

## APPLICANT'S UNDERTAKING

I/We hereby agree and confirm that:

- I/We have read, understood and agreed to the contents and terms and conditions of ECL FINANCE LIMITED, the Shelf Prospectus dated May 6, 2019 and the Tranche II Prospectus dated October 24, 2019. The Shelf Prospectus and the Tranche II Prospectus together constitute the ("Prospectus").
- I/We hereby apply for allotment of the NCDs to me/us and the amount payable on application is remitted herewith.
- I/We hereby agree to accept the NCDs applied for or such lesser number as may be Allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements.
- I/We irrevocably give my/our authority and consent to Beacon Trusteeship Limited (the "Debenture Trustee") to act as my/our trustees and for doing such acts as are necessary to carry out their duties in such capacity.
- I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s).
- The application made by me/us does not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
- In making my/our investment decision I/We have relied on my/our own examination of the ECL FINANCE LIMITED and the terms of the issue, including the merits and risks involved and my/our decision to make this application is solely based on disclosures contained in the Prospectus.
- I/We have obtained the necessary statutory and/or regulatory permissions/approvals for applying for, subscribing to, and seeking allotment of the NCDs applied for.
- Additional Undertaking, in case of ASBA Applicants:
  - I/We hereby undertake that I/We am/are an ASBA Applicant(s) as per applicable provisions of the SEBI Regulations; 2) In accordance with ASBA process provided in the SEBI Regulations and disclosed in the Prospectus, I/We authorize (a) the Lead Manager(s), Lead Brokers and Trading Members (in Specified cities only) or the SCSBs, as the case may be, to do all acts as are necessary to make the Application in the Issue, including uploading my/our application, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Application Form, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Managers and Registrar to the Issue, after finalization of Basis of Allotment; and (b) the Registrar to the Issue to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 3) In case the amount available in the specified Bank Account is insufficient as per the Application, the SCSB shall reject the Application.
- I/We confirm that I/We shall be allocated and allotted Series III NCDs wherein I/We have not indicated the choice of the relevant Series of NCDs.

## IMPERSONATION

Attention of the Applicants is specifically drawn to sub-section (1) of Section 38 of the Companies Act 2013, reproduced below: "Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447".

## ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

Investor Category	Sub Category Code	Investor Category	Sub Category Code
<b>Category I (Institutional Investors)</b>		Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs	22
Public financial institutions scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs	11	Co-operative banks and regional rural banks	23
Provident funds, pension funds with a minimum corpus of ₹2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs	12	Public/private charitable/ religious trusts which are authorised to invest in the NCDs	24
Mutual Funds registered with SEBI	13	Scientific and/or industrial research organisations, which are authorised to invest in the NCDs	25
Venture Capital Funds/ Alternative Investment Fund registered with SEBI, subject to investment conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012	14	Partnership firms in the name of the partners	26
Insurance Companies registered with IRDA	15	Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)	27
State industrial development corporations	16	Association of Persons	28
Insurance funds set up and managed by the army, navy, or air force of the Union of India	17	Any other incorporated and/ or unincorporated body of persons	29
Insurance funds set up and managed by the Department of Posts, the Union of India	18	<b>Category III (High Net Worth Individual Investors)</b>	
Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net worth of more than ₹50,000 lakh as per the last audited financial statements	19	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lacs across all series of NCDs in Issue	31
National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India	20	<b>Category IV (Retail Individual Investors)</b>	
<b>Category II (Non Institutional Investors)</b>		Retail Individual Investors which include Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lakhs across all series of NCDs in Issue	41
Companies within the meaning of section 2(20) of the Companies Act, 2013	21		

## ISSUE STRUCTURE

The terms of the Secured NCDs offered pursuant to the Issue are as follows:

Series	I	II	III*	IV	V	VI	VII	VIII	IX
<b>Frequency of Interest Payment</b>	Annual	Cumulative	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual
<b>Minimum Application</b>	₹ 10,000/- (10 NCDs) across all Series								
<b>Face Value/ Issue Price of NCDs (₹/ NCD)</b>	₹ 1,000/-								
<b>In Multiples of thereafter (₹)</b>	₹ 1,000/- (1 NCD)								
<b>Tenor</b>	24 Months	24 Months	39 Months	39 Months	60 Months	60 Months	60 Months	120 Months	120 Months
<b>Coupon (% per annum) for NCD Holders in Category I, II, III &amp; Category IV</b>	9.90%	NA	10.20%	NA	9.95%	10.40%	NA	9.95%	10.40%
<b>Effective Yield (per annum) for NCD Holders in Category I, II, III and Category IV</b>	9.89%	9.90%	10.22%	10.20%	10.41%	10.39%	10.40%	10.41%	10.39%
<b>Mode of Interest Payment</b>	Through various mode available								
<b>Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III &amp; IV</b>	₹ 1,000/-	₹ 1208.11/-	₹ 1,000/-	₹ 1,371.81/-	₹ 1,000/-	₹ 1,000/-	₹ 1,640.90/-	₹ 1,000/-	₹ 1,000/-
<b>Maturity / Redemption Date (Years from the Deemed Date of Allotment)</b>	24 Months	24 Months	39 Months	39 Months	60 Months	60 Months	60 Months	120 Months	120 Months
<b>Put and Call Option</b>	NA								
<b>Nature of Indebtedness</b>	Secured Redeemable Non-Convertible Debentures								

\*Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

All Category of Investors in the proposed Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company and/or are equity shareholder(s) of our Promoter, Edelweiss Financial Services Limited ("EFSL") as the case may be, on the Deemed Date of Allotment and applying in Series I, Series III, Series V, Series VI, Series VIII and/or Series IX NCDs shall be eligible for additional incentive of 0.25% p.a. provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for payment of respective coupons, in respect of Series I, Series III, Series V, Series VI, Series VIII and/or Series IX NCDs.

For all Category of Investors in the proposed Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company in past public issues of NCDs and/or are equity shareholder(s) of our Promoter, Edelweiss Financial Services Limited ("EFSL") as the case may be, on the Deemed Date of Allotment applying in Series II, Series IV and/or Series VII, the maturity amount at redemption along with the additional yield would be ₹ 1,213.62/- per NCD, ₹ 1,377.89/- per NCD and ₹ 1,659.58/- per NCD respectively provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for redemption in respect of Series II, Series IV and/or Series VII.

The additional incentive will be maximum of 0.25% p.a. for all Category of Investors in the proposed Issue, who are also holders of NCD(s)/Bond(s) previously issued by our Company and/or are equity shareholder(s) of our Promoter, Edelweiss Financial Services Limited ("EFSL") as the case may be, on the Deemed Date of Allotment.

Basis of Allotment : For details, please refer to page no. 16 of the Abridged Prospectus.

For Grounds for Technical Rejection, Please refer to page no. 15 of the Abridged Prospectus.

For further information please refer to section titled "Issue Related Information" on page 212 of the Tranche II Prospectus.

If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption amounts and other cash flow workings shall be changed accordingly. Please refer to Section titles "Issue Related Information" on page 212 of the Tranche II Prospectus.

Also for details of the interest payment please refer to "Interest and Payment of Interest" at page no 225 of the Tranche II Prospectus.

For further details, please refer to the Shelf Prospectus dated May 6, 2019 and the Tranche II Prospectus dated October 24, 2019.

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	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"> <li>Applicants may contact the Registrar to the Issue in case of any pre-issue or post-issue related problems (non-receipt of Allotment Advice, refunds or credit of NCDs).</li> <li>In case of ASBA Application submitted to the SCSBs, the Applicants should contact Registrar to the Issue with copy to the relevant SCSB.</li> <li>In case of queries related to upload of Applications submitted to the Lead Manager(s)/ Lead Brokers/ Brokers/Trading Member should contact the relevant Lead Managers/ Lead Brokers/ Brokers/ Trading Member.</li> <li>The grievances arising out of Applications for the NCDs made through Trading Members may be addressed directly to Stock Exchanges.</li> </ul>	<p style="text-align: center;"><b>ECL FINANCE LIMITED</b>  <b>Registered Office &amp; Corporate Office:</b> Edelweiss House,                      Off. C.S.T Road, Kalina, Mumbai 400098, Maharashtra, India  <b>CIN:</b> U65990MH2005PLC154854  <b>Tel:</b> +91 22 4009 4400; <b>Fax:</b> +91 22 4086 3759  <b>Website:</b> <a href="https://eclfinance.edelweissfin.com/">https://eclfinance.edelweissfin.com/</a>  <b>Company Secretary and Compliance Officer:</b> Mr. Jitendra Maheshwari  <b>Tel:</b> +91 22 4009 4400; <b>Fax:</b> +91 22 4086 3759  <b>E-mail:</b> <a href="mailto:ecfdebtipo@edelweissfin.com">ecfdebtipo@edelweissfin.com</a></p>	<p style="text-align: center;"><b>Link Intime India Private Limited</b>                      C- 101 1st Floor 247 Park, L.B.S. Marg, Vikhroli (West),                      Mumbai 400083, Maharashtra, India  <b>Tel:</b> +91 22 4918 6200; <b>Fax:</b> +91 22 4918 6195  <b>Email:</b> <a href="mailto:ecfncd.july2019@linkintime.co.in">ecfncd.july2019@linkintime.co.in</a>  <b>Investor Grievance mail:</b> <a href="mailto:ecfncd.july2019@linkintime.co.in">ecfncd.july2019@linkintime.co.in</a>  <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>; <b>Contact Person:</b> Ms. Shanti Gopalkrishnan  <b>Registration Number:</b> INR00004058; <b>CIN:</b> U67190MH1999PTC118368</p>

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Please ensure that you read the Shelf Prospectus, the Tranche II Prospectus, the general instructions contained in this Memorandum before applying in the Issue. Unless otherwise specified, all terms used in this form shall have the meaning ascribed to such terms in the Shelf Prospectus and Tranche II Prospectus. The investors are advised to retain a copy of Tranche II Prospectus/Abridged Prospectus for their future reference.

**ABRIDGED PROSPECTUS CONSISTS OF 48 PAGES. PLEASE ENSURE THAT YOU GET ALL PAGES**



### ECL FINANCE LIMITED

Our Company was incorporated in Mumbai, Maharashtra on July 18, 2005 as a public limited company under the provisions of the Companies Act, 1956, as ECL Finance Limited and received the certificate of commencement of business from the Registrar of Companies, Maharashtra at Mumbai on August 04, 2005. Our Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934. For further details, please refer to the chapter titled "History and certain other Corporate Matters" beginning on page 117 of the Shelf Prospectus.

**Registered Office & Corporate Office:** Edelweiss House, Off. C.S.T Road, Kalina, Mumbai 400098, Maharashtra, India

**CIN:** U65990MH2005PLC154854; **Tel:** +91 22 4009 4400; **Fax:** +91 22 4086 3759; **Website:** <https://eclfinance.edelweissfn.com/>

**Company Secretary and Compliance Officer:** Mr. Jitendra Maheshwari; **Tel.:** +91 22 4009 4400; **Fax:** +91 22 4086 3759; **E-mail:** eclfdebtipo@edelweissfn.com

**PUBLIC ISSUE BY ECL FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT OF ₹ 1,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 4,000 MILLION AGGREGATING UP TO 5,000,000 NCDs AMOUNTING TO ₹ 5,000 MILLION ("TRANCHE II ISSUE LIMIT") ("TRANCHE II ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 20,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE II PROSPECTUS DATED OCTOBER 24, 2019 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THE TRANCHE II ISSUE ("TRANCHE II PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED MAY 6, 2019 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI, STOCK EXCHANGE AND SECURITIES AND EXCHANGE BOARD OF INDIA. THE SHELF PROSPECTUS AND THE TRANCHE II PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED.**

#### OUR PROMOTERS

Our promoter is Edelweiss Financial Services Limited. For further details, refer to the chapter "Our Promoter" on page 133 of the Shelf Prospectus.

#### GENERAL RISKS

For taking an investment decision, investors must rely on their own examination of the Issuer and the Tranche II Issue, including the risks involved. Specific attention of the Investors is invited to the chapter titled "Risk Factors" beginning on page 18 of the Shelf Prospectus and on page 29 of the Tranche II Prospectus and "Material Developments" beginning on page 192 of Shelf Prospectus and on page 29 of the Tranche II Prospectus, before making an investment in the Tranche II Issue. The Tranche II 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"), and the NCDs have not been recommended or approved by SEBI, RBI or the Registrar of Companies, Maharashtra at Mumbai ("RoC") or any stock exchange in India.

#### COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date and Redemption Amount of the NCDs, please refer to the section titled "Terms of the Issue" on page 219 of the Tranche II Prospectus. For details relating to the Eligible Investors, please refer to the chapter titled "Issue Structure" on page 212 of the Tranche II Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that the Tranche II Prospectus read together with the Shelf Prospectus contains all information regarding the Issuer. The information contained in the Tranche II Prospectus together with the Shelf Prospectus is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Tranche II Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### CREDIT RATING

The NCDs proposed to be issued under this Issue have been rated "CARE AA; Positive" (pronounced as CARE AA with Positive outlook) for an amount of ₹ 20,000 million, by CARE Ratings Limited vide their letter dated April 10, 2019 and revalidated as "CARE AA-; Stable" (pronounced as CARE AA Minus with Stable outlook) by revalidation letters dated July 31, 2019, September 10, 2019 and October 18, 2019 and "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) for an amount of ₹ 20,000 million, by CRISIL Limited vide their letter dated April 18, 2019 and revalidated as "CRISIL AA/Negative" (pronounced as CRISIL double A with Negative outlook) vide its revalidation letters dated July 20, 2019 and August 20, 2019 and further revalidated as "CRISIL AA-/Stable" (pronounced as CRISIL double A minus with Stable outlook) vide its letter dated October 07, 2019. The rating of "CARE AA-; Stable" by CARE Ratings Limited and "CRISIL AA-; Stable" by CRISIL Limited indicate that instruments with these ratings are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. For the rationale for these ratings, see Annexures A and B of the Tranche II Prospectus. These ratings are not recommendations to buy, sell or hold securities and investors should take their own decision. These ratings are subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

#### LISTING

The NCDs offered through the Tranche II Prospectus are proposed to be listed on BSE Limited ("BSE"). Our Company has received an 'in-principle' approval for the Issue, from BSE vide their letter no DCS/BM/PI-BOND/1/19-20 dated May 6, 2019. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

#### PUBLIC COMMENTS

The Draft Shelf Prospectus dated April 24, 2019 was filed with the Designated Stock Exchange, pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of seven Working Days from the date of filing of the Draft Shelf Prospectus with the Designated Stock Exchange.

#### TRANCHE II ISSUE SCHEDULE\*\*

**TRANCHE II ISSUE OPENS ON: NOVEMBER 4, 2019**

**TRANCHE II ISSUE CLOSES ON: NOVEMBER 22, 2019**

\* In compliance with the proviso to Regulation 21A (1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended ("Merchant Bankers Regulations"), Edelweiss Financial Services Limited ("EFSL") will be involved only in marketing of the Issue.

\*\* The Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or duly constituted committee ("Debentures Committee") by it authorised by the resolution of the Board dated April 12, 2019. In the event of an early closure or extension of the Tranche II Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Tranche II Issue closure. On the Tranche II Issue Closing Date, the Application Forms for Tranche II Issue will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. For further details please refer to the chapter titled "General Information" on page 17 of the Tranche II Prospectus.

\*\*\* Beacon Trusteeship Limited pursuant to regulation 4(4) of SEBI Debt Regulations has by its letter dated April 12, 2019 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Tranche II Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to this Issue. For further details please refer to the section titled "General Information - Debenture Trustee" on page 18 and see Annexure C of the Tranche II Prospectus.

A copy of the Shelf Prospectus and the Tranche II Prospectus has been filed with the Registrar of Companies, Maharashtra, Mumbai in terms of section 26 and 31 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please refer to the chapter titled "Material Contracts and Documents for Inspection" on page 275 of the Tranche II Prospectus.

**PLEASE READ THE RISK FACTORS CAREFULLY. SEE SECTION TITLED "RISK FACTORS" ON PAGE NO. 39 OF THIS ABRIDGED PROSPECTUS**

**LEAD MANAGER TO THE ISSUE**



**AXIS BANK LIMITED**

Axis House, 8th Floor, C-2, Wadia International Centre,  
P.B. Marg, Worli, Mumbai – 400 025, Maharashtra, India  
**Tel.:** +91 22 6604 3293; **Fax:** +91 22 2425 3800  
**Email:** ecl.ncd2019@axisbank.com; **Website:** www.axisbank.com  
**Investor Grievance email:** investor.grievance@axisbank.com  
**Contact Person:** Mr. Vikas Shinde  
**Compliance Officer:** Mr. Sharad Sawant  
**SEBI Registration No.:** INM000006104  
**CIN:** L65110GJ1993PLC020769



**EDELWEISS FINANCIAL SERVICES LIMITED\***

Edelweiss House, Off CST Road, Kalina,  
Mumbai 400 098, Maharashtra, India  
**Tel.:** +91 22 4086 3535; **Fax:** +91 22 4086 3610  
**Email:** ecl.sncd@edelweissfn.com; **Website:** www.edelweissfn.com  
**Investor Grievance email:** customerservice.mb@edelweissfn.com  
**Contact Person:** Mr. Lokesh Singhi  
**Compliance Officer:** Mr. B. Renganathan  
**SEBI Registration No.:** INM0000010650  
**CIN:** L99999MH1995PLC094641

\* In compliance with the proviso to Regulation 21A (1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (“Merchant Bankers Regulations”), Edelweiss Financial Services Limited (“EFSL”) will be involved only in marketing of the Issue.

**LEAD BROKERS TO THE ISSUE**

Edelweiss Securities Limited  
Axis Capital Limited  
HDFC Securities Limited  
ICICI Securities Limited  
IIFL Securities Limited  
Integrated Enterprises (India) Private Limited  
JM Financial Services Limited  
Karyv Stock Broking Limited  
Kotak Securities Limited  
RR Equity Brokers Private Limited  
SMC Global Securities Limited  
Tipsons Stock Brokers Private Limited  
Trust Securities Services Private Limited

**DEBENTURE TRUSTEE**



**BEACON TRUSTEESHIP LIMITED\*\*\***

4 C&D, Siddhivinayak Chambers, Gandhi Nagar,  
Opp. MIG Cricket Club, Bandra (East), Mumbai- 400 051  
**Tel.:** +91 22 26558759; **Email:** compliance@beacontrustee.co.in  
**Investor Grievance e-mail:** investorgrievances@beacontrustee.co.in  
**Website:** www.beacontrustee.co.in  
**Contact Person:** Mr. Vitthal Nawandhar

**SEBI Registration Number:** IND000000569

**CIN:** U74999MH2015PLC271288

\*\*\* Beacon Trusteeship Limited pursuant to regulation 4(4) of SEBI Debt Regulations has by its letter dated April 12, 2019 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Tranche II Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to this Issue. For further details please refer to the section titled “General Information - Debenture Trustee” on page 18 and see Annexure C of the Tranche II Prospectus.

**REGISTRAR TO THE ISSUE**



**LINK INTIME INDIA PRIVATE LIMITED**

C- 101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West)  
Mumbai 400083, Maharashtra, India  
**Tel.:** +91 22 4918 6200; **Fax:** +91 22 4918 6195  
**Email:** eclncd.july2019@linkintime.co.in  
**Investor Grievance mail:** eclncd.july2019@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact Person:** Ms. Shanti Gopalkrishnan  
**Registration Number:** INR000004058  
**CIN:** U67190MH1999PTC118368

**CHIEF FINANCIAL OFFICER**

**Mr. Sarju Simaria**

Edelweiss House, Off C.S.T. Road, Kalina,  
Mumbai – 400 098, Maharashtra, India.  
**Tel.:** +91 22 4009 4400; **Fax:** +91 22 4086 3759  
**Email:** eclfdebtipo@edelweissfn.com

**COMPLIANCE OFFICER AND COMPANY SECRETARY**

**Mr. Jitendra Maheshwari**

Edelweiss House, Off. C.S.T Road, Kalina,  
Mumbai – 400 098, Maharashtra, India  
**E-mail:** eclfdebtipo@edelweissfn.com  
**Tel.:** +91 22 4009 4400; **Fax:** +91 22 4086 3759

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, etc.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant and the collection centre of the Members of the Syndicate where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicant.

All grievances arising out of Applications for the NCDs made through the Online Mechanism of the Stock Exchange or through Trading Members may be addressed directly to the Stock Exchange.

**CURRENT STATUTORY AUDITORS OF OUR COMPANY**

**S.R. Batliboi & Co LLP**

12th Floor, The Ruby, 29 Senapati Bapat Marg  
Dadar, Mumbai – 400028, Maharashtra India  
Tel: + 91 22 6819 8000; Email: srbc@srb.in  
Firm Registration Number: 301003E/E300005

**CREDIT RATING AGENCIES**

**CARE Ratings Limited**

4th Floor, Godrej Coliseum, Somaiya Hospital Road,  
Off. Eastern Express Highway, Sion (E), Mumbai - 400 022  
Tel: +91-22- 6754 3456; Fax: +91-22- 6754 3457 / 67  
Email: ravi.kumar@careratings.com  
Website: www.careratings.com  
Contact Person: Ravi Kumar Dasari  
SEBI Registration No: IN/CRA/004/1999

**CRISIL Limited**

CRISIL House, Central Avenue, Hiranandani Corporate Park,  
Powai, Mumbai 400 076, Maharashtra, India  
Tel: +91 22 3342 3000; Fax: +91 22 3342 3050  
Email: crisilratingdesk@crisil.com  
Website: www.crisil.com  
Contact Person: Krishnan Sitaraman  
SEBI Registration No.: IN/CRA/001/1999

**LEGAL COUNSEL TO THE ISSUE**

**Khaitan & Co**

One Indiabulls Centre, 13<sup>th</sup> Floor, Tower 1, 841 Senapati Bapat Marg,  
Elphinstone Road, Mumbai – 400 013, Maharashtra, India.  
Tel: + 91 22 6636 5000; Fax: + 91 22 6636 5050

**BANKER(S) TO THE ISSUE**

**ICICI BANK LIMITED**

Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha  
Road, Backbay Reclamation, Churchgate, Mumbai- 400 020  
Tel: +91 22 66818932/23/24; Fax: +91 22 2261138  
Contact Person: Mr. Saurabh Kumar  
Email: kmr.saurabh@icicibank.com; SEBI Registration: INBI00000004

**AXIS BANK LIMITED**

Jeevan Prakash Building, Ground Floor, Sir PM Road, Fort, Mumbai- 400 001  
Tel: +91-22 4086 7336/7474; Fax: +91-22 4086 7327/7378  
Contact Person: Mr. Mehdi Ali Fattah  
Email: fort.operationshead@axisbank.com; SEBI Registration: INBI00000017

**REFUND BANK(S)**

**ICICI BANK LIMITED**

Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha  
Road, Backbay Reclamation, Churchgate, Mumbai- 400 020  
Tel: +91 22 66818932/23/24; Fax: +91 22 2261138  
Contact Person: Mr. Saurabh Kumar  
Email: kmr.saurabh@icicibank.com; SEBI Registration: INBI00000004

**SELF-CERTIFIED SYNDICATE BANKS**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link.

In relation to Bids submitted under the ASBA process to a Member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the Members of the Syndicate is available on the website of SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the members of the Syndicate at Specified Locations, see the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

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**DISCLAIMER**

PARTICIPATION OF ANY OF THE CATEGORIES OF PERSONS OR ENTITIES AS DISCLOSED IN THE TRANCHE II PROSPECTUS IS SUBJECT TO THE APPLICABLE STATUTORY AND/OR REGULATORY REQUIREMENTS IN CONNECTION WITH THE SUBSCRIPTION TO INDIAN SECURITIES BY SUCH CATEGORIES OF PERSONS OR ENTITIES. APPLICANTS ARE ADVISED TO ENSURE THAT APPLICATIONS MADE BY THEM DO NOT EXCEED THE INVESTMENT LIMIT OR MAXIMUM NUMBER OF NCDS THAT CAN BE HELD BY THEM UNDER APPLICABLE STATUTORY AND / OR REGULATORY PROVISIONS. APPLICANTS ARE ADVISED TO ENSURE THAT THEY HAVE OBTAINED THE NECESSARY STATUTORY AND/OR REGULATORY PERMISSIONS/CONSENTS/APPROVALS IN CONNECTION WITH APPLYING FOR, SUBSCRIBING TO, OR SEEKING ALLOTMENT OF NCDS PURSUANT TO THE ISSUE.

APPLICANTS ARE ADVISED TO READ THE PROSPECTUS FILED WITH REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI AND THE GENERAL INSTRUCTIONS CONTAINED IN THIS APPLICATION FORM CAREFULLY AND TO SATISFY THEMSELVES OF THE DISCLOSURES BEFORE MAKING AN APPLICATION FOR SUBSCRIPTION. UNLESS OTHERWISE SPECIFIED, ALL THE TERMS USED IN THIS APPLICATION FORM HAVE THE SAME MEANING AS ASSIGNED IN THE PROSPECTUS. FOR A COPY OF THE PROSPECTUS, THE APPLICANT MAY REQUEST US AND/OR THE LEAD MANAGERS. FURTHER INVESTORS ARE ADVISED TO RETAIN THE COPY OF THE PROSPECTUS/ABRIDGED PROSPECTUS FOR THEIR FUTURE REFERENCE. PLEASE FILL IN THE APPLICATION FORM IN ENGLISH USING BLOCK LETTERS. INVESTORS SHOULD CAREFULLY CHOOSE THE SERIES OF NCDS THEY WISH TO APPLY FOR. FOR DETAILS PLEASE REFER TO THE PROSPECTUS.

**OBJECTS OF THE TRANCHE II ISSUE**

Our Company is in the business of financing, and as part of our business operations, we raise/avail funds for onward lending and for repayment of existing loans.

Our Company proposes to utilise the funds which are being raised through the Tranche II Issue, after deducting the Tranche II Issue related expenses to the extent payable by our Company (“**Net Proceeds**”), towards funding the following objects (collectively, referred to herein as the “**Objects**”):

1. For the purpose of onward lending and for repayment of interest and principal of existing loans; and
2. General Corporate Purposes.

The Main Objects clause of the Memorandum of Association of our Company permits our Company to undertake the activities for which the funds are being raised through the present Tranche II Issue and also the activities which our Company has been carrying on till date.

The details of the Proceeds of the Tranche II Issue are set forth in the following table:

(₹ in million)

Sr. No.	Description	Amount
1	Gross proceeds of the Tranche II Issue*	5,000.00
2	(less) Tranche II Issue related expenses**	144.18
3	Net Proceeds of the Tranche II Issue	4,855.82

\*Assuming the Tranche II Issue is fully subscribed and our Company retains oversubscription up to the Tranche II Issue Limit. \*\* The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche II Issue and the number of Allotees, market conditions and other relevant factors.

**Requirement of funds and Utilisation of Net Proceeds**

The following table details the objects of the Tranche II Issue and the amount proposed to be financed from the Net Proceeds:

Sr. No.	Objects of the Tranche II Issue	Percentage of amount proposed to be financed from Issue Proceeds
1	For the purpose of onward lending, financing, and for repayment/prepayment of interest and principal of existing borrowings of the Company	At least 75%
2	General Corporate Purposes*	up to 25%
	<b>Total</b>	<b>100%</b>

\*The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Tranche II Issue, in compliance with the Debt Regulations.

**Funding plan**

NA

**Summary of the project appraisal report**

NA

**Schedule of implementation of the project**

NA

**Interim Use of Proceeds**

Our Management will have the flexibility in deploying the proceeds received from the Tranche II Issue. Pending utilization of the proceeds out of the Tranche II Issue for the purposes described above, our Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities. Such investment would be in accordance with the investment policies approved by the Board or any committee thereof from time to time.

**Monitoring of Utilization of Funds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Audit Committee shall monitor the utilization of the proceeds of the Tranche II Issue in accordance with its terms of reference. For the relevant Financial Years commencing from Financial Year 2019-20, our Company will disclose in our financial statements, the utilization of the net proceeds of the Tranche II Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche II Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Tranche II Issue.

**Variation in terms of contract or objects in the Prospectus**

Our Company shall not, in terms of Section 27 of the Companies Act 2013, at any time, vary the terms of a contract referred to in the Shelf Prospectus or objects for which the Tranche II Prospectus is issued, except subject to the approval of, or except subject to an authority given by the shareholders in general meeting by way of special resolution and after abiding by all the formalities prescribed in Section 27 of the Companies Act, 2013.

**Tranche II Issue expenses**

A portion of the Tranche II Issue proceeds will be used to meet Issue expenses. The following are the estimated Issue expenses, for the Tranche II Issue:

Particulars	Amount (₹ in million)	As percentage of Tranche II Issue proceeds (in %)	As percentage of total expenses of the Tranche II Issue (in %)
Lead Managers Fee, Credit Rating Fees, Selling and Brokerage Commission, SCSB Processing Fee	110.18	2.20%	76.42%
Registrar & Debenture Trustee to the Issue	0.70	0.01%	0.49%
Advertising, Marketing, Printing and Stationery Costs	5.50	0.11%	3.81%
Professional Fees	13.50	0.27%	9.36%
Other Miscellaneous Expenses	14.30	0.29%	9.92%
<b>Grand Total</b>	<b>144.18</b>	<b>2.88%</b>	<b>100.00%</b>

The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche II Issue and the number of Allotees, market conditions and other relevant factors.

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Managers/Sub- Brokers / Trading Members and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹ 10 per Application Form procured (plus service tax and other applicable taxes). However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee.

**Other Confirmations**

- (a) All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
- (b) Details of all monies utilised out of Tranche II Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our financial statements indicating the purpose for which such monies had been utilised;
- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our financial statements indicating the form in which such unutilized monies have been invested;
- (d) We shall utilize the Tranche II Issue proceeds in accordance with the provisions of the Debenture Trust Deed, post receipt of the minimum

subscription and receipt of listing and trading approval from Stock Exchange;

- (e) The Tranche II Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property;
- (f) Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the financial statements till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.
- (g) In accordance with the SEBI Debt Regulations, our Company will not utilize the proceeds of the Tranche II Issue for providing loans to or for acquisitions of shares of any person who is a part of the same group as our Company or who is under the same management of our Company.
- (h) The Tranche II Issue Proceeds from NCDs allotted to Banks will not be utilized for any purpose which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI Regulations.
- (i) No part of the proceeds from the Tranche II Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter, except payments to be made by way of fees and commission to various Edelweiss Group companies that participate in the Tranche II Issue as SEBI registered intermediaries.
- (j) Our Company confirms that it will not use the proceeds of the Tranche II Issue for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, directly or indirectly in the acquisition of any immovable property or acquisition of securities of any other body corporate.

The fund requirement as above is based on our current business plan and is subject to change in light of variations in external circumstances or costs, or in our financial condition, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirements and deployment of funds may also change.

## **ISSUE PROCEDURE**

*This section applies to all Applicants. Pursuant to the circular (CIR/DDHS/P/121/2018) dated August 16, 2018 issued by SEBI, all Applicants are required to apply for in the Issue through the ASBA process. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. ASBA Applicants ensure that their respective ASBA accounts can be blocked by the SCSBs, in the relevant ASBA Accounts. Applicants should note that they may submit their Applications to the Lead Managers or Members of the Syndicate or Registered Brokers at the Broker Centres or CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations or designated branches of SCSBs as mentioned on the Application Form.*

*Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in the Tranche II Prospectus.*

*Please note that this section has been prepared based on the circular no. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI (“Debt Application Circular”) as modified by circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI (“Debt ASBA Circular”).*

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility as provided for in the Debt Application Circular have been sought from the Stock Exchange.*

*Specific attention is drawn to the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of the 2012 SEBI Circular to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange, as opposed to the date and time of upload of each such application.*

**PLEASE NOTE THAT ALL DESIGNATED INTERMEDIARIES WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGE AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THE TRANCHE II PROSPECTUS, THE TRANCHE II ISSUE OPENING DATE AND THE TRANCHE II ISSUE CLOSING DATE.**

**THE MEMBERS OF THE SYNDICATE AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF SUCH DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GREIVANCES ARISING FROM APPLICATIONS THROUGH DESIGNATED INTERMEDIARIES REGISTERED WITH STOCK EXCHANGE.**

*For purposes of the Issue, the term “Working Day” shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closure to listing of the securities, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India, however, with reference to payment of interest/redemption of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai as per the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018.*

The information below is given for the benefit of the investors. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of the Tranche II Prospectus.

## **PROCEDURE FOR APPLICATION**

### **How to Apply?**

**Availability of the Tranche II Prospectus, the Shelf Prospectus, Abridged Prospectus, and Application Forms**

**Please note that there is a single Application Form for Applicants who are Persons Resident in India.**

Physical copies of the Abridged Prospectus, containing the salient features of the Prospectus together with Application Forms may be obtained from:

1. Our Company’s Registered Office and Corporate Office;
2. Offices of the Lead Managers;
3. Offices of the Lead Brokers;
4. Registrar to the Issue
5. Designated CRTA Locations for CRTAs;
6. Designated CDP Locations for CDPs; and
7. Designated Branches of the SCSBs.

Electronic copies of the Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Managers, the Stock Exchange, SEBI and the SCSBs.

Electronic Application Forms may be available for download on the website of the Stock Exchange and on the websites of the SCSBs that permit submission of Applications electronically. A unique application number (“UAN”) will be generated for every Application Form downloaded from the website of

the Stock Exchange. Our Company may also provide Application Forms for being downloaded and filled at such websites as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

Trading Members of the Stock Exchange can download Application Forms from the website of the Stock Exchange. Further, Application Forms will be provided to Trading Members of the Stock Exchange at their request.

**Who are eligible to apply for NCDs?**

The following categories of persons are eligible to apply in the Issue:

Category I	Category II	Category III	Category IV
<b>Institutional Investors</b>	<b>Non Institutional Investors</b>	<b>High Net-worth Individual Investors (“HNIs”) and Retail Individual Investors</b>	<b>Retail Individual Investors</b>
<ul style="list-style-type: none"> <li>Public financial institutions scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs;</li> <li>Provident funds, pension funds with a minimum corpus of ₹ 2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs;</li> <li>Mutual Funds registered with SEBI;</li> <li>Venture Capital Funds/ Alternative Investment Fund registered with SEBI, subject to investment conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;</li> </ul>	<ul style="list-style-type: none"> <li>Companies within the meaning of section 2(20) of the Companies Act, 2013;</li> <li>Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>Co-operative banks and regional rural banks;</li> <li>Public/private charitable/ religious trusts which are authorised to invest in the NCDs;</li> </ul>	<ul style="list-style-type: none"> <li>High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lacs across all series of NCDs in Issue</li> </ul>	<ul style="list-style-type: none"> <li>Retail Individual Investors which include Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lacs across all series of NCDs in Issue</li> </ul>
<ul style="list-style-type: none"> <li>Insurance Companies registered with IRDA;</li> <li>State industrial development corporations;</li> <li>Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>Insurance funds set up and managed by the Department of Posts, the Union of India;</li> <li>Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net worth of more than ₹50,000 lakh as per the last audited financial statements; and</li> <li>National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India.</li> </ul>	<ul style="list-style-type: none"> <li>Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>Partnership firms in the name of the partners;</li> <li>Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);</li> <li>Association of Persons; and</li> <li>Any other incorporated and/ or unincorporated body of persons.</li> </ul>		

**Please note that it is clarified that persons’ resident outside India shall not be entitled to participate in the Issue and any Application(s) from such persons are liable to be rejected.**

**Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/ consents/ approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.**

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue.

