SBIFACTORS/TREASURY/2026-27/431 **September 29, 2026**

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Dear Madam/Sir,

Outcome of the Board Meeting

Pursuant to Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, in its Meeting held today i.e. September 29, 2026, has, *inter-alia,* considered and approved the following:

1. **Appointment of Managing Director & CEO**

The appointment of Shri Aftab Ahmad Mallick (Director Identification Number: 11789153) as (i) the Managing Director & CEO (i.e. Nominee Director of State Bank of India) on the Board of the Company and (ii) Key Managerial Personnel of the Company w.e.f. September 29, 2026 to September 28, 2028 (both days inclusive) or till further instructions of State Bank of India, whichever is earlier.

2. **Change in the Statutory Audit Report for the FY 2025-26 as per the directions of the Comptroller and Auditor General of India (C&AG)**

Further to our letter SBIFACTORS/TREASURY/2025-26/66 dated April 22, 2026, upon perusal of the Standalone Financial Statements of the Company for the financial year ended March 31, 2026, submitted to the Office of the Comptroller and Auditor General of India (C&AG), the C&AG advised the Statutory Auditors to incorporate the additional directions issued by the C&AG in their Audit Report.

Accordingly, the Statutory Auditors have issued a Revised Audit Report dated September 17, 2026, incorporating the requisite comments on the additional directions issued by the C&AG. The Revised Audit Report supersedes the earlier Audit Report dated April 22, 2026 and does not contain any material adverse observations arising from the additional directions issued by the C&AG.

The Revised Audit Report is enclosed herewith.

SBI FACTORS LIMITED MUMBAI

Formerly SBI Global Factors Ltd.
CIN U65929MH2001PLC131203
6th floor, The Metropolitan Building, Bandra Kurla Complex, Mumbai - 400 051.
Tel. No. : 91 22 4889 0300, E-mail : contact@sbifactors.in, Website : www.sbifactors.in

3. **Seeking extension of time from the Registrar of Companies for conducting the Annual General Meeting of the Company for the financial year ended March 31, 2026**

This is in furtherance to our letter SBIFACTORS/TREASURY/2026-27/424 dated August 31, 2026, with regards to the Notice convening the 25th Annual General Meeting of the Members of the Company on Wednesday, September 30, 2026, at 04:00 P.M. through Video Conferencing.

An application for extension of time for holding the Annual General Meeting for the financial year ended March 31, 2026, shall be made to the Registrar of Companies under Section 96(1) of the Companies Act, 2013, as the comments of the Comptroller and Auditor General of India on the financial statements for the said financial year are awaited.

Meeting Commenced at: 02:20 PM **Meeting Concluded at: 02:30 PM**

We request you to take note of the same.

Yours faithfully,

For SBI Factors Limited
(Formerly known as SBI Global Factors Limited)

(Rishika Puri)
Company Secretary & Chief Compliance Officer

SBI FACTORS LIMITED MUMBAI

Encl. A/c

B. L. Jain
B.Com(Hons), F.C.A
R. B. Golecha
B.Com(Hons), F.C.A
S. B. Dudhawat
B.Com(Hons), F.C.A
Parag Jain
B.Com, F.C.A, D.I.S.A
Anuj B. Golecha
B.Com, F.C.A, D.I.S.A
Vishal Sheth
B.Com, F.C.A

Revised Independent Auditors' Report

TO
THE MEMBERS OF
SBI FACTORS LIMITED (formerly known as 'SBI GLOBAL FACTORS LIMITED')

Revised Report on the Audit of the Ind-AS Financial Statements

This report supersedes our audit report dated 22nd April, 2026

This Revised Independent Auditor's Report is being issued in supersession of our earlier Independent Auditor's Report dated 22nd April, 2026 at the instance of the Comptroller and Auditor General of India through the office of the Director General of Audit (Financial Services), Mumbai. The revised report is being issued to incorporate change in our reply given in the Annexure-B of Directions issued by C&AG, for the report on the directions issued by Comptroller of Auditor General. This report supersedes our earlier audit report dated 22nd April, 2026 which should no longer be relied upon.

