

Certificate No.: KASG/CERT/FY 24-25/82

CERTIFICATE ON BASIS OF ISSUE PRICE

Date: 14/05/2025

To,

The Board of Directors
Dar Credit and Capital Limited,
Business Tower, AJC Bose Road,
6th Floor, Unit No 6B,
Kolkata-700017,
West Bengal.

GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive in Road, Thaltej,
Ahemdabad-380 054,
Gujarat, India.

(GYR Capital Advisors Private Limited referred to as the "Book Running Lead Manager")

Dear Sir(s),

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of Dar Credit and Capital Limited (the "Company" and such offering, the "Issue")

In connection with calculation of the issue price of the Equity Shares in the Issue, we have verified the information mentioned in Annexure A with respect to the Company, extracted from the restated financial statements for the 9 months period December 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; prepared in terms of the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Part I of Chapter III of the Companies Act, 2013 ("Companies Act, 2013"), the Companies (Accounts) Rules, 2014 and the applicable Accounting Standards and any other law as may be applicable (the "Restated Financial Statements").

We hereby confirm that we have conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on the Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes requires that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time. We also confirm that 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.

This certificate is for your information and for inclusion in the Red Herring Prospectus and the Prospectus (the "Offer Documents"), to be issued by the Company in relation to the Issue and to be filed/registered with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed ("Stock Exchange") and the Registrar of Companies, Kolkata at West Bengal ("RoC"), as applicable.

This certificate may be relied upon by the Book Running Lead Manager and the legal counsel appointed in relation to the Issue. We hereby consent to the extracts of this certificate being used in the Offer Documents and in any other material used in connection with the Issue. We also consent to the submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.



Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Red Herring Prospectus and the prospectus.

Yours sincerely,

For and on behalf of
KASG & Co.,
Chartered Accountants
Firm Registration Number (FRN): 002228C


CA Roshan Kumar Bajaj
Partner
Membership Number: 068523
Place: Kolkata
Date: 14/05/2025
UDIN: 25068523BMIWKO4693



Annexure A

As per the restated financial statements

Basic and Diluted Earnings / Loss Per Share ("EPS")

(in ₹)

Year ended	Basic and Diluted EPS (in ₹) [#]	Weight
FY 2021-22 * (Consolidated)	2.51	1
FY 2022-23 (Standalone)	2.93	2
FY 2023-24 (Standalone)	3.97	3
Weighted Average	3.38	
For the period ended December 31 , 2024 (Standalone)	4.92	

* March 31, 2022 figures has been taken from Restated Consolidated Financial Statements

The figures disclosed above are based on Restated Financial Statements of the Company.

The face value of each equity is Rs. 10.00

Basic EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/ year.

Diluted EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/year for diluted EPS.

Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year/period.

The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Financial Statements.

The EPS has been calculated in accordance with AS 20 Earnings Per Share (EPS) issued by Institute of Chartered Accountants of India.

Price Earnings Ratio ("P/E") in relation to the Price Band of Rs. [●] To Rs. [●] per Equity Share of Face Value Rs. 10/- each fully paid up

Particulars	P/E*
P/E ratio based on Basic and Diluted EPS as at March 31, 2024 (Standalone)	[●]
P/E ratio based on Basic and Diluted EPS as at March 31, 2023 (Standalone)	[●]
P/E ratio based on Basic and Diluted EPS as at March 31, 2022 (Consolidated)	[●]
P/E ratio based on Weighted Average EPS	[●]
For the period ended on December 31, 2024 (Standalone)	

**The same shall be updated once IPO Price is finalised and updated in the Prospectus prior to opening of the Issue.*

Industry Peer Group Price / Earning (P/E) Ratio

Particulars	Industry P/E
Highest	12.58
Lowest	3.24
Average	5.69

Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.



Return on Net worth (RONW)

Period / Year ended	RoNW (%)	Weight
FY 2021-22* (Consolidated)	4.22%	1
FY 2022-23 (Standalone)	4.74%	2
FY 2023-24 (Standalone)	6.08%	3
Weighted Average	5.32%	
For the period ended December 31,2024 (Standalone)	7.06%	

*March 31,2022 figures has been taken from the Restated Consolidated Financial Statements.