**Who are not eligible to apply for NCDs?**

The following categories of persons, and entities, shall not be eligible to participate in the Issue and any Applications from such persons and entities are liable to be rejected:

- (a) Minors without a guardian name\*;
- (b) Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/ citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
- (c) Persons resident outside India;
- (d) FIIs;
- (e) FPIs;
- (f) Qualified foreign investors;
- (g) Overseas Corporate Bodies; and
- (h) Person ineligible to contract under applicable statutory/regulatory requirements.

*\*Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872.*

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship). In case of such Applications, the Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange.

The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/ held directly or indirectly to the extent of at least 60% by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in the Issue.

Please refer to “*Rejection of Applications*” on page 250 of the Tranche II Prospectus for information on rejection of Applications.

**Modes of Making Applications**

In terms of the SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, an eligible investor desirous of applying in this Issue can make Applications through the ASBA mechanism only.

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility (“**Direct Online Application Mechanism**”). In this regard, SEBI has, through the Debt Application Circular, directed recognized Stock Exchange in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Please note that clarifications and/or

confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.

All Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application form to any of the Designated Intermediaries.

Applicants should submit the Application Form only at the Bidding Centres, i.e. to the respective Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the CRTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at <https://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from ASBA Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Issue should be made by Applicants directly to the Stock Exchange.

### **APPLICATIONS FOR ALLOTMENT OF NCDs**

Details for Applications by certain categories of Applicants including documents to be submitted are summarized below.

#### **Applications by Mutual Funds**

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a mutual fund shall clearly indicate the name of the concerned scheme for which Application is being made. In case of Applications made by mutual fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

#### **Application by Commercial Banks, Co-operative Banks and Regional Rural Banks**

Commercial banks, co-operative banks and regional rural banks can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

**Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for Applications.**

#### **Application by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be lodged along with Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time including the IRDAI Investment Regulations.

#### **Application by Indian Alternative Investment Funds**

Applications made by 'Alternative Investment Funds' eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "SEBI AIF Regulations") for Allotment of the NCDs must be accompanied by certified true copies of SEBI registration certificate. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

#### **Application by Systemically Important Non-Banking Financial Companies**

Systemically Important Non-Banking Financial Company, a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s). **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

#### **Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment**

In case of Applications made by Applications by associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

#### **Applications by Trusts**

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**



**Applications by Public Financial Institutions, Statutory Corporations, which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

**Applications by Provident Funds, Pension funds, Superannuation Funds and Gratuity funds which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of incorporation/ registration under any Act/Rules under which they are incorporated. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.**

**Applications by National Investment Funds**

Application made by a National Investment Funds for Allotment of the NCDs in physical form must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in physical form in whole or in part, in either case, without assigning any reason therefore.

**Companies, bodies corporate and societies registered under the applicable laws in India**

The Application must be accompanied by certified true copies of the registration under the Act/ Rules under which they are incorporated. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

**Applications by Indian Scientific and/or industrial research organizations, which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of the registration under the Act/ Rules under which they are incorporated. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefore.

**Applications by Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)**

The Application must be accompanied by certified true copies of certified copy of certificate of the Partnership Deed or registration issued under the Limited Liability Partnership Act, 2008, as applicable. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

**Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non- Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants who are Retail Individual Investors, a certified copy of the power of attorney must be submitted with the Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company, the Lead Managers may deem fit.**

Brokers having online demat account portals may also provide a facility of submitting the Application Forms online to their account holders. Under this facility, a broker receives an online instruction through its portal from the Applicant for making an Application on his/ her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

**APPLICATIONS FOR ALLOTMENT OF NCDs IN THE DEMATERIALIZED FORM**

**Submission of ASBA Applications**

This section is for the information of the Applicants proposing to subscribe to the Issue. The Lead Managers and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Investors are advised to make their independent investigations and to ensure that the Application Form is correctly filled up.

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by and/or uploaded by and/or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount payable on Application has been blocked in the relevant ASBA Account. The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Members of the Syndicate at Specified Locations, see the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time or any such other website as may be prescribed by SEBI from time to time. The list of Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

Applications can be submitted through either of the following modes:

- (a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of Application in physical mode, the Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the Application Form, prior to uploading such Application into the electronic system of the Stock Exchange. **If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such Application and shall not upload such Application in the electronic system of the Stock Exchange.** If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application.

In case of Application being made in the electronic mode, the Applicant shall submit the Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly registering such Application.

- (b) Physically through the Designated Intermediaries at the respective Bidding Centres. Kindly note that above Applications submitted to any of the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account is maintained, as specified in the Application Form, has not named at least one branch at that Bidding Centre where the Application Form is submitted (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).

Upon receipt of the Application Form by the Designated Intermediaries, an acknowledgement shall be issued by the relevant Designated Intermediary, giving the counter foil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchange and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Collection Center, named by such SCSB to accept such Applications from the Designated Intermediaries (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>). Upon receipt of the Application Form, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form. **If sufficient funds are not available in the ASBA Account, the relevant Application Form is liable to be rejected.** If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of this Issue or until withdrawal/ rejection of the Application Form, as the case may be.

Applicants must note that:

1. Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Designated Intermediaries (other than Trading Members of the Stock Exchange) at the respective Collection Centers; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Tranche II Issue Opening Date. Physical Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the electronic version of the Prospectus is made available on their websites. The physical Application Form submitted to the Designated Intermediaries shall bear the stamp of the relevant Designated Intermediary. In the event the Application Form does not bear any stamp, the same shall be liable to be rejected.
2. The Designated Branches of the SCSBs shall accept Applications directly from Applicants only during the Issue Period. The SCSB shall not accept any Application directly from Applicants after the closing time of acceptance of Applications on the Tranche II Issue Closing Date. However, the relevant branches of the SCSBs at Specified Locations can accept Application Forms from the Designated Intermediaries, after the closing time of acceptance of Applications on the Tranche II Issue Closing Date, if the Applications have been uploaded. For further information on the Tranche II Issue programme, please refer to "**Issue Structure**" on page 212 of the Tranche II Prospectus.
3. Physical Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

**Please note that Applicants can make an Application for Allotment of NCDs in the dematerialized form only.**

**Submission of Direct Online Applications**

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.*

In the event the Direct Online Application facility is implemented by the Stock Exchange, relevant "know your customer" details of such Applicants will be validated online from the Depositories, on the basis of the DP ID and Client ID provided by them in the Application Form. On successful submission of a Direct Online Application, the Applicant will receive a system-generated unique application number ("UAN") and an SMS or an e-mail confirmation on credit of the requisite Application Amount paid through the online payment facility with the Direct Online Application. On Allotment, the Registrar to the Issue shall credit NCDs to the beneficiary account of the Applicant and in case of

refund, the refund amount shall be credited directly to the Applicant's bank account. Applicants applying through the Direct Online Application facility must preserve their UAN and quote their UAN in: (a) any cancellation/ withdrawal of their Application; (b) in queries in connection with Allotment of NCDs and/or refund(s); and/or (c) in all investor grievances/complaints in connection with the Issue.

**As per the Debt Application Circular issued by SEBI, the availability of the Direct Online Applications facility is subject to the Stock Exchange putting in place the necessary systems and infrastructure, and accordingly the aforementioned disclosures are subject to any further clarifications, notification, modification deletion, direction, instructions and/or correspondence that may be issued by the Stock Exchange and/or SEBI.**

**INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM**

**General Instructions**

- A. General instructions for completing the Application Form
  - Applications must be made in prescribed Application Form only;
  - Application Forms must be completed in block letters in English, as per the instructions contained in the Tranche II Prospectus, the Prospectus the Abridged Prospectus and the Application Form.
  - If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
  - Applications must be for a minimum of 10 NCDs and in multiples of 1 NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs or more in a single Application Form.
  - If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
  - Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta.
  - Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
  - The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be.
  - Every Applicant should hold a valid PAN and mention the same in the Application Form.
  - All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form.
  - Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected
  - Applicants must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and

as entered into the electronic Application system of Stock Exchange by SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs. If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the Application Form. Not more than five Applications can be made from one single ASBA Account;

- For Applicants, the Applications in physical mode should be submitted to the SCSBs or a Member of the Syndicate or to the Trading Members of the Stock Exchange on the prescribed Application Form. SCSBs may provide the electronic mode for making Application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for Application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchange, Designated Intermediaries and/or Designated Branch of the SCSB. Application Forms which do not bear the stamp will be rejected.

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for allotment.

**Applicants should note that neither the Designated Intermediaries nor the SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

**Our Company would allot the Series III NCDs, as specified in the Tranche II Prospectus to all valid Applications, wherein the applicants have not indicated their choice of the relevant series of NCDs.**

#### B. Applicant's Beneficiary Account Details

Applicants must mention their DP ID and Client ID in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the beneficiary account is held. In case the Application Form is submitted in the first Applicant's name, it should be ensured that the beneficiary account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected. Further, Application Forms submitted by Applicants whose beneficiary accounts are inactive, will be rejected. On the basis of the Demographic details as appearing on the records of the DP, the Registrar to the Issue will issue Allotment Advice to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their beneficiary account details in the Application Form. Failure to do so could result in delays in delivery of Allotment Advice at the Applicants' sole risk, and neither our Company, the Lead Managers, Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries, Bankers to the Issue, SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same. In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of power of attorney to request the Registrar that for the purpose of printing particulars on the Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used.

By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for

credit and no credit of NCDs pursuant to the Issue will be made into the accounts of such Applicants. **Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.**

#### C. Permanent Account Number (PAN)

The Applicant should mention his or her PAN allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the central or state government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. **Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the general index register number i.e. GIR number instead of the PAN as the Application is liable to be rejected on this ground.**

However, the exemption for the central or state government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN field i.e. either Sikkim category or exempt category.

#### D. Joint Applications

Applications made in joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to first named in the Application whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

#### E. Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs, subject to a minimum application size of ₹ 10,000 and in multiples of ₹ 1,000 thereafter as specified in the Prospectus. **Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected.** Any Application made by any person in his individual capacity and an Application made by such person in his capacity as a karta of a HUF and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

#### Do's and Don'ts

Applicants are advised to take note of the following while filling and submitting the Application Form:

##### Do's

1. Check if you are eligible to apply as per the terms of the Tranche II Prospectus and applicable law;

2. Read all the instructions carefully and complete the Application Form in the prescribed form;
  3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue;
  4. Ensure that the DP ID and Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated. The requirement for providing Depository Participant details shall be mandatory for all Applicants;
  5. Ensure that you have mentioned the correct ASBA Account number in the Application Form;
  6. Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder;
  7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be;
  8. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Bidding Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediaries/ Designated branch of the SCSB as the case may be;
  9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
  10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
  11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchange as per the procedures and requirements prescribed by the Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes;
  12. Ensure that signatures other than in the languages specified in the 8<sup>th</sup> Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
  14. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;
  15. Ensure that the Applications are submitted to the Designated Intermediaries, or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Tranche II Issue Closing Date. For further information on the Tranche II Issue programme, please refer to "**Issue Structure**" on page 212 of the Tranche II Prospectus.
  16. **Permanent Account Number:** Except for Application (i) on behalf of the central or state government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the central or state government and officials appointed by the courts and for investors residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
  17. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;
  18. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form.
- In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.
- SEBI Circular No. CIR/DDHS/P/121/2018 dated August 16, 2018 stipulating the time between closure of the Issue and listing at 6 (six) Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.**
- Don'ts:**
1. Do not apply for lower than the minimum application size;
  2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest;
  3. Do not send Application Forms by post instead submit the same to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be;
  4. Do not submit the Application Form to any non-SCSB bank or our Company.
  5. Do not Bid on an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
  6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
  7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
  8. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
  9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
  10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
  11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
  12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
  13. Do not submit Application Forms to a Designated Intermediary at a location other than Collection Centers;
  14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
  15. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by persons resident outside India, NRI (*inter-alia* including NRIs who are (i) based in the USA, and/or, (ii)

domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA);

16. Do not make an application of the NCD on multiple copies taken of a single form;
17. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue; and
18. Do not submit more than five Application Forms per ASBA Account.

**Kindly note that Applications submitted to the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Designated Intermediaries to deposit such Application Forms. (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).**

Please refer to “**Rejection of Applications**” on page 250 of the Tranche II Prospectus for information on rejection of Applications.

**TERMS OF PAYMENT**

The Application Forms will be uploaded onto the electronic system of the Stock Exchange and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such Applications from the Designated Intermediaries, (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the Application.

The entire Application Amount for the NCDs is payable on Application only. The relevant SCSB shall block an amount equivalent to the entire Application Amount in the ASBA Account at the time of upload of the Application Form. In case of Allotment of lesser number of NCDs than the number applied, the Registrar to the Issue shall instruct the SCSBs to unblock the excess amount in the ASBA Account. For Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application, before entering the Application into the electronic system of the Stock Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account. **Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the Application to the Designated Intermediaries, or to the Designated Branches of the SCSBs. An Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.**

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved and upon receipt of intimation from the Registrar, the controlling branch of the SCSB shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Tranche II Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application, as the case may be.

**Payment mechanism for Direct Online Applicants**

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.*

**SUBMISSION OF COMPLETED APPLICATION FORMS**

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
Applications	(i) <i>If using <u>physical Application Form</u>, (a) to the Designated Intermediaries at relevant Bidding Centres or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or</i> (ii) <i>If using <u>electronic Application Form</u>, to the SCSBs, electronically through internet banking facility, if available.</i>

*Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange.*

**No separate receipts will be issued for the Application Amount payable on submission of Application Form.**

However, the Designated Intermediaries, will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants an acknowledgement slips which will serve as a duplicate Application Form for the records of the Applicant.

**Electronic Registration of Applications**

- (a) The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. Direct Online Applications will be registered by Applicants using the online platform offered by the Stock Exchange. **The Lead Managers, our Company and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, or (v) any Applications accepted and uploaded and/or not uploaded by the Trading Members of the Stock Exchange or (vi) the Applications accepted by and/or uploaded by and/or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms.**

In case of apparent data entry error by the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries or Designated branches of the SCSBs in the data entries as such data entries will be considered for allotment/ rejection of Application.

- (b) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of the Designated Intermediaries and the SCSBs during the Issue Period. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Tranche II Issue Closing Date. On the Tranche II Issue Closing Date, the Designated Intermediaries and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Designated Intermediaries and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further

information on the Tranche II Issue Programme, please refer to “*Issue Structure*” on page 212 of the Tranche II Prospectus.

- (c) With respect to Applications submitted directly to the SCSBs at the time of registering each Application, other than Direct Online Applications, the Designated Branches of the SCSBs shall enter the requisite details of the Applicants in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Application amount
- (d) With respect to Applications submitted to the Designated Intermediaries at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Location
  - Application amount
- (e) A system generated acknowledgement will be given to the Applicant as a proof of the registration of each Application. **It is the Applicant’s responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.**
- (f) Applications can be rejected on the technical grounds listed on page 250 of the Tranche II Prospectus or if all required information is not provided or the Application Form is incomplete in any respect.
- (g) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock Exchange; nor does it in 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 our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Tranche II Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.
- (h) **Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment.** The Lead Managers, Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the, Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche II

Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche II Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

### **REJECTION OF APPLICATIONS**

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- (i) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (ii) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders’ ASBA Account maintained with an SCSB;
- (iii) Applications not being signed by the sole/joint Applicant(s);
- (iv) Investor Category in the Application Form not being ticked;
- (v) Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- (vi) Applications where a registered address in India is not provided for the Applicant;
- (vii) In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s);
- (viii) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- (ix) PAN not mentioned in the Application Form, except for Applications by or on behalf of the central or state government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;
- (x) DP ID and Client ID not mentioned in the Application Form;
- (xi) GIR number furnished instead of PAN;
- (xii) Applications by OCBs;
- (xiii) Applications for an amount below the minimum application size;
- (xiv) Submission of more than five ASBA Forms per ASBA Account;
- (xv) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- (xvi) Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;
- (xvii) Applications accompanied by stockinvest/ cheque/ money order/ postal order/ cash;
- (xviii) Signature of sole Applicant missing, or, in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);
- (xix) Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority;
- (xx) Date of birth for first/sole Applicant (in case of Category III and IV) not mentioned in the Application Form;
- (xxi) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant;
- (xxii) Signature of the ASBA Account holder on the Application Form does not

- match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained;
- (xxiii) Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediaries, as the case may be;
  - (xxiv) Applications not having details of the ASBA Account to be blocked;
  - (xxv) In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
  - (xxvi) Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
  - (xxvii) SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
  - (xxviii) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
  - (xxix) Authorization to the SCSB for blocking funds in the ASBA Account not provided;
  - (xxx) Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
  - (xxx1) Applications by any person outside India;
  - (xxx2) Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;
  - (xxx3) Applications not uploaded on the online platform of the Stock Exchange;
  - (xxx4) Applications uploaded after the expiry of the allocated time on the Tranche II Issue Closing Date, unless extended by the Stock Exchange, as applicable;
  - (xxx5) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Prospectus and as per the instructions in the Application Form, the Tranche II Prospectus and the Shelf Prospectus;
  - (xxx6) Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
  - (xxx7) Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;
  - (xxx8) Applications providing an inoperative demat account number;
  - (xxx9) Applications submitted to the Designated Intermediaries, at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and Applications submitted directly to the Banker to the Issue (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
  - (xl) Category not ticked;
  - (xli) Forms not uploaded on the electronic software of the Stock Exchange; and/or
  - (xlii) In case of cancellation of one or more orders within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

**Kindly note that Applications submitted to the Lead Managers, or Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Lead**

**Managers, or Trading Members of the Stock Exchange, Members of the Syndicate, Designated Intermediaries, as the case may be, to deposit Applications.**

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please refer to "Information for Applicants" on page 252 of the Tranche II Prospectus.

**Information for Applicants**

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

In case of Applications for a higher number of NCDs than specified for that category of Applicant, only the maximum amount permissible for such category of Applicant will be considered for Allotment.

**BASIS OF ALLOTMENT**

**Basis of Allotment for NCDs**

The Registrar will aggregate the Applications, based on the applications received through an electronic book from the Stock Exchange and determine the valid Application for the purpose of drawing the valid Applications for the purpose of drawing the basis of allocation.

**Allocation Ratio**

For the purposes of the Basis of Allotment:

- A. *Applications received from Category I Applicants:* Applications received from Applicants belonging to Category I shall be grouped together ("**QIB Portion**");
- B. *Applications received from Category II Applicants:* Applications received from Applicants belonging to Category II, shall be grouped together ("**Corporate Portion**");
- C. *Applications received from Category III Applicants:* Applications received from Applicants belonging to Category III shall be grouped together ("**High Net Worth Individual Portion**"); and
- D. *Applications received from Category IV Applicants:* Applications received from Applicants belonging to Category IV shall be grouped together ("**Retail Individual Investor Portion**").

For removal of doubt, the terms "QIB Portion", "Corporate Portion", "High Net Worth Individual Portion" and "Retail Individual Investor Portion" are individually referred to as a "Portion" and collectively referred to as "Portions".

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Tranche II Issue up to the Tranche II Issue Limit i.e. aggregating up to 5,000 million. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in the Tranche II Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the "**Tranche II Issue Limit**".

**Allocation Ratio**

<b>QIB Portion</b>	<b>Corporate Portion</b>	<b>High Net Worth Individual Portion</b>	<b>Retail Individual Investor Portion</b>
20% of the Tranche II Issue Limit	20% of the Tranche II Issue Limit	30% of the Tranche II Issue Limit	30% of the Tranche II Issue Limit

*Basis of Allotment for NCDs*

- (a) Allotments in the first instance:
- (i) Applicants belonging to the QIB Portion, in the first instance, will be allocated NCDs up to 20% of Tranche II Issue Limit on first come first served basis which would be determined on the basis of upload of their Applications on daily basis in to the electronic book with Stock Exchange;
- (ii) Applicants belonging to the Corporate Portion, in the first instance, will be allocated NCDs up to 20% of Tranche II Issue Limit on first come

first served basis which would be determined on the basis of upload of their Applications on daily basis in to the electronic book with Stock Exchange;

- (iii) Applicants belonging to the High Net Worth Individual Portion, in the first instance, will be allocated NCDs up to 30% of Tranche II Issue Limit on first come first served basis which would be determined on the basis of upload of their Applications on daily basis in to the electronic book with Stock Exchange;
- (iv) Applicants belonging to the Retail Individual Investor Portion, in the first instance, will be allocated NCDs up to 30% of Tranche II Issue Limit on first come first served basis which would be determined on the basis of upload of their Applications on daily basis in to the electronic book with Stock Exchange;
- (b) Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with Stock Exchange, in each Portion subject to the Allocation Ratio. However, on the date of oversubscription, the allotments would be made to the applicants on proportionate basis.
- (c) Under Subscription
  - (i) Retail Individual Investor Portion;
  - (ii) High Net worth Individual Portion;
  - (iii) Corporate Portion; and
  - (iv) QIB Portion.

Within each Portion, priority in Allotments will be given on a first-come-first-serve basis, based on the date of upload of each Application into the electronic system of the Stock Exchange.

- (d) For each Portion, all Applications uploaded in to the Electronic Book with Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where NCDs uploaded into the Platform of the Stock Exchange on a particular date exceeds NCDs to be allotted for each Portion respectively.
- (e) Minimum allotment of 1 (one) NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application.
- (f) Allotments in case of oversubscription: In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the Applicants on the date of oversubscription (based on the date of upload of each Application into the Electronic Book with Stock Exchange, in each Portion).
- (g) Proportionate Allotments: For each Portion, on the date of oversubscription:
  - (i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer;
  - (ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Tranche II Issue size, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose allotment size, prior to rounding off, had the highest decimal point would be given preference; and
  - (iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalized by draw of lots in a fair and equitable manner.
  - (h) Applicant applying for more than one Series of NCDs: If an Applicant has applied for more than one Series of NCDs, and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for, the Series-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each Series, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Managers and Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has

applied for all the seven series and in case such Applicant cannot be allotted all the seven series, then the Applicant would be allotted NCDs, at the discretion of the Company, the Registrar and the Lead Managers wherein the NCDs with the least tenor i.e. allotment of NCDs with tenor of 24 months followed by allotment of NCDs with tenor of 39 months and so on.

All decisions pertaining to the basis of allotment of NCDs pursuant to the Tranche II Issue shall be taken by our Company in consultation with the Lead Managers and the Designated Stock Exchange and in compliance with the aforementioned provisions of the Tranche II Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Managers.

*Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series.*

**Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications**

The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche II Issue Closing Date.

**ISSUANCE OF ALLOTMENT ADVICE**

Our Company shall ensure dispatch/and/or mail the Allotment Advice within 6 (six) Working Days of the Tranche II Issue Closing Date to the Applicants. The Allotment Advice for successful Applicants will be mailed to their addresses as per the Demographic Details received from the Depositories. Instructions for credit of NCDs to the beneficiary account with Depository Participants shall be made within 6 (six) Working Days of the Tranche II Issue Closing Date.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for commencement of trading at the Stock Exchange where the NCDs are proposed to be listed are taken within 6 (six) Working Days from the Tranche II Issue Closing Date.

Allotment Advices shall be issued, or Application Amount shall be unblocked within 15 (fifteen) days from the Tranche II Issue Closing Date or such lesser time as may be specified by SEBI or else the application amount shall be unblocked in the ASBA Accounts of the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent. per annum for the delayed period.

Our Company will provide adequate funds required for dispatch of Allotment Advice, as applicable, to the Registrar to the Issue

**OTHER INFORMATION**

**Withdrawal of Applications during the Issue Period**

Applicants can withdraw their Applications during the Issue Period by submitting a request for the same to the Designated Intermediaries or the Designated Branch, as the case may be, through whom the Application had been placed. In case of Applications submitted to the Designated Intermediaries upon receipt of the request for withdrawal from the Applicant, the relevant Designated Intermediaries shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and intimating the Designated Branch of the SCSB to unblock of the funds blocked in the ASBA Account at the time of making the Application. In case of Applications submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and unblocking of the funds in the ASBA Account directly.

**Early Closure**

Our Company, in consultation with the Lead Managers reserves the right to close the Tranche II Issue at any time prior to the Closing Date of the Tranche II Prospectus, subject to receipt of minimum subscription for NCDs aggregating to 75% of the Base Issue Size. Our Company shall allot NCDs with respect to the Applications received at the time of such early closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.



If our Company does not receive the minimum subscription of 75% of Base Issue Size prior to the Tranche II Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 (six) working days from the Tranche II Issue Closing Date of the Tranche II Prospectus, provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within 6 (six) working days from the Tranche II Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

**Revision of Applications**

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, cancellation of one or more orders within an Application is permitted during the Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. Please note that in case of cancellation of one or more orders within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the Stock Exchange, by submitting a written request to the Designated Intermediaries/the Designated branch of the SCSBs, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange as per the procedures and requirements prescribed by the Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Tranche II Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries and/or the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche II Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

**Depository Arrangements**

We have made depository arrangements with NSDL and CDSL. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the depositories.

As per the provisions of the Depositories Act, the NCDs issued by us can be held in a dematerialized form.

In this context:

- (i) Agreement dated March 22, 2010 between us, the Registrar to the Issue and NSDL, and March 22, 2010 between us, the Registrar to the Issue and CDSL, respectively for offering depository option to the investors.
- (ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
- (iii) The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
- (iv) NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- (v) Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to this Issue.
- (vi) It may be noted that NCDs in electronic form can be traded only on the Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange has connectivity with NSDL and CDSL.
- (vii) Interest or other benefits with respect to the NCDs held in dematerialized form would be paid to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record

Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.

- (viii) The trading of the NCDs on the floor of the Stock Exchange shall be in dematerialized form only.

Please also refer to “*Instructions for filling up the Application Form*” on page 242 of the Tranche II Prospectus.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable premium and interest for such NCDs) prior to redemption of the NCDs.

**PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGE SHALL BE IN DEMATERIALIZED FORM ONLY IN MULTIPLE OF ONE NCD.**

Allottees will have the option to re-materialize the NCDs Allotted under the Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

**Communications**

All future communications in connection with Applications made in this Issue (except the Applications made through the Trading Members of the Stock Exchange) should be addressed to the Registrar to the Issue with a copy to the relevant SCSB, quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, date of the Application Form, name and address of the Designated Intermediaries, or Designated Branch, as the case may be, where the Application was submitted and, ASBA Account number in which the amount equivalent to the Application Amount was blocked. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB. Applicants may contact the Lead Managers, our Compliance Officer and Company Secretary or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice or credit of NCDs in the respective beneficiary accounts, as the case may be.

Grievances relating to Direct Online Applications may be addressed to the Registrar to the Issue, with a copy to the Stock Exchange.

**Interest in case of Delay**

Our Company undertakes to pay interest, in connection with any delay in allotment and demat credit beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

**Undertaking by the Issuer**

*Statement by the Board:*

- (a) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our financial statements indicating the purpose for which such monies had been utilised; and
- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our financial statements indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;
- (e) We shall utilize the Tranche II Issue proceeds in accordance with the provisions of the Debenture Trust Deed, post receipt of the minimum subscription and receipt of listing and trading approval from Stock Exchange

- (f) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (g) The allotment letter shall be issued, or application money shall be unblocked within 15 days from the closure of the Issue or such lesser time as may be specified by SEBI, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;

*Other Undertakings by our Company*

Our Company undertakes that:

1. Complaints received in respect of the Issue will be attended to by our Company expeditiously and satisfactorily;
2. Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding;
3. Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within 6 Working Days of the Tranche II Issue Closing Date;
4. Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue;
5. Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Current Statutory Auditor, to the Debenture Trustee;
6. Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Issue as contained in the Tranche II Prospectus.
7. Our Company will disclose the complete name and address of the Debenture Trustee in its annual report.

**Lien**

Our Company will have the right of set-off and lien, present as well as future on the moneys due and payable to the NCD Holder, to the extent of all outstanding dues, if any by the NCD Holder to our Company.

**Lien on Pledge of NCDs**

Subject to applicable laws, our Company, at its discretion, may note a lien on pledge of NCDs if such pledge of NCDs is accepted by any bank or institution for any loan provided to the NCD Holder against pledge of such NCDs as part of the funding.

**Listing**

The NCDs offered through the Tranche II Prospectus are proposed to be listed on BSE. Our Company has obtained an 'in-principle' approval for the Issue from BSE *vide* its letter no DCS/BM/PI-BOND/1/19-20 dated May 6, 2019. For the purposes of the Issue, BSE shall be the Designated Stock Exchange. If permissions to deal in and for an official quotation of our NCDs are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Tranche II Prospectus.

Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 6 Working Days of the Tranche II Issue Closing Date. For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the series, such series(s) of NCDs shall not be listed.

For further details, refer section titled "Issue Related Information" on page 212 of the Tranche II Prospectus.

**TERMS OF THE ISSUE**

**Authority for the Issue**

This Issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on April 12, 2019. Further, the proposed borrowing is within the borrowing limits of INR 450,000 million under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders in the EGM held on November 12, 2018.

**Principal Terms and Conditions of this Issue**

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI Debt Regulations, the Companies Act, the Memorandum and Articles of Association of our Company, the terms of the Tranche II Prospectus, Draft Shelf Prospectus, the Shelf Prospectus, the Application Forms, the Abridged Prospectus, statutory advertisement and corrigendum if any, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/Stock Exchange, RBI and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

**Ranking of NCDs**

The NCDs would constitute secured obligations of the Company and shall rank *pari passu* inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, are secured vide the Debenture Trust Deed. The claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements. The NCDs proposed to be issued under the Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

**Security**

The principal amount of the NCDs to be issued in terms of the Tranche II Prospectus together with all interest due on the NCDs in respect thereof are secured vide the Debenture Trust Deed.

**Debenture Trust Deed**

Our Company has already entered into the Debenture Trust Deed with the Debenture Trustee for the benefit of the NCD Holders, the terms of which *inter alia* govern the powers, authorities and obligations of the Debenture Trustee.

**Debenture Redemption Reserve**

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Regulation 16 of the SEBI Debt Regulations, any non banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures.

The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of the Tranche II Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs.

Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue.

The Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law.

Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at fifteen percent of the amount of the debentures maturing during the year ending on 31st day of March of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

- A. in deposits with any scheduled bank, free from any charge or lien
- B. in unencumbered securities of the Central Government or any State Government;
- C. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;

D. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882:

Provided further that the amount invested or deposited as above shall not be used for any purpose other than for redemption of debentures maturing during the year referred above.

**Face Value**

The face value of each NCD shall be ₹ 1,000.

**Trustees for the NCD Holders**

We have appointed Beacon Trusteeship Limited to act as the Debenture Trustee for the NCD Holders in terms of Regulation 4(4) of the Debt Regulations and Section 71(5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee have executed the Debenture Trust Deed, for inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us pro tanto to the NCD Holder(s). The Debenture Trustee will protect the interest of the NCD Holders in the event of happening of an Event of Default in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

We and the Debenture Trustee have executed the Debenture Trust Deed, inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us pro tanto to the NCD Holder(s).

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

**Events of Default**

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular Options of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default including cross defaults, if any, and its consequences are specified in the respective Debenture Trust Deed:

- (i) default is committed in payment of the principal amount of the NCDs on the due date(s); and
- (ii) default is committed in payment of any interest on the NCDs on the due date(s).

**NCD Holder not a Shareholder**

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent of the right to receive the annual reports of our Company and such other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI LODR Regulations.

**Rights of NCD Holders**

Some of the significant rights available to the NCD Holders are as follows:

- 1. The NCDs shall not, except as provided in the Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company's members/shareholders including, without limitation, the right to attend and/or vote at any general meeting of our

Company's members/shareholders. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the concerned registered NCD Holders for their consideration. In terms of Section 136(1) of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.

- 2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.
- 3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered NCD Holders or in case of joint-holders, the one whose name stands first in the Register of Debenture Holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.
- 4. The NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Offer Document, corrigendum if any, addendum if any, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.
- 5. For the NCDs issued in dematerialized form, the Depositories shall also maintain the upto date record of holders of the NCDs in dematerialized Form. For NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD Holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders.
- 6. Subject to compliance with applicable statutory requirements, the NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the NCDs, who have not given their positive consent to the roll-over.

The aforementioned rights of the NCD holders are merely indicative. The final rights of the NCD holders will be as per the terms of the Debenture Trust Deed.

**Nomination facility to NCD Holder**

In accordance with Section 72 of the Companies Act 2013, Any NCD Holder may, at any time, nominate, any person as his nominee in whom the NCDs shall vest in the event of his death. On the receipt of the said nomination as per prescribed law a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under Section 88 of the Companies Act, 2013.

Where the NCDs are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the NCDs shall vest in the event of death of all the joint holders. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate as prescribed any person as nominee.

The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form. In the event of death of the NCD Holder or where the NCDs are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either:

- (a) to register himself as holder of the NCDs; or
- (b) to transfer the NCDs as the deceased holder could have done.

If the person being a nominee, so becoming entitled, elects to be registered as holder of the NCDs himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, and such notice shall be accompanied with the death certificate of the deceased NCD Holder(s).

Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the NCDs, where a nomination made in the prescribed manner purports to confer on any person the right to vest the NCDs, the nominee shall, on the death of the holder of NCDs or, as the case may be, on the death of the joint holders, become entitled to all the rights in the NCDs, of the NCD Holder or, as the case may be, of all the joint holders, in relation to the said NCDs, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

All the limitations, restrictions and provisions of the Companies Act 2013 relating to the right to transfer and the registration of transfers of the NCDs shall be applicable to any such notice or transfer as aforesaid as if the death of the NCD Holder had not occurred and the notice or transfer were a transfer signed by that NCD Holder. Where the nominee is a minor, it shall be lawful for the NCD Holder, making the nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of the death of the nominee during his minority. Where the nominee is a minor, NCD Holder making the nomination, may appoint a person as specified under sub-rule (1) of Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, who shall become entitled to the NCDs, in the event of death of the nominee during his minority.

A person, being a nominee, becoming entitled to NCDs by reason of the death of the NCD Holder shall be entitled to the same interests and other advantages to which he would have been entitled to if he were the registered NCD Holder except that he shall not, before being registered as a NCD Holder in respect of such NCDs, be entitled in respect of these NCDs to exercise any right conferred by subscription to the same in relation to meetings of the NCD Holders convened by the Company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the NCDs, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of interests, bonuses or other moneys payable in respect of the said NCDs, until the requirements of the notice have been complied with.

A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the NCD Holder who has made the nomination, by giving a notice of such cancellation or variation in the prescribed manner as per applicable laws. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received.

**Since the allotment of NCDs will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.**

**Jurisdiction**

Our Company has in the Debenture Trustee Agreement agreed, for the exclusive benefit of the Debenture Trustee and the Debenture holders, that the courts in Mumbai, Maharashtra are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Debenture Trust or the NCDs and that accordingly any suit, action or proceedings (together referred to as “**Proceedings**”) arising out of or in connection with the Debenture Trust Deed and the NCDs may be brought only in the courts in Mumbai, Maharashtra

**Application in the Issue**

NCDs being issued through the Offer Document can be applied for, through a valid Application Form filled in by the applicant along with attachments,

as applicable. Further, Applications in this Issue shall be made through the ASBA facility only.

**Form of Allotment and Denomination of NCDs**

As per the Debt Regulations, the trading of the NCDs on the Stock Exchange shall be in dematerialized form only in multiples of one (1) NCD (“**Market Lot**”). Allotment in the Issue to all Allottees, will be in electronic form i.e. in dematerialised form and in multiples of one NCD.