OPINION

We have audited the accompanying Ind-AS Financial Statements of **SBI FACTORS LIMITED (formerly known as 'SBI GLOBAL FACTORS LIMITED')** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flow for the year then ended and the Notes to the Ind-AS Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Ind-AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind-AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Ind-AS Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind-AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Ind-AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the

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audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind-AS Financial Statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind-AS Financial Statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Ind-AS Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	**Audit Procedures followed to address the key matters**
Information Technology	
IT systems and controls The Company's key financial accounting and reporting processes are highly dependent on the automated controls over the Company's information systems. As such that there exists a risk that gaps in the IT control environment, including automated accounting procedures, IT dependent manual controls and controls preventing unauthorized access to systems and data could result in the financial accounting and reporting records being materially misstated. The IT systems and controls, as they impact on the financial recording and reporting of transactions, is a key audit matter and our audit approach could significantly differ depending on the effective operation of the Group's IT controls.	Our audit procedures to assess the IT system access management included the following: • We tested a sample of key controls operating over information technology in relation to the financial accounting and reporting systems, including system access and system change management, program development and computer operations. • We tested the design and operating effectiveness of key controls over user access management which includes granting access right, new user creation, removal of user rights and preventative controls designed to enforce segregation of duties. • For a selected group of key controls over financial and reporting systems, we independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process. • Evaluating the design, implementation and operating effectiveness of the significant accounts related IT automated controls which are relevant to the accuracy of system

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	calculation, and the consistency of data transmission.

INFORMATION OTHER THAN THE IND-AS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report and Report on Corporate Governance but does not include the Ind-AS Financial statements and our auditor's report thereon which we obtained prior to the date of this auditor's report. The Board of Directors' report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Ind-AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind-AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE IND-AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind-AS Financial Statements that give a true and fair view of the state of affairs, surplus / deficit (including other comprehensive income), statement of changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind-AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind-AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind-AS Financial Statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either

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intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE IND-AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Ind-AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these Ind-AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind-AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in Ind-AS Financial Statements made by Management and Board of Directors.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind-AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind-AS Financial Statements, including the disclosures, and whether the Ind-AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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Materiality is the magnitude of misstatements in the Ind-AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the Ind-AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind-AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind-AS Financial Statements for the financial year ended March 31, 2026, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. We are enclosing our report in terms of section 143(5) of the Act, on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, in "**Annexure B**" on the directions issued by the Comptroller and Auditors General of India.

3. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company as far as it appears from our examination of those books; except for matters stated in paragraph 3(h)(v) below on reporting in relation to audit trail as required under Rule 11(g) of the Companies (Audit and Auditors Rule, 2014 (as amended);

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(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.;

(d) In our opinion, the Ind-AS Financial Statements comply with the Ind-AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to Ind-AS Financial Statements with reference to these Ind-AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure C**" to this report;

(g) The modification relating to the maintenance of accounts and other matters connected therewith in relation to audit trail are as stated in paragraph 3(b) above on reporting under Section 143(3)(b) of the Act and paragraph 3(h)(v) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

(h) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion, and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

(i) The company has not declared or paid any dividend during the year and accordingly reporting on the compliance with Section 123 of Companies Act, 2013 is not applicable for the year under consideration.

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements. Refer note 27 of Notes to the Financial Statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including

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foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

• Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or;

• Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

• Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or;

• Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv)(a) and (iv)(b) contain any material misstatement.

v. Based on our examination, which included test checks, the company, has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the softwares, except the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting softwares used for maintaining the records relating to Property, Plant and Equipment records including Lease Liabilities & Right of Use Assets (ROU), Expected Credit Loss (ECL), provisioning and classification for Non-Performing Assets (NPA's).

