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Tranche I Prospectus)



Tranche I Prospectus
August 28, 2024

SAMMAAN CAPITAL LIMITED
(formerly known as Indiabulls Housing Finance Limited)

Our Company was incorporated as Indiabulls Housing Finance Limited under the Companies Act, 1956 on May 10, 2005, in New Delhi with the Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”) and received a certificate for commencement of business from the RoC on January 10, 2006. The CIN of our Company is L65922DL2005PLC136029. Pursuant to the resolution passed by our shareholders at the AGM held on September 25, 2023 and an application filed by the Company to the Reserve Bank of India (“RBI”), the Company has obtained a certificate of registration dated June 28, 2024, bearing registration number N-14.03624, as a non-banking financial company without accepting public deposits by RBI in accordance with Section 451A of Reserve Bank of India Act, 1934 (“COR”). The RBI also approved the change of name of the Company to “Sammaan Capital Limited” under the COR, which was given effect to on the date of receipt of the COR by the Company (being July 2, 2024). Additionally, the Company has received a fresh certificate of incorporation dated May 21, 2024 from the Ministry of Corporate Affairs pursuant to its change of name to Sammaan Capital Limited. The PAN of our Company is AABC13612A. For details of changes to the name, certificate of registration and registered office of our Company, see “History and other Corporate Matters” on page 174 of the Shelf Prospectus.

Registered Office: 5th Floor, Building No. 27, KG Marg Connaught Place, New Delhi – 110 001, India; **Tel:** +91 11 4353 2950; **Fax:** +91 11 4353 2947; **Email:** homeloans@sammaancapital.com
Corporate Office: One International Center, Tower 1, 18th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013, Maharashtra, India and Plot No. 422B, Udyog Vihar, Phase-IV, Gurugram, Haryana – 122 016, India; **Tel:** +91 22 6189 1400 **Fax:** +91 22 6189 1416; **Website:** www.sammaancapital.com; **Email:** homeloans@sammaancapital.com
Company Secretary and Compliance Officer: Amit Kumar Jain; **Tel:** +91 124 668 1199; **Fax:** +91 124 668 1240; **E-mail:** ajain@sammaancapital.com
Chief Financial Officer: Mukesh Kumar Garg; **Tel:** +91 124 668 1199; **Fax:** +91 124 668 1240; **Email:** mukesh.garg@sammaancapital.com

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

PUBLIC ISSUE BY SAMMAAN CAPITAL LIMITED (FORMERLY KNOWN AS INDIABULLS HOUSING FINANCE LIMITED) (“COMPANY” OR “ISSUER”) OF UPTO 25,00,000 SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH (“NCDs” OR “DEBENTURES”), AMOUNTING UP TO ₹ 125 CRORE (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION OF UPTO ₹ 125 CRORE (“GREEN SHOE OPTION”) AGGREGATING UP TO ₹ 250 CRORE (“TRANCHE I ISSUE SIZE” OR “TRANCHE I ISSUE”). THE TRANCHE I ISSUE SIZE IS WITHIN THE SHELF LIMIT OF ₹ 2,000 CRORE AND IS BEING OFFERED BY WAY OF THIS TRANCHE I PROSPECTUS DATED AUGUST 28, 2024 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 28, 2024 (“SHELF PROSPECTUS”) FILED WITH THE ROC, STOCK EXCHANGES AND SEBI. THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS. THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON - CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE “SEBI NCS REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED (THE “COMPANIES ACT, 2013”) TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR, AS AMENDED FROM TIME TO TIME. THE ISSUE IS NOT UNDERWRITTEN.

GENERAL RISKS

Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risk involved in it. Specific attention of investors is invited to statement of risk factors contained under “Risk Factors” on page 19 of the Shelf Prospectus and to the section “Material Developments” on page 212 of the Shelf Prospectus and page 51 of this Tranche I Prospectus, respectively, before making an investment in such Tranche I Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor’s decision to purchase such securities. This Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including SEBI, the Reserve Bank of India (“RBI”), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Shelf Prospectus and this Tranche I Prospectus contains all information with regard to the Issuer and the Tranche I Issue which is material in the context of the Tranche I Issue, that the information contained in the Shelf Prospectus and this Tranche I Prospectus is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading, in any material respect. This Tranche I Issue is not underwritten.

COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

For the details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date and Redemption Amount of the NCDs, see “Terms of the Issue” on page 92. For details relating to Eligible Investors please see “Issue Related Information” on page 77.

CREDIT RATINGS

The NCDs proposed to be issued under this Tranche I Issue have been rated “CRISIL AA/Stable” (pronounced as CRISIL double A rating with stable outlook) by CRISIL Ratings Limited vide their letter dated May 31, 2024 and revalidated vide their letter dated July 9, 2024 read with rationale dated May 31, 2024, and “[ICRA] AA (Stable)” (pronounced as ICRA double A rating with a stable outlook) by ICRA Limited vide their letters dated June 27, 2024 and revalidated vide their letter dated July 9, 2024, read with rationale dated June 27, 2024. For the rationale and press release for these ratings, see “General Information”, Annexure A and Annexure B of this Tranche I Prospectus. The rating given by the Credit Rating Agencies is valid as on the date of this Tranche I Prospectus and shall remain valid until the rating is revised or withdrawn. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. These ratings are subject to suspension, revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings. There are no unaccepted ratings and any other ratings other than as specified in Tranche I Prospectus.

LISTING

The NCDs offered through this Tranche I Prospectus and the Shelf Prospectus are proposed to be listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) along with BSE, the “Stock Exchanges”). Our Company has received an ‘in-principle’ approval from BSE vide its letter no DCS/RM/PI-BOND/012/24-25 dated August 5, 2024 and NSE vide its letter no. NSE/LIST/D/2024/0247 dated August 5, 2024.

PUBLIC COMMENTS

The Draft Shelf Prospectus dated July 25, 2024 was filed with the Stock Exchanges, pursuant to Regulation 27(2) of the SEBI NCS Regulations and was kept open for public comments for a period of seven Working Days from the date of filing of the Draft Shelf Prospectus with the Stock Exchanges, i.e., Friday, August 2, 2024. No comments were received on the Draft Shelf Prospectus until 5:00 PM on August 2, 2024.

LEAD MANAGERS TO THE ISSUE

REGISTRAR TO THE ISSUE

 NUVAMA WEALTH MANAGEMENT LIMITED 801-804, Wing A, Building No 3 Inspire BKC, G Block Bandra Kurla Complex Bandra East, Mumbai – 400 051 Tel: +91 22 4009 4400 Email: scl.ncd@nuvama.com Contact Person: Saiili Dave	 ELARA CAPITAL (INDIA) PRIVATE LIMITED One International Center Tower 3, 21 st Floor Senapati Bapat Marg Elphinstone Road West Mumbai – 400 013, India Tel: +91 22 6164 8599 Email: scl.ncd@elaracapital.com Contact Person: Astha Daga	 TRUST INVESTMENT ADVISORS PRIVATE LIMITED 109/110, Balarama Bandra Kurla Complex Bandra East Mumbai – 400 051 Tel: +91 22 4084 5000 Email: ihfl.ncd@trustgroup.in Contact Person: Hani Jalan	 KFIN TECHNOLOGIES LIMITED Selenium Tower B, Plot No – 31 & 32 Financial District, Nanakramguda Serilingampally, Hyderabad Rangareddi - 500 032, Telangana, India Tel: +91 40 6716 2222 Fax: +91 40 6716 1563 Email: scl.ncdipo@kfintech.com Website: www.kfintech.com
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CREDIT RATING AGENCIES

STATUTORY AUDITORS

DEBENTURE TRUSTEE**

 CRISIL RATINGS LIMITED (A subsidiary of CRISIL Limited) CRISIL House, Central Avenue Hiranandani Business Park Powai, Mumbai – 400 076 Tel: +91 22 3342 3000 Email: crisilratingdesk@crisil.com Contact Person: Ajit Velonie	 ICRA LIMITED Electric Mansion 3 rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 Tel: +91 22 6114 3406 Email: shivakumar@icraindia.com Contact Person: L Shivakumar	S.N. DHAWAN & CO LLP Chartered Accountants Plot No. 51-52, 2 nd Floor Sector – 18, Udyog Vihar Phase IV, Gurugram – 122 016 Tel: +91 124 481 4410 Email: rahul.singhal@sndhawan.com Contact Person: Rahul Singhal, <i>Partner</i>	ARORA & CHOUDHARY ASSOCIATES Chartered Accountants Plot no. 8/28, W.E.A Abdul Aziz Road Karol Bagh, New Delhi – 110 005 Tel: +91 11 4145 1114 Email: vk.choudhary@arorachoudhary.com Contact Person: Vijay Kumar Choudhary, <i>Partner</i>	 IDBI TRUSTEESHIP SERVICES LIMITED Universal Insurance Building, Ground Floor, Sir P.M. Road, Mumbai – 400 001 Tel: +91 22 4080 7073 Email: itsl@idbitrustee.com/ ashishnaik@idbitrustee.com Investor Grievance Email: response@idbitrustee.com Contact Person: Ashish Naik Website: www.idbitrustee.com
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ISSUE PROGRAMME*

TRANCHE I ISSUE OPENS ON: Friday, September 6, 2024

TRANCHE I ISSUE CLOSES ON: Thursday, September 19, 2024

* The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Managers, consider closing the Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of ten working days from the date of opening of the Tranche I Issue and subject to not exceeding thirty days from filing of this Tranche I Prospectus with ROC including any extensions), as may be decided by the Board of Directors of our Company or Securities Issuance and Investment Committee thereof, subject to relevant approvals, in accordance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of this Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time), on one Working Day post the Tranche I Issue Closing Date. For further details please refer to the section titled “General Information” on page 20. For further details please refer to the section titled “Issue Related Information” on page 77.

** IDBI Trusteeship Services Limited under Regulation 8 of SEBI NCS Regulations has by its letter dated July 23, 2024 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in Offer Document and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche I Issue. For further details, please see Annexure C of this Tranche I Prospectus.

A copy of the Shelf Prospectus and this Tranche I Prospectus have been filed with the Registrar of Companies, Delhi and Haryana at New Delhi, in terms of section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see “Material Contracts and Documents for Inspection” on page 140.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Tranche I Prospectus to “the Issuer”, “our Company”, “the Company” or “SCL” are to Sammaan Capital Limited, a public limited company incorporated under the Companies Act, 1956, as amended and replaced from time to time, having its registered office at 5th Floor, Building No. 27, KG Marg Connaught Place, New Delhi – 110 001, India.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Tranche I Prospectus, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended from time to time.

Company related terms

Term	Description
“we” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries. In addition to the above, Pragati Employee Welfare Trust, formed on December 3, 2019 was consolidated in the Audited Consolidated Financial Statement. Subsidiaries and trusts for the purpose of financial data as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 would mean Subsidiaries and trusts during and as at year end/period end, as applicable
₹/Rs./INR/Rupees/Indian Rupees	The lawful currency of the Republic of India
Articles/ Articles of Association/ AoA	Articles of Association of our Company
Asset Liability Management Committee or ALCO	Asset Liability Management committee of the Board of Directors
Audit Committee	Audit committee of the Board of Directors
“Auditors” or “Statutory Auditors” or “Joint Statutory Auditors”	The joint statutory auditors of the Company, S.N. Dhawan & CO LLP, Chartered Accountants and Arora & Choudhary Associates, Chartered Accountants
Audited Financial Statement	Collectively, the Audited Consolidated Financial Statement and the Audited Standalone Financial Statement of our Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.
Audited Consolidated Financial Statement	Audited consolidated financial statements for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules 2015 as amended and other accounting principles generally accepted in India, as audited by the Joint Statutory Auditors along with the audit report dated May 24, 2024, May 19, 2023, and May 26, 2022 respectively.
Audited Standalone Financial Statement	Audited standalone financial statements for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules 2015 as amended and other accounting principles generally accepted in India, as audited by the Joint Statutory Auditors along with the audit reports dated May 24, 2024, May 19, 2023, and May 26, 2022 respectively.
Board/ Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Chairman	The chairman of our Board of Directors, Subhash Sheoratan Mundra
CEO	Chief executive officer of our Company, Gagan Banga
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Amit Kumar Jain
Corporate Office	One International Center, Tower 1, 18th Floor, Senapati Bapat Road, Mumbai - 400013, Maharashtra, India and Plot No. 422B, Udyog Vihar, Phase-IV, Gurugram, Haryana – 122 016, India
Corporate Social Responsibility Committee	Corporate Social Responsibility committee of the Board of Directors
Director(s)	Director of our Company, unless otherwise specified

Term	Description
DSA	Direct Selling Agent
Equity Shares	Equity shares of our Company of face value of ₹2 each
Erstwhile Promoter	Sameer Gehlaut Sameer Gehlaut (founder and Erstwhile Promoter), Inuus Infrastructure Private Limited and Sameer Gehlaut IBH Trust (Erstwhile Promoter Group Members) vide a letter dated March 14, 2022 addressed to the Board of Directors of our Company, had requested to be re-classified from the 'promoter and promoter group' category to 'public' category of Shareholders of our Company, in accordance with Regulation 31A of the SEBI Listing Regulations, subject to receipt of requisite approvals. Thereafter, the Board, at its meeting held on March 15, 2022, considered and approved the request. Further, the Shareholders of the Company, at their extraordinary general meeting held on April 18, 2022, approved said re-classification, subject to Stock Exchanges and other approvals. On April 19, 2022, the Company filed the relevant applications with National Stock Exchange of India Limited and BSE Limited for approval of this re-classification and received the approvals from both Stock Exchanges vide their letters dated February 22, 2023.
Erstwhile Promoter Group	Includes the Erstwhile Promoter, Inuus Infrastructure Private Limited and Sameer Gehlaut IBH Trust
Group Companies	Includes such companies, other than our Subsidiaries, with which there were related party transactions, during the period for which financial information is disclosed in the Draft Shelf Prospectus and the Shelf Prospectus, as covered under the applicable accounting standards and also other companies as considered material by the Board of the Company
IBFSL	Indiabulls Financial Services Limited
IBFSL-IHFL Scheme	Scheme of amalgamation for the amalgamation of Indiabulls Financial Services Limited with our Company
IBFSL Stock Option Schemes	IHFL-IBFSL Employee Stock Option Plan 2008
IHFL Stock Option Schemes	IHFL-IBFSL Employee Stock Option Plan 2008, the Indiabulls Housing Finance Limited Employee Stock Option Scheme 2013, the Indiabulls Housing Finance Limited Employee Stock Benefit Scheme 2019, the Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021, and the Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2023
Independent Director	A Non-Executive, Independent Director as per the Companies Act, 2013 and the SEBI Listing Regulations, who are currently on the Board of our Company
IT Strategy Committee	IT Strategy committee of the Board of Directors
Key Managerial Personnel	The key managerial personnel of the Company appointed in accordance with the provisions of SEBI ICDR Regulations and the Companies Act, 2013. For further details, see " <i>Our Management – Key Managerial Personnel</i> " on page 190 of the Shelf Prospectus.
Limited Review Report	Reports dated August 13, 2024 on the Unaudited Financial Results, prepared by the Statutory Auditor.
Material Subsidiary	Indiabulls Commercial Credit Limited* <i>*The office of Registrar of Companies, Delhi & Haryana ("RoC") has made the name "Sammaan Finserve Limited" ("SFL") available to Indiabulls Commercial Credit Limited ("ICCL"), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., "Sammaan Finserve Limited". The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.</i>
Memorandum/ Memorandum of Association/ MoA	Memorandum of Association of our Company
Managing Director	Managing Director of our Company, Gagan Banga
Net worth	As defined in Sec 2(57) of the Companies Act, 2013, as follows: "Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred

Term	Description
	expenditure and miscellaneous expenditure not written off, as per the audited balance sheet but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.”
Nomination and Remuneration Committee	Nomination and Remuneration committee of the Board of Directors
Partly Paid-up Equity Shares	Equity shares of our Company having face value of ₹ 2 each (where the Applicants were required to pay face value of ₹ 0.67 per Rights Equity Share on Application and the balance face value of ₹1.33 on subsequent call(s)), bearing ISIN IN9148I01010
Preference Shares	Authorised preference share capital of 1,000,000,000 preference shares of face value of ₹10 each as on March 31, 2024
Risk Management Committee	Risk Management committee of the Board of Directors
Registered Office	5 th Floor, Building No. 27, KG Marg Connaught Place, New Delhi – 110 001, India
RoC	Registrar of Companies, Delhi and Haryana at New Delhi
Securities Issuance and Investment Committee	The committee constituted and authorised by our Board of Directors to take necessary decisions with respect to the Issue
Senior Management Personnel	The senior management personnel of the Company appointed in accordance with the provisions of SEBI ICDR Regulations. For further details, see “ <i>Our Management – Senior Management Personnel</i> ” on page 191 of the Shelf Prospectus
SCL	Sammaan Capital Limited (formerly known as Indiabulls Housing Finance Limited)
Shareholder(s)	The holder(s) of Equity Shares of our Company, unless otherwise specified in the context thereof
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship committee of our Company
Subsidiary/Subsidiaries	<p>The subsidiaries of our Company, namely:</p> <ol style="list-style-type: none"> 1. Indiabulls Commercial Credit Limited*; 2. Indiabulls Collection Agency Limited; 3. Ibulls Sales Limited; 4. Indiabulls Capital Services Limited; 5. Indiabulls Advisory Services Limited; 6. Indiabulls Insurance Advisors Limited; 7. Indiabulls Asset Holding Company Limited; 8. Indiabulls Asset Management Company Limited (till May 2, 2023)**; 9. Indiabulls Trustee Company Limited (till May 2, 2023)**; 10. Nilgiri Investmart Services Limited; and 11. Indiabulls Investment Management Limited. <p>Subsidiaries of our Company as of the date of this Tranche I Prospectus, is in accordance with the Companies Act, 2013, as amended from time to time, does not include Pragati Employees Welfare Trust being this is in the nature of trust and the holding company along with its subsidiaries does not have any equity interest therein. For the purpose of Audited Consolidated Financial Statement, Subsidiaries would mean subsidiaries as at and during the relevant fiscal year or period also included Pragati Employee Welfare Trust.</p> <p><i>*The office of Registrar of Companies, Delhi & Haryana (“RoC”) has made the name “Sammaan Finserve Limited” (“SFL”) available to Indiabulls Commercial Credit Limited (“ICCL”), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., “Sammaan Finserve Limited”. The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.</i></p> <p><i>**Pursuant to the divestment by the Company of its entire stake in mutual fund business, the Company does not have any control or shareholding in IAMCL and ITCL subsequent to closing date of said transaction on May 02, 2023 (the “Closing Date”).</i></p>
Tax Auditor	The tax auditors of our Company, Ajay Sardana Associates, Chartered Accountants

Term	Description
Unaudited Consolidated Financial Results	Unaudited Consolidated Financial Results of the Company for the quarter ended June 30, 2024 prepared by our Company in the manner and format required by the SEBI Listing Regulations which has been subjected to limited review as described under SEBI Listing Regulations
Unaudited Financial Results	Unaudited Consolidated Financial Results and Unaudited Standalone Financial Results
Unaudited Standalone Financial Results	Unaudited Standalone Financial Results of the Company for the quarter ended June 30, 2024 prepared by our Company in the manner and format required by the SEBI Listing Regulations which has been subjected to limited review as described under SEBI Listing Regulations
Vice-Chairman	Vice-Chairman of our Company, Gagan Banga
Whole-time Director	The whole-time Director on the Board of Directors of our Company

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	The memorandum containing the salient features of the Shelf Prospectus and this Tranche I Prospectus as specified by SEBI
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment/ Allot/ Allotted	The issue and allotment of the NCDs to successful Applicants pursuant to the Tranche I Issue
Allotment Advice	The communication sent to the Allottees conveying details of the NCDs allotted to the Allottees in accordance with the Basis of Allotment
Allottee(s)	The successful Applicant to whom the NCDs are Allotted, either in full or part, pursuant to this Tranche I Issue
Applicant/ Investor/ ASBA Applicant	A person who applies for the issuance and Allotment of NCDs pursuant to the terms of the Draft Shelf Prospectus, the Shelf Prospectus, and this Tranche I Prospectus, the Abridged Prospectus and the Application Form for the Tranche I Issue through the ASBA process or the UPI Mechanism
Application	An application to subscribe to the NCDs made through the ASBA process or through the UPI Mechanism offered pursuant to the Tranche I Issue by submission of a valid Application Form and authorizing an SCSB to block the Application Amount in the ASBA Account.
Application Amount	The aggregate value of the NCDs applied for as indicated in the Application Form for this Tranche I Prospectus or the amount blocked in the ASBA Account
Application Form/ ASBA Form	The form in terms of which the Applicant shall make an offer to subscribe to the NCDs through the ASBA process or through the UPI Mechanism and which will be considered as the Application for Allotment of NCDs in terms of the Shelf Prospectus and this Tranche I Prospectus
“ASBA” or “Application Supported by Blocked Amount” or “ASBA Application”	An application (whether physical or electronic) to subscribe to the NCDs offered pursuant to the Tranche I Issue by submission of a valid Application Form and authorizing an SCSB to block the Application Amount in the ASBA Account or to block the Application Amount using the UPI Mechanism, where the Application Amount will be blocked upon acceptance of UPI Mandate Request by retail individual investors for an Application Amount of up to UPI Application Limit (being ₹500,000 for public issue of debt securities) which will be considered as the application for Allotment in terms of the Shelf Prospectus and this Tranche I Prospectus
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of an Applicant
Banker(s) to the Issue	Collectively, the Public Issue Account Bank, Sponsor Bank and the Refund Bank
Base Issue Size	₹ 125 crore
Basis of Allotment	The basis on which NCDs will be allotted to applicants under Tranche I Issue as specified in “ <i>Issue Procedure – Basis of Allotment</i> ” on page 132.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs

Term	Description
Broker Centres	Broker Centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms (including ASBA Forms under UPI in case of UPI Investors) to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Trading Members are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
BSE	BSE Limited
CARE Ratings	CARE Ratings Limited
Category I – Institutional Investors	<ul style="list-style-type: none"> • Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs; • Provident funds with minimum corpus of ₹25 crores, and pension funds with minimum corpus of ₹25 crores registered with the Pension Fund Regulatory and Development Authority, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; • Alternative Investment Funds subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended; • Resident Venture Capital Funds registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, India; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; • Systemically Important Non-Banking Financial Company registered with the RBI; and • Mutual Funds registered with SEBI
Category II – Non-Institutional Investors	<ul style="list-style-type: none"> • Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Co-operative banks and regional rural banks; • Public/private charitable/ religious trusts which are authorised to invest in the NCDs; • Educational institutions and association of persons and/or bodies established pursuant to or registered under any central or state statutory enactment which are authorised to invest in the NCD; • Scientific and/or industrial research organisations, which are authorized to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons
Category III – High Net-Worth Individuals	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹10 Lakh across all Series of NCDs in this Tranche I Issue
Category IV – Retail Individual Investors	Resident Indian individuals or HUFs applying through the Karta, for NCDs for an amount aggregating up to and including ₹10,00,000, across all Series of NCDs in this Tranche I Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time, in any of the bidding options in this Issue (including HUFs applying through their Karta and does not include NRIs) through UPI Mechanism
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Consortium/ Members of the Consortium (each individually, a Member of the Consortium)	The Lead Managers and Consortium Members

Term	Description
Consortium Agreement	Consortium Agreement dated August 5, 2024 entered into amongst the Company, Lead Managers and the Consortium Members
Consortium Members	<ul style="list-style-type: none"> • Nuvama Wealth and Investment Limited (<i>formerly known as Edelweiss Broking Limited</i>) • Elara Securities (India) Private Limited • Trust Financial Consultancy Services Private Limited • Trust Securities Services Private Limited
CDP/ Collecting Depository Participant	A depository participant, as defined under the Depositories Act, 1996, as amended, and registered under Section 12(1A) of the SEBI Act and who is eligible to procure Applications at the Designated CDP Locations in terms of the SEBI Master Circular
Coupon/ Interest Rate	Please see “ <i>Issue Structure - Specific Terms of NCDs - Interest and Payment of Interest</i> ” on page 86
Credit Rating Agencies	For the present Tranche I Issue, the credit rating agencies, being CRISIL Ratings and ICRA
CRISIL	CRISIL Market Intelligence & Analytics
CRISIL Ratings	CRISIL Ratings Limited (a subsidiary of CRISIL Limited)
CRISIL Report	Report titled “NBFC Report released in July 2024”, prepared and issued by CRISIL
Debenture Trustee Agreement	The agreement dated July 24, 2024, entered into between the Debenture Trustee and our Company
Debenture Trust Deed	The trust deed to be entered into between the Debenture Trustee and our Company
Debenture Trustee/ Trustee	Debenture Trustee for the NCD Holders in this Issue being IDBI Trusteeship Services Limited
Deemed Date of Allotment	The date on which the Board of Directors or the Securities Issuance and Investment Committee approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the Board of Directors or the Securities Issuance and Investment Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the NCD Holders from the Deemed Date of Allotment
Demographic Details	The details of an Applicant, such as his address, bank account details, UPI ID, Permanent Account Number, Category for printing on refund orders, and occupation which are based on the details provided by the Applicant in the Application Form
Depositories Act	The Depositories Act, 1996, as amended
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL)
DP / Depository Participant	A depository participant as defined under the Depositories Act
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Applications and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Date	The date on which Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Account to the Public Issue Account(s) or to the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Shelf Prospectus and this Tranche I Prospectus following which the NCDs will be Allotted in this Tranche I Issue.
Designated Intermediary(ies)	Collectively, the Lead Managers, the Consortium Members, agents, SCSBs, Trading Members, CDPs and RTAs, who are authorised to collect Application Forms from the Applicants in the Issue. In relation to ASBA applicants submitted by Retail Individual Investors where the amount was blocked upon acceptance of UPI Mandate Request using the UPI Mechanism, Designated Intermediaries shall mean the CDPs, RTAs, Lead Managers, Consortium

Term	Description
	Members, Trading Members and Stock Exchanges where Applications have been submitted through the app/web interface as provided in the SEBI Master Circular
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms and Application Forms submitted using the UPI Mechanism as a payment option (for a maximum amount of ₹5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time) are available on the website of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com/ , as updated from time to time
Designated Stock Exchange	BSE Limited
Direct Online Application	An online interface enabling direct applications through UPI by an application based/web interface, by investors to a public issue of debt securities with an online payment facility.
Draft Shelf Prospectus	The Draft Shelf Prospectus dated July 25, 2024, filed by our Company with the Stock Exchanges for receiving public comments in accordance with the provisions of the SEBI NCS Regulations and to SEBI for record purpose
Elara	Elara Capital (India) Private Limited
Interest/ Coupon Payment Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 92
ICRA	ICRA Limited
Issue	Public issue by our Company of secured NCDs of face value of ₹1,000 each, aggregating up to ₹2,000 crores (“ Shelf Limit ”). The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for respective tranche issue (each a “ Tranche Issue ”), which should be read together with the Draft Shelf Prospectus and the Shelf Prospectus (collectively the “ Offer Documents ”)
Issue Agreement	Agreement dated July 25, 2024, executed between our Company and the Lead Managers
Issue Documents/ Transaction Documents	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus read with any notices, corrigenda, addenda thereto, the Abridged Prospectus, Issue Agreement, Registrar Agreement, Consortium Agreement, Debenture Trustee Agreement, Public Issue Account and Sponsor Bank Agreement, Tripartite Agreements, Application Form, Debenture Trust Deed and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Managers and/or other intermediaries for the purpose of the Issue. For further details, see “ <i>Material Contracts and Documents for Inspection</i> ” on page 140
Lead Managers/ LMs	Nuvama Wealth Management Limited, Elara Capital (India) Private Limited and Trust Investment Advisors Private Limited
Listing Agreement	The uniform listing agreement entered into between our Company and the Stock Exchanges in connection with the listing of debt securities of our Company
Market Lot	One NCD
Maturity Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 92.
NCDs/ Debentures	Secured redeemable non-convertible debentures of face value of ₹1,000 each
NCD Holder/ Debenture Holder(s)/ Bond Holder(s)	Holder of secured redeemable non-convertible debentures of face value of ₹1,000 each
NPCI	National Payments Corporation of India
Nuvama	Nuvama Wealth Management Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% (sixty percent) by NRIs including overseas trusts, in which not less than 60% (sixty percent) of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not permitted to invest in the Issue
Offer Document(s)	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus, the Abridged Prospectus and/or the Application Form along with supplemental information, if any
Prospectus	Collectively, the Shelf Prospectus and this Tranche I Prospectus

Term	Description
Public Issue Account	An account to be opened with the Banker(s) to the Issue to receive monies for allotment of NCDs from the ASBA Accounts on the Designated Date as specified under the Tranche I Prospectus
Public Issue Account Bank	HDFC Bank Limited
Public Issue Account and Sponsor Bank Agreement	Public Issue Account and Sponsor Bank Agreement dated August 5, 2024 entered into amongst our Company, the Registrar to the Issue, the Public Issue Account Bank, the Refund Bank and the Sponsor Bank and the Lead Managers for the appointment of the Public Issue Account Bank, Refund Bank and Sponsor Bank in accordance with the SEBI Master Circular and for collection of the Application Amounts from ASBA Accounts under the UPI mechanism from the Applicants on the terms and conditions thereof and where applicable, refund of the amounts collected from the applicants, as specified in this Tranche I Prospectus for this Tranche I Issue.
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days (as specified under respective Tranche Prospectus) prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors or the Securities Issuance and Investment Committee from time to time in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchanges, as the case may be. In case Record Date falls on a day when Stock Exchanges are having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date
Recovery Expense Fund	A fund which has been deposited by our Company with the Designated Stock Exchange for an amount equal to 0.01% of the issue size, subject to a maximum of deposit of ₹25,00,000 at the time of making the application for listing of NCDs
Redemption Amount	Please see the section titled “ <i>Terms of the Issue</i> ” on page 92.
Redemption Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 92.
Refund Account	The account opened by our Company with the Refund Bank, from which refunds of the whole or part of the Application Amounts (excluding for the successful ASBA Applicants), if any, shall be made
Refund Bank(s)	HDFC Bank Limited
Register of Debenture Holders	The Register of debenture holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013
Registered Broker or Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended and the stock exchanges having nationwide terminals, other than the Members of the Consortium and eligible to procure Applications from Applicants
Registrar to the Issue/ Registrar / RTA / Share Transfer Agent	KFin Technologies Limited (formerly known as KFIN Technologies Private Limited)
Registrar Agreement	Agreement dated July 24, 2024, entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
SFL	Sammaan Finserve Limited (formerly known as Indiabulls Commercial Credit Limited)* * The office of Registrar of Companies, Delhi & Haryana (“RoC”) has made the name “Sammaan Finserve Limited” (“SFL”) available to Indiabulls Commercial Credit Limited (“ICCL”), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., “Sammaan Finserve Limited”. The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.
Series	Collectively the Series of NCDs being offered to the Applicants as stated in the section titled “ <i>Issue Related Information</i> ” beginning on page 77

Term	Description
Security	<p>The secured NCDs proposed to be issued will be secured by a first ranking pari passu charge by way of hypothecation in favor of the Debenture Trustee, on the financial and non-financial assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivable for the principal amount and interest thereon, on a first ranking pari passu basis with all other secured lenders to the Issuer holding pari-passu charge over the security, as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have a minimum security cover of 1.25 times on the principal amount and interest thereon.</p> <p>The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on pari passu or exclusive basis thereon for its present and future financial requirements, provided that a minimum security cover of 1.25 times on the principal amount and accrued interest thereon, is maintained, on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection. However, if consent and/or intimation is required under applicable law, then the Company shall obtain such consents and/ or intimation in accordance with such law. We have received necessary consents from the relevant lenders, debenture trustees and security trustees for ceding pari passu charge in favour of the Debenture Trustee in relation to the NCDs. The security shall be created prior to making the listing application for the NCDs with the Stock Exchanges.</p> <p>The secured NCDs proposed to be issued under this Issue and all earlier secured issues of debentures, bond issuances and loans outstanding in the books of our Company having corresponding assets as security, shall rank pari passu without preference of one over the other except that priority for payment shall be as per applicable date of redemption / repayment.</p>
Self-Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer services in relation to ASBA and UPI, a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html and https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for UPI, updated from time to time or at such other website as may be prescribed by SEBI from time to time
Shelf Limit	The aggregate limit of the Issue, being ₹2,000 crores to be issued under the Draft Shelf Prospectus, the Shelf Prospectus and Tranche Prospectus(es) through one or more Tranche Issues
Shelf Prospectus	<p>The Shelf Prospectus dated August 28, 2024 filed by our Company with the SEBI, NSE, BSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations.</p> <p>The Shelf Prospectus shall be valid for a period as prescribed under Section 31 of the Companies Act, 2013</p>
Specified Cities/Specified Locations	Bidding Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Consortium Members, Broker Centres for Trading Members, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Sponsor Bank	A banker to the Issue, registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the retail individual investors into the UPI for retail individual investors applying through the app/web interface of the Stock Exchanges with a facility to block funds through UPI Mechanism for application value up to ₹5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time, and carry out any other responsibilities in terms of the SEBI Master Circular, in case of this Tranche I Issue being HDFC Bank Limited
Stock Exchanges	BSE and NSE
Syndicate or Members of the Syndicate	Collectively, the Consortium Members appointed in relation to the Issue

Term	Description
Syndicate ASBA Application Locations	ASBA Applications through the Lead Managers, Consortium Members or the Trading Members of the Stock Exchanges only in the Specified Cities
Syndicate ASBA	Applications through the Members of the Syndicate or the Designated Intermediaries
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html or at such other website as may be prescribed by SEBI from time to time
Tier I capital	Tier I capital means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund; and perpetual debt instruments issued by a non-deposit taking non-banking financial company in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year.
Tier II capital	Tier II Capital includes the following: <ul style="list-style-type: none"> • reference shares other than those which are compulsorily convertible into equity; • revaluation reserves at discounted rate of 55%; • general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; • hybrid debt capital instruments; • subordinated debt; and • perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital, to the extent the aggregate does not exceed Tier-I capital
Tenor	Please see the section titled “ <i>Terms of the Issue</i> ” on page 92
Trading Members	Intermediaries registered with a Broker under the SEBI (Stock Brokers) Regulations, 1992 and/or with the Stock Exchanges under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchanges from time to time and duly registered with the Stock Exchanges for collection and electronic upload of Application Forms on the electronic application platforms provided by the Stock Exchanges
Tranche I Issue	Public issue by the Company of upto 25,00,000 secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each for an amount up to ₹ 125 crore (“ Base Issue Size ”) with an option to retain oversubscription up to ₹ 125 crore (“ Green Shoe Option ”), aggregating up to ₹ 250 crore (“ Tranche I Issue Size ” or “ Tranche I Issue ”), being offered by way of this Tranche I Prospectus, which should be read together with the Shelf Prospectus filed with the ROC, Stock Exchange and SEBI. The Tranche I Issue Size is within the shelf limit of ₹ 2,000 crore. The Tranche I Issue is being made pursuant to the provisions of SEBI NCS Regulations, the Companies Act, 2013 and rules made thereunder and the SEBI Master circular.
Tranche I Issue Closing Date	Thursday, September 19, 2024
Tranche I Issue Opening Date	Friday, September 6, 2024
Tranche I Issue Period	The period between the Tranche I Issue Opening Date and the Tranche I Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms as provided in this Tranche I Prospectus
Tranche I Prospectus	This Tranche I Prospectus dated August 28, 2024 containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of possible tax benefits, regulatory and statutory

Term	Description
	disclosures and material contracts and documents for inspection, in respect of this Tranche I Issue.
Transaction Registration Slip or TRS	The acknowledgement slip or document issued by any of the Designated Intermediary to an Applicant upon demand as proof of registration of the Application Form
Tripartite Agreements	Tripartite agreement dated February 11, 2013 among our Company, the Registrar and CDSL and tripartite agreement dated February 13, 2013 among our Company, the Registrar and NSDL
Trust	Trust Investment Advisors Private Limited
“UPI” or “UPI Mechanism”	Unified Payments Interface mechanism in accordance with the SEBI Master Circular, as amended from time to time, to block funds for application value up to ₹5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time, submitted through intermediaries, namely the Registered Stock brokers, Registrar and Transfer Agent and Depository Participants
UPI ID	Identification created on the UPI for single-window mobile payment system developed by the National Payments Corporation of India
“UPI Mandate Request” or “Mandate Request”	A request initiated by the Sponsor Bank on the Retail Individual Investor to authorise blocking of funds in the relevant ASBA Account through the UPI mobile app/web interface (using UPI Mechanism) equivalent to the bid amount and subsequent debit of funds in case of allotment
Wilful Defaulter	Includes wilful defaulters as defined under Regulation 2(1)(III) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
Working Day(s)	Working Day means all days on which commercial banks in Mumbai are open for business. In respect of announcement or bid/issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Further, in respect of the time period between the bid/ issue closing date and the listing of the non-convertible securities on the Stock Exchanges, working day shall mean all trading days of the Stock Exchanges for non-convertible securities, excluding Saturdays, Sundays and bank holidays, as specified by SEBI

CONVENTIONAL AND GENERAL TERMS OR ABBREVIATION

Term/Abbreviation	Description/ Full Form
AGM	Annual General Meeting
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended from time to time
AS	Accounting Standards issued by Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
CAGR	Compounded Annual Growth Rate and is calculated by dividing the value at the end of the period in question by corresponding value at the beginning of that period, and raising the result to the power of one divided by the period length, and subtracting one from the subsequent result
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act/ Act	The Companies Act, 1956 or the Companies Act 2013, to the extent notified by the Ministry of Corporate Affairs and in force as on the date, as the case may be, as amended and replaced from time to time
Companies Act, 1956	Companies Act, 1956, as amended and as applicable
Companies Act, 2013	The Companies Act, 2013, as amended
CP	Commercial Paper
CRAR	Capital to Risk-Weighted Assets Ratio
CrPC	Code of Criminal Procedure, 1973, as amended
CSR	Corporate Social Responsibility
ECB	External Commercial Borrowings
ECS	Electronic Clearing Scheme
Depositories Act	Depositories Act, 1996, as amended
Depository(ies)	CDSL and NSDL
DIN	Director Identification Number

Term/Abbreviation	Description/ Full Form
Depository Participant/ DP	Depository Participant as defined under the Depositories Act
DRR	Debenture Redemption Reserve
EGM	Extraordinary general meeting
FCNR	Foreign Currency Non-Repatriable
FDI	Foreign Direct Investment
FDI Policy	The Government policy, rules and the regulations (including the applicable provisions of the FEMA Non-Debt Rules) issued by the Government of India prevailing on that date in relation to foreign investments in our Company's sector of business as amended from time to time
FDR	Fixed deposit receipt
FEMA	Foreign Exchange Management Act, 1999, as amended
Financial Year/ Fiscal/ FY	Period of 12 months ended March 31 of that particular year and as at March 31 of that particular year
FIR	First Information Report
GDP	Gross Domestic Product
GoI or Government	Government of India
HFC	Housing finance company
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
ICCL	Indiabulls Commercial Credit Limited* * The office of Registrar of Companies, Delhi & Haryana ("RoC") has made the name "Sammaan Finserve Limited" ("SFL") available to Indiabulls Commercial Credit Limited ("ICCL"), subject to RBI approval and the new name has also been updated on the website of the Ministry of Corporate Affairs. Further, ICCL has filed letter dated March 4, 2024 to the office of RBI, seeking no objection certificate for new name i.e., "Sammaan Finserve Limited". The RoC provided its approval and the NOC on the same is pending from RBI. Post receipt of the NOC from RBI, the name change will be effected.
Income Tax Act	Income Tax Act, 1961, as amended
Income Tax Rules	Income Tax Rules, 1962, as amended
India	Republic of India
IND AS / Ind AS	Indian accounting standards, as specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally accepted accounting principles in India, including the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015, as amended
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
MCA	Ministry of Corporate Affairs, GoI
MoF	Ministry of Finance, GoI
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Company, as defined under applicable RBI guidelines
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	The Negotiable Instruments Act, 1881, as amended
NHB	National Housing Bank
NHB Act	The National Housing Bank Act, 1987, as amended
NHB Act Amendments	Amendments to the NHB Act included in the Finance (No. 2) Act, 2019, as amended
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PCG	Partial Credit Enhancement Guarantee

Term/Abbreviation	Description/ Full Form
QIP	Qualified Institutions Placement
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
RBI Master Directions	Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023
RTGS	Real Time Gross Settlement
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI Debenture Trustee Master Circular	SEBI circular with reference number SEBI/HO/DDHS-PoD3/P/CIR/2023/46 dated May 16, 2024 as may be amended from time to time.
SEBI Master Circular	SEBI master circular no. SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI NCS Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
WCDL	Working Capital Demand Loans
Yield	Ratio of interest income to the daily average of interest earning assets.

BUSINESS/ INDUSTRY RELATED TERMS

Term/Abbreviation	Description/ Full Form
Adjusted CRAR	Adjusted capital to risk (weighted) assets ratio (considering nil risk weightage on mutual fund investments)
ASSOCHAM	The Associated Chambers of Commerce and Industry of India
ALM	Asset Liability Management
CAGR	Compounded Annual Growth Rate
CIBIL	Credit Information Bureau (India) Limited
ECB	External Commercial Borrowings
ECL	Expected Credit Losses
EMI	Equated monthly instalment
ESG	Environmental, social and governance
FSI	Floor Space Index
Gross NPAs/ GNPAAs	Aggregate of receivable from financing business considered as non-performing assets (secured and unsecured which has been shown as part of short term loans and advances and long term loans and advances) and non performing quoted and unquoted credit substitute
ICFR	Internal Control over Financial Reporting
KYC	Know Your Customer
LAP	Loan Against Property
Loan Book / Loans excluding Impairment loss allowance	Aggregate of loan assets, credit substitute, accrued interest and redemption premium on loan assets, unamortised loan origination costs, less unamortised processing fee as determined under Ind AS
LTV	Loan-to-value ratio
Net NPAs	Gross NPAs less impairment less allowance for stage 3 assets
PMLA	Prevention of Money Laundering Act, 2002, as amended
RoA	Return on assets
ROE	Return on Equity
SCB	Scheduled Commercial Bank
SMA	Special mention accounts
Stage 1 Asset	Stage 1 Assets includes loans that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date as defined under IND AS

Term/Abbreviation	Description/ Full Form
Stage 1 Provision	Stage 1 provision are 12-month ECL on Stage 1 Assets resulting from default events that are possible within 12 months after the reporting date as defined under IND AS
Stage 2 Asset	Stage 2 Assets includes loans that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment as defined under IND AS
Stage 2 Provision	Stage 2 provision are life time ECL resulting from all default events that are possible over the expected life of the Stage 2 Assets as defined under IND AS
Stage 3 Asset	Stage 3 Assets includes loans that have objective evidence of impairment at the reporting date as defined under IND AS
Stage 3 Provision	Stage 3 provision are life time ECL resulting from all default events that are possible over the expected life of the Stage 3 Assets as defined under IND AS
UIDAI	Unique Identification Authority of India

Notwithstanding anything contained herein, capitalised terms that have been defined in the sections “*Capital Structure*”, “*Regulations and Policies*”, “*History and other Corporate Matters*”, “*Statement of Possible Tax Benefits*”, “*Our Management*”, “*Financial Statements*”, “*Financial Indebtedness*”, “*Outstanding Litigations and Defaults*” and “*Main Provisions of the Articles of Association of our Company*” on pages 78, 199, 174, 94, 177, 211, 214, 265 and 372 respectively of the Shelf Prospectus, shall have the meaning ascribed to them thereunder, will have the meanings ascribed to them in such sections. Further, notwithstanding anything contained herein, capitalised terms that have been defined in the sections “*Objects of the Tranche I Issue*” and “*Issue Related Information*” on pages 32 and 77 respectively, of this Tranche I Prospectus.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche I Prospectus to “India” are to the Republic of India and its territories and possessions and all references to the “Government”, the “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references in the Shelf Prospectus and this Tranche I Prospectus to “India” are to the Republic of India and its territories and possessions.

Presentation of Financial Information

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year or fiscal are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche I Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31 of that calendar year.

Our Company publishes its financial statements in Rupees. Our Company’s financial statements as at and for the year ended March 31, 2024, 2023 and 2022, has been prepared in accordance with Ind AS.

The Audited Financial Statement and the Unaudited Financial Results are included in this Shelf Prospectus. The auditors reports on the Audited Financial Statement and the Limited Review Report on the Unaudited Financial Results, as issued by our Statutory Auditors, S. N. Dhawan & CO LLP, Chartered Accountants and Arora & Choudhary Associates, Chartered Accountants, are included in this Shelf Prospectus in “*Financial Statements*” on page 211 of the Shelf Prospectus.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

Unless stated otherwise, the financial data for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022 has been derived from the Audited Financial Statement and for quarter ended June 30, 2024 has been derived from the Unaudited Financial Results, included in the Shelf Prospectus.

Unless stated otherwise and unless the context requires otherwise, the financial data used in the Shelf Prospectus is on a consolidated basis.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. We urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Audited Financial Statement and the Unaudited Financial Results in this Shelf Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Shelf Prospectus should accordingly be limited.

Non-GAAP Financial Measures

Net worth, Non-Financial Assets (excluding property, plant and equipment), Total Debts to Total Assets and Total Debt/Total Equity (together, “**Non-GAAP Financial Measures**”), presented in the Shelf Prospectus are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies in financial services industry may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance.

Currency and Unit of Presentation

In this Tranche I Prospectus, references to “₹”, “Indian Rupees”, “INR”, “Rs.” and “Rupees” are to the legal currency of India, references to “US\$”, “USD”, and “U.S. Dollars” are to the legal currency of the United States of America, as amended from time to time. Except as stated expressly, for the purposes of this Tranche I Prospectus, data will be given in ₹ in crore.

Certain figures contained in this Tranche I Prospectus, have been subject to rounding adjustments. Unless set out otherwise, all figures in decimals, including percentage figures, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Industry and Market Data

Any industry and market data used in the Shelf Prospectus consists of estimates based on data reports compiled by Government bodies, professional organisations and analysts, data from other external sources including CRISIL, available in the public domain and knowledge of the markets in which we compete. These publications generally state that the information contained therein has been obtained from publicly available documents from various sources believed to be reliable, but it has not been independently verified by us, its accuracy and completeness is not guaranteed, and its reliability cannot be assured. Although we believe that the industry and market data used in the Shelf Prospectus is reliable, such data has not been independently verified by us. The data used in these sources may have been reclassified by us for purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in the Shelf Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies, and assumptions may vary widely among different market and industry sources.

Given that we have compiled, extracted and reproduced data from external sources, including third parties, trade, industry or general publications, we accept responsibility for accurately reproducing such data. However, neither we nor the Lead Managers have independently verified this data and neither we nor the Lead Managers make any representation regarding the accuracy of such data. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Lead Managers can assure potential investors as to their accuracy.

Exchange Rates

The exchange rates Rupees (₹) vis-a-vis of USD, as of June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 are provided below:

Currency	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.45	83.37	82.22	75.80

Source: <https://www.fbil.org.in/#/home> and <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>.

In the event that March 31/June 30 of any of the respective financial year is a public holiday, the previous calendar day not being a public holiday has been considered.

The above exchange rates are for the purpose of information only and may not represent the rates used by the Company for purpose of preparation or presentation of its financial statements. The rates presented are not a guarantee that any person could have on the relevant date converted any amounts at such rates or at all.

General Risks

Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under “Risk Factors” on page 19 of the Shelf Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor’s decision to purchase such securities.

FORWARD LOOKING STATEMENTS

Certain statements contained in the Shelf Prospectus and this Tranche I Prospectus that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek”, “should”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans, or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability, new business and other matters discussed in the Shelf Prospectus and this Tranche I Prospectus that are not historical facts. These forward-looking statements contained in the Shelf Prospectus and this Tranche I Prospectus (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause results to differ materially from our Company’s expectations include, among others:

- our ability to manage our credit quality;
- interest rates and inflation in India;
- volatility in interest rates for our lending and investment operations as well as the rates at which our Company borrows from banks/financial institution;
- general, political, economic, social and business conditions in Indian and other global markets;
- our ability to successfully implement our strategy, growth and expansion plans;
- competition from our existing as well as new competitors;
- change in the government regulations and/or directions issued by the RBI in connection with NBFCs and ICCs;
- availability of adequate debt and equity financing at commercially acceptable terms;
- performance of, and the prevailing conditions affecting, the real estate market in India;
- performance of the Indian debt and equity markets; and
- our ability to comply with certain specific conditions prescribed by the GoI in relation to our business changes in laws and regulations applicable to companies in India, including foreign exchange control regulations in India.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited, to those discussed under the sections “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on pages 19, 109 and 146 of the Shelf Prospectus, respectively.

The forward-looking statements contained in the Shelf Prospectus and this Tranche I Prospectus are based on the beliefs of management, as well as the assumptions made by, and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable as of the date of the Shelf Prospectus and this Tranche I Prospectus, our Company cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Neither the Lead Managers, our Company, its Directors and its officers, nor any of their respective affiliates or associates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI NCS Regulations, our Company and the Lead Managers will ensure that investors in India are informed of material developments between the date of filing the Shelf Prospectus and this Tranche I Prospectus with the RoC and the date of obtaining listing and trading approval for the NCDs issued pursuant to the Tranche I Issue.

SECTION II: INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated as ‘Indiabulls Housing Finance Limited’, a public limited company under the provisions of the Companies Act, 1956 on May 10, 2005 pursuant to a certificate of incorporation issued by the Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”) and commenced its business on January 10, 2006 pursuant to a certificate of commencement of business issued by RoC. Subsequently, pursuant to the Board resolution dated June 6, 2023 and the special resolution passed at the AGM dated September 25, 2023, the name of our Company was changed to “Sammaan Capital Limited” and a fresh certificate of incorporation was issued by the RoC. The CIN of our Company is L65922DL2005PLC136029. Further, by notification on September 19, 2007, our Company was specified as a ‘financial institution’ by the Central Government for the purposes of the SARFAESI ACT, 2002.

