BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹ 10 each and the Floor Price is 13.20 times the face value of the Equity Shares and the Cap Price is 13.90 times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 24, 171, 255, and 389, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

1. *India's First ARC with the second Largest AUM*

   We were the first ARC to be incorporated in India (*Source: CRISIL Report*) having obtained our certificate of registration to commence our operations on August 29, 2003 from the RBI and completed our first acquisition of stressed assets in December 2003. Being the first ARC in India has helped us gain a better understanding of the evolving regulatory environment which enables us to comply with qualification criteria set forth by the RBI for the acquisition of stressed assets. When the RBI required all ARCs in October 2022 to maintain a minimum Net Owned Fund of ₹ 3,000.00 million by March 31, 2026, our Company was one of the few ARCs with Net Owned Funds in excess of such regulatory requirement in October 2022 itself. (*Source: CRISIL Report*)

2. *Expertise in Acquiring Stressed Assets with increasing investment in SRs*

   We have developed expertise in acquiring stressed assets and follow a disciplined acquisition process with a view to acquire lower risk portfolios. We have implemented a comprehensive credit assessment and risk management framework to evaluate potential acquisitions, determine the recovery potential of the assets and manage risks inherent in our operations. We have established strong relationships with banks and financial institutions which facilitates the acquisition of stressed assets. It also provides us access to QBs who invest in the trusts that we set up for the acquisition of stressed assets.

3. *Our Ability to Implement Resolution Strategies and a Robust Collections Framework*

   We utilize different resolution strategies targeted at maximizing the potential of recovery from the stressed assets we acquire. These primarily include pursuing resolution mechanisms pursuant to the IBC; reaching mutual settlements with borrowers for a negotiated amount after evaluating the probability of recovery; restructuring or rescheduling the debt payment of borrowers; selling underlying assets pursuant to the SARFAESI Act and through the DRT. We have established a robust collections framework and specialized collection teams for each of our three business verticals of Corporate loans, SME and Other loans and Retail loans. Our approach to our collections function is aimed at achieving optimal outcomes for ourselves and the borrowers.

4. *Track Record of Consistent Financial and Operational Performance*

   We have demonstrated a consistent track record of financial performance that is attributable to our focussed approach on profitable growth, strategic bidding, implementation of resolution strategies and ability to collect outstanding amounts. In accordance with RBI Guidelines, SRs that are held by us and not redeemed within a timeframe of eight years are required to be treated as loss assets and written-off in the books of investors. However, the resolution of such stressed assets continues until the entire recovery proceeds are received.

5. *Experienced Board of Directors, Management Team and Marquee Investors*

   We have an experienced Board of Directors comprising professionals from diverse industries who have been instrumental in providing support and strategic direction. We are led by a professional and experienced management team who have extensive domain expertise and understanding of our industry and vision to scale up our business. Our Promoters include marquee investors, Avenue India Resurgence

Pte. Ltd (an affiliate of Avenue Capital Group), which holds 69.73% of our outstanding equity interest, as of the date of this Red Herring Prospectus and the State Bank of India, which holds 19.95% of our outstanding equity interest, as of the same date.

For further details, see *"Our Business – Our Strengths"* beginning on page 175, respectively.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For further details, see "*Restated Financial Information*" on page 255.

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

1. Basic and diluted Earnings per Share ("EPS"), as adjusted for changes in capital:

(a) As derived from the Restated Consolidated Financial Information:

Financial Year	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2026	10.82	10.82	3
March 31, 2025	10.14	10.14	2
March 31, 2024	10.17	10.17	1
Weighted Average	10.49	10.49	

Notes:

1. *Basic EPS is calculated as restated consolidated profit / loss for the year attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year*
2. *Diluted EPS is calculated as restated consolidated profit / loss for the year attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year*
3. *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.*
4. *Basic and diluted earnings/(loss) per share: Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.*

(b) As derived from the Restated Standalone Financial Information:

Financial Year	Basic EPS* (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2026	12.55	12.55	3
March 31, 2025	10.94	10.94	2
March 31, 2024	9.40	9.40	1
Weighted Average	**11.49**	**11.49**	

Notes:

1. *Basic EPS is calculated as restated standalone profit / loss for the year attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year*
2. *Diluted EPS is calculated as restated standalone profit / loss for the year attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year*
3. *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.*
4. *Basic and diluted earnings/(loss) per share: Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.*

2. Price/Earnings ("P/E") ratio in relation to Price Band of ₹132 to ₹139 per Equity Share:

(a) As derived from the Restated Consolidated Financial Information:

Particulars	P/E at Floor Price (number of times)	P/E at Cap Price (number of times)
Based on basic EPS for year ended March 31, 2026	12.20*	12.85*
Based on diluted EPS for year ended March 31, 2026	12.20*	12.85*

* *Offer Price per Equity Share will be determined on conclusion of the Book Building Process*

(b) As derived from the Restated Standalone Financial Information:

Particulars	P/E at Floor Price (number of times)	P/E at Cap Price (number of times)
Based on basic EPS for year ended March 31, 2026	10.52*	11.08*
Based on diluted EPS for year ended March 31, 2026	10.52*	11.08*

* *Offer Price per Equity Share will be determined on conclusion of the Book Building Process*

3. Industry P/ E ratio

We are engaged in the business of acquiring stressed assets from banks and financial institutions and implementing resolution strategies aimed at maximizing recovery and optimizing the value of such stressed assets to generate revenue streams. There are no listed companies in India or globally in the same industry. Publicly traded ARCs (operate under the name of Asset Management Companies) exist in other countries. Moreover, some of these such as China Huarong Asset Management Co., Ltd in China and Bangkok Commercial Asset Management in Thailand operate in a domain similar to ARCs. But a direct comparison with our Company is not feasible. This is due to the fact that these AMCs are either directly or indirectly backed by their respective governments. Moreover, the establishment of some of these AMCs was driven by distinct circumstances. The Chinese AMCs also got involved in government programs such as debt-equity swap schemes which is not the case in respect of Indian ARCs. Thus, the regulatory framework (including acquisition of assets, operations of business and resolution methods) pertaining to distressed asset industries of other countries would be different to that of Indian ARCs. Accordingly, we have not provided a comparison of Industry P/E ratio

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

(a) As per the Restated Consolidated Financial Information:

Financial Year	RoNW (%)	Weight
March 31, 2026	12.52	3
March 31, 2025	12.95	2
March 31, 2024	14.15	1
Weighted Average	**12.94**	

Notes:

1. *Return on average Net Worth (in %)is calculated as the restated consolidated profit for the year attributable to owners of our Company as a percentage of average net worth in such year. Average Net Worth represents the simple average of net-worth as at the last day of each of the relevant year and as of the last day of the preceding year.*
2. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
3. *Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e., Return on Net Worth x Weight for each year/total of weights.*

(b) As per the Restated Standalone Financial Information:

Financial Year	RoNW (%)	Weight
March 31, 2026	13.95	3
March 31, 2025	13.59	2
March 31, 2024	12.99	1
Weighted Average	**13.67**	

Notes:

1. *Return on average Net Worth (in %)is calculated as the restated profit for the year as a percentage of average net worth in such year. Average Net Worth represents the simple average of net worth as at the last day of each of the relevant year and as of the last day of the preceding year.*
2. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
3. *Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e., Return on Net Worth x Weight for each year/total of weights.*

5. Net Asset Value ("NAV") per Equity Share (face value of ₹10 each)

(a) As per the Restated Consolidated Financial Information:

Particulars	Amount (₹)
As on March 31, 2026	90.96
After the completion of the Offer	-
- At the Floor Price	90.96*
- At the Cap Price	90.96*
- At the Offer Price	[●]*

* *Offer Price per Equity Share will be determined on conclusion of the Book Building Process*

Notes:

1. *Net Asset Value per Equity Share represents Net Worth as at the end of the year divided by weighted average number of Equity Shares outstanding at the end of the year, excluding treasury shares.*
2. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year, adjusted by the number of equity shares issued during the year multiplied by the time-weighting factor.*

(b) As per the Restated Standalone Financial Information:

Particular	Amount (₹)
As on March 31, 2026	94.78
After the completion of the Offer	
- At the Floor Price	94.78*
- At the Cap Price	94.78*
- At the Offer Price	[●]*

* *Offer Price per Equity Share will be determined on conclusion of the Book Building Process*

Notes:

1. *Net Asset Value per Equity Share represents Net Worth as at the end of the year divided by weighted average number of Equity Shares outstanding at the end of the year, excluding treasury shares.*
2. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year, adjusted by the number of equity shares issued during the year multiplied by the time-weighting factor.*

6. Comparison of Accounting Ratios with listed industry peers

There are no listed companies which are comparable in size to the Company in India or globally in the same industry. Publicly traded ARCs (operate under the name of Asset Management Companies) exist in other countries. Moreover, some of these such as China Huarong Asset Management Co., Ltd in China and Bangkok Commercial Asset Management in Thailand operate in a domain similar to ARCs. But a direct comparison with our Company is not feasible. This is due to the fact that these AMCs are either directly or indirectly backed by their respective governments. Moreover, the establishment of some of these AMCs was driven by distinct circumstances. The Chinese AMCs also got involved in government programs such as debt-equity swap schemes which is not the case in respect of Indian ARCs. Thus, the regulatory framework (including acquisition of assets, operations of business and resolution methods) pertaining to distressed asset industries of other countries would be different to that of Indian ARCs. Accordingly, we have not provided a comparison of accounting ratios with listed peers.

7. Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business verticals. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The following table highlights our key performance indicators of our financial performance that have a bearing on arriving at the basis for Offer Price and disclosed to our investors during the three years preceding to the date of this Red Herring Prospectus, as at the dates and for the period indicated:

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below. We have also described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 1.

Sr. No.	KPI	Description
Business and Operational KPIs		
1.	Total Acquisition for the year	Total Acquisition for the year is the value of total purchase consideration paid for the acquisition of stressed assets during the year. This amount is equivalent to the value of SRs issued by the trusts managed by us during the year.
2.	Company's Share in Total Acquisition for the year	Company's share in Total Acquisition for the year is the investment made by Company in the SRs Issued by the trusts managed by our Company for the relevant year.

Sr. No.	KPI	Description
3.	Company's Share in Total Acquisition for the year as % of Total Acquisition for the year	Company's share in Total Acquisition for the year is the investment made by Company in the SRs Issued by the trusts managed by the company for the relevant year divided by the Total Acquisition for the year.
4.	Total AUM	Total Assets under management (AUM) comprise of SRs outstanding of all trusts managed by our Company as on the last day of the year.
5.	Company's share in Total AUM	Company's share in Total AUM represents our Company's outstanding investment in the Total AUM.
6.	Company's share % of Total AUM	Company's share % of Total AUM represents our Company's outstanding investment in the Total AUM divided by the Total AUM.
7.	Collection (or) Recovery for the year	Collection (or) recovery for the year is the value of amount collected (or) recovered from the borrowers against the AUM managed by our Company during the year.
8.	Total Acquisition or Cumulative SR Issued	Total Acquisition or Cumulative SRs issued is the value of total SRs issued by the trusts managed by us since inception till as of the last day of the relevant year.
9.	SR Redemption for the year	SR Redemption for the year is the value of SRs redeemed by the trusts managed by our Company during the year.
10.	Cumulative SR Redemption	Cumulative SR Redemption is the value of SRs redeemed by the trust managed by our Company since inception till as on the last day of the relevant year.
11.	Cumulative SR Redemption Ratio	Cumulative SR Redemption Ratio is cumulative SRs redeemed by the trusts managed by our Company till last day of the relevant year divided by Cumulative SRs issued by the trust managed by our Company till last day of the relevant year.
Restated Standalone Financial Information		
12.	Total Revenue from Operations	Total Revenue from Operations includes revenue generated from the management and resolution of stressed assets acquired from banks and financial institutions as reported in the Annual report / Financial Results of our Company, which may include Fee & Other Income, Other Operating Income (investment income), write-backs, fair value gain and interest income.
13.	Profit After Tax	Profit after tax is the total of income less expenses (including tax expense), excluding the components of other comprehensive income. Profit after tax for the relevant Fiscal attributable to Owners of our Company is reported in the Annual Report / financial statements for the relevant Fiscal.
14.	Return on Average Total Assets	Return on Average Total Assets is calculated by dividing Profit for the relevant year divided by average Total Assets. Average Total Assets represents the simple average of Total Assets as of the last day of the relevant year and as of the last day of preceding year.
15.	Net worth	Net worth means the aggregate value of the paid - up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write - back of depreciation and amalgamation. Net worth is calculated as equity share capital plus other equity.
16.	Debt to Equity Ratio	Debt-equity Ratio is calculated by dividing total debt (including both current and non-current borrowings) as on the year-end by net worth of our Company for the year end.
17.	Return on Average Equity	Return on Average Equity is calculated by dividing restated profit for the period divided by average Net worth. Average Net Worth represents the simple average of Net Worth as of the last day of the relevant year and as of the last day of the preceding year.
18.	Net Owned Funds	Net Owned Funds is calculated by adjusting the net worth for impairment, fair value losses and any intangibles.
19.	CRAR	Capital adequacy ratio or capital to risk weighted assets ratio (CRAR) is computed by dividing our Tier I and Tier II capital by risk weighted assets (CRAR) (%) is computed in accordance with the relevant RBI guidelines).
Restated Consolidated Financial Information		
20.	Total Revenue from Operations	Total Revenue from Operations includes revenue generated from the management and resolution of stressed assets acquired from banks and financial institutions as reported in the annual report / financial results of our Company, which may include Fee & Other Income, Other Operating Income (Investment Income), Write-backs, Fair Value gain and Interest Income.

Sr. No.	KPI	Description
21.	Profit After Tax Attributable to our Company	Profit after tax is the total of income less expenses (including tax expense), excluding the components of other comprehensive income. Profit after tax for the relevant Fiscal/ period attributable to Owners of our Company is reported in the annual report / financial statements for the relevant Fiscal.
22.	Return on Average Total Assets	Return on average total assets is calculated by dividing Profit attributable to our Company for the relevant year divided by average Total Assets. Average total assets represent the simple average of total assets as of the last day of the relevant year and as of the last day of preceding year.
23.	Net worth	Net worth means the aggregate value of the paid - up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write - back of depreciation and amalgamation. Net worth is calculated as equity share capital plus other equity.
24.	Debt to Equity Ratio	Debt-equity ratio is calculated by dividing total debt (including both current and non-current borrowings) as on year-end by net worth of our Company for the year end.
25.	Return on Average Equity	Return on Average Equity is calculated by dividing restated profit attributable to our Company for the period divided by average Net worth. Average net worth represents the simple average of Net Worth as of the last day of the relevant year and as of the last day of the preceding year

Details of our KPIs Fiscals 2026, 2025 and 2024:

Particulars	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Business and Operational KPI				
Total Acquisition for the year(1)	₹ Mn	59,588.00	39,758.71	20,689.82
Company's Share in Total Acquisition for the year	₹ Mn	20,230.46	12,814.89	9,449.68
Company's Share in Total Acquisition for the year as % of Total Acquisition for the year	%	33.95%	32.23%	45.67%
Total AUM(2)	₹ Mn	201,499.87	168,525.70	152,300.31
Company's share in Total AUM	₹ Mn	44,085.89	32,983.01	27,633.87
Company's share % of Total AUM	%	21.88%	19.57%	18.14%
Collection (or) Recovery for the year(3)	₹ Mn	34,843.91	38,826.55	36,781.46
Total Acquisition or Cumulative SR Issued(4)	₹ Mn	441,144.32	381,556.32	341,797.61
SR Redemption for the year(5)	₹ Mn	26,381.17	22,233.11	29,534.71
Cumulative SR Redemption(6)	₹ Mn	224,000.27	197,619.10	175,385.99
Cumulative SR Redemption Ratio(7)	%	50.78%	51.79%	51.31%
Restated Standalone Financial Information				
Total Revenue from operations	₹ Mn	7,530.42	5,964.23	5,701.41
Profit After Tax	₹ Mn	4,078.44	3,553.19	3,053.41
Return on Average Total Assets (8)	%	10.56%	11.73%	11.48%
Net worth (9)	₹ Mn	30,793.93	27,677.98	24,625.11
Debt /Equity Ratio(10)	(times)	0.39	0.11	0.06
Return on Average Equity(11)	%	13.95%	13.59%	12.99%
Net Owned Funds (12)	₹ Mn	25,768.72	25,096.46	23,698.54
CRAR (13)	%	65.31%	88.41%	98.14%
Restated Consolidated Financial Information				
Total Revenue from operations	₹ Mn	7,216.92	5,817.57	6,058.24
Profit After Tax Attributable to our Company	₹ Mn	3,516.88	3,295.08	3,304.63
Return on Average Total Assets(14)	%	6.95%	8.18%	10.25%
Net worth(9)	₹ Mn	29,552.14	26,631.40	24,625.14
Debt /Equity Ratio(10)	(times)	0.41	0.11	0.06
Return On Average Equity(15)	%	12.52%	12.95%	14.15%

Notes:

Security Receipt(s) - Section 2(1)(zg) in The Securitisation And Reconstruction Of Financial Assets And Enforcement Of Security Interest Act, 2002(zg)security receipt means a receipt or other security, issued by a asset reconstruction company to any qualified buyer pursuant to a scheme, evidencing the purchase or acquisition by the holder thereof, of an undivided right, title or interest in the financial asset involved in securitisation; ("SR[s]")

(1) Total Acquisition for the year is the value of total purchase consideration paid for the acquisition of stress assets during the year. This amount is equivalent to the value of Security Receipts issued by the trusts managed by our Company during the year.

(2) *Total Assets under management (AUM) comprise of SRs outstanding of all trusts managed by our Company as on the last day of the year.*

(3) *Collection (or) Recovery for the year is the value of amount collected (or) recovered from the borrowers against the AUM managed by our Company during the year.*

(4) *Total Acquisition or Cumulative SRs issued is the value of total SRs issued since inception till as of the last day of the relevant year.*

(5) *SR Redemption for the year is the value of SRs redeemed by the trusts managed by our Company during the year.*

(6) *Cumulative SR Redemption is the value of SRs redeemed by the trusts managed by our Company since inception till as of the last day of the relevant year.*

(7) *Cumulative SR Redemption Ratio is cumulative SRs redeemed by the trusts managed by our Company till end of a relevant year divided by Cumulative SRs issued by the trusts managed by our Company till end of the relevant year.*

(8) *Return on Average Total Assets is calculated by dividing Profit for the relevant year divided by average Total Assets. Average Total Assets represents the simple average of Total Assets as of the last day of the relevant year and as of the last day of preceding year.*

(9) *Net worth means the aggregate value of the paid - up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write - back of depreciation and amalgamation. Net worth is calculated as equity share capital plus Instrument entirely equity in nature plus other equity.*

(10) *Debt to equity is calculated by dividing total debt (including both current and non-current borrowings and interest accrued but not due) as on year end by the net worth of our company for the year end.*

(11) *Return on Average Equity is calculated by dividing restated profit for the period divided by average Net worth. Average Net Worth represents the simple average of Net Worth as of the last day of the relevant year and as of the last day of the preceding year.*

(12) *Net Owned Funds is calculated by adjusting the net worth for impairment, fair value losses and any intangibles*

(13) *Capital adequacy ratio or capital to risk weighted assets ratio (CRAR) is computed by dividing our Tier I and Tier II capital by risk weighted assets CRAR (%) is computed in accordance with the relevant RBI guidelines)*

(14) *Return on Average Total Assets is calculated by dividing Profit After Tax attributable to our Company for the relevant year divided by average Total Assets. Average Total Assets represents the simple average of Total Assets as of the last day of the relevant year and as of the last day of preceding year.*

(15) *Return on Equity is calculated by dividing restated profit after tax attributable to our Company for the period divided by average Net worth. Average Net Worth represents the simple average of Net Worth as of the last day of the relevant year and as of the last day of the preceding year.*

The key performance indicators set forth above, have been approved by the Audit Committee pursuant to its resolution dated September 1, 2026. Further, the Audit Committee has on September 1, 2026 taken on record that other than the key performance indicators set forth above, our Company has not disclosed any other such key performance indicators during the last three years preceding the date of this Red Herring Prospectus to its investors. Further, the aforementioned KPIs have been certified by J. Kala & Associates, Chartered Accountants, by their certificate dated September 1, 2026.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of one year after the listing date or period specified by SEBI. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified as required under the SEBI ICDR Regulations.

For further details of our other operating metrics, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 171 and 389, respectively.

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

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. 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. These KPIs 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 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 results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides 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 it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of KPIs based on additions or dispositions to our business

We have not undertaken any addition or disposition of assets / business for the Fiscals 2026, 2025 and 2024.

8. Comparison of our key performance indicators with listed industry peers

We are engaged in the business of acquiring stressed assets from banks and financial institutions and implementing resolution strategies aimed at maximizing recovery and optimizing the value of such stressed assets to generate revenue streams. There are no listed companies which are comparable in size to our Company in India or globally in the same industry. Publicly traded Asset Management Companies (AMCs) exist in other countries. Moreover, some of these such as China Huarong Asset Management Co., Ltd in China and Bangkok Commercial Asset Management in Thailand operate in a domain similar to ARCs. But a direct comparison with our Company is not feasible. This is due to the fact that these AMCs are either directly or indirectly backed by their respective governments. Moreover, the establishment of some of these AMCs was driven by distinct circumstances. The Chinese AMCs also got involved in government programs such as debt-equity swap schemes which is not the case in respect of Indian ARCs. Thus, the regulatory framework (including acquisition of assets, operations of business and resolution methods) pertaining to distressed asset industries of other countries would be different to that of Indian ARCs. (*Source CRISIL Report*)

9. Past transfer(s)/ allotment(s)

(a) Price per share of our Company (as adjusted for corporate actions, including split, bonus issuance) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this 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

Our Company confirms that there has been no primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Red Herring Prospectus.

(b) Price per share of Issuer Company based on secondary sale/ acquisition of shares equity/convertible securities), where Promoter/ Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this 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- issue 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.

There have been no secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Promoter Selling Shareholder, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Red Herring Prospectus

Since there are no such transaction to report to under (a) and (b) above, the following are the details of the last five primary or secondary transactions (secondary transactions where Promoters (also the Promoter Selling Shareholders) or members of the Promoter Group or Investor Selling Shareholder or Other Selling Shareholder or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction), not older than three years prior to the date of certificate irrespective of the size of transactions:

i. There are no primary transactions older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions.

ii. There are no secondary transactions where Promoters (also the Promoter Selling Shareholders) or members of the Promoter Group or Investor Selling Shareholder or Other Selling Shareholder or Shareholder(s) having the right to nominate director(s) on the Board of the Company, are a party to the transaction not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions.

10. The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)

Past allotment/ secondary transactions	**Weighted average cost of acquisition per Equity Share (in ₹)**	**Floor Price** (***i.e.***, **₹ 132)#**	**Cap Price** (***i.e.***, **₹ 139)#**
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 the 18 months preceding the date of this 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-issue capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Primary Issuances**")	NA^	NA	NA
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares (equity/convertible securities), where Promoters (also the Promoter Selling Shareholders), Promoter Group, Investor Selling Shareholder or Other Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this 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-issue capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Secondary Transactions**")	NA^^	NA	NA
Since there were no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of this 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 Promoters (also the Promoter Selling Shareholders), Promoter Group, Investor Selling Shareholder or Other Selling Shareholder or shareholder(s) having the right to nominate director(s) on the Board, are a party to the transaction, not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of the transaction.	-	-	-
- Based on primary issuance	NA*	NA	NA

Past allotment/ secondary transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor Price (*i.e.*, ₹ 132)#	Cap Price (*i.e.*, ₹ 139)#
- Based on secondary transactions	NA*	NA	NA

\# *To be determined at the Prospectus stage.*

Note:

^ *There were no Primary Issuances in last 18 months prior to the date of this Red Herring Prospectus.*

^^ *There were no Secondary Transactions in last 18 months prior to the date of this Red Herring Prospectus.*

* *There was no Primary Issuances or Secondary Transactions older than three years prior to the date of this Red Herring Prospectus irrespective of the size of the transaction.*

Explanation for Offer Price/ Cap Price

Detailed explanation for Cap Price being 13.90 times the weighted average cost of acquisition of Primary Issuances / Secondary Transactions of Equity Shares each (as disclosed above) along with our Company's KPIs and financial ratios for the Fiscals 2026, 2025 and 2024:

- We were the first ARC to be incorporated in India (Source: CRISIL Report) having obtained our certificate of registration to commence our operations on August 29, 2003 from the RBI and completed our first acquisition of stressed assets in December 2003. Being the first ARC in India has helped us gain a better understanding of the evolving regulatory environment which enables us to comply with qualification criteria set forth by the RBI for the acquisition of stressed assets. When the RBI required all ARCs in October 2022 to maintain a minimum Net Owned Fund of ₹ 3,000.00 million by March 31, 2026, our Company was one of the few ARCs with Net Owned Funds in excess of such regulatory requirement in October 2022 itself. (Source: CRISIL Report);
- We have established strong relationships with banks and financial institutions which facilitates the acquisition of stressed assets. It also provides us access to QBs who invest in the trusts that we set up for the acquisition of stressed assets;
- We utilize different resolution strategies targeted at maximizing the potential of recovery from the stressed assets we acquire. We have also established a robust collections framework and specialized collection teams for each of our three business verticals of Corporate loans, SME and Other loans and Retail loans;
- We have demonstrated a consistent track record of financial performance that is attributable to our focussed approach on profitable growth, strategic bidding, implementation of resolution strategies and ability to collect outstanding amounts;
- We have an experienced Board of Directors comprising professionals from diverse industries who have been instrumental in providing support and strategic direction. We are led by a professional and experienced management team who have extensive domain expertise and understanding of our industry and vision to scale up our business.

The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, 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 information along with *'Risk Factors', 'Our Business', 'Restated Financial Information'* and *'Management's Discussion and Analysis of Financial Conditions and Results of Operations'* on pages 24, 171, 255 and 389. The trading price of the Equity Shares could decline due to the factors mentioned in '*Risk Factors*' or any other factors that may arise in the future and you may lose all or part of your investments.