

## CREDITACCESS GRAMEEN LIMITED

CreditAccess Grameen Limited (“Company” or “Issuer”) was incorporated as Sanni Collection Private Limited on June 12, 1991 at Calcutta, West Bengal, India as a private limited company under the Companies Act, 1956. Our Company’s name was changed from Sanni Collection Private Limited to Grameen Financial Services Private Limited and a fresh certificate of incorporation consequent upon change of name was issued to our Company by the Registrar of Companies, West Bengal on March 14, 2008. Our Company’s name was changed to Grameen Koota Financial Services Private Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Bangalore on November 13, 2014. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the EGM held on November 27, 2017 and the name of our Company was changed to Grameen Koota Financial Services Limited. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Karnataka at Bengaluru (“RoC”) on December 18, 2017. Subsequently, pursuant to a resolution passed by our shareholders at the EGM held on January 2, 2018, the name of our Company was changed to CreditAccess Grameen Limited, and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on January 12, 2018. Our Company is a NBFC-MFI and holds a certificate of registration dated January 19, 2018 bearing registration number B - 02.00252 issued by the Reserve Bank of India (“RBI”) to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the Reserve Bank of India Act, 1934. For more information about our Company including details regarding changes in Registered Office, please see “History and Main Objects” on page 162 of the Shelf Prospectus and “General Information” on page 19.

**Registered Office and Corporate Office:** New No. 49 (Old No. 725), 46th Cross, 8th Block, Jayanagar, Next to Rajalakshmi Kalyana Mantap, Bengaluru 560 071, Karnataka;  
**Tel.:** +91 80 2263 7300; **Fax:** +91 80 2664 3433;

**CIN:** L51216KA1991PLC053425; **PAN:** AAEC57201G; **Website:** www.creditaccessgrameen.in; **Email:** csinvestors@cagrameen.in  
**Company Secretary and Chief Compliance Officer:** Mahadev Prakash Jayakumar Matada; **Tel.:** +91 80 2263 7300; **Email:** cs@cagrameen.in  
**Chief Financial Officer:** S. Balakrishna Kamath; **Tel.:** +91 80 2263 7300; **Email:** csinvestors@cagrameen.in

**PUBLIC ISSUE BY THE COMPANY OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH (“NCDs” OR “DEBENTURES”), FOR AN AMOUNT UPTO ₹250 CRORE (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹250 CRORES, AGGREGATING UP TO ₹ 500 CRORES (“TRANCHE I ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 1,500 CRORES (“SHELF LIMIT”) AND IS BEING OFFERED BY WAY OF THIS TRANCHE I PROSPECTUS CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED NOVEMBER 4, 2022 (THE “SHELF PROSPECTUS” AND COLLECTIVELY WITH THE TRANCHE I PROSPECTUS, THE “PROSPECTUS”). THIS TRANCHE I 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 OPERATIONAL CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.**

### OUR PROMOTER

Our Promoter is CreditAccess India N.V. (formerly, CreditAccess Asia N.V.); **Email:** info@creditaccess.com; **Tel.:** +31 20 808 0654. For details of our Promoter, see “Our Promoter” on page 180 of the Shelf Prospectus.

### GENERAL RISKS

Investment in debt securities involve a degree of risk 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 own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the chapters “Risk Factors” and “Material Developments” on page 17 and 389, respectively of the Shelf Prospectus and “Material Developments” on page 41, before making an investment in such Issue. This Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), any registrar of companies or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

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

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount & Eligible Investors of the NCDs, please see “Issue Related Information” on page 19.

### CREDIT RATING

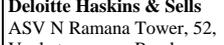
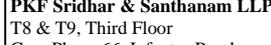
The NCDs proposed to be issued under this Tranche I Issue have been rated IND AA-/Stable for an amount of ₹1500 Crores by India Ratings & Research Private Limited by way of their rating letter dated August 4, 2022 and further reevaluated vide letter dated September 8, 2022. Ratings issued by India Ratings will continue to be valid for the life of the instrument unless withdrawn or reviewed India Ratings & Research Private Limited, in terms of the rating agreement dated July 19, 2022. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. These ratings are subjected to a periodic review during which they may be raised, affirmed, lowered, withdrawn, or placed on Rating Watch at any time on the basis of factors such as new information. The rating should be evaluated independently of any other rating. The Credit Rating Agency’s website will have the latest information on all its outstanding ratings. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement has been given. For the rating, rating rationale and press release for the above ratings, see “General Information” on page 19 and Annexure A of this Tranche I Prospectus.

### LISTING

The NCDs offered through this Tranche I Prospectus and the Shelf Prospectus are proposed to be listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). Our Company has received an “in-principle” approval from NSE vide their letter no. NSE/LIST/D/2022/0142 dated October 3, 2022 and from BSE by way of its letter bearing reference number DCS/BM/PI-BOND/013/22-23 dated October 3, 2022. NSE shall be the Designated Stock Exchange.

### PUBLIC COMMENTS

The Draft Shelf Prospectus dated September 23, 2022 had been filed with NSE and BSE, pursuant to the provisions of the SEBI NCS Regulations and was open for public comments for a period of seven Working Days from the date of filing of the Draft Shelf Prospectus with the Stock Exchanges until 5 p.m. on October 3, 2022. All comments on the Draft Shelf Prospectus were forwarded to the attention of the Company Secretary and Chief Compliance Officer of our Company. No comments were received on the Draft Shelf Prospectus within seven Working Days of hosting the Draft Shelf Prospectus on the website of NSE and BSE until 5 p.m. on October 3, 2022.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE
 <b>A.K. Capital Services Limited</b> 603, 6 <sup>th</sup> Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra <b>Tel.:</b> +91 22 6754 6500 <b>Email:</b> cagl.ncd2022@akgroup.co.in <b>Website:</b> www.akgroup.co.in <b>Contact person:</b> Aanchal Wagle/ Milan Soni	 <b>KFIN Technologies Limited</b> Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana <b>Tel.:</b> +91 40 6716 2222 <b>Email:</b> cagl.ncdipo@kfintech.com <b>Website:</b> www.kfintech.com <b>Contact Person:</b> M Murali Krishna	 <b>Catalyst Trusteeship Limited*</b> GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud Pune – 411 038, Maharashtra <b>Tel.:</b> +91 22 4922 0555 <b>Email:</b> ComplianceCTL-Mumbai@ctltrustee.com <b>Website:</b> www.catalysttrustee.com <b>Contact Person:</b> Umesh Salvi
CREDIT RATING AGENCY	JOINT STATUTORY AUDITORS	
 <b>India Ratings &amp; Research Private Limited</b> Wockhardt Towers, 4 <sup>th</sup> Floor, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 <b>Tel.:</b> +91 22 4000 1700 <b>Email:</b> info@indiaratings.co.in <b>Website:</b> www.indiaratings.co.in <b>Contact Person:</b> Amit Rane	 <b>Deloitte Haskins &amp; Sells</b> ASV N Ramana Tower, 52, Venkatnarayana Road, T. Nagar, Chennai – 600 017 <b>Tel.:</b> + 91 44 6688 5000 <b>Email:</b> sgk@deloitte.com <b>Contact Person:</b> G. K. Subramaniam	 <b>PKF Sridhar &amp; Santhanam LLP</b> T8 & T9, Third Floor Gem Plaza, 66, Infantry Road Bangalore – 560 001, India <b>Tel.:</b> +91 80 4130 7244 <b>Email:</b> admin@pkfindia.in <b>Contact Person:</b> Seethalakshmi M
ISSUE PROGRAMME**		
<b>Tranche I Issue opens on:</b> November 14, 2022		<b>Tranche I Issue Closes on:</b> December 2, 2022

\*Catalyst Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated June 7, 2022 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Tranche I Prospectus and the Shelf Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue.

\*\*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 this Tranche I Prospectus, except that this Tranche I Issue may close on such earlier date or extended date (subject to a maximum period of 30 days from the date of the Tranche I Prospectus) as may be decided by the Board of Directors of our Company or the EBI Committee, subject to relevant approvals. 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 an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (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 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 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. on one Working Day post the Tranche I Issue Closing Date. For further details please see “General Information” on page 19.

A copy of the Shelf Prospectus and Tranche I Prospectuses have been filed with the Registrar of Companies, Karnataka at Bengaluru in terms of Section 26 and Section 31 of 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 127.

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Tranche I Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning ascribed to such definitions and abbreviations set forth herein. References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies as amended, supplemented or re-enacted from time to time until the date of this Tranche I Prospectus, and any reference to a statutory provision shall include any subordinate legislation notified from time to time pursuant to such provision.*

Unless the context otherwise indicates, all references in this Tranche I Prospectus to “we” or “us” or “our” are to our Company i.e., CreditAccess Grameen Limited. Unless the context otherwise indicates, all references in this Tranche I Prospectus to “Subsidiaries” shall mean Subsidiaries of our Company namely, Madura Micro Finance Limited and CreditAccess India Foundation.

*The words and expressions used in this Tranche I Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such words and expressions under the SEBI NCS Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations notified thereunder.*

#### General Terms

Term	Description
“CA Grameen” or “Company” or “the Issuer”	CreditAccess Grameen Limited, a public limited company incorporated under the Companies Act, 1956, and having its Registered Office at New No. 49 (Old No. 725), 46 <sup>th</sup> Cross, 8 <sup>th</sup> Block, Jayanagar, Next to Rajalakshmi Kalyana Mantap, Bengaluru 560 071, Karnataka, India.
“CAI” or “Promoter”	CreditAccess India N.V (formerly CreditAccess Asia N.V.) is a company with limited liability governed by the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, registered with the Commercial Register of the Dutch Chamber of Commerce under number 60281758
MMFL	Madura Micro Finance Limited

#### Company Related Terms

Term	Description
Articles or Articles of Association or AOA	Articles of Association of our Company
Audit Committee	Audit committee of the Board of Directors of our Company, constituted in accordance with applicable laws
Auditors or Statutory Auditors or Joint Auditors or Joint Statutory Auditors	The current joint statutory auditors of our Company, Deloitte Haskins & Sells and PKF Sridhar & Santhanam LLP for Fiscal 2022.
Board or Board of Directors or our Board or our Board of Directors	Board of Directors of our Company or any duly constituted committee thereof.
Corporate Social Responsibility Committee	Corporate social responsibility committee of the Board of Directors of our Company, constituted in accordance with applicable laws
Committee	A committee constituted by the Board, from time to time.
Directors	Directors of our Company
EBI Committee	Executive, Borrowings & Investment Committee of the Board of Directors of our Company, constituted by Board of Directors of the Company
Equity Shares	Equity shares of the Company of face value of ₹10 each
ESOPs	Employee stock options
Group Company(ies)	Scimergent Analytics and Education Private Limited and Scisphere Analytics India Private Limited
Gross Book	Total assets under management
Independent Director(s)	The independent director(s) on our Board, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013 and 16(1)(b) of the SEBI Listing Regulations

<b>Term</b>	<b>Description</b>
India Ratings	India Ratings & Research Private Limited
JLG	Joint Liability Group
KMP / Key Managerial Personnel	Key managerial personnel of our Company as disclosed in this Tranche I Prospectus and appointed in accordance with Section 203, as defined under Section 2(51) of the Companies Act, 2013
Limited Review Financials / Limited Review Financial Results/ Unaudited Interim Financial Results	The Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results for the quarter and half year ended September 30, 2022 prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and notified under Section 133 of the Companies Act, 2013 and presented in accordance with the requirements of the SEBI LODR Regulations.
Loan Book	Loan book containing loans and advances to the borrowers.
Loans Book (Net)	Loan Book net of expected credit loss allowance.
“MoA” or “Memorandum” or “Memorandum of Association”	Memorandum of association of our Company
Nomination and Remuneration Committee	Nomination and remuneration committee of the Board of Directors of our Company, constituted in accordance with applicable laws
Networth	As defined in Section 2(57) of the Companies Act, 2013, as follows:  <i>“Networth 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 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.”</i>
Promoter Group	Includes such persons and entities constituting the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Reformatted Financial Information	Collectively, Reformatted Standalone Financial Information and Reformatted Consolidated Financial Information
Reformatted Standalone Financial Information	The reformatted standalone statement of assets and liabilities of our Company as at March 31, 2022, March 31, 2021 and March 31, 2020 and the reformatted standalone statement of profit and loss for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the reformatted standalone statement of changes in equity for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the reformatted standalone statement of cash flows for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the related summary statement of significant accounting policies, as examined by our Joint Statutory Auditors.  Our audited standalone financial statements as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 form the basis for such Reformatted Standalone Financial Information
Reformatted Consolidated Financial Information	The reformatted consolidated statement of assets and liabilities of our Company for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the reformatted consolidated statement of profit and loss for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the reformatted consolidated statement of changes in equity for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the reformatted consolidated statement of cash flows for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the related summary statement of significant accounting policies.  Our audited consolidated financial statements for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 form the basis for such Reformatted Consolidated Financial Information
Registered Office / Corporate Office	The registered office and corporate office of our Company is situated at New No. 49 (Old No. 725), 46 <sup>th</sup> Cross, 8 <sup>th</sup> Block, Jayanagar, Next to Rajalakshmi Kalyana Mantap, Bengaluru 560 071, Karnataka, India.
Risk Management Committee	Risk Management Committee of the Board of Directors

<b>Term</b>	<b>Description</b>
RoC/ Registrar of Companies	Registrar of Companies, Karnataka at Bengaluru
Shareholders	The holders of the Equity Shares of the Company from time to time
Stakeholders' Relationship Committee	Stakeholders' relationship committee as constituted by the Board of Directors, constituted in accordance with applicable laws
Total Borrowing(s)/ Total Debt	Debt securities plus borrowings (other than debt securities), subordinated liabilities and deposits.

#### Issue Related Terms

<b>Term</b>	<b>Description</b>
Abridged Prospectus	A memorandum containing the salient features of the Shelf Prospectus and this Tranche I Prospectus
Acknowledgement Slip/ Transaction Registration Slip/ TRS	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
A. K. Capital/ Lead Manager	A. K. Capital Services Limited
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees in accordance with the Basis of Allotment
"Allotment", "Allot" or Allotted	Unless the context otherwise requires, the issue and allotment of NCDs to the successful Applicants pursuant to the Issue
Allottee(s)	The successful Applicant to whom the NCDs are Allotted either in full or part, pursuant to the Issue
"Applicant" or "Investor"	Any person who applies for issuance and Allotment of NCDs through ASBA process or through UPI Mechanism pursuant to the terms of the Shelf Prospectus, this Tranche I Prospectus, the Abridged Prospectus and the Application Form for this Tranche I Issue.
"Application" or "ASBA Application" or "ASBA"	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 authorising an SCSB to block the Application Amount in the ASBA Account or to block the Application Amount using the UPI Mechanism, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by retail investors for an Application Amount of upto ₹ 500,000 which will be considered as the application for Allotment in terms of the Shelf Prospectus and this Tranche I Prospectus .
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for this Tranche I Issue.
Application Form / ASBA Form	Form in terms of which an Applicant shall make an offer to subscribe to 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 Shelf Prospectus and this Tranche I Prospectus .
ASBA Account	An account maintained with a SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the Application Amount mentioned in the Application Form by an Applicant and will include a bank account of a retail individual investor linked with UPI, for retail individual investors submitting application value upto ₹ 500,000
ASBA Applicant	Any Applicant who applies for NCDs through the ASBA process
Banker(s) to the Issue	Collectively Public Issue Account Bank, Refund Bank and Sponsor Bank
Base Issue Size	₹ 250 crore
Basis of Allotment	The basis on which NCDs will be allotted to applicants as described in " <i>Issue Procedure – Basis of Allotment</i> " on page 121.
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
Broker Centres	Broker centres notified by the Stock Exchange 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 website of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> .

<b>Term</b>	<b>Description</b>
Category I (Institutional Investors)	<ul style="list-style-type: none"> <li>Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>Provident funds and pension funds each with a minimum corpus of ₹ 25 crores, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;</li> <li>Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;</li> <li>Resident Venture Capital Funds registered with SEBI;</li> <li>Insurance companies registered with the IRDAI;</li> <li>State industrial development corporations;</li> <li>Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>Insurance funds set up and managed by the Department of Posts, the Union of India;</li> <li>Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 500 crores as per the last audited financial statements;</li> <li>National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and</li> <li>Mutual funds registered with SEBI.</li> </ul>
Category II (Non-Institutional Investors)	<ul style="list-style-type: none"> <li>Companies within the meaning of Section 2(20) of the Companies Act, 2013;</li> <li>Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>Co-operative banks and regional rural banks;</li> <li>Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;</li> <li>Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>Partnership firms in the name of the partners; and</li> <li>Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).</li> <li>Association of Persons; and</li> <li>Any other incorporated and/ or unincorporated body of persons</li> </ul>
Category III (High Net Worth Individual Investors)	<ul style="list-style-type: none"> <li>Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 1,000,000 across all options of NCDs in the Issue</li> </ul>
Category IV (Retail Individual Investors)	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 1,000,000 across all options of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 500,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.
CIBIL	TransUnion CIBIL Limited
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications in the Issue, at the Designated CDP Locations in terms of the SEBI Operational Circular
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications, at the Designated RTA Locations
Consortium Agreement	Consortium Agreement dated November 4, 2022 to be entered between the Company, the Lead Manager and the Consortium Member for this Tranche I Issue.
Consortium Member	A.K. Stockmarket Private Limited, a company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013 with corporate identification number U67120MH2006PTC158932 having its registered office at 601-602, 6 <sup>th</sup> Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai 400 098, India.
Consortium / Members of	The Lead Manager and the Consortium Member

<b>Term</b>	<b>Description</b>
the Consortium / Members of Syndicate (each individually, a Member of the Consortium)	
Coupon/ Interest Rate	Please see the section titled “ <i>Terms of the Issue</i> ” on page 76
Credit Rating Agency	India Ratings & Research Private Limited
Debenture Trust Deed	The trust deed to be entered into between the Debenture Trustee and our Company which shall be executed in relation to the NCDs within the time limit prescribed by applicable statutory and/or regulatory requirements, including creation of appropriate security, in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 110% security cover for the principal amount outstanding under the NCDs and the interest due thereon issued pursuant to the Issue.
Debenture Trustee/ Trustee	Trustees for the NCD holders in this case being Catalyst Trusteeship Limited
Debenture Trustee Agreement	Agreement dated September 19, 2022 entered into between the Debenture Trustee and the Company wherein the appointment of the Debenture Trustee to the Issue, is agreed between our Company and the Debenture Trustee
Deemed Date of Allotment	The date on which the Board of Directors or the EBI Committee approves the Allotment of the NCDs for this Tranche I Issue or such date as may be determined by the EBI Committee 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 (as specified for this Tranche I Issue by way of this Tranche I Prospectus) shall be available to the Debenture Holders from the Deemed Date of Allotment.
Demographic Details	The demographic details of the Applicants such as their respective addresses, email, PAN, investor status, MICR Code and bank account detail
Depository(ies)	National Securities Depository Limited and /or Central Depository Services (India) Limited
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of the SEBI at <a href="http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or at such other weblink as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/or 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 the Issue
Designated Intermediaries	Collectively, members of the Consortium, Sub-Consortium/agents, Trading Members, agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Application Forms from the Applicants in the Issue.  In relation to ASBA applicants authorising an SCSB to block the amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.  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 Manager, Members of the Consortium, Trading Members and Stock Exchange where applications have been submitted through the app/web interface as provided in the UPI Mechanism Circular.
Designated RTA Locations	Such locations of the CRTAs where Applicants can submit the ASBA Forms to CRTAs, a list of which, along with names and contact details of the CRTAs eligible to accept ASBA Forms available on the websites of the respective Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> and updated from time to time.

<b>Term</b>	<b>Description</b>
Designated Stock Exchange	The designated stock exchange for the Issue, being the National Stock Exchange of India Limited
Direct Online Application	An online interface enabling direct applications through UPI by an app 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 September 23, 2022 filed with the Stock Exchanges for receiving public comments and with, SEBI in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations
Interest Payment Date / Coupon Payment Date	Please see the section titled “ <i>Terms of the Issue</i> ” on page 76
Issue	Public Issue by the Company of Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value ₹ 1,000 Each (“NCDs” or “Debentures”), for an amount aggregating up to ₹1,500 crores (“Shelf Limit”), hereinafter referred to as the “Issue” pursuant to the Shelf Prospectus and the relevant Tranche Prospectus. The NCDs will be issued in one or more tranches, on terms and conditions as set out in the relevant Tranche Prospectus for any tranche (each such tranche of issuance, a “Tranche Issue”) which should be read with the Shelf Prospectus. The Issue is being made pursuant to the provisions of SEBI NCS Regulations, The Companies Act, 2013 and rules made thereunder as amended to the extent notified and the SEBI Operational Circular.
Issue Agreement	The Issue Agreement dated September 23, 2022 entered between the Company and A.K. Capital Services Limited, the Lead Manager to the Issue
Lead Manager	A.K. Capital Services 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 (1) NCD
Mobile App(s)	The mobile applications listed on the website of Stock Exchanges as may be updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism
“Maturity Date” or “Redemption Date”	Please see the section titled “ <i>Terms of the Issue</i> ” on page 76
NCDs / Debentures	Secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each offered through the Shelf Prospectus and this Tranche I Prospectus.
NCD Holders/ Debenture Holder	Any debenture holder who holds the NCDs issued pursuant to this Tranche I Issue and whose name appears on the beneficial owners list provided by the Depositories.
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, the Application Form and supplemental information, if any, read with any notices, corrigenda and addenda thereto
Public Issue Account	An account 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 this Tranche I Prospectus.
Public Issue Account and Sponsor Bank Agreement	Agreement dated November 4, 2022 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 Manager for the appointment of the Sponsor Bank in accordance with the SEBI Operational Circular for collection of the Application Amounts from ASBA Accounts and where applicable, refunds from the amounts collected in the Tranche I Issue, from the Applicants on the terms and conditions thereof.
Public Issue Account Bank	ICICI Bank Limited
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 (fifteen) trading days prior to the date on which interest is due and payable, and/or the date of redemption or such other date under this Tranche I Prospectus as may be determined by the EBI Committee. 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.

Term	Description
	In case Record Date falls on a day when Stock Exchange are having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchange will be deemed as the Record Date.
Recovery Expense Fund	A fund to be created by our Company with the Designated Stock Exchange 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 which is equal to 0.01% of the issue size, subject to a maximum deposit of ₹25,00,000 at the time of making the application for listing of NCDs.
Refund Account	Account to be opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount in the Tranche I Issue
Redemption Amount	Please see the section titled “ <i>Terms of the Issue</i> ” on page 76
Redemption Date	The date on which our Company is liable to redeem the NCDs in full as specified in the this Tranche I Prospectus
Refund Bank	ICICI Bank Limited
Register of NCD holders	The register of NCD holders maintained by the Issuer/RTA in accordance with the provisions of the Companies Act, 2013 and by the Depositories in case of NCDs held in dematerialised form, and/or the register of NCD holders maintained by the Registrar
Registrar Agreement	Agreement dated September 13, 2022 entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulation, 1992 and the stock exchange having nationwide terminals, other than the Members of the Syndicate and eligible to procure Applications from Applicants
Registrar to the Issue or Registrar	Kfin Technologies Limited
Resident Individual	An individual who is a person resident in India as defined in the FEMA
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Application in the Issue
Security	The principal amount of the NCDs to be issued in terms of this Tranche I Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by an exclusive charge by way of hypothecation of identified book debts of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, such that a security cover to the extent of 1.10 times of the outstanding principal amounts of the NCDs and all interest due and payable thereon is maintained at all times until the Maturity Date.
“Self-Certified Syndicate Banks” or “SCSBs”	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> for ASBA and <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> for UPI, updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Series/Option	As stated in the section titled “ <i>Issue Related Information</i> ” on page 69
Shelf Limit	The aggregate limit of the Issue, being upto ₹ 1,500 crore to be issued pursuant to the Draft Shelf Prospectus, Shelf Prospectus and relevant Tranche Prospectus through one or more Tranche Issues.
Shelf Prospectus	The Shelf Prospectus dated November 4, 2022 filed by our Company with the ROC, SEBI, BSE and NSE in accordance with the provisions of the Companies Act, 2013 and the SEBI NCS Regulations, as applicable.  The Shelf Prospectus is valid for a period as prescribed under section 31 of the Companies Act, 2013.
“Specified Cities” or “Specified Locations”	Bidding centres where the Members of the Syndicate shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time and at such other websites as may be prescribed by SEBI from

Term	Description
	time to time.
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 Exchange(s) with a facility to block funds through UPI Mechanism for application value upto ₹ 5,00,000 and carry out any other responsibilities in terms of the UPI Mechanism Circular and as specified in this Tranche I Prospectus.
“Stock Exchanges” or “Exchanges”	NSE and BSE
Syndicate ASBA	Applications through the Syndicate or the Designated Intermediaries
Syndicate ASBA Application Locations	ASBA Applications through the Lead Manager, Consortium Member, the Trading Members of the Stock Exchanges or the Designated Intermediaries.
Syndicate Bidding Centres	Syndicate Bidding Centres established for acceptance of Application Forms
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 <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised%20Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries</a> or at such other website as may be prescribed by SEBI from time to time.
Tenor	Tenor shall mean the tenor of the NCDs as specified in the section titled “ <i>Terms of the Issue</i> ” on page 76.
Trading Members	Intermediaries registered with a lead broker or a sub-broker under the SEBI (Stock Brokers) Regulations, 1992 and/or with the Stock Exchange(s) under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchange(s) from time to time and duly registered with the Stock Exchange for collection and electronic upload of Application Forms on the electronic application platform provided by Stock Exchange(s).
Transaction Documents	Transaction documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche I Prospectus read with any notices, corrigenda, addenda thereto, Abridged Prospectus, Issue Agreement, Registrar Agreement, Debenture Trustee Agreement, Deed of Hypothecation, Debenture Trust Deed, Tripartite Agreements, Consortium Agreement, Public Issue Account and Sponsor Bank Agreement, Tripartite Agreements executed or to be executed by our Company, as the case may be. For further details please see the section titled, “ <i>Material Contracts and Documents for Inspection</i> ” on page 127.
Tranche I Issue	Public issue by the Company of secured redeemable non-convertible debentures of face value of ₹1,000 each for an amount up to ₹250 crore (“ <b>Base Issue Size</b> ”) with an option to retain oversubscription up to ₹250 crores, aggregating up to ₹ 500 crores, being offered by way of this Tranche I Prospectus, which should be read together with the Shelf Prospectus filed with the RoC, Stock Exchanges and SEBI. The Shelf Prospectus and this Tranche I Prospectus constitutes the prospectus (“ <b>Prospectus</b> ”).
Tranche I Issue Closing Date	December 2, 2022, with an option to close earlier and/or extend up to a period as may be determined by the EBI Committee. For further details, please refer to “ <i>Issue Structure</i> ” on page 69.
Tranche I Issue Opening Date	November 14, 2022
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
Tranche I Prospectus	This Tranche I Prospectus dated November 4, 2022, 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
Tripartite Agreements	Tripartite Agreement dated April 10, 2014 entered into between our Company, the Registrar to the Issue and NSDL and Tripartite Agreement dated December 26, 2017 entered into between our Company, the Registrar to the Issue and CDSL for offering demat option to the NCD Holders.
“UPI” or “UPI Mechanism”	Unified Payments Interface mechanism in accordance with SEBI Operational Circular to block funds for application value up to ₹ 5,00,000 submitted through intermediaries, namely the Registered Stock brokers, Consortium Member, Registrar and Transfer Agent

Term	Description
	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 Application Limit	Maximum limit to utilize the UPI mechanism to block the funds for application value up to ₹ 5,00,000 for issues of debt securities pursuant to SEBI circular SEBI/HO/DDHS/P/CIR/2022/0028 dated March 8, 2022 or any other investment limit, as applicable and prescribed by SEBI from time to time
“UPI Mandate Request” or “Mandate Request”	A request initiated by the Sponsor Bank on the Retail Individual Investor to authorize 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(s)	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 which includes a person or a company who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes a company whose director or promoter is categorized as a wilful defaulter.
Working Day	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 NCDs on the Stock Exchange, working day shall mean all trading days of the Stock Exchange for NCD, excluding Saturdays, Sundays and bank holidays, as specified by SEBI.

#### Conventional and General Terms or Abbreviations

Term/ Abbreviation	Description/Full Form
“₹”, “Rupees”, “INR” or “Indian Rupees”	The lawful currency of the Republic of India
“US\$”, “USD”, and “U.S. Dollars”	The lawful currency of the United States of America
ACH	Automated Clearing House
AGM	Annual General Meeting
ALM	Asset Liability Management
ALM Guidelines	Guidelines for ALM system in relation to NBFCs
AMC	Asset Management Company
AS or Accounting Standards	Accounting standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time
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
ASBA	Application Supported by Blocked Amounts
AUM	Assets Under Management
Bankruptcy Code	The Insolvency and Bankruptcy Code, 2016
BSE	BSE Limited
CAGR	Compounded annual growth rate over a specified period of time of a given value (the year-over-year growth rate)
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Companies Act/ Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
CPC	Code of Civil Procedure, 1908
CRAR	Capital to risk-weighted assets ratio means (Tier I Capital + Tier II Capital)/ Total Risk Weighted Assets * 100
CRIF	CRIF High Mark Credit Information Services Private Limited

<b>Term/ Abbreviation</b>	<b>Description/Full Form</b>
CRIF Report	MicroLend Quarterly Publication on Microfinance Lending Volume XIX Mar 2022 by CRIF
CrPC	Code of Criminal Procedure, 1973
CSR	Corporate Social Responsibility
CY	Calendar Year
Depositories	CDSL and NSDL
Depositories Act	Depositories Act, 1996
Depository(ies)	NSDL and /or CDSL
DIN	Director Identification Number
“DP” or “Depository Participant”	Depository Participant as defined under the Depositories Act, 1996
DT Circular	Circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 issued by SEBI on November 3, 2020, as amended from time to time
DRR	Debenture Redemption Reserve
EGM	Extraordinary General Meeting
EIR	Effective interest rate
EOW	Economic Offences Wing
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FEMA Regulations/ FEMA20I	FEMA (Non-debt Instruments) Rules, 2019, as amended from time to time
FII	Foreign Institutional Investor(s)
FPI	Foreign Portfolio Investor as defined and registered under the SEBI (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
“Financial Year”, “Fiscal” or “FY” or “for the year ended”	Period of 12 months ended March 31 of that particular year
FIR	First Information Report
GDP	Gross Domestic Product
GKFSL	Grameen Koota Financial Services Limited
GKFSPL	Grameen Koota Financial Services Private Limited
“Government”	Government of India
G-Sec	Government Securities
GST	Goods and Services Tax
HNI	High Net worth Individual
HFC	Housing Finance Company
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
ICRA	ICRA Limited
ICRA Industry Reports	<ul style="list-style-type: none"> <li>• ICRA Report on “Indian Microfinance Sector: Portfolio growth and profitability to revive in FY2023; impact of third wave remains monitorable” dated January 2022;</li> <li>• ICRA Report on “Indian Microfinance Industry: RBI’s regulatory changes to create level playing field and provide more flexibility to NBFC-MFIs; however, increased indebtedness limit poses risk of overleveraging” dated March 2022;</li> <li>• ICRA Report on “Indian Microfinance Sector: AUM growth and profitability to revive in FY2023” dated March 2022 ICRA Report on “Indian Microfinance Industry” dated March 2022,</li> </ul>
IEPF	Investor Education and Protection Fund
IFRS	International Financial Reporting Standards
“Income Tax Act” or “IT Act”	Income Tax Act, 1961
Ind AS	Indian Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 and notified by the Ind AS Rules
Ind AS Rules	Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and notified under Section 133 of the Companies Act, 2013
India	Republic of India

<b>Term/ Abbreviation</b>	<b>Description/Full Form</b>
IPC	Indian Penal Code, 1860
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology
ITR	Income Tax Returns
KYC	Know Your Customer
LEI	Legal Entity Identifier
LLP	Limited Liability Partnership
LLP Act	Limited Liability Partnership Act, 2008
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
MFIN	Microfinance Institutions Network
MFIN Report	Issue 41 Micrometer Data report dated March 31, 2022
MLD	Market Linked Debentures
MTM	Mark to market
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NHB	National Housing Bank
NHB Act	National Housing Bank Act, 1987
NAV	Net Asset Value
NBFC	Non-Banking Financial Company, as defined under Section 45-IA of the RBI Act
NEFT	National Electronic Fund Transfer
NRI	Non-resident Indian
NSE	National Stock Exchange India Limited
NSDL	National Securities Depository Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PCR	Provisioning Coverage Ratio
PMLA	Prevention of Money Laundering Act, 2002
PP MLD	Principal Protected Market Linked Debentures
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RBI Master Directions	Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016, as amended from time to time.
RERA	Real Estate Regulatory Authority
RERAD Act	Real Estate Regulation and Development Act, 2016
RTGS	Real Time Gross Settlement
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002
SCRA	Securities Contracts Regulation Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
SEBI NCS Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and circulars issued thereunder
SEBI Operational Circular	SEBI circular no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, as amended
TDS	Tax Deducted at Source
Trademarks Act	Indian Trademarks Act, 1999

## Technical and Industry Related Terms

Term/Abbreviation	Description/Full Form
Hybrid Debt	A capital instrument, which possesses certain characteristics of equity as well as debt
LTV	Ratio of loan to the collateral value
MFI	Microfinance institutions
NPA	Non-Performing Assets
NBFC-D	NBFC registered as a deposit accepting NBFC
NBFC-MFI	An NBFC-MFI is defined as a non-deposit taking NBFC which extends loans to Micro Finance Sector
NBFC-ND	NBFC registered as a non-deposit accepting NBFC
NBFC-ND-SI	Systemically important Non-Deposit taking NBFC
Owned Funds	Paid-up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account; capital reserve representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of assets; less accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any
Prudential Norms	Prudential norms as provided under Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016
MSME	Micro, Small and Medium Enterprises
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 nonbanking 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	<p>Tier II capital includes the following:</p> <ul style="list-style-type: none"> <li>(a) preference shares other than those which are compulsorily convertible into equity;</li> <li>(b) revaluation reserves at discounted rate of fifty five percent;</li> <li>(c) 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;</li> <li>(d) hybrid debt capital instruments;</li> <li>(e) subordinated debt;</li> </ul> <p>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</p>

*Notwithstanding the foregoing, the terms defined as part of “Risk Factors” “Industry Overview”, “Regulations and Policies”, “Statement of Possible Tax Benefits”, “Summary of Key Provisions of Articles of Association” and “Financial Information” on pages 17, 87, 184, 78, 533 and 198, respectively of the Shelf Prospectus and “General Information” and “Other Regulatory and Statutory Disclosures” on pages 19 and pages 42, respectively, shall have the meaning ascribed to them as part of the aforementioned sections. Terms not defined as part of the sections “Our Business”, “Risk Factors”, “Industry Overview” and “Regulations and Policies”, on pages 131, 17, 87 and 184, respectively of the Shelf Prospectus, shall have the meaning ascribed to them hereunder.*

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

### Certain Conventions

In this Tranche I Prospectus, unless otherwise specified or the context otherwise indicates or implies the terms, all references to “we”, “us”, “our”, “CreditAccess Grameen Limited” and “our Company” are to CreditAccess Grameen Limited, references to “you”, “offeree”, “purchaser”, “subscriber”, “recipient”, “investors” and “potential investor” are to the prospective investors in this Issue. Unless stated otherwise, all references to page numbers in this Tranche I Prospectus are to the page numbers of this Tranche I Prospectus.

