...continued from previous page.

such steps will be satisfactory and that the RBI will not have further observations in the future or will not impose any penalties for non-compliances. For further details, please refer to risk factor 2 on page 26 of the RHP.

3. **Competitive Bidding Process:** We bid for stressed assets through a competitive bidding process, including the Swiss challenge and anchor process, where stressed assets are assigned upon satisfaction of the prescribed qualifying criteria. The table below provides details of the total number of bids in value terms in which we participated and won in the relevant Fiscals:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Bids participated (₹ million)	75,150.77	57,512.40	56,801.11
Bids won (₹ million)	59,588.00	39,758.71	20,689.82
Percentage of Bids won (%)	79.29%	69.13%	36.43%

If we are unable to acquire stressed assets through such bidding process, in a timely manner, or at all, it could adversely affect our business prospects, cash flows and results of operations. The table below sets forth details of stressed assets acquired from top five banks and financial institutions (in terms of assets acquired) in Fiscals 2026, 2025 and 2024:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	% of Total acquisition for the year	Amount (₹ million)	% of Total acquisition for the year	Amount (₹ million)	% of Total acquisition for the year
Top 5 selling banks/ Financial institutions	40,024.24	67.17%	27,999.88	70.42%	16,390.02	79.22%

4. **Inability to recover outstanding amounts from the stressed assets:** The income and cash flow we generate from our stressed assets depends on various factors, including our ability to manage our stressed assets effectively. We utilize different resolution strategies targeted at maximizing the potential of recovery from the distressed assets we acquire.
   The table below sets out details in relation to the collections and redemptions of SRs by the trusts managed by us for the years indicated:

Particulars	Fiscal 2026 (₹ in million)	Fiscal 2025 (₹ in million)	Fiscal 2024 (₹ in million)
Opening AUM	168,525.70	152,300.31	162,234.83
Additions to AUM during the year	59,588.00	39,758.71	20,689.82
Redemption	26,381.17	22,233.11	29,534.71
Write-off	232.65	1,300.22	1,089.63
Closing AUM	201,499.87	168,525.70	152,300.31
Collections	34,843.91	38,826.55	36,781.46
Redemption % on opening AUM (%)	15.65%	14.60%	18.20%

The table below set out details of SRs issued, outstanding SR value, gross recovery, recovery during the year and gross recovery as a percentage of acquisition for the last three Fiscals, for our top 10 portfolios of stressed assets in each Fiscal:

Particulars	SRs issued (in ₹ million)	Outstanding SR value (in ₹ million)	Gross Recovery (in ₹ million)	Recovery (in ₹ million)	Gross Recovery as a Percentage of Acquisition (%)
Fiscal 2026	106,133.46	77,430.30	37,351.45	5,042.54	35.19%
Fiscal 2025	83,107.98	60,663.59	32,308.91	16,939.08	38.88%
Fiscal 2024	72,051.69	58,163.71	19,234.37	9,316.16	26.70%

We are required to obtain recovery ratings from SEBI registered rating agencies on the SRs issued by trusts which are managed by us. The recovery ratings indicate the extent of recovery expected within the timeframe (on a present value basis) stipulated in the RBI guidelines (five years, extendable to eight). Further, the valuation of an ARC's investments in SRs assets and its management fees are linked to the recovery ratings of the SRs. Set forth below are details of the recovery ratings assigned to the rated SRs issued by the trusts managed by us, as of the dates indicated:

Particulars	Percentage of outstanding rated AUM		
	As of March 31, 2026	As of March 31, 2025	As of March 31, 2024
RR1+(1)/RR1(2)	32.83%	34.32%	34.33%
RR2(3)	54.75%	44.95%	45.30%
RR3(4)	10.49%	17.65%	15.81%
RR4/ RR5(5)	1.93%	3.08%	4.56%
Total	**100.00%**	**100.00%**	**100.00%**
Unrated(6)	Rating is under process		

(1) RR1+: Indicates 150% and above recovery of outstanding face value of SRs.
(2) RR1: Indicates 100% to 150% recovery of outstanding face value of SRs.
(3) RR2: Indicates 75% to 100% recovery of outstanding face value of SRs.
(4) RR3: Indicates 50% to 75% recovery of outstanding face value of SRs.
(5) RR4: Indicates 25% to 50% recovery of outstanding face value of SRs; RR5: Indicates 0% to 25% recovery of outstanding face value of SRs.
(6) An unrated portfolio is on account of new acquisitions which are in the process of being rated.
Note: For SRs over 8 years, the ratings are compulsorily withdrawn based on guidelines prescribed by RBI, except in certain exceptional circumstances, as prescribed by the RBI. In accordance with the guidelines prescribed by RBI, the above table includes certain SRs, where the SRs issued by the trusts managed by us are over 8 years, but where the RBI guidelines allow for such SRs to be rated.

