

Date: October 14, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400051
Maharashtra, India,
BSE Scrip Code – 973128

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex (BKC), Bandra (East)
Mumbai – 400051, Maharashtra, India

Dear Sir/Madam,

Subject: Disclosure under Regulations 51, read along with Schedule III Part B, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations")

Pursuant to Regulations 51, read along with Schedule III Part B, of the SEBI LODR Regulations, please find enclosed herewith the Financial Covenant Certificate, including the breach of financial covenants, if any, for the quarter and half year ended September 30, 2026, issued by M/s. Suri & Co, Chartered Accountants, Statutory Auditor of the Company. The same was approved by the Board of Directors in their Meeting held on Tuesday, October 13, 2026.

Kindly take this intimation on record.

Thanking you,
Yours Sincerely,

For IIFL Samasta Finance Limited

PRAVEEN MOOLIMANI
Digitally signed by
PRAVEEN MOOLIMANI
Date: 2026.10.14
12:05:28 +05'30'

Praveen M
Company Secretary & Compliance Officer
M. No: A48178

Place: Bengaluru

IIFL Samasta Finance Limited

Regd. & Head Office: 110/3, Lalbagh Main Road, Krishnappa Layout, Bengaluru 560027, Karnataka. T: +91 80 4291 3500
Corporate Office: Ground Floor, 5/C/DP-01 Blue Moon Apartment, 5, Arul Murugan Nagar Main Road, Near Old Post office, Zamin Pallavaram, pallavara Kancheepuram, Tamilnadu - 600117

To,

Vardhman Trusteeship Private Limited,
The Capital 412 A Wing,
Bandra Kurla Complex, BKC,
Bandra East, Mumbai – 400051.

Independent Statutory Auditor's Certificate with respect to Financial Covenant Compliance with respect to Redeemable Non-convertible Debentures issued by IIFL Samasta Finance Limited.

1. We, Suri and Co Chartered Accountants, are the Statutory Auditors of IIFL Samasta Finance Limited ("the Company") and have been requested by the Company to certify the accompanying statement showing 'Financial Covenant Compliance' as per the requirements of debenture Trust deed and SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 with respect to:
A. Redeemable Non-Convertible Debt Securities as at September 30, 2026 as mentioned below:

ISIN	ISSUE SIZE (IN CR)	DTD EXECUTED DATE
INE413U07368	75	30-12-2024
INE413U07376	30	27-01-2025
INE413U07384	75	04-02-2025
INE413U07392	50	21-04-2025
INE413U07400	80	18-06-2025
INE413U07418	200	14-07-2025
INE413U07426	300	22-07-2025
INE413U07434	100	30-09-2025
INE413U07442	100	22-12-2025
INE413U07459	130	12-02-2026
INE413U07467	100	12-02-2026
INE413U07475	150	25-06-2026
INE413U07491	50	27-07-2026
INE413U07483	100	27-07-2026



suriandco.com



blr@suriandco.com



080 - 41240545/
41270545



K M K Towers, 2nd Floor, No. 142 K H Road
(Double Road), Bangalore - 560 027

GSTIN - 29AABFS5023Q1ZR

B. Rated, Unsubordinated, Unsecured, Taxable, Transferable Redeemable Non-Convertible Debentures as at September 30, 2026 as mentioned below:

ISIN	ISSUE SIZE (IN CR)	DTD EXECUTED DATE
INE413U08150	70	08-04-2025
INE413U08168	50	04-07-2025

C. Rated, Subordinated, Unsecured, Taxable, Transferable Redeemable Non-Convertible Debentures as at September 30, 2026 as mentioned below:

ISIN	ISSUE SIZE (IN CR)	DTD EXECUTED DATE
INE413U08176	110	12-08-2025
INE413U08184	100	24-09-2025
INE413U08192	57.25	05-05-2026

- Accordingly, the Company has prepared the details of financial covenants in accordance with the unaudited financial results as at September 30, 2026.
- We understand that this certificate is required by the Company for the purpose of submission with Vardhaman Trusteeship Private Limited on compliance of financial covenants in respect of redeemable non-convertible debt securities of the Company pursuant to the requirements of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.

Management Responsibility

- The preparation of the accompanying statement is the responsibility of the management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation of the statement, the preparation and maintenance of books of accounts based on which the statement has been drawn up for the purpose of this certificate, all accounting and other relevant supporting records and documents and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
- The management is also responsible for ensuring that the company complies with all the relevant requirements of the SEBI circular, SEBI Regulations, Companies Act, 2013 and other applicable laws and regulations, as applicable.



Auditor's Responsibility

6. Our responsibility is to provide limited assurance with respect to financial covenant compliance pursuant to the requirements of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT /CIR/P/2022/67 dated May 19, 2022 and debenture trust deed by the Company with respect to redeemable non-convertible debt securities as at September 30, 2026.
7. We have reviewed the Financial Results for the quarter and half year ended September 30, 2026, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified conclusion dated October 13, 2026.
8. We 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. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant requirements of the Standard on Quality Control - 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements".
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - (a) Obtained and read the Debenture Trust Deed and the Information Memorandum in respect of the Debentures and noted whether any financial covenants required to be complied by the Company in respect of such Debentures.
 - (b) Traced the outstanding balances of the NCDs with the books of account provided by the Company as on September 30, 2026, to the unaudited, reviewed financial results of the Company as at September 30, 2026.



- (c) Obtained and read the particulars of Financial covenants compliance required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum.
- (d) Examined and verified the compliance of Financial covenants indicated in Annexure I.

Conclusion

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and Management representations obtained, nothing has come to our attention that causes us to believe that-

- (a) The computation of financial covenants available for debenture holders contained in the Annexure I is not in agreement with the unaudited books of accounts and other relevant records and documents maintained by the Company.

Restriction on Use

This certificate is being issued to the Company pursuant to the requirements of SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT /CIR/P/2022/67 dated May 19, 2022, and debenture trust deed with respect to Redeemable Non-Convertible Debt Securities. Our certificate should not be used for any other purpose or by any person other than the addressees of this certificate. Accordingly, we do not accept or assume any liability or duty of care to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Place: Bangalore
Date: 13.10.2026

For Suri & Co.
Chartered Accountants
Firm Registration No.: 004283S

HARIE

HARAN M

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by HARIE HARAN
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Date: 2026.10.13
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Harieharan M

Partner

Membership No: 240075

UDIN: 26240075MBFGVC6362

Annexure -I

Statement showing compliance of financial covenants.

S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
1	INE413U07368	31-12-2024	Maximum permissible ratio of Par > 90 net off Loan Loss Provisions (on the Issuer's entire portfolio including receivables sold or discounted on a non-recourse basis) to Tangible Net worth shall be 20.00% (Twenty-Point Zero percent).	Yes
			Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen-Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			Maximum permissible ratio of GNPA shall be 8% till June 30th 2025, from July 1st to December 31st 2025 shall be 6.5% and 5% from January 1st 2026.	Yes
2	INE413U07376	27-01-2025	No financial covenants.	NA
3	INE413U07384	04-02-2025	NNPA<=3% on Total AUM	Yes
			Capital Adequacy Ratio >= 17.5%	Yes
			GNPA<=8% on Total AUM	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Reported Gearing <5x	Yes
			Managed Gearing <8x	Yes
			Tier 1 Capital >13.5%	Yes
			Managed POS <85% of total AUM.	Yes
			No cumulative liquidity mismatch in ALM Bucket up to 12 months on all standard liquidity buckets as prescribed by RBI.	Yes
			Issuer to maintain minimum 4% of own book POS as unencumbered cash and cash equivalents as on monitoring date.	Yes
4	INE413U07392	22-04-2025	NNPA<=3% on Total AUM	Yes
			Capital Adequacy Ratio >= 17.5%	Yes
			GNPA<=8% on Total AUM	Yes
			Reported Gearing <5x	Yes
			Managed Gearing <8x	Yes
			Tier 1 Capital >13.5%	Yes
			Managed POS <85% of total AUM.	Yes
			No cumulative liquidity mismatch in ALM Bucket up to 12 months on all standard liquidity buckets as prescribed by RBI.	Yes
			Issuer to maintain minimum 4% of own book POS as unencumbered cash and cash equivalents as on monitoring date.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
5	INE413U07400	19-06-2025	Maximum permissible ratio of Par > 90 net off Loan Loss Provisions (on the Issuer's entire portfolio including receivables sold or discounted on a non-recourse basis) to Tangible Net worth shall be 25.00% (Twenty-Point Zero percent) till September 30th 2025, 22.5% till 31 March 2026 and 20% thereafter.	Yes
			Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen-Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			6Maximum permissible ratio of GNPA shall be 6.5% till Dec 31 2025 and 5% thereafter	Yes
			Maximum permissible ratio of Total Debt to Tangible networth shall be 5.0x	Yes
			Maximum permissible ratio of NNPA shall be 2.5%.	Yes
6	INE413U08150	09-04-2025	Maximum permissible ratio of Par > 90 net off Loan Loss Provisions (on the Issuer's entire portfolio including receivables sold or discounted on a non-recourse basis) to Tangible Net worth shall be 20.00% (Twenty Point Zero percent).	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			Maximum permissible ratio of GNPA shall be 8% till June 30th 2025, from July 1st to December 31st 2025 shall be 6.5% and 5% from January 1st 2026.	Yes
7	INE413U08168	05-06-2025	Maximum permissible ratio of Par > 90 net off Loan Loss Provisions (on the Issuer's entire portfolio including receivables sold or discounted on a non-recourse basis) to Tangible Net worth shall be 25.00% (Twenty Point Zero percent).	Yes
			Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Maximum permissible ratio of GNPA shall be 8% till June 30th 2025, from July 1st to December 31st 2025 shall be 7.5% and 7% from January 1st 2026.	Yes
8	INE413U07418	15-07-2025	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 17.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			Managed Book to Tangible Net worth shall not exceed 7 times	Yes
			Loan Book to Tangible Net worth shall not exceed 6 times	Yes
			GNPA not to exceed 7%	Yes
			NNPA shall not exceed 4%	Yes
			Maximum permissible ratio of Par > 90 net off Loan Loss Provisions (on the Issuer's entire portfolio including receivables sold or discounted on a non-recourse basis) to Tangible Net worth shall be 25.00% (Twenty-Point Zero percent).	Yes
			No cumulative liquidity mismatch in ALM Bucket up to 12 months on all standard liquidity buckets as prescribed by RBI.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Minimum Cash and Cash equivalents to cover 3-month liability	Yes
			IIFL to hold at least 75% of Shareholding	Yes
9	INE413U07426	22-07-2025	The capital adequacy ratio (as defined in extant NBFC regulations as set by RBI) shall be above 17.50%. FLDG given by the Company under contract (if any) shall be deducted from the capital for CRAR calculations.	Yes
			Total Debt to Tangible Net worth shall not exceed 5.5 times (Five point five).	Yes
			GNPA shall not exceed 7% (Seven percent) of the Own book Portfolio till 31st December'2025 and 5% (Five Percent) from 1st January 2026 onwards.	Yes
			NNPA shall not exceed 5% (five percent) of Own book Portfolio till 31st December'2025 and 3.5% (three point five Percent) from 1st January 2026 onwards.	Yes
			Maximum permissible ratio of sum of PAR>90 and write-off on own book level to Own book Portfolio shall be 8% (eight percent) starting from 31st March 2026 and 6% (six Percent) from 1st July 2026 onwards. Write-offs will be considered for trailing 12 months, starting from 1st January 2026 onwards.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Minimum permissible ratio of Tangible Net Worth to AUM of the Company shall be 15% (Fifteen Percent).	Yes
			Cumulative mismatches in Asset and Liability Mismatch (ALM) should be positive for all buckets. Undrawn sanction will be excluded for the purpose of the calculation.	Yes
			Ensure that the profit after tax (as determined in accordance with Applicable Accounting Standards) is not negative more than INR 100 crore. This testing is to be done on the yearly basis starting from 31st March 2026.	NA
			The Company will maintain liquidity to cover at least 2 months of its debts repayment obligation including any unencumbered cash and cash equivalent.	Yes
10	INE413U07434	11-09-2025	NNPA ≤ 3% on Total AUM	Yes
			Capital Adequacy Ratio ≥ 17.5%	Yes
			GNPA ≤ 8% on Total AUM	Yes
			Reported Gearing < 5x	Yes
			Managed Gearing < 8x	Yes
			Tier 1 Capital > 13.5%	Yes
			Managed POS < 85% of total AUM.	Yes
			No cumulative liquidity mismatch in ALM Bucket up to 12 months on all standard liquidity buckets as prescribed by RBI.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Issuer to maintain minimum 4% of own book POS as unencumbered cash and cash equivalents as on monitoring date.	Yes
11	INE413U08176	14-08-2025	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
12	INE413U08184	25-09-2025	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
13	INE413U07442	22-12-2025	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 17.00% (Seventeen-Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			Total Debt to Tangible Net Worth ratio shall not exceed 6x (Six times)	Yes
			Non-Performing Loans Ratio (GNPA) not to exceed 7% (Seven Percent)	Yes
			Net Non-Performing Loans Ratio (NNPA) not to exceed 3% (Three Percent)	Yes
			Cumulative mismatches in ALM (as per the Statement of Structural Liquidity submitted to RBI on periodic basis) should be positive for all buckets up to 1 year of ALM statement after incorporating all the contractual liabilities of the Issuer (Considering the put option dates or coupon reset dates of transaction without a benchmark, without a floor and without a cap as maturity date). The asset side will exclude unutilized bank sanctioned and drawable lines, shall not be taken into account for testing of cumulative mismatch.	Yes
			Minimum Cash & Cash Equivalent to cover 45 Calendar Days Liability	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
			IIFL Finance to hold at least 75% shareholding in the Company on fully diluted basis directly or indirectly. IIFL Finance to remain as majority shareholder till the tenor of the transaction.	Yes
14	INE413U08192	11-05-2026	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
15	INE413U07475	30-06-2026	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			Maximum permissible ratio of GNPA shall be 6.50% (Six-Point Five Zero percent)	Yes
			Maximum permissible ratio of NNPA shall be 2.50% (Two-Point Five Zero percent)	Yes



16	INE413U07475– Reissue	06-07-2026	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen-Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Directions, whichever is higher	Yes
			Maximum permissible ratio of GNPA shall be 6.50% (Six-Point Five Zero percent)	Yes
			Maximum permissible ratio of NNPA shall be 2.50% (Two-Point Five Zero percent)	Yes
17	INE413U07491	24-07-2026	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen-Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			Debt to Equity ratio shall not exceed 6x (Six times)	Yes
			Non-Performing Loans Ratio (GNPA) not to exceed 7% (Seven Percent)	Yes
			Net Non-Performing Loans Ratio (NNPA) not to exceed 3% (Three Percent)	Yes
18	INE413U07483	24-07-2026	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted	Yes



			assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen-Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	
			Debt to Equity ratio shall not exceed 6x (Six times)	Yes
			Non-Performing Loans Ratio (GNPA) not to exceed 7% (Seven Percent)	Yes
			Net Non-Performing Loans Ratio (NNPA) not to exceed 3% (Three Percent)	Yes
19	INE413U08192-Reissue	31-07-2026	Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes



To,

Catalyst Trusteeship Limited,
Unit No-901, 9th Floor, Tower – B,
Peninsula Business Park, Senapati Bapat Marg,
Lower Parel (W), Mumbai – 400013.

Independent Statutory Auditor's Certificate with respect to Financial Covenant Compliance with respect to Redeemable Non-convertible Debentures issued by IIFL Samasta Finance Limited.

1. We, Suri and Co Chartered Accountants, are the Statutory Auditors of IIFL Samasta Finance Limited ("the Company") and have been requested by the Company to certify 'Financial Covenant Compliance' for the Redeemable Non-convertible Debt Securities as at September 30, 2026 as per the requirements of debenture Trust deed and SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 with respect to Redeemable Non-convertible Debt Securities.
2. Accordingly, the Company has prepared the details of financial covenants in accordance with the unaudited financial results as at September 30, 2026.
3. We understand that this certificate is required by the Company for the purpose of submission with Catalyst Trusteeship Limited on compliance of financial covenants in respect of redeemable non-convertible debt securities of the Company pursuant to the requirements of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.

Management Responsibility

4. The preparation of the accompanying statement is the responsibility of the management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation of the statement, the preparation and maintenance of books of accounts based on which the statement has been drawn up for the purpose of this certificate, all accounting and other relevant supporting records and documents and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.



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41270545



K M K Towers, 2nd Floor, No. 142 K H Road
(Double Road), Bangalore - 560 027

GSTIN - 29AABFS5023Q1ZR



5. The management is also responsible for ensuring that the company complies with all the relevant requirements of the SEBI circular, SEBI Regulations, Companies Act, 2013 and other applicable laws and regulations, as applicable.

Auditor's Responsibility

6. Our responsibility is to provide limited assurance with respect to financial covenant compliance pursuant to the requirements of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT /CIR/P/2022/67 dated May 19, 2022 and debenture trust deed by the Company with respect to redeemable non-convertible debt securities as at September 30, 2026.
7. We have reviewed the Financial Results for the quarter and half year ended September 30, 2026, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified conclusion dated October 13, 2026.
8. We 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. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant requirements of the Standard on Quality Control - 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements".
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - (a) Obtained and read the Debenture Trust Deed and the Information Memorandum in respect of Debentures and noted whether any financial covenants required to be complied by the Company in respect of such Debentures.



- (b) Traced the outstanding balances of the NCDs with the books of account provided by the Company as on September 30, 2026, to the unaudited, reviewed financial results of the Company as at September 30, 2026.
- (c) Obtained and read the particulars of Financial covenants compliance required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum.

Conclusion

11. Based on the procedures performed and according to the information, explanations and representations provided to us by the management of the Company, there are no financial covenants specified in the debenture trust deed with respect to debentures outstanding as on September 30, 2026.

Restriction on Use

This certificate is being issued to the Company pursuant to the requirements of SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT /CIR/P/2022/67 dated May 19, 2022, and debenture trust deed with respect to Redeemable Non-convertible Debt Securities. Our certificate should not be used for any other purpose or by any person other than the addressee of this certificate. Accordingly, we do not accept or assume any liability or duty of care to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Place: Bangalore
Date: 13.10.2026

For Suri & Co.
Chartered Accountants
Firm Registration No.: 004283S

**HARIE
HARAN M** Digitally signed by
HARIE HARAN M
Date: 2026.10.13
19:23:58 +05'30'

Harieharan M
Partner
Membership No: 240075
UDIN: 26240075GBCHEV6288

To,
Beacon Trusteeship Limited,
4C&D, Siddhivinayak,
Chambers,
Gandhi Nagar, Opp. MIG Cricket Club,
Bandra (East) Mumbai – 400051.

Independent Statutory Auditor's Certificate with respect to Financial Covenant Compliance with respect to Redeemable Non-convertible Debentures issued by IIFL Samasta Finance Limited.

1. We, Suri and Co Chartered Accountants, are the Statutory Auditors of IIFL Samasta Finance Limited ("the Company") and have been requested by the Company to certify the accompanying statement showing 'Financial Covenant Compliance' as per the requirements of debenture Trust deed and SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 with respect to:
- A) Secured, Redeemable Non-Convertible Debt Securities as at September 30, 2026 as mentioned below:

ISIN	ISSUE SIZE (IN CR)	DTD EXECUTED DATE
INE413U07236	34.05	23-11-2023
INE413U07277	73.45	23-11-2023
INE413U07269	80.39	23-11-2023
INE413U07251	157.72	23-11-2023
INE413U07327	13.14	24-05-2024
INE413U07293	14.72	24-05-2024
INE413U07301	54.32	24-05-2024
INE413U07319	14.87	24-05-2024

B) Rated, Unsubordinated, Unsecured, Taxable, Transferable Redeemable Non-Convertible Debentures as at September 30, 2026 as mentioned below:

ISIN	ISSUE SIZE (IN CR)	DTD EXECUTED DATE
INE413U08143	40.00	26-03-2025

2. Accordingly, the Company has prepared the details of financial covenants in accordance with the unaudited financial results as at September 30, 2026
3. We understand that this certificate is required by the Company for the purpose of submission with Beacon Trusteeship Limited on compliance of financial covenants in respect of redeemable non-convertible debt securities of the Company pursuant to the requirements of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.

Management Responsibility

4. The preparation of the accompanying statement is the responsibility of the management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation of the statement, the preparation and maintenance of books of accounts based on which the statement has been drawn up for the purpose of this certificate, all accounting and other relevant supporting records and documents and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
5. The management is also responsible for ensuring that the company complies with all the relevant requirements of the SEBI circular, SEBI Regulations, Companies Act, 2013 and other applicable laws and regulations, as applicable.

Auditor's Responsibility

6. Our responsibility is to provide limited assurance with respect to financial covenant compliance pursuant to the requirements of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT /CIR/P/2022/67 dated May 19, 2022 and debenture trust deed by the Company with respect to redeemable non-convertible debt securities as at September 30, 2026.



7. We have reviewed the financial results for the quarter and half year ended September 30, 2026, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and issued an unmodified conclusion dated October 13, 2026.
8. We 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. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant requirements of the Standard on Quality Control - 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements".
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - (a) Obtained and read the Debenture Trust Deed and the Information Memorandum in respect of Debentures and noted whether any financial covenants required to be complied by the Company in respect of such Debentures.
 - (b) Traced the outstanding balances of the NCDs with the books of account provided by the Company as on September 30, 2026, to the unaudited, reviewed financial results of the Company as at September 30, 2026.
 - (c) Obtained and read the particulars of financial covenants compliance required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum.
 - (d) Examined and verified the compliance of financial covenants indicated in Annexure I



Conclusion

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and Management representations obtained, nothing has come to our attention that causes us to believe that-

- (a) The computation of financial covenants available for debenture holders contained in the Annexure I is not in agreement with the unaudited books of accounts and other relevant records and documents maintained by the Company.

Restriction on Use

This certificate is being issued to the Company pursuant to the requirements of SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT /CIR/P/2022/67 dated May 19, 2022, and debenture trust deed with respect to Redeemable Non-Convertible Debt Securities. Our certificate should not be used for any other purpose or by any person other than the addressees of this certificate. Accordingly, we do not accept or assume any liability or duty of care to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Place: Bangalore
Date: 13.10.2026

For Suri & Co.
Chartered Accountants
Firm Registration No.: 004283S

**HARIE
HARAN M** Digitally signed by
HARIE HARAN M
Date: 2026.10.13
19:22:51 +05'30'

Harieharan M
Partner
Membership No: 240075
UDIN: 26240075PVFIYE9056

Annexure – I**Statement showing compliance of financial covenants.**

S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
1	INE413U07236	22-12-2023	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
2	INE413U07277	22-12-2023	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
3	INE413U07269	22-12-2023	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
4	INE413U07251	22-12-2023	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
5	INE413U07327	21-06-2024	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
6	INE413U07293	21-06-2024	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
7	INE413U07301	21-06-2024	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes
8	INE413U07319	21-06-2024	Company shall maintain a Capital Adequacy Ratio which is 1% (one percent) higher than the Capital Adequacy ratio as may be prescribed by the RBI from time to time.	Yes



S.no	ISIN	Date of Sanction	Financial Covenants	Complied (Y/N)
9	INE413U08143	26-03-2025	Maximum permissible ratio of Par > 90 net off Loan Loss Provisions (on the Issuer's entire portfolio including receivables sold or discounted on a non-recourse basis) to Tangible Net worth shall be 20.00% (Twenty Point Zero Zero percent).	Yes
			Minimum capital ratio of Tier I Capital and Tier II Capital to aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items shall not be less than 15.00% (Fifteen Point Zero Zero percent) or as per the regulatory minimum prescribed by the Reserve Bank of India under the NBFC Master Directions, whichever is higher.	Yes
			Maximum permissible ratio of GNPA shall be 8% till June 30 th 2025, from July 1 st to December 31 st 2025 shall be 6.5% and 5% from January 1 st 2026.	Yes