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

### 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 this Tranche I Prospectus or the Shelf 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’s standalone and consolidated audited financial statements for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 form the basis of preparation of the Reformatted Financial Information which is included in the Shelf Prospectus and is referred to hereinafter as the “**Reformatted Financial Information**” in the section titled “*Financial Information*” on page 198 of the Shelf Prospectus.

For the purposes of disclosure in this Tranche I Prospectus and the Shelf Prospectus, we have prepared and presented our reformatted Ind AS financial information for the latest Fiscals (in this case, for Fiscal 2022, 2021 and 2020). Accordingly, our Company’s audited financial statements for the fiscal year ended March 31, 2022, have been prepared in accordance with IndAS and have been audited by Joint Statutory Auditors Deloitte Haskins & Sells and PKF Sridhar & Santhanam LLP, for the fiscal year ended March 31, 2021 have been prepared in accordance with IndAS and have been audited by Deloitte Haskins & Sells, and for the fiscal year ended March 31, 2020 have been prepared in accordance with IndAS and have been audited by S.R. Batliboi & Co. LLP.

Our reformatted consolidated statement of profit and loss for the year ended March 31, 2020 consolidates the operations of MMFL for the period beginning from March 18, 2020 to March 31, 2020. Since the effect of consolidation of operations of MMFL was for a very limited period i.e. for the period from March 18, 2020 to March 31, 2020 unlike for financial years ended March 31, 2021 and March 31, 2022 wherein the operations for full financial year have been consolidated, our consolidated financial/ operational information for financial year ended March 31, 2020 wherever included in this section is not directly comparable to our consolidated financial/ operational information for other financial years. The Reformatted Financial Information is included in “*Financial Statements*” on page 198 of the Shelf Prospectus.

The Unaudited Interim Financial Results of our Company for the quarter and half year ended September 30, 2022 have been prepared in accordance with recognition and measurement principles laid down in the aforesaid Ind AS 34 “Interim Financial Reporting” prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there-under and other accounting principles generally accepted in India and Regulation 33 and 52 of the SEBI Listing Regulations. For further details see “*Financial Information*” on page 198 of the Shelf Prospectus.

Unless stated otherwise or unless the context requires otherwise, the financial data as at and for the year ended March 31, 2022, March 31, 2021 and March 31 2020 used in this Tranche I Prospectus is derived from our Reformatted Consolidated Financial Information included in the Shelf Prospectus and the financial data for the quarter and half year ended September 30, 2022 used in this Tranche I Prospectus is derived from Unaudited Interim Consolidated Financial Results included in the Shelf Prospectus.

Further, Unaudited Interim Financial Results for quarter and half year ended September 30, 2022 is not indicative of full year results and are not comparable with annual financial information.

Unless stated otherwise, macroeconomic and industry data used throughout in the Shelf Prospectus and this Tranche I

Prospectus has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Issuer believes that industry data used in this Tranche I Prospectus is reliable, such data has not been independently verified. Further, the extent to which the market and industry data presented in this Tranche I Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

### **Currency and Unit of Presentation**

In this Tranche I Prospectus, all references to 'Rupees'/'₹'/'INR'/'Rs.' are to Indian Rupees, the official currency of the Republic of India.

Except where stated otherwise in this Tranche I Prospectus, all figures have been expressed in 'in crores'. All references to 'million/million/mn.' Refer to one million, which is equivalent to 'ten lakhs' or 'ten lacs', the word 'lakhs/lacs/lac' means 'one hundred thousand' and 'Crore' means 'ten million' and 'billion/bn./billions' means 'one hundred crores'.

Certain figures contained in the in the Shelf Prospectus and this Tranche I Prospectus, including financial information, 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 in the Shelf Prospectus and this Tranche I Prospectus consists of estimates based on data reports compiled by Government bodies, professional organizations and analysts, data from other external sources including ICRA, MFIN and CRIF, 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 such industry related data 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 in the Shelf Prospectus and this Tranche I 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 and this Tranche I 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 Manager have independently verified this data, and neither we nor the Lead Manager make any representation regarding the accuracy of such data. Further, 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 Manager can assure potential investors as to their accuracy.

### **General Risk**

Investment in NCDs involve a degree of risk and investors should not invest any funds in NCDs 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 section "Risk Factors" on page 17 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 NCDs or Investor's decision to purchase such securities.

## Exchange Rates

The exchange rates Rupees (₹) vis-à-vis of USD, as of September 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020, are provided below:

Currency	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
1 USD	81.55	75.81	73.50	75.39

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

*In the event that March 31 of any of the respective years 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.*

## FORWARD LOOKING STATEMENTS

Certain statements contained in 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. All statements regarding our expected financial conditions, results of operations, cashflows, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Tranche I Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions, results of operations and cashflows to differ from our expectations include, but are not limited to, the following:

- Our geographical presence is majorly concentrated in Karnataka, Maharashtra and Tamil Nadu which may have an adverse effect on our business, results of operations, financial condition and cash flows.
- The unsecured microfinance loans are susceptible to various operational and credit risks which may result in increased levels of NPAs, thereby adversely affecting our business and financial condition.
- An increase in our portfolio of non-performing assets and/ or our provisions may materially and adversely affect our business, results of operations and cashflows.
- Volatility in interest rates could have a material adverse effect on our net interest income, net interest margin and our financial performance.
- We are involved in certain legal and other proceedings which, if determined against us, could have a material adverse impact on our financial condition.
- Downgrade of our credit ratings may increase our borrowing costs and constrain our access to capital and debt markets and, as a result, may adversely affect our net interest margin and our results of operations and cashflows; Certain conditions and restrictions in terms of our financing arrangements, could restrict our ability to conduct our business and operations in the manner we desire.
- We are subject to certain conditions and restrictions in terms of our financing arrangements, which could restrict our ability to conduct our business and operations in the manner we desire. In addition, on certain occasions in the past, we have been unable to comply with certain financial covenants in our financing documents.
- There can be no assurance that we will be able to access capital as and when we need it for growth.

For further discussion of factors that could cause our actual results to differ, see “*Risk Factors*” on page 17 of the Shelf Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections titled “*Industry Overview*”, “*Our Business*” and “*Legal and Other Information*” on pages 17, 131 and 445, respectively of the Shelf Prospectus. The forward-looking statements contained in 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 at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. 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 Company’s underlying assumptions prove to be incorrect, our Company’s actual results of operations, cashflows, or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors, its KMPs and officers, nor any of their respective affiliates or associates or the Lead Manager 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 SEBI NCS Regulations, our Company and Lead Manager will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.

## SECTION II – INTRODUCTION

### GENERAL INFORMATION

Our Company was incorporated as Sanni Collection Private Limited on June 12, 1991 at Calcutta, West Bengal, India as a private limited company under the Companies Act, 1956. Our Company's name was changed from Sanni Collection Private Limited to Grameen Financial Services Private Limited and a fresh certificate of incorporation consequent upon change of name was issued to our Company by the Registrar of Companies, West Bengal on March 14, 2008. Our Company's name was changed to Grameen Koota Financial Services Private Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Bangalore on November 13, 2014. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the EGM held on November 27, 2017 and the name of our Company was changed to Grameen Koota Financial Services Limited. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on December 18, 2017. Subsequently, pursuant to a resolution passed by our shareholders at the EGM held on January 2, 2018, the name of our Company was changed to CreditAccess Grameen Limited, and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on January 12, 2018. Our Company holds a certificate of registration dated January 19, 2018 bearing registration number B - 02.00252 issued by RBI to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the Reserve Bank of India Act, 1934. For details of the business of our Company, see "*Our Business*" beginning on page 131 of the Shelf Prospectus.

For further details in relation to the changes in our name, constitution, and registration with the RBI, see "*History and Main Objects*" on page 162 of the Shelf Prospectus.

#### **Registration:**

**CIN:** L51216KA1991PLC053425

**LEI:** 335800YHFDVKKBDQMK23

**RBI registration number:** B – 02.00252

**Permanent Account Number:** AA ECS7201G

#### **Registered Office and Corporate Office:**

##### **CreditAccess Grameen Limited**

New No. 49 (Old No. 725),  
46th Cross, 8<sup>th</sup> Block, Jayanagar,  
Next to Rajalakshmi Kalyana Mantap,  
Bengaluru 560 071, Karnataka, India

**Tel:** +91 80 2263 7300

**Fax:** +91 80 2664 3433

**Website:** [www.creditaccessgrameen.in](http://www.creditaccessgrameen.in)

**Email:** [csinvestors@cagrameen.in](mailto:csinvestors@cagrameen.in)

For further details regarding changes to our Registered Office, see "*History and Main Objects*" on page 162 of the Shelf Prospectus.

#### **Registrar of Companies, Karnataka at Bengaluru**

Registrar of Companies,  
'E' Wing, 2nd Floor,  
Kendriya Sadana,  
Koramangala,  
Bengaluru – 560 034,  
Karnataka, India

#### **Liability of the members of the Company**

Limited by shares

### **Chief Financial Officer**

S Balakrishna Kamath  
New No. 49 (Old No. 725),  
46th Cross, 8<sup>th</sup> Block, Jayanagar,  
Next to Rajalakshmi Kalyana Mantap,  
Bengaluru 560 071,  
Karnataka, India  
**Tel:** +91 80 2263 7300  
**Fax:** +91 80 2664 3433  
**E-mail:** csinvestors@cagrameen.in

### **Company Secretary and Chief Compliance Officer:**

Mahadev Prakash Jayakumar Matada  
New No. 49 (Old No. 725),  
46th Cross, 8<sup>th</sup> Block,  
Jayanagar, Next to Rajalakshmi Kalyana Mantap,  
Bengaluru 560 071, Karnataka, India  
**Tel:** +91 80 2263 7300  
**Fax:** +91 80 2664 3433  
**E-mail:** cs@cagrameen.in

Investors may contact the Registrar to the Issue or our Company Secretary and Chief Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refunds, non-receipt of debentures certificates (in case of NCDs which have been re-materialised), transfers, etc. as the case may be.

### **Lead Manager**



BUILDING BONDS

#### **A. K. Capital Services Limited**

603, 6<sup>th</sup> Floor, Windsor, off CST Road,  
Kalina, Santacruz - (East),  
Mumbai – 400 098  
**Tel:** +91 22 6754 6500  
**Fax:** +91 22 6610 0594  
**Email:** cagl.ncd2022@akgroup.co.in  
**Investor Grievance Email:** investor.grievance@akgroup.co.in  
**Website:** www.akgroup.co.in  
**Contact person:** Aanchal Wagle/ Milan Soni  
**Compliance Officer:** Tejas Davda  
**SEBI Registration Number:** INM000010411  
**CIN:** L74899MH1993PLC274881

### **Debenture Trustee**



CATALYST

Trusteeship Limited

CIN: U74899MH1993PLC274881

#### **Catalyst Trusteeship Limited**

GDA House, Plot No. 85, Bhusari Colony (Right),  
Kothrud, Pune – 411 038, Maharashtra  
**Tel:** +91 22 4922 0555  
**Email:** ComplianceCTL-Mumbai@ctltrustee.com  
**Investor Grievance Email:** grievance@ctltrustee.com  
**Website:** www.catalysttrustee.com  
**Contact Person:** Umesh Salvi

**Compliance Officer:** Rakhi Kulkarni  
**SEBI Registration No:** IND000000034  
**CIN:** U74999PN1997PLC110262

Catalyst Trusteeship Limited has, pursuant to regulation 8 of SEBI NCS Regulations, by its letter dated June 7, 2022 given its consent for its appointment as Debenture Trustee to the Issue (hereinafter referred to as “Trustees”). A copy of letter from Catalyst Trusteeship Limited conveying their consent to act as Trustees for the Debenture holders and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Tranche I Issue is annexed as *Annexure B*.

All the rights and remedies of the Debenture Holders under the Issue shall vest in and shall be exercised by the appointed Debenture Trustee for the Issue without having it referred to the Debenture Holders. All investors under the Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for the 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 Debenture Holders/Debenture Trustee, as the case maybe, shall, from the time of making such payment, completely and irrevocably discharge our Company from any liability to the Debenture Holders to that extent. For details on the terms of the Debenture Trust Deed, please see “*Issue Related Information*” on page 69.

#### **Registrar to the Issue**



**KFin Technologies Limited**  
Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad – 500 032  
**Tel:** +91 40 6716 2222  
**Fax:** +91 40 2343 1551  
**Toll Free Number:** 1800 309 4001  
**Email:** cagl.ncdipo@kfintech.com  
**Investor Grievance Email:** einward.ris@ kfintech.com  
**Website:** www.kfintech.com  
**Contact Person:** M Murali Krishna  
**SEBI Registration Number:** INR000000221  
**CIN:** U72400TG2017PTC117649

KFIN Technologies Limited, has by its letter dated September 7, 2022 given its consent for its appointment as Registrar to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus, and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Issue.

Investors may contact the Registrar to the Issue or our Company Secretary and Chief Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refunds, unblocking, non-receipt of debentures certificates (in case of NCDs which have been re-materialised), transfers, etc. as the case may be.

All grievances relating to the 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 Bidders other than Retail Individual Investors bidding through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of Retail Individual Investors bidding through the UPI mechanism. Further, the Bidder 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 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 App based/ web interface platform of stock exchange 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 Mechanism or through Trading Members of the Stock Exchanges may be addressed directly to the relevant Stock Exchanges.

#### **Consortium member to the Issue**



#### **A. K. Stockmart Private Limited**

601-602, 6<sup>th</sup> Floor, Windsor,  
Off CST Road,  
Kalina, Santacruz – (East),  
Mumbai 400 098

**Tel:** +91 22 6754 6500

**Fax:** +91 22 6610 0594

**Investor Grievance Email:** investor.grievance@akgroup.co.in

**Contact Person:** Ashit Raja/Ranjit Dutta

**Email:** ashit.raja@akgroup.co.in, ranjit.dutta@akgroup.co.in

**SEBI Registration Number:** INZ000240830

#### **Bankers to the Issue**

##### ***Public Issue Account Bank, Sponsor Bank and Refund Bank***

#### **ICICI Bank Limited**

Capital Market Division, 1<sup>st</sup> Floor,  
5<sup>th</sup> Floor, HT Parekh Marg  
Churchgate, Mumbai 400 020

**Tel:** + 91 22 6805 2182

**Website:** www.icicibank.com

**Contact Person:** Sagar Welekar

**Email:** sagar.welekar@icicibank.com/ ipocmg@icicibank.com

**SEBI Registration Number:** INBI00000004

#### **Joint Statutory Auditors**

##### **Deloitte Haskins & Sells**

ASV N Ramana Tower,  
52, Venkatnarayana Road, T. Nagar,  
Chennai – 600 017, India

**Tel:** +91 44 6688 5000

**Email:** sgk@deloitte.com

**Firm Registration Number:** 008072S

**Contact Person:** G. K. Subramaniam

##### **PKF Sridhar & Santhanam LLP**

T8 & T9, Third Floor  
Gem Plaza, 66, Infantry Road  
Bangalore – 560 001, India

**Tel:** +91 +91 80 4130 7244

**Email:** admin@pkfindia.in

**Firm Registration Number:** 003990S

**Contact Person:** Seethalakshmi M

Deloitte Haskins & Sells was appointed as the statutory auditor of our Company on August 11, 2020 and PKF Sridhar & Santhanam LLP was appointed as the joint statutory auditor since March 18, 2022.

For change in statutory auditors in last three years, please see 'Other Regulatory and Statutory Disclosures' on page 42.

## Credit Rating Agency



### India Ratings & Research Private Limited

Wockhardt Tower, Level 4, West Wing,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051, Maharashtra, India

**Tel:** +91 22 4000 1700

**Fax:** +91 22 4000 1701

**Email:** [infogrp@indiaratings.co.in](mailto:infogrp@indiaratings.co.in)

**Website:** [www.indiaratings.co.in](http://www.indiaratings.co.in)

**Contact Person:** Amit Rane

**Compliance Officer:** Arunima Basu

**SEBI Registration No:** IN/CRA/002/1999

**CIN:** U67100MH1995FTC140049

## Credit Rating and Rationale

“IND AA-/Stable” for an amount of ₹ 1,500 crores by India Ratings *vide* their rating letter dated August 4, 2022 and further revalidated *vide* letter dated September 8, 2022. The rating given by the Credit Rating Agency is valid as on the date of this Tranche I Prospectus and shall remain valid until the ratings are revised or withdrawn. Ratings issued by India Ratings & Research will continue to be valid for the life of the instrument unless withdrawn or reviewed India Ratings & Research Private Limited, in terms of the rating agreement dated July 19, 2022. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. These ratings are subjected to a periodic review during which they may be raised, affirmed, lowered, withdrawn, or placed on Rating Watch at any time on the basis of factors such as new information. The rating should be evaluated independently of any other rating. The Credit Rating Agency’s website will have the latest information on all its outstanding ratings. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement has been given. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement has been given. For the rating, rating rationale and press release for the above ratings, see Annexure A of this Tranche I Prospectus.

## Disclaimer Statement of India Ratings & Research Private Limited

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources to the extent such sources are available for a given security.

The manner of India Ratings factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in India where the rated security is offered and sold, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings’ ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings' ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

#### **Legal Counsel to the Issue**



**Khaitan & Co**  
One World Centre  
13<sup>th</sup> & 10<sup>th</sup> Floor, Tower 1C,  
Senapati Bapat Marg,  
Mumbai – 400 013  
Maharashtra, India  
**Tel:** +91 22 6636 5000

#### **Banker to our Company**

**State Bank of India**  
SBI LHO Building, 65, St. Marks Road,  
Bangalore – 560 001  
**Tel:** +91 80 2594 3371  
**Email:** sbi.14431@sbi.co.in  
**Website:** www.sbi.co.in  
**Contact Person:** Dhanajay Mahapatra

#### **Impersonation**

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-Section (1) of Section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Section 38(1) of the Companies Act, 2013 provides that:

*“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.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 0.1 crores or 1.00% of the turnover of our 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 ₹ 0.1 crores or 1.00% of the turnover of our 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 ₹ 0.5 crores or with both.

### **Recovery Expense Fund**

Our Company will create 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.

### **Underwriting**

The Issue is not underwritten.

### **Arrangers to the Issue**

There are no arrangers to the Issue.

### **Guarantor to the Issue**

There are no guarantors to the 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 (i.e., ₹ 187.50 crores). If our Company does not receive the minimum subscription of 75% of Base Issue Size, prior to the Tranche I Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 Working Days from the Tranche I Issue Closing Date or such time as may be specified by SEBI. The Application Amount shall be transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event, there is a delay by our Company in unblocking the aforesaid ASBA Account within the prescribed time limit our Company will become liable to refund the Application Amount along with interest at the rate of 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 and Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription amount 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 Operational Circular.

## ***Designated Intermediaries***

### **Self-Certified Syndicate Bank**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=44> 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 link.

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the Members of the Syndicate is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=45> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Syndicate SCSB Branches**

In relation to Applications submitted to a member of the Syndicate 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 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 (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=45>) 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 (<http://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.

### **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 SEBI Operational 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 website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.sebi.gov.in)) and updated from time to time.

### **CRTAs / CDPs**

The list of the CRTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the website of BSE and NSE for CRTAs and CDPs, as updated from time to time.

### **Utilisation of Issue proceeds**

For details on utilisation of Issue proceeds please see, “*Objects of the Issue*” beginning on page 28.

### **Issue Programme\***

<b>TRANCHE I ISSUE OPENS ON</b>	November 14, 2022
<b>TRANCHE 1 ISSUE CLOSSES ON</b>	December 2, 2022*
<b>PAY IN DATE</b>	Application Date. The entire Application Amount is payable on Application
<b>DEEMED DATE OF ALLOTMENT</b>	The date on which the Board of Directors or the Executive, Borrowings & 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 Executive, Borrowings & Investment Committee thereof and notified to the Designated Stock Exchanges. 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.
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*\*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 above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Executive, Borrowings & Investment Committee, subject to relevant 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 all the newspapers in which pre-issue advertisement 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 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges.*

*Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m.(Indian Standard Time) (“**Bidding Period**”) 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) (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. It is clarified that the Applications not uploaded on the Stock Exchange(s) Platform would be rejected. 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.*

*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 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 Issue. Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs 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. Please note that the Basis of Allotment under the Tranche I Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.*

## OBJECTS OF THE ISSUE

### Issue Proceeds

Public Issue by the Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 for an amount of ₹ 250 crore (“**Base Issue Size**”) with an option to retain oversubscription up to ₹ 250 crores, aggregating up to ₹ 500 crores which is within the Shelf Limit of ₹ 1,500 crores, being offered by way of this Tranche I Prospectus, which should be read together with the Shelf Prospectus filed with the RoC, Stock Exchanges 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 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 the Tranche I Issue are summarized below:

Particulars	Estimated amount (₹ in crore)
Gross proceeds of the Tranche I Issue	500.00*
Less: Tranche I Issue related expenses**	9.99
<b>Net proceeds</b>	<b>490.01</b>

\*assuming

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

### Requirement of Funds and Utilization of Net Proceeds

The following table details the objects of the Tranche I Issue (collectively, referred to herein as the “**Objects**”) and the amount proposed to be financed from 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**	Maximum up to 25%
	<b>Total</b>	<b>100%</b>

\*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 utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the 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 Issue.

### Tranche I Issue related expenses

The expenses for this Tranche I Issue include, inter alia, lead management fees and selling commission to the Lead Manager, Consortium Member and intermediaries as provided for in the SEBI Operational 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.

A portion of this Tranche I Issue proceeds will be used to meet Tranche I Issue expenses. The Tranche I Issue expenses and listing fees will be paid by our Company. The following are the estimated Tranche I Issue related expenses:

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

Particulars	Amount (₹ in crores)	As a percentage of the Issue proceeds (in %)	As a percentage of the total expenses of the Issue (in %)
Fee payable to intermediaries (Registrar to the Issue, Debenture Trustees, regulatory bodies, rating agencies, legal	3.49	0.70%	34.95%

<b>Particulars</b>	<b>Amount (₹ in crores)</b>	<b>As a percentage of the Issue proceeds (in %)</b>	<b>As a percentage of the total expenses of the Issue (in %)</b>
and other advisors, etc.)			
Lead Managers Fee, Selling and Brokerage Commission, SCSB Processing Fee, UPI processing fees to Sponsor Banks	5.61	1.12%	56.15%
Advertising and marketing, printing and stationery costs	0.79	0.16%	7.90%
Other miscellaneous expenses	0.10	0.02%	1.00%
<b>Grand Total</b>	<b>9.99</b>	<b>2.00%</b>	<b>100.00%</b>

*\*Assuming the Issue is fully subscribed and our Company retains oversubscription as per the Tranche I Prospectus.*

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

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Managers/ Members of the Consortium/ Brokers / Trading Members and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹15 per Application Form procured (inclusive of GST and other applicable taxes). However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee. Further, our Company shall pay the Sponsor Bank ₹1 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/Sponsor Bank.

#### **Purpose for which there is a requirement of funds**

As stated in this section.

#### **Funding Plan**

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

#### **Summary of the project appraisal report**

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

#### **Schedule of implementation of the project**

Our Company confirms that for the purpose of this Issue, schedule of implementation of the project will not be applicable.

#### **Monitoring of utilization of funds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI NCS Regulations. The Audit Committee of our Company shall monitor the utilisation of the proceeds of the Issue. Our Company will disclose in our Company's financial statements for the relevant financial year commencing from Fiscal 2023, the utilisation of the proceeds of the Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche I Issue that have not been utilised thereby also indicating investments, if any, of such unutilized proceeds of the Issue. Our Company shall utilize the proceeds of the Tranche I Issue only upon receipt of minimum subscription i.e., 75% of base issue relating to this Tranche I Issue, the execution of the documents for creation of security and the Debenture Trust Deed and receipt of final listing and trading approval from the Stock Exchanges. Our Company, within forty-five days from the end of every quarter, submit to the stock exchange, a statement indicating the utilization of issue proceeds of non-convertible securities, 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.

#### **Interim use of proceeds**

Our Management, in accordance with the policies formulated by it from time to time, will have the flexibility in deploying the proceeds received from the Issue. Pending utilization 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/ non- interest bearing liquid instruments including money market mutual funds, deposits with banks, current account of banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by our Board of Directors or a committee thereof. Such investment would be in accordance with the investment policies approved by the Board or any committee

thereof from time to time.

### **Other Confirmations**

In accordance with the SEBI NCS Regulations, our Company will not utilize the proceeds of the Tranche I Issue for providing loans to or acquisition of shares of any person or company who is a part of the Promoter Group or Group Companies.

Proceeds from the Tranche I Issue 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. No part of the proceeds from the Tranche I Issue will be paid by us as consideration to our Promoter, the Directors, Key Managerial Personnel, or companies promoted by our Promoter except in ordinary course of business.

No part of the proceeds from the Tranche I Issue will be utilized for buying, trading or otherwise dealing in equity shares of any listed company. Further our Company undertakes that Tranche I Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI Regulations.

Our Company confirms that it will not use the proceeds from the 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 profit or losses or both in such business exceeding 50% thereof, the purchase or acquisition of any immovable property (direct or indirect) or acquisition of securities of any other body corporate.

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

There is no contribution being made or intended to be made by the Directors as part of the Tranche I Issue or separately in furtherance of the Objects of the Issue.

### **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.

### **Variation in terms of contract or objects in this Tranche I Prospectus**

Our 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 specifically 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.

### **Benefit / interest accruing to Promoter/Directors out of the object of the Issue**

Neither our Promoter nor the Directors of our Company are interested in the Objects of this Issue.

### **Utilisation of Tranche I 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 this 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 this Tranche I Prospectus in the section titled "*Issue Structure*" on page 69;
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 Tranche I Prospectus; and
7. if Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within Six (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.

## STATEMENT OF POSSIBLE TAX BENEFITS

### **The Board of Directors**

CreditAccess Grameen Limited  
#49, 46th Cross,  
8<sup>th</sup> Block, Jayanagar  
Bangalore – 560 071  
Karnataka, India

*Sub: Proposed public issue by CreditAccess Grameen 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 ₹ 1,500 crores (the “Shelf Limit”) (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*

This certificate is issued in accordance with the terms of our engagement letter dated August 17, 2022.

The accompanying Statement of Possible Tax Benefits prepared by the management of the Company, discusses the tax provisions applicable to the Potential Debenture holders (“**Investors**”) subscribing in the Public Issue of NCDs of **CreditAccess Grameen Limited** (the “**Company**”) in Annexure A (hereinafter referred to as “**Statement of Tax Benefits**”/ “**Statement**”), under the Income-tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2022 (hereinafter referred to as the “**IT Act**”) in connection with the proposed Issue.

### **Management’s Responsibility**

The preparation of this Statement as of the date of our certificate which is to be included in the Shelf Prospectus and Tranche I Prospectus(es) (the “**Offering Documents**”) is the responsibility of the management of the Company.

This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

### **Our Responsibility**

Our work has been carried out in accordance with Standards on Auditing, the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.

Pursuant to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (the “**SEBI NCS Regulations**”) and the Companies Act 2013 (“**Act**”), it is our responsibility to examine whether the Statement prepared by the Company, in all material respects, reflects the current position of possible tax benefits available to the debenture holders of the Company. For this purpose, we have read the Statement as given in Annexure I and evaluated with reference to the provisions of the IT Act to confirm that statements made are correct in all material respect.

We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information. The benefits discussed in the enclosed Annexure I are not exhaustive. Several of these benefits are dependent on the Investors fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of Investors to derive the tax benefits is dependent on fulfilling such conditions.

The Statement is only intended to provide general information and is neither designed nor intended to be a substitute for the professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation. Neither are we suggesting nor advising the investor to invest money based on this Statement.

We do not express any opinion or provide any assurance as to whether:

- i) debenture holders of the Company will continue to obtain the benefits as per the Statement in future;
- ii) the conditions prescribed for availing the benefits as per the Statement have been/would be met with; or

iii) the revenue authorities/ courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

Our views are based on existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

In our opinion, the Statement of Tax Benefits prepared by the Company as set out in Annexure I materially covers all tax benefits available as at the date of our report to Debenture Holders, in accordance with provisions of the IT Act as amended.

***Restriction on Use***

We hereby consent to inclusion of the extracts of this certificate in the Offering Documents and/or any other document in relation to the Issue, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

**For Rao Associates  
Chartered Accountants  
Firm Regn. No. 003080S**

**Sudhindra G  
Partner**

**Membership No.:** 026171  
**UDIN:** 22026171BCAAOH3139

**Place:** Bangalore  
**Date:** November 4, 2022

**Encl:** *Annexure- I Statement of Tax Benefits*

## **Annexure- I**

### **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO CREDITACCESS GRAMEEN LIMITED (“THE COMPANY”) AND THE COMPANY’S DEBENTUREHOLDERS**

The following tax benefits will be available to the debenture holders as per the existing provisions of law. The tax benefits are given as per the prevailing tax laws on the provisions of the Income Tax Act, 1961, as on date, taking into account the amendments made by the Finance Act, 2022, and may vary from time to time in accordance with amendments to the law or enactments thereto. The Debenture Holder is advised to consider the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible.

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.

#### **Implications under Income Tax Act, 1961**

##### **To Resident Debenture holders (resident as defined under Section 6 of the Income Tax Act, 1961)**

###### **A. In respect of Interest on Debentures (NCD)**

1. Interest on NCD received by Debenture Holders would be subject to income tax at the normal rates of tax in accordance with and subject to the provisions of the Income Tax Act, 1961. Interest will be assessed to Income tax on receipt basis or mercantile basis (accrual basis) depending on the method of accounting regularly employed by the NCD holder under Section 145 of the Income Tax Act, 1961.
2. Income Tax is deductible at source on interest on debentures held by resident Indians as per the provisions of Section 193 of the Income Tax Act, 1961. However, no income tax is deductible under section 193 in the case of residents where such debentures are in dematerialized form and is listed on a recognized stock exchange. Accordingly, tax will not be withheld by the company from payment of interest on NCD held by a person resident in India.
3. As already mentioned, withholding tax is not applicable under section 193 of the Income Tax Act if the Debentures are held in dematerialized form. However, after the issue of debentures, if any debenture holder converts the NCD into physical form, withholding tax will be applicable. However, 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 I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest;
  - b)
    - i. 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 I.T. 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 I.T. Act, Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in Section 194, 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.

- ii. 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 I.T. 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.
- iii. In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form No.15G with PAN / Form No.15H with PAN / Certificate issued u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any withholding tax.

