

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	5PAISA CAPITAL LIMITED , IIFL House, Sun Infotech Park, Road No 16V, Plot No - 23, Thane, Maharashtra - 400604
Business Segment / Activity	Stock Broker
Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive)	Gourav Munjal
Group Affiliation (If Any)	IIFL Group

PART II: Issue Details

ISIN	INE618L14144
Proposed Date of Issue	19/01/2026
Amount (Rs. in crs)	10
Tenor and Date of Maturity	88 days and 17/04/2026
Proposed to be listed/Unlisted	Unlisted
End Use of CP / NCD proposed (specific details)	For Working Capital Requirements
Market Conventions	FIMMDA Conventions

Credit Rating Details for the Proposed Issue	Credit Rating - 1
Credit Rating Issuer	CRISIL
Rating	A1+
Date of Rating	07/01/2026
Validity for Issuance	60 days
Validity period for rating	365 days
For Amount (Rs.)	Rs. 200 Crores
Conditions (If Any)	NA
Long term credit rating obtained by the Issuer	A+
Unaccepted Credit	-

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Unaccepted Credit Rating assigned to the Issuer	NA	-
Issuing and Paying Agent Details (Name and Address)	ICICI Bank Limited , Capital Market Division, Backbay Reckmination , Churchgate, Mumbai, Maharastra, 400020	ICICI Bank Limited , Capital Market Division, Backbay Reckmination , Churchgate, Mumbai, Maharastra, 400020

Debenture Trustee Details (Name and Address) (In case of NCD)	N.A
Credit Enhancement Details (If any)	No
Description of Instrument	N.A.
Amount (Rs. In Lacs)	Rs. N.A. Lacs
In Favor of	N.A.

Guarantor Details

Name and Address of the Guarantor		
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	No	
If yes,		
Names of Companies to which Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
N.A.	N.A.	N.A.

PART III Issuer Financial Details

CP/NCD Borrowing Limit	Rs. 200 Crores
Date of Board Resolution	16/06/2025
1. Limit approved by Board	Rs. 2500 Crores
2. Limit as per CRA	Rs. 200 Crores
3. Limit approved by Regulator concerned (if applicable)	Rs. 0 Crores

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**Details of CP/NCD and other Debt Instruments outstanding as on date of Letter of Offer
CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	ISSUE DATE	AMOUNT (in Rs crs)	MATURITY DATE	AMOUNT O/S (in Rs crs)	IPA	CRA	RATING	RATED AMOUNT (in Rs crs)
INE618L14011	03/07/2025	25	12/01/2026	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14029	04/07/2025	10	30/12/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14037	09/07/2025	25	30/09/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14045	15/07/2025	10	13/10/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14052	16/07/2025	5	14/10/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14060	04/08/2025	10	27/03/2026	10	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14078	08/08/2025	10	04/02/2026	10	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14094	22/08/2025	5	18/02/2026	5	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14102	25/09/2025	25	24/03/2026	25	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14110	26/09/2025	15	26/06/2026	15	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14128	12/01/2026	10	25/03/2026	10	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14136	14/01/2026	15	10/04/2026	15	ICICI Bank Ltd	CRISIL	A1+	200

Details of NCD and other Debt Instruments outstanding as on date of Letter of Offer NCD

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/ other Debt Instruments (Including Liabilities not redeemed on due date)

ISIN	Issue Date	Amount (in Rs Crs)	Maturity Date	Amount o/s (in Rs crs)	IPA	Debenture trustee (in case of NCD)	CRA	Rating	Rated Amount
na	17/06/2025	0	17/06/2025	0	NA	NA	NA	NA	0

* Issuer's liability under the CP will continue beyond due date, in case the CP is not redeemed on due date.

C.Fund-based facilities from banks/Financial institutions, if any

Name of the bank	Nature of facility	O/S amount/Limit (in Rs crs)	Asset classification
Bandhan Bank	OD against FD	18.16	Standard
Indian Bank	OD against FD	23.55	Standard
HDFC Bank	WCDL against FD	25.51	Standard
Fedral Bank	OD against FD	8.64	Standard
DCB Bank	OD against FD	12.45	Standard
SBM Bank	OD against FD	29.10	Standard
Aditya Birla Finance Limited	WCDL against Receivables	40	Standard
IDFC First Bank	WCDL against Receivables	60	Standard

Shareholding Details of Promoters / Details of Share Pledged

A. Shareholding Details Of Promoters

Sl. No.	Name and Category Of Shareholding	Total No. of equity shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares
1	Mr. Nirmal Jain Category : Promoters	31236338	6205088	19.86
2	Mr. Venkataraman Rajamani Category : Promoters	31236338	1269594	4.06
3	Mrs. Madhu N Jain Category : Promoters	31236338	1845016	5.91
4	Aditi Avinash Athavankar Category : Promoters	31236338	720000	2.31
5	Ardent Impex Pvt Ltd Category : Promoters	31236338	108000	0.35
6	Orpheus Trading Pvt. Ltd. Category : Promoters	31236338	52000	0.17
7	Mrs. Aditi Athavankar Category : Promoters	31236338	16000	0.05

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8	Nirmal Madhu Family Pvt Trust Category : Promoters	31236338	15000	0.05
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B. Details Of Shares Pledged

SI. No.	Name and Category Of Shareholding	No. of shares pledged or otherwise encumbered	Total shareholding as % of total no. of equity shares
1	NA Category : NA	0	0.00

Financial Summary (in Rs. crs)
(Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Particulars	Current Year	Year 1	Year 2	Year 3
As On	31-03-2026	31-03-2025	31-03-2024	31-03-2023
Equity	0	31.23	31.91	30.63
Net worth	0	603.64	540.81	466.77
Investment in Subsidiaries / Affiliates	0	4.34	4.34	7.85
Total debt Outstanding	0	217.41	336.31	169.28
Short Term	0	217.41	336.31	169.28
Other Debt	0	0	0	0
Gross Income	0	359.84	394.55	338.14
Operating Profit (PBITD)	0	127.24	110.21	86.42
Gross Profit (PBSD)	0	103.44	81.64	65.79
Net Profit (Post Tax)	0	68.23	51.85	43.29
Audit Qualification (If Any)	Unmodified	Unmodified	Unmodified	Unmodified

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.

Details of Statutory Auditor and Changes in the Last Three Financial Years

A. Details of Statutory Auditor

Name and Address	Date of Appointment	Remarks
V Sankar Aiyar & Co Address : 601, A-Wing, Mangalya Building Off. Marol Maroshi Road, Marol Andheri (East), Mumbai - 400 059	01/04/2022	Appointed for a period of 5 years

B. Details Of Changes in the Last Three Financial Years

Nil

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Details of default in repayment 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.

-NA

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

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

Material Litigation, if any :	No
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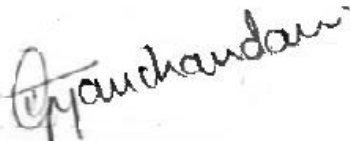
(Regulatory strictures issued during the past five Financial Years to reported. Also, any regulatory structure which continue to be applicable is to be disclosed)

Regulatory Strictures, if any :	No
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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:

Nil

For 5PAISA CAPITAL LIMITED



Jitendar Gyanchandani
Senior Manager Accounts
Authorised Signatory

Date: 16/01/2026

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

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