

LETTER OF OFFER
ISSUE OF Commercial Paper (CP) &
Non-Convertible Debentures (NCD) of original or initial maturity up to one year

PART I

| | |
|--|--|
| Issuer Details | |
| Name and Address of Issuer | Rupeek Capital Private Limited Address: 45/B, Subham Complex, 1st A Main, 3rd Phase J P Nagar, Bangalore, Bangalore, Karnataka, India, 560078 |
| Line of Business | Business of financing, Lending and advancing short term and long-term loans etc. |
| Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive) | Sumit Maniyar |
| Group Affiliation (If Any) | Rupeek Fintech Private Limited (Holding Company) |

PART II

| | | |
|---|---|-------------------|
| Issue Details | | |
| ISIN | INE0DG914020 | |
| Proposed Date of Issue | 27 th November, 2025 | |
| Amount (Rs.) | 20,00,00,000 | |
| Tenor and Date of Maturity | 120 Days and 27 th March, 2026 | |
| Proposed to be Listed / Unlisted | Unlisted | |
| End Use of CP / NCD proposed (specific details) | Onward lending to clients | |
| Market Conventions | FIMMDA Conventions | |
| | | |
| Credit Rating Details for the Proposed Issue | Credit Rating - 1 | Credit Rating - 2 |
| Credit Rating Issuer | CRISIL Ratings Limited | N.A. |
| Rating | CRISIL A2 | |
| Date of Rating | November 24 th , 2025 | |
| Validity for issuance | 60 Days | |
| Validity period for rating | 1 Year | |
| For Amount (Rs.) | 20,00,00,000 | |
| Conditions (If Any) | Not applicable | |
| Long term credit rating obtains by the Issuer | Crisil BBB (Stable) | |
| Unaccepted Credit Rating assigned to the Issuer | None | |
| | | |
| Issuing and Paying Agent Details (Name and Address) | The Federal Bank Limited | |

| | | |
|--|------------------------------|---|
| Debtenture Trustee Details (Name and Address) (In case of NCD) | N.A. | |
| Credit Enhancement Details (If any) | Not Applicable | |
| Description of Instrument | Commercial Paper | |
| Amount (Rs. In Lacs) | 2,000 Lakhs | |
| In Favor of | VIVRITI SHORT TERM DEBT FUND | |
| Name and Address of the Guarantor | N.A. | |
| Net worth of the Guarantor (Rs. In Lacs) | N.A. | |
| Extent of The Guarantee Offered by the Guarantor for the Issue | N.A. | |
| Conditions under which the guarantee will be invoked | N.A. | |
| Trustee Details (Name and Address) | N.A. | |
| Whether guarantor is a group entity | (Yes / No) | |
| If yes, | | |
| Names of Companies to Which Guarantor Has Issued similar guarantees: | N.A. | |
| | Name | Extent of Guarantee |
| | | Conditions Under Which the guarantee will be invoked |
| 1 | | |
| 2 | | |
| 3 | | |

PART III

A. Issuer Financial Details

| | |
|--|-------------------|
| CP/NCD Borrowing | |
| Date of Board Resolution | November 13, 2025 |
| Limit approved by Board | INR 70,00,00,000 |
| Limit as per CRA | INR 20,00,00,000 |
| Limit Approved by Regulator concerned (if applicable) | N.A. |

B. Details of CP / NCD and other Debt Instruments outstanding date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date) (Amount in cr)

| ISIN | Issue Date | Amount Issued | Maturity Date | Amount O/S(25 th Nov'25) | IPA | Debenture Trustee | CRA | Rating | Rated Amount |
|---------------|------------|---------------|---------------|-------------------------------------|-----|-------------------|--------|--------|--------------|
| INE0DG907149 | 13-03-2025 | 15 | 31-03-2026 | 5.65 | | Axis | | | |
| INE0DG907131 | 28-03-2025 | 5 | 05-04-2026 | 3.33 | | Axis | | | |
| INE0DG907164 | 16-05-2025 | 20 | 25-05-2026 | 10 | | Axis | | | |
| INE0DG907172 | 23-05-2025 | 30 | 01-07-2027 | 20 | | Catalyst | | | |
| INE0DG907198 | 25-06-2025 | 6 | 05-07-2026 | 6 | | Axis | CRISIL | BBB- | 6 |
| INE0DG907206 | 30-06-2025 | 30 | 31-12-2026 | 11.65 | | Axis | | | |
| INE0DG907180 | 30-06-2025 | 20 | 09-07-2026 | 10 | | Axis | | | |
| Under Process | 17-07-2025 | 30 | 01-08-2027 | 10 | | Catalyst | | | |
| Under Process | 21-08-2025 | 20 | 05-09-2026 | 16.67 | | Catalyst | | | |
| Under Process | 30-09-2025 | 20 | 31-10-2026 | 10 | | Axis | | | |