## B. In respect of Capital Gains

### 1. *Long-Term Capital Gains*

Under Section 2(29AA) read with section 2(42A) of the Income Tax Act, 1961, Listed Debentures held as Capital Asset as defined under section 2(14) of the Income Tax Act, 1961 is treated as long term capital asset if it is held for more than 12 Months. Debentures held as capital asset for a period of 12 Months or less will be treated as short term capital asset.

Long Term Capital Gain will be chargeable to tax under Section 112 of the Income Tax Act at the rate of 20% (plus applicable surcharge and education cess). However, in the case of listed debentures, as per first proviso to section 112(1) of the Income Tax Act, 1961, tax payable is only 10% (plus applicable surcharge and education cess). No indexation benefit is available for debentures. Hence, the tax payable on long term capital gains on transfer of NCD will be 10% (plus applicable surcharge and education cess) and the capital gains have to be computed without indexation.

In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

### 2. *Short-Term Capital Gains*

Listed Debentures held as capital asset under Section 2(14) of the Income Tax Act, 1961 for a period of not more than 12 months would be treated as Short term capital asset under Section 2(42A) of the Income Tax Act, 1961. Short Term Capital Gains on transfer of NCD will be taxed at the normal rates of tax in accordance with the provisions of the Income tax Act, 1961. The provisions relating to maximum amount not chargeable to tax would apply to short term capital gains.

### 3. *Capital Loss on transfer of Debentures*

As per Section 74 of the I.T. Act, short-term capital loss on transfer of debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short term as well as long-term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

### 4. *Exemption available for Individuals and HUF for Long Term Capital gains U/s 54F of the Income Tax Act, 1961*

As per the provisions of Section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house in India, or for construction of residential house in India within three years from the date of transfer subject to conditions. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the conditions stated therein.

### C. In respect of Business Income

In case the Debentures are held as stock in trade by the debenture holder, the income/loss from transfer of debentures would be taxed as Income from Business. Such income is to be computed in accordance with the Income Computation and Disclosure Standard VIII, which is notified by the Ministry of Finance, Government of India under Section 145(2) of the Income Tax Act, 1961. Where debentures are held as stock in trade and unpaid interest has accrued before acquisition of Debentures and is included in the price paid for the Debentures, subsequent receipt of interest is to be allocated between pre-acquisition and post-acquisition periods, the pre-acquisition portion of the interest is reduced from the actual cost and is to be treated as interest. In the case of Debentures held by Scheduled Bank and Public Financial Institutions, income is to be recognized in accordance with the guidelines issued by the Reserve Bank of India in this regard.

### D. Debentures received as gift without consideration or inadequate consideration

As per section 56(2)(x) of the Income Tax Act, 1961, except in cases which are specifically exempted under this clause (such as gift received from relative as defined under the section), where the debentures are received without consideration where the aggregate market value of all gifts received exceeds Rs. 50,000/- the aggregate market value of the debentures shall be taxable as income in the hands of the recipient. Similarly, if debentures are received for inadequate consideration, the shortfall in the consideration will be treated as income of the recipient subject to the provisions contained in section 56(2)(x) of the Income Tax Act, 1961. There is no gift tax for the Donor of the Debentures.

## **Implications under Income Tax Act, 1961**

### **To Non-Resident Debenture holders (as defined under Section 6 of the Income Tax Act, 1961)**

1. A Non – Resident Indian has an option to be governed by Chapter XII – A of the I.T. Act, subject to the provisions contained therein which are given in brief as under:
  - a. As per Section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20%, whereas long term capital gains on transfer of such Debentures will be taxable at 10% of such capital gains without indexation of cost of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.
  - b. As per Section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under Section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under Section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII- B of the I.T. Act in accordance with and subject to the provisions contained therein.
  - c. As per Section 115H of the I.T. Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under Section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII – A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII – A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.
  - d. As per Section 115D (1) of the I.T. Act, 1961, no deduction in respect of any expenditure or allowance shall be allowed under any provisions of the IT Act, 1961 in the computation of income of a non-resident Indian under Chapter XII – A of the I. T. Act, 1961.
  - e. In accordance with and subject to the provisions of Section 115I of the I. T. Act, 1961, a Non-Resident Indian may opt not to be governed by the provisions of Chapter XII – A of the I. T. Act.
  - f. Long Term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.

- g. Interest income and Short – term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act, 1961.
  - h. Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I. T. Act, 1961.
2. Under Section 195 of the I. T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per Section 115E, and 30% for Short Term Capital Gains if the payee debenture Holder is a Non Resident Indian.
  3. As per Section 74 of the I. T. Act, short-term capital loss on transfer of debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.
  4. The income tax deducted shall be increased by applicable surcharge and health and education cess.
  5. As per Section 90(2) of the I.T. Act read with the Circular No. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of tax residency certificate (TRC), is a mandatory condition for availing benefits under any DTAA. If the tax residency certificate does not contain the prescribed particulars as per CBDT Notification 57/2013 dated August 1, 2013, a self-declaration in Form 10F would need to be provided by the assessee along with TRC.
  6. Alternatively, to avail non deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under Section 195(2) and 195(3) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest.
  7. In case the Debentures are held as stock in trade by the debenture holder, the income/loss from transfer of debentures would be taxed as Income from Business. Such income is to be computed in accordance with the Income Computation and Disclosure Standard VIII, which is notified by the Ministry of Finance, Government of India under Section 145(2) of the Income Tax Act, 1961. Where debentures are held as stock in trade and unpaid interest has accrued before acquisition of Debentures and is included in the price paid for the Debentures, subsequent receipt of interest is to be allocated between pre-acquisition and post-acquisition periods, the preacquisition portion of the interest is reduced from the actual cost and is to be treated as interest. In the case of Debentures held by Scheduled Bank, income is to be recognized in accordance with the guidelines issued by the Reserve Bank of India in this regard.
  8. As per section 56(2)(x) of the Income Tax Act, 1961, except in cases which are specifically exempted under this clause (such as gift received from relative as defined under the section), where the debentures are received without consideration where the aggregate market value of all gifts received exceeds Rs. 50,000/- the aggregate market value of the debentures shall be taxable as income in the hands of the recipient. Similarly, if debentures are received for inadequate consideration, the shortfall in the consideration will be treated as income of the recipient subject to the provisions contained in section 56(2)(x) of the Income Tax Act, 1961. There is no gift tax for the Donor of the Debentures.
  9. As per the provisions of Section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house in India, or for construction of residential house in India within three years from the date of transfer subject to conditions. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the conditions stated therein.

## **Implications under Income Tax Act, 1961**

### **To the Foreign Institutional Investors/ Foreign Portfolio Investors (FIIs/FPIs)**

1. As per Section 2(14)(b) of the I. T. Act, any securities held by FIIs which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FIIs as capital gains.
2. In accordance with and subject to the provisions of Section 115AD of the I. T. Act, long term capital gains on transfer of debentures by FIIs are taxable at 10% (plus applicable surcharge and cess) and short term capital gains are taxable at 30% (plus applicable surcharge and cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of Section 48 of the I. T. Act will not apply.
3. Interest on NCD may be eligible for concessional tax rate of 5% (plus applicable surcharge and health and education cess) for interest referred under Section 194LD.
4. Further, in case where section 194LD is not applicable, the interest income earned by FIIs/FPIs should be chargeable to tax at the rate of 20% under section 115AD of the IT Act. Tax shall be deducted u/s. 196D of the IT Act on such income at 20%. Where DTAA is applicable to the payee, the rate of tax deduction shall be lower of rate as per DTAA or 20%, subject to the conditions prescribed therein.
5. Section 194LD in the I.T. Act provides for lower rate of withholding tax at the rate of 5% on payment by way of interest paid by an Indian Company to FIIs and Qualified Foreign Investor in respect of rupee denominated bond of an Indian Company between June 1, 2013 and July 1, 2023 provided such rate does not exceed the rate as may be notified by the Government.
6. The income tax deducted shall be increased by applicable surcharge and health and education cess.
7. In accordance with and subject to the provisions of Section 196D(2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FIIs referred to in section 115AD.
8. The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the I.T. Act.

## **Implications under Income Tax Act, 1961**

### **To Mutual Funds**

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India are exempt from tax on all their income, **including** income from investment in Debentures under the provisions of Section 10 (23D) of the I. T. Act in accordance with the provisions contained therein. Further, as per the provisions of section 196 of the I. T. Act, no deduction of tax shall be made by any person from any sums payable to mutual funds specified under Section 10(23D) of the I. T. Act, where such sum is payable to it by way of interest or dividend in respect of any securities or shares owned by it or in which it has full beneficial interest, or any other income accruing or arising to it.

## **Implications under Income Tax Act, 1961**

### **To Specified Funds (“Specified Fund” as defined under section 10(4D) of the IT Act, 1961)**

The income of Specified Funds is taxable for the year beginning April 1, 2020, to the extent attributable to units held by Non-Resident (not being a permanent establishment of a non-resident in India), and in accordance with and subject to the provisions of Section 115AD of the I.T. Act, as under:

- a. The interest income earned are chargeable to tax at the rate of 10%
- b. Long term capital gains on transfer of debentures to the specified extent are taxable at 10% (benefit of provisions of the first proviso of section 48 of the I. T. Act will not apply); and

- c. Short-term capital gains are taxable at 30%.

Further, where any income in respect of NCD is payable to Specified Funds, tax shall be deducted at the rate of 10% on the income other than exempt under section 10(4D) with effect from November 1, 2020 as per Section 196D of the IT Act.

The income tax deducted shall be increased by applicable surcharge and health and education cess.

### **Requirements to furnish PAN/filing of returns under the Income Tax Act, 1961**

#### **1. Sec. 139A(5A):**

Section 139A (5A) requires every person from whom income tax has been deducted at source under chapter XVII – B of the I. T. Act to furnish his PAN to the person responsible for deduction of tax at source.

#### **2. Sec. 206AA:**

- a. Section 206AA of the I. T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIIB ('deductee') to furnish his PAN to the deductor, failing which tax shall be deducted at the higher of the following rates:
- at the rate specified in the relevant provision of the I. T. Act; or
  - at the rate or rates in force; or
  - at the rate of twenty per cent.
- b. A declaration under Section 197A (1) or 197A (1A) or 197A (1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.
- c. Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN and Para (a) above will apply.
- d. As per Rule 37BC, the higher rate under section 206AA shall not apply to a non-resident, not being a company, or to a foreign company, in respect of payment of interest, if the non-resident deductee furnishes the prescribed details inter alia TRC and Tax Identification Number (TIN).

#### **3. Sec. 206AB:**

Further, the Finance Act, 2021 inserted new section for punitive withholding tax rate for non-filers of return of income with effect from 1 July 2021 as per which payments made to the specified persons will be subject to TDS at higher of twice the applicable rate or 5% in respect of all TDS/TCS provisions except for specific exclusions.

### **Notes forming part of Statement of Tax Benefits**

1. 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 debenture/bonds.
2. The above statement covers only certain relevant benefits under the Income Tax Act, 1961 and does not cover benefits under any other law.
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2023-2024 ( financial year 2022-23) and taking into account the amendments made by the Finance Act, 2022.
4. This statement is intended only to provide general information to the Debenture Holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each debenture Holder is advised to consult his/her/its own tax advisor with respect to specific consequences of his/her/its holding in the debentures of the Company.
5. Several of the above tax benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws and subject to Chapter X and Chapter XA of the Act.
6. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.

7. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.
8. In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty and applicable domestic tax law.

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.

## **MATERIAL DEVELOPMENTS**

Other than the material developments in relation to our Company as disclosed in the sections titled “*Risk Factors*”, “*Financial Information*”, “*Capital Structure*”, “*Our Business*”, “*Regulations and Policies*”, “*Our Management*”, “*History and Main Objects*”, “*Financial Indebtedness*”, “*Outstanding Litigations*”, “*Material Developments*” and “*Summary of Key Provisions of the Articles of Association*” in the Shelf Prospectus, till the date of filing the Shelf Prospectus and this Tranche I Prospectus, there have risen no circumstances that materially or adversely affects the operations or financial condition or profitability of our Company or the value of our assets or our ability to pay our material liabilities over the next 12 months.

There have not been material event/ development or change having implications on the financials/credit quality (e.g., any material regulatory proceedings against the Company/ Promoter, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of the Issue which may affect the Issue or the investor's decision to invest / continue to invest in the debt securities. All disclosures made in this Tranche I Prospectus, read together with the Shelf Prospectus as the “Prospectus” with respect to Tranche I Issue are true, fair and adequate to enable the investors to make a well-informed decision as to the investment in the proposed Issue.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Issuer's Absolute Responsibility

*“The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Shelf Prospectus read with this Tranche I Prospectus contains all information with regard to the Issuer and the issue which is material in the context of the issue, that the information contained in this Tranche I Prospectus 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 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.”*

### Authority for the Issue

At the meeting of the Board of Directors of our Company held on March 23, 2022, the Directors approved the issue of NCDs to the public up to an amount not exceeding ₹ 1,500 crore in different tranches. 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, as may be decided by the EBI Committee of the Board of Directors of our Company.

This Tranche I Issue for an amount not exceeding ₹ 500 crores has been approved by the EBI Committee of the Board of our Company in its meeting dated November 4, 2022.

Further, the present Tranche I Issue is within the borrowing limits of ₹ 20,000 crores under Sections 180(1)(c) of the Companies Act, 2013 duly approved by the members of our Company vide their resolution passed at the Annual General Meeting held on July 30, 2021.

The Shelf Prospectus has been approved by the EBI Committee of our Company at its meeting held on November 4, 2022. Further this Tranche I Prospectus has been approved by the EBI Committee of the Board of Directors of our Company at its meeting held on November 4, 2022.

### Prohibition by SEBI/ Eligibility of our Company for the Issue

Our Company, persons in control of our Company and/or the Promoter and/or our Promoter Group and/or the Directors have not been restrained or 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 and/or our Promoter, is a Director or promoter of another company which has been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities.

None of our Directors and/or our Promoter has 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 .

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 as on date of this Tranche I Prospectus.

No regulatory action is pending against the issuer or its promoters or directors before the Board or the Reserve Bank of India.

### Willful Defaulter

Our Company, and/or our Directors and/or our Promoter have not been categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI, ECGC or any government/regulatory authority. The issuer has not defaulted in payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six months. None of our Directors and/or our Promoter, is a whole-time director or promoter of another company which has been categorised as a wilful defaulter.

### Other confirmations

None of our Company or our Directors or our Promoter, or person(s) in control of our Company was a promoter, director

or person in control of any company which was delisted within a period of ten years preceding the date of this Tranche I Prospectus, in accordance with Chapter V of the SEBI Delisting Regulations.

Further, it is confirmed that:

- i. Our Company is in compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other guidelines so specified by SEBI;
- ii. Our Company has a net worth of at least rupees five hundred crore, as per the audited balance sheet of the preceding financial year i.e., Fiscal 2022;
- iii. Our Company has a consistent track record of operating profits for the last three financial years;
- iv. securities to be issued have been assigned a rating of **not less than “AA-”** category or equivalent by a credit rating agency registered with SEBI;
- v. Our Company is not in default for:
  - 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:

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, A. K. CAPITAL SERVICES LIMITED, CONFIRM THAT COMMENTS RECEIVED ON THE DRAFT SHELF PROSPECTUS HAS BEEN SUITABLY ADDRESSED BEFORE FILING OF THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS (“OFFER DOCUMENT”), AND TO THIS EFFECT, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 4, 2022 WHICH READS AS FOLLOWS:**

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

BEEN MADE IN THE OFFER DOCUMENT 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 THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE WILL BE GIVEN.

3. WE CONFIRM THAT THE OFFER DOCUMENT CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021.
4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.

WE CONFIRM THAT NO COMMENTS/ COMPLAINTS WERE RECEIVED ON THE DRAFT SHELF PROSPECTUS DATED OCTOBER 3, 2022 FILED WITH THE STOCK EXCHANGES. NSE LIMITED IS THE DESIGNATED STOCK EXCHANGE FOR THE ISSUE.

#### DISCLAIMER CLAUSE OF BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN, VIDE ITS LETTER NO DCS/BM/PI-BOND/013/22-23 DATED OCTOBER 3, 2022 PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:

- A. WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR
- B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR
- C. TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;

AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR, OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY ANY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER.

#### DISCLAIMER CLAUSE OF NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN VIDE ITS LETTER REF.: NSE/LIST/D/2022/0142 DATED OCTOBER 3, 2022 PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THE ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THE ISSUER.

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER

**DOCUMENT; NOR DOES IT WARRANT THAT THE ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THE ISSUER, ITS PROMOTER, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THE ISSUER.**

**EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THE ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION /ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.**

#### **DISCLAIMER CLAUSE OF RBI**

**A COPY OF THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS HAS NOT BEEN FILED WITH OR SUBMITTED TO THE RESERVE BANK OF INDIA ("RBI"). IT IS DISTINCTLY UNDERSTOOD THAT THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO BE APPROVED OR VETTED BY RBI. RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE ISSUER OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE ISSUER AND FOR DISCHARGE OF LIABILITY BY THE ISSUER. RBI NEITHER ACCEPTS ANY RESPONSIBILITY NOR GUARANTEE FOR THE PAYMENT OF ANY AMOUNT DUE TO ANY INVESTOR IN RESPECT OF THE PROPOSED NCDS.**

#### **DISCLAIMER STATEMENT OF INDIA RATINGS & RESEARCH PRIVATE LIMITED**

**IN ISSUING AND MAINTAINING ITS RATINGS, INDIA RATINGS RELIES ON FACTUAL INFORMATION IT RECEIVES FROM ISSUERS AN UNDERWRITERS AND FROM OTHER SOURCES INDIA RATINGS BELIEVES TO BE CREDIBLE. INDIA RATINGS CONDUCTS A REASONABLE INVESTIGATION OF THE FACTUAL INFORMATION RELIED UPON BY IT IN ACCORDANCE WITH ITS RATINGS METHODOLOGY AND OBTAINS REASONABLE VERIFICATION OF THAT INFORMATION FROM INDEPENDENT SOURCES TO THE EXTENT SUCH SOURCES ARE AVAILABLE FOR A GIVEN SECURITY.**

**THE MANNER OF INDIA RATINGS FACTUAL INVESTIGATION AND THE SCOPE OF THE THIRD-PARTY VERIFICATION IT OBTAINS WILL VARY DEPENDING ON THE NATURE OF THE RATED SECURITY AND ITS ISSUER, THE REQUIREMENTS AND PRACTICES IN INDIA WHERE THE RATED SECURITY IS OFFERED AND SOLD, THE AVAILABILITY AND NATURE OF RELEVANT PUBLIC INFORMATION, ACCESS TO THE MANAGEMENT OF THE ISSUER AND ITS ADVISERS, THE AVAILABILITY OF PRE-EXISTING THIRD-PARTY VERIFICATIONS SUCH AS AUDIT REPORTS, AGREED-UPON PROCEDURES LETTERS, APPRAISALS, ACTUARIAL REPORTS, ENGINEERING REPORTS, LEGAL OPINIONS AND OTHER REPORTS PROVIDED BY THIRD PARTIES, THE AVAILABILITY OF INDEPENDENT AND COMPETENT THIRD-PARTY VERIFICATION SOURCES WITH RESPECT TO THE PARTICULAR SECURITY OR IN THE PARTICULAR JURISDICTION OF THE ISSUER, AND A VARIETY OF OTHER FACTORS.**

**USERS OF INDIA RATINGS SHOULD UNDERSTAND THAT NEITHER AN ENHANCED FACTUAL INVESTIGATION NOR ANY THIRD-PARTY VERIFICATION CAN ENSURE THAT ALL OF THE INFORMATION INDIA RATINGS RELIES ON IN CONNECTION WITH A RATING WILL BE ACCURATE AND COMPLETE. ULTIMATELY, THE ISSUER AND ITS ADVISERS ARE RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION THEY PROVIDE TO INDIA RATINGS AND TO THE MARKET IN OFFERING DOCUMENTS AND OTHER REPORTS. IN ISSUING ITS RATINGS INDIA RATINGS MUST RELY ON THE WORK OF EXPERTS, INCLUDING INDEPENDENT AUDITORS WITH RESPECT TO FINANCIAL STATEMENTS AND ATTORNEYS WITH RESPECT TO LEGAL AND TAX MATTERS. FURTHER, RATINGS ARE INHERENTLY FORWARD-LOOKING AND EMBODY ASSUMPTIONS AND PREDICTIONS ABOUT FUTURE EVENTS THAT BY THEIR NATURE CANNOT BE VERIFIED AS FACTS. AS A RESULT, DESPITE ANY VERIFICATION OF CURRENT FACTS, RATINGS CAN BE AFFECTED BY FUTURE EVENTS OR CONDITIONS THAT WERE NOT ANTICIPATED AT THE TIME A RATING WAS ISSUED OR AFFIRMED.**

INDIA RATINGS SEEKS TO CONTINUOUSLY IMPROVE ITS RATINGS CRITERIA AND METHODOLOGIES, AND PERIODICALLY UPDATES THE DESCRIPTIONS ON ITS WEBSITE OF ITS CRITERIA AND METHODOLOGIES FOR SECURITIES OF A GIVEN TYPE. THE CRITERIA AND METHODOLOGY USED TO DETERMINE A RATING ACTION ARE THOSE IN EFFECT AT THE TIME THE RATING ACTION IS TAKEN, WHICH FOR PUBLIC RATINGS IS THE DATE OF THE RELATED RATING ACTION COMMENTARY. EACH RATING ACTION COMMENTARY PROVIDES INFORMATION ABOUT THE CRITERIA AND METHODOLOGY USED TO ARRIVE AT THE STATED RATING, WHICH MAY DIFFER FROM THE GENERAL CRITERIA AND METHODOLOGY FOR THE APPLICABLE SECURITY TYPE POSTED ON THE WEBSITE AT A GIVEN TIME. FOR THIS REASON, YOU SHOULD ALWAYS CONSULT THE APPLICABLE RATING ACTION COMMENTARY FOR THE MOST ACCURATE INFORMATION ON THE BASIS OF ANY GIVEN PUBLIC RATING.

RATINGS ARE BASED ON ESTABLISHED CRITERIA AND METHODOLOGIES THAT INDIA RATINGS IS CONTINUOUSLY EVALUATING AND UPDATING. THEREFORE, RATINGS ARE THE COLLECTIVE WORK PRODUCT OF INDIA RATINGS AND NO INDIVIDUAL, OR GROUP OF INDIVIDUALS, IS SOLELY RESPONSIBLE FOR A RATING. ALL INDIA RATINGS REPORTS HAVE SHARED AUTHORSHIP. INDIVIDUALS IDENTIFIED IN AN INDIA RATINGS REPORT WERE INVOLVED IN, BUT ARE NOT SOLELY RESPONSIBLE FOR, THE OPINIONS STATED THEREIN. THE INDIVIDUALS ARE NAMED FOR CONTACT PURPOSES ONLY.

RATINGS ARE NOT A RECOMMENDATION OR SUGGESTION, DIRECTLY OR INDIRECTLY, TO YOU OR ANY OTHER PERSON, TO BUY, SELL, MAKE OR HOLD ANY INVESTMENT, LOAN OR SECURITY OR TO UNDERTAKE ANY INVESTMENT STRATEGY WITH RESPECT TO ANY INVESTMENT, LOAN OR SECURITY OR ANY ISSUER. RATINGS DO NOT COMMENT ON THE ADEQUACY OF MARKET PRICE, THE SUITABILITY OF ANY INVESTMENT, LOAN OR SECURITY FOR A PARTICULAR INVESTOR (INCLUDING WITHOUT LIMITATION, ANY ACCOUNTING AND/OR REGULATORY TREATMENT), OR THE TAX-EXEMPT NATURE OR TAXABILITY OF PAYMENTS MADE IN RESPECT OF ANY INVESTMENT, LOAN OR SECURITY. INDIA RATINGS IS NOT YOUR ADVISOR, NOR IS INDIA RATINGS PROVIDING TO YOU OR ANY OTHER PARTY ANY FINANCIAL ADVICE, OR ANY LEGAL, AUDITING, ACCOUNTING, APPRAISAL, VALUATION OR ACTUARIAL SERVICES. A RATING SHOULD NOT BE VIEWED AS A REPLACEMENT FOR SUCH ADVICE OR SERVICES. INVESTORS MAY FIND INDIA RATINGS' RATINGS TO BE IMPORTANT INFORMATION, AND INDIA RATINGS NOTES THAT YOU ARE RESPONSIBLE FOR COMMUNICATING THE CONTENTS OF THIS LETTER, AND ANY CHANGES WITH RESPECT TO THE RATING, TO INVESTORS.

IT WILL BE IMPORTANT THAT YOU PROMPTLY PROVIDE US WITH ALL INFORMATION THAT MAY BE MATERIAL TO THE RATINGS SO THAT OUR RATINGS CONTINUE TO BE APPROPRIATE. RATINGS MAY BE RAISED, LOWERED, WITHDRAWN, OR PLACED ON RATING WATCH DUE TO CHANGES IN, ADDITIONS TO, ACCURACY OF OR THE INADEQUACY OF INFORMATION OR FOR ANY OTHER REASON INDIA RATINGS DEEMS SUFFICIENT.

NOTHING IN THIS LETTER IS INTENDED TO OR SHOULD BE CONSTRUED AS CREATING A FIDUCIARY RELATIONSHIP BETWEEN INDIA RATINGS AND YOU OR BETWEEN INDIA RATINGS AND ANY USER OF THE RATINGS.

#### **DISCLAIMER STATEMENT OF ICRA**

WE REPRESENT THAT OUR EXECUTION, DELIVERY AND PERFORMANCE OF THIS CONSENT HAVE BEEN DULY AUTHORIZED BY ALL NECESSARY ACTIONS (CORPORATE OR OTHERWISE). ALL INFORMATION CONTAINED IN THE REPORT HAS BEEN OBTAINED BY ICRA FROM SOURCES BELIEVED BY ICRA TO BE ACCURATE AND RELIABLE. ALTHOUGH REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE INFORMATION THEREIN IS TRUE, SUCH INFORMATION IS PROVIDED 'AS IS' WITHOUT ANY WARRANTY OF ANY KIND, AND IN PARTICULAR, MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS OF ANY SUCH INFORMATION NOR DOES GIVE ANY GUARANTEE AND/ OR ASSURANCE OF ITS CREDIBILITY OF BEING FIT FOR A PARTICULAR PURPOSE AND OBJECT. ALL INFORMATION CONTAINED THEREIN MUST BE CONSTRUED SOLELY AS STATEMENTS OF OPINION AND NOT ANY RECOMMENDATION FOR INVESTMENT. ICRA SHALL NOT BE LIABLE FOR ANY LOSSES INCURRED BY USERS FROM ANY USE OF THE PRESS RELEASE OR ITS CONTENTS. ALSO, ICRA MAY PROVIDE OTHER PERMISSIBLE SERVICES TO THE COMPANY AT ARMS-LENGTH

**BASIS.**

**WE REPRESENT THAT OUR EXECUTION, DELIVERY AND PERFORMANCE OF THIS CONSENT HAVE BEEN DULY AUTHORIZED BY ALL NECESSARY ACTIONS (CORPORATE OR OTHERWISE).**

**WE WILL IMMEDIATELY INTIMATE YOU OF ANY CHANGES, ADDITIONS OR DELETIONS IN RESPECT OF THE ABOVE DETAILS TILL THE DATE WHEN THE NCDS COMMENCE TRADING ON THE STOCK EXCHANGES. IN ABSENCE OF ANY SUCH COMMUNICATION FROM US, THE ABOVE INFORMATION SHOULD BE TAKEN AS UPDATED INFORMATION UNTIL THE LISTING AND COMMENCEMENT OF TRADING OF THE NCDS ON THE STOCK EXCHANGES.**

**ALL INFORMATION CONTAINED IN THE REPORT HAS BEEN OBTAINED BY ICRA FROM SOURCES BELIEVED BY ICRA TO BE ACCURATE AND RELIABLE. ALTHOUGH REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE INFORMATION THEREIN IS TRUE, SUCH INFORMATION IS PROVIDED 'AS IS' WITHOUT ANY WARRANTY OF ANY KIND, AND IN PARTICULAR, MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS OR COMPLETENESS OF ANY SUCH INFORMATION. ALL INFORMATION CONTAINED THEREIN MUST BE CONSTRUED SOLELY AS STATEMENTS OF OPINION AND NOT ANY RECOMMENDATION FOR INVESTMENT. ICRA SHALL NOT BE LIABLE FOR ANY LOSSES INCURRED BY USERS FROM ANY USE OF THE REPORT OR ITS CONTENTS. ALSO, ICRA MAY PROVIDE CREDIT RATING AND OTHER PERMISSIBLE SERVICES TO THE COMPANY AT ARMS-LENGTH BASIS. WE REPRESENT THAT OUR EXECUTION, DELIVERY AND PERFORMANCE OF THIS CONSENT HAVE BEEN DULY AUTHORIZED BY ALL NECESSARY ACTIONS (CORPORATE OR OTHERWISE).**

**WE WILL IMMEDIATELY INTIMATE YOU OF ANY CHANGES, ADDITIONS OR DELETIONS IN RESPECT OF THE ABOVE DETAILS TILL THE DATE WHEN THE NCDS COMMENCE TRADING ON THE STOCK EXCHANGES. IN ABSENCE OF ANY SUCH COMMUNICATION FROM US, THE ABOVE INFORMATION SHOULD BE TAKEN AS UPDATED INFORMATION UNTIL THE LISTING AND COMMENCEMENT OF TRADING OF THE NCDS ON THE STOCK EXCHANGES.**

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**THIS LETTER DOES NOT IMPOSE ANY OBLIGATION ON THE COMPANY TO INCLUDE IN ANY OFFER DOCUMENT ALL OR ANY PART OF THE INFORMATION WITH RESPECT TO WHICH CONSENT FOR DISCLOSURE IS BEING GRANTED PURSUANT TO THIS LETTER.**

**WE ALSO AGREE TO KEEP STRICTLY CONFIDENTIAL, UNTIL SUCH TIME AS THE PROPOSED TRANSACTION IS PUBLICLY ANNOUNCED BY YOU IN THE FORM OF A PRESS RELEASE (I) THE NATURE AND SCOPE OF THE ISSUE AND (II) OUR KNOWLEDGE OF THE PROPOSED ISSUE.**

**THIS CERTIFICATE MAY BE RELIED UPON BY THE LEAD MANAGER AND THE LEGAL ADVISORS IN RELATION TO THE ISSUE.**

#### **DISCLAIMER STATEMENT OF MFIN**

**WE REPRESENT THAT OUR EXECUTION, DELIVERY AND PERFORMANCE OF THIS CONSENT HAVE BEEN DULY AUTHORIZED BY ALL NECESSARY ACTIONS (CORPORATE OR OTHERWISE). ALL INFORMATION CONTAINED IN THE REPORT HAS BEEN OBTAINED BY MICROFINANCE INSTITUTIONS NETWORK FROM SOURCES BELIEVED BY MICROFINANCE INSTITUTIONS NETWORK TO BE ACCURATE AND RELIABLE. ALTHOUGH REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE INFORMATION THEREIN IS TRUE, SUCH INFORMATION IS PROVIDED 'AS**

**IS' WITHOUT ANY WARRANTY OF ANY KIND, AND IN PARTICULAR, MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS OF ANY SUCH INFORMATION NOR DOES GIVE ANY GUARANTEE AND/OR ASSURANCE OF ITS CREDIBILITY OF BEING FIT FOR A PARTICULAR PURPOSE AND OBJECT. ALL INFORMATION CONTAINED THEREIN MUST BE CONSTRUED SOLELY AS STATEMENTS OF OPINION AND NOT ANY RECOMMENDATION FOR INVESTMENT. MICROFINANCE INSTITUTIONS NETWORK SHALL NOT BE LIABLE FOR ANY LOSSES INCURRED BY USERS FROM ANY USE OF THE PRESS RELEASE OR ITS CONTENTS. ALSO, MICROFINANCE INSTITUTIONS NETWORK MAY PROVIDE OTHER PERMISSIBLE SERVICES TO THE COMPANY AT ARMS-LENGTH BASIS.**

**WE REPRESENT THAT OUR EXECUTION, DELIVERY AND PERFORMANCE OF THIS CONSENT HAVE BEEN DULY AUTHORIZED BY ALL NECESSARY ACTIONS (CORPORATE OR OTHERWISE).**

**WE WILL IMMEDIATELY INTIMATE YOU OF ANY CHANGES, ADDITIONS OR DELETIONS IN RESPECT OF THE ABOVE DETAILS TILL THE DATE WHEN THE NCDS COMMENCE TRADING ON THE STOCK EXCHANGES. IN ABSENCE OF ANY SUCH COMMUNICATION FROM US, THE ABOVE INFORMATION SHOULD BE TAKEN AS UPDATED INFORMATION UNTIL THE LISTING AND COMMENCEMENT OF TRADING OF THE NCDS ON THE STOCK EXCHANGES.**

