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(Please scan the QR code to view the Prospectus)

Our Company was originally incorporated on February 7, 2017, as Pracaya Financial Services Private Limited, a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. Further on March 27, 2019, the name of our Company was changed to Prachay Capital Private Limited, following the issuance of a fresh certificate of incorporation by the Registrar of Companies, Pune. Subsequently on June 27, 2024, a special resolution was passed at the general meeting of our shareholders, whereby our Company was converted into a public limited Company. A fresh certificate of incorporation was issued by the Registrar of Companies, Central Processing Centre (CPC), on September 4, 2024, and the name of our Company was changed to Prachay Capital Limited. Our Company obtained a certificate of registration from the Reserve Bank of India (RBI) dated August 11, 2017, bearing registration number N-13.02198, allowing us to carry out activities as a Non-Banking Financial Company (NBFC) without accepting public deposits under Section 45IA of the RBI Act, 1934. Subsequently, upon the change of name from Pracaya Financial Services Private Limited to Prachay Capital Private Limited, a new certificate of registration was issued on May 7, 2019 in lieu of original certificate. Following the conversion to a Public Limited Company, we received a fresh certificate of registration on October 7, 2024. For details regarding changes to our Registered Office, see 'History and Certain Corporate Matters' beginning on page 93 of the Prospectus dated December 02, 2025.

Registered Office: Office No 1401/1402, 14th Floor, Next Gen Avenue, Wing B, CTS No2850, S No. 103, Bahiratwadi, Near ICC Tower, Senapati Bapat Road, Model Colony, Pune, Pune City, 411016 Maharashtra, India
Corporate Office: Office No 1301 and 1401, 13th and 14th Floor, Next Gen Avenue, Wing B, CTS No2850, S No.103, Bahiratwadi, Near ICC Tower, Senapati Bapat Road, Model Colony, Pune, Pune City, 411016 Maharashtra, India
Tel: +91 20 2553 2224; Website: www.prachay.com; Email: info@prachay.com; Corporate Identity Number: U65900PN2017PLC168737; PAN: AAICP9544R; Compliance Officer for the Issue and Joint Company Secretary: Siddhi Sanjay Bothara; Tel: 9970765700; Email: siddhi@prachay.com; Chief Financial Officer: Alok Karkera; Tel: 9970111598; Email: alok@prachay.com

PUBLIC ISSUE OF LISTED, RATED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH					
NOTICE TO INVESTORS					
This notice is with reference to public issue of listed, rated, secured, redeemable, non-convertible debentures of face value of ₹1,000 each, ("NCDs") for an amount up to ₹7,500 lakh ("Base Issue Size") with an option to retain oversubscription of up to ₹7,500 lakh ("Green Shoe Option"), cumulatively aggregating up to 15,00,000 NCDs for an aggregate amount of up to ₹15,000 lakh (the "Issue Size" or "Issue Limit") by Prachay Capital Limited ("Company") in accordance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (the "SEBI NCS Regulations"), the applicable provisions of the Companies Act, 2013, as amended from time to time, and rules made thereunder the SEBI Circular no. SEBI/HO/DDHS/DDHSPoD/PI/CIR/2025/0000000137 dated October 15, 2025, as amended ("SEBI Master Circular"). The Company has filed prospectus dated December 02, 2025 with the Registrar of Companies, Pune, Maharashtra ("RoC"), Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE"/"Stock Exchange").					

NOTICE ON CORRIGENDUM TO THE PROSPECTUS AND ABRIDGED PROSPECTUS ("CORRIGENDUM")

This Corrigendum should be read along with the Prospectus dated December 02, 2025 ("Prospectus") filed with the RoC, Stock Exchange and SEBI and the abridged prospectus ("Abridged Prospectus") filed with the Stock Exchange. All capitalized terms used in this notice shall unless the context otherwise requires, have the meanings ascribed in the Prospectus.

Investors may please note the following amendments to the Prospectus and Abridged Prospectus:

i. The table appearing under the sub-head 'Allocation ratio for NCDs' under the head 'Allocation Ratio' in the section titled 'Issue Procedure', on pages 231 and 232 of the Prospectus and the table appearing under section titled 'Basis of Allotment - Allocation ratio for NCDs' on page 27 of the Abridged Prospectus, in each case shall be replaced with the following:

Particulars	Institutional Portion	Non- Institutional Portion	High Net Worth Individual Portion	Retail Individual Portion
% of Issue	1%	50%	40%	9%
Base Issue Size (in lakh)	75	3,750	3,000	675
Total Issue Size (in lakh)	150	7,500	6,000	1,350

ii. The following paragraph A – 'Allotments in the first instance', under the sub-head 'Allocation ratio for NCDs' under the head 'Allocation Ratio' in the section titled 'Issue Procedure', on page 232 of the Prospectus, and the following paragraph A – 'Basis of Allotment - Allotments in the first instance' on page 28 of the Abridged Prospectus, in each case shall be replaced with the following:

"A. Allotments in the first instance:

- Applicants belonging to the Category I (Institutional Portion), in the first instance, will be allocated NCDs up to 1 % of the Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- Applicants belonging to the Category II (Non-Institutional Portion), in the first instance, will be allocated NCDs up to 50% of the Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- Applicants belonging to the Category III (High Net Worth Individual Investors Portion), in the first instance, will be allocated NCDs up to 40% of Issue Size on first come first serve basis which would be determined on the date of upload of their Applications into the electronic platform of the Stock Exchange;
- Applicants belonging to the Category IV (Retail Individual Investors Portion), in the first instance, will be allocated NCDs up to 9% of Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange."

The above changes should be read in conjunction with the Prospectus and the Abridged Prospectus(including the application form). The information in this Corrigendum supplements the Prospectus and the Abridged Prospectus (including the application form) and updates the information in the Prospectus and the Abridged Prospectus (including the application form), as applicable. All references to the Prospectus and Abridged Prospectus (including the application form) shall also include this Corrigendum.

PROMOTER OF THE COMPANY :

Our Promoter is Girish Murlidhar Lakhotiya; Email: girish@prachay.com; Tel: +91 20 2553 2224. For further details, see "Our Promoter" beginning on page 110 of the Prospectus.

PUBLIC ISSUE BY OUR COMPANY OF LISTED, RATED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDs") FOR AN AMOUNT UP TO ₹7,500 LAKH ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹7,500 LAKH ("GREEN SHOE OPTION"), CUMULATIVELY AGGREGATING UP TO 15,00,000 NCDs FOR AN AGGREGATE AMOUNT OF UP TO ₹15,000 LAKH ("ISSUE SIZE" OR "ISSUE LIMIT") (HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH THE DRAFT PROSPECTUS AND THIS PROSPECTUS ("ISSUE DOCUMENT"). THIS ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON - CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") AND THE SEBI NCS MASTER CIRCULAR.

The following is a summary of the terms of the NCDs to be issued pursuant to the Prospectus dated December 02, 2025.

Tenure	36 months	48 months	60 months
Nature	Listed, Rated, Secured, Redeemable and Non-Convertible Debentures		
Series	I	II	III*
Frequency of interest Payment	Monthly	Monthly	Monthly
Minimum Application	10 NCDs (₹10,000)(across all series of NCDs)		
In multiples, of	1 NCD after the minimum application		
Face Value of NCDs (/ NCD)	₹1,000		
Issue Price (/NCD)	₹1,000		
Mode of Interest Payment/ Redemption	Please see, "Terms of The Issue- Manner of Payment of Interest / Redemption Amounts" on Page 203 of the Prospectus		
Coupon rate % Per Annum	12.50%	12.75%	13.00%
Effective Yield % Per Annum	13.24%	13.52%	13.80%
Redemption Amount of `1,000	1,000.00	1,000.00	1,000.00
Maturity / Redemption Date	29/12/2028	29/12/2029	29/12/2030
Coupon Type	Fixed		
Put Option	Not Applicable		
Call Option	The Issuer shall have right (but no obligation) to recall or redeem outstanding Debentures (fully or partially) on the Call Date(s), which right can be exercised at any time after the period of 1 (one) year from the Deemed Date of Allotment of NCDs, prior to the scheduled Redemption Date. It is hereby clarified that in case of partial recall or redemption, the NCDs shall be recalled or redeemed on proportionate basis only. It is further clarified that such right to exercise Call Option by the Company is available and exercisable separately for each Series of the NCDs, i.e., exercisable separately at each ISIN level.		
Deemed Date of Allotment	The date on which the Board or the Liabilities Management Committee approves the Allotment of NCDs. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment		

*The Company would allocate and allot Series III NCDs to all valid applications wherein the applicants have not indicated the choice of the relevant NCD Series. Please note that the Company would be using the Electronic Bidding software of BSE for the Issue.

ISSUE PROGRAMME*

ISSUE OPENS ON: THURSDAY, DECEMBER 11, 2025

ISSUE CLOSES ON: WEDNESDAY, DECEMBER 24, 2025

*This Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated above, except that this Issue may close on such earlier date or extended date (subject to a minimum period of two Working Days and a maximum period of ten Working Days from the date of opening of the Issue and subject to not exceeding thirty days from filing this Prospectus with ROC) as may be decided by the Board of Directors of our Company or Liabilities Management Committee and subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Issue our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of this Issue has been given on or before such earlier or initial date of Issue closure. Application Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on the Issue Closing Date. For further details please refer to the chapter titled 'Issue Related Information' on page 168 of the Prospectus

ASBA

Simple, Safe, Smart way of Application!!!

* Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, see "Issue Procedure" on page 208 of the Prospectus.
Mandatory in Public Issues of Non-Convertible Securities from October 01, 2018. No cheque will be accepted.

UNIFIED PAYMENTS INTERFACE

Investors are required to ensure that the bank account used for bidding is linked to their PAN.
UPI - Now available in ASBA for Retail Individual Investors ("RIIs") through UPI one can submit bids for an application value of 5 lakhs rupees only. RIIs can apply for upto 10 lakhs applying through Registered Brokers, DPs and RTAs. Retail Individual Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

* ASBA has to be availed by all the investors. UPI may be availed by RIIs. For details on the ASBA and UPI Process, please refer to the details given in application form and Abridged Prospectus and also please refer to the section "Issue Procedure" beginning on page 228 of the Prospectus.
*List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and banks live on IPO/NCD, please refer to the link: www.sebi.gov.in. HDFC Bank Limited is appointed as Sponsor Bank to the Issue, in accordance with the requirements of SEBI circular dated November 23, 2020. For UPI related queries, investors can contact NPCI at the toll free number : 18001201740 and mail id: ipo.upi@npci.org.in

Information required under Section 30 of Companies Act, 2013 and the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021:
Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of our Company, see "History and Certain Other Corporate Matters" on page 93 of the Prospectus. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 258 of the Prospectus.
Liability of Members: Limited by shares
Amount of share capital of the Company as at the date of the Prospectus: Authorised Equity Share Capital of the Company is ₹28,00,00,000 divided into 2,80,00,000 Equity Shares of face value of ₹10 each and 20,00,000 Preference Shares of face value of ₹10 each. The Issued, Subscribed and Paid-up share capital of the Company is ₹22,90,00,000 divided into 2,29,00,000 Equity Shares of face value of ₹10 each.
Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed for by them at the time of signing the Memorandum of Association: Given below are the names of the signatories of the Memorandum of Association of the Company and the Number of Equity Shares subscribed for of face value of ₹10 each by them at the time of signing of Memorandum of Association. Girish Murlidhar Lakhotiya: 5,000 Equity Shares and Roshan Rajendra Sancheti: 5,000 Equity Shares.
LISTING: The NCDs offered through this Prospectus are proposed to be listed on BSE. Our Company has received an 'in-principle' approval from BSE by way of its letter bearing reference number DCS/HB/PI-BOND/13/25-26 dated September 09, 2025. For the purposes of this Issue, BSE shall be the Designated Stock Exchange.
DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE Limited on Page 174 of the Prospectus.
DISCLAIMER CLAUSE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the BSE; nor does it any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of registration dated August 11, 2017 bearing registration no. N-13.02198 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/ discharge of liability by the Company.
DISCLAIMER CLAUSE OF CRISIL RATINGS LIMITED : Crisil Ratings Limited (Crisil Ratings) has taken due care and caution in preparing the material based on the information provided by its client and / or obtained by Crisil ratings from sources which it considers reliable (information). A rating by Crisil ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by Crisil ratings. Crisil ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by Crisil ratings is not a recommendation to buy, sell, or hold the rated instrument, it does not comment on the market price or suitability for a particular investor. The rating is not a recommendation to invest/disinvest in any entity covered in the material and no part of the material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Crisil ratings especially states that it has no liability whatsoever to the subscribers/users/transmitters/ distributors of the material without limiting the generality of the foregoing, nothing in the material is to be construed as Crisil ratings providing or intending to provide any services in jurisdictions where Crisil ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. Prachay Capital Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the material or part thereof outside India. Current rating status and Crisil Ratings' rating criteria are available without charge to the public on the website, www.crisilratings.com. For the latest rating information on any instrument of any company rated by Crisil Ratings, please contact customer service helpline at 1800-267-1301.
GENERAL RISKS: Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 20 and 114, of the Prospectus, respectively. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities. This Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.
AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: Prachay Capital Limited, (formerly known as Prachay Capital Private Limited), Tel: +91 20 2553 2224; Lead Manager: KREO Capital Private Limited, Tel: 0712-2997550/51 and offices of Syndicate Member: Prachay Securities Private Limited, Tel.: +91 20 25532224, Trading Members and Designated Branches of the SCSBs. Application Forms may be downloaded from the websites of the Company, BSE and the Lead Manager.
AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus may be obtained from the Registered and Corporate Office of the Company and the Lead Manager. Full copy of the Prospectus will be available on the website of the Issuer at www.prachay.com, of the Lead Manager at www.kreocapital.com, of the BSE at www.bseindia.com and of the SEBI at www.sebi.gov.in.
PUBLIC ISSUE ACCOUNT BANK, BANKER TO THE ISSUE, SPONSOR BANK AND REFUND BANK : HDFC Bank Limited
UPI: Retail Individual Bidders can also Bid through UPI mechanism
Note: All Capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated December 02, 2025

LEAD MANAGER TO THE ISSUE	DEBENTURE TRUSTEE**	REGISTRAR TO THE ISSUE	CREDIT RATING AGENCY	STATUTORY AUDITOR	COMPANY SECRETARY AND COMPLIANCE OFFICER
KREO CAPITAL PRIVATE LIMITED 2nd Floor, VCA Complex, Near Gate No. 8, Civil Lines, Sadar Bazar, Nagpur-440001, Maharashtra, India. Tel: 0712-2997550/51 Email: office@kreocapital.com Website: www.kreocapital.com Investor Grievance e-mail: office@kreocapital.com Contact Person: Ayush Parakh SEBI Registration Number: INM000012689	CATALYST CATALYST TRUSTEESHIP LIMITED GDA House, Plot No. 85 Bhusari Colony (Right), Kothrud, Pune – 411 038, Maharashtra, India. Tel: +91 22 4922 0555 Fax: +91 22 4922 0505 Email: ComplianceCTL-Mumbai@ctctrustee.com Website: ww.catalysttrustee.com Contact Person: Umesh Salvi, Managing Director	KFIN TECHNOLOGIES LIMITED Selenium, Tower-B, Plot No – 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi – 500 032, Telangana, India. Tel: +91 40 6716 2222/18003094001 Email: prachay.ncdipo@kfintech.com Investor grievance E-mail: to:inward.ris@kfintech.com Contact Person: M.Murali Krishna Website: www.kfintech.com	Crisil Ratings CRISIL RATINGS LIMITED Lighthouse IT Park, Sakinaka Vihar Road, Andheri East, Mumbai - 400072 Maharashtra, India. Tel: + 91 22 3342 3000 Email: crisilratingdesk@crisil.com Website: www.crisilratings.com Contact Person: Ajit Velonie	C.V. Chitale & Co. Chartered Accountants, 3 Gurukrupa Apartment, 1317, Shukrawar Peth, Near Bajirao Road Telephone Exchange, Pune - 411002 E-mail: Pune@cvchitale.com Website: www.cvchitale.com Tel: +91 20 24475425 Firm Registration No.: 0126338W	Siddhi Sanjay Bothara Office No 1401/1402, 14th Floor, Next Gen Avenue, Wing B, CTS No 2850, S No 103, Bahiratwadi, Near ICC Tower, Senapati Bapat Road, Model Colony, Pune – 411016, Maharashtra, India. E-mail: siddhi@prachay.com Tel: +91 99707 65700 Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refund orders or interest on application money, etc.

**Catalyst Trusteeship Limited pursuant to Regulation 8 of the SEBI NCS Regulations and by way of letter dated July 17, 2025 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Prospectus, this Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. A copy of this Prospectus has been delivered for filing with the RoC, in terms of Section 26 of the Companies Act, 2013, along with the certified copies of all requisite documents. For further details, see "Material Contracts and Documents for Inspection" beginning on page 258 of the Prospectus.

Disclaimer: Prachay Capital Limited ("Company"), subject to market conditions, and other considerations, is proposing a public issue of secured redeemable non-convertible debentures ("NCDs") and has filed a prospectus dated December 02, 2025 ("Prospectus") with the Registrar of Companies, Pune at Maharashtra ("RoC"), BSE Limited ("BSE") and Securities and Exchange Board of India ("SEBI"). The Prospectus is available on the website of the Company at www.prachay.com, on the website of BSE at www.bseindia.com, on the website of the lead manager at www.kreocapital.com, and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Issue should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus, including the section titled "Risk Factors" and "Material Developments" beginning on page 20 and 114 respectively of the Prospectus.

For PRACHAY CAPITAL LIMITED

Place: Pune, Maharashtra
Date: December 10, 2025

Sd/-
Girish Murlidhar Lakhotiya
Managing Director
(DIN : 02699138)