Note: RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by shareholders' funds for that year. Shareholders' funds = Share capital + reserves & surplus - revaluation reserves

Networth is computed as the sum of the aggregate of paid up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account. It may be noted that equity component of financial instruments is excluded while calculating Networth of the Company.

Weighted Average= Aggregate of year wise weighted RONW divided by the aggregate of weights i.e. (RONW * Weight) for each year/Total of Weights.

Net Asset Value Per Share (NAV)

Financial Year	NAV per share (in Rs.)
As on March 31, 2022*(Consolidated)	59.40
As on March 31, 2023 (Standalone)	61.78
As on March 31, 2024 (Standalone)	65.25
As on December 31, 2024 (Standalone)	69.67
Net Asset Value per Equity Share after the Issue	[●]
Issue price per equity shares	[●]

*March 31,2022 figures has been taken from the Restated Consolidated Financial Statements

Note:

NAV (book value per share) = Total shareholder's fund divided by number of shares outstanding as on March 31, 2024 and every year.

Networth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares or debit or credit balance of profit or loss account.

Issue price per Equity Shares will be determined by our company in consultation with the Book Running Lead Manager

Comparison of Accounting Ratios with Industry Peers

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses:

Name of the Company	CMP*	Basic EPS (₹)	Dilute EPS (₹)	Face Value (₹)	P/E Ratio*	RoNW (%)	NAV Per Share	Total Income (₹ in Lakhs)
Peer Group								
List of NBFC MFI								
Spandana Sphoorty Financial Ltd	273.5	70.42	69.38	10	3.94	13.74%	511.18	2,53,395.00



Name of the Company	CMP*	Basic EPS (₹)	Diluted EPS (₹)	Face Value (₹)	P/E Ratio*	RoNW (%)	NAV Per Share	Total Income (₹ in Lakhs)
Muthoot Microfin Ltd	145.66	30.2	30.2	10	4.82	16.03%	164.49	2,28,549.00
Credit Access Grameen Ltd	1137	90.88	90.41	10	12.58	22.01%	412.23	5,17,265.00
Fusion Finance Ltd	162.37	50.3	50.11	10	3.24	17.74%	281.93	2,41,242.00
Satin Creditcare Network Ltd	167.84	44.34	43.27	10	3.88	18.16%	218.28	2,24,052.78
Our Company **	-	3.97	3.97	10	-	6.08%	65.25	3301.38

* **Source:** All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2024 and stock exchange data dated May 07, 2025 to compute the corresponding financial ratios for the financial year ended March 31, 2024. The current market price and related figures are as on May 07, 2025

P/E figures for the peers are based on closing market prices of equity shares on BSE and NSE on March 31, 2024 divided by the Diluted EPS as at March 31, 2024

Basic and Diluted EPS refers to the Basic and Diluted EPS sourced from the Annual Reports for FY 22-23 of the listed peer companies.

PAT Margin(%) for listed industry peers have been computed based on the Net Profit After Tax for the year ended March 31, 2024 divided by Revenue from Operation as on March 31, 2024.

Return on Net Worth (%) for listed industry peers has been computed based on the Net Profit After Tax for the year ended March 31, 2024 divided by Total Equity as on March 31, 2024.

NAV per share for listed peers is computed as the Total Equity as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

**The details shall be provided post the fixing of the price band by our Company at the stage of the red herring prospectus or the filing of the price band advertisement

Key Performance Indicator

Key Performance Indicator	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022 *
Revenue from Operations (In Lakhs)	3008.58	3204.88	2479.27	2446.83
Growth in Revenue from Operations (%) **	-	29.27%	2.34%	-
Other Income (In lakhs)	94.66	96.50	77.70	19.42
Total Income (In lakhs)	3103.24	3301.38	2556.97	2466.25
EBITDA (In Lakhs)	2151.71	2192.28	1645.88	1591.95
EBITDA Margin (%)	69.34%	66.40%	64.37%	64.55%
Net Profit for the Year/Period (In Lakhs)	491.94	396.83	293.00	250.94
PAT Margin (%)	16.35%	12.38%	11.82%	10.26%
Return on Equity(%)	7.20%	6.17%	4.47%	4.08%



Key Performance Indicator	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022 *
Return on Capital Employed (%)	9.70%	9.22%	8.78%	9.21%
Debt-Equity Ratio	2.07	2.51	1.92	1.76

*March 31, 2022 figures has been taken from the Re stated Consolidated Financial Statements

** i) Growth in Revenue from Operations for the period ended December 31, 2024 has not been presented since the restated financial statements for the period ended December 31, 2023 is not available.

ii) Growth in Revenue from Operations for the year ended March 31, 2022 has not been presented since the restated financial statements for the year ended March 31, 2021 is not available.

iii) Growth in Revenue from Operations for the year ended March 31, 2023 has been calculated using Restated Standalone Financial Statements for the year ended March 31, 2022. However, the figures of Revenue of operations for the year ended March 31, 2022 as shown in the table above is taken from the Restated Consolidated Financial Statements.

Notes:

Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.

Total income includes revenue from operations and other income.

EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back interest cost, depreciation, and amortization expense.

EBITDA margin is calculated as EBITDA as a percentage of total income.

Net Profit for the year/period represents the restated profits of the Company after deducting all expenses.

PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.

Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Net worth at the end of respective period/year. Networth means aggregate value of the paid-up equity share capital and reserves & surplus.

Return on capital employed calculated as Earnings before interest and taxes divided by capital employed as at the end of respective period/year. (Capital employed calculated as the aggregate value of total equity, total debt and deferred tax liabilities)

Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long-term and short-term borrowings. Total equity is the sum of share capital and reserves & surplus.

Explanation for the Key Performance Indicators:

KPIs	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of our business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Income	Total Income is used by our management to obtain a comprehensive view of all income including revenue from operations and other income
EBITDA	EBITDA provides information regarding the operational efficiency of our business
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Net Profit for the Year / Period	Net Profit for the year/period provides information regarding the overall profitability of our business
Return on Net Worth (in %)	Return on Net Worth provides how efficiently our Company generates profits from shareholders' funds.
Return on Capital Employed (in %)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in our business.
Debt-Equity Ratio (in times)	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability.



WEIGHTED AVERAGE COST OF ACQUISITION (WACA)**a) The Price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).**

There has been no issuance of Equity Shares during the 18 months preceding the date of this Red Herring Prospectus (Except Bonus Issue of Shares), where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).

The details of secondary sale / acquisition of whether equity shares or convertible securities, where the promoter, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days, are as follows:

Date of Transfer	Name of Transferor	Name of Transferee	Number of Shares Transferred	Transfer Price
NA				

c) Price per share based on the last five primary or secondary transactions.

Since there are transactions to report to under (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, are as follows:

Date of Transfer	Name of Transferor	Name of Transferee	Number of Shares Transferred	Transfer Price
Secondary Transactions				
26.03.2024	Shelandra Vijay	Rakshita Vijay	8,333	NIL
03.04.2024	Ashish Vijay	Ashok Kumar Gandhi	1,20,000	NIL
18.04.2024	Ashish Vijay	Ashok Kumar Gandhi	1,00,000	NIL
20.04.2024	Ashok Kumar Gandhi	Ramesh Kumar Vijay	3,20,000	NIL
03.04.2024	Garima Vijayvergiya	Ashish Vijay	1,00,000	NIL

d) Weighted average cost of acquisition, floor price and cap price.

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price	Cap Price
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	NA	[•]	[•]



Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price	Cap Price
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.**	NA	[•]	[•]
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Red Herring Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction.	NIL	[•]	[•]

* The details shall be provided post the fixing of price band by our Company at the stage of Red Herring Prospectus or the filing of price band advertisement.