For details of allotment refer to chapter titled “*Issue Procedure*” beginning on page 233 of the Tranche II Prospectus.

**Transfer/Transmission of NCD(s)**

The NCDs shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar.

In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Company or Registrar.

**Title**

The NCD Holder(s) for the time being appearing in the record of beneficial owners maintained by the Depository shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes.

No transfer of title of a NCD will be valid unless and until entered on the Register of NCD Holders or the register and index of NCD Holders maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or Maturity Amount, as the case may be, will be paid to the person, whose name appears first in the Register of NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company’s shares contained in the Articles of Association of our Company and the Companies Act shall apply, mutatis mutandis (to the extent applicable) to the NCDs as well.

**Succession**

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.
2. Proof that the non-resident Indian is an Indian national or is of Indian origin.
3. Such holding by a non-resident Indian will be on a non-repatriation basis.

**Joint-holders**

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

**Period of Subscription**

TRANCHE II ISSUE PROGRAMME	
TRANCHE II ISSUE OPENS ON	NOVEMBER 4, 2019
TRANCHE II ISSUE CLOSES ON	NOVEMBER 22, 2019*

\*The Tranche II Issue shall remain open for subscription on Working Days from 10 A.M. to 5 P.M. (Indian Standard Time) during banking hours for the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board or the Debentures Committee authorised by resolution of the Board dated April 12, 2019. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper with wide circulation on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be. On the Tranche II Issue Closing Date 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. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.

Further please note that Application shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "IST") ("**Bidding Period**") during the Issue Period as mentioned above by the (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs as mentioned on the Application Form, except that on the Tranche II Issue Closing Date when Applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by Stock Exchange. It is clarified that the Applications not uploaded in the Stock Exchange Platform would be rejected.

Due to limitation of time available for uploading the Applications on the Tranche II Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Tranche II Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Tranche II Issue Closing Date. All times mentioned in the Tranche II Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Tranche II Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time.

Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Managers, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of investors, the Basis of Allotment under the Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

**Interest and Payment of Interest**

**Series I NCD**

In case of Series I NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series I NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	9.90%
For Category I, Category II and IV Investors eligible for additional incentive of 0.25% (p.a.)	10.15%

Series I NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months from the Deemed Date of Allotment.

**Series II NCD**

In case of Series II NCDs, the NCDs shall be redeemed at the end of 24 months from the Deemed Date of Allotment as mentioned below:

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Category I, II, III and IV	1,000	1,208.11
For Category I, Category II, Category III and Category IV Investors eligible for additional incentive/premium amount (Rs/Secured NCD)	1,000	1,213.62

**Series III NCD**

In case of Series III NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series III NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	10.20%
For Category I, Category II and IV Investors eligible for additional incentive of 0.25% (p.a.)	10.45%

Series III NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 39 months from the Deemed Date of Allotment.

**Series IV NCD**

In case of Series IV NCDs, the NCDs shall be redeemed at the end of 39 months from the Deemed Date of Allotment as mentioned below:

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Category I, II, III and IV	1,000	1,371.81
For Category I, Category II and IV Investors eligible for additional incentive/premium amount (Rs/Secured NCD)	1,000	1,377.89

**Series V NCD**

In case of Series V NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series V NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	9.95%
For Category I, Category II and IV Investors eligible for additional incentive of 0.25% (p.a.)	10.20%

Series V NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

**Series VI NCD**

In case of Series VI NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series VI NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	10.40%
For Category I, Category II and IV Investors eligible for additional incentive of 0.25% (p.a.)	10.65%

Series VI NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

**Series VII NCD**

In case of Series VII NCDs, the NCDs shall be redeemed at the end of 60 months from the Deemed Date of Allotment as mentioned below:

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Category I, II, III and IV	1,000	1,640.90
For Category I, Category II and IV Investors eligible for additional incentive/premium amount (Rs/Secured NCD)	1,000	1,659.58

**Series VIII NCD**

In case of Series VIII NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series VIII NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	9.95%
For Category I, Category II and IV Investors eligible for additional incentive of 0.25% (p.a.)	10.20%

Series VIII NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months from the Deemed Date of Allotment.

**Series IX NCD**

In case of Series IX NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series IX NCD:

Category of NCD Holders	Coupon (% p.a.)
Category I, II, III and IV	10.40%
For Category I, Category II and IV Investors eligible for additional incentive of 0.25% (p.a.)	10.65%

Series IX NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months from the Deemed Date of Allotment.

All Category of Investors in the proposed Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company and/or are equity shareholder(s) of our Promoter, Edelweiss Financial Services Limited (“EFSL”) as the case may be, on the Deemed Date of Allotment and applying in Series I, Series III, Series V, Series VI, Series VIII and/or Series IX NCDs shall be eligible for additional incentive of 0.25% p.a. provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for payment of respective coupons in respect of Series I, Series III, Series V, Series VI, Series VIII and/or Series IX NCDs.

For all Category of Investors in the proposed Tranche II Issue who are also holders of NCD(s)/Bond(s) previously issued by our Company in past public issues of NCDs and/or are equity shareholder(s) of our Promoter, Edelweiss Financial Services Limited (“EFSL”) as the case may be, on the Deemed Date of Allotment applying in Series II, Series IV and/or Series VII, the maturity amount at redemption along with the additional yield would be ₹ 1,213.62/- per NCD, ₹ 1,377.89/- per NCD and ₹ 1,659.58/- per NCD respectively provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for redemption in respect of Series II, Series IV and/or Series VII.

The additional incentive will be maximum of 0.25% p.a. for all Category of Investors in the proposed Issue, who are also holders of NCD(s)/Bond(s) previously issued by our Company and/or are equity shareholder(s) of our Promoter, Edelweiss Financial Services Limited (“EFSL”) as the case may be, on the Deemed Date of Allotment.

On any relevant Record Date, the Registrar and/or our Company shall determine the list of the Primary holder(s) of the Tranche II Issue and identify such Investor/ NCD Holders, (based on their DP identification and /or PAN and/or entries in the Register of NCD Holders) and make the requisite payment of additional incentive.

The additional incentive will be given only on the NCDs allotted in the Tranche II Issue i.e. to the Primary holder(s). In case if any NCD is bought/acquired from secondary market or from open market, additional incentive will not be paid on such bought/acquired NCD.

In case the Primary holder(s) sells/gifts/transfer any NCDs allotted in the Tranche II Issue, additional incentive will not be paid on such sold/gifted/transferred NCD except in case where NCDs are transferred to the Joint holder/Nominee in case of death of the primary holder.

**Basis of payment of Interest**

The Tenor, Coupon Rate / Yield and Redemption Amount applicable for each Series of NCDs shall be determined at the time of Allotment of NCDs. NCDs once allotted under any particular Series of NCDs shall continue to bear the applicable Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment irrespective of the category of NCD Holder on any Record Date, and such tenor, coupon/yield and redemption amount as at the time of original allotment will not be impacted by trading of any series of NCDs between the categories of persons or entities in the secondary market.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Investors. In such cases, interest, on the interest payment date, would be directly credited to the account of those Investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Refer to the paragraph on “Manner of Payment of Interest/ Refund” at page 229 of the Tranche II Prospectus.

Payment of Interest will be made to those NCD Holders whose names appear in the register of NCD Holders (or to first holder in case of joint-holders) as on Record Date. For NCDs subscribed, in respect to Series VI and Series VIII, where the interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last day of every month during the tenor of such NCDs and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed along with the interest of the subsequent month and paid on the first day of the month next to that subsequent month. For example, assuming Deemed Date of Allotment (tentative) as November 4, 2019, first interest payment will be from the Deemed Date of Allotment till December 31, 2019 and will be paid on January 1, 2020.

**Taxation**

Any tax exemption certificate/document must be lodged at the office of the Registrar at least 7 (seven) days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company’s books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

As per clause (ix) of Section 193 of the IT Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized Stock Exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialized form.

However, in case of NCDs held in physical form pursuant to rematerialisation, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor (in case of resident Individuals and HUFs), if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the NCDs, then the tax will be deducted at applicable rate. However in case of NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by Individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all Applicants (other than companies, and firms ), or (b) a certificate, from the Assessing Officer which can be obtained by all Applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted to our Company quoting the name of the sole/ first NCD Holder, NCD folio number and the distinctive number(s) of the NCD held, prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/

certificate in original from Assessing Officer for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the N.I. Act, then interest would be paid on the next working day. Payment of interest would be subject to the deduction as prescribed in the IT Act or any statutory modification or re-enactment thereof for the time being in force.

*Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of the Tranche II Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.*

**Put / Call Option**

NA

**Application Size**

Each application should be for a minimum of Ten NCDs and multiples of one NCD thereof. The minimum application size for each application would be ₹ 10,000 (for all kinds of Series I, II, III, IV, V, VI, VII, VIII and IX NCDs either taken individually or collectively) and in multiples of ₹ 1,000 thereafter.

Applicants can apply for any or all Series of NCDs offered hereunder provided the Applicant has applied for minimum application size using the same Application Form.

**Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.**

**Terms of Payment**

The entire issue price of ₹ 1,000 per NCD is payable on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall refund the excess amount paid on application to the Applicant in accordance with the terms of the Tranche II Prospectus.

**Manner of Payment of Interest / Refund**

The manner of payment of interest / refund/redemption amounts in connection with the NCDs is set out below:

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption amount as the case may be. Applicants who are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to the Applicant at the Applicant's sole risk, and the Lead Managers, our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

**Printing of Bank Particulars on Interest/Redemption Warrants**

As a matter of precaution against possible fraudulent encashment of interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account would be taken directly from the depositories. Bank account particulars will be printed on the warrants which can then be deposited only in the account specified.

**Loan against NCDs**

Pursuant to the RBI Circular dated June 27, 2013, our Company, being an NBFC, is not permitted to extend any loans against the security of its NCDs.

**Buy Back of NCDs**

Our Company may, from time to time, consider, subject to applicable statutory and/or regulatory requirements including but not limited to SEBI Debt Regulation, buyback of NCDs, upon such terms and conditions as may be decided by our Company without consent from debenture trustee or debenture holders.

**Procedure for Redemption by NCD Holders**

No action is required on the part of NCD Holder(s) at the time of redemption of NCDs.

**Payment on Redemption**

The manner of payment of redemption is set out below:

On the redemption date, redemption proceeds would be paid by cheque / pay order / electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD Holder(s).

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

**Right to Reissue NCD(s)**

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCD(s), we shall have and shall be deemed always to have had the right to keep such NCDs in effect without extinguishment thereof, for the purpose of resale or reissue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such NCDs either by reselling or reissuing the same NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

**Sharing of Information**

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

**Notices**

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee shall be published in one English language newspaper having wide circulation and one regional language daily newspaper in Mumbai and/or will be sent by post/ courier or through email or other electronic media to the Registered Holders of the NCD(s) from time to time.

**Future Borrowings**

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, pari passu or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection.

**Pre-Issue Advertisement**

Subject to section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Tranche II Issue Opening Date. This advertisement will contain the information as prescribed in Schedule IV of SEBI Debt Regulations in compliance with Regulation 8 (1) of SEBI Debt Regulations. Material updated, if any, between the date of filing of the Tranche II Prospectus with ROC and the date of release of this statutory advertisement, will be included in the statutory advertisement.

**Impersonation**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who:*

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious*

*name, shall be liable for action under Section 447 of the Companies Act, 2013."*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 10 lakh million or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakh or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakh or with both.

**Pre-closure**

Our Company, in consultation with the Lead Managers reserves the right to close the Tranche II Issue at any time prior to the Tranche II Issue Closing Date, subject to receipt of minimum subscription or as may be specified in the "General Information – Tranche II Issue Programme" on page 17 of the Tranche II Prospectus.

Our Company shall allot NCDs with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Tranche II Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Tranche II Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche II Issue have been given.

**Minimum Subscription**

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum Subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of Base Issue Size i.e. ₹ 750 million, prior to the Tranche II Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 working days from the Tranche II Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within 6 working days from the Tranche II Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular bearing no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

**Guarantee/ Letter of Comfort**

The Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

**Utilisation of the Tranche II Application Amount**

The sum received in respect of the Tranche II Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

**Utilisation of Issue Proceeds**

- (a) All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Tranche II Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our

Balance Sheet indicating the purpose for which such monies had been utilised; and

- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) We shall utilize the Tranche II Issue proceeds only up on (i) receipt of minimum subscription; (ii) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; and (ii) receipt of listing and trading approval from Stock Exchange.
- (e) The Tranche II Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (f) Details of all utilised and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indication the purpose for which such monies have been utilised and the securities or other forms of financial assets in which such unutilized monies have been invested.

**Filing of the Shelf Prospectus and Tranche II Prospectus with the RoC**

A copy of the Shelf Prospectus and the Tranche II Prospectus has been filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

For further details, refer section titled "Issue Related Information" on page 212 of the Tranche II Prospectus.

**DETAILS PERTAINING TO THE COMPANY**

**Our Business**

For further details, refer chapter titled "Our Business" on page 49 of the Shelf Prospectus and Page 49 of the Tranche II Prospectus.

**HISTORY AND CERTAIN OTHER CORPORATE MATTERS**

Our Company was incorporated in Mumbai, Maharashtra on July 18, 2005 as a public limited company under the provisions of the Companies Act, 1956 as ECL Finance Limited and received the certificate of commencement of business from the RoC on August 04, 2005. Our Company has obtained a certificate of registration dated April 24, 2006 bearing registration no. N-13.01831 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934, to commence/carry on the business of non-banking financial institution without accepting public deposits subject to the conditions mentioned in the certificate of registration. For further details refer chapter titled "History and Certain Other Corporate Matters" on page 117 of the Shelf Prospectus and page 65 of the Tranche II Prospectus.

**CAPITAL STRUCTURE**

**Details of share capital**

The share capital of our Company as at September 30, 2019 is set forth below:

Share Capital	In ₹
<b>Authorised Share Capital</b>	
6,700,000,000 Equity Shares of face value of ₹1.00 each	6,700,000,000.00
4,000,000 Preference Shares of face value of ₹10.00 each	40,000,000.00
<b>Total Authorised Share Capital</b>	6,740,000,000.00
<b>Issued, Subscribed and Paid-up share capital</b>	
2,138,267,650 Equity Shares of face value of ₹ 1.00 each fully paid up	
<b>Equity Share Capital</b>	2,138,267,650.00

Please note that the Securities Premium amount as on June 30, 2019 is ₹ 11,879,960,145.

For further details, please refer to the section titled "Capital Structure" on page 51 of the Shelf Prospectus and Page 39 of the Tranche II Prospectus.



**MANAGEMENT**

The following table sets for the details regarding the Board of Directors:

<b>Name, Designation, DIN, Nationality, Occupation and Address</b>	<b>Age</b>	<b>Other Directorships</b>
<p>Mr. Rashesh Shah                      Designation: Chairman &amp; Managing Director                      DIN: 00008322                      Nationality: Indian                      Occupation: Service                      Date of Appointment: August 01, 2013                      Term: 5 years from August 01, 2016                      Address: B- 233, 10<sup>th</sup> Floor, Kalpataru Horizon – B,                      S.K. Ahire Marg, Worli, Mumbai – 400 018 Maharashtra</p>	55 years	<ol style="list-style-type: none"> <li>1. Edelweiss Financial Services Limited;</li> <li>2. Edelweiss Tokio Life Insurance Company Limited;</li> <li>3. Federation of Indian Chamber of Commerce and Industry;</li> <li>4. Mabella Trustee Services Private Limited; and</li> <li>5. Rashesh &amp; Vidya Shah Family Foundation.</li> </ol>
<p>Mr. Deepak Mittal                      Designation: Managing Director &amp; CEO                      DIN: 00010337                      Nationality: Indian                      Occupation: Service                      Date of Appointment: February 18, 2019                      Term: 5 years from February 18, 2019                      Address: B-1103, Ashok Towers, Dr. S. S. Rao Road, Parel,                      Mumbai- 400012 Maharashtra</p>	46 years	<ol style="list-style-type: none"> <li>1. Edel Give Foundation;</li> <li>2. Edelweiss Tokio Life Insurance Company Limited; and</li> <li>3. Edelweiss Housing Finance Limited</li> </ol>
<p>Ms. Vidya Shah                      Designation: Non-Executive Director                      DIN: 00274831                      Nationality: Indian                      Occupation: Service                      Date of Appointment: March 20, 2015                      Term: Liable to retire by rotation                      Address: B- 223, 9<sup>th</sup> Floor, Kalpataru Horizon – B, S.K. Ahire Marg,                      Worli, Mumbai – 400 018, Maharashtra</p>	53 years	<ol style="list-style-type: none"> <li>1. Common Purpose India;</li> <li>2. EdelGive Foundation;</li> <li>3. Edelweiss Asset Reconstruction Company Limited;</li> <li>4. Edelweiss Financial Services Limited;</li> <li>5. Toolbox India Foundation;</li> <li>6. Mabella Trustee Services Private Limited; and</li> <li>7. Rashesh &amp; Vidya Shah Family Foundation.</li> </ol>
<p>Mr. Pudugramam Narayanaswamy Venkatachalam                      Designation: Independent Director                      DIN: 00499442                      Nationality: Indian                      Occupation: Professional                      Date of Appointment: December 20, 2007                      Term: Five years with effect from August 30, 2017 till the conclusion of                      the 17th Annual General Meeting to be held in the year 2022                      Address: Flat No. 3C, Settflur Manor No.2, Sivaswamy Street,                      (Behind UTI Bank), Off Dr. Radhakrishnan Salai, Mylapore,                      Chennai – 600 004, Tamil Nadu</p>	75 years	<ol style="list-style-type: none"> <li>1. Edelweiss Finance &amp; Investments Limited;</li> <li>2. Edelweiss Financial Services Limited;</li> <li>3. Edelweiss Housing Finance Limited;</li> <li>4. Edelweiss Tokio Life Insurance Company Limited;</li> <li>5. Sundaram BNP Paribas Home Finance Limited;</li> <li>6. Sundaram Finance Limited; and</li> <li>7. Edelweiss Asset Reconstruction Company Limited.</li> </ol>
<p>Mr. Biswamohan Mahapatra                      Designation: Independent Director                      DIN: 06990345                      Nationality: Indian                      Occupation: Professional                      Date of Appointment: July 18, 2017                      Term: Five years with effect from August 30, 2017 till the conclusion of                      the 17th Annual General Meeting to be held in the year 2022                      Address: Flat No. 502, Floor. 5, Wing M1, Riddhi Gardens M1 Riddhi                      Gardens CHSL, Gen. A.K Vaidya Marg, Malad (E),                      Mumbai – 400 097, Maharashtra</p>	65 years	<ol style="list-style-type: none"> <li>1. Edelweiss Financial Services Limited;</li> <li>2. HDFC Credila Financial Services Private Limited;</li> <li>3. Edelweiss General Insurance Company Limited;</li> <li>4. Ujjivan Small Finance Bank Limited; and</li> <li>5. National Payments Corporation of India.</li> </ol>

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Name, Designation, DIN, Nationality, Occupation and Address	Age	Other Directorships
Mr. Venkatchalam Ramaswamy Designation: Vice Chairman and Non-Executive Director DIN: 00008509 Nationality: Indian Occupation: Service Date of Appointment: March 5, 2019 Term: Liable to retire by rotation Address: 142, Beach Towers, P. Balu Road, Prabhadevi, Mumbai – 400 025, Maharashtra	53 years	1. Edelweiss Finance & Investments Limited; 2. Edelweiss Financial Services Limited; 3. Edelweiss Asset Reconstruction Company Limited; 4. Edelweiss Investment Advisors Private Limited; 5. Edelweiss Capital (Singapore) Pte. Ltd; and 6. Edelweiss Alternative Asset Advisors Pte. Ltd.
Mr. Kunnasagaran Chinniah Designation: Independent Director DIN: 01590108 Nationality: Indian Occupation: Service Date of Appointment: February 18, 2019 Term: 3 years, from February 18, 2019 till February 18, 2022. Address: 12, Countryside Grove, Singapore 789 967	62 years	1. Edelweiss Financial Services Limited; 2. Nirlon Limited; 3. Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited); 4. Edelweiss Capital (Singapore) Pte. Ltd.; 5. Changi Airport International Pte. Ltd. 6. Keppel Infrastructure Fund Management Pte Ltd.; 7. Azalea Asset Management Pte. Ltd; 8. Astrea III Pte. Ltd.; 9. Azalea Investment Management Pte. Ltd.; 10. Hindu Endowments Board; 11. Greenko Energy Holdings; 12. Edelweiss Securities Limited; 13. Edelweiss Finvest Private Limited; and 14. Edelweiss Tokio Life Insurance Company Limited
Mr. Lim Meng Ann Designation: Non-Executive Director (Investor Nominee Director) DIN: 08134665, Nationality: Singaporean Occupation: Director Date of Appointment: May 7, 2019, Term: Not liable to retire by rotation Address 28, King's Road, Singapore 268080.	56 years	1. Cubic City Service Apartment Group Holdings Limited; 2. TVS Supply Chain Solutions Limited; 3. CDPQ Asia Pacific Pte. Ltd; 4. CDPQ Private Equity Asia Pte. Ltd.; and 5. CDPQ Private Equity Asia II Pte. Ltd.

### Associates, Joint Ventures and Subsidiary

As on the date of the Prospectus, our Company does not have any associate, joint venture and subsidiary.

For further details please refer to chapter titled “Our Management” on page 121 of the Shelf Prospectus and Page 66 of the Tranche II Prospectus.

## LONG TERM DEBT TO EQUITY RATIO

The debt-equity ratio of our Company, prior to this Issue is based on a total borrowing of ₹ 2,44,710.69 million and shareholder Net worth amounting to ₹ 39,129.03 million as on June 30, 2019.

(In ₹ million)

Particulars	Pre Issue	Post Issue
Debt securities	1,04,113.91	1,09,113.91
Borrowings (other than debt securities)	1,20,816.04	1,20,816.04
Subordinated Liabilities	19,780.74	19,780.74
<b>Total debt - A</b>	<b>2,44,710.69</b>	<b>2,49,710.69</b>
Equity		
- Equity share capital	2,138.27	2,138.27
- Other Equity	36,990.76	36,990.76
<b>Net worth - B</b>	<b>39,129.03</b>	<b>39,129.03</b>
<b>Total Debt to equity ratio (Number of times) - A/B</b>	<b>6.25</b>	<b>6.38</b>

### Notes:

1. Debt securities under “Post issue” column is computed on the basis that there is an inflow of ₹ 5,000 million from the proposed issue of secured redeemable non-convertible debentures.

For details on the total outstanding borrowing of our Company, please refer to the chapter titled “Financial Indebtedness” beginning on page 150 of the Shelf Prospectus and Page 84 of the Tranche II Prospectus.

**Key Operational and Financial Parameters**

A summary of our key operational and financial parameters as at and for the year ended March 31, 2019 on a standalone basis, as derived from Ind AS financial statement, are as follows:

*(₹ in million)*

Parameters	Financial year ended
	March 31, 2019
Equity (Note 1)	38,494.52
Total Borrowings of which	228,153.89
Debt securities	94,871.85
Borrowings (other than debt securities)	113,287.45
Subordinated Liabilities	19,994.59
Property, Plant and Equipment and Other Intangible assets (Note 2)	684.34
Financial assets (Note 3)	32,199.18
Non-financial assets (Note 4)	2,339.99
Cash and cash equivalents	985.4
Bank balances other than cash and cash equivalents	470.24
Financial liabilities (Note 5)	7,465.74
Non-financial liabilities (Note 6)	531.74
Loans (Note 7)	237,966.74
Interest Income	37,594.49
Finance Costs	243,98.26
Impairment on financial instruments	2,468.77
Total Comprehensive Income	5,655.53
Gross NPA (%)	1.87%
Net NPA	0.69%
CRAR - Tier I Capital Ratio (%)	14.27%
CRAR - Tier II Capital Ratio (%)	5.00%

Notes: The below notes are applicable to the key operational and financial parameters as at and for the year ended March 31, 2019, are as follows:

1. "Equity" refers to the aggregate of Equity share capital and Other equity.
2. "Property, Plant and Equipment and Other Intangible assets" refers to the aggregate of Property, Plant and Equipment, Other intangible assets, Capital work in progress and Intangible assets under development.
3. "Financial assets" refers to the aggregate of Derivative financial instruments, Securities held for trading, Receivables, Other Investments and Other financial assets.
4. "Non-financial assets" referred to the aggregate of Current tax assets (net), Deferred tax assets (net) and Other non-financial assets.
5. "Financial liabilities" refers to the aggregate of Derivative financial instruments, Trade payables and Other financial liabilities
6. "Non-financial liabilities" refers to the aggregate of Current tax liabilities (net), Provisions and Other non-financial liabilities.
7. "Loan" refers to Loan Book as per Ind AS less of Stage 1 Provision, Stage 2 Provision and Stage 3 Provision.

For further details refer section titled "Financial Information" on page number 146 of the Shelf Prospectus and Page 211 of Tranche II Prospectus.

**LEGAL AND OTHER INFORMATION**

Except as described below, there are no outstanding litigations including, suits, criminal or civil prosecutions and taxation related proceedings against our Company and its Board of Directors that may have an adverse effect on our business. Further, there are no defaults, non-payment of statutory dues including, institutional / bank dues and dues payable to holders of any debentures, bonds and fixed deposits that would have a material adverse effect on our business other than unclaimed liabilities against our Company as of the date of the Tranche II Prospectus.

The Debentures Committee in its meeting held on April 18, 2019 has adopted a materiality threshold of 5% of the standalone net worth of the Company for disclosure of litigation involving our Company, the Directors, Promoter and Group Companies which may have an adverse impact on the position of our Company.

For the purposes of disclosure, all other pending litigation involving our Company, Promoter, group companies or any other person other than criminal proceedings, statutory or regulatory actions, would be considered 'material' if the monetary amount of claim is more than 5 % of the standalone net worth of the Company for the Fiscal 2019.

Save as disclosed herein below, there are no: -

- litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoter of our Company during the last five years immediately preceding the year of the issue of the Tranche II Prospectus and any direction issued by such Ministry or Department or statutory authority;
- pending litigation involving our Company, our Promoters, our Directors, Subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the position of the issuer;
- material fraud committed against our Company in the last five years;
- inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of the Shelf Prospectus in the case of our Company and all of our Subsidiaries;
- pending proceedings initiated against our Company for economic offences; and
- default and non-payment of statutory dues etc.
- Further from time-to-time, we have been and continue to be involved in legal proceedings filed by and/or against us, arising in the ordinary course of our business. These legal proceedings are mostly civil in nature. We believe that the number of proceedings in which we are / were involved is not unusual for a company of our size doing business in India.

**I. Litigation involving our Company**

Except as disclosed below, there are no other important legal proceedings involving our Company.

**(a) Civil proceedings**

- Against our Company
- 1. The State Bank of India and others (“Appellants”) has filed an O.S.A. No. 43/13 (“Appeal”) dated September 25, 2013 before the High Court of Karnataka, Bangalore against United Breweries (Holdings) Ltd (“UBHL”), the Company and others, for a direction to UBHL for the deposit of the entire sale proceeds of the 13,612,591 shares of United Spirits Limited (“USL”), the release of the said amounts to the Appellants and an interim order restraining UBHL from paying any part of the sale proceeds to the pledge holders. The Appellants filed an appeal against the order dated May 24, 2013 in company application numbers 437,441,440, 439 and 438 of 2013 in company petition number 122, 121, 248, 185 and 57 of 2012 pursuant to which the single judge in the appeal partly allowed the applications filed by UBHL and permitted the Appellants to sell 13,612,591 equity shares of USL held by them to Relay BV and Diageo plc and others and to use the sale proceeds to make payment to UBHL’s secured creditors. The said shares were pledged with various lenders including the Company. The Appellants also made the Company

and other lenders of UBHL as parties in the Appeal and claimed that these pledges of shares, which were created in favour of the Company, as invalid on the ground that these pledges were created in breach of certain warranties contained in the guarantee agreement executed by UBHL in favour of and the benefit of the Appellants. Pursuant to the judgment dated December 20, 2013, the appellate court (Company Court) set aside the Company Court’s order dated May 24, 2013 of the Company Court and held that the sale of shares was void.

Relay BV and Diageo plc and others filed a petition for special leave appeal (civil) numbers 967, 2955, 4826, 4827, 4828 and 4829 of 2014 against the Appellants to seek leave to appeal against the judgment dated December 20, 2013. The Appellants filed special leave petition (civil) numbers 6270, 13589 and 1501 of 2014, against UBHL and others, including the Company, in the Supreme Court praying to set aside the judgment dated December 20, 2013 of the Appellate Court. The matter was last listed on 9 April 2018 for consideration of impleadment applications filed by various parties in connected civil appeals. The Supreme Court was pleased to allow the impleadment applications. The Supreme Court also observed that in view of winding up order having been passed, United Breweries (Holdings) Limited shall sue and be sued in the name of Official Liquidator and accordingly the Supreme Court directed notice be issued to official liquidator. The matter is currently pending.

2. In the matter of Reliance Project Venture & Management Pvt. Ltd. (“RPVMPL”) (“Plaintiff”) v. ECL Finance & Ors. the Plaintiffs had earlier moved to the Bombay High Court, single judge bench inter alia for restraining ECL Finance from selling the pledge share of R Power and of RCOM, to pay damages of ₹ 3,008.41 crore and declare the sale of pledge shares illegal. The suit is currently pending.
3. Sunil Kumar Aggarwal (“Plaintiff”), a minority shareholder in Rudra Buildwell Homes Private Limited (“Project Company”), on whose land the Company holds a mortgage over certain lands, has filed a suit for declaration of his alleged rights before the Patiala House Court. Prayer has been made for injunction restraining the Company from creating any charge or encumbrance over the assets of the Project Company, and for declaration that a prior charge exists in favour of the Plaintiff. Further, the Plaintiff has filed a suit for enforcement of rights under a conciliation agreement executed between the Plaintiff and the Project Company before the Delhi High Court. The matter is currently pending.
4. Yogendernath Bhardwaj and other have filed Writ Petition (c) being No. 8748 of 2017 before Delhi High Court against SEBI and other including ECL Finance limited *inter-alia* seeking injunction against sale of shares belonging to the Petitioners in furtherance of an order likely to be passed by SEBI in pending inquiry against Amrapali Aadya Trading and Investment Pvt. Ltd, who fraudulently and without any authorization pledged the shares with ECLFL and 2 others as collateral against loan borrowed by Amrapali Aadya Trading and Investment Pvt. Ltd. By an Order dated 27th September 2017, the Hon’ble Court directed to maintain status quo without creating any hurdle in the investigation undertaken by SEBI. The matter is currently pending and listed for hearing on January 23, 2020.
5. Arvind Ghai, a resident of Ghaziabad and a retail client of ECL Finance Limited filed an injunction suit bearing No 1288 of 2018 before the Court of Civil Judge, Senior Division, Ghaziabad against the Company and some of its directors namely, Rashesh Shah, Venkat Ramaswamy, Himanshu Kaji, Vidya Shah, Biswamohan Mahapatra and Rujan Panjwani, one of the directors of its Promoter Company seeking permanent injunction and has prayed to restrain any dispossession from his residential property till the final disposal of the recovery suit filed by the Company before District Judge of Patiala House Court. On March 7, 2019 the Company filed its counter reply in the matter. On April 8, 2019, the Company filed its Application under Section 10 of Code of Civil Procedure for stay of proceedings. On July 23, 2019 the Hon’ble Court after hearing dismissed the said Suit. Being aggrieved, the client Arvind Ghai filed an Application bearing No. 19 of 2019 before the Upper Civil Judge (Senior Division) Ghaziabad against the Company and its above stated directors for restoration of the same. The matter is currently pending.

**(b) Criminal proceedings**

• *Against our Company*

1. The Directorate of Enforcement (“Complainant”) has filed an original complaint dated September 03, 2016 (O.C. No-639/2016) with the Adjudicating Authority under the Section 5 (5) of the Prevention of Money Laundering Act of 2002 (ECIR/07/MBZO/2016) against M/s. Kingfisher Airlines Ltd, Mr. Vijay Mallya, and others for acquisition of property using proceeds of crime in terms of Section 2 (1) (u) of Prevention of Money Laundering Act of 2002. Certain shares of Mr. Vijay Mallya and his associates were pledged with the Company as security (“**Pledged Securities**”) for various loans availed by them. The Complainant has sought for attachment of the Pledged Securities. The adjudicating authority has confirmed the provisional attachment under O.C. No-639/2016 vide an order dated February 22, 2017 and our Company has challenged the same vide Appeal No. FPA-PMLA-1773/MUM/2017 before the Appellate Authority. The Matter is currently pending, and the next date of hearing is listed for final disposal of February 18, 2020.
2. Our Company has received a notice dated February 23, 2018 from Investigating Officer, General Cheating – 1, Economic Offence Wing (“EOW”), Mumbai under Section 91 and 160 of Criminal Procedure Code, 1973 *inter-alia* seeking details of clients of ECLF namely, Gaurav Sudhirkumar Davda and Vipul Hiralal Shah in relation to the loan transaction in Shree Ashtavinayak Cine Vision Limited. ECLF has provided all necessary information and documents related to loan facilities and also recorded the statement of the concern officials before Investigating Officer (“IO”). The matter is currently pending.
3. Our Company received a Notice dated September 6 2018 received on September 14, 2018 from the office of the Asst. Commissioner of Police, Economic Offences Wing, Delhi under Section 91 of Criminal Procedure Code, 1973 *inter-alia* asking to provide details of pledged shares belonging to client, Amarpali Aadya Trading and Investments Private Limited, along with supporting documents as regards to pledge, liquidation etc., which notice was duly complied with by furnishing the necessary documents and information. On October 24, 2018, our Company has been served with fresh notice dated October 9, 2018 asking for additional about 09 clarifications mentioned therein with respect to authorization to liquidate securities, pending quantities of securities, and the Company has complied with the same. The Company vide its letter dated December 20, 2018, have furnished the necessary details to the authority. The matter is currently pending.
4. Our Company received Notice dated January 9, 2019 under Section 91 Cr. P.C from the Additional Commissioner of Police, Economic Offences Wing, Mandir Marg Complex Police station, Delhi *inter-alia* informing that department commenced investigation against CPR Capital Services Limited and its directors for forgery of Bonds, NCDs and shares belonging to the complainant one Ravinder Gupta and subsequently pledging the same to avail loan facilities. Our Company has been directed to provide all the information about loan facilities availed by CPR Capital Services Limited and its directors together with details of securities. our Company provided the required details. The matter is currently pending.

• *By our Company*

1. Our Company has filed criminal complaints dated December 4, 2010 and December 10, 2010 against Mr. Prakash Patel, Mr. Kalpesh Padhya, Mr. Vyomesh Trivedi and Mr. Gaurav Davda (together referred to as “Accused”) before the Joint Commissioner of Police, Economic Offences Wing, Crime Branch, Mumbai (“EOW”) under Sections 403, 406, 420, 120 - B, 34 and other applicable provisions of Indian Penal Code, 1860 for criminal breach of trust and cheating in relation to a loan, resulting in a loss of INR 82.9 million to our Company. During investigation, one more person, Mr. Mukesh Kanani was implicated as an Accused. Subsequently, a first information report dated November 3, 2011 was registered against the Accused including Mr. Mukesh Kanani for an offence under section 420 and Section 34 of Indian Penal Code, 1860. Thereafter, on August 28, 2014 EOW filed a case before the Additional Chief Metropolitan Magistrate’s 19th Court at Esplanade Court Mumbai against the Accused for committing the alleged offence under Section 420

and Section 34 of the Indian Penal Code, 1860. The matter is currently pending for hearing and recording evidence of Company’s authorised officials.