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **BANSHI JAIN & ASSOCIATES**
Chartered Accountants
FRN: 100990W

BANSHI JAIN & ASSOCIATES MUMBAI FRN 100990W CHARTERED ACCOUNTANTS

Parag Jain
Partner
Membership No. 078548

Place: Mumbai
Date: 17-09-2026
UDIN: 26078548BQTMOE1808

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ANNEXURE – A to the Independent Auditor's Report of even date on the Financial Statements of SBI FACTORS LIMITED (formerly known as 'SBI Global Factors Limited') for the period ended March 31, 2026,

Statement on the matters specified in paragraphs 3 and 4 of Companies (Auditor's Report) Order, 2020

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

i. (a)(A) The company has maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment & Right of Use Asset;

(B) The company is maintaining proper records showing full particulars of intangible assets;

(b) The Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals in a phased manner to generally cover all the assets once in three years. As informed to us, no material discrepancies have been noticed on such verification wherever reconciliation has been carried out. In our opinion, the frequency of physical verification program adopted by the Company is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of all the immovable properties (other than properties where the unit is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financials are held in the name of the company, other than the following:

Description of the Property	Gross carrying value (in lacs)	Held in the name of	Reason for not being in the name of the company and whether the property is under dispute:	Date of Purchase
Office Premises in Delhi	146.72	Global Trade Finance Limited	Under process, with no dispute	29/06/2005

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year ended March 31, 2026, and accordingly, the requirement to report on clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the unit for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the company.

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ii. a. The Company is engaged in factoring Services and providing of loans and advances and, therefore, does not have any physical inventory. Accordingly, provisions of clause 3 (ii) (a) of the Order are not applicable to it.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits from banks on the basis of security of current assets and accordingly reporting under this clause 3(ii)(b) of the order is not applicable to it.

iii. a. According to the information and explanations given to us and on the basis of our examination of the records, the Company's principal business is factoring services and to give loans. Accordingly, clause 3(iii)(a) of the Order is not applicable to it.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not invested in, provided any guarantee or security and the terms and conditions of the loans granted and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.

c. & d. The Company, being a Non-Banking Financial Company ('NBFC'), registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors repayments of principal and payment of interest by its borrowers as stipulated. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. Refer note 46 of Ind-AS Financial Statements for summarized details of such loans/advances which are not repaid by borrowers. Reasonable steps have been taken by the company for recovery of principal and interest.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company's principal business is factoring service and to give loans. Accordingly, clause 3(iii) (e) of the Order is not applicable.

f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act which are either repayable on demand or without specifying any terms or period of repayment.

iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013. The company has invested in one of the fellow subsidiaries of the holding company and complied with the provisions of section 186 of the Companies Act, 2013.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

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vi. The Company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and hence reporting under paragraph 3(vi) of the Order is not applicable to the Company.

vii. In respect of statutory dues:

a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including Goods and Service Tax, provident fund, professional tax, income-tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Service Tax, provident fund, professional tax, income-tax and other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

b) According to the records of the Company, there are no dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, cess and other statutory dues which have not been deposited on account of any disputes. However, according to the information and explanations given to us, the particulars of dues of Income Tax as at March 31, 2026 which have not been deposited on account of any dispute except as provided below:

Name of the Statute	**Nature of Dues**	**Amounts involved (Rs. in lakhs)***	**Period to which the amount relates**	**Forum where dispute is pending**
Service Tax Act 1994	Service tax	57.07	AY 2010-2011	The matter is pending for disposal before Commissioner of Service Tax.
Income Tax Act 1961	Income Tax	29.18	AY 2018-2019	Additional/Joint Commissioner (Appeals) of Income-tax

(*Note: The above balances includes amounts of Interest)

viii. In our opinion and according to the information and explanations given to us, the company does not have any transactions not recorded in the books of accounts have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, clause 3(viii) of the Order is not applicable.

ix. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, banks and Debenture holders.

(b)The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

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(c) According to the information and explanations given to us, the Company has applied working capital demands loans for the purpose of which they were obtained during the year.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company during the year.

(e) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) The Company has not raised loans during the year on the pledge of securities held in subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable to it.

x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to it.

