu A. | 38. | Ankit Saxena |
| 39. | Sundaramuritiy EAS | 40. | Seshasena Reddy Kommasani |
| 41. | Pankaj Gour | 42. | Satheesh M. |
| 43. | Harish Kumar | 44. | Rohit Sain |
| 45. | Utpal Trivedi | 46. | Munish Kumar |
| 47. | Mukesh Kumar | 48. | Nishanth M. |
| 49. | Rahul Shah | 50. | Shyam Vasant Munankar |
| 51. | Kamalanathan B. | 52. | Gorakshnath Rajaram Dagade |
| 53. | Saurabh Kolhatkar | 54. | Gaurav Jain |
| 55. | K Sakthikumaran | 56. | Vrushabh Patel |
| 57. | Sakthivel P. | 58. | Mohammad Aaquib Anwar |
| 59. | Anuj Kumar Dhama | 60. | Sunil Kumar Dubey |
| 61. | Pawan Kumar | 62. | Nageswara Rao G.B. |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|-----------------------------|---------------|-----------------------------|
| 63. | Amresh Kumar | 64. | Sanjay Srivastava |
| 65. | Neeraj Mathur | 66. | Purvi Rahul Shah |
| 67. | Sabari Chandira Nath C.S. | 68. | Ashish Kumar Srivastava |
| 69. | Vikas Kumar Singh | 70. | Narayan Dhone |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------------------|--------|-------------------------|
| 71. | Subba Rao Uppalapati | 72. | Ashish Patel |
| 73. | Anand C. | 74. | Natarajan K |
| 75. | Dinesh Kushwah | 76. | Duvalla Rajesh |
| 77. | Satish Putta | 78. | Sameer Katyal |
| 79. | Rohit Mishra | 80. | Amit Latta |
| 81. | Manoj Govindrao Kale | 82. | Shivatosh Das |
| 83. | Sowrirajan S. | 84. | Alvdm Ratna Prasad |
| 85. | Bhavinkumar Indravadanbhai Sukhadiya | 86. | Ramesh Babu Battina |
| 87. | Anand Vitthal Vaggu | 88. | Nadeem Khan |
| 89. | Pankaj Agarwal | 90. | Arup Kumar Sil |
| 91. | Aakash Pandiya | 92. | Arun M S |
| 93. | Sumit Ostwal | 94. | Sangameshwar K V |
| 95. | Rama Mohana Rao Tummala | 96. | Manpreet Singh |
| 97. | Vijendra Kumar Sharma | 98. | Kundan Singh |
| 99. | Karthik Ram T. | 100. | Kamala Kannan K |
| 101. | Nagathevan Vasanthakumar | 102. | Sudheer Sapale |
| 103. | Rakesh Patil | 104. | Vimal Kumar |
| 105. | Nallabothla Rama Krishna | 106. | Dhinakar B |
| 107. | Narinder Sharma | 108. | Shankar B |
| 109. | Arpan Thakkar | 110. | Phanikumar Vaddadi |
| 111. | Manoj Kumar Nayak | 112. | Akash Bararia |
| 113. | Dhanasekaran P. | 114. | Muthukumar K |
| 115. | Ravi S | 116. | Venu Gopala Naidu V |
| 117. | Ajay Kumar Mangal | 118. | Jayesh Jayamohan Pillai |
| 119. | Sathish G | 120. | Shreya Pravin Mota |
| 121. | Govindbhai G Chaudhari | 122. | Sanjaya Kumar Lenka |
| 123. | Sitarambabu Ch. | 124. | Anil Pandey |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|--------|--------------------------|--------|---------------------------|
| 125. | Sheetal Brian Fernandes | 126. | Komal Bagal |
| 127. | Suresh T | 128. | Suresh Babu Manchinasetty |
| 129. | Madhuri Pradip Gholap | 130. | C Auxilium Joseph Prabhu |
| 131. | K Shenbagaraja | 132. | Vishwa Radhya M |
| 133. | Amit Keshav Shejwalkar | 134. | Marikanna R |
| 135. | Atin Bansal | 136. | Mukul Anilkumar Mathur |
| 137. | Rohit Dheer | 138. | Smily Primal Mehra |
| 139. | Arvinder Singh Jaj | 140. | Ramnath U Bhat |
| 141. | Mukesh Kumar Yadav | 142. | Hemraj Pokhriyal |
| 143. | Shishir Janardhan Kunder | 144. | Husain Akbar Golwala |
| 145. | Neeraj Kumar Mangnani | 146. | Ruchi Mahawar |
| 147. | Avanish Kumar Soni | 148. | Anil Kumar Reddy Atukuri |

| Sr. No | Name of the allottee | Sr. No | Name of the allottee |
|---------------|------------------------------|---------------|-----------------------------|
| 149. | Nagappa Basavanneppa Muttagi | 150. | Abdulla Khan Y |
| 151. | Vikas Singh Bhadoriya | 152. | Rajat Kumar Das |
| 153. | Saket Suresh Agte | 154. | Pardeep |
| 155. | Mandeep Bhati | 156. | Pokala Kameswara Rao |
| 157. | Bhargab Chatterjee | 158. | Pramod Kumar Joshi |
| 159. | Ajay Prabhakar Patil | 160. | Sathiya Narayanan S. |
| 161. | Arjun V. | 162. | Kanagaraj S. |
| 163. | Pratheeraja P. N. | 164. | Ramvir Singh |
| 165. | Kartheek Narsina | 166. | Ravi Ranjan |