**THIS LETTER DOES NOT IMPOSE ANY OBLIGATION ON THE COMPANY TO INCLUDE IN THE PROSPECTUS OR ANY OFFER DOCUMENT ALL OR ANY PART OF THE INFORMATION WITH RESPECT TO WHICH CONSENT FOR DISCLOSURE IS BEING GRANTED PURSUANT TO THIS LETTER.**

**WE ALSO AGREE TO KEEP STRICTLY CONFIDENTIAL, UNTIL SUCH TIME AS THE PROPOSED TRANSACTION IS PUBLICLY ANNOUNCED BY YOU IN THE FORM OF A PRESS RELEASE (I) THE NATURE AND SCOPE OF THE ISSUE AND (II) OUR KNOWLEDGE OF THE PROPOSED ISSUE.**

**THIS CERTIFICATE MAY BE RELIED UPON BY THE LEAD MANAGER AND THE LEGAL ADVISORS IN RELATION TO THE ISSUE.**

#### **DISCLAIMER STATEMENT OF CRIF**

**ALL INFORMATION CONTAINED IN THE REPORT HAS BEEN OBTAINED BY CRIF HIGH MARK CREDIT INFORMATION SERVICES PRIVATE LIMITED FROM SOURCES BELIEVED BY CRIF HIGH MARK CREDIT INFORMATION SERVICES PRIVATE LIMITED TO BE ACCURATE AND RELIABLE. ALTHOUGH REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE INFORMATION THEREIN IS TRUE, SUCH INFORMATION IS PROVIDED 'AS IS' WITHOUT ANY WARRANTY OF ANY KIND, AND IN PARTICULAR, MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS OF ANY SUCH INFORMATION NOR DOES GIVE ANY GUARANTEE AND/OR ASSURANCE OF ITS CREDIBILITY OF BEING FIT FOR A PARTICULAR PURPOSE AND OBJECT. ALL INFORMATION CONTAINED THEREIN MUST BE CONSTRUED SOLELY AS STATEMENTS OF OPINION AND NOT ANY RECOMMENDATION FOR INVESTMENT. CRIF HIGH MARK CREDIT INFORMATION SERVICES PRIVATE LIMITED SHALL NOT BE LIABLE FOR ANY LOSSES INCURRED BY USERS FROM ANY USE OF THE PRESS RELEASE OR ITS CONTENTS.**

**THIS LETTER DOES NOT IMPOSE ANY OBLIGATION ON THE COMPANY TO INCLUDE IN THE DRAFT SHELF PROSPECTUS/ SHELF PROSPECTUS AND RELEVANT TRANCHE PROSPECTUS OR ANY OFFER DOCUMENT ALL OR ANY PART OF THE INFORMATION WITH RESPECT TO WHICH CONSENT FOR DISCLOSURE IS BEING GRANTED PURSUANT TO THIS LETTER.**

**WE ALSO AGREE TO KEEP STRICTLY CONFIDENTIAL, UNTIL SUCH TIME AS THE PROPOSED TRANSACTION IS PUBLICLY ANNOUNCED BY YOU IN THE FORM OF A PRESS RELEASE (I) THE NATURE AND SCOPE OF THE ISSUE AND (II) OUR KNOWLEDGE OF THE PROPOSED ISSUE.**

**THIS CERTIFICATE MAY BE RELIED UPON BY THE LEAD MANAGER AND THE LEGAL ADVISORS IN RELATION TO THE ISSUE.**

#### **DISCLAIMER STATEMENT FROM THE LEAD MANAGER**

**THE LEAD MANAGER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THE SHELF PROSPECTUS OR THIS TRANCHE I PROSPECTUS OR IN THE ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE COMPANY 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 DRAFT SHELF PROSPECTUS, 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 DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.**

#### **DISCLAIMER STATEMENT FROM THE ISSUER**

**THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHER THAN IN THIS TRANCHE I PROSPECTUS ISSUED BY OUR COMPANY IN CONNECTION WITH THE ISSUE OF THE NCDS AND ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT HIS / HER / THEIR OWN RISK.**

#### **UNDERTAKING BY THE ISSUER**

**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 NCDS HAVE NOT BEEN RECOMMENDED OR APPROVED BY 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 THE "RISK FACTORS" CHAPTER ON PAGE 17 OF THE SHELF PROSPECTUS.**

**OUR COMPANY, 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 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 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 THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS AS A WHOLE OR ANY OF SUCH INFORMATION OR THE EXPRESSION OF ANY SUCH OPINIONS OR INTENTIONS MISLEADING IN ANY MATERIAL RESPECT.**

**THE COMPANY HAS NO SIDE LETTER WITH ANY DEBT SECURITIES HOLDER EXCEPT THE ONE(S) DISCLOSED IN THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS. ANY COVENANTS LATER ADDED SHALL BE DISCLOSED ON THE STOCK EXCHANGE'S WEBSITES.**

**THE COMPANY UNDERTAKES THAT CHARGE SHALL BE CREATED IN FAVOUR OF DEBENTURE TRUSTEE AS PER TERMS OF ISSUE BEFORE FILING OF LISTING APPLICATION.**

**OUR COMPANY DECLARES THAT NOTHING IN THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS IS CONTRARY TO THE PROVISIONS OF COMPANIES ACT, 2013 (18 OF 2013), THE SECURITIES CONTRACTS (REGULATION) ACT, 1956 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES AND REGULATIONS MADE THEREUNDER.**

## Track record of past public issues handled by the Lead Manager

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

Name of Lead Manager	Website
A.K. Capital Services Limited	www.akgroup.co.in

## Listing

The NCDs proposed to be offered through this Tranche I Issue are proposed to be listed on BSE and NSE. An application will be made to the Stock Exchanges for permission to deal in and for an official quotation of our NCDs. NSE has been appointed as the Designated Stock Exchanges.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this 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 this Issue.

For the avoidance of doubt, it is hereby clarified that in the event of under subscription, NCDs shall not be listed and in the event of zero 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 five Working Days of the Tranche I 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) Company Secretary and Chief Compliance Officer, (c) Chief Financial Officer, (d) Lead Manager, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue; (g) Bankers to Company; (h) India Ratings & Research Private Limited; (i) the Debenture Trustee for the Issue; (j) Consortium Member; (k) Public Issue Account Bank, Refund Bank and Sponsor Bank; (l) ICRA Limited in relation to the Research Report on Indian Microfinance Sector, (m) Lenders, to act in their respective capacities, have been obtained from them and the same will be filed along with a copy of this Tranche I Prospectus with the ROC as required under Section 26 and Section 31 of the Companies Act, 2013. Further, such consents have not been withdrawn up to the time of delivery of this Tranche I Prospectus with the Stock Exchanges.

## Expert Opinion

Except for the following, our Company has not obtained any expert opinions in connection with this Tranche I Prospectus:

Our Company has received the written consent dated November 4, 2022 from Deloitte Haskins & Sells and PKF Sridhar & Santhanam LLP (collectively to be referred as Joint Statutory Auditors / Statutory Auditors), to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche I 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 examination reports dated September 23, 2022, on the reformatted financial information of the Company as at and for each of the years ended March 31, 2022, 2021 and 2020 and Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results for the quarter and half year ended September 30, 2022 included in the Shelf Prospectus. However, the term “expert” and “consent” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1993.

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 Stock Exchanges and SEBI.

## **Common form of Transfer**

Our Company undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 applicable as on the date of this Tranche I Prospectus 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 (i.e., ₹ 187.50 crores). If our Company does not receive the minimum subscription of 75% of Base Issue Size, prior to the Tranche I Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 Working Days from the Tranche I Issue Closing Date or such time as may be specified by SEBI provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 Working Days from the Tranche I Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate of 15 (fifteen) percent per annum for the delayed period.

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

## **Filing of the Draft Shelf Prospectus**

The Draft Shelf Prospectus was filed with the Stock Exchanges in terms of Regulation 27 of the SEBI NCS Regulations for dissemination on its website(s) prior to the opening of this Tranche I Issue. The Draft Shelf Prospectus has been displayed on the websites of the Company and the Lead Manager.

## **Filing of the Shelf Prospectus and Tranche I Prospectus with the RoC**

The Shelf Prospectus and this Tranche I Prospectus shall be filed with the RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013.

## **Debenture Redemption Reserve (“DRR”)**

In accordance with amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with the SEBI NCS Regulations, a NBFC that intends to issue debentures to the public is not required to create a DRR for the purpose of redemption of debentures. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Tranche I Prospectus, our 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.

Our Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31<sup>st</sup> 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.

### **Recovery Expense Fund**

Our Company will create 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 has 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 Option(s) of NCDs issued.

### **Reservation**

No portion of the Tranche I Issue has been reserved.

### **Underwriting**

This Tranche I Issue will not be underwritten.

### **Disclosures in accordance with the DT Circular**

### **Appointment of Debenture Trustee**

The Company has appointed Catalyst Trusteeship Limited, as the Debenture Trustee in accordance with the terms of the Debenture Trustee Agreement.

### **Terms and Conditions of Debenture Trustee Agreement**

#### ***Fees charged by Debenture Trustee***

Separately, the Company and the Debenture Trustee have agreed the payment of an acceptance fee of ₹ 15,00,000 plus applicable taxes and a service charge of ₹ 22,50,000 on an annual basis, plus applicable taxes in terms of the letter dated May 30, 2022.

Debenture Trustee Agreement provides for, inter alia, the following terms and conditions:

1. 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.
2. 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.
3. 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, if Company is required to do so under the respective financing documents executed with the said existing charge holders.

4. 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.

#### ***Terms of carrying out due diligence***

As per the SEBI Circular “SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 3, 2020 titled “*Creation of Security in issuance of listed debt securities and due diligence by debenture trustee(s)*”, as amended and/ or supplemented from time to time, the Debenture Trustee is required to exercise independent due diligence to ensure that the assets of the Issuer company 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.

1. 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 and other applicable laws has 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.
2. 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.
3. 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, if Company is required to do so under the respective financing documents executed with the said existing charge holders.
4. 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.
5. 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.

In addition to the above terms of carrying out the due diligence, the Debenture Trustee Agreement provides for, inter alia, the following terms and conditions:

1. The Company undertakes to promptly furnish all and any information as may be required by the Debenture Trustee in terms of the Companies Act and the Debenture Trust Deed on a regular basis, including without limitation the following documents, as may be applicable

2. The Debenture Trustee 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.

### **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, SEBI NCS Regulations and circulars issued by SEBI from time to time. This would broadly include the following:

- A Chartered Accountant (“CA”) appointed by Debenture Trustee will conduct independent due diligence as per scope provided, regarding security offered by the Issuer.
- CA will ascertain, verify, and ensure that the assets offered as security by the Issuer is free from any encumbrances or necessary permission / consent / NOC has been obtained from all existing charge holders.
- CA will conduct independent due diligence on the basis of data / information provided by the Issuer.
- CA will, periodically undertake due diligence as envisaged in SEBI circulars depending on the nature of security.
- On basis of the CA’s report / finding Due Diligence certificate will be issued by Debenture Trustee and will be filed with relevant Stock Exchange.
- Due Diligence conducted is premised on data / information made available to the Debenture Trustee appointed agency and there is no onus of responsibility on Debenture Trustee or its appointed agency for any acts of omission/ commission on the part of the Issuer.

While the Debt Security is secured as per terms of the Offer Document and charge is held in favour of the Debenture Trustee, the extent of recovery would depend upon realization of asset value and the Debenture Trustee in no way guarantees / assures full recovery / partial of either principal or interest.

### **Other Confirmations**

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 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.

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.

**CATALYST TRUSTEESHIP LIMITED HAVE FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 23, 2022, AS PER THE FORMAT SPECIFIED IN ANNEXURE A TO THE DT CIRCULAR AND SCHEDULE IV OF THE SEBI NCS REGULATIONS WHICH READS 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. - NOT APPLICABLE AT THIS STAGE SINCE SECURITY IS TO BE CREATED IN TRANCHEs. (AS PER SEBI CIRCULAR DATED AUGUST 4, 2022).**
- b) THE ISSUER HAS OBTAINED THE PERMISSIONS / CONSENTS NECESSARY FOR CREATING SECURITY ON THE SAID PROPERTY(IES). - NOT APPLICABLE AT THIS STAGE SINCE SECURITY IS TO BE CREATED IN TRANCHEs. (AS PER SEBI CIRCULAR DATED AUGUST 4, 2022).**

- 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 OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM AND ALL DISCLOSURES MADE IN THE OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM WITH RESPECT TO CREATION OF SECURITY ARE IN CONFIRMATION WITH THE CLAUSES OF DEBENTURE TRUSTEE AGREEMENT.**
  
- e) **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.**
  
- f) **ISSUER HAS DISCLOSED ALL COVENANTS PROPOSED TO BE INCLUDED IN DEBENTURE TRUST DEED (INCLUDING ANY SIDE LETTER, ACCELERATED PAYMENT CLAUSE ETC.), OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM AND GIVEN AN UNDERTAKING THAT DEBENTURE TRUST DEED WOULD BE EXECUTED BEFORE FILING OF LISTING APPLICATION.**
  
- g) **ALL DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM WITH RESPECT TO THE DEBT SECURITIES ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE.**

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

Our Company undertakes that it shall submit the due diligence certificate from Debenture Trustee to the Stock Exchanges as per format specified in Annexure A of the DT Circular.

#### **Debenture Trust Deed**

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

#### **Issue Related Expenses**

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

The estimated breakdown of the total expenses for the Tranche I Issue shall be as specified in the Shelf Prospectus and this Tranche I Prospectus.

#### **Utilisation of Issue Proceeds**

Our Board of Directors certifies that:

- (i) all monies received out of the Tranche I Issue of the NCDs to the public shall be transferred to a separate bank account maintained with a scheduled bank, other than the bank account referred to in section 40(3) of the Companies Act;
  
- (ii) details of all monies utilised out of the Tranche I Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies were utilised;
  
- (iii) details of all unutilised monies out of the Tranche I Issue referred to in sub-item (i), if any, shall be disclosed under

an appropriate separate head in our balance sheet indicating the form of financial assets in which such unutilised monies have been invested;

- (iv) we shall utilize the Tranche I Issue proceeds only upon creation of security as stated in this Tranche I Prospectus in the section titled “*Terms of the Issue*” on page 76 and after (a) permissions or consents for creation of charge over the assets of the Company and for further raising of funds have been obtained from the creditors; (b) receipt of the minimum subscription of 75% of the Base Tranche I Issue Size pertaining to the Issue; (c) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (d) creation of security and confirmation of the same in terms of NCDs and (e) receipt of listing and trading approval from Stock Exchanges;
- (v) the Tranche I Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any property;
- (vi) the Tranche I Issue proceeds shall be utilized 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
- (vii) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 8 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 Issues

#### Public / Rights Issues of Equity Shares in the last three years from this Tranche I Prospectus

#### Public Issue of non-convertible debentures by our Company:

Our Company has not undertaken any public issue of debentures prior to the date of the Shelf Prospectus and this Tranche I Prospectus.

#### Public issue of equity shares

Our Company has not undertaken any public issue of equity shares in last three years.

#### Rights Issue by our Company

Our Company has not undertaken any rights issue of equity shares in the last three years.

#### Private Placements by our Company:

Other than as disclosed below and in the section “*Financial Indebtedness*” on page 391 of the Shelf Prospectus, our Company has not undertaken any private placements in the last three years prior to the date of the Shelf Prospectus and this Tranche I Prospectus:

#### For Fiscal 2020:

Particulars	ISIN – INE741K07256
Date of opening	November 8, 2019
Date of closing	November 8, 2019
Total issue size	₹ 214 crore
Date of allotment	November 8, 2019
Date of refunds/ unblocking of funds	N.A.
Date of listing	N.A.
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07264
Date of opening	February 27, 2020
Date of closing	February 27, 2020
Total issue size	₹ 80 crore
Date of allotment	February 27, 2020

Particulars	ISIN – INE741K07264
Date of refunds/ unblocking of funds	N.A.
Date of listing	N.A.
Utilisation of proceeds	Yes

For Fiscal 2021:

Particulars	ISIN – INE741K07280
Date of opening	June 26, 2020
Date of closing	June 26, 2020
Total issue size	₹ 50 crore
Date of allotment	June 26, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	July 9, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07298
Date of opening	June 29, 2020
Date of closing	June 29, 2020
Total issue size	₹ 145 crore
Date of allotment	June 29, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	July 11, 2020
Utilisation of proceeds	Nil

Particulars	ISIN – INE741K07306
Date of opening	July 3, 2020
Date of closing	July 3, 2020
Total issue size	₹ 30 crore
Date of allotment	July 3, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	July 12, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07314
Date of opening	July 27, 2020
Date of closing	July 27, 2020
Total issue size	₹ 100 crore
Date of allotment	July 28, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	August 5, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07322
Date of opening	July 31, 2020
Date of closing	July 31, 2020
Total issue size	₹ 25 crore
Date of allotment	August 1, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	August 16, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07330
Date of opening	August 6, 2020
Date of closing	August 6, 2020
Total issue size	₹ 100 crore
Date of allotment	August 6, 2020
Date of refunds/ unblocking of funds	N.A.

Particulars	ISIN – INE741K07330
Date of listing	September 3, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07348
Date of opening	August 14, 2020
Date of closing	August 14, 2020
Total issue size	₹ 86 crore
Date of allotment	August 15, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	August 25, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07355
Date of opening	September 23, 2020
Date of closing	September 23, 2020
Total issue size	₹ 100 crore
Date of allotment	September 23, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	October 5, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07363
Date of opening	October 20, 2020
Date of closing	October 20, 2020
Total issue size	₹ 100 crore
Date of allotment	October 21, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	October 29, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07371
Date of opening	November 11, 2020
Date of closing	November 11, 2020
Total issue size	₹ 25 crore
Date of allotment	November 12, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	November 19, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07389
Date of opening	December 10, 2020
Date of closing	December 10, 2020
Total issue size	₹ 100 crore
Date of allotment	December 11, 2020
Date of refunds/ unblocking of funds	N.A.
Date of listing	December 11, 2020
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07397
Date of opening	March 25, 2021
Date of closing	March 25, 2021
Total issue size	₹ 50 crore
Date of allotment	March 25, 2021
Date of refunds/ unblocking of funds	N.A.
Date of listing	March 29, 2021
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07405
Date of opening	March 31, 2021
Date of closing	March 31, 2021
Total issue size	₹ 145 crore
Date of allotment	March 31, 2021
Date of refunds/ unblocking of funds	N.A.
Date of listing	April 1, 2021
Utilisation of proceeds	Yes

**For Fiscal 2022:**

Particulars	ISIN – INE741K07413
Date of opening	April 30, 2021
Date of closing	April 30, 2021
Total issue size	₹ 71 crore
Date of allotment	April 30, 2021
Date of refunds/ unblocking of funds	N.A.
Date of listing	N.A.
Utilisation of proceeds	Yes

Particulars	ISIN – INE741K07421
Date of opening	April 31, 2021
Date of closing	April 31, 2021
Total issue size	₹ 100 crore
Date of allotment	April 31, 2021
Date of refunds/ unblocking of funds	N.A.
Date of listing	September 2, 2022
Utilisation of proceeds	Yes

**For H1 Fiscal 2023**

Particulars	ISIN – INE741K07447
Date of opening	September 28, 2022
Date of closing	September 28, 2022
Total issue size	₹ 60 crore
Date of allotment	September 28, 2022
Date of refunds/ unblocking of funds	N.A.
Date of listing	September 30, 2022
Utilisation of proceeds	Yes

**Utilisation of issue proceeds of previous issues**

The proceeds from the previous issuance of non-convertible debentures by the Company have been and/or are being utilized 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.

**Public Issue (to the public) by our Subsidiaries in the last three years from this Tranche I Prospectus**

Our Subsidiaries have not undertaken any equity public issues in the last three years from the date of this Tranche I Prospectus.

Our Subsidiaries have not undertaken any public issues of non-convertible debentures in the last three years from the date of this Tranche I Prospectus.

**Private Placements by our Subsidiaries:**

Other than as disclosed below, our Subsidiaries have not undertaken any private placement prior to the date of this

Tranche I Prospectus.

a. **Madura Micro Finance Limited:**

Particulars	ISIN - INE500S07127
Date of opening	December 31, 2020
Date of closing	December 31, 2020
Total issue size	₹ 25 crores
Date of allotment	December 31, 2020
Date of refunds/ unblocking of funds	-
Date of listing	January 7, 2021
Utilisation of proceeds	<ol style="list-style-type: none"> <li>1. For liquidity mismatch arising due to moratorium extended by the company</li> <li>2. General Corporate Purposes</li> <li>3. For the ordinary course of business of the issuer</li> </ol>

Particulars	ISIN - INE500S07093
Date of opening	November 1, 2019
Date of closing	November 1, 2019
Total issue size	₹ 36 crores
Date of allotment	November 1, 2019
Date of refunds/ unblocking of funds	-
Date of listing	Unlisted
Utilisation of proceeds	General Corporate Purpose of the issuer

Particulars	ISIN - INE500S07101
Date of opening	August 17, 2020
Date of closing	August 17, 2020
Total issue size	₹ 50 crores
Date of allotment	August 17, 2020
Date of refunds/ unblocking of funds	-
Date of listing	August 28, 2020
Utilisation of proceeds	<ol style="list-style-type: none"> <li>4. For liquidity mismatch arising due to moratorium extended by the company</li> <li>5. General Corporate Purposes</li> <li>6. For the ordinary course of business of the issuer</li> </ol>

Particulars	ISIN - INE500S08034
Date of opening	August 13, 2020
Date of closing	August 13, 2020
Total issue size	₹ 15 crores
Date of allotment	August 13, 2020
Date of refunds/ unblocking of funds	-
Date of listing	August 27, 2020
Utilisation of proceeds	<p>Shall be used to augment the long-term resources of the company &amp; meet working capital requirements and shall not be utilised for the deployment of funds on its own balance sheet and not to facilitate resource requests of its group entities/parent company/associates.</p> <p>The issue shall not be utilised towards acquisition financing, buyback of shares/securities, purchase of shares of other companies and/or promoter contribution towards the equity capital of the company or as bridge loan</p>

Particulars	ISIN – INE500S07119
Date of opening	December 21, 2020
Date of closing	December 23, 2020
Total issue size	₹ 37.50 crores
Date of allotment	December 23, 2020
Date of refunds/ unblocking of funds	-
Date of listing	Unlisted
Utilisation of proceeds	General Corporate Purpose of the issuer

**b. CreditAccess India Foundation**

CreditAccess India Foundation have not undertaken any private placement of non-convertible debentures in the last three years prior to September 20, 2022.

**Rights issue by the Subsidiaries**

Subsidiary companies of the Company have not undertaken any rights issue of equity shares in the last three years prior to September 20, 2022.

**Public / Rights Issues (to the public) by our Group Companies in the last three years from this Tranche I Prospectus:**

Our Group Companies have not undertaken any public issues/rights issues (to the public) in the last three years from the date of this Tranche I Prospectus.

Our Group Companies have not undertaken any rights issue of equity shares in the last three years.

Our Group Companies have not undertaken any private placements prior to the date of this Tranche I Prospectus.

**Benefit/ interest accruing to Promoter/ Directors out of the Object of the Issue**

Neither the Promoter nor the Directors of our Company are interested in the Objects of the Issue.

**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**

There are no public or rights or composite issue of capital by listed companies under the same management within the meaning of Section 370(1) (B) of the Companies Act, 1956 during the last three years.

**Utilisation of proceeds of the Issue by our Group Companies**

No proceeds of the Tranche I Issue will be paid to our Group Companies.

**Delay in listing**

There has been no delay in the listing of any non-convertible securities issued by our Company.

**Refusal of listing of any security of the issuer during last three years by any of the stock exchanges in India or abroad.**

There has been no refusal of listing of any security of our Company during the last three years prior to the date of this Tranche I Prospectus by any Stock Exchange.

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

As on September 30, 2022, our Company has outstanding non-convertible debentures. For further details see “*Financial Indebtedness*” on page 391 of the Shelf Prospectus.

Our Company does not have any outstanding preference shares as of September 30, 2022.

Further, save and except as mentioned in this Tranche I Prospectus, our Company has not issued any other outstanding debentures or bonds.

### **Dividend**

Our Company has not declared any dividend over the last three years.

### **Revaluation of assets**

Our Company has not revalued its assets in the last three years.

### **Mechanism for redressal of investor grievances**

KFIN Technologies Limited has been appointed as the Registrar to the Issue to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints.

The Registrar Agreement dated September 13, 2022 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 through unblocking 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 and the Company Secretary and Chief Compliance Officer, giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on application and the bank branch or details of Member of Syndicate or Trading Member of the Stock Exchanges 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 App 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.

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

#### **KFIN Technologies Limited**

Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad – 500 032

**Tel:** +91 40 6716 2222

**Fax:** +91 40 2343 1551

**Email:** cagl.ncdipo@kfintech.com

**Investor Grievance Email:** einward.ris@kfintech.com

**Website:** www.kfintech.com

**Contact Person:** M Murali Krishna

**Compliance Officer:** Anshul Jain

**SEBI Registration Number:** INR000000221

**CIN:** U72400TG2017PLC117649

The Registrar shall endeavour to redress complaints of the investors within seven (7) days of receipt of the complaint 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 seven (7) days from the date of receipt of

complaint. The Registrar shall provide a status report of investor complaints and grievances on a quarterly 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 Chief Compliance Officer for the purposes of the Issue are set out below:

**Mahadev Prakash Jayakumar Matada**

New No. 49 (Old No. 725),  
46th Cross, 8<sup>th</sup> Block, Jayanagar,  
Next to Rajalakshmi Kalyana Mantap,  
Bengaluru – 560 070,  
Karnataka, India  
**Tel:** +91 80 2263 7300  
**Fax:** +91 80 2664 3433  
**E-mail:** cs@cagrameen.in

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

**Details of Auditors to the Issuer:**

<b>Names of the Joint Statutory Auditors</b>	<b>Address</b>	<b>Auditor since</b>
Deloitte Haskins & Sells*	ASV N Ramana Tower, 52, Venkatnarayana Road, T. Nagar, Chennai – 600 017, India	August 11, 2020
PKF Sridhar & Santhanam LLP	T8 & T9, Third Floor, Gem Plaza, 66, Infantry Road Bangalore – 560 001, India	March 18, 2022

*\*For Fiscal 2021, Deloitte Haskins & Sells, were the statutory auditors, however from Fiscal 2022 Deloitte Haskins & Sells and PKF Sridhar & Santhanam LLP are the joint statutory auditors of our Company*

**Change in auditors of our Company during the last three years**

<b>Name of the Auditor</b>	<b>Address</b>	<b>Date of Appointment</b>	<b>Date of cessation, if applicable</b>	<b>Date of Resignation, if applicable</b>
S.R. Batliboi & Co. LLP	14 <sup>th</sup> Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (west), Mumbai – 400 028	June 29, 2016	August 11, 2020	NA
Deloitte Haskins & Sells	ASV N Ramana Tower, 52, Venkatnarayana Road, T. Nagar, Chennai – 600 017	August 11, 2020	-	-
PKF Sridhar & Santhanam LLP	T8 & T9, Third Floor Gem Plaza, 66, Infantry Road Bangalore – 560 001, India	March 18, 2022	-	-

**Details of overall lending by our Company**

**Lending Policy**

For lending policy in relation to each of the products of our Company, please see “Our Business” at page 131 of the Shelf Prospectus .

**A. Loans given by the Company**

The Company has not provided any loans/advances to associates, entities/persons relating to Board, senior management or Promoters out of the proceeds of private placements or public issues of debentures.

**B. Type of loans**

*Classification of loans/advances given*

The detailed breakup of the types of loans given by the Company as on March 31, 2022 is as follows:

(₹ in crore)

No.	Type of Loans \$ *	Amount @
1.	Secured	9.21
2.	Unsecured	
	(a) On-Balance sheet	12,560.26
	(b) Off-Balance sheet	1,162.25
<b>Total assets under management (Gross book)</b>		<b>13,731.72</b>

@ Principal Outstanding.

\$ excluding loan to subsidiary (unsecured) of ₹ 150 crores.

\* Above number are on standalone basis.

### C. Denomination of loans outstanding by LTV as on March 31, 2022\*

Loan amount size bucket*	Percentage of Gross book
<=1000	0.02%
1001 - 5000	0.17%
5001 - 10000	0.62%
10001 - 15000	4.00%
15001 - 20000	3.19%
20001 - 25000	1.68%
25001 - 30000	8.76%
30001 - 40000	10.15%
40001 - 50000	15.06%
50001 - 60000	11.04%
60001 - 70000	12.29%
70001 - 80000	13.28%
80001 - 90000	4.21%
90001 - 100000	14.80%
>100000	0.74%
<b>Total</b>	<b>100%</b>

\* The Company has a negligible portfolio size of the secured book (having LTV) i.e., 0.1%

### D. Sectoral Exposure as on March 31, 2022

Sr. No.	Segment wise break up of AUM@ (Gross book)	Percentage of AUM (Gross book)* \$
1.	<b>Retail</b>	
A	Mortgages (home loans and loans against property)	-
B	Gold loans	-
C	Vehicle Finance	4.08%
D	MFI	2.89%
E	MSME	-
F	Capital market funding (loans against shares, margin funding)	-
G	Others	20.10%
2.	<b>Wholesale</b>	-
A	Infrastructure	-
B	Real estate (including builder loans)	-
C	Promoter funding	-
D	Any other sector (as applicable)	-
E	Others	-
	<b>Total</b>	<b>3.16%</b>

@ Principal Outstanding.

\$ excluding loan to subsidiary (unsecured) of ₹ 150 crores.

\* Above number are on standalone basis.

### E. Denomination of the loans outstanding by ticket size as on March 31, 2022\*

Sr. No.	Ticket size**	Percentage of AUM (Gross book) @\$^
1.	upto 2 lakh	99.94%
2.	₹ 2-5 lakh	0.06%

Sr. No.	Ticket size**	Percentage of AUM (Gross book) @\$^
3.	₹ 5-10 lakh	0.00%
4.	₹ 10-25 lakh	0%
5.	₹ 25-50 lakh	0%
6.	₹ 50 lakh- 1 crore	0%
7.	₹ 1 crore - 5 crore	0%
8.	₹ 5 crore - 25 crore	0%
9.	₹ 25 crore - 100 crore	0%
<b>Total</b>		<b>100.00%</b>

\* Ticket size at the time of origination

\*\*The details provided are as per borrower and not as per loan account.

@ Principal Outstanding.

§ excluding loan to subsidiary (unsecured) of ₹ 150 crores.

^ Above number are on standalone basis.

#### F. Geographical classification of the borrowers as on March 31, 2022

Top 5 state wise borrowers

Sr. No.	Top 5 states	Percentage of AUM (Gross book) @\$^
1.	Karnataka	43.76%
2.	Maharashtra	21.51%
3.	Tamil Nadu	12.29%
4.	Madhya Pradesh	9.93%
5.	Chhattisgarh	2.49%
<b>Total</b>		<b>89.97%</b>

@ Principal Outstanding.

§ excluding loan to subsidiary (unsecured) of ₹ 150 crores.

^ Above number are on standalone basis.

#### G. Details of loans overdue and classified as non-performing in accordance with the RBI's guidelines as on March 31, 2022

(₹ in crore)	
Movement of gross NPA <sup>#</sup>	Amount
Opening gross NPA	449.56
- Additions during the year	1,062.95
- Reductions during the year	1,119.29
Closing balance of gross NPA	393.22
<b>Movement of net NPA</b>	
Opening net NPA	135.98
- Additions during the year	142.20
- Reductions during the year	163.32
Closing balance of net NPA	114.86
<b>Movement of provisions for NPA</b>	
Opening balance	313.59
- Provisions made during the year	920.74
- Write-off / write-back of excess provisions	955.98
Closing balance	278.36

<sup>#</sup>represent Stage III loans

^ Above number are on standalone basis.

#### H. Segment-wise gross NPA as on March 31, 2022

Sr. No.	Segment wise break up of gross NPA <sup>^</sup>	Gross NPA (%) <sup>§</sup>
1.	<b>Retail</b>	
a.	Mortgages (home loans and loans against property)	-
b.	Gold Loans	-
c.	Vehicle Finance	4.08%
d.	MFI	2.89%
e.	MSME	-

Sr. No.	Segment wise break up of gross NPA <sup>^</sup>	Gross NPA (%) <sup>*\$</sup>
f.	Capital market funding (loans against shares, margin funding)	-
g.	Others	20.10%
2.	<b>Wholesale</b>	-
a.	Infrastructure	-
b.	Real Estate (including builder loans)	-
c.	Promoter funding	-
d.	Any other sector (as applicable)	-
e.	Others	-
<b>Gross NPA</b>		<b>3.16%</b>

\* Gross NPA means percentage of NPAs to total advances in that sector and represent Stage III Loans

<sup>§</sup> This ratio is arrived at based on On-Balance sheet principal outstanding.

<sup>^</sup> Above number/ratio are on standalone basis.

