

## IN THE NATURE OF FORM2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

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

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



## SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

A Public Limited Company Incorporated under the Companies Act, 1956 (Registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)) **Registered Office:** Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu- 600004 **Tel No:** +91 44 2499 0356 **Fax:** +91 44 2499 3272 **Corporate Office:** Wockhardt Towers, Level – 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 **Tel No:** +91 22 4095 9595 **Fax:** +91 22 4095 9596/97 **Website:** www.stfc.in **Compliance Officer and Contact Person:** Mr. Vivek Madhukar Achwal; **E-mail:** stfncd5comp@stfc.in

**Public Issue by Shriram Transport Finance Company Limited, (“Company” or “Issuer”) of Secured Redeemable Non-Convertible Debentures of face value of ₹ 1,000 each, (“NCDs”), aggregating upto ₹ 37,500 lacs with an option to retain over-subscription upto ₹ 37,500 lacs for issuance of additional NCDs aggregating to a total of upto ₹ 75,000 lacs, hereinafter referred to as the “Issue”. 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 “Debt Regulations”).**

### GENERAL RISK

Investors are advised to read the Risk Factors, starting on page 17 of the Prospectus carefully before taking an investment decision in the Issue. For the purpose of taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue including the risks involved. Specific attention of the investors is invited to the Risk Factors from pages 17 and 39 of the Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that the Prospectus contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in the 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 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 ‘CRISIL AA/Stable’ by CRISIL for an amount of upto ₹ 75,000 lacs vide its letter dated June 11, 2013 and ‘CARE AA+’ by CARE for an amount of upto ₹ 75,000 lacs vide its letter dated June 12, 2013. The rating of the NCDs by CRISIL indicates high degree of safety regarding timely servicing of financial obligations and carrying very low credit risk. The rating of NCDs by CARE indicates high degree of safety as regards timely servicing of financial obligations and carrying very low credit risk. The ratings provided by CRISIL and/or CARE may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexure 1 of the Prospectus for the rationale for the above ratings.

### LISTING

The NCDs offered through the Prospectus are proposed to be listed on the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”). Our Company has obtained an ‘in-principle’ approval for the Issue from the NSE vide their letter dated July 2, 2013 and from the BSE vide their letter dated July 2, 2013. For the purposes of the Issue, NSE shall be the Designated Stock Exchange.

### ISSUE PROGRAMME\*

**ISSUE OPENS ON : JULY 16, 2013**

**ISSUE CLOSES ON : JULY 29, 2013**

\* The subscription list for the Issue shall remain open for subscription on Working Days 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 at the discretion of the duly authorised committee of Directors of our Company subject to necessary approvals. In the event of such early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors, on or before such early date of closure or the initial Closing Date, as the case may be, through advertisement/s in a leading national daily newspaper.

IDBI Trusteeship Services Limited has by its letter dated June 7, 2013 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. A copy of the final Prospectus has been filed with the Registrar of Companies, Chennai, Tamil Nadu, in terms of section 56 and section 60 of the Act, along with the endorsed/certified copies of all requisite documents. For further details please refer to the section titled “Material Contracts and Documents for Inspection” beginning on page 364 of the Prospectus.

**DETAILS RELATING TO ENTITIES ASSOCIATED WITH THE ISSUE**

**LEAD MANAGERS TO THE ISSUE**



**JM Financial Institutional Securities Private Limited**

141 Maker Chambers III,  
Nariman Point  
Mumbai - 400 021  
Tel: +91 22 6630 3030  
Fax: +91 22 2204 7185  
Email: stfc.ncd@jmfl.com  
Investor Grievance Email: grievance.ibd@jmfl.com  
Website: www.jmfl.com  
Contact Person: Ms. Lakshmi Lakshmanan  
Compliance Officer: Mr. Chintal Sakaria  
(Email: chintal.sakaria@jmfl.com)  
SEBI Registration No.: INM000010361



**A. K. Capital Services Limited**

30-39, Free Press House,  
Free Press Journal Marg,  
215 Nariman Point,  
Mumbai - 400 021.  
Tel: +91 22 6754 6500  
Fax: +91 22 6610 0594  
Email: stfcncd2013@akgroup.co.in  
Investor Grievance Email: investor.grievance@akgroup.co.in  
Website: www.akcapindia.com  
Contact Person: Ms. Akshata Tambe/  
Mr. Siddharth Shah  
Compliance Officer: Mr. Vikas Agarwal  
(Email: vikas.agarwal@akgroup.co.in)  
SEBI Registration No: INM000010411



**HDFC Bank Limited**

Investment Banking Division,  
Trade World 'A' Wing,  
1<sup>st</sup> Floor, Kamala Mills,  
Senapati Bapat Marg,  
Lower Parel (W),  
Mumbai 400 013, India  
Tel: +91 22 3383 9197  
Fax: +91 22 4080 4114  
E-mail: amitkumar.singh@hdfcbank.com  
Investor Grievance e-mail:  
investor.redressal@hdfcbank.com  
Website: www.hdfcbank.com  
Contact Person: Amit Kr. Singh  
Compliance Officer: Mr. Manoj Nadkarni  
(Email: manoj.nadkarni@hdfcbank.com)  
SEBI Registration Number: INM000011252



**ICICI Securities Limited \***

ICICI Centre, H.T. Parekh Marg,  
Churchgate, Mumbai 400 020, Maharashtra, India  
Tel: +91 22 2288 2460  
Fax: +91 22 2282 6580  
E-mail: stfc.ncdissue2013@icicisecurities.com  
Investor Grievance Email: customercare@icicisecurities.com  
Contact Person: Manvendra Tiwari  
Compliance Officer: Mr. Subir Saha  
(Email: subir.saha@icicisecurities.com)  
SEBI Registration No: INM000011179

*\*SEBI registration of ICICI Securities Limited expires on July 8, 2013 and the application for renewal of certificate of registration was made by ICICI Securities Limited to SEBI on March 20, 2013 as required under Regulation 8A (1) of SEBI (Merchant Bankers) Regulations, 1992. The approval of SEBI in this regard is awaited.*

**CO-LEAD MANAGERS TO THE ISSUE**

**Karvy Investor Services Limited**

702, Hallmark Business Plaza,  
7<sup>th</sup> Floor, Sant Dynaneshwar Marg,  
Opp Gurunanak Hospital, Bandra (East),  
Mumbai- 400051.  
Tel: +91 22 6149 1500  
Fax: +91 22 6149 1515  
E-mail: stfcncd2013@karvy.com  
Investor Grievance Email: igmbd@karvy.com  
Website: www.karvy.com  
Contact Person: Mr. Sumit Singh  
Compliance Officer: Mr. V. Madhusudhan Rao  
(Email: madhu@karvy.com)  
SEBI Registration No: INM000008365

**RR Investors Capital Services Private Limited\*\***

47, M.M Road,  
Rani Jhansi Marg,  
Jhandewalan,  
New Delhi- 110055.  
Tel: +91 11 23636362/63  
Fax: +91 11 2363 6746  
Email: stfcncd2013@rrfcl.com  
Investor Grievance Email: investors@rrfcl.com  
Website: www.rrfinance.com/ www.rrfcl.com  
Contact Person: Mr. Sandeep Mahajan  
Compliance Officer: Mr. Sandeep Mahajan  
(Email: sandeepmahajan@rrfcl.com)  
SEBI Registration No: INM00000758

*\*\*SEBI registration of RR Investors Capital Services Private Limited has expired on May 31, 2013 and the application for renewal of certificate of registration was made by RR Investors Capital Services Private Limited to SEBI on February 13, 2013 as required under Regulation 8A (1) of SEBI (Merchant Bankers) Regulations, 1992. SEBI, in its reply to the aforementioned application has directed RR Investors Capital Services Private Limited to furnish certain documents/information and RR Investors Capital Services Private Limited has furnished the same vide its letter dated March 26, 2013. The approval of SEBI in this regard is awaited.*

**SMC Capitals Limited**

302-303, Enterprise Centre,  
Near Orchid Hotel,  
Nehru Road, Vile Parle (E),  
Mumbai- 400 099.

Tel: +91 22 6648 1818

Fax: +91 22 6648 1850

Email: stfc.ncd@smccapitals.com

Investor Grievance Email:

investor.grievance@smccapitals.com

Website: www.smccapitals.com

Contact Person: Abhishek Gaur

Compliance Officer: Mr. Sanjeev Barnwal

(Email: sanjeev.barnwal@smccapitals.com)

SEBI Registration No: INM000011427

**Trust Investment Advisors Private Limited**

109/110, First Floor, Balrama,  
Bandra Kurla Complex,  
Bandra (East), Mumbai- 400051.

Tel: +91 22 4084 5060

Fax: +91 22 4084 5066

Email: mbd.trust@trustgroup.co.in

Investor Grievance Email: customercare@trustgroup.co.in

Website: www.trustgroup.co.in

Contact Person: Mr. Anindya Sen

Compliance Officer: Mr. Balkrishna Shah

(Email: balkrishna.shah@trustgroup.co.in)

SEBI Registration No: INM000011120

**COMPLIANCE OFFICER (AND COMPANY SECRETARY)**

The details of the person appointed to act as Compliance Officer for the purposes of this Issue are set out below:

Mr. Vivek Madhukar Achwal

*Company Secretary*

Shriram Transport Finance Company Limited

Wockhardt Towers,  
Level-3, West Wing,  
C -2, G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai -400 051.

Tel.: +91 22 4095 9595

Fax: +91 22 4095 9596/97

Email: stfncd5comp@stfc.in

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, refund orders, non-receipt of physical certificates, transfers, or interest on application money etc.

**DEBENTURE TRUSTEE**

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor, 17,  
R. Kamani Marg, Ballard Estate,  
Mumbai- 400 001.

Tel: +91 22 40807000

Fax: + 91 22 66311776

Website: http://www.idbitrustee.com

Contact Person: Vitthal Nawandhar

Email: vitthal.n@idbitrustee.com

SEBI Registration No.: IND000000460

IDBI Trusteeship Services Limited has by its letter dated June 7, 2013 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

**REGISTRAR TO THE ISSUE**



**Integrated**

since 1974  
Investments Simplified

**Integrated Enterprises (India) Limited**

2nd Floor, Kences Towers,

No. 1, Ramakrishna Street,

North Usman Road,

T. Nagar,

Chennai - 600 017

Tel: + 91 44 28140801 to 803

Fax: +91 44 28142479

Email: stfcipo@integratedindia.in

Investor Grievance Email: sureshbabu@integratedindia.in

Website: www.integratedindia.in

Contact Person: Ms Anusha N / Mr Sriram S

SEBI Registration No: INR000000544

**JOINT STATUTORY AUDITORS**

**M/s. S. R. Batliboi & Co. LLP**

Chartered Accountants

12<sup>th</sup> Floor, The Ruby, Ruby Mills,

Senapati Bapat Marg, Dadar (W),

Mumbai – 400 021.

Tel: +91 22 6192 000

Fax: +91 22 6192 3000

Email: SRBC@in.ey.com

ICAI Firm registration number: 301003E

**M/s. G. D. Apte & Co.**

Chartered Accountants

9, Kamer Building, Plot No. 407,

Cawasji Patel Street,

Mumbai 400 001

Tel: +91 22 2285 0254

Fax: +91 20 2528 0275

ICAI Firm registration number:100515W

**CREDIT RATING AGENCIES**

**Credit Analysis and Research Limited**

4<sup>th</sup> Floor,

Godrej Coliseum,

Somaiya Hospital Road,

Off Eastern Express Highway,

Sion (E),

Mumbai – 22

Tel: +91 22 6754 3456

Fax: +91 22 6754 3457

Email: ashvini.patil@careratings.com

Website: www.careratings.com

Contact Person: Ashvini Patil

SEBI Registration No.: IN/CRA/004/1999

**CRISIL Limited**

CRISIL House, Central Avenue,  
Hiranandani Business Park, Powai,  
Mumbai- 400076  
Tel: +91 22 3342 3000 (B)  
Fax: +91 22 3342 3050  
Email: [crisilratingdesk@crisil.com](mailto:crisilratingdesk@crisil.com)  
Website: [www.crisil.com](http://www.crisil.com)  
Contact Person: Mr. Rupali Shanker  
SEBI Registration No.: IN/CRA/001/1999

**LEGAL ADVISOR TO THE ISSUE**

**J Sagar Associates**

Vakils House,  
18, Spratt Road  
Ballard Estate  
Mumbai- 400 001  
Tel: +91 22 4341 8500  
Fax: +91 22 6656 1515

**ADVISORS TO THE ISSUER**

**VNS Legal**

*Advocates*  
5th Floor, Mookambika Complex  
4, Lady Desika Road  
Mylapore  
Chennai - 600 004, India  
Email: [shiva@vnslegal.in](mailto:shiva@vnslegal.in)  
Tel: + 91 94440 76813, +91 44 2499 7133  
Fax: + 91 44 2499 0549

**BANKERS TO THE ISSUE**

Axis Bank Limited, HDFC Bank Ltd, ICICI Bank Limited, IndusInd Bank Limited, Yes Bank Limited

**LEAD BROKERS**

A. K. Stockmart Private Limited, Axis Capital Limited, Bajaj Capital Investor Services Limited, Edelweiss Broking Limited, HDFC Securities Limited, India Infoline Limited, ICICI Securities Limited, Integrated Enterprises (India) Limited, JM Financial Services Limited, Karvy Stock Broking Limited, RR Equity Brokers Private Limited, SMC Global Securities Limited, SPA Securities Limited, SHCIL Services Limited, Tata Securities Limited, Trust Financial Consultancy Services Private Limited

**BANKERS TO OUR COMPANY**

Abu Dhabi Commercial Bank, Allahabad Bank, Andhra Bank, Axis Bank Limited, Australia And New Zealand Banking Group Limited, Bank of Bahrain & Kuwait, Bank of America N.A., Bank of Ceylon, Bank of Baroda, Bank of Maharashtra, Bank of India, The Bank of Tokyo – Mitsubishi UFJ Limited, Barclays Bank PLC, Citi Bank N. A., Central Bank of India, Canara Bank, Corporation Bank, City Union Bank Limited, Dhanalaxmi Bank Limited, DBS Bank Limited, Deutsche Bank A. G., Dena Bank, Development Credit Bank Limited, The Federal Bank Limited, HDFC Bank Limited, The Hongkong And Shanghai Banking Corporation Limited, ICICI Bank Limited, IDBI Bank Limited, Indian Bank (Vile Parle (E)), Indian Overseas Bank Ltd, Indusind Bank Limited, Infrastructure Development Finance Limited, ING Vysya Bank Limited, J&K Bank Limited, Karnataka Bank Limited, Karur Vysya Bank Limited, Mizuho Corporate Bank Ltd, Kotak Mahindra Bank Limited, Punjab & Sind Bank, Oriental Bank of Commerce, The Ratnakar Bank Limited, Punjab National Bank, Shinhan Bank, Syndicate Bank, Standard Chartered Bank, The South Indian Bank Limited, State Bank of Bikaner And Jaipur, Small Industries Development Bank of India, State Bank of Hyderabad, Societe Generale, State Bank of Mauritius Limited, State Bank of India, State Bank of Patiala, State Bank of Mysore, Uco Bank, State Bank of Travancore, United Bank of India, Union Bank of India, Yes Bank Limited, Vijaya Bank, UBS AG, Tamilnad Mercantile Bank Limited

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**Declaration**

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, Co-Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue.

**Applicants are advised to read the Prospectus filed with Registrar of Companies 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 in the Prospectus. For a copy of the Prospectus, the applicant may request us and/or the Lead Managers and Co-Lead Managers. Further investors are advised to retain the copy of the Prospectus/Abridged Prospectus for their future reference. Please fill in the Form in English using BLOCK letters. Investors should carefully choose the Series of NCDs they wish to apply for. For details, please refer to section 'Terms of the Issue' on page 259 of the Prospectus.**

**DETAILS PERTAINING TO THE ISSUE**

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 Prospectus.

**A. OBJECTS OF THE ISSUE**

**1. Issue Proceeds:** The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various financing activities including lending and investments, subject to the restrictions contained in the Foreign Exchange Management (Borrowing and Lending in Rupee) Regulations, 2000, and other applicable statutory and/or regulatory requirements, to repay our existing loans and our business operations including for our capital expenditure and working capital requirements.

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 Issue and also the activities which our Company has been carrying on till date.

Further, in accordance with the Debt Regulations, our Company will not utilize the proceeds of the Issue for providing loans to or acquisitions of shares of any person who is a part of the same group as our Company or who is under the same management as our Company.

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.

Further, the Company undertakes that Issue proceeds from NCDs allotted to banks shall not be used 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.

**2. Interim Use of Proceeds:** For further details, please refer to the page on 119 of the Prospectus.

**3. Monitoring of Utilization of Funds:** For further details, please refer to the page on 119 of the Prospectus.

**B. ISSUE PROCEDURE**

**PROCEDURE FOR APPLICATION**

**4. Availability of Prospectus and Application Forms:** Please note that there is a single Application Form for ASBA Applicants as well as Non-ASBA 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:

- (a) Our Company’s Registered Office and Corporate Office;
- (b) Offices of the Lead Managers, Co-Lead Managers, Lead Brokers and sub-brokers;
- (c) Trading Members; and
- (d) Designated Branches of the SCSBs.

Electronic Application Forms may be available for download on the websites of the Stock Exchanges and on the websites of the SCSBs that permit submission of ASBA Applications electronically. A unique application number (“UAN”) will be generated for every Application Form downloaded from the websites of the Stock Exchanges. 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 Exchanges can download Application Forms from the websites of the Stock Exchanges. Further, Application Forms will be provided to Trading Members of the Stock Exchanges at their request.

On a request being made by any Applicant before the Issue Closing Date, physical copies of the Prospectus and Application Form can be obtained from the Company’s Registered and Corporate Office, as well as offices of the Lead Managers and the Co-Lead Managers. Electronic copies of the Prospectus will be available on the websites of the Lead Managers, the Co-Lead Managers, the Designated Stock Exchange, SEBI and the SCSBs.

**5. Who are eligible to apply for NCDs?** The following categories of persons are eligible to apply in the Issue:

**Category I : Institutional Investors:**

- Resident public financial institutions as specified in Section 4 A of the Companies Act, 1956, authorized to invest in the NCDs;
- Statutory corporations including State Industrial Development Corporations, commercial banks, co-operative banks and regional rural banks incorporated in India and authorized to invest in the NCDs;
- Indian Provident funds, pension funds, superannuation funds and gratuity funds, authorized to invest in the NCDs;
- Indian alternative investment funds registered with SEBI;
- Indian insurance companies registered with the IRDA;
- Indian Mutual Funds registered with SEBI;
- National Investment Fund set up pursuant to the resolution F. No. 2/3/2005-DD-II dated November 23, 2005 by the Government of India; and

Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, India

**Category II: Non Institutional Investors:**

- Companies, bodies corporate and societies, registered under the applicable laws in India, and authorized to invest in the NCDs;
- Trusts settled under the Indian Trusts Act, 1882, public/private charitable/religious trusts settled and/or registered in India under applicable laws, which are authorized to invest in the NCDs;
- Resident Indian scientific and/or industrial research organizations, authorized to invest in the NCDs;
- Partnership firms formed under applicable laws in India in the name of the partners, authorized to invest in the NCDs; and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009), authorized to invest in the NCDs.

**Category III: High Net-worth Individual, (“HNIs”), Investors**

- Resident Indian individuals who apply for NCDs aggregating to a value more than ₹ 5 lacs, across all Series of NCDs; and
- Hindu Undivided Families through the Karta who apply for NCDs aggregating to a value more than ₹ 5 lacs, across all Series of NCDs.

**Category IV: Retail Individual Investors**

- Resident Indian individuals who apply for NCDs aggregating to a value not more than ₹ 5 lacs, across all Series of NCDs; and

• Hindu Undivided Families through the Karta who apply for NCDs aggregating to a value not more than ₹ 5 lacs, across all Series of NCDs

**Please note that it is clarified that Persons Resident Outside India shall not be entitled to participate in the Issue and any applications 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, the Co-Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue.

**6. 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 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) Foreign Institutional Investors;
- e) Qualified Foreign Investors;
- f) Overseas Corporate Bodies; and
- g) Persons 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, the 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 Allotment of NCDs, 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 Exchanges.

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.

No offer to the public (as defined under Directive 2003/71/EC, together with any amendments and implementing measures thereto, the “Prospectus Directive”) has been or will be made in respect of the Issue or otherwise in respect of the NCDs, in any Member State of the European Economic Area which has implemented the Prospectus Directive (a “Relevant Member State”) except for any such offer made under exemptions

available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue or otherwise in respect of the NCDs.

Please refer to “*Rejection of Applications*” on page 300 of the Prospectus for information on rejection of Applications.

**7. Modes of Making Applications:** Applicants may use any of the following facilities for making Applications:

(a) ASBA Applications through the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchanges only in the Specified Cities (namely, Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat) (“*Syndicate ASBA*”). For further details please refer to “*Submission of ASBA Applications*” on page 285 of the Prospectus;

(b) ASBA Applications through the Designated Branches of the SCSBs. For further details please refer to “*Submission of ASBA Applications*” on page 285 of the Prospectus; and

(c) Non-ASBA Applications through the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchanges at the centres mentioned in Application Form. For further details please refer to “*Submission of Non-ASBA Applications (other than Direct Online Applications)*” on page 286 of the Prospectus.

(d) Non-ASBA Applications for Allotment in physical form through the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchanges at the centres mentioned in Application Form. For further details please refer to “*Submission of Non-ASBA Applications for Allotment of NCDs in the Physical Form*” on page 284 of the Prospectus.

(e) 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 Exchanges and the Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by both Stock Exchanges. Hence, the Direct Online Application facility will not be available for this Issue.

## APPLICATIONS FOR ALLOTMENT OF NCDs

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

**8. Applications by Mutual Funds:** No mutual fund scheme shall invest more than 15% of its NAV in debt instruments issued by a single Company which are rated not below investment grade by a credit rating agency authorized to carry out such activity. Such investment limit may be extended to 20% of the NAV of the scheme with the prior approval of the Board of Trustees and the Board of the relevant asset management company.

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. The Applications must be also accompanied by certified true copies of (i) SEBI Registration Certificate and trust deed (ii) resolution authorising investment and containing

operating instructions and (iii) specimen signatures of authorized signatories. **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.**

**9. 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 certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. **Failing this, the 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 ASBA applications.**

**10. Application by Insurance Companies:** In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorized signatories. **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.**

**11. Application by Indian Alternative Investment Funds:** Applications made by Alternative Investments 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 (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. **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.** 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.

**11. 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.**

**12. 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.**

**13. Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, 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) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) Board Resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) Specimen signature of authorized person; (v) certified copy of the registered instrument for creation of such fund/trust; and (vi) Tax Exemption certificate issued by Income Tax Authorities, if exempt from Tax. **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.**

**14. Applications by National Investment Fund:** The application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) Specimen signature of authorized person. **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.**

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

**16. 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: (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.**

**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: (i) Partnership Deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions (Resolution); (iv) 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.**

**17. 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 HNI Investors or Retail Individual Investors, a certified copy of the power of attorney must be submitted with the Application Form. **Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. The 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 the Company, the Lead Managers and the Co-Lead Managers may deem fit.**

Brokers having online demat account portals may also provide a facility of submitting the Application Forms (ASBA as well as non-ASBA Applications) 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 PHYSICAL AND DEMATERIALIZED FORM:**

**18. Application for allotment in the physical form:**

**Submission of Non- ASBA Applications for Allotment of the NCDs in physical form :** Applicants can also apply for Allotment of the NCDs in physical form by submitting duly filled in Application Forms to the Lead Managers, the Co-Lead Managers, the Lead Brokers, sub-brokers or the Trading Members of the Stock Exchanges, with the accompanying account payee cheques or demand drafts representing the full Application Amount and KYC documents as specified under “Applications for Allotment of NCDs” and “Issue Procedure - Additional instructions for Applicants seeking Allotment of the NCDs in physical form” at pages 282 and 293 of the Prospectus respectively. The Lead Managers, the Co-Lead Managers, the Lead Brokers, sub-brokers and the Trading Members of the Stock Exchanges shall, on submission of the Application Forms to them, verify and check the KYC documents submitted by such Applicants and upload details of the Application on the online platforms of Stock Exchanges, following which they shall acknowledge the uploading of the Application Form by stamping the acknowledgment slip with the date and time and returning it to the Applicant.

On uploading of the Application details, the Lead Managers, the Co-Lead Managers, the Lead Brokers, sub-brokers and

Trading Members of the Stock Exchanges will submit the Application Forms, with the cheque/demand draft to the Escrow Collection Bank(s) along with the KYC documents, which will realise the cheque/demand draft, and send the Application Form and the KYC documents to the Registrar to the Issue, who shall check the KYC documents submitted and match Application details as received from the online platforms of Stock Exchanges with the Application Amount details received from the Escrow Collection Bank(s) for reconciliation of funds received from the Escrow Collection Bank(s). In case of discrepancies between the two databases, the details received from the online platforms of Stock Exchanges will prevail, except in relation to discrepancies between Application Amounts. Lead Managers, the Co-Lead Managers, the Lead Brokers, sub-brokers and the Trading Members of the Stock Exchanges are requested to note that all Applicants are required to be banked with only the designated branches of Escrow Collection Bank(s). On Allotment, the Registrar to the Issue will dispatch NCD certificates/ Allotment Advice to the successful Applicants to their addresses as provided in the Application Form. **If the KYC documents of an Applicant are not in order, the Registrar to the Issue will withhold the dispatch of NCD certificates pending receipt of complete KYC documents from such Applicant. In such circumstances, successful Applicants should provide complete KYC documents to the Registrar to the Issue at the earliest. In such an event, any delay by the Applicant to provide complete KYC documents to the Registrar to the Issue will be at the Applicant’s sole risk and neither the Company, the Registrar to the Issue, the Escrow Collection Bank(s), nor the Lead Managers, the Co-Lead Managers and/or the Lead Brokers will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest on the Application Amounts for such period during which the NCD certificates are withheld by the Registrar to the Issue. Further, the Company will not be liable for any delays in payment of interest on the NCDs Allotted to such Applicants, and will not be liable to compensate such Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay in payment of interest on the NCDs.**

For instructions pertaining to completing Application Form please see “Issue Procedure - General Instructions” and “Issue Procedure - Additional Instructions for Applicants seeking allotment of NCDs in physical form” on pages 288 and 293 of the Prospectus respectively.

**19. Applications for allotment in the dematerialized form:**

**Submission of ASBA Applications:** Applicants can also apply for NCDs using the ASBA facility. ASBA Applications can be submitted through either of the following modes:

a) Physically or electronically to the Designated Branches of the SCSB with whom an Applicant’s ASBA Account is maintained. In case of ASBA Application in physical mode, the ASBA Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB. 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 ASBA Application, prior to uploading

such ASBA Application into the electronic system of the Stock Exchanges. **If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchanges.** 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 ASBA Application in the electronic system of the Stock Exchanges. 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 in the electronic mode, the ASBA Applicant shall submit the ASBA 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 ASBA Applications.

**b)** Physically through the Lead Managers, Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat), i.e. Syndicate ASBA. Kindly note that ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).

Upon receipt of the Application Form by the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges, as the case may be, an acknowledgement shall be issued by giving the counter foil of the Application Form to the ASBA Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchanges and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Specified City, named by such SCSB to accept such ASBA Applications from the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges, as the case may be (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). Upon receipt of the ASBA Application, 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 ASBA Form. **If sufficient funds are not available in the ASBA Account, the relevant ASBA Application 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 ASBA Application. 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.

**20 ASBA Applicants must note that:**

**(a)** Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers and Trading Members of the Stock Exchanges at the Specified Cities; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the Issue Opening Date. Application Forms will also be provided to the Trading Members of the Stock Exchanges at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the abridged Prospectus is made available on their websites.

**(b)** The Designated Branches of the SCSBs shall accept ASBA Applications directly from ASBA Applicants only during the Issue Period. The SCSB shall not accept any ASBA Applications directly from ASBA Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, in case of Syndicate ASBA, the relevant branches of the SCSBs at Specified Cities can accept ASBA Applications from the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges, as the case may be, after the closing time of acceptance of Applications on the Issue Closing Date. For further information on the Issue programme, please refer to "*General Information – Issue Programme*" on page 52 of the Prospectus.

**(c)** In case of Applications through Syndicate ASBA, the physical Application Form shall bear the stamp of the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges, as the case maybe, if not, the same shall be rejected. **Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.** Please note that ASBA Applicants can make an Application for Allotment of NCDs in the dematerialized form only.

**21. Submission of Non-ASBA Applications (Other than Direct Online Applications):**

Applicants must use the specified Application Form, which will be serially numbered, bearing the stamp of the relevant Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchanges, as the case maybe, from whom such Application Form is obtained. Such Application Form must be submitted to the relevant Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchanges, as the case maybe, at the centers mentioned in the Application Form along with the cheque or bank draft for the Application Amount, before the closure of the Issue Period. The Stock Exchanges may also provide Application Forms for being downloaded and filled. Accordingly the investors may download Application Forms and submit the completed Application Forms together with cheques/ demand drafts to the Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchanges at the centers mentioned in the Application Form. On submission of the complete Application Form, the relevant Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchange,

as the case maybe, will upload the Application Form on the electronic system provided by the Stock Exchange, and once an Application Form has been uploaded, issue an acknowledgement of such upload by stamping the acknowledgement slip attached to the Application Form with the relevant date and time and return the same to the Applicant. Thereafter, the Application Form together with the cheque or bank draft shall be forwarded to the Escrow Collection Banks for realization and further processing.

The duly stamped acknowledgment slip will serve as a duplicate Application Form for the records of the Applicant. The Applicant must preserve the acknowledgment slip and provide the same in connection with:

- (a) any cancellation/ withdrawal of their Application;
- (b) queries in connection with allotment and/ or refund(s) of NCDs; and/or
- (c) all investor grievances/ complaints in connection with the Issue.

**22. 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 Exchanges and the Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by both Stock Exchanges. Hence, the Direct Online Application facility will not be available for this Issue*

Applicants having operational beneficiary accounts can opt to submit Direct Online Applications through the online platform and online payment facility offered by Stock Exchanges. Such Applicants must:

- log on to the online platform of the Stock Exchange;
- use and duly fill the Application Form available on the online platform of the Stock Exchange;
- use the optional facility (if provided by the Stock Exchange to supply the details of the broker who referred the Issue to the Applicant), if any;
- submit the above information online following the instructions stated therein; and
- make the requisite payment for the NCDs applied for using the online payment facility.

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 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 Circular No. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI, the availability of the Direct Online Applications facility is subject to the Stock Exchanges 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 Exchanges and/or SEBI.**

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

**23. 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 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 ten NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of ten NCDs, an Applicant may choose to apply for ten NCDs of the same Series or across different Series. Applicants may apply for one or more Series of NCDs Applied for 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;
- **No separate receipts will be issued for the money payable on the submission of the Application Form.** However, the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchanges 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 Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker, Trading Member of the Stock Exchanges or the Designated Branch of the SCSBs, as the case may be.
- Every Applicant should hold valid Permanent Account Number (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.
- All Applicants are required to tick the relevant box of the

“Mode of Application” in the Application Form choosing either ASBA or Non-ASBA mechanism.

- ASBA 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 to the Designated Branch 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 should note that neither the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Member of the Stock Exchanges, Escrow Collection Banks nor Designated Branches, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

**Our Company would allot Series V NCDs to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.**

**B. Applicant’s Beneficiary Account and Bank Account Details**

Applicants applying for Allotment in dematerialised form 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 for Allotment in dematerialised form is submitted in the first Applicant’s, 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 for Allotment in dematerialised form and entered into the electronic system of the Stock Exchanges 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 for Allotment in dematerialised form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialised form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialised form and entered into the electronic system of the Stock Exchanges, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, bank account details for printing on refund orders/sending refunds through electronic mode, Magnetic Ink Character Recognition (“MICR”) Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), if any, 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 dispatch/credit of refunds to Applicants and delivery of Allotment Advice at the Applicants’ sole risk, and neither the Company, the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchanges, Escrow Collection Bank(s), SCSBs, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders, or for refunds through electronic transfer of funds, as applicable. Allotment Advice and physical refund orders (as applicable) would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant (other than ASBA Applicants) in the Application Form would be used only to ensure dispatch of refund orders. **Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchanges, Escrow Collection Banks, SCSBs, Registrar to the Issue nor the Stock Exchanges shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.** In case of refunds through electronic modes as detailed in the Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

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 refund order and mailing of refund orders/ 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 Permanent Account Number (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 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**

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 for the same or other Series of NCDs, subject to a minimum application size of ₹ 10,000/- and in multiples of ₹ 1,000/- thereafter. **Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected.** However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹ 5 lacs shall be deemed such individual Applicant to be a HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the basis of allotment to such Applicant. However, 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 Hindu Undivided family 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.

**24. 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 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 DPID and Client ID are correct and beneficiary account is activated for Allotment of NCDs in dematerialized form. The requirement for providing Depository Participant details shall be mandatory for all Applicants.

5. Ensure that the Application Forms are submitted at the collection centres provided in the Application Forms, bearing the stamp of a Lead Manager, the Co-Lead Managers, Lead Broker, sub-brokers or Trading Members of the Stock Exchange, as the case may be, for Applications other than ASBA Applications.

6. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;

7. 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 Exchanges as per the procedures and requirements prescribed by each relevant 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.

8. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

9. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchanges, match with the DP ID, Client ID and PAN available in the Depository database;

10. 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;

11. Ensure that the Applications are submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please refer to "General Information – Issue Programme" on page 52 of the Prospectus.

12. Ensure that the Demographic Details including PAN are updated, true and correct in all respects;

13. 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;

**14. 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;

15. 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

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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;

**16.** Applicants are requested to write their names and Application serial number on the reverse of the instruments by which the payments are made;

**17.** All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and

**18.** Tick the Series of NCDs in the Application Form that you wish to apply for.

### **Don'ts:**

**1.** Do not apply for lower than the minimum application size;

**2.** Do not pay the Application Amount in cash, by money order or by postal order or by stockinvest;

**3.** Do not send Application Forms by post; instead submit the same to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange or Designated Branches of the SCSBs, as the case may be;

**4.** 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;

**5.** Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;

**6.** 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;

**7.** Do not submit the Application Forms without the full Application Amount;

**8.** Do not submit Applications on plain paper or on incomplete or illegible Application Forms;

**9.** Do not apply if you are not competent to contract under the Indian Contract Act, 1872;

**10.** Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;

**11.** Do not submit an Application that does not comply with the securities law of your respective jurisdiction;

**12.** Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by Persons Resident Outside India, (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);

**13.** Applicants other than ASBA Applicants should not submit the Application Form directly to the Escrow Collection Banks/Bankers to the Issue, and the same will be rejected in such cases; and

**14.** Do not make an application of the NCD on multiple copies taken of a single form.

### **25. Additional Instructions Specific to ASBA Applicants**

#### **Do's:**

**1.** Check if you are eligible to Apply under ASBA;

**2.** Read all the instructions carefully and complete the Application Form;

**3.** Ensure that you tick the ASBA option in the Application Form and give the correct details of your ASBA Account including bank account number/ bank name and branch;

**4.** Ensure that your Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange at the Specified Cities, and not directly to the Escrow Collecting Banks (assuming that such bank is not a SCSB) or to our Company or the Registrar to the Issue;

**5.** In case of ASBA Applications through Syndicate ASBA, before submitting the physical Application Form to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, ensure that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at-least one branch in that Specified City for the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Forms (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>);

**6.** In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, in case of an SCSB making an ASBA Application, such ASBA Application should be made through an ASBA Account utilised solely for the purpose of applying in public issues and maintained in the name of such SCSB Applicant with a different SCSB, wherein clear demarcated funds are available.

**7.** Ensure that the Application Form is signed by the ASBA Account holder in case the ASBA Applicant is not the account holder;

**8.** Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form and that your signature in the Application Form matches with your available bank records;

**9.** Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and

**10.** Ensure that you receive an acknowledgement from the Designated Branch or the concerned Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchange, as the case may be, for the submission of the Application Form.

#### **Don'ts:**

**1.** Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted under the ASBA process;

**2.** Do not submit the Application Form to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be, at a location other than the Specified Cities.

**3.** Do not send your physical Application Form by post. Instead submit the same to a Designated Branch or the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities; and

**4.** Do not submit more than five Application Forms per ASBA

Account.

**Kindly note that ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange at the Specified Cities 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 Specified City for the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be, to deposit such Application Forms (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).**

**Please refer to “Rejection of Applications” on page 300 of the Prospectus for information on rejection of Applications.**

**26. ADDITIONAL INSTRUCTIONS FOR APPLICANTS SEEKING ALLOTMENT OF NCDs IN PHYSICAL FORM:**

Any Applicant who subscribes to the NCDs in physical form shall undertake the following steps:

• **Complete the Application Form in all respects, by providing all the information including PAN and Demographic Details. However, do not provide DP details in the Application Form.**

The requirement for providing DP details shall be mandatory only for Applicants who wish to subscribe to the NCDs in dematerialised form.

• Provide the following documents with the Application Form:

(a) Self-attested copy of the PAN card

(b) Proof of identification in case of Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by Applicants residing in the State of Sikkim. Any one of the following documents shall be considered as a verifiable proof of identification:

- valid passport issued by the GoI; or
- voter’s identity card issued by the GoI; or
- valid driving license issued by any transport authority of the Republic of India; or
- Government ID card; or
- Defence ID card; or
- ration card issued by the GoI

(c) Self-attested copy of proof of residence. Any one of the following documents shall be considered as a verifiable proof of residence:

- ration card issued by the GoI; or
- valid driving license issued by any transport authority of the Republic of India; or
- electricity bill (not older than three months); or
- landline telephone bill (not older than three months); or
- valid passport issued by the GoI; or
- voter’s identity card issued by the GoI; or
- passbook or latest bank statement issued by a bank operating in India; or
- registered leave and license agreement or agreement for sale or rent agreement or flat
- maintenance bill.
- AADHAAR letter, issued by Unique Identification Authority of India, GoI.

(d) Self-attested copy of a cancelled cheque of the bank account to which the amounts pertaining to payment of refunds, interest and redemption, as applicable, should be credited. In the absence of such cancelled cheque, the Company reserves the right to reject the Application or to consider the bank details given on the Application Form at its sole discretion. In such case the Company, the Lead Managers, the Co-Lead Managers and the Registrar to the Issue shall not be liable for any delays/errors in payment of refund and/or interest.

The Applicant shall be responsible for providing the above information accurately. Delays or failure in credit of the payments due to inaccurate details shall be at the sole risk of the Applicants and neither the Lead Managers, the Co-Lead Managers nor the Company shall have any responsibility and undertake any liability for the same. Applications for Allotment of the NCDs in physical form, which are not accompanied with the abovementioned documents, may be rejected at the sole discretion of the Company.

In relation to the issuance of the NCDs in physical form, note the following:

1. An Applicant has the option to seek Allotment of NCDs in either dematerialised or physical mode. **However, an Applicant can seek Allotment of NCDs in physical mode only if the Applicant does not have a beneficiary account. No partial Application for the NCDs shall be permitted; any such partial Application is liable to be rejected.**

2. **Any Applicant who provides Depository Participant details in the Application Form shall be Allotted the NCDs in dematerialised form only, irrespective of whether such Applicant has provided the details required for Allotment in physical form. Such Applicant shall not be Allotted NCDs in physical form.**

3. In case of NCDs issued in physical form, the Company will issue one certificate to the holders of the NCDs for the aggregate amount of the NCDs for each of the Series of NCDs that are applied for (each such certificate, a “**Consolidated NCD Certificate**”). A successful Applicant can also request for the issue of NCD certificates in the denomination of 1 (one) NCD at any time post allotment of the NCDs.

4. The Company shall dispatch the Consolidated NCD Certificate to the (Indian) address of the Applicant provided in the Application Form, within the time and in the manner stipulated under Section 113 of the Companies Act, 1956, read with the Company’s Articles of Association.

All terms and conditions disclosed in relation to the NCDs held in physical form pursuant to rematerialisation shall be applicable mutatis mutandis to the NCDs issued in physical form.

**The Applicant shall be responsible for providing the above information and KYC documents accurately. Delay or failure in credit of payments or receipt of Allotment Advice or NCD certificates due to inaccurate or incomplete details shall be at the sole risk of the Applicants and the Lead Managers, the Co-Lead Managers, the Company and the Registrar to the Issue shall have no responsibility and undertake no liability in this relation. In case of Applications for Allotment of NCDs in physical form, which are not accompanied with the aforesaid documents, Allotment of NCDs in physical form may be held in abeyance by the Registrar to the Issue, pending receipt of KYC documents.**

## TERMS OF PAYMENT

The entire issue price for the NCDs is payable on Application only. In case of Allotment of lesser number of NCDs than the number applied, our Company shall refund the excess amount paid on Application to the Applicant.

**27. Payment mechanism for ASBA Applicant:** The ASBA Applicants shall specify the ASBA Account number in the Application Form.

For ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange at the Specified Cities, the ASBA Application 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 ASBA Applications from the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). 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 ASBA Application.

For ASBA 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 ASBA Application, before entering the ASBA Application into the electronic system of the Stock Exchanges. 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.

**ASBA Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the ASBA Application to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities or to the Designated Branches of the SCSBs. An ASBA 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, the Registrar to the Issue shall send an appropriate request to the controlling branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount pertaining to NCDs allocable to the successful ASBA Applicants to the Public Issue Account(s). In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

**28. Escrow Mechanism for Applicants other than ASBA Applicants:** Our Company shall open an Escrow Account with each of the Escrow Collection Bank(s) in whose favour the Applicants (other than ASBA Applicants) shall draw the cheque or demand draft in respect of his or her Application. Cheques or demand drafts received for the full Application Amount from Applicants would be deposited in the Escrow Account(s). All

cheques/ bank drafts accompanying the Application should be crossed "A/c Payee only" for eligible Applicants must be made payable to "Escrow Account STFC NCD V Public Issue".

The Escrow Collection Bank(s) shall transfer the funds from the Escrow Account into the Public Issue Account(s), as per the terms of the Escrow Agreement, the Prospectus and the Prospectus.

The Escrow Collection Banks will act in terms of the Prospectus and the Escrow Agreement. The Escrow Collection Banks, for and on behalf of the Applicants, shall maintain the monies in the Escrow Account until the Designated Date. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Applicants. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by Allotment of NCDs (other than in respect of Allotment to successful ASBA Applicants) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account(s).

The balance amount after transfer to the Public Issue Account(s) shall be transferred to the Refund Account. Payments of refund to the relevant Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus.

The Applicants should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Lead Managers, the Co-Lead Managers, the Escrow Collection Banks and the Registrar to the Issue to facilitate collections from the Applicants.

Each Applicant shall draw a cheque or demand draft mechanism for the entire Application Amount as per the following terms:

1. All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form.
2. The Applicants shall, with the submission of the Application Form, draw a payment instrument for the Application Amount in favour of the Escrow Accounts and submit the same along with their Application. If the payment is not made favouring the Escrow Accounts along with the Application Form, the Application is liable to be rejected by the Escrow Collection Banks. Application Forms accompanied by cash, stockinvest, money order or postal order will not be accepted.

• The payment instruments for payment into the Escrow Account should be drawn in favour of "Escrow Account STFC NCD V Public Issue"

3. The monies deposited in the Escrow Accounts will be held for the benefit of the Applicants (other than ASBA Applicants) till the Designated Date.

4. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Accounts as per the terms of the Escrow Agreement into the Public Issue Account(s) with the Bankers to the Issue and the refund amount shall be transferred to the Refund Account.

5. Payments should be made by cheque or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques, post dated cheques and cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and Applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ stockinvest/ money orders/ postal orders will not be accepted.

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Please note that cheques without the nine digit Magnetic Ink Character Recognition (“MICR”) code are liable to be rejected.

6. Applicants are advised to provide the Application Form number on the reverse of the cheque or bank draft to avoid misuse of instruments submitted with the Application Form.

**29. Payment by cash/ stockinvest/ money order:** Payment through cash/ stockinvest/ money order shall not be accepted in this Issue.

**30. 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 Exchanges and the Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by both Stock Exchanges. Hence, the Direct Online Application facility will not be available for this Issue.*

### SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
ASBA Applications	(i) If using <u>physical Application Form</u> , (a) to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges only at the Specified Cities (“ <b>Syndicate ASBA</b> ”), or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (ii) If using <u>electronic Application Form</u> , to the SCSBs, electronically through internet banking facility, if available.
Non-ASBA Applications	The Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges at the centres mentioned in the Application Form. Note: Applications for Allotment in physical form can be made only by using non-ASBA Applications and Applicants are not permitted to make Applications for Allotment in physical form using ASBA Applications and 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 Exchanges and the Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by both Stock Exchanges. Hence, the Direct Online Application facility will not be available for this Issue.*

**No separate receipts will be issued for the Application Amount payable on submission of Application Form.** However, the Lead Managers/Co-Lead Managers/Lead Brokers/sub-brokers/Trading Members of Stock Exchanges will acknowledge the receipt of the Application

Forms by stamping the date and returning to the Applicants an acknowledgement slip which will serve as a duplicate Application Form for the records of the Applicant.

Syndicate ASBA Applicants must ensure that their ASBA Applications are submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat). Kindly note that ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).

For information on the Issue programme and timings for submission of Application Forms, please refer to “*General Information – Issue Programme*” on page 52 of the Prospectus.

**Applicants other than ASBA Applicants are advised not to submit the Application Form directly to the Escrow Collection Banks/ Bankers to the Issue, and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.**

### **31. Electronic Registration of Applications:**

(a) The Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange 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 Exchanges. **The Lead Managers, the Co-Lead Managers, the Lead Brokers, 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 ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, or (v) any Applications accepted both uploaded and/or not uploaded by the Trading Members of the Stock Exchange.**

(b) In case of apparent data entry error by the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange, Escrow Collection Banks 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.

(c) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the

Stock Exchange and the SCSBs during the Issue Period. The Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers and Trading Members of the Stock Exchange 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 Issue Closing Date. On the Issue Closing Date, the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange 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 Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange 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 Issue programme, please refer to “General Information – Issue Programme” on page 52 of the Prospectus.

(d) At the time of registering each Application, other than ASBA Applications and Direct Online Applications, the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange 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 (not applicable to Applications for Allotment of NCDs in physical form)
- Client ID (not applicable to Applications for Allotment of NCDs in physical form)
- Series of NCDs applied for
- Number of NCDs Applied for in each Series of NCD
- Price per NCD
- Application amount
- Cheque number

(e) With respect to ASBA Applications submitted directly to the SCSBs at the time of registering each Application, the Designated Branches 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
- Series of NCDs applied for
- Number of NCDs Applied for in each Series of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Bank account number
- Application amount

(f) With respect to ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange only at

the Specified Cities, 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
- Series of NCDs applied for
- Number of NCDs Applied for in each Series of NCD
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Location of Specified City
- Application amount

(g) 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 Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange 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.**

(h) Applications can be rejected on the technical grounds listed on page 300 of the Prospectus or if all required information is not provided or the Application Form is incomplete in any respect.

(i) 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 and/or the Co-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 this Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.

(j) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment. The Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange 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 Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange and the Designated Branches of the SCSBs will be given up to one Working Day after the 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.

**32. REJECTION OF APPLICATIONS:** Applications would be liable to be rejected on the technical grounds listed on page 300 of the Prospectus 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:

- Applications submitted without payment of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- In case of partnership firms, NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However a Limited Liability Partnership firm can apply in its own name;
- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, except bids by Minors having valid demat account as per demographic details provided by the Depository Participants;
- 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;
- DP ID and Client ID not mentioned in the Application Form (except in case Applicant has applied for Allotment of NCDs in the physical form);
- GIR number furnished instead of PAN;
- Applications by OCBs;
- Applications for an amount below the minimum application size;
- Submission of more than five ASBA Forms per ASBA Account;
- Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
- Applications accompanied by Stockinvest/ money order/ postal order/ cash;
- Signature of Applicant missing;
- ASBA Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;
- Application Forms submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange does not bear the stamp of the relevant Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchange, as the case may be. ASBA Applications submitted directly to the Designated Branches of the SCSBs does not bear

the stamp of the SCSB and/or the Designated Branch and/or the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be;

- ASBA Applications not having details of the ASBA Account to be blocked;
- 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;
- With respect to ASBA Applications, inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA 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;
- SCSB making an ASBA 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;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations and applicable law;
- Applications where clear funds are not available in Escrow Accounts as per final certificates from Escrow Collection Banks;
- Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- Applications by any person outside India;
- Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;
- Applications not uploaded on the online platform of the Stock Exchanges;
- Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- 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 and the Prospectus;
- 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;
- 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;
- ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and ASBA Applications submitted directly to an Escrow Collecting Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- Applications tendered to the Trading Members of the Stock

Exchange at centers other than the centers mentioned in the Application Form;

- Category not ticked; and/or
- Application Form accompanied with more than one cheque.
- In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.
- SCSBs investing in the Issue through its own ASBA account.

**Kindly note that ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange 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, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).**

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 301 of the Prospectus.

**33. Information for Applicants:** In case of ASBA Applications submitted to the SCSBs, in terms of the SEBI circular CIR/CFD/DIL/3/2010 dated April 22, 2010, the Registrar to the Issue will reconcile the compiled data received from the Stock Exchange and all SCSBs, and match the same with the Depository database for correctness of DP ID, Client ID and PAN. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, the Company, in consultation with the Designated Stock Exchange, the Lead Managers, the Co-Lead Managers and the Registrar to the Issue, reserves the right to proceed as per the Depository records for such ASBA Applications or treat such ASBA Applications as rejected.

In case of ASBA Applicants submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers and Trading Members of the Stock Exchange at the Specified Cities, the basis of allotment will be based on the Registrar’s validation of the electronic details with the Depository records, and the complete reconciliation of the final certificates received from the SCSBs with the electronic details in terms of the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database. In case of any discrepancy between the electronic data and the Depository records, the Company, in consultation with the Designated Stock Exchange, the Lead Managers, the Co-Lead Managers and the Registrar to the Issue, reserves the right to proceed as per the Depository records or treat such ASBA Application as rejected.

In case of non-ASBA Applications and Direct Online Applications, the basis of allotment will be based on the Registrar’s validation of the electronic details with the Depository records, and the complete reconciliation of the final certificates received from the Escrow Collection Banks with the electronic details in terms of the SEBI circular CIR/CFD/DIL/3/2010 dated April 22, 2010 and the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011. The Registrar will undertake technical rejections based on the electronic details and

the Depository database. In case of any discrepancy between the electronic data and the Depository records, the Company, in consultation with the Designated Stock Exchange, the Lead Managers, the Co-Lead Managers, the Registrar to the Issue, reserves the right to proceed as per the Depository records or treat such Applications as rejected.

Based on the information provided by the Depositories, the 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.

**34. BASIS OF ALLOTMENT:**

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

**Grouping of Applications and Allocation Ratio:** For the purposes of the basis of allotment:

(a) *Applications received from Applicants who are Institutional Investors:* Applications received from Institutional Investors, shall be grouped together, (“**Institutional Portion**”);

(b) *Applications received from Applicants who are Non Institutional Investors:* Applications received from Non Institutional Investors, shall be grouped together, (“**Non Institutional Portion**”);

(c) *Applications received from HNI Investors:* Applications received from HNI Investors, shall be grouped together, (“**HNI Portion**”); and

(d) *Applications received from Retail Individual Investors:* Applications received from Retail Individual Investors, shall be grouped together, (“**Retail Individual Portion**”);

For removal of doubt, “Institutional Portion”, “Non-Institutional Portion”, “HNI Portion” and “Retail Individual Portion” are individually referred to as “**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 Issue upto ₹ 37,500 lacs. 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 Issue), and/or the aggregate value of NCDs upto the Base Issue Size shall be collectively termed as the “**Overall Issue Size**”.

**35. Allocation Ratio:**

Reservations shall be made for each of the Portions in the below mentioned format:

Particulars	Institutional Category	Non Institutional Category	HNI Category	Retail Individual Category
Size in %	10% of the Issue Size	10% of the Issue Size	30% of the Issue Size	50% of the Issue Size

**36. Basis of Allotment for NCDs:**

(a) **Allotments in the first instance:**

(i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs upto 10% of Issue Size

on first come first serve basis (determined on the basis of the upload of each Application into the electronic book of the Stock Exchange);

(ii) Applicants belonging to the Non Institutional Portion, in the first instance, will be allocated NCDs upto 10% of Issue Size on first come first serve basis (determined on the basis of the upload of each Application into the electronic book of the Stock Exchange);

(iii) Applicants belonging to the HNI Portion, in the first instance, will be allocated NCDs upto 30% of Issue Size on first come first serve basis (determined on the basis of the upload of each Application into the electronic book of the Stock Exchange);

(iv) Applicants belonging to the Retail Individual Portion, in the first instance, will be allocated NCDs upto 50% of Issue Size on first come first serve basis (determined on the basis of the upload of each Application into the electronic book of the Stock Exchange);

Allotments, in consultation with the Designated Stock Exchange, shall be made on a first-come first-serve basis, based on the upload of each Application into the electronic book of the Stock Exchange, in each Portion subject to the Allocation Ratio.

**(b) Under Subscription:** If there is any under subscription in any Portion, priority in allotments will be given in the following order (in decreasing order of priority):

(i) Retail Individual Portion

(ii) HNI Portion

(iii) Non Institutional Portion

(iv) Institutional Portion

(c) For each Portion, all Applications uploaded into the electronic book of the Stock Exchange on the same day would be treated at par with each other. Allotment within a day would be on proportionate basis, where NCDs applied for exceeds NCDs to be allotted for each Portion respectively.

(d) Minimum allotments of 1 NCD and in multiples of 1 NCD thereafter would be made in case of each valid Application.

**(e) 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 in each Portion, 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 (determined on the basis of the upload of each Application into the electronic book of the Stock Exchange, in each Portion).

**(f) 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 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.

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 finalised by draw of lots in a fair and equitable manner.

**(g) Applicant applying for more than one series of NCDs:** If an Applicant has applied for more than one series of NCDs, (Series I, Series II, Series III, Series IV and/or Series V, individually referred to as “Series”), 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, the Co-Lead Managers and Designated Stock Exchange.

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

Our Company would allot Series V NCDs to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

Our Company has the discretion to close the Issue irrespective of whether any of the Portion(s) are fully subscribed or not.

**37. Retention of oversubscription:**

Our Company is making a public Issue of NCDs aggregating upto ₹ 37,500 lacs with an option to retain oversubscription of NCDs up to ₹ 37,500 lacs.

**PAYMENT OF REFUNDS**

**38. Refunds for Applicants other than ASBA Applicants:** Within 12 Working Days of the Issue Closing Date, the Registrar to the Issue will dispatch refund orders/ give instructions for electronic refund, as applicable, of all amounts payable to unsuccessful Applicants (other than ASBA Applicants) and also any excess amount paid on Application, after adjusting for allocation/ Allotment of NCDs.

The Registrar to the Issue will obtain from the Depositories the Applicant’s bank account details, including the MICR code, on the basis of the DP ID and Client ID provided by the Applicant in their Application Forms, for making refunds.

For Applicants who receive refunds through ECS, direct credit, RTGS or NEFT, the refund instructions will be given to the clearing system within 12 Working Days from the Issue Closing Date. A suitable communication shall be dispatched to the Applicants receiving refunds through these modes, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. Such communication will be mailed to the addresses of Applicants, as per the Demographic Details received from the Depositories. The Demographic Details would be used for mailing of the physical refund orders, as applicable.

**39. Mode of making refunds for Applicants other than ASBA Applicants:**

The payment of refund, if any, for Applicants other than ASBA Applicants would be done through any of the following modes:

1. Direct Credit – Applicants having bank accounts with the

Refund Bank(s), as per Demographic Details received from the Depositories, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.

**2. NECS** – Payment of refund would be done through NECS for Applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code from the Depositories.

**3. RTGS** – Applicants having a bank account at any of the centres where such facility has been made available and whose refund amount exceeds ₹ 2 lacs, have the option to receive refund through RTGS provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Applicant's bank which can be mapped with the RBI data to obtain the corresponding Indian Financial System Code (IFSC). Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant.

**4. NEFT** – Payment of refund shall be undertaken through NEFT wherever the Applicant's bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage, hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.

**5.** For all other Applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched through Speed Post or Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the relevant Refund Bank and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

**40. Mode of making refunds for ASBA Applicants:**

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 12 Working Days of the Issue Closing Date.

**41. TRANSFER OF NCDs AND ISSUANCE OF ALLOTMENT ADVICE:**

With respect to Applicants other than ASBA Applicants, our Company shall (i) ensure dispatch of Allotment Advice/intimation within 12 Working Days of the Issue Closing Date, and (ii) give instructions for credit of NCDs to the beneficiary account with Depository Participants, for successful Applicants who have been allotted NCDs in dematerialized form, within 12 Working Days of the Issue Closing Date. The Allotment Advice for successful Applicants who have been allotted NCDs in dematerialized form will be mailed to their addresses as per

the Demographic Details received from the Depositories.

With respect to the ASBA Applicants, our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants within 12 Working Days of the Issue Closing Date. The Allotment Advice for successful ASBA Applicants will be mailed to their addresses as per the Demographic Details received from the Depositories.

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 12 Working Days from the Issue Closing Date.

The Company will provide adequate funds required for dispatch of refund orders and Allotment Advice, as applicable, to the Registrar to the Issue.

**OTHER INFORMATION**

**42. Withdrawal of Applications during the Issue Period:**

*Withdrawal of ASBA Applications;* ASBA Applicants can withdraw their ASBA Applications during the Issue Period by submitting a request for the same to Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker, Trading Member of the Stock Exchange or the Designated Branch, as the case may be, through whom the ASBA Application had been placed. In case of ASBA Applications submitted to the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchange at the Specified Cities, upon receipt of the request for withdrawal from the ASBA Applicant, the relevant Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn ASBA Application Form from the electronic system of the Stock Exchange. In case of ASBA Applications submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the ASBA Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn ASBA Application Form from the electronic system of the Stock Exchanges and unblocking of the funds in the ASBA Account directly.

**43. Withdrawal of Non-ASBA Applications (other than Direct Online Applications):**

Non-ASBA Applicants can withdraw their Applications during the Issue Period by submitting a request for the same to Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchange, as the case may be, through whom the Application had been placed. Upon receipt of the request for withdrawal from the Applicant, the relevant Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn Non-ASBA Application Form from the electronic system of the Stock Exchange.

**44. Withdrawal of Applications after the Issue Period:**

In case an Applicant wishes to withdraw the Application after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

**45. Revision of Applications:**

As per the notice No: 20120831-22 dated August 31, 2012

issued by the BSE, cancellation of one or more orders (series) 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 (series) 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.

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 Exchanges as per the procedures and requirements prescribed by each relevant 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.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Issue Closing Date. However, in order that the data so captured is accurate, the Lead Managers, the Co-Lead Managers, Lead Brokers, sub-brokers, Trading Members of the Stock Exchange and the Designated Branches of the SCSBs will be given up to one Working Day after the 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.

**46. Depository Arrangements:**

We have made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialized form. 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, 1996, the NCDs issued by us can be held in a dematerialized form. In this context:

- i.** Agreement dated April 30, 1999 between us, the Registrar to the Issue and NSDL, and dated March 29, 2000, 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.
- vi.** Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to this Issue.
- ix.** 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 Exchanges have connectivity with NSDL and CDSL.
- x.** 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.

**xi.** The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialized form only.

Please also refer to “*Instructions for filling up the Application Form - Applicant's Beneficiary Account and Bank Account Details*” on page 289 of the Prospectus.

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

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

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

**47. Communications:**

- All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue 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 Lead Manager, the Co-Lead Managers, Lead Broker, sub-broker, Trading Member of the Stock Exchange or Designated Branch, as the case may be, where the Application was submitted, and cheque/ draft number and issuing bank thereof or with respect to ASBA Applications, 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 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, refunds, interest on application money or credit of NCDs in the respective beneficiary accounts, as the case may be.
- Grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB. Grievances relating to Direct Online Applications may be addressed to the Registrar to the Issue, with a copy to the relevant Stock Exchange.

**48. Interest in case of Delay:** Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refunds, 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.

**49. 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 other

than the bank account referred to in sub-section (3) of section 73 of the Act.

(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 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 Issue proceeds only upon execution of the documents for creation of security as stated in the Prospectus and on receipt of the minimum subscription of 75% of the Base Issue.

(e) 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.

**50. Other Undertakings by the Company:**

The Company undertakes that:

(a) Complaints received in respect of the Issue will be attended to by the Company expeditiously and satisfactorily;

(b) 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;

(c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within 12 Working Days of the Issue Closing Date;

(d) Funds required for dispatch of refund orders/Allotment Advice/NCD Certificates will be made available by our Company to the Registrar to the Issue;

(e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee at the end of each half year;

(f) 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 Prospectus.

(g) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report.

**C. TERMS OF THE ISSUE**

**51. 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 May 7, 2013.

**52. Principal Terms & Conditions of this Issue:**

The NCDs being offered as part of the Issue are subject to the provisions of the Debt Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of the Prospectus, the Prospectus, the Application Forms, 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/BSE/NSE, 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.

**53. Ranking of NCDs**

The NCDs would constitute direct and secured obligations of ours 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, be secured by way of first and exclusive charge on the identified immovable property and the specified future loan receivables of our Company. The claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements.

**54. Debenture Redemption Reserve:** Regulation 16 of the Debt Regulations and Section 117C of the Act states that any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. The Ministry of Corporate Affairs has through its general circular dated February 11, 2013 (“Circular”) clarified that ‘the adequacy’ of DRR for NBFCs registered with the RBI under Section 45-1A of the RBI (Amendment) Act, 1997 shall be 25% of the value of debentures issued through a public issue as per the Debt Regulations. The Circular further mandates (a) every company to create/maintain the required DRR before the 30<sup>th</sup> day of April of each year and (b) deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the following 31<sup>st</sup> day of March. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during the period as mentioned above.

**55. Face Value:** The face value of each NCD shall be ₹ 1,000.

**56. Security:** The principal amount of the NCDs to be issued in terms of the Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first and exclusive charge in favour of the Debenture Trustee on an identified immovable property and specified future receivables of our Company as may be decided mutually by our Company and the Debenture Trustee. Our Company will create appropriate security in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs, which shall be free from any encumbrances.

Our Company intends to enter into an indenture/deed with the Debenture Trustee, (‘**Debenture Trust Deed**’), the terms of which will govern the appointment of the Debenture Trustee. Our Company proposes to complete the execution of the Debenture Trust Deed during the subscription period after the minimum subscription for the Issue has been achieved and utilize the funds after the stipulated security has been created.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the NCD Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on NCDs on the rate specified in the Prospectus and in the Debenture Trust Deed. The Debenture Trust Deed will also provide that our Company may withdraw any portion

of the security and replace with another asset of the same or a higher value.

**57. Trustees for the NCD Holders:** We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustee for the NCD Holders. We and the Debenture Trustee will execute a 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 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 default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

**58. 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 Series 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 and its consequences will be specified in the 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).

**59. 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, 1956 and the Debt Listing Agreement.

**60. 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 Act, 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 219(2) of the Act, 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 Holder 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 Debt Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of the Prospectus, the Application Forms, 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. A register of NCD Holders ("Register of Debenture Holders") will be maintained in accordance with Section 152 of the Act and all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of NCD Holders as on the record date. Further as the NCDs issued are also being issued in Demat form, the Depositories shall also maintain the updated register of holders of the NCDs in Demat Form. In terms of Section 152A of the Companies Act, the register of beneficial owners maintained by a Depository for any NCD in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Debenture holders for this purpose.

6. Subject to compliance with RBI requirements, 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 Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, 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 Prospectus and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee.

**61. Nomination facility to NCD Holder:** In accordance with Section 109A of the Act, the sole NCD Holder, or first NCD Holder, along with other joint NCD Holders' (being individual(s)), may nominate any one person (being an Individual) who, in the event of death of Applicant the NCDs Allotted, if any, will vest. A person, being a nominee, becoming entitled to the

NCD by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD, subject to other terms and conditions as detailed in the Prospectus. Where the nominee is a minor, the NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCD(s), in the event of his death, during the minority. A nomination shall stand rescinded upon sale of a NCD by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCD is held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all the holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office or at such other addresses as may be notified by us.

NCD Holder(s) are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCD(s) to the nominee in the event of demise of the NCD Holder(s). The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Section 109B of the Act, any person who becomes a nominee by virtue of the provisions of Section 109A of the Act, shall upon the production of such evidence as may be required by our Board, elect either:

- (a) to register himself or herself as the holder of the NCDs; or
- (b) to make such transfer of the NCDs, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For all NCDs held in the dematerialized form, 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 in connection with NCDs held in the dematerialized form.

Applicants (other than Applicants for Series III NCDs) who have opted for allotment of NCDs in the physical form and/or persons holding NCDs in the physical form should provide required details in connection with their nominee to our Company.

For all NCDs held in the dematerialized form, 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 in connection with NCDs held in the dematerialized form and inform our Company in connection with NCDs held in the physical form.

**62. Jurisdiction:** Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Mumbai, India.

**63. Application in the Issue:** Applicants (other than for Series III NCDs) shall have the option to apply for all other Series NCDs in the physical form or in the dematerialized form through a valid Application Form filled in by the Applicant

along with attachment, as applicable. Applicants can only apply for Series III NCDs in the dematerialized form through a valid Application Form filled in by the Applicant along with attachment, as applicable.

In terms of Regulation 4(2)(d) of the Debt Regulations, our Company will make public issue of the NCDs in the dematerialised form. However, in terms of Section 8 (1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will fulfil such request. However, trading in NCDs shall be compulsorily in dematerialized form.

**64. Form and Denomination:** In case of NCDs held in physical form, a single certificate will be issued to the NCD Holder for the aggregate amount (“**Consolidated Certificate**”) for each type of NCDs. A successful Applicant can also request for the issue of NCD certificates in the denomination of 1 (one) NCD at any time post allotment of the NCDs (“**Market Lot**”).

**It is however distinctly to be understood that the Series III NCDs pursuant to this Issue shall be issued only in dematerialized form to all categories of investors.**

In respect of Consolidated Certificates, we will, only upon receipt of a request from the NCD Holder, split such Consolidated Certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

**65. Transfer/Transmission of NCD(s):**

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Act. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the Act shall apply, mutatis mutandis (to the extent applicable to debentures) to the NCD(s) as well. In respect of the NCDs held in physical form, a suitable instrument of transfer as may be prescribed by the Issuer may be used for the same. The NCDs held in dematerialized form 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.

Please see “*Issue Structure –Interest/Premium*” on page 265 of the Prospectus for the implications on the interest applicable to NCDs held by Individual Investors on the Record Date and NCDs held by Non Individual Investors on the Record Date.

**For NCDs held in electronic form:** The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer’s DP account to his depository

participant.

In case the transferee does not have a DP account, the seller can re-materialise the NCDs and thereby convert his dematerialized holding into physical holding. Thereafter the NCDs can be transferred in the manner as stated above.

In case the buyer of the NCDs in physical form wants to hold the NCDs in dematerialized form, he can choose to dematerialize the securities through his DP.

**66. Title:**

In case of:

(i) the NCDs held in the dematerialized form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and

(ii) the NCD held in physical form, the person for the time being appearing in the Register of NCD Holders as NCD Holder, 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 whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificate issued in respect of the NCDs and no person will be liable for so treating the NCD Holder.

No transfer of title of a NCD will be valid unless and until entered on the Register of NCD Holders or the register of beneficial owners 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 NCD (s) as well.

**67. 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, 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 the 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:

(a) 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.

(b) Proof that the non-resident Indian is an Indian national or is of Indian origin.

Such holding by a non-resident Indian will be on a non-repatriation basis.

**68. 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.

**69. Procedure for Rematerialisation of NCDs:** NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time.  **Holders of Series III NCDs who propose to rematerialize their Series III NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such Series III NCDs and their Permanent Account Number to the Company and the DP. No proposal for rematerialization of Series III NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialization.**

**70. Restriction on transfer of NCDs:** There are no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any requirements of the RBI and/or as provided in our Articles of Association. Please refer to the section titled "Summary of the Key Provisions of the Articles of Association" beginning on page 362 of the Prospectus.

**71. Period of Subscription:**

ISSUE PROGRAMME	
ISSUE OPENS ON	July 16, 2013
ISSUE CLOSES ON	July 29, 2013

Applications Forms for the Issue will 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 as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (i) by the Lead Managers, Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, at the centers mentioned in Application Form through the non-ASBA mode or, (ii) in case of ASBA Applications, (a) directly by the Designated Branches of the SCSBs or (b) by the centers of the Lead Managers, Co-Lead Managers, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, only at the Selected Cities. On the 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. or such extended time as may be permitted by the Stock Exchanges.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m (Indian Standard Time) on the Issue

## IN THE NATURE OF FORM2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Managers, Co-Lead Managers, Lead Brokers, sub-brokers or Trading Members of the Stock Exchanges are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under the Issue will be on a date priority basis.

The Issue may close on such earlier date or extended date as may be decided at the discretion of the duly authorised committee of Directors of our Company subject to necessary approvals. For further information on the Issue programme, please refer to “*General Information – Issue Programme*” page 52 of the Prospectus. In the event of such early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors, on or before such early date of closure or the initial Closing Date, as the case may be, through advertisement/s in a leading national daily newspaper.

### **72. Interest/Premium:**

#### **1. Applicable Interest/Premium:**

(a) *For Series I NCDs*: Interest would be paid annually at the following rates of interest in connection with the relevant categories of NCD Holders as on the Record Date, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment::

<b>Category of NCD Holder as on the Record Date</b>	<b>Rate of Interest/Coupon (% per annum) – (A)</b>	<b>Additional Incentive on any Record Date (% per annum) – (B)</b>	<b>Aggregate of Coupon and Additional Incentive on any Record Date (% per annum) =(A)+(B)</b>
NCD Holder who is an Individual	9.65%	1.25%	10.90%
NCD Holder who is a Non Individual*	9.65%	Nil	9.65%

\* NCD Holders who are Non Individuals SHALL NOT be eligible for the additional incentive of 1.25% per annum for Series I NCDs held on any Record Date

(b) *For Series II NCDs*: Interest would be paid annually at the following rates of interest in connection with the relevant categories of NCD Holders as on the Record Date, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment:

<b>Category of NCD Holder as on the Record Date</b>	<b>Rate of Interest/Coupon (% per annum) – (A)</b>	<b>Additional Incentive on any Record Date (% per annum) – (B)</b>	<b>Aggregate of Coupon and Additional Incentive on any Record Date (% per annum) =(A)+(B)</b>
NCD Holder who is an Individual	9.80%	1.35%	11.15%
NCD Holder who is a Non Individual*	9.80%	Nil	9.80%

\* NCD Holders who are Non Individuals SHALL NOT be eligible for the additional incentive of 1.35% per annum for Series II NCDs held on any Record Date.

(c) *For Series III NCDs*: Interest would be paid monthly at the following rates of interest in connection with the relevant categories of NCD Holders as on the Record Date, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment:

<b>Category of NCD Holder as on the Record Date</b>	<b>Rate of Interest/Coupon (% per annum) – (A)</b>	<b>Additional Incentive on any Record Date (% per annum) – (B)</b>	<b>Aggregate of Coupon and Additional Incentive on any Record Date (% per annum) =(A)+(B)</b>
NCD Holder who is an Individual	9.40%	1.23%	10.63%
NCD Holder who is a Non Individual*	9.40%	Nil	9.40%

\* NCD Holders who are Non Individuals SHALL NOT be eligible for the additional incentive of 1.23% per annum for Series III NCDs held on any Record Date.

(d) *For Series IV NCDs*: Series IV NCDs shall be redeemed at the end of thirty six months from the Deemed Date of Allotment at the following amounts based on the relevant categories of NCD Holders as on the Record Date for redemption of the Series IV NCDs:

**IN THE NATURE OF FORM2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

Category of NCD Holder as on the Record Date	Face Value (₹ per NCD) – (A)	Premium Amount (₹ per NCD) – (B)	Aggregate Amount Payable at the Time of Redemption (₹ per NCD) =(A)+(B)*
NCD Holder who is an Individual	1,000	364.33	1,364.33
NCD Holder who is a Non Individual	1,000	318.67	1,318.67

\* subject to applicable tax deducted at source, if any.

(e) For Series V NCDs: In case of Series V NCDs, 50% of the Face Value of the NCDs shall be redeemable at a premium of ₹ 263.37 per Series V NCD held by an Individual and at a premium of ₹ 226.93 per Series V NCD held by a Non Individual at the end of forty eight months from the Deemed Date of Allotment and the remaining 50% of the Face Value of the NCDs shall be redeemable at a premium of ₹ 348.48 per Series V NCD held by an Individual and at a premium of ₹ 298.17 per Series V NCD held by a Non Individual at the end of sixty months from the Deemed Date of Allotment, as better detailed below:

Category of NCD Holder as on the Record Date	Face Value (₹ per NCD) – (A)	Premium Amount for 50% of the NCDs to be redeemed at the end of 48 months (₹ per NCD) – (B)	Aggregate Amount Payable at the at the end of 48 months (₹ per NCD) =(A/2) +(B)	Premium Amount for remaining 50% of the NCDs to be redeemed at the end of 60 months (₹ per NCD) – (C)	Aggregate Amount Payable at the at the end of 60 months (₹ per NCD) =(A/2) +(C)*
NCD Holder who is an Individual	1,000	263.37	763.37*	348.48	848.48
NCD Holder who is a Non Individual	1,000	226.93	726.93	298.17	798.17

\* subject to applicable tax deducted at source, if any.

On any relevant Record Date the Registrar and/or our Company shall determine the list and identity of NCD Holders, (based on their DP identification, PAN and/or entries in the register of NCD Holders), and make applicable interest payments based on whether such NCD Holder as on such Record Date is an Individual or a Non Individual. The categories of the NCD Holders, (i.e. Individuals and Non Individuals), will be identified based on the details obtained from the depository database (with respect to NCDs held in dematerialized form) and register of NCD Holders (with respect to the NCDs held in physical form).

**2. Payment of Interest/Premium:**

**Annual Payment of Interest for Series I and Series II NCDs:** For NCDs subscribed under Series I and Series II, the relevant interest will be paid on the first day of April every year for the amount outstanding. The first interest payment will be made on April 1, 2014 for the period commencing from the Deemed Date of Allotment till March 31, 2014. The last interest payment will be made at the time of redemption of the NCD on a pro rata basis.

**Monthly Payment of Interest for Series III NCDs:** For NCDs subscribed under Series III, the first interest payment shall be made on the first day of September, 2013. The first interest payment shall be made from the Deemed Date of Allotment up to the August 31, 2013. The relevant interest accruing after August 31, 2013 will be paid on the first day of every following month for the amount outstanding. Interest payment will be made till the expiry of sixty months from the Deemed Date of Allotment. The last interest payment will be made at the time of redemption of the NCD on a pro rata basis.

**Basis of payment of Interest / Premium :** Payment of (a) interest and/or redemption amount in case of Series I, Series II and Series III NCDs and (b) the face value of the NCDs plus the applicable premium on redemption in case of Series IV and Series V NCDs, will be made to those NCD Holders (or to first holder in case of joint-holders), whose names appear in the register of NCD Holders (in case of NCDs held in physical form) and/or the details obtained from the depository database (in case of NCDs held in dematerialized form), as on the applicable Record Date. On every relevant Record Date, the Registrar and/or our Company shall determine the list and identity of NCD Holders, (based on their DP identification, PAN and/or entries in the register of NCD Holders), and make applicable interest payments based on whether such NCD Holder as on the applicable Record Date is an Individual or a Non Individual.

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, would be directly credited to the account of those investors who have given their bank mandate on the interest payment date.

We may offer the facility of NECS, 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/Redemption Amounts*” at page 271 in the Prospectus.

**3. 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 I.T. 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 (42 of 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, 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 Chennai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest would be paid on the next working day. Payment of interest would be subject to the deduction as prescribed in the I.T. 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 as stated on page 267 of the Prospectus, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of the 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.*

**4. Day Count Convention:**

Interest shall be computed on a 365 days-a-year basis on the principal outstanding on the NCDs. However, where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis, on the principal outstanding on the NCDs

**5. Effect of holidays on payments:**

If the date of payment of interest or principal or any date specified does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest or principal, as the case may be (the "Effective Date"). Interest and principal or other amounts, if any, will be paid on the Effective Date. For avoidance of doubt, in case of interest payment on Effective Date, interest for period between actual interest payment date and the Effective Date will be paid in normal course in next interest payment date cycle. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date falls on a holiday, the payment will be made on the next Working Day, without any interest for the period overdue.

**73. Interest on Application Money:**

**1. Interest on application monies received which are used towards allotment of NCDs:** Our Company shall pay interest on application money on the amount allotted to the Applicants, other than to ASBA Applicants, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to any Applicants to whom NCDs are allotted pursuant to the Issue from the date of realization of the cheque(s)/demand draft(s) or 3 (three) days from the date of receipt of the application (being the date of upload of each Application on the electronic Application platform of the Stock Exchanges) whichever is later upto one day prior to the Deemed Date of Allotment, at the rate of 9.00% per annum.

Our Company has a right to withdraw the Issue at anytime 2 (two) days prior to Issue closing date for receiving subscription in the Issue. Our Company shall in the event of such withdrawal, subject to receipt of a minimum subscription of 75 % of the Base Issue, i.e. ₹ 28,125 lacs, allot NCDs to all Applicants who have applied for NCDs upto one day prior to the date by which Company gives notice for withdrawal of Issue. However, it is clarified that in the event that our Company does not receive a minimum subscription of 75 % of the Base Issue, i.e. ₹ 28,125 lacs our Company will not allot any NCDs to Applicants. Further our Company shall pay interest on application money on the amount allotted, other than to ASBA Applicants, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to any Applicants to whom NCDs are allotted pursuant to the Issue from the date of realization of the cheque(s)/demand draft(s) or 3 (three) days from the date of receipt of the application (being the date of upload of each Application on the electronic Application platform of the Stock Exchanges) whichever is later upto one day prior to the Deemed Date of Allotment, at the rate of 9.00% per annum.

Our Company 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 Applicants. Alternatively, the interest warrant will be dispatched along with the Letter(s) of Allotment at the sole risk of the Applicant, to the sole/first Applicant.

**2. Interest on application monies received which are liable to be refunded:** Our Company shall pay interest on application money which is liable to be refunded to the Applicants, other than to ASBA Applicants, in accordance with the provisions of the Debt Regulations and/or the Companies Act, or other applicable statutory and/or regulatory requirements, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, from the date of realization of the cheque(s)/demand draft(s) or 3 (three) days from the date of receipt of the application (being the date of upload of each Application on the electronic Application platform of the Stock Exchanges) whichever is later upto one day prior to the Deemed Date of Allotment, at the rate of 2.50% per annum. Such interest shall be paid along with the monies liable to be refunded. Interest warrant will be dispatched / credited (in case of electronic payment) along with the Letter(s) of Refund at the sole risk of the Applicant, to the sole/first Applicant.

In the event our Company does not receive a minimum subscription of 75 % of the Base Issue, i.e. ₹ 28,125 lacs on the date of closure of the Issue, our Company shall pay interest on application money which is liable to be refunded to the Applicants, other than to ASBA Applicants, in accordance with the provisions of the Debt Regulations and/or the Companies Act, or other applicable statutory and/or regulatory requirements, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended.

Provided that, notwithstanding anything contained hereinabove, our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, and/or (b) applications which are withdrawn by the Applicant. Please refer to “*Rejection of Application*” at page 300 of the Prospectus.

**74. Maturity and Redemption:**

The NCDs issued pursuant to the Prospectus have a fixed maturity date.

• **Series I:** The date of maturity for Series I NCDs is thirty six months from the Deemed Date of Allotment. Each Series I NCD shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of thirty six months from the Deemed Date of Allotment.

• **Series II:** The date of maturity for Series II NCDs is sixty months from the Deemed Date of Allotment. 50% of the Face Value of the NCDs will be payable at the end of the forty eight months and remaining 50% at the end of the sixty months from the Deemed Date of Allotment. The Face Value at each stage of redemption as detailed above, shall be payable together with any interest at the applicable Coupon which may have accrued on the date of such redemption plus the Additional Incentive as may be applicable for NCD Holders who are Individuals.

• **Series III:** The date of maturity for Series III NCDs is sixty months from the Deemed Date of Allotment. Each Series III NCD shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of sixty months from the Deemed Date of Allotment.

• **Series IV:** The date of maturity for Series IV NCDs is thirty six months. Each Series IV NCDs, shall be redeemable at a premium of ₹ 364.33 per Series IV NCD held by an Individual and at a premium of ₹ 318.67 per Series IV NCD held by

a Non Individual, at the end of thirty six months from the Deemed Date of Allotment.

• **Series V:** The date of maturity for Series V NCDs is sixty months from the Deemed Date of Allotment. For Series V NCDs, 50% of the Face Value of the NCDs shall be redeemable at a premium of ₹ 263.37 per Series V NCD held by an Individual and at a premium of ₹ 226.93 per Series V NCD held by a Non Individual at the end of forty eight months from the Deemed Date of Allotment and the remaining 50% of the Face Value of the NCDs shall be redeemable at a premium of ₹ 348.48 per Series V NCD held by an Individual and at a premium of ₹ 298.17 per Series V NCD held by a Non Individual at the end of sixty months from the Deemed Date of Allotment.

Upon the part redemption (i.e. repayment of 50% of the Face Value) of the each of the Series II and Series V NCDs at the end of forty eight months from the Deemed Date of Allotment, in accordance with the aforementioned provisions of the Prospectus, trading in such Series II and Series V NCDs, will be suspended till the required approval(s) and/or permission(s) for trading in the Series II and Series V NCDs (with respect to the outstanding value of Series II and Series V NCDs) is obtained from the Stock Exchanges and/or other regulatory authorities, in accordance with the applicable statutory and/or regulatory requirements.

Please further note that with respect to Series II and Series V NCDs, our liability to NCD Holder(s) to the extent of the value of the NCDs partly redeemed and repaid at the end of forty eight months, towards his/their rights including for payment or otherwise shall stand extinguished from the date of payment of the redemption amount at the end of forty eight months. The NCD certificate(s) for all Series II and Series V NCDs shall stand extinguished to the extent of the amount partly redeemed upon redemption of the corresponding value of the NCD(s), at the end of forty eight months.

**75. Application Size:**

Each application should be for a minimum of 10 NCDs and in multiples of 1 NCD thereafter. The minimum application size for each application would be ₹ 10,000/- (for all Series of NCDs namely, Series I, Series II, Series III, Series IV and Series V NCDs either taken individually or collectively) and in multiples of ₹ 1,000/- thereafter.

Applicants can apply for any or all types of NCDs offered hereunder (any/all options) 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.**

**76. 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 Prospectus. For further details please refer to the paragraph on “*Interest on Application Money*” on page 269 of the Prospectus.

**77. Manner of Payment of Interest / Refund / Redemption Amounts:**

The manner of payment of interest / refund / redemption in

connection with the NCDs is set out below:

**For NCDs applied / held in electronic form:** The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants who have applied for or 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, the Co-Lead Managers, our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

**For NCDs held in physical form:** The bank details will be obtained from the Application Form or from the copy of the cancelled cheque annexed to the Application Form for payment of interest / refund / redemption as the case may be.

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

**1. Direct Credit:** Investors having their bank account with the Refund Banks, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

**2. NECS:** Payment of interest / refund / redemption shall be undertaken through NECS for Applicants having an account at the centers mentioned in NECS MICR list.

This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code, IFSC code, bank account number, bank name and branch name as appearing on a cheque leaf, from the Depositories. One of the methods for payment of interest / refund / redemption is through NECS for Applicants having a bank account at any of the abovementioned centers.

**3. RTGS:** Applicants having a bank account with a participating bank and whose interest payment / refund / redemption amount exceeds ₹ 2 lacs, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment / refund / redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrars to the Issue at least 7 (seven) days before the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment / refund / redemption shall be made through NECS subject to availability of complete bank account details for the same as stated above.

**3. NEFT:** Payment of interest / refund / redemption shall be undertaken through NEFT wherever the Applicants' bank has been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the de-mat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/refund/redemption will be made to the Applicants through this method.

**4. Registered Post/Speed Post:** For all other Applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through Speed Post/ Registered Post only to Applicants that have provided details of a registered address in India. Refunds may be made by cheques, pay orders, or demand drafts drawn on the relevant Refund Bank and payable at par at places where Applications are received. All cheques, pay orders, or demand drafts as the case may be, shall be sent by registered/speed post at the Investor's sole risk. Bank charges, if any, for cashing such cheques, pay orders, or demand drafts at other centres will be payable by the Applicant.

**78. Refunds for Applicants other than ASBA Applicants:**

Within 12 Working Days of the Issue Closing Date, the Registrar to the Issue will dispatch refund orders/issue instructions for electronic refund, as applicable, of all amounts payable to unsuccessful Applicants (other than ASBA Applicants) and also any excess amount paid on Application, after adjusting for allocation/Allotment of NCDs. In case of Applicants who have applied for Allotment of NCDs in dematerialized form, the Registrar to the Issue will obtain from the Depositories the Applicant's bank account details, including the MICR code, on the basis of the DP ID and Client ID provided by the Applicant in their Application Forms, for making refunds. In case of Applicants who have applied for Allotment of NCDs in physical form, the bank details will be extracted from the Application Form or the copy of the cheque. For Applicants who receive refunds through ECS, direct credit, RTGS or NEFT, the refund instructions will be issued to the clearing system within 12 Working Days of the Issue Closing Date. A suitable communication will be dispatched to the Applicants receiving refunds through these modes, giving details of the amount and expected date of electronic credit of refund. Such communication will be mailed to the addresses (in India) of Applicants, as per Demographic Details received from the Depositories or the address details provided in the Application Form, in case of Applicants who have applied for Allotment of NCDs in physical form. The Demographic Details or the address details provided in the Application Form would be used for mailing of the physical refund orders, as applicable. Investors who have applied for NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of their Depository Participant. Failure to do so could result in delays in credit of refund to the investors at their sole risk and neither the Lead Managers, the Co-Lead Managers nor the Company shall have any responsibility and undertake any liability for such delays on part of the investors.

**79. Printing of Bank Particulars on Interest Warrants:**

As a matter of precaution against possible fraudulent encashment of refund orders and interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either on account of rematerialisation or transfer, the investors are advised to submit their bank account details with our Company / Registrar at least 7 (seven) days prior to the record date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCD as available in the records of our Company. Bank account particulars will be printed on the orders/warrants which can then be deposited only in the account specified.

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

**81. Buy Back of NCDs:** Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buyback of NCDs, upon such terms and conditions as may be decided by our Company.

Our Company may from time to time invite the NCD Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

**82. Procedure for Redemption by NCD Holders:**

The procedure for redemption is set out below:

**NCDs held in physical form:** No action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the record date fixed for the purpose of Redemption. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificate(s)) be surrendered for redemption on maturity and should be sent by the NCD Holder(s) by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holder(s) may be requested to surrender the NCD certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of NCD Holders maintained by us on the record date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see the para “*Payment on Redemption*” given below.

Please note that with respect to Series II and Series V NCDs, our liability to NCD Holder(s) to the extent of the value of the NCDs partly redeemed and repaid at the end of forty eight months, towards his/their rights including for payment or otherwise shall stand extinguished from the date of payment of the redemption amount at the end of forty eight months. The NCD certificate(s) for all Series II and Series V NCDs shall stand extinguished to the extent of the amount partly redeemed upon redemption of the corresponding value of the NCD(s), at the end of forty eight months. It is clarified that for debenture holders holding Series II and Series V of NCDs in the physical form, upon the part redemption thereof, at the end of 48 months from the Deemed Date of Allotment, our Company shall issue fresh NCD certificates for the remaining outstanding Face Value of the NCDs and shall cancel the existing NCD Certificates (in light of the extent of the Face Value of the NCDs which are redeemed at the end of 48 months from the Deemed Date of Allotment)

**NCDs held in electronic form:** No action is required on the part of NCD Holder(s) at the time of redemption of NCDs.

Upon the part redemption (i.e. repayment of 50% of the Face Value) of the each of the Series II and Series V NCDs at the end of forty eight months from the Deemed Date of Allotment, in accordance with the aforementioned provisions of the Prospectus, trading in such Series II and Series V NCDs, will be suspended till the required approval(s) and/or permission(s) for trading in the Series II and Series V NCDs (with respect to the outstanding value of Series II and Series V NCDs) is obtained from the Stock Exchanges and/or other regulatory authorities, in accordance with the applicable statutory and/or regulatory requirements.

Please further note that with respect to Series II and Series V NCDs, our liability to NCD Holder(s) to the extent of the value of the NCDs partly redeemed and repaid at the end of forty eight months, towards his/their rights including for payment or otherwise shall stand extinguished from the date of payment of the redemption amount at the end of forty eight months.

**83. Payment on Redemption:**

The manner of payment of redemption is set out below:

**NCDs held in physical form:** The payment on redemption of the NCDs will be made by way of cheque/pay order/electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificate(s), duly discharged by the sole holder / all the joint-holders (signed on the reverse of the NCD certificate(s)). Dispatch of cheques/pay order, etc. in respect of such payment will be made on the Redemption Date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the Redemption Date to those NCD Holders whose names stand in the register of NCD Holders maintained by us/Registrar to the Issue on the record date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least 7 (seven) days prior to the record date. In case the transfer documents are not lodged with us at least 7 (seven) days prior to the record date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrars.

Our liability to 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).

**NCDs held in electronic form:** 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).

**84. Right to Reissue NCD(s):**

Subject to the provisions of the Act, 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.

**85. 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.

**86. 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 Chennai 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.

**87. Issue of Duplicate NCD Certificate(s):**

If any NCD certificate(s) is/are mutilated or defaced or the cages for recording transfers of NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate NCD certificate(s) shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

**88. Market Making:**

The Company is exploring a possibility of appointment of market maker(s) in connection with the NCDs offered in the Issue. Market maker(s) may be appointed also subject to receipt of statutory approvals as may be required.

**89. 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.

**90. Impersonation:**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act which is reproduced below:

“Any person who makes in a fictitious name an application to a company for acquiring, or subscribing for, any shares therein, or otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years”.

**91. Pre-closure:**

Our Company, in consultation with the Lead Managers and the Co-Lead Managers reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription for NCDs aggregating to 75% of the Base Issue. Our Company shall allot NCDs with respect to the Applications received at 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.

**92. Utilisation of Application Money:**

The sum received in respect of the 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.

**93. 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 73 of the Act.

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 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 Issue proceeds only upon execution of the documents for creation of security as stated in the Prospectus and the Prospectus and on receipt of the minimum subscription of 75% of the Base Issue.

e) 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.

**94. Filing of the Prospectus with ROC:**

A copy of the Prospectus shall be filed with the Registrar of Companies, Chennai, Tamil Nadu, in terms of section 56 and section 60 of the Act.

**95. Pre-Issue Advertisement:**

Subject to Section 66 of the Companies Act, 1956, our Company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed in Schedule IV of Debt Regulations in compliance with the Regulation 8(1) of Debt Regulations. Material updates, if any, between the date of filing of the Prospectus with ROC and the date of release of this statutory advertisement will be included in the statutory advertisement.

**96. Listing:**

The NCDs offered through the Draft Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Our Company has obtained an ‘in-principle’ approval for the Issue from the BSE vide their letter dated July 2, 2013 and from NSE vide their letter dated July 2, 2013. For the purposes of the Issue, NSE shall be the Designated Stock Exchange.

If permissions to deal in and for an official quotation of the NCDs are not granted by the Designated Stock Exchange, the Company will forthwith repay, without interest, all such moneys received from the Applicants pursuant to the Prospectus. If such money is not repaid within eight days after the Company becomes liable to repay it, our Company and every officer in default will on and from such expiry of eight days be liable to repay the money, with interest at the rate of 15% p.a. as prescribed under Section 73 of the Companies Act. Our Company will use best efforts to ensure that all steps for the completion of the necessary formalities for listing at the Stock Exchanges are taken within 12 Working Days of the 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 12 Working Days from the 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.

**DETAILS PERTAINING TO THE COMPANY**

**A. GENERAL INFORMATION**

**Shriram Transport Finance Company Limited**

Date of Incorporation: June 30, 1979. Our Company was incorporated as a public limited company under the provisions of the Act.

**Registered Office:**

Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004.

**Registration:**

Corporate Identification Number: L65191TN1979PLC007874 issued by the Registrar of Companies, Tamil Nadu.

Our Company holds a certificate of registration dated September 4, 2000 bearing registration no. A-07-00459 issued by the RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934, which has been renewed on April 17, 2007, (bearing registration no. 07-00459).

**B. DETAILS OF SHARE CAPITAL**

The share capital of our Company as at date of the Prospectus is set forth below:

Share Capital	Rupees in lacs
<b>AUTHORISED SHARE CAPITAL</b>	
39, 70, 00, 000 Equity Shares of ₹ 10/- each	39,700
2,00,00,000 Preference Shares of ₹ 100/- each	20,000
<b>TOTAL</b>	59,700
<b>ISSUED</b>	
22,69,18,077 Equity Shares of ₹ 10 /- each	22,691.81

Share Capital	Rupees in lacs
<b>SUBSCRIBED</b>	
22,69,18,077 Equity Shares of ₹ 10 /- each	22,691.81
<b>PAID-UP SHARE CAPITAL</b>	
22,68,63,936 Equity Shares of ₹ 10/- each	22,686.39
48,000 Equity Shares of ₹ 10/- each, paid up ₹ 5/- each	2.40
<b>TOTAL</b>	22,688.79

For further details, please refer page 73 of the Prospectus.

**C. OUR MANAGEMENT**

**Board of Directors:** The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. We have not appointed any ‘manager’ within the meaning thereof under the provisions of the Act. As on the date of the Prospectus, we have 10 (Ten) Directors on our Board.

Name	Designation
Mr. Arun Duggal	<i>Non Executive Chairman</i>
Mr. Umesh Govind Revankar	<i>Managing Director</i>
Mr. Ramachandran Sridhar	<i>Non-Executive and Non-Independent Director</i>
Mr. Sumati Prasad Mishrilal Bafna	<i>Non-Executive and Independent Director</i>
Mr. Mayashanker Verma	<i>Non-Executive and Independent Director</i>
Mr. Puneet Bhatia	<i>Non-Executive and Non-Independent Director</i>
Mr. Lakshminarayanan Subramanian	<i>Non-Executive and Independent Director</i>
Mr. Ranvir Dewan	<i>Non-Executive and Non-Independent Director</i>
Mrs. Kishori Udeshi	<i>Non- Executive and Independent Director</i>
Mr. Amitabh Chaudhry	<i>Non- Executive and Independent Director</i>

**D. OUR SUBSIDIARIES**

As on the date of the Prospectus our Company has the following three subsidiaries:

**1. Shriram Equipment Finance Company Limited, (“SEFCL”):** SEFCL was incorporated pursuant to a certificate of incorporation dated December 15, 2009 issued by the Registrar of Companies, Chennai, Tamil Nadu, and having its registered office situated at Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu, India - 600004.

**2. Shriram Automall India Limited, (“SAIL”):** SAIL was incorporated pursuant to a certificate of incorporation dated February 11, 2010 issued by the Registrar of Companies, Chennai, Tamil Nadu and having its registered office situated at Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu, India - 600004.

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**3. Shriram Insurance Broking Company Limited (“SIBCL”):** SIBCL was incorporated pursuant to a certificate of incorporation dated January 1, 2013 issued by the Registrar of Companies, Chennai, Tamil Nadu and having its registered office situated at Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu, India - 600004.

### E. DEBT - EQUITY RATIO:

The debt equity ratio prior to this Issue is based on a total outstanding consolidated debt of ₹ 33,38,625.14 lacs and consolidated shareholder funds amounting to ₹ 7,30,250.60 lacs as on March 31, 2013. The debt equity ratio post the Issue (assuming subscription of ₹ 75,000 lacs) is 4.67 times, based on a total outstanding debt of ₹ 34,13,625.14 lacs and shareholders fund of ₹ 7,30,250.60 lacs as on March 31, 2013.

(₹ in lacs)

Particulars #	Prior to the Issue	Post the Issue*
Secured loans as on March 31, 2013	26,11,526.17	26,86,526.17
Unsecured loans as on March 31, 2013	7,27,098.97	7,27,098.97
<b>Total Debt</b>	<b>33,38,625.14</b>	<b>34,13,625.14</b>
Share capital as on March 31, 2013	22,688.79	22,688.79
Reserves as on March 31, 2013	7,11,098.38	7,11,098.38
Less: Miscellaneous expenditure (to the extent not written off or adjusted) as on March 31, 2013	3,536.57	3,536.57
<b>Total Shareholders Fund</b>	<b>7,30,250.60</b>	<b>7,30,250.60</b>
<b>Debt Equity Ratio (Number of times)</b>	<b>4.57</b>	<b>4.67</b>

# On a consolidated basis.

\* The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹ 75,000 lacs from the Issue, as on March 31, 2013 and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

For details on the total outstanding debt of our Company, please refer to the section titled “*Disclosures on Existing Financial Indebtedness*” beginning on page 186 of the Prospectus.

### F. OTHER FINANCIAL INFORMATION

#### SUMMARY FINANCIAL INFORMATION

The following tables are derived from Reformatted Consolidated Summary Financial Statements and the Reformatted Unconsolidated Summary Financial Statements. The Reformatted Consolidated Summary Financial Statements and the Reformatted Unconsolidated Summary Financial Statements should be read in conjunction with the examination report thereon issued by our Joint Statutory Auditors and statement of significant accounting policies and notes to accounts on the Reformatted Consolidated Summary Financial Statements and the Reformatted Unconsolidated Summary Financial Statements contained in the section titled “*Financial*

*Information*” beginning on page 185 of the Prospectus.

### A. SUMMARY INFORMATION OF OUR UNCONSOLIDATED ASSETS AND LIABILITIES

(₹ in lacs)

Particulars	As at March 31,				
	2013	2012	2011	2010	2009
Equity and Liabilities					
A Total Shareholders' fund	719,473.96	599,231.25	490,439.30	384,233.30	231,649.80
B Share application money pending allotment	-	-	-	-	13.45
C Total Non-current liabilities	2,186,078.70	1,789,275.33	1,582,461.59	1,277,884.31	907,762.19
D Total Current liabilities	1,577,770.12	1,189,241.18	1,089,962.93	1,037,592.27	1,360,382.93
E Total Equity and Liabilities (A+B+C+D)	4,483,322.78	3,577,747.76	3,162,863.82	2,699,709.88	2,499,808.37
Assets					
F Total Non-current assets	2,098,796.42	1,667,435.90	1,491,975.65	1,284,955.92	1,200,020.13
G Total Current assets	2,384,526.36	1,910,311.86	1,670,888.17	1,414,753.96	1,299,788.24
H Total Assets (F+G)	4,483,322.78	3,577,747.76	3,162,863.82	2,699,709.88	2,499,808.37

### B. SUMMARY INFORMATION OF FOUR UNCONSOLIDATED PROFIT AND LOSS ACCOUNT

(₹ in lacs)

Particulars	For the year ended March 31,				
	2013	2012	2011	2010	2009
A Total Income	656,358.99	589,387.66	540,105.45	450,138.30	373,763.10
B Total Expenditure	454,739.88	401,296.64	355,212.69	317,679.18	281,699.99
C Net Profit Before Taxation (A-B)	201,619.11	188,091.02	184,892.76	132,459.12	92,063.11
D Total tax expense / (income)	65,557.10	62,346.06	61,904.76	45,147.38	30,822.90
E Profit after tax from continuing operations (C-D)	136,062.01	125,744.96	122,988.00	87,311.74	61,240.21

### D. SUMMARY INFORMATION OF FOUR CONSOLIDATED ASSETS AND LIABILITIES

(₹ in lacs)

Particulars	As at March 31,			
	2013	2012	2011	2010
Equity and Liabilities				
A Total Shareholders' fund	733,787.16	603,264.11	489,335.80	384,406.83
B Total Non-current liabilities	2,288,170.45	1,837,477.68	1,608,831.53	1,277,884.31
C Total Current liabilities	1,743,003.56	1,263,042.78	1,114,000.33	1,037,595.24
D Total Equity and Liabilities (A+B+C)	4,764,961.17	3,703,784.57	3,212,167.66	2,699,886.38
Assets				
E Total Non-current assets	2,247,986.36	1,720,273.41	1,520,316.66	1,285,161.52
F Total Current assets	2,516,974.81	1,983,511.16	1,691,851.00	1,414,724.86
G Total Assets (E+F)	4,764,961.17	3,703,784.57	3,212,167.66	2,699,886.38

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### E. SUMMARY INFORMATION OF FOUR CONSOLIDATED PROFIT AND LOSS ACCOUNT

(₹ in lacs)

	Particulars	For the year ended March 31,			
		2013	2012	2011	2010
A.	Total Income	701,595.80	617,945.97	548,338.22	450,143.12
B.	Total Expenditure	485,329.77	422,194.65	364,584.12	317,686.38
C.	Net Profit Before Taxation (A-B)	216,266.03	195,751.32	183,754.10	132,456.74
D.	Total tax expense / (income)	69,877.26	64,876.00	62,041.93	45,146.74
E.	Profit after tax from continuing operations (C-D)	146,388.77	130,875.32	121,712.17	87,310.00

For further details please refer to the Prospectus.

### LEGAL AND OTHER INFORMATION

#### REGULATIONS AND POLICIES

For further details, please refer page 354 of the Prospectus.

#### B. PENDING PROCEEDINGS AND STATUTORY DEFAULTS

As on the date of the Prospectus, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc, by our Company or by public companies promoted by the same promoter and listed on stock exchange. For further details please refer to the Prospectus.

#### C. OTHER REGULATORY AND STATUTORY DISCLOSURES

**Authority for the Issue:** At the meeting of the Board of Directors of our Company, held on May 7, 2013, the Directors approved the issue of NCDs to the public in one or more tranches, upto an amount not exceeding ₹ 2,00,000 lacs.

**Prohibition by SEBI:** Our Company, persons in control of our Company 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.

**Disclaimer Clause of the NSE:** As required, a copy of this Offer Document has been submitted to NSE. NSE has given vide its letter ref.: NSE/LIST/209048-8 dated July 02, 2013 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Offer Document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquires

any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

**Disclaimer Clause of the BSE:** BSE Limited ("the Exchange") has given vide its letter dated July 02, 2013, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- a. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- b. Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- c. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

**Disclaimer Clause of the RBI:** THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED APRIL 17, 2007 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY.

#### **Track record of past public issues handled by the Lead Managers and Co-Lead Managers:**

The track record of past issues handled by the Lead Managers and the Co-Lead Managers, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

Name of Lead Manager/ Co-Lead Manager	Website
JM Financial Institutional Securities Private Limited	<a href="http://www.jmfl.com">www.jmfl.com</a>
A. K. Capital Services Limited	<a href="http://www.akcapindia.com">www.akcapindia.com</a>
HDFC Bank Limited	<a href="http://www.hdfcbank.com">www.hdfcbank.com</a>
ICICI Securities Limited	<a href="http://www.icicisecurities.com">www.icicisecurities.com</a>

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Karvy Investor Services Limited	<a href="http://www.karvy.com">www.karvy.com</a>
RR Investors Capital Services Private Limited	<a href="http://www.rrfinance.com/">www.rrfinance.com/</a> <a href="http://www.rrfel.com">www.rrfel.com</a>
SMC Capitals Limited	<a href="http://www.smccapitals.com">www.smccapitals.com</a>
Trust Investment Advisors Private Limited	<a href="http://www.trustgroup.co.in">www.trustgroup.co.in</a>

**Listing:** An application has been made to the NSE and the BSE for permission to deal in and for an official quotation of our NCDs. NSE has been appointed as the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by NSE and/or BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within 12 Working Days from the date of allotment.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Options, such NCDs with Option(s) shall not be listed.

**Consents:** Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer (c) Bankers to our Company and Bankers to the Issue; (d) Lead Managers, (e) Co-Lead Managers; (f) the Registrar to the Issue, (g) Lead Brokers to the Issue, (h) Legal Advisors to the Issue, (i) Credit Rating Agencies and (j) the Debenture Trustee to act in their respective capacities, have been obtained and the same will be filed along with a copy of the Prospectus with the ROC.

The joint consents of the Joint Statutory Auditors of our Company, namely S. R. Batliboi & Co. LLP and G. D. Apte & Co. for inclusion of their names as (a) the joint Statutory Auditors, (b) examination reports on Reformatted Consolidated Summary Financial Statements and the Reformatted Unconsolidated Summary Financial Statements in the Prospectus have been obtained and the same will be filed with the Designated Stock Exchange along with a copy of the Prospectus.

**Expert Opinion:** Except the following, our Company has not obtained any expert opinions in connection with the Prospectus: Our Company has received consent from its Joint Statutory Auditors namely, S.R. Batliboi & Co. LLP, Chartered Accountants and G.D. Apte & Co., Chartered Accountants to include their name as an expert under Section 58 of the Companies Act, 1956 in the Prospectus in relation to the examination report of the Auditor dated June 18, 2013 and statement of tax benefits dated June 18, 2013 included in the Prospectus and such consent has not been withdrawn as on the date of the Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S Securities Act, 1933.

**Common form of Transfer:** The Issuer undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 1956 and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

**Minimum Subscription:** If our Company does not receive the minimum subscription of 75% of the Base Issue, i.e. ₹ 28,125 lacs, the entire subscription shall be refunded to the Applicants within 30 days from the date of closure of the Issue. If there is

delay in the refund of subscription by more than 8 days after our Company becomes liable to refund the subscription amount, our Company will pay interest for the delayed period, at rates prescribed under sub-sections (2) and (2A) of Section 73 of the Companies Act, 1956.

**Filing of the -Prospectus with ROC:** A copy of the Prospectus has been filed with the Registrar of Companies, Chennai, Tamil Nadu, in terms of section 56 and section 60 of the Act.

**Debenture Redemption Reserve:** Section 117C of the Act states that any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. The Ministry of Corporate Affairs has through its general circular dated February 11, 2013 ("Circular") clarified that 'the adequacy' of DRR for NBFCs registered with the RBI under Section 45-1A of the RBI (Amendment) Act, 1997 shall be 25% of the value of debentures issued through a public issue as per the Debt Regulations. The Circular further mandates (a) every company to create/maintain the required DRR before the 30<sup>th</sup> day of April of each year and (b) deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the following 31<sup>st</sup> day of March. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during the period as mentioned above.

**Issue Related Expenses:** The expenses of this Issue include, *inter alia*, lead management and co-lead management fees and selling commission to lead managers, co-lead managers, lead-brokers, fees payable to debenture trustees and the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for the Issue is as follows:

Activity	Issue Expenses (₹ in lacs)	As a % of total Issue Expenses	As a % of Issue
Lead management, selling commissions and brokerage	1,180.90	40.77	1.575
Commission/processing fee for SCSBs and Syndicate for ASBA*	0.55	0.02	0.001
Advertising and Marketing Expenses	1,011.24	34.92	1.348
Printing and Stationery	365.00	12.60	0.487
Advisors' fees	30.06	1.04	0.040
Registrar's fees	16.85	0.58	0.022
Other Miscellaneous (legal fees, credit rating expenses, listing fees etc.)	291.56	10.07	0.389
<b>Total</b>	<b>2,896.16</b>	<b>100.00</b>	<b>3.862</b>

\*SCSBs would be entitled to a processing fee of ₹ 15 per Bid

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*cum Application Form for processing the Bid cum Application Forms procured by the Syndicate or Registered Brokers and submitted to SCSB.*

### **Underwriting**

The Issue has not been underwritten.

Details regarding the public issue during the last three years by our Company and other listed companies under the same management within the meaning of section 370(1B):

Our Company has not made any public or rights or composite issue of capital during the last three years. There are no listed companies under the same management within the meaning of Section 370(1) (B) of the Companies Act, 1956.

### **Public / Rights Issues**

Our Company has not made any public or rights issuances in the last five years except as follows:

**Previous Issue:** Please refer page 315 to the Prospectus.

### **Commissions and Brokerage on previous issue**

1. ₹ 1,237.49 lacs was incurred in the financial year ended March 31, 2010 towards commission and brokerage in connection with the public issue of 9,999,996 secured non convertible debentures of face value ₹ 1,000.00 each pursuant to the prospectus dated July 16, 2009;

2. ₹ 532.77 lacs was incurred in the financial year ended March 31, 2011 towards commission and brokerage in connection with the public issue of 4,168,968 secured non convertible debentures and 8,31,031 unsecured non convertible debentures of face value ₹ 1,000.00 each pursuant to the prospectus dated May 6, 2010; and

3. ₹ 1,335.24 lacs were incurred in the financial year ended March 31, 2012 towards commission and brokerage in connection with the public issue of 9,999,993 secured non convertible debentures of face value ₹ 1,000.00 each pursuant to the prospectus dated June 16, 2011.

4. ₹ 739.65 lacs was incurred in the financial year ended March 31, 2013 towards commission and brokerage in connection with the public issue of 6,000,000 secured non convertible debentures of face value ₹ 1,000.00 each pursuant to the prospectus dated June 16, 2012.

**Stock Market Data:** Please refer to page 316 of the Prospectus

**Revaluation of assets:** The Company has not revalued its assets in the last five years.

**Mechanism for redressal of investor grievances:** The Registrar Agreement dated June 24, 2013 between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the Allotment Advice, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on application and the bank branch or collection centre where the application was submitted. The contact details of Registrar to the Issue are as follows:

### **Integrated Enterprises (India) Limited**

2nd Floor, Kences Towers,  
No1, Ramakrishna Street,

North Usman Road, T. Nagar,  
Chennai - 600 017

Tel: + 91 44 2814 0801, +91 44 2814 0802, +91 44 2814 0803

Fax: +91 44 2814 2479

Email: stfcipo@integratedindia.in

Investor Grievance Email: sureshbabu@integratedindia.in

Website: www.integratedindia.in

Contact Person: Ms. Anusha N and Mr. Sriram S

Compliance Officer: Mr. Suresh Babu. K

SEBI Registration No.: INR000000544

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 7 (seven) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Mr. Vivek M. Achwal has been appointed as the Compliance Officer of our Company for this issue.

The contact details of Compliance Officer of our Company are as follows:

Mr. Vivek M. Achwal,

Wockhardt Towers, Level-3

West Wing, C-2, G Block, Bandra – Kurla Complex

Bandra (East)

Mumbai – 400 051

Tel. No. +91 22 4095 9595

Fax No.: +91 22 4095 9596/97

Email: stfcncd5comp@stfc.in

**Change in Auditors of our Company during the last three years:** There has been no change(s) in the Joint Statutory Auditors of our Company in the last 3 (three) financial years preceding the date of the Prospectus.

## RISK FACTORS

*An investment in NCDs involves a certain degree of risk. Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in the Prospectus before making any investment decision relating to the NCDs. 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. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition and result of operation could suffer, the trading price of the NCDs could decline and you may lose your all or part of your interest and / or redemption amounts. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*The Prospectus contains forward looking statements that involve risk and uncertainties. Our Company's actual results could differ materially from those anticipated in these forward looking statements as a result of several factors, including the*

considerations described below and elsewhere in the Prospectus. Unless the context otherwise requires, the financial information used in this section is derived from and should be read in conjunction with the Reformatted Unconsolidated Summary Financial Statements and the Reformatted Consolidated Summary Financial Statements of our Company.

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 own examination of our Company and this Issue, including the risks and uncertainties involved.

#### **INTERNAL RISK FACTORS**

##### **Risks relating to our Company and its Business**

1. *Our financial performance is highly sensitive to interest rate volatility.*
2. *Our business requires raising substantial capital by the way of borrowing, and any disruption in funding sources would have a material adverse effect on our liquidity, financial condition and/or cash flows.*
3. *If we are unable to manage the level of NPAs in our loan assets, our financial position, results of operations and cash flows may suffer.*
4. *Our business is focused on commercial vehicle finance for new and pre-owned commercial vehicles and any adverse developments in this sector would adversely affect our results of operations.*
5. *High levels of customer defaults could adversely affect our business, financial condition, results of operations and/or cash flows.*
6. *We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans.*
7. *The Company is involved in certain legal proceedings for alleged contravention of certain State legislations in India relating to "money lending" activities. Any unfavourable outcome in such proceedings and the imposition of any additional restrictive statutory and/or regulatory requirements may adversely affect our goodwill, business prospects and results of operations.*
8. *A large part of our collections are in cash and consequently we face the risk of misappropriation or fraud by our employees.*
9. *Our significant indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to conduct our business and operations in the manner we desire.*
10. *We have in the past acquired, and may continue to acquire in the future, portfolios relating to various credit and financing facilities from banks and other institutions on a non-recourse basis. If the performance of such portfolios deteriorates, our business, financial condition, results of operations and/or cash flows may be adversely affected*
11. *We face increasing competition in our business which may result in declining margins if we are unable to compete effectively.*
12. *We may not be able to successfully sustain our growth strategy.*
13. *We may not be able to successfully diversify our product portfolio.*
14. *Our loan portfolio may no longer continue to be classified as priority sector advances by the RBI.*
15. *We may experience difficulties in expanding our business into new regions and markets in India.*
16. *Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.*
17. *If we are unable to successfully expand, maintain or leverage our partnership arrangements with private financiers involved in commercial vehicle financing, our business prospects, results of operations, financial conditions and/or cash flows may be adversely affected.*
18. *A decline in our capital adequacy ratio could restrict our future business growth.*
19. *As part of our business strategy we assign or securitize a substantial portion of our loan assets to banks and other institutions. Any deterioration in the performance of any pool of receivables assigned or securitized to banks and other institutions may adversely impact our financial performance and/or cash flows.*
20. *System failures or inadequacy and security breaches in computer systems may adversely affect our business.*
21. *We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads.*
22. *We face asset-liability mismatches which could affect our liquidity and consequently may adversely affect our operations, profitability and/or cash flows.*
23. *The trade mark/service mark and logo in connection with the "Shriram" brand which we use is licensed to us and consequently, any termination or non-renewal of such license may adversely affect our goodwill, operations and profitability. Further, our current logo which we are using for our corporate publicity campaigns and as included in the Prospectus is not registered. Our inability to register such logo and/or to adequately protect the same may adversely affect our goodwill, operations and profitability.*
24. *We have certain contingent liabilities which may adversely affect our financial condition.*
25. *We are involved in various legal and other proceedings that if determined against us could have a material adverse effect on our financial condition and results of operations.*
26. *Inaccurate appraisal of credit may adversely impact our business.*
27. *We may have to comply with strict regulations and guidelines issued by regulatory authorities in India.*
28. *Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries.*
29. *Our Promoter beneficially owns more than 25% of our equity share capital and accordingly has the ability to exercise significant influence over the outcome of matters submitted to shareholders for approval, and their interests may differ from those of other holders of Equity Shares.*
30. *We have entered into certain related party transactions.*
31. *Any failure by us to identify, manage, complete and integrate acquisitions, divestitures and other significant*

*transactions successfully could adversely affect our results of operations, business prospects and/or cash flows.*

*32. The BSE has, in the past, suspended the trading of our Equity Shares on grounds of alleged non compliance with listing agreement requirements. Our failure to comply with the provisions of the listing agreements executed between our Company and the stock exchanges where our securities are listed, in a timely manner or at all, may expose us to regulatory proceedings and/or penal action.*

*33. Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.*

*34. We are exposed to fluctuations in the market values of our investment and other asset portfolio.*

*35. Our results of operations could be adversely affected by any disputes with our employees.*

*36. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business.*

*37. We are subject to supervision and regulation by the RBI as a deposit-taking NBFC, and changes in RBI's regulations governing us could adversely affect our business.*

*38. Any changes in the statutory and/or regulatory requirements in connection with taxation could adversely affect our operations, profitability and cash flows.*

*39. Our insurance coverage may not adequately protect us against losses.*

*40. We may not be able to successfully implement our new business strategies, or such new strategies may not achieve desired results.*

*41. We have regional concentration in southern India and western India, and therefore are dependent on the general economic conditions and activities in these areas.*

*42. New product/services offered by us may not be successful.*

*43. We may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose us to additional liability and harm our business or reputation.*

*44. Our risk management policies and procedures may not adequately address unidentified or unanticipated risks.*

**Risks Relating to the Utilization of Issue Proceeds**

*45. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.*

**Risks Relating to the NCDs**

*46. Changes in interest rates may affect the price of our NCDs.*

*47. 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.*

*48. Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law.*

*49. Failure to comply with the requirements in connection with creation of adequate Debenture Redemption Reserve, ("DRR"), for the NCDs issued pursuant to the Prospectus and/or be able to deposit or invest the required proportion of the value of the NCDs maturing every year until all NCDs issued*

*and allotted pursuant to the Issue mature or are redeemed otherwise.*

*50. Any downgrading in credit rating of our NCDs may affect the value of NCDs and thus our ability to raise further debts.*

*51. There is no active market for the NCDs on the capital markets segment of the Stock Exchanges. As a result the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.*

*52. There may be a delay in making refunds to Applicants.*

**B. EXTERNAL RISK FACTORS**

*1. Our business is primarily dependent on the automobile and transportation industry in India.*

*2. Increase in competition from our peer group in the CV finance sector may result in reduction of our market share, which in turn may adversely affect our profitability.*

*3. Our growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have a direct impact on our operations and profitability.*

*4. Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact our business.*

*5. Civil unrest, terrorist attacks and war would affect our business.*

*6. Our business may be adversely impacted by natural calamities or unfavourable climatic changes.*

*7. Any downgrading of India's sovereign rating by an international rating agency (ies) may affect our business and our liquidity to a great extent.*

*8. Global economic instability or slowdown is likely to adversely affect our business and our results of operations.*

*9. Companies operating in India are subject to a variety of central and state government taxes and surcharges.*

*10. Trade deficits could adversely affect our business.*

*11. Financial difficulty and other problems in certain financial institutions in India could adversely affect our business.*

*12. A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact us.*

**PROMINENT NOTES**

*1. This is a public issue of NCDs by our Company aggregating upto ₹ 37,500 lacs with an option to retain over-subscription upto ₹ 37,500 lacs for issuance of additional NCDs aggregating to a total of upto ₹ 75,000 lacs.*

*2. For details on the interest of our Company's Directors, please refer to the sections titled "Our Management" and "Capital Structure" beginning on pages 163 and 173 of the Prospectus, respectively.*

*3. Our Company has entered into certain related party transactions, within the meaning of AS 18 as notified by the Companies (Accounting Standards) Rules, 2006, as disclosed in the section titled "Financial Information" beginning on page 185 of the Prospectus.*

*4. Any clarification or information relating to the Issue shall be made available by the Lead Managers, the Co-Lead Managers*

## IN THE NATURE OF FORM2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever.

5. Investors may contact the Registrar to the Issue, Compliance Officer, the Lead Managers and the Co-Lead Managers for any complaints pertaining to the Issue. In case of any specific queries on allotment/refund, Investor may contact Registrar to the Issue.

6. In the event of oversubscription to the Issue, allocation of NCDs will be as per the "Basis of Allotment" set out on page 302 of the Prospectus.

7. Our Equity Shares are listed on the NSE and BSE.

8. Our Company has received a Letter dated December 22, 2011 from the Madras Stock Exchange Limited, approving the delisting of the equity shares of our Company.

9. Pursuant to the SHMPL Scheme of Merger sanctioned under Section 391 to 394 read with Section 100 to 104 of the Act, between our Company and SHMPL, as approved by the Hon'ble High Court of Madras vide the Merger Order, the business and undertaking of SHMPL, our erstwhile promoter, was merged into our Company with a view of, inter alia, reducing shareholding tiers, optimizing administrative costs and enabling the shareholders of SHMPL to hold equity shares directly in our Company. The appointed date under the SHMPL Scheme of Merger was April 1, 2012, and the SHMPL Scheme of Merger became effective from November 5, 2012 when a certified true copy of the order of the High Court of Madras approving the SHMPL Scheme of Merger was filed with the ROC by SHMPL and our Company, ("**SHMPL Effective Date**"). On the SHMPL Effective Date, SHMPL was merged into our Company without winding up of SHMPL under Section 394 of the Act. Pursuant to the SHMPL Scheme of Merger, 9,38,72,380 equity shares of the face value of ₹ 10 each fully paid up of our Company, were issued and allotted, to the members of SHMPL whose names were recorded in the register of members of SHMPL on November 5, 2012 in connection with the SHMPL Scheme of Merger, in the ratio of 313:124 i.e. 313 equity shares of the face value of ₹ 10 each fully paid up of our Company were issued for every 124 equity shares of the face value of ₹ 10 each fully paid up of SHMPL, held by the respective members thereof. Accordingly, 9,33,71,512 (Nine crores thirty three lacs seventy one thousand five hundred and twelve only) equity shares of the face value of ₹ 10 each of our Company, earlier held by SHMPL stood cancelled pursuant to the SHMPL Scheme of Merger coming into effect. For further details, please refer to "Our Promoter - Scheme of Arrangement between our Company and SHMPL" on page 176 of the Prospectus.

10. The non convertible debentures issued pursuant to the four previous public issues in the years 2009, 2010 2011 and 2012 vide the prospectus dated July 16, 2009, the prospectus dated May 06, 2010, the prospectus dated June 16, 2011, and the prospectus dated July 16, 2012 respectively, are listed on NSE and BSE.

11. Some of our privately placed non convertible debentures and other debt instruments are listed on BSE and some in NSE.

12. As of March 31, 2013, we had certain contingent liabilities not provided for, which includes contingent liability in respect of disputed income tax/interest tax demand contested in appeals not provided for ₹ 46,689.12 lacs on an unconsolidated basis, MVAT demand where the Company has filed appeal before Tribunal for ₹ 1,843.09 lacs, Guarantees given for subsidiaries

for ₹ 500.00 lacs and guarantees and counter guarantees given of ₹ 226,750.85 lacs on an unconsolidated basis.

13. For further information relating to certain significant legal proceedings that we are involved in, see "Pending Proceedings and Statutory Defaults" beginning on page 309 of the Prospectus.

**FOR DETAILS ON RISK FACTORS: PLEASE REFER PAGE NUMBER 17 OF THE PROSPECTUS.**

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at Mookambika Complex, 3<sup>rd</sup> Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004 from 10.00 A.M. to 5.00 P.M. on any business days from the date of the Prospectus until the date of closure of the Issue.

### DECLARATION

We, the Directors of the Shriram Transport Finance Company Limited, certify that all the relevant provisions of the Companies Act, 1956 and the guidelines issued by the Government of India or the guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines issued thereunder, as the case may be.

Yours faithfully

On behalf of the Board of Directors of  
SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

MR. ARUN DUGGAL

MR. UMESH GOVIND REVANKAR

MR. RAMACHANDRAN SRIDHAR

MR. MAYASHANKER VERMA

MR. SUMATI PRASAD MISHRILAL BAFNA

MR. PUNEET BHATIA

MR. RANVIR DEWAN

MR. LAKSHMINARAYANAN SUBRAMANIAN

MRS. KISHORI UDESHI

MR. AMITABH CHAUDHRY

Place: MUMBAI

Date: July 5, 2013

**FOR FURTHER DETAILS PLEASE REFER TO THE PROSPECTUS**

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

**LEAD MANAGERS TO THE ISSUE / LEAD BROKERS TO THE ISSUE**

**CENTERS 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 and non ASBA Applications should be submitted to the Members of Syndicate/ Trading Members as specified below:

**JM FINANCIAL SERVICES LIMITED**

**AHMEDABAD :** Mr Bhavesh Shah/Mr.Girish Shah, JM Financial Services Ltd, G-10 Chinubhai Centre, Gr. Flr,Nehru Bridge Corner,Ashrm Road, Ahmedabad-380 009/Ph:079-2657 6666-70. **BANGALORE :** Mr Yeriwamy Reddy/Mr Prashant Upadhyay, JM Financial Services Ltd, 97/4 Residency Rd, Bangalore-560 025.Ph-080- 30912400/2299 8264/65/66/67. **CHENNAI :** Mr B Kalaiselvan.Ms.T.V Sumithra, JM Financial Services Ltd, Gee Gee Crystal-5th Floor,91-92,Dr.Radhakrishnan Salai,Mylapore, Chennai-600 04. Ph.044-4225 5666. **HYDERABAD :** Mr Ganpathy Murthy/Chandrasekar, JM Financial Services Ltd, 9-10 Uma Chambers,3rd Floor, Banjara Hills, Hyderabad-500 034. Ph:040- 6636 0009/10/12/46. Mr Mallesh/Mr Pravin Chary, JM Financial Services Ltd, 3rd Floor, 305 Jade Arcade, Opp Paradise Hotel, M G Road, Secunderabad- 500 003. Ph:040) 3982 5200. **INDORE :** Mr. Manish Upadhyay/Aarti, JM Financial Services Ltd, UG-7 & 8, Ground Floor, D M Tower, 211, 81c Race Road,Indore-452 004. Ph:0731-3072111/4262111. **JAIPUR :** Mr Navneet Sharma, JM Financial Services Ltd, G-7 & G-8,Brij Anukampa,Plot No.K-13, Ashoka Marg,C-Scheme,Jaipur -302 001. Ph:0141-3984400. **KOLKATA :** Mr Bhaskar Chatterjee, JM Financial Services Ltd, Kankaria Estate, 8th Flr,6th Little Russell Street,Kolkata-700 071. Ph: 033-3987 0330. **MUMBAI :** Mr Kaushik Datta/R Mukundan/Kedar Pimpitkar/Ms Armin Irani, JM Financial Services Ltd, 2,3,4 Kamanwala Park Road, Fort,Mumbai-400 001. Ph:022-2266 5577-80, 6633 3030/3021 3500.Mr Ashit Vora/Atul Shukla, JM Financial Services Ltd, 1st Floor, Patel House, Next to Bank of Baroda,M G Road, Vileparle (E), Mumbai-400 057. Ph:022-2613 5202-41-67077440-43. Ms Jyotsna Solanki/Mr C V George, JM Financial Services Ltd, 1st Floor, New Pushpanjali II, Jamblai Galli, (Factory Lane), Opp Chintamani Jewellers, Borivali (West), Mumbai-400 092.Ph:022- 6695 9120-23/3021 5400. Mr Amol Jadhav, JM Financial Services Ltd, Palm Court, M-Wing, 4th Floor, Goregaon Link Road,Malad West, Mumbai-400 064. Ph:022-30877000/6717000. Mr. Tilak Samil, JM Financial Services Ltd, 424/425 Kaldas Plaza, V. B Lane,Ghatkopar East, Mumbai-400 075.Ph:022-6710 4738/3097 8700. Mr. Nilesh Gavle, JM Financial Services Ltd, Ground Floor, Anusahi, New Link Rd,Andheri (West), Mumbai, 400 053 Ph:0202- 66191600/612 **NEW DELHI :** Mr Prasad Nair/Mr C S Tiwari, JM Financial Services Ltd, 5 G&H, 5th Floor, Hansajaya Building, 15, Barakhamba Road, New Delhi -110 001. Ph: (011) 4263 5699. **Nagpur:** Mr Anand Shirke/Mr Sanjay Yelwande, JM Financial Services Ltd, 205 Business Guild Opp. Krishna Dining Hall,Law College Road, Erandwane, Pune-411 004. Ph:020-3987 1601/00/66033720. **RAJKOT :** Mr Sona Verghese, JM Financial Services Ltd, 202 Solitaire, 2nd Floor, Swami Vivekanand Marg, Near Municipal Commissioner Bungalow, Ramkrishna Nagar, Rajkot -360 007. Ph:0281-3984101/3984000. **SURAT :** Mr. Dipen Shah / Mr Nishant Trivedi, JM Financial Services Ltd, 407, 4th Floor, 21 Century Business Centre, Near Udha Char Rasta, Ring Road, Surat-395 002. Ph:0261-3984000. **VADODARA :** Mr. Ghanshyam Vyas/Mr Rashmin Jadhav, JM Financial Services Ltd, G1Ground Floor, Shohar, 49 Alkapuri Society, Opp. HDFC Bank, Alkapuri, Vadodra-390 007. Ph:0265-3984 300. **VISHAKHAPATNAM:** Mr Satish, JM Financial Services Ltd, Door No.91-22/4-3, 1st Floor, Nandan Nirman, CBM Compound, Near Rama Talkies Junction, Visakhapatnam -530 003. Ph: (0891) 3983 800. **WARANGAL :** Ravinder Jamboju, Soma Financial Services,Drml016-10-1349, Near Pallavi Hospital, Shiva Nagar, Warangal, Andhra Pradesh 506002.mobile No : 9885644211.

**AK STOCKMART PRIVATE LIMITED**

**AGRA: A K Stockmart Pvt Ltd**, C/o Ikita Gupta 9, Shi Colony,1st Floor,Opp Subhash Park,Mg Road,Agra,Uttar Pradesh-282002. Tel: 7351925461. **AHMADNAGAR: Religare Sec Ltd**, Shop No. 5 , 6 , 7 & 8 Himalaya Towers,Ahmadnagar Savedi Road-414001, Tel: +919371977618. **AHMEDABAD: A K Stockmart Pvt Ltd**, 101/102, Kalvama New Centre Point, Panchvati Circle,Ahmedabad 380 009, Tel: 079 32101059. **Assi Alliance Sec Pvt Ltd**, Latin Manharlal Sec Pvt Ltd Need Kamal Complex 2nd Floor, Opp Sales India Ashram Road Near Income Tax Circle-380052, Tel: 9227630800. **Banaza Portfolio Ltd**, 401, Shital Varsha Arcade, Nr. Girish Cold Drink, Cross Road, C G Road-380009, Tel: 9374986373. **Motilal Oswal Sec Ltd**, Bearing No. 15 & 10 CityCentre Complex Near Nalanda Hotel Mithakali Circle Navrangpura 380009, Tel: 30078120, 8121. **Reliance Sec Ltd**, Office No 101/B Shivakivi 2 Ist Floor, Above Iccci Bank 132 Ring Road, Satellite-380015, Tel: 30483453. **Religare Sec Ltd**, 201,202,203,2nd Floor,Dee Complex, Opp Parimal Garden, C.G. Road-380006, Tel: +919998344466. **AHMEDNAGAR: Prabudas Lilladher Pvt Ltd**, C/O Amit Investment 2155 , Tapkir Galli, Ahmednagar-414001, Tel:099251-234549. **AJMER: Religare Sec Ltd**, 415/11, Opp Gujarat School, Kutcheri Road-305001, Tel: +919352142892. **ALIGARH: Religare Sec Ltd**, Block A, 1st Floor, Centre Point Complex, Samad Road-202001, Tel: +919927090905. **ALLAHABAD: A K Stockmart Pvt Ltd**, C/O Padmavati Financial Services Bldg -28, Hastings Road, Allahabad Uttar Pradesh 211001, Tel: 9334143387. **ALWAR: Sharekhan Ltd**, 2539, Aravali Vihar, Kala Xtra Housing Block-301001, Tel: 0144-2360880/3290307. **AMRAVATI: Religare Sec Ltd**, Amra Plaza, Street No.56/A, Infront Of Venkatesh Balaji Temple Jaistambh Square-444601, Tel: +919561096216. **AMRITSAR: Religare Sec Ltd**, Sec-44, 1st Floor, Nagpal Towers-II, District Shopping Centre Near Hotel M.K., Ranjit Avenue-143001, Tel: +919397160230. **ASANSOL: Religare Sec Ltd**, 1st Floor, Sumitra Complex, Opp.Syndicate Bank, GC.Mitra Road, Hutton Road-713301. **AURANGABAD: A K Stockmart Pvt Ltd**, C/O Abhijit C. Bhaiwal Shop No B-2, Udyog Drushti Apartment, Golwalkar Gurji Marg,Ulka Nagari, Aurangabad- 431005. Tel:09689915013. **BARODA: A K Stockmart Pvt Ltd**, 216,402-Glaxy Complex, Near Piza Inn, Jetalpur Road, Baroda 39007. **Belgaum: Religare Sec Ltd**, Shop No. 15 & 16, New Dhan Mandi Building, B.R.Ambedkar Road, Above Hdfc Bank-590001. **BENGALURU: A K Stockmart Pvt Ltd**, 709/710 5th Floor, Bridge Tower, No-135, Bridge Road, Bagalore-560025,080 4117119/22223404. **Bettiah: Sharekhan Ltd**, Near Hotel Bharat Jalpan, Lal Bazar-560011, Tel:06254-241512/522. **BETUL: Sharekhan Ltd**, " Housing Board Colony", Gurdwara Road, Ganj-845438, Tel: 07141-233323/234533/329415. **Bhilai: Religare Sec Ltd**, 2nd Floor, Angar Complex, Patel Babu Road -812001. **BHARUCH: Prabudas Lilladher Pvt Ltd**, 1st Floor, Blue Chip Complex, Sevashram Road, Panch Bhati-392001, Tel: 02642-724-725-728.09826430536. **Bhubaneswar: A K Stockmart Pvt Ltd**, C/O Pr Financial Consultants Pvt Ltd, B-11-12, Radheshyam Complex, Below Iddi Bank, Waghawadi Road, Bhavnagar: 364002. Tel: 094262 37374. **BHILAI: Prabudas Lilladher Pvt Ltd**, C/O Srg Investment, 190 Zonal Market, Sector-10-490006, Tel: 0788-2356711. **BHILWARA: A K Stockmart Pvt Ltd**, C/O Anil Kumar Ladhia 1-N-58-R.C.Vyas Colony,Near Water Tanki, Bhiwara 311001 Rajasthan. Tel: 9829244797. **BHOPAL: Kalpataru Multiplier Ltd**, E-3/103 Arela Colony, Near Cindrella School,10 No. Stop-462042, Tel: 4276272-725-728.09826430536. **Bhubaneswar: A K Stockmart Pvt Ltd**, C/O P Financial Consultants Pvt Ltd, B-11-12, Radheshyam Complex, Below Iddi Bank, Waghawadi Road, Bhavnagar: 364002. Tel: 094262 37374. **BHILAI: Prabudas Lilladher Pvt Ltd**, C/O Srg Investment, 190 Zonal Market, Sector-10-490006, Tel: 0788-2356711. **BHILWARA: A K Stockmart Pvt Ltd**, C/O Anil Kumar Ladhia 1-N-58-R.C.Vyas Colony,Near Water Tanki, Bhiwara 311001 Rajasthan. 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Tel: 094262 37374. **BHILAI: Prabudas Lilladher Pvt Ltd**, C/O Srg Investment, 190 Zonal Market, Sector-10-490006, Tel: 0788-2356711. **BHILWARA: A K Stockmart Pvt Ltd**, C/O Anil Kumar Ladhia 1-N-58-R.C.Vyas Colony,Near Water Tanki, Bhiwara 311001 Rajasthan. Tel: 9829244797. **BHOPAL: Kalpataru Multiplier Ltd**, E-3/103 Arela Colony, Near Cindrella School,10 No. Stop-462042, Tel: 4276272-725-728.09826430536. **Bhubaneswar: A K Stockmart Pvt Ltd**, C/O P Financial Consultants Pvt Ltd, B-11-12, Radheshyam Complex, Below Iddi Bank, Waghawadi Road, Bhavnagar: 364002. Tel: 094262 37374. **BHILAI: Prabudas Lilladher Pvt Ltd**, C/O Srg Investment, 190 Zonal Market, Sector-10-490006, Tel: 0788-2356711. **BHILWARA: A K Stockmart Pvt Ltd**, C/O Anil Kumar Ladhia 1-N-58-R.C.Vyas Colony,Near Water Tanki, Bhiwara 311001 Rajasthan. 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## IN THE NATURE OF FORM 2A-MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

### AXIS CAPITAL LIMITED

**BANGALORE:** Axis Capital Ltd, 2nd Floor, REDIFICE Signature, Hospital Road, Pin: 560001, Tel: 080-4033222. **CHENNAI:** Axis Securities Ltd, 11, Vijay Delux Apartments, 7/4 First Main Road, CIT Colony, Myslope, Pin: 600004, Tel: 044-39184335/4226. **HYDERABAD:** Axis Securities Ltd, 6-3/605/217B & C, Maheshwari Chambers, 2nd Floor, Sonajiguda, Pin: 500082, Tel: 040-39893626/30658502. **MUMBAI:** Axis Capital Ltd, 4A/5C, Khata Building, Ground Floor, Alakesh Dinesh Mosty Marg, Fort, Pin: 400001, Tel: 022-22679001. **NEW DELHI:** Axis Capital Ltd, 815-816/8th Floor, Ambadeep Building, K.G.Marg, Pin: 110001, Tel: 011-46769649. **PUNE:** Axis Capital Ltd, 1248 A, Asmani Plaza, 1st Floor, Opp Cafe Goodluck, Deccan Gymkhana, Pin: 411004, Tel: 020-30547125. **RAJKOT:** Axis Securities Ltd, 308, 3rd Floor, Tower Commercial Complex, Jawahar Complex, Near Galaxy Hotel, Pin: 360001, Tel: 0281-2226383/384. **VADODARA:** Axis Securities Ltd, 515, Race Course Tower, Pashabhai Park, Race Course, Pin: 390007, Tel: 9377225295.

### BAJAJ CAPITAL INVESTOR SERVICES LIMITED

**BAJAJ Capital, Shop No. 110, Ground Floor, Block No. 27/24, Sanjay Palace, Near Hotel Panchnratn, Agra-282002, Ph: 0562-6457307. AHMEDABAD:** Bajaj Capital, 2-L, 'Akik' Opp Lions Hall, Mitkhakhli Six Road, Near Nalanda Hotel, Ellisbridge, Ahmedabad-380006, Ph: 079-64500171, 72, AGMR: Bajaj Capital, 26, Ground Floor, Ajmer Tower, Kutchery Road, Ajmer-305001, Ph: 0145-6451231,0145-6451232. **ALLAHABAD:** Bajaj Capital, Shop No. F-5, Indra Bhawan, Civil Lines, ALLAHABAD-211001, Ph: 0532-6452481,0532-6452482. **BANGALORE:** Bajaj Capital, Unit 104-107, First Floor, 'A' Wing, Mittal Towers, M.G. Road, Bangalore-560001, Ph: 080-65471121, 65471123. **Bajaj Capital, 759, Shri Jayalakshmi Nilvasa, 100-ft Road, Indira Nagar, (Opp. SBI Personal Bank) Bangalore-38, Ph: 080-65471127/26. Bajaj Capital, 4, Lakshmi Mansion, 81/B, 8th Main Road, Opp. Food World, 3rd Block, Jaya Nagar, Bangalore-11, Ph: 080-65471128/29. Bajaj Capital, Raheja Estate, 1st Floor, #122, Koramangala, Bangalore-34, Ph: 080-65471130/31. Bajaj Capital, 197, Sampige Rd, Near 11th Cross, (Above Karnataka Bank) Malleshwaram, Bangalore-3, Ph: 080-650471132/33. Bajaj Capital, Rajaji Nagar 29/31, 17th Main Road "D", Ilirli Block, Rajaji Nagar, Bangalore-10, Ph: 080-65471139/38. **BHAGALPUR:** Bajaj Capital, 2nd Floor, Chandrakol Complex, Near Ghantaghar, Bhagalpur-812001, Ph: 0641-92343007/37. **BHOPAL:** Bajaj Capital, Shop No. 6, 1st Floor, Jyoti Cinema Complex, M.P. Nagar, Zone-I, Bhopal-462011, Ph: 0755-6459550. **BHUBANESHWAR:** Bajaj Capital, Plot No. 1/A, Ground Floor, Station Square, Kharel Nagar, Bhubaneswar-751001, Ph: 0674-6451257, 6451269. **CHANDIGARH:** Bajaj Capital, Shop No. 341-342, First Floor, Sector 35B, Chandigarh 160036, Ph: (0172), 6451612-13. **CHENNAI:** Bajaj Capital, Wellington Plaza, 3rd Floor, 90, Anna Salai, Chennai-600002, Ph: 044-23451207, 08. Bajaj Capital, K.R. BUILDINGS, No. 12, L.B. Road, Adyar, Chennai-600 020, Ph: 64588304/305/306. Bajaj Capital, W.111, First Floor, 3rd Avenue, Anna Nagar, Chennai-40, Ph: 64588309/31, 64581539. Bajaj Capital, Shop No. 4, Trinity Complex, No.110, 4th Avenue, Ashok Nagar, Chennai-83, Ph: 64588311/312. Bajaj Capital, Shop No. 7, R.K. Mutt Road, (Near Indian Bank) Myslope, Chennai-4, Ph: 64581540/64588318/317. Bajaj Capital, Shop No. 4, Plot No. 3, 29th Street, Nanganallur, Chennai-61, Ph: 64588320/319. Bajaj Capital, Bridge Post, New No. 29, Old No. 12, Burkitt Road, T. Nagar, Chennai-17, Ph: 64588321/22. Bajaj Capital, Shop No. 5, Ground Floor, Vikas Plaza, 37/C, Velachery, Tambaram Road, Chennai-42, Ph: 64588326/24. **COIMBATORE:** Bajaj Capital, No. 575, D.B. Road, First Floor, (Near Head Post Office) R.S. Puram, Coimbatore-641002, Ph: 6470136, 28. **DEHRADUN:** Bajaj Capital, 15, Rohini Plaza, 11-E Rajpur Road, Dehradun-248001, Ph: 0135-6452648,0135-6452649. **DHANBAD:** Bajaj Capital, Ozone Plaza, 1st Floor, Bank More, Dhanbad-826001, Ph: 0326-2300576. **FARIDABAD:** Bajaj Capital, 5R1 Ground Floor, B.K. Chowk, Near HDFC Bank, Faridabad-121001, Ph: 0129-6466566. **GAZIABAD:** Bajaj Capital, G-5, Ansal Satyam Building, Raj Nagar, District Centre, Gaziabad-201002, Ph: 0120-6493211,0120-6494070. **GORAKHPUR:** Bajaj Capital, Ground Floor, A D Towers, Bank Road, Gorakhpur, Gorakhpur-273001, Ph: 0551-6453025,0551-6453026. **GURGAON:** Bajaj Capital, Super Mart B-201, Super Mart-1, DLF City Phase-IV, Gurgaon-122002, Ph: 0124-6469991,0124-6468105. Bajaj Capital, Sec 14, ICD, Upper Ground Floor, Near HUDA Office, Sector-14, Gurgaon-122001, Ph: 124-6468101, 6468102. **GUWAHATI:** Bajaj Capital, Room No.102, 1st Floor, Dunfar Apartment, R G Baruah Road, Guwahati-781024, Ph: 9207045530, 312. **HYDERABAD:** Bajaj Capital, 3-6/5-22, 2nd & 3rd Floor, AKHS Showroom, Opp. KFC, Himayath Nagar, Hyderabad-500029, Ph: 040-4455555, 64631421, 22. Bajaj Capital, Shop No. 4, Ground Floor, Swarnajayanti Complex (HUDA) Ameerpet, Hyderabad-500016, Ph: 040-64631425/24. Bajaj Capital, No.3/MIG-4, Near ICICI Bank, K.P.H.E. Colony, Kukatpally, Hyderabad-500072, Ph: 64631427/26. Bajaj Capital, Shop No.10, First Floor, Minerva Complex, 94, S.D. Road, Secunderabad-500003, Ph: 040-64631428, 29. **JAIPUR:** Bajaj Capital, G-3, Anukampa Tower, Opp. Sangam Tower, Church Road (M. I. Road), Jaipur-302001, Ph: 0141-6503342, 43. **JAMSHEDPUR:** Bajaj Capital, Shop No. 53, 2nd Floor, Kamani Business Centre Bisthupur, Jamshedpur-831001, Ph: 6457603, 6457627. **KANPUR:** Bajaj Capital, 106, Ratan Esquire, Ph: (0512) 6451763-64. **KOCHI:** Bajaj Capital, Rubicon Building, S.A. Road, South Over Bridge, Valanjambalam, Kochi-682016, Ph: 0484-6452566, 65. **KOLKATA:** Bajaj Capital, Shop No. 507, 7/1, Lord Sinha Road, Kolkata-700071, Ph: 033-22820383. Bajaj Capital, 9, Ezra Street, Kolkata-700001, Ph: 64578545-47. Bajaj Capital, Gagananthal Complex, Shop No. 38A, 37, Dr. Abani Dutta Road, Howrah-711006, Ph: 64602157-58, 64604011. Bajaj Capital, B-9/20 (C. A), P. O. Kalyani, Dist. Nadia, Kalyani-741225, Ph: 64605211, 64605214. Bajaj Capital, 182, Jessore Road, (Sachchi Crossing), Dum Dum, Kolkata-700074, Ph: 64578543-44. Bajaj Capital, Mezanine Floor, Flat No. 3, P-24A, C I T Road Scheme VI M, Kolkata-700054, Ph: 64578551-52. Bajaj Capital, Martin Burn House, Ground Floor, Room No. 15, 1, R. N Mukherjee Road Kolkata-700001, Ph: 64578553-54. Bajaj Capital, Sec-1 BF-192, Sec-1 Salt Lake, Kolkata-700064, Ph: 64578627-29. Bajaj Capital, Sec-V Plot No. IX-16, Block EP & GP, Sec-V, Salt Lake, Kolkata-700091, Ph: 64578555-56. Bajaj Capital, First Floor, 4 Jain Bagchi Road, Kolkata-700029, Ph: 64578548-50. Bajaj Capital, Ground Floor, Shop No. 9, Shreeram Nagar, Teghoria, V. I P Road, Kolkata-700052, Ph: 64578625. Bajaj Capital, 25/A, Raja Ram Mohan Roy Road, Kolkata-700008, Ph: 64578542. Bajaj Capital, C-36, Lakshmi Narayan Colony, Po. Naktala, PS. Jadavpur, Kolkata-700047, Ph: 64578626. **LUCKNOW:** Bajaj Capital, 5, Commerce House, Habhuball Compound, 11, M.G. Marg, Hazratganj, Lucknow-226001, Ph: 0522-6565568. **LUDHIANA:** Bajaj Capital, M-3, ABC Services, SCO-137, Feroze Gandhi Market, Ludhiana-1, Ph: (0161) 2412287. **MADURAI:** Bajaj Capital, Suriya Towers, No.5, First Floor, 27/273, Good Shed Street, Madurai-625001, Ph: 0452-6461022, 6461024, 6461025. **MANGALORE:** Bajaj Capital, Essel Towers, BS 4, Bunts Hotel Circle, Mangalore-575003, Ph: 0824-6452118, 17. **MERUT:** Bajaj Capital, G-43, Ganga Plaza, Near Begam Bridge, Meerut cantt-250001, Ph: 0121-6451510, 6451511. **MUMBAI:** Bajaj Capital, Agra Bldg, Gr. Floor, 7/9 Oak Lane, Fort, Mumbai-400023, Ph: 022-66376999. Bajaj Capital, A-24, Laram Shopping Centre, Opposite Platform no. 6, Andheri (W), Mumbai-400058, Ph: 022-65210112, 65210116. Bajaj Capital, Rashesh Building, Shop no. 11, 1st Floor, Near Maxus Mall, 150 ft Road, Bhandynar (w), 401104, Ph: 022-65991662-63. Bajaj Capital, Shop no.2, Nandkumar App, Factory Lane, Near Ambaj Mandir, Borivali (w), Mumbai-400092, Ph: 65991664-65. Bajaj Capital, Room No.01, Gr Floor, Sunil Sadan Opp Grand Central Restaurant, M.D.S Marg, Chembur (E) Mumbai-400071, Ph: 022-65991667-68. Bajaj Capital, Shop No. 5, Abdul Kadar Jilani Building, Gokhale Road, Opp. Portugese Church, Dadar (w), Mumbai-400 028, Ph: 65991669-70. Bajaj Capital, Office No. 4, Vishvas CHS, Ground Floor, Behating Neel-Yog Square Mall, R. B. Mehta Marg, Ghatkopar (E), Mumbai-400 077, Ph: 022-65991671/65210115. Bajaj Capital, Shop No. 1, Dhara Complex, Plot No. 3&4, Sec-44, Seawoods, Nerul, Navi Mumbai-400706, Ph: 022-65991674-75. Bajaj Capital, Shop no-3, Chaman House Co-op Hsg Society, plot no-34, Beside IDBI Bank Atm, Sion (E) Mumbai-400022, Ph: 022-64518004, 65991677. Bajaj Capital, Shop No. 3, 5th Floor, Tardeo Airconditioned Market, Colaba-400034, Ph: 64534950, 64534954. Bajaj Capital, R.No 5, Above Khandewal Sweets, Opp Thane Railway Station, Gokhale Road, Thane (W) Mumbai-400061, Ph: 022-25376898, 65991678-79. **NAGPUR:** Bajaj Capital, Shop No. 5, Poshpalkhanna Commercial Complex, Central Bazar Road, Ramdas Peth, NAGPUR-440010, Ph: 0712-6618377. **NASHIK:** Bajaj Capital, G. L & 19, Suyojit Sankul, Tilak Wadi, Sharapur Road, Nashik-422002, Ph: 0253-6661001, 6629012. **NEW DELHI:** Bajaj Capital, Bajaj House, 9/7, Nehru Place, New Delhi-110019, Ph: 011-41693000, 26410315. Bajaj Capital, N-10, Kalkaji, New Delhi, Ph: 64736914, 64640919. Bajaj Capital, 15, LG Central Market, Masoodpur, Vasant Kunj, New Delhi -110070, Ph: 64736918, 64640940. Bajaj Capital, Shop no. 15, Ground Floor, Deep Cinema Complex, Phase-1, Ashok Vihar, Delhi-110052, Ph: 64736944, 64640908. Bajaj Capital, United India Life Building, F-Block, Connaught Place, New Delhi-1, Ph: 41790444 (30 Lines) 64640900-07. Bajaj Capital, DDA Shop No. 24, Ground Floor, Rama Krishna Market, No.1, L. P. Extension, Patparganj, Delhi-110092, Ph: 64736942, 64640993. Bajaj Capital, DDA Shop No. 4, FD Market, Near Madhuban Chowk, Pitampura, Delhi-110094, Ph: 64736902, 64640933. Bajaj Capital, 9, Ground Floor, Rajendra Bhawan, Rajendra Place, New Delhi-110008, Ph: 64736940, 64640998. Bajaj Capital, 112, 1st Floor, Ansal Chamber -1, Bhikaji Cama Place, New Delhi-110066, Ph: 64736916, 64640910. Bajaj Capital, F-1, 1st Floor, B-87, Defence colony, New Delhi- 110024, Ph: 64736930, 64640912. Bajaj Capital, F-4, H. Lk Square, Plot No. 6, Sector-5, Dwarka, New Delhi-110075, Ph: 64736925, 64640915. Bajaj Capital, Shop No. 11 & 12, 7-A, Janakpuri Sector (Opp. Janak Puri Transport Authority), New Delhi-110058, Ph: 64736912, 64640917. Bajaj Capital, Shop No. 3, 6th Floor, B-5, Tagore Market (Next to Post Office), Kirti Nagar-110015, Ph: 64736922. Bajaj Capital, C-50, Shivalki, Main Road, Malviya Nagar, New Delhi-110017, Ph: 64736907, 64640923. Bajaj Capital, G-8&9, Ground Floor, Bhanot Tower, A-Block Opp. Jawala Heri Market, Paschim Vihar, New Delhi-110063, 82, 64640929, 64736947. Bajaj Capital, 19, DDA Market, Commercial Complex, Yusuf Sarai, New Delhi-110016, Ph: 64640943-44, 64736937. **NOIDA:** Bajaj Capital, Sector -29 A-2, Brahmputra Commercial Complex, Near Rail Reservation Centre, 29,Noida-201301 Ph: 6494074-75, 6493213. Bajaj Capital, Sec-41 C-20, C Block Market, Sector-41, Noida-201301, Ph: 25701401, 6494077-78. **PANAJI:** Bajaj Capital, F2, 1st Floor, Alfaan Plaza, Near Don Bosco School, Panaji, Goa, Panaji-403001, Ph: 0484-2356869, 70. **PATNA:** Bajaj Capital, Flat No. 108, 1st Floor, Ashiana, Plaza, Budha Marg, Patna-800060, Ph: 0612-6451056-59, 61-63. **PONDICHERRY:** Bajaj Capital, No. 127/A, 100 Ft. Road,Natesan Tower, 1st Floor, Natesan Nagar, Pondicherry-605001, Ph: 0413-6452334, 6452335. **PUNE:** Bajaj Capital, Shop No. 6, Sanas Plaza, 1302, Subhash Nagar, Barairoa Road, Pune-411002, Ph: 020-6500460, 61. Bajaj Capital, Suyash Plaza, Office No.08, 3rd Floor, Opp-Spense Building, Bhandarkar road, Near Kamla nehru Park, Pune-411004, Ph: 020-65009463. Bajaj Capital, Shop No. 13, A Wing, Kamala Cross Road, Opp. PMP office, old Mumbai highway, Pimpri, Pune-411018, Ph: 020-46500150-51. **RAJKOT:** Bajaj Capital, Prabhitha Complex, Near Jayesh Publicity, Moti Tanki Chowk, Rajkot-360001, Ph: 0281-6450135, 37. **SALEM:** Bajaj Capital, 22, GF, Omalar Main Road, Salem-636009, Ph: 0427-6452565, 6452566. **SILIGURRI:** Bajaj Capital, 3rd Floor, Jatin Das Sarani, (Near Jewel Club), Ashram Park, Siliguri, Sikkim-734001, Ph: 964183175. **SURAT:** Bajaj Capital, 1-4, Ground Floor, Vishwakarma Chambers, Majura Gate Crossing Road, Ring Road, Surat-395002, Ph: 0261-6450421, 6450422. **THIRUVANANTHAPURAM:** Bajaj Capital, Edamaia Plaza, TC 14/99 Opposite Police Headquarters, Vellayambalam Road, Vazhuthachandi Sasthamangalam Post, Thiruvananthapuram-695010, Ph: 0491-6450176. **TRICHURAPALLE:** Bajaj Capital, Swati Arcade, 731/F 1st Floor, Salaia Road, 731/F 1st Floor, Salaia Road, (W) Mumbai-92, Tel: 022-28914367. **NEW DELHI:** Edelweiss Broking Limited; 8-8, 8th Floor, Atma Ram House, Besant Street, Tikkur Pk, St. Santacruz West, Mumbai-400054, Tel: 022-2648953/84, Edelweiss Broking Limited; Shop No. 10, Sucheta Enclaves, Mahrastra Lane, Off L. T. Road Borivali (W) Mumbai-92, Tel: 022-28914367. **NEW DELHI:** Edelweiss Broking Limited; 8-8, 8th Floor, Atma Ram House, Besant Street, New Delhi- 110001, Tel: 011- 46501100. **PUNE:** Edelweiss Broking Limited; 1184, Unit No. 3, 1st Floor, Gokul Building, F C Road, PUNE -411005, Tel: 020-6605672. **SURAT:** Edelweiss Broking Limited; 108, Vishwakarma Chambers, B/S T/C, Majorugate, King Road, Surat-395002, Tel: 0261-2460537.**

### EDELWEISS BROKING LIMITED

**AHMEDABAD:** Edelweiss Broking Limited; Edelweiss House,2nd Floor, Nr. Sarved Hospital, H. L. Commerce Six Road, Navrangpura, Ahmedabad-380009, Tel: 079-4001988. **BANGALORE:** Edelweiss Broking Limited; ASWAN, 15/6 Ground Floor Prime Rose Road Bangalore-560001, Tel: 080 4247113. **HYDERABAD:** Edelweiss Broking Limited; 2nd flr, MB Towers, Shop no.5, Road no.2, Banjara Hills, Hyderabad-500016, Tel: 040-40316911. **JAIPUR:** Edelweiss Broking Limited; 601/602, 6th Floor, Green House, Ashok Marg, C Scheme, Jaipur 302001, Tel: 0141-4045167. **KOLKATA:** Edelweiss Broking Limited; 2nd Floor, Savitri Towers 3A Upper wood street Kolkata-700017, Tel: 033-40104635. **MUMBAI:** Edelweiss Broking Limited; 101, 1st Floor, 12 New Bake House, Opp Maharashtra State Co-op Bank,Near Old Kary office, Fort Mumbai 400001, Tel: 022-67494580 /81, Edelweiss Broking Limited; 104, 1st flr P J towers Stock Exchange Bldg, Fort, Mumbai- 400001, Tel: 022-67471345, Edelweiss Broking Limited; Atlantic Commercial Tower, Rb Mehta Road, Nr Patel Chowk, Ghatkopar East, Mumbai-400077, Tel: 022-250126112. Edelweiss Broking Limited; Bindu Showroom Centre, Grd Flr, Besant Street, Tikkur Pk, St. Santacruz West, Mumbai-400054, Tel: 022-2648953/84, Edelweiss Broking Limited; Shop No. 10, Sucheta Enclaves, Mahrastra Lane, Off L. T. Road Borivali (W) Mumbai-92, Tel: 022-28914367. **NEW DELHI:** Edelweiss Broking Limited; 8-8, 8th Floor, Atma Ram House, Besant Street, New Delhi- 110001, Tel: 011- 46501100. **PUNE:** Edelweiss Broking Limited; 1184, Unit No. 3, 1st Floor, Gokul Building, F C Road, PUNE -411005, Tel: 020-6605672. **SURAT:** Edelweiss Broking Limited; 108, Vishwakarma Chambers, B/S T/C, Majorugate, King Road, Surat-395002, Tel: 0261-2460537.

### INTEGRATED ENTERPRISES (INDIA) LIMITED

**AHMEDABAD:** 21, Nirman, Gr.Floor, Behind Navrangpura Bus Stop, Navrangpura, Ahmedabad-380 009, Tel: 26443289/26447825. **BANGALORE:** No. 12, Ramanaia Plaza, Ground Floor, 5th Cross, Malleswaram, Bangalore-560 003, Phone : 23446386/23461470. **BHOPAL:** Manasarovar Complex FM 14,C Block, First Floor, (Near Habibganj Railway Station)/Habibganj Station Road, Bhopal-462011, Tel: 4266005/4266006. **BARODA:** F-40/41, National Plaza, 1st Floor, R.C.Dutt Road, Alkapuri, Baroda-390 007, Tel: 2343677/23416108. **BHUBANESHWAR:** 39 F 1 Floor,Kalkia Jewellery and Sons,Ashok Nagar, Bhubaneswar-751009 Phone : 2530613/2530614. **CHENNAI:** 1st Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600 017, Tel: 28140645. **COIMBATORE:** Janaki Apts, Ground Floor, 29/176, Ramalingam Road, (West), R.S. Puram, Coimbatore-641 002, Tel: 2471944/2471505. **COCHIN:** 'RAJ SOUDH', I Floor, 39/3477, K.M. Road, Ernakulam-682 016, Tel: 2358922/2358923. **DHANBAD:** Shri Ram Plaza, 3rd Floor, Shop No.38, Bank More, Dhanbad -Jharkhand-826001, Tel: 2300737/2304331/2307655. **GUNTUR:** 6-9-15/91 Aumdepel,Guntur-522002 Tel: 2326624/2337800. **GOA:** 106, 1st Floor, Durga Chambers, Opp. Ken's Hotel, 18th June Road, Panjim,Goa-403 001, Phone : 2426904/2426905. **HYDERABAD:** No.5-10-197/A, G. S. Floor, Reliance Jharkhand Apts, Beside Kalanjali Bhawan, Navad Pahad, Hill Fort Road, Hyderabad-500 004, Tel: 23242375/2324247. **JAMSHEDPUR:** Shop No.8, Meghdheep Mission, H.No.5, Line No.2, Q. Road, Bistupur, Jamshedpur, Tel:831001, Jharkhand, Tel: 2756319/2756321. **KAKINADA:** LIG 7, 2-6-38, AP Housing Board, 100 Building Centre, Srinagar,Kakinada-533 003, Tel: 2377258. **KOLKATA-SOUTH:** Flat No.1-B, 4C Lansdowne Place, Opp. Road of Ramakrishna Apts, Hospital, Kolkata-700 029, Tel: 24746400/24742705. **LUCKNOW:** 207-A, 2nd Floor, Ram Chambers II, S. Park Road, Lucknow-226 001, Tel: 2235736/2236766. **MUMBAI:** Fort: 15, 1st Floor, Modern House, Dr.V.B.Gandhi Marg, Fort, Mumbai-400 023, Tel: 4066 1800. **MADURAI:** 82, 1st Floor, Vakili New Street, Madurai-625 001, Tel: 2630305/2620560. **MANGALORE:** F-1, 1st Floor, Ram Bhawan Complex, Kodialbali-575 003, Tel: 0440163/2447051. **MYSORE:** 133, Shika Towers, Second Floor, Rama Nagar, Mysore-570 024, Phone : 2424188/4226682. **NELLORE:** Shop No.27, Co-operative Bank Shopping Complex, Trunk Road, Nellore-524 001, Phone : 2326297/2332040. **NAGPUR:** Block No.108, Satyam Towers, (First Floor), (Diagonally opposite to BIG BAZAAR), Plot No.8, Wartha Road, Dhanoli, Vijapur, Tel: 2420105/2443106. **NASHIK:** B Wing, Parsuram Opp, Opp Times of India Office, College Road,Nashik-422 005, Tel: 2575524/2316300. **NEW DELHI:** 1691/36, (1 Floor), Arya Samaj Road, Opp. to Satbhawan School, Naiwala,Karol Bagh,New Delhi-110 005, Tel: 45170331 to 45170335. **PUDUCHERRY:** 40 No.40-A,Arumbinj Street, (Between M.G.Road & Mission Street), Pondicherry-605 001, Tel: 2222155/4207233. **PATNA:** No.313, Jagat Trade Centre, Fraser Road, Patna 800 001, Tel: 2205943. **PUNE:** 7, 8 and 8th School, Gr.Floor, 1349, 1350, Shukrawar Peth, Baijara Road,Pune-411 002, Tel: 2473944/2448181. **RAJAMUNDHRY:** 6-14-71, Opp. Pala Varthakula Sangam, Achantaaravi St.,T.Nagar,Rajamundhry-533101, Tel: 2422120/2437533. **RAJKOT:** 130/131, Star Chambers, 1st Floor, Harihar Chowk, Dr. Rajendra Prasad Road,Rajkot-360 001, Tel: 3041451/2240373. **SALEM:** Shop No.8/9/10, M.R.Complex, 1st Floor, No.114, Kamukpalli Street, Alagapuram, Salem-630616, Tel: 2446727/2326746. **SECUNDERABAD:** 202,Second Floor, Karan Centre Sarojini Devi Road, Secunderabad-500003, Tel: 27845605/27816080. **SURAT:** C-18 1st Floor,Belgium Chambers, Next to City Co-op Bank, Main Ring Road, Delhi Gate, Surat-395 003, Tel: 2454535/2450086, 2410851. **TIRUCHI:** Chitra Complex-No.11, Gr. Floor, Near Chattram Bus Stand, Trichy-620 002, Tel: 2703670/2716387. **THANJAVUR:** 1999,Kamal Towers, Main Street,Thanjavur-613 009, Tel: 230928/230929. **THIRISSUR:** 1st Floor, B Inland Arcade, Mannath lane, Thirissur-680 001, Tel: 3204561/3204562. **TRIVANDRUM:** Aashiana, 1 Floor, TC 28/28/29, Kuthiravattom Road, Trivandrum-695 001, Tel: 0471-2461593. **TIRUPATHI:** D.No.10-13-490A, 2nd Floor,Beside Krishna Reddy Hospital, Tirupathi-517501, Tel: 2224001/2224003. **THANE STATION:** No.102, 1 Floor,Shree Krishna Complex CHS Ltd, Dada Patil Wadi, Next to Ganesh Towers ,Thane West-400 602, Tel: 25301256/25301257. **VIJAYAWADA:** D No. 29-13-29, Building No.105, Opp. Bharat House, Mumbai Samachar Marg, Fort, Mumbai 400001. **NASHIK:** 10 & 11, Viraj, Corpar, Canada Corner, Nashik-422005. **NEW DELHI:** 71/3, India Infoline Ltd, Dwaraka Nagar, Viazg-530 016, Tel: 2513606/2747020. **WARANGAL:** C-15/16, Green Square Plaza, Vadderaj Complex, Near Petrol Pump, Opp: Public Garden, Hanmakonda, Warrangal Dist-506 001, Tel: 2546421/2546471.

### INDIA INFOLINE LIMITED

**AHMEDABAD:** 4th Floor, High Street I, Above Promant mall, Low Garden Cross Road, Ahmedabad-380006. India Infoline Ltd-2nd Floor, High Street I, Near G L S College, Above Pat Mat Mall, Low Garden, Ahmedabad-380006. **BANGALORE:** 31/9, Krimson Square, 2nd Floor, Above Vishal Megamart, Rupena Agrahara, Hosur Main Road, Bangalore-560068. India Infoline Ltd-Esquire Centre, #9/8 Block 2C, 2nd Floor, M G Road, Premia, (Karnataka). **BARODA:** SF-1, Cross, 2nd Floor, Savoy Complex, Opp Bayers Bays Towers, Old Padra Road, Baroda-390007. **BHUBANESHWAR:** SOMI PALACE, 1st Floor, Plot No-M5/17, Acharya Vihar, Bhubaneswar-751013. **CHANDIGARH:** 3015/16, 2nd Floor sec 22D opp kishan bhawan chandigarh-160022. **CHENNAI:** Tower No-143, MGR Salai, Near To Life Line Hospital Perungudi, Chennai-600096. India Infoline Ltd-Ganesh Complex, No-203, 2nd Floor, Anna Salai, Teynampet, Chennai-600014. **HYDERABAD:** India Infoline Ltd, D No. 5-9-22/B/501, 5th & 6th Floor, My Home Sarovar Plaza, Secretariat Road, Hyderabad-500004. **JAIPUR:** 5th Floor, City Mall, Bhagwan Das Road, (Near To Rajmandir Cinema) Jaipur. **JAMSHEDPUR:** 1st Floor, Tiwari Bechar, Bistupur, Jamshedpur-831001. **KOCHI:** 2nd Floor, Sana Tower, M. G. Road, Jose Junction, Kochi -16. **KOLKATA:** Zonal Off, 1, Shakespere Sarani, Acmarket, 5th Floor, Kolkata -700071. India Infoline Ltd,Off 9th Floor, I, Shakespere Sarani, Acmarket, Theatre Road, Kolkata -700071 (West Bengal). **MEERUT:** 2nd Floor, Above HdC Bank, 381 Western Kachari Road, Meerut-250002. **MUMBAI:** India Infoline Limited, IIFL Center, B Wing, Trade Centre, Kamala Mills Complex, Off Senapati Bapat Marg, Lower Panel, Mumbai-13, India Infoline Limited, IIFL House, PlotNo. B-23, Road No. 16, Thane Wagle estate, Thane (W)-400604. India Infoline Ltd, Off No-1A, Building No 105, Opp. Bharat House, Mumbai Samachar Marg, Fort, Mumbai 400001. **NASHIK:** 10 & 11, Viraj, Corpar, Canada Corner, Nashik-422005. **NEW DELHI:** 71/3, India Infoline Ltd, Rama Road, Najygarh Road, Above Dbl Bldg, Motinagar New Delhi-110015. India Infoline Ltd-7/3, 1st Flr Rama Road, Moti Nagar, New Delhi-110015. **PATNA:** 2nd Floor, Ashiana Chamber, Block 'A', Exhibition Road, Opp. Republic Hotel, Patna -800001. **PUNE:** 5th Floor, Lohia Jain It Park, Chandani Chowk, Paud Road, Pune-411038. India Infoline Ltd, 5th Floor, Lohia Jain It Park, Near Chandni Chowk, Kothrud, Pune 411 038. **RAJAPUR:** Nagdev Plaza, Block-A, 1st Floor, Jail Road, Infront Of Hotel Satluj, Kutchery Chowk, Rajapur-492001. **RAJKOT:** Millennium Complex, 2Nd & 3Rd Floor, Opp Royale Inn Hotel, Phulchab Chowk, Rajkot-360001. **SECUNDERABAD:** 32 Minarva Complex, S D Road, Secunderabad-500007. **SURAT:** 701, 702, 709, 710, 21st Century Business Centre, Near Udha Darwaja, Ring Road, Surat-395002.

### SHCIL SERVICES LIMITED

**ADAJAN:** SHCIL, H-207, Manthan Nr Gujarat, Gas Circle, Above Central, Bank Of India Adajan, Surat-395009, 0261-2788995/96. **AGARTALA:** SHCIL, First Floor, 88, Motor Stand Road, Opp., Petrol Pump, P.O.Agartala, Agartala Tripura West-799001, 0381- 2300089. **AGRA:** SHCIL, 6, Awaghar House, M G Road, Civil Lines, Agra-283001, 0562-2521246, 2520235. **AHMEDABAD:** SHCIL, 304/306 Sears Towers, 3Rd Flr Patel Society, Gulbai Tekra Panchavati, Ahmedabad-380006, 079-2646760/32, 26464760. **SHCIL, 4th Floor, Vajraprabha, Complex, Opp Rly Crossing, Maninagar (West), Ahmedabad-380008, 079-25462717, 25450677. SHCIL, 209, Shukan Mill, Near Visal Pet Pump, Motera, Sabarmati, Ahmedabad-380005, 079-27502790,**



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

**TRADING MEMBERS**

The Trading Members shall accept Application Forms only in such cities/ towns where the banking branches (escrow banks) are available. Details of such branches of the Escrow Banks where the Application Form along with the cheque/ demand draft submitted by a Non ASBA applicant shall be deposited by the Trading Members are available on the websites of NSE and BSE at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively.

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

Sr. No.	Bank	Branch Address	Contact Person	Contact Number	Fax
1	Axis Bank Limited	Centralised Collections and Payment Hub (CCPH) 9th Floor, Solaris, C-Wing Opp L&T Gate No 6, Saki Vihar Road, Powai, Mumbai - 400072	Mr Kirit Rathod, Vice President	022-40754981/ 82/83/9820850829	022-40754996
2	State Bank of Hyderabad	Gunfoundry, Hyderabad	Sri Ashok Kulkarni	040-23387325	040-23387743
3	Corporation Bank	Capital Market Branch, 1st Floor, Earnest House, NCPA Marg, Nariman Point, Mumbai-400021	Mr. Amod Kumar	22841406/22842764/9870340031	022-22843823
4	State Bank of Travencore	Anakatchery Buildings, Y M C A Road, Statue, Thiruvananthapuram-695001	P.P. Muraliedharan	0471-2333676	0471-2338134
5	IDBI Bank Limited	IDBI Bank Limited, Central Processing Unit, Sarju House, 3rdFloor, Plot No 7, Street No. 15, Andheri MIDC, Andheri (E), Mumbai, Pin : 400093	Rajiv Nair / Anoop Kumar Jaiswal	022-6670 0659/66700660	022-66700669/6666
6	State Bank of Bikaner & Jaipur	Financial Super Market Branch, Apex Mall, Tonk Road, Jaipur	Shri N K Chandak	0141-2744415/9413398505	0141-2744457
7	Yes Bank	YES Bank Limited, Tiecion House, Second Floor, Dr. E Moses Road, Mahalaxmi, Mumbai 400 011	Mahesh Shirali / Manoj Bisht/ Shankar Vichare	022 66229031/ 916499070	022-24974875
8	Punjab National Bank	Capital Market Services Branch, PNB House, Fort, Sir P.M.Road, Mumbai	Sh. K. Kumar Raja	022- 22621122, 22621123,	022 - 22621124
9	Deutsche Bank	Sidrah, 110, Swami Vivekananda Road, Khar (West), Mumbai- 400052	Mrs. Anne Narielwala Ms. Pallavi Shivalkar	(91) (022) 6600 9428 (91) (022) 6600 9419	
10	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
11	HDFC Bank Limited	FIG - OPS Department, Lodha, I Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East) Mumbai - 400 042 Maharashtra.	Deepak Rane / Uday Dixit	022-30752928/30752927	022-25799801
12	Bank of Baroda	Mumbai Main Office, Mumbai Samachar Marg, Fort, Mumbai 400 023.	Mr. Sonu A. Arekar	40468314/40468307	022-22835236
13	ICICI Bank Ltd	Capital Market Division, No. 30, Mumbai Samachar Marg, Fort, Mumbai 400 001.	Roshan Tellis	022-22627600	022-22611138
14	Vijaya Bank	Head Office Bldg 41/2, M G Road Bangalore Karnataka State 560001	BM	080-25584385	
15	Bank of Maharashtra	Fort Branch, 1stFloor, Janmangal, 45/47, Mumbai Samachar Marg, Mumbai - 23	A D Deshpande (Assistant General Manager)	022-22694160/22652595/22663947/ 9730000438	022-22681296
16	State Bank Of India	Capital Market Branch (11777), Videocon Heritage Building (Klick House), Charanjit Rai Marg, Fort, Mumbai-400 001	Mr. Anil Sawant, Deputy Manager	022-22094932/9870498689	022-22094921
17	Andhra Bank	18, Homi Modi Street, Nanavali Mahalaya, Fort Branch, Mumbai-400023.	Seshagiri Rao Jonnakuti	02222026088/22047626	
18	HSBC Limited	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	022-671115485/9870403732	022-66536005
19	Kotak Mahindra Bank Ltd	Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western, Express Highway, General AK Vaidya Marg, Malad (E)	Prashant Sawant	022-66056959/9967636316	022-66056642
20	Bank of India	Stock Exchange Branch, 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
21	CITI Bank	CitiGroup Center, Plot No C-61, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	S Girish	022-2653504/98199 12248	022-26535824
22	IndusInd Bank	IndusInd Bank Ltd. Fort Branch, Sonawalla Bldg. Mumbai Samachar Marg, Fort, Mumbai 400001	Yogesh Adke, Dy. Vice President	66366589 / 91 / 92, 9833670809	022-22644834
23	Allahabad Bank	Allahabad Bank, Fort Branch, 37, Mumbai Samachar Marg, Post Box No. 282, Mumbai, Maharashtra 400 023	Shri S. K. Jain, Chief Manager	022-22665739/22662018	022-22661935
24	Karur Vysya Bank Ltd	Demat Cell, Second Floor No 29 Rangan Street, T Nagar, Chennai - 600 017	Noir Subrahmanyam	044-24340374	044-24340374
25	The Federal Bank Limited	ASBA Cell, Retail Business Dept., Federal Bank, Marine Drive, Ernakulam 682031	Dhanya Dominic	044-2201847	044-23865005
26	Indian Bank	Nandanam Branch- 480 Anna Salai, Nandanam 600035	Mr. V Muthukumar / Mr. M Veerabahu	044 24330233	044 24347755
27	Central Bank of India	Ground floor, Central Bank of India, Central Bank Building, Fort, Mumbai 400001	Mr. Vineet Bansaj	022-22623148/22623149	022-22623150
28	Oriental Bank of Commerce	67, Bombay Samachar Marg, Sonawalla Building, Fort, Mumbai -400001	Shri B.K. Palrecha, Asstt. General Manager	022-22654791/95	022-22654779
29	Standard Chartered Bank	Rescenzio, 3rd Floor, C/38-39, G-Block, Opp. MCA Club, Bandra-Kurla, Complex, Bandra(E), Mumbai 400 051	Rohan Ganpule	022-61157250 / 022-61157234	022-26757358
30	J P Morgan Chase Bank, N.A.	J.P. Morgan Tower, Off C.S.T. Road, Kalina Santacruz - East, Mumbai - 400 098	Nandita Halady	022-6157 3833	022-6157 3910
31	Nutan Nagrik Sahakari Bank Ltd.	Opp samratheshwar mahadev, Nr, Law Garden, Ellisbridge.	Miti shah	9879506795	07926564715
32	UCO Bank	Mumbai Main (Retail) Br, UCO Bank Bldg., D. N. Road, Mumbai- 400 023	Manager	022 40180105	2222870754
33	Canara Bank	Merchant Banking Division, 407, 4thFloor, Himalaya House, 79, Mala Ramabai Ambedkar Marg, Mumbai 400 001	Mr. Arvind Namdev Pawar	022-22661618, 22692973, 9969670141	022-22664140
34	United Bank of India	Global Cash Management Services Hub, 4th Floor, United Bank of India, United Tower, Head Office, 11, Hemanta Basu Sarani, Kolkata - 700 001.	AGM (CMS & Demat)	03322624175/03322624176	033-22624176
35	Syndicate Bank	Capital Market Services Br. 26A, First Floor, SyndicateBank Bldg, P.M. Road, Fort, Mumbai - 1	P Padmavathy Sundaram, Chief Manager	022-22621844	022-22700997
36	South Indian Bank	ASBA Cell (NODAL OFFICE) 1st Floor, SIB Building, Market Road, Ernakulam - 682035, Kerala, India.	John K. Mechery	9645817905	0484-2351923
37	Indian Overseas Bank	Chennai DP Branch, Mezzanine Floor, Cathedral Branch, 762, Anna Salai, Chennai 600 002	Mr. R.S. Mani / Mr. M. Sesikumar	044-28513616/ 28513617/ 28513618	044-28513619
38	Tamilnad Mercantile Bank Ltd.	Tamilnad Mercantile Bank Ltd., Depository Participant Services Cell, Third Floor, Plot No.4923, Ac116, 2nd Avenue, Anna Nagar (West), Chennai - 600 040, Tamilnadu, India	Mr. K. Natarajan	044-26192552	044-26204174
39	City Union Bank Ltd.	48, Mahalakshmi St., T.Nagar, Chennai - 600 017.	Sivaraman	044-24340010, 24343517, 24346060, 24348586, 9380286558, 9382642081, 9380286558	044-24348586
40	BNP Paribas	BNPParibas House, 1, North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	Mr. Prem Mariwala, Mr. Dipu SA, Ms Prathima Madiwala	022-61964570, 61964594, 61964592	022- 61964595, 61964595, 61964595
41	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
42	Bank of America N.A.	EA Chambers, Express Avenue 8th Floor No. 49, 50L, Whites Road, Royapettah, Chennai 600014	Swaminathan Ganapathy/A S Sreedharan	044-42904526	044-43528911
43	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
44	State Bank of Patiala	CO 99-102, Sector - 8C, Chandigarh	Shri. Amarjit Singh Ginn	0172-2779116, 2546124, 2543868/ 9779586096	0172-2546080
45	State Bank of Mysore	Dalal Street, P.B.No.1066 #24/28, Cama Building, Dalal Street, Fort, Mumbai-400 001.	Mr. Shailendrakumar	07208048007, 022- 22678041	022-22656346
46	The Surat Peoples Co-op Bank Ltd	Central Office, Vasudhara Bhavan, Timaliyawad, Nangpura, Surat - 395001	Mr. Iqbal Shaikh	0261-2464577	0261-2464577, 592
47	Dhanlaxmi Bank Limited	The Dhanlaxmi Bank Ground Floor, Janmabhoomi Bhavan, Plot 11 -12, Janmabhoomi Marg, Fort Mumbai, Maharashtra - 400 001	Gunavati karkera	022 - 2202535	022-22871637
48	The Saraswat Co-operative Bank Ltd.	Madhushree, Plot No. 85, 4thFloor, District Business Centre, Sector - 17, Vashi, Navi Mumbai - 400703	Mr. A. A. Bhatia	(O) 27884161, 27884162, 27884163, 27884164, (M) 9820505121	27884153
49	DBS Bank Ltd	DBS Bank Ltd, Fort House, 221, Dr. D.N. Road, Fort, Mumbai, 400 001	Amol Natekar	022- 6613 1213	022-6752 8470
50	Dena Bank	Dena Bank, Capital Market Branch, 17, B, Horniman Circle, Fort, Mumbai - 23	Branch Manager	022-22661206, 22702881	022-22694426/22702880
51	Karnataka Bank Ltd	The Karnataka Bank Ltd, Mangalore-H O Complex Branch, Mahaveera Circle, Kankanday, Mangalore - 575002	Ravindranath Bagdoli, Sr. Manager	0824-2228139/140/141	0824-2228138
52	T 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
53	ING Vysya Bank	No.69, Ramaiah Complex Roopena Agrahara, Hosur Road, Bangalore - 560068	Yoganand J	25005000	
54	Janata Sahakari Bank Ltd.	N S D L Department, Bharat Bhavan, 1360, Shukrawar Peth, Pune - 411002	Shri Ajit Manohar Sane	020-24431011, 020-24431016, +91-95030058993	020-24431014

For further details, Please see the List of Self Certified Syndicate Banks (SCSBS) under the ASBA Process at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>