

CERTIFICATE ON FINANCIAL INDEBTEDNESS

Date: 21.07.2025

To,
The Board of Directors
Laxmi India Finance Limited
2, DFL, Gopinath Marg, MI Road,
Jaipur – 302001, Rajasthan, India

PL Capital Markets Private Limited
3rd Floor, Sadhana House,
570, P. B. Marg,
Worli, Mumbai 400018,
Maharashtra, India

(PL Capital Markets Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir(s):

Sub: Proposed initial public offering of equity shares (“Equity Shares”) Laxmi India Finance Limited (the “Company” and such initial public offering, the “Offer”)

This is to certify that the financial indebtedness of the Company as on May 31, 2025 as contained in ‘Annexure A’ hereto is true, fair and correct, not misleading and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well informed decision and, accordingly may be incorporated in the Red Herring Prospectus/ Prospectus to be filed by the Company with the Registrar of Companies, Rajasthan at Jaipur (“RoC”), Securities and Exchange Board of India, (“SEBI”), and the BSE Limited, the National Stock Exchange of India Limited (together, the “Stock Exchanges”), with respect to the said Offer.

Based on the information and explanation provided to us and our reliance on the audited financial statements of the company for the financial years ended March 31, 2025 audited by us and March 31, 2024 and March 31, 2023 audited by the Company’s previous auditor, A. Bafna & Co. (the “Previous Auditors”) (Audited Financial Statements), prepared in accordance with the Companies Act, 2013 (Companies Act), as amended, and the Companies (Indian Accounting Standards) Rules, 2015 (IND AS) and on review of the loan agreements and sanction letters approved by the banks/ financial institutions, confirmations on outstanding loan amount from group companies, bank statements and, returns of charges filed by the Company, the minutes of the audit committee meetings, board meetings and shareholders’ meetings of the Company and other relevant records. On the basis of such verification and according to information and explanation given to us, we confirm the following:



Offices:

Jaipur : “Arihant”, C-44/45, Greater Kailash Colony, Lal Kothi, Tonk Road, Jaipur, Rajasthan-302015
Phone : 0141-2741824, 4038223 | Email : bapnasc@gmail.com
Vadodara : 74-76, Gayatri Chambers, R C Dutt Road, Near Railway Station, Alkapuri, Vadodara, Gujarat-390005
Phone : 0265-2331056, 2334365
New Delhi : Plot No. 3-Th-78, No. A4, Maidan Garhi, New Delhi-110068
Udaipur : 179, Sector No. 3, Hiran Magri, Udaipur, Rajasthan-313001

1. the Company has not defaulted, at any point of time, from April 1, 2022 till 31st May, 2025 ; and
2. the Company has not delayed in repayment of interest due for the loans outstanding as on May 31, 2025 .

Accordingly, we hereby certify that the consolidated financial indebtedness information provided in **Annexure A** is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well-informed decision. Further, we confirm that as on date, except as stated in Annexure A, there are no other loans or facilities availed by the Company or any guarantee extended by the Company.

We also confirm that, as on the date of this certificate, none of the banks or institutions from whom the Company or its associate have availed of debt facilities, have accelerated payment of the facility in full or in part on account of default in the repayment in any instalment or interest due or for violation of any other terms of any of the outstanding loans/ debt facilities granted to the Company.

The principal terms of the loans and assets charged as security by the Company are stated in **Annexure B**.

Except as stated in **Annexure C**, the Company has not provided any guarantees for the repayment of any loans availed by other entities.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI. We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and in accordance with 'Guidance Note on Reports in Company Prospectuses' (Revised 2019). We hereby confirm that while providing this certificate we have complied with the above guidance notes.

We hereby consent to the aforementioned details being included in the Offer related documents and submission of this certificate as may be necessary, to any regulatory authority and/ or for the records to be maintained by the Company, Book Running Lead Manager in connection with the Offer and in accordance with applicable law.

We confirm that any changes to the above as brought to our attention by the management shall immediately be intimated to the Book Running Lead Manager till the date the Equity Shares of the Company commence trading on the stock exchanges. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

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Udaipur : 179, Sector No. 3, Hiran Magri, Udaipur, Rajasthan-313001



S.C. BAPNA & ASSOCIATES
CHARTERED ACCOUNTANTS



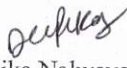
305, Lodha Supremus, Next to Lodha Eternis,
End of 11th Road, Off Mahakali Caves Road,
Near Hotel Tunga International, Andheri (East)
Mumbai – 400 069, Maharashtra
Phone : +917738007589; Mail: mumbai@scbapna.in

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents. This certificate can be relied upon by the legal counsel appointed by the Company in relation to the Offer.

Yours sincerely,

For S.C Bapna & Associates,
Chartered Accountants
ICAI Firm Registration No.: 115649W


Deepika Nalwaya
Partner

Membership No: 407184
Place: Jaipur

Date: 21.07.2025

UDIN: 25407184BOENJX6652



CC:

Legal Counsel:

Dentons Link Legal
1102, 11th Floor, Tower 1, One International Center,
Senapati Bapat Marg, Prabhadevi (West),
Mumbai 400 013, India

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Annexure 'A'

Statement of Financial Indebtedness as on May 31,2025

(Rs. in millions)

| Category of Borrowing | Sanctioned amount as at May 31, 2025 | Outstanding amount as at May 31, 2025 |
|---|--------------------------------------|---------------------------------------|
| I. Secured Loans | | |
| (i) Fund based facilities | | |
| (ia)Term loans | | |
| Bank | 10460.00 | 6859.48 |
| NBFC & FI | 6566.70 | 3907.37 |
| Vehicle Loan | 17.72 | 9.60 |
| (ib)Non – Convertible debentures | 300.00 | 223.49 |
| (ic)Working Capital Limits | | |
| Cash Credit | 60.00 | 0.00 |
| Overdraft Credit | 315.00 | 0.00 |
| (id) EPC (Bank) | | |
| (ii) Non Fund based facilities | | |
| II.Unsecured Loans | 100.00 | 60.32 |
| III.Subordinate debt | 80.00 | 79.52 |
| IV. Co-Lending | 3.94 | 2.45 |
| Total | 17903.36 | 11142.22 |

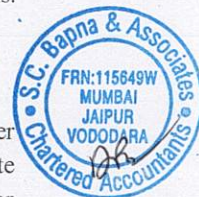
Principal terms of borrowings of the Company:

1. Tenor:

The tenor of the term loans availed by the Company typically ranges from approximately three to Seven years. The maturity period of the NCDs issued by the Company is 36 months. The tenure of Subordinate debt in form of term loan is typically 66 months.

2. Interest:

The interest rates for the term loans availed by the Company typically ranges from 7.70% per annum to 14.55% per annum, which is linked to the marginal cost of fund-based lending rate or external benchmark rates. The Company has also issued NCDs to various subscribers. For



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such borrowings, we enter into DTD and in terms of such DTD, a specified interest or coupon rate is to be paid per annum. The interest rate for the NCD issued by the Company as of May 31, 2025, is 11.49% per annum. Subordinated debt in form of term loan interest rates is 16.00% per annum. Cash credit, working capital and overdraft facilities (including overdraft facilities against fixed deposits limits) entered into by us prescribe interest rates ranging from 8.40% to 11.15% per annum.

3. Security as described in Annexure B:

4. Penal Interest Rate:

The facilities issued and availed by the Company contain provisions prescribing penalties, over and above the prescribed interest rate, for delayed payment or default in the repayment obligations of the Company, which typically range from 1.00% to 36.00% of the amounts involved with respect to term loans and 2.00% to 5.00% with respect to NCDs.

5. Restrictive covenants:

In terms of the facility agreements, sanction letters, DTDs, the company are required to comply with various financial covenants, restrictive covenants and conditions restricting certain corporate actions, and we are required to take prior consent from the lender or the trustee (acting on the instructions of the majority debenture holders) and/or intimate the respective lender or trustee (acting on the instructions of the majority debenture holders) before carrying out such actions, including, but not limited to the following:

- a. to effect any adverse changes to or effect a major change in its capital structure;
- b. to formulate or effect any scheme of amalgamation or merger or reconstruction;
- c. to undertake any activity other than the activities indicated in the objects clause of the memorandum of association of the Company;
- d. for any transfer of the controlling interest or the management set up;
- e. to undertake guarantee obligations on behalf of any other person;
- f. for declaring any dividend if any instalment towards principal or interest remains unpaid on its due date;
- g. to change constitutional documents; and



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Annexure 'B'

The secured borrowings are typically secured by way of:

- a. Charge by way of hypothecation or assignment on the specific book debts arising out of the loans extended, including present and future book debts;
- b. Personal guarantees issued by Deepak Baid, Aneesha Baid and Prem Devi Baid, the Individual Promoters,
- c. Mortgage of immovable property of the Company;
- d. Pari passu or first charge on hypothecation of standard loan receivables under the facility, as applicable, along with the prescribed security cover;
- e. Asset cover for the loan by way of charge over the book debts at a minimum prescribed limit;
- g) Lien on term deposits;
- f. Cash collaterals and security cover; and
- g. Demand promissory notes and letters of continuity for specified amounts in the form approved by the relevant lender.
- h. Corporate guarantees issued by Deepak Hitech Motors Private Limited, Hirak Vinimay Private Limited and Prem Dealers Private Limited, the Corporate Promoters.

Annexure 'C'

Details of guarantees given by the Company:

The Company has no existing guarantee as on May 31, 2025.



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