#### I. Residual Maturity Profile of Assets and Liabilities as on March 31, 2022<sup>^</sup>

(₹ in crore)

	Up to 30/31 days	More than 1 month to 2 months	More than 2 months to 3 months	More than 3 months to 6 months	More than 6 months to 1 year	More than 1 year to 3 years	More than 3 years to 5 years	More than 5 years	Total
Deposit	-	-	-	-	-	-	-	-	-
Advances	622.50	662.30	749.82	1,898.44	3,325.89	4,854.42	59.80	149.81	12,322.98
Investments	-	-	-	-	-	-	-	663.49	663.49
Borrowings <sup>*</sup>	517.37	387.87	482.07	1,742.75	2,526.72	4,680.17	1,48.11	-	10,485.06
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities <sup>**</sup>	-	-	-	-	3.37	44.32	68.40	-	116.08

<sup>\*</sup>Total borrowings

<sup>\*\*</sup>includes foreign currency denominated external commercial borrowing

<sup>^</sup> Above number/ratio are on standalone basis.

#### J. (a) Details of top 20 borrowers with respect to concentration of advances as on March 31, 2022

Particulars <sup>^</sup>	Amount
Total advances to twenty largest borrowers <sup>*\$</sup> (₹ in crore)	1.06
Percentage of Advances to twenty largest borrowers to Total Advances to the Company (in %)	0.01

<sup>\*</sup> Includes loans and advances, interest accrued and other adjustments as required by applicable accounting standard.

<sup>§</sup> This does not include loan to subsidiary amounting to ₹ 150 crores

<sup>^</sup> Above number/ratio are on standalone basis.

#### (b) Details of top 20 borrowers with respect to concentration of exposure as on March 31, 2022

Particulars <sup>^</sup>	Amount
Total exposure to twenty largest borrowers <sup>*</sup> (₹ in crore)	1.06
Percentage of exposure to twenty largest borrowers to Total exposure to the Company (in %)	0.01

<sup>\*</sup> Includes loans and advances, interest accrued and other adjustments as required by applicable accounting standard.

<sup>§</sup> This does not include loan to subsidiary amounting to ₹ 150 crores

<sup>^</sup> Above number/ratio are on standalone basis.

#### K. Classification of loans/advances given to associates, entities/ person relating to board, senior management, promoters, others, etc., as on March 31, 2022

	Name of Borrower <sup>^</sup>	Amount of loans to such borrower (₹ in crore) (A) <sup>*</sup>	Percentage of A (A/ exposure)	Percentage of A (A/Loan Book <sup>§</sup> )
1.	Madura Microfinance Limited	150.00	1.09%	1.09%

<sup>^</sup> Above number/ratio are on standalone basis.

<sup>\*</sup>Principal outstanding

<sup>§</sup> Loan book amount do not include loan to subsidiary amounting to ₹ 150 crores

**Details of any other contingent liabilities of the Issuer based on the last audited financial statements including amount and nature of liability**

Sr. No.	Particulars	Nature of Liability	Amount as on March 31, 2022
1	The Assessing Officer, Income Tax, Bangalore, through an order dated 28th December 2019, has confirmed the demand of ₹ 2.62 crores (net demand after adjusting of payment made of ₹ 1.16 crore) from the Company. The Company has preferred an appeal before Commissioner of Income Tax against said assessment order. The Company is of view that the said demand is not tenable and expects to succeed in its appeal.	Income Tax	₹ 2.62 crore
2	Performance security provided by the Company pursuant to service provider agreement	Performance security	₹ 0.10 crore

In addition, the Company is involved in other legal proceedings and claims, which have arisen in the ordinary course of business. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and result of operations.

**Promoter Shareholding**

Please see “*Capital Structure*” beginning on page 62 of the Shelf Prospectus for details with respect to Promoter shareholding in our Company as on September 30, 2022.

**ALM Statement<sup>^</sup>**

(in ₹ crores)

	Up to 30/ 31 days	More than 1 month to 2 months	More than 2 months to 3 months	More than 3 months to 6 months	More than 6 months to 1 year	More than 1 year to 3 years	More than 3 years to 5 years	More than 5 years	Total
Advances	622.50	662.30	749.82	1,898.44	3,325.89	4,854.42	59.80	149.81	12,322.98
Investments	-	-	-	-	-	-	-	663.49	663.49
Borrowings*	517.37	387.87	482.07	1,742.75	2,526.72	4,680.17	1,48.11	-	10,485.06
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities**	-	-	-	-	3.37	44.32	68.40	-	116.08

\*Total borrowings

\*\*includes foreign currency denominated external commercial borrowing

<sup>^</sup> Above number/ratio are on standalone basis.

**Pre-Issue Advertisement**

Our Company will issue a statutory advertisement in compliance with Regulation 30(1) of the SEBI NCS Regulations on or before the Tranche I Issue Opening Date of this Issue. The Advertisement will contain the information as prescribed under the SEBI NCS Regulations and Section 30 of the Companies Act. Material updates, if any, between the date of filing of this Tranche I Prospectus and/ or the Shelf Prospectus and this Tranche I Prospectus with the ROC and the date of the release of the statutory advertisement will be included in the statutory advertisement.

**Auditors' Remarks**

Other than as disclosed in the chapter titled “*Risk Factors*”, on page 17 of the Shelf Prospectus and in the chapter titled “*Outstanding Litigations*”, on page 445 of the Shelf Prospectus, there are no reservations or qualifications or adverse remarks in the financial statements of our Company in the last three Fiscals and six months ended September 30, 2022 immediately preceding this Tranche I Prospectus.

**Trading**

The non-convertible debentures of our Company are currently listed on BSE'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 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 any other person in a fictitious name shall be liable for action under section 447.”*

**Disclaimer in respect of Jurisdiction**

Exclusive jurisdiction for the purpose of the Tranche I Issue is with the competent courts of jurisdiction in Mumbai, India.

## SECTION III – ISSUE RELATED INFORMATION

### ISSUE STRUCTURE

The following are the key terms of the NCDs. This section should be read in conjunction with, and is qualified in its entirety by more detailed information in “*Terms of the Issue*” beginning on page 76.

The NCDs being offered as part of the Tranche I Issue are subject to the provisions of the SEBI NCS Regulations, the Listing Agreement, SEBI Listing Regulations, and the Companies Act, 2013, the RBI Act, the terms of the Draft Shelf Prospectus, 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 Government of India, and other statutory/regulatory authorities relating to the offer, issue and listing of NCDs and any other documents that may be executed in connection with the NCDs.

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

<b>Issuer</b>	CreditAccess Grameen Limited
<b>Type of instrument</b>	Secured, Redeemable, Non-Convertible Debentures
<b>Nature of the Instrument</b>	Secured, Redeemable, Non-Convertible Debentures
<b>Mode of the Issue</b>	Public Issue
<b>Mode of Allotment</b>	In dematerialised form
<b>Mode of Trading</b>	NCDs will be traded in dematerialised form
<b>Lead Manager</b>	A.K. Capital Services Limited.
<b>Debenture Trustee</b>	Catalyst Trusteeship Limited
<b>Depositories</b>	NSDL and CDSL
<b>Registrar to the Issue</b>	KFIN Technologies Limited
<b>Issue</b>	Public issue of Secured, Redeemable, Non-Convertible Debentures of our Company of Face Value of ₹1,000 each for an amount aggregating up to ₹1,500 crores (“ <b>Shelf Limit</b> ”) (“ <b>Issue</b> ”), on the terms and in the manner set forth herein.
<b>Minimum Subscription</b>	₹ 187.50 crores
<b>Seniority</b>	Senior
<b>Tranche I Issue Size</b>	₹ 500 crores
<b>Base Issue Size</b>	₹ 250 crores
<b>Option to Retain Oversubscription (Amount)</b>	
<b>Eligible Investors</b>	Please see “ <i>Issue Procedure –Who can apply?</i> ” on page 502.
<b>Objects of the Tranche I Issue / Purpose for which there is requirement of funds</b>	Please see “ <i>Object of the Issue</i> ” on page 28
<b>Details of Utilization of the Proceeds</b>	Please see “ <i>Objects of the Issue</i> ” on page 28
<b>Coupon rate</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Coupon Payment Date</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Coupon Type</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Coupon reset process</b>	Not Applicable
<b>Interest Rate on each category of investor</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Step up/ Step Down Coupon rates</b>	Not Applicable
<b>Coupon payment frequency</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Day count basis</b>	Actual / Actual
<b>Interest on application money</b>	NA
<b>Default Coupon rate</b>	Our Company shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, refunds, listing, dematerialized 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.
<b>Tenor</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Redemption Date</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Redemption Amount</b>	Please see “ <i>Issue Structure</i> ” on page 69
<b>Redemption Premium/Discount</b>	Not Applicable
<b>Face Value</b>	₹ 1,000 per NCD
<b>Issue Price</b>	₹ 1,000 per NCD
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	Not Applicable
<b>Transaction Documents</b>	Transaction Documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus for each Tranche Issue, Abridged Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed, the Deed of Hypothecation and other documents, if applicable, the letters issued by the Rating Agency, the Debenture Trustee and/or the Registrar; and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Manager and/or other intermediaries for the purpose of the Tranche I Issue including but not limited to the Issue Agreement, the Debenture Trustee Agreement, the Tripartite Agreements, the Public Issue Account and Sponsor Bank Agreement, the Registrar Agreement and the Consortium Agreement, and any other document that may be designated as a Transaction Document by the Debenture Trustee. For further details see, “ <i>Material Contracts and Document for Inspection</i> ” on page 127.
<b>Put option date</b>	Not Applicable
<b>Put option price</b>	Not Applicable
<b>Call option date</b>	Not Applicable
<b>Call option price</b>	Not Applicable
<b>Put notification time</b>	Not Applicable
<b>Call notification time</b>	Not Applicable
<b>Minimum Application size and in multiples of NCD thereafter</b>	₹ 10,000 (10 NCD) and in multiple of ₹ 1,000 (1 NCD) thereafter.
<b>Market Lot / Trading Lot</b>	One (1) NCD
<b>Pay-in date</b>	Application Date. The entire Application Amount is payable on Application.
<b>Credit Ratings / Rating of the instrument</b>	The NCDs proposed to be issued under the Issue have been rated IND AA-/Stable for an amount of ₹ 1,500 crores by India Ratings <i>vide</i> their rating letter dated August 4, 2022 and further revalidated <i>vide</i> letter dated September 8, 2022.
<b>Stock Exchange/s proposed for listing of the NCDs</b>	BSE Limited and National Stock Exchange of India Limited
<b>Listing and timeline for listing</b>	The NCDs are proposed to be listed on BSE and NSE. The NCDs shall be listed within six Working Days from the date of Tranche I Closure for this Tranche I Issue. NSE has been appointed as the Designated Stock Exchange.  For more information see “ <i>Other Regulatory and Statutory Disclosures</i> ” on page 42
<b>Modes of payment</b>	Please see “ <i>Issue Structure – Terms of Payment</i> ” on page 73.
<b>Tranche I Issue opening date</b>	November 14, 2022
<b>Tranche I Issue closing date**</b>	December 2, 2022
<b>Record date</b>	The Record Date for payment of Interest in connection with the NCDs or repayment of Principal in connection therewith shall be 15 (fifteen) trading days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under this Tranche I 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 day when the stock exchanges are having a trading or holiday, the immediately succeeding trading day or a date notified by the Company

	to the stock exchange shall be considered as Record Date.
<b>Settlement mode of instrument</b>	Redemption
<b>Tranche I Issue Schedule</b>	November 14, 2022 to December 2, 2022**
<b>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 of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed this Tranche I Prospectus</b>	<p>The principal amount of the NCDs to be issued in terms of this Tranche I Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by an exclusive charge by way of hypothecation of identified book debts of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, such that a security cover to the extent of 1.10 times of the outstanding principal amounts of the NCDs and all interest due and payable thereon is maintained at all times until the Maturity Date.</p> <p>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 Tranche I Prospectus, till the execution of the Debenture Trust Deed.</p> <p>The security shall be created prior to making the listing application for the NCDs with the Stock Exchange(s). For further details on date of creation of security/likely date of creation of security minimum security cover etc., please see “<i>Terms of the Issue – Security</i>” on page 75.</p>
<b>Security Cover</b>	Our Company shall maintain a minimum 110% security cover on the outstanding balance of the NCDs plus accrued interest thereon
<b>Condition precedent to the Issue</b>	Other than the conditions set out in the Debenture Trust Deed and as specified in the SEBI NCS Regulations, there are no conditions precedents to the Issue.
<b>Condition subsequent to the Issue</b>	Other than the conditions set out in the Debenture Trust Deed and as specified in the SEBI NCS Regulations, there are no conditions subsequent to the Issue.
<b>Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)</b>	Please see “ <i>Terms of the Issue – Events of Default</i> ” on page 76.
<b>Creation of recovery expense fund</b>	<p>Our Company will transfer the required amount towards recovery expense fund in the manner as specified by SEBI in circular no.</p> <p>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 transfer of amount toward such fund.</p>
<b>Deemed date of Allotment</b>	The date on which the Board of Directors/or the EBI Committee approves the Allotment of the NCDs for the Tranche I Issue or such date as may be determined by the Board of Directors/ or the EBI Committee thereof and notified to the Designated Stock Exchanges. 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
<b>Roles and responsibilities of the Debenture Trustee</b>	As per SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulation, 2021, Companies Act, the Listing Agreement, and the Debenture Trust Deed, each as amended from time to time. Please see section titled “ <i>Terms of the Issue - Trustees for the NCD Holders</i> ” on page 76.
<b>Risk factors pertaining to the Issue</b>	Please see section titled “ <i>Risk Factors</i> ” on page 17 of the Shelf Prospectus.
<b>Provisions related to Cross Default Clause</b>	As per the Debenture Trust Deed to be executed in accordance with applicable law.
<b>Governing law and Jurisdiction</b>	The governing law and jurisdiction for the purpose of the Tranche I Issue shall be Indian law, and the competent courts of jurisdiction in Mumbai, India, respectively.
<b>Working day convention / Day count convention / Effect of holidays on payment</b>	Working Day means all days on which commercial banks in Mumbai and Bengaluru 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

	<p>“<b>Effective Date</b>”), however the dates of the future interest payments would continue to be as per the originally stipulated schedule.</p> <p>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.</p>
<p><b>All covenants of the Issue (including side letters, accelerated payment clause, etc.)</b></p>	<p>Financial Covenants:</p> <ol style="list-style-type: none"> <li>1. GNPA maximum 4% of Gross Loan Portfolio</li> <li>2. NNPA maximum 2% of Gross Loan Portfolio</li> <li>3. Minimum Capital Adequacy Ratio 17% or higher, if prescribed by RBI</li> <li>4. Debt-Adjusted Tangible Networth (Debt/ATNW) ratio – maximum 4x</li> <li>5. Unhedged forex exposure should be nil</li> </ol> <p>Rating Covenant:</p> <ol style="list-style-type: none"> <li>1. Credit Rating of the NCDs being issued under the Issue Document not to fall below ‘A’ by the rating agency</li> </ol> <p>For other covenants please refer Debenture Trust Deed.</p>
<p><b>Negative Covenants</b></p>	<p>The Company shall not take any action in relation to the items set out in Negative Covenants without the prior written consent of the Debenture Trustee (acting on the instructions of the Majority NCD Holders).</p> <p><b>(a) Change of Business; Constitutional Documents</b></p> <ol style="list-style-type: none"> <li>(i) change the general nature of its business from that which is permitted as a non-deposit accepting non-banking financial company registered (NBFC-MFI) with the RBI; or</li> <li>(ii) any changes, amendments, or modifications to its Constitutional Documents which would impact the consummation of the transactions contemplated under the Transaction Documents or otherwise prejudice/ adversely impact the rights/interest of the NCD Holders or in any manner alter the terms of the NCDs.</li> </ol> <p><b>(b) Dividend</b></p> <ol style="list-style-type: none"> <li>(i) declare or pay any dividend to its shareholders (including holders of preference shares) during any Financial Year unless it has paid or made arrangements to pay (to the satisfaction of the Debenture Trustee) all the dues to the NCD Holders/ Debenture Trustee up to the date on which the dividend is proposed to be declared or paid or has made satisfactory provisions thereof; or</li> <li>(ii) if an Event of Default has occurred and is continuing, declare or pay any dividend to its shareholders (including holders of preference shares).</li> </ol> <p><b>(c) Disposal of Assets</b></p> <p>Sell, transfer, or otherwise dispose of in any manner whatsoever any</p>

	<p>Transaction Security, whether in a single transaction or in a series of transactions (whether related or not) or any other transactions which cumulatively have the same effect including any securitization/ portfolio sale of the Transaction Security.</p> <p><b>(d) Insolvency</b></p> <p>The Company shall not, without the prior consent of the Debenture Trustee, voluntarily wind up or liquidate or dissolve its affairs or make any filing for initiation of corporate insolvency resolution process or liquidation under the Insolvency and Bankruptcy Code, 2016 or under any other Applicable Laws.</p> <p><b>(e) NCD Terms</b></p> <p>The Company shall not make any modification to the structure of the NCDs in terms of coupon, conversion, redemption, or otherwise without the prior approval of the Stock Exchange and such prior approval of the Stock Exchange would be obtained only after: (a) approval of the Board and the Debenture Trustee; and (b) complying with the provisions of Act including approval of the requisite majority of Debenture Holders. Further, any proposal of restructuring received by Debenture Trustee shall be communicated to Debenture Holders immediately.</p> <p><b>(f) Promoter Shareholding &amp; Management Control</b></p> <p>(i) Change in Management control.</p> <p>(ii) Pledge/negative lien of promoter equity shareholding in the Company</p> <p>(iii) Change in promoter equity shareholding below 51% (on a fully diluted basis).</p> <p><b>(g) Investments</b></p> <p>The Company shall not, without the prior consent of the Debenture Trustee, make any investment by way of deposits, loans, bonds, share capital, or in any other form upon the occurrence of any Event of Default.</p> <p><b>(h) Encumbrance</b></p> <p>The Company shall not, without the prior consent of the Debenture Trustee, create or permit to subsist any encumbrance on any Hypothecated Assets (including, without limitations, on the Identified Book Debts).</p>
<p><b>Conditions for breach of covenants (as specified in Debenture Trust Deed)</b></p>	<p>Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in this Tranche I Prospectus for Tranche I Issue 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, 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 76.</p>

Notes:

\*In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. Trading in NCDs shall be compulsorily in dematerialized form.

\*\* The subscription list shall remain open at the commencement of banking hours and close at the close of banking hours for the period as indicated, with an option for early closure or extension by such period, as may be decided by the Board of Directors of our Company or the EB Committee. In the event of such early closure or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in an English national daily newspaper and a regional daily with wide circulation where the registered office of the Company is located on or before such earlier date or extended date of closure. Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Tranche I Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 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 BSE. For further details please see “General Information” on page 19.

For the list of documents executed/ to be executed, please see “Material Contracts and Documents for Inspection” on page 127.

While the NCDs are secured to the tune of 110% of the principal and interest thereon in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor the security cover is maintained, however, the recovery of 110% 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.

### Specific terms for NCDs

Series	I	II	III	IV*	V	VI
Frequency of Interest Payment	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative
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	24 months	24 months	36 months	36 months	60 months	60 months
Coupon (% per annum) for NCD Holders in all Categories	9.45%	NA	9.60%	NA	10.00%	NA
Effective Yield (% per annum) for NCD Holders in all Categories	9.83%	9.83%	10.02%	10.02%	10.46%	10.46%
Mode of Interest Payment	Not Applicable					
Redemption Amount (₹ / NCD) on Maturity for NCD Holders in all Categories	₹1,000	₹1,206.57	₹1,000	₹1,332.07	₹1,000	₹1,644.91
Maturity / Redemption Date (from the Deemed Date of Allotment)	24 months	24 months	36 months	36 months	60 months	60 months
Put and Call Option	Not Applicable					

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

With respect to Series where interest is to be paid on a monthly basis, relevant interest will be paid on the same date of each month from the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under monthly Series will be made at the time of redemption of the NCDs. Subject to applicable tax deducted at source, if any. For further details, please see the section entitled “Statement of Possible Tax Benefits” on page 32.

Please refer to “Annexure C” of this Tranche I Prospectus, for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular.

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 “Issue Procedure” and “Terms of Issue” on page 93 and 75.

### Terms of payment

The entire face value per NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB or under UPI mechanism (only for Retail Individual Investors), as the case may be, in the bank account of the Applicants that is specified in the ASBA Form at the time of the submission of the Application Form. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in

the ASBA Account, in accordance with the terms specified in “*Terms of the Issue – Manner of Payment of Interest / Refund / Redemption*” on page 86.

Participation by any of the above-mentioned Investor classes in the Tranche I Issue will be subject to applicable statutory and/or regulatory requirements. 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 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.

### **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 Operational 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 days when the money market is functioning in Mumbai.

**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 94.

## TERMS OF THE ISSUE

### Authority for the Issue

At the meeting of the Board of Directors of our Company held on March 23, 2022, the Board of Directors approved the issuance of NCDs of the face value ₹ 1,000 each, for an amount up to ₹ 1,500 crores. Further, the present borrowing is within the borrowing limits of ₹ 20,000 crores under Section 180(1)(c) of the Companies Act, 2013 duly approved by the members of our Company vide their resolution passed at the Annual General Meeting held on July 30, 2021.

The NCDs pursuant to this Tranche I Issue will be issued on terms and conditions as set out in this Tranche I Prospectus for Tranche I Issue.

### Principal Terms & Conditions of the Issue

The NCDs being offered as part of the Tranche I Issue are subject to the provisions of the SEBI NCS Regulations, the relevant provisions of the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus, the Abridged Prospectus, the Application Forms, 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/BSE/NSE, RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

### Ranking of NCDs

The NCDs would constitute secured and senior obligations of our Company and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, thereof shall be secured by way of exclusive charge by way of hypothecation of identified book debts of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, such that a security cover to the extent of 1.10 times of the outstanding principal amounts of the NCDs and all interest due and payable thereon is maintained at all times until the Maturity Date. We have received necessary consents from the relevant debenture trustees and security trustees for creating an exclusive charge in favour of the Debenture Trustee in relation to the NCDs.

Our Company is required to obtain permissions or consents from the prior creditors for proceeding with this Issue. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 3, 2020, our Company undertakes, *inter alia*, that the assets on which charge is created are free from any encumbrances and if the assets are already charged, the permissions or consent to create second or *pari passu* charge on the assets of the Issuer have been obtained from the earlier creditors. Our Company has applied to the prior creditors for such permissions or consents and has received such permissions or consents from all prior creditors.

### Security

The principal amount of the NCDs to be issued in terms of this Tranche I Prospectus together with all interest due and payable on the NCDs, thereof shall be secured by an exclusive charge by way of hypothecation of identified book debts of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, such that a security cover to the extent of 1.10 times of the outstanding principal amounts of the NCDs and all interest due and payable thereon in respect of the NCDs is maintained at all times as security until the Maturity Date. We have received necessary consents from the relevant debenture trustees and security trustees for creating an exclusive charge in favour of the Debenture Trustee in relation to the NCDs.

Our Company intends to enter into an indenture/deed with the Debenture Trustee, (“**Debenture Trust Deed**”) terms of which will govern the powers, authorities and obligations of the Debenture Trustee. Our Company proposes to complete the execution and registration of the Debenture Trust Deed within the stipulated timeframe and shall utilize the funds only after the stipulated security has been created. Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the NCD Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on NCDs on the rate specified in this Tranche I Prospectus for Tranche I Issue and in the Debenture Trust Deed. The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value.

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 Tranche I Prospectus for Tranche I Issue, till the execution of the Debenture Trust Deed.

### **Debenture Redemption Reserve**

In accordance with the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI NCS Regulations, any non-banking finance company that intends to issue debentures to the public is not required to create a DRR for the purpose of redemption of debentures.

Our Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31<sup>st</sup> 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 NCD shall be ₹1,000.

### **Trustees for the NCD Holders**

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

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

### **Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)**

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, (except the points i, ii, iii and iv listed below), give notice to our Company specifying that the NCDs and/or any particular series of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed.

Indicative list of Events of Default:

- i. default in redemption of the debentures together with redemption premium, if any, interest accrued thereon as and

when the same shall have become due and payable or payment of any other amounts in terms of the Debenture Trust Deed;

- ii. default is committed in payment of the principal amount of the NCDs on the due date(s);
- iii. default is committed in payment of any interest on the NCDs on the due date(s);
- iv. default is committed in the performance of Rating Covenant;
- v. 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 and such default shall have continued for a period of thirty (30) days after notice in writing thereof been given to the Company by the Debenture Holder(s)/ Beneficial Owner(s)/ Debenture Trustee for remedying such default;
- vi. Default is committed if any information given to the Company in the Draft Shelf Prospectus, the Shelf Prospectus, 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;
- vii. Default is committed if the Company is unable to or admits in writing its inability to pay its debts as they mature or proceedings for taking it into liquidation have been admitted by any competent court;
- viii. 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;
- ix. Default is committed if any extraordinary circumstances have occurred which makes it impossible for the Company to fulfil its obligations under the Debenture Trust Deed and/or the Debentures; If the Company is unable to pay its debts
  - x. The Company ceases to carry on its business or gives notice of its intention to do so;
  - xi. If it is certified by an accountant or a firm of accountants appointed by the Debenture Trustee that the liabilities of the Company exceed its assets;
- xii. Default is committed if any of the necessary clearances required or desirable in relation to the Company or the Debentures in accordance with any of the Transaction Documents is not received or is revoked or terminated, withdrawn, suspended, modified or withheld or shall cease to be in full force and effect which shall, in the reasonable opinion of Debenture Holder(s)/ Beneficial Owner(s), have material adverse effect on the Company or the Debentures;
- xiii. Default is committed if the company enters into any arrangement or composition with its creditors or commits any acts of insolvency or winding up of the Company;
- xiv. If the Company files a petition for reorganisation, arrangement, adjustment, winding up or composition of debts of the Company or have been admitted or makes an assignment for the benefit of its creditors generally and such proceeding (other than a proceeding commenced voluntarily by the Company is not stayed, quashed or dismissed);
- xv. If the Company is adjudged insolvent or takes advantage of any law for the relief of insolvent debtors;
- xvi. If it becomes unlawful for the company to perform any of its obligations under any transaction document;
- xvii. Default is committed if the occurrence of any event or condition which in the Debenture Trustee/ Beneficial Owner(s) reasonable opinion can constitute a material adverse effect;
- xviii. Any security created at any time, any circumstance or event occurs which is prejudicial to or impairs or imperils or jeopardize or endangers any hypothecated properties or any part thereof or any event occurs which causes the Debenture Deed or any related agreement to become ineffective;
- xix. Any security created over any of the hypothecated properties at any time, without prior written consent of the Debenture Trustee 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;
- xx. Any expropriation, attachment, sequestration, distress, execution or any other creditors' process affects hypothecated properties of the Company;
- xxi. Any misrepresentation in the Draft Shelf Prospectus, this Shelf Prospectus, the relevant Tranche Prospectus and the Transaction Documents;
- xxii. Cross default where other lender(s) have declared the Company to be in default;
- xxiii. Revocation of business, operating license and/or any other material contract of the Company; and
- xxiv. Any other event described as an Event of Default in the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus and the Transaction Documents.

Any event of default shall be called by the Debenture Trustee, upon request in writing of or by way of resolution passed by holders of 75% (seventy five percent) of the outstanding nominal value of all NCDs at any point of time, as set out in the Debenture Trust Deed, except for any default relating to points i, ii, iii and iv under the "Indicative list of Events of Default" given above, where no such consent/ resolution of NCD holders will be required for calling of event of default.

In accordance with the circular (SEBI/HO/MIRSD/CRADT/CIR/P/2020/203) dated October 13, 2020 issued by SEBI on “Standardisation of procedure to be followed by Debenture Trustee(s) in case of ‘Default’ by Issuers of listed debt securities”, 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 circular (SEBI/HO/MIRSD/CRADT/CIR/P/2020/203) dated October 13, 2020 issued by SEBI.

### **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 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.
2. 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 at the Registered Office of our Company during business hours.
3. Subject to the above and the 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.
4. 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.
5. 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 Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus for this Tranche I Issue, 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.

6. For the NCDs issued in dematerialized form, the Depositories shall also maintain the upto date record of holders of the NCDs in dematerialized Form. For NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of NCDs maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD Holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders.
7. Subject to compliance with RBI requirements, the NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing 15 days prior notice for such roll over and in accordance with the SEBI NCS Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

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

#### **Nomination facility to NCD Holder**

In accordance with Section 72 of the Companies Act, 2013 (read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, 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 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 Section 72 (read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014), 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 Secured NCD Holder who has made the nomination, by giving a notice of such cancellation or variation in the prescribed manner as per applicable laws. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received.

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

## **Jurisdiction**

Exclusive jurisdiction for the purpose of the Tranche I Issue is with the competent courts of jurisdiction in Mumbai, Maharashtra.

## **Application in the Issue**

Applicants shall apply in the Tranche I Issue in dematerialised form only, through a valid Application Form filled in by the Applicant along with attachment, as applicable. Further, Applications in the Tranche I Issue shall be made through the ASBA facility only (including Applications made by UPI Investors under the UPI Mechanism).

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

## **Form of Allotment and Denomination of NCDs**

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

For details of allotment refer to chapter titled “*Issue Procedure*” beginning on page 94.

## **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 shall be transferred subject to and in accordance with the rules/procedures as prescribed by the Depositories 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 “– *Interest/Premium and Payment of Interest/ Premium*” on page 82 for the implications on the interest applicable to NCDs held by Individual Investors on the Record Date and NCDs held by Non-Individual Investors on the Record Date.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (“**SEBI LODR IV Amendment**”), NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018. However, any trading of the NCDs issued pursuant to the Tranche I Issue shall be compulsorily in dematerialized form only.

## **Title**

In case of:

- NCDs held in the dematerialised form, the person for the time being appearing in the register of beneficial owners maintained by the Depositories; and
- the NCDs held in physical form pursuant to rematerialization, the person for the time being appearing in the register of NCD Holders shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person, as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the consolidated NCD certificates issued in respect of the NCDs and no person will be liable for so treating the NCD holder.

No transfer of title of an NCD will be valid unless and until entered on the register of NCD holders or the register of beneficial owners maintained by the Depositories 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 the 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 relevant provisions of the Companies Act, 2013, shall apply, mutatis mutandis (to the extent applicable) to the NCD(s) as well.

### **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 the NCDs who propose to rematerialize 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 Depository Participant. 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.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (“**SEBI LODR IV Amendment**”), NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018. However, any trading of the NCDs issued pursuant to the Tranche I Issue shall be compulsorily in dematerialized form only.

### **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.

### **Restriction on transfer of NCDs**

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

### **Succession**

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

#### Period of subscription

<b>TRANCHE I ISSUE OPENS ON</b>	November 14, 2022
<b>TRANCHE I ISSUE CLOSES ON</b>	December 2, 2022*
<b>PAY IN DATE</b>	Application Date. The entire Application Amount is payable on Application
<b>DEEMED DATE OF ALLOTMENT</b>	The date on which the Board of Directors or the Executive, Borrowings & 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 Executive, Borrowings & Investment Committee thereof and notified to the Designated Stock Exchanges. 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 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Executive, Borrowings & Investment Committee, subject to relevant 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 all the newspapers in which pre-issue advertisement 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 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges.*

*Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) (“Bidding Period”) 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) (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. It is clarified that the Applications not uploaded on the Stock Exchange(s) Platform would be rejected. 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.*

*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 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 Issue. Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs 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. Please note that the Basis of Allotment under the Tranche I Issue will be on date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.*

#### Interest/Premium and Payment of Interest/ Premium

##### Interest/ Coupon on NCDs

##### 1. Monthly interest payment options

Interest would be paid monthly under Series I, III and V 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:

Category of NCD Holders	Coupon (per annum) for following Series		
	I	III	V
All categories	9.45%	9.60	10.00%

Series I, III and V NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months, 36 months and 60 months respectively from the Deemed Date of Allotment

## 2. Cumulative interest payment options

In case of Series II, IV and VI, NCDs shall be redeemed at the end of 24 months, 36 months and 60 months, respectively from the Deemed Date of Allotment as mentioned below

The Tenor, Coupon Rate / Yield and

Category of NCD Holders	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
Series II - All categories	1,000	1,206.57
Series IV - All categories	1,000	1,332.07
Series VI - All categories	1,000	1,644.91

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.

### 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.

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

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Please see “*Manner of Payment of Interest / Refund / Redemption*” at page 86.

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.

### Taxation

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

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

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

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day, in accordance with the Working Day Convention. 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, as applicable.

*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 94, 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 deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.*

#### **Mode of payment of Interest to NCD Holders**

Payment of interest will be made (i) in case of NCDs in dematerialised form, the persons who, for the time being appear in the register of beneficial owners of the NCDs as per the Depositories, as on the Record Date and (ii) in case of NCDs in physical form on account of re-materialisation, to the persons whose names appear in the register of debenture holders maintained by us (or to first holder in case of joint-holders) as on the Record Date.

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

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details, see the "Terms of the Issue - Manner of Payment of Interest / Refund / Redemption" beginning on page 86.