2. Our Company has filed a criminal complaint before the BKC police station, Bandra against Mr. Mahesh Chavan, proprietor of Global Overseas, Mr. Kaushal *alias* Renu Menon, Ms. Deepali, Sandeep Kelkar and Mr. Rohit Paranjpe, Deodhar Gholat (“Accused”) for committing an act of cheating with respect to purchase of a car, being C – 220 CDI, Grand Edition, manufactured by Mercedes Benz, for our company’s employee Mr. Ram Yadav. Subsequently, first information report (“FIR”) number 236/14 dated December 2, 2014 was filed with the BKC Police station for procurement of documents. Statements of Ram Yadav and Neelu Chandni recorded by police on January 21, 2015. Police case number PW/329/2015 was filed on January 27, 2015 before the 9th Metropolitan Magistrate Court at Bandra (“Court”). The Police authorities filed charge sheet only against Sandeep Kandalkar and Mahesh Chavan. The matter is currently pending and listed for hearing under the caption of not heard cases.
3. Our Company, pursuant to the requirements under an RBI circular (No. RBI/2015-16/75DBS.CO.CFMC.BC. No. 1/23.04.001/2015-16) dated July 1, 2015, reported an instance of suspected fraud by its customer Shridhar Udhavrao Kolpe and Saraswati Bhimrao Shinde (“Borrowers”) under the requisite form to RBI on July 7, 2016. The Borrowers were given a loan of INR 5.83 million by ECLF against their property. ECLF upon its internal investigation found that the Borrowers have (a) obtained loan from another financial institution post the disbursement of loan from ECLF and (b) sold the property (mortgaged to ECLF) without consent/ no objection certificate from ECLF. Therefore, it was suspected that the Borrowers have created multiple property documents (forged documents) in connection with the property which was mortgaged with ECLF and taken loan from other financial institutions. Subsequently, ECLF filed a complaint dated August 12, 2016 against the Borrowers before the Senior Police Inspector, Shivaji Nagar Police Station, Pune requesting them to take cognizance of the offences punishable under Sections 420, 465, 467, 468, 471, 34 read with 120B of the Indian Penal Code, 1860 and relevant provisions of the Maharashtra Control of Organised Crime Act, 1999 allegedly violated by the Borrowers. Further, ECLF submitted certain documents to the Senior Police Inspector, Economic Offences Wing, Pune in relation to the loan sanctioned to the Borrowers, pursuant to a notice dated March 14, 2017 issued to ECLF. ECLF filed its statement before the Economic Offences Wing, Pune on 10 May 2017. The matter is currently pending.
4. Our Company has filed a criminal writ petition (criminal writ petition no. 2494 of 2018) against order dated 18/4/2018 passed by 47<sup>th</sup> Magistrate Court, in Misc. Application No.730 of 2017 in Case No.169/PW of 2017. In the said order the execution of the documents as prayed for in the miscellaneous application was granted subject to the condition that the Petitioners shall satisfy the claim of certain 18 flat purchasers in case they approach the Hon’ble Court. The matter is pending.

**(c) Taxation proceedings**

NIL

**(d) Other proceedings**

Our Company has filed numerous cases under Section 138 of the Negotiable Instruments Act, 1881, against our customers for dishonour of cheques which were presented to our Company. These cases are pending across different courts in India. Further, in some of the cases, our customers have filed appeals against our Company.

**II. Litigation involving our group companies**

Except as disclosed below, there are no other important legal proceedings involving our group companies.

**(a) Civil proceedings**

• *Against our group companies:*

*Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited)*

1. Nathella Sampath Jewellery Private Limited (“NSJPL”) filed an arbitration application dated December 1, 2014 (“Application”) before the High Court of Bombay to constitute an arbitration tribunal (“Tribunal”) in relation to a dispute arising out of an agreement dated December 1, 2008 entered into between ECAL Advisors Limited (now known as Edelweiss Rural & Corporate Services Limited (“ERCSL”) and NSJPL for purchase of bullion on fixed or unfixed price basis (“Agreement”). As per the terms of the Agreement, if NSJPL chose to purchase bullion on unfixed price basis, it would be required to pay ERCSL, deposit margin money (“Margin”) and the price of the bullion would be fixed within 15 calendar days of making payment of the Margin. Also, NSJPL would be liable to replenish the shortfall in the Margin for all open positions. ERCSL *vide* its letter dated September 5, 2013 intimated NSJPL the amount due by NSJPL upon fixation of an unfixed open bullion position. However, NSJPL withheld certain payments for losses caused to it allegedly on account of the positions wrongly being kept open by ERCSL despite non-payment of shortfall in Margin. Since the parties failed to resolve the dispute amicably, ERCSL served notices of pending dues to NSJPL dated October 11, 2013 and March 25, 2014, demanding a total outstanding amount of Rs 59.02 million and also filed a winding-up petition dated November 12, 2014 against NSJPL before the High Court of Madras. Upon the constitution of the Tribunal pursuant to the Application, ERCSL filed a claim dated March 10, 2016 against NSJPL for an outstanding amount of INR 59.02 million along with interest at a rate of 18% per annum from September 6, 2013 till actual payment. ERCSL also moved an Application under Section 16 of Arbitration and Conciliation Act, 1996 for determination of the Tribunal’s jurisdiction in deciding Nathella’s claim for illegality of transaction. Subsequently, NSJPL filed a counter claim against ERCSL for either a sum of INR 244.61 million along with an interest of 18% from March 16, 2016 till actual payment or a sum of INR 47.00 million along with interest of 18% from September 1, 2013 till actual payment and direction to ERCSL to render true and correct account of transactions during the entire currency of the Agreement. On October 24, 2016, an application on maintainability of NSJPL’s claim as a preliminary objection was rejected. ERCSL filed an Evidence Affidavit thereafter and the cross-examination of ERCSL’s witness Rakesh Udyawar commenced from September 08, 2017 and was thereafter adjourned from time-to-time to November 23, 2017, November 30, 2017, as part heard and concluded on January 18, 2018. NSJPL is required to file an affidavit of evidence in lieu of examination in chief on or before March 01, 2018, which NSJPL complied with. On April 25, 2018 the cross examination of NSJPL’s witness concluded. In the meantime, NSJPL has filed a Company Petition No. CA/129/IB/2018 before the National Company Law Tribunal (“NCLT”), Chennai Bench for initiation of corporate insolvency resolution process, which has been admitted by the NCLT on April 23, 2018. In view of the above, the Learned Arbitrator has cancelled the hearings and directed resuming the hearings after the conclusion of the corporate insolvency resolution process. ERCSL thereafter, moved an arbitration petition under Section 29A of the Arbitration and Conciliation Act, 1996 seeking a further extension of time for a period of six months to complete the arbitration proceedings and pass a final award, which proceedings were restrained on account of order under Section 14 of the Insolvency and Bankruptcy Code, 2016. By an order dated March 05, 2019 the Hon’ble Bombay High extended the time to complete the arbitration proceedings and pass a final award within a period of six months. Subsequently, Arbitration hearing conducted on 15th June 2019 and ERCSL concluded its arguments. On 22nd June 2019 NSJPL initiated its arguments and continued on to 20 July 2019, 27th July 2019 and 09th August 2019 On 9 August 2019, NSJPL concluded its arguments. On 20th August 2019, ERCSL commenced its arguments but remained in completed. On September 19, 2019, ERCSL moved an Application before Bombay High Court under Section 29A of Arbitration and Conciliation Act for extension of Arbitrator’s tenure for a further period of two months, which was allowed by the Court. On 14th October 2019 ERCSL concluded its arguments and filed its written submissions. Arbitration reference closed for award. The matter is currently pending.
2. Edelweiss Rural & Corporate Services Limited (“ERCSL”) (*formerly known as Edelweiss Commodities Services Limited*) received a notices dated April 03, 2019 and June 14, 2019 (“Notices”) issued under Section 41 read with Section 36(2) of the Competition Act, 2002 (“the Act”) from the office of the Director General, Competition Commission of India, New Delhi along with copy of Commission Order dated November 9, 2018 under Section 26(1) of the Act (“the Order”) to conduct an investigation against 11 trading organizations which included ERCSL for allegedly being part of a cartel involved in increasing the prices of pulses in India. Through the Notice, ERCSL has been inter-alia directed to furnish various information and documents (which include details of pulses business of ERCSL such as procurement, stocking, local sale, etc.) for the period 2010-2011 to 2017-2018. ERCSL has furnished the said information and documents in compliance with the said Notice. The matter is currently pending with the CCI.
3. Edelweiss Rural & Corporate Services Limited (“ERCSL”) (*formerly known as Edelweiss Commodities Services Limited*) received a Notice dated March 29, 2019 (“Notice”) on April 01, 2019 in Form 3, being demand notice / invoice demanding payment under the Insolvency and Bankruptcy Code, 2016 from Vision Millennium Exports Private Limited, Operational Creditor issued under rule 5 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 in respect of unpaid operational debt due from ERCSL for an amount of INR 3,43,41,700.84. ERCSL received the said Notice, which demands a payment of ₹ 3,43,41,700.84, comprising of balance TDS amount with interest @ 12% from 2012 and the computation is as on March 29, 2019. On April 12, 2019, ERCSL replied the said notice on merit through its Advocates inter-alia challenging the maintainability of the said Notice under I&B Code and denied the purported claim. Subsequently, Vision Millennium Exports Private Ltd. has filed an application in the NCLT Hyderabad for recovery of the said amount which the NCLT has accepted and directed Vision Millennium to issue Notice to Edelweiss about the filing of the insolvency petition. In June 2019. The same is being responded to in NCLT. Proceedings in the matter are not concluded.
  - *By our group companies:*  
 Edelweiss Rural & Corporate Services Limited (*formerly Edelweiss Commodities Services Limited*) (“ERCSL”)  
 NIL
  - (b) *Criminal proceedings Against our group companies:*  
 Edelweiss Broking Limited (“EBL”)
    1. EBL received a notice under Section 91 of the Criminal Procedure Code, 1973 from Vidhayak Puri Police Station, Jaipur under Enquiry No 1 of 2019 inter-alia, directing to produce all trading details of clients Mr. Hanuman Prasad Sharma including KYC, Ledger etc. and also all the employment / contact details of ex-employee Bhanwar Lal Teli of Jaipur Branch. Trading client of EBL filed a criminal complaint before Vidhayak Puri Police Station, Jaipur against ex-employee Bhanwar Lal Teli alleging unauthorized trading in his account by the employee thereby causing loss of ₹ 14 lacs. EBL provided all the required details through Jaipur branch office. The matter is currently pending.
    2. Srimati Iti of Agra (“Complainant”), a client of Edelweiss Financial Advisors Limited (“EFAL”) (now amalgamated with EBL) filed a first information report (No. 592 of 2012) (“FIR”) before Hari Parvat, Janpad Police Station, Agra (“Police Station”) against Saurabh Jain, Richa Jain and Mahendra Jain (collectively, the “Accused”), under Sections 420, 467, 468, 471 read with Section 120B of the IPC and Sections 66, 66C and 66D of the Information Technology Act, 2000 for alleged unauthorised trading by modifying her trading account and password. Pursuant to notices dated October 8, 2012 and December 12, 2012, the investigation officer sought KYC documents, trade details, trading account password, user IP details and other documentation from the date of opening trading account by the Complainant from EFAL. The station in-charge of the Police Station issued notices under Section 160 of the Cr. P.C. addressed to Sunil Mitra, Sanjiv Misra and Himanshu Kaji, respectively, directors of Edelweiss Financial Services Limited for inquiry in respect of the FIR (“Notices”). EBL *vide* its letter dated

July 15, 2016 replied to the Notices, *inter alia*, stating that addresses were neither the directors nor were they holding any official position in respect of any of the contracting entities in which the Complainant had opened her trading account.

On October 10, 2018 Sunil Mitra and Himanshu Kaji have been served with the summons dated September 09, 2018 issued pursuant to the order dated April 23, 2018 by the Ld. Chief Judicial Magistrate, Agra based on the supplementary / additional charge-sheet dated December 07, 2017 filed by SHO, Hari Parvat PS, Agra in Case No. 16324/2018 under Sections 420, 406, 120 of IPC read with Sections 66, 66C & 66D of IT Act to appear before Court.

Sanjiv Misra has not been served with any summons, however from bare perusal of the charge sheet and subsequent orders passed by the Ld. Magistrate, Agra; it can be inferred that the process has already been issued against Sanjiv Misra as well. Sunil Mitra, Sanjiv Misra and Himanshu Kaji have therefore, filed a joint Criminal Misc. Application No. (L) 245 of 2018 challenging against the said summoning order before the High Court at Allahabad under Section 482 of the Code of Criminal Procedure to quash and set aside the charge sheet, summoning orders and issuance of process from amongst the grounds including on the ground of vicarious liabilities cannot be extended in criminal jurisprudence without substantiating the role of the officials in alleged offences. On December 4, 2018, the Allahabad High Court stayed further proceedings in the Agra Court against Mr. Sunil Mitra, Mr. Himanshu Kaji and Mr. Sanjiv Misra in Criminal Miscellaneous Application under Section 482 of Code of Criminal Procedure No. 43606 of 2018. On January 03, 2019 the stay order dated December 04, 2018 granted by Allahabad High Court was produced before CJM, Agra, which was taken on record.

By another Order dated May 07, 2019, Allahabad High Court granted stay in Second Petition No. 18339 of 2019 filed by Sanjeev Chandiramani, Nirmal Rewaria, Prashant Mody and Manish Dhanuka under Section 482 of Cr. P.C. challenging Supplementary / additional charge-sheet filed against them in Agra. Allahabad High Court further directed to list for hearing in July 2019 along with first petition after parties filed their respective counter reply & rejoinder, if any.

On June 22, 2019, the stay order dated May 07, 2019, granted by Allahabad High Court in Second Petition was produced before CJM, Agra, which was taken on record. The Ld. Magistrate was pleased to stay the proceedings before him till the next date of hearing i.e. August 20, 2019.

By an order passed in July 2019, both the Petitions pending before Allahabad High Court clubbed together and listed for hearing on 09th August 2019, when Complainant made their appearance and sought time to file their say within 03 weeks and stay orders granted stand continued. State also filed its reply in second Petition bearing No. 18339 of 2019.

On August 20, 2019, EBL filed Allahabad High Court Order *inter-alia* clubbing both the Petitions before CJM, Agra, which was taken on record. The matter is currently pending.

3. Manish Varshney ("Complainant") filed a first information report (No. 139 of 2012) dated March 28, 2012 ("FIR") against its ex-employees Manoj Tomar and Manoj Gupta (collectively, the "Accused") under Sections 406, 417 and 506 of the Indian Penal Code, 1860 for alleged fraudulent trading using the Complainant's trading account. Subsequently, Manoj Gupta filed a criminal petition (miscellaneous No. 18155 of 2012) under Article 226 of the Constitution of India, 1949 before the High Court of Judicature at Allahabad ("Court"), seeking a stay order and directions to quash the FIR. The Court granted a stay and directed the police to submit a police report under Section 173(2) of the Criminal Procedure Code, 1973. Accordingly, Police filed its final report before Chief Judicial Magistrate, Aligarh and matter stands transferred to Judicial Magistrate, Aligarh. The matter is currently pending.
4. Edelweiss Broking Limited ("EBL") received an undated notice ("Notice") under Section 91 of the Code of Criminal Procedure, 1973 from Mr. Kundan Singh, Investigating Officer, Udyong Vihar Police Station, Gurgaon ("IO"), in pursuance of first information report number 76 of 2012 dated June 26, 2012 under Sections 406, 420, 467, 468, 471 and

120 – B of the Indian Penal Code, 1860 ("FIR"). The IO has directed EBL to furnish necessary documents for purposes of investigation into the FIR. EBL replied to the Notice on May 5, 2016, seeking further information on the matter. However, EBL is not a party to the dispute. The matter is currently pending.

5. EBL received two email Notices both dated November 14, 2018 from Inspector of Police, Office of the Deputy Inspector General of Police, CBI, Anti-corruption Branch, Hyderabad under Section 91 and 160 of the Criminal Procedure Code, 1973 *inter-alia* seeking trading and Demat details pertaining to the client of EBL namely, P. Durga Prasad DP ID: 12032300 Client ID: 01564294 in relation to investigation in RC 12 (A)/2018/CBI/HYD and to appear before him on November 23, 2018 for the purpose of answering questions relating to the case. On November 30, 2018 EBL furnished all necessary information and documents to the authorities. EBL is not a party to the dispute. The case is currently pending.
6. EBL received email notice dated November 15, 2018 Crime Branch Police Station, Zone-1, M.P. Nagar, Bhopal, Pin Code 462011 (M.P.) India under Section 91 of the Criminal Procedure Code, 1973 *inter-alia* informing that Crime Branch Police Bhopal is investigating Crime No 457/15 under Section 408,420,467,468,120B of Indian Penal Code and inquired with EBL to ascertain whether the telephone numbers namely, 8085870001, 9039136189, 8305344861, 9977140007 and PAN Number :AFQPL4923E pertains to any of the account with EBL at any time. EBL after ascertaining the telephone and PAN numbers provided by authority found that PAN Number: AFQPL4923E is linked with Trading and Demat Account belonging to one of our client, namely Devansh Linjhara residing at H No B-26, Aamra Vihar Kolar Road, Bhopal – 462 042 having his Trading Account No. 60001377 and Demat Account No. -12032300-00710736. Accordingly, EBL provided the necessary information and documents to the authority. EBL is not a party to the dispute. The matter is currently pending. The case is currently pending.
7. Client Mr. Baburajan Pillai filed police complaint No. 537 of 2015 before S Roopesh Raj, PSI, Anjalummoodu, Kollam Police station under Sections 408, 418, 468 and 420 of the Indian Penal Code, 1860 for unauthorised trading in his account. His complaint is that one of the company officials (Mr. Hariharan) took 300 Bank of India share certificates from the client and carried out unauthorized trading in his account. All the shares were sold at loss. Branch officials have visited the police station from time to time and have filed requisite documents. Thereafter, a notice dated January 7, 2016, was sent by the police, under Section 91 of Cr PC ("Notice") directing EBL to provide the relevant documents, which have been duly submitted. The matter is currently pending.
8. EBL received a notice dated March 28, 2013 (No. 109-5A/EOWING) ("Notice") from the Economic Offences Wing at Ludhiana ("EOW") pursuant to a complaint filed by Amarjeet Arora ("Complainant") in relation to alleged wrongful transactions carried out in the Complainant's account by EBL ("Complaint"). An application for arbitration was instituted before the National Stock Exchange Arbitral Tribunal ("Tribunal") on May 15, 2013 by the Complainant against EBL on similar grounds ("Arbitration"). EBL vide its letter dated July 24, 2013, *inter alia*, denied the allegations of carrying out the trade transactions on behalf of the Complainant without his consent and prayed to dispose of the Complaint as the Arbitration has been instituted on similar grounds. The Tribunal vide its award dated December 30, 2014 dismissed the Arbitration ("Award") and the Complainant filed an appeal before the National Stock Exchange Appellate Tribunal ("Appellate Tribunal") against the Award ("Appeal"). However, the Appellate Tribunal rejected the Appeal vide its award dated April 15, 2015. ("Impugned Award"). Thereafter, the Complainant filed an appeal dated May 20, 2015 against the Impugned Award before the High Court of Delhi which was returned by the High Court of Delhi, directing the Complainant to file an application before an appropriate forum. The Complainant subsequently filed an application before the Additional District and Sessions Judge, Ludhiana on March 30, 2016 ("Appeal dated March 30, 2016"). EBL vide its reply dated July 1, 2016 denied the allegations and prayed for dismissal of the Appeal dated March 30, 2016. The matter is currently pending.

9. Fazal Bhai (“Complainant”) filed a criminal case (No. 3213/2007) before the Judicial Magistrate First Class, Chhindwara (Madhya Pradesh) (“Court”) under Sections 420 and 406 of the Indian Penal Code, 1860 against V. K. Sharma, Darshan Mehta, Mayank Shah, Abhijeet Dikshit (all employees of Anagram Stock Broking Limited (now amalgamated with EBL)) and one Pramod Kumar Jain (collectively, the “Accused”) for an alleged fraud in the transaction of shares worth INR 3,00,000 (Indian Rupees Three lakh). By an order dated December 16, 2015 (“Order”), the Court dismissed the Complaint against the Accused. The Complainant has filed a revision petition before the First Additional Sessions Judge, Chhindwara against the Order in pursuance of which summons dated September 16, 2016 was issued to V. K. Sharma, ex-director of EBL. Summons dated June 28, 2018 were also served upon an ex-employee Mr. Abhijeet Dikshit through the Commissioner of Police, Nagpur, Maharashtra. The matter is currently pending.
  10. A first information report (No. 393/13) dated December 5, 2013 was filed by Gaurang Doshi (“Complainant”) against one Mr. Mehul Kantilal Vala, ex-employee of the complainant under Section 154 of the Criminal Procedure Code, 1973 for violation of Sections 408, 418, 381 and 506(2) of the Indian Penal Code, 1860 with Ellisbridge Police Station at Ahmedabad, for alleged theft of the physical share certificates of different companies, challan of the banks and cash of INR 30,000/- aggregating to value of INR 4 million. Pursuant to which EBL received a Notice dated December 11, 2013 from Ellisbridge Police Station at Ahmedabad *inter-alia* requesting to produce relevant documents pertaining to Delivery Instruction Slips (“DIS”) lodged by Mehul Kantilal Vala along with relevant share certificates as well as Demat Account Statement of the Complainant, which has been provided by EBL vide its letter dated December 13, 2013 and December 23, 2013. The matter is currently pending.
  11. H. R. Verma (“Complainant”) filed a criminal complaint (No. UR/2014) (“Complaint”) before the Judicial Magistrate First Class, Bhopal (“Judicial Magistrate”) under Sections 406, 420, 467, 468, 471 and 120B of the Indian Penal Code, 1860 against Sanjay Kumar, Asha Batham, Anita Gupta and Edelweiss Financial Advisory Limited (now amalgamated with EBL) (collectively, the “Accused”) for fraudulent transfer of shares of 4,000 Reliance Industries Limited shares from their designated accounts. The Judicial Magistrate dismissed the Complaint *vide* an order dated March 16, 2015 (“Order”). Subsequently, the Complainant filed a criminal revision petition (No. 236/15) under Section 397 of the Criminal Procedure Code, 1973 before the District and Sessions Court, Bhopal (“Court”) against the Order of the Judicial Magistrate. The Court heard the matter and directed the Judicial Magistrate to conduct further investigations *vide* an order dated December 22, 2015. The matter is currently pending.
  12. EBL received a notice dated February 01, 2018 from Investigating Officer, General Cheating – 1, Economic Offence Wing (EOW), Mumbai under Section 91 and 160 of Criminal Procedure Code, 1973 *inter-alia* seeking details of clients of EBL namely, Mukesh Jayantilal Simaria, Gaurav Sudhirkumar Davda, Ashok Rasikbhai Solanki, Rahul Himatlal Mehta, Vipul Hiralal Shah, Mukesh Mansukhabhai Kanani and Smt. Jasmin Kumar Lodhiya in relation to the transaction in Shree Ashtavinayak Cine Vision Limited. EBL has provided all necessary information and documents related to trades of above clients in script of Shree Ashtavinayak Cine Vision Limited and also recorded the statements of the concern officials/dealers before Investigating Officer (“IO”). EBL is not a party to the dispute. The matter is currently pending.
  13. EBL received Notice dated March 26, 2019 from the office of Economic Offences Wing-Mumbai under Section 91 of Cr PC *inter-alia* informing that offence under Section 409, 406, 420, 120 (B) of IPC and Section 3 and 4 of Maharashtra Protection of Interest of Depositors Financial Establishment Act 1999 has been registered against Arrows Dynamic Enterprises and its directors for duping the investors to the tune of ₹3.30 cores. The investigation officer has directed EBL to furnish necessary information and documents like transaction statement, DP holding statement, KYC etc. By its letter dated April 10, 2019, EBL furnished the necessary information and documents to the authority. However, EBL is not a party to the dispute. The matter is currently pending.
  14. George Ommen (“Complainant”) filed a criminal case dated July 10, 2008 (No. CC/137/2009) (“Criminal Case”) before the Chief Judicial Magistrate Court at Ernakulum (“Court”) against Anagram Securities Limited (now amalgamated with EBL) and its employees, alleging criminal breach of trust and misappropriation of the Complainant’s money by conducting unauthorised trades leading to a loss of INR 0.03 million under Sections 406, 409 and 34 of the Indian Penal Code, 1860. Subsequently, the Complainant moved an application dated December 24, 2014 (“Application Order”) before the Court to implead Rashesh Shah as one of the co-accused in the Criminal Case, subsequent to the amalgamation of Anagram Securities Limited with EBL. Pursuant to an order dated July 7, 2015 (“Order”), the Court allowed the Application for impleading Rashesh Shah as one of the co-accused in the Criminal Case. Pursuant to a criminal miscellaneous application (No. 10897/2015), Rashesh Shah applied to stay the Order and all further proceedings in the Criminal Case. EBL filed quashing petition bearing No. CMP/ 7337/2014 in CRI MC No. 7340/2015 at High Court against the order and Criminal Complaint. The High Court of Kerala subsequently stayed the Order. On November 25, 2015 a stay order passed in the Criminal Miscellaneous Application by Kerala High Court (Ernakulum) was produced before the Metropolitan Magistrate Court. By an Order dated January 10, 2018, the Kerala High Court has set aside the Order dated July 7, 2015 passed by the Magistrate Court, Ernakulum to implead Mr. Rashesh Shah as party respondent as in the finding the High Court concluded that the procedure adopted by the Metropolitan Magistrate Court to implead Rashesh Shah per se is illegal. On 15 February 2019, Mr. George Ommen filed another petition to implead Mr. Rashesh Shah as an accused and the same has been dismissed by the Court. Complainant thereafter, on May 27, 2019 filed fresh Petition before CJM, Kochi for substitution of M/s Anagram Securities Ltd to Edelweiss Financial Services Ltd. On August 31, 2019 EBL filed its objection to the fresh Petition. The matter is currently pending.
  15. EBL received Notice dated July 17, 2019 from the office of Central Bureau of Investigation, Bank Securities & Fraud Branch, Bangalore under Section 91 & 160 of Criminal Procedure Code, 1973 *inter-alia* seeking details of mutual fund investments and other investments of client, S. V. Venkatesan during the period from 2009 till 2019 including applications, mode of payment, redemption etc. On July 24, 2019 EBL furnished the necessary information and documents to the authority. However, EBL is not a party to the dispute. The matter is currently pending.
  16. On August 23, 2019 EBL received two Notices both dated June 25, 2019 from Deputy Superintendent of Police, Central Bureau of Investigation, Anti-Corruption Branch, Nagpur *inter-alia* seeking information such as Investment / Redemption of Funds and Buying & Selling of Shares since the subscription to 12th October 2017 in respect of client Mr. Anand Rajjoram Azami, Mrs. Meena Anand Azami (Client ID: 10754082 / DP ID: IN302201) and their family members / all other connected Client IDs / DP IDs. EBL is in process of furnishing the same. The matter is currently pending.
- Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited)*
1. The Deputy Controller of Rationing, Civil Supply Department of Maharashtra (“Authority”) issued show cause notices to ERCSL for violation of applicable stock limits on imported pulses under the Essential Commodities Act, 1955 (“Act”) resulting in seizure of the stock stored at various warehouses by the Authority and registration of first information reports (“FIRs”) under the Act. ERCSL argued that the stock limits were not applicable to ERCSL as the stock was imported. Pursuant to the directions issued by the Authority, the ceased stock was released, subject to certain conditions. ERCSL, upon fulfilment of the specified conditions and execution of the undertakings, lifted and sold the released stock in open market and subsequently informed the Authority. The matter is currently pending.
- Additionally, ERCSL received a notice from Office of the Deputy Commissioner of Police, Cyber Crime Cell / Economic Offences Wing (“Police”) dated August 16, 2016 (No. 439/SO/DCP/CCC/EOW/NEW DELHI) in relation to a complaint (No. C-786) received by the Police



regarding cartelisation and nexus of importers-traders causing artificial scarcity of pulses and exploiting the price supply gap and operation of an illegal 'satta market'. The matter is currently pending.

ERCSL also received a notice dated August 26, 2016 (F. no. T-3/165/B/2016) from the Directorate of Enforcement demanding certain documents in relation to an enquiry for violation of the provisions of the Foreign Exchange Management Act, 1999 relating to the import of pulses. The matter is currently pending.

2. Mr. Pravin Virchand Shah of Shri Ashirwad Traders ("Complainant") filed a criminal enquiry being number 12/2014 ("Complaint") before Judicial Magistrate First Class ("Court") at Unjha, Gujarat against Edelweiss Trading & Holdings Limited ("ETHL"), subsequently amalgamated with Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) ("ERCSL"), its chairman, managing director & chief executive officer, ERCSL, Mr. Ashok Patni and Mr. Vimallesh Kumar Ghiya, partner of R. K. Exports ("Accused") under Sections 406, 420 read with Section 120-B of the Indian Penal Code, 1860 for alleged mishandling of account and alleged siphoning-off an amount of about INR 38.7 million and an alleged unauthorized sale 568 metric tonnes of commodity lying with R. K. Exports. The Court through an order dated July 30, 2014 directed the local police authorities to inquire into the Complaint and submit their report by September 29, 2014. On December 3, 2014, the Accused received 3 notices issued by the police authorities, directing them to attend & record statements in respect of the Complaint. On December 30, 2014, Mr. Tarang Mehta recorded his statement on behalf of ERCSL, ETHL and chairman & managing director – chief executive officer, ETHL and also submitted copies of the arbitration proceedings initiated by Shri Ashirwad Traders against ERCSL along with the order of Bombay High Court dated August 8, 2014 appointing a sole arbitrator in the matter. ERCSL filed its reply to the Notices on December 5, 2014. The matter is pending.
3. On July 1, 2013, the Food Supply Officer, Panvel ("Complainant"), inspected the premises of M/s. Akshay Warehouse, situated on the old Poona Highway, at village Derawali, Panvel, Raigad, suspecting overstocking of pulses. Upon inspection the Complainant instructed the Senior Inspector of Police, Panvel Police Station to register a complaint under Sec 3, 7, 8 and 10 of the Essential Commodities Act, 1955 ("Act"). Subsequently, a first information report number 3021/2013 ("FIR") was filed with Panvel police station by the Complainant against Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) ("ERCSL"), ("Accused") naming, Mr. Sudeep Agarwal as an authorized representative under relevant provisions of the Act for exceeding the storage limit of pulses which were imported and stored in a warehouse ("Commodity"). Further, the police authorities filed a chargesheet dated November 19, 2014 before the Judicial Magistrate First Class, Panvel ("Court"). Additionally, proceedings were also initiated before the Collector, Raigad for release of the Commodity as the same was not governed by the Act, not being domestic produce. The Collector vide order dated March 5, 2014 ordered the release of the commodity. Subsequently, Mr. Sudeep Agarwal filed a discharge application under section 239 of the Code of Criminal Procedure, 1973 before the Court and proceedings of the same are pending.
4. On October 20, 2015, the Food Supply Officer, Panvel ("Complainant") inspected the premises of M/s. Akshay Warehouse for overstocking of pulses and simultaneously on October 22, 2015, first information report number 24/15 ("FIR") was registered in the Panvel Police Station against Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) ("ERCSL"), naming Mr. Mahesh Kumar Bhuri as an authorized representative, for storing pulses in quantities exceeding the permissible limit ("Commodity") under Sections 3 and 7 of the Essential Commodities Act, 1955 and the Commodity was seized. The Accused moved the Collector's Court, Panvel against seizure of the Commodity and vide orders dated November 7, 2015 and November 26, 2015, the Commodity was released. Police investigation in pursuance of the FIR is pending.
5. On October 21, 2015 the Food Supply Officer, Panvel ("Complainant") inspected the premises of Karm Warehouse for overstocking of pulses and

subsequently a police complaint dated October 28, 2015 ("Complaint") was filed before the Panvel Police Station by the Complainant against Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) ("ERCSL"), under Sections 3 and 7 of the Essential Commodities Act, 1955, for storing pulses in quantities exceeding the permissible limit ("Commodity") and the Commodity was seized. The Accused moved the Collector's Court, Panvel against seizure of the Commodity and vide order dated November 27, 2015 the Commodity was released. Police investigation in pursuance of the Complaint is pending.

6. ECSL (formerly known as Comfort Project Limited/Edelweiss Trading and Holding Limited and now known as Edelweiss Rural and Corporate Services Limited) has been served with the Notice dated 15th February 2019 on 12th March 2019 at 12.46 pm via email from the office of EOW-NSEL SIT, Mumbai issued under Section 91 of the Cr PC inter-alia informing that department is investigating the offences registered against NSEL, its directors, FTIL, its directors, borrowers, brokers and others for committing several acts of forgery and criminal breach trust and also EOW is investigating complaint of SEBI against 300 brokers for illegal trading on National Spot Exchange Limited (NSEL). EOW therefore, directed to provide the information along with supporting documents like original membership form with agreement with NSEL, Certified ROC documents, PAN card, volume of trades, brokerage etc. and attend the office of EOW to record statement. ECSL furnished all the information as called for. The matter is currently pending.
7. The Food Safety Officer, Kasganj, Uttar Pradesh ("Complainant") has filed a criminal complaint bearing No. 6703 of 2016 ("Complaint") before the Additional Chief Judicial Magistrate, Kasganj ("Court"), for charge against Mr. Neeresh Kumar and M/s Edelweiss Agri Value Chain Limited (now merged with Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited)) ("Accused") under Sections 26 (2) (iii) and 31(1) of the Food Safety and Standards Act, 2006. The Complainant had inspected B.B Warehouse (Sarvesh Kumari) at Kasganj on 17 June 2016 and prepared an inspection report. The inspection report was sent vide letter dated 27 June 2016 by the Complainant to the concerned authority to take further action. On permission being granted by the concerned authority vide letter dated 16 September 2016, the Complainant has filed the said Complaint. Thereafter, summons have been issued against the Accused and an arrest warrant has been issued against Mr. Neeresh Kumar. The Court had granted bail vide order dated 20 April 2017, pursuant to a bail application filed by Mr. Neeresh Kumar. The matter is currently pending.
8. A fire broke out at Chhayani Gordhanbhai Ghelabhai Warehouse located at Khanpar Road, Nr. Jasdan, Ahmadabad in the early hours of 9 September 2017 where 1400 bales of S-6 variety of cotton were stored. The gunman called the Rajkot cluster in-charge of EAVCL at about 5.15 am. The fire brigade reached at about 6:15 am and the police were informed about the incident by 6:30 am. Mr. Mahendrabhai, the security guard had wrongly submitted that he was on duty. Thereafter, the security guard, gunman and some of the holders of goods have been suspected. Therefore, we have filed a FIR No. CR No. I-90/2017 dated 19/9/2017 against Shri Mahendrabhai Gida- Guard, Shri Ashokbhai Dhadhal, Mr. Babubhai Bhayabhai Ramani, Mr. Ramani Sanjaybhai Khimjibhai Mr. Shambhubhai Jivabhai Ramani, Mr. Mansukhbhai Khimjibhai Ramani, Shri Ravjibhai Ramani and Shri Sanjaybhai ("Accused") in connection with the fire. The said Accused have thereafter filed CRIMINAL MISC. APPLICATION NO. 24554 OF 2017 dated 29 September 2017 for quashing of FIR I-90/2017. We had filed early hearing application. Post hearing, the Hon'ble Court directed Police to file charge sheet, accordingly the Police had completed the investigation and submitted the charge sheet against the accused. The matter is currently pending.