Pursuant to the resolution passed by our shareholders at the AGM held on September 25, 2023 and an application filed by the Company to the Reserve Bank of India (“RBI”), the Company was granted a certificate of registration dated June 28, 2024, bearing registration number N-14.03624, as a non-banking financial company without accepting public deposits by RBI in accordance with Section 45IA of Reserve Bank of India Act, 1934 (“COR”). The RBI also approved the change of name of the Company to “Sammaan Capital Limited” under the COR, which was given effect to on the date of receipt of the COR by the Company (being July 2, 2024). Additionally, the Company has received a fresh certificate of incorporation dated May 21, 2024 from the Ministry of Corporate Affairs pursuant to its change of name to Sammaan Capital Limited. For further details regarding changes to the name, certificate of registration and registered office of our Company, please see “*History and other Corporate Matters*” on page 174 of the Shelf Prospectus. For further details regarding the business of our Company, see “*Our Business*” on page 146 of the Shelf Prospectus.

Registered Office

5th Floor, Building No. 27
KG Marg Connaught Place
New Delhi – 110 001, India
Tel: +91 11 4353 2950
Fax: +91 11 4353 2947
Email: homeloans@sammaancapital.com
Website: www.sammaancapital.com

Corporate Office(s)

One International Center
Tower 1, 18th Floor, Senapati Bapat Road
Mumbai – 400 013
Maharashtra, India
Tel: +91 22 6189 1400
Fax: +91 22 6189 1416

Plot No. 422B,
Udyog Vihar, Phase-IV
Gurugram – 122 016
Haryana, India
Tel: +91 12 4668 1199
Fax: +91 12 4668 1111

Email: homeloans@sammaancapital.com

Website: www.sammaancapital.com

RBI Registration No.: N-14.03624

Corporate Identification Number: L65922DL2005PLC136029

Legal Entity Identifier: 335800A2A3G53ZQZTQ21

PAN No.: AABCI3612A

Contents of the Memorandum of Association of the Company as regards its objects

For information on the Company’s main objects, please see the section titled “*History and Other Corporate Matters – Main Objects of our Company*” on page 174 of the Shelf Prospectus. The Memorandum of Association of the Company is a material document for inspection in relation to the Tranche I Issue. For further details, see the section titled “*Material Contracts and Documents for Inspection*” on page 140.

Liability of the members of the Company

Limited by shares.

Registrar of Companies

Registrar of Companies

Delhi and Haryana at New Delhi

4th Floor, IFCI Tower
61, Nehru Place
New Delhi – 110 019, India
Tel: +91 11 2623 5703, +91 11 2623 5708
Fax No.: +91 11 2623 5702

Chief Financial Officer

The details of our Chief Financial Officer are set out below:

Mukesh Kumar Garg

Chief Financial Officer

Plot No. 422B,
Udyog Vihar, Phase-IV,
Gurugram – 122 016, Haryana
Tel: +91 124 668 1199
Fax: +91 124 668 1240
Email: mukesh.garg@sammaancapital.com

Compliance Officer and Company Secretary

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

Amit Kumar Jain

Company Secretary and Compliance Officer

Plot No. 422B,
Udyog Vihar, Phase-IV,
Gurugram, Haryana – 122 016
Tel: +91 124 668 1199
Fax: +91 124 668 1240
Email: ajain@sammaancapital.com

Lead Managers



Nuvama Wealth Management Limited

801-804, Wing A, Building No 3
Inspire BKC, G Block,
Bandra Kurla Complex
Bandra East, Mumbai – 400 051
Tel: +91 22 4009 4400
Facsimile No: NA
Email: scl.ncd@nuvama.com
Investor Grievance Email: customerservice.mb@nuvama.com
Website: www.nuvama.com
Contact Person: Saili Dave
Compliance Officer: Bhavana Kapadia
SEBI Registration No.: INM000013004
CIN: L67110MH1993PLC344634

**Elara Capital (India) Private Limited**

One International Center, Tower 3, 21st Floor
Senapati Bapat Marg, Elphinstone Road (West)
Mumbai – 400 013, Maharashtra, India
Tel: +91 22 6164 8599

Email: scl.ncd@elaracapital.com

Investor Grievance Email: mb.investorgrievances@elaracapital.com

Website: www.elaracapital.com

Contact Person: Astha Daga

Compliance Officer: Amit Bondre

SEBI Registration No.: INM000011104

CIN: U65993MH2006PTC164708



TRUST
In Partnership. With Trust.

Trust Investment Advisors Private Limited

109/110, Balarama, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051
Maharashtra, India

Tel: +91 22 4084 5000

Fax: +91 22 4084 5066

Email: ihfl.ncd@trustgroup.in

Investor Grievance Email: customercare@trustgroup.in

Website: www.trustgroup.in

Contact Person: Hani Jalan

Compliance Officer: Aayushi Mulasi

SEBI Registration No.: INM000011120

CIN: U67190MH2006PTC162464

Consortium Members**Nuvama Wealth and Investment Limited**

(formerly known as Edelweiss Broking Limited)

801-804, Wing A, Building No 3

Inspire BKC, G Block

Bandra Kurla Complex

Bandra East, Mumbai – 400 051

Tel: +91 22 6620 3030

Fax: N.A.

Email: amit.dalvi@nuvama.com / prakash.boricha@nuvama.com

Investor Grievance Email: helpdesk@nuvama.com

Website: www.nuvamawealth.com

Contact Person: Amit Dalvi / Prakash Boricha

SEBI Registration No.: INZ000005231

**Elara Securities (India) Private Limited**

One International Center, Tower 3, 21st Floor,
Senapati Bapat Marg, Elphinstone Road (West)
Mumbai – 400 013, Maharashtra, India

Tel: +91 22 6164 8500

Fax: +91 22 6164 8569

Email: eq.ops@elaracapital.com

Investor Grievance Email: investor.grievances@elaracapital.com
Website: www.elarasecurities.com
Contact Person: Mr. Sujit Kumar Samantaray
SEBI Registration No.: INZ000238236



Trust Financial Consultancy Services Private Limited

1101, Naman Centre, 'G' Block
C-31, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Maharashtra, India
Tel: +91 22 4084 5000
Fax: +91 22 4084 5066
E-mail: ihfl.ncd@trustgroup.in, pranav.inamdar@trustgroup.in,
Investor Grievance Email: grievances@trustgroup.in
Website: www.trustgroup.in
Contact Person: Pranav Inamdar
SEBI Registration No.: INZ000238639



Trust Securities Services Private Limited

1202, Naman Centre, 'G' Block
C-31, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Maharashtra, India
Tel: +91 22 2656 7536
Fax: +91 22 2656 6598
E-mail: ihfl.ncd@trustgroup.in, pranav.inamdar@trustgroup.in
Investor Grievance Email: tssgrievances@trustgroup.in
Website: https://trustsecurities.in
Contact Person: Pranav Inamdar
SEBI Registration No.: INZ000158031

Debenture Trustee



IDBI Trusteeship Services Ltd

IDBI Trusteeship Services Limited

Universal Insurance Building,
Ground Floor, Sir P. M. Road, Fort,
Mumbai – 400 001, Maharashtra, India
Tel: +91 22 4080 7073
Fax: +91 22 6631 1776
Email: itsl@idbitrustee.com / ashishnaik@idbitrustee.com
Investor Grievance Email: response@idbitrustee.com
Website: www.idbitrustee.com
Contact Person: Ashish Naik
Compliance Officer: Sumit Panjabi
SEBI Registration No.: IND000000460

IDBI Trusteeship Services Limited has, pursuant to Regulation 8 of SEBI NCS Regulations, by its letter dated July 23, 2024, given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and the relevant Tranche Prospectus(es) and in all the subsequent periodical

communications sent to the holders of the NCDs issued pursuant to the Issue. Please see **Annexure C** of this Tranche I Prospectus.

All the rights and remedies of the NCD Holders under this Tranche I Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the NCD Holders. All investors under this Tranche I Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Tranche I Issue to act as their trustee and for doing such acts, deeds, matters, and things in respect of or relating to the Debenture Holders as the Debenture Trustee may in his absolute direction deem necessary or require to be done in the interest of Debenture Holders and signing such documents to carry out their duty in such capacity. Any payment by our Company to the NCD Holders / Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the NCD Holders. For details on the terms of the Debenture Trust Deed, please see “*Issue Related Information*” on page 77.

Registrar to the Issue



KFin Technologies Limited

Selenium Tower B, Plot No – 31 and 32,
Financial District, Nanakramguda, Serilingampally
Hyderabad Rangareddi – 500 032, Telangana, India

Tel: +91 40 6716 2222

Fax: +91 40 6716 1563

Toll free number: 18003094001

Email: scl.ncdipo@kfintech.com

Investor Grievance Email: einward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: M Murali Krishna

Compliance Officer: Ms. Sneha Jadhav

SEBI Registration Number: INR000000221

CIN: L72400TG2017PLC117649

KFin Technologies Limited (*formerly known as KFIN Technologies Private Limited*) has, by its letter dated July 22, 2024, given its consent for its appointment as the Registrar to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche I Issue.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-Issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit, refund orders, transfers etc.

All grievances relating to this Tranche I Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, Permanent Account Number, number of NCDs applied for, Series of NCDs applied for, amount paid on application, Depository Participant name and client identification number, and the collection centre of the Members of the Consortium where the Application was submitted and ASBA Account number (for Applicants other than Retail Individual Investors bidding through the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of Retail Individual Investors bidding through the UPI mechanism. Further, the Applicants shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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

All grievances related to the UPI process may be addressed to the Stock Exchanges, which shall be responsible for addressing investor grievances arising from the applications submitted online through the application based / web interface platform of Stock Exchanges or through their Trading Members. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

All grievances arising out of Applications for the NCDs made through the online Stock Exchange mechanisms or through Trading Members may be addressed directly to the respective Stock Exchanges.

Joint Statutory Auditors

S.N. Dhawan & CO LLP

Chartered Accountants

Plot No. 51-52, 2nd Floor

Sector – 18, Phase IV, Udyog Vihar

Gurugram – 122 016, Haryana

Tel: +91 124 481 4410

Email: rahul.singhal@sndhawan.com

ICAI Firm registration number: 000050N/N500045

Peer Review Certificate Number: 014000

Contact Person: Rahul Singhal, Partner

Date of appointment as Statutory Auditor: November 15, 2021

Arora & Choudhary Associates

Chartered Accountants

Plot No. 8/28, W.E.A.

Abdul Aziz Road

Karol Bagh, New Delhi – 110 005

Tel: +91 11 4145 1114

Email: vk.choudhary@arorachoudhary.com

ICAI Firm registration number: 003870N

Peer Review Certificate Number: 015874

Contact Person: Vijay Kumar Choudhary, Partner

Date of appointment as Statutory Auditor: November 15, 2021

Tax Auditor

Ajay Sardana Associates

Chartered Accountants

Address: D 118, Saket, New Delhi - 110017

Tel: +91 11 4166 3630

Email: rahul.mukhi@asardanaco.in

ICAI Firm registration number: 016827N

Contact Person: Mr. Rahul Mukhi, Partner

Credit Rating Agencies

CRISIL

Ratings

CRISIL Ratings Limited (a subsidiary of CRISIL Limited)

CRISIL House, Central Avenue

Hiranandani Business Park, Powai

Mumbai – 400 076, Maharashtra, India

Telephone: +91 22 3342 3000

Email: crisilratingdesk@crisil.com

Website: www.crisilratings.com

Contact Person: Ajit Velonie

SEBI Registration No: IN/CRA/001/1999

CIN: U67100MH2019PLC326247



ICRA Limited

Electric Mansion, 3rd Floor

Appasaheb Marathe Marg,

Prabhadevi, Mumbai – 400 025,
Maharashtra, India
Telephone: +91 22 6114 3406
Email: shivakumar@icraindia.com
Website: www.icra.in
Contact Person: L Shivakumar
SEBI Registration No: IN/CRA/008/15
CIN: L74999DL1991PLC042749

Credit Rating and Rationale

The NCDs proposed to be issued pursuant to this Tranche I Issue have been rated “**CRISIL AA/Stable**” (pronounced as CRISIL double A rating with stable outlook) by CRISIL Ratings Limited *vide* their letter bearing reference number RL/IDHFL/345311/RBOND/0524/89801/78382001 dated May 31, 2024 and revalidated *vide* their letter dated July 9, 2024, read with rationale dated May 31, 2024; and “**[ICRA]AA (Stable)**” (pronounced as ICRA double A rating with a stable outlook) by ICRA *vide* their letter bearing reference number ICRA/Indiabulls Housing Finance Limited/27062024/01 dated June 27, 2024 and revalidated *vide* their letter dated July 9, 2024, read with rationale dated June 27, 2024. The rating given by the Credit Rating Agencies is valid as on the date of this Tranche I Prospectus and shall remain valid until the rating is revised or withdrawn. There are no unaccepted ratings or any other ratings obtained for the Tranche I Issue other than as specified in this Tranche I Prospectus. The ratings are valid as on the date of issuance and listing. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. These ratings are subject to suspension, revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings. For the rationale for these ratings, see **Annexure A** and **Annexure B** of this this Tranche I Prospectus.

Disclaimer clause of CRISIL Ratings

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Legal Counsel to the Issue



Khaitan & Co

One World Centre
13th & 10th Floor, Tower 1C
Senapati Bapat Marg
Mumbai – 400 013
Maharashtra, India
Tel: +91 22 6636 5000
Website: www.khaitanco.com

Bankers to the Issue

Public Issue Account Bank, Sponsor Bank and Refund Bank



We understand your world

HDFC Bank Limited

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, India
Tel No: +91 22 3075 2929/28/14
Fax: +91 22 2579 9801
Email: siddharth.jadhav@hdfcbank.com, sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com,
tushar.gavankar@hdfcbank.com, pravin.teli2@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Eric Bacha/ Sachin Gawade/ Pravin Teli/ Siddharth Jadhav/ Tushar Gavankar
SEBI Registration No.: INBI00000063
CIN: L65920MH1994PLC080618

Recovery Expense Fund

Our Company has already created a recovery expense fund in the manner as specified by SEBI in circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 as amended from time to time and Regulation 11 of the SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA and UPI Mechanism process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> respectively as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms and UPI Mechanism through app/web interface from the Designated Intermediaries, refer to the above-mentioned links.

In relation to Applications submitted to a Member of the Consortium, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Member of the Consortium at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) or any such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to ASBA Applications submitted to the Members of the Syndicates or the Trading Members of the Stock Exchanges only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Members of the Syndicate or the Trading Members of the Stock Exchanges is provided on <http://www.sebi.gov.in/> or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchanges only in the Specified Cities, see the above-mentioned web-link.

In relation to bids submitted under the ASBA process to a Member of the Consortium, the list of branches of the SCSBs at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of the ASBA Forms and Application Forms where investors have opted for payment via the UPI Mechanism, from the Members of the Consortium is available on the website of SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Consortium at Specified Locations, see the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Broker Centres / Designated CDP Locations / Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL /11/2015 dated November 10, 2015 and the ASBA Circular, Applicants can submit the Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Impersonation

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

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

Underwriting

This Tranche I Issue is not underwritten.

Arrangers to the Issue

There are no arrangers to the Tranche I Issue.

Guarantor to the Issue

There are no guarantors to the Tranche I Issue.

Minimum Subscription

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of the Base Issue Size, prior to the Tranche I Issue Closing Date, the entire subscription amount shall be unblocked in the Applicants ASBA Account within eight Working Days from the date of closure of the Issue or such time as may be specified by SEBI. In the event, there is a delay by our Company in unblocking the aforesaid ASBA Account within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard included in the SEBI Master Circular.

Utilisation of Issue proceeds

For details on utilisation of Issue proceeds, please see “*Objects of the Tranche I Issue*” on page 32.

Tranche I Issue Schedule

TRANCHE I ISSUE PROGRAMME*	
Tranche I Issue Opens on	Friday, September 6, 2024
Tranche I Issue Closes on	Thursday, September 19, 2024
Pay in Date	Application Date. The entire Application Amount is payable on Application
Deemed Date of Allotment	The date on which the Board or the Securities Issuance and Investment Committee approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the Board of Directors or the Securities Issuance and Investment Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified in this Tranche I Prospectus) shall be available to NCD Holders from the Deemed Date of Allotment.

* The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Managers, consider closing the Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of ten working days from the date of opening of the Tranche I Issue and subject to not exceeding thirty days from filing of this Tranche I Prospectus with ROC including any extensions), as may be decided by the Board of Directors of our Company or Securities Issuance and Investment Committee thereof, subject to relevant approvals, in accordance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of this Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date. For further details please refer to the section titled “*Issue Related Information*” on page 77.

Application Forms for the Tranche I 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 Tranche I Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (i) by the Consortium or the Trading Members of the Stock Exchanges, as the case maybe, at the centres mentioned in Application Form through the ASBA mode, (a) directly by the Designated Branches of the SCSBs or (b) by the centres of the Consortium, sub-brokers or the Trading Members of the Stock Exchanges, as the case maybe, only at the selected cities. On the Tranche I Issue Closing Date Application Forms will be accepted only between 10 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. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day after the Tranche I Issue Closing Date For further details please refer to the chapter titled “*Issue Related Information*” on page 77.

Due to limitation of time available for uploading the Applications on the Tranche I 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 Tranche I Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I 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 Tranche I Issue. Application Forms will only be accepted on Working Days during the Tranche I Issue Period. Neither our Company, nor the Lead Managers 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, within each category of investors the Basis of Allotment under the Tranche I Issue will be on a date priority basis except on the day of oversubscription and thereafter, if any, where the Allotment will be proportionate.

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

Inter-se Allocation of Responsibilities among the Lead Managers

The following table sets forth the inter-se allocation of responsibilities and coordination for various activities among the Lead Managers:

Sr. No.	Activities	Responsibility	Coordinator
1.	Due diligence of Issuer's operations/ management/ business plans/ legal etc. Drafting and design of the Issue Documents. (The Merchant Bankers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange, RoC and SEBI including finalization of Issue Documents and RoC filing).	Nuvama, Trust and Elara	Nuvama
2.	Co-ordination with Auditors. Co-ordination with lawyers for legal opinion.	Nuvama, Trust and Elara	Nuvama
3.	Structuring of various issuance options with relative components and formalities etc.	Nuvama, Trust and Elara	Nuvama
4.	Preparation and finalisation of Application Form	Nuvama, Trust and Elara	Trust
5.	Drafting and design of the statutory advertisement	Nuvama, Trust and Elara	Trust
6.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (5) above including corporate advertisement, brochure, etc.	Nuvama, Trust and Elara	Elara
7.	Appointment of other intermediaries viz., Registrar(s), Printers, Debenture Trustee, Consortium Members, Advertising Agency and Bankers to the Issue	Nuvama, Trust and Elara	Nuvama
8.	Preparation of road show presentation, FAQs	Nuvama, Trust and Elara	Elara

Sr. No.	Activities	Responsibility	Coordinator
9.	Individual/ HUF marketing strategy which will cover, inter alia: a. Finalize collection centers b. Follow-up on distribution of publicity and Issue material including form, Prospectus and deciding on the quantum of the Issue material	Nuvama, Trust and Elara	Trust
10.	Institutional and Non-institutional marketing strategy which will cover <i>inter alia</i> : a. Finalize media, marketing and public relation strategy and publicity budget b. Finalize the list and division of investors for one on one meetings c. Finalize centers for holding conferences for brokers, etc.	Nuvama, Trust and Elara	Trust and Elara
11.	Coordination with the stock exchange for the bidding software	Nuvama, Trust and Elara	Trust
12.	Coordination for security creation by way of execution of Debenture Trust Deed/ Deed of Hypothecation	Nuvama, Trust and Elara	Trust
13.	Post-issue activities including - a. Co-ordination with Bankers to the Issue for management of Escrow account(s) and timely submission of Application Forms to RTA and daily collection figures under different categories. b. Co-ordination with the Registrars and the Bankers to the Issue for timely submission of certificate, finalization of basis of allotment and allotment of bonds.	Nuvama, Trust and Elara	Nuvama
14.	Co-ordination with the Registrar for dispatch of allotment and refund advices, dispatch of debenture certificates and credit of bonds.	Nuvama, Trust and Elara	Nuvama
15.	Finalization of draft of other stationery items like refund order, allotment & refund advice, bond certificate, LoA etc.	Nuvama, Trust and Elara	Trust
16.	Coordination with Registrar & Stock Exchanges for completion of listing and trading.	Nuvama, Trust and Elara	Nuvama
17.	Redressal of investor grievances in relation to post issue activities	Nuvama, Trust and Elara	Nuvama

OBJECTS OF THE TRANCHE I ISSUE

Tranche I Issue Proceeds

Our Company has filed the Shelf Prospectus for a public issue of secured, redeemable, NCDs for an amount aggregating up to ₹2,000 crores (the “**Shelf Limit**”). The NCDs will be issued in one or more tranches up to the Shelf Limit, on the terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue, which should read together with the Shelf Prospectus.

Our Company is offering NCDs of face value of ₹ 1,000 each for an amount of ₹ 125 crore with an option to retain oversubscription up to ₹ 125 crore, aggregating up to ₹ 250 crore being offered by way of this Tranche I Prospectus, which should be read together with the Shelf Prospectus filed with the RoC, Stock Exchange and SEBI.

The Tranche I Issue is being made pursuant to the provisions of the SEBI NCS Regulations and the Companies Act and the rules made there under. Our Company proposes to utilize the proceeds raised through the Tranche I Issue, after deducting the Tranche I Issue related expenses to the extent payable by our Company (“**Net Proceeds**”) towards funding the objects listed under this section.

The details of the proceeds of this Tranche I Issue are set forth in the following table:

(₹ in crores)

Sr. No.	Description	Amount
1.	Gross Proceeds of the Issue	250.00
2.	Issue Related Expenses*	7.53
3.	Net Proceeds (i.e., Gross Proceeds less Issue related expenses)	242.47

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

Requirement of funds and Utilisation of Net Proceeds

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

Sr. No.	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company*	At least 75%
2.	General corporate purposes**	Up to 25%
	Total	100%

* Our Company shall not utilise the proceeds of this Tranche I Issue towards payment of prepayment penalty, if any.

** The Net Proceeds will be first utilised towards the Objects mentioned above. The balance is proposed to be utilised for general corporate purposes, subject to such utilisation not exceeding 25% of the amount raised in the Issue, in compliance with the SEBI NCS Regulations.

The main objects clause of the Memorandum of Association of the Company permits the Company to undertake its existing activities as well as the activities for which the funds are being raised through the Tranche I Issue.

Tranche I Issue related expenses break-up

The expenses for this Tranche I Issue include, inter alia, lead management fees and selling commission to the Lead Managers, Consortium Members and intermediaries as provided for in the SEBI Master Circular, fees payable to debenture trustees, the Registrar to the Issue, SCSBs’ commission/ fees, printing and distribution expenses, legal fees, advertisement expenses, listing fees and any other expense directly related to the Issue. The Tranche I Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for this Tranche I Issue is as specified below:

Particular	Amount (₹ in crore)*	As percentage of Tranche I Issue proceeds (in %)	As percentage of total expenses of the Tranche I Issue (in %)
Lead managers fees	0.65	0.26%	8.63%

Particular	Amount (₹ in crore)*	As percentage of Tranche I Issue proceeds (in %)	As percentage of total expenses of the Tranche I Issue (in %)
Underwriting commission	-	0.00%	0.00%
Brokerage, selling commission and upload fees	2.50	1.00%	33.20%
Fee Payable to the registrar to the issue	0.08	0.03%	1.06%
Fees payable to the legal advisors	0.65	0.26%	8.63%
Advertising and marketing expenses	3.00	1.20%	39.84%
Fees payable to the regulators including stock exchanges	0.50	0.20%	6.64%
Expenses incurred on printing and distribution of issue stationary	0.15	0.06%	1.99%
Any other fees, commission or payments under whatever nomenclature	-	0.00%	0.00%
Grand Total	7.53	3.01%	100.00%

* The above expenses are subject to applicable taxes as per the agreed terms of engagement with respective agency.

Note: The expenses above are indicative and are subject to change depending on the actual level of subscription to the proposed Tranche I Issue, the number of allottees, market conditions and other relevant factors.

Further, the above expenses are based on the assumption that the Tranche I Issue is fully subscribed, and our Company retains oversubscription as per the Issue Documents, aggregating to ₹ 250.00 crore.

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Managers/ Consortium Members/ Trading Members and submitted to the SCSBs for blocking the Application Amount of the Applicant, at the rate of ₹ 15 per Application Form procured, as finalized by the Company. However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee. Further, our Company shall pay the Sponsor Bank ₹8 for every valid Application that is blocked.

The payment will be made on the basis of valid invoices within such timelines mutually agreed to/prescribed by the Company with the Designated Intermediaries.

Purpose for which there is a Requirement of Funds

As stated in “- *Tranche I Issue Proceeds*” above.

Funding plan

Our Company confirms that for the purpose of this Tranche I Issue, funding plan will not be applicable.

Summary of the project appraisal report

Our Company confirms that for the purpose of this Tranche I Issue, project appraisal report will not be applicable.

Schedule of implementation of the project

Not Applicable

Interim Use of Proceeds

Our Board of Directors, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Tranche I Issue. Pending utilisation of the proceeds out of the Tranche I Issue for the purposes described above, our Company intends to temporarily invest funds in high-quality interest-bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board. Such investment would be in accordance with the investment policies approved by the Board or Securities Issuance and Investment Committee from time to time.

General Corporate Purposes

Our Company intends to deploy up to 25% of the amount raised and allotted in the Tranche I Issue for general corporate purposes including but not restricted to routine capital expenditure, renovations, strategic initiatives, meeting any expenditure in relation to our Company as well as meeting exigencies which our Company may face in the ordinary course of business, or any other purposes as may be approved by our Board of Directors or duly authorized committee thereof.

Monitoring of Utilisation of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. The Board and Audit Committee shall monitor the utilisation of the proceeds of this Tranche I Issue. For the relevant Financial Years commencing from Fiscal 2025, our Company will disclose in our financial statements, the utilisation of the net proceeds of this Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche I Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of this Tranche I Issue. Our Company shall utilise the proceeds of this Tranche I Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchanges. Further, in accordance with the SEBI Listing Regulations, our Company shall within forty-five days from the end of every quarter submit to the Stock Exchange(s), a statement indicating the utilization of issue proceeds of the NCDs, which shall be continued to be given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved. In case of any material deviation in the use of proceeds as compared to the objects of the issue, the same shall be indicated in the format as specified by SEBI from time to time. Our Company shall utilise the proceeds of the Tranche I Issue only upon execution of the documents for creation of Security and the Debenture Trust Deed and receipt of the listing and trading approval from the Stock Exchanges as stated in the Shelf Prospectus and this Tranche I Prospectus in the section titles “*Terms of the Issue*” on page 92.

Other Confirmation

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Tranche I Issue.

No part of the proceeds from this Tranche I Issue will be paid by us as consideration to our Directors or our Key Managerial Personnel or Senior Management Personnel.

Our Company confirms that it will not use the proceeds, or any part of the proceeds of the Tranche I Issue, directly or indirectly for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding 50% thereof, directly or indirectly in the purchase or acquisition of any immovable property or acquisition of securities of any other body corporate.

The Tranche I Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property. The Tranche I Issue proceeds shall not be used for buying, trading or otherwise dealing in equity shares of any listed company.

Variation in terms of contract or objects

The Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Tranche I Prospectus is issued, except as may be prescribed under the applicable laws and under Section 27 of the Companies Act, 2013. Further, in accordance with the SEBI Listing Regulations, in case of any material deviation in the use of proceeds as compared to the objects of the issue, the same shall be indicated in the format as specified by SEBI from time to time.

Utilisation of Tranche I Issue Proceeds

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013 and the SEBI NCS Regulations, and our Company will comply with the conditions as stated therein, and these monies will be transferred to Company’s bank account after receipt of listing and trading approvals;
2. The allotment letter shall be issued, or application money shall be refunded in accordance with the Applicable Law failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;

3. Details of all utilised and unutilised monies out of the monies collected out of Tranche I Issue and previous issues made by way of public offers, if any, shall be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such issue remain unutilised, indicating the purpose for which such monies have been utilised and the securities or other forms of financial assets in which such unutilized monies have been invested;
4. The Tranche I Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property;
5. We shall utilise the Tranche I Issue proceeds only after (i) receipt of minimum subscription, i.e., 75% of the Base Issue Size pertaining to this Tranche I Issue; (ii) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (iii) creation of security; (iv) obtaining requisite permissions or consents for creation of *pari passu* charge over assets sought to be provided as Security; (v) obtaining listing and trading approval as stated in the section titled “*Issue Structure*” on page 77;
6. The Tranche I Issue proceeds shall be utilised in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI or any other statutory authority from time to time. Further the Tranche I Issue proceeds shall be utilised only for the purpose and objects stated in the Offer Documents; and
7. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 6 Working days from the Tranche I Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws.

Benefit or Interest accruing to Directors or promoter out of the Objects of the Tranche I Issue

There is no benefit or interest accruing to the Directors from the Objects of the Tranche I Issue. Our Company is a professionally managed company and does not have any identifiable promoters in terms of SEBI ICDR Regulations.

STATEMENT OF POSSIBLE TAX BENEFITS

Date: August 28, 2024

Ref. No.: ASA/2024-25/014

To,

The Board of Directors

Sammaan Capital Limited (formerly known as *Indiabulls Housing Finance Limited*)

5th Floor, Building No. 27

KG Marg Connaught Place

New Delhi – 110 001, India

Dear Sirs,

Subject: Proposed public issue by Sammaan Capital Limited (formerly known as *Indiabulls Housing Finance Limited*) (the “Company” or the “Issuer”) of secured redeemable non-convertible debentures of face value of ₹ 1,000 each (the “NCDs”) for an amount aggregating up to ₹ 2,000 crores (the “Shelf Limit”, and such offering, the “Issue”). The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in separate Tranche Prospectus(es) for each Tranche Issue.

1. We confirm that the enclosed Annexure prepared by Sammaan Capital Limited (formerly known as *Indiabulls Housing Finance Limited*) (“the **Company**”) provides the possible tax benefits available to the debenture holders of the Company under the Income-tax Act, 1961 (“the **Act**”) applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India, for the purpose of inclusion in the Shelf Prospectus and Tranche I Prospectus of the Company prepared under the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (the “**Regulations**”) to be filed / submitted with the Securities and Exchange Board of India (“**SEBI**”), National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (together with NSE, the “**Stock Exchanges**”), and also in all related advertisements and communications sent pursuant to the Issue (collectively, the “**Offer Documents**”) in connection with the “Issue” of the Company, and has been prepared by the Management of the Company, which we have initialed for identification purposes. Several of these benefits are dependent on the Company or its debenture holders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and / or its debenture holders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its debenture holders may or may not choose to fulfill.
2. The benefits discussed in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.
3. We are informed that the debentures of the Company will be listed on recognized stock exchanges in India. The Annexure has been prepared on that basis.
4. We do not express any opinion or provide any assurance as to whether:
 - i. the Company or its debenture holders will continue to obtain these benefits in future;
 - ii. the conditions prescribed for availing the benefits have been / would be met with; and
 - iii. the revenue authorities/courts will concur with the views expressed herein.
5. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
6. This report has been issued at the request of the Company for the purpose of inclusion in the Shelf Prospectus and Tranche I Prospectus in connection with its proposed Issue and should not be used by anyone else or for any other

purpose.

7. All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

For **Ajay Sardana Associates**

Chartered Accountants

Firm Registration No. 016827N

ICAI Peer review certificate No.: 013527

Rahul Mukhi

Partner

Membership No. 099719

Place: New Delhi

Date: August 28, 2024

UDIN: 24099719BKHBMQ6603

Encl: Annexure A

Annexure A

STATEMENT OF POSSIBLE TAX BENEFITS UNDER THE INCOME TAX ACT, 1961 (“IT ACT”) AVAILABLE TO THE DEBENTURE HOLDERS UNDER THE APPLICABLE INCOME-TAX LAWS IN INDIA

The information provided below sets out the possible tax benefits available to the Debenture Holders of the Company under the Act presently in force in India. The Annexure is based on the provisions of the IT Act, as on date, taking into account the amendments made by the Finance (No.2) Act, 2024 (FA 2024).

This Annexure intends to provide general information on the applicable provisions of the IT Act. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Several of these benefits are dependent on the Company or its Debenture Holders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act, 1961. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor advising the investor to invest money based on this Statement.

You should consult your own tax advisors concerning the Indian tax implications and consequences of purchasing, owning and disposing of the Debentures in your particular situation.

Taxability under the IT Act

1. Taxability under various heads of Income

The returns received by the investors from NCDs in the form of interest and the gains on the sale/ transfer of the NCD, may be characterized under the following broad heads of income for the purposes of taxation under the IT Act:

- Profits and gains from business;
- Income from capital gains; and
- Income from other sources.

The returns from the investment in the form of interest would generally be subject to tax under the head “income from other sources”. Under certain circumstances, depending upon the facts and circumstances of the taxpayer, the interest income may be subject to tax under the head “Profits and gains from business”.

The gains from the sale of the instrument or security may be characterized either as “Profits and gains from business” or as “Capital Gains”.

This is discussed in the following paragraph.

“Profit and gains from business” versus “Capital gains”

1. Taxability under various heads of Income (continued)

Gains from the transfer of securities/instruments of the investee companies may be characterized as “Capital Gains” or as “Profits and gains from business” in the hands of an investor, depending upon whether the investments in the NCD are held as ‘investments’ or as ‘stock in trade’. This can vary based on the facts of each investor’s case (taking into account factors such as the magnitude of purchases and sales, ratio between purchases and sales, the period of holding, whether the intention to earn a profit from sale or to earn interest etc.).

The investors may obtain specific advice from their tax advisors regarding the tax treatment of their investments.

2. Taxation of interest, profits from business and capital gains

Taxation of Interest

Income by way of interest received on debentures, bonds, and other debt instruments held as investments will be charged to tax as under the head “Income from Other Sources” at the rates applicable to the investor after deduction of expenses, if any, allowable under section 57 of the IT Act. These are essentially expenses (not being in the nature

of capital expenditure) laid out or expended wholly and exclusively for the purpose of earning the interest income.

In case of debentures, bonds or other debt instruments held as stock in trade and sold before their maturity, the interest accrued thereon till the date of sale and included in the sale price, may also be charged to tax as “business income” (treatment separately discussed below).

Further, in case of certain specific fixed income securities and certain debt instruments, purchased and held as investments and transferred prior to maturity, the gain from the transfer may also possibly be characterized as “capital gains” (treatment separately discussed below).

The investors may obtain specific advice from their tax advisors regarding the tax treatment of their investments.

Taxation of Profits and gains from business

As discussed above, depending on the particular facts of each case, the investments may, in certain cases, be regarded to be in the nature of stock in trade and, hence, the gains from the transfer/ sale of such investments would be considered to be in the nature of “Profits and gains from business”.

In such a scenario, the gains from the business of investing in the NCD may be chargeable to tax on a ‘net’ basis (that is, net of allowable deductions for expenses/allowances under Chapter IV –Part D of the IT Act). The “Profits and gains from business” so computed, as reduced on account of set-off of losses in accordance with Chapter VI of the IT Act and unabsorbed allowances, if any, would go to form part of the gross total income of the investor.

The gross total income would be reduced by deductions, if any, available under Chapter VI-A of the IT Act and the resultant total income would be subject to tax at the tax rates as applicable to the investor (Refer Note 1 and Note 2).

Based on section 145 of the IT Act, the timing of charging any income to tax would depend on the method of accounting followed by the taxpayer consistently (i.e., cash or mercantile).

Investors should obtain specific advice from their tax advisors regarding the manner of computing business income, the deductions available therefrom and the tax to be paid thereon.

Taxation of Capital Gains

As discussed above, based on the particular facts of each case, the investments may, in certain cases, be regarded to be in the nature of capital assets and hence the gains from the transfer/ sale of such investments would be considered to be in the nature of “capital gains”.

As per section 2(14) of the IT Act, the term ‘capital asset’ had been defined to inter alia mean any securities held by a foreign institutional investor which has invested in such securities in accordance with the regulations made under Securities and Exchange Board of India Act, 1992.

Period of holding –long-term & short-term capital assets.

As per section 2(29AA) read with section 2(42A) of the IT Act, listed NCDs are treated as long-term capital assets if held for more than twelve months immediately preceding the date of its transfer and consequently, the gain/ loss on transfer of such NCDs is treated as long term capital gain/ loss.

Accordingly, if listed NCDs are held for upto twelve months immediately preceding the date of its transfer, the same is treated as a short-term capital asset and the gain/ loss on transfer of such NCDs is treated as short-term capital gain/ loss.

The gains arising from the transfer of long-term capital assets are termed as long-term capital gains.

The gains arising from the transfer of short-term capital assets are termed as short-term capital gains.

Computation of capital gains

Capital gains are computed after reducing from the consideration received from the transfer of the capital asset, the cost of acquisition of such asset and the expenses incurred wholly and exclusively in connection with the transfer.

Nature of transactions and resultant capital gain treatment

The capital gains tax treatment of transactions is given in Note 4.

The following transactions would attract the “regular” capital gains tax provisions:

- Transactions of sale of debentures, bonds, listed or otherwise; and
- Transactions in structured debentures.

Set off of capital losses.

Long-term capital loss of a year can be set off only against long-term capital gains arising in that year or in subsequent years and cannot be set off against short-term capital gains arising in that year or in subsequent years. On the other hand, short-term capital loss in a year can be set off against both short-term and long-term capital gains of the same year or of subsequent years.

Unabsorbed short-term and long-term capital loss of prior years can be separately carried forward for not more than eight assessment years (“AY”) immediately succeeding the assessment year for which the first loss was computed. Unabsorbed short-term capital loss shall be eligible for set off against short-term capital gains as well as long-term capital gains. However, unabsorbed long-term capital loss shall be eligible to be set off only against long-term capital gains.

Rates of tax applicable to Individuals or HUF or other specified persons and Certain deductions available under Chapter VI-A of the IT Act

Vide Finance (No.2) Act 2024; for FY 2024-25 relevant to the AY 2025-26 and onwards, an Individual or Hindu Undivided Family (“HUF”) or Association of persons (“AOP”) (other than co-operative society), or body of individuals (BOI), whether incorporated or not, or an artificial juridical person referred to u/s 2 (31)(vii) of the Act shall be subjected to such tax rates as specified u/s 115BAC(1A) of the Act as discussed in detail under Note 1. While computing the income as per Section 115BAC(1A), w.e.f. FY 2024-25, certain deduction/ exemptions as specified u/s 10 and/or under Chapter VI of the Act shall not be available which are otherwise available.

However, where the individual or HUF or other specified person exercise the option u/s 115BAC(6) of the Act, certain deductions and exemptions are available while computing the Total Income.

Such Individuals or Hindu Undivided Families or other specified persons, exercising the option available u/s 115BAC(6), would be allowed a deduction in computing total income, inter alia, under section 80C of the IT Act for an amount not exceeding INR 150,000 with respect to sums paid or deposited in the previous year in certain specified schemes.

Further, the option to be assessed to tax in accordance with the provisions of section 115BAC(6) of the IT Act once exercised by an individual or HUF or other specified persons carrying on business or profession for any previous year can be withdrawn only once for a previous year other than the year in which it was exercised and thereafter, such individual or HUF or other specified persons shall never be eligible to exercise the option to be assessed in accordance with the provisions of section 115BAC(1A) of the Act except where such individual or HUF or other specified persons ceases to have any income from business or profession, in which case, the option to be assessed to tax as per the provisions of section 115BAC(1A) of the IT Act shall be available.

Alternate Minimum Tax (“AMT”)

The IT Act provides for the levy of AMT to tax investors (other than companies) at the rate of 18.5 per cent (plus applicable surcharge and health and education cess) on the adjusted total income. In a situation where the income-tax computed as per the normal provisions of the IT Act is less than the AMT on “adjusted total income”, the investor shall be liable to pay tax as per AMT. “Adjusted total income” for this purpose is the total income before giving effect to the deductions claimed under section C of chapter VI-A (other than section 80P) and deduction claimed, if any, under section 10AA and deduction claimed, if any, under section 35AD as reduced by the amount of depreciation allowable in accordance with the provisions of section 32 as if no deduction under section 35AD was allowed in respect of the assets on which the deduction under that section is claimed. AMT will not

apply to an Individual, HUF, AOP, BOI or an Artificial Juridical Person if the adjusted total income of such person does not exceed INR 20 lakhs. As per sub-section (5) to section 115JC of the IT Act, inserted by Finance Act, 2020, the provisions of AMT shall not be applicable in case of, inter alia, an individual or HUF who has exercised the option to be taxed as per the provisions of section 115BAC of the IT Act. Further, the credit of AMT can be further carried forward to fifteen subsequent years and set off in the year(s) where regular income tax exceeds the AMT. Vide Finance Act, 2022, the rate of AMT, from AY 2023-24, in case of Co-operative society has been reduced to 15% from the existing rate of 18.5%. Further, in case of unit located in an International Financial Services Centre and who derives its income solely in convertible foreign exchange, the rate of AMT has been reduced to 9%.

The provisions of AMT also provide that the Foreign Tax Credit (FTC) claimed against AMT liability which exceeds the FTC that would have been allowable while computing income under normal provisions, would be ignored while computing tax credit under AMT.

Certain amendments were made vide Finance Act, 2023 in section 115JC and 115JD, which are applicable from AY 2024-25. Pursuant to these amendments, the provisions of section 115JC and JD are not applicable to the persons who have exercised option referred to in sub-section (5) of section 115BAC or Sub-section (5) of section 115BAD or Sub-section (5) of section 115BAE or where income tax in respect of such person is computed under sub-section (1A) of section 115BAC.

Minimum Alternative Tax (“MAT”)

The IT Act provides that where the tax liability of a company (under the regular provisions of the IT Act) is less than 15 per cent of its 'book profit', then the book profit is deemed to be its total income and tax at the rate of 15 per cent (plus applicable surcharge and health and education cess –Refer Note 2) is the MAT payable by the company.

Tax credit is allowed to be carried forward for fifteen years immediately succeeding the assessment year in which tax credit becomes allowable. The tax credit can be set-off in a year when the tax is payable on the total income is in accordance with the regular provisions of the IT Act and not under MAT.

Minimum Alternative Tax (“MAT”) (continued)

The CBDT vide its Circular no. 29 of 2019 dated 2 October 2019 has clarified that MAT credit is not available to a domestic company exercising option under section 115BAA of the IT Act. The circular further clarifies that there is no time limit within which the option under section 115BAA of the IT Act can be exercised and accordingly, a domestic company having accumulated MAT credit may, if it so desires, exercise the option of section 115BAA of the IT Act at a future date, after utilizing the MAT credit against tax payable as per the regime existing prior to the Taxation Laws (Amendment) Act, 2019.

As per the provisions of section 115JB of the IT Act, the amount of income accruing or arising to a foreign company from capital gains arising on transactions in securities or interest, royalty, or fees for technical services chargeable to tax at the rates specified in Chapter XII of the IT Act, shall be excluded from the purview of MAT, if such income is credited to the Profit and Loss Account and the tax payable on such income under the normal provisions is less than the MAT rate of 15 per cent. Consequently, corresponding expenses shall also be excluded while computing MAT.

Further, Explanation 4 to section 115JB of the IT Act clarifies that provisions of MAT will not apply to a foreign company if:

- (a) It is a resident of a country with which India has a DTAA and the company does not have a permanent establishment in India in accordance with the provisions of such DTAA; or
- (b) it is a resident of a country with which India does not have a DTAA and the foreign company is not required to register under any law applicable to companies.

Further, it is provided that the FTC claimed against MAT liability which exceeds the FTC that would have been allowable while computing income under normal provisions, would be ignored while computing tax credit under MAT.

Also, sub-section 5A to section 115JB, provides that the provisions of section 115JB shall not apply to a person who has exercised the option referred under section 115BAA or section 115BAB of the IT Act.

Taxability of non-resident investors under the tax treaty

In case of non-resident investor who is a resident of a country with which India has signed a Double Taxation Avoidance Agreement (“DTAA” or “tax treaty”) (which is in force) income-tax is payable at the rates provided in the IT Act, as discussed below, or the rates provided in such tax treaty, if any, whichever is more beneficial to such non-resident investor.

For non-residents claiming such tax treaty benefits, the IT Act mandates the obtaining of a Tax Residency Certificate (“TRC”) from the home country tax authority.

Taxability of non-resident investors under the tax treaty (continued)

Section 90(5) of the IT Act provides that an assessee to whom a DTAA applies shall provide such other documents and information, as may be prescribed. Further, a notification substituting Rule 21AB of the Income-tax Rules, 1962 (“Rules”) has been issued prescribing the format of information to be provided under section 90(5) of the IT Act, i.e., in Form No 10F. Where the required information¹ is not explicitly mentioned in the TRC, the assessee shall be required to furnish a self-declaration in Form No 10F and keep and maintain such documents as are necessary to substantiate the information mentioned in Form 10F.

Widening of taxability of Capital Gains

In the context of taxation of capital gains, the definitions of “capital asset” and “transfer” are widened with retro-effect from 1 April 1961 specifically with a view to tax, in the hands of non-residents, gains from direct or indirect transfer of assets situated in India.

General Anti Avoidance Rules (“GAAR”)

The General Anti Avoidance Rules (“GAAR”) were introduced in the IT Act by the Finance Act, 2012. The Finance Act, 2015 made the provisions of GAAR applicable prospectively from 1 April 2017. Further, income accruing, arising, deemed to accrue or arise or received or deemed to be received by any person from transfer of investments made up to 31 March 2017 would be protected from the applicability of GAAR.

Withholding provisions

The withholding provisions provided under the Act are machinery provisions meant for tentative deduction of income-tax subject to regular assessment. The withholding tax is not the final liability to income-tax of an assessee. For rate of tax applicable to an assessee, please refer Notes 1 and 2 below.

S. No.	Scenario	Provisions
1	Withholding tax rate on interest on NCD issued to Indian residents	<ul style="list-style-type: none">• Interest paid to residents other than insurance companies will be subject to withholding tax as per section 193 of the IT Act at the rate of 10 per cent.• No tax is required to be deducted on interest paid to an individual of a HUF, in respect of debentures issued by a company in which the public is substantially interested if;<ul style="list-style-type: none">- the amount of interest paid to such person in a financial year does not exceed INR 5,000; and- such interest is paid by an account payee cheque• Further, no tax is required to be deducted on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed

¹ Status (individual, company, firm etc.) of the taxpayer

-Nationality (in case of an individual) or country or specified territory of incorporation or registration (in case of others);

-Taxpayer's tax identification number in the country or specified territory of residence (In case there is no such number, then, a unique number on the basis of which the person is identified by the Government of the country or the specified territory of which the taxpayer claims to be a resident);

-Period for which the residential status, as mentioned in the certificate of residence is applicable; and

-Address of the taxpayer in the country or specified territory outside India, during the period for which the certificate is applicable

S. No.	Scenario	Provisions
		<p>on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder.</p> <ul style="list-style-type: none"> • Vide Finance Act 2023, clause (ix) to proviso to section 193 has been replaced. As a result, the exemption available at present with respect to non deduction of TDS on the amount of 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, is no longer available.
2	Withholding tax rate on interest on NCD issued to Foreign Portfolio Investors (FPI)	<ul style="list-style-type: none"> • Interest on NCD issued to FPI may be eligible for concessional withholding tax rate of 5 per cent under section 194LD of the IT Act. • If section 194LD of the IT Act is not applicable, then tax deduction should be made as per sections 196D read with section 115AD of the IT Act i.e., at 20 per cent subject to relief under the relevant DTAA, if any. • If both sections i.e. 194LC and 194LD of the IT Act are not applicable, then tax deduction should be made as per sections 196D read with section 115AD of the IT Act i.e. at 20 per cent subject to relief under the relevant DTAA, if any. • Withholding rate will be increased by surcharge as applicable (Refer Note 2) and a health and education cess of 4 per cent on the amount of tax plus surcharge as applicable.
3	Withholding tax rate on interest on NCD issued to non-residents other than FPIs	<ul style="list-style-type: none"> • Interest payable to non-resident (other than FPI) would be subject to withholding tax at the rate of 30 per cent/40 per cent as per the provisions of section 195 of the IT Act subject to relief under the relevant DTAA depending upon the status of the non-resident. <p>Alternatively, benefits of concessional rates of 5 per cent under section 194LC of the IT Act could be availed provided specific approval is obtained from the Central Government with respect to the rate of interest.</p> <ul style="list-style-type: none"> • Withholding rate will be increased by surcharge as applicable (Refer Note 2) and a health and education cess of 4 per cent on the amount of tax plus surcharge, as applicable.
	Withholding tax rate on purchase of 'goods'	<ul style="list-style-type: none"> • As per section 194Q of the IT Act, inserted by Finance Act, 2021 ("FA 2021"), any sum payable by a 'buyer' to a resident for purchase of 'goods' of the value exceeding INR 50 Lakhs shall be liable to withholding at the rate of 0.1 percent. • Buyer means a person whose total sales, turnover or gross receipts from the business carried on by him exceeds INR 10 crores in the financial year immediately preceding the financial year in which the purchase is carried out. • TDS shall not be applicable where: <ul style="list-style-type: none"> a) Tax is deductible under any of the provisions of the IT Act; or b) Tax is collectible under the provisions of section 206C of the IT Act other than a transaction to which section 206C(1H) of the IT Act applies • Given that the term 'goods' has not been defined under the section 194Q of the Act and there exists lack of clarity on whether the term 'goods' would include 'securities', it is advisable that the investors obtain specific advice from their tax advisors regarding the same.

Notes:

Note 1: Tax rates Resident Individuals ,Hindu Undivided Families and Other Specified Persons

Vide Finance Act 2024, certain amendments have been made to section 115BAC which inter-alia include the change in the Income Tax slabs. The Income Tax slabs and Income tax rates, as under:

Income tax slab	Income tax rate *
Total income up to Rs 300,000	Nil
More than Rs 300,000 but up to Rs 700,000**	5 per cent of excess over Rs 300,000
More than Rs 700,000 but up to Rs 1,000,000**	10 per cent of excess over Rs 700,000 plus Rs 20,000
More than Rs 1,000,000 but up to Rs 1,200,000	15 per cent of excess over Rs 900,000 plus Rs 50,000
More than Rs 1,200,000 but up to Rs 1,500,000	20 per cent of excess over Rs 1,200,000 plus Rs 80,000
More than Rs 1,500,000	30 per cent of excess over Rs 1,500,000 plus Rs 1,40,000

* plus surcharge if applicable –Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge, if applicable).