#### **Day Count Convention**

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

#### **Effect of holidays on payments**

If the Interest Payment Date falls on a day other than a Working Day (Sundays or holidays of commercial banks in Mumbai), the interest payment as due and payable on such day shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact as per the originally stipulated schedule and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. 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, as applicable.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with 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 Operational Circular will be disclosed in this Tranche I Prospectus.

**Maturity and Redemption**

The relevant interest will be paid in the manner set out in “*Issue Structure*” on page 69. 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	36 months
Series IV	36 months
Series V	60 months
Series VI	60 months

**Put / Call Option**

Not applicable.

**Deemed Date of Allotment**

The date on which our Board of Directors or the committee thereof approves the Allotment of the NCDs for the Issue. 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 the Debenture holders from the deemed date of allotment.

**Application in the Issue**

NCDs being issued through 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 Tranche I 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.

**Application Size**

Each Application should be for a minimum of 10 NCDs across all series collectively and multiples of one NCD thereof (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.**

**Terms of Payment**

The entire issue price of ₹ 1,000 per NCD is payable on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on application in accordance with the terms of this Tranche I Prospectus.

## **Record Date**

The date for payment of interest in connection with the NCDs or repayment of principal in connection therewith which shall be 15 trading days prior to the date of payment of interest, and/or the date of redemption under this Tranche I Prospectus . In case the Record Date falls on a day when the Stock Exchanges are having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchanges, will be deemed as the Record Date.

## **Manner of Payment of Interest / Refund / Redemption\***

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

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants are advised to keep their bank account details as appearing on the records of the depository participant updated at all points of time. Please note that failure to do so could result in delays in credit of Interest/ Redemption Amounts at the Applicant's sole risk, and the Lead Manager, our Company or the Registrar shall have no responsibility and undertake no liability for the same.

In case of NCDs held in physical form, on account of rematerialisation, the bank details will be obtained from the documents submitted to the Company along with the rematerialisation request. For further details, please see “- *Procedure for Re-materialisation of NCDs*” on page 81.

The Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to unblocked for the Applicants.

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 Bank.

### **2. NACH**

National Automated Clearing House which is a consolidated system of ECS. Payment 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. Payments through NACH are 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 payments 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 ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive payments 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 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 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.

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 NCDs, 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 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. NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form on account of rematerialisation, the NCD Holders are advised to submit their bank account details with our Company/ Registrar to the Issue at least seven days prior to the Record Date failing which the orders/ warrants. 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 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.

#### **Form and Denomination of NCDs**

In case of NCDs held in physical form on account of rematerialisation, a single certificate will be issued to the NCD Holder for the aggregate amount of the NCDs held ("**Consolidated Certificate**"). The Applicant can also request for the issue of NCD certificates in denomination of one NCD ("**Market Lot**"). In case of NCDs held under different Options, by an NCD Holder, separate Consolidated Certificates will be issued to the NCD Holder for the aggregate amount of the NCDs held under each Option.

It is, however, distinctly to be understood that the NCDs pursuant to this issue shall be traded only in dematerialized form.

In respect of Consolidated Certificates, only upon receipt of a request from the NCD Holder, the Consolidated Certificates would be split into smaller denominations, subject to the minimum of Market Lot. No fee 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.

### **Procedure for redemption by NCD Holders**

The procedure for redemption is set out 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 re-materialisation***

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). Dispatch 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 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 lodgment of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least 7 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 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.

#### ***NCDs held in electronic form***

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

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

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

### **Right to Reissue NCD(s)**

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

### **Transfer/ Transmission of NCDs**

### **For NCDs held in physical form on account of rematerialisation**

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of Companies Act, 2013 applicable as on the date of this Tranche I Prospectus and all other applicable laws. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the relevant provisions of the Companies Act, 2013 applicable as on the date of this Tranche I Prospectus, and all applicable laws including FEMA and the rules and regulations thereunder, shall apply, mutatis mutandis (to the extent applicable to debentures) to the NCDs as well. In respect of the NCDs held in physical form on account of rematerialisation, a common form of transfer shall be used for the same. 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 Depository Participants of the transferor and the transferee and any other applicable laws and rules notified in respect thereof. The transferees 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 or the records as maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferors and not with the Issuer or Registrar.

### ***For NCDs held in electronic form***

The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer's Depository Participant account to his depository participant.

In case the transferee does not have a Depository Participant account, the transferor can rematerialise the NCDs and thereby convert his dematerialised holding into physical holding. Thereafter these NCDs can be transferred in the manner as stated above for transfer of NCDs held in physical form.

Any trading of the NCDs issued pursuant to this Tranche I Issue shall be compulsorily in dematerialised form only.

### **Sharing of Information**

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

### **Notices**

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

### **Future Borrowings**

Our Company 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 by creating a charge on any assets, subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement as may be required under applicable law or existing financing agreements, including any intimation, if applicable under the Transaction Documents, provided stipulated security cover is maintained on the NCDs and after obtaining the consent of, or intimation to, the NCD Holders or the Debenture Trustee and compliance with other terms of the Transaction Documents.

### **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 our 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 our 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 Manager reserves the right to close this Tranche I Issue at any time prior to the Tranche I Issue Closing Date, subject to receipt of minimum subscription or as may be specified in this Tranche I Prospectus. Our Company shall allot NCDs with respect to the Applications received until the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of 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 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 (i.e., ₹ 187.50 crores). If our Company does not receive the minimum subscription of 75% of Base Issue Size, prior to the Tranche I Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 8 Working Days from the Tranche I Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 Working Days from the Tranche I Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

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

### **Market Lot and Trading Lot**

The NCDs shall be allotted in dematerialized form. As per the SEBI NCS Regulations, the trading of the NCDs is in dematerialised form and the tradable lot is one NCD.

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

Allotment in this Tranche I Issue will be in electronic form multiples of one NCD. For further details of Allotment, see the “*Issue Procedure*” beginning on page 94.

### **Utilisation of Application Amount**

The sum received in respect of the Tranche I Issue will be kept in separate bank account(s) and we will have access to such funds only upon allotment of the NCDs, execution of Debenture Trust Deeds and on receipt of listing and trading approval from the Stock Exchanges as per applicable provisions of law(s), regulations and approvals.

### **Utilisation of Issue Proceeds**

- (a) All monies received pursuant to the Tranche I Issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Tranche I Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; and
- (c) Details of all unutilised monies out of Tranche I Issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) Our Company shall utilize the Tranche I Issue proceeds only up on (i) receipt of minimum subscription; (ii) completion of Allotment in compliance with Section 40 of the Companies Act, 2013; (ii) receipt of listing and trading approval from Stock Exchanges and (iii) only upon execution of the documents for creation of security.
- (e) The Tranche I Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (f) Details of all utilized and unutilized monies out of the monies collected in the previous Tranche I 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 Tranche I Issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.

### **Filing of the Shelf Prospectus and this Tranche I Prospectus with the RoC**

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.

### **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 be issued in compliance with the Regulation 30(1) of SEBI NCS Regulations and shall contain the information as prescribed in the SEBI NCS Regulations and Section 30 of the Companies Act, 2013.

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 information as prescribed under SEBI NCS Regulations.

### **Payment of Interest**

If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount will be unblocked within the time prescribed under applicable law, failing which interest may be due to be paid to the Applicants, for the delayed period, as prescribed in applicable law. Our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, (b) applications which are withdrawn by the Applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. For further details, see "*Issue Procedure - Rejection of Applications*" beginning on page 118.

### **Listing**

The NCDs offered through this Tranche I Prospectus are proposed to be listed on BSE and the NSE. Our Company has obtained an 'in-principle' approval for the Issue from the BSE *vide* their letter bearing reference number DCS/BM/PI-BOND/013/22-23 dated October 3, 2022 and from NSE *vide* their letter bearing reference number NSE/LIST/D/2022/0142 dated October 3, 2022. For the purposes of the Issue, NSE shall be the Designated Stock Exchange. Final Application for listing of the NCDs will be made to the Stock Exchanges in terms of SEBI NCS Regulations and the SEBI Operations Circular for Tranche I Issue.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchanges, our Company

will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Tranche I Prospectus.

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

#### **Guarantee/Letter of Comfort**

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

#### **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. The Audit Committee shall monitor the utilization of the proceeds of the Issue. For the relevant quarters, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche I Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Tranche I 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.

#### **Lien on Pledge of NCDs**

Subject to applicable law, our Company, at its discretion, may record 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.

#### **Recovery Expense Fund**

Our Company shall create 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.

## ISSUE PROCEDURE

*This section applies to all Applicants. Specific attention of all Applicants is invited to the SEBI Operational Circular, which provides, inter-alia, that for all public issues of debt securities all Applicants shall mandatorily use the ASBA facility for participating in the Issue. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. 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. Further in terms of the SEBI Operational Circular retail individual investor may use the Unified Payment Interface (“UPI”) to participate in the public issue for an amount up to ₹ 5,00,000 through the app/web interface of the Stock Exchanges or through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).*

*Applicants should note that they may submit their Applications to the Designated Intermediaries 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.*

*Please note that this section has been prepared based on the SEBI Operational Circular and the notifications issued by BSE, in relation to the UPI Mechanism.*

*Specific attention is drawn to the SEBI Operational Circular which provides for allotment in public issues of debt securities to be made on the basis of the 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.*

*Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Tranche I Prospectus. Investors are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws.*

*Further, the Company and the Lead Manager are not liable for any adverse occurrences consequent to the UPI Mechanism for application in the Issue.*

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

***THE LEAD MANAGER, THE CONSORTIUM MEMBER AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF TRADING MEMBERS/DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF TRADING MEMBERS/DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATION FORMS IN RESPECT OF THE ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGE WILL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS/DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.***

**Please note that for the purposes of this section, the term “Working Day” shall mean all days on which the commercial banks in Mumbai are open for business, except with reference to the Tranche I Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business. Furthermore, for the purpose the time period between the bid/ issue closing date and the listing of the NCDs, Working Days shall mean all trading days of the stock exchanges excluding Saturdays, Sundays and bank holidays as specified by SEBI.**

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**

### **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 and pension funds each with a minimum corpus of ₹ 25 crores , 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;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDAI;
- 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 and having a net-worth of more than ₹ 500 crores as per the last audited financial statements;
- 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;
- Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms 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).
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons.

#### **Category III (High Net-worth Individual Investors)**

- Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the 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 Tranche I Issue and any applications from such persons are liable to be rejected.

Note: 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 Bonds 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 its respective associates and affiliates are permitted to subscribe in the Issue.

**Applications cannot be made by:**

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

- a. Minors without a guardian name\* (A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form);
- b. Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
- c. Persons resident outside India and other foreign entities;
- d. Foreign Institutional Investors;
- e. Foreign Portfolio Investors;
- f. Non Resident Indians;
- g. Qualified Foreign Investors;
- h. Overseas Corporate Bodies\*\*;
- i. Foreign Venture Capital Funds; and
- j. Persons ineligible to contract under applicable statutory/ regulatory requirements.

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

*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 by the Designated Intermediaries.*

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.*

The information below is given for the benefit of Applicants. Our Company and the Lead Manager is 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.

**How to apply?**

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

Physical copies of the Abridged Prospectus containing the salient features of the Shelf Prospectus and this Tranche I Prospectus for Tranche I Issue together with Application Forms and copies of the Draft Shelf Prospectus / Shelf Prospectus and this Tranche I Prospectus may be obtained from:

1. Our Registered Office,
2. Office of the Lead Manager,
3. Office of the Consortium Member,
4. Registrar to the Issue,
5. Designated RTA Locations for RTAs,
6. Designated CDP Locations for CDPs and

## 7. Designated Branches of the SCSBs.

Additionally, Electronic copies the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus along with the downloadable version of the Application Forms will be available.

- (i) for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com) and the website of the Lead Manager at [www.akgroup.co.in](http://www.akgroup.co.in).
- (ii) at the designated branches of the SCSBs and the Syndicate Members at the Specified Locations.

Electronic copies of the Shelf Prospectus and the relevant Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Manager, the Stock Exchanges, SEBI and SCSBs

Electronic Application Forms will also be available on the website of the Stock Exchange Exchanges and on the websites of the SCSBs that permit the submission of Applications electronically. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Manager and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request. A unique application number (“UAN”) will be generated for every Application Form downloaded from the websites of the Stock Exchanges. Further, Application Forms will also be provided to Designated Intermediaries at their request.

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.

**Please note that there is a single Application Form for, persons resident in India.**

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

### **Method of Application**

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

Applicants are requested to note that in terms of the SEBI Operational Circular, SEBI has mandated issuers to provide, through a recognized Stock Exchanges 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**”).

All Applicants shall mandatorily apply in the Tranche I Issue through the ASBA process only. Applicants intending to subscribe in the Tranche I 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 Consortium 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 <http://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchanges and submit these Application Forms with the SCSB (except Application Form from RIBs using the UPI Mechanism)with whom the relevant ASBA Accounts are maintained.

For RIBs using UPI Mechanism, the Stock Exchange shall share the bid details (including UPI ID) with the Sponsor

Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. An Applicant shall submit the Application Form, in physical form, the Application Form 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.

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. 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.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager 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 the Tranche I Issue should be made by Applicants directly to the relevant Stock Exchanges.

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

*1. 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 the bid-cum-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 Exchanges 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 Exchanges 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 Lakh or less. The intermediary shall upload the bid on the Stock Exchanges bidding platform. The application amount would be blocked through the UPI mechanism in this case.

*2. Through Stock Exchanges*

- 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., 'BSE Direct' 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 Lakh. To place bid through 'BSEDirect' platform 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. To further clarify the submission of bids through the App or web interface, the BSE has issued operational guidelines and circulars dated December 28, 2020 available at <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-60>, and <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-61>. Similar circulars by NSE can be found here: x <https://www1.nseindia.com/content/circulars/IPO46907.zip> x <https://www1.nseindia.com/content/circulars/IPO46867.zip> Further, NSE has allowed its 'GoBid' mobile application which is currently available for placing bids for non-competitive bidding shall also be available for applications of public issues of debt securities.

### **Application Size**

Each Application should be for a minimum of 10 NCDs and multiples of one NCD thereof.

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.

### **APPLICATIONS BY VARIOUS APPLICANT CATEGORIES**

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

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 (“**SEBI Circular 2019**”), 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 the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (ii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories.

**Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the NCDs in whole or in part, in either case, without assigning any reason thereof.**

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

Scheduled Commercial Banks, Co-operative Banks and Regional Rural Banks can apply in the Tranche I 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) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investments; and (iv) a letter of authorisation.

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

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

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

Systemically Important Non-Banking Financial Companies can apply in the 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 in whole or in part, in either case, without assigning any reason therefor.

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

Insurance companies registered with the IRDAI can apply in the Issue based on their own investment limits and approvals in accordance with the regulations, guidelines and circulars issued by the IRDAI. The Application Form must be accompanied by certified true copies of their (i) certificate registered with IRDAI, (ii) memorandum and articles of association/charter of constitution; (iii) power of attorney; (iv) resolution authorising investments/containing operating instructions; and (v) 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.**

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

#### **Applications by Trusts**

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Tranche I Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

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

#### **Applications by Public Financial Institutions or statutory corporations, which are authorized to invest in the NCDs**

The Application must be accompanied by certified true copies of: (i) any Act/ Rules under which they are incorporated; (ii) board resolution authorising investments; and (iii) specimen signature of authorized person.

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

**Applications made 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 authorized person.

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

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

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant.

**Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

**Applications made 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**

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant.

**Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

**Applications under a power of attorney by limited companies, corporate bodies and registered societies**

In case of Applications made pursuant to a power of attorney by Applicants from Category I and Category II, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along 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.**

In case of Applications made pursuant to a power of attorney by Applicants from Category III and Category IV, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of physical ASBA Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form.

**Failing this our Company, in consultation with the Lead Manager, reserves the right to reject such Applications. Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Manager 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 or 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 by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the NCDs**

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities.

**Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

**Applications by National Investment Funds**

Application made by a National Investment Fund for Allotment of the NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons.

**Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

**Applications by Systematically Important Non-banking financial companies**

Applications made by systematically important non-banking financial companies registered with the RBI and under other applicable laws in India must be accompanied by certified true copies of: (i) memorandum and articles of association/charter of constitution; (ii) power of attorney;(iii) board Resolution authorising investments; and (iii) specimen signature of authorized person.

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

The Syndicate Members and their respective associates and affiliates are permitted to subscribe in the Issue.

**Payment instructions**

**Payment mechanism for Applicants**

An Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form.

An Applicant may submit the completed Application Form to designated intermediaries along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Designated Stock Exchanges bidding platform and forward the application form to a branch of a SCSB for blocking of funds.

An Applicant (belonging to Category IV) may also submit the 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 lakh or less. The intermediary shall upload the bid on the Stock Exchanges bidding platform. The application amount would be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant in this case.

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 Exchanges bidding platform and the amount is blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Upon receipt of an intimation from the Registrar to the Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account and Sponsor

Bank Agreement. 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 Issue to the respective SCSB within 5 (five) Working Days of the 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 Tranche I Issue or until rejection of the Application, as the case may be.

For ASBA Applications submitted to the Lead Manager or Consortium Member or Trading Members of the Stock Exchanges at the Specified Cities, the ASBA Application will be uploaded onto the electronic system of the Stock Exchanges and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such ASBA Applications from the Lead Manager or Trading Members of the Stock Exchanges, as the case may be (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application.

For ASBA Applications submitted directly to the SCSBs, the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the ASBA Application, before entering the ASBA Application into the electronic system of the Stock Exchanges. SCSBs may provide the electronic mode of application either through an internet enabled application and banking facility or such other secured, electronically enabled mechanism for application and blocking of funds in the ASBA Account.

**Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the ASBA Application to the Lead Manager or Consortium Member or Trading Members of the Stock Exchanges, as the case may be, at the Specified Cities or to the Designated Branches of the SCSBs. An ASBA Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.**

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved, the Registrar to the Issue shall send an appropriate request to the controlling branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount pertaining to NCDs allotted to the successful Applicants to the Public Issue Account(s). 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 5 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 Tranche I Issue or until rejection of the ASBA Application, as the case may be. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **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. 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 email 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 Operational 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.** The Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for the Issue.

### **Additional information for Applicants**

1. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.
2. No separate receipts will be issued for the money blocked on the submission of Application Form. However, the collection centre of the Designated Intermediaries will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.
3. Applications should be submitted on the Application Form only. In the event that physical Application Form do not bear the stamp of the Designated Intermediaries, or the relevant Designated Branch, as the case may be, they are liable to be rejected.
4. Application Forms submitted by Applicants shall be for allotment of NCDs only in dematerialized form.

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 to the Issue.

**Applicants are advised not to submit Application Forms to Public Issue Account Banks and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.**

### **Filing of the Shelf Prospectus and this Tranche I Prospectus with ROC**

A copy of the Shelf Prospectus and this Tranche I Prospectus shall be filed with the ROC in accordance with Section 26 and Section 31 of the Companies Act, 2013.

### **Pre-Issue Advertisement**

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 the SEBI NCS Regulations and Section 30 of the Companies Act, 2013. Material updates, if any, between the date of filing of the Shelf Prospectus and This Tranche I Prospectus and the date of release of the statutory advertisement will be included in the statutory advertisement.

### **Instructions for completing the Application Form**

1. Applications must be made in the prescribed Application Form.
2. Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Shelf Prospectus and this Tranche I Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Designated Intermediaries will not be liable for errors in data entry due to incomplete or illegible Application Forms.
3. Applications are required to be for a minimum of such NCDs and in multiples of one NCD thereafter as specified in the Issue Documents.
4. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
5. Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details and Applications should be made by Karta in case the Applicant is an HUF. Applicants

are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.

6. 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.
7. Applicants applying for Allotment 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 the Stock Exchanges by the Designated Intermediaries, as the case may be, the Registrar to the Issue 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.
8. Applicants must ensure that their Application Forms are made in a single name.
9. The minimum number of Applications and minimum application size shall be specified in this Tranche I Prospectus . Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
10. If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
11. 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.
12. All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.
13. Applications for all the series of the NCDs may be made in a single Application Form only.

**Additional Instructions for Retail Individual Investors using the UPI mechanism:**

1. Before submission of the application form with the Designated Intermediary, the 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.
2. 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 exchange App/ Web interface.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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 authorize the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Issue.
11. 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.

12. 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.
13. 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
14. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.
15. 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.
16. 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.
17. 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.
18. 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.
19. The allotment of debt securities shall be done as per SEBI Operational Circular.
20. 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.
21. 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.
22. 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.
23. Thereafter, Stock Exchange will issue the listing and trading approval.
24. 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.
25. 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.

**The series, mode of allotment, PAN, demat account number, etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for allotment.**

**Applicants should note that neither the Members of the Consortium nor the other Designated Intermediaries, 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 NCDs, as specified in this Tranche I Prospectus for the Tranche I Issue to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.**

#### **Applicants' PAN, Depository 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.**

**On the basis of the DP ID, Client ID, PAN and UPI ID provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the Demographic Details of the Applicants including PAN and MICR code. These Demographic Details would be used for giving Allotment Advice and refunds, if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details (including bank account details) as appearing on the records of the Depository Participant and ensure that they are true and correct. Please note that failure to do so could result in delays in despatch/ credit of refunds, if any, to Applicants, delivery of Allotment Advice or unblocking of ASBA Accounts at the Applicants' sole risk, and neither the Members of the Consortium nor the Designated Intermediaries, nor the Registrar, nor the Banker(s) to the Issue, nor the SCSBs, nor our Company shall have any responsibility and undertake any liability for the same.**

**Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchanges by the Members of the Consortium or the Designated Intermediaries, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected and our Company, the Members of the Consortium and the other Designated Intermediaries shall not be liable for losses, if any.**

These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice and for refunds (if any) as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Issue.

By signing the Application Form, Applicants applying for the NCDs would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Allotment Advice would be mailed by post or e-mail at the address of the Applicants in accordance with 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, Banker(s) to the Issue, Registrar to the Issue 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 this Tranche

I Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under powers of attorney, our Company in its absolute discretion, reserves the right to permit the holder of a power of attorney to request the Registrar to the Issue that for the purpose of printing particulars on and mailing of the Allotment Advice through post, the Demographic Details obtained from the Depository of the Applicant shall be used.

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 this Tranche I Issue will be made into the accounts of the 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 four parameters, namely, DP ID, Client ID, PAN and UPI ID then such Applications are liable to be rejected.

Applicants should note that the NCDs will be allotted to all successful Applicants only in dematerialized 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.

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

### ***Submission of Applications***

Applicants can apply for NCDs only using the ASBA facility pursuant to SEBI Operational Circular. ASBA Applications can be submitted through either of the following modes:

- (a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of ASBA Application in physical mode, the Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the ASBA Application, prior to uploading such ASBA Application into the electronic system of the Stock Exchanges. If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchanges. If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the ASBA Application in the electronic system of the Stock Exchanges. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application. In case of Application in the electronic mode, the 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 register such ASBA Applications.
- (b) Physically through the Consortium Member, Lead Manager, or Trading Members of the Stock Exchanges only at the Specified Cities i.e., Syndicate ASBA. Kindly note that ASBA Applications submitted to the Consortium Member, Lead Manager or Trading Members of the Stock Exchanges at the Specified Cities will not be accepted if the SCSB where the ASBA Account is maintained, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Consortium Member, Lead Manager or Trading Members of the Stock Exchanges, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (c) A UPI Investor making an Application in the Tranche I Issue under the UPI Mechanism, where the Application Amount is upto ₹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.

A UPI Investor may also submit the Application Form for the Tranche I Issue through BSE Direct, wherein the Application will be automatically uploaded onto the Stock Exchanges' 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 Designated Intermediaries, an acknowledgement shall be issued by giving the counter foil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the

details of the Application shall be uploaded in the electronic system of the Stock Exchanges and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Specified City, named by such SCSB to accept such ASBA Applications from the Designated Intermediaries (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). Upon receipt of the ASBA Application, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the ASBA Form. If sufficient funds are not available in the ASBA Account, the relevant ASBA Application is liable to be rejected. If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Tranche I Issue or until withdrawal/ rejection of the Application Form, as the case may be.

In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is up to UPI Application Limit, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant and the Designated Intermediary shall upload the Application on the bidding platform developed by the Stock Exchange. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the bid will automatically be uploaded onto the Stock Exchange bidding platform and the amount will be blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Applicants must note that:

- (a) Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Lead Manager and Trading Members of the Stock Exchanges at the Specified Cities; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the 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.
- (b) The Designated Branches of the SCSBs shall accept ASBA Applications directly from Applicants only during the Tranche I Issue Period. The SCSB shall not accept any ASBA Applications directly from Applicants after the closing time of acceptance of Applications on the Tranche I Issue Closing Date. However, in case of Syndicate ASBA, the relevant branches of the SCSBs at Specified Cities can accept ASBA Applications from the Lead Manager or Trading Members of the Stock Exchanges, as the case may be, after the closing time of acceptance of Applications on the Tranche I Issue Closing Date. For further information on the Tranche I Issue programme, please see section titled "*Issue Related Information*" on page 69.
- (c) In case of Applications through Syndicate ASBA, the physical Application Form shall bear the stamp of the Lead Manager or Consortium Member or Trading Members of the Stock Exchanges, as the case maybe, if not, the same shall be rejected. Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

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

## **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;
- 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)

- Application Forms must be completed in block letters in English, as per the instructions contained in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche I Prospectus, the Abridged Prospectus and the Application Form.
- 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 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.
- Applicants must apply for Allotment in dematerialised form and 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.
- The minimum number of Applications and minimum application size shall be specified in the Shelf Prospectus and this Tranche I Prospectus . Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
- Applications must be for a minimum of 10 (Ten) NCDs and in multiples of 1 NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 (Ten) NCDs, an Applicant may choose to apply for 10 (Ten) NCDs or more in a single Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- No separate receipts will be issued for the money payable on the submission of the Application Form. However, the Lead Manager, Consortium Member, Trading Members of the Stock Exchanges or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Lead Manager, Consortium Member, Trading Member of the Stock Exchanges or the Designated Branch of the SCSBs, as the case may be.
- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be.
- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form and submit the same. Applicant without PAN is liable to be rejected, irrespective of the amount.
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form.
- ASBA will be the default "Mode of Application" as per the SEBI Operational Circular.
- Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected.
- Applicants must provide details of valid and active DP ID, UPI ID, Client ID and PAN clearly and without error.

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

- For Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchanges on the prescribed Application Form. SCSBs may provide the electronic mode for making Application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for Application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchanges, Designated Intermediaries and/or Designated Branch of the SCSB. Application Forms which do not bear the stamp will be rejected.
- 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 Lead Manager, Consortium Member, 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 Designated Intermediaries nor SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

Our Company would allot the Series IV of NCDs, as specified in the relevant Shelf 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, UPI ID (IN CASE APPLYING THROUGH UPI MECHANISM), CLIENT ID AND PAN IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, UPI ID, CLIENT ID AND PAN GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, UPI ID, CLIENT ID AND PAN 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 dematerialized form must mention their DP ID, Client ID, PAN and UPI ID (in case applying through UPI Mechanism) 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 dematerialized 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 dematerialized 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 dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchanges, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, bank account details for printing on refund orders/sending refunds through electronic mode, Magnetic Ink Character Recognition ("MICR") Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, 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 Lead Manager, Trading Members of the Stock Exchanges, Public Issue Account Bank(s), SCSBs, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same.

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchanges by the Members of the Consortium or the Designated Intermediaries, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected and our Company, the Members of the Consortium and the other Designated Intermediaries shall not be liable for losses, if any.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders, or for refunds through electronic transfer of funds, as applicable. Allotment Advice and physical refund orders (as applicable) would be mailed at the address of the Applicant as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Lead Manager, Trading Members of the Stock Exchanges, Public Issue Account Banks, SCSBs, Registrar to the Issue nor the Stock Exchanges shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in 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 authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to the Tranche I Issue will be made into the accounts of such Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.

*Applicants should note that the NCDs will be allotted to all successful Applicants only in dematerialized 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. Permanent Account Number (PAN)**

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

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate

description under the PAN field i.e., either Sikkim category or exempt category.

#### **D. Joint Applications**

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

#### **E. Additional/ Multiple Applications**

An Applicant is allowed to make one or more Applications for the NCDs, for the same or other Options of NCDs, subject to a minimum application size of ₹10,000 and in multiples of ₹1,000 thereafter as specified in 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 ₹1,000,000 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 of the sole or the first Applicant is one and the same.

#### **F. Unified Payments Interface (UPI)**

Pursuant to the SEBI Operational Circular, the UPI Mechanism is an applicable payment mechanism for public debt issues (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.

#### **Electronic registration of Applications**

- (a) The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchanges. Direct Online Applications will be registered by Applicants using the online platform offered by the Stock Exchanges. The Lead Manager, 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) Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (v) Applications accepted and uploaded by Trading members of the Stock Exchanges or (vi) the Applications accepted by and/or uploaded by and/or accepted but not uploaded by Consortium Member, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms. In case of apparent data entry error by the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchanges. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries or Designated Branches of the SCSBs in the data entries as such data entries will be considered for allotment/rejection of Application.
- (b) The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Designated Intermediaries and the SCSBs during the Tranche I Issue Period. Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Tranche I Issue Closing Date. On the Tranche I Issue Closing Date,

Designated Intermediaries and Designated Branches of SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Syndicate Members and the other Designated Intermediaries 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 Tranche I Issue programme, please see “*Issue Structure*” on page 69.

- (c) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchanges, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchanges, would be made available at the Application centres as provided in the Application Form during the Tranche I Issue Period.
- (d) At the time of registering each Application, the Designated Intermediaries, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts and any other details that may be prescribed by the online uploading platform of the Stock Exchanges.
- (e) With respect to Applications submitted directly to the SCSBs at the time of registering each Application, other than Direct Online Applications, the Designated Branches of the SCSBs shall enter the requisite details of the Applicants in the on-line system including:
  - Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - UPI ID (if applicable)
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Application amount
- (f) With respect to Applications submitted to the Designated Intermediaries at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:
  - Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - UPI ID (if applicable)
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Location
  - Application amount
- (g) A system generated Acknowledgement Slip will be given to the Applicant as a proof of the registration of his Application. It is the Applicant’s responsibility to obtain the Acknowledgement Slip from the Syndicate Members or the other Designated Intermediaries, as the case may be. The registration of the Applications by the Designated Intermediaries does not guarantee that the NCDs shall be allocated/ Allotted by our Company. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind.
- (h) 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, and/or the Lead Manager 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.

- (i) In case of apparent data entry error by the Designated Intermediaries, in entering the Application Form numbers in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid or such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchanges.
- (j) Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for Allotment. The Designated Intermediaries shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchanges. In order that the data so captured is accurate, Designated Intermediaries will be given up to one 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 to the Issue for reconciliation with the data available with the NSDL and CDSL.

### **General Instructions**

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 this Tranche I Prospectus and applicable law;
2. Read all the instructions carefully and complete the Application Form in the prescribed form;
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue;
4. Ensure that the DP ID and Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated. The requirement for providing Depository Participant details shall be mandatory for all Applicants;
5. Ensure that you have mentioned the correct ASBA Account number (i.e., bank account number or UPI ID, as applicable) in the Application Form;
6. Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Intermediaries, as the case may be;
8. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Bidding Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediaries/Designated branch of the SCSB as the case may be;
9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchanges, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes;
12. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
14. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchanges, match with the DP ID, Client ID and PAN available in the Depository database;
15. 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 of the HUF should be mentioned in the Application Form and not that of the Karta;
16. Ensure that the Applications are submitted to the Lead Manager, Consortium Members, 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 Tranche I Issue programme, please see the section titled "*Issue Related Information*" on page 69;

17. Ensure that the Demographic Details including PAN are updated, true and correct in all respects;
18. 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;
19. 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;
20. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;
21. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and
22. Tick the series of NCDs in the Application Form that you wish to apply for.
23. Check if you are eligible to Apply under ASBA;
24. Retail individual investors using the UPI Mechanism to ensure that they submit bids upto the application value of ₹ 500,000;
25. 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;
26. 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 Exchanges' App/ Web interface
27. Ensure that you give the correct details of your ASBA Account including bank account number/ bank name and branch;
28. 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. 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](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40)
30. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;

In terms of SEBI Operational 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 Operational Circular stipulates the time between closure of the Tranche I Issue and listing at 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 Consortium Member, sub-consortium member, 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 submit 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 Tranche I Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
8. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
13. Do not submit Application Forms to a Designated Intermediary at a location other than Collection Centers;
14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
15. Do not apply if you are a person ineligible to apply for NCDs under the Tranche I 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); and
16. Do not make an application of the NCD on multiple copies taken of a single form.
17. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted under the ASBA process;
18. Do not send your physical Application Form by post. Instead submit the same to a Designated Branch or the Lead Manager or Trading Members of the Stock Exchanges, as the case may be, at the Specified Cities; and
19. Do not submit more than five Application Forms per ASBA Account.
20. 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;
21. 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;
22. Do not submit a bid using UPI ID, if you are not a Retail Individual Investor and if the Application is for an amount more than ₹ 5,00,000;

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

Please see “*Rejection of Applications*” on page 118 for information on rejection of Applications.