While as of March 31, 2026, March 31, 2025 and March 31, 2024, 98.07%, 96.92% and 95.44%, respectively of the rated SRs issued by the trusts managed by us were rated RR3 and above, if the percentage of SRs rated RR4/RR5 were to increase, it will impact the quality of our AUM and have an adverse effect on our business, results of operations, financial condition and cash flows.

5. **Dependence on corporate loans business vertical:** A significant portion of our stressed assets are under our corporate loans business vertical (representing 68.75%, 75.48% and 78.51% of our AUM as of March 31, 2026, March 31, 2025, March 31, 2024, respectively). The following table sets forth details of our corporate loan AUM as of the dates indicated:

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ million)	(% of AUM)	Amount (₹ million)	(% of AUM)	Amount (₹ million)	(% of AUM)
Corporate loans	138,527.61	68.75%	127,200.05	75.48%	119,564.02	78.51%
Total AUM	**201,499.87**	**100.00%**	**168,525.70**	**100.00%**	**152,300.31**	**100.00%**

Set out below are details of our top 10 corporate portfolios for Fiscals 2026, 2025 and 2024

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)*	(% of AUM)	Amount (₹ million)	(% of AUM)	Amount (₹ million)	(% of AUM)
Top 10 corporate portfolios	68,967.97	22.09%	51,274.47	30.43%	51,388.40	33.74%

**The amounts are measured at outstanding book value.*

6. **Inability to make accurate stressed asset acquisition decisions:** In determining the price for the acquisition of stressed assets, we have to consider various factors, including our expectation of recovery, competition, collateral values, sectors in which the corporate borrowers operate for our corporate loan portfolio and profiles of the borrowers which constitute the pool of stressed assets. 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. Our diligence to evaluate a portfolio includes legal due diligence to assess the enforceability of the security, conducting site visits to understand the value and marketability of the security and diligence on borrowers. Our IT systems collect data from various government databases, which enables us to conduct verification checks on borrowers. For details, see "Our Business- Our Strengths- Expertise in Acquiring Stressed Assets with Increasing Investment in SRs" on page 176 of the RHP.
7. **Significantly rely on information technology systems:** Our ability to operate and remain competitive depends in part on our ability to maintain and upgrade our information technology systems and infrastructure on a timely and cost-effective basis. Our financial, accounting and other data processing systems, management information systems and our corporate website may fail to operate adequately or become disabled as a result of events beyond our control, including a disruption of electrical or communications services. Our systemic and operational controls may not be adequate to prevent adverse impact from frauds, errors, hacking and system failures. Further, applications and interfaces, may be open to being hacked or compromised by third parties. The intention of these attacks could be to steal our data or information, or to shut down our systems and only release them for a fee.
8. **Stricter regulations and guidelines issued by regulatory authorities in India, including the RBI, which may increase our compliance costs, divert the attention of our management and subject us to penalties.:** As an asset reconstruction company, we are required to comply with various laws and regulatory requirements including the SARFAESI Act, the IBC and RBI Master Directions under which we are required to comply with certain compliances and conditions. To carry out the business of securitization or asset reconstruction, we are mandated to obtain a certificate of registration from the RBI under SARFAESI Act, 2002.
9. **Risk related to Seasonality** : Our business is subject to seasonality as we generally see a surge in activity during the fourth quarter as banks and financial institutions sell stressed assets on their books before the end of the financial year to improve asset quality and meet regulatory provisioning norms. The second quarter also sees higher transaction volumes and asset acquisition due to banks and financial institutions conducting half-yearly financial assessments giving rise to a sale in stressed assets. Economic downturns lead to higher defaults, and increased stressed asset acquisitions whereas economic recovery improves corporate balance sheets and retail financial health reduces the formation of new stressed assets. For instance, the Indian economy has witnessed a notable improvement in the financial health of companies over the past few fiscal years. (Source: CRISIL Report) This upward trend is attributed to the concerted efforts of Indian banks to rectify their balance sheets, coupled with enhanced collection efficiency. (Source: CRISIL Report) The gross non-performing assets levels of large borrowers (with aggregate exposure of ₹ 50 million and above to any single SCB) in SCBs has significantly declined from 14.3% in Fiscal 2019 to 1.2% in Fiscal 2026. (Source: CRISIL Report) Set out below is data in connection with GNPA and write-offs by SCBs:

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025
GNPA of SCBs	9,336.1	8,960.8	8,350.5	7,424.0	5,718.5	4,807.0	4,316.3
1) Change in NPA -growth/(fall) compared to previous year	(1,025.8)	(375.3)	(610.3)	(926.5)	(1,705.5)	(911.5)	(490.7)
2) Annual Write-offs of SCBs	2,362.7	2,341.7	2,027.8	1,749.7	2,091.4	1,702.7	1,372.6
Changes in GNPA + write-offs (1+2)	1,336.9	1,966.4	1,417.5	823.1	386.0	791.2	881.9

Note: Numbers are rounded off to nearest billion up to one decimal point. For Fiscal 2024, annual write-offs have been directly sourced from the RBI database but for Fiscal 2025, annual write off has been calculated by applying write-off to gross NPA ratio on total gross NPAs, since annual write off data was directly not available.
Source: RBI, CRISIL Intelligence.

10. **Risk related to Restated Consolidated Financial Information:** While preparing our Restated Consolidated Financial Information, we consolidate those trusts in which our outstanding investment in security receipts is more than 25% as subsidiaries in accordance with Ind AS 110 and our accounting policies. We consolidate all line items in relation to such trusts identified as subsidiaries including investment in security receipts, management fee recoverable from trusts, and other operating income, in accordance with applicable accounting standards. Trusts in which our outstanding investments in security receipts is between 20% and 25% are considered as associates in our Restated Consolidated Financial Information in accordance with Ind AS 110 and our accounting policies. For such trusts, we consolidate only the share of profit/loss of the associate in our Restated Consolidated Financial Information, in accordance with applicable accounting standards. The assets and liabilities of the trusts are legally distinct from our Company's assets and liabilities and are held for the benefit of the SR Holders. The consolidation of the results of the trusts with those of our Company in our Restated Consolidated Financial Information may impact our financial metrics.
11. Our Company will not receive any proceeds from the Offer. The Selling Shareholders shall be entitled to proceeds from the Offer for Sale.
12. The Price/Earnings ratio based on Basic and Diluted EPS for Fiscal 2026 on consolidated and standalone basis for our company at the lower end of the price band (i.e. Floor Price) is 12.20 times and 12.85 times respectively and at the upper end of the price band (i.e. Cap Price) is 10.52 times and 11.08 times respectively. There are no listed companies which are comparable in size to the Company in India or globally in the same industry.
13. Highest average cost of acquisition of Equity Shares for the Selling Shareholders in the Offer is ₹ 84, and Offer Price at the upper end of the price band is ₹ 139 per Equity Share.
14. The weighted average return on net worth for last three fiscal years on consolidated and standalone is 12.94% and 13.67%.
15. **Details of the weighted average cost of acquisition of specified securities held of our Promoters (also the Promoter Selling Shareholders), Investor Selling Shareholder and the Other Selling Shareholder as on the date of the Red Herring Prospectus and as on one year prior to the date of the Red Herring Prospectus:**

Period	No. of Equity Shares of face value ₹10 each as on date of the Red Herring Prospectus	Weighted average cost of acquisition per Equity Share as on the date of the Red Herring Prospectus (in ₹)*	Weighted average cost of acquisition per Equity Share one year prior to the date of the Red Herring Prospectus* (₹)
Promoters			
Avenue India Resurgence Pte. Ltd**	22,26,09,431	55.62	Nil
State Bank of India**	64,816,980	36.76	Nil
Investor Selling Shareholder			
Lathe Investments Pte Ltd.	16,244,858	84.00	Nil
Other Selling Shareholder			
The Federal Bank Limited	4,139,300	35.43	Nil

**As certified by J. Kala & Associates, Chartered Accountants (FRN: 118769W), by way of their certificate dated September 7, 2026.*
***Also the Promoter Selling Shareholder*

16. **Details of the weighted average cost of acquisition of all shares transacted in the last one year, eighteen months and three years preceding the date of the Red Herring Prospectus is as follows:**

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Upper end of the price band (₹139) is 'X' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)
Last one year preceding the date of the Red Herring Prospectus	139.00	1.00 times	Nil - 139.00
Last eighteen months preceding the date of the Red Herring Prospectus	139.00	1.00 times	Nil - 139.00
Last three years preceding the date of the Red Herring Prospectus	139.00	1.00 times	Nil - 139.00

**As certified by J. Kala & Associates, Chartered Accountants (FRN: 118769W), by way of their certificate dated September 7, 2026.*

17. **The three BRLMs associated with the Offer have handled 90 public issues in the current financial year and preceding two financial years, out of which 27 issues closed below the offer price on the listing date**

Name of the BRLMs	Total Public Issues	Issues closed below the issue price on listing date
IIFL Capital Services Limited *formerly known as IIFL Securities Limited)*	30	10
IDBI Capital Markets & Securities Limited	6	1
JM Financial Limited	31	10
Common Issues of above BRLMs*	23	6
Total	**90**	**27**

**Issue handled where there are common BRLMs*