*Edelweiss Securities Limited*

1. S & D Financials Private Limited ("Complainant") filed an application under section 156(3) of the Criminal Procedure Code, 1973 pursuant to which a first information report (No. 142) dated March 22, 2008 ("FIR") was registered under Sections 406, 420 and 120B of the

Indian Penal Code, 1860 with the Hare Street Police Station, Calcutta against Edelweiss Securities Limited, Rashesh Shah and Venkatchalam Ramaswamy and others (collectively, the “Accused”). The Complainant alleged that the Accused committed criminal breach of trust and cheated the Complainant in future and options transactions amounting to INR 8.48 million. Thereafter, Edelweiss Securities Limited denied the allegations *vide* a letter dated September 8, 2008. The matter is currently pending.

2. Sharad Jagtiani (“Complainant”) filed an application dated November 11, 2008 (“Complaint”) under section 156(3) of the Criminal Procedure Code, 1973 (“Cr. P.C”) before the A.C.M.M. Rohini Courts, Delhi (“Court”) against senior officials and directors of Edelweiss Securities Limited, including against P. N. Venkatachalam, Venkatchalam Ramaswamy, Kunnasagan Chinniah and Rashesh Shah (collectively, the “Accused”). Pursuant to the Complaint filed by the Complainant and an order dated January 13, 2009 passed by the Court, a first information report dated January 16, 2009 (No. 27 of 2009) was registered in Subhash Palace Police Station, Delhi, alleging loss of Rs 4.10 million in the stock market trade on account of cheating, breach of trust and conspiracy by the Accused. The police proceeded to investigate the allegations and subsequently, a closure report was filed by the investigating officer before the Metropolitan Magistrate. The closure report was protested by the Complainant before the Court, which *vide* an order dated January 31, 2012 directed the police to further investigate the matter. Subsequently, the investigating officer issued notices to Edelweiss Securities Limited, under Sections 91 and 160 and 175 of the Criminal Procedure Code, 1973 to produce information, documents and materials for the purpose of further investigation. The matter is currently pending for the investigating officer’s report.

• *By our group companies:*

*Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited)*

1. ERCSL filed a Winding-up petition, against Ganpati Oil & Foods Limited, Gwalior (GOFL) being Company Petition No. 6 of 2012 before Madhya Pradesh High Court, Gwalior Bench, for recovery of its dues amounting to ₹ 15.25 crores along with interest in relation to sale and warehousing of Mustard Seeds and Sesame Seeds. The said Petition came up for admission on December 03, 2012 and the Hon’ble Court was pleased to issue notice against GOFL on interim Application for appointment of provisional official liquidator. On August 28, 2013 GOFL filed its defence before High Court at Gwalior, Madhya Pradesh, and refuting its claim and for entitlement to get wound down by Court. ERCSL have filed its rejoinder on April 22, 2014. Company Petition is currently pending for hearing and final disposal.

ERCSL also filed complaint before EOW, Mumbai on 01st June 2012 against Ganpati Oil & Foods Limited, Gwalior, Madhya Pradesh Warehousing & Logistics Corporation, and others named in the complaint for criminal breach of trust, cheating and forgery amounting to ₹ 15.25 Crores for purported sale and warehousing of Mustard Seeds and Sesame Seeds. BKC Police Station registered a FIR No. 138 of 2012 on September 13, 2012 against accused persons. The complaint is pending for investigation.

*Edelweiss Broking Limited (“EBL”)*

1. EBL (“Complainant”) filed a criminal complaint dated March 2, 2016 (“Complaint”) with the Gandhi Nagar Police Station, Jammu against AEN Collective Market Management Private Limited and its directors (collectively, the “Accused”) under the applicable criminal laws of the State of Jammu and Kashmir and the Trade Marks Act, 1999 restraining the Accused from posing as the Complainant’s franchise and conducting fraudulent transactions. Subsequently, the Complainant filed an application under the applicable criminal procedure code of the State of Jammu and Kashmir (“Application”) before the Chief Judicial Magistrate, Jammu (“Court”) for investigation of the Complaint. The Court *vide* its order dated April 26, 2016, issued a direction to the Gandhi Nagar Police Station, Jammu to register a first information report and commence investigation. Additionally, the Complainant filed a complaint dated October 20, 2016 with the cyber-crime cell against the Accused for

violating of Sections 66A and 66D of the Information and Technology Act, 2000 by fraudulently and dishonestly using electronic media to mislead the public at large by using the Complainant’s registered logo. The matter is currently pending.

Further, one A.K. Dewani *vide* his letter dated November 17, 2016 has raised a complaint with the RBI against the Complainant demanding that the value of bonds invested in pursuance of the fraud committed by the Accused be refunded to him stating that the Accused is related to the Complainant. A copy of the letter has also been sent to the RBI and the RBI has forwarded the letter to the Complainant advising the Complainant to resolve the complaint amicably within ten days. A.K. Dewani has through an undated letter highlighted that the total amount of fake bonds issued by Accused is INR 2.33 million. Thereafter, EBL denied any involvement of itself. The matter is currently pending.

2. EBL received a legal notice dated August 10, 2016 (“Notice”) from Chandra Kanta (“Complainant”) with respect to unauthorised trading and misappropriation of funds by Gulam Rasul, an employee of EBL, and the Complainant’s relationship manager (collectively, the “Accused”). Pursuant to the Notice, EBL filed police complaints dated September 21, 2016 and November 16, 2016 before the Karol Bagh Police Station, New Delhi under Sections 406, 408, 409, 418, 420, 465 and 468 of the Indian Penal Code, 1860 and section 66D and other applicable provisions of the Information Technology Act, 2000 against the Accused. Further, EBL filed a complaint dated April 13, 2017 before the Court of the Additional Chief Metropolitan Magistrate, Tis Hazari Court, Delhi. On August 29, 2017 Court directed SHO to file ATR (Action taken report) by Police and the same is filed by the Police. The Court *vide* its order dated July 04, 2018 dismissed the Application under Section 156(3) of Cr. PC. The matter is currently pending for leading Pre-Summoning Evidence.
3. EBL has filed a Criminal Writ Petition against State of Maharashtra and BKC police station before High Court at Bombay praying that CBI or any other investigating agency be directed to investigate the offence committed by Pranav Patki under Section 385 of Indian Penal code. Petition is currently pending for hearing before the Hon’ble High Court.

*Edel Finance Company Limited*

1. Edel Finance Company Limited (“Complainant”) filed criminal complaint number 156/SW/2011 (“Complaint”) before the Additional Chief Metropolitan Magistrate Court, Bandra, Mumbai (“Court”) on August 29, 2011 against Mr. Vipul Shah (“Accused”) seeking an order from the Court directing the Senior Inspector of Police, Bandra West Police Station to register an complaint against the Accused for committing an offence under Section 420 of the Indian Penal Code, 1860 in relation with a loan facility and defaulting on repayment of the facility causing a loss to the Complainant to the tune of INR 10 million. Matter is currently pending for hearing and police enquiry/report.

*Edel Investments Limited*

1. A suit was filed by Om Builders Private Limited against Orbit Abode Private Limited and Edel Investments Limited (Suit No. 507 of 2017) in relation to the sale of 95% of 1/4th share of property known as Kilachand House via sale deed dated 4th May, 2016 executed by and between Orbit Abode Private Limited (vendor) and Edel Investment Limited (purchaser) for a claim amount of INR 300 crores. Edel Investments Limited is yet to file its written statement. The matter is currently pending.

*Edelweiss Housing Finance Limited (“EHFL”)*

1. EHFL filed a complaint before the Senior Police Inspector, Bandra Kurla Complex Police Station, Mumbai (“Authority”) *vide* its letter dated November 19, 2014 against Sachin R. Jayswal and Ratan Ram Jayswal and others (collectively, the “Accused”) for cheating and forgery in relation to a property situated at 4th Floor, Shree Samarth Ashirwad Apartment, Thane (“Secured Property”). Subsequently, EHFL filed a first information report dated January 20, 2015 (“FIR”) under Section 154 of the Criminal Procedure Code, 1973 against the Accused before the Authority under sections 420, 465, 468, 471, 120-B, 467 and 34 of the Indian Penal Code, 1860. Thereafter, EHFL issued a notice dated January 20, 2016 under section 13(2) of the Securitisation and Reconstruction of Financial

- Assets and Enforcement of Security Interest Act, 2002 (“SARFAESI”) to the Accused for payment of the outstanding amount due to EHFL. However, EHFL did not receive any reply to such notice. Hence, EHFL filed an application under Section 14 of the SARFAESI on September 22, 2016 before Court of District Magistrate, Thane (“Court”) seeking possession of the Secured Property. An order dated November 19, 2016 was passed by the Court directing Tahsildar, Thane to take possession of the Secured Property and to handover the articles present in the Secured Property to EHFL. Subsequently, Reshma Khan, alleging to be the real owner of the Secured Property, instituted a special civil suit dated April 19, 2017 before the Civil Judge, Senior Division, Thane against EHFL and the Executive Magistrate, Thane Tahsildar Office Station, Thane (“Defendants”) praying, *inter alia*, to declare Reshma Khan as the legal owner of the Secured Property, to restrain the Defendants from taking possession of the Secured Property and for any ad-interim relief in favour of Reshma Khan and also instituted an application for temporary injunction. Reshma Khan has filed a special civil suit against EHFL at the Thane Special Civil Suit and has been placed for arguments. The matter is currently pending.
2. EHFL filed a complaint before the Senior Police Inspector, Chaturshrunji Police Station, Pune against Sachin Yashwant Rananaware and Nilam Sachin Rananaware (collectively, the “Accused”) *vide* its letter dated July 28, 2016 alleging fraud and cheating with reference to a property situated at flat No. 6, 2<sup>nd</sup> floor and flat No. 10 on 4<sup>th</sup> floor, Chaya Smruti, Suncity Road, Pune (“Secured Property”). Subsequently, EHFL filed an application dated August 9, 2016 before District Magistrate, Pune (“Authority”) under Section 14 of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“SARFAESI”) seeking possession of the Secured Property. Thereafter, an order dated March 20, 2017 was passed by the Authority directing authorised personnel to take physical possession of the Secured Property. Subsequently, Anil Kenjalkar, alleging to be the original owner of the Secured Property (“Applicant”), instituted a special civil suit dated April 13, 2017 before the Civil Judge, Junior Division, Pune (“Court”) against EHFL, Accused, Collector of Pune and other parties (“Defendants”) praying, *inter alia*, to restrain the Defendants from creating any third party interest or taking possession of flat No. 6 on 2<sup>nd</sup> floor, Chaya Smruti, Suncity Road, Pune and for an ad-interim injunction to be passed in favour of the Applicant (“Suit dated April 13, 2017”). Further, the Applicant has filed an application for condonation of delay dated May 19, 2017 before the Debt Recovery Tribunal, Pune, praying, *inter alia*, to restrain EHFL from taking physical possession of the Secured Property. EHFL filed an application dated October 24, 2017 before the Court under Section 9A of the Civil Procedure Code, 1908 to set aside the Suit dated April 13, 2017. Thereafter, Anil Kenjalkar withdrew his case before the Debt Recovery Tribunal, Pune and the matter is currently pending before the Court. The matter was heard on August 4, 2018. The matter is currently pending.
  3. EHFL issued a notice dated October 20, 2016 to P. Aravindan and A. Aruna (collectively, the “Accused”) under Section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“SARFAESI”) for payment of the amount due to EHFL in relation to charge created on the property under a home loan dated August 30, 2014 entered between EHFL and the Accused (“Home Loan Agreement”). EHFL issued another notice dated January 3, 2017 under Section 13(4) of the SARFAESI to the Accused, on non-receipt of any payment under Section 13(2) notice, for taking possession of the charged property in relation to the Home Loan Agreement. The matter is currently pending. Thereafter, EHFL filed a complaint against P. Aravindan, Tholkappian, J. Vinayagamoorthy, K. Babu and B. Saravanan before the Commissioner of Police, Egmore, Chennai *vide* its letter dated September 27, 2017 alleging that pursuant to an internal investigation conducted by EHFL, it was found that P. Aravindan and Tholkappian along with the previous employees of EHFL i.e. J. Vinayagamoorthy, K. Babu and B. Saravanan (“Ex-Employees”) had, *inter alia*, forged the ‘Know Your Customer’ documents and other transactional documents in relation to the Home Loan Agreement. The Accused are presently in judicial custody and the matter is currently pending.
  4. EHFL issued a notice dated October 20, 2016 to Prem Anand (“Accused”) under Section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“SARFAESI”) for payment of the amount due to EHFL in relation to charge created on the property under a home loan dated January 1, 2015 entered between EHFL and the Accused (“Home Loan Agreement”). EHFL issued another notice dated January 3, 2017 under Section 13(4) of the SARFAESI to the Accused, on non-receipt of any payment under section 13(2) notice, for taking possession of the charged property in relation to the Home Loan Agreement. Thereafter, EHFL filed a complaint against the Accused, Tholkappian and J. Vinayagamoorthy before the Commissioner of Police, Egmore, Chennai *vide* its letter dated September 27, 2017 alleging that pursuant to an internal investigation conducted by EHFL, it was found that the Accused along with Tholkappian and a previous employee of EHFL i.e. J. Vinayagamoorthy, had, *inter alia*, forged the ‘Know Your Customer’ documents and other transactional documents in relation to the Home Loan Agreement. The Accused are presently in judicial custody and the matter is currently pending.
  5. EHFL disbursed a loan to Mr. Om Prakash Singh on 31-December 2017 for an amount of INR 2,00,50,000 for purchase of Residential Property in Jangpura Extension Delhi. Mr. Om Prakash Singh runs software company in Noida namely “V3 Mobi Communication Pvt. Ltd.”, a company engaged in developing software & providing online platform for Trading. The company had been defaulting since March 2018 and was hence declared a non-performing asset in August 2018. EHFL filed a complaint to the Police and Economic Offences Wing, New Delhi (“EOW”) on 28 June 2018. EHFL filed Application Order 39 R1&2 before the Delhi High Court for seeking Stay of Sale proceeding and the Delhi High Court allowed the stay on sale proceeding and directed Punjab National Bank to file their reply on 29 October 2018. Meanwhile EHFL also tried to obtain a certified copy pertaining to the SARFAESI proceeding filed by Punjab National Bank. A securitization application under Section 17 of the Sarfaesi Act was filed before DRT II on 6 September 2018. The complaint has been registered after rigorous follow up with EOW and the FIR was lodged on dated 28 September 2018 by the EOW. The matter is currently pending.
  6. EHFL issued a notice dated January 20, 2016 against Somprashant M. Patil and Sonali S. Patil (collectively, the “Accused”) under Section 13(2) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“Act”). Having received no response from the Accused, EHFL issued a notice dated March 29, 2016 under Section 13(4) of the Act to the Accused intimating them about the symbolic possession of the mortgaged property by EHFL. Further, EHFL received notices dated July 15, 2015 and April 25, 2016 from Chinchwad Police Station seeking certain documents in relation to the loan granted by EHFL to the Accused, pursuant to a first information report filed by Ganpat Datta Salunkhe against the Accused, to which EHFL has provided the relevant documents. The Accused are presently in jail for committing serious offences under the provisions of the Maharashtra Control of Organised Crime Act, 1999. The matter is currently pending.
  7. EHFL has filed five (5) separate criminal complaints against its borrowers Mr. Amit Sesmal Jain and 9 others before Economic Offences Wing, Pune under Sections 406,408,415,417,418,420,423,463,464,465,467,468 to 471 read with 34 and 120 B of Cr PC for fraudulently siphoning off our Company’s money amounting to ₹1.40 crores (approximate) while availing home loan facility from the Pune branch.. The matter is currently pending for investigation.
- (c) *Other proceedings*
- Edelweiss Housing Finance Limited (“EHFL”)*
- EHFL sanctioned a loan for an amount of INR 31.10 million as a loan to N. K. Proteins Limited (“Borrower”) *vide* a loan agreement dated January 27, 2012 to purchase a property being flat number 1203, Tower B, 12 Floor, Bhagtani Krishaang, Powai, Mumbai (“Suit Property”) from Jaycee Homes Limited. A no-objection certificate for mortgage of suit property dated January 23, 2012 was issued by Jaycee Homes Limited in favour of EHFL. A notice dated August 26, 2013 was issued to the

Borrower for recall of the total loan amount sanctioned to which no reply was received by EHFL. Thereafter, a first information report (No. 216/2013) was registered against the National Spot Exchange Limited, its borrowers and trading members including the Borrower. Pursuant to the investigation conducted by the Economic Offences Wing, Mumbai Police, the Enforcement Directorate (“Authority”) attached the Suit Property as proceeds of fraud *vide* its provisional attachment order dated August 27, 2014, which was confirmed *vide* an order dated February 20, 2015 (“Impugned Order”). EHFL received a show cause notice dated September 30, 2014 (“SCN”) issued by the Authority seeking why the provisional attachment should not be confirmed.

Subsequently, EHFL filed a writ petition before the High Court of Delhi (No. 8971 of 2014) (“High Court”) against the Impugned Order and the SCN. The High Court granted a stay on the Impugned Order *vide* its interim order dated December 18, 2014 and directed to file a petition before the High Court of Bombay. The High Court of Bombay disposed the writ petition filed by EHFL *vide* its order dated November 28, 2016, granting liberty to EHFL to approach the Appellate Tribunal (under the Prevention of Money Laundering Act, 2002 (“Act”) New Delhi (“Tribunal”). EHFL filed an appeal dated January 5, 2017 before the Tribunal under Section 26 of the Act for quashing of the Impugned Order passed by the Authority. The matter is currently pending.

Our group companies have filed numerous cases under Section 138 of the Negotiable Instruments Act, 1881, against their customers for dishonour of cheques which were presented to the respective group companies. These cases are pending across different courts in India. Further, in some of the cases, customers have filed appeal against our group companies.

#### Litigation involving our Directors

1. Sharad Jagtiani (“Complainant”) filed an application dated November 11, 2008 (“Complaint”) under Section 156(3) of the Criminal Procedure Code, 1973 (“Cr. P.C”) before the A.C.M.M. Rohini Courts, Delhi (“Court”) against senior officials and directors of Edelweiss Securities Limited, including against P. N. Venkatachalam, Venkatachalam Ramaswamy, Kunnasagaran Chinniah and Rashesh Shah (collectively, the “Accused”). Pursuant to the Complaint filed by the Complainant and an order dated January 13, 2009 passed by the Court, a first information report dated January 16, 2009 (No. 27 of 2009) was registered in Subhash Palace Police Station, Delhi, alleging loss of Rs 4.10 million in the stock market trade on account of cheating, breach of trust and conspiracy by the Accused. The police proceeded to investigate the allegations and subsequently, a closure report was filed by the investigating officer before the Metropolitan Magistrate. The closure report was protested by the Complainant before the Court, which *vide* an order dated January 31, 2012 directed the police to further investigate the matter. Subsequently, the investigating officer issued notices to Edelweiss Securities Limited, under Sections 91 and 160 and 175 of the Criminal Procedure Code, 1973 to produce information, documents and materials for the purpose of further investigation. The matter is currently pending for the investigating officer’s report.
2. S & D Financials Private Limited (“Complainant”) filed an application under Section 156(3) of the Criminal Procedure Code, 1973 pursuant to which a first information report (No. 142) dated March 22, 2008 (“FIR”) was registered under Sections 406, 420 and 120B of the Indian Penal Code, 1860 with the Hare Street Police Station, Calcutta against Edelweiss Securities Limited, Rashesh Shah and Venkatachalam Ramaswamy and others (collectively, the “Accused”). The Complainant alleged that the Accused committed criminal breach of trust and cheated the Complainant in future and options transactions amounting to INR 8.48 million. Thereafter, Edelweiss Securities Limited denied the allegations *vide* a letter dated September 8, 2008. The matter is currently pending.
3. Srimati Iti of Agra (“Complainant”), a client of Edelweiss Financial Advisors Limited (“EFAL”) (now amalgamated with EBL) filed a first information report (No. 592 of 2012) (“FIR”) before Hari Parvat, Janpad Police Station, Agra (“Police Station”) against Saurabh Jain, Richa Jain and Mahendra Jain (collectively, the “Accused”), under Sections 420, 467, 468, 471 read with Section 120B of the IPC and Sections 66, 66C and 66D of the Information Technology Act, 2000 for alleged unauthorised

trading by alleged modifying her trading account and password. Pursuant to notices dated October 8, 2012 and December 12, 2012, the investigation officer sought KYC documents, trade details, trading account password, user IP details and other documentation from the date of opening trading account by the Complainant from EFAL. The station in-charge of the Police Station issued notices under Section 160 of the Cr. P.C. addressed to Sunil Mitra, Sanjiv Misra and Himanshu Kaji, respectively, directors of Edelweiss Financial Services Limited for inquiry in respect of the FIR (“Notices”). EBL *vide* its letter dated July 15, 2016 replied to the Notices, inter alia, stating that addresses were neither the directors nor were they holding any official position in respect of any of the contracting entities in which the Complainant had opened her trading account.

On October 10, 2018 Sunil Mitra and Himanshu Kaji have been served with the summons dated September 09, 2018 issued pursuant to the order dated April 23, 2018 by the Ld. Chief Judicial Magistrate, Agra based on the supplementary / additional charge-sheet dated December 07, 2017 filed by SHO, Hari Parvat PS, Agra in Case No. 16324/2018 under Sections 420, 406, 120 of IPC read with Sections 66, 66C & 66D of IT Act to appear before Court.

Sanjiv Misra has not been served with any summons, however from bare perusal of the charge sheet and subsequent orders passed by the Ld. Magistrate, Agra; it can be inferred that the process has already been issued against Sanjiv Misra as well. Sunil Mitra, Sanjiv Misra and Himanshu Kaji have therefore, filed a joint Criminal Misc. Application No. (L) 245 of 2018 challenging against the said summoning order before the High Court at Allahabad under Section 482 of the Code of Criminal Procedure to quash and set aside the charge sheet, summoning orders and issuance of process from amongst the grounds including on the ground of vicarious liabilities cannot be extended in criminal jurisprudence without substantiating the role of the officials in alleged offences. On December 4, 2018, the Allahabad High Court stayed further proceedings in the Agra Court against Mr. Sunil Mitra, Mr. Himanshu Kaji and Mr. Sanjiv Misra in Criminal Miscellaneous Application under Section 482 of Code of Criminal Procedure No. 43606 of 2018. On January 03, 2019 the stay order dated December 04, 2018 granted by Allahabad High Court was produced before CJM, Agra, which was taken on record.

By another Order dated May 07, 2019, Allahabad High Court granted stay in Second Petition No. 18339 of 2019 filed by Sanjeev Chandiramani, Nirmal Rewaria, Prashant Mody and Manish Dhanuka under Section 482 of Cr. P.C. challenging Supplementary / additional charge-sheet filed against them in Agra. The Allahabad High Court further directed to list for hearing in July 2019 along with first petition after parties filed their respective counter reply & rejoinder, if any.

On June 22, 2019, the stay order dated May 07, 2019, granted by Allahabad High Court in Second Petition was produced before CJM, Agra, which was taken on record. The matter is before the Magistrate, at Agra and is currently pending.

By an orders passed in July 2019, both the Petitions pending before Allahabad High Court clubbed together and listed for hearing on 09 August 2019, when Complainant made their appearance and sought time to file their say within 03 weeks and stay orders granted stand continued. State also filed its reply in second Petition bearing No. 18339 of 2019.

On August 20, 2019, EBL filed Allahabad High Court Order *inter-alia* clubbing both the Petitions before CJM, Agra, which was taken on record. The matter is currently pending.

4. Betul Oil Limited, a client of Edelweiss Rural & Corporate Services Limited (ERCSL) filed a Civil Suit before District Court, Betul. Betul against ERCSL and its eight other directors including Mr. Rujan Panjwani, inter-alia for recovery of an amount of ₹59,13,333.48 .14 together with interest at 18% pa being amount towards TDS erroneously payable on purchase transactions between the parties. The matter is pending for hearing and filing of written statement.
5. Arvind Ghai, a resident of Ghaziabad and a retail client of ECL Finance Limited filed an injunction suit bearing No 1288 of 2018 before the Court of Civil Judge, Senior Division, Ghaziabad against the Company and some of its directors namely, Rashesh Shah, Venkat Ramaswamy, Himanshu

Kaji, Vidya Shah, Biswamohan Mahapatra and Rujan Panjwani, one of the directors of its Promoter Company seeking permanent injunction and has prayed to restrain any dispossession from his residential property till the final disposal of the recovery suit filed by the Company before District Judge of Patiala House Court. On March 7, 2019 the Company filed its counter reply in the matter. On April 8, 2019, the Company filed its Application under Section 10 of Code of Civil Procedure for stay of proceedings. On July 23, 2019 the Hon'ble Court after hearing dismissed the said Suit. Being aggrieved, the client Arvind Ghai filed an Application bearing No. 19 of 2019 before the Upper Civil Judge (Senior Division) Ghaziabad against the Company and its above stated directors for restoration of the same. The matter is currently pending.

### III. Litigations by and against our Promoter

Except as disclosed below, there are no other outstanding important legal proceedings involving our Promoter.

#### (a) Criminal Proceedings

*By our Promoter*

*Edelweiss Financial Services Limited ("EFSL")*

1. Edelweiss Financial Services Limited and another ("Petitioners") filed a criminal writ petition bearing number 1899 of 2012 ("Writ Petition") before the High Court of Judicature at Bombay ("Court") against The State of Maharashtra and others, ("Respondents"), praying *inter-alia*, that the Respondents or the Central Bureau of Investigation or any other agency be directed to register and investigate the complaint dated December 30, 2011 made by the Petitioner. The Petitioner *vide* letter dated December 30, 2011 filed a complaint under Sections 417, 419, 420, 465, 468, 469 and 471 read with Section 120-B of the Indian Penal Code, 1860 and under certain sections of the Information Technology Act, 2000, Trademark Act 1999 and the Copyright Act, 1957 against Mr. Vaibhav Singh, Percept Profile, Mr. Harindra Singh, Mr. Shailendra Singh, Mr. Rajeev Mehrotra and unknown persons before the Senior Inspector Police, N.M. Marg Police Station Mumbai. ("Complaint"). The Complaint was filed in relation to press release titled "*Edelweiss Asset Management - Head Quits, to Start Own*", which was allegedly released by the aforesaid employees of Percept Profile on behalf of the Petitioners. The Court *vide* order dated July 23, 2012 directed the police to register a First Information Report ("FIR"). Subsequently Harindra Singh and Shailendra Singh filed a Criminal Application bearing number 956 of 2012 praying *inter-alia* for quashing the FIR. Further Mr. Rajeev Mehrotra filed a writ petition bearing number 3093 of 2012 *inter-alia* praying for staying further proceedings in the FIR. The Court, *vide* order dated December 3, 2012, in the writ petition bearing number 3093 of 2012 and the Criminal Application bearing number 956 of 2012 directed that in case the investigating officer desires to arrest the applicants, the investigating officer shall give 72 hours' advance notice (excluding Sundays and court holidays), so that the applicants can adopt appropriate remedy. The matter is currently pending.

*Against our Promoter*

*Edelweiss Financial Services Limited ("EFSL")*

EFSL received Notice dated September 17, 2019 from the office of the Property Cell, Detection Crime Branch, CID, Mumbai under Section 91 of Cr PC *inter-alia* informing that Detection Crime Branch is investigating an offence *vide* D.C.B., C.I.D., C.R. No 64/2019 under Section 419, 420, 465, 467, 468, 471 read with 34 and 120 B of Indian Penal Code and during investigation it was revealed that the arrested Accused, namely Pravin Rameshbhai Bhatt had prepaid and applied to EFSL for housing loan. It was further informed that based on said fake documents EFSL sanctioned the housing loan of ₹ 27,36,700/- and disbursed the said amount on in February 2019.

The investigation officer has directed EFSL to furnish necessary information and documents in respect of the said Loan. On September 27, 2019 EFSL furnished the required documents to Police authorities and recording of Statement of EFSL's officials is in process. The matter is pending.

- (b) *Civil proceedings*  
*Against our Promoter*  
NIL  
*By our Promoter*  
NIL
- (c) *Taxation proceedings*  
NIL
- (d) *Other proceedings*  
NIL

- IV. Details of inquiries, inspections or investigations initiated or conducted under the Companies Act, 1956 or the Companies Act, 2013 against our Company and its Subsidiaries in the last three years along with Section wise details of prosecutions filed (whether pending or not), fines imposed or compounding of offences against our Company and its Subsidiaries in the last three years  
NIL
- V. Details of litigation or legal action pending or taken by any ministry or government department or statutory authority against our Promoter during the last five years and any direction issued by any such ministry or department or statutory authority upon conclusion of such litigation or legal action, as on date of the Tranche II Prospectus.  
NIL

*Edelweiss Financial Services Limited ("EFSL")*

1. EFSL, Axis Capital Limited and SBI Capital Markets Limited ("Appellants") filed an appeal before the Securities Appellate Tribunal, Mumbai ("SAT") on May 19, 2016 to, *inter alia*, set aside an order dated March 31, 2016 ("Order") passed by an adjudicating officer of SEBI ("Respondent") and to grant an interim stay on the Order. The Respondent *vide* the Order had imposed a penalty of INR10.00 million jointly and severally on the Appellants for violation of Regulation 57(1), Regulation 57(2)(a)(ii) and Regulation 64(1) of the SEBI ICDR Regulations and Regulation 13 of the SEBI (Merchant Bankers) Regulations, 1992 ("MB Regulations") in relation to certain disclosure requirements set forth under the SEBI ICDR Regulations and adherence to the code of conduct set forth under the MB Regulations for the merchant bankers, respectively, for the initial public offer of Electrosteel Steels Limited. The matter is currently pending.
2. Edelweiss Financial Services Limited and other merchant bankers in the matter of Initial Public Offer of Credit Analysis and Research Limited (together referred to as the "Appellants") have filed an appeal before the Securities Appellate Tribunal, Mumbai ("SAT") against the impugned order dated November 28, 2014 ("Order"). SEBI *vide* Order had imposed the maximum penalty prescribed under Section 15 HB of the SEBI Act amounting to INR 10 million jointly and severally on the Appellants for the violation of Clause 1 of Form C of Schedule VI of Regulation 8 (2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Regulation 13 read with clause 1, 4, 6, 7 and 20 of Code of Conduct for Merchant Bankers as specified in Schedule III of the SEBI (Merchant Bankers) Regulations 1992. Aggrieved, the Appellants have filed the Appeal *inter-alia* to set aside the order and to stay the Order. The Securities Appellate Tribunal by a majority order dated September 30, 2016 has set aside the order passed by SEBI as well as the penalty imposed on the merchant bankers.
- VI. Details of acts of material frauds committed against our Company in the last five years, if any, and if so, the action taken by our Company.  
NIL
- VII. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon.  
NIL

For further information refer chapter titled "Outstanding Litigation and Defaults" on page 228 of the Shelf Prospectus and Page 130 of Tranche II Prospectus.

**MATERIAL DEVELOPMENTS**

For Material Developments please refer Page 29 of the Tranche II Prospectus.

**OTHER REGULATORY AND STATUTORY DISCLOSURES**

**Authority for the Issue**

This Issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on April 12, 2019. Further, the proposed borrowing is within the borrowing limits of INR 450,000 million under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders in the EGM held on November 12, 2018.

**Prohibition by SEBI/Eligibility of our Company to come out with the Issue**

Our Company, persons in control of our Company and/or our Directors and/or our Promoter have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

**Wilful Defaulter**

Our Company, our Directors and/or our Promoter have not been categorised as a wilful defaulter by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

**Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, AXIS BANK LIMITED AND EDELWEISS FINANCIAL SERVICES LIMITED\* HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. IT MUST BE NOTED THAT EDELWEISS FINANCIAL SERVICES LIMITED SHALL BE INVOLVED ONLY WITH RESPECT TO THE MARKETING ASPECTS OF THE ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS AXIS BANK LIMITED AND EDELWEISS FINANCIAL SERVICES LIMITED\*, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED OCTOBER 24, 2019 WHICH READS AS FOLLOWS:**

- 1. WE CONFIRM THAT NEITHER THE ISSUER NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY SEBI. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL**

**DEVELOPMENT IN THE TRANCHE II ISSUE OR RELATING TO THE TRANCHE II ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDs OFFERED THROUGH THE TRANCHE II ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE II ISSUE WILL BE GIVEN.**

- 3. WE CONFIRM THAT THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008.**
- 4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, AS AMENDED AND TO THE EXTENT NOTIFIED, SECURITIES CONTRACTS, (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.**

*\*In compliance with the proviso to Regulation 21A (1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended ("Merchant Bankers Regulations"), Edelweiss Financial Services Limited ("EFSL") will be involved only in marketing of the Issue.*

**RISK FACTORS**

An investment in NCDs involves a certain degree of risk. You should carefully consider all the information contained in the Shelf Prospectus and Tranche II Prospectus, including the risks and uncertainties described below, before making an investment decision. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs. The following risk factors are determined on the basis of their materiality. In determining the materiality of risk factors, we have considered risks which may not be material individually but may be material when considered collectively, which may have a qualitative impact though not quantitative, which may not be material at present but may have a material impact in the future. Additional risks, which are currently unknown, if materialises, may in the future have a material adverse effect on our business, financial condition, cash flows and results of operations. The market prices of the NCDs could decline due to such risks and you may lose all or part of your investment.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. The Shelf Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in the Shelf Prospectus. Unless otherwise stated and unless the context requires otherwise, the financial information used in this section is derived from and should be read in conjunction with Reformatted Standalone Financial Information of our Company.

The financial information as at and for the nine months period ended December 2018 and financial information upto and for the year ended March 18 are not comparable as they are prepared under different GAAPs.

Investors are advised to read the following risk factors carefully before making an investment in the NCDs offered in this Issue. You must rely on your examination of our Company and this Issue, including the risks and uncertainties involved.

Risk Factors of Shelf Prospectus dated May 6, 2019.

**Risk Factors Relating to our Company**

- 1. High levels of customer defaults and the resultant non-performing assets could adversely affect our Company's business, financial condition, cash flows, results of operations and future financial performance.**
- 2. Our Company may be impacted by volatility in interest rates which could cause its Gross Spreads to decline, and consequently, affect its profitability.**

3. *Our top 20 borrowers have an exposure of 24.16% and 30.74% of our total exposure as on March 31, 2018 and December 31, 2018, respectively. Our inability to maintain relationship with such customers or any default and non-payment in future or credit losses of our single borrower or group exposure where we have a substantial exposure could materially and adversely affect our business, future financial performance and results of operations.*
4. *Our Company is subject to supervision and regulation by the RBI, as an NBFC-ND-SI, and other regulatory authorities and changes in the RBI's regulations and other regulations, and the regulation governing our Company or the industry in which our Company operates could adversely affect its business.*
5. *Our Company's inability to comply with observations made by the RBI or any adverse action by the RBI may have a material adverse effect on its business, financial condition, cash flows and results of operations.*
6. *Our Company's inability to obtain, renew or maintain the statutory and regulatory permits and approvals which are required to operate its existing or future businesses may have a material adverse effect on its business, financial condition, cash flows and results of operations.*
7. *Our Company may not be able to recover the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans on a timely basis or at all and as a result, which could adversely affect its financial condition, cash flows and results of operations.*
8. *Our Company extends margin funding loans or loans against securities to our Company's clients and any default by a client coupled with a downturn in the stock markets could result in substantial losses for our Company.*
9. *Our Company's business requires substantial capital and any disruption in the sources of its funding or an increase in its average cost of borrowings could have a material adverse effect on its liquidity, financial condition and cash flows.*
10. *Our Company's significant indebtedness and the conditions and restrictions imposed by its financing arrangements could restrict its ability to conduct its business and operations in the manner our Company desires.*
11. *We are required to prepare our financial statements with effect from April 1, 2018 under the Ind AS. As Ind AS differs in various respects from Indian GAAP, our financial statements for the financial year 2019 may not be comparable to our historical financial statements. Further the Review Report on the Interim Condensed Standalone Ind AS Financial Statements dated April 24, 2019 as at and for the nine months period ended December 31, 2018 contains an emphasis of matter. The emphasis of matter describes the possibility that the Interim Condensed Standalone Ind AS Financial Statements may require adjustments for matters described therein.*
12. *The financing industry is becoming increasingly competitive and our Company's growth will depend on its ability to compete effectively.*
13. *We and certain of our Directors are involved in certain legal and other proceedings and there can be no assurance that we and our Directors will be successful in any of these legal actions. In the event we are unsuccessful in litigating any of the disputes, our business and results of operations may be adversely affected.*
14. *Our business requires raising substantial capital through borrowings and any disruption in funding sources would have a material adverse effect on our liquidity, financial condition and/or cash flows.*
15. *Our Company may be exposed to fluctuations in the market values of its investment and other asset portfolio*
16. *Our Company may not be able to successfully sustain its growth rate. Our Company's inability to implement its growth strategy effectively could adversely affect its business and financial results.*
17. *Our Company's growth will depend on our Company's continued ability to access funds at competitive rates which is dependent on a number of factors including our Company's ability to maintain its credit ratings.*
18. *Any change in control of our Promoter or our Company or any other factor affecting the business and reputation of our Promoter may have a concurrent adverse effect on our Company's reputation, business and results of operations and may correspondingly adversely affect our goodwill, operations and profitability.*
19. *Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs which could have an impact on our business and could affect our growth, margins and business operations.*
20. *Our Company may face asset-liability mismatches which could affect its liquidity and consequently may adversely affect our Company's operations and profitability.*
21. *As at December 31, 2018, wholesale mortgage financing and retail mortgages-loans against property amounted to ₹ 86,165.26 million and ₹ 28,676.4 million, respectively, and constituted 37.78%, and 12.57%, respectively, of our Company's Loan Book as per Ind AS. Further, as at March 31, 2018, wholesale mortgage financing and retail mortgages-loans against property amounted to ₹ 78,031.78 million and ₹ 14,687.55 million, respectively, and constituted 35.46%, and 6.67%, respectively, of our Company's Loan Book as per IGAAP. Any adverse development in the real estate sector would adversely affect the Company's results of operations.*
22. *Our Company's inability to recover the amounts due from customers to whom it has provided unsecured loans in a timely manner, or at all, and its customers failure to comply with applicable statutory or regulatory requirements in relation to such loans could adversely affect our Company's operations and profitability.*
23. *A decline in our Company's capital adequacy ratio could restrict its future business growth.*
24. *Our contingent liabilities could adversely affect our financial condition and cash flows.*
25. *We introduce new products for our customers and there is no assurance that our new products will be profitable in the future.*
26. *The new bankruptcy code in India may affect our rights to recover loans from borrowers.*
27. *Our Company's success depends, to a large extent, upon its management team and key personnel and its ability to attract, train and retain such persons. Our Company's inability to attract and retain talented professionals or the loss of key management personnel may have an adverse impact on its business and future financial performance.*
28. *A failure or inadequacy in our Company's information technology and telecommunication systems or its inability to adapt to rapid technological changes may adversely affect its business, results of operation, financial condition and cash flows.*
29. *Our Company is exposed to operational risks, including employee negligence, petty theft, burglary and embezzlement and fraud by employees, agents, customers or third parties, which could harm our Company's results of operations and financial position.*
30. *Our Company's insurance coverage may not adequately protect our Company against losses which could adversely affect our Company's business, financial condition, cash flows and results of operations.*
31. *Our Company's ability to assess, monitor and manage risks inherent in our Company's business differs from the standards of some of its counterparts.*
32. *Our Company's business is dependent on relationships established through its branches with its clients. Any events that harm these relationships including closure of branches or the loss of our Company's key personnel or employees may lead to a decline in our Company's revenue and profits. Further, our Company's results of operations could be adversely affected in the event of any disputes with its employees.*
33. *Significant fraud, system failure or calamities could adversely impact our Company's business.*

34. *Our Company's reliance on any misleading or misrepresented information provided by potential customers or counterparties or an inaccurate credit appraisal by our Company's employees may affect its credit judgments, as well as the value of and title to the collateral, which may adversely affect its reputation, business and results of operations.*
35. *Our Company may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose it to additional liability and harm its business or reputation.*
36. *Our Company is exposed to fluctuations in the market values of its investment and other asset portfolio.*
37. *Our Company may experience difficulties in expanding its business into new regions and markets in India and introducing its complete range of products in each of its branches.*
38. *The SMEs to which our Company provides loans may not perform as expected and our Company may not be able to control the non-performance of such businesses.*
39. *Our Company is dependent on the Edelweiss Group's goodwill and brand name. Any change in control of the Edelweiss Group or our Company or any other factor affecting the business and reputation of the Edelweiss Group may have a concurrent adverse effect on our Company's reputation, business and results of operations.*
40. *Our Company has entered into related party transactions and may continue to enter into related party transactions which may involve conflict of interest.*
41. *Our Company's Promoter, Directors and related entities have interests in a number of entities which are in businesses similar to our Company's business and this may result in potential conflicts of interest with our Company.*
42. *Significant differences exist between Indian GAAP used to prepare our Company's financial statements and other accounting principles, such as IFRS, with which investors may be more familiar. Further, our Company will be subject to a number of new accounting standards as part of its transition to IND (AS) that may significantly impact its financial statements in future reporting periods.*
43. *Certain facts and statistics are derived from publications not independently verified by our Company, the Lead Managers or their respective advisors.*
44. *We do not own the premises where our branch offices are located and in the event our rights over the properties is not renewed or is revoked or is renewed on terms less favourable to us, our business activities may be disrupted.*
45. *Security provided for the Issue may not be enforceable if the security provided for the Issue is classified as 'Assets' under the IT Act and will be void as against any claim in respect of any tax or any other sum payable by our Company.*
46. *We rely on direct selling agents (DSAs) to sell our products across the country. These DSAs may not perform their obligations satisfactorily or in compliance with law or may be part of unlawful/unethical behaviour which may adversely affect the business and reputation of our Company.*
47. *We may be required to bear additional tax liability for previous assessment years, which could adversely affect our financial condition and cash flows.*
48. *Our lending operations involve cash collection which may be susceptible to loss or misappropriation or fraud by our employees. This may adversely affect our business, operations and ability to recruit and retain employees.*
49. *We rely on third-party service providers who may not perform their obligations satisfactorily or in compliance with law.*
50. *The Shelf Prospectus includes certain unaudited financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited. Additionally, our Company may publish additional unaudited financial information during the Issue Period.*

*Risks relating to the Issue*

1. *If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to the Shelf Prospectus, which may have a bearing on the timely redemption of the NCDs by our Company.*
2. *Changes in interest rates may affect the price of our NCDs.*
3. *You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.*
4. *There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchange in a timely manner, or at all.*
5. *Any downgrading in credit rating of our NCDs may affect the value of NCDs and thus our ability to raise further debts.*
6. *Securities on our NCDs may be exclusive and/or rank pari passu with any of our Company's secured obligations (with the exceptions of any exclusive charge created by the Company).*
7. *Our Company may raise further borrowings and charge its assets after receipt of necessary consents from its existing lenders.*
8. *Our Company may, subject to receipt of all necessary consents from its existing lenders and the Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.*
9. *You may be subject to taxes arising on the sale of the NCDs.*
10. *There may be no active market for the non-convertible debentures on the WDM segment of the stock exchange. As a result, the liquidity and market prices of the non-convertible debentures may fail to develop and may accordingly be adversely affected.*
11. *The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.*
12. *There may be a delay in making refund to Applicants.*

For further details refer section titled "Risk Factors" on page 18 of the Shelf Prospectus.

Risk Factors of Tranche II Prospectus dated October 24, 2019.

*Risk Factors Relating to our Company*

1. *High levels of customer defaults and the resultant non-performing assets could adversely affect our Company's business, financial condition, cash flows, results of operations and future financial performance.*
2. *Our Company may be impacted by volatility in interest rates which could cause its Gross Spreads to decline, and consequently, affect its profitability.*
3. *Our concentration of advances with our top 20 borrowers is 22.57% of our total Loan Book as per Ind AS as at March 31, 2019. Our inability to maintain relationship with such customers or any default and non-payment in future or credit losses of our single borrower or group exposure where we have a substantial exposure could materially and adversely affect our business, future financial performance and results of operations.*
4. *Our Company's inability to comply with observations made by the RBI or any adverse action by the RBI may have a material adverse effect on its business, financial condition, cash flows and results of operations.*
5. *Our Company may not be able to recover the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans on a timely basis or at all and as a result, which could adversely affect its financial condition, cash flows and results of operations.*
6. *Our Company extends margin funding loans or loans against securities to our Company's clients and any default by a client coupled with a downturn in the stock markets could result in substantial losses for our Company.*



7. *Our Company's business requires substantial capital and any disruption in the sources of its funding or an increase in its average cost of borrowings could have a material adverse effect on its liquidity, financial condition and cash flows.*
8. *Our Company's significant indebtedness and the conditions and restrictions imposed by its financing arrangements could restrict its ability to conduct its business and operations in the manner our Company desires.*
9. *Our Company may not be able to successfully sustain its growth rate. Our Company's inability to implement its growth strategy effectively could adversely affect its business and financial results.*
10. *Any change in control of our Promoter or our Company or any other factor affecting the business and reputation of our Promoter may have a concurrent adverse effect on our Company's reputation, business and results of operations and may correspondingly adversely affect our goodwill, operations and profitability.*
11. *Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs which could have an impact on our business and could affect our growth, margins and business operations.*
12. *As at 31 March 31, 2019, wholesale mortgage financing and retail mortgages-loans against property amounted to ` 95,264.00 million and ` 29,920.00 million, respectively, and constituted 39.03%, and 12.26%, respectively, of our Company's Loan Book as per Ind AS. Any adverse development in the real estate sector would adversely affect the Company's results of operations.*
13. *Our Company's inability to recover the amounts due from customers to whom it has provided unsecured loans in a timely manner, or at all, and its customers failure to comply with applicable statutory or regulatory requirements in relation to such loans could adversely affect our Company's operations and profitability.*
14. *A decline in our Company's capital adequacy ratio could restrict its future business growth.*
15. *Our contingent liabilities could adversely affect our financial condition and cash flows.*
16. *Our Company is dependent on the Edelweiss Group's goodwill and brand name. Any change in control of the Edelweiss Group or our Company or any other factor affecting the business and reputation of the Edelweiss Group may have a concurrent adverse effect on our Company's reputation, business and results of operations.*
17. *Our Company has entered into related party transactions and may continue to enter into related party transactions which may involve potential conflict of interest.*
18. *The Tranche II Prospectus includes certain unaudited financial information, which has been reviewed but not audited, in relation to our Company. Reliance on such information should, accordingly, be limited. Additionally, our Company may publish additional unaudited financial information during the Issue Period.*
19. *Our Company's business is dependent on relationships established through its branches with its clients. Any events that harm these relationships including closure of branches or the loss of our Company's key personnel or employees may lead to a decline in our Company's revenue and profits. Further, our Company's results of operations could be adversely affected in the event of any disputes with its employees.*

**Risks pertaining to this Issue**

1. *Any downgrading in credit rating of our NCDs may affect the value of NCDs and thus our ability to raise further debts.*
2. *Securities on our NCDs may be exclusive and/or rank pari passu with any of our Company's secured obligations (with the exceptions of any exclusive charge created by the Company).*

For further details refer section titled "Risk Factors" on page 29 of the Tranche II Prospectus.

**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following Contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Tranche II Prospectus) which are or may be deemed material have been entered or/are to be entered into by our Company. A copy of the said Contracts, as attached to the Shelf Prospectus and Tranche II Prospectus, as applicable, were filed with the Registrar of Companies, Mumbai and also the documents for inspection referred to hereunder, may be inspected at the registered office of our Company from 10.00 am to 4.00 pm on Working Days from the date of the filing of the Tranche II Prospectus with Stock Exchange until the Tranche II Issue Closing Date.

*Material Contracts to the Issue*

1. Issue Agreement dated April 24, 2019 between the Company and the Lead Managers.
2. Agreement dated April 18, 2019 between the Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated April 18, 2019 executed between the Company and the Debenture Trustee.
4. The Debenture Trust Deed dated May 23, 2019 executed between the Company and the Debenture Trustee.
5. Public Issue Account Agreement dated September 6, 2019 executed by the Company, the Public Issue Account Bank and Refund Bank.
6. Tripartite agreement dated March 22, 2010 between the Company, Registrar to the Issue and CDSL.
7. Tripartite agreement dated March 22, 2010 between the Company, Registrar to the Issue and NSDL.
8. Lead Broker Agreement dated September 6, 2019 between the Company and the Lead Brokers.

*Material Documents*

1. Certificate of Incorporation of the Company dated July 18, 2005, issued by Registrar of Companies, Maharashtra, Mumbai.
2. Certificate of commencement of business dated August 4, 2005, issued by Registrar of Companies, Maharashtra, Mumbai.
3. Memorandum and Articles of Association of the Company.
4. The certificate of registration No. N- 13.01831 dated April 24, 2006 by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934.
5. Credit rating letter dated April 10, 2019, revalidated vide letters dated July 31, 2019 and September 10, 2019 and October 18, 2019 and its rationale dated July 29, 2019 from CARE Ratings Limited.
6. Credit rating letter and its rationale dated April 18, 2019, revalidated vide letters dated July 20, 2019, August 20, 2019 and October 07, 2019 and its rationale dated October 4, 2019 from CRISIL Limited.
7. Copy of the Board Resolution dated April 12, 2019 approving the Issue.
8. Copy of the Debentures Committee Resolution dated October 24, 2019 approving the Tranche II Prospectus.
9. Resolution passed by the shareholders of the Company at the Extraordinary General Meeting held on November 12, 2018 approving the overall borrowing limit of Company.
10. Consents of the Directors, Lead Managers, Debenture Trustee, Credit Rating Agencies for the Issue, Lead Brokers, Public Issue Account Bank, Refund Bank, Company Secretary and Compliance Officer, Legal Advisor to the Issue, Bankers to the Company, the Registrar to the Issue, CRISIL for "CRISIL Research – NBFC Report 2018" and the Chief Financial Officer to include their names in the Tranche II Prospectus.
11. Our Company has received written consent dated October 24, 2019, from the Current Statutory Auditors namely, S.R. Batliboi & Co.LLP, to include their name as required under Section 26 (1) of the Companies Act, 2013 read with SEBI Debt Regulations in the Tranche II Prospectus and as an "expert" as defined under section 2(38) of the Companies

Act, 2013 to the extent and in their capacity as a Current Statutory Auditor and in respect of their (i) audit report, dated May 13, 2019 on our Audited Standalone Financial Statements (under Ind AS) (ii) audit report, dated August 13, 2019 on our Audited Consolidated Financial Statements (under Ind AS) (iii) their report dated September 30, 2019 on the statement of tax benefits and (iv) Review Report on the Interim Condensed Standalone Ind AS Financial Statements June 2019 dated August 13, 2019, and such consent has not been withdrawn as on the date of the Tranche II Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

12. Due Diligence certificate dated October 24, 2019 filed by the Lead Managers with SEBI.
13. Statement of tax benefits dated September 30, 2019 issued by our Current Statutory Auditors.
14. Annual Reports of the Company for the last five Financial Years.
15. In-principle listing approval from BSE by its letter no. DCS/BM/PI-BOND/1/19-20 dated May 6, 2019.
16. The audit report, dated May 13, 2019 on our Audited Standalone Financial Statements (under Ind AS)
17. The audit report, dated August 13, 2019 on our Audited Consolidated Financial Statements (under Ind AS)
18. Interim Condensed Standalone Ind AS Financial Statements June 2019 of our Company for the three months ended June 30, 2019.
19. Shareholders’ Agreement dated March 5, 2019 executed among our Company with Edelweiss Financial Services Limited, Edelweiss Securities Limited, Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) and Edel Finance Company Limited and CDPQ Private Equity Asia Pte. Ltd.
20. Amendment Agreement dated March 22, 2019 to the Shareholders’ Agreement dated March 5, 2019 executed among our Company with Edelweiss Financial Services Limited, Edelweiss Securities Limited, Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) and Edel Finance Company Limited and CDPQ Private Equity Asia Pte. Ltd.
21. Amendment Agreement dated May 6, 2019 to the Shareholders’ Agreement dated March 5, 2019 executed among our Company with Edelweiss Financial Services Limited, Edelweiss Securities Limited, Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited) and Edel Finance Company Limited and CDPQ Private Equity Asia Pte. Ltd.
22. Securities Subscription Agreement dated March 5, 2019 executed among our Company with Edelweiss Financial Services Limited and CDPQ Private Equity Asia Pte. Ltd.
23. Amendment Agreement dated March 22, 2019 to the Securities Subscription Agreement dated March 5, 2019 executed among our Company with Edelweiss Financial Services Limited and CDPQ Private Equity Asia Pte. Ltd.
24. Amendment Agreement dated May 6, 2019 to the Securities Subscription Agreement dated March 5, 2019 executed among our Company with Edelweiss Financial Services Limited and CDPQ Private Equity Asia Pte. Ltd.

Any of the contracts or documents mentioned in the Tranche II Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Debenture Holders subject to compliance of the provisions contained in the Companies Act, 1956, Companies Act, 2013, and other relevant statutes.

**DECLARATION**

We, the Directors of the Company, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended, and rules made thereunder, including the Securities Contracts (Regulation) Rules, 1957, as amended, in connection with the Issue have been complied with and no statement made in the Tranche II Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to the Tranche II Prospectus.

We further certify that all the disclosures and statements in the Tranche II Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that the Tranche II Prospectus does not contain any misstatements.

Signed by the Directors of our Company

<b>Rashesh Shah</b> <i>(Chairman and Managing Director)</i>	<b>Venkatchalam Ramaswamy</b> <i>(Vice Chairman and Non-Executive Director)</i>
<b>Deepak Mittal</b> <i>(Managing Director &amp; CEO)</i>	<b>P.N. Venkatachalam</b> <i>(Independent Director)</i>
<b>Biswamohan Mahapatra</b> <i>(Independent Director)</i>	<b>Vidya Shah</b> <i>(Non-Executive Director)</i>
<b>Kunnasagaran Chinniah</b> <i>(Independent Director)</i>	

**Date: October 24, 2019**

**Place: Mumbai**

**DECLARATION**

We, the Directors of the Company, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended, and rules made thereunder, including the Securities Contracts (Regulation) Rules, 1957, as amended, in connection with the Issue have been complied with and no statement made in the Tranche II Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to the Tranche II Prospectus.

We further certify that all the disclosures and statements in the Tranche II Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that the Tranche II Prospectus does not contain any misstatements.

Signed by the Directors of our Company

**Lim Meng Ann**  
*(Non- Executive Director)*  
*(Nominee of CDPQ Private Equity Asia Pte. Ltd.)*

**Date: October 24, 2019**

**Place: Mumbai**

# IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

## TIMING FOR SUBMISSION OF APPLICATION FORM

Applications shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time), or such extended time as may be permitted by the Stock Exchanges during the Issue Period on all days between Monday and Friday, both inclusive barring public holidays, at the Collection Centres or with the Members of the Syndicate or Trading Members at the Syndicate ASBA Application Locations and the Designated Branches of SCSBs as mentioned on the Application Form. On the Issue Closing Date, Applications shall be accepted only between 10.00 a.m. and 3.00 p.m. and shall be uploaded until 5.00 p.m. or such extended time as may be permitted by the Stock Exchanges. It is clarified that the Applications not uploaded in the electronic application system of the Stock Exchanges would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. on the Issue Closing Date. All times mentioned in the Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Managers, Consortium Members or Trading Members are liable for any failure in uploading the Applications due to failure in any software/hardware system or otherwise.

## CENTRES FOR AVAILABILITY AND ACCEPTANCE OF APPLICATION FORMS

In case of Applicant applying through ASBA Process in any Specified Cities i.e. 12 cities, namely, Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Baroda and Surat, the ASBA Applicant can also submit their Application Form with the Members of Syndicate, at the addresses provided below, for uploading of the Application. The respective Member of Syndicate after uploading of the Application shall forward the Application Form to the Specified Branches of SCSBs for blocking of funds. At all other places (except Specified Cities, as above), the ASBA Application Forms should be submitted with the Designated Branch of SCSBs only.

## LEAD BROKERS BIDDING DETAILS

### EDELWEISS SECURITIES LIMITED

**AHMEDABAD:** Edelweiss Securities Limited; 504, 5th Floor, 3rd Eye Vision, AMA-IIM Road, Panjara Pole, Ahmedabad – 380009. Tel: 079-40019888 **BANGALORE:** Edelweiss Securities Limited; Novel office central 8/2, Diagonally opposite to 1 MG Mall, MG Road, Ulsoor Road, Bengaluru - 560 008. **HYDERABAD:** Edelweiss Securities Limited; 2<sup>nd</sup> Floor, MB Towers, Plot No.5, Road No.2, Banjara Hills, Hyderabad-500016. Tel: 040-40316911. **JAIPUR:** Edelweiss Securities Limited 703/704, 7th floor, Green House, Ashok Marg, C-Scheme, Jaipur. **KOLKATA:** Edelweiss Securities Limited; Martin Burn House, 2nd Floor, Room No-227, 1 R N Mukherjee Road, Kolkata- 700001. Tel : 033-30081391. **MUMBAI:** FORT: G1, Ground Floor, Ararat Bldg., Opp. Dwarika Hotel / Happiness Cake Shop, Nagindas Master Road, Fort Mumbai-400001 Tel. : 67494580 / 81. **GHAKTOPAR:** Edelweiss Securities Limited; Atlantic Commercial Tower, RB Mehta Road, Near Patel Chowk, Ghatkopar East, Mumbai-400077. Tel: 022-25012611/12. **SANTACRUZ:** Edelweiss Securities Limited, 2A, 2nd floor Victoria Plaza, S V Road, Santacruz West, Mumbai – 400054. **BORIVALI:** Edelweiss Securities Limited, Viray Deep Apts, Chandavarkar Road, Opp Mayur Tower, Borivali (West), Mumbai - 400092. Tel: 022-28336310 **NEW DELHI:** Edelweiss Securities Limited; 8-B, 8th Floor, Atma Ram House, Tolstoy Marg, New Delhi-110001., Tel: 011-46501116/7 **PUNE:** Edelweiss Broking 101 to 106, 1st floor, Siddharth Tower, behind City Pride Talkies, Kothrud, Pune - 411029, Tel: 020-66056672. **SURAT:** Edelweiss Securities Limited; 108, Vishwakarma Chambers, B/S ITC, Majuragate, Ring Road, Surat – 395002, Tel: 0261-2460537.

### AXIS CAPITAL LIMITED

**Bangalore:** Axis Capital Limited, #19/4, SAIRBAGH, Cunningham Road, Bangalore, Pin:560052, Ph:080-48651367; **Mumbai:** Axis Capital Limited, 4A/5C, Khatau Bldg., Ground floor, Alkesh Dinesh Mody Marg, Fort, Mumbai Pin:400001., Ph:022-22677901; **New Delhi:** Axis Capital Ltd, 2nd Floor, Level 3B (4th Floor), DLF Centre, Sansad Marg, Connaught Place, New Delhi, Pin:110001, Ph: 011 - 61289088, **Pune:** Axis Capital Limited, 1248 A, Asmani Plaza, Deccan Gymkhana, Goodluck Chowk, Opp Cafe Goodluck, Behind Raymond Showroom, Pin:411004, Ph:9890018150/9371218150.

### HDFC SECURITIES LIMITED

**HDFC securities Limited,** iThink Techno Campus Building-B,'Alpha', 8th Floor, Opp. Crompton Greaves,Near Kanjurmarg Station, Kanjurmarg(East), Mumbai 400 042 India

### ICICI SECURITIES LIMITED

**ICICI Securities Ltd,** 163 Backbay Reclamation, H.T. Parikh Marg, Churchgate, Mumbai – 400 002.

### IIFL SECURITIES LIMITED

**AGRA:** IIFL Securities Limited - 23/10975-37, 12/12A, Block No. 118, 1<sup>st</sup> Floor, Maruti Plaza, Sanjay Palace, Agra-282002, Ph: 0562-4013289-4013293,7500666675; **AHMEDABAD:** IIFL Securities Limited - 23/10975-37, 4th Floor, Commerce House-4, Near Shell Petrol Pump, Anand nagar Road, Pralhadnagar, Ahmedabad-380015 Mobile : 8657405992 ; IIFL Securities Limited - 23/10975-37, 302-Amruta Arcade, Near Rasna Restaurant, Maninagar Cross Road, Maninagar, Ahmedabad-380008, Ph: 079-40509341; **BANGALORE:** IIFL Securities Limited - 23/10975-37, #31/9, Krimsom Square, 2nd Floor, ABOVE VISHAL MEGAMART, Roopena Agrahara, Begur Hobli, Hosur main Road, Nr Silk Board junction, BANGALORE, 560068, Ph: 08067158118, 9902500445; IIFL Securities Limited - 23/10975-37, NO 11/2, 1ST FLOOR, ABOVE SANJEVANI, NEAR CONGRESS OFFICE QUEENS ROAD, BANGALORE-560052, Ph: 08042778215, 9986388824; IIFL Securities Ltd - 23/10975-37, 11, Adam Chambers Building, Ground Floor, Richmond Road, Bangalore-560025. Tel : 9620102326; **BARODA / VADODARA:** IIFL Securities Ltd - 23/10975-37 3rd Floor , Bhagwan Chambers, Opp. Circuit House , Alkapuri, Baroda - 390007.Tel : 0265-6197504; **BHAVNAGAR:** IIFL Securities Limited - 23/10975-37, 101,102 Sterling Centre, Above Kotak Mahindra Bank, Waghwadi Road, Bhavnagar-364002, Ph: 0278-3003132; **BHUBANESHWAR:** IIFL Securities Limited - 23/10975-37, 1st Floor, Somi Palace, M5/17, Acharya Vihar, Bhubaneswar, 751013, Ph: 9937020268; **CHANDIGARH:** IIFL Securities Limited - 23/10975-37, 2ND FLOOR, SCO 114-115, SECTOR 34A, CHANDIGARH, 160022, Ph: 0172-4988100; IIFL Securities Limited - 23/10975-37, SCO NO-163, FIRST FLOOR, SEC-37C, CHANDIGARH, 160036, Ph: 9915732400; IIFL Securities Limited - 23/10975-37, SCO NO-2907-2908, 2nd Floor, Sec 22D, Opp.J W Marriott, Chandigarh-160022, Tel-0172-4640524, 9811351186. IIFL Securities Ltd - 23/10975-37 FIRST FLOOR, SEC-37C,, CHANDIGARH, 160036, Ph: 9915732400 **CHENNAI:** IIFL Securities Tower, No.143, M.G.R. ROAD, NEAR LIFELINE HOSPITAL, PERUNGUDI, CHENNAI, 600096, Ph: 044-66093677; IIFL Securities Limited - 23/10975-37 Vijay Enterprises, 3rd Floor, MF7, CIPET HOSTEL ROAD, THIRU-VI-KA-INDUSTRIAL ESTATES, EKKATTUTHANGAL, GUINDY-600032, Tel- 044-46613500, 4041500; IIFL Securities Ltd-23/10975-37: 9<sup>th</sup> Floor, Bascon Futura Bldg, 10/1, Venkatnarayana Road, Opposite KPN Travels, T.Nagar, Chennai - 600017. Tel : 9841755315; **COIMBATORE:** IIFL Securities Limited - 23/10975-37, No 657, 4th Floor, Tri Star Towers, Avanashi Road, Coimbatore-641037, Ph: 0422-4506694; **DELHI / NEW DELHI:** IIFL Securities Limited - 23/10975-37, 510-514, 5<sup>th</sup> Floor, ASHOKA ESTATE Bldg., 24, BARAKHAMBRA ROAD, CONNAUGHT PLACE,, DELHI, 110001, Ph:9310527000, 09841755315; IIFL Securities Limited - 23/10975-37, IIFL, Plot No-98, Udyog Vihar Phase -IV, Gurgaon, Haryana PIN- 122016, Ph: 706512644; IIFL Securities Limited - 23/10975-37, 71/3, 1st Floor NAJAFGARH ROAD INDUSTRIAL AREA , MOTI NAGAR, DELHI, 110015, Ph: 9911185735; IIFL Securities Limited - 23/10975-37, F-316,317,304,306 ADITYA ARCADE, NO 30, COMMUNITY CENTRE, PREET VIHAR, DELHI, 110092, Ph: 9971494102; **GURGAON:** IIFL Securities Limited - 23/10975-37, IIFL, Plot No-98, Udyog Vihar Phase -IV, Gurgaon, Haryana PIN- 122016, Ph: 706512644; **HYDERABAD:** IIFL Securities Limited - 23/10975-37, My Home Sarovar Plaza, 5th and 6th floor No. 5-9-22, Shapurwadi, Adarsh nagar, Opp:- Secretariat, HYDERABAD, 500004, IIFL Securities Limited - 23/10975-37, Flat No 208-209, Second Floor, Chaitanya Chambers, Chaitanyapuri, dilukhnagar Hyderabad, HYDERABAD, 500060, Ph: 9347135586; **INDORE:** IIFL Securities Limited - 23/10975-37, 106/107 1ST FLOOR AREAN HEIGHTS AB ROAD OPP C21 MALL, INDORE, 452001, Ph: 0731-4221507; **JAIPUR:** IIFL Securities Ltd 2nd Floor, 112-7, Madhyam Marg, Vijay Path, Agarwal Farm, Mansarovar, JAIPUR, 302018, Ph: 0141-5161754; **JODHPUR:** IIFL Securities Limited - 23/10975-37, Flat No 202, Shree Plaza, Jaljog Chauraha, 658, Residency Road, Sardar Pura, Jodhpur, Rajasthan - 342001, Ph: 0291-5101824; **KANPUR:** IIFL Securities Ltd 306 3<sup>rd</sup> Floor, Sai Square Bhargava Estate , Civil Lines, Kanpur, UP-208001 Tel-8756992410. **KOCHI/COCHIN/ERNAKULAM:** IIFL Securities Limited - 23/10975-37, I, II and III Floor Sana Tower M.G.Road, COCHIN, 682016, Ph: 0484-4028074; **KOLKATA:** IIFL Securities Limited - 23/10975-37, IIFL Securities Ltd.- 8th Floor AC Market 1 Shakesphere Sarani, KOLKATTA, 700071, Ph:9836281898; **LUDHIANA:** IIFL Securities Limited - 23/10975-37, 504, 5th Floor, SCO - 18 , Feroze Gandhi Market ,Ludhiana (punjab)-141001, Ph: 0 161- 5047900 / 5096393; **LUCKNOW:** IIFL Securities Ltd, Above Narayan Automobile, 2nd Floor, 4 Shahnajaf Road, Opp.Kotak Bank, Hazratganj, Lucknow-226001.Tel-8795821401. **MUMBAI:** IIFL Securities Ltd - 23/10975-37 Off No-1A, Building No 105, Opp. Bharat House, Mumbai Samachar Marg, Fort, Mumbai - 400001. Tel : 9167997482/022-49142122. IIFL Securities Ltd, Hubtown Solaris, Ground Floor, N.S.Phadke Marg, Opp.Teli Galli, Andheri - East Mumbai-400 069, Tel-62728874. IIFL House, 4th Floor, Sun Infotech Park Road No 16-V MIDC Thane Industrial Area Wagle Estate Thane -400604. Tel-7045039507. IIFL Securities Limited – B105/106, Om Shanti Chowk, Kapoor Apartments, Chandavarkar Road, Borivli-West Mumbai-400092. Tel-7045830020. IIFL Securities Ltd. Office No. 201, Second Floor, Cabin No : 5, Parasmani Shopping Centre, Parasmani Complex, Near Dadar Railway Station, 95 Naigaum Cross Road, MMGS Marg, Dadar (E), Mumbai - 400014. Landmark : Near Kailash Lassi/ Next to Hotel Avon Ruby. Tel : 7798307393/ 022-48843147. **NAGPUR:** IIFL Securities Limited - 23/10975-37, 2<sup>nd</sup> floor Shreejee krupa building, Gandhi Square, New Itwari Road, Nagpur-440002, Ph: 0712-6684012/14.; **PATNA:** IIFL Securities Limited - 23/10975-37, 2<sup>nd</sup> floor, ASHIANA CHAMBER, EXHIBITION ROAD, PATNA, 800001, Ph: 9771435515; **PUNE:** IIFL Securities Limited - 23/10975-37, IIFL Securities Limited, 7<sup>th</sup> Floor, Lohia Jain IT Park, Near Chandani Chowk, Kothrud, PUNE, 411038, Ph: 9730727308/8219910802. **RAJKOT:** IIFL Securities Limited - 23/10975-37, 1st Floor, Pride One, Opp. Vachhani Hospital, Akshar Marg, Rajkot – 360001. Tel : 8657474275 **RANCHI:** IIFL Securities Limited - 23/10975-37, 4th Floor, Kaushalya Chambers, P P Compound, Ranchi-834001, Ph: 7549091319 & 7549012302; **SURAT:** IIFL Securities Limited - 23/10975-37, 701,702,709,710, 21st Century Business Centre, Ring Road, Surat, SURAT, 395002, Ph: 0261-4030656;

### INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED

**Chennai:** Adyar - Ground Floor, 15, Balaram Road, Chennai - 600 020. - 044-24420776/24914178; **Adambakkam** - Door No. 14, 1st Floor, R k Plaza, Lake View Road, Adambakkam, Chennai - 600088 - 044-22441350/22440351/22600146; **Alwarpet** - G-11, Alsa Regency, 16/165 Eldams Road, Opp. To Indian Bank, Alwarpet, Chennai - 600018 - 044-24338055/24338255; **Ambattur** - Old No. 18/2, New No. 58, Mounasamy Madam Street, Ambattur, Chennai - 600053 - 044-26570354/26570679; **Anna Nagar** - I - No. W-65 A1, TLV Manor, Ground Floor, (Opp. Tower Club), Annanagar, Chennai-600040 - 044-26282616/26214371; **Anna Nagar** - 2 - 17/1, Ground Floor, 1st Street, Santham Colony, Annanagar West Extension, Chennai - 600101 - 044-26152420/26152430; **Ashok Nagar** - New No. 33, 11th Avenue, (Near Grand Sweets), Ashok Nagar, Chennai - 600 083. - 044-24895378/24718482; **Avadi** - No.23/3, 1st Floor, Anna Street, Gandhi Nagar, Avadi - Chennai-600044. - 044-26380200/26380204; **Chrompet** - No.53 and 55, First Floor, Shop-C, Station Road, Radha Nagar, Chrompet, Chennai - 600 044. - 044-22653171/22653172; **George Town** - Old No 111 New No 227, Thambu Chetty Street, First Floor (Near Kalikambal Kovil), George Town, Chennai - 600 001. - 044-25241041/25219488; **K K Nagar** - No. 99, Dr. Lakshmanaswamy Salai, K K Nagar, Chennai - 600078 - 044-23662227/23663227; **Korattur** - New No. 19, 780F, North Avenue, Korattur, Chennai - 600080 - 044-26870901/903/904; **Maraimalai Nagar** - No. 33/7, Pavender Salai, NH-1, MIG, Maraimalai Nagar, Kanchipuram - 603209. - 044-27454767; **Madhavaram** - Plot No. 4-7, Annai Velankanni Nagar, Office No. 1, Arul Nagar Bus Stop, Madhavaram Milk Colony High Road, Chennai - 600051. - 044-25559918/25559919; **Mogappair** - Poomani Plaza,

# IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Block No. 6, Door No. 3, First Floor, Mogappair (West), Chennai - 600037. - 044-26531033/26531381; **Mylapore** - 11-A, Ground Floor, East Abiramapuram, 1st Street, Mylapore, Chennai- 600004 - 044-24983748/24983502; **Nanganallur** - No 15, 14th Street, 3rd Main Road, Nanganallur, Chennai - 600 061. - 044-22673728/22673928; **OMR - Kandanchavali** - No. 21, Rajiv Gandhi Salai, Kandanchavali, OMR Road, Chennai - 600096. - 044-24512/2491813/2491814; **Perambur** - New No 73, Old No 33, Madhavaram High Road, Perambur, Chennai - 600 011. - 044-25521353 / 25521351; **Porur** - 2/52, 1st Floor, Vinayagar Koi St, New Colony, (Near St. John's School), Porur, Chennai- 600116. - 044-24765137/24766755; **Periyar Nagar** - Old 40, New 16, 1st Main Road, Jawaharnagar, Chennai- 600082. - 044-26703125/3126/3140; **Saligramam** - No: 13/49, Arunachalam Road, Saligramam, Chennai - 600093. - 044-23763751/23763752; **Tambaram** - 8/38, Duraiswamy Reddy Street, Tambaram West, Chennai - 6000 045. - 044-22260557/22260386; **T.Nagar-Motilal Street** - 42/1, Motilal Street, T.Nagar, Chennai - 600 017. - 044-28140484; **Thiruvanniyur** - Shop No. 2 & 3, 1st Floor, No 17, K K Road, Valmiki Nagar, Thiruvanniyur, Chennai - 600041. - 044-24571156/24571256; **Trilpican** - Door No. 29, 1st floor, Bharathi Salai, Trilpican, Chennai-600005 - 044-2844003/ 2844005; **Velachery** - 5/1, Sri Durga Flats (Ground Floor), 1st Cross Street, Vijaya Nagar, Velachery, Chennai- 600092. - 044-42184538/42184970; **Virugambakkam** - No. 1, Rajeswari Colony, First Floor, (Near Girias & Next to LIC), Virugambakkam, Chennai - 600 092. - 044-23644496/23644497; **West Mambalam** - New No. 40, Old No. 179/1, Lake View Road, West Mambalam, Chennai - 600 033. - 044-23720701/23720703; **Tamilnadu: Coimbatore - R.S.Puram** - Janaki Apts., Ground Floor, 29/176, Ramalingam Road (West), R.S. Puram, Coimbatore - 641 002. - 0422-2471944/2471505; **Coimbatore - Saibaba Colony** - Shop No.19 / 20 Ground Floor, Aarpee Centre,320 N NSR Rd, Saibaba Colony, Coimbatore - 641011. - 0422-2434358/2434391; **Coimbatore - Vadvalli** - 3/28 - 7 VRR Complex, Maruthamalai Road, Vadavalli, Coimbatore - 641041. - 0422 -4212456; **Coimbatore - Ramanathapuram** - No. 1956, Matha Complex, Opp to City Union Bank, Trichy Road, Ramanathapuram, Coimbatore - 641045. - 0422-4210203; **Devakottai** - Shop No. 3 & 4, Saraswathi Theatre Complex, 425, Thirupathur Road, Devakottai - 630302. - 04561-270244; **Dindigul** - Sri, Mahalaxmi Complex, 1st Floor, 72/42, New Agraharam, Opp. BSNL Customer Care, Palani Road, Dindigul - 624001. - 0451-2433402/2433403; **Erode** - Parimalam Complex, No. 160A, 1st Floor, Mettur Road, Erode - 638011. - 0424-2222021/4270302; **Karaiikudi** - Mahendra Complex, 7/11, Poissalammeyyar Street, New Town, Karaiikudi - 630 001. - 04565-238452/235174; **Kanchipuram** - Old No 6, New No 19, Vanigar Veethi, Ansa Arangam Backside, Nr. BSNL Telephone Exchange, 'D' Office, Kanchipuram -631501. - 044-27228678/27228668; **Kumbakonam** - 36/37, Pachayappa Street, Kumbakonam - 612 001. - 0435-2431520/2422670; **Madurai - Simmakal** - 82, 1st Floor, Vakkil New Street, Madurai - 625 001. - 0452-2630305/2620560; **Madurai - K.K nagar** - 2B/1 Valmjeej Mansion, (Opp to District Court), Madurai Melur Road, Vinayaga Nagar, Madurai - 625200. - 0452-4358234 / 4368234; **Madurai - S S Colony** - 30/1, Navalar Nagar, 1st Street, S S Colony, Madurai - 625010. - 0452-2302304/4986272; **Madurai - TVS Nagar** - Old No D-67 (New No. 131) Rajam Road, TVS Nagar, Madurai - 625 003. Phone : 2695000 / 4246644/4376644; **Mayiladuthurai** - 1A/2, Kallarai Thoppu Street, Mayiladuthurai - 609 001 - 04364-240046; **Nevelly** - Shop No 4, 1st Floor, Nevelly Plaza, Main Road, Indira Nagar, Nevelly - 607801. - 04142-266936; **Puduchery** - No. 40 - a, Aurobindo Complex, (Between M.G. Road & Mission Street), Pondicherry - 605001. - 0413-2222155/4207233.; **Pudukottai** - TS No. : 3604/15 First Floor, Lakshimpuram First street, Team Hospital Back Side, Opp to New Bus Stand, Pudukkottai - 622 001. - 04322- 224005 / 224015 / 225005; **Pollachi** - V T Towers, Above Karur Vysya Bank, 2nd Floor, Door No. 92, New Scheme Road, Pollachi - 642 001. - 04259-223555/338841562; **Salem** - Shop No. 8/9/10, M.R. Complex, 1st Floor, No. 114, Kanakupillai Street, Alagapuram, Salem-636004. - 0427-2446727 / 2336746; **Thanjavur** - 1999, Kamal Towers, West Main Street, Thanjavur - 613009 - 04362-230928 / 230929; **Trirunelveli** - "Arunagirin Complex" Next To SBI 25b-1/31 and 25b-1/32 I Floor, S.N.High Road, Trirunelveli Junction - 627 001 - 0462-2323331; **Tiruppur** - Ground Floor, Door No. 66-C, G. G. Towers, Kumaran Road, Tirupur - 641601 - 0421-4320332; **Trichy - Thillai Nagar** - 25-A, Ground Floor, Githanjali Apartment, Sastri road, (Adjacent to Sippy Theatre), Thillai Nagar, Trichy - 620018 - 0431-2741468 / 2742068; **Trichy - Chatram Bus Stand** - Chitra Complex - No.9, Gr. Floor, Near Chatram Bus Stand, Trichy - 620 002. - 0431-2703670 / 2716387; **Trichy - Srirangam** - 100 B Gandhi Road, Srirangam, Trichy - 620 006. - 0431-2436211 / 2433512; **Trichy - K.K Nagar** - Door No. 16 & 20, Ground Floor, City Centre, 4th Street, Sundar Nagar, Trichy - 620021 - 0431-6460246; **Kerala: Cochin - M G Road - RAJ SOUDH'**, I Floor, 39/3477, M.G.Road, Emakulam - 682 016. - 0484-2358922 /2358923; **Cochin - Tripunithura** - 664-F3, 1st Floor, Ippert, Stephen Arcade, Statue Junction, Tripunithura - 682301 - 0484-4037908 / 4037909; **Kottayam** - Regent plaza, Door No. 203-C, First Floor, CMS Cloogee Road, Near Baker Junction, Kottayam - 686001. - 0481-2585607 / 2565608; **Palakkad** - No 17/1923, 17/1924, A R Complex, Priyadarshini Road, Opp Priyadarshini Theatre, Palakkad -678001 - 0491-2546541 / 2546542; **Trivandrum** - D-NET Tower, TC 28/2875 (4), 1st Floor, Sahadarasamajan Lane, Vanchiyoor, Trivandrum -695035 - 0471-2461593/2478225; **Thrissur** - Door No. 29/586/A18, Sree Lakshmi Building, Shornur Road, PO Thiruvambady, Thrissur - 680022 - 9746471134; **Sasthamangalam** - TC 9/679-4, Lakshmi Plaza, Vellayambalam, Sasthamangalam P O, Trivandrum - 695010 - 0471-4000266/2318022; **Karnataka: Bangalore - Malleswaram** - No 12, Ramanuja Plaza, Ground Floor, 5th Cross, Malleswaram, Bangalore - 560 003. - 080-23446386 / 23461470; **Bangalore - Jayanagar** - No. 20, 1st Floor, 8th 'F' Main Road, 3rd Block, Jayanagar Bengaluru, 560 011. - 080-22441561 /26534659; **Bangalore - Indira Nagar** - No. 671, 17th D Cross, Indiranagar 2nd Stage, Bangalore - 560 038. - 080-25258490 / 25219347; **Bangalore - Koramangala** - 28, 28, First Floor, 100 Feet Ringroad, Near Ejjipura Signal, Viveknagar Post, Koramangala, Bengaluru - 560047. - 080-41217750 / 41217751; **Bangalore - Gandhi Nagar** - 22/5, Jala Shambhavi Complex, 1st Floor, (Opp. To IOB), 22/23, 1st Main Road, Kalidasa Marg, Gandhi Nagar, Bangalore-560009. - 080-22340034/1530319; **Yelahanka New Town** - No. 715, Suhas complex, A Bolck, 1st Floor, (Opp Seshadripuram College), Yelahanka New Town, Bangalore - 560064. - 080-41210060/41210062; **Bangalore - Banashankari** - 1296 1st Floor, 30th Main Road Banashankari 2nd Stage Bangalore - 560 070. - 080-32008338 / 26711389; **Bangalore - Bannerghatta Road** - No. 73/2C, Thimmappa Reddy Layout, (Diagonally opp. To HDFC Bank), Hulimayy Gate, Bannerghatta Road, Bengaluru - 560076. - 080-49534732 / 49534731; **Bangalore - Rajarajeshwari Nagar** - No. 826, 2nd Floor, 'Paramount Building', Pandit Jawaharlal Nehru Road, B.E.M.L. 3rd Stage, Rajarajeshwari Nagar, Bengaluru - 560098. - 080-32523440 / 32523441; **Mysore** - 133, Shika Towers, Second Floor, Rama Vilas Road, Mysore - 570 024. - 0821-2424188/4266682; **Mangalore** - F-1, 1st Floor, Ram Bhavan Complex, Kodialbail - 575 003. - 0824-2440163 / 2447051; **Andhra & Telangana: Hyderabad - Basheerbagh** - D No. 5-10-188/2, P. No. 102B, First Floor, Summit Apartments, Opp. Bandline, Hill Fort, Hyderabad - 500 004 - 040-23242375 / 23242472; **Kukatpally** - D. No. 15-31-2L-11/10, 1st Floor, Near MIG Bus Stop, Opp: Holy Mary Degree College, Pillar No. 20, JNTU Hightech Road, III Phase, KPHB Colony, Hyderabad - 500085. - 040-23058088 / 23058089; **Dr A S Rao Nagar** - D No 1-7-43/173, First Floor, Mahesh Nagar, Beside Radhika Multiplex, Dr A S Rao Nagar, Secunderabad - 500062 - 040-27127395 / 27127396; **Secunderabad** - D No. 1-2-63.64 & 73/2, No. 4, Ground Floor, S R Arcade, Parklane, Secunderabad - 500 003 - 040-27845605 / 27816080; **Vizag** - D No. 47-9-17, Ground Floor, III Lane, Dwarakanagar, Visakhapatnam - 530 016 - 0891-2513606 / 2747020; **Vijaywada** - D No. 29-13-29, 1st Floor, Kaleswara Rao Road, Near Domakal X Roads, Besides Indian Bank, Suryaraopeta, VIJAYAWADA - 520 002. - 0866-2472414/2470517; **Guntur** - 6-9-15-9/1 Aumdelipet, Guntur - 522002 - 0863-2326624 / 2337809; **Nellore** - Shop No.27, Co-operative Bank Shopping Complex, Trunk Road, Nellore - 524 001. - 0861-2326297 / 2332040; **Rajamundry** - 6-14-7/1, Opp. Pala Varkhula Sangam, Achantavari St, T.Nagar,Rajamundry - 533101. - 0883-2422120/2437533; **Kakinada** - 2-1-69/1, 1st Floor, opp Andalamma College, Perraju Peta, Kakinada - 533003. - 0884-2377258/2341205; **Mumbai & Maharashtra: Andheri** - A- 27 Laram Centre, 24, S.V. Road, Andheri West, Mumbai- 400058. - 022-26282685/26282686; **Bandra** - Shop no 8, Veena Beena Complex, Opp Bandra Railway Station, Mumbai - 50 - 022-26403883 / 26558735; **Borivali** - No. 4, Gora Gandhi Apts, I Floor, Above Hotel Samrat, Chandavarkar Lane,Borivali - 400 092. - 022-42087200/42087201; **Bhandup** - No. B-80, Station Plaza, Station Road, Bhandup West, Mumbai - 400 078. - 022-25294 1273 / 2594 1274; **Chembur** - 11 and 12, Gr Floor, Neelkanth Commercial Complex, Next to Hotel Orchids, Gowandi Road, Chembur - 400 071. - 022-25210768 /25217660; **Dombivli** - 107, Triveni Building, 1st Floor, Opp: Nityanand Hotel, Jawaharlal Nehru Road, Dombivli (E), Mumbai - 421 201. - 0251-2433471/2433513; **Fort - Dalal Street** - 59, Sonawala Building, Gr.Floor, Bombay Samachar Marg, Fort,Mumbai - 400 023. - 022-22662825 / 22662728; **Ghatkopar** - No. A-111, Kailas Plaza, Vallabhbhaug Lane, Ghatkopar East, Mumbai - 400 077 - 022-25086488 / 25086088; **Kalyan** - No. A-108, Desai Shopping Centre, Near Zojwala Petrol Pump, Bail Bazar Circle, Kalyan West - 421301. - 0251-2312186 / 2312187; **Malad** - No.7 1st Floor, Abhishek Commercial Complex, Above Dena Bank, Plotno.104, S V Road Malad (w), Mumbai - 64 - 022-28802878/28823965; **Matunga** - Shop No 3, Plot No 402, Ground Floor, Hari Mangal Toran, Long Road, Next to Nalli Silks, Matunga East,Mumbai - 400 019. - 022-24013163/24013164; **Mulund** - No. 11, Alps Heights, Dr R P Road, Mulund West, Mumbai - 400 080. - 022-2569700/25927065; **Thane - West** - A - 201, Krishna Plaza, Station Road, Naupada, Thane West - 400601. - 022-25301256/25301257; **Thane - Vasant Vihar** - 22.Amrपाल Arcade, Vasant Vihar, Pokharn Road 2, Thane West - 400 601. - 022-21730813/21730814; **Vashi** - No. 13, Arenja Corner, Sector - 17, Vashi, Navi Mumbai - 400 703. - 022-27660042/27660043; **Vile Parle** - Shop No.105, 1st floor, Super Market, Monghiba Road, Next to Bank of Maharashtra, Vile Parle East, Mumbai - 400 057. - 022-26133855/26182137; **Pune - Shukrawarpath** - 7 and 8 Arthshilp, Gr.Floor, 1349, 1350, Shukrawar Peth, Bajirao Road,Pune - 411 002. - 020-24473944/24481891; **Pune - Camp** - No. 10, Ground Floor, Kumar Pavilion, 2424, Timya Road, Nest to Victor Cinema, East Street, Camp, Pune - 411001. - 020-41239797/41259797; **Pune - Kothrud** - No. E-7, 2nd Floor, Rahul Complex, Paud Road, Kothrud, Pune - 411 038. - 020-41259595 / 41259596; **Pune - Pimple** - A-22, Sai-Vision, Plot No. 1, Kunal Icon road, Pimple Saudagar, Pune - 411 038. 020-27405571 / 27405572; **Nasik** - B Wing, Parshuram Apts, Opp. Times of India Office, College Road,Nasik - 422 005. - 0253-2575524 /2316300; **Nagpur** - Dhantoli - No. GS-3, Amarjyoti Palace, Dhantoli, Wardha Road, Nagpur 440 012. - 0712-2420105 / 2420106; **Gujarat: Ahmedabad - Navrangpura** - 21, Nirman, Gr.Floor, Behind Navrangpura Bus Stop, Navrangpura,Ahmedabad - 380 009. - 079-26443289 / 26447825; **Ahmedabad - Maninagar** - LG 8/9/10, H.J. House, Opp. IOC Petrol Pump, Rambaugh, Maninagar, Ahmedabad - 380008. - 079-25450718 / 25463670; **Ahmedabad - Paldi** - F-103, Sarvavangal Complex, Behind Zalak Complex, Above SBI, Bhatta Cross Road, Paldi, Ahmedabad - 380007 - 079-26607811/26607813; **Ahmedabad - Chandkheda** - 136, Sarjan-2 Complex, Nr. State Bank of Hyderabad, New C. G. Road Chandkheda, Ahmedabad - 382244. - 079-23296934 / 23296935; **Baroda - Alkapuri** - F- 40/41, National Plaza, 1st Floor, R.C.Dutt Road, Alkapuri, Baroda - 390 007. - 0265-2343677 / 2341608; **Baroda - Raopura** - Samarth Building, Gr. Floor, Near Gujrathi School, Shiypura, Opp. Lane of Chitekhnan Hanuman Mandir, Raopura, Baroda - 390 001 - 0265-2421099/ 6585433; **Baroda - Makarpura** - FF-101, Kishan Atria, Near Manjalpur Hospital, Tulsihdan Cross Road, Makarpura Road, Manjalpur, Baroda - 390 011 - 0265-2648001/2648002.; **Baroda - Waghodia Road** - GF-B/14, Parul Society, Near Cosmos Bank, Opp. Prabhat Society, Waghodia road, Baroda - 390019. - 0265-2572931/2572932; **Surat** - D/G-23 A, International Trade Centre, Ground Floor, Behind Radhakrishna Hotel, Majura Gate, Ring Road, Surat - 395 002 - 0261-2474535 / 2479495; **Rajkot** - 130/131, Star Chambers, 1st Floor, Haribar Chowk, Dr. Rajendra Prasad Road,Rajkot - 360 001. - 0281-3041451 / 2240373; **North: New Delhi - Karol Bagh** - RD Chambers, 3rd Floor, 16/11, W.E.A. Arya Samaj Road, (Above Kotak Bank), Karolbagh, New Delhi - 110005. - 011-45170331 to 338; **New Delhi - Janakpuri** - 108, 1st Floor, Jaina tower 1, District Centre, Janakpuri, New Delhi - 110 058. - 011-45170345 / 45170346; **New Delhi - Nehru Place** - No. 19B, Ground Floor, Hemkunt Chambers, Nehru Place, New Delhi - 110 019. - 011-46681444 /46681445; **New Delhi - Preet Vihar** - 502, 5th Floor, Laxmi Deep Bldg, Above HDFC Bank, Plot No 9, District Centre, Laxmi Nagar, Near Nirman Vihar Metro, New Delhi - 110 092 - 011-47587168/47587169; **Lucknow** - Office No. 2, Gr. Floor, Saran Chambers - II, 5 Park Road, Lucknow - 226 001. - 0522-2235736 / 2236766; **Bhopal** - Manasarovar Complex, MF 7, A Block, Mezzanine Floor, (Near Habibganj Railway Station),Habibganj Station Road,Bhopal - 462011 - 0755-4266005/4266006; **East: Kolkata - South** - Flat No.1-B, 4C Lansdowne Place, Opp. Road of Ramakrishna Mission Hospital, Kolkata - 700 029. - 033-2474600 / 24742705; **Kolkata - Dalhousie** - No. 210, A-Wing,2nd Floor, 24.Hemanta Basu Sarani,Mangalam,Kolkata - 700001 - 033-22310556 / 22310557; **Kolkata - Saltlake** - BA-37, Sector - 1, PNB Island, Kolkata- 700 064 - 033-23580900 / 23580890; **Kolkata - Garia** - E/188, Ground Floor, Ramgarh, Naktala PO, Garia Ganguli Bagan, Kolkata - 700047. - 033-24304050 / 24304051; **Patna** - No.313, Jagat Trade Centre, Fraser Road, Patna 800 001. - 0612-2205943; **Jamshedpur** - Shop No.1, Meghdeep Apts, H No.5, Line No.2, Q Road, Bistupur, Jamshedpur, Pincode - 831001, Jharkhand. - 0657-2756319 / 2756321

## JM FINANCIAL SERVICES LIMITED

**Ahmedabad:** Mr Bhavesh Shah/Mr.Girish Shah/Mr.Kankshil Patel/Mr. Chetan Pandit /Mr. Bharat Patel, G-10 Chinubhai Centre, Gr. Flr,Nehru Bridge Corner, Ashram Road, Ahmedabad - 380009, Ph : 079- 26576666/67/68/69/70/30013700, 9327511358/9376152881/9898027405/8238155599; **Bangalore:** Mr.Kiran/Mr. Ramesh, 2015 at Office No.40/1A, 4th Flr, Basappa Complex, Lavelle Road, Bengaluru-560001. Tel no: 080 49272400/9620208787/9008744296; **Chennai:** Mr B Kalaiselvan/Mr.Nandakumar, Seethakathi Business Centre, Unit No.216, Second Floor, 684-690, Anna Salai (Mount Road), Chennai - 600002, Ph : 044- 28299888/9884486551/7200077650; **Coimbatore:** Mr.Genendran/Ms. Thamizharsi, JM Financial,AMI Mid Town, 25A-4/1, 3rd Floor,D B Road, R S Puram,Coimbatore-641 002. Ph: 0422-4402200/9840068636. **Hyderabad:** Mr Chandrasekhar/Mr. Satish Raja/ Mr.Ravi, JM Financial Services Ltd.6-3-1090/1/1, Uma Chambers,2nd Floor, Somajiguda, Hyderabad 500 082.Ph:040- 40105875; **Indore:** Mr. VedPrakash Dhimole/Ms. Amita , UG-7 & 8, Ground Floor, D M Tower, ,2/11, Race Course Road, Indore - 452004, Ph : 0731- 7421200/19/9826033348; **Jaipur:** Mr. Avdesh Kumar, G-7 & G-8, Brij Anukamba, Plot No-K-13, Ashoka Marg, C-Scheme, Jaipur - 302001, Ph : 0141-4384400/ ; **Kolkata:** Mr. Deepkumar Khemka / Mr.Sumit Das, Kankaria Estate, 8th Flr,6th Little Russell Street, Kolkata - 700071, Ph : 033- 40310330/9830980833; **Mumbai -Mumbai - Borivali:** Ms Jyotsna Solanki/Mr C V George/Ms. Disha Shah/Mr.Mayur Jain, JM Financial Services Ltd, 1st Floor, 101, 1st Floor, Abhilasha II CHSL,Punjab Lane, Off Chandavarkar Road,Borivali West, Mumbai -400092, Phone: Direct: +91 22 29686703 /Baird: +91 22 29686700, Mumbai - Fort: Mr. Sona Verghese/Kedar Pimpitkar/Ms Armin Iran/Mr. Vaibhav Keluskar/Mr. Meghnath Bhoir, 2,3,4 Kamanwala Chambers, Ground Floor,Sir P M Road, Fort, Mumbai-400001, Ph:022-22665577/78/79/80,613603400/30213500/9825325178/979272829/8291337668/7506726019/982056416/ 8106623300; Mumbai - Ghatkopar: Mr. Beren Solanki /Ms. Priitha Mukherjee, 424/425 Kalidas Plaza, V B Lane, Ghatkopar East, Mumbai - 400075, Ph : 022- 45058700/9833449824; **Mumbai - Malad:** Mr. Nayan Parikh/Ms. Sapna Parulekar, Abhishek Commercial Complex, Office No.8, 1st Floor, Above Dena Bank, Next to Aditi Hotel, Plot No.104,S V Road, Malad West, Mumbai-400064., Ph : 288 22 831 /32 /34/ 9773070052; **Mumbai - Navi Mumbai:** Mr. Pratik Khosla/Mr.Sunil Gujjar, 32nd, 3rd Floor, Vardhaman Market, Sector 17, Above DCB, Vashi , Navi Mumbai - 400705, Ph : 66329200/03/04/7709578502; **Mumbai - Vile Parle:** Mr. Ashvi Vora/Ms. Rani Jaiswal ,602, 6th Floor, Kingston, Tejpal Road, Near Railway Crossing,Vile Parle (East), Mumbai 400 057, Ph : 022- 26636731-34, 26135202-03/9833951393/ ; **New Delhi:** Mr Umesh Yadav/Mr. Ashishkumar Jhigran , 5 G&H, 5th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi - 110001, Ph: 011- 49537800/9810996750/9560584459; **Pune:** Mr Anand Shirke/Mr Sanjay Yelwande , Office No.302,Kalpa Vishwa,Next to ICICI Bank, Ghole Road,Shivaji Nagar Pune 411 005, Ph:020-67602400/15-18/9730003080/9730003079; **Rajkot:** Mr. Shailesh Dabhi /Ms. Mittal Vade, 202 Solitaire, 2nd Floor, Swami Vivekanand Marg, Near Municipal Commissioner Bungalow, Ramkrishna Nagar, Rajkot - 360017, Ph : 0281- 6194000/8488881818; **Secunderabad:** Mr. Kalyan Chakravarthy/Mr. Ravi , 3rd Floor, 303 Jade Arcade, Opposite Paradise Hotel, M G Road, Secunderabad - 500003, Ph : 040- 40105200/9849309295; **Surat:** Mr. Nishant Trivedi/Ms. Urvi Mehta ,A Wing , 2nd Floor 202 International Commerce Centre Bldg. , ( ICC Bldg ),Near Kadiwala School, Majura Gate , Ring Road , Surat - 395002, Ph : 0261- 4081700/9898234288; **Vadodara:** Mr. Kaustav /Ms. Arpita, G1 Ground Floor, Shohan, 49 Alkapuri Society, Opp. HDFC Bank, Alkapuri, Vadodara - 390007, Ph : 0265- 6191300/7567342282; **Visakhapatnam:** Mr. B. Rajesh/Ms. Y Satyavati ,Door No 9-1-224/4/3, 1st Floor, Nandan Nirman, CBM Compound, Near Rama Talkies Junction, Visakhapatnam - 530003, Ph : 0891 - 6603800/8447214919

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

### KARVY STOCK BROKING LIMITED

**AGRA:** Karvy-F4, 1st Floor, Deepak Wasan Plaza Sanjay Place, Agra, Above Hdfc Bank, Uttarpradesh - 282002; **AHMEDABAD:** Karvy-203, Shail Building, Opp: Madhusudhan House, B/H. Girish Gold Drinks, Off. C.G. Road, Navrangpura, Ahmedabad - 380006; **AKURDI:** Karvy-Shop No 4-5, Mumbai-Pune Road, Behind Sbi Bank, Jadhav Chamber, Nigdi, Pune - 411044, Ph: 020-27247701/02/03/04; **ALLAHABAD:** Karvy-57 S. Marg, R.S. Tower, Above Sony Showroom, Civil Lines, Allahabad, Uttar Pradesh - 211001; **AMBALA:** Karvy-6349, Nicholson Road, Adjacent Kos Hospital Ambala Cantonment - 133001; **ANANTHAPUR:** Karvy-D No 15-149; 1st Floor; S R Towers; Opp: Lalithakala Parishad, Subash Road, Anantapur Andhra Pradesh - 515001; **AZAMGARH:** Karvy-1st Floor Alka Building Opposite Nagar Palika Civilines Azamgarh - 276001; **ANGUL:** Karvy-1st Floor, Subhra Tower, NH - 55, Main Road, Hanuman Bazar, Angul - 759112; **BANGALORE:** Karvy- No: 54, "Yadalamanga Heritage", Vanivilas Road, Basavanugudi, Bangalore - 560004, Ph:080-67593600; **BANGALORE - KORAMANGALA:** Karvy-Aaryaa Centre, 1st Flr, KHB Colony, 1st A Cross, 5th Block, Opp Post Office, Ganesh Temple Road, Koramangala, Bangalore - 560095; **BANANGALORE-INDIRA NAGAR:** Karvy- No.746, 1<sup>st</sup> Floor, Krishna Temple Road, Indiranagar 1st stage, Bangalore - 560038; **BARCELONA:** Karvy-165, 1st Floor Opp Hotel Bareilly Palace Near Rly Station Civil Lines Bareilly - 243001; **BARODA - SAVOY:** Karvy-T-2, 3rd Floor, Savoy Complex;63, Haribhakti Extension;Opp Abs Tower, Old Padra Rd, Baroda, Gujarat - 390007; **BELGAUM:** Karvy-Fk-1, Khimajibhai Complex, Ambedkar Road, Opp: Civil Hospital, Belgaum, Karnataka - 590001; **BELLARY:** Karvy-No.1, Khb Colony, First Cross, Gandhinagar, Bellary, Karnataka - 583101, Ph: 08392 254531/3; **BHAVNAGAR:** Karvy-213, Krushna Darshan Complex, Above Rangoli Restaurant, Waghwadi Road, Bhavnagar - 364001; **BHILAI:** Karvy-Shop No.1, Plot No.1, Old Sada Block Commercial Complex, Nehru Nagar, Bhilai - 490020; **BHOPAL:** Karvy-Kay Business Centre; 133 Zone ; 1 Mp Nagar, Bhopal, Madhya Pradesh - 462011; **BHUBANESWAR:** Karvy-A/181, Janardhan House, 2nd Floor, Room No. 5, Sahid Nagar, Bhubaneswar 751007; **BILASPUR:** Karvy-Shop No 201 & 202; 1st Floor; V R Pla. Link Road, Bilaspur, Chattisgarh - 495001, Ph: 07752-236420 **BURDWAN:** Karvy-63; G.T. Road; Birhata; Halder Comp, Ex 1st Floor, Burdwan, West Bengal - 713101, Ph: 0342 2550801 / 2550840; **CHANDIGARH:** Karvy-Sco 2423-2424, First Floor, Sector 22C, Chandigarh - 160022; **CHENNAI - ADAYAR:** Karvy-F-3, Adayar Business Court, Old No.25, New No 51, Gandhinagar 1st Main Road, Chennai - 600020, Ph: 044 42076801/42076803; **CHENNAI - ANNANAGAR:** Karvy-T-92 Ground Floor Third Avenue Main Road Anna Nagar Chennai - 600040; **CHENNAI - T NAGAR:** Karvy-No.33/1, Venkataraman Street, T.Nagar, Chennai - 600017; **COCHIN:** Karvy-G 39, Panampally Nagar Opp: Kerala State Housing Board, Kochi, Kerala - 682036; **COIMBATORE:** Karvy-SNV Chambers, First Floor, 482/483, Cross Cut Road, Opp: Power House, Gandhipuram -Coimbatore - 641012 Ph: 0422 434200-215; **CUTTACK:** Karvy-Opposite Jagannath Petrol Pump, Arundhya Market, Link Road, Cuttack - 753012; **DEHRADUN:** Karvy-48/49, Patel Market, Opp- Punjab Jewellers , Near Gandhi Park, Rajpur Road, Dehradun - 248001; **GHATKOPAR:** Karvy-Sai Infotech, Shop No.25, Patel Chowk, R B Mehta Marg, Ghatkopar East Mumbai - ; **GHAZIABAD:** Karvy-1st Floor-C-7; Lohia Nagar, Ghaziabad; Uttar Pradesh - 201001; **GORAKHPUR:** Karvy-Pratibha Complex, 1st Floor, In Front Of Jubilee Inter College, Jubilee Road, Gorakhpur - 273001; **GULBARGA:** Karvy-1st Floor Asian Tower Beside Aditya Hotel , Jagat Station Main Road, Opp Public Garden Gulbarga Karnataka - 585103; **GURGAON:** Karvy-Shop No. 18, Near Huda Office; Ground Floor, Opp: Akl Tower, Sector 14, Gurgaon - 122001; **GWALIOR:** Karvy-1st Floor , J K Plaza; Gasl Ka Tazia; Falka Bazar , Lashkar; Gwalior ( M P ); Madhya Pradesh - 474001; **HUBLI:** Karvy-Giriiraja House, Old Name: Madhura House, No.45, Ward No.1, Club Road, Hubli, Karnataka - 580029, Ph: 0836 2356201/2356202/2356204; **HYDERABAD:** "Karvy House", 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500034; **HYDERABAD - HYDERGUDA:** Karvy-Sri Siva Rama Towers, 3-6-288/3, 1st Floor, Opp. Old Ma Quarters, Above Hdfc Bank, Hyderguda, Hyderabad - 500029, Ph: 040-66035731; **JALANDHAR:** Karvy-Lower Ground Floor; Prime Towers; Office No: 3, Plot No.28, G.T. Road, Jalandhar - 144001; **JAIPUR:** Karvy-107-108, Lohadia Tower, Near Anshin Circle, Ashok Marg, C Scheme, Jaipur - 302001; **JAMNAGAR:** Karvy-136-137-138, Madhav Plaza, Opp SBI Bank, Lal Bunglow, Jamnagar - 361001; **JAMSHEDPUR:** Karvy-RR Square, 2nd floor, SB Shop Area, Main Road, Bistupur, Jamshedpur - 831001; **JHANSI:** Karvy-371/01, Narayan Plaza Jeevan Shah Crossing Opp Telephone Exch Gwalior Road , UP - 284003; **JUNAGADH:** Karvy-124/125; 1st Floor; Punit Shopping Center, M G Road, Ranavav Chowk, Junagadh - 362001; **KAKINADA:** Karvy-13-14-16; Sri Deepthi Towers; First Floor Main Road, East Godavari, Kakinada - 533001, Ph: 0884 2387382 / 2387383; **KANPUR:** Karvy-15/46, Civil Lines, Opp. Muir Mills, Stock Exchange Road, Kanpur - 208001; **KOLHAPUR:** Karvy-Omkar Plaza, 1st Floor, Unit F-2 & F-4, Rajaram Road, Bagal Chowk, Kolhapur - 416008, Ph: 0231 2525132/33/34; **KOLKATA - DALHOUSIE:** Karvy-Martin Burn House, I. R.N. Mukherjee Road, 2nd Floor, Room No: 226, Kolkata - 700001; **KOLKATA - PARK STREET:** Karvy-3rd Floor, "B" Block, Apeejay House, 15, Park Street, Kolkata - 700016; **KRISHNANAGAR:** Karvy-52; R. N. Tagore Road, High Street, Nadaga, Krishnanagar - 741101, Ph: 3472 251541 / 553; **KURNOOL:** Karvy-Shop No.43, 1st Floor, S V Complex, Railway Station Road, Kurnool - 518004; **LUCKNOW:** Karvy-94 M.G. Marg Opp Governor House Hazratganj Lucknow - 226001; **LUDHIANA:** Karvy-1st Floor, Sco 136, Feroze Gandhi Market , Ludhina , Punjab - 141001; **MADURAI:** Karvy-274, Goods Shed Street, Madurai, Tamil Nadu - 625001; **MADURAI - BYE PASS:** Karvy-Rakesh Towers, Opp Nagappa Motor, No.30, By Pass Road, Madurai, Tamil Nadu - 625010; **MATHURA:** Karvy-2nd Floor, Ambay Crown, Opp. Bsa Degree College, Bhuswara Road, Mathura - 281001; **BANGALORE - MALLESWARAM:** Karvy-No.337, Gf-3, Karuna Complex, Sampige Road; Opp: New Vegetable Market; Mallešwaram; Karnataka - 560003; **MANGALORE:** Karvy-Mahendra Arcade, Ground Floor, Kodailabail, Mangalore, Karnataka - 575003, Ph 0824 2492302 / 2496332 / 2492901; **MEERUT:** Karvy-1st Floor Medi Centre, Opp Eves Petrol Pump, Hapur Road, Near Baccha Park, Meerut - 250001; **MUMBAI - BORIVALI:** Karvy-Shop No 14, Star Trade Centre, Near Chamunda Circle, Borivali, West Mumbai - 400001; **MUMBAI - FORT:** Karvy-Office no 7, 2nd floor, Dossa Mansion, Opp RBL bank, Nr apna Bazar, PM Road, Opp HSB - 400001; **MUMBAI - THANE:** Karvy-Office No 01, Yashwant Tower, Ram Ganesh, Gadkari Path, Ghantali Road, Naupada, Thane (West), Mumbai - 400001; **MUMBAI - VILE PARLE:** Karvy-104, 1st Floor, Sangam Arcade HSG Society, Opp Vile Parle Station, Above Hsb Atm, V P Road, Vile Parle (W), Mumbai - 400001; **MUZAFFARNAGAR:** Karvy-203/99 C, Sadar Bazar, Opp Peace Library Muzaffarnagar - 251001; **NADIAD:** Karvy-104-105; City Point, Near Paras Cinema, Nadiad, Gujarat - 387001, Phone No: 0268-2563210/45/48; **NAGPUR:** Karvy-230-231 3rd Floor, Shri Ram Shyam Tower, Near NIT Building, Nagpur, Maharashtra - 440001, Phone No: 0712- 6611293/6612376; **NASIK:** Karvy-F1, Suyojit Sankul, Sharapur Road, Near Rajiv Gandhi Bhavan, Nasik - 422002, Ph 0253 2316232/33/34; **NAVSARI:** Karvy-1/1, 1st Floor, Chinmay Arcade, Opp: Sattapur, Tower Road, Navasari, Gujarat - 396445, Phone No: 02637- 280362 / 280363 / 280378; **NEW DELHI:** Karvy-23, UGF , Himalaya House, KG Marg, New Delhi - 110001; **NOIDA:** Karvy-307, 2nd Floor Jaipuria Plaza, (Opp Delhi Public School) Sector 26, Noida - 201301; **PATNA:** Karvy-Office No. 3006 3rd Floor; Yunus Plaza; Grand Plaza; Tracer Road; Patna; Bihar - 800001; **PONDICHERRY:** Karvy-No.7, First Floor, Thayagaraja Street, Pondicherry - 605001; **PUNE:** Karvy-Mozaic Building, CTS No-1216/1, Ferguson College Road, Shivaji Nagar, Pune - 411004; **PURI:** Karvy-Ground Floor; Vip Road, Near Pkda Office, Puri - 752001, Ph: 06752-225438/30; **RAJAHMUNDRY:** Karvy-D No.6-27-8; 1st Floor ; Vygram Road, Rangachary Street, T Nagar, Rajahmundry - 533101; **RAJKOT:** Karvy-505-506, Star Chamber, Harihar Chowk, Rajkot, Gujarat - 360 001 **ROURKELA:** Karvy-1st Floor; Sandhu Complex; Kachery Sandhu Complex; Kachery Road; Uditnagar Road; Udit Nagar; Rourkela Orissa - 769012, Ph: 0661-2510770 / 2510772; **SALEM:** Karvy-No.40, 5th cross, Brindavan Road Opp To Polymer Channel, Fair Lands - 636016; **SAMBALPUR:** Karvy-Koshal Builder Complex, Near Goal Bazaar Petrol Pump, Sambalpur - 768001; **SHIMLA:** Karvy-Triveni Building, Bye Pass Chowk, Khani, Shimla - 170002; **SHIMOGA:** Karvy-Sri Mata Naika Complex, 1st Floor , Above Shigma Diagnostic Centre, Lr Road Durgidurg, Shimoga, Karnataka - 577201; **SURAT:** Karvy-D-418, ITC Building, Majura Gate, Surat - 395002; **TRICHY:** Karvy-Sri Krishna Arcade, 60, Tennur Highway Road, Tennur, Trichy - 620017, Ph: 0431-2791000,4020226; **TRIVANDRUM:** Karvy-2nd Floor; Akshaya Towers; Sasthamangalam Near Hundai Showroom; Above Jet Airways; Trivandrum; Kerala - 695010, Ph: 471-2725989 - 90-91 ; **TIRUPATI:** Karvy-D.No. 19-4-8/10, First Floor, A.V.M. Plaza, Near Lakshmi Puram Circle Air Bypass Road, Above Axis Bank - 517501; **UDUPI:** Karvy-Ground Floor, Sriram Arcade; Opp: Head Post Office, Udupi; Karnataka - 576101, Ph: 0820-2530962/63/64; **VARANASI:** Karvy-1 Floor, D 64 / Ka Anant Complex, Sriga Varanasi - 221010; **VIJAYAWADA:** Karvy-39-10-7; Opp:Municipal Water Tank, Labbipet; Vijayawada; Andrapradesh - 520010, Ph : 0866-2495200; **VISHAKAPATNAM:** Karvy-47-14-5/1, Eshwar Paradise, Dwarakanagar Main Road, Vishakapatnam - 530016, Ph : 0891-2752915/16/17/18.

### KOTAK SECURITIES LIMITED

**AHMEDABAD:** Kotak Securities Limited., 207, 2nd Floor, Sakar-II, Ellisbridge Corner, Ashram Road T: 26587276; **BANGALORE:** Kotak Securities Limited., 'Umiya Landmark'-II Flr., No:10/7 -Lavelle Rd.T: 080-66203601; **CHENNAI:** Kotak Securities Limited., GRR Business Cneter, No.21, Vaidyaraman Street, T Nagar. T: 24303100 24303324; **COIMBATORE:** Kotak Securities Limited., 114, E-1, Race Course Road, 68-116 to 208-249, 2nd Floor, Mariammal Towers, Coimbatore - 641018 P: 66996666; **HYDERABAD:** Kotak Securities Limited., 1-8-179/2/A, 1st Floor, Usha Kiran Complex, Above HDFC Bank, P G Road, Secunderabad - 500 003. T:040-47009699/671; **INDORE:** Kotak Securities Limited., 314, Citi Centre, 570, M.G. Road. T: 2537336; **KOCHI:** Kotak Securities Limited., 40/1400, 11th Floor, Ensign Enclave, Jos Junction, M.G. Road. T: 0484-2377386/ 2378287; **KOLKATA:** Kotak Securities Limited., "Govind Bhawan" Ground Floor, Brabourne Road, Tel: 033-66156200; **MANGALORE:** Kotak Securities Limited., No.4, 3rd Floor, The Trade Centre, Jyoti Centre, Bunts Hostel Road, Near Jyoti Centre. T: 0824-424180; **MUMBAI:** Kotak Securities Limited., 32, Gr Flr, Raja Bahadur Compound, Opp Bank of Maharashtra, Fort. T: 22655084; **NEW DELHI:** Kotak Securities Limited., Unit number 601 & 608, 6th Floor, World Trade Tower Building, Tower B, Plot number C1, Sector 16, Noida, (New Delhi) - 201301. Tel: 0120-6760435/0120-4869326; **SURAT:** Kotak Securities Limited., Kotak House, K G Point, 1st Floor, Nr.Ganga Palace, Opp.IDBI Bank, Ghoddd Road. T: 0261-5532333/ 2254553.

### RR EQUITY BROKERS PRIVATE LIMITED

**Ahmedabad** RR Equity Brokers Pvt. Ltd. , 401, Abhijit-1, Opp. Bhuj Mercantile Bank, Mithakhali, 6 Road, Navrangpura, Ahmedabad-390009 Ph : 079- 40211888, 32943827, **Bangalore** RR Equity Brokers Pvt. Ltd. S-111, Manipal Centre, 47, Deckenson Road, MG Road, Bangalore-560042 Ph: 080-42477177; **Faridabad** RR Equity Brokers Pvt. Ltd. , Shop No. 55, 1st Floor, Near Flyover, Neelam Chowk, NIIT, Faridabad - 121001, Haryana Ph: 0129-02427361,08178997842; **Jaipur** RR Equity Brokers Pvt. Ltd. , 7, Katedwa Bhawan, Opp. Ganapati Plaza, M.I. Road, Jaipur- 302001 Ph: 0141-3235456, 5113317; **Kolkata** RR Equity Brokers Pvt. Ltd. 704, Krishna Bldg., A/C Bose Road, Kolkata- 700017 Ph: 033-22802963/22806878; **Lucknow** RR Equity Brokers Pvt. Ltd. , F-117, Shirram Tower, 13 Ashok Marg, Lucknow- 226001 Ph: 0522- 4057612, 2286518; **Mumbai** RR Equity Brokers Pvt. Ltd., 82/1, Apollo House, Ground Floor, Opposite Jammu & Kashmir Bank, Mumbai Samachar Marg, Mumbai 400023, MAHARASHTRA Ph: +91-22-40544201/224/22702002; **New Delhi** RR Equity Brokers Pvt. Ltd. 412-422, Indraprakash Building 21, Barakhamba Road, New Delhi - 110001 Phone: +91-11-23354802; **New Delhi** RR Equity Brokers Pvt. Ltd. , N-24, Middle Circle, Connaught Place, New Delhi - 110001 Ph: 011- 23353480, 23353768

### SMC GLOBAL SERVICES PRIVATE LIMITED

**AGRA** :- F- 4, Block No 35, Surya Kiran Building Near Metro Bar Sanjay Place Agra Ph no 7520787708, **AHMEDABAD** :- 10-A, Kalapuram.C G Road ,Near Municipal Market, Ahmedabad 380003 Ph no 9825612323, 09727799200, **BANGALORE**:- CPS House, No 23/2, Ulsoor Road Bangalore -560034 Ph no 9739161699 **CHENNAI**:- Salzberg square, flat no.1, 3rd Floor, Door no .107, Harrington Road Chetpet, Chennai-600 031. **DEHRADUN** :- 7, 8, 9 & 10 shiva palace, second floor, rajpur road Dehradun 248001 Ph no 9368572105 **HISSAR** :- Mago Securities Ltd 104, SCF Gram, 1st Floor Green Square Market Hissar Ph no 09416023332 **HYDERABAD/SECUND**'BAD :- 206, 3rd floor Bhuvana Towers, Above CMR Exclusive, S D Road SECUNDERABAD, 500003 **INDORE** :- 206, Gold Arcade 3/1 New Palasia Opp Curewell Hospital, Indore, M P Ph no 9826062666 **JAIPUR** :- 401, fourth Floor Shyam Anukampa Opp HDFC BANK Ashok Marg C scheme Jaipur Ph no 992882771 **JAMSHEDPUR** :- K2-L1 Tiwary Becher Complex .P.O. Bistupur Jamshedpur 831001 Ph no 9934399678 **KANPUR** :- shop no : G-21, Ground Floor City Centre The Mall Kanpur -228001 ph no 9305358433 **KOLKATA** :- 18, Rabindra Sarani Podder Court Gate NO 4, 5th Floor Kolkata -700001 Ph no 09933664479 **LUCKNOW** :- Radha Krishna Bhawan, Plot No. 3/A, 5 Park Road, Lucknow Ph no 9839826932 **MUMBAI** :- 258, Perin Nariman Street First Floor Fort mumbai -400001 Ph no 9930055430 **NEW DELHI/DELHI**:- 17 , Netaji Subhash Marg, Opp. Golcha Cinema Daryaganj, New Delhi-110 002 Ph no 9818620470 , 9810059041, 301, 3rd Floor, Kanchenjunga Building, 18, Barakhamba Road, Delhi - 110001 Ph no 9958696929 9180469955, 503, Ansal Bhawan Barakhamba Road New Delhi -110001 Ph no 9871626464 **PUNE** :- 3RD Floor, 1206/4B, Durgashankar Building, Beside Khetan Medical Behind Shubham hotel, JM Road Pune 411004 **RAJKOT** :- 401-Star Chambers, Harihar Chowk, Nr. Panchth Mandir, Rajkot-360001 Mob - # +91 8000903984, Tel - 0281-3017965 **SURAT**:- 316, Empire State Building, Near Udhna Darwaja, Ring Road, SURAT-395002 || Tel No.: 0261-4005017

### TIPSONS STOCK BROKERS PRIVATE LIMITED

**AHMEDABAD (Head Office):** Tipsons Stock Brokers Pvt. Ltd., 5<sup>th</sup> Floor, Sheraton House, Polytechnic Road, Ambawadi, Ahmedabad - 380 015, Tel: 66828019, 66826064; **BANGALORE:** Tipsons Stock Brokers Pvt. Ltd., 214-B, Mittal Towers, M G Road, Bangalore - 560 001, Tel: 4112 3628, 4112 3828.; **CHENNAI:** Tipsons Stock Brokers Pvt. Ltd., 70, Cisons Complex, 1<sup>st</sup> Floor, 150, Montith Road, Egmore, Chennai - 600 008, Tel: 44 42693911 **HYDERABAD:** Tipsons Stock Brokers Pvt. Ltd. 501/B, Suryakiran Complex, Sarojini Devi Road, Secunderabad - 500 003, Contact Numbers:+91 40 40186055 Mobile: +91-9912754491 **KOLKATA:** Tipsons Stock Brokers Pvt. Ltd Chatterjee International Centre, 16th Floor, Room-12, 33A, Jawahar Lal Nehru Road, Kolkata- 700 071, Tel: 2288 0118, 3250 3500, **MUMBAI:** Tipsons Stock Brokers Pvt. Ltd 211, 207, second floor, Madhava Building, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Tel: 022-26590237, 022-26590238, 022-26590235, 022-26590239 **NEW-DELHI:** Tipsons Stock Brokers Pvt. Ltd 1008, 10<sup>th</sup> Floor, Akashdeep Building, Connaught Place, 26/A, Barakhamba Lane, New-Delhi - 110 001, Tel: 2335 1155, 3260 8500 **PUNE:** Tipsons Stock Brokers Pvt. Ltd, Shrinath Lake View Flat No 220, 2nd, floor Jambhulwadi Road, Ambegaonkhnd, Nr Lipane Vitt Batti, Pune - 411046, Tel: 2613 1997, 3250 3500

### TRUST SECURITIES SERVICES PRIVATE LIMITED

**Ahmedabad:** 006, Ground Floor, Sakar - IV, Opp Town Hall, Ellis Bridge, Ashram Road, Ahmedabad - 380009, Tel No: 079-30006151; **Bengaluru:** No.910, 9th Floor, Prestige, Meridian - I, M.G Road, Bengaluru - 560001, Tel No: 080-42622111; **Bharuch:** Bungalow No.3, Utarkash Office, Behind Polytechnic College, Bharuch - 392002, Tel No: 02642-247383; **Chennai:** The Executive Zone, Shakti Tower - 1, G.F. Suite 122 & 124, 76 Anna Salai, Mount Road, Next to Spencer Plaza, Chennai - 600002, Tel No: 044-43235856; **Hyderabad:** 511, Aditya Trade Centre, Amserpet, Hyderabad - 500038, Tel No: 040-65846061; **Kolkata:** Room No.64, Chittrakoot, 230/A, Acharya Jagdish Chandra Bose Road, Kolkata - 700020, Tel No.033-40845000; **Mumbai:** 1101, Naman Centre, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Tel No: 022-40845000; **New Delhi:** 912-915, 9th Floor, Tolstoy House, Tolstoy Marg. C. P., New Delhi - 110001, Tel. No: 011-43554000; **Pune:** 609, Llyods Chambers, Block - II, 6th Floor, Malhdakka Chowk, Pune - 411011, Tel. No: 020- 67445357.

**IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

**LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs) UNDER THE ASBA PROCESS**

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
1.	Axis Bank Ltd.	Centralised Collections and Payment Hub (CCPH) 5th Floor, Gigaplex, Building No. 1, Plot No. I.T.5, MIDC, Airoli Knowledge Park, Airoli, Navi Mumbai – 400708	Mr. Sunil Fadtare Assistant Vice President	022-71315906, 9819803730	022- 71315994	Sunil.fadtare@axisbank.com
2.	Andhra Bank	18 Homi Modi Street,P B No 114,Nanavati Mahalaya,Fort Mumbai Maharastr 400023	Seshagiri Rao Jonnakuti	02222026088/22047626	-	bmmum051@andhrabank.co.in
3.	Allahabad Bank	Allahabad Bank, Fort Branch, 37, Mumbai Samachar Marg Mumbai, Maharashtra 400 023	Shri R Pradeep Kumar	(022)-22623224	-	albasba@allahabadbank.in
4.	Bank of Baroda	Mumbai Main Office, 10/12 Mumbai Samachar Marg, Fort, Mumbai-23	Mr. Sonu A. Arekar	022-40468314, 40468307,	022-22835236	asba.fortap@bankofbaroda.com
5.	Bank of Maharashtra	Fort Branch, 1st Floor, Janmangal, 45/47, Mumbai Samachar Marg, Mumbai – 400023	SHRI. V R Kshirsagar (DGM)	022-22694160 22652595 22663947	022-22681296	brmgr2@mahabank.co.in; bom2@mahabank.co.in
6.	BNP Paribas	BNP Paribas House, 1, North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	Mr. Ashish. Chaturvedi, Mr. Dipu SA, Ms Prathima Madiwala	(022) 61964570/61964594/61964592	(022) 61964595	Ashish.chaturvedi@asia. bnpparibas.comdipu.sa@asia. bnpparibas.comprathima. madiwala@asia.bnpparibas.com
7.	Barclays Bank PLC	Barclays Bank PLC 601/603 Ceejay House, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai – 400018	Parul Parmar	+91- 22 6719 6400/ 6575	+91- 22 6719 6996	Parul.parmar@barclays.com
8.	Bank of India	Phiroze Jeejeebhoy Tower, (New Stock Exchange Bldg), P. J. Tower, Dalal Street, Fort, Mumbai – 400 023.	Shri Navin Kumar Pathak, Senior Manager	022-22723631/1677/ 9619810717	022-22721782	Stockexchange.Mumbai, south@bankofindia.co.in
9.	Corporation Bank	Capital Market Branch, 1st Floor, Earnest House, NCPA Marg Nariman Point, Mumbai-400021	Mr. Amod Kumar	022-22841406/22842764, 9870340031	022-22843823	capmrktbr@corpbank.co.in
10.	CITI Bank	Kalapurnam Building, Municipal market, CG Road, Ahmedabad – 380009.	Priyank Patel	079- 40015812	-	priyank.patel@citi.com
11.	Central Bank of India	Ground floor, Central Bank of India, Central Bank Building, Fort, Mumbai 400001	Mr. Vineet Bansaj	022- 22623148, 22623149	022-22623150	asba4082@centralbank.co.in
12.	Canara Bank	Canara Bank, Capital Market Service Branch,407, 4th floor, Himalaya House79, Mata Ramabai Ambedkar, Marg, MUMBAI-400 001	Mr. Arvind Namdev Pawar	022-22661618/ 22692973/ 9769303555	022-22664140	cb2422@canarabank.com, mbdcomcity@canarabank.com, hocmbd@canarabank.com
13.	City Union Bank Ltd.	48, Mahalakshmi St., T. Nagar, Chennai – 600 017.Tamil Nadu.	Sivakumar.V	9344874144/044-24363754	044 - 24348586	sivakumar.v@cityunionbank.in/ cubdp@cityunionbank.in
14.	DBS Bank Ltd.	DBS Bank Ltd, Fort House, 221, Dr. D.N. Road, Fort, Mumbai, 400 001	Amol Natekar	+91 22 6613 1213	+91 22 6752 8470	amolnatekar@db.com
15.	DCB Bank	Peninsula Business Park, 9th floor, Tower A, Senapati Bapat Marg., Lower Parel. Mumbai 400013	Munira A Tejani	022-66848209	-	muniratejani@dcbbank.com, mfhelpdesk@dcbbank.com
16.	Dena Bank	Capital Market Branch, 17 B-Horniman Circle., D. Nanji Bldgs., Mumbai-400023	Branch Manager	022-22661206/22702881	022-22694426/ 22702880	cmb@denabank.co.in
17.	Deutsche Bank	Sidrah, 110, Swami Vivekananda Road, Khar (West), Mumbai 400052	Ms. Hetal Dholakia	(91) (022) 6600 9428 (91) (022) 6600 9419	-	"hetal.dholakia@db.com manoj-s.naik@db.com; nanette. daryanani@db.com.
18.	HSBC Ltd.	3rd Floor, PCM Dept. Umang, Plot CTS No. 1406-A/28, Mindspace, Malad (West) Mumbai 400 064 (address of IPO Operations office)	Mr Jagrut Joshi	(022) 67115485/ 9870403732	(022) 66536005	jagrutjoshi@hsbc.co.in
19.	HDFC Bank Ltd.	FIG – OPS Department HDFC Bank Ltd Lodha - I Think Techno CampusO-3 Level Next to Kanjurmarg Railway Station Kanjurmarg (East) Mumbai - 400042	Vincent Dsouza / Siddharth Jadhav / Prasanna Uchil	022-30752929 / 2927 / 2928	-	vincent.dsouza@hdfcbank.com, siddharth.jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
20.	ICICI Bank Ltd.	ICICI BANK LIMITED, Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dimshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai	Roshan Tellis	022-22859874/803	022-22611138	roshan.tellis@icicibank.com
21.	IDBI Bank Ltd.	IDBI Bank Limited Central Processing Unit, Sarju House, 3rd Floor, Plot No 7, Street No. 15, Andheri MIDC, Andheri (E), Mumbai.Pin : 400093	Shri. Naveen Nischal HP / Shri Viral Barodia	022- 66700525 / 685	-	hp.naveennischal@idbi.co.in / barodia.viral@idbi.co.in
22.	Indian Bank	Nandanam Branch- 480 Anna Salai, Nandanam 600035	Mr. V Muthukumar, Mr. M Veerabahu	044 24330233	044 24347755	nandanam@indianbank.co.in
23.	IndusInd Bank	IndusInd Bank Ltd. Fort Branch Sonawalla Bldg, Mumbai Samachar Marg, Fort, Mumbai 400001	Yogesh Adke Dy. Vice President	022-66366589 / 91 / 929833670809	022-22644834	yogesh.adke@indusind.com
24.	Indian Overseas Bank	Mexxanine Floor, Cathedral Branch, 762 Anna Salai, Chennai 600 002	Mr. V. Srinivasan	044 - 28513616	-	deposit@jobnet.co.in
25.	J P Morgan Chase Bank	J.P. Morgan Tower, Off C.S.T. Road, Kalina Santacruz - East, Mumbai - 400 098	Mahesh Aras	022-61573811	022-61573949	Mahesh.aras@jpmorgan. comIndia.operations@jpmorgan.com
26.	Janata Sahakari Bank Ltd.	N S D L Department Bharat Bhavan, 1360, Shukrawar Peth, Pune -411002	Shri. Ajit Manohar Sane+91 9960239391	+91 (20) 24431011 +91 (20) 24431016 +91 9503058993	+91 (20) 24431014	jsbnsdl@dataone.in
27.	Karur Vysya Bank Ltd.	Demat Cell, Second Floor No 29, Rangan Street, T Nagar, Chennai – 600 017	Maruthi Kumar Yenamandra	044- 24340374	044-24340374	maruthikumar@kvbmail.com, kvbdp@kvbmail.com
28.	Karnataka Bank Ltd	The Karnataka Bank Ltd Mangalore-H O Complex Branch Mahaveera Circle Kankanady Mangalore – 575002	Ravindranath Baglodi [Sr.Manager]	Ph: 0824-2228139 /140 /141	Fax: 0824-2228138	Email: mlr.hocomplex@ktkbank.com
29.	Kotak Mahindra Bank Ltd.	Kotak Inifniti, 6 <sup>th</sup> Floor, Building No. 21,Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad(E)	Prashant Sawant	D-+91 22 6605 6959M-+91 9967636316	+91 66056642	prashant.sawant@kotak.com
30.	Mehsana Urban Co-Op. Bank Ltd.	Head Office, Urban Bank Road, Highway, Mehsana – 384002	Branch Manager	+91-2762-251908	+91-2762-240762	asba@mucbank.com
31.	Nutan Nagrik Sahakari Bank Ltd.	Opp Samratheshwar Mahadev, Nr, Law Garden, Ellisbridge, Ahmedabad-380006	Miti Shah	9879506795	7926564715	smiti@1977@yahoo.com

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
32.	Oriental Bank of Commerce	67, Bombay Samachar Marg, Sonawala Building, Fort, Mumbai -400001	Shri Navneet Sharma, Branch Manager; Ms. Neha, Officer	022-22654791/95 022-22654797 022-43430710 / 022-43430701	022-22654779	bm1050@obc.co.in
33.	Punjab National Bank	Capital Market Services Branch, PNB House, Fort, Sir P.M.Road Mumbai	Sh. K Kumar Raja	Tel – 022- 22621122, 22621123,	022 – 22621124	pnbcapmumbai@pnb.co.in
34.	Punjab & Sind Bank	Rajindra Place- 21 Rajindra Place Bank House New Delhi-110008	RPS Sandhu	011- 25825784/25711836 9911129088	-	d0606@psb.co.in
35.	RBL Bank Limited	Techniplex – I, 9 <sup>th</sup> Floor, Off Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062.	Shashikant Sanil	022-40288193, 022-40288196, 022-40288197	022-40288195	asba_ops@rblbank.com
36.	Rajkot Nagarik Sahakari Bank Ltd.	Nagrik Bhavan No 1 Parabazar Dhebarbhai Road Rajkot	Shri Yogesh Raveshiya	9427495222	(0281) 2233916/17/18	khumesh@msbindia.com; asba@msbindia.com
37.	State Bank of Hyderabad	Gunfoundry, Hyderabad	Sri Ashok Kulkarni	040-23387325	040-23387743	gunfoundry@sbyhd.co.in
38.	State Bank of Travencore	Anakatchery Buildings, Y M C A Road, Statue, Thiruvananthapuram-695001	P. P. Muraleedharan	0471-2333676	0471-2338134	dptvm@sbt.co.in
39.	SVC Co-Operative Bank Ltd.	Unit No.601-602-603 Dosti Pinnacle Plot No. E-7, Road No.22, Wagle Estate, Thane 400604	Mr. Omkar Anil Sukhathankar	(O) 71991460 71991461 71991462 71991463 71991465	-	sukhathankar@svcbank.com
40.	State Bank of Bikaner & Jaipur	Financial Super Market Branch, Apex Mall, Tonk Road, Jaipur	Shri N K Chandak	0141-27444159413398505	0141-2744457	sbj11060@sbbj.co.in imkchandak@sbbj.co.in
41.	State Bank of India	State Bank of India, Capital Market Branch(11777),Videocon Heritage Building(Killick House),Charanjit Rai Marg, Fort, Mumbai – 400 001.	Ms. Raviti	Telephone:022-22094932 Mobile:9870498689	022-22094921	nib.11777@sbi.co.in
42.	Standard Chartered Bank	Crescenzo, 3rd Floor, C/38-39, G-Block, Opposite MCA Club, Bandra-Kurla Complex, Bandra [East], Mumbai 400-051	Rohan Ganpule	022 - 61157250 / 022 - 61157234	022 -26757358	lpo.scb@sc.com
43.	Syndicate Bank	Capital Market Service Branch, 26A, First Floor, Syndicate Building, P.M. Road, Fort, Mumbai.	P Padmavathy Sundaram, Chief Manager	022-22621844	022-22700997	padmas@syndicatebank.co.in/ cmsec@syndicatebank.co.in
44.	South Indian Bank	ASBA Cell (NODAL OFFICE)1st Floor, SIB Building, Market Road, Ernakulam – 682035, Kerala, India.	John K Mechery	9645817905	-	asba@sib.co.in
45.	State Bank of Patiala	CO 99-102, Sector - 8C, Chandigarh	Shri. Amarjit Singh Girm	0172-2779116, 2546124, 254386809779586096	0172-2546080	b5597@sbp.co.in
46.	State Bank of Mysore	P. B. No. 1066. # 24/28, Cama Building, Dalal Street, Fort, Mumbai -400 001	Shailendra kumar	7208048007022- 22678041	022-22656346	s.kumar@smb.co.in dalalst@smb.co.in
47.	The Federal Bank Limited	ASBA CELL, Retail Business Dept., Federal Bank, Marine Drive, Ernakulam 682031	Dhanya Dominic	0484-2201847	4842385605	rbd@federalbank.co.in dhanyad@federalbank.co.in inriyajacob@federalbank.co.in
48.	Tamilnad Mercantile Bank Ltd.	Tamilnad Mercantile Bank Ltd., Depository Participant Services Cellthird Floor, Plot No.4923, Ac/16,2nd Avenue, Anna Nagar (West),Chennai - 600 040, Tamilnadu, India	Mr. N. Rajasegaran	044-26192552	044-26204174	dps@tmnbonline.com
49.	The Jammu & Kashmir Bank Ltd.	79 A, Mehta House, Bombay Samachar Marg, Fort, Mumbai - 400 023.	Ashfaq Ahmad	9987984105, 022-66595971	022-6634183	bombay@jkbmail.com
50.	The Kalupur Commercial Co-Operative Bank Ltd.	Kalupur Bank Bhavan, Nr. Income Tax Circle, Ashram Road, Ahmedabad-380 014	Jay V. Pathak Manager	079-27582028	079-27544666	jay@kalupurbank.com
51.	The Lakshmi Vilas Bank Ltd.	Bharat House, Ground Floor, 104, Bombay Samachar Marg, Fort Mumbai - 400 001.	S Ramanan	022-22672255-22672247(M)- 22673435(CM)	022-22670267	Mumbaifort_bm@lvbank.in
52.	The Surat Peoples Co-op Bank Ltd	Central Office. Vasudhara Bhavan, Timaliyavad, Nanpura, Surat – 395001	Mr. Iqbal Shaikh	0261-2464577	0261-2464577,592	Iqbal.shaikh@spcbl.in
53.	The Saraswat Co-operative Bank Ltd.	Madhushree, Plot No. 85, District Business Centre, Sector – 17, Vashi, Navi Mumbai – 400703	Mr. Ajit Babaji Satam	022-27884161 27884162 27884163 27884164	022-27884153	ab_satam@saraswatbank.com
54.	TJSB Sahakari Bank Ltd	2nd Floor, Madhukar Bhavan, Road No.16, Wagle Estate	Department Head	022-25838525/530/520	-	tjsbasba@tjsb.co.in
55.	Union Bank of India	MUMBAI SAMACHAR MARG,66/80, Mumbai Samachar Marg, Post Bag No.253 & 518, Fort, Mumbai - 400023.	Mr. D B JAISWAR	022-22629408	022- 22676685	jaiswar@unionbankofindia.com
56.	UCO Bank	Mumbai Main (Retail) Br., UCO Bank Bldg., D. N. Road, Mumbai- 400 023	Manager	022 40180117 9022457840	022-2222870754	bo.dnroad@mtnl.net.in
57.	United Bank of India	Centralized Payment Hub, 4th Floor, United Bank of India, United Tower, Head Office,11, Hemanta Basu Sarani, Kolkata – 700 001.	CM (Operation and Services)	033 22624174	-	amitabhr@unitedbank.co.in ncmshub@unitedbank.co.in inprakashr@unitedbank.co.in samikm@unitedbank.co.in sibasisb@unitedbank.co.in brijeshr@unitedbank.co.in mousumid@unitedbank.co.in kumargl@unitedbank.co.in
58.	Vijaya Bank	Head Office Bldg41/2,M G Road Bangalore	Branch Manager	-	-	ban.trinitycircle1331@vijayabank.co.in
59.	Yes Bank Ltd.	YES Bank Limited, Indiabulls Finance Centre, Tower -II , 8th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013.	Alok Srivastava / Shankar Vichare / Avinash Pawar	022 3347 7374/ 7259/ 7251	022 24214504	dlbtiservices@yesbank.in
60.	The Ahmedabad Mercantile Co-Op. Bank Ltd.	Head office :- “Amco House”, Nr. Stadium Circle, Navrangpura, Ahmedabad-09	Bimal P Chokshi	079-26426582-84-88	079-26564863	amcoasba@rediffmail.com
61.	Catholic Syrian Bank Ltd.	P B No. 1900, Ground Floor, Marshall Annex Building, Soorji Vallabhdas Marg, Ballard Estate, Mumbai, Maharashtra, Pin- 400001	Ram Mohan G S	022-64502165, 022-22664269, 022-22665865, 022-22650850	-	mumbai@csb.co.in
62.	Bandhan Bank	DN-32, Sector- V, Salt Lake City, North 24 Parganas, West Bengal, Pin -700091	PURSHOTAM KHEMKA	9836172345	-	bh.saltlake@bandhanbank.com
63.	GP Parsik Sahakari Bank Limited	SAHAKARMURTI GOPINATH SHIVRAM PATIL BHAVAN, PARSIK NAGAR, KALWA, THANE. 400605. MAHARASHTRA.	MR.VIJAYKUMAR A. BORGONKAR	022-25456641, 022-25456517, 022-25456529.	-	vaborgoanar163@gpparsikbank.net pjsbasba@gpparsikbank.net
64.	Dhanlaxmi Bank	Department of Demat Services, 3rd Floor , DLB Bhavan, Punnunnam, Thrissur - 680 002, Kerala.	Narayanan N V	Ph: (+91) 487 6454196, 487 6627012.	-	narayanan.nv@dhanbank.co.in dpdlb@dhanbank.co.in

ASBA Applicants may approach any of the above banks for submitting their application in the issue. For the complete list of SCSBs and their Designated Branches please refer to the website of SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>). A list of SCSBs is also displayed on the website of BSE at [www.bseindia.com](http://www.bseindia.com).