### **Submission of completed Application Forms**

For details in relation to the manner of submission of Application Forms, see “*Issue Procedure*” beginning on page 94.

### **OTHER INSTRUCTIONS**

#### **Depository Arrangements**

Our Company has made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialised form. In this context:

1. Tripartite Agreements dated December 26, 2017 between us, the Registrar to the Issue and CDSL for offering depository option to the Applicants.
2. Tripartite Agreements dated April 10, 2014 between us, the Registrar to the Issue and NSDL for offering depository option to the Applicants.
3. 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.
4. The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
5. NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
6. Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to the Issue.
7. It may be noted that NCDs in electronic form can be traded only on Stock Exchanges having electronic connectivity

with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL.

8. 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 days.
9. The trading of the NCDs on the floor of the Stock Exchanges shall be in dematerialized form in multiples of One NCD only.

Allottees will have the option to rematerialise the NCDs Allotted under the Tranche I Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

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

For further information relating to Applications for Allotment of the NCDs in dematerialised form, please see the section titled “*Issue Procedure*” on page 94.

**Communications**

All future communications in connection with Applications made in the Tranche I Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the Applicant and its Application.

Applicants can contact our Company Secretary and Chief Compliance Officer or the Registrar to the Issue in case of any pre- Tranche I Issue related problems and/or Post- Tranche I Issue related problems such as non-receipt of Allotment Advice non-credit of NCDs in depository’s beneficiary account/ etc. Please note that Applicants who have applied for the NCDs through Designated Intermediaries should contact the Stock Exchanges in case of any Post- Tranche I Issue related problems, such as non-receipt of Allotment Advice / non-credit of NCDs in depository’s beneficiary account/ etc.

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

**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 our Company**

- (a) All monies received pursuant to the Tranche I Issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013;
- (b) Details of all monies utilised out of Tranche I 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;
- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested;
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;
- (e) we shall utilize the Tranche I Issue proceeds only upon creation of security as stated in this Tranche I Prospectus in the section titled “*Terms of the Issue*” on page 76 and after (a) permissions or consents for creation of pari passu charge have been obtained from the creditors who have pari passu charge over the assets sought to be provided as Security; (b) receipt of the minimum subscription of 75% of the Base Issue amount; (c) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (d) creation of security and confirmation of the same in terms of NCDs and (e) receipt of listing and trading approval from the Stock Exchanges;
- (f) The Tranche I Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property;

- (g) The allotment letter shall be issued, or application money shall be unblocked within 15 days from the closure of the Tranche I Issue or such lesser time as may be specified by SEBI, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

#### *Other Undertakings by our Company*

Our Company undertakes that:

- (a) Complaints received in respect of the Tranche I Issue (except for complaints in relation to Applications submitted to Designated Intermediaries) will be attended to by our Company expeditiously and satisfactorily;
- (b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding;
- (c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within six Working Days of the Tranche I Issue Closing Date;
- (d) Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue;
- (e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Current Statutory Auditor, to the Debenture Trustee;
- (f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Tranche I Issue as contained in this Tranche I Prospectus;
- (g) We shall make necessary disclosures/reporting under any other legal or regulatory requirement as may be required by our Company from time to time;
- (h) 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;
- (i) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report.

#### **Rejection of Applications**

As set out below or if all required information is not provided or the Application Form is incomplete in any respect, the Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

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

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;
- Applications not being signed by the sole/joint Applicant(s);
- Applications not made through the ASBA facility;
- Number of NCDs applied for or Applications for an amount being less than the minimum Application size;
- Applications submitted without blocking of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- Investor Category in the Application Form not being ticked;
- 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;
- ASBA Bank account details to block Application Amount not provided in the Application Form;
- Applications where a registered address in India is not provided for the Applicant;
- In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partners(s);
- Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian when PAN of the Applicant is not mentioned;

- DP ID and Client ID not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications by OCBs;
- Applications for an amount below the minimum application size;
- Submission of more than five ASBA Forms per ASBA Account;
- Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;
- Applications accompanied by Stock invest/ cheque/ money order/ postal order/ cash;
- 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);
- Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.
- Application Forms not being signed by the ASBA Account holder if the account holder is different from the Applicant.
- If the 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;
- Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediaries, as the case may be;
- ASBA Applications not having details of the ASBA Account to be blocked;
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- If an authorization to the SCSB or Sponsor Bank for blocking funds in the ASBA Account or acceptance of UPI Mandate Request raised has not been provided;
- The UPI Mandate Request is not approved by the Retail Individual Investor;
- SCSB making an ASBA application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
- Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- Authorization to the SCSB for blocking funds in the ASBA Account not provided or acceptance of UPI Mandate Request raised has not been provided;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- Applications by any person outside India;
- Applications by other persons who are not eligible to apply for NCDs under the Tranche I Issue under applicable Indian or foreign statutory/regulatory requirements;
- Applications not uploaded on the online platform of the Stock Exchanges;
- Applications uploaded after the expiry of the allocated time on the Tranche I Issue Closing Date, unless extended by the Stock Exchanges, as applicable;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and this Tranche I Prospectus;
- Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchanges, are not as per the records of the Depositories;
- Applications providing an inoperative demat account number;
- ASBA Applications submitted to the Designated Intermediaries, at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and Applications submitted directly to the Banker to the Issue (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- Category not ticked;
- Forms not uploaded on the electronic software of the Stock Exchanges;

- 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.
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and this Tranche I Prospectus and as per the instructions in the Application Form;
- UPI Mandate Request is not approved by Retail Individual Investors.

**Kindly note that ASBA Applications submitted to the Lead Manager, or Trading Members of the Stock Exchanges, Members of the Syndicate, Designated Intermediaries at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Lead Manager, or Trading Members of the Stock Exchanges, Members of the Syndicate, Designated Intermediaries, as the case may be, to deposit ASBA Applications (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).**

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please see below “*Issue Procedure-Information for Applicants*”.

### **Information for Applicants**

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

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

### **Mode of making refunds**

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 six Working Days of the Tranche I Issue Closing Date.

Our Company and the Registrar to the Issue shall credit the allotted NCDs to the respective beneficiary accounts/ dispatch the Letters of Allotment or letters of regret by registered post/speed post at the Applicant’s sole risk, within six Working Days from the Tranche I Issue Closing Date. We may enter into an arrangement with one or more banks in one or more cities for refund to the account of the applicants through Direct Credit/RTGS/NEFT/NACH.

Further,

- (a) Allotment of NCDs in this Tranche I Issue shall be made within the time period stipulated by SEBI;
- (b) Credit to dematerialised accounts will be given within one Working Day from the Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund effected within

five Working days from the Tranche I Issue Closing Date, for the delay beyond five Working days; and

(d) Our Company will provide adequate funds to the Registrar to the Issue for this purpose.

### **Retention of oversubscription**

The base issue size of this Tranche I Issue is ₹ 250 crores. Our Company shall have the option to retain oversubscription up to ₹ 250 crores, aggregating upto ₹ 500 crores.

### **Basis of Allotment**

The Registrar to the Issue 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 the Applications received will be then done in the following manner:

### **Grouping of Applications and allocation ratio**

For the purposes of the basis of allotment:

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

For removal of doubt, the terms **“Institutional Portion”**, **“Non-Institutional Portion”**, **“High Net Worth Individual Investors Portion”** and **“Retail Individual Investors Portion”** are individually referred to as **“Portion”** and collectively referred to as **“Portions”**.

For the purposes of determining the number of Secured NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of Secured NCDs to be allotted over and above the Base Issue, in case our Company opts to retain any oversubscription in a Tranche Issue upto an amount specified under the relevant Tranche Prospectus. The aggregate value of NCDs decided to be allotted over and above the Base Issue, (in case our Company opts to retain any oversubscription in any Tranche Issue), and/or the aggregate value of NCDs upto the Base Issue Size shall be collectively termed in the relevant Tranche Prospectus.

The Registrar to the Issue 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 the Applications received will be then done in the following manner:

### **Allocation Ratio**

<b>Institutional Portion</b>	<b>Non-Institutional Portion</b>	<b>High Net Worth Individual Investors Portion</b>	<b>Retail Individual Investors Portion</b>
25%	35%	15%	25%

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

- (i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs upto 25% 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 Exchanges;
- (ii) Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated NCDs upto 35% 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 Exchanges;

- (iii) Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated NCDs up to 15% 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 Exchanges;
- (iv) Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated NCDs up to 25% 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 Exchanges.

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with Stock Exchanges, in each Portion subject to the Allocation Ratio indicated herein above.

As per the SEBI Operational 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 Exchanges. However, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis.

**(b) Under Subscription**

- (i) 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, on proportionate basis. If there is under subscription 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.
- (ii) For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchanges would be treated at par with each other. Allotment would be on proportionate basis, where NCDs uploaded into the platform of the Stock Exchanges exceeds NCDs to be Allotted for each portion respectively from the date of oversubscription and thereafter.
- (iii) Minimum Allotments of 10 NCD and in multiples of 1 NCD thereafter would be made in case of each valid Application to all Applicants.

**(c) 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 NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the applicants from the date of oversubscription (based on the date of upload of each Application on the electronic platform of the Stock Exchanges, 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 the 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 in respective Portion (based on the date of upload of each Application on the electronic platform of the Stock Exchanges in each Portion).
- (ii) In case there is oversubscription in 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 Exchanges till the end of the last day of the 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 Exchanges. 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.

- c) 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.

**(d) 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.

**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 Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the six Series and in case such Applicant cannot be allotted all the six 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.

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 Manager, 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 Manager.

**Information for Applicants**

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

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

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

Our Company would allot Series IV NCDs to all valid applications, wherein the applicants have selected only NCDs, but have not indicated their choice of the relevant Series of the NCDs.

Applications where the Application Amount received is greater than the minimum Application Amount, and the Application Amount paid does not tally with the number of NCDs applied for may be considered for Allotment, to the

extent of the Application Amount paid rounded down to the nearest ₹1,000.

#### **Payment of Refunds:**

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within the applicable regulatory timelines.

#### **Issuance of Allotment Advice**

Our Company shall ensure dispatch of Allotment Advice as per the Demographic Details received from the Depositories. Instructions for credit of NCDs to the beneficiary account with Depository Participants shall be made within 5 Working Days of the Tranche I Issue Closing Date

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities and approvals for the commencement of trading at the Stock Exchanges where the NCDs are proposed to be listed are taken within 5 Working Days from the Tranche I Issue Closing Date.

Allotment Advices shall be issued, or Application Amount shall be unblocked within 15 (fifteen) 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 of the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent. per annum for the delayed period.

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

#### **Investor Withdrawals and Pre-closure**

*Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Tranche I Issue Closing Date.*

*Withdrawal of Applications after the Tranche I Issue Period: In case an Applicant wishes to withdraw the Application after the Tranche I Issue Closing Date or early closure date, the same can be done by submitting a withdrawal request to the Registrar prior to the finalization of the Basis of Allotment but not later than 2 (two) Working days from the Tranche I Issue Closing Date or early closure date, as applicable.*

*Pre-closure/Early Closure: Our Company, in consultation with the Lead Manager reserves the right to close the Tranche I Issue at any time prior to the Tranche I Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Tranche I Issue before the Tranche I Issue Closing Date. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.*

*In the event of such early closure of this Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the relevant Tranche I Issue Closing Date of the Issue, as applicable, through advertisement(s) in all those newspapers in which pre-Tranche I Issue advertisement and advertisement for opening or closure of this Tranche I Issue have been given.*

*Further, the Tranche I Issue will also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Tranche I Issue before the Tranche I Issue Closing Date.*

*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 has not been subscribed or received, as applicable, within the specified period, the application money received is to be unblocked/credited only to the bank account in/from which the subscription was blocked/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 the Registrar will follow the guidelines prescribed by SEBI in this regard.*

If our Company does not receive the minimum subscription of 75% of Base Tranche I Issue Size prior to the Tranche I Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants

within 8 (eight) working days from the Tranche I Issue Closing Date, provided wherein, the Application Amount has been transferred to the Public Tranche I Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 (six) working days from the Tranche I Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

### **Revision of Applications**

As per the notice no: 20120831-22 dated August 31, 2012 issued by BSE, cancellation of one or more orders (series) within an Application is permitted during the Tranche I Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. However, 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 Tranche I Issue Period, as allowed/permitted by the Stock Exchanges(s), by submitting a written request to the Designated Intermediary, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchanges, 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 Designated Intermediaries will be given up to one Working Day after the Tranche I Issue Closing Date (till 1:00 PM) 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 to the Issue for reconciliation with the data available with the NSDL and CDSL.

## **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 on Working Days at the Registered Office of our Company situated at New No. 49 (Old No. 725), 46th Cross, 8th Block, Jayanagar, Next to Rajalakshmi Kalyana Mantap, Bengaluru 560 071, Karnataka, India between 10 am to 5 pm on any Working Days from the date of the filing of this Tranche I Prospectus with RoC, SEBI and Stock Exchanges.

### **MATERIAL CONTRACTS**

1. Issue Agreement dated September 23, 2022 executed between our Company and the Lead Manager.
2. Registrar Agreement dated September 13, 2022 executed between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated September 19, 2022 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 November 4, 2022 executed between our Company, the Consortium Member and the Lead Manager.
6. Public Issue Account Agreement dated November 4, 2022 executed between our Company, the Registrar, the Public Issue Account Bank, Refund Bank and Sponsor Bank, and the Lead Manager.
7. Tripartite agreement dated December 26, 2017 among our Company, the Registrar to the Issuer and CDSL.
8. Tripartite agreement dated April 10, 2014 among our Company, the Registrar to the Issuer and NSDL.

### **MATERIAL DOCUMENTS**

1. Memorandum and Articles of Association of our Company, as amended to date.
2. Certificate of Incorporation of our Company dated June 12, 1991 issued by the RoC, Calcutta, West Bengal for incorporation as Sanni Collection Private Limited.
3. Certificate of Incorporation of our Company dated March 14, 2008 issued by the RoC, Calcutta, West Bengal for change of name from Sanni Collection Private Limited to Grameen Financial Services Private Limited.
4. Certificate of Incorporation of our Company dated November 13, 2014 issued by the RoC, Bangalore for change of name from Grameen Financial Services Private Limited to Grameen Koota Financial Services Private Limited.
5. Certificate of Incorporation of our Company dated December 18, 2017 issued by the RoC, Bangalore consequent upon conversion to a public limited company.
6. Certificate of Incorporation of our Company dated January 2, 2018 issued by the RoC consequent upon change of name to CreditAccess Grameen Limited.
7. The certificate of registration bearing code no. B - 02.00252 dated January 19, 2018 issued by the RBI to commence/ carry on the business of non-banking financial institution without accepting public deposits.
8. Copy of shareholders' resolution on November 21, 2018 under Section 180(1)(a) of the Companies Act, 2013 on overall borrowing and security creation limits of the Board of Directors of our Company.
9. Copy of shareholders' resolution on July 30, 2021 under Section 180(1)(c) of the Companies Act, 2013 on overall borrowing and security creation limits of the Board of Directors of our Company.
10. Copy of the resolution passed by the Board of Directors dated March 23, 2022 approving the issue of NCDs.
11. Copy of the resolution passed by the EBI Committee at its meeting held on September 23, 2022 approving the Draft

Shelf Prospectus.

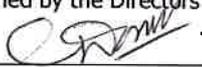
12. Copy of the resolution passed by the EBI Committee at its meeting held on November 4, 2022 approving the approving the Shelf Prospectus and this Tranche I Prospectus.
13. Credit rating letter dated August 4, 2022 and further revalidated *vide* letter dated September 8, 2022, by India Ratings assigning a rating of “IND AA-/Stable” for the Issue with rating rationale and press release dated June 28, 2022 and August 4, 2022, respectively.
14. Consents of the Directors, Chief Financial Officer, Company Secretary and Chief Compliance Officer, Lead Manager to the Issue, Legal Advisor to the Issue, Credit Rating Agency for this Issue, Lenders/Bankers to our Company, Registrar to the Issue, the Consortium Member, the Public Issue Account Bank, Refund Bank and Sponsor Bank; and the Debenture Trustee for the NCDs to include their names in this Tranche I Prospectus in their respective capacity.
15. Consent of ICRA Limited dated June 7, 2022 as the agency issuing the industry report titled “Indian Microfinance Sector: Portfolio growth and profitability to revive in Fiscal 2023; impact of third wave remains monitorable” dated January 2022 forming part of the Industry Overview chapter.
16. Consent of MFIN dated July 15, 2022, as the agency issuing the industry report titled “*Micrometer Mar-2022*” dated March 31, 2022 forming part of the Industry Overview chapter.
17. Consent of CRIF dated July 21, 2022 as the agency issuing the industry report titled “*MicroLend Quarterly Publication on Microfinance Lending Volume XIX Mar 2022*” forming part of the Industry Overview chapter.
18. Our Company has received the written consent dated November 4, 2022 from Deloitte Haskins & Sells and PKF Sridhar & Santhanam LLP, to include their names as required under section 26 (1) of the Companies Act, 2013 read with SEBI NCS Regulations, in this Tranche I Prospectus, and as “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination reports dated September 23, 2022, on the Reformatted Standalone Financial Information and Reformatted Consolidated Financial Information of the Company as at and for each of the years ended March 31, 2022, 2021 and 2020 included in the Shelf Prospectus and (ii) the Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results for the half year ended September 30, 2022 included in the Shelf Prospectus. However, the term “expert” and “consent” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1993.
19. The examination report dated September 23, 2022 in relation to the Reformatted Financial Information.
20. The reports on statement of possible tax benefits dated September 23, 2022 issued by Rao Associates.
21. Annual Report of our Company for the last three financial years ended March 31, 2022, 2021 and 2020.
22. Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results for the half year ended September 30, 2022
23. In-principle listing approval from BSE by its letter no. DCS/BM/PI-BOND/013/22-23 dated October 3, 2022.
24. In-principle listing approval from NSE by its letter no. NSE/LIST/D/2022/0142 dated October 3, 2022.
25. Due Diligence Certificate dated November 4, 2022 filed by the Lead Manager with SEBI.
26. Due Diligence certificate dated September 23, 2022 filed by the Debenture Trustee to the Issue, at the time of filing the Draft Shelf Prospectus.
27. Proposed Scheme of Amalgamation approved by the board of our Company dated November 27, 2019 and January 22, 2020 and October 23, 2020.
28. Share Purchase Agreement dated March 18, 2020, entered into between certain equity shareholders of MMFL and our Company.

## DECLARATION

We, the Directors of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue including the all relevant provisions of the Companies Act, 2013, as amended, and the rules prescribed thereunder, to the extent applicable and the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India, and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended, and rules made thereunder, including the Securities Contracts (Regulation) Rules, 1957, as amended, including 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 and no statement made in this Tranche I Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We hereby confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

We further certify that all the disclosures and statements made in this Tranche I Prospectus are true, correct and complete in all material respects, are in conformity with Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Securities Contracts (Regulation) Act, 1956, as amended and rules made thereunder including the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Tranche I Prospectus does not contain any misstatements. Furthermore, all the monies received under this Issue shall be used only for the purposes and objects indicated in this Tranche I Prospectus. 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 subscribing to the Memorandum of Association and Articles of Association.

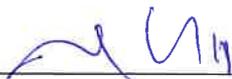
Signed by the Directors of our Company

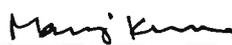
  
Udaya Kumar Hebbar  
Managing Director & CEO  
DIN: 07235226

  
Lilian Jessie Paul  
Independent Director  
DIN: 02864506

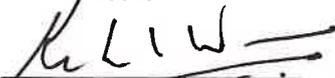
  
Massimo Vita  
Nominee Director  
DIN: 07863194

  
Paolo Brichetti  
Non- Executive Director  
DIN: 01908040

  
George Joseph  
Chairman & Lead Independent Director  
DIN: 00253754

  
Manoj Kumar  
Independent Director  
DIN: 02924675

  
Sumit Kumar  
Nominee Director  
DIN: 07115525

  
Rekha Gopal Warriar  
Independent Director  
DIN: 08152356

Date: November 4, 2022  
Place: Bangalore

**ANNEXURE A – CREDIT RATING LETTER, RATING RATIONALE AND PRESS RELEASE**

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**Mr. S. Balakrishna Kamath**  
Chief Financial Officer  
CreditAccess Grameen Limited  
#49, 46th Cross, 8th Block,  
Jayanagar,  
Bangalore – 560071

August 04, 2022

*Dear Sir/Madam,*

**Re: Rating Letter of CreditAccess Grameen Limited**

India Ratings and Research (Ind-Ra) has taken the following rating actions on CreditAccess Grameen Limited's (CA Grameen) debt instruments:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
Long-term bank loans	-	-	-	INR20,000	IND AA-/ Stable	Affirmed
Non-convertible debentures (NCDs)*	-	-	-	INR1,000	IND AA-/Stable	Affirmed
Non-convertible debentures (NCDs)*	-	-	-	INR15,000	IND AA-/Stable	Assigned

\*Details given in annexure

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security.

The manner of India Ratings factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in India where the rated security is offered and sold, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing

its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "India Ratings" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please email us at [infogrp@indiaratings.co.in](mailto:infogrp@indiaratings.co.in)

Sincerely,

India Ratings

  
**Prakash Agarwal**  
Director

  
**Karan Gupta**  
Director

**Annexure: Facilities Breakup**

Instrument Description	Banks Name	Ratings	Outstanding/Rated Amount(INR million)
Term Loan	IDFC First Bank	IND AA-/Stable	2059.5
Term Loan	Punjab National Bank - Corporate Banking	IND AA-/Stable	765.2
Term Loan	Axis Bank Limited	IND AA-/Stable	4700
Term Loan	Bank of Baroda	IND AA-/Stable	3666.7
Term Loan	Punjab National Bank	IND AA-/Stable	2000
Term Loan	SIDBI	IND AA-/Stable	650
Term Loan	Union Bank of India	IND AA-/Stable	200
Term Loan	NA	IND AA-/Stable	5958.7

**Annexure: ISIN**

Instrument	ISIN	Date of Issuance	Coupon Rate	Maturity Date	Amount	Long Term	Short Term	Long Term Outlook	Short Term Outlook
NCDs	INE741K07264	28/02/2020	10.5	28/02/2023	800	IND AA-		Stable	

RA

**Mr. S. Balakrishna Kamath**  
Chief Financial Officer  
CreditAccess Grameen Limited  
#49, 46th Cross, 8th Block,  
Jayanagar,  
Bangalore – 560071

September 08, 2022

*Dear Sir/Madam,*

***Re: Rating Letter for non-convertible debenture (NCD) programme of CreditAccess Grameen Limited***

India Ratings and Research (Ind-Ra) is pleased to communicate the rating of  
-INR16.0 billion long-term non-convertible debentures (NCDs): 'IND AA-' / Stable.

Please refer to annexure for details

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in India where the rated security is offered and sold, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

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Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "India Ratings" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please email us at [infogrp@indiaratings.co.in](mailto:infogrp@indiaratings.co.in)

Sincerely,

India Ratings

  
**Prakash Agarwal**  
Director

  
**Karan Gupta**  
Director

**Annexure: ISIN**

Instrument	ISIN	Date of Issuance	Coupon Rate	Maturity Date	Amount	Long Term	Short Term	Long Term Outlook	Short Term Outlook
NCDs	INE741K07264	28/02/2020	10.5	28/02/2023	800	IND AA-		Stable	
NCDs (Unutilized)					15200	IND AA-		Stable	



## India Ratings Assigns CreditAccess Grameen Additional Debt Instruments 'IND AA-'/ Stable; Affirms Existing Ratings

Aug 04, 2022 | Financial Services

India Ratings and Research (Ind-Ra) has taken the following rating actions on CreditAccess Grameen Limited's (CA Grameen) debt instruments:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
Long-term bank loans	-	-	-	INR20,000	IND AA-/ Stable	Affirmed
Non-convertible debentures (NCDs)*	-	-	-	INR1,000	IND AA-/Stable	Affirmed
Non-convertible debentures (NCDs)*	-	-	-	INR15,000	IND AA-/Stable	Assigned

\*Details given in annexure

CA Grameen's (consolidated) operating performance in 1QFY23 remained healthy, with its pre-provisioning operating profit (PPOP) to credit cost buffer improving to 2.9x (FY22: 1.8x; FY21: 1.2x). The annualised return over assets stood at 3.3% in 1QFY23 (FY22: 2.2%; FY21: 1.0%) as the credit cost (annualised) declined to 2.8% (4.5%; 6.8%). Ind-Ra expects the company's credit cost for FY23 to show a declining trend as its restructured loans are minimal. CA Grameen's assets under management declined qoq as its disbursements remained muted in April-May, due to the implementation of new lending method stipulated by the Reserve Bank of India's revised MFI regulations, but its assets under management grew

23.3% yoy to INR156.2 billion.

The company continued to expand its reach to newer states by opening 46 branches in 1QFY23, taking the total network to 1,681. CA Grameen's asset quality remained stable with gross non-performing asset ratio (consolidated) remaining at 3.1% in 1QFY23 (FY22: 3.6%; FY21: 4.4%) and its net non-performing asset ratio of 1.1% (1.3%; 1.4%). The capital adequacy continued to be adequate with Tier-I ratio of 24% in 1QFY23 (FY22: 25.9%; FY21: 30.5%).

Ind-Ra believes that these buffers are adequate to withstand the credit costs of 5%-10%, which is the overall industry experience through credit events. According to the asset liability management statement at end-June 2022, its liquidity remained adequate, with a cumulative surplus (excess of short-term assets over short-term liabilities) of up to one year (19% of total assets). This also reflects the unencumbered cash and liquid investments of over INR11.6 billion at end-June 2022 and unutilised bank lines of about INR36 billion (end-March 2022: INR25 billion).

## Key Rating Drivers

For the detailed rationale, [click here](#).

## Rating Sensitivities

**Positive:** Material product diversification with demonstrated performance, appreciable reduction in the geographic concentration while maintaining strong capital buffers, a stable asset quality, and the liquidity buffers in line with the company's plans, on a sustained basis, could lead to a positive rating action.

**Negative:** A material deterioration in the asset quality and/or the liquidity position, funding challenges and pressure on the profitability due to the increased credit cost leading to a loss on annual basis could lead to a negative rating action. The leverage exceeding 4x, on a sustained basis, could also result in a negative rating action. If, in the agency opinion, the franchise of CA Grameen weakens, it could also lead to a negative rating action.

## ESG Issues

**ESG Factors Minimally Relevant to Rating:** Unless otherwise disclosed in this section, the ESG issues are credit neutral or have only a minimal credit impact on CA Grameen, either due to their nature or the way in which they are being managed by the entity. For more information on Ind-Ra's ESG Relevance Disclosures, please [click here](#). For answers to frequently asked questions regarding ESG Relevance Disclosures and their impact on ratings, please [click here](#).

## Company Profile

CA Grameen commenced operations in May 1999 as a project under the T. Muniswamappa Trust, a registered non-governmental organisation in Bengaluru. Subsequently, in 2007, the microfinance operations were transferred into an NBFC. CA Grameen offers collateral-free micro-loans to women from low-income households under the joint liability group model. It also offers retail finance products to support the evolving needs of its existing customers. The average ticket size for microfinance loans is about INR30,300, while that for retail finance is INR48,800. The promoter group, CreditAccess India N.V. held a 73.8% stake in the company at end-June 2022.

### FINANCIAL SUMMARY

Parameters	FY22*	FY21*
Tangible assets (INR billion)	171.1	147.9

Tangible equity (INR billion)	36.9	34.2
Net income (INR billion)	3.6	1.3
Return on average managed assets (%)	2.4	1.0
Equity/ assets (%)	21.6	23.1
Tier 1 capital (%)	25.9	30.5

Source: Company, \*On a consolidated basis except for Tier 1 capital

Note: Equity is excluding minority interest, deferred tax and intangibles as per Ind-Ra methodology

## Solicitation Disclosures

Additional information is available at [www.indiaratings.co.in](http://www.indiaratings.co.in). The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer.

## Rating History

Instrument Type	Current Rating/Outlook			Historical Rating/ Rating Watch/					
	Rating Type	Rated Limits (million)	Rating	28 June 2022	10 January 2022	11 January 2021	20 November 2020	28 May 2020	18 March 2020
Long-term bank loans	Long-term	INR20,000	IND AA-/Stable	IND AA-/Stable	IND A+/Stable	IND A+/Stable	IND A+/Stable	IND A+/RWN	IND A+
NCDs	Long-term	INR16,000	IND AA-/Stable	IND AA-/Stable	IND A+/Stable	IND A+/Stable	IND A+/Stable	IND A+/RWN	IND A+

## Annexure

Instrument Type	ISIN	Date of Allotment	Coupon (%)	Maturity Date	Amount (million)	Rating/Outlook
NCDs	INE741K07264	28 February 2020	10.5	28 February 2023	INR800	IND AA-/Stable
				Limit unutilised	INR15,200	
				Total	INR16,000	

## Bank wise Facilities Details

[Click here to see the details](#)

## Complexity Level of Instruments

Instrument Type	Complexity Indicator

Bank loans (short- & long-term facilities)	Low
NCDs	Low

For details on the complexity levels of the instruments, please visit <https://www.indiaratings.co.in/complexity-indicators>.

## Contact

### Primary Analyst

Amit Rane

Senior Analyst

India Ratings and Research Pvt Ltd

Wockhardt Towers, 4th Floor, West Wing, Bandra Kurla Complex, Bandra East, Mumbai - 400051

+91 22 40001700

For queries, please contact: [infogrp@indiaratings.co.in](mailto:infogrp@indiaratings.co.in)

### Secondary Analyst

Jindal Haria

Director

+91 22 40001750

### Chairperson

Prakash Agarwal

Director and Head Financial Institutions

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### Media Relation

Ankur Dahiya

Senior Manager – Corporate Communication

+91 22 40356121

## APPLICABLE CRITERIA

### Evaluating Corporate Governance

### Financial Institutions Rating Criteria

### Non-Bank Finance Companies Criteria

## DISCLAIMER

All credit ratings assigned by india ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: <https://www.indiaratings.co.in/rating-definitions>. In addition, rating definitions and the terms of use of such ratings are available on the agency's public website [www.indiaratings.co.in](http://www.indiaratings.co.in). Published ratings, criteria, and methodologies are available from this site at all times. India ratings' code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the code of conduct section of this site.

## India Ratings Upgrades CreditAccess Grameen's Debt Instruments to 'IND AA-'/ Stable

Jun 28, 2022 | Financial Services

India Ratings and Research (Ind-Ra) has taken the following rating actions on CreditAccess Grameen Limited's (CA Grameen) debt instruments:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
Long-term bank loans	-	-	-	INR20,000	IND AA-/ Stable	Upgraded
Non-convertible debentures (NCDs)*	-	-	-	INR1,000	IND AA-/Stable	Upgraded

\*Details given in annexure

The upgrade factors in CA Grameen's improved geographical diversification, the ability to manage asset quality as demonstrated during the pandemic and other systemic events in the past few years, and the tailwinds of a supportive regulatory environment. The rating also factors in the company's industry-leading franchise in the non-banking financial companies-micro finance institutions (NBFC-MFI) segment, the experienced management, healthy operating performance, and above average capital buffers. Ind-Ra notes that the company has adopted certain operating practices, which could provide a strong operational control and oversight and aid faster response on emerging issues.

The agency considers the vulnerability of the sector to unexpected sporadic socio-political/idiosyncratic risks, getting accentuated due to higher geographic concentration, leading to sharp volatility in its performance, and as a result, NBFC-

MFIs require above average capital and liquidity buffers to provide the cushion during these events. Ind-Ra also notes that the company is working on strengthening its technological infrastructure.

## Key Rating Drivers

**Large Rural-Focused Franchise, with Well Established Track Record:** CA Grameen has a well-established large franchise, with an operational history of over two decades. The company is the largest NBFC-MFI in India, with assets under management (AUM) of INR166 billion and a borrower base of 3.8 million, on a consolidated basis (including its subsidiary, Madura Micro Finance Limited (MMFL)), at FYE22.

The company benefits from its business model (providing credit line) where customers can borrow, on the basis of their needs (with policy being fresh credit check); its deep penetration in rural areas (it has more average number of branches per district (5.0 vs 2.5-3.5 for most large MFIs); and higher borrower retention rates (about 84% vs 50-75%) than its peers. Moreover, the agency learns that over 80% of its borrowers operate in the essential goods and services segments which generally are able to ride through cycles.

**Organic and Inorganic Efforts to Reduce Concentration:** The acquisition of MMFL in March 2020 has deepened CA Grameen's rural presence, as about 96% of MMFL's borrowers are based in rural areas. Furthermore, the acquisition helped CA Grameen reduce the geographic concentration in Karnataka (including MMFL) to 36% in FYE22 (FYE19: 53%). Although the average AUM per borrower in the top three states of about INR49,700 was higher than INR34,300 of other states; top three states have longer vintage customers relative to other states, leading to higher ticket size, lower operating costs and higher familiarity in operational dynamics between the company and its borrowers.