(b) According to the information and explanation given to us and based on our examination of books and records the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company to it.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, a fraud has been committed against the Company in respect of one borrower account involving discounting of invoices purportedly backed by a Bank Guarantee, which was subsequently found to be non-genuine. The fraud, involving external parties and suspected involvement of certain employees of SBI Bank, amounts to Rs. 12.41 crores. The Company has, till date, recovered Rs. 4.93 crores, and the balance outstanding of Rs. 7.32 crores have been appropriately provided for in the books of account, as disclosed in the relevant note no. 49 to the Financial Statements. A report on actual or suspected bank frauds (FMR-1) was submitted to the RBI on 24/07/2025, and an FIR was filed on 02/08/2025 against the parties involved.

(b) No case or report under sub-section (12) of section 143 of the Companies Act has been committed to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, Clause 3 (xii) (a), 3 (xii) (b) and 3 (xii) (c) of the Order is not applicable.

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xiii. According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the requisite details have been disclosed in the notes to Financial Statements, as required by the applicable accounting standards.

xiv. In our opinion and according to the information and explanations given to us, the provision of section 138 of the Act is applicable to the company.

a) The company has an internal audit system commensurate with size and nature of its business.

b) The reports of the Internal auditors for the period under audit were considered by the statutory auditor.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to it.

xvi.a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is required to be registered under 45 IA of the Reserve Bank of India Act, 1934 and company has obtained required registration.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from Reserve Bank of India as per the Reserve Bank of India Act,1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the provision of clause 3(xvi)(c) of the Order is not applicable.

(d) There is no Core Investment Company as a part of the Group, hence, the provision of clause 3(xvi)(d) of the Order is not applicable to it.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the previous financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable/paragraph 3(xviii) of the Order is not applicable.

xix. According to the information and explanations given to us and based on our examination of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of the Directors and Management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. (a) The Company does not have any "other than ongoing projects". Thus, the requirement to transfer any unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act is not applicable to the Company.

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(b) In respect of any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to an ongoing project, & the transfer of such unspent amount to a special account in compliance with the provision of sub-section (6) of section 135 of the said Act; we would like to report the following:

(Amount in Rs. Lakhs)

Relevant Financial Year	Amount identified for spending on CSR activities for "ongoing projects"	Unspent amount of (b)	Amount Transferred to Special Account u/s 135(6)	Due date of transfer to the account	Actual date of transfer to the account	Number of days of delay
(a)	(b)	(c)	(d)	(e)	(f)	(g)
2025-26	69	37	37	30-04-2026	–	–

For **BANSHI JAIN & ASSOCIATES**
Chartered Accountants
FRN: 100990W

BANSHI JAIN & ASSOCIATES MUMBAI FRN 100990W CHARTERED ACCOUNTANTS

Parag Jain
Partner
Membership No. 078548

Place: Mumbai
Date: 17-09-2026
UDIN: 26078548BQTMOE1808

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ANNEXURE – B to the Independent Auditor's Report of even date on the Financial Statements of SBI FACTORS LIMITED (formerly known as 'SBI Global Factors Limited') for the period ended March 31, 2026,

As per the requirements of section 143 (5), in our opinion and to the best of our information and according to the explanations given to us, books of accounts and other records produced before us for verification and on the basis of management representation; the said accounts, read together with the company's accounting policies and the Notes thereto are given below:

S.NO.	DIRECTIONS	ANSWERS
1.	Assess the fair valuation of all the investments, both quoted and unquoted, made directly by the Company or through Trusts, for Post-retirement benefits of the employees. This includes verifying valuation methodologies, ensuring consistency with Ind AS and reviewing supporting documentation. The auditor shall provide a brief note on the valuation approach, its reasonability, and compliance with applicable regulations, reporting any material deviations or misstatements.	The Company has post-retirement employee benefit obligations towards Gratuity, Leave Encashment and NPS. The Gratuity and Leave Encashment liabilities have been valued based on actuarial valuations carried out by a certified actuary in accordance with Ind AS 19. The actuarial valuation reports and supporting documentation have been reviewed, and the methodology adopted is considered reasonable and compliant with applicable requirements. The Gratuity policy has been taken with SBI Life Insurance Company Limited and NPS investments are made through, SBI Pension Funds Private Limited. No material deviations or misstatements were noted in this regard.
2.	Whether the Company has a system in place to process all the accounting transactions through IT system? If yes, whether review of this system and controls that are significant to the Companies' financial reporting process as well as cyber security has been done by Information Security Auditing Organizations empaneled by Cert-In at a minimum frequency of once in a year and material discrepancies found, if any, have been suitably reported? The implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial	The Company has system in place to process all the accounting transactions through IT systems (ERP) except for the following: ➢ Recognition and measurement and de-recognition of Lease Liability and Right of use (ROU) asset and depreciation of right to use asset in accordance with Ind-AS 116. ➢ Classification, recognition, de-recognition and measurement of financial assets & liabilities in accordance with Ind-AS 109. ➢ Maintenance of Fixed asset registers and calculation of Depreciation.

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	implications may also be reported.	➢ Provisioning and Classification of Non-Performing Assets. ➢ ECL measurement using a probability-weighted estimate of credit losses. Though manual controls are available with respect to the aforementioned functions and the said functions should be ideally routed through IT system. As per the information and data shared by the Management, the systems and controls significant to the Company's financial reporting and cyber security are periodically reviewed which was conducted in November 2025, including by Cert-In empaneled Information Security Auditing Organizations, as applicable. The recommended controls against observations have been implemented and validated, with the observations reflected as "Closed" in the final assessment report. The Company has taken due care to ensure that accounting transactions processed outside the IT system are appropriately reviewed and recorded in the books of accounts. Based on the information and explanations provided, no material impact on the integrity of the accounts or financial statements has been identified.
3.	Whether funds (grants/subsidy etc.) received/ receivable for specific schemes from central/ state government or its agencies were properly accounted for as per the applicable accounting standards or norms and whether the received funds were utilized as per its term and conditions? Whether accounting of interest earned on grants received has been done as per terms and conditions of the Grant. List the cases of deviation.	The Company does not have any funds received/ receivable for specific schemes from central/state government or its agencies.

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4.	Whether the Company has identified the key Risk areas? If yes, whether the Company has formulated any Risk Management Policy to mitigate these risks? If yes, (a) whether the Risk Management Policy has been formulated considering global best practices? (b) whether the Company has identified its data assets and whether it has been valued appropriately?	The Company has identified its key risk areas and has formulated and implemented a Board-approved Risk Management Policy to mitigate such risks. The Policy is aligned with applicable requirements and global best practices. The Company has not separately identified or valued its data assets, considering the limited nature and extent of such data assets and that such valuation is not considered necessary at this stage. Accordingly, no material matters were noted in this regard.
5.	Whether the Company is complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology and National Payments Corporation of India wherever applicable? If not, the cases of deviation may be highlighted.	SBI Factors Limited is a debt-listed company and is in compliance with the applicable provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations prescribed by SEBI, the Department of Investment and Public Asset Management (DIPAM), Ministry of Corporate Affairs (MCA), Department of Public Enterprises (DPE), Reserve Bank of India (RBI), Telecom Regulatory Authority of India (TRAI), CERT-In, Ministry of Electronics and Information Technology (MeitY), and National Payments Corporation of India (NPCI), wherever applicable. The Company has also conducted a Secretarial Audit for the year ended March 31, 2026. Based on the Secretarial Audit Report and information made available, no material deviations or instances of non-compliance with the applicable regulatory requirements were noted.

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Additional directions issued by C&AG as applicable to the Company for the year 2025-26.