C. Fund-based facilities from banks/Financial institutions, if any (Amount in cr)

| NAME OF THE BANK | NATURE OF THE FACILITY | O/S AMOUNT / LIMIT((Amount O/S(25 th Nov'25)) | ASSET CLASSIFICATION |
|--|------------------------|--|----------------------|
| The Federal Bank Limited | Term Loan | 3.00 | Standard |
| AU Small Finance Bank | Term Loan | 6.67 | Standard |
| Slice Small Finance Bank | Term Loan | 5.65 | Standard |
| UC Inclusive Credit Private Limited | Term Loan | 2.29 | Standard |
| Ambium Finserve (Wint wealth) (Tranche II) | Term Loan | 0.22 | Standard |
| Vivriti Capital Ltd | Term Loan | 4.66 | Standard |
| IKF Finance Limited | Term Loan | 4.99 | Standard |
| Northern Arc | Term Loan | 3.19 | Standard |

| | | | |
|--|-----------|-------|----------|
| Oyzo Financial Services Limited | Term Loan | 2.50 | Standard |
| Vivriti Capital Ltd | Term Loan | 6.36 | Standard |
| InCred Financial Services Limited | Term Loan | 2.94 | Standard |
| Moneywise Financial Services Private Limited | Term Loan | 1.66 | Standard |
| Oyzo Financial Services Limited | Term Loan | 7.50 | Standard |
| Ambit Finvest Private Limited | Term Loan | 7.62 | Standard |
| Vivriti Capital Ltd | Term Loan | 24.5 | Standard |
| Profectus Capital Private Limited | Term Loan | 3.37 | Standard |
| InCred Financial Services Limited | Term Loan | 10.84 | Standard |
| Northern Arc | Term Loan | 14.75 | Standard |
| Kisetsu Saison (India) Pvt. Ltd. | Term Loan | 11.25 | Standard |
| Arohan Financial Services Ltd | Term Loan | 10.00 | Standard |
| ICICI Bank | OD | 3.10 | Standard |
| RBL Bank | OD | 14.84 | Standard |
| Axis Bank | OD | 36.68 | Standard |

D. Shareholding Details of Promoters / Details of share Pledged

| Sl. No | Name of the Investor | No. of Shares | Percentage (%) |
|--------|--------------------------------|---------------|----------------|
| 1 | Rupeek Fintech Private Limited | 40,97,51,243 | 99.99% |
| 2 | Sumit Maniyar | 1 | 0.01% |

E. Financial Summary

(Including Net worth / Equity / Investment in subsidiaries / Affiliates) As of Sep 25
(Amount in cr)

| Particulars | H1FY26 | FY25 | FY24 | FY23 |
|---|--------|--------|--------|--------|
| Equity | 40.98 | 36 | 36 | 36 |
| Net worth | 166.55 | 105.16 | 91.42 | 80.45 |
| Investment in Subsidiaries/ Affiliates | - | - | - | - |
| Total Debt Outstanding -Short Term (< 1 Year) -Other Debt | 311.88 | 238.92 | 150.12 | 153.24 |
| Gross Income | 63.14 | 81.13 | 55.43 | 49.84 |

| | | | | |
|-------------------------------|-------|-------|-------|-------|
| Operating Profit (PBITD) | 26.92 | 43.98 | 34.30 | 32.03 |
| Gross Profit (PBTD) | 10.59 | 17.86 | 15.19 | 5.70 |
| Net Profit (Post Tax) | 6.61 | 13.73 | 10.97 | 4.01 |
| Audit Qualifications (If Any) | NA | NA | NA | NA |

Note: If the issuer has not been in existence for three years, the information of the issuer for the period such information is available shall be disclosed.

F. Details of Statutory auditor and changes thereof in the last three financial year

There was a casual vacancy in the office of the Statutory Auditors of the Company in the financial year 2024-25 and M/s S.S. Kothari Mehta and Co. LLP, Chartered Accountants (Firm registered No: 000756N/N500441) were appointed as statutory auditor of the company with effect from February 27, 2025 for the financial year 2024-25.

Thereafter, M/s S.S. Kothari Mehta and Co. LLP, Chartered Accountants (Firm registered No: 000756N/N500441) were appointed as statutory auditors of the company from the financial year 2025-26 to 2027-28.

G. Details of default of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.- Not applicable

H. Details of Any other material event / development having implications for the financials/ credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision: None

I. Material Litigation Regulatory Strictures, If Any:

(All ongoing and outstanding material litigation irrespective of age to be reported)

J Regulatory Strictures, If Any:

(Regulatory strictures issued during the past five Financial Years to be reported.

Also, any regulatory structure which continue to be applicable is to be disclosed)

K. An issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format: As of Sep 25 (Amt in INR)

| Category | Up to 30/31 days | >1 month - 2 months | >2 months - 3 months | >3 months - 6 months | >6 months - 1 year | > 1 year - 3 years | >3 years - 5 years | >5 years | Total |
|-------------|------------------|---------------------|----------------------|----------------------|--------------------|--------------------|--------------------|----------|--------|
| Deposit | | | 0.01 | 2.15 | 0.01 | | | | 2.17 |
| Advances | 26.34 | 42.61 | 41.32 | 174.32 | 126.72 | 44.83 | 3.85 | 5.02 | 465.00 |
| Investments | 5.00 | | | | | | | | 5 |



| | | | | | | | | | |
|------------------------------------|-------|-------|-------|--------|-------|-------|-----|-----|--------|
| Borrowings | 44.44 | 25.95 | 29.89 | 106.66 | 82.07 | 22.86 | - | - | 311.88 |
| Foreign Currency Assets (FCA) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Foreign Currency Liabilities (FCL) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Authorized Signatory of the Issuer

Date: November 26, 2025

Original / authenticated copy of any document related to above information will be made available to the investors on request.