**Various assessee are eligible for benefit provided under section 87A which reads as under:

- a) an assessee (whose total income does not exceed Rs 700,000 and who has opted for exercising the option under sub-section (1A) of 115BAC can avail rebate of up to 100 per cent of income-tax chargeable on his total income or Rs 25,000, whichever is less.
- b) an assessee (whose total income exceeds Rs 700,000 and the income tax payable on such total income exceeds the amount by which the total income is in excess of Rs. 700,000) and who has opted for exercising the option under sub-section (1A) of 115BAC shall be able to claim deduction from the amount of income-tax (as computed before allowing the deductions under Chapter VIII) on his total income, of an amount equal to the amount by which the income tax payable on such total income is in excess of the amount by which the total income exceeds Rs 700,000.

The persons who have opted for option specified u/s 115BAC(6) are taxed in respect of their total income at the following rates:

Income tax slab	Income tax rate*
Total income up to Rs 250,000#	Nil
More than Rs 250,000# but up to Rs 500,000**	5 per cent of excess over Rs 250,000
More than Rs 500,000 but up to Rs 1,000,000	20 per cent of excess over Rs 500,000 plus Rs 12,500 ##
Exceeding Rs 1,000,000	30 per cent of excess over Rs 1,000,000 plus Rs 112,500##

* Plus surcharge if applicable –Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge (if applicable)

**A resident individual (whose total income does not exceed Rs 500,000) can avail rebate under section 87A. It is deductible from income tax before calculating health and education cess. The amount of rebate available would be 100 per cent of income-tax chargeable on his total income or Rs 12,500, whichever is less.”

for resident senior citizens of sixty years of age and above but below eighty years of age, Rs. 250,000 has to be read as Rs. 300,000 and for resident senior citizens of eighty years of age and above (“super senior citizen”) Rs 250,000 has to be read as Rs 500,000.

Similarly, for resident senior citizens of sixty years of age and above but below eighty years of age, Rs. 12,500 has to be read as Rs 10,000 and Rs. 112,500 has to be read as Rs. 110,000. And for super senior citizen Rs 12,500 has to be read as Nil and Rs. 112,500 has to be read as Rs. 100,000.

Partnership Firms & LLPs

The tax rates applicable would be 30 per cent (plus surcharge if applicable –Refer Note 2 and a health and education cess of 4 per cent on the amount of tax plus surcharge, if applicable).

Domestic Companies

Type of Domestic company	Base normal tax rate on income (other than income	Base MAT rate
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	chargeable at special rates)	
Domestic companies having turnover or gross receipts of less than Rs 400 Cr in FY 2021-22	25 per cent	15 per cent
Domestic manufacturing company set-up and registered on or after 1 March 2016 subject to fulfilment of prescribed conditions (Section 115BA)	25 per cent	15 per cent
Any domestic company (even if an existing company or engaged in non-manufacturing business) has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAA)	22 per cent	Not applicable
Domestic manufacturing company set-up and registered on or after 1 October 2019 and commences manufacturing upto 31 March 2024, has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAB)	15 per cent	Not applicable
Domestic companies not falling under any of the above category	30 per cent	15 per cent

Note 2: Surcharge (as applicable to the tax charged on income)

Non-corporate assesses other than firms and co-operative societies (other than FPIs)

Particulars	Rate of surcharge
Where total income (including dividend income and income under the provisions of section 111A,112 and section 112A of the IT Act) does not exceed Rs 50 lakhs	Nil
Where total income (including dividend income and income under the provisions of section 111A, 112 and section 112A of the IT Act) exceeds Rs 50 lakhs but does not exceed Rs 1 Crore	10 per cent on total tax
Where total income (including dividend income and income under the provisions of section 111A,112 and section 112A of the IT Act) exceeds Rs 1 Crore but does not exceed Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income and income under the provisions of section 111A,112 and section 112A of the Act) does not exceed Rs 2 Crore but total income (including dividend income and income under the provisions of section 111A,112 and section 112A of the Act) exceeds Rs 2 Crore	15 per cent on total tax

Non-corporate assesses other than firms and co-operative societies (other than FPIs)

Particulars	Rate of surcharge
Where total income (excluding dividend income and income under the provisions of section 111A,112 and section 112A of the IT Act) exceeds Rs 2 Crore but does not exceed Rs 5 Crore	- 25 per cent on tax on income excluding dividend income and income under the provisions of section 111A, 112 and section 112A of the IT Act - 15 per cent on tax on dividend income and income under the provisions of section 111A, 112 and section 112A of the IT Act
Where total income (excluding dividend income and income under the provisions of section 111A,112 and section 112A of the IT Act) exceeds Rs 5 Crore	- 37 per cent on tax on income excluding dividend income and income under the provisions of section 111A,112 and section 112A of the IT Act - 15 per cent on tax on dividend income and income under the provisions of section 111A, 112 and section 112A of the IT Act
In case of an association of persons consisting of only companies as its members, the rate of surcharge on the amount of Income-tax shall not exceed fifteen per cent. The rate of surcharge	

FPIs (Non corporate)

Particulars	Rate of surcharge
Where total income (including dividend income or	Nil

income of the nature referred to in section 115AD(1)(b) of the IT Act) does not exceed Rs 50 lacs	
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 50 lakhs but does not exceed Rs 1 Crore	10 per cent on total tax
Where total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 1 Crore but does not exceed Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the Act) does not exceed Rs 2 Crore but total income (including dividend income or income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 2 Crore	15 per cent on total tax
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 2 Crore but does not exceed Rs 5 Crore	- 25 per cent on tax on income excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act - 15 per cent on tax on dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act
Where total income (excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act) exceeds Rs 5 Crore	- 37 per cent on tax on income excluding dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act - 15 per cent on tax on dividend income or income of the nature referred to in section 115AD(1)(b) of the IT Act

For assesses other than those covered above

Assessee	Rate of surcharge applicable
Non-corporate taxpayers being firms	- Nil where taxable income does not exceed Rs 1 Crore - 12 per cent where income exceeds Rs 1 Crore
Non-corporate taxpayers being co-operative society	- Nil where taxable income does not exceed Rs 1 Crore - 7 per cent where income exceeds Rs 1 Crore but does not exceed 10 crore - 12 percent where income exceeds Rs. 10 crore
Domestic companies (other than companies availing benefit under section 115BAA and section 115BAB of the IT Act)	- Nil where taxable income does not exceed Rs 1 Crore - 7 per cent where taxable income does not exceed Rs 1 Crore but does not exceed Rs 10 Crore - 12 per cent where taxable income exceeds Rs 10 Crore
Domestic companies availing benefit under section 115BAA and section 115BAB of the IT Act	10 per cent (irrespective of taxable income)
Foreign Companies (including corporate FPIs)	- Nil where taxable income does not exceed is equal to or less than Rs 1 Crore - 2 per cent where taxable income exceeds Rs 1 Crore but does not exceed Rs 10 Crore - 5 per cent where taxable income exceeds Rs 10 Crore

A health and education cess of 4 per cent is payable on the total amount of tax plus surcharge.

Vide Finance Act 2023, the rate of surcharge applicable to certain categories of assesses has also been revised.

Note 3: Taxability of interest income

For all Residents (including Indian Corporates)

In case of residents, where interest income is taxable as ‘income from other sources’ or ‘income from business or profession’ should be chargeable to tax as per the rates given in Note 1 and Note 2 above.

For Non-residents (other than Foreign Portfolio Investors (FPIs) FPI entities)

In case of non-residents, under the IT Act, the interest income should be chargeable to tax at the rate of 30/ 40 per cent depending on the status of the non-resident (plus applicable surcharge and health and education cess).

However, the above is subject to any relief available under DTAA and any Covered Tax Agreement (CTA) entered into by the Government of India.

For FPI entities

In case of FPI, interest on NCD may be eligible for concessional tax rate of 5 per cent (plus applicable surcharge and health and education cess) under section 194LD of the IT Act. Further, in case where section 194LD is not applicable, the interest income earned by FPI should be chargeable tax at the rate of 20 per cent under section 115AD of the IT Act.

However, the above is subject to any relief available under DTAA and any CTA entered into by the Government of India.

Note 4: Regular capital gains tax rates

1. Tax on Long-term Gains

1.1 For all Residents (including Indian Corporates)

Long-term Capital Gains (other than long-term capital gains chargeable under section 112A of the IT Act) will be chargeable to tax under Section 112 of the IT Act, at a rate of:

- A) at the rate of twenty per cent. for any transfer which takes place before the 23rd day of July, 2024 (with indexation benefits); and
 - B) B) at the rate of twelve and one-half per cent. for any transfer which takes place on or after the 23rd day of July, 2024 (without indexation benefits):
- (plus applicable surcharge and health and education cess respectively –Refer Note 2), as amended by FA 2024, with effect from July 23, 2024.

However, as per the fourth proviso to section 48 of the IT Act, benefit of indexation of cost of acquisition under second proviso to section 48 of the IT Act, is not available in case of bonds, debentures, except capital indexed bonds. Accordingly, long term capital gains on listed bonds arising to the bond holders, should be subject to tax at the rate of 12.50 per cent, computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

1.2 For Resident Individuals and HUFs only

Where the taxable income as reduced by long-term capital gains is below the exemption limit, the long-term capital gains will be reduced to the extent of the shortfall and only the balance long-term capital gains will be charged at a rate of 20 per cent with indexation (plus applicable surcharge and health and education cess –Refer Note 2).

1.3 For Non-Resident Individuals

Long-term capital gains (other than long-term capital gains chargeable under section 112A of the IT Act) in case of listed securities will be chargeable under Section 112 of the IT Act at a rate of 12.50 per cent (plus applicable surcharge and health and education cess –Refer Note 2) without benefit of indexation..

The above-mentioned rates would be subject to applicable treaty relief.

1.4 For FPI entities

As per section 115AD of the IT Act, long term capital gains on transfer of NCD by FPI are taxable at 10 per cent (plus applicable surcharge and cess). The above-mentioned rates would be subject to applicable treaty relief.

2. Tax on Short-term Capital Gains

Short-term capital gains are chargeable to tax as per the applicable general tax rates (discussed in Note 1 and Note 2 above).

In case of FPI, as per section 115AD of the IT Act, short term capital gains on transfer or sale of NCDs are taxable at the rate of 30 per cent (plus applicable surcharge and health and education cess –Refer Note 2).

Note 5: Relevant definitions under the IT Act

a) “Securities” shall have the same meaning as assigned in section 2(h) of the Securities and Contracts (Regulation) Act, 1956, which, inter alia, includes:

- shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;
- derivative;
- units or any other such instrument issued to the investors under any mutual fund scheme; and
- rights or interest in securities;

For the purpose of section 112 of the IT Act:

- “Listed securities” means the securities which are listed on any recognized stock exchange in India.
- “Unlisted securities” means securities other than listed securities.

Note 6: Amendments in the withholding tax provisions

Section 139A(5A) requires every person from whose income tax has been deducted under the provisions of chapter XVIIIB of the IT Act, to furnish his PAN to the person responsible for deduction of tax at source.

As per provisions of section 206AA of the IT Act, the payer would be obliged to withhold tax at penal rates of TDS in case of payments to investors who have not furnished their PAN to the payer. The penal rate of TDS is 20 per cent or any higher rate of TDS, as may be applicable, plus applicable surcharge and health and education cess.

Section 206AA of the IT Act provides that the provisions shall not apply to non-residents in respect of payment of interest on long-term bonds as referred to in section 194LC and any other payment subject to such conditions as may be prescribed.

Further, the CBDT, vide its notification dated 24 June 2016, has clarified that the provisions of section 206AA shall not apply to non-residents in respect of payments in the nature of interest, royalty, fees for technical services and payment on transfer of capital assets provided the non-residents provide the following information to the payer of such income:

- Name, email-id, contact number;
- Address in the country or specified territory outside India of which the deductee is a resident;
- A certificate of his being resident in any country or specified territory outside India from the government of the other country or specified territory if the law of that country or specified territory provides for issuance of such certificate;

- Tax Identification Number of the deductee in the country or specified territory of his residence and in a case, no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

Further, the FA, 2021 has introduced a new section for punitive withholding tax rate for non-filers of return of income. As per section 206AB of the IT Act, inserted by the FA 2021, with effect from 1 July 2021, payments made to specified persons will be subject to TDS at rate which is higher of the following:

- twice the rate specified in the relevant provision of the Act; or
- twice the rate or rates in force; or
- the rate of 5%

In cases, where both section 206AA and section 206AB are applicable, taxes shall be deducted at higher of the rate prescribed under both the sections.

For the purpose of this section, specified person means any person-

- Who has not filed an income-tax return for one preceding AY relevant to the previous years immediately prior to the previous year in which the tax is required to be deducted and the prescribed time limit to file the income-tax return has expired;
- The aggregate amount of TDS/TCS exceeds INR 50,000 or more in the said previous years

However, the provisions of this section will not apply on a non-resident who does not have a permanent establishment in India.

Note 7: Other Provisions

No income tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act. However, as per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the domestic tax laws or under the applicable Double Taxation Avoidance Agreement (DTAA), whichever is beneficial to the non-resident, unless a lower withholding tax certificate is obtained from the tax authorities.

However, the non-resident investor will have to furnish a certificate of his being a tax resident in a country outside India and a suitable declaration for not having a fixed base/ permanent establishment in India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

Pursuant to amendment in section 206AA of the Act read with Rule 37BC of Rules, requirement of quoting permanent account number (PAN) in case of certain specified income is eliminated by maintaining specified documents as mentioned in the said Rule.

Note 8: Other Notes

- The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures.
- The stated benefits will be available only to the sole/ first named holder in case the debentures are held by joint holders.
- In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- This Statement does not discuss any tax consequences in the country outside India of an investment in the Debentures. The subscribers of the Debentures in the country other than India are urged to consult their own professional advisers regarding possible income tax consequences that apply to them.
- The above Statement covers only certain relevant direct tax law benefits under the Act and does not cover any indirect tax law benefits or benefit under any other law.

- The above Statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment year 2025-26 i.e. Financial Year 2024-25. taking into account the amendments made by the Finance (No.2) Act, 2024. Several of these benefits are dependent on the Company or its Debenture Holders fulfilling the conditions prescribed under the relevant tax laws.
- This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the Debentures of the Company. No assurance is given that the revenue authorities/courts will concur with the views expressed herein.
- Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.
- This Statement does not cover analysis of provisions of Chapter X-A of the Act dealing with General Anti-Avoidance Rules and provisions of Multilateral Instruments.

MATERIAL DEVELOPMENTS

Other than as disclosed elsewhere in the Shelf Prospectus and this Tranche I Prospectus since March 31, 2024 till the date of filing the Shelf Prospectus and this Tranche I Prospectus, there have been no event/ development or change having implications on the financials/credit quality (e.g., any material regulatory proceedings against the Company/ Promoter/ Directors, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of the Tranche I Issue which may affect the Tranche I Issue or the investor's decision to invest / continue to invest in the debt securities.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

At the meeting of the Board of Directors of our Company and the Securities Issuance and Investment Committee, held on March 15, 2024 and July 25, 2024, respectively, the Directors and the members of the Securities Issuance and Investment Committee approved the issue of NCDs to the public.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders at the thirteenth annual general meeting of our Company held on September 19, 2018.

The Securities Issuance and Investment Committee have, by way of a resolution dated July 25, 2024 approved the Draft Shelf Prospectus. Further the Securities Issuance and Investment Committee have, by way of a resolution dated August 28, 2024 have approved the Shelf Prospectus and this Tranche I Prospectus.

Prohibition by SEBI / Eligibility of our Company for the Issue

Our Company does not have any identifiable promoters or a promoter group, in terms of SEBI ICDR Regulations.

Our Company, persons in control of our Company and/or our Directors 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. None of our Directors is a director or promoter of another company which is has been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities.

Our Company is not in default of payment of interest or repayment of principal amount in respect of non-convertible securities, for a period of more than six months.

Our Company is eligible to file the Tranche I Prospectus under the Shelf Prospectus in terms of Regulation 41 of the SEBI NCS Regulations which is as follows:

- i. Our Company has a net worth of at least ₹500 crores, as per the audited balance sheet of the preceding financial year;
- ii. Our Company has consistent track record of operating profits for the last three years;
- iii. Securities to be issued under the offer document have been assigned a rating of not less than “AA-” category or equivalent by a credit rating agency registered with SEBI;
- iv. No regulatory action is pending against the issuer or directors before SEBI or the Reserve Bank of India; and
- v. The Company, as on date of this Tranche I Prospectus, has not defaulted in:
 - a. the repayment of deposits or interest payable thereon; or
 - b. redemption of preference shares; or
 - c. redemption of debt securities and interest payable thereon; or
 - d. payment of dividend to any shareholder; or
 - e. repayment of any term loan or interest payable thereon,

in the last three financial years and the current financial year.

None of our Directors have been declared as fugitive economic offenders.

The Company confirms that there are no fines or penalties levied by SEBI or the Stock Exchanges pending to be paid by the Company as on the date of this Tranche I Prospectus.

Wilful Defaulter

Our Company and our Directors have not been categorised as a wilful defaulter by the RBI, ECGC, any government / regulatory authority and/or by any bank or financial institution. None of our Whole-time Directors is a whole-time director or promoter of another company which is has been categorised as a wilful defaulter.

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WE, THE LEAD MANAGERS TO THE ISSUE CONFIRM THAT:

- 1) NEITHER THE ISSUER NOR ITS DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY SEBI. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2) ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUE OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDS OFFERED THROUGH THE ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THE NEWSPAPERS IN WHICH PRE ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OF THE ISSUE WILL BE GIVEN.**
- 3) THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED.**
- 4) ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER, EACH AS AMENDED, ARE COMPLIED WITH.**

WE CONFIRM THAT WE HAD NOT RECEIVED ANY COMMENTS ON THE DRAFT SHELF PROSPECTUS DATED JULY 25, 2024 FILED WITH BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED. BSE LIMITED IS THE DESIGNATED STOCK EXCHANGE FOR THE ISSUE.

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AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS, *VIDE* ITS LETTER REF.: NSE/LIST/D/2024/0247 DATED AUGUST 5, 2024, GIVEN 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 SCRUTINISED THE DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER.

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THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED 28.06.2024 ISSUED BY RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RESERVE BANK OF INDIA 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 THE REPAYMENT OF DEPOSITS/DISCHARGE OF LIABILITIES BY THE COMPANY.

NEITHER THERE IS ANY PROVISION IN LAW TO KEEP, NOR DOES THE COMPANY KEEP ANY PART OF THE DEPOSITS WITH THE RESERVE BANK OF INDIA AND BY ISSUING A CERTIFICATE OF REGISTRATION TO THE COMPANY, THE RESERVE BANK OF INDIA, NEITHER ACCEPTS ANY RESPONSIBILITY NOR GUARANTEES THE PAYMENT OF THE DEPOSITS TO ANY DEPOSITOR OR ANY PERSON WHO HAS LENT ANY SUM TO THE COMPANY.

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Disclaimer statement from the Issuer and Lead Managers

A STATEMENT TO THE EFFECT THAT THE ISSUER AND THE LEAD MANAGER(S) ACCEPT NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THE ISSUE DOCUMENT OR IN THE ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE ISSUER AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.

Disclaimer in Respect of Jurisdiction

THE ISSUE IS BEING MADE IN INDIA, TO INVESTORS FROM CATEGORY I, CATEGORY II, CATEGORY III AND CATEGORY IV. THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS WILL NOT, HOWEVER CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR THE NCDS OFFERED HEREBY IN ANY JURISDICTION OTHER THAN INDIA TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. ANY PERSON INTO WHOSE POSSESSION THE SHELF PROSPECTUS AND THIS TRANCHE I TRANCHE PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

Undertaking by the Issuer

- A. INVESTORS ARE ADVISED TO READ THE RISK FACTORS CAREFULLY BEFORE TAKING AN INVESTMENT DECISION IN THIS ISSUE. FOR TAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE OFFER INCLUDING THE RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY THE ANY REGULATORY AUTHORITY IN INDIA, INCLUDING THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) NOR DOES SEBI GUARANTEE THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. SPECIFIC ATTENTION OF INVESTORS IS INVITED TO THE STATEMENT OF ‘RISK FACTORS’ GIVEN ON PAGE NUMBER 19 UNDER THE SECTION ‘GENERAL RISKS’.**
- B. THE ISSUER, HAVING MADE ALL REASONABLE INQUIRIES, ACCEPTS RESPONSIBILITY FOR, AND CONFIRMS THAT THIS ISSUE DOCUMENT CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, THAT THE INFORMATION CONTAINED IN THE ISSUE DOCUMENT IS TRUE AND CORRECT IN ALL MATERIAL ASPECTS 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 MAKE THIS DOCUMENT AS A WHOLE OR ANY OF SUCH INFORMATION OR THE EXPRESSION OF ANY SUCH OPINIONS OR INTENTIONS MISLEADING IN ANY MATERIAL RESPECT.**
- C. THE ISSUER HAS NO SIDE LETTER WITH ANY DEBT SECURITIES HOLDER EXCEPT THE ONE(S) DISCLOSED IN THE ISSUE DOCUMENT. ANY COVENANTS LATER ADDED SHALL BE DISCLOSED ON THE STOCK EXCHANGE WEBSITE WHERE THE DEBT IS LISTED.**

Disclosures in accordance with the DT Circular

Debenture Trustee Agreement

Our Company has entered into a Debenture Trustee Agreement with the Debenture Trustee which provides for, inter alia, the following terms and conditions:

- a. The Debenture Trustee has agreed that acceptance fee and service charges will be quoted during each tranche filing for the services as agreed in terms of the engagement/appointment/fee letter dated July 17, 2024.
- b. The Debenture Trustee, either through itself or its agents / advisors / consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets and whether all permissions or consents (if any) as may be required to create the security as stipulated in the Offer Documents and the applicable laws, has been obtained. For the purpose of carrying out the due diligence as required in terms of the applicable laws, the Debenture Trustee, either through itself or its agents/ advisors/ consultants, shall have the power to examine the books of account of the Company and to have the Company's assets inspected by its officers and/or external auditors/ valuers/ consultants/ lawyers/ technical experts/ management consultants appointed by the Debenture Trustee;
- c. Our Company shall provide all assistance to the Debenture Trustee to enable verification from the Registrar of Companies, sub-registrar of assurances (as applicable), CERSAI, depositories, information utility or any other authority, as may be required, where the assets and/or prior encumbrances in relation to the assets proposed to secure the NCDs, whether owned by our Company or any other person, are registered / disclosed;
- d. The Debenture Trustee shall have the power to either independently appoint, or direct our Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee and the Debenture Trustee shall subsequently form an independent assessment that the assets for creation of security are sufficient to discharge the outstanding amounts on NCDs at all times. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports / certificates / documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by our Company;
- e. Our Company has undertaken to promptly furnish all and any information as may be required by the Debenture Trustee, including such information as required to be furnished in terms of the applicable laws and the Debenture Trust Deed on a regular basis;
- f. Our Company has agreed that the Issue proceeds shall be kept in the public issue account with a scheduled commercial bank and shall not be utilised by the Company until the Debenture Trust Deed and the relevant security documents are executed and until the listing and trading approval in respect of the NCDs is obtained by our Company; and
- g. The Debenture Trustee, ipso facto does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by investors for the NCDs.

Terms of carrying out due diligence

As per the SEBI Circular SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024, titled "Master Circular for Debenture Trustees (DTs)", the Debenture Trustee is required to exercise independent due diligence to ensure that the assets of the Issuer are sufficient to discharge the interest and principal amount with respect to the debt securities of the Issuer at all times. Accordingly, the Debenture Trustee shall exercise due diligence as per the following process, for which our Company has consented to:

- a. The Debenture Trustee, either through itself or its agents / advisors / consultants, shall carry out requisite diligence to verify the status of encumbrance and valuation of the assets and whether all permissions or consents (if any) as may be required to create the security as stipulated in the offer document /disclosure document / information memorandum / private placement memorandum, have been obtained. For the purpose of carrying out the due diligence as required in terms of the Relevant Laws, the Debenture Trustee, either through itself or its agents /advisors/consultants, shall have the power to examine the books of account of the Company and to have the

Company's assets inspected by its officers and/or external auditors / valuers / consultants / lawyers / technical experts / management consultants appointed by the Debenture Trustee.

- b. The Company shall provide all assistance to the Debenture Trustee to enable verification from the Registrar of Companies, Sub-registrar of Assurances (as applicable), CERSAI, depositories, information utility or any other authority, as may be relevant, where the assets and/or encumbrances in relation to the assets of the Company or any third party security provider are registered / disclosed.
- c. Further, in the event that existing charge holders have provided conditional consent / permissions to the Company to create further charge on the assets, the Debenture Trustee shall also have the power to verify such conditions by reviewing the relevant transaction documents or any other documents executed between existing charge holders and the Company. The Debenture Trustee shall also have the power to intimate the existing charge holders about proposal of creation of further encumbrance and seeking their comments/ objections, if any.
- d. Without prejudice to the aforesaid, the Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the relevant laws/ Applicable Law.
- e. The Debenture Trustee shall have the power to either independently appoint or direct the Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by the Company.

Process of Due Diligence to be carried out by the Debenture Trustee

Due Diligence will be carried out as per SEBI (Debenture Trustees) Regulations, 1993, as amended, SEBI NCS Regulations and circulars issued by SEBI from time to time.

Other confirmations

The Debenture Trustee undertakes that the NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and Registrar of Companies or CERSAI or depository, etc., as applicable, or is independently verifiable by the Debenture Trustee.

The Debenture Trustee confirms that they have undertaken the necessary due diligence in accordance with applicable law, including the SEBI (Debenture Trustees) Regulations, 1993, read with the SEBI circular titled "Master Circular for Debenture Trustees (DTs)" bearing reference number SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 ("DT Master Circular").

IDBI TRUSTEESHIP SERVICES LIMITED HAVE FURNISHED TO STOCK EXCHANGES AND SEBI, DUE DILIGENCE CERTIFICATES, AS PER THE FORMAT SPECIFIED IN ANNEX IIA OF DT MASTER CIRCULAR AND SCHEDULE IV OF THE SEBI NCS REGULATIONS, DATED JULY 25, 2024, WHICH READ AS FOLLOWS:

- 1. WE HAVE EXAMINED DOCUMENTS PERTAINING TO THE SAID ISSUE AND OTHER SUCH RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS.**
- 2. ON THE BASIS OF SUCH EXAMINATION AND OF THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND ON INDEPENDENT VERIFICATION OF THE VARIOUS RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS, WE CONFIRM THAT:**
 - A. THE ISSUER HAS MADE ADEQUATE PROVISIONS FOR AND/OR HAS TAKEN STEPS TO PROVIDE FOR ADEQUATE SECURITY FOR THE DEBT SECURITIES TO BE ISSUED AND LISTED.**

- B. THE ISSUER HAS OBTAINED THE PERMISSIONS / CONSENTS NECESSARY FOR CREATING SECURITY ON THE SAID PROPERTY(IES).**
- C. THE ISSUER HAS MADE ALL THE RELEVANT DISCLOSURES ABOUT THE SECURITY AND ALSO ITS CONTINUED OBLIGATIONS TOWARDS THE HOLDERS OF DEBT SECURITIES.**
- D. ISSUER HAS ADEQUATELY DISCLOSED ALL CONSENTS/ PERMISSIONS REQUIRED FOR CREATION OF FURTHER CHARGE ON ASSETS IN OFFER DOCUMENT AND ALL DISCLOSURES MADE IN THE OFFER DOCUMENT WITH RESPECT TO CREATION OF SECURITY ARE IN CONFIRMATION WITH THE CLAUSES OF DEBENTURE TRUSTEE AGREEMENT.**
- E. ISSUER HAS DISCLOSED ALL COVENANTS PROPOSED TO BE INCLUDED IN DEBENTURE TRUST DEED (INCLUDING ANY SIDE LETTER, ACCELERATED PAYMENT CLAUSE ETC.), IN THE OFFER DOCUMENT**
- F. ISSUER HAS GIVEN AN UNDERTAKING THAT CHARGE SHALL BE CREATED IN FAVOUR OF DEBENTURE TRUSTEE AS PER TERMS OF ISSUE BEFORE FILING OF LISTING APPLICATION.**

WE HAVE SATISFIED OURSELVES ABOUT THE ABILITY OF THE ISSUER TO SERVICE THE DEBT SECURITIES.

Our Company has submitted the due diligence certificate from Debenture Trustee to the Stock Exchanges and SEBI as per format specified in Annexure A of the DT Circular and Schedule IV of the SEBI NCS Regulations.

Our Company and the Debenture Trustee will execute a Debenture Trust Deed specifying, inter alia, the powers, authorities and obligations of the Debenture Trustee and the Company, as per SEBI regulations applicable for the proposed NCD Issue.

Track record of past public issues handled by the Lead Managers

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

Name of Lead Managers	Website
Nuvama Wealth Management Limited	www.nuvama.com
Elara Capital (India) Private Limited	www.elaracapital.com
Trust Investment Advisors Private Limited	www.trustgroup.in

Listing

The NCDs proposed to be offered through this Tranche I Issue are proposed to be listed on BSE and NSE. An application has been made to the BSE and NSE for permission to deal in and for an official quotation of our NCDs. BSE 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 the BSE and NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Shelf Prospectus and the Tranche I Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges mentioned above are taken within 6 Working Days from the date of closure of the Tranche I Issue.

For the avoidance of doubt, it is hereby clarified that in the event of under subscription to any one or more of the Series, such NCDs with Series shall not be listed

Our Company shall pay interest at 15% (fifteen) per annum if Allotment is not made and refund orders/allotment letters are not dispatched and/or demat credits are not made to investors within 5 Working Days of the Issue Closing Date or date of refusal of the Stock Exchange(s), whichever is earlier. In case listing permission is not granted by the Stock

Exchange(s) to our Company and if such money is not repaid within the day our Company becomes liable to repay it on such account, our Company and every officer in default shall, on and from expiry of such date, be liable to repay the money with interest at the rate of 15% as prescribed under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 26 of the 2013 Act, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.

Consents

Consents in writing of: (a) our Directors, (b) our Company Secretary and Compliance Officer, (c) our Senior management Personnel, (d) Lead Managers, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) CRISIL in relation to the CRISIL Report, (i) the Debenture Trustee, (j) Chief Financial Officer, (k) Public Issue Account Bank and/or Sponsor Bank and Refund Bank, (l) Consortium Members, and (m) lenders have been obtained from them and the same will be filed along with a copy of the Shelf Prospectus and Tranche I Prospectus with the RoC as required under Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Shelf Prospectus and Tranche I Prospectus with the RoC. Our Company has received consents from the relevant lenders, debenture trustees and security trustees for ceding *pari passu* charge in relation to the NCDs.

Our Company has received written consents both dated August 28, 2024 from S.N. Dhawan & CO LLP, Chartered Accountants and Arora & Choudhary Associates, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with the SEBI NCS Regulations, in the Shelf Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditors, and in respect of their auditors report dated May 24, 2024, May 22, 2023, May 20, 2022 on our Audited Financial Statement and the Limited Review Report dated August 13, 2024 for the Unaudited Financial Results, included in the Shelf Prospectus and such consent has not been withdrawn as on the date of the Shelf Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

The consent from the Tax Auditor dated August 28, 2024, namely, Ajay Sardana Associates, under Section 26(1) of the Companies Act, 2013 for inclusion of statement of POSSIBLE tax benefits dated August 28, 2024, issued by them, in the Shelf Prospectus and Tranche I Prospectus has been obtained and it has not withdrawn such consent and the same will be filed with the RoC.

Our Company has appointed IDBI Trusteeship Services Limited as the Debenture Trustee under Regulation 8 of the SEBI NCS Regulations. The Debenture Trustee has given its consent dated July 23, 2024 to our Company for its appointment as Debenture Trustee to the Issue, pursuant to the SEBI NCS Regulations and for its name to be included in the Shelf Prospectus and Tranche I Prospectus, and in all related advertisements, communications to the NCD holders or filings pursuant to the Issue, which is enclosed as *Annexure C*.

Expert Opinion

Except the following, our Company has not obtained any expert opinions in connection with the Shelf Prospectus:

1. Our Company has received written consent both dated August 28, 2024, from S.N. Dhawan & CO LLP, Chartered Accountants and Arora & Choudhary Associates, Chartered Accountants, to include their names as required under section 26(1) of the Companies Act, 2013 read with the SEBI NCS Regulations, in the Shelf Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditors, and in respect of their auditors report dated May 24, 2024, May 22, 2023, May 20, 2022 on our Audited Financial Statement and the Limited Review Report dated August 13, 2024 for the Unaudited Financial Results for the quarter ended June 30, 2024 included in the Shelf Prospectus and such consent has not been withdrawn as on the date of this Tranche I Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
2. Our Company has received consent from Ajay Sardana Associates dated August 28, 2024, to include their name as required under Section 26(5) of the Companies Act, 2013 and as “Expert” as defined under Section 2(38) of the Companies Act, 2013 in this Tranche I Prospectus in respect of their statement of possible tax benefits dated August 28, 2024, included in this Tranche I Prospectus and such consent has not been withdrawn as on the date of this Tranche I Prospectus.

The above experts are not, and has not been, engaged or interested in the formation or promotion or management, of the Company and have given their written consent to the Company as stated in the paragraph above and has not withdrawn such consent before the filing of this Tranche I Prospectus with the RoC.

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, 2013 and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of the Base Issue Size, prior to the Issue Closing Date, the entire subscription amount shall be unblocked in the Applicants ASBA Account within eight working days from the date of closure of the Issue or such time as may be specified by SEBI. In the event, there is a delay by the our Company in unblocking the aforesaid ASBA Account within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard included in the SEBI Master Circular.

Filing of the Draft Shelf Prospectus

A copy of the Draft Shelf Prospectus was filed with the Stock Exchanges in terms of SEBI NCS Regulations for dissemination on its website(s) on July 25, 2024. The Draft Shelf Prospectus was displayed on the website of the Company and Lead Managers.

Filing of the Shelf Prospectus and the relevant Tranche prospectus with the RoC

Our Company is eligible to file the Shelf Prospectus and this Tranche I Prospectus as per requirements of Regulation 41(1)(c) of SEBI NCS Regulations. A copy of the Shelf Prospectus and this Tranche I Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Debenture Redemption Reserve (“DRR”)

In accordance with the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules 2014, any non-banking finance company registered with RBI that intends to issue debentures to the public is not required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR.

Pursuant to the amendment to the Companies (Share Capital and Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Tranche I Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with this Issue. The Company shall, as per the Companies (Share Capital and Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at fifteen percent of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

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

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

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

Recovery Expense Fund

Our Company has already created a recovery expense fund in the manner as specified by SEBI in circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020, as amended from time to time, and Regulation 11 of SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.

Kindly note, any default committed by the Company in terms of the NCDs proposed to be issued shall be reckoned at each respective International Securities Identification Number level assigned to the respective Series of NCDs issued under the relevant Issue.

Underwriting

This Tranche I Issue shall not be underwritten.

Details of Auditors

Name of the Auditor	Address	Date of Appointment
S.N. Dhawan & CO LLP	Plot no. 51-52, II Floor, Sector 18, Udyog Vihar, Phase IV, Gurugram, Haryana – 122 016	November 15, 2021
Arora & Choudhary Associates	Plot no. 8/28, W.E.A, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005	November 15, 2021

Change in Auditors of our Company during the preceding three financial years and current financial year:

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
S.R. Batliboi & Co LLP	12 th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West), Mumbai – 400 028, India	April 1, 2017	November 13, 2021	October 14, 2021*
S.N. Dhawan & CO LLP	Plot no. 51-52, II Floor, Sector 18, Phase IV, Udyog Vihar, Gurugram, Haryana – 122016	November 15, 2021	NA	NA
Arora & Choudhary Associates	Plot no. 8/28, W.E.A, Abdul Aziz Road, Karol Bagh, New Delhi – 110 005	November 15, 2021	NA	NA

*In terms of the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by Reserve Bank of India (RBI) on April 27, 2021, S.R. Batliboi & Co. LLP are not eligible to continue as the statutory auditors of the Company and accordingly they tendered their resignation vide letter dated October 14, 2021, which came into effect from November 13, 2021.

Issue Related Expenses

The expenses of this Issue include, *inter alia*, lead management fees to the Lead Managers, and selling commission to the Lead Managers, Consortium Members, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, fees payable to sponsor bank, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

The estimated break-up of the total expenses shall be as specified in the Shelf Prospectus and this Tranche I Prospectus. For further details see "Objects to the Tranche I Issue" on page 32.

Revaluation of Assets

Our Company has not revalued its loan assets in the last three Fiscal Years.

Reservation

No portion of this Tranche I Issue has been reserved.

Utilisation of Issue Proceeds

Our Board of Directors certifies that:

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013 and the SEBI NCS Regulations, and our Company will comply with the conditions as stated therein, and these monies will be transferred to Company's bank account after receipt of listing and trading approvals;
2. The allotment letter shall be issued, or application money shall be refunded in accordance with the Applicable Law failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;
3. Details of all utilised and unutilised monies out of the monies collected out of each Tranche Issue and previous issues made by way of public offers, if any, shall be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such issue remain unutilised, indicating the purpose for which such monies have been utilised and the securities or other forms of financial assets in which such unutilized monies have been invested;
4. The Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property;
5. We shall utilise the Issue proceeds only after (i) receipt of minimum subscription, i.e., 75% of the Base Issue Size pertaining to this Issue; (ii) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (iii) creation of security; (iv) obtaining requisite permissions or consents for creation of *pari passu* charge over assets sought to be provided as Security; (v) obtaining listing and trading approval as stated in the section titled "*Issue Structure*" on page 77;
6. The Issue proceeds shall be utilised in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI or any other statutory authority from time to time. Further the Issue proceeds shall be utilised only for the purpose and objects stated in the Offer Documents; and
7. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 6 Working days from the Tranche I Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws.

Previous Issue(s)

Details of utilisation of proceeds of previous issues by our Company in the last three years are as follows:

1. Except as stated below and in the sections titled "*Capital Structure*", and "*Financial Indebtedness*" on pages 78 and 214 of the Shelf Prospectus, respectively, our Company has not made any other issue of non-convertible debentures in the last three years which are outstanding as on the date of the Shelf Prospectus. The proceeds from the previous issuance of non-convertible debentures by the Company have been and/or are being utilised in accordance with the use of proceeds set out in the respective offer documents and/or information memorandums under which such non-convertible debentures were issued which include, *inter alia*, to augment long-term resources of the Company, for on-lending and for general corporate purposes in accordance with the object clause of the Memorandum of Association of the Company. Other than as specifically disclosed in the Shelf Prospectus, our Company has not issued any securities for consideration other than cash.

Our Company made a issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	May 13, 2024
Date of closing	May 27, 2024
Total issue size	₹ 200 crores

Total value of NCDs allotted	₹ 153.09 crores	
Date of allotment	May 31, 2024	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	March 5, 2024	
Date of closing	March 19, 2024	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹129.59 crores	
Date of allotment	March 26, 2024	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	December 7, 2023	
Date of closing	December 20, 2023	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹116.10 crores	
Date of allotment	December 27, 2023	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	October 20, 2023	
Date of closing	November 3, 2023	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹107.66 crores	
Date of allotment	November 9, 2023	
Objects of the issue	Object	Object % of amount proposed to be

(as per the prospectus)	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	September 6, 2023	
Date of closing	September 20, 2023	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹113.18 crores	
Date of allotment	September 26, 2023	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	July 10, 2023	
Date of closing	July 21, 2023	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹101.33 crores	
Date of allotment	July 27, 2023	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹800 crores, aggregating up to ₹900 crores, the details of which are set forth further below:

Date of opening	March 3, 2023	
Date of closing	March 17, 2023	
Total issue size	₹900 crores	
Total value of NCDs allotted	₹91.65 crores	
Date of allotment	March 23, 2023	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%

Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.
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Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹900 crores, aggregating up to ₹1,000 crores, the details of which are set forth further below:

Date of opening	December 1, 2022	
Date of closing	December 22, 2022	
Total issue size	₹1,000 crores	
Total value of NCDs allotted	₹93.80 crores	
Date of allotment	December 28, 2022	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹700 crores, aggregating up to ₹800 crores, the details of which are set forth further below:

Date of opening	October 7, 2022	
Date of closing	October 28, 2022	
Total issue size	₹800 crores	
Total value of NCDs allotted	₹99.49 crores	
Date of allotment	November 3, 2022	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹900 crores, aggregating up to ₹1,000 crores, the details of which are set forth further below:

Date of opening	September 5, 2022	
Date of closing	September 22, 2022	
Total issue size	₹1,000 crores	
Total value of NCDs allotted	₹103.11 crores	
Date of allotment	September 28, 2022	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹900 crores, aggregating up to ₹1,000 crores, the details of which are set forth further below:

Date of opening	March 30, 2022	
Date of closing	April 22, 2022	
Total issue size	₹1,000 crores	
Total value of NCDs allotted	₹133.74 crores	
Date of allotment	April 28, 2022	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

Our Company made a public issuance of up to 1,00,00,000 secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹200 crores with an option to retain oversubscription up to ₹800 crores, aggregating up to ₹1,000 crores, the details of which are set forth further below:

Date of opening	December 09, 2021	
Date of closing	December 31, 2021*	
Total issue size	₹1,000 crores	
Total value of NCDs allotted	₹552.96 crores	
Date of allotment	January 06, 2022	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

*Pursuant to resolution of the erstwhile securities issuance committee of the Company dated December 18, 2021, the issue closing date was further extended from December 20, 2021 to December 31, 2021.

Our Company made a public issuance of up to 1,00,00,000 secured and/or unsecured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹200 crores with an option to retain oversubscription up to ₹800 crores, aggregating up to ₹1,000 crores, the details of which are set forth further below:

Date of opening	September 06, 2021	
Date of closing	September 20, 2021	
Total issue size	₹1,000 crores	
Total value of NCDs allotted	₹792.27 crores	
Date of allotment	September 24, 2021	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

- The Company has undertaken a rights issue of equity shares through its letter of offer dated January 28, 2024. For further details, see "Capital Structure" on page 78 of the Shelf Prospectus. Further, the proceeds from the issue will be utilized for the purposes as mentioned in the letter of offer filed with the Stock Exchanges and SEBI in relation

to the rights issue. Other than this issue, the Company has not undertaken any equity or rights issue during the last three years.

- The Company has raised funds for augmenting its capital adequacy requirements, long-term resources for meeting funding requirements for its business purposes and for general corporate purposes by way of private placement of debentures, secured euro medium term notes, foreign currency convertible bonds and qualified institutions placement of Equity Shares in the last three years. The funds have been and/or are being utilised in accordance with the objects of the above-mentioned issuance of debentures and equity shares on private placement basis.

Benefit/ interest accruing to Directors or promoters out of the Object of the Issue:

The Directors of our Company are not interested in the Objects of the Issue. Our Company is a professionally managed company and does not have any identifiable promoters in terms of SEBI ICDR Regulations.

Details regarding the Company, its Subsidiaries and other listed companies which are associate companies as described under the Companies Act, 2013, which made any capital issue during the last three years:

Other than as stated in “*Other Regulatory and Statutory Disclosures — Previous Issue(s)*” on page 63, the Company has not made any capital issue during the last three years.

Other than as disclosed below, there are no Subsidiaries and/or other listed companies under the same management or associate companies as described under the Companies Act, 2013, which have made any capital issuances during the previous three years from the date of the Shelf Prospectus.

SFL made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	April 3, 2023	
Date of closing	April 19, 2023	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹112.64 crores	
Date of allotment	April 25, 2023	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

SFL made a public issuance of secured redeemable non-convertible debentures of the face value of ₹1,000 each, amounting to ₹100 crores with an option to retain oversubscription up to ₹100 crores, aggregating up to ₹200 crores, the details of which are set forth further below:

Date of opening	January 5, 2023	
Date of closing	January 27, 2023	
Total issue size	₹200 crores	
Total value of NCDs allotted	₹110.56 crores	
Date of allotment	February 2, 2023	
Objects of the issue (as per the prospectus)	Object	Object % of amount proposed to be
	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilisation of issue proceeds	The proceeds from the issue have been utilised in accordance with the objects of the issue as stated above.	

SFL has raised funds for augmenting its capital adequacy requirements, long-term resources for meeting funding requirements for its business purposes and for general corporate purposes by way of private placement of debentures in the last three years. The funds have been fully utilised in accordance with the objects of the above mentioned issuance of debentures on private placement basis.

Delay in listing

There has been no delay in the listing of any non-convertible securities and equity shares issued by the Issuer.

In the event of failure to list securities issued pursuant to this Issue within such days from the date of closure of issue as may be specified by the Board (scheduled listing date), all application moneys received or blocked in the public issue shall be refunded or unblocked forthwith within two working days from the scheduled listing date to the applicants through the permissible modes of making refunds and unblocking of funds. For delay in refund/unblocking of funds beyond the timeline as specified above, the issuer shall be liable to pay interest at the rate of fifteen percent per annum to the investors from the scheduled listing date till the date of actual payment.

Default in payment

In case of default (including delay) in payment of interest and/ or redemption of principal on the due dates for debt securities issued, additional interest of at least 2% p.a. over the coupon rate shall be payable by the issuer for the defaulting period.

Refusal of listing of any security of the issuer during the current financial year and the last three financial years by any of the stock exchanges in India or abroad.

There has been no refusal of listing of any security of the Issuer during the current financial year and last three financial years prior to the date of the Shelf Prospectus and Tranche I Prospectus by any Stock Exchange in India or abroad.

Details regarding the Company and other listed companies under the same management within the meaning of Section 370(1B) of the Companies Act, which made any capital issue during the last three years:

Nil.

Utilisation of proceeds by our Group Companies:

In terms of Regulation 2(r) of the SEBI NCS Regulations, our Company does not have any Group Companies.

Statement of Capitalisation

The statement of capitalisation (debt to equity ratio) of our Company as at June 30, 2024 on a consolidated basis:

<i>(₹ in crores unless otherwise stated)</i>		
Particulars	Prior to the Issue (as on June 30, 2024)*	Post Issue**
Debt		
Debt securities	17,163.10	17,413.10
Borrowings (other than debt securities)	25,913.60	25,913.60
Subordinated liabilities	4,190.57	4,190.57
Total Debt (A)	47,267.27	47,517.27
Equity		
Equity Share Capital	113.74	113.74
Other equity	20,154.90	20,154.90
Total Equity (B)	20,268.64	20,268.64
Total debt/ total equity (A/B) (In times)	2.33	2.34

Note: Considering cash and cash equivalents, the net debt to equity ratio as at June 30, 2024 stands at 2.18.

*Extracted from the Unaudited Consolidated Financial Results of the Company and its subsidiaries.

**The debt – equity ratio post Tranche I Issue is indicative on account of the assumed inflow of ₹250 crores from the proposed Tranche I Issue. The actual debt-equity ratio post the Tranche I Issue would depend on the actual position of debt and equity on the Deemed Date Allotment. Further, post issue does not include the transactions consummate subsequent to June 30, 2024.

The statement of capitalisation (debt to equity ratio) of our Company as at June 30, 2024 on a standalone basis:

(₹ in crores unless otherwise stated)

Particulars	Prior to the Issue (as on June 30, 2024)*	Post Issue**
Debt		
Debt securities	16,392.08	16,642.08
Borrowings (other than debt securities)	22,610.79	22,610.79
Subordinated liabilities	3,859.12	3,859.12
Total Debt (A)	42,861.99	43,111.99
Equity		
Equity Share Capital	115.70	115.70
Other equity	18,288.09	18,288.09
Total Equity (B)	18,403.79	18,403.79
Total debt/ total equity (A/B) (In times)	2.43	2.34

Note: Considering cash and cash equivalents, the net debt to equity ratio as at June 30, 2024 stands at 2.18.

*Extracted from the Unaudited Standalone Financial Results of the Company and its subsidiaries

**The debt – equity ratio post Tranche I Issue is indicative on account of the assumed inflow of ₹250 crores from the proposed Tranche I Issue. The actual debt-equity ratio post the Tranche I Issue would depend on the actual position of debt and equity on the Deemed Date Allotment. Further, post issue does not include the transactions consummate subsequent to June 30, 2024.

Details regarding lending out of Issue proceeds and loans advanced by the Company:

A. Lending Policy

Please see “Our Business” at page 146 of the Shelf Prospectus.

B. Loans/advances to associates, entities/persons relating to Board, senior management, or group entities out of the proceeds of previous issues:

Company has not provided any loans or advances to associates, entities or persons relating to the Board or senior management out of the proceeds of the previous issues of debt securities.

C. Types of loans

Types of loans given by the Company on standalone basis as on March 31, 2024 are as follows:

S. No.	Particulars	Amount (₹ in crores)	Percentage
1	Secured	45,867.97	99.71%
2	Unsecured	134.54	0.29%
	Total	46,002.51	100.00%

Types of loans according to sectoral exposure as on March 31, 2024 is as follows:

Particulars	Percentage of Loan Book	Percentage (%)
Housing Loans	17,417.17	38.81%
Non - Housing Loans	27,466.37	61.19%
Total	44,883.54	100.00%

Denomination of loans outstanding by ticket size on a standalone basis as on March 31, 2024 are as follows:

S. No.	Ticket size	Percentage of Loan Book	
		Retail	Wholesale
1.	Upto ₹ 2 lakh	4.88%	0.00%
2.	₹ 2-5 lakh	12.08%	0.00%
3.	₹ 5 - 10 lakh	12.75%	0.00%
4.	₹ 10 - 25 lakh	19.77%	0.00%
5.	₹ 25 - 50 lakh	15.00%	0.00%
6.	₹ 50 lakh - 1 crore	12.10%	0.00%
7.	₹1-5 crore	12.38%	0.28%
8.	₹5-25 crore	3.45%	13.77%
9.	₹25-100 crore	7.60%	2.50%
10.	> 100 crore	0.00%	83.46%
	Total	100.00%	100.00%

Denomination of loans outstanding by LTV* on a standalone basis as on March 31, 2024 are as follows:

S. No	LTV	Percentage of Loan Book	
		Retail	Wholesale
1.	Up to 40%	14.96%	52.62%
2.	Between 40-50%	7.60%	18.80%
3.	Between 50-60%	10.00%	11.49%
4.	Between 60-70%	15.65%	12.27%
5.	Between 70-80%	38.48%	4.82%
6.	Between 80-90%	13.32%	0.00%
7.	Above 90%	0.00%	0.00%
	Total	100.00%	100.00%

* LTV at the time of origination.

Geographical classification (top 5 states) of borrowers (retail) as on March 31, 2024 is as follows:

S. No.	Regions	Percentage of Loan Book
1	Maharashtra	26.76%
2	Uttar Pradesh	14.53%
3	Karnataka	12.46%
4	Delhi	9.33%
5	Haryana	9.14%

Geographical classification (top 5 states) of borrowers (wholesale) as on March 31, 2024 is as follows:

S. No.	Regions	Percentage of Loan Book
1	Maharashtra	38.24%
2	Haryana	18.45%
3	Delhi	18.02%
4	Karnataka	13.58%
5	Telangana	6.21%

Maturity profile of total loan portfolio of the Company on a standalone basis as on March 31, 2024 is as follows:

Period	Amount (₹ in crores)
1 to 14 days	234.25
14 to 30/31 days	427.53
Over 1 month to 2 months	860.34
Over 2 months to 3 months	351.97
Over 3 months to 6 months	1,944.08
Over 6 months to 1 year	4,107.74
Over 1 year to 3 years	14,944.42
Over 3 years to 5 years	12,761.37
Over 5 years	9,587.14
Total	45,218.84

Aggregated exposure to top 20 borrowers with respect to concentration of loans and advances as on March 31, 2024*

	Amount (₹ in crores unless otherwise stated)
Total exposure to twenty largest borrowers/customers	10,427.33
Percentage of Loans & Advances to twenty largest borrowers to Total Advances of the HFC	23.06%

*Does not consider credit substitutes

*Aggregated exposure to top 20 borrowers with respect to concentration of all exposure (including off-balance sheet exposure)*as on March 31, 2024*

	Amount (₹ in crores unless otherwise stated)
Total Exposure to twenty largest borrowers / customers	10,427.33
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the HFC on borrowers / customers	23.06%

*Does not consider credit substitutes

Details of loans overdue and classified as non – performing assets in accordance with the RBI guidelines as at March 31, 2024

Movement of gross NPAs / gross Stage 3	Amount (₹ in crores)
(a) Opening gross NPA/ gross Stage 3	1,716.49
(b) Additions during the year	1,452.46
(c) Reductions during the year	1,616.75
(d) Closing balance of gross NPA/ gross Stage 3	1,552.20

Movement of provisions for NPAs / ECL allowance Stage 3	Amount (₹ in crores)
(a) Opening balance of ECL allowance Stage 3	568.37
(b) Provisions made during the year	567.37
(c) Write-off / Write-back of excess provisions	510.89
(d) Closing balance of ECL allowance Stage 3	624.85

Movement of NPAs

(₹ in crores unless otherwise specified)

Particulars	Year Ended March 31,		
	2022	2023	2024
(I) Net NPAs to Net Advances (%)	2.30%	2.41%	2.07%
(II) Movement of NPAs (Gross)			
a. Opening balance	1,526.54	2,057.73	1,716.49
b. Additions during the year	1,601.70	1,678.74	1,452.46
c. Reductions during the year	1,070.51	2,019.98	1,616.75
d. Closing balance	2,057.73	1,716.49	1,552.20
(III) Movement of Net NPAs			
a. Opening balance	882.14	1,168.62	1,148.12
b. Additions during the year	286.48	953.76	885.09
c. Reductions during the year	-	974.26	1,105.86
d. Closing balance	1,168.62	1,148.12	927.35
(IV) Movement of provisions for NPAs (excluding provisions on standard assets)			
a. Opening balance	644.38	889.11	568.37
b. Provisions made during the year	1,426.60	724.99	567.37
c. Write-off/write-back of excess provisions	1,181.87	1,045.73	510.89
d. Closing balance	889.11	568.37	624.85

Note: In accordance with RBI Master Directions.

Customer segment –wise gross NPA as on March 31, 2024

Sr. No.	Sector	Percentage of NPAs to Total Advances in that sector as on March 31, 2024
	Housing Loans:	
1	Individuals	3.29%
2	Builders/Project Loans	8.73%
3	Corporates	0.01%
4	Others	-
	Non-Housing Loans:	
5	Individuals	5.98%
6	Builders/Project Loans	1.11%
7	Corporates	1.31%

Sr. No.	Sector	Percentage of NPAs to Total Advances in that sector as on March 31, 2024
8	Others	-

Concentration of Exposure and NPA for the previous 3 fiscal years

(₹ in crores)

Particulars	Year Ended March 31,		
	2022	2023	2024
Gross NPA / Gross Stage 3	2,057.73	1,716.49	1,552.20
Net NPA / Net Stage 3	1,168.62	1,148.12	927.35
Total Exposure to top 10 NPA accounts	967.76	824.87	889.74

ECL allowance Stage 3 on a standalone basis derived from the Audited Financial Statement as at March 31, 2024 was ₹624.85 crores.

D. Residual maturity profile of assets and liabilities as on March 31, 2024

	1 to 30/31 days (one month)	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 to 5 years	Over 5 years	Total
Advances	3,564.63	1,521.41	413.48	2,151.87	4,329.34	16,093.73	12,479.13	10,454.57	51,008.16
Investments	945.35	124.04	868.04	2,016.70	726.79	2,790.63	1,880.76	4,357.71	13,710.02
Foreign Currency assets	-	-	3.78	1.25	0.02	44.15	-	-	49.20
Borrowings	300.54	314.40	796.32	3,124.36	3,234.81	17,088.40	17,199.75	1,928.55	43,987.13
Foreign Currency liabilities	-	-	-	31.85	-	166.19	-	-	198.04

Note: This is on the basis of the ALM statement filed with the stock exchanges as on March 31, 2024.

Debentures or bonds and redeemable preference shares and other instruments issued by our Company and outstanding

As on July 5, 2024, our Company has listed rated/unrated, secured/unsecured, non-convertible redeemable debentures and listed subordinated debt. For further details, please see “Financial Indebtedness” on page 214 of the Shelf Prospectus.

Dividend

Our Company has in place dividend distribution policy, prepared in accordance with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approved by the Board of Directors of our Company. The declaration and payment of dividends on our shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition.

Other than as disclosed below, our Company has not declared any Dividend in the last three years and in period from April 1, 2024 till date of the Shelf Prospectus and this Tranche I Prospectus, on a standalone basis:

Particulars	From April 1, 2024 till date of this Tranche I Prospectus**	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital (₹ in crore)	115.70	114.99	94.32	93.71
Face Value Per Equity Share (₹) (a)	2.00	2.00	2.00	2.00
Dividend on Equity Shares (₹ per equity share) (b)	-	1.25*	-	-
Total dividend on equity shares (₹ in crore)	-	59.94	-	-
Dividend Declared Rate (In %) (c=b/a)	-	62.50%	-	-
Dividend tax (gross) on dividend (₹ in crore)	-	-	-	-

*Final Dividend for Fiscal 2023

**The Board of Directors of the Company at their meeting held on May 24, 2024 recommended a final dividend of ₹ 2.00 per equity share (100% on face value of ₹ 2 each) for the financial year ended March 31, 2024, subject to approval of members at the ensuing Annual General Meeting.

The Board of Directors of the Company in their meeting held on May 24, 2024 had recommended a final dividend of ₹ 2 per fully paid up equity share, translating to 100% on face value of ₹ 2 each, for the Fiscal 2024, subject to the approval by the shareholders in the next Annual General Meeting of the Company. The dividend will be paid in proportion to the amount paid- up on Partly paid up equity shares of the Company.

Other than as disclosed below, our Company has not declared any Dividend in the last three years and in period from April 1, 2024 till date of the Shelf Prospectus and this Tranche I Prospectus, on a consolidated basis:

Particulars	From April 1, 2024 till date of the Tranche I Prospectus***	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital* (₹ in Cr)	115.70	114.99	94.32	93.71
Face Value Per Equity Share (₹) (a)	2.00	2.00	2.00	2.00
Dividend on Equity Shares (₹ per equity share) (b)	-	1.25**	-	-
Total dividend on equity shares (₹ in Cr)	-	59.94	-	-
Dividend Declared Rate (In %) (c=b/a)	-	62.50%	-	-
Dividend tax (gross) on dividend (₹ in Cr)	-	-	-	-

* Including fully paid-up Shares amounting to ₹1.68 crores and partly paid-up Shares amounting to ₹0.28 crores from April 1, 2024 till date of the Shelf Prospectus, fully paid-up Shares amounting to ₹1.68 crores and partly paid-up Shares amounting to ₹0.28 crores as on Fiscal year ended March 2024, ₹4.60 crores as on Fiscal year ended March 2023 and ₹4.60 crores as on Fiscal year ended March 2022 held by Pragati Employee Welfare Trust (formerly known as Indiabulls Housing Finance Limited – Employees Welfare Trust).

**Final Dividend for Fiscal 2023

***The Board of Directors of the Company at their meeting held on May 24, 2024 recommended a final dividend of ₹ 2.00 per equity share (100% on face value of ₹ 2 each) for the financial year ended March 31, 2024, subject to approval of members at the ensuing Annual General Meeting.

Mechanism for redressal of investor grievances

The Registrar Agreement dated July 24, 2024, 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 eight years from the last date of dispatch 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 center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, Series applied for, number of NCDs applied for, amount blocked on Application.

All grievances related to the UPI process may be addressed to the Stock Exchanges, which shall be responsible for addressing investor grievances arising from applications submitted online through the application based / web interface platforms of the Stock Exchanges or through their Trading Members. The Intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

The contact details of Registrar to the Issue are as follows:

KFIN TECHNOLOGIES LIMITED

Selenium Tower B, Plot No – 31 & 32
 Financial District, Nanakramguda, Serilingampally
 Hyderabad Rangareddi, 500 032, Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 6716 1563
Toll free number: 18003094001
Email: scl.ncdipo@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com

Contact Person: M Murali Krishna
Compliance Officer: Ms. Sneha Jadhav
SEBI Registration Number: INR000000221
CIN: L72400TG2017PLC117649

The Registrar shall endeavour to redress complaints of the investors within three (3) days of receipt of the complaint during the currency of this MoU and continue to do so during the period it is required to maintain records under the RTA Regulations and our Company shall extend necessary co-operation to the Registrar for its complying with the said regulations. However, the Registrar shall ensure that the time taken to redress investor complaints does not exceed fifteen (15) days from the date of receipt of complaint. The Registrar shall provide a status report of investor complaints and grievances on a fortnightly basis to our Company. Similar status reports should also be provided to our Company as and when required by our Company.

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

Amit Kumar Jain
Company Secretary and Compliance Officer

Indiabulls House
Plot No. 422B,
Udyog Vihar, Phase-IV,
Gurugram, Haryana – 122 016
Tel: +91 124 668 1199
Fax: +91 124 668 1240
Email: ajain@sammaancapital.com

Investors may contact the Registrar to the Issue or the Company Secretary and 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 Debenture Certificates, transfers, interest on application amount etc.

Reservations/ Qualifications/ Adverse Remarks or Emphasis of Matter by Auditors

Other than as may be disclosed in the chapter titled “*Risk Factors*”, on page 19 of the Shelf Prospectus, there are no reservations or qualifications or adverse remarks or emphasis of matter the financial statements of our Company in the last three financial years immediately preceding the Shelf Prospectus and this Tranche I Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will issue a statutory advertisement on or before the Tranche I Issue Opening Date. This advertisement will contain the information as prescribed under SEBI NCS Regulations. Material updates, if any, between the date of filing of the Shelf Prospectus and this Tranche I Prospectus with ROC and the date of release of the statutory advertisement will be included in the statutory advertisement.

Trading

Debt securities issued by our Company, which are listed on BSE’s and NSE’s wholesale debt market are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

Caution

Attention of the applicants is specifically drawn to the provision of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“*Any person who:*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013”

SECTION III: ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The following are the key terms of the NCDs. This chapter should be read in conjunction with and is qualified in its entirety by more detailed information in “*Terms of the Issue*” on page 92.

The NCDs being offered as part of this Issue are subject to the provisions of the SEBI NCS Regulations, the Debt Listing Agreement, SEBI Listing Regulations, and the Companies Act, 2013, the RBI Act, the terms of the Shelf Prospectus, this Tranche I Prospectus, the Application Form, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, and other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, RBI, the GoI, and 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.

The key common terms and conditions of the NCDs are as follows:

Issuer	Sammaan Capital Limited (<i>formerly known as Indiabulls Housing Finance Limited</i>)
Type of instrument/ Name of the security	Secured, redeemable, non-convertible debentures.
Seniority	Secured debentures: Senior (to clarify, the claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements).
Nature of the instrument	Secured, redeemable, non-convertible debentures.
Mode of the issue	Public issue
Eligible investors	Please see “ <i>Issue Procedure – Who can apply?</i> ” on page 110.
Listing	The NCDs are proposed to be listed on NSE and BSE. BSE shall be the Designated Stock Exchange for this Issue. The NCDs shall be listed within six Working Days from the date of Tranche I Issue Closure. For more information see “ <i>Other Regulatory and Statutory Disclosures</i> ” on page 52.
Credit ratings	“ CRISIL AA/Stable ” (pronounced as CRISIL double A rating with stable outlook), by CRISIL Ratings Limited “ [ICRA]AA (Stable) ” (pronounced as ICRA double A rating with a stable outlook) by ICRA Limited
Base Issue Size	₹ 125 crore
Tranche I Issue Size	Up to ₹ 250 crore
Option to retain Oversubscription Amount	Up to ₹ 125 crore
Objects of the Issue	Please see “ <i>Objects of the Tranche I Issue</i> ” on page 32.
Details of utilisation of the proceeds	Please see “ <i>Objects of the Tranche I Issue</i> ” on page 32.
Lead Managers	<ul style="list-style-type: none"> • Nuvama Wealth Management Limited • Elara Capital (India) Private Limited • Trust Investment Advisors Private Limited
Debenture Trustee	IDBI Trusteeship Services Limited
Market Lot/ Trading Lot	1 NCD
Registrar	KFin Technologies Limited (<i>formerly known as KFIN Technologies Private Limited</i>)
Tranche I Issue	Public issue by our Company of up to 25,00,000 secured, redeemable, non-convertible debentures of face value ₹ 1,000 each, amounting up to ₹ 125 crore (“ Base Issue Size ”) with an option to retain oversubscription of up to ₹ 125 crore (“ Green Shoe Option ”) aggregating up to ₹ 250 crore (“ Tranche I Issue Size ” or “ Tranche I Issue ”). The Tranche I Issue Size is within the shelf limit of ₹ 2,000 crore and is being offered by way of this Tranche I Prospectus dated August 28, 2024 containing inter alia the terms and conditions of Tranche I Issue (“ Tranche I Prospectus ”), which should be read together with the Shelf Prospectus.
Interest rate for each category of investors	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Step up/ Step down interest rates	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84

Frequency of interest payment	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Interest payment date	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Interest type	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Interest reset process	Not Applicable
Day count basis	Actual/Actual
Interest on application money	Please see “ <i>Terms of the Issue</i> ” on page 92.
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialised credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/prescribed under applicable laws. Our Company shall pay at least two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed if our Company fails to execute the trust deed within such period as prescribed under applicable law.
Tenor	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Redemption Date	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Redemption Amount	Please see “ <i>Issue Structure - Specific Terms of NCDs</i> ” on page 84
Redemption premium/ discount	Not Applicable
Face value (in ₹ / NCD)	₹1,000 per NCDs
Issue Price (in ₹/NCD)	₹1,000 per NCDs
Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount	Not Applicable
Put option date	Not Applicable
Put option price	Not Applicable
Call option date	Not Applicable
Call option price	Not Applicable
Put notification time	Not Applicable
Call notification time	Not Applicable
Minimum Application size and in multiples of NCD thereafter	₹ 10,000 (10 NCD) and in multiple of ₹ 1,000 (1 NCD) thereafter.
Tranche I Issue Opening Date	Friday, September 6, 2024
Tranche I Issue Closing Date**	Thursday, September 19, 2024
Tranche I Issue Schedule	Tranche I Issue Opening Date: Friday, September 6, 2024 Tranche I Issue Closing Date: Thursday, September 19, 2024
Pay-in date	Application Date. The entire Application Amount is payable on Application
Modes of payment	Please see “ <i>Issue Procedure – Terms of Payment</i> ” on page 127.
Deemed date of Allotment	The date on which the Board or the Securities Issuance and Investment Committee approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the Board of Directors or the Securities Issuance and Investment Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to NCD Holders from the Deemed Date of Allotment.
Issuance mode of the instrument	In dematerialised form only*
Trading mode of the instrument	In dematerialised form only*
Mode of settlement	Please refer to the chapter titled “ <i>Terms of Issue – Payment on Redemption</i> ” on page 104
Depositories	NSDL and CDSL
Working day convention/ Effect of holidays on payment	Working Day means all days on which commercial banks in Mumbai are open for business. If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the “ Effective Date ”), however the dates of the future interest payments would continue to be as per the

	originally stipulated schedule. 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 (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.
Record date	15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date
All covenants of the issue (including side letters, accelerated payment clause, etc.)	The Company shall comply with the representations and warranties, general covenants, negative covenants, reporting covenants and financial covenants as disclosed below under “ <i>Issue Structure - Key covenants to the Tranche I Issue</i> ” and more specifically set out in the Debenture Trust Deed. Any covenants later added shall be disclosed on the websites of the Stock Exchange, where the NCDs are proposed to be listed.
Asset cover and description regarding Security (where applicable) including type of security (movable/ immovable/ tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/ Information Memorandum.	The NCDs proposed to be issued will be secured by a first ranking <i>pari passu</i> charge by way of hypothecation in favour of the Debenture Trustee, on the financial and non-financial assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivable for the principal amount and interest thereon, on a first ranking <i>pari passu</i> basis with all other secured lenders to the Issuer holding <i>pari-passu</i> charge over the security, as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have a minimum security cover of 1.25 times on the principal amount and interest thereon at all times during the tenor of the NCDs. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on <i>pari passu</i> or exclusive basis thereon for its present and future financial requirements, provided that a minimum-security cover of 1.25 times on the principal amount and accrued interest thereon, is maintained, on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection. However, if consent and/or intimation is required under applicable law, then the Company shall obtain such consents and/ or intimation in accordance with such law. We have received necessary consents from the relevant lenders, debenture trustees and security trustees for ceding <i>pari passu</i> charge in favour of the Debenture Trustee in relation to the NCDs. The security shall be created prior to making the listing application for the NCDs with the Stock Exchanges. The NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and RoC or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee. Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18(1) of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in this Draft Shelf Prospectus, till the execution of the Debenture Trust Deed. The revaluation and replacement of the security shall be in accordance with the Debenture Trust Deed and in accordance with the applicable laws.
Security Cover	Our Company shall maintain a minimum security cover of 1.25 times on the outstanding balance of the NCDs plus accrued interest thereon.
Issue documents / Transaction Documents	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus read with any notices, corrigenda, addenda thereto, the Abridged Prospectus, Issue Agreement, Registrar Agreement, Consortium Agreement, Debenture Trustee Agreement, Public Issue Account and Sponsor Bank Agreement, Tripartite Agreements, Application Form, Debenture Trust Deed and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Managers and/or other intermediaries for the purpose of the Issue. For further details, see “ <i>Material Contracts and Documents for Inspection</i> ” on page 140

<p>Conditions precedent to disbursement</p>	<p>The following are the conditions precedent which our Company shall fulfil prior to the Deemed Date of Allotment to the satisfaction of the Debenture Trustee:</p> <p>1. Corporate Documents</p> <p>a. A certified copy of the constitutional documents of the Company; and</p> <p>b. A certified copy of the resolution of the Board of Directors of the Company specifically stating the purpose of issuance of the NCDs, approving the terms of the Transaction Documents to which it is a party and resolving that it execute the Transaction Documents to which it is a party in accordance with the provisions of the Companies Act, 2013, as amended.</p> <p>2. Certifications</p> <p>A certificate from the authorised signatory of the Company certifying/ confirming that:</p> <p>a. Each document relating to it as specified in the Transaction Documents is correct, complete and in full force and effect;</p> <p>b. Borrowing or securing the NCDs would not cause any borrowing, security binding on the Company to be exceeded;</p> <p>c. Assets to be charged as the security for securing the NCDs are the absolute property of the Company and are free from any additional security interest, except as disclosed in this Deed;</p> <p>d. Directors of the Company are not disqualified from holding office on the Board of Directors of the Company;</p> <p>e. Company has the necessary powers under the constitutional documents of the Company to issue NCDs and enter into the Transaction Documents;</p> <p>f. Company has performed all its obligations under the Transactions Documents to be performed on or before the Deemed Date of Allotment;</p> <p>g. the Company or its directors or shareholders are not on the RBI's defaulters or caution list;</p> <p>h. save and except for any recovery action initiated by the Company in the ordinary course of business, there are no material litigations, arbitrations or criminal proceedings before any court, arbitral body or have been pending against it, except as disclosed in the Draft Shelf Prospectus;</p> <p>i. representations and warranties set out in the Transaction Documents are true and correct in all material respects;</p> <p>j. no consents, waivers, approvals and permissions are required from any governmental authority, other creditors, lessees/ tenants and other third parties including any financial creditors in connection with the execution and delivery of the Transaction Documents, and the consummation of the transactions/obligations contemplated therein, other than as set out in the Deed;</p> <p>k. no potential Event of Default has occurred and is continuing or would result from issue of NCDs;</p> <p>l. all licenses required by the Company to continue its business operations are in full force and effect; and</p> <p>m. the issue of the NCDs is (i) is permitted by the Applicable Laws; and (ii) does not violate any Applicable Laws.</p> <p>3. Issue related documents</p> <p>a. A certified true copy of the credit rating letters;</p> <p>b. A certified true copy of the consent letter issued by the Trustee;</p> <p>c. Evidence that the Company has entered into a tripartite agreement with the Stock Exchanges and the Registrar to the Issue; and</p>
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	<p>d. Evidence of filing of the relevant board resolution and the shareholders resolution of the Company with the Registrar of Companies in Form MGT-14 prior to issuance of the Draft Shelf Prospectus.</p> <p>4. Transaction Documents</p> <p>a. The following documents duly executed by each of the relevant Parties:</p> <p>i. the Debenture Trust Deed</p> <p>ii. the Debenture Trustee Agreement;</p> <p>b. A copy of the duly executed Prospectus filed with the Stock Exchanges; and</p> <p>c. Evidence in form and manner satisfactory to the Trustee that the Company has completed with all other requirements (including rating, listing, electronic book building) that are to be completed before the Deemed Date of Allotment as required under Applicable Laws.</p> <p>5. Other Documents and Evidences</p> <p>a. Evidence of the payment of Initial Contribution by the Company to the Trustee for Settlement; and</p> <p>b. Evidence that proper stamp duty has been paid on the relevant Transaction Documents.</p>
Conditions subsequent to disbursement	<p>The following are the conditions subsequent which our Company shall fulfil on or after the Deemed Date of Allotment to the satisfaction of the Debenture Trustee:</p> <ol style="list-style-type: none"> 1. Receipt of the certificate of registration of charge issued by the Registrar of Companies in relation to the charge created on the security; 2. Copy of the relevant extract of the updated register of charges in Form CHG-7 evidencing the relevant entries in relation to the charge created on the security; 3. A certified true copy of Form CHG-9 filed by the Company in relation to the perfection of the Hypothecated Properties (if any) and challan thereof, and other filings in relation to the perfection of the security; 4. Evidence that the fees, cost and expenses due from the Company pursuant to the Transaction Documents have been paid or will be paid by the Deemed Date of Allotment; 5. Evidence of corporate actions for approving and allotting the NCDs; 6. Evidence of filing of the return of allotment under PAS-3 pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 with the concerned Registrar of Companies; 7. Credit of the relevant NCDs in the specified dematerialised account(s) of the investors; 8. A copy of the authorisation or opinion or assurance which the Debenture Trustee considers necessary or desirable in connection with the entry into and performance of the transactions contemplated by any Transaction Document or for the validity or enforceability of any Transaction Document; and 9. Certificate from the statutory auditor confirming the complete utilisation of the Issue proceeds.
Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)	Please see " <i>Terms of the Issue – Events of Default</i> " on page 94.
Creation of recovery expense fund	Our Company has already created a recovery expense fund in the manner as specified by SEBI in circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020 as amended from time to time and Regulation 11 of the SEBI NCS Regulations with the Designated Stock Exchange and informed the Debenture Trustee regarding the creation of such fund. The recovery expense fund may be utilised by Debenture Trustee, in the event of default by our Company under the terms

	of the Debenture Trust Deed, for taking appropriate legal action to enforce the security.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	<p>Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the term sheet and the Debenture Trust Deed and, except where the Debenture Trustee certifies that such default is in its opinion incapable of remedy within the cure period, if and as set out in the Debenture Trust Deed (in which case no notice shall be required), it shall constitute an event of Default.</p> <p>The Debenture Trustee may, at any time, waive, on such terms and conditions as to it shall seem expedient, any breach by the Company of any of the covenants and provisions in these presents contained without prejudice to the rights of the Debenture Trustee in respect of any subsequent breach thereof.</p> <p>Please see “<i>Terms of the Issue - Events of default</i>” on page 94.</p>
Provisions related to Cross Default Clause	Any material indebtedness of the Company for funds raised or availed by the Company, that is, material indebtedness for and in respect of monies borrowed or raised by the Company (whether or not for cash consideration) by whatever means (including acceptance, credits, deposits and leasing) becomes due prior to its stated maturity by reason of default of the terms thereof or if any such indebtedness is not paid at its stated maturity (in the reasonable opinion of the Debenture Trustee), or there is a default in making payments due under any guarantee or indemnity given by the Company in respect of the material indebtedness of borrowed monies of any person, and proceedings are initiated by the relevant lender or creditor in connection with such default, for recovery of such indebtedness or for enforcement or invocation of such guarantee or indemnity. For further details, please refer to the Debenture Trust Deed.
Roles and responsibilities of the Debenture Trustee	Please see “ <i>Terms of the Issue – Trustees for the NCD Holders</i> ” on page 93.
Risk factors pertaining to the issue	Please see “ <i>Risk Factors</i> ” on page 19 of the Shelf Prospectus.
Governing law and jurisdiction	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in New Delhi, India.

* In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this public issue of the NCDs in 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 dematerialised form.

** The Tranche I Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or Securities Issuance and Investment Committee thereof, subject to compliance with Regulation 33A of the SEBI NCS Regulations and receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Issue have been given on or before such earlier or extended date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the BSE and NSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date

Notes:

If there is any change in coupon rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new coupon rate and the events which lead to such change should be disclosed.

For the list of documents executed/ to be executed, please see “*Material Contracts and Documents for Inspection*” on page 140.

While the NCDs are secured to the tune of 125% of the principal and interest amount or as per the terms of offer document, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained and the recovery of 125% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Debt securities shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee.

Please refer to Annexure D for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

Please see “*Issue Procedure*” on page 109 for details of category wise eligibility and allotment in the Issue.

SPECIFIC TERMS OF NCDs

Series	I	II	III	IV**	V	VI	VII	VIII	IX	X	XI	XII
Frequency of Interest Payment	Annual	Monthly	Cumulative	Annual	Monthly	Cumulative	Annual	Monthly	Annual	Monthly	Annual	Monthly
Minimum Application	₹ 10,000 (10 NCDs) across all series											
In Multiples of thereafter	₹ 1,000 (1 NCD)											
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000											
Tenor in months	24 months	24 months	24 months	36 months	36 months	36 months	60 months	60 months	84 months	84 months	120 months	120 months
Coupon (% per annum) for NCD Holders in Categories I & II	9.25%	8.88%	NA	9.40%	9.02%	NA	9.65%	9.25%	10.00%	9.57%	10.25%	9.80%
Coupon (% per annum) for NCD Holders in Categories III & IV	9.65%	9.25%	NA	9.90%	9.48%	NA	10.15%	9.71%	10.50%	10.03%	10.75%	10.25%
Effective Yield (% per annum) for NCD Holders in Categories I & II	9.25%	9.25%	9.25%	9.40%	9.40%	9.40%	9.65%	9.65%	10.00%	10.00%	10.25%	10.24%
Effective Yield (% per annum) for NCD Holders in Categories III & IV	9.65%	9.65%	9.65%	9.90%	9.90%	9.90%	10.15%	10.15%	10.50%	10.48%	10.74%	10.75%
Mode of Interest Payment	Through various modes available											
Redemption Amount (₹ / NCD) on Maturity for NCD Holders in Category I and II	₹1,000.00	₹1,000.00	₹1,193.56	₹1,000.00	₹1,000.00	₹ 1,309.34	Staggered Redemption in Three (3) annual payments of ₹ 333.33 each starting from 3 rd anniversary* until Maturity		Staggered Redemption in Five (5) annual payments of ₹ 200 each starting from 3 rd anniversary* until Maturity		Staggered Redemption in Eight (8) annual payments of ₹ 125 each starting from 3 rd anniversary* until Maturity	
Redemption Amount (₹ / NCD) on Maturity for NCD Holders in Category III and IV	₹1,000.00	₹1,000.00	₹1,202.32	₹1,000.00	₹1,000.00	₹ 1,327.38	Staggered Redemption in Three (3) annual payments of ₹ 333.33 each starting from 3 rd anniversary* until Maturity		Staggered Redemption in Five (5) annual payments of ₹ 200 each starting from 3 rd anniversary* until Maturity		Staggered Redemption in Eight (8) annual payments of ₹ 125 each starting from 3 rd anniversary* until Maturity	
Maturity/Redemption Date (from the Deemed Date of Allotment)	24 months	24 months	24 months	36 months	36 months	36 months	60 months	60 months	84 months	84 months	120 months	120 months
Redemption Date/ Redemption Schedule	24 months	24 months	24 months	36 months	36 months	36 months	Staggered Redemption by Face Value as per “Principal Redemption Schedule and Redemption Amounts” below.					
Nature of Indebtedness	Secured											
Put and Call Option	Not Applicable											

***Our Company shall allocate and allot Series IV NCDs (36 months – annual option) wherein the Applicants have not indicated the choice of the relevant NCD Series*

- *With respect to Series II, V, VIII, X, XII where interest is to be paid on a monthly basis, the first interest payment will be due after one month from the Deemed Date of Allotment. The last interest payment will be made at the time of redemption of the NCDs.*
- *With respect to Series I, IV, VII, IX and XI and where interest is to be paid on annual basis, the first interest payment will be due at the end of one year from the date of allotment. Subsequently, interest payment will be due at the end of every year thereafter. The last interest payment will be made at the time of redemption of the NCDs.*
- *Please refer to “Annexure D” on page 146, for details pertaining to the cash flows of the Company in accordance with the SEBI Master Circular.*
- *Subject to applicable tax deducted at source. For further details, please see the section entitled “Statement of Possible Tax Benefits” on page 36.*
- *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 Tranche I Issue. For further details, see “Issue Procedure” and “Terms of Issue” on page 109 and 92, respectively.*

**Set out below is the principal redemption schedule and the redemption amount for the Series VII NCDs, Series VIII NCDs, Series IX NCDs, Series X NCDs, Series XI NCDs and Series XII NCDs in relation to which the principal outstanding will be redeemed in a staggered manner:*

Principal Redemption Schedule and Redemption Amounts						
Series	Series VII and VIII		Series IX and X		Series XI and XII	
Tenure	60 months		84 months		120 months	
	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding
Face Value	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
1 st Anniversary	-	₹ 1,000.00	-	₹ 1,000.00	-	₹ 1,000.00
2 nd Anniversary	-	₹ 1,000.00	-	₹ 1,000.00	-	₹ 1,000.00
3 rd Anniversary	₹ 333.33	₹ 666.67	₹ 200.00	₹ 800.00	₹ 125.00	₹ 875.00
4 th Anniversary	₹ 333.33	₹ 333.33	₹ 200.00	₹ 600.00	₹ 125.00	₹ 750.00
5 th Anniversary	₹ 333.33	₹ 0.00	₹ 200.00	₹ 400.00	₹ 125.00	₹ 625.00
6 th Anniversary	NA	NA	₹ 200.00	₹ 200.00	₹ 125.00	₹ 500.00
7 th Anniversary	NA	NA	₹ 200.00	₹ 0.00	₹ 125.00	₹ 375.00
8 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 250.00
9 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 125.00
10 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 0.00

**of Deemed Date from Allotment*

Specified Terms of NCDs - Interest and Payment of Interest

1. Monthly interest payment options

Interest would be paid monthly under Series II, V, VIII, X, XII at the following rates of interest in connection with the relevant categories of NCD Holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of NCDs. The first interest payment will be due after one month from the date of Allotment. The last interest payment will be made at the time of redemption of the NCDs.

Category of NCD Holders	Coupon (% per annum) for following Series				
	II	V	VIII	X	XII
Series					
Categories I & II	8.88%	9.02%	9.25%	9.57%	9.80%
Categories III & IV	9.25%	9.48%	9.71%	10.03%	10.25%

Series II and V shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months and 36 months respectively from the Deemed Date of Allotment

Series VIII, X and XII NCDs shall be redeemed will be redeemed in a staggered manner at the end of 60 months, 84 months and 120 months, respectively from the Deemed Date of Allotment as follows:

	Series VIII - 60 months		Series X - 84 months		Series XII -120 months	
	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding
1 st Anniversary	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00
2 nd Anniversary	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00
3 rd Anniversary	₹ 333.33	₹ 666.67	₹ 200.00	₹ 800.00	₹ 125.00	₹ 875.00
4 th Anniversary	₹ 333.33	₹ 333.33	₹ 200.00	₹ 600.00	₹ 125.00	₹ 750.00
5 th Anniversary	₹ 333.33	₹ 0.00	₹ 200.00	₹ 400.00	₹ 125.00	₹ 625.00
6 th Anniversary	NA	NA	₹ 200.00	₹ 200.00	₹ 125.00	₹ 500.00
7 th Anniversary	NA	NA	₹ 200.00	₹ 0.00	₹ 125.00	₹ 375.00
8 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 250.00
9 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 125.00
10 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 0.00

2. Annual interest payment option

Interest would be paid annually under Series I, IV, VII, IX and XI on each anniversary of the Deemed Date of Allotment at the following rates of interest to all categories of NCD Holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of NCDs.

Category of NCD Holders	Coupon (% per annum) for following Series				
	I	IV	VII	IX	XI
Series					
Categories I & II	9.25%	9.40%	9.65%	10.00%	10.25%
Categories III & IV	9.65%	9.90%	10.15%	10.50%	10.75%

Series I and IV NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months and 36 months, respectively from the Deemed Date of Allotment. The last interest payment under Annual Series will be made at the time of redemption of NCDs.

Series VII, IX and XI NCDs shall be redeemed will be redeemed in a staggered manner at the end of 60 months, 84 months and 120 months, respectively from the Deemed Date of Allotment as follows:

	Series VII - 60 months		Series IX - 84 months		Series XI - 120 months	
	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding
1 st Anniversary	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00
2 nd Anniversary	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00	₹ 0.00	₹ 1,000.00
3 rd Anniversary	₹ 333.33	₹ 666.67	₹ 200.00	₹ 800.00	₹ 125.00	₹ 875.00
4 th Anniversary	₹ 333.33	₹ 333.33	₹ 200.00	₹ 600.00	₹ 125.00	₹ 750.00

	Series VII - 60 months		Series IX - 84 months		Series XI - 120 months	
	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding	Redemption Amount	Principal Outstanding
5 th Anniversary	₹ 333.33	-	₹ 200.00	₹ 400.00	₹ 125.00	₹ 625.00
6 th Anniversary	NA	NA	₹ 200.00	₹ 200.00	₹ 125.00	₹ 500.00
7 th Anniversary	NA	NA	₹ 200.00	₹ 0.00	₹ 125.00	₹ 375.00
8 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 250.00
9 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 125.00
10 th Anniversary	NA	NA	NA	NA	₹ 125.00	₹ 0.00

3. Cumulative interest payment options

In case of Series III and VI NCDs shall be redeemed at the end of 24 months and 36 months, respectively from the Deemed Date of Allotment of NCDs:

Category of NCD Holders	Redemption Amount (₹ per NCD)	
	III	VI
Series		
Categories I & II	₹1,193.56	₹ 1,309.34
Categories III & IV	₹1,202.32	₹ 1,327.38

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

Application Size

Each application should be for a minimum of 10 NCDs and multiples of 1 NCD thereafter (for all options/ Series of NCDs, namely Series I, Series II, Series III, Series IV, Series V, Series VI, Series VII, Series VIII, Series IX, Series X, Series XI and Series XII taken individually or collectively). The minimum application size for each application for NCDs would be ₹ 10,000 and in multiples of ₹1,000 thereafter. Applicants can apply for any or all Series of NCDs offered hereunder provided the Applicant has applied for minimum application size using the same Application Form.

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

Terms of payment

The entire face value per NCDs is payable on application (except in case of ASBA Applicants). In case of ASBA Applicants, the entire amount of face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall refund the amount paid on application to the Applicant, in accordance with the terms of the Shelf Prospectus and this Tranche I Prospectus.

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. Further, 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.

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the U.S. Securities Act, 1933, as amended (the "Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuer has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Tranche I Prospectus

may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever, and in particular, may not be forwarded to any U.S. Person or to any U.S. address.

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. 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 (in case of Applicants applying for Allotment of the NCDs in dematerialised form) held in joint names. 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. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein. For further details, please see “*Issue Procedure*” on page 109.

Day Count Convention

Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Master Circular.

Effect of holidays on payments

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. 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 Redemption Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the Working Days.

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.

For further details, see the section titled “*Issue Procedure*” on page 109.

Key covenants to the Tranche I Issue

1. Affirmative Covenants

The Company hereby covenants with the Trustee that the Company shall:

- i. Conduct its business with due diligence and efficiency and in accordance with sound engineering, technical, managerial and financial standards and business practices with qualified and experienced management personnel.
- ii. Utilise the monies received towards subscription of the NCDs for the purpose for which the same have been issued as specified in the Tranche I Prospectus and Shelf Prospectus.
- iii. The Company furnish a certificate from the statutory auditor of the Company in respect of the utilisation of funds raised by the Tranche I Issue of NCDs to the Trustee in terms of Regulation 15(1A)(c) of SEBI (Debenture Trustees) Regulations, 1993, as amended.
- iv. Maintain a register of debenture holders including addresses of the debenture holders, record of subsequent transfers and changes of ownership in accordance with Section 88 of the Companies Act, 2013, as may be amended from time to time.

- v. Permit the Debenture Trustee to enter the debenture holders' premises and inspect the state and condition of charged assets.
- vi. Keep proper books of account and make true and proper entries therein of all dealings and transactions of and in relation to the business of the Company and keep the said books of account and all other books, registers and other documents relating to the affairs of the Company at its Registered Office or, where permitted by law, at other place or places where the books of account and documents of a similar nature may be kept and the Company will ensure that all entries in the same relating to the business of the Company shall at all reasonable times be kept opened for inspection of the Trustee and such person or persons, as the Trustee shall, from time to time, in writing for that purpose appoint.
- vii. Maintain, at all times, 125% security cover sufficient to discharge the principal amount along with the interest and all other amounts as may be payable under the NCDs and shall disclose to the Stock Exchanges on periodical basis and in their annual financial statements to the extent and nature of security created and maintained in terms of extant applicable laws.
- viii. Ensure that the value of the Hypothecated Properties at all times during the tenure of the NCDs is sufficient for the due repayment of the amount of NCDs and interest and all the sums payable thereon.
- ix. Give to the Trustee or to such person or persons as aforesaid such information as they or any of them shall require as to all matters relating to the business affairs of the Company to the extent the same is within the scope of the terms and conditions of the NCDs for effective discharge of its duties and obligations, including copies of reports, balance sheets, profit and loss account, insurance premium with respect to charged property/security etc.
- x. Punctually pay all rents, royalties, taxes, rates, levies, cesses, assessments, impositions and outgoings, governmental, municipal or otherwise imposed upon or payable by the Company as and when the same shall become payable and when required by the Trustee produce the receipts of such payment and also punctually pay and discharge all debts and obligations and liabilities and comply with all covenants and obligations which ought to be observed and performed by the Company.
- xi. Forthwith give notice in writing to the Trustee of commencement of any proceedings affecting the rights of the NCD Holders.
- xii. Pay the interest and principal amount of the NCDs to the NCD Holders as and when it becomes due, as per the terms of Tranche I Issue.
- xiii. Diligently preserve its corporate existence and status and all consents now held or any rights, licenses, privileges or concessions hereafter acquired by it in the conduct of its business and that it will comply with each and every term of the said consents, rights, licenses, privileges and concessions and comply with all acts, rules, regulations, orders and directions of any legislative, executive, administrative or judicial body applicable to the Hypothecated Properties or any part thereof.
- xiv. Provided that the Company may contest in good faith the validity of any such acts, rules, regulations, orders and directions and pending the determination of such contest may postpone compliance therewith if the rights enforceable under the NCDs are not thereby materially endangered or impaired.
- xv. Ensure that its Articles of Association contain a provision mandating its Board to appoint the person nominated by the Debenture Trustee in terms of clause (e) of sub – regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors, in compliance with regulation 23(6) of SEBI NCS Regulations.
- xvi. Appoint the person nominated by the Debenture Trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the Debenture Trustee.
- xvii. Inform Trustee about any change in nature and conduct of business by the Company before such change.

- xviii. Inform the Trustee of any significant change in the composition of its Board of Directors.
- xix. Pay all such stamp duties on NCDs and this Deed, if any, (including any additional stamp duty), other duties, taxes, charges and penalties, if the Company is to be required to pay according to the laws for the time being in force.
- xx. Promptly inform the Trustee if it has notice of any application for, winding up having been made or any statutory notice of winding up under the Companies Act or otherwise of any suit or other legal process intended to be filed or initiated against the Company.
- xxi. Promptly inform the Debenture Trustee of any amalgamation, merger or reconstruction scheme proposed by the Company.
- xxii. Submit to the Trustee its duly audited annual accounts, within six months from the close of its financial year.
- xxiii. The Company shall forward to the Trustee a periodical report containing the following particulars:
 - a. Updated list of the name and address of the NCD Holders;
 - b. Details of interest due but unpaid and reasons thereof;
 - c. The number and nature of grievances received from the NCD Holders and (a) resolved by the Company (b) unresolved by the Company and reason for the same; and
 - d. A statement that the assets of the Company which are available by way of security are sufficient to discharge the claims of the NCD Holders as and when they become due.
- xxiv. The Company hereby further agrees, declares and covenants with the Debenture Trustee that while submitting periodical financial results in accordance with Regulation 52 of the SEBI Listing Regulations, the Company shall file with the BSE and NSE for dissemination, and accordingly shall provide the Debenture Trustee (for their periodical monitoring), the information, if and as applicable.
- xxv. Promptly inform the Trustee of the happening of any labour strikes, lockouts, shut-downs, fires or any event likely to have a substantial effect on the Company's profits or business and of any material, changes in the rate of production or sales of the Company with an explanation of the reasons thereof.
- xxvi. Promptly inform the Trustee of any loss or damage, which the Company may suffer due to any force majeure circumstances or act of God, such as earthquake, flood, tempest or typhoon, etc., against which the Company, may not have insured its properties.
- xxvii. Comply with all the applicable regulations/ guidelines/ circulars/ statues etc. as may be amended from time to time applicable to the NCDs.
- xxviii. Keep the Debenture Trustee informed of all orders, directions, notices, of court/ tribunal affecting or likely to affect the charged assets.
- xxix. Not create further charge or encumbrance over the trust property without the approval of the Trustee.
- xxx. Comply with all directions/ guidelines issued by a governmental authority, with regard to the Issue.
- xxxi. Submit documents and information, as required by the Debenture Trustee to carry out the necessary due diligence and periodical monitoring.
- xxxii. Make the relevant filings/ charge registration with the ROC/ SEBI/ CERSAI within 30 days of creating the charge and provide the details regarding the same to the Debenture Trustee.
- xxxiii. Submit the following to the Debenture Trustee:
 - a. Statutory Auditor certificate for the value of book debts/ receivables and Issuer's compliance with covenants on half yearly basis within 45 days from the close of each half year;

- b. Half-yearly certificate regarding maintenance of 125% security cover or security cover as per the terms of Prospectus and/or Debenture Trust Deed, which in this case is 125%, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with periodical financial results as may be prescribed under applicable laws;
- c. Certificate from a chartered accountant confirming the security cover available to secure the NCDs and covenant compliance certificate as per format prescribed by the SEBI within 45 days from the close of each calendar quarter;
- d. such information in relation to the Hypothecated Property that the Debenture Trustee may reasonably request (in a format which shall be provided by the Debenture Trustee from time to time) for the purpose of quarterly diligence by the Debenture Trustee to monitor the required security cover and shall also submit to the Debenture Trustee a certificate from the director/ managing director of the Company on quarterly basis, certifying the value of the identified receivables as agreed in the Transaction Documents;
- e. End Utilization Certificate certified by the statutory auditors of the Company on annual basis;
- f. Promptly notify about initiation of forensic audit by any entity along with the reasons for such appointment;
- g. Immediately inform the Debenture Trustee of any rating action-upgrade or downgrade of credit rating of the Issuer;
- h. Forward intimation regarding covenants and their breaches, if any; and
- i. Provide bank details (from which the Issuer proposes to pay the interest and the redemption amount) and pre-authorising the Debenture Trustee to seek interest and redemption payment details from the Issuer's bank.

The Company proposes to use the account maintained by the Company with IDBI Bank Limited (with the below mentioned details) for payment of interest amount and the redemption amount. However, in case of any change in the same, the Company shall intimate the Trustee within one Business Day of such change.

xxxiv. Disclose manner of creation and operation of the Recovery Expense Fund.

xxxv. The Company hereby agrees and undertakes to comply with SEBI LODR Regulations, as amended from time to time.

xxxvi. To provide relevant documents/ information in terms of SEBI Debenture Trustee Master Circular for DTs, as applicable, to enable the Debenture Trustee(s) to conduct continuous and periodic due diligence and monitoring of Security created.

2. NEGATIVE COVENANTS

The Company shall not without the consent of the Debenture Trustee:

- i. Declare or pay any dividend to its shareholders during any financial year, in case it makes default in payment of installment of principal and interest then due and payable on the NCDs or has not made provision for making such payment.
- ii. Permit or cause to be done any act or thing whereby its right to transact business could be terminated or whereby payment of any principal or interest on the NCDs may be hindered or delayed.
- iii. Dispose of the Hypothecated Properties (other than sale/ assignment of assets/ securitisation transactions of the Company done in compliance with Applicable Laws) or any part thereof or create thereon any lien or charge by way of hypothecation, pledge or otherwise howsoever or other encumbrance of any kind whatsoever other than as provided under the Debenture Trust Deed.

- iv. Voluntarily suffer any act, which has a substantial effect on its business profits, production or sales.
- v. Subordinate any rights under these NCDs to any other series debentures or prefer any payments under series debentures.

TERMS OF THE ISSUE

Authority for the Issue

This Issue has been authorised by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on March 15, 2024 and the Securities Issuance and Investment Committee at their meeting held on July 25, 2024. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the Shareholders' *vide* their resolution approved at the annual general meeting dated September 19, 2018. Further, the Securities Issuance and Investment Committee has *vide* its resolution dated August 28, 2024 approved this Tranche I Prospectus.

Principal Terms and Conditions of this Issue

The NCDs being offered as part of the Tranche I Issue are subject to the provisions of the SEBI NCS Regulations, the Act, the Memorandum and Articles of Association of our Company, the terms of the Shelf Prospectus, this Tranche I Prospectus, the Application Forms, the Abridged Prospectus, the terms and conditions of the Debenture Trust 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/the Stock Exchanges, RBI and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of NCDs

The secured NCDs would constitute secured and senior obligations of our Company and shall be first ranking *pari passu* with the existing secured creditors on all loans and advances/ book debts/ receivables, both present and future, of our Company equal to the value of a minimum 1.25 times of the debentures outstanding plus interest accrued thereon, and subject to any obligations under applicable statutory and/or regulatory requirements. The secured NCDs proposed to be issued under the Issue and all earlier issues of secured debentures outstanding in the books of our Company, shall be first ranking *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption. Our Company confirms that all permissions and/or consents for creation of a *pari passu* charge on the book debts/ loans and advances/ receivables, both present and future as stated above, have been obtained from all relevant creditors, lenders and debenture trustees of our Company, who have an existing charge over the above mentioned assets. Our Company may, subject to applicable RBI requirements and other applicable statutory and/or regulatory provisions, treat the secured NCDs as Tier I capital.

Our Company is required to obtain permissions or consents from the prior creditors for proceeding with this Issue. Pursuant to SEBI circular number SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023, our Company undertakes, *inter alia*, that the assets on which charge is created are already charged, the permissions or consent to create *pari passu* charge on the assets of the Company have been obtained from the earlier creditors.

Security

The secured NCDs proposed to be issued will be secured by a first ranking *pari passu* charge by way of hypothecation in favor of the Debenture Trustee, on the financial and non-financial assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivable for the principal amount and interest thereon, on a first ranking *pari passu* basis with all other secured lenders to the Issuer holding *pari-passu* charge over the security, as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have a security cover of minimum 1.25 times on the principal amount and interest thereon. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on *pari passu* or exclusive basis thereon for its present and future financial requirements, provided that a minimum-security cover of 1.25 times on the principal amount and accrued interest thereon, is maintained, on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection. However, if consent and/or intimation is required under applicable law, then the Company shall obtain such consents and/ or intimation in accordance with such law. We have received necessary consents from the relevant debenture trustees, security trustees and the lender(s) for ceding *pari passu* charge in favour of the Debenture Trustee in relation to the NCDs. The security shall be created prior to making the listing application for the NCDs with the Stock Exchange(s).

Further, NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and RoC or Central Registry of Securitisation Asset Reconstruction and Security Interest (“**CERSAI**”) or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee.

Pursuant to the SEBI circular number SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023, our Company has entered into the Debenture Trustee Agreement with the Debenture Trustee and proposes to complete the execution of the Debenture Trust Deed before making the application for listing of the NCDs for the benefit of the NCD Holders, the terms of which shall govern the appointment of the Debenture Trustee and the issue of the NCDs.

Without prejudice to the aforesaid, in the event our Company fails to execute the Debenture Trust Deed within the period specified in Regulation 18 of the SEBI NCS Regulations or such other time frame as may be stipulated from time-to-time, our Company shall also pay interest of at least 2% (two per cent) per annum to the NCD holders, over and above the interest rate on the NCDs specified in this Tranche I Prospectus, till the execution of the Debenture Trust Deed and in accordance with the applicable laws.

The Company, with the approval of its shareholders in terms of the resolution passed under Section 180(1)(a) of the Companies Act, 2013, has at its extraordinary general meeting held on May 26, 2014, provided consent to the Board of Directors to create charge on the assets of the Company and creation of such security for the Issue of the NCDs are within the authority of the Board.

Other confirmations by the Debenture Trustee

The Debenture Trustee has agreed that acceptance fees of ₹ 2,50,000 plus applicable GST and service charges ₹ 2,50,000 plus applicable GST for the services as agreed in terms of the engagement/appointment/fee letter dated August 28, 2024 for this Tranche I Issue.

Debenture Redemption Reserve

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital and Debentures) Rules 2014, read with Regulation 16 of the SEBI NCS Regulations, any non-banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-2020 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR.

Pursuant to Section 71 of the Companies Act, 2013 and Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, and as on the date of filing of this this Tranche I Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. The Company shall, as per the Companies (Share Capital and Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

1. in deposits with any scheduled bank, free from any charge or lien;
2. in unencumbered securities of the Central Government or any State Government;
3. in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882;
4. in unencumbered bonds issued by any other company which is notified under sub-clause (f) of section 20 of the Indian Trusts Act, 1882.

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

Face Value

The face value of each of the NCD to be issued under this Issue shall be ₹ 1,000.

Trustees for the NCD Holders

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustee for the NCD Holders in terms of Regulation 8 of the SEBI NCS Regulations and Section 71(5) of the Companies Act, 2013 and the rules prescribed

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

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

The Debenture Trustee has undertaken the necessary due diligence in accordance with applicable laws, including the SEBI (Debenture Trustees) Regulations, 1993, read with the SEBI circulars titled (i) "Creation of Security in issuance of listed debt securities and 'due diligence' by debenture trustee(s)" dated November 3, 2020; and (ii) "Monitoring and Disclosures by Debenture Trustee(s)" dated November 12, 2020.

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 (and is not cured within the permissible cure period(s) set out under the Debenture Trust Deed). The description below is indicative; and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed:

Indicative list of Events of Default:

- i. Default is committed in payment of the principal amount of the NCDs on the due date(s);
- ii. Default is committed in payment of any interest on the NCDs on the due date(s);
- iii. Default is committed in the performance of any other covenants, conditions or agreements on the part of the Company under the Debenture Trust Deed or the other Transaction Documents or deeds entered into between the Company and the Debenture Holder(s)/ Beneficial Owner(s)/ Debenture Trustee;
- iv. Default is committed if any information given by the Company in this Tranche I Prospectus, the Transaction Documents and/or other information furnished and/or the representations and warranties given/deemed to have been given by the Company to the Debenture Holder(s)/ Beneficial Owner(s) for financial assistance by way of subscription to the Debenture is or proves to be misleading or incorrect in any material respect or is found to be incorrect;
- v. Default is committed if the Company is unable to pay its material debts and has admitted in writing its inability to pay its debts as they mature;
- vi. The Company has voluntarily or involuntarily become the subject of proceedings under any bankruptcy or insolvency law or suffered any action to be taken for its reorganisation, liquidation or dissolution;
- vii. Default is committed if extraordinary circumstances have occurred which makes it impossible for the Company to fulfil its obligations under the Debenture Trust Deed and/or the Debentures;
- viii. The Company ceases to carry on its business or gives notice of its intention to do so;
- ix. Default is committed if the Company a receiver or liquidator has been appointed or allowed to be appointed for any or the entire part of the undertaking of the Company;
- x. If it becomes unlawful for the company to perform any of its obligations under any transaction document;
- xi. Any expropriation, attachment, sequestration, distress, execution or any other creditors' process affects hypothecated properties of the Company; and
- xii. Except as stated in the Debenture Trust Deed and this this Tranche I Prospectus, any security created at any time

during the tenure of the NCDs, without prior written consent of the Debenture Trustee (if required) or unless otherwise provided for in the Debenture Trust Deed, the Company, attempts or purports to create any charge, mortgage, pledge, hypothecation, lien or other encumbrance over any of the hypothecated properties;

Any other event described as an Event of Default in the Disclosure Documents/ Prospectus and the Transaction Documents. In accordance with the master circular (SEBI/HO/DDHS-PoD3/P/CIR/2024/46) dated May 16, 2024, issued and as amended by SEBI for debenture trustees (“**SEBI Debenture Trustee Master Circular**”), post the occurrence of a “default”, the consent of the NCD Holders for entering into an inter-creditor agreement (the “**ICA**”)/ enforcement of security shall be sought by the debenture trustee after providing a notice to the investors in the manner stipulated under applicable law. Further, the meeting of the NCD Holders shall be held within the period stipulated under applicable law. In case(s) where majority of investors express their consent to enter into the ICA, the debenture trustee shall enter into the ICA on behalf of the investors upon compliance with the conditions as stipulated in the abovementioned circular. In case consents are not received for signing the ICA, the debenture trustee shall take further action, if any, as per the decision taken in the meeting of the investors. The consent of the majority of investors shall mean the approval of not less than 75% of the investors by value of the outstanding debt and 60% of the investors by number at the ISIN level.

Regulation 51 read with the Explanation to Clause A (11) in Part B of Schedule III of the SEBI Listing Regulations, defines ‘default’ as non-payment of interest or principal amount in full on the pre-agreed date which shall be recognized at the first instance of delay in the servicing of any interest or principal on debt.

It is hereby confirmed, in case of an occurrence of a “default”, the Debenture Trustee shall abide and comply with the procedures mentioned in the abovementioned SEBI Debenture Trustee Master Circular.

NCD Holder not a Shareholder

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

Rights of NCD Holders

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

1. The NCDs shall not, except as provided in the Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company’s members/shareholders including, without limitation, the right to receive notices or annual reports of, or 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. The opinion of the Debenture Trustee as to whether such resolution is affecting the right attached to the Secured NCDs is final and binding on Debenture Holders. In terms of Section 136 (1) of the Companies Act, 2013, holders of NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.
2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.
3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered NCD 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 SEBI NCS Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Shelf Prospectus, this Tranche I 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. The Depositories shall maintain the up to date record of holders of the NCDs in dematerialised Form. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCD in dematerialised form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD holders for this purpose.
6. A register of NCD Holders holding NCDs in physical form pursuant to rematerialisation of NCDs issued pursuant to this Issue (“**Register of NCD Holders**”) will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest/ redemption amounts 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. For the NCDs issued in dematerialised form, the Depositories shall also maintain the up to date record of holders of the NCDs in dematerialised Form. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCDs in dematerialised form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD holders for this purpose.
7. Subject to compliance with RBI requirements, the NCDs can be rolled over only with the consent of the holders in accordance with Regulation 39 of the SEBI NCS Regulations. Our Company may 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 Shelf Prospectus, this Tranche I Prospectus and the Debenture Trust Deed.

Nomination facility to NCD Holder

In accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rule 19**”) and Section 72 of the Companies Act, 2013, the sole NCD holder, or first NCD holder, along with other joint NCD Holders’ (being individual(s)), may nominate, in the **Form No. SH.13**, any one person with whom, in the event of the death of Applicant the NCDs were Allotted, if any, will vest. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate in **Form No.SH.13** any person as nominee. A nominee entitled to the NCDs by reason of the death of the original holder(s), will, in accordance with Rule 19 and Section 56 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the NCDs. Where the nominee is a minor, the NCD holder(s) may make a nomination to appoint, in **Form No. SH.14**, any person to become entitled to NCDs in the event of the holder’s death during minority. A nomination will stand rescinded on a sale/transfer/alienation of NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office, Corporate Office or with the Registrar to the Issue.

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 Rule 19, any person who becomes a nominee by virtue of the Rule 19, will on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of NCDs; or
- 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.

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

variation or cancellation is received.

For all NCDs held in the dematerialised form, nominations registered with the respective Depository Participant of the Applicant would prevail, there is no need to make a separate nomination with our Company. If the investors require changing their nomination, they are requested to inform their respective Depository Participant in connection with NCDs held in the dematerialised form.

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

Applicants who have opted for rematerialisation of NCDs and are holding the NCDs in the physical form should provide required details in connection with their nominee to our Company.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in New Delhi, India.

Application in the Issue

NCDs being issued through this this Tranche I Prospectus can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this Issue shall be made through the ASBA facility only.

In terms of Regulation 7 of SEBI NCS Regulations, our Company will make public issue of the NCDs in the dematerialised form only.

However, in the 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 rematerialise the NCDs. However, trading of the NCDs shall be compulsorily in dematerialised form only.

Form of Allotment and Denomination of NCDs

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

A successful Applicant can also request for the issue of NCDs 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 NCDs pursuant to this issue shall be traded only in demat form.

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.

For details of allotment, please see “*Issue Procedure*” on page 109.

Register of NCD Holders

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

Transfer/Transmission of NCD(s)

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The NCDs held in dematerialised 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. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Please see *“Issue Structure - Specific Terms of NCDs”* on page 84 for the implications on the interest applicable to NCDs held by different category of Investors on the Record Date. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (**“SEBI LODR IV Amendment”**) read with SEBI Press Release (no.49/2018) dated December 3, 2018, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from April 1, 2019. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialised form only.

Title

In case of:

- the NCD are held in the dematerialised form, the NCD Holder for the time being appearing in the record of beneficial owners maintained by the Depository shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes.
- the NCD are held in physical form, pursuant to any rematerialisation, the person for the time being appearing in the Register of Debenture Holders as Debenture 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 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 Debenture Holder.

No transfer of title of NCD will be valid unless and until entered on the Register of Debenture Holders or the register and index of Debenture Holders maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or Maturity Amount, as the case may be, will be paid to the person, whose name appears first in the Register of Debenture 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.

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognised as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach the Company to register his name as successor of the deceased Debenture Holder. He shall approach the respective Depository Participant of the Debenture Holder for this purpose and submit necessary documents as required by the Depository Participant

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

with:

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

Joint holders

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

Procedure for Re-materialisation 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 NCDs who propose to rematerialise their 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 NCDs and their Permanent Account Number to our Company and the DP. No proposal for rematerialisation of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialisation.

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs allotted pursuant to the Tranche I Issue. However, NCDs held in physical form, pursuant to any re-materialisation, as above, cannot be transferred. However, any trading of the NCDs issued pursuant to the Tranche I Issue shall be compulsorily in dematerialized form only.

Period of Subscription

TRANCHE I ISSUE PROGRAMME*	
Tranche I Issue Opens On	Friday, September 6, 2024
Tranche I Issue Closes On	Thursday, September 19, 2024
Pay in date	Application Date. The entire Application Amount is payable on Application
Deemed date of Allotment	The date on which the Board of Directors approves the Allotment of the NCDs for the Tranche I Issue or such date as may be determined by the Board of Directors thereof and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment.

* The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period as indicated in this Tranche I Prospectus. Our Company may, in consultation with the Lead Managers, consider closing the Tranche I Issue on such earlier date or extended date (subject to a minimum period of three working days and a maximum period of ten working days from the date of opening of the Tranche I Issue and subject to not exceeding thirty days from filing this Tranche I Prospectus with ROC including any extensions), as may be decided by the Board of Directors of our Company or Securities Issuance and Investment Committee thereof, subject to relevant approvals, in accordance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of the Tranche I Issue has been given on or before such earlier or initial date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date. For further details please refer to the section titled "Issue Related Information" on page 77.

Applications Forms for Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m.(Indian Standard Time) ("Bidding Period"), during the Tranche I Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday) (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs. Additionally, an Investor may also submit the Application Form through the app or web interface of the Stock Exchange. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange. It is clarified that the Applications not uploaded on the

Stock Exchange Platform would be rejected. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day after the Tranche I Issue Closing Date.

Due to limitation of time available for uploading the Applications on the Tranche I Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche I Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Tranche I Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I 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 Tranche I Issue. Neither our Company, nor the Lead Managers, nor any Member of the Consortium, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to failure in any software/hardware systems or otherwise. As per the SEBI Master Circular, the allotment in this Tranche I Issue is required to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis.

Interest/Premium and Payment of Interest/ Premium

Interest on NCDs

Amount of interest payable shall be rounded off to the nearest Rupee. In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,837.50 then the amount shall be rounded off to ₹ 1,838. If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. 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 Redemption Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest on the NCDs until but excluding the date of such payment.

Basis of Payment of Interest

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

Taxation

Income Tax is deductible at source at the rate of 10% on interest on debentures held by resident Indians (other than insurance companies), at the time of credit/ payment, as per the provisions of section 193 of the IT Act. Further, Tax will be deducted at source at reduced rate or no tax will be deducted at source in the following cases:

- a. When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture holder justifies no/lower deduction of tax at source as per the provisions of section 197(1) of the IT Act; and that a valid certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest;
- b. When the resident Debenture Holder with Permanent Account Number (“PAN”) (not being a company or a firm) submits a declaration as per the provisions of section 197A(1A) of the IT Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be Nil. However, under section 197A(1B) of the IT Act, Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in section 194 of the IT Act, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India, as the case may be, or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the financial year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax;

- c. Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of section 197A(1C) of the IT Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on the estimated total income of the year concerned will be Nil; and
- d. In all other situations, tax would be deducted at source as per prevailing provisions of the IT Act.

Form No.15G with PAN/ Form No.15H with PAN/ Certificate issued under section 197(1) of the IT Act has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any withholding tax.

The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar to the Issue quoting 7 (seven) days 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 with the Assessing Officer for each Fiscal during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar to the Issue 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.

For further details, please see the section "*Statement of Possible Tax Benefits*" on page 36.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Delhi 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 in the section titled "*Issue Procedure*" on page 109. Please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Tranche I Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the transferee of the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.

Day Count Convention

Interest shall be computed on actual/actual basis i.e., on the principal outstanding on the NCDs as per the SEBI Master Circular.

Effect of holidays on payments

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for future interest payments will continue to be as per the schedule originally stipulated. The dates of the future interest payments would continue to be as per the originally stipulated schedule. 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 (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

Illustration for guidance in respect of the day count convention and effect of holidays on payments

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Master Circular is disclosed in **Annexure C** of this Tranche I Prospectus.

Deemed Date of Allotment

The date on which the Board or the Securities Issuance and Investment Committee approves the Allotment of the NCDs for the Issue or such date as may be determined by the Board of Directors or the Securities Issuance and Investment

Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for this Issue by way of this Tranche I Prospectus) shall be available to NCD Holders from the Deemed Date of Allotment.

Application Size

Each application should be for a minimum of 10 NCDs across all series collectively and multiples of one NCD thereafter (for all series of NCDs taken individually or collectively). The minimum application size for each application for NCDs would be ₹10,000 across all series collectively and in multiples of ₹ 1,000 thereafter. Applicants can apply for any or all types of NCDs offered hereunder (any/all series) provided the Applicant has applied for minimum application size using the same Application Form.

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

Maturity and Redemption

The relevant interest will be paid in the manner set out in “*Issue Structure*” on page 77. The last interest payment will be made at the time of redemption of the NCDs.

Series	Maturity Period/ Redemption (as applicable)
Series I	24 months
Series II	24 months
Series III	24 months
Series IV	36 months
Series V	36 months
Series VI	36 months
Series VII	60 Months
Series VIII	60 Months
Series IX	84 Months
Series X	84 Months
Series XI	120 Months
Series XII	120 Months

Put / Call Option

Not Applicable.

Form and Denomination

In case of NCDs held under different series, as specified in this Tranche I Prospectus, by an NCD Holder, separate certificates will be issued to the NCD Holder for the aggregate amount of the NCDs held under each series. It is however distinctly to be understood that the NCDs pursuant to this Tranche I Issue shall be traded only in dematerialised form. Further, no action is required on the part of NCD holder(s) at the time of redemption of NCDs.

Terms of Payment

The entire issue price per NCD is blocked in the ASBA Account on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on application in accordance with the terms of this Tranche I Prospectus.

Manner of Payment of Interest / Refund / Redemption

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

For NCDs held in physical form on account of rematerialisation

The bank details will be obtained from the Registrar to the Issue for payment of interest/ refund/ redemption as the case may be along with the rematerialisation request.

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, our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

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 Bank, 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. NACH

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. RTGS

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 2,00,000, 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 Registrar to the Issue at least 7 (seven) days prior to 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 NACH subject to availability of complete bank account details for the same as stated above.

4. NEFT

Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have 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. The 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 interest/ refund/ redemption will be made to the applicants through this method.

5. 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.

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed/ available.

Please note that our Company shall not be responsible to the holder of NCD, for any delay in receiving credit of interest/ refund/ redemption so long as our Company has initiated the process of such request in time.

In case of ASBA Applicants, the Registrar to the Issue will issue requisite instructions to the relevant SCSBs to unblock amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants.

6. The Registrar to the Issue shall instruct the relevant SCSB or in case of Bids by Retail Individual Investors applying through the UPI Mechanism to the Sponsor Bank, to revoke the mandate and to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche I Issue Closing Date.

Printing of Bank Particulars on Interest/ Redemption 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 dematerialised 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 NCDs 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.

Loan against NCDs

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

Buy Back of NCDs

Our Company may, 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.

Record Date

15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under this Tranche I Prospectus or as may be otherwise prescribed by the Stock Exchanges. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding Working Day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date.

Procedure for Redemption by NCD Holders

NCDs held in physical form pursuant to rematerialisation of NCDs:

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 debenture 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 certificates) be surrendered for redemption on maturity and should be sent by the NCD Holders 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 Holders may be requested to surrender the NCD certificates 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 debenture 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.

NCDs held in electronic form:

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

Payment on Redemption

The manner of payment of redemption is set out below*.

NCDs held in physical form on account of rematerialisation

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 certificates, duly discharged by the sole holder/ all the joint holders (signed on the reverse of the NCD certificates). Despatch of cheques/ pay orders, 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 (thirty) 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 debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgement 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 Registrar to the Issue.

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

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

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 Holders towards his/their rights including for payment or otherwise stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD Holders.

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

**In the event, the interest/ payout of total coupon/ redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.50, then the amount shall be rounded off to ₹1,838.*

Recovery Expense Fund

The Company has created a recovery expense fund and deposited an amount of ₹25 lakhs towards recovery expense fund (“**Recovery Expense Fund**”/ “**REF**”) with the Designated Stock Exchange in the manner as specified by SEBI from time to time and informed the Debenture Trustee about the same.

The Recovery Expense fund may be utilised by Debenture Trustee, in the event of default by the Company, for taking appropriate legal action to enforce the security.

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.

Right to reissue NCD(s)

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCDs, 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 re-issue 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 re-issuing the same NCDs or by issuing other NCDs in their place. The aforementioned right includes the right to reissue original NCDs.

Sharing of Information

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

Notices

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

Future Borrowings

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, *pari passu* or otherwise, subject to applicable consents, approvals, intimations or permissions that may be required under any statutory/regulatory/contractual requirement, and subject to the stipulated minimum security cover being maintained, and no event of default has occurred and is continuing and change the capital structure including the issue of shares of any class, on such terms and conditions, as we may think appropriate. If the future borrowing leads to the change in structure of existing debt(s), the Issuer shall, as per the applicable laws, be permitted to borrow after obtaining the consent of or intimation to the Debenture Holders or the Debenture Trustee acting on behalf and for the benefit of the Debenture Holders, as appropriate. Furthermore, the Issuer shall ensure if the assets are already charged to secure a debt, the permissions or consents to create a second or *pari passu* charge on such assets of the Issuer have been obtained from the earlier creditor in accordance with applicable laws.

Impersonation

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

“Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013.”

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹10 lakh or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less

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

Pre-closure

Our Company, in consultation with the Lead Managers reserves the right to close the Issue at any time prior to the Tranche I Issue Closing Date, subject to receipt of minimum subscription or as may be specified in the Shelf Prospectus and relevant Tranche Prospectus . Our Company shall allot NCDs with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described herein and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Tranche I Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.

Minimum Subscription

In terms of the SEBI NCS Regulations, for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of the Base Issue Size, prior to the Tranche I Issue Closing Date the entire subscription amount shall be unblocked in the Applicants ASBA Account within eight (8) Working Days from the date of closure of the Issue or such time as may be specified by SEBI. In the event, there is a delay, by our Company in unblocking aforesaid ASBA Accounts within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard in the SEBI Master Circular.

Utilisation of Application Amount

The sum received in respect of the Issue will be kept in separate bank accounts until the documents for creation of security are executed and on receipt of listing and trading approval we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

Utilisation of Issue Proceeds

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013 and the SEBI NCS Regulations, and our Company will comply with the conditions as stated therein, and these monies will be transferred to Company's bank account after receipt of listing and trading approvals;
2. The allotment letter shall be issued, or application money shall be refunded in accordance with the Applicable Law failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;
3. Details of all utilised and unutilised monies out of the monies collected out of this Issue and previous issues made by way of public offers, if any, shall be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such issue remain unutilised, indicating the purpose for which such monies have been utilised and the securities or other forms of financial assets in which such unutilized monies have been invested;
4. The Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property;
5. We shall utilise the Issue proceeds only after (i) receipt of minimum subscription, i.e., 75% of the Base Issue Size pertaining to this Issue; (ii) completion of Allotment and refund process in compliance with Section 40 of the

Companies Act, 2013; (iii) creation of security; (iv) obtaining requisite permissions or consents for creation of *pari passu* charge over assets sought to be provided as Security; (v) obtaining listing and trading approval as stated in this Tranche I Prospectus in the section titled “*Issue Structure*” on page 77;

6. The Issue proceeds shall be utilised in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI or any other statutory authority from time to time. Further, the Issue proceeds shall be utilised only for the purpose and objects stated in the Offer Documents; and
7. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 6 (six) Working Days from the Tranche I Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws.

Guarantee/Letter of Comfort

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

Arrangers to the Issue

There are no arrangers to the Issue.

Lien

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

Lien on Pledge of NCDs

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

Monitoring and Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. Our Board shall monitor the utilisation of the proceeds of the Issue. For the relevant quarters, our Company will disclose in our quarterly financial statements, the utilisation of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue.

Notices

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee 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.

Filing of the Shelf Prospectus and relevant Tranche Prospectus with the RoC

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

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will issue a statutory advertisement on or before the Tranche I Issue Opening Date. This advertisement will contain the information as prescribed in Schedule V of SEBI NCS Regulations in compliance with the Regulation 30(1) of SEBI NCS Regulations. Material updates, if any, between the date of filing of the Shelf Prospectus and this Tranche I Prospectus with RoC and the date of release of the statutory advertisement will be included in the statutory advertisement.

Right to recall or redeem prior to maturity

Not Applicable

ISSUE PROCEDURE

This section applies to all Applicants. Pursuant to the SEBI Master Circular, all Applicants are required to apply for in the Issue through the ASBA process. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application.

In addition, specific attention is invited to SEBI Operational, whereby investor may use the Unified Payment Interface (“UPI”) to participate in the public issue for an amount up to ₹ 5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time.

ASBA Applicants ensure that their respective ASBA accounts can be blocked by the SCSBs, in the relevant ASBA Accounts. Applicants should note that they may submit their Applications to the Lead Managers or Members of the Syndicate or Registered Brokers at the Broker Centres or CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs as mentioned on the Application Form.

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

The procedure mentioned in this section is subject to the Stock Exchanges putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular. The Direct Online Application facility will be available for this Issue.

Retail Individual Investors should note that they may use the UPI Mechanism to block funds for application value up to ₹ 5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time, submitted through the app/web interface of the Stock Exchange or through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).

Specific attention is drawn to the SEBI Master Circular, which provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application.

Further, our Company, the Lead Manager and the Members of the Syndicate do not accept any responsibility for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in the Issue.

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

THE LEAD MANAGERS, THE CONSORTIUM MEMBERS AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGES SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS REGISTERED WITH SUCH STOCK EXCHANGE.

For purposes of the Issue, the term “Working Day” shall mean, all days on which commercial banks in Mumbai are open for business. In respect of announcement or bid/issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Further, in respect of the time period between the bid/ issue closing date and the listing of the non-convertible securities on the stock exchanges, working day shall mean all trading days of the stock exchanges for non-convertible securities, excluding Saturdays, Sundays and bank holidays in Mumbai, as specified in the SEBI NCS Regulations.

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

PROCEDURE FOR APPLICATION

Availability of the Shelf Prospectus, this Tranche I Prospectus, Abridged Prospectus, and Application Forms

Please note that only ASBA Applicants shall be permitted to make an application for the NCDs.

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

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

1. Our Company's Registered Office and Corporate Office;
2. Offices of the Lead Managers;
3. Offices of the Consortium Members;
4. Registrar to the Issue;
5. Designated RTA Locations for RTAs;
6. Trading Members at the Broker Centres;
7. Designated CDP Locations for CDPs; and
8. Designated Branches of the SCSBs.

Electronic copies of the Shelf Prospectus and this Tranche I Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Managers, the Stock Exchanges, SEBI and 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 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.

UPI Investors making an Application up to ₹5 lakhs, using the UPI Mechanism, must provide the UPI ID in the relevant space provided in the Application Form. Application Forms that do not contain the UPI ID are liable to be rejected. UPI Investors applying using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Who can apply?

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

Category I (Institutional Investors)

- Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds with minimum corpus of ₹25 crores, and pension funds with minimum corpus of ₹25 crores registered with the Pension Fund Regulatory and Development Authority, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDA;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;

- Systemically Important Non-Banking Financial Company registered with the RBI;
- National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and
- Mutual funds registered with SEBI.

Category II (Non-Institutional Investors)

- Companies within the meaning of Section 2(20) of the Companies Act, 2013;
- Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks; Public/private charitable/ religious trusts which are authorised to invest in the NCDs;
- Educational institutions and association of persons and/or bodies established pursuant to or registered under any central or state statutory enactment which are authorised to invest in the NCD;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners;
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons.

Category III (High Net-worth Individual Investors)

- High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹10 Lakh across all Series of NCDs in Issue.

Category IV (Retail Individual Investors)

- Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all Options/ Series of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹5,00,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.

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 Members of Consortium and their respective associates and affiliates are permitted to subscribe in the Issue.

Who are not eligible to apply for NCDs?

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

1. Minors without a guardian name*(A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);
2. Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
3. Persons resident outside India and other foreign entities;
4. Foreign Institutional Investors;
5. Foreign Portfolio Investors;
6. Foreign Venture Capital Investors;
7. Qualified Foreign Investors;

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

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

Please refer to “– *Rejection of Applications*” on page 131 for information on rejection of Applications.

Method of Applications

In terms of the SEBI Master Circular, an eligible investor desirous of applying in this Issue can make Applications through the ASBA mechanism only.

Further, the Application may also be submitted through the app or web interface developed by Stock Exchanges wherein the Application is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI mechanism, as applicable.

Applicants are requested to note that in terms of the SEBI Master Circular, SEBI has mandated issuers to provide, through a recognised stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility (“**Direct Online Application Mechanism**”). In this regard, SEBI has, through the SEBI Master Circular, directed recognised Stock Exchange in India to put in necessary systems and infrastructure for the implementation of the SEBI Master Circular and the Direct Online Application Mechanism. The Direct Online Application facility will be available for this Issue as per mechanism provided in the SEBI Master Circular.

All Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application Form to any of the Designated Intermediaries. Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a Retail Individual Investor bidding using the UPI mechanism) to the respective SCSB, where such investor has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

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

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

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

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been

blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Issue should be made by Applicants directly to the relevant Stock Exchange.

In terms of the SEBI Master Circular, an eligible investor desirous of applying in this Issue can make Applications through the following modes:

1. **Through Self-Certified Syndicate Bank (SCSB) or intermediaries** (viz. Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)

- a. An investor may submit Application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e. investor's bank. For such applications, the existing process of uploading of bid on the Stock Exchange bidding platform and blocking of funds in investors account by the SCSB would continue.
- b. An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.
- c. An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is ₹5 lakhs or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.

2. **Through Stock Exchanges (App/ Web interface)**

- a. An investor may submit the bid-cum-application form through the App or web interface developed by Stock Exchanges (or any other permitted methods) wherein the bid is automatically uploaded onto the Stock Exchanges bidding platform and the amount is blocked using the UPI Mechanism.
- b. The Stock Exchanges have extended their web-based platforms i.e. 'BSEDirect' and 'NSE goBID' to facilitate investors to apply in public issues of debt securities through the web based platform and mobile app with a facility to block funds through Unified Payments Interface (UPI) mechanism for application value upto ₹ 5 lakhs. To place bid through 'BSEDirect' and 'NSE goBID' platform/ mobile app the eligible investor is required to register himself/ herself with BSE Direct/ NSE goBID.
- c. An investor may use the following links to access the web-based interface developed by the Stock Exchanges to bid using the UPI Mechanism: BSE: <https://www.bsedirect.com>; and NSE: <https://www.nseindiaipo.com>.
- d. The BSE Direct and NSE goBID mobile application can be downloaded from play store in android phones. Kindly search for 'BSEdirect' or 'NSE goBID' on Google Playstore for downloading mobile applications.
- e. For further details on the registration process and the submission of bids through the App or web interface, the Stock Exchanges have issued operational guidelines and circulars available at BSE and NSE:

BSE: <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-60>, and
<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-61>;
NSE: <https://www1.nseindia.com/content/circulars/IPO46907.zip>; and
<https://www1.nseindia.com/content/circulars/IPO46867.zip>

APPLICATIONS FOR ALLOTMENT OF NCDs

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

Applications by Mutual Funds

Pursuant to the SEBI master circular for Mutual Funds bearing reference number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/90 dated June 27, 2024 ("**SEBI Mutual Funds Master Circular**"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 10% of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. However the overall exposure in HFCs shall not exceed the sector exposure limit of 20 % of the net assets of the scheme. Further, the group level limits

for debt schemes and the ceiling be fixed at 10% of net assets value extendable to 15% of net assets value after prior approval of the board of trustees.

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 authorised 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.**

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, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Pursuant to SEBI Master Circular, 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.

Application by Systemically Important Non-Banking Financial Companies

Systemically Important Non-Banking Financial Companies can apply in this Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) their memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investments; and (ii) specimen signatures of authorised signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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 authorised 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, therefore.**

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended.

Application by Indian Alternative Investment Funds

Applications made by Alternative Investment Funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the “**SEBI AIF Regulations**”) for Allotment of the NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

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

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

Applications by Trusts

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

Applications by Public Financial Institutions or Statutory Corporations, which are authorised 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 authorised person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorised 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; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) Specimen signature of authorised person; (vi) certified copy of the registered instrument for creation of such fund/trust; and (vii) 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.**

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 authorised 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.**

Applications by 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 authorised person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Indian scientific and/or industrial research organisations, which are authorised 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 authorised person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

Applications by 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 authorising investment and containing operating instructions; (iv) Specimen signature of authorised person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications 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, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company, the Lead Managers may deem fit.**

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

APPLICATIONS FOR ALLOTMENT OF NCDs IN THE DEMATERIALISED FORM

Submission of Applications

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

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications (including Applications under the UPI Mechanism) accepted by and/or uploaded by and/or accepted but not uploaded by Consortium Members, Trading Members, Registered Brokers, CDPs, RTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs or failure to block the Application amount under the UPI Mechanism. It shall be presumed that for Applications uploaded by SCSBs (other than UPI Applications), the Application Amount payable on Application has been blocked in the relevant ASBA Account and for Applications by UPI Investors under the UPI Mechanism, uploaded by Designated Intermediaries, the Application Amount payable on Application has been blocked under the UPI Mechanism.

The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time or any such other website as may be prescribed by SEBI from time to time. The list of Registered Brokers at the Broker Centres,

CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Applications can be submitted through either of the following modes:

1. physically or electronically to the Designated Branches of the SCSB(s) 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(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the ASBA Application, prior to uploading such ASBA Application into the electronic system of the Stock Exchange. **If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchange.** If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the ASBA Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application. In case of Application 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.
2. physically through the Members of Consortium, 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 Members of Consortium 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 Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).
3. a UPI Investor making an Application in the Issue under the UPI Mechanism, where the Application Amount is up to ₹ 5 lakhs, can submit his Application Form physically to a SCSB or a Designated Intermediary. The Designated Intermediary shall upload the application details along with the UPI ID on the Stock Exchanges' bidding platform using appropriate protocols. Kindly note that in this case, the Application Amount will be blocked through the UPI Mechanism.
4. a UPI Investor may also submit the Application Form for the Issue through Stock Exchange Direct platform, wherein the Application will be automatically uploaded onto the Stock Exchange's bidding platform and an amount equivalent to the Application Amount shall be blocked using the UPI Mechanism.

Upon receipt of the Application Form by the Members of Consortium or Trading Members of the Stock Exchange, 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. Post which:

1. for applications other than under the UPI Mechanism- 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 Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>). 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.

- for Applications under the UPI Mechanism – once the Application details have been entered in the bidding platform through Designated Intermediaries or BSE Direct, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository. The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. Post uploading of the Application details on the Stock Exchange’s platform, the Stock Exchange shall send an SMS to the Applicant regarding submission of the Application. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with the Applicants UPI ID, with the Sponsor Bank appointed by our Company. The Sponsor Bank shall then initiate a UPI Mandate Request on the Applicant. The request raised by the Sponsor Bank, would be electronically received by the Applicant as an SMS or on the mobile app, associated with the UPI ID linked bank account. The Applicant shall then be required to authorise the UPI Mandate Request. Upon successful validation of block request by the Applicant, the information would be electronically received by the Applicants’ bank, where the funds, equivalent to Application Amount, would get blocked in the Applicant’s ASBA Account. The status of block request would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange. The block request status would also be displayed on the Stock Exchange platform for information of the Designated Intermediary.

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of this Issue or until withdrawal/ rejection of the Application Form, as the case may be.

Applicants must note that:

- Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Members of Consortium 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 (1) day prior to the Tranche I 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 Shelf Prospectus and this Tranche I Prospectus is made available on their websites. The physical Application Form submitted to the Designated Intermediaries shall bear the stamp of the relevant Designated Intermediary. In the event the Application Form does not bear any stamp, the same shall be liable to be rejected.
- The Designated Branches of the SCSBs shall accept Applications directly from Applicants only during the Tranche I Issue Period. The SCSB shall not accept any Applications directly from Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, the relevant branches of the SCSBs at Specified Cities can accept Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, after the closing time of acceptance of Applications on the Tranche I Issue Closing Date, if the Applications have been uploaded. For further information on the Issue programme, please refer to “*General Information – Tranche I Issue Schedule*” on page 29.
- 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 dematerialised form only.

Submission of Direct Online Applications

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

In the event the Direct Online Application facility is implemented by the Stock Exchanges, relevant “know your customer” details of such Applicants will be validated online from the Depositories, on the basis of the DP ID and Client ID provided by them in the Application Form. On successful submission of a Direct Online Application, the Applicant will receive a system-generated unique application number (“UAN”) and an SMS or an e-mail confirmation on credit of the requisite Application Amount paid through the online payment facility with the Direct Online Application. On Allotment, the Registrar to the Issue shall credit NCDs to the beneficiary account of the Applicant and in case of refund, the refund amount shall be credited directly to the Applicant’s bank account. Applicants applying through the Direct Online Application facility must preserve their UAN and quote their UAN in: (a) any cancellation/withdrawal of their

Application; (b) in queries in connection with Allotment of NCDs and/or refund(s); and/or (c) in all investor grievances/complaints in connection with the Issue.

As per the SEBI Master Circular, 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

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 Shelf Prospectus, this Tranche I 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 should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialised form) and Applications should be made by Karta in case the Applicant is an HUF. Please ensure that such Applications contain the PAN of the HUF and not of the Karta. If the Application is submitted in joint names, the Application Form may contain only the name of the first Applicant whose name should also appear as first holder of the depository account held in joint names.
- Applicants applying for Allotment in dematerialised form must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchanges by SCSBs, the Members of the Syndicate at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs 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.
- It shall be mandatory for subscribers to the Issue to furnish their Permanent Account Number and any Application Form, without the PAN is liable to be rejected, irrespective of the amount of applied for.
- If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
- Applicants should ensure that their Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Members of the Syndicate or Trading Members of the stock exchange(s) at the Specified Cities, and not directly to the escrow collecting banks (assuming that such bank is not a SCSB) or to the Company or the Registrar to the Issue.
- Applications through Syndicate ASBA, before submitting the physical Application Form to the Members of the Syndicate or Trading Members of the stock exchange(s), 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 Members of the Syndicate or Trading Members of the stock exchange(s), 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).
- 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 Members of Consortium, 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 Transaction Registration Slip (TRS). This TRS 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 Managers, 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.
- Applicant should correctly mention the ASBA Account number and UPI ID in case applying through UPI Mechanism and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and ensure that the signature in the Application Form matches with the signature in the Applicant’s bank records.

The Series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment.

Applicants should note that neither the Members of Consortium, Trading Member of the Stock Exchange, Public Issue Account Banks nor Designated Branches of SCBS, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.

Our Company would allot the Series of NCDs, as specified in the Shelf Prospectus and this Tranche I Prospectus 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

ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE NCDS SHOULD MENTION THEIR DP ID, CLIENT ID, PAN AND UPI ID (in case applying through UPI Mechanism) IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID PAN AND UPI ID GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID, PAN AND UPI ID AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.

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 name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form 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, Client ID and UPI ID provided by the Applicant in the Application Form for Allotment in dematerialised form and entered into the electronic system of the Stock Exchange, 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, NACH, 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 our Company, the Members of Consortium, Trading Members of the Stock Exchange, SCSBs, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same.

Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Members of Consortium, Trading Members of the Stock Exchange, 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 Shelf Prospectus and this Tranche I 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 authorised 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. Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Registrar to the Issue, the Members of Consortium nor the Lead Manager shall be liable to compensate the Applicant for any losses caused to the Applicants 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 Shelf Prospectus and this Tranche I Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

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 parameters, namely, DP ID, Client ID, PAN and UPI ID (wherever applicable), then such Application are liable to be rejected.**

Applicants should note that the NCDs will be allotted to all successful Applicants only in dematerialised form. The Application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN and UPI ID (for Retail Individual Investor Applicants bidding using the UPI mechanism), shall be treated as incomplete and will be rejected.

C. Unified Payments Interface (UPI)

Pursuant to the SEBI Master Circular, the UPI Mechanism is applicable for public debt issues as a payment mechanism (in addition to the mechanism of blocking funds maintained with SCSBs under ASBA) for applications by retail individual bidders through Designated Intermediaries. All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI. The Company will be required to appoint one SCSB as a Sponsor Bank to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to facilitate the collection of requests and/or payment instructions of the investors.

D. 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.

E. Joint Applications

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

F. 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 as specified in the Shelf Prospectus and this Tranche I Prospectus. **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 ₹10 lakhs 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.

Process for investor application submitted with UPI as mode of payment

- a. Before submission of the application with the intermediary, the investor would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- b. An investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchange App/ Web interface, or any other methods as may be permitted.
- c. The intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the stock exchange bidding platform using appropriate protocols.
- d. Once the bid has been entered in the bidding platform, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of investor with the depository.
- e. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- f. Once the bid details are uploaded on the Stock Exchange platform, the Stock Exchange shall send an SMS to the investor regarding submission of his/ her application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next working day.
- g. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the Company.
- h. The Sponsor Bank shall initiate a mandate request on the investor i.e., request the investor to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.

- i. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS/ intimation on his/ her mobile no./ mobile app, associated with the UPI ID linked bank account.
- j. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the public issue bid details submitted by investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorise the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the Issue.
- k. An investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next working day.
- l. An investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
- m. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 day till 1 PM.
- n. The facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.
- o. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
- p. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange. The block request status would also be displayed on the Stock Exchange platform for information of the intermediary.
- q. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- r. Post Issue closure, the Stock Exchange shall share the bid details with RTA. Further, the Stock Exchange shall also provide the RTA, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.
- s. The allotment of debt securities shall be done as SEBI Master Circular.
- t. The RTA, based on information of bidding and blocking received from the Stock Exchange, shall undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.
- u. Upon approval of the basis of allotment, the RTA shall share the 'debit' file with Sponsor bank (through Stock Exchange) and SCSBs, as applicable, for credit of funds in the Public Issue Account and unblocking of excess funds in the investor's account. The Sponsor Bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit / collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the Public Issue Account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.
- v. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.
- w. Thereafter, Stock Exchange will issue the listing and trading approval.
- x. Further, in accordance with the Operational Instructions and Guidelines for Making Application for Public Issue of Debt Securities through BSE Direct issued by BSE on December 28, 2020 the investor shall also be responsible for the following:

- i. Investor shall check the Issue details before placing desired bids;
 - ii. Investor shall check and understand the UPI mandate acceptance and block of funds process before placing the bid;
 - iii. The receipt of the SMS for mandate acceptance is dependent upon the system response/ integration of UPI on Debt Public Issue System;
 - iv. Investor shall accept the UPI Mandate Requests within the stipulated timeline;
 - v. Investor shall note that the transaction will be treated as completed only after the acceptance of mandates by the investor by way of authorising the transaction by entering their UPI pin and successfully blocking funds through the ASBA process by the investor's bank;
 - vi. Investor shall check the status of their bid with respect to the mandate acceptance and blocking of funds for the completion of the transaction; and
 - vii. In case the investor does not accept the mandate within stipulated timelines, in such case their bid will not be considered for allocation.
- y. Further, in accordance with circular issued by National Stock Exchange of India Limited for Introduction of Unified Payment Interface (UPI) for Debt IPO through NSE goBID on January 5, 2021 the investor shall also be responsible for the following:
- i. After successful registration & log-in, the investors shall view and check the active Debt IPO's available from IPO dashboard.
 - ii. Investors shall check the issue/series details. Existing registered users of NSE goBID shall also be able to access once they accept the updated terms and condition.
 - iii. After successfully bidding on the platform, investors shall check the NSE goBID app/psp/sms for receipt of mandate & take necessary action.
 - iv. UPI mandate can be accepted latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he/ she is required to accept the UPI mandate latest by 5 pm the next working day.
 - v. For UPI bid the facility of re-initiation/ resending the UPI mandate shall be available only till 5 pm on the day of bidding.
 - vi. Investors can use the re-initiation/ resending facility only once in case of any issue in receipt/acceptance of mandate.
- z. The Investors are advised to read the operational guidelines mentioned for Making Application for Public Issue of Debt Securities through BSE Direct issued by BSE on December 28, 2020 and the circular issued by National Stock Exchange of India Limited for Introduction of Unified Payment Interface (UPI) for Debt IPO through NSE goBID on January 05, 2021 before investing through the through the app/ web interface of Stock Exchange(s).

Kindly note, the Stock Exchange(s) shall be responsible for addressing investor grievances arising from Applications submitted online through the App based/ web interface platform of Stock Exchanges or through their Trading Members. Further, the collecting bank shall be responsible for addressing any investor grievances arising from non-confirmation of funds to the Registrar despite successful realization/blocking of funds, or any delay or operational lapse by the collecting bank in sending the Application forms to the Registrar.

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 Shelf Prospectus, this Tranche I Prospectus and applicable law, rules, regulations, guidelines and approvals.
2. Read all the instructions carefully and complete the Application Form in the prescribed form.
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue.
4. Ensure that the DP ID, Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the

- Depository database. Ensure that the DP ID and Client ID and UPI ID (whenever applicable) are correct and depository account is activated for Allotment of NCDs in dematerialised form only. The requirement for providing Depository Participant details shall be mandatory for all Applicants.
5. Ensure that you have mentioned the correct ASBA Account number (for all Applicants other than UPI Investors applying using the UPI Mechanism) in the Application Form. m. Further, UPI Investors using the UPI Mechanism must also mention their UPI ID.
 6. UPI Investors applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking, is certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries.
 7. UPI Investors applying using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected.
 8. Ensure that the Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) in case the Applicant is not the ASBA account holder. Applicants (except UPI Investors making an Application using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Application Form. UPI Investors applying using the UPI Mechanism should ensure that they have mentioned the correct UPI- linked bank account number and their correct UPI ID in the Application Form.
 9. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be.
 10. UPI Investors making an Application using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment, in a timely manner.
 11. UPI Investors making an Application using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorization of the mandate using their UPI PIN, the UPI Investor may be deemed to have verified the attachment containing the application details of the UPI Investor making and Application using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to issue a request to block the Application Amount mentioned in the ASBA Form in their ASBA Account.
 12. UPI Investors making an Application using the UPI Mechanism should mention valid UPI ID of only the Applicants (in case of single account) and of the first Applicant (in case of joint account) in the ASBA Form.
 13. UPI Investors making an Application using the UPI Mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in their account and in case of Allotment in a timely manner.
 14. Ensure that the Application Forms are submitted at the collection centres provided in the Application Forms, bearing the stamp of a member of the Consortium or Trading Members of the Stock Exchange, as the case may be.
 15. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre.
 16. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form.
 17. 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 NSE, 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.
 18. 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.
 19. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground.
 20. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta.
 21. Ensure that the Applications are submitted to the Members of Consortium, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Tranche I

Issue Closing Date. For further information on the Issue programme, please see “*General Information – Tranche I Issue Schedule*” on page 29.

22. Ensure that the Demographic Details including PAN are updated, true and correct in all respects.
23. 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.
24. All Applicants are requested to tick the relevant column “Category of Investor” in the Application Form and tick the Series of NCDs in the Application Form that you wish to apply for.
25. Retail individual investors using the UPI Mechanism to ensure that they submit bids up to the application value of ₹ 5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time.
26. Investor using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form.
27. Investors bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue and submit the application with any of the intermediaries or through the Stock Exchange App/ Web interface.
28. Ensure that you have correctly signed the authorisation /undertaking box in the Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form, as the case may be, at the time of submission of the Bid. In case of Retail Individual Investor submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
29. Ensure that you have mentioned the correct details of ASBA Account (i.e., bank account number or UPI ID, bank name, bank branch as applicable) in the Application Form.
30. In case of Retail Individual Investor submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
31. Retail Individual Investors submitting Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40.

In terms of SEBI Master Circular, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

SEBI Master Circular stipulates the time between closure of the Issue and listing at 6 (six) Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.

Don'ts:

1. Do not apply for lower than the minimum application size.
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest.
3. Do not send Application Forms by post; instead submit the same to the Members of Consortium, sub-brokers, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be.
4. Do not submit the Application Form to any non-SCSB bank or our Company.
5. Do not Bid on an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations.
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
8. Do not submit incorrect details of the DP ID, Client ID, UPI ID (wherever applicable) and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue.

9. Do not submit an Application Form using UPI ID, if the Application is for an amount more than ₹5,00,000, or any other investment limit, as applicable and prescribed by SEBI from time to time.
10. Do not submit a bid using UPI ID, if you are not a Retail Individual Investor.
11. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account or in the case of UPI Investors making and Application using the UPI Mechanism, in the UPI-linked bank account where funds for making the Application are available.
12. Do not submit Applications on plain paper or on incomplete or illegible Application Forms.
13. Do not apply if you are not competent to contract under the Indian Contract Act, 1872.
14. Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/or mobile applications which are not mentioned in the list provided in the SEBI.
15. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise.
16. Do not submit an Application that does not comply with the securities law of your respective jurisdiction.
17. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by Persons Resident Outside India, NRI (inter-alia including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA).
18. Do not make an application of the NCD on multiple copies taken of a single form.
19. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue.
20. Do not submit more than five Application Forms per ASBA Account.
21. If you are a Retail Individual Investor who is submitting the ASBA Application with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third-party linked bank account UPI ID. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Investors using the UPI Mechanism.

Kindly note that ASBA Applications submitted to the Members of Consortium 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 Application Form, is maintained has not named at least one branch at that Specified City for the Members of Consortium 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 <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>)).

Please refer to “ – *Rejection of Applications*” on page 131 for information on rejection of Applications.

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 (or the excess amount shall be unblocked in the ASBA Account, as the case may be).

The ASBA Applicants shall specify the ASBA Account number in the Application Form. For Applications other than those under the UPI Mechanism, the relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the Application. For Applications under the UPI Mechanism, i.e., up to ₹5 lakhs, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository. The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. The blocking of funds in such case (not exceeding ₹5 lakhs) shall happen under the UPI Mechanism

The entire Application Amount for the NCDs is payable on Application only. The relevant SCSB shall block an amount equivalent to the entire Application Amount in the ASBA Account at the time of upload of the Application Form. In case of Allotment of lesser number of NCDs than the number applied, the Registrar to the Issue shall instruct the SCSBs or the Sponsor Bank (as the case maybe) to unblock the excess amount in the ASBA Account.

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 Exchange. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account.

For Applications submitted under the UPI Mechanism, post the successful validation of the UPI Mandate Request by the Applicant, the information would be electronically received by the Applicants' bank, where the funds, equivalent to Application Amount, would get blocked in the Applicant's 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 Members of Consortium 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.

A UPI Investor applying through the UPI Mechanism should ensure that, they check the relevant SMS generated for the UPI Mandate Request and all other steps required for successful blocking of funds in the UPI linked bank account, which includes accepting the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the Stock Exchange (except on the last day of the Tranche I Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day), have been completed.

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

An Applicant may submit the Application Form through the App or web interface developed by Stock Exchanges wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

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.

Additional Instructions for Retail Individual Investors using the UPI mechanism:

- a. Before submission of the application form with the Designated Intermediary, a Retail Individual Investor shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- b. The Retail Individual Investor shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchanges App/Web interface.
- c. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platform using appropriate protocols.
- d. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of investor with the depository.
- e. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to Stock Exchange(s) which would be shared by the Stock Exchange(s) with the Designated Intermediaries through its platform, for corrections, if any.
- f. Once the bid details are uploaded on the Stock Exchange(s) platform, the Stock Exchange(s) shall send an SMS to the investor regarding submission of his / her application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next Working Day.
- g. Post undertaking validation with the Depository, the Stock Exchange(s) shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank appointed by the Company.
- h. The Sponsor Bank shall initiate a mandate request on the investor i.e. request the investor to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.

- i. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS/ intimation on his / her mobile no. / mobile app, associated with the UPI ID linked bank account.
- j. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the bid details submitted by such investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorise the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Issue.
- k. The investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the Tranche I Issue period or any other modified closure date of the Tranche I Issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next Working Day.
- l. The investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
- m. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 (T being the Tranche I Issue Closing Date) modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 (T being the Tranche I Issue Closing Date) day till 1 pm.
- n. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.
- o. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
- p. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange(s). The block request status would also be displayed on the Stock Exchange(s) platform for information of the intermediary.
- q. The information received from Sponsor Bank, would be shared by Stock Exchange(s) with the Registrar to the Issue in the form of a file for the purpose of reconciliation.
- r. Post closure of the Issue, the Stock Exchange(s) shall share the bid details with the Registrar to the Issue. Further, the Stock Exchange(s) shall also provide the Registrar to the Issue, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
ASBA Applications	<ol style="list-style-type: none"> 1. If using <u>physical Application Form</u>, (a) to the Members of Consortium or Trading Members of the Stock Exchanges only at the Specified Cities (“Syndicate ASBA”), or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or 2. If using <u>electronic Application Form</u>, to the SCSBs, electronically through internet banking facility, if available.
Applications under the UPI Mechanism	<ol style="list-style-type: none"> 1. Through the Designated Intermediary, physically or electronically, as applicable; or 2. Through Stock Exchange Direct

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.

No separate receipts will be issued for the Application Amount payable on submission of Application Form. However, the Members of Consortium/ Trading Members of Stock Exchanges will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants a TRS which will serve as a duplicate Application Form for the records of the Applicant.

Electronic Registration of Applications

- a. The Members of Consortium, Trading Members of the Stock Exchanges and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. **The Members of Consortium, 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.**

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

- b. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Members of Consortium, Trading Members of the Stock Exchanges and the SCSBs during the Tranche I Issue Period. The Members of Consortium and Trading Members of the Stock Exchanges can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Tranche I Issue Closing Date. On the Tranche I Issue Closing Date, the Members of Consortium, Trading Members of the Stock Exchanges 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 Members of Consortium, Trading Members of the Stock Exchanges 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 Tranche I 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 – Tranche I Issue Schedule*” on page 29.
- c. 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
 - UPI ID (if applicable)
 - 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
 - Location
 - Application amount
- d. With respect to ASBA Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges 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
 - UPI ID (if applicable)
 - 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
 - Location of Specified City
 - Application amount
- e. A system generated acknowledgement (TRS) 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 Members of**

Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

- f. Applications can be rejected on the technical grounds listed on page 131 or if all required information is not provided or the Application Form is incomplete in any respect.
- g. The permission given by the Stock Exchanges to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock Exchanges; 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 Tranche I Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.
- h. Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for allocation/ Allotment. The Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalising 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 Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs will be given up to one (1) Working Day after the Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche I Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

REJECTION OF APPLICATIONS

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

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

- i. Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, except bids by Minors (applying through the guardian) having valid demat account as per demographic details provided by the Depository Participants.
- ii. Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant.
- iii. 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.
- iv. Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size.
- v. Applications where a registered address in India is not provided for the Applicant.
- vi. In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s).
- vii. DP ID and Client ID not mentioned in the Application Form;
- viii. GIR number furnished instead of PAN.
- ix. Applications by OCBs.
- x. Applications for an amount below the minimum application size.
- xi. Submission of more than five ASBA Forms per ASBA Account.
- xii. Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals.
- xiii. In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted.
- xiv. Applications accompanied by Stock invest/cheque/ money order/ postal order/ cash.

- xv. If an authorisation to the SCSB or Sponsor Bank for blocking funds in the ASBA Account or acceptance of UPI Mandate Request raised has not been provided.
- xvi. Signature of sole Applicant missing, or in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository).
- xvii. Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
- xviii. Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.
- xix. Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant.
- xx. Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained.
- xxi. Application Forms submitted to the Members of Consortium or Trading Members of the Stock Exchanges or Designated Branches of the SCSBs does not bear the stamp of the relevant Member of Consortium or Trading Member of the Stock Exchange or Designated Branch of the SCSB, as the case may be.
- xxii. Applications not having details of the ASBA Account to be blocked.
- xxiii. In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID, UPI ID and PAN or if PAN is not available in the Depository database.
- xxiv. Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds.
- xxv. SCSB making an application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues.
- xxvi. Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law.
- xxvii. Authorisation to the SCSB for blocking funds in the ASBA Account or acceptance of UPI Mandate Request raised has been not provided.
- xxviii. Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority.
- xxix. Applications by any person outside India.
- xxx. Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements.
- xxxi. Applications not uploaded on the online platform of the Stock Exchange.
- xxxii. Applications uploaded after the expiry of the allocated time on the Tranche I Issue Closing Date, unless extended by the Stock Exchanges, as applicable.
- xxxiii. Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and this Tranche I Prospectus and as per the instructions in the Application Form.
- xxxiv. 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.
- xxxv. 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.
- xxxvi. Applications for Allotment of NCDs in dematerialised form providing an inoperative demat account number.
- xxxvii. Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained.
- xxxviii. Applications tendered to the Trading Members of the Stock Exchanges at centers other than the centers mentioned in the Application Form.
- xxxix. Investor Category not ticked.
- xl. 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.
- xli. A UPI Investor applying through the UPI Mechanism, not having accepted the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the stock exchange except on the last day of the Tranche I Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day
- xlii. The UPI Mandate Request is not approved by the Retail Individual Investor.
- xliii. Forms not uploaded on the electronic software of the Stock Exchange.

Kindly note that Applications submitted to the Members of Consortium, 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 Form, is maintained has not named at least one branch at that Specified City for the Members of

Consortium, or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).

For information on certain procedures to be carried out by the Registrar to the Offer for finalisation of the basis of allotment, please refer to “– *Information for Applicants*” on page 134.

BASIS OF ALLOTMENT

Basis of Allotment for NCDs

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

Grouping of Applications and Allocation Ratio

For the purposes of the basis of allotment:

- A. *Applications received from Category I Applicants- Institutional Investors:* Applications received from Applicants belonging to Category I shall be grouped together, (“**Institutional Portion**”);
- B. *Applications received from Category II Applicants - Non-Institutional Investors:* Applications received from Applicants belonging to Category II, shall be grouped together, (“**Non-Institutional Portion**”).
- C. *Applications received from Category III Applicants- High Net-worth Individual Investors:* Applications received from Applicants belonging to Category III shall be grouped together, (“**High Net-worth Individual Category Portion**”).
- D. *Applications received from Category IV Applicants- Retail Individual Investors:* Applications received from Applicants belonging to Category IV shall be grouped together, (“**Retail Individual Category Portion**”).

For removal of doubt, the terms “**Institutional Portion**”, “**Non-Institutional Portion**”, “**High Net-worth Individual Category Portion**” and “**Retail Individual Category 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 this Tranche I Issue up to the amount specified under this Tranche I Prospectus. 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 this Tranche I Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the “**Overall Issue Size**”.

Allocation Ratio

Particulars	Institutional Portion	Non – Institutional Portion	High - Net Worth Individual Category Portion	Retail Individual Category Portion
% of Tranche I Issue Size	30%	10%	30%	30%
Base Issue Size (₹ in crore)	37.50	12.50	37.50	37.50
Total Tranche I Issue Size (₹ in crore)	75.00	25.00	75.00	75.00

a) Allotments in the first instance:

- i. Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs up to 30% of the Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- ii. Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated NCDs up to 10% of the Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;

- iii. Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated NCDs up to 30% of Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- iv. Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated NCDs up to 30% of Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange.

As per the SEBI Master Circular, in consultation with the Designated Stock Exchange, the allotment in this Tranche I Issue is required to be made on date priority basis, i.e., first come first serve basis, based on the date of upload of each application into the electronic book of the Stock Exchange, in each portion subject to the Allocation Ratio indicated herein above. However, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis.

- b) **Under Subscription :** If there is any under subscription in any Category, priority in Allotments will be given to the Retail Individual Investors Portion, High Net Worth Individual Investors Portion, and balance, if any, shall be first made to applicants of the Non Institutional Portion, followed by the Institutional Portion on a first come first serve basis. If there is undersubscription in the Tranche I Issue Size due to undersubscription in each Portion, all valid Applications received till the end of last day of the Tranche I Issue Closure day shall be grouped together in each Portion and full and firm Allotments will be made to all valid Applications in each Portion.
- c) For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where NCDs uploaded into the platform of the Stock Exchange exceeds NCDs to be Allotted for each portion respectively from the date of oversubscription and thereafter.
- d) Minimum Allotment of 1 Secured NCDs and in multiples of 1 Secured NCD thereafter would be made in case of each valid Application to all Applicants.
- 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, i.e. full allotment of the Secured 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 Secured NCDs to the applicants from the date of oversubscription and thereafter (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion).

For the purpose of clarity, in case of oversubscription please see the below indicative scenarios:

- i. In case of an oversubscription in all Portions resulting in an oversubscription in Tranche I Issue Size, Allotments to the maximum permissible limit, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first serve basis up to the date falling 1 (one) day prior to the date of oversubscription to respective Portion and proportionate allotment of NCDs to the Applicants from the date of oversubscription and thereafter in respective Portion (based on the date of upload of each Application on the electronic platform of the Stock Exchange in each Portion). The date of oversubscription for each category will be determined as per the bucket size based on the allocation ratio stated above not taking into account any spill overs due to undersubscription in other categories.
- ii. In case there is oversubscription in the Tranche I Issue Size, however there is under subscription in one or more Portion(s), Allotments will be made in the following order:
 - a. All valid Applications in the undersubscribed Portion(s) uploaded on the electronic platform of the Stock Exchange till the end of the last day of the Tranche I Issue Period, shall receive full and firm allotment.
 - b. In case of Portion(s) that are oversubscribed, allotment shall be made to valid Applications received on a first come first serve basis, based on the date of upload of each Application in to the electronic platform of the Stock Exchange. Priority for allocation of the remaining undersubscribed Portion(s) shall be given to day wise Applications received in the Retail Individual Investors Portion followed by High Net Worth Individual Investors Portion, next Non-Institutional Portion and lastly Institutional Portion each according to the day of upload of Applications to the Electronic Book with Stock Exchange during the Tranche I Issue period.
 - b. For the sake of clarity, once full and firm allotment has been made to all the valid Applications in the undersubscribed portion, the remaining balance in the undersubscribed Portion will be Allocated to the oversubscribed Portion(s) and proportionate allotments shall be made to all valid Applications in the oversubscribed Portion(s) uploaded on the date of oversubscription and thereafter on the remaining days of the Tranche I Issue Period.

f) Proportionate Allotments:

For each Portion, from the date of oversubscription and thereafter:

- i. Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.
- ii. If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Tranche I 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 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 the Lead Managers and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the 12 Series and in case such Applicant cannot be allotted all the 12 Series, then the Applicant would be allotted NCDs, at the discretion of the Company, the Registrar and the Lead Manager wherein the NCDs with the least tenor i.e. allotment of NCDs with tenor of 24 months followed by allotment of NCDs with tenor of 36 months and so on.

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

Our Company would allot Series IV NCDs (36 months – annual option) to all valid applications, wherein the applicants have not indicated their choice of the relevant series of the NCDs. Our Company has the discretion to close the Tranche I Issue early irrespective of whether any of the portion(s) are fully subscribed or not. The Company shall allot NCDs with respect to the Applications received till 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.

Information for Applicants

Upon the closure of the Issue, 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, UPI ID (where applicable) and PAN. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database and prepare list of technical rejection cases. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Manager and the Registrar to the Issue, reserves the right to proceed as per the Depository records for such Applications or treat such Applications as rejected.

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

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

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

The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB or the Members of the Consortium (for Applications under the UPI Mechanism), as applicable, to unblock the funds in the relevant ASBA Account/UPI Linked bank account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche I Issue Closing Date.

Issuance of Allotment Advice

Our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants within 6 (six) Working Days of the Tranche I Issue Closing Date. The Allotment Advice for successful 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 Exchanges where the NCDs are proposed to be listed are taken within 6 (six) Working Days from the Tranche I Issue Closing Date.

Allotment Advices shall be issued or Application Amount shall be unblocked within 6 (six) Working Days from the Tranche I Issue Closing Date or such lesser time as may be specified by SEBI or else the Application Amount shall be unblocked in the ASBA Accounts or the UPI linked bank accounts (for Applications under the UPI Mechanism) of the Applicants forthwith.

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

OTHER INFORMATION

Withdrawal of Applications during the Issue Period

Withdrawal of Applications

Applicants can withdraw their Applications during the Issue Period by submitting a request for the same to Consortium Member, Trading Member of the Stock Exchanges or the Designated Branch, as the case may be, through whom the Application had been placed.

In case of Applications submitted to the Consortium Member, or Trading Members of the Stock Exchanges at the Specified Cities, upon receipt of the request for withdrawal from the Applicant, the relevant Consortium Member, or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and intimate the Designated Branch of the SCSB to unblock of the funds blocked in the ASBA Account at the time of making the Application. In case of Applications (Other than under the UPI Mechanism) submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchanges and unblocking of the funds in the ASBA Account, directly.

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

Early Closure

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

If our Company does not receive the minimum subscription of 75% of Base Issue Size within the timelines prescribed under applicable laws, the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within eight (8) Working Days from the Tranche I Issue Closing Date of respective Tranche Prospectus, or such time as may be specified by SEBI. In case of failure of the Issue due to reasons such as non-receipt of listing and trading approval from the Stock Exchanges wherein the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be unblocked in the Applicants ASBA Account within 2 (two) Working Days from the scheduled listing date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum from the scheduled listing date till the date of actual payment.

Revision of Applications

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE and notice No: NSE/CML/2012/0672 dated August 7, 2012 issued by NSE, 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.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the stock exchange(s), by submitting a written request to the Consortium Member / Trading Members of the Stock Exchange/ the SCSBs, as the case may be. For Applications made under the UPI Mechanism, an Applicant shall not be allowed to add or modify the details of the Application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the Applicant may withdraw the Application and reapply.

However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange(s) as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Tranche I Issue Closing Date. However, in order that the data so captured is accurate, the Consortium Member, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs will be given up to one (1) Working Day after the Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche I Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

Depository Arrangements

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

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialised form. In this context:

- i. Tripartite agreement dated February 11, 2013 among our Company, the Registrar and CDSL and tripartite agreement dated February 13, 2013 among our Company, the Registrar and NSDL, respectively for offering depository option to the investors.
- ii. An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
- iii. The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
- iv. NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- v. Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to this Issue.
- vi. It may be noted that NCDs in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL.
- vii. Interest or other benefits with respect to the NCDs held in dematerialised 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 (thirty) days.
- viii. The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialised form only.

Please also refer to “– *Instructions for filling up the Application Form - Applicant's Beneficiary Account and Bank Account Details*” on page 119.

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

PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGES SHALL BE IN DEMATERIALIZED 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 Companies Act, 2013 and the Depositories Act.

Communications

All future communications in connection with Applications made in this Issue (except the Applications made through the Trading Members of the Stock Exchange) should be addressed to the Registrar to the Issue 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 Managers, Trading Member of the Stock Exchanges 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. For Retail investors with application under the UPI Mechanism, UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of the Application Form, name and address of the Designated Intermediary or Designated Branch of the SCSBs, as the case may be, where the Application was submitted.

Applicants may contact our Company Secretary and Compliance Officer 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, or credit of NCDs in the respective beneficiary accounts, as the case may be.

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.

Undertaking by the Issuer

Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risk involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 19 and 212 of the Shelf Prospectus, respectively. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this issue document 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 issue document is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

Statement by the Board:

- i. All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- ii. 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.
- iii. 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.
- iv. the details of all utilised and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilised indicating the purpose for which such monies have been utilised, and the securities or other forms of financial assets in which such unutilised monies have been invested.
- v. Undertaking by our Company for execution of Debenture Trust Deed.

- vi. We shall utilise the Issue proceeds only upon execution of the Debenture Trust Deed as stated in the Shelf Prospectus and this Tranche I Prospectus, on receipt of the minimum subscription of 75% of the Base Issue Size and receipt of listing and trading approval from the Stock Exchange.
- vii. The Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property dealing of equity of listed companies or lending/investment in group companies.
- viii. The allotment letter shall be issued or application money shall be refunded within 15 (fifteen) days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board of India, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Other Undertakings by our Company

Our Company undertakes that:

- i. Complaints received in respect of the Issue will be attended to by our Company expeditiously and satisfactorily.
- ii. 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.
- iii. Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within 6 (six) Working Days of the Tranche I Issue Closing Date.
- iv. Funds required for dispatch of refund orders/Allotment Advice will be made available by our Company to the Registrar to the Issue.
- v. Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee on a half-yearly basis.
- vi. 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 Shelf Prospectus and this Tranche I Prospectus.
- vii. Our Company shall make necessary disclosures/reporting under any other legal and regulatory requirement as may be required by our Company from time to time.
- viii. Our Company will disclose the complete name and address of the Debenture Trustee in its annual report and website.
- ix. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 6 (six) Working Days from the Tranche I Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants in accordance with applicable laws.
- x. We shall create a recovery expense fund in the manner as maybe specified by SEBI from time to time and shall inform the Debenture Trustee about the same.
- xi. We undertake that the assets on which charge is created, are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permission or consent to create a second or pari-passu charge on the assets of the issuer has been obtained from the earlier creditor.

SECTION IV: 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 our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company situated at One International Center, Tower 1, 18th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013, India between 10 am to 5 pm on any Working Day (Monday to Friday) from the date of filing of this Tranche I Prospectus with the SEBI, the Stock Exchanges and RoC until the Tranche I Issue Closing Date.

MATERIAL CONTRACTS

1. Issue Agreement dated July 25, 2024 executed between our Company and the Lead Managers.
2. Registrar Agreement dated July 24, 2024 executed between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated July 24, 2024 executed between our Company and the Debenture Trustee.
4. Agreed form of Debenture Trust Deed to be executed between our Company and the Debenture Trustee.
5. Consortium Agreement dated August 5, 2024 executed between our Company, the Consortium Member and the Lead Manager.
6. Public Issue Account Agreement dated August 5, 2024 executed between our Company, the Registrar, the Public Issue Account Bank, Refund Bank and Sponsor Bank, and the Lead Manager.
7. Tripartite agreement dated February 11, 2013 among our Company, the Registrar and CDSL.
8. Tripartite agreement dated February 13, 2013 among our Company, the Registrar and NSDL.

MATERIAL DOCUMENTS

1. Memorandum and Articles of Association of our Company, as amended to date.
2. The certificate of incorporation of our Company dated May 10, 2005, issued by Registrar of Companies, Delhi and Haryana at New Delhi.
3. Certificate of commencement of business dated January 10, 2006, issued by Registrar of Companies, Delhi and Haryana at New Delhi.
4. The fresh certificate of incorporation of our Company dated May 21, 2024, issued by Registrar of Companies, Delhi and Haryana at New Delhi.
5. The certificate of registration dated June 28, 2024, bearing registration number N-14.03624, as a non-banking financial company without accepting public deposits by RBI in accordance with Section 45IA of Reserve Bank of India Act, 1934.
6. Copy of shareholders resolution passed at the AGM of our Company held on September 19, 2018 under section 180(1)(c) of the Companies Act, 2013 on overall borrowing limits of the Board of Directors of our Company.
7. Copy of the resolution by the Board of Directors dated March 15, 2024, approving the issue of NCDs.
8. Copy of the resolution passed by Securities Issuance and Investment Committee at its meeting held on July 25, 2024 approving the Draft Shelf Prospectus.
9. Copy of the resolution passed by Securities Issuance and Investment Committee at its meeting held on August 28, 2024 approving the Shelf Prospectus.
10. Copy of the resolution passed by Securities Issuance and Investment Committee at its meeting held on August 28, 2024 approving this Tranche I Prospectus.

11. Credit rating letter bearing reference number RL/IDHFL/345311/RBOND/0524/89801/78382001 dated May 31, 2024 and revalidated vide their letter dated July 9, 2024, read with rationale dated May 31, 2024, by CRISIL Ratings assigning a rating “**CRISIL AA/Stable**” (pronounced as CRISIL double A rating with stable outlook).
12. Credit rating letter bearing reference number ICRA/Indiabulls Housing Finance Limited/27062024/01 dated June 27, 2024 and revalidated vide their letter dated July 9, 2024, read with rationale dated June 27, 2024, by ICRA assigning a rating “**[ICRA]AA (Stable)**” (pronounced as ICRA double A rating with a stable outlook).
13. Consents of our Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Senior Management Personnel, Lead Managers, Legal Advisor to the Issue, Credit Rating Agencies, Statutory Auditors, Registrar to the Issue, and the Debenture Trustee to the Issue to include their names in the Shelf Prospectus and this Tranche I Prospectus in their respective capacity and the Banker to the Tranche I Issue/ Public Issue Bank, Refund Bank and Sponsor Bank and Consortium Members to include their names in this Tranche I Prospectus, in their respective capacities.
14. Consent letter dated July 23, 2024 from CRISIL in respect of permission to use and disclose the contents (along with the extracts of the content) of the industry report titled ‘NBFC Report released in July 2024’ prepared by CRISIL for the section on ‘*Industry Overview*’ in the Shelf Prospectus.
15. Industry report titled ‘NBFC Report released in July 2024’.
16. Written consent both dated August 28, 2024, of the Statutory Auditors of our Company, S.N. Dhawan & CO LLP, Chartered Accountants and Arora & Choudhary Associates, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with the SEBI NCS Regulations, in the Shelf Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditors, and in respect of their auditors reports dated May 24, 2024, May 22, 2023, May 20, 2022, on our Audited Financial Statement and the Limited Review Report dated August 13, 2024 for the Unaudited Financial Results as included in the Shelf Prospectus, and such consent has not been withdrawn as on the date of this Tranche I Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
17. Consent of Ajay Sardana Associates dated August 28, 2024, Tax Auditors of the Company, for inclusion their name and statement of possible tax benefits dated August 28, 2024, in the form and context in which they appear in this Tranche I Prospectus.
18. Statutory Auditor’s audit reports dated May 24, 2024, May 22, 2023 and May 20, 2022, in relation to the Audited Consolidated Financial Statement and Audited Standalone Financial Statement and the Limited Review Report dated August 13, 2024 for the Unaudited Financial Results for the quarter ended June 30, 2024 included therein.
19. Statement of possible tax benefits dated August 28, 2024 , issued by Tax Auditors of the Company.
20. Annual Report of our Company for the last three Fiscals.
21. In-principle approval from BSE by its letter no. DCS/RM/PI-BOND/012/24-25 dated August 5, 2024.
22. In-principle approval from NSE by its letter no. NSE/LIST/D/2024/0247 dated August 5, 2024.
23. Due diligence certificate dated July 25, 2024, from the Debenture Trustee to the Issue.
24. Due diligence certificate dated August 28, 2024, filed by the Lead Managers with SEBI.

DECLARATION

We, the Directors of the Company, hereby certify and declare that:

- a) all applicable legal requirements in connection with the Issue and the Company, including relevant provisions of the Companies Act, 2013, as amended, and the rules prescribed thereunder, to the extent applicable as on this date, the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder, the Securities and Exchange Board of India Act, 1992, as amended, and rules, regulations, guidelines and circulars issued by the Government of India, the rules, regulations, guidelines and circulars issued by the Reserve Bank of India, and the rules, regulations, guidelines and circulars issued by Securities and Exchange Board of India including, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable, as the case may be, have been complied with;
- b) no statement made in this Tranche I Prospectus is contrary to the relevant provisions of any rules, regulations, guidelines and circulars as applicable to this Tranche I Prospectus;
- c) compliance with the Securities and Exchange Board of India Act, 1992 or rules or regulations thereunder, Companies Act, 2013 and the rules thereunder does not imply that payment of interest or repayment of debt securities, is guaranteed by the Central Government;
- d) the monies received under the Issue shall be used only for the purposes and objects indicated in this Tranche I Prospectus;
- e) all the disclosures and statements in this Tranche I Prospectus and in the attachments thereto are true, accurate, correct and complete and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, false or misleading;
- f) this Tranche I Prospectus does not contain any misstatements; and
- g) no information material to the subject matter of this form has been suppressed or concealed and whatever is stated in this Tranche I Prospectus is as per the original records maintained by the promoter(s) subscribing to the Memorandum of Association and Articles of Association.

Signed by the Board of Directors of the Company

Subhash Sheoratan Mundra

*Non-Executive Chairman,
Independent Director*

DIN: 00979731

Gagan Banga

*Vice Chairman, Managing
Director and CEO*

DIN: 00010894

Sachin Chaudhary

*Whole-time Director, Chief
Operating Officer*

DIN: 02016992

Satish Chand Mathur

Independent Director

DIN: 03641285

Achuthan Siddharth

Independent Director

DIN: 00016278

Dinabandhu Mohapatra

Independent Director

DIN: 07488705

Rajiv Gupta

Nominee Director

DIN: 08532421

Shefali Shah

Independent Director

DIN: 09731801

Date: August 28, 2024

Place: Mumbai

DECLARATION

We, the Directors of the Company, hereby certify and declare that:

- a) all applicable legal requirements in connection with the Issue and the Company, including relevant provisions of the Companies Act, 2013, as amended, and the rules prescribed thereunder, to the extent applicable as on this date, the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder, the Securities and Exchange Board of India Act, 1992, as amended, and rules, regulations, guidelines and circulars issued by the Government of India, the rules, regulations, guidelines and circulars issued by the Reserve Bank of India, and the rules, regulations, guidelines and circulars issued by Securities and Exchange Board of India including, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable, as the case may be, have been complied with;
- b) no statement made in this Tranche I Prospectus is contrary to the relevant provisions of any rules, regulations, guidelines and circulars as applicable to this Tranche I Prospectus;
- c) compliance with the Securities and Exchange Board of India Act, 1992 or rules or regulations thereunder, Companies Act, 2013 and the rules thereunder does not imply that payment of interest or repayment of debt securities, is guaranteed by the Central Government;
- d) the monies received under the Issue shall be used only for the purposes and objects indicated in this Tranche I Prospectus;
- e) all the disclosures and statements in this Tranche I Prospectus and in the attachments thereto are true, accurate, correct and complete and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, false or misleading;
- f) this Tranche I Prospectus does not contain any misstatements; and
- g) no information material to the subject matter of this form has been suppressed or concealed and whatever is stated in this Tranche I Prospectus is as per the original records maintained by the promoter(s) subscribing to the Memorandum of Association and Articles of Association.

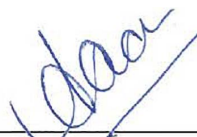
Signed by the Board of Directors of the Company



Subhash Sheoratan Mundra
Non-Executive Chairman,
Independent Director
DIN 00979731



Gagan anga
Vice Chairman, Managing
Director and CEO
DIN 00010894



Sachin Chaudhary
Whole-time Director,
Chief Operating Officer
DIN 02016992



Satish Chand Mathur
Independent Director
DIN 03641285



Achuthan Siddharth
Independent Director
DIN: 00016278



Dinabandhu Mohapatra
Independent Director
DIN 07488705



Raji Gupta
Nominee Director
DIN: 08532421



Shefali Shah
Independent Director
DIN: 09731801

Date: August 28, 2024

Place: Mumbai

ANNEXURE A: CREDIT RATING AND RATIONALE FROM CRISIL RATINGS

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RL/IDHFL/345311/RBOND/0724/93144/78382001
July 09, 2024

Mr. Gagan Banga
Chief Executive Officer
Sammaan Capital Limited
Indiabulls Finance Centre, Tower I,
17th Floor, Elphinstone Mills
Senapati Bapat Marg,
Mumbai City - 400013
9920520521



Dear Mr. Gagan Banga,

Re: CRISIL rating on the Retail Bond Aggregating Rs.14023.69 Crore[&] of Sammaan Capital Limited.

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

Please refer to our rating letter dated May 31, 2024 bearing Ref. no: RL/IDHFL/345311/RBOND/0524/89801/78382001

Rating outstanding on the captioned debt instruments is "CRISIL AA/Stable" (pronounced as "CRISIL double A rating" with Stable outlook). Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk..

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

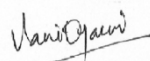
As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to contact us.

With warm regards,

Yours sincerely,



Vani Ojasvi
Associate Director - CRISIL Ratings



Nivedita Shibu
Director - CRISIL Ratings



&Includes Secured NCD and/or Unsecured Subordinated Debt

Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301

CRISIL Ratings Limited

A subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

CONFIDENTIAL

RL/IDHFL/345311/RBOND/0524/89801/78382001

May 31, 2024

Mr. Gagan Banga

Chief Executive Officer

Indiabulls Housing Finance Limited

Indiabulls Finance Centre, Tower I, 17th Floor

Elphinstone Mills

Senapati Bapat Marg,

Mumbai City - 400013

9920520521



Dear Mr. Gagan Banga,

Re: Review of CRISIL Rating on the Retail Bond Aggregating Rs.14023.69 Crore* (Reduced from Rs.14545.09 Crore) of Indiabulls Housing Finance Limited

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

CRISIL Ratings has, after due consideration, reaffirmed its CRISIL AA/Stable (pronounced as CRISIL double A rating with Stable outlook) rating on the captioned debt instrument. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Vani Ojasvi

Associate Director - CRISIL Ratings

Nivedita Shib

Director - CRISIL Ratings

*&Includes Secured NCD and/or Unsecured Subordinated Debt*

Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301

CRISIL Ratings LimitedA subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

Rating Rationale

May 31, 2024 | Mumbai

Indiabulls Housing Finance Limited

'CRISIL AA/Stable' assigned to Subordinated Debt

Rating Action

Total Bank Loan Facilities Rated	Rs.24549.98 Crore
Long Term Rating	CRISIL AA/Stable (Reaffirmed)
Rs.1000 Crore Subordinated Debt	CRISIL AA/Stable (Assigned)
Rs.500 Crore Subordinated Debt	CRISIL AA/Stable (Reaffirmed)
Rs.1000 Crore Short Term Non Convertible Debenture	CRISIL A1+ (Reaffirmed)
Rs.25000 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)
Non Convertible Debentures Aggregating Rs.22700 Crore	CRISIL AA/Stable (Reaffirmed)
Retail Bond Aggregating Rs.14023.69 Crore ^{&} (Reduced from Rs.14545.09 Crore)	CRISIL AA/Stable (Reaffirmed)
Subordinated Debt Aggregating Rs.2500 Crore	CRISIL AA/Stable (Reaffirmed)

&Includes Secured NCD and/or Unsecured Subordinated Debt

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.

1 crore = 10 million

Refer to annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has assigned its 'CRISIL AA/Stable' rating to the Rs 1000 crore subordinated debt of Indiabulls Housing Finance Ltd (IBHFL) and reaffirmed its 'CRISIL AA/Stable/CRISIL A1+' ratings on the existing debt instruments and bank facilities. The rating on Rs 521.4 crore retail bonds have been **withdrawn** given nil outstanding against the same, in line with the withdrawal policy of CRISIL Ratings.

The ratings continue to reflect strong capitalisation of IBHFL, with healthy cover for asset-side risks, comfortable asset quality in the retail segment and sizeable presence in retail mortgage finance. These strengths are partially offset by the need to demonstrate a successful transition to its planned new funding-light business model as well as the susceptibility of asset quality to risks arising from the commercial real estate portfolio.

Analytical Approach

CRISIL Ratings has combined the business and financial risk profiles of IBHFL and its subsidiaries. This is because of substantial operational and management integration, common promoters and shared brand.

Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation

Key Rating Drivers & Detailed Description

Strengths:

Strong capitalisation with healthy cover for asset-side risks

Capitalisation is marked by sizeable networth of Rs 19,792 crore as on March 31, 2024, supported by equity raise of Rs 3,693 crore in FY2024 and healthy internal cash accrual. Accretion of Rs 1,988 crore from sale of bulk of its investment in OakNorth Bank in fiscal 2021 also strengthened the capital position. Networth coverage for net non-performing assets (NPAs) was comfortable at around 19.9 times as on March 31, 2024. Further, consolidated Tier-1 capital adequacy ratio (CAR) was healthy at 31.5%, as was overall CAR at 33.3%. Consolidated on-book gearing was comfortable at 2.5 times as on March 31, 2024 (3.0 times as on March 31, 2023). Given the strong liquidity that IBHFL maintains on a steady-state basis, net gearing was 1.6 times as on March 31, 2024 (2.2 times a year ago).

The company has demonstrated strong ability to raise capital including the Rs 1231 crore from rights issue in Q4FY24 from overall proceed of Rs 3,693 crore of right issue. It also raised Rs 683 crore equity through qualified institutional placement in fiscal 2021 and Rs 293 crore through stake sale in OakNorth Bank in fiscal 2022. Strong capitalisation should continue to support the overall financial risk profile.

Comfortable asset quality in retail segment

IBHFL reported gross non-performing assets (GNPAs) of 2.69% as on March 31, 2024, compared to 2.86% as on March 31, 2023 (3.21% as on March 31, 2022). Reduction in GNPAs over fiscal 2023 has been driven by improvement in asset quality (GNPAs) of the mortgage book to 1.71% as on March 31, 2023, from 1.97% a year ago while GNPAs in the commercial credit book increased to 10.28% March 31, 2024, from 9.06% as on March 31, 2023. Overall asset quality improved in fiscal

2024 and remains comfortable in these segments (together forming 89% of assets under management [AUM] as on March 31, 2024) with GNPA's at 1.44% and 2.84%, respectively.

With a few high-ticket slippages in the commercial credit book over the past few years and continued traction in refinancing of this portfolio resulted in its de-growth, GNPA's in this segment remain elevated at 10.28% as on March 31, 2024 (9.06% as on March 31, 2023)

Nevertheless, the risk-mitigating measures of the company are prudent, in the form of conservative loan-to-value ratios (averaging around 65%) in the LAP segment, and emphasis on collateral with sufficient cover in the commercial real estate segment. However, any sharp increase in NPAs, mainly in the commercial credit portfolio, and its impact on profitability will remain key rating sensitivity factors.

Sizeable presence in the retail mortgage finance segment

The total AUM of IBHFL stood at Rs 65,335 crore as on March 31, 2024. Share of housing loans within the overall AUM increased to 72% as on March 31, 2024, from 50% as on March 31, 2015. The LAP portfolio accounted for 17% of the overall AUM as on March 31, 2024, with the remaining comprising commercial credit. The proportion of housing loans and LAP is expected to increase further over the medium term.

Overall AUM, although has increased 1% QoQ, it has declined by 3% year-on-year as on March 31, 2024, led by lower disbursements as well as higher prepayments and sell-down in the commercial credit book. This is because of the current business transition towards building a more granular portfolio. The overall disbursements during fiscal 2024 were Rs 14,807 crore (Rs 14,042 crore during fiscal 2023).

Revival in the overall AUM growth may begin this fiscal. Over the medium term, share of own book in the total AUM would continue to decline as the company remains focused on co-lending. Nonetheless, its overall presence in the retail mortgage finance market should remain sizeable.

Weaknesses:

Successful transition to new business model to be established

The management has recalibrated its business model, under which IBHFL is gradually moving towards a less risky and asset-light framework, wherein disbursements will primarily be in the housing loans and LAP segments (with a potential 60:40 split), with a low proportion of incremental disbursements in the developer finance portfolio. Further, on a steady-state basis, of the overall disbursements, a significant proportion will be either co-originated or sold down to banks.

IBHFL has started working towards this new model and thus far, entered into a co-origination agreement with eight financial institutions. Disbursements amounting to Rs 9560 crore were done in fiscal 2024, up 22% from last fiscal, under these agreements. However, ability of the management to increase the disbursement pace, establish tie-ups with multiple banks and successfully scale-up this model, while maintaining healthy profitability and asset quality is yet to be witnessed. However, the company has demonstrated good execution capabilities in scaling up businesses in the past.

While earnings may decline from levels seen in the recent past, it will be supported by income from co-origination, off-balance sheet portfolio, and from spread on sold-off loans. Further, this will be commensurate with the more granular, lower-risk portfolio, which will be the focus under the new business model. In the recent past, earnings were impacted on account of decline in AUM. However, it stabilised in fiscal 2023 due to increase in income from other sources. Overall, return on assets (RoA) of IBHFL improved to 1.6%^[1] during fiscal 2024, compared to 1.4% in fiscal 2023.

Susceptibility to asset quality risks arising from the commercial real estate portfolio

Asset-quality risks arising from a sizeable, large-ticket commercial credit portfolio of Rs 7,426 crore as on March 31, 2024, persist, and could impact the portfolio performance. This portfolio exhibits high concentration (average ticket size of Rs 150 crore), with the top 10 exposures forming 64% of the corporate AUM and having a median rating of B/BB. Thus, even a few large accounts experiencing stress could impact the overall asset quality.

The share of commercial credit in overall AUM decreased over the last few years to 11% on March 31, 2024, from 17% on March 31, 2019. The management has launched an alternative investment fund (AIF) platform for this segment wherein Rs 200 crore has been disbursed to a leading developer. Further, the process of filing for regulatory approvals is underway for launching two more AIFs. Going forward, the company may continue to do selective lending to existing borrowers in this space.

However, any weakening in asset quality, specifically in the commercial real estate book and its impact on profitability, remains a monitorable.

^[1]In the past few years, IBHFL has been setting apart by way of transfer to Additional Reserve Fund amounts in excess of the statutory minimum requirement as specified under Section 29C pursuant to Circular no. NHB(ND)/DRS/PoI-No. 03/2004-05 dated August 26, 2004 issued by the National Housing Bank. The additional amount so transferred may be utilised in the future for any business purpose. During fiscal 2023, the company has withdrawn Rs 525 crore from the Additional Reserve Fund; further, during fiscal 2024, the company has withdrawn Rs 610 crore from the Additional Reserve Fund.. Excluding the transfers to and from the Additional Reserve Fund, the adjusted RoA for the company would be 0.8%, 1.5% and 1.0% for fiscals 2024, 2023 and 2022. However, the company's five-year average ROA would remain at 1.3%.

Liquidity: Strong

Asset liability maturity profile of IBHFL dated March 31, 2024, shows a cumulative positive gap (cumulative inflows over cumulative outflows) in the up to one-year bucket. The company has reduced its reliance on commercial paper funding and

extended its liability duration. It had nil commercial paper borrowing as on March 31, 2024, against 16% overall borrowing as on September 30, 2018.

Liquidity remains strong as IBHFL maintains adequate liquidity at any point in time, to cover 90-100% of debt repayment for the next 12 months. As on April 30, 2024, IBHFL had total liquidity of around Rs 7,215 crore in the form of investments in mutual funds, certificates of deposits, bank balances, fixed deposits and undrawn available sanctions, against total debt of around Rs 2,829 crore due for repayment till October 31, 2024.

Fund raising has been improving. The company raised around Rs 21,312 crore in fiscal 2024 and Rs 8,280 crore in the first quarter of fiscal 2024 as debt resources. While a part of the bank funding has come as roll-over of working capital or cash credit lines, the frequency of long-term funding from banks has improved in recent quarters including an external commercial borrowing of Rs 789 crore. Continued access to funding will be a key monitorable.

Outlook: Stable

CRISIL Ratings believes IBHFL will maintain strong capitalisation and comfortable asset quality in the retail segment and sizeable presence in the retail mortgage finance.

Rating Sensitivity Factors

Upward Factors

- Successful scaling up of the new asset-light business model, while sustaining RoA at over 2% on a steady-state basis
- Significant improvement in asset quality, reflected in substantial reduction of GNPA's
- Significant and sustained increase in fund mobilisation levels

Downward Factors

- Deterioration in asset quality, with GNPA's increasing to and remaining above 3.5% over an extended period, thereby also impacting profitability
- Potential weakening of earnings profile with changes in the business model, resulting in RoA less than 1%
- Reduction in liquidity coverage over debt repayment
- Inability to raise fresh capital to sustain comfortable buffers
- Funding access challenges, reflected in limited fund raising

About the Company

IBHFL is one of the larger housing finance companies (HFCs) in India. In its current legal form, its origins date back to April 1, 2012, when Indiabulls Financial Services Ltd was reverse merged with it. The process was completed on March 8, 2013, following the Delhi High Court's approval on December 12, 2012. After the merger, IBHFL continues to operate as an HFC registered with the National Housing Bank. The company, along with its subsidiary Indiabulls Commercial Credit Ltd, focuses on asset classes such as mortgages and commercial real estate. As part of an institutionalisation exercise, the promoter group had exited entire stake in the entity and the company is professionally managed. Further, the company has initiated a rebranding exercise to simplify its corporate structure and signify the focus towards retail mortgage lending.

For fiscal 2024, IBHFL had profit after tax (PAT) of Rs 1,217 crore on total income of Rs 8,625 crore, compared with Rs 1,128 crore and Rs 8,725 crore, respectively, in the previous fiscal.

Key Financial Indicators

As on/for the year ended March 31	Unit	2024	2023
Total assets	Rs crore	73066	74945
Total income	Rs crore	8625	8726
PAT	Rs crore	1217	1128
GNPA	%	2.69	2.86
Return on average assets	%	1.6	1.4

Any other information: Not Applicable

Note on complexity levels of the rated instrument:

CRISIL Ratings' complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings' complexity levels please visit www.crisilratings.com. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of Instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue Size & (Rs.Crore)	Complexity Level	Outstanding rating with Outlook
INE148107IP0	Non-convertible debentures	24-Jan-2018	8.12%	24-Jan-2025	225	Simple	CRISIL AA/Stable
INE148107IQ8	Non-convertible debentures	22-Feb-2018	8.43%	22-Feb-2028	3000	Simple	CRISIL AA/Stable

INE148I07IQ8	Non-convertible debentures	28-Mar-2018	8.43%	22-Feb-2028	60	Simple	CRISIL AA/Stable
INE148I07IR6	Non-convertible debentures	23-Feb-2018	8.43%	23-Feb-2028	25	Simple	CRISIL AA/Stable
INE148I07JF9	Non-convertible debentures	06-Aug-2018	8.90%	04-Aug-2028	1000	Simple	CRISIL AA/Stable
INE148I07JF9	Non-convertible debentures	06-Aug-2018	8.90%	04-Aug-2028	25	Simple	CRISIL AA/Stable
INE148I07JK9	Non-convertible debentures	22-Nov-2018	9.30%	22-Nov-2028	1000	Simple	CRISIL AA/Stable
INE148I07JQ6	Non-convertible debentures	15-Jan-2019	9.10%	15-Jan-2029	700	Simple	CRISIL AA/Stable
INE148I07HX6	Non-convertible debentures	08-Sep-2017	8.03%	08-Sep-2027	1450	Simple	CRISIL AA/Stable
INE148I07CN8	Non-convertible debentures	26-Jun-2015	10.00%	26-Jun-2025	1000	Simple	CRISIL AA/Stable
INE148I07639	Non-convertible debentures	05-Jun-2014	10.15%	05-Jun-2024	25	Simple	CRISIL AA/Stable
INE148I07746	Non-convertible debentures	30-Jun-2014	10.15%	30-Jun-2024	25	Simple	CRISIL AA/Stable
INE148I07AV5	Non-convertible debentures	16-Dec-2014	9.20%	16-Dec-2024	25	Simple	CRISIL AA/Stable
INE148I07BA7	Non-convertible debentures	31-Dec-2014	9.20%	31-Dec-2024	25	Simple	CRISIL AA/Stable
INE148I07BV3	Non-convertible debentures	19-May-2015	9.00%	19-May-2025	25	Simple	CRISIL AA/Stable
INE148I07DL0	Non-convertible debentures	20-Nov-2015	9.30%	20-Nov-2025	170	Simple	CRISIL AA/Stable
INE148I07DN6	Non-convertible debentures	30-Dec-2015	9.30%	30-Dec-2025	95	Simple	CRISIL AA/Stable
INE148I07DO4	Non-convertible debentures	31-Dec-2015	9.00%	31-Dec-2025	10	Simple	CRISIL AA/Stable
INE148I07DV9	Non-convertible debentures	08-Feb-2016	9.30%	07-Feb-2026	50	Simple	CRISIL AA/Stable
INE148I07EA1	Non-convertible debentures	14-Mar-2016	9.00%	13-Mar-2026	25	Simple	CRISIL AA/Stable
INE148I07EL8	Non-convertible debentures	12-Apr-2016	9.30%	11-Apr-2026	35	Simple	CRISIL AA/Stable
INE148I07EM6	Non-convertible debentures	29-Apr-2016	9.30%	29-Apr-2026	207	Simple	CRISIL AA/Stable
INE148I07EO2	Non-convertible debentures	10-May-2016	9.30%	08-May-2026	25	Simple	CRISIL AA/Stable
INE148I07ES3	Non-convertible debentures	30-May-2016	9.30%	29-May-2026	25	Simple	CRISIL AA/Stable
INE148I07EW5	Non-convertible debentures	07-Jun-2016	9.00%	05-Jun-2026	25	Simple	CRISIL AA/Stable
INE148I07FG5	Non-convertible debentures	30-Jun-2016	9.30%	30-Jun-2026	200	Simple	CRISIL AA/Stable
INE148I07FJ9	Non-convertible debentures	22-Jul-2016	8.90%	22-Jul-2026	25	Simple	CRISIL AA/Stable
INE148I07SY1	Non-convertible debentures	04-Apr-2024	9.75%	03-Apr-2027	25	Simple	CRISIL AA/Stable
NA	Non-convertible debentures*	NA	NA	NA	13173	Simple	CRISIL AA/Stable
INE148I08306	Subordinated debt	27-Mar-2018	8.80%	27-Mar-2028	1500	Complex	CRISIL AA/Stable
INE148I08173	Subordinated debt	17-Jul-2014	10.85%	17-Jul-2024	10	Complex	CRISIL AA/Stable
INE148I08181	Subordinated debt	17-Mar-2015	9.70%	17-Mar-2025	5	Complex	CRISIL AA/Stable
INE148I08199	Subordinated debt	21-Jul-2015	10.10%	21-Jul-2025	8.15	Complex	CRISIL AA/Stable
INE148I08207	Subordinated debt	03-Aug-2015	10.00%	03-Aug-2025	165	Complex	CRISIL AA/Stable
INE148I08215	Subordinated debt	29-Jun-2016	9.30%	29-Jun-2026	609.7	Complex	CRISIL AA/Stable
INE148I08280	Subordinated debt	08-Sep-2017	8.35%	06-Sep-2024	100	Complex	CRISIL AA/Stable
INE148I08298	Subordinated debt	08-Sep-2017	8.35%	08-Sep-2027	900	Complex	CRISIL AA/Stable

INE894F08087	Subordinated debt	05-Jun-2012	10.65%	05-Jun-2027	110.03	Complex	CRISIL AA/Stable
INE894F08103	Subordinated debt	28-Jun-2012	10.25%	28-Jun-2027	100	Complex	CRISIL AA/Stable
INE894F08111	Subordinated debt	30-Jun-2012	10.65%	30-Jun-2027	49.65	Complex	CRISIL AA/Stable
INE894F08137	Subordinated debt	15-Nov-2012	10.65%	15-Nov-2027	32.6	Complex	CRISIL AA/Stable
INE148I08231	Retail bond	26-Sep-2016	8.79%	26-Sep-2026	2.4171	Complex	CRISIL AA/Stable
INE148I08249	Retail bond	26-Sep-2016	9.00%	26-Sep-2026	0.15	Complex	CRISIL AA/Stable
INE148I08256	Retail bond	26-Sep-2016	9.15%	26-Sep-2026	195.3479	Complex	CRISIL AA/Stable
INE148I08272	Retail bond	26-Sep-2016	NA	26-Sep-2026	0.9466	Complex	CRISIL AA/Stable
NA	Subordinated debt*	NA	NA	NA	409.87	Complex	CRISIL AA/Stable
INE148I07KG5	Retail bond	24-Sep-2021	8.50%	24-Sep-2024	140.4	Simple	CRISIL AA/Stable
INE148I07KH3	Retail bond	24-Sep-2021	9.00%	24-Sep-2024	20.5	Simple	CRISIL AA/Stable
INE148I07KJ9	Retail bond	24-Sep-2021	ZCB	24-Sep-2024	9	Simple	CRISIL AA/Stable
INE148I07KK7	Retail bond	24-Sep-2021	8.20%	24-Sep-2024	0.1	Simple	CRISIL AA/Stable
INE148I07KL5	Retail bond	24-Sep-2021	8.66%	24-Sep-2024	10.1	Simple	CRISIL AA/Stable
INE148I07KM3	Retail bond	24-Sep-2021	8.75%	24-Sep-2026	125.1	Simple	CRISIL AA/Stable
INE148I07KN1	Retail bond	24-Sep-2021	9.25%	24-Sep-2026	14.3	Simple	CRISIL AA/Stable
INE148I07KP6	Retail bond	24-Sep-2021	8.89%	24-Sep-2026	10.7	Simple	CRISIL AA/Stable
INE148I08322	Retail bond	24-Sep-2021	9.75%	22-Dec-2028	2.9	Simple	CRISIL AA/Stable
INE148I08330	Retail bond	24-Sep-2021	8.89%	22-Dec-2028	0	Simple	CRISIL AA/Stable
INE148I08348	Retail bond	24-Sep-2021	9.35%	22-Dec-2028	4.2	Simple	CRISIL AA/Stable
NA	Proposed long term bank loan facility	NA	NA	NA	6955.98	NA	CRISIL AA/Stable
NA	External Commercial Borrowings	NA	NA	NA	789	NA	CRISIL AA/Stable
NA	Cash credit & working capital demand loan	NA	NA	NA	7520	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	25-Mar-2024	67	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	26-Mar-2024	200	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	26-Mar-2024	1284	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	27-Mar-2024	1822	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	28-Mar-2024	745	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	28-Mar-2024	75	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	28-Mar-2024	696	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	29-Mar-2024	1057	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	29-Mar-2024	116	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	30-Mar-2024	200	NA	CRISIL AA/Stable

NA	Term loan	NA	NA	30-Mar-2024	1028	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	31-Mar-2024	125	NA	CRISIL AA/Stable
NA	Term loan	NA	NA	31-Mar-2024	1870	NA	CRISIL AA/Stable
NA	Commercial paper programme#	NA	NA	7-365 days	25000	Simple	CRISIL A1+
NA	Short-term non-convertible debenture	NA	NA	NA	1000	Simple	CRISIL A1+
INE148I07KW2	Retail bond	06-Jan-2022	8.50%	06-Jan-2025	0.2	Simple	CRISIL AA/Stable
INE148I07KX0	Retail bond	06-Jan-2022	9.00%	06-Jan-2025	67.5	Simple	CRISIL AA/Stable
INE148I07KY8	Retail bond	06-Jan-2022	ZCB	06-Jan-2025	6.1	Simple	CRISIL AA/Stable
INE148I07KZ5	Retail bond	06-Jan-2022	8.20%	06-Jan-2025	0.1	Simple	CRISIL AA/Stable
INE148I07LA6	Retail bond	06-Jan-2022	8.66%	06-Jan-2025	9	Simple	CRISIL AA/Stable
INE148I07LM1	Retail bond	28-Apr-2022	8.50%	28-Apr-2025	0.2	Simple	CRISIL AA/Stable
INE148I07LN9	Retail bond	28-Apr-2022	9.00%	28-Apr-2025	22.5	Simple	CRISIL AA/Stable
INE148I07LP4	Retail bond	28-Apr-2022	0.00%	28-Apr-2025	6.4	Simple	CRISIL AA/Stable
INE148I07LQ2	Retail bond	28-Apr-2022	8.20%	28-Apr-2025	0.3	Simple	CRISIL AA/Stable
INE148I07LR0	Retail bond	28-Apr-2022	8.66%	28-Apr-2025	10.4	Simple	CRISIL AA/Stable
INE148I07LB4	Retail bond	06-Jan-2022	8.75%	06-Jan-2027	0.3	Simple	CRISIL AA/Stable
INE148I07LC2	Retail bond	06-Jan-2022	9.25%	06-Jan-2027	10.2	Simple	CRISIL AA/Stable
INE148I07LD0	Retail bond	06-Jan-2022	8.43%	06-Jan-2027	0	Simple	CRISIL AA/Stable
INE148I07LE8	Retail bond	06-Jan-2022	8.89%	06-Jan-2027	10.1	Simple	CRISIL AA/Stable
INE148I07LS8	Retail bond	28-Apr-2022	8.75%	28-Apr-2027	0	Simple	CRISIL AA/Stable
INE148I07LT6	Retail bond	28-Apr-2022	9.25%	28-Apr-2027	10.7	Simple	CRISIL AA/Stable
INE148I07LU4	Retail bond	28-Apr-2022	8.43%	28-Apr-2027	0.3	Simple	CRISIL AA/Stable
INE148I07LV2	Retail bond	28-Apr-2022	8.89%	28-Apr-2027	11.2	Simple	CRISIL AA/Stable
INE148I07OY0	Retail bond	26-Sep-2023	9.25%	26-Sep-2025	0.145	Simple	CRISIL AA/Stable
INE148I07PD1	Retail bond	26-Sep-2023	9.65%	26-Sep-2025	9.3243	Simple	CRISIL AA/Stable
INE148I07PA7	Retail bond	26-Sep-2023	9.25%	26-Sep-2025	6.1854	Simple	CRISIL AA/Stable
INE148I07PE9	Retail bond	26-Sep-2023	NA	26-Sep-2025	2	Simple	CRISIL AA/Stable
INE148I07PF6	Retail bond	26-Sep-2023	NA	26-Sep-2025	4.9135	Simple	CRISIL AA/Stable
INE148I07PY7	Retail bond	26-Sep-2023	9.90%	26-Sep-2026	10.6354	Simple	CRISIL AA/Stable
INE148I07PX9	Retail bond	26-Sep-2023	9.40%	26-Sep-2026	0.67	Simple	CRISIL AA/Stable
INE148I07PZ4	Retail bond	26-Sep-2023	9.48%	26-Sep-2026	7.1069	Simple	CRISIL AA/Stable
INE148I07QE7	Retail bond	26-Sep-2023	9.02%	26-Sep-2026	0.3825	Simple	CRISIL AA/Stable
INE148I07QB3	Retail bond	26-Sep-2023	NA	26-Sep-2026	6.9179	Simple	CRISIL AA/Stable
INE148I07QA5	Retail bond	26-Sep-2023	NA	26-Sep-2026	0.05	Simple	CRISIL AA/Stable

INE148I07PK6	Retail bond	26-Sep-2023	9.65%	26-Sep-2028	25	Simple	CRISIL AA/Stable
INE148I07PL4	Retail bond	26-Sep-2023	10.15%	26-Sep-2028	8.7759	Simple	CRISIL AA/Stable
INE148I07PM2	Retail bond	26-Sep-2023	9.25%	26-Sep-2028	0.03	Simple	CRISIL AA/Stable
INE148I07PO8	Retail bond	26-Sep-2023	9.71%	26-Sep-2028	8.0608	Simple	CRISIL AA/Stable
INE148I07PN0	Retail bond	26-Sep-2023	10.00%	26-Sep-1930	0.1	Simple	CRISIL AA/Stable
INE148I07PS9	Retail bond	26-Sep-2023	10.50%	26-Sep-1930	1.8975	Simple	CRISIL AA/Stable
INE148I07QD9	Retail bond	26-Sep-2023	10.03%	26-Sep-1930	1.8231	Simple	CRISIL AA/Stable
INE148I07QC1	Retail bond	26-Sep-2023	9.57%	26-Sep-1930	1.51	Simple	CRISIL AA/Stable
INE148I07PP5	Retail bond	26-Sep-2023	10.25%	26-Sep-1933	0.2	Simple	CRISIL AA/Stable
INE148I07PT7	Retail bond	26-Sep-2023	10.75%	26-Sep-1933	8.2479	Simple	CRISIL AA/Stable
INE148I07PU5	Retail bond	26-Sep-2023	9.80%	26-Sep-1933	0.01	Simple	CRISIL AA/Stable
INE148I07PV3	Retail bond	26-Sep-2023	10.25%	26-Sep-1933	9.1922	Simple	CRISIL AA/Stable
INE148I07GJ7	Retail bond	26-Sep-2016	8.65%	26-Sep-2026	13.6946	Simple	CRISIL AA/Stable
INE148I07GK5	Retail bond	26-Sep-2016	8.85%	26-Sep-2026	990.7552	Simple	CRISIL AA/Stable
INE148I07GL3	Retail bond	26-Sep-2016	9.00%	26-Sep-2026	404.4991	Simple	CRISIL AA/Stable
INE148I07GN9	Retail bond	26-Sep-2016	NA	26-Sep-2026	24.3432	Simple	CRISIL AA/Stable
INE148I07LW0	Retail bond	28-Sep-2022	9.05%	28-Sep-2024	14.2372	Simple	CRISIL AA/Stable
INE148I07LX8	Retail bond	28-Sep-2022	8.65%	28-Sep-2024	3.901	Simple	CRISIL AA/Stable
INE148I07LY6	Retail bond	28-Sep-2022	NA	28-Sep-2024	1.05	Simple	CRISIL AA/Stable
INE148I07LZ3	Retail bond	28-Sep-2022	NA	28-Sep-2024	9.3305	Simple	CRISIL AA/Stable
INE148I07MA4	Retail bond	28-Sep-2022	8.80%	28-Sep-2025	0.02	Simple	CRISIL AA/Stable
INE148I07MB2	Retail bond	28-Sep-2022	9.30%	28-Sep-2025	16.442	Simple	CRISIL AA/Stable
INE148I07MD8	Retail bond	28-Sep-2022	9.05%	28-Sep-2027	0.052	Simple	CRISIL AA/Stable
INE148I07ME6	Retail bond	28-Sep-2022	9.55%	28-Sep-2027	11.8952	Simple	CRISIL AA/Stable
INE148I07MF3	Retail bond	28-Sep-2022	NA	28-Sep-2025	7.4719	Simple	CRISIL AA/Stable
INE148I07MG1	Retail bond	28-Sep-2022	8.33%	28-Sep-2024	0.1	Simple	CRISIL AA/Stable
INE148I07MH9	Retail bond	28-Sep-2022	8.70%	28-Sep-2024	11.242	Simple	CRISIL AA/Stable
INE148I07MI7	Retail bond	28-Sep-2022	8.47%	28-Sep-2025	0.05	Simple	CRISIL AA/Stable
INE148I07MJ5	Retail bond	28-Sep-2022	8.94%	28-Sep-2025	13.2048	Simple	CRISIL AA/Stable
INE148I07MK3	Retail bond	28-Sep-2022	8.70%	28-Sep-2027	0.3545	Simple	CRISIL AA/Stable
INE148I07ML1	Retail bond	28-Sep-2022	9.15%	28-Sep-2027	13.7622	Simple	CRISIL AA/Stable
INE148I07MM9	Retail bond	03-Nov-2022	8.65%	03-Nov-2024	40	Simple	CRISIL AA/Stable
INE148I07MN7	Retail bond	03-Nov-2022	9.05%	03-Nov-2024	6.4638	Simple	CRISIL AA/Stable
INE148I07MO5	Retail bond	03-Nov-2022	NA	03-Nov-2024	3.141	Simple	CRISIL AA/Stable
INE148I07MP2	Retail bond	03-Nov-2022	NA	03-Nov-2024	2	Simple	CRISIL AA/Stable

INE148I07MQ0	Retail bond	03-Nov-2022	8.80%	03-Nov-2025	14	Simple	CRISIL AA/Stable
INE148I07MR8	Retail bond	03-Nov-2022	9.30%	03-Nov-2025	7.165	Simple	CRISIL AA/Stable
INE148I07MS6	Retail bond	03-Nov-2022	NA	03-Nov-2025	3.7495	Simple	CRISIL AA/Stable
INE148I07MT4	Retail bond	03-Nov-2022	NA	03-Nov-2025	0.05	Simple	CRISIL AA/Stable
INE148I07MV0	Retail bond	03-Nov-2022	9.55%	03-Nov-2027	6.5603	Simple	CRISIL AA/Stable
INE148I07MW8	Retail bond	03-Nov-2022	8.33%	03-Nov-2024	0.05	Simple	CRISIL AA/Stable
INE148I07MX6	Retail bond	03-Nov-2022	8.70%	03-Nov-2024	5.0628	Simple	CRISIL AA/Stable
INE148I07MY4	Retail bond	03-Nov-2022	8.94%	03-Nov-2025	5.0879	Simple	CRISIL AA/Stable
INE148I07MZ1	Retail bond	03-Nov-2022	9.15%	03-Nov-2027	6.1524	Simple	CRISIL AA/Stable
INE148I07NA2	Retail bond	03-Nov-2022	8.70%	03-Nov-2027	0.01	Simple	CRISIL AA/Stable
INE148I07NC8	Retail bond	28-Dec-2022	9.30%	28-Dec-2024	12.8771	Simple	CRISIL AA/Stable
INE148I07ND6	Retail bond	28-Dec-2022	9.39%	28-Dec-2027	18.2497	Simple	CRISIL AA/Stable
INE148I07NE4	Retail bond	28-Dec-2022	8.90%	28-Dec-2024	3.12	Simple	CRISIL AA/Stable
INE148I07NG9	Retail bond	28-Dec-2022	9.80%	28-Dec-2027	10.9791	Simple	CRISIL AA/Stable
INE148I07NH7	Retail bond	28-Dec-2022	9.55%	28-Dec-2025	12.2616	Simple	CRISIL AA/Stable
INE148I07NI5	Retail bond	28-Dec-2022	9.05%	28-Dec-2025	0.35	Simple	CRISIL AA/Stable
INE148I07NK1	Retail bond	28-Dec-2022	NA	28-Dec-2024	6.6713	Simple	CRISIL AA/Stable
INE148I07NL9	Retail bond	28-Dec-2022	NA	28-Dec-2025	8.6092	Simple	CRISIL AA/Stable
INE148I07NM7	Retail bond	28-Dec-2022	9.16%	28-Dec-2025	7.6967	Simple	CRISIL AA/Stable
INE148I07NN5	Retail bond	28-Dec-2022	8.94%	28-Dec-2027	0.175	Simple	CRISIL AA/Stable
INE148I07NP0	Retail bond	28-Dec-2022	8.70%	28-Dec-2025	0.010005	Simple	CRISIL AA/Stable
INE148I07NQ8	Retail bond	28-Dec-2022	8.94%	28-Dec-2024	12.7469	Simple	CRISIL AA/Stable
INE148I07NR6	Retail bond	28-Dec-2022	8.57%	28-Dec-2024	0.05	Simple	CRISIL AA/Stable
INE148I07NS4	Retail bond	23-Mar-2023	9.25%	23-Mar-2025	0.37	Simple	CRISIL AA/Stable
INE148I07NT2	Retail bond	23-Mar-2023	9.65%	23-Mar-2025	8.3541	Simple	CRISIL AA/Stable
INE148I07NV8	Retail bond	23-Mar-2023	9.71%	23-Mar-2028	13.3105	Simple	CRISIL AA/Stable
INE148I07NW6	Retail bond	23-Mar-2023	9.65%	23-Mar-2028	25	Simple	CRISIL AA/Stable
INE148I07NX4	Retail bond	23-Mar-2023	9.25%	23-Mar-2028	0.05	Simple	CRISIL AA/Stable
INE148I07NY2	Retail bond	23-Mar-2023	NA	23-Mar-2026	6.8186	Simple	CRISIL AA/Stable
INE148I07NZ9	Retail bond	23-Mar-2023	9.48%	23-Mar-2026	5.5467	Simple	CRISIL AA/Stable
INE148I07OB8	Retail bond	23-Mar-2023	9.90%	23-Mar-2026	7.097	Simple	CRISIL AA/Stable
INE148I07OD4	Retail bond	23-Mar-2023	NA	23-Mar-2025	4.5848	Simple	CRISIL AA/Stable
INE148I07OE2	Retail bond	23-Mar-2023	NA	23-Mar-2025	2	Simple	CRISIL AA/Stable
INE148I07OF9	Retail bond	23-Mar-2023	9.25%	23-Mar-2025	7.6342	Simple	CRISIL AA/Stable
INE148I07OH5	Retail bond	23-Mar-2023	10.15%	23-Mar-2028	10.8828	Simple	CRISIL AA/Stable

INE148I07OI3	Retail bond	27-Jul-2023	9.25%	27-Jul-2025	20.05	Simple	CRISIL AA/Stable
INE148I07OJ1	Retail bond	27-Jul-2023	8.88%	27-Jul-2025	6	Simple	CRISIL AA/Stable
INE148I07OK9	Retail bond	27-Jul-2023	NA	27-Jul-2025	0.02	Simple	CRISIL AA/Stable
INE148I07OL7	Retail bond	27-Jul-2023	9.25%	27-Jul-2025	5.2812	Simple	CRISIL AA/Stable
INE148I07OM5	Retail bond	27-Jul-2023	9.65%	27-Jul-2025	6.5782	Simple	CRISIL AA/Stable
INE148I07ON3	Retail bond	27-Jul-2023	9.40%	27-Jul-2026	25.1	Simple	CRISIL AA/Stable
INE148I07OO1	Retail bond	27-Jul-2023	NA	27-Jul-2025	4.5501	Simple	CRISIL AA/Stable
INE148I07OP8	Retail bond	27-Jul-2023	9.48%	27-Jul-2026	4.3485	Simple	CRISIL AA/Stable
INE148I07OQ6	Retail bond	27-Jul-2023	9.02%	27-Jul-2026	5	Simple	CRISIL AA/Stable
INE148I07OR4	Retail bond	27-Jul-2023	9.90%	27-Jul-2026	4.8288	Simple	CRISIL AA/Stable
INE148I07OS2	Retail bond	27-Jul-2023	NA	27-Jul-2026	3.8469	Simple	CRISIL AA/Stable
INE148I07OT0	Retail bond	27-Jul-2023	9.71%	27-Jul-2028	6.9889	Simple	CRISIL AA/Stable
INE148I07OU8	Retail bond	27-Jul-2023	9.25%	27-Jul-2028	0.6375	Simple	CRISIL AA/Stable
INE148I07OW4	Retail bond	27-Jul-2023	10.15%	27-Jul-2028	8.0958	Simple	CRISIL AA/Stable
INE148I07PW1	Retail bond	09-Nov-2023	9.25%	09-Nov-2025	0.1	Simple	CRISIL AA/Stable
INE148I07QF4	Retail bond	09-Nov-2023	8.88%	09-Nov-2025	0.05	Simple	CRISIL AA/Stable
INE148I07QG2	Retail bond	09-Nov-2023	9.25%	09-Nov-2025	6.1349	Simple	CRISIL AA/Stable
INE148I07QH0	Retail bond	09-Nov-2023	9.40%	09-Nov-2026	2.71	Simple	CRISIL AA/Stable
INE148I07QI8	Retail bond	09-Nov-2023	9.90%	09-Nov-2026	7.4224	Simple	CRISIL AA/Stable
INE148I07QJ6	Retail bond	09-Nov-2023	NA	09-Nov-2025	0.1	Simple	CRISIL AA/Stable
INE148I07QK4	Retail bond	09-Nov-2023	9.48%	09-Nov-2026	19.1878	Simple	CRISIL AA/Stable
INE148I07QL2	Retail bond	09-Nov-2023	NA	09-Nov-2025	2.8437	Simple	CRISIL AA/Stable
INE148I07QM0	Retail bond	09-Nov-2023	9.02%	09-Nov-2026	0.45	Simple	CRISIL AA/Stable
INE148I07QN8	Retail bond	09-Nov-2023	9.65%	09-Nov-2025	7.5218	Simple	CRISIL AA/Stable
INE148I07QO6	Retail bond	09-Nov-2023	NA	09-Nov-2026	3.951	Simple	CRISIL AA/Stable
INE148I07QP3	Retail bond	09-Nov-2023	NA	09-Nov-2026	0.025	Simple	CRISIL AA/Stable
INE148I07QQ1	Retail bond	09-Nov-2023	9.65%	09-Nov-2028	0.1	Simple	CRISIL AA/Stable
INE148I07QR9	Retail bond	09-Nov-2023	10.15%	09-Nov-2028	8.7824	Simple	CRISIL AA/Stable
INE148I07QS7	Retail bond	09-Nov-2023	9.25%	09-Nov-2028	5	Simple	CRISIL AA/Stable
INE148I07QT5	Retail bond	09-Nov-2023	9.71%	09-Nov-2028	15.3508	Simple	CRISIL AA/Stable
INE148I07QV1	Retail bond	09-Nov-2023	10.50%	09-Nov-2030	1.7664	Simple	CRISIL AA/Stable
INE148I07QX7	Retail bond	09-Nov-2023	10.03%	09-Nov-2030	2.9867	Simple	CRISIL AA/Stable
INE148I07QY5	Retail bond	09-Nov-2023	10.25%	09-Nov-2033	1.2	Simple	CRISIL AA/Stable
INE148I07QZ2	Retail bond	09-Nov-2023	10.75%	09-Nov-2033	7.5056	Simple	CRISIL AA/Stable
INE148I07RA3	Retail bond	09-Nov-2023	9.80%	09-Nov-2033	0.31	Simple	CRISIL AA/Stable

INE148I07RB1	Retail bond	09-Nov-2023	10.25%	09-Nov-2033	14.1583	Simple	CRISIL AA/Stable
INE148I07RC9	Retail bond	27-Dec-2023	9.25%	27-Dec-2025	1.07	Simple	CRISIL AA/Stable
INE148I07RD7	Retail bond	27-Dec-2023	9.65%	27-Dec-2025	10.3259	Simple	CRISIL AA/Stable
INE148I07RE5	Retail bond	27-Dec-2023	8.88%	27-Dec-2025	0.5	Simple	CRISIL AA/Stable
INE148I07RF2	Retail bond	27-Dec-2023	NA	27-Dec-2025	0.4	Simple	CRISIL AA/Stable
INE148I07RG0	Retail bond	27-Dec-2023	9.40%	27-Dec-2026	0.25	Simple	CRISIL AA/Stable
INE148I07RI6	Retail bond	27-Dec-2023	9.25%	27-Dec-2025	7.4424	Simple	CRISIL AA/Stable
INE148I07RJ4	Retail bond	27-Dec-2023	9.48%	27-Dec-2026	11.3764	Simple	CRISIL AA/Stable
INE148I07RK2	Retail bond	27-Dec-2023	NA	27-Dec-2025	5.6754	Simple	CRISIL AA/Stable
INE148I07RL0	Retail bond	27-Dec-2023	NA	27-Dec-2026	5.6001	Simple	CRISIL AA/Stable
INE148I07RM8	Retail bond	27-Dec-2023	9.65%	27-Dec-2028	1	Simple	CRISIL AA/Stable
INE148I07RN6	Retail bond	27-Dec-2023	9.90%	27-Dec-2026	17.6993	Simple	CRISIL AA/Stable
INE148I07RO4	Retail bond	27-Dec-2023	9.25%	27-Dec-2028	6	Simple	CRISIL AA/Stable
INE148I07RP1	Retail bond	27-Dec-2023	9.71%	27-Dec-2028	10.1299	Simple	CRISIL AA/Stable
INE148I07RR7	Retail bond	27-Dec-2023	10.50%	27-Dec-2030	2.6678	Simple	CRISIL AA/Stable
INE148I07RS5	Retail bond	27-Dec-2023	10.15%	27-Dec-2028	8.744	Simple	CRISIL AA/Stable
INE148I07RU1	Retail bond	27-Dec-2023	10.03%	27-Dec-2030	2.357	Simple	CRISIL AA/Stable
INE148I07RV9	Retail bond	27-Dec-2023	10.25%	27-Dec-2033	2.1	Simple	CRISIL AA/Stable
INE148I07RW7	Retail bond	27-Dec-2023	10.75%	27-Dec-2033	6.5858	Simple	CRISIL AA/Stable
INE148I07RX5	Retail bond	27-Dec-2023	9.80%	27-Dec-2033	0.03	Simple	CRISIL AA/Stable
INE148I07RY3	Retail bond	27-Dec-2023	NA	27-Dec-2026	0.05	Simple	CRISIL AA/Stable
INE148I07RZ0	Retail bond	27-Dec-2023	10.25%	27-Dec-2033	16.1015	Simple	CRISIL AA/Stable
INE148I07SA1	Retail bond	26-Mar-2024	9.25%	26-Mar-2026	1.09	Simple	CRISIL AA/Stable
INE148I07SB9	Retail bond	26-Mar-2024	8.88%	26-Mar-2026	0.15	Simple	CRISIL AA/Stable
INE148I07SC7	Retail bond	26-Mar-2024	9.25%	26-Mar-2026	5.5844	Simple	CRISIL AA/Stable
INE148I07SD5	Retail bond	26-Mar-2024	9.65%	26-Mar-2026	10.215	Simple	CRISIL AA/Stable
INE148I07SF0	Retail bond	26-Mar-2024	NA	26-Mar-2026	6.3463	Simple	CRISIL AA/Stable
INE148I07SG8	Retail bond	26-Mar-2024	9.90%	26-Mar-2027	15.6528	Simple	CRISIL AA/Stable
INE148I07SH6	Retail bond	26-Mar-2024	9.40%	26-Mar-2027	2	Simple	CRISIL AA/Stable
INE148I07SI4	Retail bond	26-Mar-2024	9.48%	26-Mar-2027	9.3977	Simple	CRISIL AA/Stable
INE148I07SJ2	Retail bond	26-Mar-2024	9.02%	26-Mar-2027	0.05	Simple	CRISIL AA/Stable
INE148I07SK0	Retail bond	26-Mar-2024	NA	26-Mar-2027	6.7571	Simple	CRISIL AA/Stable
INE148I07SM6	Retail bond	26-Mar-2024	10.50%	26-Mar-2031	2.2317	Simple	CRISIL AA/Stable
INE148I07SN4	Retail bond	26-Mar-2024	9.71%	26-Mar-2029	20.4069	Simple	CRISIL AA/Stable
INE148I07SO2	Retail bond	26-Mar-2024	9.25%	26-Mar-2029	3.688	Simple	CRISIL AA/Stable

INE148I07SP9	Retail bond	26-Mar-2024	9.65%	26-Mar-2029	1	Simple	CRISIL AA/Stable
INE148I07SQ7	Retail bond	26-Mar-2024	10.25%	26-Mar-2034	14.4211	Simple	CRISIL AA/Stable
INE148I07SR5	Retail bond	26-Mar-2024	10.75%	26-Mar-2034	6.674	Simple	CRISIL AA/Stable
INE148I07SS3	Retail bond	26-Mar-2024	10.15%	26-Mar-2029	15.3751	Simple	CRISIL AA/Stable
INE148I07ST1	Retail bond	26-Mar-2024	9.57%	26-Mar-2031	0.01	Simple	CRISIL AA/Stable
INE148I07SU9	Retail bond	26-Mar-2024	10.00%	26-Mar-2031	0.22	Simple	CRISIL AA/Stable
INE148I07SV7	Retail bond	26-Mar-2024	10.25%	26-Mar-2034	5.5	Simple	CRISIL AA/Stable
INE148I07SW5	Retail bond	26-Mar-2024	9.80%	26-Mar-2034	0.3901	Simple	CRISIL AA/Stable
INE148I07SX3	Retail bond	26-Mar-2024	10.03%	26-Mar-2031	2.4332	Simple	CRISIL AA/Stable
INE148I07SZ8	Retail bond	31-May-2024	9.25%	31-May-2026	0.2690	Simple	CRISIL AA/Stable
INE148I07TE1	Retail bond	31-May-2024	9.65%	31-May-2026	7.5764	Simple	CRISIL AA/Stable
INE148I07TD3	Retail bond	31-May-2024	8.88%	31-May-2026	0.0700	Simple	CRISIL AA/Stable
INE148I07TC5	Retail bond	31-May-2024	9.25%	31-May-2026	8.3099	Simple	CRISIL AA/Stable
INE148I07TB7	Retail bond	31-May-2024	NA	31-May-2026	9.2650	Simple	CRISIL AA/Stable
INE148I07TA9	Retail bond	31-May-2024	NA	31-May-2026	5.4914	Simple	CRISIL AA/Stable
INE148I07TI2	Retail bond	31-May-2024	9.40%	31-May-2027	7.1000	Simple	CRISIL AA/Stable
INE148I07TF8	Retail bond	31-May-2024	9.90%	31-May-2027	19.2360	Simple	CRISIL AA/Stable
INE148I07TH4	Retail bond	31-May-2024	9.02%	31-May-2027	10.3000	Simple	CRISIL AA/Stable
INE148I07TL6	Retail bond	31-May-2024	9.48%	31-May-2027	12.4786	Simple	CRISIL AA/Stable
INE148I07TM4	Retail bond	31-May-2024	NA	31-May-2027	5.6159	Simple	CRISIL AA/Stable
INE148I07TR3	Retail bond	31-May-2024	10.15%	31-May-2029	6.7703	Simple	CRISIL AA/Stable
INE148I07TQ5	Retail bond	31-May-2024	9.25%	31-May-2029	16.5000	Simple	CRISIL AA/Stable
INE148I07TG6	Retail bond	31-May-2024	9.71%	31-May-2029	15.8235	Simple	CRISIL AA/Stable
INE148I07TO0	Retail bond	31-May-2024	10.00%	31-May-2031	1.4000	Simple	CRISIL AA/Stable
INE148I07TK8	Retail bond	31-May-2024	10.50%	31-May-2031	1.8062	Simple	CRISIL AA/Stable
INE148I07TW3	Retail bond	31-May-2024	10.03%	31-May-2031	2.9847	Simple	CRISIL AA/Stable
INE148I07TP7	Retail bond	31-May-2024	10.75%	31-May-2034	8.9916	Simple	CRISIL AA/Stable
INE148I07TU7	Retail bond	31-May-2024	9.80%	31-May-2034	0.0410	Simple	CRISIL AA/Stable
INE148I07TN2	Retail bond	31-May-2024	10.25%	31-May-2034	13.0558	Simple	CRISIL AA/Stable
NA	Retail bond*	NA	NA	NA	10779.7398	Simple	CRISIL AA/Stable

*Not yet issued

#Total rated amount

&basis allotment amount

Annexure - Details of Rating Withdrawn

ISIN	Name of Instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (Rs.Crore)	Complexity Level	Outstanding rating with Outlook
INE148I07KQ4	Retail bond	06-Jan-2022	8.35%	05-Jan-2024	421.2	Simple	Withdrawn

INE148I07KR2	Retail bond	06-Jan-2022	8.75%	05-Jan-2024	15.6	Simple	Withdrawn
INE148I07KS0	Retail bond	06-Jan-2022	ZCB	05-Jan-2024	0	Simple	Withdrawn
INE148I07KT8	Retail bond	06-Jan-2022	ZCB	05-Jan-2024	5.1	Simple	Withdrawn
INE148I07KU6	Retail bond	06-Jan-2022	8.05%	05-Jan-2024	0	Simple	Withdrawn
INE148I07KV4	Retail bond	06-Jan-2022	8.42%	05-Jan-2024	7.6	Simple	Withdrawn
INE148I07LG3	Retail bond	28-Apr-2022	8.35%	28-Apr-2024	16.7	Simple	Withdrawn
INE148I07LH1	Retail bond	28-Apr-2022	8.75%	28-Apr-2024	32.5	Simple	Withdrawn
INE148I07LI9	Retail bond	28-Apr-2022	0.00%	28-Apr-2024	6	Simple	Withdrawn
INE148I07LJ7	Retail bond	28-Apr-2022	0.00%	28-Apr-2024	7.4	Simple	Withdrawn
INE148I07LK5	Retail bond	28-Apr-2022	8.05%	28-Apr-2024	0	Simple	Withdrawn
INE148I07LL3	Retail bond	28-Apr-2022	8.42%	28-Apr-2024	9.3	Simple	Withdrawn

Annexure – List of Entities Consolidated

Names of entities consolidated	Extent of consolidation	Rationale for consolidation
Indiabulls Insurance Advisors Ltd	Full	Subsidiary
Indiabulls Capital Services Ltd	Full	Subsidiary
Indiabulls Commercial Credit Ltd	Full	Subsidiary
IBulls Sales Ltd	Full	Subsidiary
Indiabulls Advisory Services Ltd	Full	Subsidiary
Indiabulls Collection Agency Ltd	Full	Subsidiary
Indiabulls Asset Holding Company Ltd	Full	Subsidiary
Indiabulls Trustee Company Ltd	Full	Subsidiary
Indiabulls Holdings Ltd	Full	Subsidiary
Nilgiri Investment Services Ltd	Full	Subsidiary
Indiabulls Investment Management Ltd	Full	Subsidiary

Annexure - Rating History for last 3 Years

Instrument	Type	Current		2024 (History)		2023		2022		2021		Start of 2021	
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating	
Fund Based Facilities	LT	24549.98	CRISIL AA/Stable	26-04-24	CRISIL AA/Stable	27-12-23	CRISIL A1+ / CRISIL AA/Stable	22-09-22	CRISIL AA/Stable	24-09-21	CRISIL AA/Stable	CRISIL AA/Negative	
			--	31-01-24	CRISIL A1+ / CRISIL AA/Stable	06-12-23	CRISIL A1+ / CRISIL AA/Stable	--	--	31-03-21	CRISIL AA/Stable	--	
			--	--	--	03-11-23	CRISIL A1+ / CRISIL AA/Stable	--	--	--	--	--	--
			--	--	--	21-09-23	CRISIL A1+ / CRISIL AA/Stable	--	--	--	--	--	--
Commercial Paper	ST	25000.0	CRISIL A1+	26-04-24	CRISIL A1+	27-12-23	CRISIL A1+	22-09-22	CRISIL A1+	24-09-21	CRISIL A1+	CRISIL A1+	
			--	31-01-24	CRISIL A1+	06-12-23	CRISIL A1+	--	--	31-03-21	CRISIL A1+	--	
			--	--	--	03-11-23	CRISIL A1+	--	--	--	--	--	
			--	--	--	21-09-23	CRISIL A1+	--	--	--	--	--	
Non Convertible Debentures	LT	22700.0	CRISIL AA/Stable	26-04-24	CRISIL AA/Stable	27-12-23	CRISIL AA/Stable	22-09-22	CRISIL AA/Stable	24-09-21	CRISIL AA/Stable	CRISIL AA/Negative	
			--	31-01-24	CRISIL AA/Stable	06-12-23	CRISIL AA/Stable	--	--	31-03-21	CRISIL AA/Stable	--	
			--	--	--	03-11-23	CRISIL AA/Stable	--	--	--	--	--	

			--		--	21-09-23	CRISIL AA/Stable		--		--	--
Retail Bond	LT	14023.69	CRISIL AA/Stable	26-04-24	CRISIL AA/Stable	27-12-23	CRISIL AA/Stable	22-09-22	CRISIL AA/Stable	24-09-21	CRISIL AA/Stable	CRISIL AA/Negative
			--	31-01-24	CRISIL AA/Stable	06-12-23	CRISIL AA/Stable		--	31-03-21	CRISIL AA/Stable	--
			--		--	03-11-23	CRISIL AA/Stable		--		--	--
			--		--	21-09-23	CRISIL AA/Stable		--		--	--
Short Term Non Convertible Debenture	ST	1000.0	CRISIL A1+	26-04-24	CRISIL A1+	27-12-23	CRISIL A1+	22-09-22	CRISIL A1+	24-09-21	CRISIL A1+	CRISIL A1+
			--	31-01-24	CRISIL A1+	06-12-23	CRISIL A1+		--	31-03-21	CRISIL A1+	--
			--		--	03-11-23	CRISIL A1+		--		--	--
			--		--	21-09-23	CRISIL A1+		--		--	--
Subordinated Debt	LT	4000.0	CRISIL AA/Stable	26-04-24	CRISIL AA/Stable	27-12-23	CRISIL AA/Stable	22-09-22	CRISIL AA/Stable	24-09-21	CRISIL AA/Stable	CRISIL AA/Negative
			--	31-01-24	CRISIL AA/Stable	06-12-23	CRISIL AA/Stable		--	31-03-21	CRISIL AA/Stable	--
			--		--	03-11-23	CRISIL AA/Stable		--		--	--
			--		--	21-09-23	CRISIL AA/Stable		--		--	--

All amounts are in Rs.Cr.

Annexure - Details of Bank Lenders & Facilities

Facility	Amount (Rs.Crore)	Name of Lender	Rating
Cash Credit & Working Capital Demand Loan	250	RBL Bank Limited	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	25	Bank of Baroda	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	1650	State Bank of India	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	65	UCO Bank	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	750	Union Bank of India	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	50	Punjab and Sind Bank	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	1450	Punjab National Bank	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	1900	Canara Bank	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	50	Central Bank Of India	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	100	The Federal Bank Limited	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	65	HDFC Bank Limited	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	100	IDFC FIRST Bank Limited	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	190	Bank of India	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	800	Indian Bank	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	25	Indian Overseas Bank	CRISIL AA/Stable
Cash Credit & Working Capital Demand Loan	50	IndusInd Bank Limited	CRISIL AA/Stable
External Commercial Borrowings	789	State Bank of India	CRISIL AA/Stable

Proposed Long Term Bank Loan Facility	6955.98	Not Applicable	CRISIL AA/Stable
Term Loan	125	UCO Bank	CRISIL AA/Stable
Term Loan	1057	Indian Overseas Bank	CRISIL AA/Stable
Term Loan	116	Punjab and Sind Bank	CRISIL AA/Stable
Term Loan	200	Punjab National Bank	CRISIL AA/Stable
Term Loan	1028	State Bank of India	CRISIL AA/Stable
Term Loan	1870	Union Bank of India	CRISIL AA/Stable
Term Loan	745	IDBI Bank Limited	CRISIL AA/Stable
Term Loan	75	IDFC FIRST Bank Limited	CRISIL AA/Stable
Term Loan	696	Indian Bank	CRISIL AA/Stable
Term Loan	1822	Central Bank Of India	CRISIL AA/Stable
Term Loan	67	Bank of Baroda	CRISIL AA/Stable
Term Loan	200	Bank of Maharashtra	CRISIL AA/Stable
Term Loan	1284	Canara Bank	CRISIL AA/Stable

Criteria Details

Links to related criteria
CRISILs Bank Loan Ratings - process, scale and default recognition
Rating Criteria for Finance Companies
Rating criteria for hybrid debt instruments of NBFCs/HFCs
CRISILs Criteria for rating short term debt
CRISILs Criteria for Consolidation

Media Relations	Analytical Contacts	Customer Service Helpdesk
<p>Aveek Datta Media Relations CRISIL Limited M: +91 99204 93912 B: +91 22 3342 3000 AVEEK.DATTA@crisil.com</p> <p>Prakruti Jani Media Relations CRISIL Limited M: +91 98678 68976 B: +91 22 3342 3000 PRAKRUTI.JANI@crisil.com</p> <p>Rutuja Gaikwad Media Relations CRISIL Limited B: +91 22 3342 3000 Rutuja.Gaikwad@ext-crisil.com</p>	<p>Ajit Velonie Senior Director CRISIL Ratings Limited B:+91 22 3342 3000 ajit.velonie@crisil.com</p> <p>Subha Sri Narayanan Director CRISIL Ratings Limited B:+91 22 3342 3000 subhasri.narayanan@crisil.com</p> <p>Bharat Nagda Rating Analyst CRISIL Ratings Limited B:+91 22 3342 3000 Bharat.Nagda@crisil.com</p>	<p>Timings: 10.00 am to 7.00 pm Toll free Number:1800 267 1301</p> <p>For a copy of Rationales / Rating Reports: CRISILratingdesk@crisil.com</p> <p>For Analytical queries: ratingsinvestordesk@crisil.com</p>

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ANNEXURE B: CREDIT RATING AND RATIONALE FROM ICRA

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ICRA

ICRA Limited

CONFIDENTIAL

Ref: ICRA/Sammaan Capital Limited (Formerly Indiabulls Housing Finance Limited)/09072024/01
Date: July 9, 2024

Mr. Gagan Banga
Vice Chairman, MD and CEO
Sammaan Capital Limited (Formerly Indiabulls Housing Finance Limited)
Indiabulls House, 17th Floor, Tower 1,
Indiabulls Finance Centre, SB Marg, Elphinstone Road,
Mumbai 400 013

Dear Sir,

Re: ICRA Credit Rating for Rs. 5,500 crore Retail Non-Convertible Debenture (NCD) Programme of Sammaan Capital Limited (Formerly Indiabulls Housing Finance Limited) (instrument details in *Annexure*)

Please refer to your email dated July 8, 2024 request for revalidating the rating letter issued for the captioned programme.

We confirm that the [ICRA]AA (pronounced as ICRA double A) rating with a stable outlook assigned to your captioned programme and last communicated to you vide our letter dated June 27, 2024 stands. Instruments with this rating indicate high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The other terms and conditions for the rating of the aforementioned instrument shall remain the same as communicated vide our letter Ref: ICRA/Indiabulls Housing Finance Limited/27062024/01 dated June 27, 2024.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

Annexure

LIST OF ALL INSTRUMENT RATED (WITH AMOUNT OUTSTANDING)

Rated Instrument	Rated Amount (In Rs. crore)	Amount Outstanding (In Rs. crore)	Rating Outstanding
Retail NCD Programme*	5,500	3,217.19	[ICRA]AA (Stable)

*Of the rated Retail NCD Programme, Rs. 2,282.81 crore is available for placement

Building No. 8, 2nd Floor, Tower A
DLF Cyber City, Phase II
Gurugram – 122002, Haryana

Tel.: +91.124 .4545300
CIN : L749999DL1991PLC042749

Website: www.icra.in
Email: info@icraindia.com
Helpdesk: +91 9354738909

Registered Office: B-710, Statesman House, 148, Barakhamba Road, New Delhi 110001. Tel. :+91.11.23357940-41

RATING • RESEARCH • INFORMATION

ICRA/Indiabulls Housing Finance Limited/27062024/01

Date: June 27, 2024

Mr. Gagan Banga
Vice Chairman, MD and CEO
Indiabulls Housing Finance Limited
Indiabulls House, 17th Floor, Tower 1,
Indiabulls Finance Centre, SB Marg,
Elphinstone Road, Mumbai 400 013.

Dear Sir,

Re: **ICRA's Credit Rating for below mentioned** instruments of Indiabulls Housing Finance Limited

As per the Rating Agreement/Statement of Work executed with ICRA Limited, ICRA's Rating Committee has taken the following rating actions for the mentioned instruments of your company.

Instrument	Rated Amount (Rs. crore)	Rating Action ¹
Non-Convertible Debenture (NCD) Programme	8,785.00	[ICRA]AA (Stable); Reaffirmed
NCD Programme	1,750.00	[ICRA]AA (Stable); Assigned
Subordinated Debt Programme	2,000.00	[ICRA]AA (Stable); Reaffirmed
Subordinated Debt Programme	1,900.00	[ICRA]AA (Stable); Assigned
Retail NCD Programme	3,000.00	[ICRA]AA (Stable); Reaffirmed
Retail NCD Programme	2,500.00	[ICRA]AA (Stable); Assigned
Total	19,935.00	

Once the instrument is issued, the rating is valid throughout the life of the captioned programme until withdrawn. However, ICRA reserves the right to review and/or, revise the above rating(s) at any time based on new information becoming available, or the required information not being available, or other circumstances that ICRA believes could have an impact on the rating(s). Therefore, request the lenders and investors to visit ICRA website at www.icra.in for latest rating(s) of the company.

The rating(s) are specific to the terms and conditions of the instruments as indicated to us by you, and any change in the terms or size of the same would require a review of the rating(s) by us. In case there is any change in the terms and conditions or the size of the rated instrument, the same must be brought to our notice before the instrument is used by you. In the event such changes occur after the rating(s) have been assigned by us and their use has been confirmed by you, the rating(s) would be subject to our review, following which there could be a change in the rating(s) previously assigned. Notwithstanding the foregoing, any change in the overall limit of the instrument from that specified in this letter, would constitute an enhancement that would not be covered by or under the said Rating Agreement.

The rating(s) assigned must be understood solely as an opinion and should not be treated, or cause to be treated, as recommendation to buy, sell, or hold the rated [Instrument] availed/issued by your company.

¹ Complete definitions of the ratings assigned are available at www.icra.in.



You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s), or occurrence of any significant development that could impact the ability of the company to raise funds such as restriction imposed by any authority from raising funds through issuance of debt securities through electronic bidding system.

Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We look forward to your communication and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited

ANIL GUPTA
Senior Vice President
anilg@icraindia.com

June 27, 2024

Indiabulls Housing Finance Limited: Rating reaffirmed; fresh rating assigned for NCDs, retail NCDs and subordinated debt programme

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Non-convertible debenture (NCD) programme	8,785	8,785	[ICRA]AA (Stable); reaffirmed
NCD programme	-	1,750	[ICRA]AA (Stable); assigned
Subordinated debt programme	2,000	2,000	[ICRA]AA (Stable); reaffirmed
Subordinated debt programme	-	1,900	[ICRA]AA (Stable); assigned
Retail NCD programme	3,000	3,000	[ICRA]AA (Stable); reaffirmed
Retail NCD programme	-	2,500	[ICRA]AA (Stable); assigned
Total	13,785	19,935	

*Instrument details are provided in Annexure I

Rationale

To arrive at the rating, ICRA has considered the consolidated financials of Indiabulls Housing Finance Limited (IBHFL). ICRA has taken a consolidated view of the credit profiles of IBHFL and its wholly-owned subsidiary – Indiabulls Commercial Credit Limited (ICCL; together referred to as Indiabulls or the company), given the operational synergies, shared name and management oversight.

The rating continues to factor in Indiabulls' established franchise in the domestic mortgage finance industry and its adequate capitalisation and liquidity profile. Notwithstanding the decline in the assets under management (AUM) in recent years, Indiabulls continues to have a sizeable retail portfolio with housing loans (HL) and loan against property (LAP) accounting for 89% of the AUM as on March 31, 2024. The capitalisation profile has remained adequate amidst decline in borrowings following the portfolio degrowth in recent years.

ICRA is cognizant of the company's profitability trajectory, which has moderated in recent years due to the elevated credit provisions and the declining AUM amidst its realignment to an asset-light strategy. The net worth accretion was further constrained by the additional credit provisions created directly through reserves. ICRA also takes cognisance of the institutionalisation/de-promoterisation exercise, whereby the company endeavoured to strengthen the governance structure and has onboarded industry professionals with diverse experience. Further, an exercise for the simplification of the corporate structure is currently underway along with a rebranding exercise intended to reflect the institutionalised character as well as the focus towards retail mortgage lending. IBHFL has also made an application to the RBI for change of its certificate of registration to a Non-Banking Financial Company – Investment and Credit Company (NBFC – ICC) consequent to the company not meeting the principal business criteria (PBC) for HFCs.

The strengths are, however, partially offset by asset quality risks emanating from the legacy commercial credit (real estate developer loan) book, notwithstanding the run down in recent years and adequate asset quality of the retail segment. The blended headline asset quality metrics have remained range-bound and the solvency, characterised by net non-performing assets (NNPA)/net worth, stood at 5.0% as on March 31, 2024. The gross stage 3 and net stage 3 assets stood at 3.3% and 1.9% respectively as on March 31, 2024 compared to 3.5% and 2.4% respectively as on March 31, 2023. The stage 2 assets reduced to ~4% of the loan book as on March 31, 2024 from the peak of 33% as of March 31, 2021. Further, the borrowing profile remains modest with bank funding, including co-lending/sell-downs, being a key source of incremental funding in recent quarters.

Incremental fund raising remains limited owing to a declining AUM and slower than expected scale up of the business under the revised asset light strategy, while the borrowing cost has been marginally elevated. Nonetheless, healthy collections from the retail portfolio have helped the company maintain adequate liquidity and manage its asset-liability profile.

The Stable outlook reflects ICRA's expectation that Indiabulls will continue to draw on its established presence in the domestic mortgage finance industry and its adequate capitalisation and liquidity. Nevertheless, the company's ability to achieve meaningful scale-up under the new business model, while maintaining healthy asset quality and profitability, would be a credit-sensitive factor.

Key rating drivers and their description

Credit strengths

Established track record in domestic mortgage finance industry – Indiabulls has a long track record and established franchise in the housing finance business. Notwithstanding the downward AUM trajectory in recent years, the company remains one of the largest housing finance companies (HFCs) in the country. It had an AUM of Rs. 65,335 crore as on March 31, 2024 comprising HL (72%), LAP (17%) and commercial credit (CC; 11%) as on that date. The share of retail loans has consistently accounted for 85-88% of the AUM since March 2020. The AUM degrowth has been exacerbated by the delays in tech integration with partner banks, resulting in slower than expected scale-up under the revised asset light business model. Nonetheless, all tech integrations with existing partner banks are largely in place and the focus would be on scaling up the disbursements. Further, the company intends to increase the number of co-lending relationships to 12 in the near to medium term (9 as on March 31, 2024). Co-lending disbursements increased to Rs. 9,560 crore in FY2024 compared to Rs. 7,845 crore in FY2023. The company is incrementally focused on scaling up its retail segment under the asset light model through co-lending/sell downs. Meaningful scale-up of the AUM would remain critical for profitability metrics.

The legacy CC AUM (which includes lease rental discounting (LRD) and construction finance) has gradually run down due to collections/prepayments as well as asset monetisation while incremental disbursements are limited. Going forward, wholesale lending would be moved to the alternative investment fund (AIF) platform, to be launched in partnership with certain global real estate focused funds. The on-balance sheet loan book is expected to remain range-bound as the company transitions to an asset-light model, while the AUM is expected to start growing from FY2025.

Adequate capitalisation – Indiabulls remains adequately capitalised with a consolidated net worth of Rs. 19,792 crore and a consolidated CRAR of 33.3% (Tier I – 31.5%) as on March 31, 2024. This provides sufficient cushion for near-term growth while maintaining a comfortable cushion over the regulatory capital adequacy requirement (15%). ICRA notes that IBHFL, at a consolidated level, had sizeable investments in subordinated units of AIFs. The company made provisions of Rs. 837 crore in line with the RBI circular of December 2023. It debited Rs. 610 crore to the special additional reserves and the balance amount was debited to the P&L. Overall, the capital structure is characterised by an improving total debt/net worth ratio, which stood at 2.5 times as on March 31, 2024 compared to 3.0 times as of March 31, 2023, while solvency (NNPA/net worth) stood at 5.0% as on March 31, 2024. The capitalisation profile has been supported by the company's track record of raising capital and its limited borrowings due to the decline in balance sheet advances in recent years. ICRA expects the capitalisation to remain adequate in the near term, given the shift to an asset-light business model.

The company raised Rs. 3,693 crore equity capital through rights issue in FY2024, of which it has received Rs. 1,231 crore and the balance would be called as required. The capitalisation has remained adequate despite the sizeable write-offs in recent years, as the provisions have been recalibrated following the improvement in the operating environment and the portfolio's performance. Provisions being carried on the balance sheet moderated to 2.5% of the loan book as on March 31, 2024 compared to the highs of 4.5% as of December 31, 2021 and 5.1% as of March 31, 2020.

Credit challenges

Asset quality risks, notwithstanding stable headline asset quality metrics reported in recent periods – Indiabulls' asset quality remains susceptible to the risks emanating from its legacy CC portfolio. Given the large ticket size and the high inherent risks associated with these exposures, the CC book remains exposed to concentration risks. The increased challenges for the real estate sector due to the Covid-19 pandemic-related lockdowns heightened the portfolio vulnerability, sharply increasing the segmental NPA to 10.8% as on March 31, 2021 and 13.3% as on March 31, 2022, partly exacerbated by a declining AUM. However, the segmental NPA improved marginally to 10.3% as on March 31, 2024, supported by collections/asset monetisation and write-offs.

The asset quality of the retail portfolio remains stable with gross NPA (GNPA) of 1.7% as on March 31, 2024 compared to 2.0% as of March 31, 2023. Overall, Indiabulls' headline asset quality metrics remain stable with GNPA of 2.9% and net NPA (NNPA) of 1.7% as on March 31, 2024 compared to 2.9% and 1.9%, respectively, as of March 31, 2023. The headline numbers are supported by large write-offs done by the company in the past with cumulative write-off pool of over Rs. 10,000 crore, adjusted for which the asset quality numbers will be weaker. While the management estimates recoveries of over Rs. 4,000 crore from the said write-off pool over the next 4 years, the actual realisations remain a monitorable. Stage 2 assets improved to 4% of the loan book as on March 31, 2024 from the peak of 33% as of March 31, 2021, supported by improved collections. While credit costs routed through the profit and loss account have remained range-bound, with credit costs/average managed assets (AMA) of 0.9% in FY2024 compared to 0.7% in FY2023, ICRA has taken note of the provisions created through direct debit to additional reserves as well as through other comprehensive income over the years. Going forward, the company's ability to maintain healthy asset quality under the new business model will remain imperative.

Subdued profitability, given the slower-than-expected ramp-up of business under revised strategy and modest borrowing profile – With the company resorting to asset securitisation/sell-down as a source of liquidity since H2 FY2019, its on-balance sheet loan book has been declining from March 2019, thereby impacting its operating leverage and hence the earnings profile from FY2020. The accelerated refinancing of developer loans also contributed to the decline in the loan book and the overall portfolio yield. The loan book continued to decline in FY2021 and H1 FY2022 with the slowdown in disbursements due to the pandemic. While disbursements picked up from H2 FY2022, the scale-up remained slower than expected. This, coupled with the higher cost of funds and cost of negative carry, led to a moderation in the net interest margins (NIMs). Operating expenses also remained elevated due to the expansion of the retail franchise. This, coupled with higher provision expenses (including provisions for the estimated impact of the pandemic on the business; part of it was, however, taken directly against the net worth), further impacted the profitability. Nonetheless, it repriced its loans in recent quarters following a series of rate hikes by the RBI, which offset the impact on NIMs to a certain extent.

IBHFL reported a profit after tax (PAT) of Rs. 1,217 crore (return on managed assets (RoMA) of 1.4% and return on equity (RoE) of 6.6%) in FY2024 compared to PAT of Rs. 1,127 crore (RoMA of 1.2% and RoE of 6.6%) in FY2023. ICRA expects the near-term profitability to remain subdued, given the slower-than-expected growth as well as the constrained operating leverage. The company's ability to scale up the new business model meaningfully would remain critical from a profitability perspective.

The company's borrowing profile is moderate. As of March 31, 2024, bank loans (38%) and NCDs (30%) were the primary funding avenue for the company, followed by securitisation (21%), sub-debt (9%) and ECB (2%). However, some comfort is drawn from the increasing share of co-lending/sell-downs as a source of funds in recent quarters, though the ramp-up has been slower than initially expected. Incremental fund raising remains limited owing to a declining AUM and slower than expected scale up of the business under the revised asset light strategy, while the cost of funds were marginally elevated due to the hardening of the systemic interest rates. The company raised Rs. 2,915 crore of foreign bonds (social bonds on Q1 FY2025), which would support the planned growth to a certain extent. The company's ability to continue to raise funds from diverse sources at competitive rates remains imperative for fuelling near-to-medium-term growth.

Environmental and social risks

Given the service-oriented business of IBHFL, its direct exposure to environmental risks/physical climate risks is not material. While lending institutions can be exposed to environmental risks indirectly through their portfolio of assets, IBHFL's exposure to environmentally sensitive segments remains low. Hence, indirect transition risks arising from changes in regulations or policies concerning the underlying assets are not material.

With regard to social risks, data security and customer privacy are among the key sources of vulnerability for lending and investment banking institutions as any material lapses could be detrimental to their reputation and could invite regulatory censure. IBHFL has not faced such lapses over the years and its disclosures outline the key policies, processes, and investments made by it to mitigate the occurrence of such instances. IBHFL also promotes financial inclusion by lending to the affordable housing segments.

Liquidity position: Adequate

Indiabulls' consolidated liquidity profile is characterised by positive asset-liability gaps (based on asset-liability management profile as on March 31, 2024), supported by the sizeable on-balance sheet liquidity and the favourable borrowings tenor compared to the assumed behavioural tenor of the loan book. Notwithstanding the recalibration of the liquidity policy amid the improved operating environment, the on-balance sheet liquidity stood at Rs. 7,215 crore as on March 31, 2024 (~15% of the borrowings as on March 31, 2024). This is adequate to cover the debt repayments of Rs. 2,829 crore falling due between May and October 2024. Further, the track record of healthy collections from the retail segment supports the liquidity position. ICRA notes that the company endeavours to maintain on-balance sheet liquidity sufficient to cover 50-75% of the repayments falling due in the ensuing 12 months.

Rating sensitivities

Positive factors – Significant improvement in earnings profile and resource mobilisation with access to well-diversified sources at competitive rates, while maintaining healthy asset quality (GNPA including 1-year write-offs of less than 3%).

Negative factors – Prolonged delay in scaling up the planned asset-light business model over the medium term or in case of a material deterioration in its asset quality, affecting the financial profile. Any sustained weakness in resource mobilisation from diversified sources, which would restrict its ability to lend or would lead to a deterioration in its liquidity profile, could also be a credit negative.

Analytical approach

Analytical Approach	Comments
Applicable rating methodologies	Rating Methodology for Non-banking Finance Companies
Parent/Group support	Not applicable
Consolidation/Standalone	Consolidation

About the company

Incorporated in 2005, Indiabulls Housing Finance Limited (IBHFL) is a housing finance company registered with National Housing Bank (NHB). It provides housing loans, LAP (primarily to micro, small and medium enterprises (MSMEs) and small businesses), developer loans and LRD. As on March 31, 2024, IBHFL's consolidated AUM stood at Rs. 65,335 crore comprising HLs (72%), LAP (17%) and CC (11%). The company has presence across major Indian states (especially Maharashtra, Delhi and Uttar Pradesh) with over 150 branches. The erstwhile promoter – Mr. Sameer Gehlaut, had sold his majority stake in IBHFL in December 2021 and resigned from the board in March 2022. He was reclassified as a public shareholder, post receipt of approval from the stock exchanges.

IBHFL has made an application for change of its certificate of registration to NBFC – ICC consequent to the company not meeting the PBC for HFCs and awaiting approval from the RBI. It has also undertaken a rebranding and corporate simplification exercise. The company would be rechristened “Sammaan Capital Limited”, subject to receipt of requisite approvals. The rebranding exercise is intended to reflect the company’s institutional character and delink itself from the erstwhile promoter entities with the “Indiabulls” branding. Further, the non-operational entities are expected to be largely wound down in the near term. It has an AIF which would remain operational and house the wholesale business going forward. It also has an operating, wholly-owned subsidiary – Indiabulls Commercial Credit Limited (ICCL).

Key financial indicators (audited)

IBHFL – consolidated	FY2022	FY2023	FY2024
Total income	8,993.9	8,725.8	8,624.8
PAT	1,177.7	1,127.7	1,217.0
Total managed assets	96,490.9	88,868.8	85,310.9
Return on managed assets	1.1%	1.2%	1.4%
Reported gearing (times)	3.7	3.0	2.5
Gross stage 3	3.9%	3.5%	3.3%
CRAR	32.6%	31.2%	33.3%

Source: Company, ICRA Research; All ratios as per ICRA’s calculations; Amount in Rs. crore

Status of non-cooperation with previous CRA: Not applicable

Any other information:

The company faces prepayment risk, given the possibility of debt acceleration upon the breach of covenants, including financial covenants, operating covenants and rating linked covenants. Upon failure to meet the covenants, if the company is unable to get waivers from the lenders/investors or the lenders/investors do not provide it with adequate time to arrange for alternative funding to pay off the accelerated loans, the rating would face pressure.

Rating history for past three years

	Instrument	Type	Current Rating (FY2025)		Chronology of Rating History for the Past 3 Years					
			Amount Rated (Rs. crore)	Amount Outstanding* (Rs. crore)	Current Rating	Date & Rating in FY2024			Date & Rating in FY2023	Date & Rating in FY2022
						Jun 27, 2024	Dec 29, 2023	Apr 04, 2023	Apr 05, 2022	Sep 30, 2021
1	NCD programme	Long term	6,785	6,785	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	
2	NCD programme	Long term	2,000	2,000	[ICRA]AA (Stable)	[ICRA]AA (Stable)	-	-	-	
3	NCD programme	Long term	1,750	717	[ICRA]AA (Stable)	-	-	-	-	
4	NCD programme	Long term	-	-	-	[ICRA]AA (Stable); withdrawn	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	
5	NCD programme	Long term	-	-	-	-	[ICRA]AA (Stable); withdrawn	[ICRA]AA (Stable)	[ICRA]AA (Stable)	
6	Retail NCD programme	Long term	3,000	3,000	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable); withdrawn	
7	Retail NCD programme	Long term	2,500	217.17	[ICRA]AA (Stable)	-	-	-	-	
8	Subordinated debt programme	Long term	1,500	1,500	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	
9	Subordinated debt programme	Long term	500	190.13	[ICRA]AA (Stable)	[ICRA]AA (Stable)	-	-	-	

10	Subordinated debt programme	Long term	1,900	1,900	[ICRA]AA (Stable)	-	-	-	-
11	NCD programme	Long term	-	-		-	-	[ICRA]AA (Stable); withdrawn	[ICRA]AA (Stable)
12	NCD programme	Long term	-	-		-	-		[ICRA]AA (Stable); withdrawn

*As on June 25, 2024

Complexity level of the rated instruments

Instrument	Complexity Indicator
NCD programme	Simple
Retail NCD programme	Simple
Subordinated debt programme	Moderately Complex

The Complexity Indicator refers to the ease with which the returns associated with the rated instrument could be estimated. It does not indicate the risk related to the timely payments on the instrument, which is rather indicated by the instrument's credit rating. It also does not indicate the complexity associated with analysing an entity's financial, business, industry risks or complexity related to the structural, transactional or legal aspects. Details on the complexity levels of the instruments are available on ICRA's website: [Click Here](#)

Annexure I: Instrument details

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148I07746	NCD	Jun 30, 2014	10.15%	Jun 30, 2024	25.00	[ICRA]AA (Stable)
INE148I07AV5	NCD	Dec 16, 2014	9.20%	Dec 16, 2024	25.00	[ICRA]AA (Stable)
INE148I07BA7	NCD	Dec 31, 2014	9.20%	Dec 31, 2024	25.00	[ICRA]AA (Stable)
INE148I07IP0	NCD	Jan 24, 2018	8.12%	Jan 24, 2025	225.00	[ICRA]AA (Stable)
INE148I07BV3	NCD	May 19, 2015	9.00%	May 19, 2025	25.00	[ICRA]AA (Stable)
INE148I07CN8	NCD	Jun 26, 2015	10.25%	Jun 26, 2025	1,000.00	[ICRA]AA (Stable)
INE148I07DL0	NCD	Nov 20, 2015	9.30%	Nov 20, 2025	170.00	[ICRA]AA (Stable)
INE148I07DN6	NCD	Dec 30, 2015	9.30%	Dec 30, 2025	95.00	[ICRA]AA (Stable)
INE148I07DO4	NCD	Dec 31, 2015	9.00%	Dec 31, 2025	10.00	[ICRA]AA (Stable)
INE148I07DV9	NCD	Feb 08, 2016	9.30%	Feb 07, 2026	50.00	[ICRA]AA (Stable)
INE148I07EA1	NCD	Mar 14, 2016	9.00%	Mar 13, 2026	25.00	[ICRA]AA (Stable)
INE148I07EL8	NCD	Apr 12, 2016	9.30%	Apr 11, 2026	35.00	[ICRA]AA (Stable)
INE148I07EM6	NCD	Apr 29, 2016	9.30%	Apr 29, 2026	207.00	[ICRA]AA (Stable)
INE148I07EO2	NCD	May 10, 2016	9.30%	May 08, 2026	25.00	[ICRA]AA (Stable)
INE148I07ES3	NCD	May 30, 2016	9.30%	May 29, 2026	25.00	[ICRA]AA (Stable)
INE148I07EW5	NCD	Jun 07, 2016	9.00%	Jun 05, 2026	25.00	[ICRA]AA (Stable)
INE148I07FG5	NCD	Jun 30, 2016	9.30%	Jun 30, 2026	200.00	[ICRA]AA (Stable)
INE148I07FJ9	NCD	Jul 22, 2016	8.90%	Jul 22, 2026	25.00	[ICRA]AA (Stable)
INE148I07SY1	NCD	Apr 04, 2024	9.75%	Apr 03, 2027	25.00	[ICRA]AA (Stable)
INE148I07HX6	NCD	Sep 08, 2017	8.03%	Sep 08, 2027	1,450.00	[ICRA]AA (Stable)
INE148I07IQ8	NCD	Feb 22, 2018	8.43%	Feb 22, 2028	3,060.00	[ICRA]AA (Stable)
INE148I07IR6	NCD	Feb 23, 2018	8.43%	Feb 23, 2028	25.00	[ICRA]AA (Stable)
INE148I07JF9	NCD	Aug 06, 2018	8.90%	Aug 04, 2028	1,025.00	[ICRA]AA (Stable)
INE148I07JK9	NCD	Nov 22, 2018	9.30%	Nov 22, 2028	1,000.00	[ICRA]AA (Stable)
INE148I07JQ6	NCD	Jan 15, 2019	9.10%	Jan 15, 2029	700.00	[ICRA]AA (Stable)
NA	NCD - proposed	NA	NA	NA	1,033.00	[ICRA]AA (Stable)
INE148I08173	Subordinated debt	Jul 17, 2014	10.85%	Jul 17, 2024	10.00	[ICRA]AA (Stable)
INE148I08280	Subordinated debt	Sep 08, 2017	8.35%	Sep 06, 2024	100.00	[ICRA]AA (Stable)
INE148I08181	Subordinated debt	Mar 17, 2015	9.70%	Mar 17, 2025	5.00	[ICRA]AA (Stable)
INE148I08199	Subordinated debt	Jul 21, 2015	10.10%	Jul 21, 2025	8.15	[ICRA]AA (Stable)
INE148I08207	Subordinated debt	Aug 03, 2015	10.00%	Aug 03, 2025	165.00	[ICRA]AA (Stable)
INE148I08215	Subordinated debt	Jun 29, 2016	9.30%	Jun 29, 2026	609.70	[ICRA]AA (Stable)
INE894F08087	Subordinated debt	Jun 05, 2012	10.65%	Jun 05, 2027	110.03	[ICRA]AA (Stable)
INE894F08103	Subordinated debt	Jun 28, 2012	10.25%	Jun 28, 2027	100.00	[ICRA]AA (Stable)
INE894F08111	Subordinated debt	Jun 30, 2012	10.65%	Jun 30, 2027	49.65	[ICRA]AA (Stable)
INE148I08298	Subordinated debt	Sep 08, 2017	8.35%	Sep 08, 2027	900.00	[ICRA]AA (Stable)
INE894F08137	Subordinated debt	Nov 15, 2012	10.65%	Nov 15, 2027	32.60	[ICRA]AA (Stable)
INE148I08306	Subordinated debt	Mar 27, 2018	8.80%	Mar 27, 2028	1,500.00	[ICRA]AA (Stable)
NA	Subordinated debt - proposed	NA	NA	NA	184.90	[ICRA]AA (Stable)
NA	Subordinated debt - proposed	NA	NA	NA	124.97	[ICRA]AA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148I07GJ7	Retail NCD	Sep 24, 2021	8.50%	Sep 24, 2024	140.35	[ICRA]AA (Stable)
INE148I07GK5	Retail NCD	Sep 24, 2021	9.00%	Sep 24, 2024	20.53	[ICRA]AA (Stable)
INE148I07GL3	Retail NCD	Sep 24, 2021	ZCB	Sep 24, 2024	9.02	[ICRA]AA (Stable)
INE148I07GN9	Retail NCD	Sep 24, 2021	8.20%	Sep 24, 2024	0.10	[ICRA]AA (Stable)
INE148I07KG5	Retail NCD	Sep 24, 2021	8.66%	Sep 24, 2024	10.14	[ICRA]AA (Stable)
INE148I07KH3	Retail NCD	Sep 28, 2022	9.05%	Sep 28, 2024	14.24	[ICRA]AA (Stable)
INE148I07KJ9	Retail NCD	Sep 28, 2022	8.65%	Sep 28, 2024	3.90	[ICRA]AA (Stable)
INE148I07KK7	Retail NCD	Sep 28, 2022	ZCB	Sep 28, 2024	1.05	[ICRA]AA (Stable)
INE148I07KL5	Retail NCD	Sep 28, 2022	ZCB	Sep 28, 2024	9.33	[ICRA]AA (Stable)
INE148I07KM3	Retail NCD	Sep 28, 2022	8.33%	Sep 28, 2024	0.10	[ICRA]AA (Stable)
INE148I07KN1	Retail NCD	Sep 28, 2022	8.70%	Sep 28, 2024	11.24	[ICRA]AA (Stable)
INE148I07KP6	Retail NCD	Nov 03, 2022	8.65%	Nov 03, 2024	40.00	[ICRA]AA (Stable)
INE148I07KW2	Retail NCD	Nov 03, 2022	9.05%	Nov 03, 2024	6.46	[ICRA]AA (Stable)
INE148I07KX0	Retail NCD	Nov 03, 2022	ZCB	Nov 03, 2024	3.14	[ICRA]AA (Stable)
INE148I07KY8	Retail NCD	Nov 03, 2022	ZCB	Nov 03, 2024	2.00	[ICRA]AA (Stable)
INE148I07KZ5	Retail NCD	Nov 03, 2022	8.33%	Nov 03, 2024	0.05	[ICRA]AA (Stable)
INE148I07LA6	Retail NCD	Nov 03, 2022	8.70%	Nov 03, 2024	5.06	[ICRA]AA (Stable)
INE148I07LB4	Retail NCD	Dec 28, 2022	9.30%	Dec 28, 2024	12.88	[ICRA]AA (Stable)
INE148I07LC2	Retail NCD	Dec 28, 2022	8.90%	Dec 28, 2024	3.12	[ICRA]AA (Stable)
INE148I07LD0	Retail NCD	Dec 28, 2022	ZCB	Dec 28, 2024	6.67	[ICRA]AA (Stable)
INE148I07LE8	Retail NCD	Dec 28, 2022	8.94%	Dec 28, 2024	12.75	[ICRA]AA (Stable)
INE148I07LM1	Retail NCD	Dec 28, 2022	8.57%	Dec 28, 2024	0.05	[ICRA]AA (Stable)
INE148I07LN9	Retail NCD	Jan 06, 2022	8.50%	Jan 06, 2025	0.20	[ICRA]AA (Stable)
INE148I07LP4	Retail NCD	Jan 06, 2022	9.00%	Jan 06, 2025	67.45	[ICRA]AA (Stable)
INE148I07LQ2	Retail NCD	Jan 06, 2022	ZCB	Jan 06, 2025	6.08	[ICRA]AA (Stable)
INE148I07LR0	Retail NCD	Jan 06, 2022	8.20%	Jan 06, 2025	0.10	[ICRA]AA (Stable)
INE148I07LS8	Retail NCD	Jan 06, 2022	8.66%	Jan 06, 2025	8.99	[ICRA]AA (Stable)
INE148I07LT6	Retail NCD	Mar 23, 2023	9.25%	Mar 23, 2025	0.37	[ICRA]AA (Stable)
INE148I07LU4	Retail NCD	Mar 23, 2023	9.65%	Mar 23, 2025	8.35	[ICRA]AA (Stable)
INE148I07LV2	Retail NCD	Mar 23, 2023	ZCB	Mar 23, 2025	4.58	[ICRA]AA (Stable)
INE148I07LW0	Retail NCD	Mar 23, 2023	ZCB	Mar 23, 2025	2.00	[ICRA]AA (Stable)
INE148I07LX8	Retail NCD	Mar 23, 2023	9.25%	Mar 23, 2025	7.63	[ICRA]AA (Stable)
INE148I07LY6	Retail NCD	Apr 28, 2022	8.50%	Apr 28, 2025	0.18	[ICRA]AA (Stable)
INE148I07LZ3	Retail NCD	Apr 28, 2022	9.00%	Apr 28, 2025	22.49	[ICRA]AA (Stable)
INE148I07MA4	Retail NCD	Apr 28, 2022	ZCB	Apr 28, 2025	6.41	[ICRA]AA (Stable)
INE148I07MB2	Retail NCD	Apr 28, 2022	8.20%	Apr 28, 2025	0.31	[ICRA]AA (Stable)
INE148I07MD8	Retail NCD	Apr 28, 2022	8.66%	Apr 28, 2025	10.38	[ICRA]AA (Stable)
INE148I07ME6	Retail NCD	Jul 27, 2023	9.25%	Jul 27, 2025	20.05	[ICRA]AA (Stable)
INE148I07MF3	Retail NCD	Jul 27, 2023	8.88%	Jul 27, 2025	6.00	[ICRA]AA (Stable)
INE148I07MG1	Retail NCD	Jul 27, 2023	ZCB	Jul 27, 2025	0.02	[ICRA]AA (Stable)
INE148I07MH9	Retail NCD	Jul 27, 2023	9.25%	Jul 27, 2025	5.28	[ICRA]AA (Stable)
INE148I07MI7	Retail NCD	Jul 27, 2023	9.65%	Jul 27, 2025	6.58	[ICRA]AA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148I07MJ5	Retail NCD	Jul 27, 2023	ZCB	Jul 27, 2025	4.55	[ICRA]AA (Stable)
INE148I07MK3	Retail NCD	Sep 26, 2023	9.25%	Sep 26, 2025	0.15	[ICRA]AA (Stable)
INE148I07ML1	Retail NCD	Sep 26, 2023	9.25%	Sep 26, 2025	6.19	[ICRA]AA (Stable)
INE148I07MM9	Retail NCD	Sep 26, 2023	9.65%	Sep 26, 2025	9.32	[ICRA]AA (Stable)
INE148I07MN7	Retail NCD	Sep 26, 2023	ZCB	Sep 26, 2025	2.00	[ICRA]AA (Stable)
INE148I07MO5	Retail NCD	Sep 26, 2023	ZCB	Sep 26, 2025	4.91	[ICRA]AA (Stable)
INE148I07MP2	Retail NCD	Sep 28, 2022	8.80%	Sep 28, 2025	0.02	[ICRA]AA (Stable)
INE148I07MQ0	Retail NCD	Sep 28, 2022	9.30%	Sep 28, 2025	16.44	[ICRA]AA (Stable)
INE148I07MR8	Retail NCD	Sep 28, 2022	ZCB	Sep 28, 2025	7.47	[ICRA]AA (Stable)
INE148I07MS6	Retail NCD	Sep 28, 2022	8.47%	Sep 28, 2025	0.05	[ICRA]AA (Stable)
INE148I07MT4	Retail NCD	Sep 28, 2022	8.94%	Sep 28, 2025	13.20	[ICRA]AA (Stable)
INE148I07MV0	Retail NCD	Nov 03, 2022	8.80%	Nov 03, 2025	14.00	[ICRA]AA (Stable)
INE148I07MW8	Retail NCD	Nov 03, 2022	9.30%	Nov 03, 2025	7.16	[ICRA]AA (Stable)
INE148I07MX6	Retail NCD	Nov 03, 2022	ZCB	Nov 03, 2025	3.75	[ICRA]AA (Stable)
INE148I07MY4	Retail NCD	Nov 03, 2022	ZCB	Nov 03, 2025	0.05	[ICRA]AA (Stable)
INE148I07MZ1	Retail NCD	Nov 03, 2022	8.94%	Nov 03, 2025	5.09	[ICRA]AA (Stable)
INE148I07NA2	Retail NCD	Nov 09, 2023	9.25%	Nov 09, 2025	0.10	[ICRA]AA (Stable)
INE148I07NC8	Retail NCD	Nov 09, 2023	8.88%	Nov 09, 2025	0.05	[ICRA]AA (Stable)
INE148I07ND6	Retail NCD	Nov 09, 2023	9.25%	Nov 09, 2025	6.13	[ICRA]AA (Stable)
INE148I07NE4	Retail NCD	Nov 09, 2023	ZCB	Nov 09, 2025	0.10	[ICRA]AA (Stable)
INE148I07NG9	Retail NCD	Nov 09, 2023	ZCB	Nov 09, 2025	2.84	[ICRA]AA (Stable)
INE148I07NH7	Retail NCD	Nov 09, 2023	9.65%	Nov 09, 2025	7.52	[ICRA]AA (Stable)
INE148I07NI5	Retail NCD	Dec 27, 2023	9.25%	Dec 27, 2025	1.07	[ICRA]AA (Stable)
INE148I07NK1	Retail NCD	Dec 27, 2023	9.65%	Dec 27, 2025	10.33	[ICRA]AA (Stable)
INE148I07NL9	Retail NCD	Dec 27, 2023	8.88%	Dec 27, 2025	0.50	[ICRA]AA (Stable)
INE148I07NM7	Retail NCD	Dec 27, 2023	ZCB	Dec 27, 2025	0.40	[ICRA]AA (Stable)
INE148I07NN5	Retail NCD	Dec 27, 2023	9.25%	Dec 27, 2025	7.44	[ICRA]AA (Stable)
INE148I07NP0	Retail NCD	Dec 27, 2023	ZCB	Dec 27, 2025	5.68	[ICRA]AA (Stable)
INE148I07NQ8	Retail NCD	Dec 28, 2022	9.55%	Dec 28, 2025	8.17	[ICRA]AA (Stable)
INE148I07NR6	Retail NCD	Dec 28, 2022	9.05%	Dec 28, 2025	0.23	[ICRA]AA (Stable)
INE148I07NS4	Retail NCD	Dec 28, 2022	ZCB	Dec 28, 2025	8.61	[ICRA]AA (Stable)
INE148I07NT2	Retail NCD	Dec 28, 2022	9.16%	Dec 28, 2025	5.13	[ICRA]AA (Stable)
INE148I07NV8	Retail NCD	Dec 28, 2022	8.70%	Dec 28, 2025	0.01	[ICRA]AA (Stable)
INE148I07NW6	Retail NCD	Mar 23, 2023	ZCB	Mar 23, 2026	6.82	[ICRA]AA (Stable)
INE148I07NX4	Retail NCD	Mar 23, 2023	9.48%	Mar 23, 2026	3.70	[ICRA]AA (Stable)
INE148I07NY2	Retail NCD	Mar 23, 2023	9.90%	Mar 23, 2026	4.73	[ICRA]AA (Stable)
INE148I07NZ9	Retail NCD	Mar 26, 2024	9.25%	Mar 26, 2026	1.09	[ICRA]AA (Stable)
INE148I07OB8	Retail NCD	Mar 26, 2024	8.88%	Mar 26, 2026	0.15	[ICRA]AA (Stable)
INE148I07OD4	Retail NCD	Mar 26, 2024	9.25%	Mar 26, 2026	5.58	[ICRA]AA (Stable)
INE148I07OE2	Retail NCD	Mar 26, 2024	9.65%	Mar 26, 2026	10.22	[ICRA]AA (Stable)
INE148I07OF9	Retail NCD	Mar 26, 2024	ZCB	Mar 26, 2026	6.35	[ICRA]AA (Stable)
INE148I07OH5	Retail NCD	May 31, 2024	9.25%	May 31, 2026	0.27	[ICRA]AA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148I07OI3	Retail NCD	May 31, 2024	ZCB	May 31, 2026	5.49	[ICRA]AA (Stable)
INE148I07OJ1	Retail NCD	May 31, 2024	ZCB	May 31, 2026	9.27	[ICRA]AA (Stable)
INE148I07OK9	Retail NCD	May 31, 2024	9.25%	May 31, 2026	8.31	[ICRA]AA (Stable)
INE148I07OL7	Retail NCD	May 31, 2024	8.88%	May 31, 2026	0.07	[ICRA]AA (Stable)
INE148I07OM5	Retail NCD	May 31, 2024	9.65%	May 31, 2026	7.58	[ICRA]AA (Stable)
INE148I07ON3	Retail NCD	Jul 27, 2023	9.40%	Jul 27, 2026	25.10	[ICRA]AA (Stable)
INE148I07OO1	Retail NCD	Jul 27, 2023	9.48%	Jul 27, 2026	4.35	[ICRA]AA (Stable)
INE148I07OP8	Retail NCD	Jul 27, 2023	9.02%	Jul 27, 2026	5.00	[ICRA]AA (Stable)
INE148I07OQ6	Retail NCD	Jul 27, 2023	9.90%	Jul 27, 2026	4.83	[ICRA]AA (Stable)
INE148I07OR4	Retail NCD	Jul 27, 2023	ZCB	Jul 27, 2026	3.85	[ICRA]AA (Stable)
INE148I07OS2	Retail NCD	Sep 24, 2021	8.75%	Sep 24, 2026	125.13	[ICRA]AA (Stable)
INE148I07OT0	Retail NCD	Sep 24, 2021	9.25%	Sep 24, 2026	14.31	[ICRA]AA (Stable)
INE148I07OU8	Retail NCD	Sep 24, 2021	8.89%	Sep 24, 2026	10.68	[ICRA]AA (Stable)
INE148I07OW4	Retail NCD	Sep 26, 2016	8.65%	Sep 26, 2026	13.69	[ICRA]AA (Stable)
INE148I07OY0	Retail NCD	Sep 26, 2016	8.85%	Sep 26, 2026	990.76	[ICRA]AA (Stable)
INE148I07PA7	Retail NCD	Sep 26, 2016	9.00%	Sep 26, 2026	404.50	[ICRA]AA (Stable)
INE148I07PD1	Retail NCD	Sep 26, 2016	ZCB	Sep 26, 2026	24.34	[ICRA]AA (Stable)
INE148I07PE9	Retail NCD	Sep 26, 2023	9.40%	Sep 26, 2026	0.67	[ICRA]AA (Stable)
INE148I07PF6	Retail NCD	Sep 26, 2023	9.90%	Sep 26, 2026	10.64	[ICRA]AA (Stable)
INE148I07PK6	Retail NCD	Sep 26, 2023	9.48%	Sep 26, 2026	7.11	[ICRA]AA (Stable)
INE148I07PL4	Retail NCD	Sep 26, 2023	ZCB	Sep 26, 2026	0.05	[ICRA]AA (Stable)
INE148I07PM2	Retail NCD	Sep 26, 2023	ZCB	Sep 26, 2026	6.92	[ICRA]AA (Stable)
INE148I07PNO	Retail NCD	Sep 26, 2023	9.02%	Sep 26, 2026	0.38	[ICRA]AA (Stable)
INE148I07PO8	Retail NCD	Sep 26, 2016	8.79%	Sep 26, 2026	2.42	[ICRA]AA (Stable)
INE148I07PP5	Retail NCD	Sep 26, 2016	9.00%	Sep 26, 2026	0.15	[ICRA]AA (Stable)
INE148I07PS9	Retail NCD	Sep 26, 2016	9.15%	Sep 26, 2026	195.35	[ICRA]AA (Stable)
INE148I07PT7	Retail NCD	Sep 26, 2016	ZCB	Sep 26, 2026	0.95	[ICRA]AA (Stable)
INE148I07PU5	Retail NCD	Nov 09, 2023	9.40%	Nov 09, 2026	2.71	[ICRA]AA (Stable)
INE148I07PV3	Retail NCD	Nov 09, 2023	9.90%	Nov 09, 2026	7.42	[ICRA]AA (Stable)
INE148I07PW1	Retail NCD	Nov 09, 2023	9.48%	Nov 09, 2026	19.19	[ICRA]AA (Stable)
INE148I07PX9	Retail NCD	Nov 09, 2023	9.02%	Nov 09, 2026	0.45	[ICRA]AA (Stable)
INE148I07PY7	Retail NCD	Nov 09, 2023	ZCB	Nov 09, 2026	3.95	[ICRA]AA (Stable)
INE148I07PZ4	Retail NCD	Nov 09, 2023	ZCB	Nov 09, 2026	0.03	[ICRA]AA (Stable)
INE148I07QA5	Retail NCD	Dec 27, 2023	9.40%	Dec 27, 2026	0.25	[ICRA]AA (Stable)
INE148I07QB3	Retail NCD	Dec 27, 2023	9.48%	Dec 27, 2026	11.38	[ICRA]AA (Stable)
INE148I07QC1	Retail NCD	Dec 27, 2023	ZCB	Dec 27, 2026	5.60	[ICRA]AA (Stable)
INE148I07QD9	Retail NCD	Dec 27, 2023	9.90%	Dec 27, 2026	17.70	[ICRA]AA (Stable)
INE148I07QE7	Retail NCD	Dec 27, 2023	ZCB	Dec 27, 2026	0.05	[ICRA]AA (Stable)
INE148I07QF4	Retail NCD	Jan 06, 2022	8.75%	Jan 06, 2027	0.27	[ICRA]AA (Stable)
INE148I07QG2	Retail NCD	Jan 06, 2022	9.25%	Jan 06, 2027	10.24	[ICRA]AA (Stable)
INE148I07QH0	Retail NCD	Jan 06, 2022	8.43%	Jan 06, 2027	0.01	[ICRA]AA (Stable)
INE148I07QI8	Retail NCD	Jan 06, 2022	8.89%	Jan 06, 2027	10.09	[ICRA]AA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148I07QJ6	Retail NCD	Mar 26, 2024	9.90%	Mar 26, 2027	15.65	[ICRA]AA (Stable)
INE148I07QK4	Retail NCD	Mar 26, 2024	9.40%	Mar 26, 2027	2.00	[ICRA]AA (Stable)
INE148I07QL2	Retail NCD	Mar 26, 2024	9.48%	Mar 26, 2027	9.40	[ICRA]AA (Stable)
INE148I07QM0	Retail NCD	Mar 26, 2024	9.02%	Mar 26, 2027	0.05	[ICRA]AA (Stable)
INE148I07QN8	Retail NCD	Mar 26, 2024	ZCB	Mar 26, 2027	6.76	[ICRA]AA (Stable)
INE148I07QO6	Retail NCD	Apr 28, 2022	8.75%	Apr 28, 2027	0.02	[ICRA]AA (Stable)
INE148I07QP3	Retail NCD	Apr 28, 2022	9.25%	Apr 28, 2027	10.66	[ICRA]AA (Stable)
INE148I07QQ1	Retail NCD	Apr 28, 2022	8.43%	Apr 28, 2027	0.26	[ICRA]AA (Stable)
INE148I07QR9	Retail NCD	Apr 28, 2022	8.89%	Apr 28, 2027	11.20	[ICRA]AA (Stable)
INE148I07QS7	Retail NCD	May 31, 2024	9.90%	May 31, 2027	19.24	[ICRA]AA (Stable)
INE148I07QT5	Retail NCD	May 31, 2024	9.02%	May 31, 2027	10.30	[ICRA]AA (Stable)
INE148I07QV1	Retail NCD	May 31, 2024	9.40%	May 31, 2027	7.10	[ICRA]AA (Stable)
INE148I07QX7	Retail NCD	May 31, 2024	9.48%	May 31, 2027	12.48	[ICRA]AA (Stable)
INE148I07QY5	Retail NCD	May 31, 2024	ZCB	May 31, 2027	5.62	[ICRA]AA (Stable)
INE148I07QZ2	Retail NCD	Sep 28, 2022	9.05%	Sep 28, 2027	0.05	[ICRA]AA (Stable)
INE148I07RA3	Retail NCD	Sep 28, 2022	9.55%	Sep 28, 2027	11.90	[ICRA]AA (Stable)
INE148I07RB1	Retail NCD	Sep 28, 2022	8.70%	Sep 28, 2027	0.35	[ICRA]AA (Stable)
INE148I07RC9	Retail NCD	Sep 28, 2022	9.15%	Sep 28, 2027	13.76	[ICRA]AA (Stable)
INE148I07RD7	Retail NCD	Nov 03, 2022	9.55%	Nov 03, 2027	6.56	[ICRA]AA (Stable)
INE148I07RE5	Retail NCD	Nov 03, 2022	9.15%	Nov 03, 2027	6.15	[ICRA]AA (Stable)
INE148I07RF2	Retail NCD	Nov 03, 2022	8.70%	Nov 03, 2027	0.01	[ICRA]AA (Stable)
INE148I07RG0	Retail NCD	Dec 28, 2022	9.39%	Dec 28, 2027	14.60	[ICRA]AA (Stable)
INE148I07RI6	Retail NCD	Dec 28, 2022	9.80%	Dec 28, 2027	8.78	[ICRA]AA (Stable)
INE148I07RJ4	Retail NCD	Dec 28, 2022	8.94%	Dec 28, 2027	0.14	[ICRA]AA (Stable)
INE148I07RK2	Retail NCD	Mar 23, 2023	9.71%	Mar 23, 2028	10.65	[ICRA]AA (Stable)
INE148I07RL0	Retail NCD	Mar 23, 2023	9.65%	Mar 23, 2028	20.00	[ICRA]AA (Stable)
INE148I07RM8	Retail NCD	Mar 23, 2023	9.25%	Mar 23, 2028	0.04	[ICRA]AA (Stable)
INE148I07RN6	Retail NCD	Mar 23, 2023	10.15%	Mar 23, 2028	8.71	[ICRA]AA (Stable)
INE148I07RO4	Retail NCD	Jul 27, 2023	9.71%	Jul 27, 2028	6.99	[ICRA]AA (Stable)
INE148I07RP1	Retail NCD	Jul 27, 2023	9.25%	Jul 27, 2028	0.64	[ICRA]AA (Stable)
INE148I07RR7	Retail NCD	Jul 27, 2023	10.15%	Jul 27, 2028	8.10	[ICRA]AA (Stable)
INE148I07RS5	Retail NCD	Sep 26, 2023	9.65%	Sep 26, 2028	25.00	[ICRA]AA (Stable)
INE148I07RU1	Retail NCD	Sep 26, 2023	10.15%	Sep 26, 2028	8.78	[ICRA]AA (Stable)
INE148I07RV9	Retail NCD	Sep 26, 2023	9.25%	Sep 26, 2028	0.03	[ICRA]AA (Stable)
INE148I07RW7	Retail NCD	Sep 26, 2023	9.71%	Sep 26, 2028	8.06	[ICRA]AA (Stable)
INE148I07RX5	Retail NCD	Nov 09, 2023	9.65%	Nov 09, 2028	0.10	[ICRA]AA (Stable)
INE148I07RY3	Retail NCD	Nov 09, 2023	10.15%	Nov 09, 2028	8.78	[ICRA]AA (Stable)
INE148I07RZ0	Retail NCD	Nov 09, 2023	9.25%	Nov 09, 2028	5.00	[ICRA]AA (Stable)
INE148I07SA1	Retail NCD	Nov 09, 2023	9.71%	Nov 09, 2028	15.35	[ICRA]AA (Stable)
INE148I07SB9	Retail NCD	Sep 24, 2021	9.75%	Dec 22, 2028	2.88	[ICRA]AA (Stable)
INE148I07SC7	Retail NCD	Sep 24, 2021	8.89%	Dec 22, 2028	0.00	[ICRA]AA (Stable)
INE148I07SD5	Retail NCD	Sep 24, 2021	9.35%	Dec 22, 2028	4.24	[ICRA]AA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148I07SF0	Retail NCD	Dec 27, 2023	9.65%	Dec 27, 2028	1.00	[ICRA]AA (Stable)
INE148I07SG8	Retail NCD	Dec 27, 2023	9.25%	Dec 27, 2028	6.00	[ICRA]AA (Stable)
INE148I07SH6	Retail NCD	Dec 27, 2023	9.71%	Dec 27, 2028	10.13	[ICRA]AA (Stable)
INE148I07SI4	Retail NCD	Dec 27, 2023	10.15%	Dec 27, 2028	8.74	[ICRA]AA (Stable)
INE148I07SJ2	Retail NCD	Mar 26, 2024	9.71%	Mar 26, 2029	20.41	[ICRA]AA (Stable)
INE148I07SK0	Retail NCD	Mar 26, 2024	9.25%	Mar 26, 2029	3.69	[ICRA]AA (Stable)
INE148I07SM6	Retail NCD	Mar 26, 2024	9.65%	Mar 26, 2029	1.00	[ICRA]AA (Stable)
INE148I07SN4	Retail NCD	Mar 26, 2024	10.15%	Mar 26, 2029	15.38	[ICRA]AA (Stable)
INE148I07SO2	Retail NCD	May 31, 2024	9.71%	May 31, 2029	15.82	[ICRA]AA (Stable)
INE148I07SP9	Retail NCD	May 31, 2024	9.25%	May 31, 2029	16.50	[ICRA]AA (Stable)
INE148I07SQ7	Retail NCD	May 31, 2024	10.15%	May 31, 2029	6.77	[ICRA]AA (Stable)
INE148I07SR5	Retail NCD	Sep 26, 2023	10.00%	Sep 26, 2030	0.10	[ICRA]AA (Stable)
INE148I07SS3	Retail NCD	Sep 26, 2023	10.50%	Sep 26, 2030	1.90	[ICRA]AA (Stable)
INE148I07ST1	Retail NCD	Sep 26, 2023	9.57%	Sep 26, 2030	1.51	[ICRA]AA (Stable)
INE148I07SU9	Retail NCD	Sep 26, 2023	10.03%	Sep 26, 2030	1.82	[ICRA]AA (Stable)
INE148I07SV7	Retail NCD	Nov 09, 2023	10.50%	Nov 09, 2030	1.77	[ICRA]AA (Stable)
INE148I07SW5	Retail NCD	Nov 09, 2023	10.03%	Nov 09, 2030	2.99	[ICRA]AA (Stable)
INE148I07SX3	Retail NCD	Dec 27, 2023	10.50%	Dec 27, 2030	2.67	[ICRA]AA (Stable)
INE148I07SZ8	Retail NCD	Dec 27, 2023	10.03%	Dec 27, 2030	2.36	[ICRA]AA (Stable)
INE148I07TA9	Retail NCD	Mar 26, 2024	10.50%	Mar 26, 2031	2.23	[ICRA]AA (Stable)
INE148I07TB7	Retail NCD	Mar 26, 2024	9.57%	Mar 26, 2031	0.01	[ICRA]AA (Stable)
INE148I07TC5	Retail NCD	Mar 26, 2024	10.00%	Mar 26, 2031	0.22	[ICRA]AA (Stable)
INE148I07TD3	Retail NCD	Mar 26, 2024	10.03%	Mar 26, 2031	2.43	[ICRA]AA (Stable)
INE148I07TE1	Retail NCD	May 31, 2024	10.50%	May 31, 2031	1.81	[ICRA]AA (Stable)
INE148I07TF8	Retail NCD	May 31, 2024	10.00%	May 31, 2031	1.40	[ICRA]AA (Stable)
INE148I07TG6	Retail NCD	May 31, 2024	10.03%	May 31, 2031	2.98	[ICRA]AA (Stable)
INE148I07TH4	Retail NCD	Sep 26, 2023	10.25%	Sep 26, 2033	0.20	[ICRA]AA (Stable)
INE148I07TI2	Retail NCD	Sep 26, 2023	10.75%	Sep 26, 2033	8.25	[ICRA]AA (Stable)
INE148I07TK8	Retail NCD	Sep 26, 2023	9.80%	Sep 26, 2033	0.01	[ICRA]AA (Stable)
INE148I07TL6	Retail NCD	Sep 26, 2023	10.25%	Sep 26, 2033	9.19	[ICRA]AA (Stable)
INE148I07TM4	Retail NCD	Nov 09, 2023	10.25%	Nov 09, 2033	1.20	[ICRA]AA (Stable)
INE148I07TN2	Retail NCD	Nov 09, 2023	10.75%	Nov 09, 2033	7.51	[ICRA]AA (Stable)
INE148I07TO0	Retail NCD	Nov 09, 2023	9.80%	Nov 09, 2033	0.31	[ICRA]AA (Stable)
INE148I07TP7	Retail NCD	Nov 09, 2023	10.25%	Nov 09, 2033	14.16	[ICRA]AA (Stable)
INE148I07TQ5	Retail NCD	Dec 27, 2023	10.25%	Dec 27, 2033	2.10	[ICRA]AA (Stable)
INE148I07TR3	Retail NCD	Dec 27, 2023	10.75%	Dec 27, 2033	6.59	[ICRA]AA (Stable)
INE148I07TU7	Retail NCD	Dec 27, 2023	9.80%	Dec 27, 2033	0.03	[ICRA]AA (Stable)
INE148I07TW3	Retail NCD	Dec 27, 2023	10.25%	Dec 27, 2033	16.10	[ICRA]AA (Stable)
INE148I08231	Retail NCD	Mar 26, 2024	10.25%	Mar 26, 2034	14.42	[ICRA]AA (Stable)
INE148I08249	Retail NCD	Mar 26, 2024	10.75%	Mar 26, 2034	6.67	[ICRA]AA (Stable)
INE148I08256	Retail NCD	Mar 26, 2024	10.25%	Mar 26, 2034	5.50	[ICRA]AA (Stable)
INE148I08272	Retail NCD	Mar 26, 2024	9.80%	Mar 26, 2034	0.39	[ICRA]AA (Stable)

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE148108322	Retail NCD	May 31, 2024	10.25%	May 31, 2034	13.06	[ICRA]AA (Stable)
INE148108330	Retail NCD	May 31, 2024	10.75%	May 31, 2034	8.99	[ICRA]AA (Stable)
INE148108348	Retail NCD	May 31, 2024	9.80%	May 31, 2034	0.04	[ICRA]AA (Stable)
NA	Retail NCD – Proposed*	NA	NA	NA	1,822.87	[ICRA]AA (Stable)
NA	Retail NCD – Proposed*	NA	NA	NA	459.94	[ICRA]AA (Stable)

Source: IBHFL; * Includes secured NCD and/or unsecured subordinated debt; ISIN details as on June 25, 2024

Annexure II: List of entities considered for consolidated analysis

Company Name	IBHFL Ownership	Consolidation Approach
Indiabulls Housing Finance Limited	NA	Full Consolidation
Indiabulls Commercial Credit Limited	100%	Full Consolidation
Indiabulls Collection Agency Limited	100%	Full Consolidation
Ibulls Sales Limited	100%	Full Consolidation
Indiabulls Insurance Advisors Limited	100%	Full Consolidation
Nilgiri Investmart Services Limited	100%	Full Consolidation
Indiabulls Capital Services Limited	100%	Full Consolidation
Indiabulls Advisory Services Limited	100%	Full Consolidation
Indiabulls Asset Holding Company Limited	100%	Full Consolidation
Indiabulls Asset Management Company Limited	100%	Full Consolidation
Indiabulls Trustee Company Limited	100%	Full Consolidation
Indiabulls Holdings Limited	100%	Full Consolidation
Indiabulls Investment Management Limited	100%	Full Consolidation
ICCL Lender Repayment Trust	100%	Full Consolidation
Pragati Employee Welfare Trust	100%	Full Consolidation

Source: Company

ANALYST CONTACTS

Karthik Srinivasan
+91 22 6114 3444
karthiks@icraindia.com

Anil Gupta
+91 124 4545 314
anilg@icraindia.com

Deep Inder Singh
+91 124 4545 830
deep.singh@icraindia.com

Komal M Mody
+91 22 6114 3424
komal.mody@icraindia.com

Kruti Jagad
+91 22 6114 3447
kruti.jagad@icraindia.com

RELATIONSHIP CONTACT

L. Shivakumar
+91 22 6114 3406
shivakumar@icraindia.com

MEDIA AND PUBLIC RELATIONS CONTACT

Ms. Naznin Prodhani
Tel: +91 124 4545 860
communications@icraindia.com

Helpline for business queries

+91-9354738909 (open Monday to Friday, from 9:30 am to 6 pm)

info@icraindia.com

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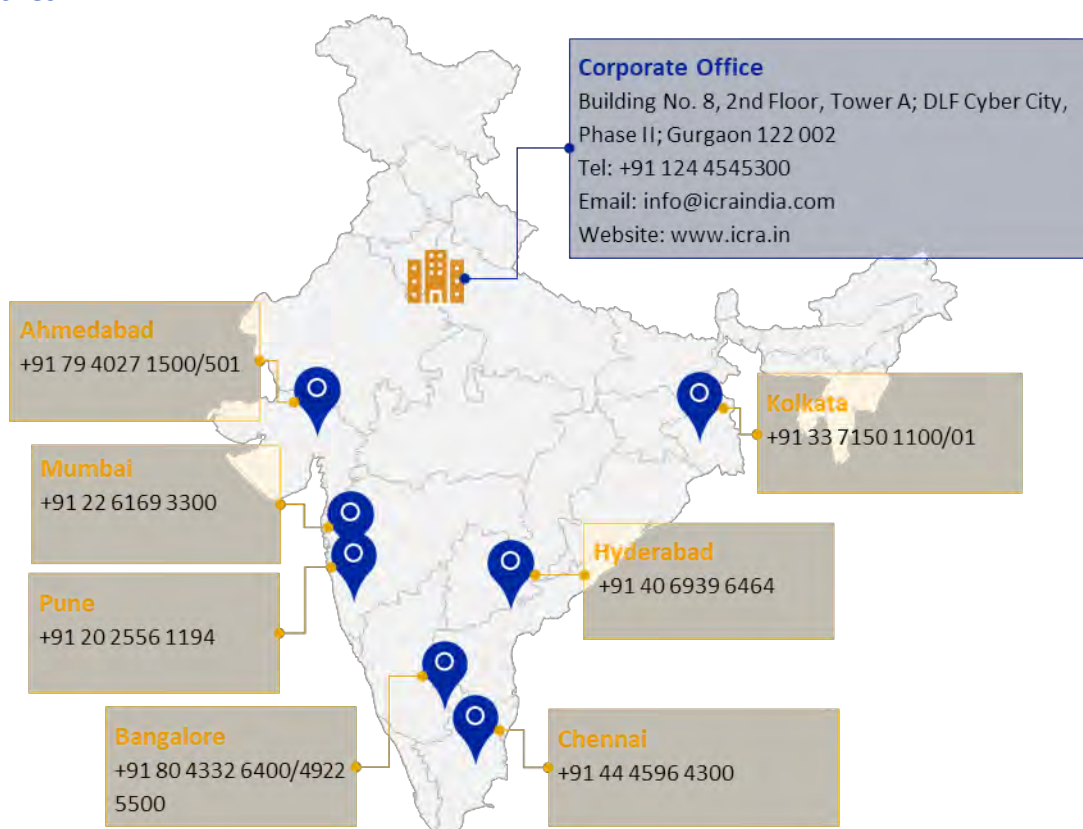
Registered Office

B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001

Tel: +91 11 23357940-45



Branches



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