S.NO.	ADDITIONAL DIRECTIONS	ANSWERS
1.	RBI provided a window (vide circular dated 6 August 2020), under the prudential framework to implement a resolution plan to borrowers having stress on account of COVID- 19, as per which existing loans can be restructured without downgrading the asset classification. It may be examined whether there are any such cases and if so, whether these are in compliance with the RBI Circular.	The company has implemented Resolution Plan as per RBI circular dated 06-Aug-20 in One account during the Financial Year 21-22. The detail of the account wherein RP has been invoked is as under: Name of Borrower- Future Enterprises Limited (FEL). As per the OTR plan, SBIFL's outstanding dues of Rs.3.53 crore was payable on 31st March 2022. However, the payment of SBIFL and other lenders dues was defaulted by FEL and OTR plan failed. Therefore, the account was again downgraded to NPA in SBIGFL's books in April 2022 with a retrospective date viz.31st March 2021. An amount of Rs. 75 Lakhs was received from FEL in May 2022. During August 2022, one of the operational creditors approached NCLT and filed application against FEL under Section 9 of the IBC code and the same was admitted on 27.02.2023. During FY 2025–26, the NPA account of FEL of Rs. 2.61 Crores were written off pursuant to the approval granted in the 234th meeting of the Executive Committee of the Board held on 20 January 2026, resulting in Nil closing balance as on 31.03.2026. An amount of Rs. 18.33 Lakhs was received from Corporate Insolvency Resolution Process (CIRP). Apart from this there is no account under restructuring in terms of RBI's circular on Resolution Framework for COVID-19 related stress. And the same is in compliance with RBI Circular.

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2.	Whether the investible funds received by the Company have been invested in accordance with the directions of the applicable Statutory Regulators (regulations and rules framed by them).	The Company has not received any funds which are meant for investment purposes. The Company is primarily engaged in lending activities for which it borrows from the Banks /market.
3.	Whether the funds invested under the schemes/products by the Company are in compliance with the directions of Investment Committee, Risk Committee constituted by Board, Investment Manual, etc., which prescribes the process/ procedure, threshold, exposure limits, quality of security, etc.	The Company adheres to the Board approved Investment Policy for investment of any surplus funds arising out of any short-term mismatch in its cash flows. Such occasional positive mismatch is invested in the liquid/overnight schemes offered by the mutual fund houses. The Investment Policy undergoes an annual review process to ensure ongoing compliances.

For **BANSHI JAIN & ASSOCIATES**
Chartered Accountants
FRN: 100990W

BANSHI JAIN & ASSOCIATES MUMBAI FRN 100990W CHARTERED ACCOUNTANTS

Parag Jain
Partner
Membership No. 078548

Place: Mumbai
Date: 17-09-2026
UDIN: 26078548BQTMOE1808

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ANNEXURE – C to the Independent Auditor's Report of even date on the Financial Statements of SBI FACTORS LIMITED (formerly known as 'SBI Global Factors Limited') for the period ended March 31, 2026,

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("The Act")

We have audited the internal financial controls with reference to Ind-AS Financial Statements of **SBI FACTORS LIMITED (formerly known as 'SBI Global Factors Limited')** ("the Company") as of March 31, 2026, in conjunction with our audit of the Ind-AS Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Ind-AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to Ind-AS Financial Statements (the "Guidance Notes") issued by the Institute of Chartered Accountants of India ("ICAI").These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind-AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards, issued by ICAI on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both are applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Ind-AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Ind-AS Financial Statements and their operating

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effectiveness. Our audit of internal financial controls with reference to Ind-AS Financial Statements included obtaining an understanding of internal financial controls with reference to the Ind-AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind-AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the Ind-AS Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO IND-AS FINANCIAL STATEMENTS

A company's internal financial control with reference to Ind-AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Ind-AS Financial Statements includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO IND-AS FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Ind-AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Ind-AS Financial Statements to future periods are subject to the risk that the internal financial control with reference to Ind-AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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OPINION

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Ind-AS Financial Statements and such internal financial controls with reference to Ind-AS Financial Statements were operating effectively as at March 31, 2026,, based on the internal control with reference to Ind-AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to Ind-AS Financial Statements issued by the Institute of Chartered Accountants of India.

For **BANSHI JAIN & ASSOCIATES**
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Parag Jain
Partner
Membership No. 078548

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