**Demonstrated Ability to Ride through Cycles:** Due to the pandemic-led disruptions, CA Grameen reported elevated credit costs of 6.8% in FY21 and 4.5% in FY22 (FY20: 2.7%; FY19: 1.3%). Given that most MFIs have restructured their assets at end-March 2022 in the range of 5-10% as against 0.9% for CA Grameen, the credit cost for CA Grameen over two years was 10-15% lower than that of the industry (some of these costs may be borne by others in 1HFY23 as assets came out of restructuring). Even after the demonetisation, most MFIs with a focus on Maharashtra/Uttar Pradesh and Madhya Pradesh had their credit costs in the range of 5-10% while CA Grameen witnessed credit costs of about 4%.

**Healthy Operating Buffers to Absorb Credit Cost Volatility:** CA Grameen's (consolidated) gross stage 3 ratio (60-day non-performing asset recognition policy for group loans and 90-day recognition policy for retail finance) decreased to 3.6% at FYE22 (FYE21: 4.4%), while the net stage 3 ratio stood at 1.3% (1.4%) with a provision coverage ratio of 64.4%. At end-March 2022, the restructured loans remained low at 0.9%, with a provision of 30% for the same. The proportion of non-paying customers declined to 2% in March 2022 from 12.3% in June 2021.

CA Grameen (consolidated) had one of the lowest operating cost to average assets ratio (FY22: 5.2%; FY21: 5.1%; FY20: 4.8%) in the industry. CA Grameen's pre-provision operating profit margins (FY22:8.1%; FY21: 8.3%; FY20: 7.9%), which are among the highest in the industry on the back of vintage, scale, higher-than-peer's share of three-year loans, provide more than adequate cushion to absorb incremental credit costs. Ind-Ra also believes that these buffers are adequate to withstand the credit costs of 5-10% which is the overall industry experience through credit events.

**Liquidity Indicator – Adequate:** CA Grameen aims to have inflows exceeding outflows by 50% in the one-year cumulative bucket as well as in each time bucket. Over the next two years, CA Grameen aims to increase the share of long-term funding (through policy institutions and development of finance institutions) further – the share of liabilities with maturity three-year or more was 54%, higher than that of most NBFC-MFIs and even some secured asset NBFCs in the same rating category. CA Grameen (standalone) had unencumbered cash and liquid investments of INR13 billion at end-April 2022. Furthermore, the company had sanctioned but undrawn bank and securitisation lines of about INR23.4 billion at end-April 2022. At end-March 2022, CA Grameen had adequate on-balance sheet resources to cover its debt repayments (principal + interest) for two months, assuming nil inflows while cumulative inflows exceeded cumulative outflows by at least 50% in the up-to-one-year maturity buckets.

CA Grameen (standalone) was able to mobilise funds totalling INR68.7 billion during FY22 from various sources at a competitive pricing. The marginal cost of borrowings (standalone) stood at 8.3% in 4QFY22 compared with on-book cost of borrowings of 8.8%. Ind-Ra does not see any major challenge for the company to raise funds incrementally. The company's parent, CreditAccess India N.V. (CAINV) that holds a 73.9% stake in the company, holds INR4.5 billion liquidity, which can be additional source of liquidity if required.

**Improving Funding Profile:** Banks accounted for the majority of the funding for CA Grameen (FY22: 62.9; FY21: 60.4%) with well-diversified lender base (37 commercial banks, three financial institutions, eight foreign institutional investors, four NBFCs). After the pandemic, being the largest NBFC-MFI, CA Grameen got lenders' preference due to the increased risk-aversion among lenders. Moreover, the proportion of bank loans with more than three-year tenor increased to 39% in FY22 (December 2019: 15%), indicating increasing lender comfort. At end-March 2022, borrowings from policy institutions and foreign entities accounted for 41.6% of the borrowings. The management aims to reduce its monthly obligation against the collection ratio to 50% from the current 65% by increasing the proportion of long-tenor borrowings (in the form of external commercial borrowing / NCDs from global FIIs/FPIs, impact investors, multilateral/ bilateral institutions, development finance institutions, banks) to over 20% in the medium term. Ind-Ra also notes the parentage of CAINV and its enhanced ability would provide the access to global fundraising opportunities with long tenor of more than five years by leveraging its network and relationships. CA Grameen also has a policy of having a maximum of 15% of its AUM in 'off-balance sheet' mode from the 10% currently. The direct assignment transactions have mostly been done at 8.5%-9.5%, lower than that of peers.

**Adequate Capitalisation:** CA Grameen's (standalone) tier I capital adequacy ratio stood at 25.9% at FYE22 (FYE21: 30.5%; FYE20: 22.3%), with a leverage of 2.8x (2.5x; 3.0x). The company's consolidated leverage ratio (debt to tangible equity) increased to 3.5x in FY22 (FY21: 3.2x; FY20: 3.8x). Ind-Ra expects the company to have a reasonable ability to raise capital from the equity markets. The agency expects the company to operate at a moderate leverage over the medium term to provide a cushion against the idiosyncratic and systemic risks that are an inherent part of the unsecured microfinance segment. The management plans to cap the leverage at 4x on an ongoing basis.

**Capability Building Started in Non-MFI loans:** New RBI norms (effective 1 April 2022) have reduced the qualifying assets limit to 75% of the total assets from 85% of net assets, likely providing diversification in the assets. During the past two years, CAGL embarked on a number of secured products and unsecured products. The company also plans to offer four new products (to be finalised based on the outcome of the pilot study) such as two-wheeler loans, loan against property, affordable homes and also gold loans. The scale up of these new products will be visible in FY24-FY25. The company aims to build non-MFI book to 15-20% of the AUM by FY25. However, the execution risks remain as the expertise required for secured products is much different than that of the MFI loans, despite having the branch network in place. In addition, the strength of the entire loan cycle would be tested till the time the company builds an adequate scale and seasoning.

**Concentration Poses Key Risk to Credit Costs:** While the concentration in Karnataka (36%) has reduced, it still is high (even considering MMFL) as a top state compared to other large MFIs. This is of significance, given the idiosyncratic and systemic risks that the sector faces, and the importance of concentration in Ind-Ra's stress tests. Notably, at a district-level, the concentration has reduced with the share of the top 10 districts in terms of AUM declined to 21% at end-March 2022 (FYE19: 32%), with no single district accounting for more than 4% of the portfolio. Moreover, with implementation of risk-based pricing strategy, Ind-Ra expects geographical and product diversification is to gain pace.

**Positive Regulatory Developments to Strengthen Business Model Further:** After the introduction new RBI regulations, starting 1 April 2022, CA Grameen has implemented the risk-based pricing, based on the customer profile and given its low-cost borrowings relative to its MFI peers, the company remains in a better position to compete even in a relatively newer geographies as the higher operating cost in the initial phase of the entry can be absorbed effectively. Moreover, with new RBI regulations allowing maximum fixed obligations to income ratio of 50% (i.e. monthly EMI including principal and interest < 50% of the monthly household income), MFIs will extend longer tenor loans to its customers; for many use cases, the EMI burden would decline, making the serviceability relatively easy. CA Grameen had introduced a

three-year income generation loan in FY21 with a ticket size in the range of INR51,000–INR100,000 for customers with higher credit needs and healthy cash flows. While the ticket size is higher, longer loan tenure reduces the repayment burden on the customer, leading to better loan serviceability. The company offers three-year loan product only to customers which have clean credit history for at least three years with the company. Overall, the new set of regulations, in the agency's opinion, could significantly increase the potential pool of the borrowers and the capabilities of the institutions themselves.

**Professional Management; Healthy Governance Practices:** CA Grameen has a professional senior management team, comprising members who have been with the organisation for a long time, which is critical for the strategic continuity given that the sector is subject to frequent disruptions. Of the total seven directors on the company's board, more than half are independent and have vast experience. While the company has created a strong second-line of the management (five CXO positions and deputy CEO), it has identified two levels of succession for each of these positions.

Furthermore, CA Grameen has an established execution track record of weathering through crises such as demonetisation and COVID-19 with lower credit costs than most large MFIs. The company has always focussed on high-touch with weekly collection model, which is closer to borrower cashflows than other periodicities, according to Ind-Ra. About 42% of the customers are unique (i.e. who have no other loans from any other institutions) to CA Grameen, and around 53% customers have vintage of over three years with the company. The accounting policies are conservative compared to its peers in terms of recognition of stress and provisions. The company has been proactive in terms of disclosures in the COVID-19 period and also stress and performance of the portfolio throughout.

## Rating Sensitivities

**Positive:** Material product diversification with demonstrated performance, appreciable reduction in the geographic concentration while maintaining strong capital buffers, a stable asset quality, and the liquidity buffers in line with the company's plans, on sustained basis, could lead to a positive rating action.

**Negative:** A material deterioration in the asset quality and/or the liquidity position, funding challenges and pressure on the profitability due to the increased credit cost leading to a loss on annual basis could lead to a negative rating action. The leverage exceeding 4x, on a sustained basis, could also result in a negative rating action. If in the agency opinion, the franchise of CA Grameen weakens, could also lead to a negative rating action.

## ESG Issues

**ESG Factors Minimally Relevant to Rating:** Unless otherwise disclosed in this section, the ESG issues are credit neutral or have only a minimal credit impact on CA Grameen, either due to their nature or the way in which they are being managed by the entity. For more information on Ind-Ra's ESG Relevance Disclosures, please click [here](#). For answers to frequently asked questions regarding ESG Relevance Disclosures and their impact on ratings, please click [here](#).

## Company Profile

CA Grameen commenced operations in May 1999 as a project under the T. Muniswamappa Trust, a registered non-governmental organisation in Bengaluru. Subsequently, in 2007, the microfinance operations were transferred into an NBFC. CA Grameen offers collateral-free micro-loans to women from low-income households under the joint liability group model. It also offers retail finance products to support the evolving needs of its existing customers. The average ticket size for microfinance loans is about INR32,100, while that for retail finance is INR47,200. The promoter group, CreditAccess India N.V. held a 73.9% stake in the company at end-March 2022.

## FINANCIAL SUMMARY

Parameters	FY22*	FY21*
Tangible assets (INR billion)	171.1	147.9
Tangible equity (INR billion)	36.9	34.2
Net income (INR billion)	3.6	1.3
Return on average managed assets (%)	2.4	1.0
Equity/ assets (%)	21.6	23.1
Tier 1 capital (%)	25.9	30.5
Source: Company, *On a consolidated basis except for Tier 1 capital		
Note: Equity is excluding minority interest, deferred tax and intangibles as per Ind-Ra methodology		

## Solicitation Disclosures

Additional information is available at [www.indiaratings.co.in](http://www.indiaratings.co.in). The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer.

## Rating History

Instrument Type	Current Rating/Outlook			Historical Rating/ Rating Watch/Outlook					
	Rating Type	Rated Limits (million)	Rating	10 January 2022	11 January 2021	20 November 2020	28 May 2020	18 March 2020	Feb 2
Long-term bank loans	Long-term	INR20,000	IND AA-/Stable	IND A+/Stable	IND A+/Stable	IND A+/Stable	IND A+/RWN	IND A+/Stable	I A+/
NCDs	Long-term	INR1,000	IND AA-/Stable	IND A+/Stable	IND A+/Stable	IND A+/Stable	IND A+/RWN	IND A+/Stable	I A+/

## Annexure

Instrument Type	ISIN	Date of Allotment	Coupon (%)	Maturity Date	Amount (million)	Rating/Outlook
NCDs	INE741K07264	28 February 2020	10.5	28 February 2023	INR800	IND AA-/Stable
				Limit unutilised	INR200	
				Total	INR1,000	

## Bank wise Facilities Details

[Click here to see the details](#)

## Complexity Level of Instruments

Instrument Type	Complexity Indicator
Bank loans (short- & long-term facilities)	Low
NCDs	Low

For details on the complexity levels of the instruments, please visit <https://www.indiaratings.co.in/complexity-indicators>.

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## APPLICABLE CRITERIA

### Evaluating Corporate Governance

### Financial Institutions Rating Criteria

### Non-Bank Finance Companies Criteria

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**ANNEXURE B – DEBENTURE TRUSTEE CONSENT LETTER**

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30-May-2022

CL/MUM/22-23/DEB/178

**CreditAccess Grameen Limited ("Company")**  
New No.49 (Old No 725), 46th Cross, 8th Block,  
Jayanagar (Next to Rajalakshmi Kalyana Mantap)  
Bangalore - 560071

Dear Sir/Madam,

**Consent to act as Trustee for Secured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating upto INR 1500 crores to be issued by your Company.**

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited (CTL) to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating upto INR 1500 crores to be issued. In this connection, we are agreeable to act as Trustee on the following trusteeship remuneration:

**Acceptance fee:** INR 15,00,000/- plus applicable taxes (One Time; Non-Refundable & payable on appointment as trustee).

**Service Charges:** INR 22,50,000/- p.a. plus applicable taxes payable in advance, for each financial year or any part thereof, effective from the date of execution till satisfaction of charges in full.  
Pro-rata charges would apply for the first year from date of appointment till 31st March 2023.

Yours faithfully,  
For Catalyst Trusteeship Limited

We accept the above terms  
For CreditAccess Grameen Limited

  
Authorized Signatory

Authorized Signatory

**NOTE:** As per GST guidelines, CTL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.

CL/MUM/22-23/DEB/178

30-May-2022

**CreditAccess Grameen Limited ("Company")**  
New No.49 (Old No 725), 46th Cross, 8th Block,  
Jayanagar (Next to Rajalakshmi Kalyana Mantap)  
Bangalore - 560071

Dear Sir/Madam,

**Consent to act as Trustee for Secured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating upto INR 1500 crores to be issued by your Company.**

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable, Non-convertible Debentures aggregating upto INR 1500 crores to be issued by your Company. In this connection, we are agreeable to act as Trustee on the terms and conditions as mutually agreed between the Trustee and the Company.

We hereby convey our acceptance to act as Debenture Trustees for the said issue Debentures, subject to execution of Debenture Trustee Agreement as per Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993, thereby agreeing to create the security within the timeline as per relevant Laws / Regulations and in the Offer Document / Information Memorandum / Disclosure Document and company agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee ) Regulations, 1993, SEBI (Issue and Listing of Non Convertible Securities) Regulations 2021, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, Companies Act, 2013 and Rules thereunder and other applicable laws as amended from time to time.

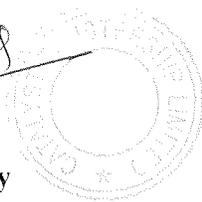
We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,

We accept the above terms

For Catalyst Trusteeship Limited

For CreditAccess Grameen Limited

Authorised Signatory

Authorised Signatory

**NOTE:** As per GST guidelines, CTL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.

**ANNEXURE C – ILLUSTRATIVE CASH FLOW AND DAY COUNT CONVENTION**

**SERIES I**

<b>24 Months - Monthly Coupon Payment</b>	
<b>Face Value per NCD (in ₹)</b>	1,000
<b>Number of NCDs held (assumed)</b>	1
<b>Deemed date of allotment (assumed)</b>	December 8, 2022
<b>Tenor</b>	24 Months
<b>Coupon Rate for all Categories of Investors (p.a.)</b>	9.45%
<b>Redemption Date/Maturity Date (assumed)</b>	December 8, 2024
<b>Frequency of interest payment</b>	Monthly
<b>Effective Yield for all Categories of Investor</b>	9.83%
<b>Day Count Convention</b>	Actual/Actual

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Option 1: For Category I, II, III &amp; IV Investors (₹)</b>
Deemed date of allotment	Thursday, December 8, 2022	Thursday, December 8, 2022		-1,000
Coupon/Interest Payment 1	Sunday, January 8, 2023	Monday, January 9, 2023	31	8.03
Coupon/Interest Payment 2	Wednesday, February 8, 2023	Wednesday, February 8, 2023	31	8.03
Coupon/Interest Payment 3	Wednesday, March 8, 2023	Wednesday, March 8, 2023	28	7.25
Coupon/Interest Payment 4	Saturday, April 8, 2023	Monday, April 10, 2023	31	8.03
Coupon/Interest Payment 5	Monday, May 8, 2023	Monday, May 8, 2023	30	7.77
Coupon/Interest Payment 6	Thursday, June 8, 2023	Thursday, June 8, 2023	31	8.03
Coupon/Interest Payment 7	Saturday, July 8, 2023	Monday, July 10, 2023	30	7.77
Coupon/Interest Payment 8	Tuesday, August 8, 2023	Tuesday, August 8, 2023	31	8.03
Coupon/Interest Payment 9	Friday, September 8, 2023	Friday, September 8, 2023	31	8.03
Coupon/Interest Payment 10	Sunday, October 8, 2023	Monday, October 9, 2023	30	7.77
Coupon/Interest Payment 11	Wednesday, November 8, 2023	Wednesday, November 8, 2023	31	8.03
Coupon/Interest Payment 12	Friday, December 8, 2023	Friday, December 8, 2023	30	7.77
Coupon/Interest Payment 13	Monday, January 8, 2024	Monday, January 8, 2024	31	8.00
Coupon/Interest Payment 14	Thursday, February 8, 2024	Thursday, February 8, 2024	31	8.00
Coupon/Interest Payment 15	Friday, March 8, 2024	Friday, March 8, 2024	29	7.49
Coupon/Interest Payment 16	Monday, April 8, 2024	Monday, April 8, 2024	31	8.00
Coupon/Interest Payment 17	Wednesday, May 8, 2024	Wednesday, May 8, 2024	30	7.75
Coupon/Interest Payment 18	Saturday, June 8, 2024	Monday, June 10, 2024	31	8.00
Coupon/Interest Payment 19	Monday, July 8, 2024	Monday, July 8, 2024	30	7.75

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Coupon/Interest Payment 20	Thursday, August 8, 2024	Thursday, August 8, 2024	31	8.00
Coupon/Interest Payment 21	Sunday, September 8, 2024	Monday, September 9, 2024	31	8.00
Coupon/Interest Payment 22	Tuesday, October 8, 2024	Tuesday, October 8, 2024	30	7.75
Coupon/Interest Payment 23	Friday, November 8, 2024	Friday, November 8, 2024	31	8.00
Coupon/Interest Payment 24	Sunday, December 8, 2024	Friday, December 06, 2024	28	7.23
Principal	Sunday, 8 December, 2024	Friday, December 06, 2024		1,000

\*Coupon Payments falling on working Saturdays will be made on same day

## SERIES II

24 Months - Cumulative Coupon Payment	
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	December 8, 2022
Tenor	24 Months
Coupon Rate for all Categories of Investors (p.a.)	N.A.
Redemption Date/Maturity Date (assumed)	December 8, 2024
Frequency of interest payment	Cumulative
Effective Yield for all Categories of Investor	9.83%
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Deemed date of allotment	Thursday, December 8, 2022	Thursday, December 8, 2022		-1,000
Coupon/Interest Payment	Sunday, December 8, 2024	Friday, December 06, 2024	731	206.57
Principal / Maturity Value	Sunday, December 8, 2024	Friday, December 06, 2024		1,000

## SERIES III

36 Months - Monthly Coupon Payment	
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	December 8, 2022
Tenor	36Months
Coupon Rate for all Categories of Investors (p.a.)	9.60%
Redemption Date/Maturity Date (assumed)	December 8, 2025
Frequency of interest payment	Cumulative
Effective Yield for all Categories of Investor	10.02%
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Deemed date of allotment	Thursday, December 8, 2022	Thursday, December 8, 2022		-1,000

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Option 1: For Category I, II, III &amp; IV Investors (₹)</b>
Coupon/Interest Payment 1	Sunday, January 8, 2023	Monday, January 9, 2023	31	8.15
Coupon/Interest Payment 2	Wednesday, February 8, 2023	Wednesday, February 8, 2023	31	8.15
Coupon/Interest Payment 3	Wednesday, March 8, 2023	Wednesday, March 8, 2023	28	7.36
Coupon/Interest Payment 4	Saturday, April 8, 2023	Monday, April 10, 2023	31	8.15
Coupon/Interest Payment 5	Monday, May 8, 2023	Monday, May 8, 2023	30	7.89
Coupon/Interest Payment 6	Thursday, June 8, 2023	Thursday, June 8, 2023	31	8.15
Coupon/Interest Payment 7	Saturday, July 8, 2023	Monday, July 10, 2023	30	7.89
Coupon/Interest Payment 8	Tuesday, August 8, 2023	Tuesday, August 8, 2023	31	8.15
Coupon/Interest Payment 9	Friday, September 8, 2023	Friday, September 8, 2023	31	8.15
Coupon/Interest Payment 10	Sunday, October 8, 2023	Monday, October 9, 2023	30	7.89
Coupon/Interest Payment 11	Wednesday, November 8, 2023	Wednesday, November 8, 2023	31	8.15
Coupon/Interest Payment 12	Friday, December 8, 2023	Friday, December 8, 2023	30	7.89
Coupon/Interest Payment 13	Monday, January 8, 2024	Monday, January 8, 2024	31	8.13
Coupon/Interest Payment 14	Thursday, February 8, 2024	Thursday, February 8, 2024	31	8.13
Coupon/Interest Payment 15	Friday, March 8, 2024	Friday, March 8, 2024	29	7.61
Coupon/Interest Payment 16	Monday, April 8, 2024	Monday, April 8, 2024	31	8.13
Coupon/Interest Payment 17	Wednesday, May 8, 2024	Wednesday, May 8, 2024	30	7.87
Coupon/Interest Payment 18	Saturday, June 8, 2024	Monday, June 10, 2024	31	8.13
Coupon/Interest Payment 19	Monday, July 8, 2024	Monday, July 8, 2024	30	7.87
Coupon/Interest Payment 20	Thursday, August 8, 2024	Thursday, August 8, 2024	31	8.13
Coupon/Interest Payment 21	Sunday, September 8, 2024	Monday, September 9, 2024	31	8.13
Coupon/Interest Payment 22	Tuesday, October 8, 2024	Tuesday, October 8, 2024	30	7.87
Coupon/Interest Payment 23	Friday, November 8, 2024	Friday, November 8, 2024	31	8.13
Coupon/Interest Payment 24	Sunday, December 8, 2024	Monday, December 9, 2024	30	7.87
Coupon/Interest Payment 25	Wednesday, January 8, 2025	Wednesday, January 8, 2025	31	8.15
Coupon/Interest Payment 26	Saturday, February 8, 2025	Monday, February 10, 2025	31	8.15
Coupon/Interest Payment 27	Saturday, March 8, 2025	Monday, March 10, 2025	28	7.36
Coupon/Interest Payment 28	Tuesday, April 8, 2025	Tuesday, April 8, 2025	31	8.15

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Coupon/Interest Payment 29	Thursday, May 8, 2025	Thursday, May 8, 2025	30	7.89
Coupon/Interest Payment 30	Sunday, June 8, 2025	Monday, June 9, 2025	31	8.15
Coupon/Interest Payment 31	Tuesday, July 8, 2025	Tuesday, July 8, 2025	30	7.89
Coupon/Interest Payment 32	Friday, August 8, 2025	Friday, August 8, 2025	31	8.15
Coupon/Interest Payment 33	Monday, September 8, 2025	Monday, September 8, 2025	31	8.15
Coupon/Interest Payment 34	Wednesday, October 8, 2025	Wednesday, October 8, 2025	30	7.89
Coupon/Interest Payment 35	Saturday, November 8, 2025	Monday, November 10, 2025	31	8.15
Coupon/Interest Payment 36	Monday, December 8, 2025	Monday, December 8, 2025	30	7.89
<b>Principal</b>	<b>Monday, December 8, 2025</b>	<b>Monday, December 8, 2025</b>		<b>1,000</b>

\*Coupon Payments falling on working Saturdays will be made on same day

#### SERIES IV

36 Months - Cumulative Coupon Payment	
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	December 8, 2022
Tenor	36 Months
Coupon Rate for all Categories of Investors (p.a.)	N.A.
Redemption Date/Maturity Date (assumed)	December 8, 2024
Frequency of interest payment	Cumulative
Effective Yield for all Categories of Investor	10.02%
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Deemed date of allotment	Thursday, December 8, 2022	Thursday, December 8, 2022		-1,000
Coupon/Interest Payment	Monday, December 8, 2025	Monday, December 8, 2025	1,096	332.07
Principal / Maturity Value	Monday, December 8, 2025	Monday, December 8, 2025		1,000

#### SERIES V

60 Months - Monthly Coupon Payment	
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	December 8, 2022
Tenor	60 Months
Coupon Rate for all Categories of Investors (p.a.)	10.00%
Redemption Date/Maturity Date (assumed)	December 8, 2027
Frequency of interest payment	Monthly
Effective Yield for all Categories of Investor	10.46%
Day Count Convention	Actual/Actual

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Option 1: For Category I, II, III &amp; IV Investors (₹)</b>
Deemed date of allotment	Thursday, December 8, 2022	Thursday, December 8, 2022		-1,000
Coupon/Interest Payment 1	Sunday, January 8, 2023	Monday, January 9, 2023	31	8.49
Coupon/Interest Payment 2	Wednesday, February 8, 2023	Wednesday, February 8, 2023	31	8.49
Coupon/Interest Payment 3	Wednesday, March 8, 2023	Wednesday, March 8, 2023	28	7.67
Coupon/Interest Payment 4	Saturday, April 8, 2023	Monday, April 10, 2023	31	8.49
Coupon/Interest Payment 5	Monday, May 8, 2023	Monday, May 8, 2023	30	8.22
Coupon/Interest Payment 6	Thursday, June 8, 2023	Thursday, June 8, 2023	31	8.49
Coupon/Interest Payment 7	Saturday, July 8, 2023	Monday, July 10, 2023	30	8.22
Coupon/Interest Payment 8	Tuesday, August 8, 2023	Tuesday, August 8, 2023	31	8.49
Coupon/Interest Payment 9	Friday, September 8, 2023	Friday, September 8, 2023	31	8.49
Coupon/Interest Payment 10	Sunday, October 8, 2023	Monday, October 9, 2023	30	8.22
Coupon/Interest Payment 11	Wednesday, November 8, 2023	Wednesday, November 8, 2023	31	8.49
Coupon/Interest Payment 12	Friday, December 8, 2023	Friday, December 8, 2023	30	8.22
Coupon/Interest Payment 13	Monday, January 8, 2024	Monday, January 8, 2024	31	8.47
Coupon/Interest Payment 14	Thursday, February 8, 2024	Thursday, February 8, 2024	31	8.47
Coupon/Interest Payment 15	Friday, March 8, 2024	Friday, March 8, 2024	29	7.92
Coupon/Interest Payment 16	Monday, April 8, 2024	Monday, April 8, 2024	31	8.47
Coupon/Interest Payment 17	Wednesday, May 8, 2024	Wednesday, May 8, 2024	30	8.20
Coupon/Interest Payment 18	Saturday, June 8, 2024	Monday, June 10, 2024	31	8.47
Coupon/Interest Payment 19	Monday, July 8, 2024	Monday, July 8, 2024	30	8.20
Coupon/Interest Payment 20	Thursday, August 8, 2024	Thursday, August 8, 2024	31	8.47
Coupon/Interest Payment 21	Sunday, September 8, 2024	Monday, September 9, 2024	31	8.47
Coupon/Interest Payment 22	Tuesday, October 8, 2024	Tuesday, October 8, 2024	30	8.20
Coupon/Interest Payment 23	Friday, November 8, 2024	Friday, November 8, 2024	31	8.47
Coupon/Interest Payment 24	Sunday, December 8, 2024	Monday, December 9, 2024	30	8.20
Coupon/Interest Payment 25	Wednesday, January 8, 2025	Wednesday, January 8, 2025	31	8.49
Coupon/Interest Payment 26	Saturday, February 8, 2025	Monday, February 10, 2025	31	8.49
Coupon/Interest Payment 27	Saturday, March 8, 2025	Monday, March 10, 2025	28	7.67

<b>Cash Flows</b>	<b>Due Date</b>	<b>Date of Payment</b>	<b>No. of days in Coupon Period</b>	<b>Option 1: For Category I, II, III &amp; IV Investors (₹)</b>
Coupon/Interest Payment 28	Tuesday, April 8, 2025	Tuesday, April 8, 2025	31	8.49
Coupon/Interest Payment 29	Thursday, May 8, 2025	Thursday, May 8, 2025	30	8.22
Coupon/Interest Payment 30	Sunday, June 8, 2025	Monday, June 9, 2025	31	8.49
Coupon/Interest Payment 31	Tuesday, July 8, 2025	Tuesday, July 8, 2025	30	8.22
Coupon/Interest Payment 32	Friday, August 8, 2025	Friday, August 8, 2025	31	8.49
Coupon/Interest Payment 33	Monday, September 8, 2025	Monday, September 8, 2025	31	8.49
Coupon/Interest Payment 34	Wednesday, October 8, 2025	Wednesday, October 8, 2025	30	8.22
Coupon/Interest Payment 35	Saturday, November 8, 2025	Monday, November 10, 2025	31	8.49
Coupon/Interest Payment 36	Monday, December 8, 2025	Monday, December 8, 2025	30	8.22
Coupon/Interest Payment 37	Thursday, January 8, 2026	Thursday, January 8, 2026	31	8.49
Coupon/Interest Payment 38	Sunday, February 8, 2026	Monday, February 9, 2026	31	8.49
Coupon/Interest Payment 39	Sunday, March 8, 2026	Monday, March 9, 2026	28	7.67
Coupon/Interest Payment 40	Wednesday, April 8, 2026	Wednesday, April 8, 2026	31	8.49
Coupon/Interest Payment 41	Friday, May 8, 2026	Friday, May 8, 2026	30	8.22
Coupon/Interest Payment 42	Monday, June 8, 2026	Monday, June 8, 2026	31	8.49
Coupon/Interest Payment 43	Wednesday, July 8, 2026	Wednesday, July 8, 2026	30	8.22
Coupon/Interest Payment 44	Saturday, August 8, 2026	Monday, August 10, 2026	31	8.49
Coupon/Interest Payment 45	Tuesday, September 8, 2026	Tuesday, September 8, 2026	31	8.49
Coupon/Interest Payment 46	Thursday, October 8, 2026	Thursday, October 8, 2026	30	8.22
Coupon/Interest Payment 47	Sunday, November 8, 2026	Monday, November 9, 2026	31	8.49
Coupon/Interest Payment 48	Tuesday, December 8, 2026	Tuesday, December 8, 2026	30	8.22
Coupon/Interest Payment 49	Friday, January 8, 2027	Friday, January 8, 2027	31	8.49
Coupon/Interest Payment 50	Monday, February 8, 2027	Monday, February 8, 2027	31	8.49
Coupon/Interest Payment 51	Monday, March 8, 2027	Monday, March 8, 2027	28	7.67
Coupon/Interest Payment 52	Thursday, April 8, 2027	Thursday, April 8, 2027	31	8.49
Coupon/Interest Payment 53	Saturday, May 8, 2027	Monday, May 10, 2027	30	8.22
Coupon/Interest Payment 54	Tuesday, June 8, 2027	Tuesday, June 8, 2027	31	8.49
Coupon/Interest Payment 55	Thursday, July 8, 2027	Thursday, July 8, 2027	30	8.22

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Coupon/Interest Payment 56	Sunday, August 8, 2027	Monday, August 9, 2027	31	8.49
Coupon/Interest Payment 57	Wednesday, September 8, 2027	Wednesday, September 8, 2027	31	8.49
Coupon/Interest Payment 58	Friday, October 8, 2027	Friday, October 8, 2027	30	8.22
Coupon/Interest Payment 59	Monday, November 8, 2027	Monday, November 8, 2027	31	8.49
Coupon/Interest Payment 60	Wednesday, December 8, 2027	Wednesday, December 8, 2027	30	8.22
Principal	Wednesday, December 8, 2027	Wednesday, December 8, 2027		1,000

\*Coupon Payments falling on working Saturdays will be made on same day

## SERIES VI

60 Months - Cumulative Coupon Payment	
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	December 8, 2022
Tenor	60 Months
Coupon Rate for all Categories of Investors (p.a.)	N.A.
Redemption Date/Maturity Date (assumed)	December 8, 2027
Frequency of interest payment	Cumulative
Effective Yield for all Categories of Investor	10.46%
Day Count Convention	Actual/Actual

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I, II, III & IV Investors (₹)
Deemed date of allotment	Thursday, December 8, 2022	Thursday, December 8, 2022		(1,000)
Coupon/Interest Payment	Wednesday, December 8, 2027	Wednesday, December 8, 2027	1,826	664.91
Principal / Maturity Value	Wednesday, December 8, 2027	Wednesday, December 8, 2027		1,000

### Assumptions:

- (i) The Deemed Date of Allotment is assumed to be Thursday, December 8, 2022. If the Deemed Date of Allotment undergoes a change, the coupon payments dates, redemption dates, redemption amount and other cash flow working shall be changed accordingly.
- (ii) In case of the leap year (February 29, 2024) falling during the tenor of the NCD, the number of days have been reckoned as 366 days for the entire year irrespective of whether the coupon is payable monthly or annually.
- (iii) In the event, the interest / pay-out of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer.