

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER



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FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF RAJATH FINANCE LIMITED (OUR “COMPANY”) ONLY

This is an Abridged Letter of Offer containing salient features of the letter of offer dated February 14, 2025 (“**Letter of Offer**”) which is available on the websites of the Registrar to the Issue, our Company, the Lead Manager and the Stock Exchanges where the Equity Shares of our Company are listed, i.e., the BSE Limited (“**BSE**”), the “**Stock Exchange**”). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Our Company has made available on the Registrar’s website at www.in.mfms.mfug.com and our Company’s website at www.fynxcapital.com the Letter of Offer, this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form, to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“**SEBI**”), the BSE and the Lead Manager to the Issue i.e., Bonanza Portfolio Limited at www.sebi.gov.in, www.bseindia.com and www.bonanzaonline.com respectively. The Application Form is also available on the respective websites of our Company, Lead Manager, Registrar and the BSE.



RAJATH FINANCE LIMITED

Registered Office: Office No.1001, Tenth Floor, K.P. Aurum Building, CTS No.426A,
Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra, 400059

Telephone No.: 8655900272; **Email:** compliance@fynxcapital.com; **Website:** www.fynxcapital.com

Contact Person: Mr. Akash Hirenghai Bheda, Company Secretary and Compliance Officer

Corporate Identification Number: L65910MH1984PLC419700

PROMOTERS OF OUR COMPANY: 9ANIUM TECH LLP

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF RAJATH FINANCE LIMITED ONLY

ISSUE DETAILS

ISSUE OF UPTO 1,60,00,000 FULLY PAID-UP EQUITY SHARES OF THE FACE VALUE OF ₹ 10/- EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 10/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 1600.00 LAKH ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 (FOUR) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY AS ON THE RECORD DATE, THAT IS, ON FRIDAY, 21ST FEBRUARY, 2025 (THE “ISSUE”). FOR DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 120 OF THE LETTER OF OFFER.

For further details on Payment Schedule, see “*The Issue – Terms of Payment*” on page 40 of the Letter of Offer.

LISTING DETAILS

The Equity Shares of our Company are listed at BSE Limited (“**BSE**” or “**Stock Exchange**”). Our Company has received “In-principle” approval from BSE for listing the Rights Equity Shares vide its letter bearing no. LOD/RIGHT/MV/FIP/1775/2024-25 dated February 03, 2025. Our Company will also make application to the Stock Exchange to obtain their trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE Limited.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI (ICDR) Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI (ICDR) Regulations.

Minimum Subscription

The objects of the Issue are meeting our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities and General Corporate Purpose and do not involve financing of Capital Expenditure for a project. Also, our promoter has indicated that they will subscribe fully to their portion of right entitlement and will not renounce their rights except to the extent of renunciation within the promoter group. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are not applicable to the issue

Further, the Promoter and Promoter Group, have informed that they shall subscribe to additional Rights Equity Shares in the Issue to the extent of at least Minimum Subscription of the Issue Size, subject to compliance with the minimum public shareholding as prescribed under the Securities Contracts (Regulation) Rules, 1957 in the event of any under- subscription. The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

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INDICATIVE TIMETABLE

| | | | |
|--|-------------------------|---|--------------------------|
| Last Date for Credit of Rights Entitlement | Monday, March 3, 2025 | Finalisation of Basis of Allotment (on or about) | Tuesday, March 25, 2025 |
| Issue Opening Date | Tuesday, March 4, 2025 | Date of Allotment (on or about) | Tuesday, March 25, 2025 |
| Last Date for on Market Renunciation of Rights Entitlements[#] | Tuesday, March 11, 2025 | Date of Credit (on or about) | Tuesday, April 01, 2025 |
| Issue Closing Date[*] | Tuesday, March 18, 2025 | Date of Listing (on or about) | Thursday, April 03, 2025 |

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

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

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

NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and courier the Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

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

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

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NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“United States”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

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

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

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of investors is invited to the statement of “**Risk Factors**” given on page 19 under the section ‘**General Risks**’ of the Letter of Offer.

| | |
|--|---|
| Name of Lead Manager to the Issue and contact details | Bonanza Portfolio Limited Bonanza House, Plot No. M-2 Cama Industrial Estate, Walbhat Road, Behind The Hub, Goregaon (East), Mumbai - 400 063 Tel No.: +91 022 68363773/+91 022 68363728 Email: swati.agrawal@bonanzaonline.com /kaustubh.patekar@bonanzaonline.com Website: www.bonanzaonline.com Investor Grievance Email: mbgrievances@bonanzaonline.com Contact Person: Ms. Swati Agrawal / Mr. Kaustubh Patekar Compliance Officer (Merchant Banking): Ms. Swati Agrawal SEBI Registration No.: INM000012306 CIN: U65991DL1993PLC052280 |
| Name of Registrar to the Issue and contact details | MUFG Intime India Private Limited <i>(Formerly Known as Link Intime India Private Limited)</i> C-101, 247 Park, 1st Floor, L.B.S Marg, Vikhroli West, Mumbai – 400 083 Tel No.: 91 81081 14949; Email: rajathfinance.rights@linkintime.co.in Website: www.in.mpms.mufg.com Investor Grievance Email: rajathfinance.rights@linkintime.co.in Contact person: Ms. Shanti Gopalkrishnan SEBI Registration No.: INR000004058 CIN: U67190MH1999PTC118368 |
| Name of Statutory Auditor | N C Vaishnav & Co., Chartered Accountants |

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|---|---|
| Self-Certified Syndicate Banks (“SCSBs”) | The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 . Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link. |
| Banker to the Issue | <p>Axis Bank Limited Axis House”, 6th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025. Telephone number: (Direct) 022 24253672 E-mail: vishal.lade@axisbank.com Website: www.axisbank.com Contact Person: Vishal M. Lade SEBI Registration Number: INBI00000017 Corporate Identity Number (CIN): L65110GJ1993PLC020769</p> |

1. Primary Business of our Company

Our Company was originally incorporated on December 13, 1984, as Rajath Leasing and Finance Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated December 13, 1984 issued by Registrar of Companies, Gujarat. The Company obtained the certificate of commencement of business on February 4, 1985, from the Registrar of Companies, Gujarat. The name of the company was changed from ‘Rajath Leasing and Finance Limited’ to ‘Rajath Finance Limited’ and a fresh certificate of incorporation consequent upon change of name was obtained on July 8, 1999. For further details, see “*Our Business*” at page 77 of the Letter of Offer.

2. Summary of Objects of the Issue

| Particulars | Amount (in Lakh) |
|----------------------------------|------------------|
| Gross proceeds from the Issue* | 1,600.00 |
| Less : Issue related expenses | 30.00 |
| Net Proceeds of the Issue | 1,570.00 |

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

For further details, see “*Objects of the Issue*” on page 49 of the Letter of Offer.

3. Requirements of Funds

| Sr. No | Particulars | Total estimated amount to be utilised (in Lakh) |
|---------------------------|--|---|
| 1. | To augment our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities | 1193.20 |
| 2. | General corporate purpose | 376.80 |
| Total Net Proceeds | | 1,570.00 |

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

4. Means of Finance

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

For further details, see “*Objects of the Issue*” on page 49 of the Letter of Offer.

5. Variation in Objects

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

6. Name of Monitoring Agency – Since the Issue size does not exceed ₹100 crore (Rupees Hundred Crore), there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulation.

7. Shareholding Pattern

Shareholding pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange i.e. as on September 30, 2024 can be accessed on the website of BSE at:

<https://www.bseindia.com/stock-share-price/rajath-finance-limited/rajath/507962/qtrid/123.00/shareholding-pattern/Sep-2024/>

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The Statement showing the holding Equity Shares of persons belonging to the category “Promoter and Promoters Group” as on September 30, 2024 can be accessed on the website of the BSE at:

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=507962&qtrid=123.00&QtrName=September%202024>

The Statement showing the details of shares pledged, encumbrance by promoters and promoter group as on September 30, 2024 can be accessed on the website of the BSE at:

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=507962&qtrid=123.00&QtrName=September%202024>

The Statement showing the holding Equity Shares of persons belonging to the category “Public Shareholder” as on September 30, 2024 can be accessed on the website of the BSE at:

<https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=507962&qtrid=123.00&QtrName=September%202024>

The Statement showing the holding Equity Shares of persons belonging to the category “significant beneficial owners under” as on September 30, 2024 can be accessed on the website of the BSE at:

<https://www.bseindia.com/corporates/SBO.aspx?code=351125&scripcd=507962&qtrid=123.00&CompName=Rajath%20Finance%20Limited&QtrName=September%202024>

For more details please refer to Section titled “Capital Structure” beginning on Page 47 of the Letter of Offer

8. Board of Directors

The following table sets forth details regarding our Board of Directors as of the date of the Letter of Offer.

| Sr. No | Name, Father’s name, DOB, Address, Occupation, Nationality, tenure & DIN | Age in Years | Status of Directorship in our Company | Other Directorships |
|--------|---|--------------|--|--|
| 1 | <p>Gautam Kirtikumar Shah S/o Kirtikumar Girdharlal Shah D.O.B. – 13-10-1978 Address: Girikunj, Flat No. 21/22, 5th Floor, NS Road, above Bank of Baroda, Churchgate, Marine Lines, Mumbai – 400020 Occupation: Businessman Nationality: Indian Tenure: 5 Years <i>(w.e.f. January 25, 2024)</i> DIN: 06379806 PAN: AAFPS1443J</p> | 46 | Managing Director | <ol style="list-style-type: none"> 1. Chintamani Productions Private Limited 2. Billmart Capital Services Private Limited 3. Cylene Infra Private Limited 4. Billmart Fintech Private Limited 5. Knight And Noble Travel Limited 6. Parshwashanti Buildinfra Projects Private Limited 7. Chintamani Enclave Private Limited 8. Saujanya Consultants Private Limited 9. Nemi Intelligence Private Limited 10. Shree Swami Shitalnatha Enterprises LLP 11. 9Anium Tech LLP 12. Acquiescent Enterprises LLP 13. Shree Harsh Shanti Enterprises LLP 14. Parshwashanti Infra Services LLP |
| 2 | <p>Mr. Ashok Kumar Mittal S/o Satya Narain Mittal D.O.B.: 14-11-1971 Address: E-4/14, 14th Floor, 1st Floor, E-4 Block, Model Town 2, Near Naini Lake, North West Delhi, Delhi 110009 Occupation: Business Nationality: Indian Tenure: NA <i>(w.e.f. January 27, 2025)</i> DIN: 01332017 PAN: AAIPM7572P</p> | 53 | Non Executive Non Independent Director | <ol style="list-style-type: none"> 1. Billmart Fintech Private Limited 2. Lord Krishna Financial Services Limited 3. Electric Mobility Financiers Association Of India 4. Aashitya Comtrade Private Limited |
| 3 | <p>Ashok Kumar Nag S/o Sachindra Nath Nag D.O.B.: 11-04-1954 Address: A/504, Divya Jyot CHS, Chikuwadi, Borivali West, Mumbai – 400 092 Occupation: Business Nationality: Indian Tenure: 5 Years <i>(w.e.f. August 14, 2024)</i> DIN: 06796476 PAN: AAAPN2732Q</p> | 70 | Independent Director | <ol style="list-style-type: none"> 1. 3.0 Verse Limited 2. National Spot Exchange Limited |

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| Sr. No | Name, Father's name, DOB, Address, Occupation, Nationality, tenure & DIN | Age in Years | Status of Directorship in our Company | Other Directorships |
|--------|---|--------------|---------------------------------------|---|
| 4 | Sarat Kumar Malik S/o Anadi Charan Malik D.O.B.: 12-03-1961 Address: A/2301, Rushi Heights, Riddhi Garden, Malad (East), Mumbai – 400097. Occupation: Business Nationality: Indian Tenure: 5 years (w.e.f. May 08, 2023) DIN: 09791314 PAN: AAFPM3984J | 63 | Independent Director | 1. Bio Green Papers Limited 2. String Metaverse Limited 3. Spacenet Enterprises India Limited |
| 5 | Mrs. Vijaya Gupta D/o Jitendra Nath Gupta D.O.B.: 08-05-1962 Address: B-42, I.I.T Campus, Powai Iit S.O, Mumbai, Maharashtra, 400076 Occupation: Business Nationality: Indian Tenure: 5 Years (w.e.f. January 27, 2025) DIN: 09681933 PAN: ACIPG2904M | 62 | Independent Director | 1. Ticker Limited |
| 6 | Mrs. Anjali Sharma W/o Vishal Bhardwaj D.O.B.: 05-04-1979 Address: B-13, Prem Nagar, 2 nd Model Town D, Malviya Nagar, Jaipur, Jagatpura, Rajashtan 302017 Occupation: Business Nationality: Indian Tenure: 5 Years (w.e.f. January 27, 2025) DIN: 10820207 PAN: BKGPS0605G | 45 | Independent Director | Nil |

For further details, see “Our Management” on page 84 of the Letter of Offer.

9. Neither our Company nor our Promoters or our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.

10. Promoter and Promoter Group

Corporate Information

9Anium Tech LLP is a Limited Liability Partnership incorporated on June 04, 2021 pursuant to the provisions of Section 12(1) of the Limited Liability Partnership Act, 2008 and rules made thereunder. The registered office of the promoter is situated at B/203, Star Manor Apartment, Anand Road, Malad West, Nr. Ruia Hall, Mumbai – 400064, Maharashtra, India. The LLP Identification No. of the promoter is AAX-2847 and PAN is AACFZ8757D; Telephone No.: 9821082117; Email: 9anium@gmail.com. There has been no change in the name of promoter since its incorporation. It is a Limited Liability Partnership and is not listed on any Stock Exchange.

The promoter is primarily in the business of providing various block chain technologies and other high end technologies such as artificial intelligence, cloud based computing, machine learnings and newer technologies enabling in increasing efficiencies in businesses and providing alternative and better and new ways of doing businesses with the help of technology and technological platforms and special purpose vehicles or more products / services.

Our Promoter is 9Anium Tech LLP, as on the date of the Letter of Offer, the shareholding of our Promoter in our company has been provided below:

| Sr. No. | Name of the Promoter | Number of Equity Shares* | Percentage of Equity Shares held (%) |
|---------|----------------------|--------------------------|--------------------------------------|
| 1. | 9Anium Tech LLP | 29,50,055 | 73.75 |
| | Total | 29,50,055 | 73.75 |

*Equity Shares are of face value of Rs. 10/- each

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11. Financial Statement Summary

A summary of the financial information of our Company for the half year ended at September 30, 2024 and Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022, are as follows:

(Amt. in Lakh)

| Particulars | For half year ended at September 30, 2024 | For the Financial Year ended at March 31, 2024 | For the Financial Year ended at March 31, 2023 | For the Financial Year ended at March 31, 2022 |
|----------------------------------|--|--|--|--|
| Equity Share Capital | 400.00 | 400.00 | 400.00 | 400.00 |
| Reserves and Surplus | 57.66 | 166.36 | 281.79 | 292.84 |
| Net Worth | 457.66 | 566.36 | 681.79 | 692.84 |
| Total Revenue | 11.65 | 9.36 | 33.12 | 34.29 |
| Profit before Tax | (118.14) | (163.42) | (14.38) | 32.50 |
| Profit after Tax | (111.53) | (125.12) | (11.05) | 24.16 |
| Earnings per Share | (2.79) | (3.13) | (0.28) | 0.60 |
| Diluted EPS | (2.79) | (3.13) | (0.28) | 0.60 |
| Net Asset Value per Equity Share | 11.44 | 14.16 | 17.04 | 17.32 |
| Return on Networth (RONW) | Negative | Negative | Negative | 3.49 |
| Total Borrowings | 45.04 | 46.56 | 64.01 | 0.00 |

For further details, refer section titled “*Financial Information*” beginning on page 94 of the Letter of Offer.

12. Internal Risk Factors

The below mentioned are top 10 risk factors as per the Letter of Offer:

1. We are subjected to supervision and regulation by the RBI as non – deposit accepting NBFC, and changes in RBI’s regulations governing us could adversely affect our business
2. As an NBFC, we are subject to periodic inspections by the RBI. Non-compliance with observations made by RBI during these inspections could expose us to penalties and restrictions.
3. Our business will require substantial funds, and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.
4. Our Company has incurred losses in the recent past and have also booked Nil revenue for the recent period.
5. The Company is in the Development Stage, is not currently generating revenue and has a limited operating history in the management of NBFCs.
6. Our Company submitted an application for reclassification of 3 members of our Promoter Group to be included under the category of Public Shareholders. Post the approval this reclassification shall lead to a shift in the ownership structure of our Company.
7. We depend on the accuracy and completeness of information about customers and counterparties for certain key elements of our credit assessment and risk management process. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business and financial performance.
8. We operate in a highly competitive industry and our inability to compete effectively may adversely affect our business.
9. High levels of customer defaults or delays in repayment of loans could adversely affect our business, financial condition and results of operations.
10. Our future indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we desire.

For further details, see “*Risk Factors*” beginning on page 19 of the Letter of Offer.

13. Summary of outstanding litigation and defaults

A summary of material outstanding legal proceedings, as on the date of the Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below:

| Name | By/ Against | Civil Proceedings | Criminal Proceedings | Tax Proceedings | Actions by Regulatory Authority | Amount Involved (Rs. Lakhs) |
|--------------------------------|----------------|----------------------|-------------------------|--------------------|------------------------------------|--------------------------------|
| Company | By | Nil | Nil | Nil | Nil | Nil |
| | Against | Nil | Nil | Nil | Nil | Nil |
| Promoter | By | Nil | Nil | Nil | Nil | Nil |
| | Against | Nil | Nil | Nil | Nil | Nil |
| Group Companies/Entities | By | Nil | Nil | Nil | Nil | Nil |
| | Against | Nil | Nil | Nil | Nil | Nil |
| Directors Other Than Promoters | By | Nil | Nil | Nil | Nil | Nil |
| | Against | Nil | 1 | 3 | Nil | 5,60,002.50 |

For further details, please see the chapter titled “*Outstanding Litigations and Other Defaults*” beginning on Page 105 of the Letter of Offer.

14. Terms of the Issue

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

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**” below.

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, titled “**Making of an Application through the ASBA Process**” on page 122 of the Letter of Offer.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “Ground for Technical Rejection” on page 128 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

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

Options available to the Eligible Equity Shareholders

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

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

- (i) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- (v) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

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

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

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications

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by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Lead Manager and Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

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

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

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

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

- (a) Name of our Company, being **Rajath Finance Limited**;
- (b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- (d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- (e) Number of Equity Shares held as on Record Date;
- (f) Allotment option – only dematerialised form;
- (g) Number of Equity Shares entitled to;
- (h) Number of Equity Shares applied for within the Rights Entitlements;
- (i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- (j) Total number of Equity Shares applied for;
- (k) Total amount paid at the rate of Rs. 10/- per Equity Share;
- (l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- (m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- (n) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (p) All such Eligible Equity Shareholders are deemed to have accepted the following:

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

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

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

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

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

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

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

Rights Entitlements Ratio:

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 4:1 (4 Equity Shares for every 1 Equity Shares held as on the Record Date).

Fractional Entitlement: Since the Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 4:1 (4 Equity Share for every 1 Equity Share held) as on the Record Date. Accordingly, no circumstance would arise which would result in fractional entitlement.

Rights Entitlements: As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

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

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE455H20013. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. <https://in.mpms.mufig.com/>). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self- attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to

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make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Renunciation of Rights Entitlements:

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

Application for Additional Equity Shares:

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

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Multiple Applications

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

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

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares.

Allotment of the Equity Shares in Dematerialized Form:

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE.

Minimum Subscription :

The objects of the Issue are meeting our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities and General Corporate Purpose and do not involve financing of Capital Expenditure for a project. Also, our promoter has indicated that they will subscribe fully to their portion of right entitlement and will not renounce their rights except to the extent of renunciation within the promoter group. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are not applicable to the issue.

Further, the Promoter and Promoter Group, have informed that they shall subscribe to additional Rights Equity Shares in the Issue to the extent of at least Minimum Subscription of the Issue Size, subject to compliance with the minimum public shareholding as prescribed under the Securities Contracts (Regulation) Rules, 1957 in the event of any under- subscription. The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

15. **Availability of offer document of the immediately preceding public issue or rights issue for inspection:** Not Applicable

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**DECLARATION BY OUR COMPANY**

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

| Name | Signature |
|---|------------------|
| Mr. Gautam Kirtikumar Shah Managing Director DIN: 06379806 | Sd/- |
| Mr. Ashok Kumar Mittal Non - Executive Non-Independent Director DIN:01332017 | Sd/- |
| Mr. Ashok Kumar Nag Independent Director DIN: 06796476 | Sd/- |
| Mr. Sarat Kumar Malik Independent Director DIN: 09791314 | Sd/- |
| Mrs. Vijaya Gupta Independent Director DIN: 09681933 | Sd/- |
| Mrs. Anjali Sharma Independent Director DIN:10820207 | Sd/- |
| Mr. Akash Hirenbbhai Bheda Company Secretary & Compliance Officer PAN: CAUPB5424K | Sd/- |
| Ms. Urvashi Manojbbhai Parmar Chief Financial Officer PAN: DIJPP8553F | Sd/- |

Date: February 14, 2025

Place: Mumbai