



## SAKTHI FINANCE LIMITED

Our Company was originally incorporated as “The Pollachi Credit Society Private Limited” on March 30, 1955 under the Indian Companies Act, 1913. The Company was later converted into a public limited company and the name of our Company was changed to “Sakthi Finance Limited” on July 27, 1967 vide a fresh Certificate of Incorporation obtained from Registrar of Companies, Madras. The **Corporate Identity Number of our Company is L65910TZ1955PLC000145**. For further details of changes in Registered Office of our Company, refer Chapter titled “*History and Certain Corporate Matters*” beginning on page 95 of this draft Prospectus. Our Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has been classified as an “Investment and Credit Company- Deposit-Taking”.

**Registered Office:** 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore - 641 018, Tamil Nadu

**Tel No:** +91 (422) 2231471-474/4236200; **Fax No:** +91 (422) 2231915; **Website:** www.sakthifinance.com

**Company Secretary and Compliance Officer:** Mr. S. Venkatesh; **Tel No:** +91 (422) 4236207; **Email:** svenkatesh@sakthifinance.com

**PUBLIC ISSUE BY SAKTHI FINANCE LIMITED (“COMPANY” OR THE “ISSUER”) OF RATED SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES AND UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs”) FOR AN AMOUNT UP TO ₹ 10,000 LAKH AS BASE ISSUE (HEREINAFTER REFERRED TO AS THE “BASE ISSUE”) WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ₹ 10,000 LAKH, AGGREGATING UP TO ₹ 20,000 LAKH (HEREINAFTER REFERRED TO AS THE “OVERALL ISSUE SIZE”). THE UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER II CAPITAL. THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE “DEBT REGULATIONS”), THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, AS AMENDED TO THE EXTENT NOTIFIED.**

### OUR PROMOTERS

**Dr. M. Manickam and Mr. M. Balasubramaniam.** For further details, refer to the chapter, “*Our Promoters*” on page 113 of this Draft Prospectus.

### GENERAL RISKS

Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. 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 Section titled “*Risk Factors*” from page 16 to page 32. This Draft 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.

### ISSUER’S ABSOLUTE RESPONSIBILITY

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

### COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY AMOUNT AND ELIGIBLE INVESTORS

For Details relating to Coupon Rate, Coupon Payment frequency, Maturity amount and Redemption amount, please refer Chapter titled “*Issue Structure*” beginning on Page 129 of this Draft Prospectus. For details relating to Eligible Investors, please refer the Chapter titled “*Issue Procedure*” on page 160 of this Draft Prospectus.

### CREDIT RATING

The NCDs proposed to be issued by our Company have been rated by ICRA Limited (“ICRA”). ICRA has vide its letter no RTG/Chen/SFL/BLR/145/2122 dated April 22, 2021 assigned a rating of “[ICRA] **BBB (Stable)**” for an amount up to ₹ 20,000 lakh for the NCDs and has reaffirmed the same vide letter dated June 03, 2021. The rating of the NCDs by ICRA indicates moderate degree of safety regarding timely servicing of financial obligations and carry moderate credit risk. The rating provided by ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. This rating is not a recommendation to buy, sell or hold the NCDs and investors should take their own decisions. Please refer to *Annexure C* of this Draft Prospectus for rationale for the above ratings.

### LISTING

The NCDs offered through this Draft Prospectus are proposed to be listed on the BSE. Our Company has applied for ‘in-principle’ approval for the Issue from the BSE. For the purpose of the Issue, BSE shall be the Designated Stock Exchange.

### PUBLIC

### COMMENTS

The Draft Prospectus dated June 12, 2021 has been filed with BSE Limited (“BSE”), the Designated Stock Exchange pursuant to the provisions of the Debt Regulations. The Draft Prospectus was uploaded by the BSE on its website [www.bseindia.com](http://www.bseindia.com) and is open for public comments for a period of Seven Working Days from the date of filing of the Draft Prospectus.

Prospectus	LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE
	 <p><b>DALMIA SECURITIES PRIVATE LIMITED</b> Khetan Bhavan, Room No. 17, 2<sup>nd</sup> Floor, 198, Jamshedji Tata Road, Mumbai – 400 020 <b>Tel No:</b> +91 (22) 45117200/205/216 <b>Email:</b> sfl.ncd@dalmiasec.com <b>Website:</b> www.dalmiasec.com <b>Investor Grievance Email:</b> grievances@dalmiasec.com <b>Contact person:</b> Mr. S. Jeyakumar <b>Compliance Officer:</b> Ms. Piyali Deb <b>SEBI Registration No:</b> INM000011476 <b>CIN:</b> U67120WB1993PTC060525</p>	 <p><b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, First Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli -West, Mumbai – 400083 <b>Tel No:</b> 91 (22) 4918 6200 <b>Fax No:</b> 91 (22) 4918 6195 <b>Email :</b> sakthifinance.ncd2021@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Investor Grievance Email:</b> sakthifinance.ncd2021@linkintime.co.in <b>Contact person:</b> Shanti Gopalkrishnan <b>Compliance Officer:</b> Shanti Gopalkrishnan <b>SEBI Registration No:</b> INR000004058 <b>CIN :</b> U67190MH1999PTC118368</p>	 <p><b>CATALYST TRUSTEESHIP LIMITED</b> ‘GDA House’, First Floor, Plot No 85 Bhusari Colony (Right), Paud Road, Pune – 411 038 <b>Tel No:</b> + 91 (20) 66807200 <b>Fax No:</b> + 91 (20) 25280275 <b>Email:</b> dt@cltrustee.com <b>Website:</b> www.catalysttrustee.com <b>Investor Grievance Email:</b> dt@cltrustee.com <b>Contact person:</b> Ms. Pallavi Kulkarni <b>Compliance Officer:</b> Ms. Rakhi Kulkarni <b>SEBI Registration No:</b> IND000000034 <b>CIN:</b> U74999PN1997PLC110262</p>

### ISSUE PROGRAMME\*

ISSUE OPENS ON

[•]

ISSUE CLOSES ON

[•]

\*The Issue shall remain open for subscription on all working days from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) for the period mentioned above, with an option for early closure or extension by such period as may be decided by the Board of Directors or NCD Issuance Committee thereof. In the event of such early closure or extension of the subscription list of the Issue, our Company shall ensure that public notice of such early closure or extension is published on or before the day of such early date of closure through advertisement/s in at least one leading national daily newspaper. On the 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.

Catalyst Trusteeship Limited has, vide its letter dated, April 02, 2021, given its consent for its appointment as Debenture Trustee to the Issue, pursuant to Regulation 4(4) of the Debt Regulation and for its name to be included in this Draft Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. Refer *Annexure D* of this draft Prospectus. A copy of the prospectus shall be filed with the Registrar of Companies, Tamilnadu, Coimbatore (“ROC”) in terms of Section 26 and 31 of the Companies Act 2013, along with the endorsed or certified copies of all requisite documents. For more information, see the Chapter titled “*Material Contracts and Documents for Inspection*” on page 240 of this draft Prospectus.

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context indicates or implies otherwise, have the meaning as provided below. References to any legislation, act or regulation, rules, guidelines, policies shall be to such term, as amended from time to time.

#### Company related terms

Term	Description
“Issuer”, “SFL”, “our Company”, “the Company” “Our” “Us” or “We”	Sakthi Finance Limited, a public limited company incorporated under the Indian Companies Act, 1913, registered as a Non-Banking Financial Company with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934 and has been classified as an Investment and Credit Company - Deposit taking. Our Registered Office is at 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore - 641 018, Tamil Nadu.
Articles/ Association/AoA	Articles of Association of Sakthi Finance Limited, as amended
Board/ Board of Directors	Board of Directors of our Company or any Committee duly authorized to act on their behalf.
Director(s)	Director(s) on the Board of our Company.
Expected Credit Loss/ ECL	ECL, is a probability weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate.
Equity Shares	Equity Shares of our Company of face value of ₹ 10 each.
Memorandum/Memorandum of Association/MoA	Memorandum of Association of Sakthi Finance Limited, as amended.
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934
Net Owned Funds	In terms of section 45 IA of the RBI Act, 1934, net owned funds (NOF) of an NBFC means- (a) the aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance-sheet of the company after deducting there from (i) accumulated balance of loss; (ii) Deferred revenue expenditure; and (iii) other intangible assets; and (b) further reduced by the amounts representing (1) investments of such company in shares of its subsidiaries; companies in the same group; all other NBFCs; and (2) the book value of debentures, bonds, outstanding loans and advances (including hire-purchase and lease finance) made to, and deposits with subsidiaries of such company; and companies in the same group, to the extent such amount exceeds 10% of (a) above.
NCD Issuance Committee	The Committee constituted by our Board of Directors by a board resolution dated February 8, 2014 and reconstituted on February 13, 2021.
Net Worth	Net worth as defined in Section 2(57) of the Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium, 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.
NPA	Non-Performing Asset.
Preference Shares	9% Redeemable Cumulative Preference Shares of our Company of face value of ₹ 100 each.
Promoters	The promoters of our Company, viz. Dr. M. Manickam and Mr. M. Balasubramaniam.
Promoter Group	Entities that are promoted and controlled by Dr. M.Manickam. Mr. M. Balasubramaniam, M.Srinivaasan, Ms.Karunambal Vanavaraayar and including ABT Investments (India) Pvt. Ltd, ABT Finance Limited, ABT Foundation Limited, ABT Industries Limited, Sakthifinance Financial Services Limited, Sakthi Financial Services (Cochin) Private Limited, Sakthi Finance Holdings Limited, Sakthi Realty Holdings Limited, Sakthi Sugars Limited,

	Sri Chamundeswari Sugars Limited, Sri Sakthi Textiles Limited and The Gounder and Company Auto Limited.
Restated Financial Statements as per Ind AS/ IGAAP	The restated statement of assets and liabilities of the Company as at December 31, 2020, March 31, 2020 and 2019 and the related restated statement of profits and losses and the restated statement of cash flows for the 9 months ended December 31, 2020 and for financial years ended March 31, 2020 and 2019 as per Ind AS and the restated statement of Assets and Liabilities of the Company as at March 31, 2018, 2017 and 2016 and the related restated statement of profits and losses and the restated statement of cash flows for the financial years ended March 31, 2018, 2017 and 2016, as per IGAAP as prepared on the basis of audited financial statements of the Company, till March 31, 2020 and Special Purpose Audited Interim Financial Information and as examined by our Company's Statutory Auditors, M/s P K Nagarajan & Co, Chartered Accountants
Registered Office	The registered office of the Company situated at 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore - 641 018, Tamil Nadu
RoC	The Registrar of Companies, Tamil Nadu, Coimbatore
“₹” or “Rupees” or “Indian Rupees” or “Rs.”	The lawful currency of the Republic of India
Special Purpose Unaudited Interim Condensed Financial information	Special Purpose Unaudited Interim Condensed Financial information as on December 31, 2020
Stage 1 Assets	Stage 1 Assets includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date as defined under Ind AS
Stage 1 Provision	Stage 1 provision are 12-month ECL resulting from default events that are possible within 12 months after the reporting date as defined under Ind AS
Stage 2 Assets	Stage 2 Assets includes financial instruments that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment as defined under Ind AS
Stage 2 Provision	Stage 2 provision are life time ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
Stage 3 Assets	Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind AS
Stage 3 Provisions	Stage 3 provision are life time ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
Statutory Auditors/Auditors	The statutory auditors of our Company, being M/s P K Nagarajan & Co, Chartered Accountants, Coimbatore for FY 2018, 2019, 2020 and FY 2021. M/s. P.N. Raghavendra Rao & Co, Coimbatore, were the Statutory Auditors of our Company for the FY 2017 and 2016
Tier-I Capital	Tier I Capital means, owned fund as reduced by investment in shares of other NBFCs 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, 10% of the owned fund.
Tier-II Capital	Tier-II Capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at a discounted rate of 55%; (c) general provisions 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 1.25% of risk weighted assets; (d) hybrid debt capital instruments; and (e) subordinated debt, to the extent the aggregate does not exceed Tier-I Capital

#### Issue related terms

Term	Description
Abridged Prospectus	A memorandum containing the salient features of the Prospectus
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment/Allot/Allotted	Unless the context otherwise requires, the allotment of the NCDs to the successful Applicants, pursuant to the Issue

<b>Term</b>	<b>Description</b>
Allotment Advice	The communication sent to the Allottee(s) conveying details of NCDs allotted to the Allottee(s) in accordance with the Basis of Allotment
Allottee(s)	A successful Applicant to whom the NCDs are being/have been allotted either in full or part pursuant to the Issue
Applicant/Investor	A person who applies for issuance of NCDs pursuant to the terms of the Prospectus and Application Form
Application	An application to subscribe to NCDs offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed under the Prospectus
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form
Application Form/ASBA Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process and which will be considered as the Application for Allotment of NCDs in terms of the Prospectus
“ASBA” or “Application Supported by Blocked Amount”/ASBA Application	An Application (whether physical or electronic) used by an ASBA Applicant to make an Application by authorizing the SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of an ASBA Applicant
ASBA Applicant	Any Applicant who applies for NCDs through the ASBA process
Banker(s) to the Issue / Collection Bank(s)/ Sponsor Bank	Collectively the Public Issue Account Bank and Refund Bank and Sponsor Bank, as specified on page 37.
Base Issue / Base Issue Size	Public Issue of NCDs by our Company aggregating up to ₹10,000 lakh
Basis of Allotment	The basis on which NCDs will be allotted to successful Applicants under the Issue and which is described in the Chapter titled “ <i>Issue Procedure-Basis of Allotment</i> ” on page 181.
Business Days	All days excluding Saturdays, Sundays or a public holiday in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881
Bidding Centres/ Collection 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 Location for RTA and Designated CDP Locations for CDPs
Broker Centres	Broker Centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms 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 Exchange at <a href="http://www.bseindia.com">www.bseindia.com</a>
Category I Investor (also termed as “ <b>Institutional Investors</b> ”)	Persons eligible to apply to the Issue includes: <ul style="list-style-type: none"> <li>▪ Resident public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions;</li> <li>▪ State industrial development corporations;</li> <li>▪ Provident funds, pension funds with a minimum corpus of ₹ 2,500 lakh, superannuation funds and gratuity funds, authorized to invest in the NCDs;</li> <li>▪ Insurance companies registered with IRDA;</li> <li>▪ National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI;</li> <li>▪ Mutual funds registered with SEBI;</li> <li>▪ Alternative Investment Funds registered with SEBI subject to investment conditions applicable to them under the SEBI AIF Regulations;</li> <li>▪ Resident Venture Capital Funds registered with SEBI;</li> <li>▪ Systemically Important Non-Banking Financial Company, a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹ 50,000 lakh as per the last audited financial statements; and</li> <li>▪ Insurance funds set up by and managed by the army, navy or air force of the Union of India or by the Department of Posts, GoI</li> </ul>
Category II Investor (also termed as “ <b>Non-Institutional Investors</b> ”)	Persons eligible to apply to the Issue includes: <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 NCDs;</li> <li>▪ Co-operative banks, and regional rural banks incorporated in India;</li> </ul>

Term	Description
	<ul style="list-style-type: none"> <li>▪ Trusts including public/private charitable/religious trusts settled and/or registered in India under applicable laws, which are authorized to invest in the NCDs;</li> <li>▪ Resident Indian scientific and/or industrial research organizations, authorized to invest in the NCDs;</li> <li>▪ Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009), authorized to invest in the NCDs;</li> <li>▪ Partnership firms formed under applicable laws in India in the name of the partners, authorized to invest in the NCDs;</li> <li>▪ Association of Persons: and</li> <li>▪ Any other incorporated and/or unincorporated body of persons</li> <li>▪ Resident Indian Individuals and</li> <li>▪ Hindu Undivided Families applying through the Karta for an amount aggregating ₹ 5 lakh and above</li> </ul>
Category III Investor (also termed as “ <b>Retail Individual Investors</b> ”)	<ul style="list-style-type: none"> <li>▪ Retail Individual Investors which include:</li> <li>▪ Resident Indian Individuals and</li> <li>▪ Hindu Undivided Families applying through the Karta applying for an amount aggregating up to and including ₹ 5 lakh across all options of NCDs in the Issue</li> </ul>
Client ID	Client identification number maintained with one of the Depositories in relation to the dematerialized account
CDP / Collecting Depository Participant	Depository participant as defined under the Depositories Act, 2018 and registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of the Debt Application Circular
Credit Rating Agency	The credit rating agency in connection with this Issue, namely ICRA Limited
Coupon Rate / Interest Rate	The aggregate rate of interest payable in connection with the NCDs in accordance with the Prospectus. For further details, see “ <b>Issue Structure</b> ” on page 134
Dalmia Securities/DSPL	Dalmia Securities Private Limited
Debt Application Circular(s)	Circular No. CIR/IMD/DF-1/20/2012 issued by SEBI on July 27, 2012 as modified by Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013 issued by SEBI and Circular No. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI
Debt UPI Circular	Circular No. SEBI/HO/DDHS/CIR/P/2020/233 dated November 23, 2020 issued by SEBI
“Debentures” or “NCDs”	Rated, Secured and Unsecured Redeemable Non-Convertible Debentures of our Company of face value of ₹ 1,000 each, proposed to be issued by our Company in terms of the Prospectus
“Debenture Certificate(s)” or “NCD Certificate(s)”	Certificate issued to the Debenture Holder(s) in case the Applicant has opted for physical NCDs based on request from the Debenture Holder(s) pursuant to rematerialisation
“Debenture Holder(s)” or “NCD Holder(s)”	Any debenture holder who holds the NCDs issued in this Issue and whose name appears on the beneficial owners list provided by the Depositories
Debt Regulations/ SEBI Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008, issued by SEBI, effective from June 06, 2008, as amended from time to time
Debenture Trustee/ Trustee	Trustee for the NCD Holders, in this case being Catalyst Trusteeship Limited
Debenture Trustee Agreement	Agreement dated June 12, 2021 entered into between the Debenture Trustee and the Company wherein the appointment of the Debenture Trustee to the Issue is agreed as between our Company and the Debenture Trustee
Debenture Trust Deed– Secured NCD Holders / Secured Debenture Trust Deed	Trust deed to be entered into between the Debenture Trustee and the Company, which shall be executed within the time limit prescribed by applicable statutory and/or regulatory requirements, for creating appropriate security, in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs and the interest due thereon
Debenture Trust Deed– Unsecured NCD Holders / Unsecured Debenture Trust Deed	Trust deed to be entered into between the Debenture Trustee and the Company, which shall be executed within the time limit prescribed by applicable statutory and/or regulatory requirements, for safeguarding the rights of the Unsecured NCD Holders for the NCDs and the interest due thereon.

<b>Term</b>	<b>Description</b>
Deemed Date of Allotment	The Deemed Date of Allotment for the NCDs shall be the date on which the Board of Directors or NCD Issuance Committee thereof approves the allotment of NCDs or such date as may be determined by the Board of our Company and/or a NCD Issuance Committee thereof and notified to the Stock Exchange. All benefits under the NCDs including payment of interest will accrue to the NCD Holders from the Deemed Date of Allotment. The actual Allotment may occur on a date other than the Deemed Date of Allotment
Demographic Details	<p>On the basis of name of the Applicant, PAN details, Depository Participant's name, Depository Participant-Identification Number and Beneficiary Account Number provided by the Applicants in the Application Form, the Registrar to the Issue will obtain from the Depositories the demographic details of the investor such as address, PAN, bank account details for printing on refund instruments or used for refunding through electronic mode, as applicable.</p> <p>The above Demographic Details would be used for all correspondence with the Applicants including mailing of refund instrument /Allotment Advice and printing of bank particulars on refund/interest instrument and demographic details given by Applicant in the Application Form would not be used for these purposes by Registrar</p>
Depositories Act	The Depositories Act 2018 as amended from time to time
Depository(ies)	National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL")
DP /Depository Participant	A depository participant as defined under the Depositories Act 2018
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="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=44">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=44</a> or at such other websites as may be prescribed by SEBI from time to time
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 this Prospectus following which the NCDs will be Allotted in the Issue
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> , as updated from time to time
Designated Stock Exchange	BSE Limited
Designated Intermediary(ies)	Collectively, the Members of the Syndicate, sub-brokers, agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Application Forms from the Applicants in the Issue
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the website of the Stock Exchange at <a href="http://www.bseindia.com">www.bseindia.com</a> , as updated from time to time
Direct Online Application	The application made using an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility through a recognized stock exchange. This facility is available only for dematerialised account holders who wish to hold the NCDs pursuant to the Issue in dematerialised form. Please note that the Applicants will not have the option to apply for NCDs under the Issue, through the direct online applications mechanism of the Stock Exchange
Draft Prospectus	The Draft Prospectus dated June 12, 2021 filed by our Company with the Designated Stock Exchange for receiving public comments in accordance with the provisions of the Debt Regulations
Equity Listing Agreement	The listing agreement entered into between our Company and the relevant stock exchange in connection with the listing of the Equity Shares of our Company
Fugitive Economic Offender	Fugitive Economic Offender means an individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
ICRA	ICRA Limited
Ind AS	Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India or Accounting Standards ("AS") under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the

Term	Description
	Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016
Interest Payment Date / Coupon Payment Date	The dates on which interest/coupon on the NCDs shall fall due for payment which will be specified in the Prospectus. Please see the Chapter titled <b><i>“Terms of Issue – para on Interest and Payment of Interest”</i></b> on page 147.
Issue	Public issue by the Company of Rated Secured, Redeemable, Non-Convertible Debentures and Unsecured, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each, for an amount up to ₹ 10,000 lakh as the Base Issue with an option to retain over-subscription up to ₹ 10,000 lakh, aggregating ₹ 20,000 lakh, on the terms and in the manner set out in the Prospectus. The Unsecured, Redeemable, Non-Convertible Debentures will be in the nature of subordinated debt and will be eligible for Tier II Capital
Issue Closing Date	(*) or such early or extended date as may be decided by the Board or the NCD Issuance Committee.
Issue Opening Date	(*).
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days, during which prospective Applicants may submit their Application Forms as specified in the Prospectus
Lead Broker(s)	(*).
Lead Manager/LM	Dalmia Securities Private Limited
Lead Manager MoU	Memorandum of Understanding dated June 12, 2021 executed between the Company and the Lead Manager
Lead Broker Agreement	Agreement dated (*) to be entered into amongst our Company, Lead Managers and Lead Brokers
Market Lot	1 (One) NCD
Maturity Amount	In respect of NCDs Allotted to NCD Holders, the repayment of the face value of the NCD along with interest that may have accrued as on the redemption date
Members of the Syndicate	Lead Manager and the Lead Brokers
Members of the Syndicate Bidding Centers	Members of the Bidding Centers established for acceptance of Application Forms
Options	An option of NCDs which are identical in all respects including, but not limited to terms and conditions, listing and ISIN number and as further stated to be an individual Option in the Prospectus
Prospectus / Offer Document	The Prospectus dated (*) to be filed by the Company with the ROC, SEBI and Stock Exchange in accordance with the provisions of the Companies Act, 2013 and the Debt Regulations read with any addendum/ corrigendum thereto
Public Issue Account	An account(s) opened with the Banker(s) to the Issue to receive monies from the ASBA Accounts on the Designated Date
Public Issue Account Agreement/ Sponsor Bank Agreement	Agreement dated June 12, 2021 entered into amongst our Company, the Registrar, the Public Issue Account Bank, the Refund Bank, Sponsor Bank and the Lead Manager for appointment of Sponsor Bank in accordance with Debt UPI Circular and for collection of the Application Amounts from ASBA Accounts and UPI mandates and where applicable, refunds of the amounts collected from the Applicants on the terms and conditions thereof.
Record Date	<p>The record date for payment of interest in connection with the NCDs or redemption of the NCDs, which shall be 15 (Fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors / NCD Issuance Committee from time to time in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.</p> <p>In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.</p>
Recovery Expense Fund	An amount that would be deposited by our Company with the Designated Stock Exchange (i.e. BSE) equal to 0.01% of the Issue Size, subject to a maximum of ₹ 25,00,000 at the time of making application for Listing.



<b>Term</b>	<b>Description</b>
Refund Account	Account opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount shall be made
Refund Bank	The Banker to the Issue, with whom the Refund Account will be opened, which shall be specified in the Prospectus
Register of Debenture Holders/NCD Holders	The Register of Debenture Holders maintained in accordance with the provisions of the Companies Act, 2013 and by the Depositories in the case of Debenture(s) held in dematerialised form, which will be prepared and maintained by our Company/Registrar in terms of the applicable provisions of the Act
Resident Indian Individuals	An individual who is a person resident in India as defined under the Foreign Exchange Management Act, 1999
“Registrar to the Issue” or “Registrar”	Link Intime India Private Limited
Registrar Agreement	Agreement dated June 12, 2021 entered into between our Company and the Registrar to the Issue under the terms of which the Registrar has agreed to act as the Registrar to the Issue
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as notified on September 2, 2015 and as enforced on December 1, 2015, as amended from time to time
“Self-Certified Syndicate Banks” or “SCSBs”	The banks which are registered with the SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=45">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=45</a> or such other website as may be prescribed by the SEBI from time to time. Additionally, the banks registered with SEBI, enabled for UPI Mechanism, list of which is available on <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> or at such other web-link as may be prescribed by SEBI from time to time.
Secured NCDs	NCDs offered under this Issue which are redeemable and will be secured by a charge on the assets of our Company, namely the NCDs issued under Option I, Option II, Option III, Option IV, Option V, and Option VI, as detailed in the Prospectus
Secured Debenture Holder(s) / Secured NCD Holder(s)	The holders of the Secured NCDs whose name appears in the database of the Depository and/or the register of Secured NCD Holders (if any) maintained by our Company, if required under applicable law.
Security	Assets offered for creating security for the Secured NCDs under the Issue.
Specified Cities/Specified Locations	Bidding Centres where the Member 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&amp;intmId=45">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&amp;intmId=45</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Stock Exchange	BSE Limited
Subordinated Debt	Subordinated Debt means a fully paid up capital instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of the NBFC. The book value of such instrument shall be subjected to discounting as provided hereunder:  Remaining maturity of the instrument’s rate of discount: (a) up to one year 100%; (b) more than one year but up to two years 80%; (c) more than two years but up to three years 60%; (d) more than three years but up to four years 40% ; (e) more than four years but up to five years 20%;  to the extent such discounted value does not exceed fifty per cent of Tier I Capital
Syndicate ASBA	An Application submitted by an ASBA Applicant through the Members of the Syndicate and Trading Members only in the Syndicate ASBA Application Locations instead of the Designated Branches of the SCSBs
Syndicate ASBA Application Locations	Collection centers where the Designated Intermediaries 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">https://www.sebi.gov.in</a> and at such other websites as may be prescribed by SEBI from time to time

Term	Description
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate or Trading Members, 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="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=45">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=45</a> Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Tenor	Tenor shall mean the tenor/period of the NCDs as specified in the Prospectus
Trading Members	Intermediaries registered with as a lead broker or a sub-broker under the SEBI (Stock Brokers and Sub Brokers) Regulations, 1992 and/or with the Stock Exchange under the applicable bye-laws, rules, regulations, guidelines, circulars issued by Stock Exchange from time to time and duly registered with the Stock Exchanges for collection and electronic upload of Application Forms on the electronic application platform provided by Stock Exchange
“Transaction Registration Slip” or “TRS”	The slip or document issued by any of the Members of the Syndicate, the SCSBs, or the Trading Members as the case may be, to an Applicant upon demand as proof of registration of his application for the NCDs
Tripartite Agreements	Agreements entered into between the Issuer, Registrar and each of the Depositories under the terms of which the Depositories agree to act as depositories for the securities issued by the Issuer
Unsecured NCDs	NCDs offered under this Issue which are redeemable and are not secured by any charge on the assets of our Company, namely the NCDs issued under Option VII and Option VIII, which will be in the nature of Subordinated Debt, as defined under the <b>Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016</b> and will be eligible for Tier II Capital as detailed in this Draft Prospectus.
Unsecured Debenture Holder / Unsecured NCD Holder(s)	The holders of the Unsecured NCDs whose name appears in the database of the Depository and/or the register of Unsecured NCD Holders (if any) maintained by our Company and if required under applicable law
Uniform Listing Agreement	The uniform listing agreement entered / to be entered into between the Stock Exchange and our Company, pursuant to the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015, in relation to the listing of the NCDs on the Stock Exchange
Unified Payment Interface (“UPI”)	Unified Payment Interface is an instant payment system developed by the National Payments Corporation India (“NPCI”). It enables merging several banking features, seamless fund routing and merchant payments into one hood. UPI allows instant transfer of money between any two persons’ bank accounts using a payment address which uniquely identifies a person's bank account.
UPI ID	ID created on Unified Payment Interface (“UPI”) for single-window mobile payment system developed by the National Payments Corporation of India Limited (“NPCI”)
UPI Investor	An Applicant who applies with a UPI ID whose Application Amount for NCDs in the Issue is up to ₹ 2,00,000
UPI Mandate Request	A request (intimating the UPI Investors, by way of a notification on the UPI application and by way of an SMS directing the UPI Investors to such UPI application) to the UPI Investors using the UPI Mechanism initiated by the Sponsor Bank to authorise blocking of funds equivalent to the Application Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment.
UPI Mechanism	The optional bidding mechanism that may be used by UPI Investors to make Applications in the Issue, in accordance with SEBI Circular (SEBI/HO/DDHS/CIR/P/2020/233) dated November 23, 2020 and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter/(s)	A Person/ (persons) or a company categorized as a wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes a company whose director or promoter is categorized as such.
Working Day/(s)	Working Days means all days excluding Saturdays or Sundays or a holiday for commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holidays in India. Furthermore, for the

Term	Description
	purpose of post Issue Period, <i>i.e.</i> period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean shall mean all trading days of Stock Exchanges excluding Saturdays and Sundays and bank holidays in Mumbai. During the tenor of the NCDs, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai

### Conventional and General Terms or Abbreviations

Term/Abbreviation	Description/ Full Form
AADHAR	AADHAR is a 12 digit unique number which the Unique Identification Authority of India ("UIDAI") will issue for all residents of India
AGM	Annual General Meeting
AS	Accounting Standards notified by the Central Government under the Companies (Accounting Standards) Rules, 2006, as amended from time to time
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDR	Corporate Debt Restructuring
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Companies Act, 2013	Companies Act, 2013 (to the extent notified) read with the rules framed by the Ministry of Corporate Affairs, Government of India
CRAR/CAR	Capital-to-Risk weighted Assets Ratio ("CRAR") also referred to as Capital Adequacy Ratio ("CAR")
CSR	Corporate Social Responsibility
DIN	Director Identification Number
DRR	Debenture Redemption Reserve
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FDI Policy	Consolidated FDI policy dated October 15, 2020 issued by DIPP and the applicable regulations (including the applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017) made by the RBI prevailing on that date in relation to foreign investments in our Company's sector of business as amended from time to time
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time.
FII's/FII	Foreign Institutional Investors as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Financial Year/ Fiscal/ FY	Period of 12 months ended March 31st of that particular year
GDP	Gross Domestic Product
GoI or Government	Government of India
GVA	Gross Value Added
HUF	Hindu Undivided Family/(ies)
ICAI	The Institute of Chartered Accountants of India
IFSC	Indian Financial System Code
Income Tax Act/IT Act	Income Tax Act, 1961
IRDAI	Insurance Regulatory and Development Authority of India
IREDA	The Indian Renewable Energy Development Agency Limited
ISIN	International Securities Identification Number
IST	Indian Standard Time
LIC	Life Insurance Corporation of India
LLP	Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008
MICR	Magnetic Ink Character Recognition
MoU	Memorandum of Understanding
MoF	Ministry of Finance, GoI

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
MCA	Ministry of Corporate Affairs, GoI
SRTOs/MRTOs	Small / Medium Road Transport Operators
NSE	National Stock Exchange of India Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NRI(s)	Persons resident outside India, who are citizens of India or persons of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2008
NR or “Non-resident”	A person resident outside India, as defined under FEMA
OCB	Overseas Corporate Body
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PF	Provident Fund
QFI(s)	Qualified Foreign Investors, as defined under the RBI A.P. (DIR Series) Circular No. 8 dated August 9, 2011 issued by the RBI
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
Resident Indian individuals	An individual who is a person resident in India as defined in the FEMA
RTGS	Real Time Gross Settlement
SARFAESI Act	Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI (Debt) Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
TDS	Tax Deducted at Source
UPI	Unified Payment Interface
USA	United States of America
USD	US Dollar

#### **Business / Industry related terms**

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
AFC	Asset Finance Company
ALCO	Asset Liability Management Committee
ALM	Asset Liability Management
CER	Certified Emission Reduction
CERC	The Central Electricity Regulatory Commission
CFO	Chief Financial Officer
CRR	Cash Reserve Ratio
CSO	Central Statistical Office
CV	Commercial Vehicle
ECGC	Export Credit Guarantee Corporation of India Limited
HP	Hire Purchase
IC	Investment Companies
kW	kilo Watt
KYC	Know Your Customer Guidelines
LC	Loan Companies
LCV	Light Commercial Vehicle

Term/Abbreviation	Description/ Full Form
LTV	Loan to value
NABARD	National Bank for Agriculture and Rural Development
NBFC	Non-Banking Financial Company.
NBFC-D	Non-Banking Financial Company- Deposit Taking
NBFC-AFC	Non-Banking Financial Company- Asset Finance Company (since reclassified by RBI as Investment and Credit Company)
NHB	National Housing Bank Limited
SIAM	Society of Indian Automobile Manufacturers
SIDBI	Small Industries Development Bank of India
SLR	Statutory Liquidity Ratio
TFCI	Tourism Finance Corporation of India Limited
UV	Utility Vehicles

**Notwithstanding the foregoing:**

1. In the Section titled “**Risk Factors**” beginning on page 16, defined terms have the meaning given to such terms in that section.
2. In the Chapter titled “**Statement of Tax Benefits**” beginning on page 55, defined terms have the meaning given to such terms in that chapter
3. In the Chapter titled “**Our Business**” beginning on page 79, defined terms have the meaning given to such terms in that chapter.
4. In the Chapter titled “**Financial Statements**” beginning on page 116, defined terms have the meaning given to such terms in that chapter.
5. In the paragraph titled “**Disclaimer Clause of SEBI**” on page 196 and “**Disclaimer Clause of BSE**” on page 196 in the Chapter titled “**Other Regulatory and Statutory Disclosures**” beginning on page 196, defined terms shall have the meaning given to such terms in those paragraphs.
6. In the Chapter titled “**Pending Proceedings and Statutory Defaults**” beginning on page 187, defined terms has the meaning given to such terms in that Chapter.
7. In the Chapter titled “**Key Regulations and Policies**” beginning on page 209, defined terms have the meaning given to such terms in that chapter.
8. In the Chapter titled “**Main Provisions of Articles of Association of the Company**” beginning on page 224, defined terms have the meaning given to such terms in that chapter.

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

### **Certain conventions**

In this Draft Prospectus, unless otherwise specified or the context otherwise indicates or implies the terms, all references to “SFL” “we”, “us”, “our” and “our Company” are to Sakthi Finance Limited on a standalone basis, Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

All references in this Draft 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 Draft Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year.

Our Company publishes its financial statements in Rupees lakh. Our Company’s audited financial statements for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 have been prepared in accordance with Indian GAAP including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, as amended.

Our audited financial statements for the year ended March 31, 2018 have been audited by M/s. P.K. Nagarajan & Co, Chartered Accountants, Coimbatore, while our audited financial statements for the years ended March 31, 2016 and 2017 respectively have been audited by M/s P.N. Raghavendra Rao & Co. Chartered Accountants, Coimbatore.

In accordance with the Road Map for Ind AS implementation, issued by MCA, our Company is required to prepare its financial statements in accordance with Ind AS for periods beginning on or after April 1, 2018. For the purposes of disclosure in this Draft Prospectus, we have prepared and presented our restated Ind AS financial information for the latest Fiscals (in this case, for Fiscal 2020 and Fiscal 2019) and presented our restated Indian GAAP financial information for the earlier three Fiscals (in this case, Fiscals 2018, 2017, 2016). Accordingly, our Company’s audited financial statements for the years ended March 31, 2020 and March 31, 2019 have been prepared in accordance with Ind AS. Our audited financial statements for the years ended March 31, 2020 and March 31, 2019 have been audited by M/s. P.K. Nagarajan & Co, Chartered Accountants, Coimbatore.

The Q3 2020 Unaudited financial results of our Company for the quarter ended December 31, 2020 and year to date from April 1, 2020 to December 31, 2020 have been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS 34 specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and Regulation 33 of the SEBI Listing Regulations. The Special Purpose Unaudited Interim Condensed Financial Information and the Limited Review Financials on the Q3 2020 Unaudited Financial Results have been issued by M/s. P. K. Nagarajan & Co, Chartered Accountants.

The Restated Ind AS Financial Information and the Restated Indian GAAP Financial Information are included in this Draft Prospectus and collectively referred to hereinafter as the “Restated Financial Information”.

The examination reports on the Restated Financial Information along with the Limited Review Report on the Q3 2020 Special Purpose Unaudited interim condensed financial information of our Company as issued by our Company’s Statutory Auditors, M/s. P.K.Nagarajan& Co, Chartered Accountants, are included in this Draft Prospectus in the Section titled “**Financial Information**” beginning at page 116 of this Draft Prospectus.

Unless stated otherwise or unless the context requires otherwise, the financial data: (a) as at and for the year ended March 31, 2020 and March 31, 2019 used in this Draft Prospectus is derived from our Restated Financial Information under Ind AS; (b) as at and for the years ended March 31, 2018, March 31, 2017, and March 31, 2016 used in this Draft Prospectus is derived from our Company’s Restated Financial Information under IGAAP.

The financial data and numbers used in this Draft Prospectus are derived from the restated financial information which are based on audited financial statements prepared under Ind AS and IGAAP, as specifically mentioned in this Draft Prospectus and is not strictly comparable. Further, financial information for quarter and nine months ended December 31, 2020 is not indicative of full year results and are not comparable with annual financial information.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off. Unless stated otherwise, macroeconomic and industry data used throughout this Draft 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 Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the market and industry data presented in this Draft Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

### Currency and Unit of presentation

There are significant differences between Indian GAAP and Ind AS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this Draft Prospectus. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. A comparative chart on the differences between Ind AS and IGAAP standards is presented in the "*Financial Statements*" (refer page F157 of this draft prospectus).

In this Draft Prospectus, all references to 'Rupees' / '₹'/'INR' are to Indian Rupees, the official currency of the Republic of India. Except where stated otherwise in this Draft Prospectus, all figures have been expressed in 'in lakh(s)/ lac(s)'. The word one 'lakhs/lacs/lac' means 'one hundred thousand' and 'Crore' means "One hundred lakh". Certain figures contained in this Draft Prospectus, including financial information, have been subject to rounding off 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.

### Exchange rates at end of the period

Currency	Dec 31, 2020	March 31, 2020	March 31, 2019	March 28, 2018	March 31, 2017	March 31, 2016
1 US\$	73.05	70.69	69.17	65.04	64.84	66.33

(Source: [www.rbi.org.in](http://www.rbi.org.in) and <http://www.fbil.org.in>)

### Industry and Market Data

Any industry and market data used in this Draft Prospectus consists of estimates based on data reports compiled by Government bodies, professional organizations and analysts, data from other external sources including ICRA, available in the public domain and knowledge of the markets in which we compete. These publications generally state that the information contained therein has been obtained from publicly available documents from various sources believed to be reliable, but it has not been independently verified by us, its accuracy and completeness is not guaranteed and its reliability cannot be assured. Although we believe that the industry and market data used in this Draft Prospectus is reliable, it 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 this Draft 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.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Draft 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, 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 Draft 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 and results of operations to differ from our expectations include, but are not limited to, the following:

- We operate in an increasingly competitive financial services industry, which creates significant pricing pressures and may adversely affect our net interest margins, income and market share;
- Performance of the financial and capital markets in India and globally;
- We are involved in certain legal and other proceedings which, if determined against us, could have a material adverse impact on our financial condition;
- The outcome of any legal or regulatory proceedings we are or may become a party to; Changes in Indian and/or foreign laws and regulations, including tax, accounting, banking, securities, Insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations;
- Our inability to successfully diversify our portfolio;
- Any disruption in our sources of funding;
- Our inability to obtain or maintain statutory or regulatory approvals and licenses for conducting our business;
- Our reliance on Indian exchanges for a significant portion of our investment banking, wealth management and securities business;
- Performance of the Indian debt and equity markets;
- Occurrence of natural calamities, pandemics, or natural disasters affecting the areas in which our Company has operations; and
- Any increase in the levels of non-performing assets ("NPA") on our loan portfolio, for any reason; whatsoever would adversely affect our business and results of operations.

For further discussion of factors that could cause our actual results to differ, see Section titled "**Risk Factors**" on page 16 of this Draft 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 Section titled "**Industry Overview**"-Chapter "**Our Business**" and Section titled "**Legal and Other Information**" on page 63, 79 and 187 respectively of this Draft Prospectus. The forward-looking statements contained in this Draft 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 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 Debt 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 Exchange.



## SECTION II: RISK FACTORS

*An investment in NCDs involves a certain degree of risk. Prospective investors should carefully assess and evaluate the risks and uncertainties described below, in addition to the other information contained in this Draft Prospectus before making an investment decision relating to the NCDs. The risk factors set out below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition, results of operation and cash flows could suffer, the trading price of the NCDs could decline and you may lose your all or part of your interest and / or redemption amounts. Unless otherwise stated in the relevant risk factors set out below, we are not in a position to specify or quantify the financial or other implications of the risks mentioned below. The sequencing of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*This Draft Prospectus contains forward-looking statements that describe and explain the risk and uncertainties. Our Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of several factors, including the considerations described below and elsewhere in this Draft Prospectus. Unless the context otherwise requires, the financial information used in this section is derived from and should be read in conjunction with the Restated Financial Statements / condensed financial statements of our Company. Investors are advised to read the following risk factors carefully before making an investment in the NCDs offered in this Issue. You must rely on your own examination of our Company and this Issue, including the risks and uncertainties involved.*

### INTERNAL RISK FACTORS

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

##### ***1. The impact of the COVID-19 pandemic on our business and operations is uncertain and cannot be predicted.***

In late 2019, the COVID-19 disease, commonly known as "novel corona virus", was first reported in Wuhan, China. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a "Public Health Emergency of International Concern and on March 11, 2020 it was declared a pandemic. Between January 30, 2020 and the date of this draft Prospectus, the COVID-19 disease has spread to many other countries, with the number of reported cases and related deaths increasing daily and, in many countries, exponentially.

We are monitoring the developments closely as the COVID-19 pandemic has developed over a period of time. The impact of the COVID-19 pandemic on our business will depend on a range of factors which we are not able to accurately predict, including the duration, severity, strain mutation and spread of the pandemic, the geographies impacted, the impact of the pandemic on economic activity in India, and the effectiveness of remedial measures adopted by the Central and State Governments. These factors include, but are not limited to: (i) granting of moratorium to our borrowers on payment of all instalments that fell due between March 1, 2020 and August 31, 2020 (**the "Moratorium Period"**) pursuant to RBI's directions, (ii) Significant volatility in financial markets (including exchange rate volatility) and measures adopted by other sovereign governments and various central banks which affect the liquidity, and which may limit our access to funds, and lead to shortages of cash or increase the cost of raising such funds; (iii) the Company's stress testing, changes in loan disbursement, and other measures to address the effects of the COVID-19 pandemic may change (iv) in the event a member or members of our management team contracts COVID-19, it may potentially affect our business operations; and (v) the Company's branch level and other operations could be disrupted by social distancing, split-team, work from home and quarantine measures.

As these are unforeseen circumstances, it may give rise to risks that we may not have anticipated. If the outbreak of any of these pandemic or other severe pandemic, continues for an extended period, occur again and/or increases in severity, it could have an adverse effect on economic activity worldwide, including India, and could materially and adversely affect our business, cash flows, financial condition and results of operations.

Similarly, any other future public health pandemic or outbreak of avian or swine influenza or other contagious disease in India could also materially and adversely affect our business, cash flows, results of operations and financial condition. As on December 31, 2020, a majority of our Company's operations is concentrated in the States of Southern India, Tamil Nadu (79.51% of total operations), Kerala (15.60% of total operations) Karnataka (1.97% of total operations), and Andhra Pradesh and Telangana (2.92% of total operations). With the COVID-19 pandemic affecting the rural and urban areas alike, local lockdowns had impacted the operations in these regions largely in terms of sanctioning of new loans and cash collection. After almost a standstill in operations in the first Quarter of 2021, the business showed an uptick for the subsequent quarters. With the onset of second wave and in the event of further rise in the Covid cases in future, and in the event of the Government taking measures which may restrict our operations, we cannot assure that the business might not be affected.

**2. Our company is involved in certain legal proceedings and any adverse outcome of any of these proceedings, it may have an adverse effect on the performance of the Company.**

Our Company is involved in certain legal proceedings, including civil suits, consumer cases and tax disputes which typically arise in the normal course of business. These legal proceedings are pending at various levels of adjudication before various courts/ forum, regulatory authorities and tribunals. Our Company has been incurring cost in defending these proceedings. Any adverse orders in these proceedings may have an impact on our financial condition. For the details, please refer to Chapter titled “*Pending Proceedings and Statutory Defaults*” beginning on page 187 of the Prospectus.

**3. Our Company’s promoter directors are promoter directors of a group company, whose liabilities to some of its creditors are in default. Any adverse action taken by these creditors might affect the financial condition of our promoter directors.**

The promoter directors of our Company are also Promoter Directors in Sakthi Sugars Limited (“SSL”), one of the group companies listed in BSE and NSE. SSL has as on December 31, 2020 loan outstanding to the Banks / FI / Asset Reconstruction Companies aggregating ₹ 42,941 lakh (Principal) and ₹ 63,910 lakh (Interest). The loans are secured, *inter alia*, by personal guarantees of the Promoter Directors of our Company. The Loans are in default and legal action has been threatened and / or taken by some lenders. ARCIL, in the capacity as trustee of some of the lenders, has also invoked the Pledge Agreement under which SSL had pledged its shareholding of 6,38,59,934 equity shares in Sakthi Auto Component Limited. Subsequently, ARCIL transferred the shareholding to its own name.

In the past, separate applications were filed by Devendran Coal Private Limited, Jain Irrigation Systems Limited, Bank of India and Punjab National Bank and an FCCB holder by name Mr. Sanya Rajan Sahani before Hon’ble NCLT, Chennai Bench for admission of SSL into Insolvency and Bankruptcy Code 2016. All these applications stand withdrawn as on date by the Creditors on account of compromise entered into. There has been subsequent defaults in honoring the payments as per the compromise.

In respect of the above, a Petition bearing No. CP (IB) No. 522 of 2019 has been filed before the National Company Law Board, Chennai, by Bank of India, a Financial creditor under Section 7 of the Insolvency and Bankruptcy Code 2016 in view of default committed by SSL to the tune of ₹ 2,17.43 cr as on 7.3.2019. OTS terms were reached with OTS figure arrived at ₹ 150.43 cr and time for OTS payment extended till 31.3.2021. Based on OTS terms, Bank of India filed a withdrawal memo, seeking liberty to file afresh in the event the Corporate Debtor fails to repay as agreed. Based on the withdrawal memo order has been passed on 20.9.2019 dismissing the application with a clarification that the Creditor bank is entitled to proceed against SSL by filing a fresh application if SSL should default OTS terms. There has been a subsequent default in the payment of OTS terms.

This may lead to these creditors initiating fresh legal action or reviving the compromised petitions and any adverse outcome thereof, can impact the financials of SSL and the promoter directors of our Company.

**4. Our Company’s promoter directors are promoters of Group Company in which two of their creditors have filed petitions before the Debt Recovery Tribunal (“DRT”) for recovery of their dues. Any adverse outcome on any of the applications before DRT for recovery of dues may have an impact on the financials of our promoter directors.**

Sakthi Sugars Limited (“SSL”), one of the Group Companies was sanctioned loans for an amount aggregating to ₹ 6,216.96 lakhs by Sugar Development Fund for meeting the shortfall in the Promoters contribution for setting up of 35 MW and 25 MW bagasse based cogeneration plant at Sivaganga and Modakurichi respectively with IFCI as Nodal and Monitoring Agency. IFCI has made a claim for ₹ 6,806.80 lakhs against SSL before DRT, Chennai in O.A. No. 9 of 2018. The PA is at the final hearing stage. It may be mentioned that ARCIL a defendant in the OA, seeking security cover for a sum of ₹ 680 crores, has filed an Attachment Before Judgment Application for SSL’s shareholding in Sakthi Auto Components Limited. Management of SSL, after discussion with ARCIL has created pledge of shares held by SSL in Sakthi Auto Component Ltd to avert the Attachment before Judgement Application.

SSL has filed a Written Statement and is contesting the same. SSL has taken a stand that the OA is not maintainable before DRT Chennai. SSL has also pleaded that representations have been made by the Tamil Nadu Sugar Mills Association of which it is a member, to Government of India, seeking relief and withdrawal of legal proceedings, explaining the various factors which have affected the sugar industry in Tamil Nadu. The OA at final hearing stage and was scheduled for hearing on April 27, 2021, which has been postponed due to the prevailing pandemic conditions.

Punjab National Bank has filed an application O.A. No. 414 of 2018 before DRT, Coimbatore for recovery of a sum of ₹ 5,751.13 lakh from the SSL together with interest and other monies. Dr. M Manickam, Mr. M Balasubramaniam, Mr. M Srinivaasan, ABT Investments (India) Pvt Ltd and Mrs. Karunambal Vanavaraayar have been impleaded as parties to the said OA. Dr. M Manickam, Mr. M Balasubramaniam, Mr. M Srinivaasan, have given personal guarantees. The OA is at a stage where pleadings are required to be filed by the Defendants. Any adverse outcome on the above said petitions would have an impact on the financials of SSL and on the Promoter Directors of our Company.

IBA/270/2020 (CP SR No.167 of 2020) has been filed before NCLT, Chennai by Indian Overseas Bank claiming a sum of ₹ 41.53 crores (including interest) from SSL for the loan sanctioned by them. SSL has filed a Memo and is contesting the same. Meanwhile, the proposal of OTS submitted by SSL to IOB has been favourably considered vide its letter dated June 09, 2021. As per this settlement SSL is required to pay an amount of ₹ 28.90 cr as One Time Settlement within 20 days from the date of the sanction letter failing which the OTS will stand cancelled. IOB, however, has not withdrawn its application with NCLT. Any adverse outcome on the above said petition would have an impact on the financials of SSL and on the Promoter Directors of our Company.

**5. One of our group companies has defaulted in payment to the bond holders of the Foreign Currency Convertible Bonds ("FCCB"), leading to filing of Petition before NCLT. In the event of the petition getting admitted against the group company, it might have an impact on the financials of our promoter directors, which in turn, may have an impact on our company.**

Mr. Kailash Bulchandani, another FCCB Bond holder, holding bonds for a nominal value of US \$ 400,000 has filed Application No. IBA 1432 of 2019 before NCLT, Chennai claiming that the consent Order passed by Madras HC in CP. No. 212 of 2012 as being defaulted by SSL. SSL was disputing on the ground that the consent Order mandates as Condition Precedent, RBI approval. Consequently, SSL also deposited the sum of ₹ 8 crores being the approximate Rupee equivalent of the claim amount, on Orders of NCLT.

RBI approval dated February 4, 2021 has since been received. But there is an ambiguity on whether the approval is for payment of only the principal amount, or the interest also. The sum already deposited would be paid to the Claimant once there is clarity on RBI approval, and as and when the Authorised dealer permits the payment.

Any default in making the payment may lead to admission of the Company into CIRP by NCLT and may have an adverse impact on the financials of Sakthi Sugars Limited and the Promoter Directors of our Company.

**6. One of our promoter Group companies has defaulted in payment of interest and principal dues to some of its creditors. Any adverse action taken/to be taken by them could affect the financial position of our promoters and the company.**

The promoter directors of our Company are also Promoter Directors in Shri Chamundeswari Sugars Limited, one of the group companies, which has repaid the loan outstanding to the Banks and Financial Institutions. However, as at December 31, 2020, there are defaults to IREDA, Sugar Development Fund and Government of Karnataka Interest Free Purchase Tax Loans. The loans are secured, *inter alia*, by personal guarantees of the Promoter Directors of our Company. However, GOI had announced a restructuring proposal vide notification No. GSR885 (E) dated September 17, 2018 for SDF loans. The company has submitted restructuring proposal to SDF/IFCI /and the Sugar Development Fund ("**SDF**"). The company has also approached IREDA for restructuring of the loan and IREDA's decision is pending in this regard.

In the event of the restructuring proposal not being approved and if Shri Chamundeswari Sugars Limited, fails to clear the dues to the above lenders, banks and institutions, the lenders might initiate legal course of action for recovery, which could have an impact on the financial position of the promoter directors and the Company.

**7. One of our promoter Directors have furnished personal guarantees for loans availed by an associate company, which has defaulted in repayment of the loans. Any adverse action by the creditors will have an impact on our promoter director.**

One of our promoter directors, Dr. M. Manickam, has furnished Personal Guarantees for loans availed by one of our associate companies viz. Sakthi Global Auto Holdings Ltd, U.K.

In SIAC Arbitration No. 449 of 2019, Aapico Hitech Public Company Limited, a Company incorporated in Thailand and Aapico Investment Pte Limited, a Company incorporated in Singapore have invoked personal guarantee against Dr. M Manickam, one of the Directors of our Company under the Arbitration Rules of The Singapore International Arbitration Centre, in respect of Personal Guarantee issued by Dr. M Manickam under Deed of Personal guarantee dated October 1, 2018 for loan granted by Aapico Hitech Public Company Limited and Aapico Investment Pte Limited to Sakthi Global Auto Holdings Ltd. U.K. Under Loan Agreements dated 2017 and 2018 aggregating a sum of USD 122.423 Million plus interest. However, this claim is being seriously disputed by Dr. M Manickam on the basis of specific valuation reports obtained from valuers/merchant bankers that the primary security, namely shares in SGAH has been wrongfully appropriated for USD 27 Million, whereas the valuation is USD 270 Million and accordingly the Arbitration Agreement and the 2017 personal guarantee and 2018 personal guarantee stand vitiated. If the contention of Mr. Manickam is not upheld in fully or partially, there is a risk of personal guarantee being invoked against Dr. M Manickam for upto USD 122.423 Million plus interest costs. Aapico has also filed Original Application No. 1100 of 2019 and 1148 of 2019 before the High Court of Madras seeking interim orders against Dr. M Manickam to prevent Dr. M Manickam from alienating his personal assets and for providing security, and the same is being contested by Dr. M Manickam and there are interim orders passed to maintain status quo in respect of shares owned by Dr. M Manickam.

Any adverse action against the Personal Guarantor by the creditors will have an impact on the financial position of Dr. M Manickam. (For details, refer Section "**Legal and Other information**" at page 187.

**8. One of our Promoter Directors has given a personal guarantee for loans availed by ABT (Madras) Private Limited, which has been admitted into CIRP by NCLT and the enforcement of personal guarantee may have adverse impact on the financials of the Promoter Director**

The National Company Law Tribunal, Division Bench, Chennai has in IBA/873 of 2019 an Insolvency and Bankruptcy Application filed under Section 7 of the Insolvency and Bankruptcy Code 2016 by Asset Reconstruction Company (India) Limited ("ARCIL") for initiation of Corporate Insolvency Resolution process against ABT (Madras) Private Limited on the ground that ABT (Madras) Private Limited has defaulted in repaying an amount of ₹ 50,797.11 lakhs passed an Order on December 4, 2019 declaring that ABT (Madras) Private Limited has defaulted in repaying outstanding debt as on June 30, 2019 and has admitted IBA/873/2019 and appointed an Interim Resolution professional. Dr. M. Manickam has given personal guarantee for the borrowings initially from DHFL assigned to ARCIL. Enforcement of personal guarantee will have an adverse impact on the financials of our Promoter Director, Dr. M. Manickam.

**9. We have been subject to RBI inspection and any adverse findings may affect our business and operations.**

Being an NBFC, our company is required to comply with various Master Directions and Circulars issued by the RBI in respect of operations and statutory requirements. Further, we are subject to annual Supervisory Inspection by RBI under Section 45N of the RBI Act, 1934. The latest supervisory inspection was undertaken by RBI for the financial position as on March 31, 2020.

Based on the supervisory inspection for the year ended March 31, 2017, our company received a Show Cause Notice ("SCN"), under Section 58(G) of RBI Act 1934 vide letter DNBS (Che) 258/13.18.028/2018-19 dated August 31, 2018 proposing to impose penalty for violation of Fair Practices Code ("FPC") Guidelines. Our Company represented the matter to the Committee of Executive Directors, which has, subsequent to a personal hearing, accepted our stand and decided not to impose any penalty in this regard.

Based on the supervisory inspection for the year ended March 31, 2019 and March 31, 2020, RBI has observed certain divergence in provisions and in accepting portion of certain resources raised by our company as eligible resource for treatment as capital for capital adequacy purposes. Our company has replied to these divergences and clarified the position.

While our company takes utmost care to comply with regulatory requirements of RBI, we are unable to assure that the RBI or any other regulatory authority will not make similar or additional observations in future or that we will be able to respond to all such queries to the satisfaction of the RBI or such other authorities.

**10. We have contingent liabilities; in the event these contingent liabilities materialize, our financial condition may be adversely affected.**

For the period ended December 31, 2020, contingent liabilities, amounting to (i) ₹ 9.83 lakh towards Income Tax issues which are pending before the Assessing Officer of Income Tax, Coimbatore and (ii) ₹ 1,328.29 lakh towards Service Tax has been demanded by the Central Excise Authorities.

The writ petition filed by our company before the Hon'ble High Court of Madras against the levy pertaining to Central Excise has been disposed of on November 9, 2020 and the Court has remanded the matter back to Central Excise Tribunal for remedy. The company has deposited with the Department, an amount of ₹ 98.63 lakh against the demand relating to payment under protest. In the event that the stand/representation/legal action initiated by the Company is not favorable, these contingent liabilities will materialize as actual liabilities. In view of this, our financial condition may be adversely affected.

**11. Our financial performance is highly sensitive to interest rate volatility, which could impact our net interest income to decline and adversely affect our profitability and return on assets.**

Our results of operations are substantially dependent upon the level of our net interest margins. A significant component of our income is derived from hire purchase finance operations, which comprise more than 90% of our total revenue for FY 2020, 2019 and 2018.

We borrow funds on both fixed and floating interest rates. A majority of our liabilities, such as our secured / unsecured redeemable non-convertible debentures, subordinated debt, fixed deposits and term loan from financial institutions carry fixed rates of interest and the remaining borrowings from banks are linked to the respective bank's benchmark Marginal Cost based Lending Rate / Base Rates. As on December 31, 2020, around 88% of our total borrowings were at fixed rates of interest. We are exposed to interest rate risks as a result of lending to customers predominantly at fixed interest rates and in amounts and for periods which may differ from our funding sources. Volatility in interest rates can materially and adversely affect our financial performance and cash flows. In a rising interest rate environment, if the yield on our interest-earning assets does not increase correspondingly with or to the same extent as our cost of funds, or, in a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted.

Accordingly, our operations are vulnerable to fluctuations in interest rates. Interest rates are highly volatile and fluctuations thereof are dependent upon many factors, including the monetary policies of RBI, de-regulation of the financial services sector in India, domestic and international economic and political conditions, inflation and other factors which are beyond our control. Rise in inflation and consequent changes in bank rates, repo rates and reverse repo rates by the RBI has led to an increase in

interest rates on loans provided by banks and financial institutions, and market interest rates in India have been volatile in recent periods.

There can be no assurance that we will be able to completely manage our interest rate risk. If we are unable to mitigate the interest rate risk fully, it could have an adverse effect on our net interest margin, thereby affecting our business and financial condition.

***12. Our business requires raising substantial funds by the way of borrowing, and any disruption in funding sources would have a material adverse effect on our liquidity, financial position and/or cash flows***

As an Investment and Credit Company, our liquidity and on-going profitability, in large part, depends upon our timely access to, and the costs associated with, raising of funds. Our funding requirements historically have been met from a combination of loans from banks and financial institutions, issuance of secured redeemable non-convertible debentures to public / on private placement basis, public deposits and the issue of subordinated debt. Thus, our business depends and will continue to depend on our ability to access diversified funding sources. Our ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors including our credit ratings, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors and/or lenders perception of demand for debt and equity securities of NBFCs and our current and future results of operations and financial condition.

The RBI in its Master Direction-Non-Banking Financial Company-Systemically Important Non-Deposit-Taking Company and Deposit-Taking Company (Reserve Bank) Directions, 2016 vide DNBR.PD.008/03.10.119/2016-17 September 01, 2016 (updated as on February 17, 2020) issued certain guidelines with respect to raising money through private placement by NBFCs in the form of non-convertible debentures (Refer Annexure XXI - Guidelines on Private Placement of NCDs (maturity more than 1 year) by NBFCs), which has resulted in limiting our Company's ability to raise fresh debentures on private placement basis.

Further RBI, vide its Master Direction DNBR.PD.002/03.10.119/2016-17 dated August 25, 2016 (updated as on February 22, 2019) issued certain guidelines about the limit for acceptance of deposits across the sector, restricting it to 1.5 times of Net Owned Funds ("NoF") and also with minimum investment grade credit rating from the credit rating agencies. As on December 31, 2020, our Company has public deposit amounting to ₹ 18,113.90 lakh (including interest accrued but not due, unclaimed deposits on maturity less unamortized cost), being 1.18 times of NoF (₹ 15415.42 lakh), which is well within the stipulations of RBI restrictions. Our Fixed Deposits are rated as MA- (Stable) as rated by ICRA Limited.

During the inspection for FY 2018-2019 and FY 2019-2020, RBI in its supervisory inspection report has observed that certain amount of Subordinated Debt issued on private placement basis, would not be falling within the category of subordinated debt and treated them as Public deposits. On account of such reckoning, RBI indicated that the ratio of public deposit to NOF threshold of 1.5 times stands breached. In the reply to the above observation, our company has reiterated the fact that the sub-ordinated debt issued by the Company had complied with characteristics of sub-ordinated debts as prescribed by RBI and also indicated that the company has stopped issuing fresh subordinated debt instruments.

This has resulted in limiting the company's ability to accept fresh deposits or renewal of existing deposits. As a result of the above circulars, our Company has reduced the dependence on raising the funds through privately placed subordinated debts and fixed deposits and will have to depend on other sources which could be more expensive, onerous and difficult to source. This might have an impact on the cost of funds and profitability.

We therefore, are unable to assure you that we will be in a position to raise Sub-ordinated debt on private placement basis in future, and such restrictions may impact our capital adequacy ratio in future.

Changes in economic and financial conditions or continuing lack of liquidity in the market could make it difficult for us to access funds at competitive rates. As an NBFC, we also face certain restrictions on our ability to raise money from international markets which may further limit our ability to raise funds at attractive rates. Any disruption in our primary funding sources at competitive rates would have a material adverse effect on our liquidity and financial condition.

***13. If we are unable to control or reduce the level of NPAs in our loan assets portfolio, our financial position, results of operations and cash flows may suffer.***

Our gross NPAs (i.e. Gross Stage 3 assets) as a percentage of total loan assets were 5.13%, 5.05%, 5.11%, and 4.28% as at December 31, 2020, March 31, 2020, March 31, 2019, and March 31, 2018 respectively, while our net NPAs (i.e. Net Stage 3 Assets) as a percentage of loan assets were 2.81%, 2.53%, 2.94% and 3.02% as at December 31, 2020, March 31, 2020, March 31, 2019 and March 31, 2018 respectively. (Source: RBI Returns).

Our company is in compliance with Ind AS 109, in respect of Asset classification from the Financial Year 2019 and Stage 3 Assets as a % of Gross carrying Amount of Asset was 4.53% and 4.89% as at FY 2020 and FY 2019 respectively, while Stage 3 assets as a % of Net Carrying Amount of Asset was 2.24% and 2.76% respectively for the same periods. (Source: Restated Financial Statements).

We cannot be sure that we will be able to maintain/ improve our collections and recoveries in relation to our Stage 3 Assets, or otherwise adequately control or reduce our level of Stage 3 Assets in future and also might not be sure that we will be able to adequately control or reduce our level of Expected Credit Loss ("ECL") in future.

Moreover, as our loan portfolio increases, we may experience greater defaults in principal and/or interest repayments. Further, in certain cases where a customer has delayed payments but has demonstrated the ability to continue servicing the relevant loan in near future, we do not enforce the security and seize the vehicle/other underlying assets, and allow the loan to continue without restructuring the same. Such cases affect the position of our asset quality and provisioning/ ECL. There can also be no assurance that in such cases the customer would not continue to delay / default in making payments, which could adversely affect our profitability and cash flows. Thus, if we are not able to control or reduce our level of Stage 3 Assets / ECLs, the overall quality of our loan portfolio may deteriorate and our results of operations and/or cash flows may be adversely affected.

***14. Our customer portfolio mainly consists of Small / Medium Road Transport Operators ("SRTOs/MRTOs") who are generally more likely to be affected by declining economic conditions than large corporate borrowers. Any adverse change in economic condition impacting on the target customers could affect our business, financial conditions, results of operations and/or cash flows.***

Our primary business involves lending money to commercial vehicle owners and operators in India with focus on financing pre-owned commercial vehicle, and we are subject to customer default risks including default or delay in payment of interest or repayment of instalments of principal on our loans. Customers may default on their obligations to us as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, our financial condition, results of operations and/or cash flows will be adversely affected.

Our customer portfolio principally consists of SRTOs/MRTOs with underdeveloped banking habits generally are less financially resilient than larger corporate borrowers and as a result, they can be more adversely affected by declining economic conditions. The owners and/or operators of commercial vehicles financed by us often do not have any credit history supported by tax returns and other related documents which would enable us to assess their credit worthiness. In addition, we may not receive updated information regarding any change in the financial condition of our customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation on the part of our customers. Furthermore, unlike several developed economies, a nationwide credit bureau has only recently become operational in India. Accordingly, there is less financial information available about the creditworthiness of individuals particularly our client segment who are mainly from the low income group and who typically have limited access to other financing sources. It is, therefore, difficult to carry out precise credit risk analysis on our clients. Although we follow certain procedures to evaluate the credit profile of our customers at the time of sanctioning a loan, we generally rely on the referrals from the local trucking community/existing customers and value of the commercial vehicle provided as underlying collateral rather than on a stringent analysis of the credit profile of our customers. Although we believe that our risk management mechanisms and controls measures are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required. Failure to continuously monitor the loan contracts, particularly of borrowers, could adversely affect our credit portfolio which could have a material and adverse effect on our results of operations, financial condition and/or cash flows.

***15. We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans which could adversely affect our business, financial condition, results of operations and/or cash flows.***

As a security for the financing facilities provided by us to our customers, the vehicles purchased/assets acquired by our customers are secured by lien, on the assets financed, in our favour. The value of the vehicle, however, is subject to depreciation, deterioration, and/or reduction in value on account of other extraneous reasons, over the course of time. Consequently, the realizable value of the collateral for the credit facility provided by us, if and when liquidated, may be lower than the outstanding loan from such customers. Any default in repayment of the outstanding credit obligations by our customers may expose us to losses. Furthermore, in the case of a default, we typically repossess the commercial vehicles financed and sell such vehicles. The hypothecated vehicles, being movable property, may be difficult to locate or seize in the event of any default by our customers. There can also be no assurance that we will be able to sell such vehicles provided as collateral at prices sufficient to cover the amounts under default. In addition, there may be delays associated with such process. Any failure or delay to recover the expected value from sale of collateral security could expose us to a potential loss. Any such losses could adversely affect our financial condition, results of operations and/or cash flows. Furthermore, enforcing our legal rights by litigating against defaulting customers is generally long-drawn and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or we may not recover at all. The recovery of monies from defaulting customers may be further compounded by the fact that we do not generally insist on, or receive post-dated cheques as security towards the timely repayment of dues from customers to whom we have provided loans. Further, if we are unable to sell any repossessed vehicles provided as security for such loans at commercially favourable prices, in a timely manner or at all, we may not recover the costs of maintaining such repossessed vehicles and our operations, cash flows and profitability could be adversely affected.

***16. Our collections in cash are in reasonably large quantum and consequently, we face the risk of misappropriation or fraud by our employees.***

Our branches collect and deposit approximately one-third of our customer's payments in cash. The cash collections may be exposed to the risk of fraud, misappropriation or unauthorized transactions by employees responsible for dealing with such cash collections. Although, there has been no reported past history of misappropriation or fraud, and we have taken insurance policies and coverage for cash in safe and adequate measures to prevent any unauthorized transaction, fraud or misappropriation by our employees, officers and representatives, any such instances may adversely affect our cash flow, profitability and our reputation.

***17. Our significant indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to conduct our business and operations in the manner we desire***

As at December 31, 2020, we had a total outstanding debt of ₹ 1,05,677.60 lakh, (including Redeemable Cumulative Preference Shares which are treated as debt as per Ind AS) and we will continue to incur additional indebtedness in future. Most of our borrowings are secured by our immovables, hire purchase receivables and other assets. Our significant indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow may be used towards repayment of our existing debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in future at reasonable terms may be restricted or our cost of borrowings may increase due to sudden adverse market conditions, including decreased availability of credit or fluctuations in interest rates;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness are at variable interest rates;
- there could be a material adverse effect on our business, financial condition, results of operations and/or cash flows, if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and
- we may be more vulnerable to economic down-turn, may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

Moreover, some of our borrowings may be recalled by our lenders at any time. If any of these lenders recall their loans, our cash position, business and operations may be adversely affected.

***18. Our financing arrangements contain restrictive covenants that may adversely affect our business and operations***

Some of our financing agreements also include various conditions and covenants that require us to obtain lenders consent prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. Specifically, under some of our financing agreements, we require, and may be unable to obtain consents from the relevant lenders for, among others, the following matters: entering into any scheme of merger; spinning-off of a business division; selling or transferring all or a substantial portion of our assets; making any change in ownership or control or constitution of our Company; making amendments in our Memorandum and Articles of Association; creating any further security interest on the assets upon which the existing lenders have a prior charge and raising funds by way of any fresh capital issue etc. For further details on the restrictive covenants under the financing arrangement, refer Chapter titled "***Financial Indebtedness***" on page 117 of this Draft Prospectus.

***19. We face increasing competition in our business which may result in declining margins, if we are unable to compete effectively***

We primarily provide vehicle finance to SRTOs/MRTOs. Our primary competition, historically, has been with private unorganized financiers who principally operate in the local market. However, the significant growth in the commercial vehicle finance segment in recent periods has resulted in various banks and NBFCs increasing their focus on this sector. In addition interest rate de-regulation and other liberalization measures affecting the commercial vehicle finance sector, together with increased demand for capital by SRTOs/MRTOs, have resulted in increased competition.

All of these factors have resulted in us facing increased competition from other lenders in the commercial vehicle finance sector, including commercial banks and other NBFCs. Our ability to compete effectively will depend, to some extent, on our ability to raise low-cost funding in future. Furthermore, as a result of increased competition in the commercial vehicle finance sector, vehicle finance products are becoming increasingly standardized and variable interest rate and payment terms and lower processing fees are becoming increasingly common. There can be no assurance that your response, reaction and remedial measures to these or other market developments or compete effectively with new and existing players in the increasingly competitive commercial vehicle finance industry. Increasing competition may have an adverse effect on our net interest margin and our income and, if we are unable to compete successfully, our operating volume may decline.

**20. Our operation has regional concentration in Southern India and, therefore we are dependent on the general economic conditions and activities in these areas. Any adverse economic conditions in the area or a sustained change in consumer preferences in those regions would have impact on our business operation, financial position and cash flow.**

We have been operating in vehicle financing segment through our branch network spread mainly across Southern region of India. At present, we originate around 90% of our business from the States of Tamil Nadu and Kerala and balance from other States namely, Karnataka, Andhra Pradesh and Union Territory of Puducherry. Further, we believe that there is still good potential and growth available in Southern region of India from our existing as well as new customers and, intend to strategically expand our reach in target markets only. Our concentration in the Southern States exposes us to any adverse geological, ecological, economic and/or political circumstances in this region as compared to other NBFCs that have a pan India presence. If there is a sustained down-turn in the economy of Southern India or a sustained change in consumer preferences in those regions our business operations may be adversely affected.

**21. We may not be able to successfully sustain our growth strategy.**

In recent years, we have experienced stable growth. Our growth strategy includes growing our loan book and expanding our customer base. There can be no assurance that we will be able to sustain our growth strategy successfully. If we grow our loan book too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have a negative impact on the quality of our assets and our financial condition. We also face a number of operational risks in executing our growth strategy. We have experienced stable growth in our commercial vehicle finance business, our branch network has expanded gradually and we are entering into new, smaller towns and cities within Southern part of India as part of our growth strategy. Our growth strategy exposes us to a wide range of increased risks, including business risks, such as the possibility that number of our impaired loans may grow faster than anticipated, as well as operational risks, fraud risks and regulatory and legal risks. It will also place significant demands on our management, financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key managerial personnel, maintaining effective risk management policies, continuing to offer products which are relevant to our target base of clients developing managerial experience to address emerging challenges and ensuring a high standard of client service. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

**22. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would adversely affect our net interest margin and our business.**

The cost and availability of capital is also dependent on our short-term and long-term credit ratings. Ratings reflect a rating agency's assessment of our financial strength, operating performance, strategic position, and ability to meet our obligations. The following table sets out certain information with respect to our credit ratings:

Rating Agency	Instruments	Rating	Limit (₹ lakh)
ICRA Limited	Non-convertible debenture (Proposed)	[ICRA] BBB (Stable)	20,000
ICRA Limited	NCD (Listed and Unlisted)	[ICRA] BBB (Stable)	31,771
ICRA Limited	Fund Based Term Loan	[ICRA] BBB (Stable)	8,310
ICRA Limited	Fund Based Long Term Facilities from Banks - Cash Credit (CC)	[ICRA] BBB (Stable)	13,166
ICRA Limited	Fund Based Interchangeable (as a sub limit of Cash Credit)	[ICRA] BBB (Stable) / [ICRA] A2	6,066
ICRA Limited	Short Term Facilities from Banks – WCDL	[ICRA] A2	10,000
ICRA Limited	Fixed Deposits	MA- (Stable)	-

Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and as a result, would adversely affect our business and net interest margin. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any financing or refinancing arrangements in future.

**23. A decline in our capital adequacy ratio could restrict our future business growth.**

We have demonstrated stable growth in our business and in our profitability. Our assets under management have increased from ₹ 87,982.60 lakh as at March 31, 2015 to ₹ 1,10,347.93 lakh as at March 31, 2020.

Pursuant to RBI notification dated February 17, 2011, all deposit-taking NBFCs have to maintain a minimum capital adequacy ratio, consisting of Tier I and Tier II Capital, which shall not be less than 15% of its aggregate risk weighted assets of on-balance sheet and risk adjusted value of off-balance sheet items w.e.f. March 31, 2012. Further, pursuant to RBI circular dated



November 10, 2014, all NBFCs-D, shall maintain minimum Tier I Capital of 10% (w.e.f. March 31, 2017). Our capital adequacy ratio computed on the basis of applicable RBI requirements was 21.91% and 21.62% as at March 31, 2020 and December 31, 2020, with Tier I Capital at 12.88% and 12.66%, respectively. If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II Capital in order to continue to meet applicable capital adequacy ratios with respect to our business. RBI, in its supervisory inspection for the year 2019-20 had observed that certain portion of Sub-ordinated Debt raised by us cannot be classified as Sub-debt for the purpose of computing capital for determining the CRAR and we have made our submission to RBI in this regard and have also refrained from issuing privately placed sub-ordinated debt till RBI provides clarity on the same.

There can be no assurance that we will be able to raise adequate additional capital in future on terms favorable to us or at all, and this may adversely affect the growth of our business.

**24. System failures or inadequacy and security breaches in computer systems may affect our business.**

Our business is increasingly dependent on our ability to process, on a daily basis, a large number of transactions. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communication services such as network connectivity, etc.

Our ability to operate and remain competitive will depend on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available with us and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and branch network. Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security. Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we operate.

**25. We may face asset-liability mismatch which could affect our liquidity and consequently may affect our operations, profitability and/or cash flows.**

We face potential liquidity risks due to varying periods over which our assets and liabilities mature. As it is typical for NBFCs, a portion of our funding requirements is met through short-term funding sources such as bank loans, working capital demand loans, cash credit and short term loans. However, a large portion of our loan assets mature over a medium term. Consequently, our inability to obtain additional credit facilities or renew our existing credit facilities, in a timely and cost-effective manner or at all, may lead to mismatches between our assets and liabilities, which in turn, may adversely affect our operations, financial performance and/or cash flows. Further mismatches between our assets and liabilities are compounded in case of pre-payments of the financing facilities we grant to our customers.

**26. We have had negative net cash flows in the past and may have negative cash flows in future.**

The following table sets out our cash flow for the years indicated:

Particulars	For the Year Ended March 31,				
	2020	2019	2018	2017	2016
Net cash from / (used in) Operating activities	(13580.04)	(1799.53)	9202.40	(2805.29)	(9869.95)
Net cash from / (used in) Investing activities	456.68	447.86	487.81	178.66	(946.15)
Net cash from / (used in) Financing activities	10876.38	946.74	(9040.61)	3013.43	464.38
Cash and cash equivalents at the beginning of the year	3359.77	3764.70	3115.10	2728.30	13080.02
Cash and cash equivalents at the end of the year	1112.79	3359.77	3764.70	3115.10	2728.30

(₹ lakh)

(Source: Annual Reports filed with BSE and the restated Financial Statements). For further details, please see “**Financial Information**” on page 116 of this Prospectus. We are not in a position to assure you that our net cash flows will be positive in future.

**27. We may be unable to adequately protect our intellectual property rights since our logo and/or tagline are currently not registered and therefore do not enjoy any statutory protection. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.**

We have made application for registration of logo and tag line of our Company under Trade Marks Act, 1999. We have received the registration certificate in Malayalam. Since our logo and tag line are not yet registered, in other languages viz. Tamil, Telugu and English. We do not enjoy statutory protection of our intellectual property rights for other than Malayalam language.

We may need to litigate in order to determine the validity of any claims and the scope of the proprietary rights of others. Any such litigation could be time consuming, costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate timely steps to enforce or protect our intellectual property rights. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.

**28. Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our peers in India and in some developed countries.**

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data. Our risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behavior. As a result, these methods may not predict future risk exposures, which could be of a totally different nature than the past or greater than the historical measures adopted. Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not, in all cases, be accurate, complete, current or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although we have established these policies and procedures, they may not be fully effective. Our future success will depend, in part, on our ability to respond to new technological advances and evolving NBFC and vehicle finance sector standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will be able to successfully implement new technologies or adapt our transaction-processing systems to customer requirements or evolving market standards.

**29. We may not be able to appropriately assess the credit worthiness of our customers before extending credit facilities to them. Unavailability of adequate information or inaccurate and/or incomplete information provided by our customers may adversely affect our operations and profitability.**

In deciding whether to extend credit or enter into other transaction with customers, we rely on the information furnished to us by or on behalf of our customers. We may not, in certain instances, receive information regarding any change in the financial condition of our customers, or in certain cases our customers may provide inaccurate or incomplete information to us for whatever reason on their part. The lack of availability of information in connection with our customers may make it difficult for us to take an informed decision with regard to providing financial facilities to such persons and the attendant risk exposure in this regard. This may enhance the likelihood of an increase in the level of NPAs, which would adversely affect our operations and profitability.

**30. We are dependent on the expertise of our senior management team and our key technical and managerial personnel.**

We are dependent on our senior management team for setting our strategic direction and managing our business, both of which are crucial to our success. Given the substantial experience of our senior management team, if any or all of them leave or are unable to continue to work with us, it may be difficult to find suitable replacements in a timely manner or at all. Our ability to retain experienced personnel as well as senior management will also, in part, depend on us maintaining appropriate staff remuneration and associated benefits. We cannot be sure that the remuneration and benefits we have in place will be sufficient to retain the services of our senior management and skilled people. The loss of any of the members of our senior management or other key personnel may adversely affect our business, financial condition and results of operations.

**31. Our promoters and promoter group owns 67.02% of our equity share capital and accordingly has the ability to exercise significant influence over the outcome of matters submitted to shareholders for approval, and their interests may differ from those of other holders of Equity Shares.**

As at March 31, 2021, our promoters and promoter group own in aggregate 67.02% of our equity share capital. So long as the promoters and promoter group hold a majority of our Company's Equity Shares, they will be able to control most of the matters affecting our Company, including the appointment and removal of directors, business strategy and policies, any determinations with respect to mergers, business combinations and acquisitions, dividend payout and financing. Further, the extent of promoters and promoter group shareholding may result in delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to the Company.

**32. Some of our Directors and Key Management Personnel may have business interests in our Company other than reimbursement of expenses incurred and normal remuneration or benefits.**

Some of our Directors and Key Management Personnel may be regarded as having business interests in our Company other than reimbursement of expenses incurred, normal remuneration or benefits. Some of our Directors may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. We cannot assure you that our Directors and our Key Management Personnel will exercise their rights as shareholders to the benefit and best interests of our Company. For further details, please see Chapters titled “*Capital Structure*” and “*Our Management*” on pages 42 and 99 respectively of this Draft Prospectus.

**33. Our Company has entered into related party transactions. Any transaction with related parties may involve conflict of interest.**

Our Company has entered into certain transactions with promoters, promoter group companies / entities and directors. While we believe that all our related party transactions are on arm’s length basis only, we cannot assure that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Furthermore, it is likely that our Company may enter into related party transactions in future. Any future transactions with our related parties could potentially involve conflict of interest. For details regarding the related party transactions, refer to Section titled “*Financial Statements – Para- Related Party Disclosures*” on page F72 of this Draft Prospectus.

**34. Some of our Group Companies have incurred losses in the recent past.**

Some of our major Group Companies have incurred losses in recent fiscals as indicated below:

(₹ lakh)

Name of Group Company	Details of Profit / (Loss)		
	FY2020	FY 2019	FY 2018
Sakthi Sugars Limited	(20572.95)	(21325.07)	(17696.64)
Sri Chamundeswari Sugars Limited	581.55	(267.46)	(628.54)

*Ind AS is the basis of Accounting for computation of profit for All 3 FYs indicated above.*

There can be no assurance that these or any of our other Group Companies will not incur losses in future years or that there will not be an adverse effect on our Company’s reputation or business as a result of such losses.

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

We require certain statutory and/or regulatory permits and approvals for our business. From time to time, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. There can be no assurance that the relevant authorities will issue any of such permits or approvals, if any, in a timely manner or at all, and/or on favorable terms and conditions. Failure by us to comply with the terms and conditions to which such permits or approvals are subject, and/or to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

**36. We may have to comply with strict regulations and guidelines issued by regulatory authorities in India particularly rules and regulations prescribed by the RBI as a deposit-taking NBFC and any changes in rules and regulations governing us could adversely affect our business.**

We are principally governed by the RBI’s rules and regulations on financial sector. We are also subject to corporate, taxation and other laws in India. The RBI’s guidelines on financial regulation of NBFCs regulate, *inter alia*, capital adequacy, exposure and other prudential norms, KYC guidelines and client data confidentiality. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, securitization, investments, ethical issues, money laundering and privacy. In some cases, there are overlapping regulations and enforcement agencies. Further, the RBI, from time to time, amends the regulatory framework governing NBFCs to address, *inter-alia*, concerns arising from certain divergent regulatory requirements for banks and NBFCs.

Further, compliance with many of the regulations applicable to our operations in India including any restrictions on investments, lending and other activities currently being carried out by our Company, involves a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and our business could be adversely affected.

We are also subject to changes in Indian laws, regulations and accounting principles and practices. There can be no assurance that the laws governing the Indian financial services sector will not change in future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not adversely affect our business and future financial performance.

**37. Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs. Any limitation on our ability to borrow from such banks may increase our cost of borrowing, which could adversely impact our growth, business and financial condition.**

Under the RBI Master Circular on bank finance to NBFCs issued from time to time, the exposure (both lending and investment, including off-balance sheet exposures) of a bank to a single NBFC-ICC (Formerly Asset Financing Companies since reclassified as Investment and Credit Companies) should not exceed 15% of the bank's capital funds as per its last audited balance sheet. Banks may, however, assume exposures on such a single NBFC-ICC up to 20% of their capital funds provided the exposure in excess of 15% is on account of funds on-lent by the NBFC-ICC to the infrastructure sector. This limits the exposure that banks may have on NBFCs such as ours, which may restrict our ability to borrow from such banks and may increase our cost of borrowing, which could adversely impact our growth, business and financial condition.

**38. Our insurance coverage may not adequately protect us against all potential losses to which we may be subject. Any liability in excess of our insurance claim could have a material adverse effect on our results of operations and financial position.**

We maintain such insurance coverage that we believe is adequate for our operations. We maintain insurance cover, for our free-hold real estate and tangible properties and infrastructure at all owned and leased premises, which provide insurance cover against loss or damage by fire, earthquake, electrical and machinery break-down. Further, we maintain insurance cover for cash in safe and cash in transit policy which provides insurance cover against loss or damage by theft, burglary, house breaking etc. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We cannot, however, assure that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

A successful assertion of one or more large claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition and results of operations.

**39. The land on which our registered office is built is on lease basis and not owned by us.**

The land on which our registered office is built was acquired by our Company on lease basis from Sri M. Srinivaasan, Director of our Company in terms of a lease agreement executed on March 31, 1986 for a period of 30 years which ended on February 29, 2016. The lease has since been continuously renewed by way of an agreement entered into between our Company and Sri. M. Srinivaasan from time to time. If the owner of the land, in future does not renew aforesaid lease agreement at all or on terms and conditions acceptable to us, we may suffer a disruption in administration, till we identify and shift to another location, which could adversely affect our business, financial condition and results of operations.

**40. We do not own majority of our branch premises. Any termination of arrangements for lease of our branches or our failure to renew the same in a favourable, timely manner, or at all, could adversely affect our business and results of operations.**

Except for 2 branch offices, which are located in owned premises, all our branches and customer service points are located on leased premises that we occupy pursuant to lease agreements/premise sharing agreements. If any of the owners of these premises do not renew the agreement under which we occupy the premises or if any of the owners seek to renew an agreement on terms and conditions unfavorable to us, we may suffer disruption in our operations or increased costs, or both, which may adversely affect our business and results of operation.

Further, some of our lease agreements with our Lessors may not be adequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered as inadmissible as evidence in a Court in India, may not be authenticated by any public officer, or attract penalty as prescribed under applicable law, which impact our ability to enforce these agreements effectively, which may result in a material adverse effect on the continuance of the operations and business of our Company.

**41. Non-obtention of certain renewals/ licenses for operation of our owned/ leased offices.**

While we have obtained significant number of approvals/ licenses, registrations and permits from the relevant authorities, we are yet to receive or apply for few approvals/ licenses/ registrations and permits. We cannot assure you that we will receive these approvals and clearances in time or at all. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay/non-receipt would adversely affect our related operations. Furthermore, under such circumstances the relevant authorities may restrain our operations, impose penalty/ fine or initiate legal actions for our inability to comply with such renewals and/ or approvals.

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

As on March 31, 2021, we have 511 employees on our rolls. While we believe that we maintain good relationships with our employees, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

**43. *Our ability to pay dividends in future will depend on our earnings, financial condition, cash flows, capital adequacy requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in future will depend on our earnings, financial condition, cash flows, capital adequacy requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and subsequent approval of shareholders and will depend on factors that our Board of Directors and shareholders deem relevant, including among others, our future earnings, financial condition, cash flows, capital adequacy requirements, capital expenditures, business prospects and restrictive covenants under our financing arrangements. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares.

Further, in case the Draft Guidelines on Declaration of Dividend issued by the RBI in December 2020, is approved as a regulatory requirement, could stipulate certain covenants for declaration of dividend by NBFCs such as minimum CRAR, maximum Net NPA level, maximum leverage ratio etc., which we may not be able to comply with.

We cannot assure that we will be able to pay dividends at any point in future. For details of dividend paid by our Company in the past, please see Chapter titled *“Other Regulatory and Statutory Disclosures”* on page 205 of this Draft Prospectus.

**44. *Our Company, our Promoter and some of our Group Companies have availed or may avail certain loans that are callable by lenders, at any time, which may affect our Company’s reputation.***

Our Company, our Promoter and some of our Group Companies have availed or may avail loans that are repayable on demand at any time by the relevant lenders. Any such unexpected demand for immediate repayment may have a material adverse effect on the business, cash flows and financial condition of the entity from which repayment is sought.

**45. *The Insolvency and Bankruptcy Code, 2016 (“Bankruptcy Code”) in India may affect our rights to recover loans from borrowers.***

The Insolvency and Bankruptcy Code, 2016 (**“Bankruptcy Code”**) was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnership firms (including LLPs) and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

In case insolvency proceedings are initiated against a debtor to our Company, we may not have complete control over the recovery of amounts due to us either in the resolution process or in liquidation process. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it.

Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of our Company, it may affect our Company’s ability to recover our loans from the borrowers and enforcement of our Company’s rights will be subject to the Bankruptcy Code.

As per the latest amendments to the IBC, the creditors to NBFCs can refer, any NBFC under the code, to initiate insolvency proceedings. In case provisions of the Bankruptcy Code are invoked against us by our creditors, it may affect our Company’s operations and functions.

**Risks relating to the utilization of Issue proceeds**

**1. *We have not entered into any definitive agreement to utilise any or substantial portion of the net proceeds of the Issue. Further the fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.***

We intend to use the net proceeds for the purposes described in Chapter titled *“Objects of the Issue”* on page 54 of Draft Prospectus. Our management will have broad discretion to use the net proceeds and the investor will be relying on the judgment of our management regarding the application of these net proceeds. Our funding requirements are based on current conditions and are subject to change in the light of changes in external circumstances 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. Any such change in our plans may require rescheduling of our current plans or discontinuing existing plans and an increase or decrease in the fund requirements for the objects, at the discretion of the management. Pending utilisation for the purposes described above, we intend to temporarily invest the funds in interest-earning liquid instruments including deposits with banks and investments in liquid (not equity) mutual funds. Such investments would be in accordance with the investment policies approved by our Board from time to time.

Further, the fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. Further, as per the provisions of the Debt Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for this Issue.

### **Risks relating to the NCDs**

**1. *There is no guarantee that the NCDs issued pursuant to this Issue will be listed on BSE in a timely manner, or at all.***

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been actually issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuance of NCDs to be submitted and carrying out of necessary procedures with the Stock Exchange. There could be a failure or delay in listing the NCDs on the Stock Exchange. If permission to deal in and for an official quotation of the NCDs is not granted by the Stock Exchange, our Company will immediately repay, without interest, all monies received from the Applicants in accordance with prevailing law in this context, and pursuant to this Prospectus. Any failure or delay in obtaining the approval would restrict an investor's ability to trade in the NCDs. There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchange in a timely manner, or at all.

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

All securities where a fixed rate of interest is offered, such as our NCDs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, *i.e.* when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, credit rating of the issuer, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.

**3. *Investors may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.***

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors, *inter alia*, including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs, which shall be free from any encumbrances, the realizable value of the assets charged as security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. Any failure or delay to recover the expected value from a sale or disposal of the assets charged as security in connection with the NCDs could expose Investors to a potential loss.

The NCDs will be subordinated to certain liabilities preferred by law such as the claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of our business. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid as per Section 327 of the Companies Act, 2013. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.

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

The NCDs proposed to be issued by our Company have been rated by ICRA Limited ("ICRA"). ICRA has, *vide* its letter dated April 22, 2021, assigned a rating of "[ICRA] BBB (Stable)" for an amount up to ₹ 20,000 lakh for the NCDs and has reaffirmed the same *vide* its letter ICRA/Sakthi Finance Limited/03062021/2 dated June 03, 2021. The rating of the NCDs by ICRA indicates moderate degree of safety regarding timely servicing of financial obligations and carry moderate credit risk. Any downgrade of our credit ratings would increase borrowing costs and restrict our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. The ratings provided by ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to *Annexure C* (page 249) for the rationale for the above rating.

**5. *There is no active market for the NCDs on the capital markets segment of the Stock Exchange. As a result, the liquidity and market prices of the NCDs may fail to evolve and may adversely affect the liquidity and market price.***

There can be no assurance that an active market for the NCDs will evolve. If an active market for the NCDs fails to evolve or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors, *inter alia*, including (i) the interest on similar securities available in the market and the general interest rate scenario in the country, (ii) the market price of our Equity Shares; (iii) the market for listed debt securities, (iv) general economic conditions, and (v) our financial performance, growth prospects and results of operations. Therefore,

these factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which the NCDs are purchased and/or relatively illiquid.

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

We cannot assure that the monies refundable, on account of (a) withdrawal of applications, (b) our failure to receive minimum subscription in connection with the Issue, (c) withdrawal of the Issue, or (d) failure to obtain the final approval from the BSE for listing of the NCDs, will be refunded in a timely manner. We, however, shall refund such monies, with the interest due and payable thereon as prescribed under applicable statutory and/or regulatory provisions.

**7. *This Draft Prospectus includes certain unaudited financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited.***

This Draft Prospectus includes certain unaudited financial information in relation to our Company, for the 9 months ended December 31, 2020 (as per Ind AS) in respect of which the Statutory Auditors of our Company have issued their Limited Review Report dated February 13, 2021 and further issued an examination report dated March 30, 2021 for the 9 months ended December 31, 2020, along with the restated accounts for the last 5 (five) financial years.

As this financial information has been subject only to limited review as required by Regulation 33 of the Listing Regulations and as described in Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India, and not to an audit, any reliance by prospective investors on such unaudited financial information should accordingly, be limited. Moreover, our financial results for any given fiscal quarter or period, including the quarter / nine months period ended December 31, 2020, may not be directly comparable with our financial results for any full fiscal or for any other fiscal quarter or period. Accordingly, prospective investors to the Issue are advised to read such unaudited financial information in conjunction with the audited financial information provided elsewhere in this Draft Prospectus.

**8. *Payments made on the Unsecured NCDs will be subordinated to payments to secured and unsecured creditors and certain tax and other liabilities preferred by law.***

The Unsecured NCDs will be subordinated to all secured creditors of our Company as well as certain liabilities preferred by law such as to claims of the GoI on account of taxes, and certain liabilities incurred in the ordinary course of our transactions. In particular, in the event of bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the Unsecured NCDs only after all of those liabilities that rank senior to these Unsecured NCDs have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Unsecured NCDs. Further, there is no restriction on the amount of debt securities that we may issue in future, that may rank above the Unsecured NCDs. The issue of any such debt securities may reduce the amount recoverable by investors in the Unsecured NCDs on our bankruptcy, winding-up or liquidation.

**9. *The NCDs are subject to the risk of change in law.***

The terms and conditions of the NCDs are based on Indian law in effect as of the date of issue of the relevant NCDs. No assurance can be given as to the impact of any possible judicial decision or change to Indian law or administrative practice after the date of issue of the relevant NCDs and any such change could materially and adversely impact the value of any NCDs affected by it.

**10. *There are certain risks in connection with the Unsecured NCDs.***

The Unsecured NCDs will be in the nature of Subordinated Debt and hence the claims of the holders thereof will be subordinated to the claims of other secured and other unsecured creditors of our Company. Further, since no charge upon the assets of our Company would be created in connection with the Unsecured NCDs, in the event of default in connection therewith, the holders of Unsecured NCDs may not be able to recover their principal amount and/or the interest accrued thereon in a timely manner, for the entire value of the Unsecured NCDs held by them or at all. Accordingly, in such a case the holders of the Unsecured NCDs may lose all or a part of their investment therein. Further, the payment of interest and the repayment of the principal amount before the due maturity in connection with the Unsecured NCDs would be subject to the directions of RBI, which may also require our Company to obtain prior approval from the RBI in certain circumstances.

## **EXTERNAL RISK FACTORS**

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

Our business to a large extent depends on the continued growth in the automobile and transportation industry in India, which is influenced by a number of extraneous factors which are beyond our control, *inter alia*, including but not limited to (a) the macroeconomic environment in India, (b) the demand for transportation services, (c) natural disasters and calamities, and (d) changes in regulations and policies in connection with motor vehicles. Such factors may result in a change in the sales or value of new and pre-owned Commercial Vehicles ("CV"). Correspondingly, the demand for availing finance for new and pre-owned commercial vehicles may decline, which in turn may adversely affect our financial condition and the results of our operations.

Further, the ability of CV owners and/or operators to perform their obligations under existing financing agreements may be adversely affected if their businesses suffer as a result of the aforesaid factors.

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

Our Company mainly provides loans to pre-owned CV owners and/or operators in semi-urban and rural areas in India. We have been facing increasing competition from domestic and foreign banks and NBFCs operating in the CV finance segment of the industry. Some of our competitors could be very aggressive in underwriting credit risk and pricing their products and may have access to funds at a lower cost, wider networks and greater resources than our Company. Our financial condition and results of operations are dependent on our ability to obtain and maintain low cost funds and to provide prompt and quality services to our customers. If our Company is unable to access funds at a cost comparable to or lower than our competitors, we may not be able to offer loans at competitive interest rates to our customers. While our Company believes that it has historically been able to offer competitive interest rates on the loans extended to our customers, there can be no assurance that our Company will be able to continue to do so in future. An increase in competition from our peer group may result in a decline in our operation, which may in turn, result in reduced incomes from our operations and may adversely affect our profitability.

**2. *Our growth depends on the sustained growth of the Indian economy. An economic slow-down in India and global conditions could have a direct impact on our operations and profitability.***

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on our business. The quantum of our disbursements is driven by the growth in demand for CVs. Any slow-down in the Indian economy may have a direct impact on our disbursements and a slow-down in the economy, as a whole, can increase the level of defaults which may affect our Company's profitability, asset quality and growth plans.

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

The GoI and various state governments over a period of time have been pursuing economic policies including encouraging private sector participation by relaxing restriction. There can be no assurance that these policies will continue in future as well. The rate of economic liberalization could change, and specific laws and policies affecting financial services companies, foreign investment, currency exchange rates and other matters affecting investments in Indian companies could change as well. A significant slow-down in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India, thus affecting our business. Any political instability in the country, including any change in the Government, could materially impact our business adversely.

**4. *Civil unrest, terrorist attacks and declaration of war would affect our business.***

Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect our business and profitability. India has from time to time experienced and continues to experience, social and civil unrest, terrorist attacks and hostilities from neighbouring countries. Also, some of India's neighbouring countries have experienced, or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the Indian economy and in turn may adversely affect our operations and profitability and the market for the NCDs.

**5. *Our business may be adversely impacted by natural calamities or unfavorable climatic changes.***

India, Bangladesh, Pakistan, Indonesia, Japan and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and tsunami in recent years. India has been going through a severe pandemic for the last 15 months. These economies could be affected by the extent and severity of such natural disasters and pandemics may affect the financial services sector, of which our Company is a part. Prolonged spells of abnormal rainfall, drought and other natural calamities may have an adverse impact on the economy, our business and the price of our NCDs.

Any downgrading of India's sovereign rating by any of the international rating agencies may affect our business and our liquidity to a great extent.

Any adverse revision to India's credit rating for domestic and international debt by any of the international rating agencies may adversely impact our ability to raise additional finances at favorable interest rates and other commercial terms. This could have an adverse effect on our growth, financial performance and our operations.

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

India's trade relationships with other countries and its trade deficit may adversely affect Indian economic conditions. In the fiscal year 2021 (April to January 2021), India experienced a trade deficit of US\$ 72088 mn as against US\$ 141206 mn (April-January 2020). If trade deficits increase or are no longer manageable, the Indian economy suffers, and therefore our business and our financial performance could be adversely affected. (Source: Monthly Bulletin on Foreign Trade Statistics



issued by Government of India Ministry of Commerce and Industry Department of Commerce Directorate General of Foreign Trade Statistics Division)

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

As an Indian NBFC, we are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as “systemic risk”, may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis and who may default on their obligations due to bankruptcy, lack of liquidity, operational failure or other reasons. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and hence adversely affect our business. As the Indian financial system operates within an emerging market, it faces risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme.

**8. *Companies operating in India are subject to a variety of central and state government taxes and levies. Any increase in tax rates could adversely affect our business and results of operations.***

Tax and other levies imposed by the central and state governments in India that affect our tax liability include Central and State Taxes and other levies, Income Tax, GST, Stamp Duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the Central and State Tax Scheme in India is extensive and subject to change from time to time. The Statutory Corporate Income Tax in India, which includes a tax, an education cess on the tax and the surcharge, is currently 25.17%. The Central or State Government may in future increase the corporate income tax it imposes. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Any additional tax exposure could adversely affect our business and results of operations.

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

According to the weekly statistical supplement released by the RBI, India’s foreign exchange reserves totalled US\$ 598165 million as on June 07, 2021 (Source: RBI Website as on June 07,2021 accessed on June 09,2021). A decline in India’s foreign exchange reserves could impact the valuation of the Rupee and could result in reduced liquidity and higher interest rates which could adversely affect our financial condition.

**10. *Trading of the NCDs may be limited by temporary exchange closures, broker defaults, settlement delays, strikes by brokerage firm employees and disputes.***

The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

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/ UPI mechanism mandates 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 / Account linked to the UPI (for UPI applicants). It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Issue should be made by Applicants directly to the relevant Stock Exchange.

## SECTION III: INTRODUCTION

### GENERAL INFORMATION

#### Sakthi Finance Limited

Our Company was originally incorporated as “The Pollachi Credit Society Private Limited” on March 30, 1955 under the Indian Companies Act, 1913. Our Company was later converted into a public limited company and the name of our Company was changed to Sakthi Finance Limited on July 27, 1967 and a fresh Certificate of Incorporation was obtained from Registrar of Companies, Madras.

#### NBFC Registration

Our Company holds a certificate of registration dated April 17, 2007 (issued in lieu of earlier certificate dated May 08, 1998) bearing registration no. 07-00252 issued by the RBI to carry on the activities of an NBFC under Section 45-IA of the RBI Act as a “NBFC - Investment and Credit Company” (earlier classified as "Asset Finance Company").

#### Registered Office

62, Dr. Nanjappa Road  
Post Box No. 3745  
Coimbatore – 641018, Tamil Nadu  
**Tel No** : +91 (422) 2231471- 474/4236200  
**Fax No** : +91 (422) 2231915  
**Email** : sakthif\_info@sakthifinance.com; investors@sakthifinance.com  
**Website**: www.sakthifinance.com

For details of change in Registered Office, refer to the Chapter titled “*History and Certain Corporate Matters*” on page 95.

#### Registration Details

Company Registration Number with RoC	:	<b>000145</b>
Corporate Identity Number	:	<b>L65910TZ1955PLC000145</b>
NBFC Registration Certificate Number under Section 45 IA of the RBI Act	:	<b>07-00252</b>
Legal Entity Identifier No (LEI)	:	<b>335800HQZOL79ZZAUE32</b>
PAN	:	<b>AADCS0656G</b>
GST	:	<b>33AADCS0656G1ZM</b>

#### Director (Finance and Operations)\*

**Dr. S. Veluswamy**  
Sakthi Finance Limited  
62, Dr. Nanjappa Road  
Post Box No. 3745  
Coimbatore – 641018, Tamil Nadu  
**Tel No**: +91 (422) 4236206  
**Email** : svelusamy@sakthifinance.com

\* The Director (Finance and Operations), as a part of his role, additionally discharges the functions of Chief Financial Officer also

#### Company Secretary and Compliance Officer

**Mr. S. Venkatesh**  
Sakthi Finance Limited  
62, Dr. Nanjappa Road  
Post Box No. 3745  
Coimbatore – 641018, Tamil Nadu  
**Tel No** : +91 (422) 4236207  
**Fax No** : +91 (422) 2231915  
**Email** : svenkatesh@sakthifinance.com

Applicants or prospective investors may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of allotment advice, credit of allotted NCDs in beneficiary accounts, refund amounts, interest on the Application amounts, non-receipt of debenture certificates (where NCDs have been re-materialised) etc., as the case may be.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, Permanent Account Number, number of NCDs applied for, Options 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 Member of the Consortium and the relevant Designated Branch of the SCSB concerned 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, Option applied for, number of NCDs applied for, amount blocked on Application.

All grievances related to the UPI process may be addressed to the Stock Exchange, 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 Exchange may be addressed directly to the relevant Stock Exchange.

#### **Lead Manager to the Issue**

##### **Dalmia Securities Private Limited**

“Khetan Bhavan”

Room No. 17, Second Floor

198, Jamshedji Tata Road

Mumbai – 400020

**Tel No** : + 91 (22) 45117200/205/216

**Email** : sfl.ncd@dalmiasec.com

**Website** : www.dalmiasec.com

**Investor Grievance Email** : grievances@dalmiasec.com

**Contact person** : Mr. S. Jeyakumar

**Compliance Officer** : Ms. Piyali Deb

**SEBI Registration No** : INM000011476

**CIN** : U67120WB1993PTC060525

#### **Debenture Trustee**

##### **Catalyst Trusteeship Limited**

“GDA House”

First Floor, Plot No 85

Bhusari Colony (Right), Paud Road, Kothrud

Pune – 411038

**Tel No** : + 91 (20) 66807200

**Fax No** : + 91 (20) 25280275

**Email** : dt@ctltrustee.com

**Website** : www.catalysttrustee.com

**Investor Grievance Email** :dt@ctltrustee.com

**Contact person** : Ms. Pallavi Kulkarni

**Compliance Officer** : Ms. Rakhi Kulkarni

**SEBI Registration No** : IND000000034

**CIN** : U74999PN1997PLC110262

The Debenture Trustee has by their letter dated 2nd April 2021, consented to act as a Debenture Trustee in relation to the Issue under regulation 4(4) of the Debt Regulations. See *Annexure D* on page 262 for the consent letter of the Debenture Trustee.

**Registrar to the Issue****Link Intime India Private Limited**

C-101, 247 Park, First Floor, L.B.S. Marg

Vikhroli (West)

Mumbai 400 083, Maharashtra

**Tel No** : + 91 (22) 49186200

**Fax No** : + 91 (22) 49186195

**Email** : sakthifinance.ncd2021@linkintime.co.in

**Website** : www.linkintime.co.in

**Investor Grievance Email** : sakthifinance.ncd2021@linkintime.co.in

**Compliance Officer: Ms. Shanti Gopalkrishnan**

**Contact Person : Ms. Shanti Gopalkrishnan**

**SEBI Registration No** : INR000004058

**CIN**: U67190MH1999PTC118368

**Statutory Auditors****M/s P K Nagarajan & Co**

Chartered Accountants

23/2, Viswa Paradise Apartments

Ramnagar

Coimbatore – 641009

**Tel No**: +91 (422) 2231416

**Email**: pknagarajanandco@gmail.com

**Firm Registration No**: 016676S (Date of Appointment as Statutory Auditors: September 27, 2017)

**Legal Counsel to the Issue****M/s Ramani & Shankar**

**Advocates**

“Brindavan”

152 Kalidas Road, Ramnagar

Coimbatore – 641009

**Tel No** : +91 (422) 2231955/2232179

**Email** : legal@ramanishankar.com

**Lenders to our Company:**

<b>Banks</b>	
<b>State Bank of India</b> Commercial Branch "Krishna Towers " No 1087/ A-F, Avinashi Road Coimbatore – 641018 <b>Tel</b> : +91 (422) 2663302 <b>Fax</b> : +91 (422) 2663333 <b>Email</b> : sbi.07536@sbi.co.in	<b>The Karnataka Bank Limited</b> 52, Ground Floor, Oppanakara Street Coimbatore – 641001 <b>Tel</b> : + 91 (422) 2398548 <b>Fax</b> : +91 (422) 2391025 <b>Email</b> :coimbatore@ktkbank.com
<b>Central Bank of India</b> Coimbatore Main 14/15, Variety Hall Road Coimbatore - 641 001 <b>Tel</b> : +91 (422) 2398083 <b>Email</b> : bmcoim0908@centralbank.co.in	<b>DBS Bank Limited (formerly The Lakshmi Vilas Bank Limited)</b> No 1, Head Quarters Road, First Floor Uppilpalayam Coimbatore - 641018 <b>Tel</b> : +91 (422) 2300630/ 2300643 <b>Email</b> : upplipalayam_bm@lvbank.in
<b>Bank of India</b> Coimbatore Main Branch "Star House" 324, Oppanakara Street Coimbatore - 641001 <b>Tel</b> : +91(422) 2380215 /2396272 <b>Email</b> : coimbatore.coimbatore@bankofindia.co.in	<b>Indian Overseas Bank</b> Large Corporate Branch No. 10 Kannusamy Street R S Puram Coimbatore - 641002 <b>Tel</b> : + 91 (422) 2544212; <b>Fax</b> : + 91 (422) 2544213 <b>Email</b> : iob2670@iob.in
<b>Canara Bank</b> 7/100, Cross Cut Road Gandhipuram Coimbatore - 641012 <b>Tel</b> : + 91 (422) 2230174/2231950 <b>Email</b> : <a href="mailto:cb1206@canarabank.com">cb1206@canarabank.com</a>	<b>IndusInd Bank Limited</b> Second Floor 34 G N Chetty Road T. Nagar, Chennai - 600 017 <b>Tel</b> : +91 7032975893 <b>Email</b> : balaji.tatikonda@indusind.com

<b>Other Financial Institutions</b>	
<b>Hinduja Leyland Finance Limited</b> Corporate Office 27A, Developed Industrial Estate Guindy Chennai – 600032 <b>Tel</b> : + 91 (44) 39252525 <b>Fax</b> : + 91 (44) 39252553 <b>Email</b> : compliance@hindujaleylfinance.com	<b>Sundaram Finance Limited</b> 21, Patullos Road Chennai - 600002 <b>Tel</b> : + 91 (44) 28521181 <b>Email</b> : jp@sundaramfinance.in
<b>Northern ARC Capital Limited</b> IIT Madras Research Park, Phase -1 10th Floor, No.1, Kanagam Village Tharamani, Chennai - 600113 <b>Tel</b> : + 91 (44) 66687000 <b>Email</b> : <a href="mailto:contact@northernarc.com">contact@northernarc.com</a>	<b>Shriram Transport Finance Corporation Ltd.</b> Mookambiaka Complex, Third Floor 4 Lady Desika Road, Mylapore, Chennai 600 004 <b>Tel</b> : +91 (044) 24990356 <b>Fax</b> : +91 (044) 27580176 <b>Email</b> : Mahendra.r.@stfc.in

**Credit Rating Agency****ICRA Limited**

Building No. 8, Second Floor  
 Tower A, DLF Cyber City, Phase II  
 Gurgaon - 122002  
**Tel No** : +91 (124) 4545300  
**Fax No** : +91 (124) 4050424  
**Email** : amit.gupta@icraindia.com  
**Website** : www.icra.in  
**Contact person** : Mr. Amit Kumar Gupta  
**SEBI Registration No** : IN/CRA/008/2015

## Credit Rating and Rationale

The NCDs proposed to be issued by our Company have been rated by ICRA Limited (“ICRA”). ICRA has, *vide* its letter no. RTG/Chen/SFL/BLR/145/2122 dated April 22, 2021, assigned a rating of “[ICRA] BBB (Stable)” for an amount up to ₹ 20,000 lakh for the proposed NCDs and revalidated the same *vide* letter number ICRA/Sakthi Finance Limited/03062021/2 dated June 03, 2021. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. Please refer to **Annexure C** of this Prospectus for rationale for the above ratings.

## Disclaimer Clause of ICRA Limited

ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA’s current opinion on the relative capability of the issuer concerned to timely service of debts and obligations, with reference to the instrument rated. Please visit our website [www.icra.in](http://www.icra.in) or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided ‘as is’ without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

## Bankers to the Issue

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

#### HDFC Bank Limited

FIG OPS Department

Lodha 1 Think Techno Campus O-3 Level,

Next to Kanjur Marg Railway Station

Kanjurmarg (East) Mumbai 400 042

**Telephone** : (022) 30752927/28/2914

**Fax** : (022) 25799801

**Email** : Tushar.Gavankar@hdfcbank.com

**Website** : [www.hdfcbank.com](http://www.hdfcbank.com)

**Contact Person:** Tushar Gavankar/ Siddarth Jadhav

**SEBI Registration Number:** INBI00000063

## Lead Broker(s) to the Issue

[\*\*\*\*]

## Underwriting

The Issue is not underwritten.

## Arrangers to the Issue

There are no arrangers to the Issue.

## Designated Intermediaries

### Self-Certified Syndicate Banks

The banks which are registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available at <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time. The list of Self Certified Syndicate Banks under the direct ASBA is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=44>.

### Syndicate SCSB Branches

In relation to Applications submitted 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 Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) 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, 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). 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.

### **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, which is reproduced below:

*“Any person who:*

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

*(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c) otherwise induces directly or indirectly, a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447 of the Companies Act, 2013”.*

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

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

### **Minimum Subscription**

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. Under Section 39(3) of the Companies Act, 2013, read with Rule 11(2) to the Companies (Prospectus and Allotment of Securities) Rules, 2014, if the above stated minimum subscription amount is not received within 30 days from the date of issue of the Prospectus the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 (six) working days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within 6 (six) working days from the Issue Closing Date, failing which the 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, read with Rule 11(2) to 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 the Company and/or Registrar, refunds will be made to the account prescribed. However, where the Company and/or Registrar does not have the necessary information for making such refunds, the Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard.

### **Utilisation of Issue proceeds**

Our Board of Directors/ Committee of Directors, as the case may be, will confirm that:

- a. Our Company will open a Separate bank account and all monies received out of the Issue shall be credited / transferred to a separate bank account maintained with a Scheduled Bank as referred to in Section 40(3) of the Companies Act 2013;
- b. details of all monies utilised out of the Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised along with details, if any;
- c. details of all unutilised monies out of the Issue, if any, 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 Issue proceeds only upon (i) receipt of minimum subscription, (ii) completion of Allotment in compliance with Section 40 of the Companies Act 2013 (iii) receipt of the listing and trading approval from the Stock

Exchange and (iv) only upon execution of the documents for security creation and obtaining Listing and Trading approval as stated in this Draft Prospectus in the Chapter titled "**Issue Structure**", beginning on Page no. 134.

- e. the Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property; and
- f. details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the 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.
- g. the issue proceeds shall not be utilised for providing loan to or acquisition of shares of any person who is part of the same group or who is under same management.

For details on utilization of Issue Proceeds, please refer to Chapter titled "**Objects of the Issue**" on page 53.

## ISSUE PROGRAMME

<b>ISSUE OPENS ON</b>	[.]
<b>ISSUE CLOSES ON*</b>	[.]

\* *The Issue shall remain open for subscription from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) for the period mentioned above, with an option for early closure or extension by such period as may be decided by the Board of Directors or NCD Issuance Committee thereof. In the event of such early closure or extension of the subscription list of the Issue, our Company shall ensure that public notice of such early closure is published on or before the day of such early date of closure or extended date of closure through advertisement/s in at least one leading national daily newspaper.*

*Further please note that Application shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "**IST**") ("**Bidding Period**") during the Issue Period as mentioned above by the Members of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, and designated branches of SCSBs as mentioned on the Application Form, except that on the Issue Closing Date when Applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by Stock Exchange. It is clarified that the Applications not uploaded in the Stock Exchange Platform would be rejected.*

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

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



## THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the Chapter titled “**Terms of the Issue**” beginning on page 137.

### COMMON TERMS FOR ALL OPTIONS OF NCDs\*

<b>Issuer</b>	Sakthi Finance Limited
<b>Lead Manager</b>	Dalmia Securities Private Limited
<b>Debenture Trustee</b>	Catalyst Trusteeship Limited
<b>Registrar to the Issue</b>	Link Intime India Private Limited
<b>Issue</b>	Public Issue of Rated, Secured, Redeemable, Non-Convertible Debentures and Rated, Unsecured, Redeemable Non-Convertible Debentures of Face Value of ₹ 1,000 each (“ <b>NCDs</b> ”) for an amount up to ₹ 10,000 lakh (hereinafter referred to as the “ <b>Base Issue</b> ”) with an option to retain over subscription up to ₹ 10,000 lakh, aggregating ₹ 20,000 lakh (hereinafter referred to as the “ <b>Overall Issue Size</b> ”). The Unsecured Redeemable Non-Convertible Debentures will be in the nature of sub-ordinated debt and will be eligible for Tier II Capital on the terms and in the manner as set out in this Prospectus to be filed with RoC.
<b>Base Issue</b>	₹ 10,000 lakh
<b>Option to retain Over-subscription Amount</b>	Up to ₹ 10,000 lakh
<b>Overall Issue Size</b>	Up to ₹ 20,000 lakh
<b>Minimum Subscription</b>	₹ 7,500 lakh
<b>Type and Nature of instrument</b>	Secured NCDs and/or Unsecured NCDs of face value of ₹ 1,000 each
<b>Mode of issue</b>	Public Issue
<b>Face Value (in ₹/ NCD)</b>	₹ 1,000.00
<b>Issue Price (in ₹/ NCD)</b>	₹ 1,000.00
<b>Minimum application size and in multiples of NCDs thereafter</b>	₹10,000 (10 NCDs) collectively across all options and in multiples of ₹ 1,000 (one NCD) thereafter across all options.
<b>Seniority</b>	<p>The claims of the Secured NCD Holders shall be superior to the claims of any unsecured creditors including the Unsecured NCDs, subject to applicable statutory and/or regulatory requirements. The Secured NCDs would constitute secured obligations of ours and shall rank <i>pari passu inter se</i>, to the claims of other creditors of Company having same security.</p> <p>No security will be created for Unsecured NCDs, which are in the nature of Sub-ordinated Debt</p>
<b>Stock Exchange proposed for listing of the NCDs</b>	BSE Limited (“ <b>BSE</b> ”) The NCDs shall be listed within 6 Working Days of Issue Closing Date. For more information, see Chapter titled “ <b>Other Regulatory and Statutory Disclosures – Listing</b> ” on page 197.
<b>Mode of Allotment</b>	In dematerialised form only
<b>Mode of Trading**</b>	NCDs will be traded only in dematerialised form
<b>Trading Lot</b>	One NCD
<b>Depositories</b>	NSDL and CDSL
<b>Security</b>	<p>The principal amount of the Secured NCDs to be issued in terms of the Draft Prospectus and Prospectus together with all interest due on the Secured NCDs in respect thereof shall be secured by way of an exclusive charge in favour of the Debenture Trustee on specific present and/or future receivables/assets as may be decided mutually by our Company and the Debenture Trustee. Our Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the Secured NCDs (along with the interest due thereon). Our Company undertakes that the assets offered as Security for the proposed issue of secured NCDs will be free from any other encumbrances. The Issuer undertakes that the necessary documents for the creation of the security, including the Secured Debenture Trust Deed would be executed within the time frame prescribed as per applicable law and it would be uploaded on the website of the Designated Stock Exchange, within five working days of execution of it and shall utilise the funds only after the stipulated security has been created.</p> <p>For further details, please refer to the Chapter titled “<b>Issue Structure</b>” beginning on 134.</p> <p>No security will be created for Unsecured NCDs which are in the nature of sub-ordinated debt.</p>

**SPECIFIC TERMS AND CONDITIONS IN CONNECTION WITH EACH OPTION OF NCDs**

The NCDs being issued are in the form of Secured / Unsecured, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each. The principal terms of each option of NCDs are set out below:

Options	I <sup>#</sup>	II <sup>@</sup>	III <sup>#</sup>	IV <sup>@</sup>	V <sup>#</sup>	VI <sup>@</sup>	VII <sup>#</sup>	VIII <sup>@</sup>
Frequency of interest payment	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative
Nature of Instruments	Secured NCD						Unsecured NCD	
Category of Investor who can apply	All categories of Investors (I, II, and III)							
Minimum application	₹ 10,000 (10 NCDs) (for all options of NCDs including Unsecured NCDs, namely Option VII and Option VIII, either taken individually or collectively)							
In multiples of	₹ 1,000 (1 NCD) after minimum application							
Face value of Secured / Unsecured NCDs	₹ 1,000							
Issue Price of Secured / Unsecured NCDs	₹ 1,000							
Tenor from deemed date of allotment (in months)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Coupon (%) for all Category of Investor(s)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Effective Yield (per annum) for all Category of Investor(s)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Mode of interest payment	Through various modes of payment available							
Amount (₹) (Secured / Unsecured NCD) on maturity for all Category of Investor(s)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Maturity Date (from Deemed Date of Allotment) (in months)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]

<sup>#</sup> In respect of Option I, Option III, Option V and Option VII, Payment of Interest will be made to those NCD Holders whose names appear in the register of NCD holders (or to first holder in case of joint-holders) as on Record Date and will be paid on monthly basis. Interest will be calculated from the 1st day till the last day of the month on an actual basis during the tenor of such NCDs and paid on the first working day of every subsequent month. For the first interest payment for NCDs under the monthly options, if the Deemed Date of Allotment is prior to fifteenth of that month, the interest for that month will be paid on the first day of subsequent month and if the Deemed Date of Allotment is post the fifteenth of that month, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first working day of the month next to that subsequent month.

<sup>@</sup> Further, in case of Cumulative Option (i.e. for Option II, IV, VI and VIII) for the purpose of deduction of tax, interest will be deemed to accrue every year and tax will be deducted on the accrued interest in each financial year, if required. With respect to options where cumulative payment would be made at the time of redemption, the yield is calculated based on quarterly rest compounding for the full year period and based on monthly rest basis for the residual period (viz. Two (2) months for Option II, one (1) month for Option VI and one (1) for Option VIII respectively).

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

Please refer to Schedule A for details pertaining to the cash flows of the Company in accordance with the SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013.

## CAPITAL STRUCTURE

### Details of share capital

The share capital of our Company as on March 31, 2021 is set out below:

Share capital	Amount (₹lakh)
<b>Authorised share capital</b>	
10,00,00,000 Equity Shares of ₹ 10 each	10,000.00
30,00,000 Redeemable Cumulative Preference Shares of ₹ 100 each	3,000.00
<b>Total</b>	<b>13,000.00</b>
<b>Issued, subscribed and paid-up share capital</b>	
6,47,05,882 Equity Shares of ₹ 10 each	6,470.59
<b>Total</b>	<b>6,470.59</b>
<b>Securities premium</b>	<b>1,430.92</b>

The Issue will not result in any change in the paid up share capital of our Company.

### Notes to capital structure

#### 1. Changes in the authorised share capital of our Company for the last five years preceding the date of this prospectus as on March 31, 2021

The details of changes in the authorised share capital of our Company during the last five years as on March 31, 2021 are:

Date of shareholders meeting	Particulars of change	AGM / EGM
February 23, 2019	The authorised share capital of our Company was increased from ₹ 10,000 lakh divided into 7,00,00,000 equity shares of ₹ 10 each and 30,00,000 redeemable cumulative preference shares of ₹ 100 each to ₹ 13,000 lakh divided into 10,00,00,000 equity shares of ₹ 10 each and 30,00,000 redeemable cumulative preference shares of ₹ 100 each	Postal Ballot
September 24, 2016	The authorised share capital of our Company was increased from ₹ 7,500 lakh divided into 5,50,00,000 equity shares of ₹ 10 each and 20,00,000 redeemable cumulative preference shares of ₹ 100 each to ₹ 10,000 lakh divided into 7,00,00,000 equity shares of ₹ 10 each and 30,00,000 redeemable cumulative preference shares of ₹ 100 each	AGM

#### 2. Equity Share capital history of our Company for the last five years preceding the date of this Prospectus

There has not been any change in issued, subscribed and paid up equity share capital during the last four years ended March 31, 2019. During the Financial Year 2019-2020, our company had issued and allotted 1,47,05,882 Equity shares of face value ₹ 10 per share at ₹ 17 per share (including a premium of ₹ 7 per share) by way of a Preferential Issue to the existing promoter group companies and other corporate body. The allotment was made on March 13, 2020 and the shares were listed on May 27, 2020 and trading approval for the same was received on June 03, 2020. The entire proceeds of the preferential issue was utilized for the purpose for which the amount had been raised.

#### 3. Preference Share capital history of our Company for the last five years preceding the date of this Prospectus

**10% Redeemable Cumulative Preference Shares redeemable at par at the end of 3 years**

Date of allotment / Redemption	No. of Preference Shares allotted / (redeemed)	Face value (₹)	Issue / (Redemption) price (₹)	Nature of consideration	Nature of allotment	Cumulative No. of Preference Shares	Cumulative Paid-up Preference Shares Capital (₹ lakh)	Cumulative Preference Shares Premium (₹ lakh)
<b>Opening Balance as on April 1, 2014</b>						10,00,000	1,000.00	-
March 27, 2015	4,29,550	100	100	Cash	Private Placement	14,29,550	1,429.55	-
March 30, 2015	3,18,000	100	100	Cash	Private Placement	17,47,550	1,747.55	-
March 31, 2015	(6,90,300)	100	(100)	Cash	NA	10,57,250	1,057.25	-
April 25, 2015	(1,71,250)	100	(100)	Cash	NA	8,86,000	886.00	-
May 18, 2015	2,07,000	100	100	Cash	Private Placement	10,93,000	1,093.00	-

Date of allotment / Redemption	No. of Preference Shares allotted / (redeemed)	Face value (₹)	Issue / (Redemption) price (₹)	Nature of consideration	Nature of allotment	Cumulative No. of Preference Shares	Cumulative Paid-up Preference Shares Capital (₹ lakh)	Cumulative Preference Shares Premium (₹ lakh)
June 16, 2015	32,500	100	100	Cash	Private Placement	11,25,500	1,125.50	-
July 06, 2015	23,000	100	100	Cash	Private Placement	11,48,500	1,148.50	-
July 06, 2015	(1,20,700)	100	(100)	Cash	NA	10,27,800	1,027.80	-
August 31, 2015	21,100	100	100	Cash	Private Placement	10,48,900	1,048.90	-
September 07, 2015	(17,750)	100	(100)	Cash	NA	10,31,150	1,031.15	-
September 25, 2015	18,850	100	100	Cash	Private Placement	10,50,000	1,050.00	-
March 27, 2018	(4,29,550)	100	(100)	Cash	NA	620,450	620.45	-
March 30, 2018	(3,18,000)	100	(100)	Cash	NA	302,450	302.45	-
May 18, 2018	(2,07,000)	100	(100)	Cash	NA	95,450	95.45	-
June 16, 2018	(32,500)	100	(100)	Cash	NA	62,950	62.95	-
July 06, 2018	(23,000)	100	(100)	Cash	NA	39,950	39.95	-
August 31, 2018	(21,100)	100	(100)	Cash	NA	18,850	18.85	-
September 25, 2018	(18,850)	100	(100)	Cash	NA	NIL	NIL	-

**Redeemable Cumulative Preference Shares redeemable at par at the end of 3 years**

Date of allotment / Redemption	No. of Preference Shares allotted / (redeemed)	Face value (₹)	Issue / (Redemption) price (₹)	Nature of Consideration	Nature of allotment	Cumulative No. of Preference Shares	Cumulative Paid-up Preference Shares Capital (₹ lakh)	Cumulative Preference Shares Premium (₹ lakh)
<b>9% Redeemable Cumulative Preference Shares</b>								
March 1, 2018	8,35,000	100	100	Cash	Private Placement	8,35,000	835.00	-
April 20, 2018	6,65,000	100	100	Cash	Private Placement	1,500,000	1,500.00	-
<b>8.25% Redeemable Cumulative Preference Shares</b>								
February 13, 2021	3,49,000	100	100	Cash	Private Placement	18,49,000	1,849.00	-
February 26, 2021	4,86,500	100	100	Cash	Private Placement	23,35,500	2,335.50	-
<b>9% Redeemable Cumulative Preference Shares</b>								
March 1, 2021	(8,35,000)	100	(100)	Cash	Private Placement	15,00,500	1,500.50	-
<b>8.25% Redeemable Cumulative Preference Shares</b>								
March 12, 2021	2,00,500	100	100	Cash	Private Placement	17,01,000	1,701.00	-
March 31, 2021	1,33,000	100	100	Cash	Private Placement	18,34,000	1,834.00	-

*The above allotments of Redeemable Cumulative Preference Shares have been made to persons other than promoters and promoter group of the Company. As per Ind AS, these Preference share capital has been treated as debt.*

**4. Equity Shares / Preference Shares issued by our Company for a consideration other than cash**

Our Company has not issued any Equity Shares/ Preference Shares for a consideration other than cash.

**5. Details of any acquisition or amalgamation in the last one year**

Our Company has not made any acquisition or amalgamation in the last one year.

**6. Details of any reorganization/ reconstruction in the last one year**

Our Company has not made any reorganization/ reconstruction in the last one year.

**7. The Company has no subsidiary or associate Company and accordingly the shareholding by the directors in these entities do not arise.**

- 8.** There is no instance of purchase or selling of any securities of our Company by (a) the member of promoters and promoter group; (b) the directors of company who are promoters of our Company; and (c) the Directors of our Company and their relatives, within six months immediately preceding the date of filing the Prospectus.
- 9.** Our Company does not have any outstanding borrowings taken / debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.
- 10.** Our Company does not have any employee stock option scheme.
- 11.** Our Company does not have any outstanding warrants as on date of this Prospectus.
- 12.** Our Company does not have any employee stock option scheme.
- 13.** Our Company does not have any outstanding warrants as on date of this Prospectus.

14. Summary Statement holding of specified securities as on March 31, 2021

Sl No	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no of shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class: Equity	Class: NA	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
A	Promoter & Promoter Group *	18	43363007	0	0	43363007	67.02	43363007	0.00	43363007	67.02	0	67.02	11255882	25.96	0	0	43363007
B	Public	9954	21342875	0	0	21342875	32.98	21342875	0.00	21342875	32.98	0	32.98	3450000	16.16	0	0	14829418
C	Non Promoter Non Public	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	0	0	0
C1	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	0	0	0
C2	Shares held by Employees Trust	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	0	0	0
	<b>Total (A+B+C)</b>	<b>9972</b>	<b>64705882</b>	<b>0</b>	<b>0</b>	<b>64705882</b>	<b>100.00</b>	<b>64705882</b>	<b>0.00</b>	<b>64705882</b>	<b>100.00</b>	<b>0</b>	<b>100</b>	<b>14705882</b>	<b>22.73</b>			<b>58192425</b>

15. Statement showing Shareholding pattern of the Promoter and Promoter Group as on March 31, 2021

SI No	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting rights					Total as a % of (A+B+ C)	No.	As a % of total Shares held	No.		As a % of total Shares held
								Class: Equity	Class: NA	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V)+(VI)	(VIII)	(IX)			(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)	(XIV)		
(1)	<b>Indian</b>																	
(a)	<b>Individuals/ HUF</b>	<b>4</b>	<b>543668</b>	<b>0</b>	<b>0</b>	<b>543668</b>	<b>0.84</b>	<b>543668</b>	<b>0</b>	<b>543668</b>	<b>0.84</b>	<b>NA</b>	<b>0.84</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>NA</b>	<b>543668</b>
	Dr. M Manickam	1	92813	0	0	92813	0.14	92813	0	92813	0.14	NA	0.14	0	0.00	0	NA	92813
	Sri M Balasubramaniam	1	192000	0	0	192000	0.30	192000	0	192000	0.30	NA	0.30	0	0.00	0	NA	192000
	KarunambalVanavarayar	1	7500	0	0	7500	0.01	7500	0	7500	0.01	NA	0.01	0	0.00	0	NA	7500
	Sri M Srinivaasan	1	251355	0	0	251355	0.39	251355	0	251355	0.39	NA	0.39	0	0.00	0	NA	251355
(b)	Central / State Govt.	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>NA</b>	<b>0</b>
(c)	FI/ Banks	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>NA</b>	<b>0</b>
(d)	<b>Any Other (specify)</b>	<b>14</b>	<b>42819339</b>	<b>0</b>	<b>0</b>	<b>42819339</b>	<b>66.18</b>	<b>42819339</b>	<b>0</b>	<b>42819339</b>	<b>66.18</b>	<b>NA</b>	<b>66.18</b>	<b>11255882</b>	<b>26.29</b>	<b>0</b>	<b>NA</b>	<b>42819339</b>
	ABT Industries Ltd.	1	919926	0	0	919926	1.42	919926	0	919926	1.42	NA	1.42	0	0.00	0	NA	919926
	ABT Finance Ltd.	1	3331162	0	0	3331162	5.15	3331162	0	3331162	5.15	NA	5.15	3200000	96.06	0	NA	3331162
	ABT Foundation Ltd.	1	2475000	0	0	2475000	3.83	2475000	0	2475000	3.83	NA	3.83	0	0.00	0	NA	2475000
	ABT Investments (India) Pvt. Ltd.	1	8727400	0	0	8727400	13.49	8727400	0	8727400	13.49	NA	13.49	0	0.00	0	NA	8727400
	Sakthifinance Financial Services Ltd.	1	12420000	0	0	12420000	19.19	12420000	0	12420000	19.19	NA	19.19	4310000	34.70	0	NA	12420000
	Sakthi Realty Holdings Ltd.	1	2475000	0	0	2475000	3.83	2475000	0	2475000	3.83	NA	3.83	0	0.00	0	NA	2475000
	Sri Chamundeswari Sugars Ltd.	1	24000	0	0	24000	0.04	24000	0	24000	0.04	NA	0.04	0	0.00	0	NA	24000
	Sakthi Sugars Ltd.	1	1040000	0	0	1040000	1.61	1040000	0	1040000	1.61	NA	1.61	0	0.00	0	NA	1040000
	Sakthi Logistic Services Ltd.	1	5700	0	0	5700	0.01	5700	0	5700	0.01	NA	0.01	0	0.00	0	NA	5700
	Sakthi Financial Services (Cochin) Private Ltd.	1	7157128	0	0	7157128	11.06	7157128	0	7157128	11.06	NA	11.06	3745882	52.34	0	NA	7157128
	Sri Sakthi Textiles Ltd.	1	7000	0	0	7000	0.01	7000	0	7000	0.01	NA	0.01	0	0.00	0	NA	7000
	The Gounder and Company Auto Ltd.	1	3925000	0	0	3925000	6.07	3925000	0	3925000	6.07	NA	6.07	0	0.00	0	NA	3925000
	Estate of Late Dr. N Mahalingam	1	276023	0	0	276023	0.43	276023	0	276023	0.43	NA	0.43	0	0.00	0	NA	276023

Sl No	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting rights					Total as a % of (A+B+ C)	No.	As a % of total Shares held	No .		As a % of total Shares held
								Class: Equity	Class: NA	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V)+(VI)	(VIII)	(IX)			(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)	(XIV)		
	Estate of late Mrs. M Mariammal	1	36000	0	0	36000	0.06	36000	0	36000	0.06	NA	0.06	0	0.00	0	NA	36000
	<b>Sub Total 1</b>	<b>18</b>	<b>43363007</b>	<b>0</b>	<b>0</b>	<b>43363007</b>	<b>67.02</b>	<b>43363007</b>		<b>43363007</b>	<b>67.02</b>	<b>NA</b>	<b>67.02</b>	<b>11255882</b>	<b>25.96</b>	<b>0</b>	<b>NA</b>	<b>43363007</b>
	Foreign	0	0	0	0	0	0.00	0	0	0	0.00	NA	0.00	0	0.00	0	NA	0
	Individuals (Non-resident individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	NA	0.00	0	0.00	0	NA	0
	Government	0	0	0	0	0	0.00	0	0	0	0.00	NA	0.00	0	0.00	0	NA	0
	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	NA	0.00	0	0.00	0	NA	0
	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	NA	0.00	0	0.00	0	NA	0
	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	NA	0.00	0	0.00	0	NA	0
	<b>Sub Total 2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>NA</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (1) + (2)</b>	<b>18</b>	<b>43363007</b>	<b>0</b>	<b>0</b>	<b>43363007</b>	<b>67.02</b>	<b>43363007</b>		<b>43363007</b>	<b>67.02</b>	<b>NA</b>	<b>67.02</b>	<b>11255882</b>	<b>25.96</b>	<b>0</b>	<b>NA</b>	<b>43363007</b>



16. STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDERS AS AT MARCH 31, 2021

SI No	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class: Equity	Class: NA	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
<b>1)</b>	<b>Institutions</b>																	
(a)	Mutual Funds	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Fund	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions / Banks	2	900	0	0	900	0.00	900	0	900	0.00	NA	0.00	0	0.00	0.00	0	0.00
(g)	Insurances Companies	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0.00
(h)	Provident Funds / Pension Funds	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0.00
(i)	Any Other (Specify)	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>2</b>	<b>900</b>	<b>0</b>	<b>0</b>	<b>900</b>	<b>0.00</b>	<b>900</b>	<b>0</b>	<b>900</b>	<b>0.00</b>	<b>NA</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>2)</b>	<b>Central Government(s)</b>	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0	0
<b>3)</b>	<b>Non Institutions</b>																	
(a)	Individuals -	9682	3514571	0	0	3514571	5.43	3514571	0	3514571	5.43	0	0	0	0.00	0.00	0	2634926

SI No	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
								Class: Equity	Class: NA	Total									(a)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	
	(i) Individual shareholders holding nominal share capital up to ₹ 2 lakhs,																		
(b)	ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	25	1423655	0	0	1423655	2.20	1423655	0	1423655	2.20	0	2.20	0	0	0	0	0	1180505
(c)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Employee Trust	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Any Other Specify	245	16403749	0	0	16403749	25.35	16403749	0	16403749	25.35	0	25.35	3450000	21.03	0	0	11013987	
	<b>Sub Total (B)(3)</b>	<b>9952</b>	<b>21341975</b>	<b>0</b>	<b>0</b>	<b>21341975</b>	<b>32.98</b>	<b>21341975</b>	<b>0</b>	<b>21341975</b>	<b>32.98</b>	<b>NA</b>	<b>32.98</b>	<b>3450000</b>	<b>16.17</b>	<b>0.00</b>	<b>0.00</b>	<b>14829418</b>	
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>9954</b>	<b>21342875</b>	<b>0</b>	<b>0</b>	<b>21342875</b>	<b>32.98</b>	<b>21342875</b>	<b>0</b>	<b>21342875</b>	<b>32.98</b>	<b>NA</b>	<b>32.98</b>	<b>3450000</b>	<b>16.16</b>	<b>0.00</b>	<b>0.00</b>	<b>14829418</b>	

**17. Top ten equity shareholders of our Company as on March 31, 2021**

Sl No	Name of shareholder	No. of Equity Shares of face value of ₹ 10 each	No of Equity shares in dematerialized form	Total shareholding as a % of total no of equity shares
1	Sakthifinance Financial Services Limited	1,24,20,000	1,24,20,000	19.19
2	ABT Investments( India) Private Limited	87,27,400	87,27,400	13.49
3	Sakthi Financial Services (Cochin) Private Limited	71,57,128	71,57,128	11.06
4	Avdhoot Finance and Investment Private Limited	56,24,208	56,24,208	8.69
5	Sakthi Management Services (Coimbatore) Limited	45,85,434	45,85,434	7.09
6	Bridgewater Investment Corporation Limited	44,50,000	44,50,000	6.88
7	The Gounder and Company Auto Limited	39,25,000	39,25,000	6.07
8	ABT Finance Limited	33,31,162	33,31,162	5.15
9	Sakthi Realty Holdings Limited	24,75,000	24,75,000	3.83
10	ABT Foundation Limited	24,75,000	24,75,000	3.83
	<b>Total</b>	<b>5,51,70,332</b>	<b>5,51,70,332</b>	<b>85.27</b>

**18. Top ten preference shareholders of our Company as on March 31, 2021**

**(a) 9% Redeemable Cumulative Preference Shares of ₹ 100 each**

Sl No	Name of Shareholder	No. of Preference Shares of face value of ₹ 100each	Total shareholding as a % of total no of Preference Shares
1	Karpakavalli K	50,000	2.73
2	Gayatri Kumar Hariharan	44,000	2.40
3	Lalitha	26,000	1.42
4	Kamakshi Jayaram	15,000	0.82
5	Sethumadhavan	15,000	0.82
6	Padma	15,000	0.82
7	Bhagyam Hariharan	14,000	0.76
8	Vaidyanathan	11,000	0.60
9	Usha	10,000	0.55
10	Rajendran	10,000	0.55
	<b>Total</b>	<b>2,10,000</b>	<b>11.45</b>

**(b) 8.25% Redeemable Cumulative Preference Shares of ₹ 100 each**

Sl No	Name of Shareholder	No. of Preference Shares of face value of ₹ 100each	Total shareholding as a % of total no of Preference Shares
1	Nivethitha M	25,000	1.36
2	Subhadra Devi	20,000	1.09
3	D Lalitha	20,000	1.09
4	R Usha	20,000	1.09
5	R Jayakrishnan	20,000	1.09
6	Kamala Ramakrishnan	18,500	1.01
7	Selvachidambaram S	16,000	0.87
8	Manjula Varadarajan	15,000	0.82
9	Akhila Vijayaraghavan	15,000	0.82
10	Sathish B	15,000	0.82
	<b>Total</b>	<b>1,84,500</b>	<b>10.06</b>

**19. Top ten holders of Secured / Unsecured, Redeemable Non-Convertible Debentures as on March 31, 2021**

**(a) Unlisted Secured Redeemable Non-Convertible Debentures (₹ 1 each) issued on private placement basis (retail)**

SI No	Name of debenture holder	Aggregate Amount (₹ lakh)
1	Sarada Natarajan	40.00
2	Padma Natarajan	10.00
3	Arun Kumar Agarwal	5.00
4	Ramakrishnan P.A	4.00
5	D. Soundara Janaki	3.07
6	Irene C Sequeira	1.44
7	Sethuraman S	1.44
8	Rameshkumar. R	1.00
9	Veerabadran V	0.80
10	Ganesh Moorthy B N	0.65

**Note: All the above holders appear as they have not claimed the proceeds of Debentures, upon maturity, which are held by them.**

**(b) Unlisted Secured Redeemable Non-Convertible Debentures (₹ 1,000 each) issued on private placement basis**

SI No	Name of debenture holder	Aggregate Amount (₹ lakh)
1	Jansi Rani Ramaswamy	465.10
2	Manoharan P	447.00
3	Suganthi M	225.00
4	Bakthanayagam S	180.00
5	Selva Chidambaram S	145.00
6	Lata K Sonpal	145.00
7	Raghupathy Swaminathan .	135.00
8	Guruvayurappan Textiles (P) Ltd	132.00
9	Kanjay Sharp Trendys	125.00
10	Sudha Ramesh	101.00

**(c) Listed Secured / Unsecured Redeemable Non-Convertible Debentures: Public Issue 2019 (₹ 1,000 each)**

SI No	Name of debenture holder	Aggregate Amount (₹ lakh)
1	Jansi Rani Ramaswamy	96.00
2	R Gurusamy	90.00
4	Sockalingam Kalidhas	70.00
5	Vinodhini Balasubramaniam	70.00
6	A Kumaravelu	60.00
7	G Radha	60.00
8	R Kannakirajkumar	60.00
9	R Lalitha	52.00
10	D Baskaran HUF	50.00

**(d) Listed Secured / Unsecured Redeemable Non-Convertible Debentures: Public Issue 2020 (₹ 1,000 each)**

SI No	Name of debenture holder	Aggregate Amount (₹ lakh)
1	Sockalingam Kalidhas	153.34
2	Sankari Gurupatham	135.00
3	S Senthil Saravanan	100.00
4	S Gomathy	75.00
5	Lalitha D	70.00
6	Brahmavidyanayaki	60.00
7	A Kumaravelu	50.00

8	Vijaya Shantha Priya	50.00
9	Vijayalakshmi T	50.00
10	Surendrakumar	50.00

**20 (a) Top ten holders of privately placed Subordinated Debt I (₹ I each) instrument as on March 31, 2021**

SI No	Name of debt instrument holder	Aggregate Amount (₹ lakh)
1	Nagaraj N V	5.62
2	Sadhu Thambaranandam	4.00
3	Ponnambalam M	2.25
4	Ammasai Gounder	2.24
5	Mani T	2.00
6	Sandhya Raghavendran	2.00
7	Thamburaj T	1.50
8	Raghavendran R	1.20
9	T Pattani	1.13
10	Rajam E	1.03

Note: The above amounts are on account of unclaimed amounts upon maturity of the Secured Debt instrument.

**20 (b) Top ten holders of privately placed Subordinated Debt II (₹ 1000 each) instrument as on March 31, 2021**

SI No	Name of debt instrument holder	Aggregate Amount (₹ lakh)
1	Muraleedharan A	73.00
2	Ramadurai N	45.60
3	Sukumar N	43.00
4	Sujatha G	37.50
5	Sivakumar N	36.00
6	Shravani P	35.00
7	Lakshmi Priya T	35.00
8	Ravi R	34.00
9	Latha K Sonpal	32.00
10	Kumar S	32.00

**21. Debt-Equity ratio**

The debt-equity ratio of our Company, prior to the Issue is based on a total outstanding debt of ₹ 1,05,677.59 lakh (including Preference shares) and shareholder funds amounting to ₹ 15,632.24 lakh as at December 31, 2020.

(₹ Lakh)

Particulars	Prior to the Issue (as on December 31, 2020)	Post Issue
<b>Debt:</b>		
Short term (A1)	38119.02	38119.02
Long term (A2)	67558.57	87558.57
<b>Total Debt (A)</b>	<b>105677.59</b>	<b>125677.59</b>
<b>Shareholders' Funds:</b>		
Share Capital	6470.59	6470.59
Reserves and Surplus less Revaluation Reserve	9947.82	9947.82
Less Misc expenditure to the extent not written off/ adjusted	786.17	786.17
<b>Total Shareholders' Funds (B)</b>	<b>15632.24</b>	<b>15632.24</b>
<b>Total Debt Equity Ratio (Number of times) (A/B)</b>	<b>6.76</b>	<b>8.04</b>

**Notes:**

- Total Debt has been considered from the Financial Statements prepared in accordance with Ind AS.
- The debt-equity ratio post issue is indicative and is on account of assumed inflow of ₹ 20,000 lakh from the proposed issue as at December 31, 2020. The actual debt-equity ratio / Long Term Debt to Equity Ratio post issue would depend upon the actual position of debt and equity on the date of allotment.

For details of the outstanding borrowings of our Company, please refer the Chapter titled "Financial Indebtedness" on page 122.

## OBJECTS OF THE ISSUE

### ISSUE PROCEEDS

Our company proposes to make a public issue of Rated, Secured, Redeemable Non-Convertible Debentures and Unsecured, Redeemable Non-Convertible Debentures of face value of ₹ 1,000 each for an amount up to ₹ 10,000 lakh as base issue with an option to retain over-subscription up to ₹ 10,000 lakh, aggregating up to ₹ 20,000 lakh. The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt as defined under the **Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016** and will be eligible for Tier II Capital.

The issue is being made pursuant to the provisions of the SEBI Debt Regulations, the Companies Act and the rules made thereunder, as amended, to the extent notified. The details of the Net Proceeds are set out in the following table:

Particulars	Estimated Amount (₹ lakh)
Gross Issue Proceeds	[.]
*Less: Issue related expenses	400
Net Issue Proceeds after deducting the Issue related expenses	[.]

*\* The above 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.*

The Net Proceeds raised through this Issue will be utilized for following purposes in the ratio provided as below:

Sl. No	Objects of the fresh issue	(%) of amount proposed to be financed from Net Issue proceeds
1	For the purpose of on-ward lending, financing and for repayment/prepayment of principal and interest of existing borrowings (including redemption of NCDs which would become due for redemption) of the Company	at least 75
2	For general corporate purposes*	up to 25

*\* 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 Debt Regulations.*

The Objects Clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Issue.

### Details of use of proceeds

#### I. For the purpose of on-ward lending, financing and for repayment/ prepayment of interest and principal of existing borrowings of the Company (including redemption of NCDs outstanding which would become due for redemption)

We are an Investment and Credit Company- Deposit-taking, with activities such as acceptance of deposits, issuance of non-convertible debentures (both Private Placement and Public Issues), hire purchase financing of commercial vehicles, machinery etc. with its main focus on financing of pre-owned commercial vehicles. The Net Issue Proceeds from this Issue will be utilized for the on-ward lending for hire purchase financing / other lending activities of the Company and for repayment of principal and payment of interest on existing borrowings of the Company.

#### II. General corporate purposes

Our Company may use a part of proceeds of the Issue for general corporate purposes including strategic initiatives, brand building exercises, strengthening of our marketing capabilities and meeting exigencies, which our Company in the ordinary course of business may face, or any other purposes as approved by our Board. Further, the total amount earmarked for "**General Corporate Purposes**", shall not exceed 25% of the amount raised by our Company through this Issue.

#### III. Issue Expenses

The total issue expenses payable by our Company are estimated at ₹ 400 lakh and the entire costs would be financed from issue proceeds. The Issue expenses consists of fees payable to the Lead Manager, Registrar, Legal Counsel to the Issue, Bankers, Statutory Auditors, printing and stationery, advertising and marketing, listing fees and other expenses. For further information on Issue Expenses, please refer to Chapter titled "**Other Regulatory and Statutory Disclosures**" on page 198 of this draft Prospectus.

**Funding plan**

NA

**Summary of the project appraisal report**

NA

**Schedule of implementation of the project**

NA

**Interim use of proceeds**

Subject to applicable law, the management of our Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilisation for the purposes described above, we intend to temporarily invest the funds in high quality interest earning liquid instruments including deposits with banks and investments in liquid (not equity) mutual funds or temporarily deploy the funds in investment grade interest-earning securities, as may be approved by the Board, and/or any duly constituted committee of Directors of our Company, as the case may be. Such investments would be in accordance with the investment policies approved by our Board from time to time.

**Monitoring of utilization of funds**

There is no requirement for appointment of a monitoring agency in terms of the Debt Regulations. The Board of Directors shall monitor the utilization of the proceeds of the Issue. Our Company will disclose in our Company's financial statements for the relevant financial year, the utilization of the proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

**Other Confirmation**

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

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

No part of the proceeds from this Issue will be paid by us as consideration to our promoters and person in control of our Company, our Directors, Key Managerial Personnel or Companies promoted by our promoters except in the ordinary course of business.

No benefit will accrue to our promoters/ Directors out of the proceeds of the Issue.

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

Further, our Company undertakes that Issue proceeds, if any, from NCDs allotted to banks, shall not be used for any purpose, which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

**Variation in terms of contract or objects**

The Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Prospectus is issued, except as may be prescribed under the applicable laws and under Section 27 of the Companies Act, 2013.

## STATEMENT OF TAX BENEFITS

To

**The Board of Directors**

**Sakthi Finance Limited**

62, Dr. Nanjappa Road

Post Box No. 3745

Coimbatore 641 018, Tamil Nadu.

Dear Sirs,

**Sub: Statement of Possible Tax Benefits available to the Debenture holders of Sakthi Finance Limited (“the Company”) in connection with the proposed public issue of Secured Redeemable Non-convertible Debentures and Unsecured Redeemable Non-convertible Debentures of face value of ₹ 1000 each (“NCDs”) for base issue of upto ₹ 100 crore with an option to retain over-subscription up to ₹ 100 crore for issuance of additional NCDs, aggregating upto ₹ 200 crore (hereinafter referred to as the “Issue”)**

We, **P K Nagarajan & Co.**, Chartered Accountants, (ICAI Reg. No.016676S), Coimbatore, hereby report that the enclosed statement states the possible tax benefits available to the Debenture holders of the Company under the Income Tax Act, 1961 presently in force in India. Several of these benefits are dependent on the Company or its Debenture holders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its Debenture holders to derive the tax benefits is dependent upon fulfillment of such conditions, which based on business imperatives the Company faces in the future, the Company or its Debenture holders may or may not choose to fulfill.

We are informed that the debentures of the Company will be listed on a recognized stock exchange in India. The statement has been prepared on that basis.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our views are based on the existing provisions of the I.T Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- (i) the Company or its Debenture holders will continue to obtain these benefits in future; or
- (ii) the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and based on our understanding of the business activities and operations of the Company.

**For P. K. Nagarajan & Co.,**

**Chartered Accountants**

**Firm Regn. No: 016676S**

**S P Muthusami**

**Partner**

**Membership Number: 224171**

**UDIN: 21224171AAAAHP5126**

**Place: Coimbatore**

**Date: June 11, 2021**



## STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDER(S)

Under the existing provisions of law, the following tax benefits, *inter alia*, will be available to the Debenture Holder(s). The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto including retrospective amendments or enactments. The information given below lists out the possible benefits available to the Debenture Holder(s) of an Indian company in which the public are substantially interested, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of the Debentures.

The Debenture Holder is advised to consider in his own case, the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible. We are not liable to the Debenture Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

### A. IMPLICATIONS UNDER THE INCOME TAX ACT, 1961 ('I.T. ACT')

#### I. To the Resident Debenture Holder

##### Interest Income

1. Interest on NCD received by Debenture holder(s) would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 193 of the I.T. Act. However, no income tax is deductible at source in respect of the following:

- a. On any security issued by a company in a dematerialized form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.
- b. In case the payment of interest on debentures to a resident individual or a Hindu Undivided Family ('HUF'), Debenture Holder does not or is not likely to exceed 5,000 in the aggregate during the Financial Year and the interest is paid by an account payee cheque.
- c. 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.
- d. (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 aggregate 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 previous 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 years of age or more 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 total income of the person is Nil.

(iii) In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form 15G with PAN/ Form 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 of tax.

2. In case of every Individual, being a resident in India, who is below the age of sixty years, the rate of income tax is nil (where total income does not exceed ₹ 2,50,000), 5% of amount by which total income exceeds Rs. 2,50,000 (where total income is more than ₹ 2,50,000 but does not exceed ₹ 5,00,000), 20% of the amount by which the total income exceeds ₹.5,00,000 (where total income exceeds ₹ 5,00,000 but does not exceed Rs. 10,00,000) and 30% of the amount by which the total income exceeds ₹ 10,00,000 plus, surcharge, if any, and Health and Education Cess @4% on the aggregate of Income Tax and Surcharge.

In case of every Individual, being a resident in India, who is of the age sixty years or more but less than eighty years at any time during the previous year rate of income tax is nil (where total income does not exceed Rs.3,00,000), 5% of amount by which total income exceeds ₹ 3,00,000 (where total income is more than Rs. 3,00,000 but does not exceed ₹

5,00,000), 20% of the amount by which the total income exceeds Rs.5,00,000 (where total income exceeds ₹ 5,00,000 but does not exceed ₹ 10,00,000) and 30% of the amount by which the total income exceeds ₹ 10,00,000. Plus, Surcharge, if any, and Health and Education Cess @4% on the aggregate of Income Tax and Surcharge.

In case of every Individual, being a resident in India, who is of the age eighty years or more at any time during the previous year rate of income tax is nil (where total income does not exceed ₹ 5,00,000), 20% of the amount by which the total income exceeds Rs.5,00,000 (where total income exceeds ₹ 5,00,000 but does not exceed Rs. 10,00,000) and 30% of the amount by which the total income exceeds Rs. 10,00,000. Plus Surcharge, if any, and Health and Education Cess @ 4% on the aggregate of Income Tax and Surcharge.

Alternatively, where an individual or a HUF exercises the option to be assessed to tax under the provisions of section 115BAC of the IT Act inserted by Finance Act 2020, the following shall be the rate of tax applicable with effect from 01-04-2021.

Slab	Tax Rate
Up to ₹ 2,50,000	Nil
₹ 2,50,000 to ₹ 5,00,000	5 per cent of excess over ₹ 2,50,000
₹ 5,00,000 to ₹ 7,50,000	10 per cent of excess over ₹ 5,00,000+ ₹ 12,500
₹ 7,50,000 to ₹ 10,00,000	15 per cent of excess over ₹ 7,50,000+ ₹ 37,500
₹ 10,00,000 to ₹ 12,50,000	20 per cent of excess over ₹ 10,00,000+ ₹ 75,000
₹ 12,50,000 to ₹ 15,00,000	25 per cent of excess over ₹ 12,50,000+ ₹ 1,25,000
More than ₹ 15,00,000	30 per cent of excess over ₹ 1,50,000+ ₹ 1,87,500

In the case of every domestic Indian company where total turnover or gross receipts does not exceed Rs.400 crore in financial year 2018-19, tax shall be payable at the rate of 25%. In case of other domestic Indian companies, tax shall be payable at the rate of 30%. Surcharge shall be payable at the rate of 12% if the total income exceeds Rs.10 crore; 7% if the total income exceeds Rs.1 crore but does not exceed Rs.10 crore and no surcharge if the total income does not exceed Rs.1 crore. In addition to this, cess at the rate of 4% shall be payable on the income-tax plus surcharge.

3. According to the Taxation Laws (Amendment) Act, 2019, domestic Indian companies have an option to pay tax at concessional rates as specified in sections 115BAA.

Any domestic company has an option to pay income-tax at the rate of 22% subject to condition that they will not avail any prescribed exemption/incentive/losses. Surcharge shall be payable at the rate of 10% and Cess shall be payable at the rate of 4% on the income-tax plus surcharge. The effective tax rate for these companies shall be 25.17% inclusive of surcharge & cess. Also, such companies shall not be required to pay Minimum Alternate Tax.

A company which does not opt for the concessional tax regime and avails the tax exemption/incentive shall continue to pay tax at the pre-amended rate. However, these companies can opt for the concessional tax regime after expiry of their tax holiday/exemption period. After the exercise of the option they shall be liable to pay tax at the rate of 22% (subject to fulfillment of prescribed conditions) and option once exercised cannot be subsequently withdrawn. Further, in order to provide relief to companies which continue to avail exemptions/incentives, the rate of Minimum Alternate Tax has been reduced from existing 18.5% to 15%.

### **Capital Gain**

4. As per the provisions of section 2(29A) of the IT Act, read with section 2(42A) of the I.T. Act, a listed debenture is treated as a long-term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.

As per section 112 of the I.T. Act, Capital Gains arising on the transfer of long-term capital assets being listed securities are subject to tax at the rate of 20% of Capital Gains calculated after reducing indexed cost of acquisition or 10% of Capital Gains without indexation of the cost of acquisition. The Capital Gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition/indexed cost of acquisition of the debentures from the sale consideration.

However as per the fourth proviso to section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of section 48 of I.T. Act, is not available in case of bonds and debentures, except capital indexed bonds issued by the Government and sovereign gold bonds issued by the RBI. Accordingly, Long Term Capital Gains arising out of listed debentures, would be subject to tax at the rate of 10%, 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.

5. Short-term Capital Gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described at para 3 above would also apply to such Short-Term Capital Gains.
6. As per Section 74 of the I.T. Act, short-term capital loss on debentures suffered during the year is allowed to be set-off against short-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.
7. In case the 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. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterization and hold such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset /stock in trade.
8. Interest on application money and interest on refund application would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A of the I.T. Act.

## ***II. To the Non-Resident Debenture Holder***

1. A "Non-resident Indian" means an individual, being citizen of India or of Indian origin who is not a "resident".  
A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grandparents was born in undivided India.
2. 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) Under 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) Under 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(c) 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) Under 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.
3. In accordance with and subject to the provisions of section 115I of the I.T. Act, a Non-Resident Indian may opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case:
  - (a) Long Term Capital Gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
  - (b) Investment 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
4. 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 at the normal rates for Short Term Capital Gains if the payee Debenture Holder is a Non-Resident Indian.

5. The income tax deducted shall be increased by a surcharge as under:

- a) In the case of non-resident Indian, surcharge at the rate of 10% of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹ 50,00,000 but does not exceed ₹ 1,00,00,000. However, the surcharge shall be subject to marginal relief (where income exceeds fifty lakh rupees, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of fifty lakh rupees by more than the amount of income that exceeds fifty lakh rupees)
- b) Surcharge at the rate of 15% of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹ 1,00,00,000 but does not exceed ₹ 2,00,00,000. The surcharge shall be subject to marginal relief (where income exceeds one crore rupees, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of one crore rupees by more than the amount of income that exceeds one crore rupees).
- c) Surcharge at the rate of 25% of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹ 2,00,00,000 but does not exceed ₹ 5,00,00,000. The surcharge shall be subject to marginal relief (where income exceeds two crore rupees, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of two crore rupees by more than the amount of income that exceeds two crore rupees).
- d) Surcharge at the rate of 37% of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹ 5,00,00,000 for the financial year 2020-21. The surcharge shall be subject to marginal relief (where income exceeds five crore rupees, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of five crore rupees by more than the amount of income that exceeds five crore rupees).
- e) In case of foreign companies, where the income paid or likely to be paid exceeds ₹ 1,00,00,000 but does not exceed ₹ 10,00,00,000 a surcharge of 2% of such tax liability is payable and when such income paid or likely to be paid exceeds ₹ 10,00,00,000, surcharge at 5% of such tax is payable.
- f) Further, 4% Health & Education Cess on the total income tax (including surcharge) is also payable.

6. As per Section 74 of the I.T. Act, short-term capital loss on debentures suffered during the year is allowed to be set-off against short-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.

7. Interest on application money and interest on refund application would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A of the I.T. Act.

8. 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 ('CBDT'), in the case of a remittance to a country with which a Double Taxation 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. Further, such non-resident investor would also be required to furnish self-certified Form 10F along with TRC, if such TRC does not contain information prescribed by the CBDT vide its Notification No. 57/2013 dated 1st August 2013.

9. Alternatively, to ensure non deduction or lower deduction of tax at source, as the case may be, the non-resident Debenture Holder should furnish a certificate under section 197(1) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest. However, an application for the issuance of such certificate would not be entertained in the absence of PAN as per the provisions of section 206AA.

10. 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. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterization and hold such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset /stock in trade.

### **III. To the Foreign Institutional Investors (FIIs)**

1. As per Section 2(14) of the I.T. Act, any securities held by FIIs / FPIs 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 / FPIs 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 Health & Education Cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and Health & Education 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. Income other than capital gains arising out of debentures is taxable at 20% in accordance with and subject to the provisions of Section 115AD.
4. The Finance Act, 2013 (by way of insertion of a new 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 but before July 1, 2023 provided such rate does not exceed the rate as may be notified by the Central Government.
5. In accordance with and subject to the provisions of section 196D (1) of the I.T. Act, the interest income received by the FII/FPI shall be subject to withholding tax @ 20% (plus surcharge and cess). Further, as per 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 (securities referred to in Section 115 AD) by FIIs.
6. 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, by virtue of the powers conferred by clause (a) of the Explanation to Section 115AD of the I.T. Act.
7. The provisions at para (II) (5 to 9) above would also apply to FIIs

### **IV. To the other Eligible Institutions**

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 subject to and in accordance with the provisions contained therein. Further, as per the provisions of section 196(iv) 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.

### **V. General Anti-Avoidance Rules (GAAR)**

In terms of Chapter X-A of the I.T. Act, General Anti-Avoidance Rules may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be *inter alia* denial of tax benefit, applicable *w.e.f* 1-04-2016. The GAAR provisions can be said to be not applicable in certain circumstances *viz.* the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated 23rd September, 2013.

### **VI. Exemption under Sections 54EE, 54F and 115F of the I.T. Act**

1. Under section 54EE of the I.T. Act, long term capital gains arising to the Debenture Holder(s) on transfer of debentures in the company shall not be chargeable to tax to the extent such capital gains are invested in long term specified asset (a unit or units issued before 01.04.2019) as notified by central government within six months after the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said notified bonds are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the bonds are transferred or converted into money. However, the exemption is subject to a limit of investment of ₹ 50 lacs during any financial year in the notified bonds. Where the benefit of Section 54EE of the IT Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the I.T. Act.
2. Under section 115F of the I.T. Act, Long Term Capital Gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from Capital Gains tax if the net consideration is invested within six months after the date of transfer of the debentures in any specified asset or in any saving certificates referred to in section 10(4B) of the I.T. Act in accordance with and subject

to the provisions contained therein. The exemption would be from the whole of capital gain if the cost of the new asset is not less than the net consideration in respect of the original asset and on a proportionate basis if the cost of the new asset is less than the net consideration in respect of the original asset.

3. 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 (not being residential house) 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 the purchase of one residential house or for construction of a residential house within three years from the date of transfer. 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 condition that the Debenture holder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of Capital Gains tax exempted earlier would become chargeable to tax as Long-Term Capital Gains in the year in which such residential house is transferred. Similarly, if the Debenture holder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as Capital Gains in the year in which the additional residential house is acquired.

### ***VII. Requirement to furnish PAN under the I.T. Act***

#### **1. Sec 139A (5A) and Sec 139A (6A)**

Section 139A(5A) requires every person from whose 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.

Section 139A (6A) of the I.T. Act requires every person entering into specified transactions, as may be prescribed, to quote his PAN or Aadhaar number, in the documents pertaining to such transactions and also authenticate such PAN or Aadhaar number, in the manner prescribed.

#### **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 highest of the following rates:
  - (i) at the rate specified in the relevant provision of the I.T. Act; or
  - (ii) at the rate or rates in force; or
  - (iii) 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) 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).
- (d) Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN and Para (a) above will apply.

### ***VIII. Taxability of Gifts received for nil or inadequate consideration***

As per section 56(2)(x)(c) of the I.T. Act, where any person receives debentures in any previous year from any person or persons on or after 1st April, 2017

- (i) without any consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;
- (ii) for a consideration which is less than the aggregate fair market value of the debentures by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures as exceeds such consideration; shall be taxable as the income of the recipient at the normal rates of tax. The fair value of securities shall be determined in accordance with Rule 11UA of Income Tax Rules.

However, this provision would not apply to any receipt:

- (i) From any relative; or
- (ii) On the occasion of the marriage of the individual; or
- (iii) Under a will or by way of inheritance; or
- (iv) In contemplation of death of the payer or donor, as the case may be; or
- (v) From any local authority as defined in Section 10(20) of the I.T. Act; or

- (vi) From any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in Section 10(23C); or
- (vii) From any trust or institution registered under section 12A or section 12AA.
- (viii) By any fund or trust or institution or any university or other educational institution or any hospital or other medical institution referred to in sub-clause (iv)/(v)/(vi)/(via) of clause (23C) of section 10; or
- (ix) By way of transaction not regarded as transfer under clause (i)/(vi)/(via)/(viaa)/(vib)/ (vic)/(vica)/(vicb)/(vid)/(vii) of section 47; or
- (x) From any individual by a trust created or established solely for the benefit of relative of the individual.
- (xi) From such class of persons and subject to such conditions as may be prescribed.

**Notes**

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 debentures/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. Further, several of these benefits are dependent on the Debenture Holder fulfilling the conditions prescribed under the relevant provisions.
4. This statement is intended only to provide general information to the Debenture Holder(s) 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 tax consequences of his/her/its holding in the debentures of the Company.
5. The stated benefits will be available only to the sole/first named holder in case the debenture is held by joint holders.
6. 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.
7. 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.
8. 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 the Law and its interpretation, which are subject to changes from time to time based on judicial pronouncements. 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.
9. Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A/195 of the I.T. Act.

## SECTION IV: ABOUT THE INDUSTRY AND THE ISSUER COMPANY

### INDUSTRY OVERVIEW

*The information presented in this Chapter has been obtained from publicly available information from various sources including stock exchanges, industry websites, from publications and government and company estimates. The data may have been re-classified by us for the purpose of presentation.*

*The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, there is no assurance that the basis of the data included in the said report or the findings thereof are completely accurate or reliable. Industry and government publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.*

*The chapter also contains certain information, data and statistics extracted from the report prepared by research services of ICRA Limited viz. "Retail- NBFC Credit Trends January 2021". All such information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable. Although reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.*

*Further the industry Chapter may be updated from time to time subject to availability of updated data from websites, reports and other documents referenced in this chapter.*

#### OVERVIEW OF THE INDIAN ECONOMY

India, with a Gross Domestic Product ("GDP") in terms of Gross Value Added {GVA} of ₹ 13271471 crore (1<sup>st</sup> RE) (at constant price on new series 2011-12 base) [Source: Government of India, Ministry of Statistics & Programme Implementation press note dated 26<sup>th</sup> February 2021 at the end of financial year 2020, is the sixth largest economy in the world after USA, China, Japan, Germany and UK.

With the change in base from 2004-05 level to new series of 2011-12 and change in the concept of GDP to GVA, the growth parameters in terms of GVA over last three years can be considered to be reasonable and the GDP growth for the year 2019-20 at Current Prices (PE) was reported to be 7.2%. The provisional estimates for the FY 2019-20 the GDP in terms of GVA was ₹ 1,33,01,120 crore (at constant price on new series 2011-12 base.)

(Source: GoI, Ministry of Statistics & Programme Implementation Press release dated January 7, 2021)

The Indian economy is headed for somewhat slower growth, estimated to be 4.2% in 2019-20 and contraction by 7.7% in 2020-21. With a view to contain spread of the Covid-19 pandemic, certain restrictions were imposed from 25 March, 2020. Though the restrictions have been gradually lifted, there has been an impact on the economic activities as well as on the data collection mechanisms. The data challenges in the case of other underlying macro-economic indicators like IIP and CPI, used in the estimation of National Accounts aggregates will also have implications on these estimates. Further, the projected indices may significantly vary from the actual indices which in turn will depend on the pandemic led economic situation prevalent during those months and specific measures, if any, taken by the government.

A snapshot on the sectoral growth of GDP for the last three years at constant price (new series 2011-12 prices) with provisional estimates for FY 2018-19 is furnished below:

YoY Growth (%)	2017-18	2018-19	2019-20(PE)	2020-21 (1st AE)
GVA (₹ Cr)	12,104,165	12,803,128	13,301,120	12,339,175
Growth over previous years (%)	6.9	6.6	3.9	-7.2
Net Taxes On Products (₹ Cr)	1,075,693	11,78,298	12,64,831	11,00,487
Growth over previous years (%)	9.8	9.54	7.3	-13.0



1. Agriculture, Forestry & Fishing (%)	5.0	2.9	4.0	3.4
II. Industry (%)	5.9	6.9		
2. Mining & Quarrying (%)	5.1	1.3	3.1	-12.4
3. Manufacturing (%)	5.9	6.9	0.03	-9.4
4. Electricity, Gas & Water Supply (%)	8.6	7	4.1	2.7
5. Construction (%)	5.6	8.7	1.3	-12.6
III. Services (%)	8.1	7.5		
6. Trade, Hotels, Transport, communication and services related to broadcasting (%)	7.8	6.9	3.6	-21.4
7. Financial, Real Estate & Professional services (%)	6.2	7.4	4.6	-0.8
8. Public Administration, Defence and other services (%)	11.9	8.6	10.0	-3.7
GDP at market prices (Current Prices) (₹ Cr)	17,095,005	18,971,237	20,339,849	19,481,975

Source: (GOI MoS&PI Press notes dated January 7, 2021 and First Advance Estimates of National Income and Expenditure on GDP, 2020-21- Statement 2)

### Growth and share in GVA at constant (2011-12) prices (in %)



(Source: MoS&PI GoI Website accessed on April 02, 2021)

### Impact of COVID-19 on Banks and NBFCs:

The Indian financial system, and banks in particular, displayed resilience in 2019-20, with a strengthening of asset quality, capital positions and profitability. In 2020-21, as policy support is rolled back, the impact of the COVID-19 pandemic may dent the health of the banks and non-banks. As at end-August 2020, around 40 per cent of outstanding loans of the financial system (banks and NBFCs) availed moratorium. The data on gross non-performing assets (GNPA) of banks are yet to reflect the stress, obscured under the asset quality standstill with attendant financial stability implications. An analysis of published quarterly results of a sample of banks indicates that their GNPA ratios would have been higher in the range of 0.10 per cent to 0.66 per cent at end-September 2020. The COVID-19 provisioning and ploughing back of dividends would help shield their balance sheets from emanating stress to a certain extent.

Preliminary estimates suggested that potential recapitalization requirements for meeting regulatory purposes as well as for growth capital may be to the extent of 150 basis points (bps) of the common equity tier I (CET I) ratio for the banking system. The Financial Stability Report (FSR), to be released shortly, will present an updated assessment of the GNPA and capital adequacy of SCBs under alternate macro stress test scenarios. While the Government has earmarked ₹ 20,000 crore in the first supplementary demands for grants for capital infusion in public sector banks (PSBs), they may raise more resources from the market as an optimal capital raising strategy. Prudently, some major private sector banks (PVBs) have already raised capital, and some large PSBs have announced plans to raise resources in a staggered manner, depending on the prevailing market circumstances.

## **Non-Banking Financial Companies (NBFC) Sector**

After the IL&FS episode, the NBFC sector was inching towards normalcy in 2019-20 when COVID-19 affected their operations. As compared with other segments of the financial system, the impact was relatively higher on NBFCs since they were unable to function during the initial phase of lockdown. On the supply side, sources of funds, especially for small and mid-sized NBFCs, dwindled on reduced risk appetite of banks for low rated and unrated exposures. Financing conditions facing them were further affected by redemption pressures of the mutual fund industry, resulting in widening of spreads. On the demand side, the prevailing economic contraction subdued credit offtake.

Specific measures taken by the Reserve Bank and the Government enabled these entities to overcome liquidity constraints and restricted market access. The share of NBFCs in total commercial paper (CP) issuances increased sharply in September and October 2020 following a decline in April-August 2020. The share of banks in total borrowings of NBFCs has consistently increased over the past two years. While PSBs dominate the bank lending to NBFCs, their share has declined since March 2020, with the space vacated being taken up by the PVBs. With market confidence restored, NBFCs are striving to augment financing to niche sectors and assist in the economic recovery.

Housing finance companies (HFCs) faced challenges due to delays in completion of housing projects, cost overruns due to uncertainty around reverse-migration of labourers and delayed investments by buyers in the affordable housing sector as incomes shrank and jobs were lost. Going forward, the sector may need to brace up for large slippages of loan assets and higher provisioning.

Keeping in view the likely impact of COVID-19 on financial conditions, banks, NBFCs—especially non-deposit taking NBFCs with asset size of ₹ 5,000 crore and above—and UCBs were advised to assess the impact of COVID-19 under severe but plausible scenarios on their balance sheets, asset quality, liquidity, profitability and capital adequacy for the financial year 2020-21. This proactive assessment should help these entities in estimating likely shortfalls in capital.

*(Source: Report on Trend and Progress in Banking Sector 2019-20 by RBI dated December 29, 2020)*

The average crude oil (Indian basket) prices have dropped by around 13.46 per cent in 2019-20 (April-March 2020) *vis-à-vis* 2018-19 and is around US\$ 60.47 (Average since April to date). Going by the recent trends, the average crude oil prices could be in the vicinity of US\$ 65-67 per barrel in the current financial year and could rise further by another 10-15 per cent in remaining period of FY2019-20. Some of these factors could have dampening effect on GDP growth in the coming year. (Source: Web site of Ministry of Petroleum GoI Accessed on December 19, 2019)

The Gross Domestic Product (GDP) growth is around 4 percentage points higher than global growth average of last 3 years and nearly 3 percentage points more than the average growth achieved by emerging market and developing economies. Further other measures like introduction of certain reforms in Foreign Direct Investment (e.g. 100% in railway Infrastructure, financial services provided by NBFCs and also investment in Asset Reconstruction Companies and access of External Commercial Borrowing to NBFCs for resource raising), further strengthening of the Insolvency and Bankruptcy Code 2016, recapitalization of Public sector banks and Government support to boost credit flow to MSME sectors will also lead to improvement in the growth of Indian Economy in medium and long-term, notwithstanding certain short term aberrations.

### ***Global Prospect and Indian Economy***

After an estimated 3.5 percent contraction in 2020, the global economy is projected to grow 5.5 percent in 2021 and 4.2 percent in 2022 (Table 1). The estimate for 2020 is 0.9 percentage point higher than projected in the October 2020 WEO forecast. This reflects the stronger than-expected recovery on average across regions in the second half of the year. The 2021 growth forecast is revised up 0.3 percentage point, reflecting additional policy support in a few large economies and expectations of a vaccine-powered strengthening of activity later in the year, which outweigh the drag on near-term momentum due to rising infections. The upgrade is particularly large for the advanced economy group, reflecting additional fiscal support—mostly in the United States and Japan—together with expectations of earlier widespread vaccine availability compared to the emerging market and developing economy group.

Emerging market and developing economies are also projected to trace diverging recovery paths. Considerable differentiation is expected between China—where effective containment measures, a forceful public investment response, and central bank liquidity support have facilitated a strong recovery—and other economies. Oil exporters and tourism-based economies within the group face particularly difficult prospects considering the expected slow normalization of cross-border travel and the subdued outlook for oil prices. As noted in the October 2020 WEO, the pandemic is expected to reverse the progress made in poverty reduction across the past two decades. Close to 90 million people are likely to fall below the extreme poverty threshold during 2020–21. Across regions, vulnerabilities, economic structure, and pre-crisis growth trends, together with the severity of the pandemic and the size of the policy response to combat the fallout, shape recovery profiles. Notable revisions to the forecast include the one for India (2.7 percentage points for 2021), reflecting carryover from a stronger-than-expected recovery in 2020 after lockdowns were eased.

The report indicates that growth in emerging and developing Asia is forecast to inch up slightly from de-growth of 2.4 percent in 2020 to 6.3 percent in 2021 and 5.0 percent in 2022 (0.3 higher and 0.1 percentage point lower for 202 and 2020 compared to the October 2020 WEO). As per the report, the growth markdown largely reflects a downward revision

to India's projection, where domestic demand has slowed more sharply than expected amid stress in the nonbank financial sector and a decline in credit growth. India's growth is estimated at 4.8 percent in 2019, projected to improve to 5.8 percent in 2020 and 6.5 percent in 2021 (1.2 and 0.9 percentage point lower than in the October WEO), supported by monetary and fiscal stimulus as well as subdued oil prices.

As per the report, across advanced economies, growth is projected to significantly increase at 4.3 percent in 2020–21 (0.4 percentage point higher than in the October WEO for 2020). Advanced economies, in general, have been able to provide expansive fiscal support to households and firms (direct tax and spending measures as well as equity injections, loans, and guarantees), and central banks have reinforced this with expanded asset purchase programs, funding-for-lending facilities, and, for some, interest rate cuts. Reflecting the strong policy support and the anticipated widespread availability of vaccines in summer 2021, the projected output loss compared with the pre-COVID forecast is relatively smaller for advanced economies than other countries. Recovery paths vary within the group, with the US and Japan projected to regain end-2019 activity levels in the second half of 2021, while in the euro area and the United Kingdom activity is expected to remain below end-2019 levels into 2022. The wide divergence reflects to an important extent differences across countries in behavioral and public health responses to infections, flexibility and adaptability of economic activity to low mobility, preexisting trends, and structural rigidities entering the crisis. The 2021 forecast for the United States is revised up 2 percentage points relative to the October 2020 WEO projection, reflecting carryover from the strong momentum in the second half of 2020 and additional support from the December 2020 fiscal package. Similarly, the 0.8 percentage point upward revision to Japan's 2021 forecast is largely because of the additional boost from the fiscal measures introduced at the end of 2020. These upgrades are partially offset by downward revisions to the 2021 forecast for the euro area reflecting an observed softening of activity toward the end of 2020, which is anticipated to continue into early 2021 amid rising infections and renewed lockdowns.

The Indian economy is expected to perform better than the global economy over the next few years. Growth in the ASEAN-5 group of economies is expected to stabilize at around 5.2 percent as domestic demand remains healthy and exports continue to recover. While US is expected to grow at 3.4 percent in 2020 and 5.1 percent in 2021. Growth in the euro area economy is projected to drop to de-growth 7.2 percent in 2020 and pick up to 4.2% in 2021. EU, Japan and China were expected to see a pick-up in GDP growth in 2021. In comparison, India's growth rate is expected to significantly improve from de-growth of 8.0 percent in 2020 to 11.5 percent in 2021. (Source WEO January 2021). As per IMF, India is the Fifth largest economy.

Country/Group	2018	2019	2020E	2021P
China	6.6	6.0	2.3	8.1
ASEAN-5	5.2	4.9	-3.7	5.2
Euro	1.9	1.3	-7.2	4.2
<b>India</b>	<b>6.8</b>	<b>4.2</b>	<b>-8.0</b>	<b>11.5</b>
Japan	0.8	0.3	-5.1	3.1
United Kingdom	1.4	1.4	-10.0	4.5
United States	2.9	2.2	-3.4	5.1
World	3.6	2.8	-3.5	5.5

(Source WEO January 2021 update)

## NON-BANKING FINANCIAL COMPANIES (NBFCs)

### Overview

Non-Banking Financial Companies ("NBFCs") are an integral part of the country's financial system, catering to a large market of niche customers, and have emerged as one of the major purveyors of retail and SME credit in India. Non-Banking Financial Institutions ("NBFIs") are an important alternative channel of finance for the commercial sector in India's bank dominated financial sector. Their role in promoting financial inclusion and catering to the needs of small businesses and specialised segments is an additional dimension of their relevance in the Indian context. It is a heterogeneous group of institutions (other than commercial and co-operative banks) performing financial intermediation in a variety of ways, such as accepting deposits, making loans and advances, providing leasing/hire purchase services, among others. Regulations relating to governing Non-Banking Financial Companies ("NBFCs") are being increasingly harmonised with those of banks to forge the right balance for financial stability while encouraging them to focus on specialised areas. The RBI defines an NBFC as a company registered under the Companies Act 1956 and 2013 and engaged in the business of loans and advances, acquisition of shares, stock, bonds, debentures, and securities issued by the GoI or local government authorities, or other securities of like marketable nature, leasing, hire-purchase, insurance business, chit business. However, this excludes institutions whose principal business is in the agricultural or industrial sector, or in the sale, purchase and construction of immovable property. A non-banking entity that has as its principal line of business the receipt of deposits, under any scheme or arrangement, or the extension of loans, in any manner, is also considered an NBFC.

Gradually, NBFCs have become recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, and attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sectors, among other reasons. NBFCs have traditionally extended credit across the country through their widespread geographical presence, with NBFCs supplying credit in segments such as equipment leasing, hire purchase, and consumer finance. These are areas which warrant infusion of financing due to the existing demand-supply gap. NBFCs have provided a more flexible source of financing and have been able to disburse funds to a gamut of clientele, from local individual customers to a variety of corporate clientele. NBFCs can be divided into deposit taking NBFCs, *i.e.*, those which accept deposits from the public and non-deposit taking NBFCs being those which do not accept deposits from the public.

Apart from commercial banks and co-operative credit institutions (urban and rural), the financial system in India consists of a wide variety of NBFIs, such as Non-Banking Financial Companies ("**NBFCs**"), financial institutions and primary dealers. NBFCs, the largest component of NBFIs, can be distinguished from banks with respect to the degree and nature of regulatory and supervisory controls. First, the regulations governing these institutions are relatively lighter as compared to banks. Secondly, they are not subject to certain regulatory prescriptions applicable to banks. For instance, NBFCs are not subject to Cash Reserve Requirement ("**CRR**") like banks. They are, however, mandated to maintain 15 per cent of their public deposit liabilities in Government and other approved securities as Statutory Liquidity Ratio ("**SLR**"). Thirdly, they do not have deposit insurance coverage and refinance facilities from the Reserve Bank. Fourthly, NBFCs do not have cheque issuing facilities and are not part of the payment and settlement system. Finally, NBFCs cannot accept demand based deposit. (Source: [www.rbi.gov.in](http://www.rbi.gov.in)).

Initially, the NBFCs registered with the RBI could only operate as equipment leasing companies, hire purchase companies, loan companies and investment companies. Efforts have been made to integrate NBFCs into the mainstream financial sector by strengthening the prudential guidelines relating to income recognition, asset classification and provisioning. A number of measures to enhance the regulatory and supervisory standards of NBFCs in order to put them on par with commercial banks were undertaken by the RBI over a period of time including the alignment of interest rates, allowing diversification of businesses *e.g.* issuance of co-branded cards and distribution of mutual fund and insurance products, regulation of systemically important NBFCs and introduction of a fair practices code and corporate governance. Further the spectrum of Non-Banking Financial Institutions has been classified as NBFCs, AIFIs and Primary Dealers.

#### **NBFC Structure**

Initially the NBFCs were categorized into 2 major categories Systematically Important ("**SI**") Deposit taking (D) and Non-Deposit taking. The NBFCs (SI-D) were sub-classified as (a) Loan Company (b) Investment Company (c) Assets Finance Company and (d) Residuary NBFCs. Under NBFCs (SI-ND) these were classified as (i) Loan Company (ii) investment company (iii) Asset Finance Company (iv) Infra Finance Company (v) Core Investment Company and (vi) Infrastructure Debt Fund.

Recently, RBI has harmonized the classifications of NBFCs by activity as per details as under:

<b>Sl No</b>	<b>Type of NBFC</b>	<b>Activity</b>
1	Investment and Credit Company (ICC)	Lending and Investments
2	NBFC - Infrastructure Finance Company (NBFC-IFC)	Provision of infrastructure Loans.
3	NBFC - Systemically Important Core Investment Company (CIC-ND-SI)	Investment in equity shares, Preference shares, debt or loans of group companies.
4	Infrastructure Debt Fund - NBFC (IDF-NBFC)	Facilitation of flow of long term debt into infrastructure projects
5	NBFC - Micro Finance Institution (NBFC-MFI)	Extending credit to economically disadvantaged groups
6	NBFC – Factor	Acquisition of receivables of an assignor or extending loans against security interest of the receivables at a discount.
7	NBFC - Non-Operative Financial Holding Company (NOFHC)	Facilitation of promoters / promoter groups to set up a new bank
8	Mortgage Guarantee Company (MGC)	Undertaking of mortgage guarantee business
9	NBFC - Account Aggregator (NBFC-AA)	Collecting and providing information about a customer’s financial assets in a consolidated, organised and retrievable manner to the customer or others as specified by the customer
10	NBFC - Peer to Peer Lending Platform (NBFC-P2P)	Providing an on-line platform to bring lenders and borrowers together to help mobilise funds
11	Housing Finance Companies	Financing for Housing

(Source: RBI Report on Trend and Progress of Banking in India 2020 dated December 29, 2020 Chapter VI- Non Banking Financial Institutions)

RBI by its Circular No RBI/2018-19/130 dated February 22, 2019 has taken a decision for harmonization of different categories of NBFCs into fewer ones based on the principle of regulation by activity rather than regulation by entity. Accordingly, it has been decided to merge the three categories of NBFCs viz. Asset Finance Companies (AFC), Loan Companies (LCs) and Investment Companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC). Our company being an Asset Finance Company is categorized as NBFC-ICC.

This move is expected to provide NBFCs with greater operational flexibility, As per the above circular, all related Master Directions (Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions 2016, Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions 2016, Non-Banking Financial Companies. Acceptance of Public Deposits (Reserve Bank) Directions 2016, Standalone Primary Dealers (Reserve Bank) Directions, 2016 and Residuary Non-Banking Companies (Reserve Bank) Directions, 2016) have been updated accordingly.

#### **Number of different types of NBFCs in India**

As at March 31	NBFC-D	NBFC-ND-SI	NBFC-ND	Total
2018	168	230	11,004	11,402
2019	88	263	9308	9,659
2020	64	292	9133	9,489

(Source: Report on Trend & Progress of Banking in India 2017-18, 2018-19, 2019-20 all by RBI)

\*As on 16<sup>th</sup> July 2020

#### **Ownership pattern of NBFCs and Growth**

The NBFC sector is dominated by NBFCs- ND-SI, which constitute 85.7 per cent of the total asset size of the sector. Few large government-owned NBFCs, mainly catering to the infrastructure space, comprise 43.3 per cent of the total assets of NBFCs-ND-SI. Amongst NBFCs-ND-SI, ICCs, IFCs and NBFCs-MFI together accounted for 87.8 per cent of the total asset size of the sub-sector. NBFCs-D accounted for 14.3 per cent of the total assets of the NBFC sector at end-March 2020. Compared to government-owned NBFCs-ND-SI, government-owned NBFCs-D have a smaller share in terms of number of companies as well as asset size. 89.5 per cent of NBFCs-D' assets were held by non-government companies in 2019-20.

#### **Balance Sheet Size**

The year 2019-20 marked a significant moderation in NBFCs' financial performance, after double digit balance sheet growth in the previous three years. A challenging macroeconomic environment, weak demand compounded by risk aversion, liquidity stress and rising borrowing costs in the wake of the IL&FS default resulted in a substantial deceleration in asset growth in 2019-20. The impact was particularly pronounced for NBFCs-ND-SI. On the other hand, NBFCs-D weathered this difficult period and continued to grow at a healthy pace. In view of the pandemic as well as to maintain adequate liquidity, NBFCs increased their cash and bank balances significantly during the year, which was marked in the case of NBFCs-D. Nevertheless, in 2020-21 (up to September), balance sheet growth of NBFCs, especially that of NBFCs-ND-SI, gained traction due to pick-up in loans and advances and base effect.

With the harmonization of major NBFC categories, NBFCs-D now comprise only ICCs. Public deposits remained a stable source of funding. On the assets side, investments continue to grow at an accelerated pace, while loans and advances slowed. As regards distribution of credit extended by NBFCs-ND-SI, nearly one-third, each having a loan book of more than ₹ 1000 crore, lent nearly 97 per cent of total credit in 2019-20. Those with loan books up to ₹ 500 crore extended merely 1.15 per cent of total NBFCs-ND-SI credit outstanding.

The NBFC sector grew in size from ₹ 31.13 lakh crore in 2018-19 to ₹ 33.89 lakh crore in 2019-20

#### **NBFC Funding Pattern:**

##### **(A) General:**

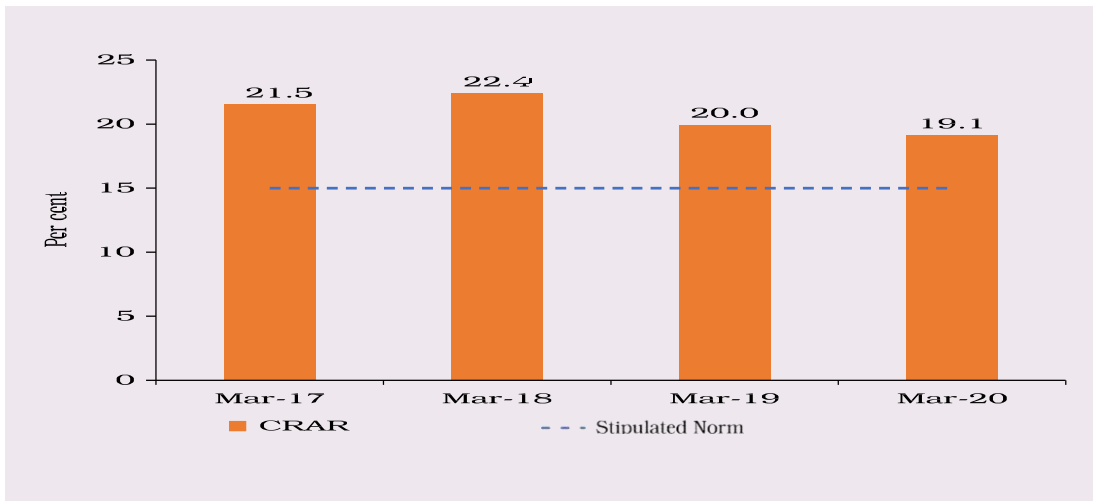
NBFCs depend largely on public funds which accounted for only 1% of the total liabilities of the sector. Bank Borrowings, debentures and Commercial Papers (CPs) are the major sources of funding for NBFCs. Bank borrowings have shown an increasing trend as the share of bank borrowing to total borrowings has increased from 21.2% in March 2017 to 31.05% in March 2020. The share of Debentures dropped from 50.2% in March 2017 to 41.2% in March 2020. The CP issuance market witnessed a slow down during the stress period (ILFS Crisis-Sept 2018 to December 2018) on account of the increased spread and cautious approach by banks to subscribe to CPs of NBFCs.

**(B) NBFC D:**

The funding pattern for NBFC-D is mainly dependent on borrowings from commercial banks (both long term and CPs), debentures (NCDs) and public deposits (PDs). As at September 30, 2019 the Bank Borrowings formed around 57% of the aggregated borrowings from Banks, NCDs and PDs. (Source: Table VI.3 –Abridged Balance Sheets of RBI Report- Trends and Progress of banking in India 2019-20)

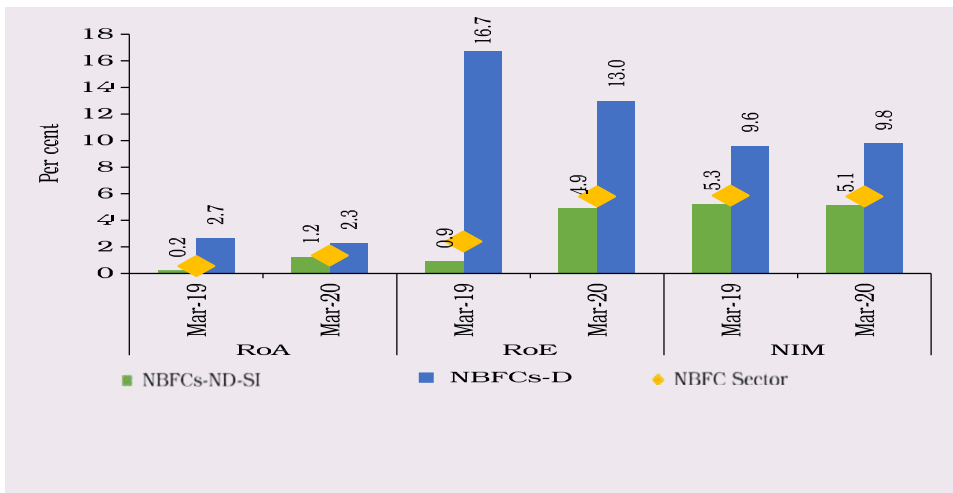
**Capital Adequacy**

NBFCs are generally well capitalized, with the system level capital to risk-weighted assets ratio (CRAR) remaining well above the stipulated norm of 10 per cent. As at March 2020 the NBFC sector's CRAR stood at 19.1% somewhat due to the increase in non-performing assets.

**Key indicators of NBFCs:**

The key performance indicators of NBFCs for the FY 2018-19, 2019-20 and for 6 months ended September 30, 2020 is set out in the flowing table:

Items	(₹ in Crores)		
	2019	2020	H1 2021
A. Income	3,39,057	3,82,800	1,88,357
B. Expenditure	2,99,104	3,19,285	1,36,943
C. Net Profit	17,106	45,720	42,391
D. Total assets	31,12,899	33,89,267	35,85,854
E. Financial ratios (as per cent of total assets)			
(i) Income	10.9	11.3	5.3
(ii) Expenditure	9.6	9.4	3.8
(iii) Net Profit	0.5	1.3	1.2
F. Cost to Income ratio	88.2	83.4	72.7



RoA: Return on Assets= Net Profit by Total Assets

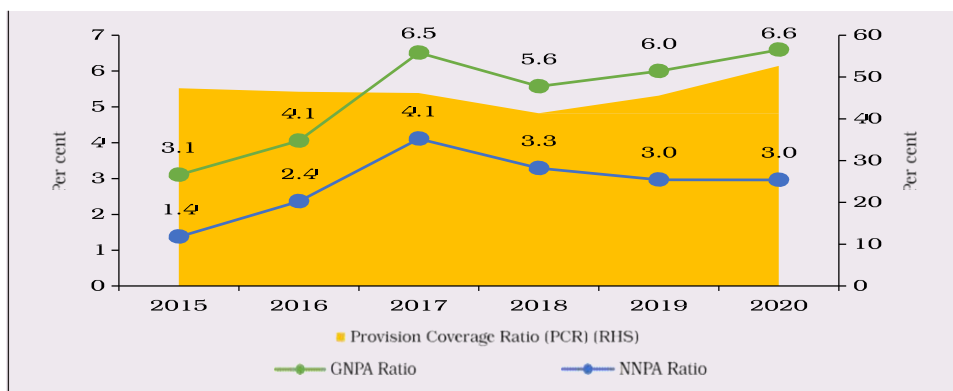
RoE: Return on Equity= Net Profit by Shareholders' equity

NIM: Net Interest Margin=Net interest income by total average assets

Note: Data are provisional.

Source: Supervisory Returns, RBI.

### Asset Quality of NBFC's



Since November 2014, the asset classification norms of NBFCs have been incrementally aligned with those of banks, leading to higher NPA recognition. During 2017-18, however, there has been an improvement in asset quality, with a part of the portfolio of assets classified as NPAs in 2016-17 being upgraded to standard assets. As a result, both the gross non-performing assets (GNPAs) ratio and the net non-performing assets (NNPAs) ratio declined during 2017-18. In 2018-19, NBFCs registered a deterioration of asset quality. While the gross non-performing assets (GNPAs) ratio increased,

net non-performing assets (NNPAs) ratio edged up marginally, reflecting sufficient provisioning. In 2019-20 (up to September), asset quality of the sector showed deterioration with a slight increase in GNPA ratio.

#### Deposit Taking NBFCs (NBFCs-D)

The abridged Balance Sheet and Financial Parameters of NBFCs-D are furnished below for FY 2018, 2019 and as at September 30, 2019:

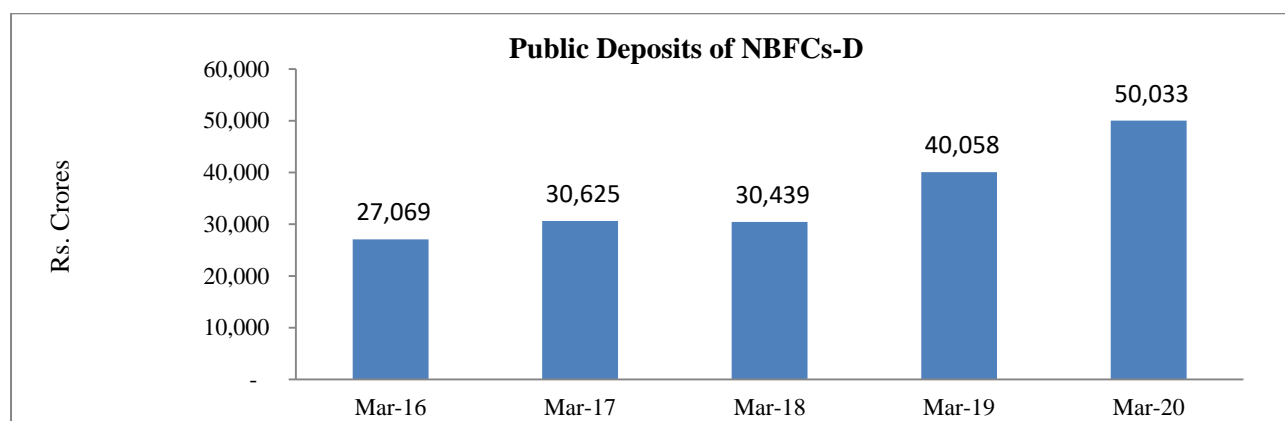
#### (A) Balance Sheets:

(₹ Cr)			
Items	At end-March 2018	At end-March 2019	At end-September 2019
1. Share Capital & Reserves	67,158	85,805	95,515
2. Public Deposits	40,057	50,033	55,665
3. Debentures	99,157	103,126	98,507
4. Bank Borrowings	106,229	124,249	124,364
5. Commercial Paper	18,112	7,478	8,605
6. Others	91,109	114,690	115,380
<b>Total Liabilities/Assets</b>	<b>421,822</b>	<b>485,381</b>	<b>498,036</b>
1. Loans & Advances	379,015	415,615	411,698
2. Investments	23,891	39,213	50,838
3. Cash & Bank Balances	9,785	17,057	23,181
4. Other Current Assets	7,531	11,000	9,941
5. Other Assets	1,601	2,495	2,379

#### (B) Financial Parameters

(₹ Cr)			
Items	2017-18	2018-19	H1 : 2019-20
1. Income	61,468	70,475	31,842
2. Expenditure	44,676	54,898	26,086
3. Net Profit	11,226	11,113	4,266
4. Total assets	421,823	485,381	498,037
5. Financial Ratios (as per cent of Total Assets)			
i. Income	14.6	14.5	6.4
ii. Expenditure	10.6	11.3	5.2
iii. Net Profit	2.7	2.3	0.9
6. Cost to Income Ratio (Per Cent)	72.7	77.9	81.9

(Source: RBI report on Trend & Progress in Banking 2019-20)



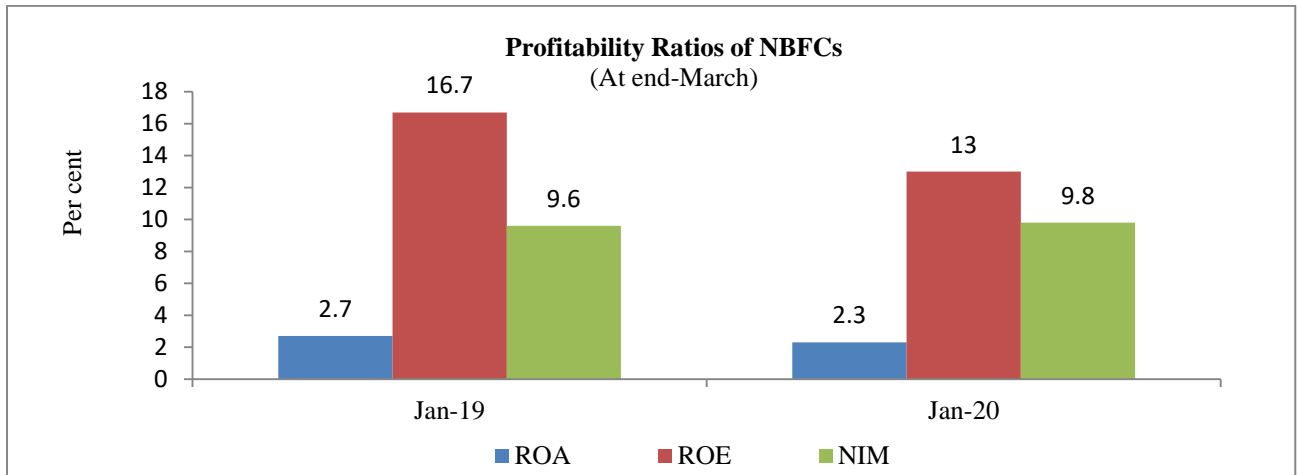
Note: Data are provisional.

Source: Supervisory Returns, RBI.



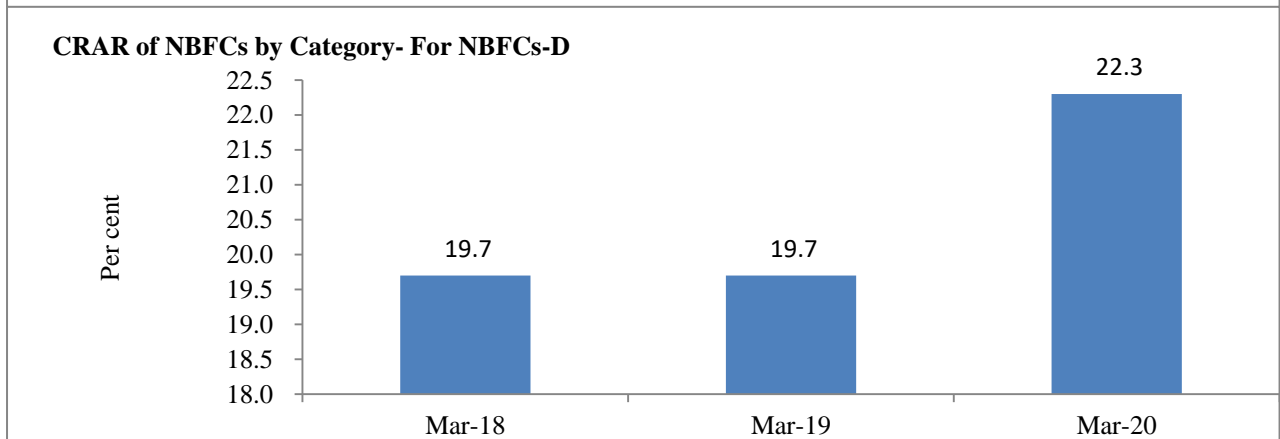
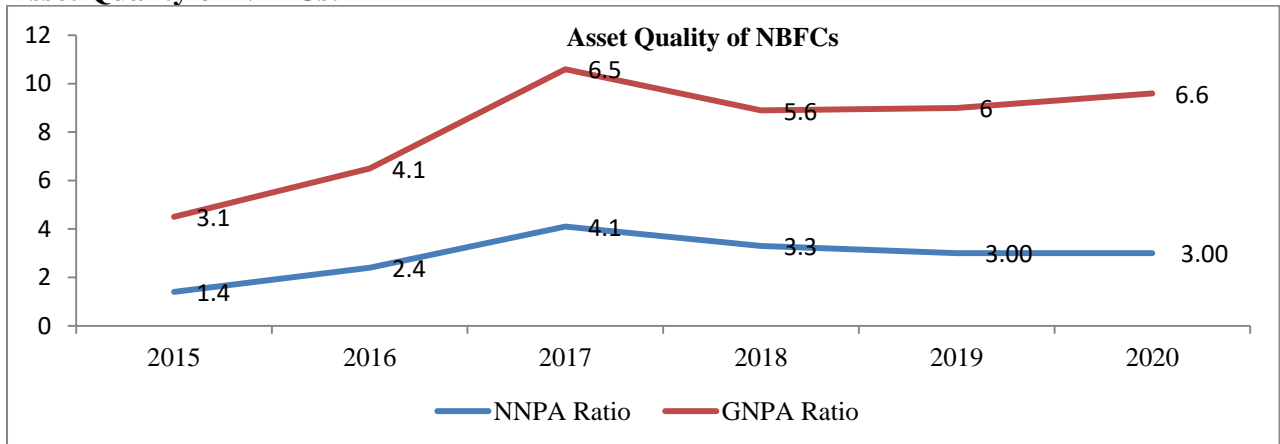
From the above Table, it may be observed that NBFCs-D depend to a large extent on bank credit to fuel their growth. Deposit mobilization by NBFCs progressed at a robust pace, even though the number of companies authorized to accept deposits came down from 168 in 2017-18 to 81 in 2018-19 and 64 in 2019-20 (Chart VI.19). NBFCs-D largely raised fixed deposits in the 1-3 year maturity buckets, which bodes well for their ALM profiles.

The Reserve Bank has been striving to wean away NBFCs from collecting public deposits. A revised regulatory framework was issued in November 2014 mandating that only rated NBFCs-D shall accept and maintain public deposits. These guidelines also permitted AFCs to raise public deposits up to a limit of 1.5 times the NOF only, unlike 4 times the NOF allowed earlier.



**Note:** Data are provisional; **Source:** Supervisory Returns, RBI

**Asset Quality of NBFCs:**

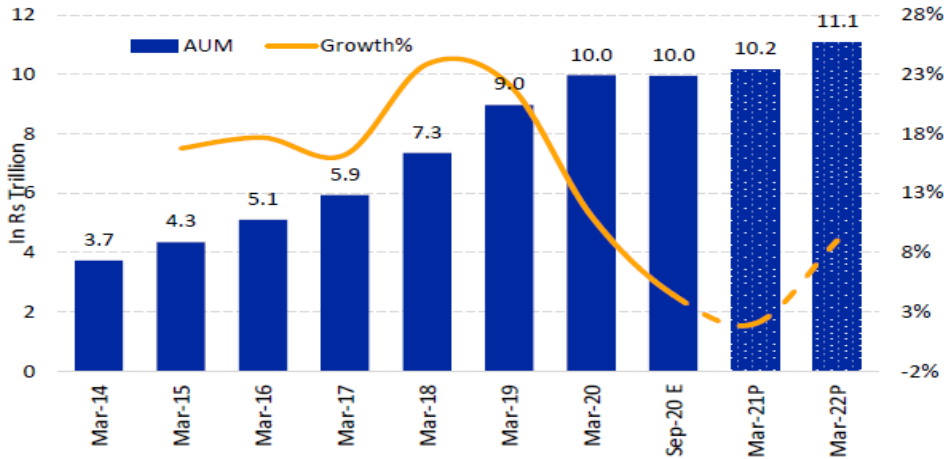


(Source RBI Returns)

## Retail Focused NBFCs- An Overview

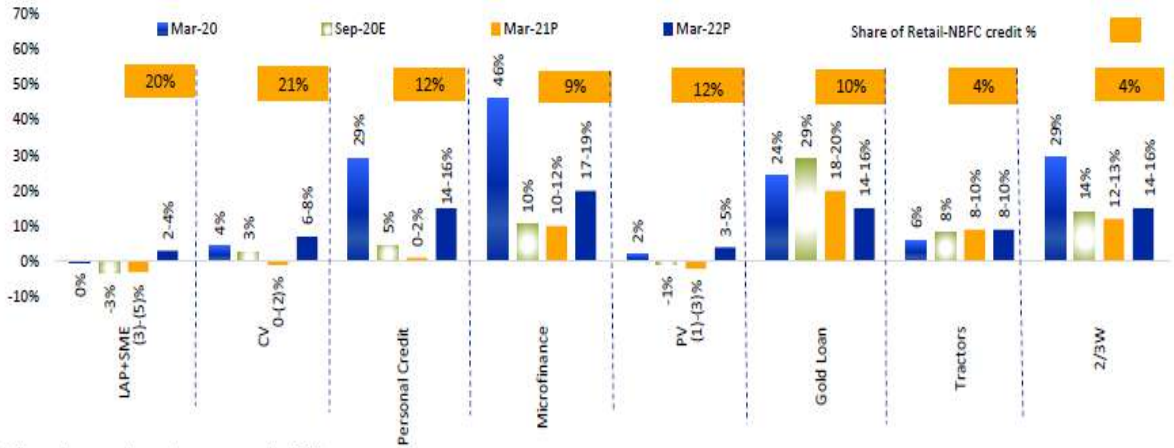
As our Company is Investment and Credit Company (earlier classified as AFC) with focus on retail business, an overview of the retail focused NBFCs is furnished.

## Leading Retail-NBFCs- YoY AUM Growth Trends



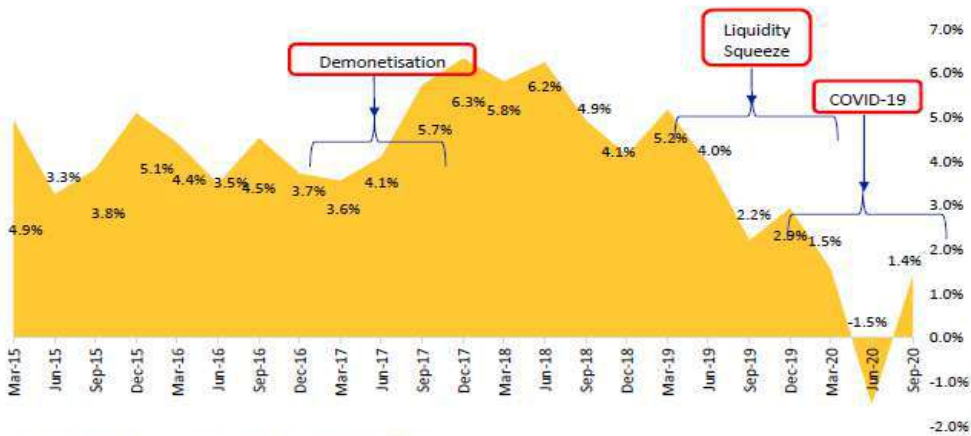
Source: ICRA research, company/company investor presentations, MFIN

## Share of retail NBFC credit



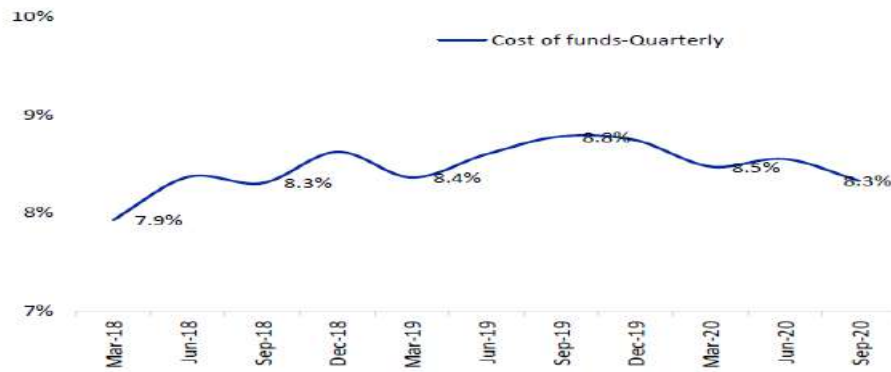
Source: ICRA research, company/company investor presentations, MFIN

## Retail NBFC- QoQ growth trends



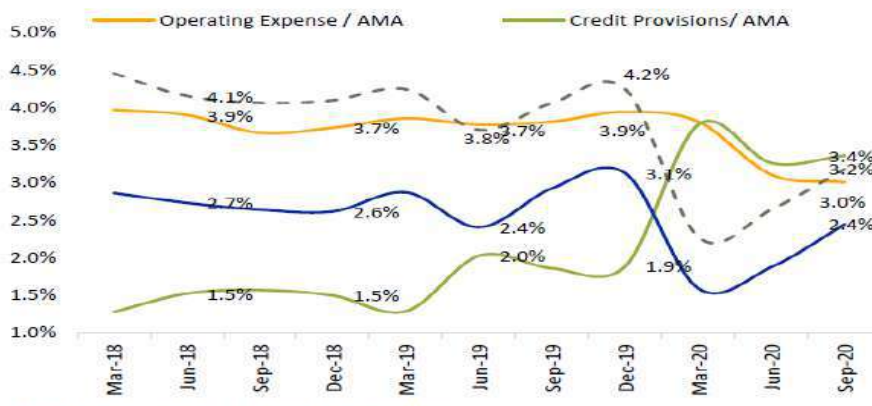
Source: ICRA research, company/company investor presentations, MFIN

**Cost of funds of Retail NBFCs:**



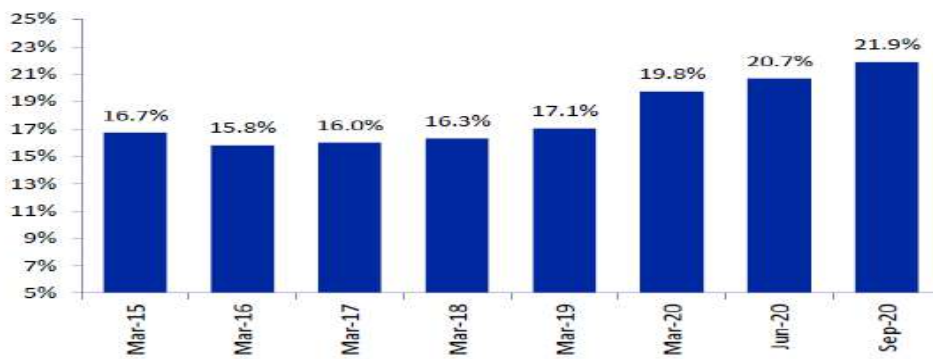
Source: ICRA research, set of ~17 NBFCs (excluding MFIs)

**Retail NBFCs- Profitability Trends (Excludes MFIs)**



Source: ICRA research, set of ~17 NBFCs (excluding MFIs)

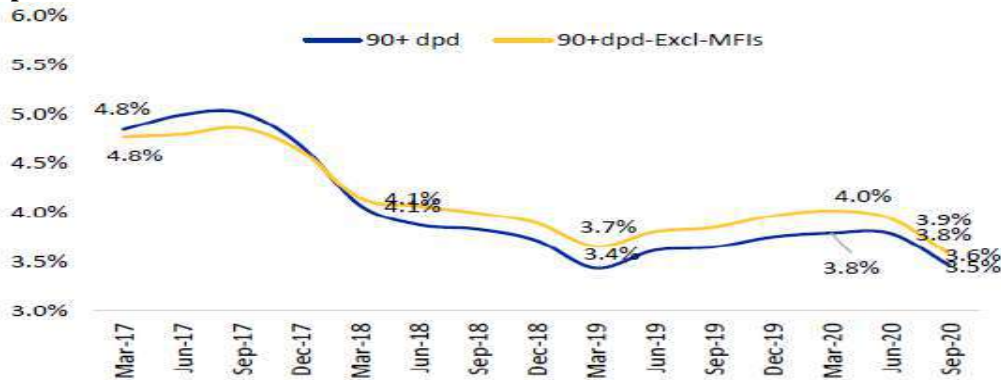
**Capitalization (excluding MFIs)**



Source: ICRA research, set of ~17 NBFCs; As per Ind-AS Mar-18 onwards

## NPA movement in Retail NBFCs:

### 90+dpd movements in retail NBFCs



Source: ICRA research and estimates; based on the asset class-wise 90+dpd of ICRA sample, which is applied for the overall NBFC retail credit outstanding

The Retail-NBFC AUM registered a marginal QoQ growth in Q2 FY2021 after declining in Q1 FY2021 as disbursements commenced and the moratorium to the borrowers resulted in a lower portfolio run-down. Increased focus on collections in view of the expected asset quality related pressures, risk aversion towards some loan/borrower segments and lower overall demand are likely to keep the segmental growth muted in the current fiscal.

The YoY AUM growth of Retail-NBFCs slowed to ~11% in FY2020 and further to about 5% and 4%, respectively, in June 2020 and September 2020 as the demand slowdown in the vehicle segment, which contributed more than 45% to the Retail-NBFC AUM, continued to impact growth. The AUM in this segment remained flattish on a QoQ basis. Further, the weaker offtake in the small and medium enterprises (SME) segment (20% of AUM) resulted in a YoY contraction in the LAP+SME AUM by about 4% and 3%, respectively, in Q1 FY2021 and Q2 FY2021. Segments with shorter tenors like microfinance, personal loans, etc, which registered a healthy growth in the past, witnessed muted fresh disbursements as new borrower additions slowed. This, along with asset quality concerns impacted growth. Retail-NBFC credit stood at Rs. 9.951 trillion as on September 30, 2020, similar to the March 2020 level. In view of the above, the Retail-NBFC AUM growth is expected to remain flat or register a modest growth of 2-3% in FY2021; the growth is expected to revive in FY2022 to about 8-10%.

NBFCs reduced the dependence on CPs and increased proportion of loan sell downs (through PTCs) and direct assignments (DAs).

The 90+dpd improved in Q2 FY2021 as the moratorium offered to the borrowers contained incremental slippages; also there were recoveries from some overdue accounts which supported asset quality.

The collection trend in some of the key asset classes, namely vehicle and SME, which together account for a sizeable share of the Retail-NBFC AUM, remained weaker. The performance of these asset classes is closely linked to the extent of recovery in economic activities. Smaller-ticket vehicle loans and loans to the rural sector – used/small CV, and tractor segments – are expected to be relatively less impacted.

Improvement in the collection efficiency and the sustenance of the same remain crucial from an asset quality perspective. ICRA expects the asset quality of Retail-NBFCs to weaken from the current levels (increase by up to 200 bps by March 2021 and remain at similar levels in FY2022), in line with the overall trends expected in the NBFC segment.

ICRA expects Retail-NBFCs to face higher credit costs in the current fiscal as collections remain below the pre-Covid levels. The annual credit cost is envisaged to be about 3.0-3.5% in the current fiscal. The entities had lower operating costs in H1 FY2021 as their operations were affected by the lockdown and they pruned their operating expenses. However, the same is expected to increase in H2FY2021. The fall in the cost of funds would provide some support to the profitability (profit before tax/average managed assets; PBT/AMA%) of Retail-NBFCs in FY2021; this, however, is expected to be about 20-30% lower than the pre-Covid levels (i.e. 9M FY2020).

The capital profile of Retail-NBFCs is adequate, considering the growth outlook. ICRA does not expect any significant capital requirement for the segment over the near term. However, some entities would raise capital to shore-up their risk profile, given the uncertainty in the operating environment. The funding profile is characterised by a steady increase in the share of Term loans from banks /FI while the share of debentures, commercial paper (CP) and securitisation/assignment has declined. TLRTO/PCG issuances in the recent past however has moderately affected the funding profile in September 2020, with share of debentures inching up. The increase in the share of 'others' in the overall borrowings was contributed by deposits and external commercial borrowings (ECBs).

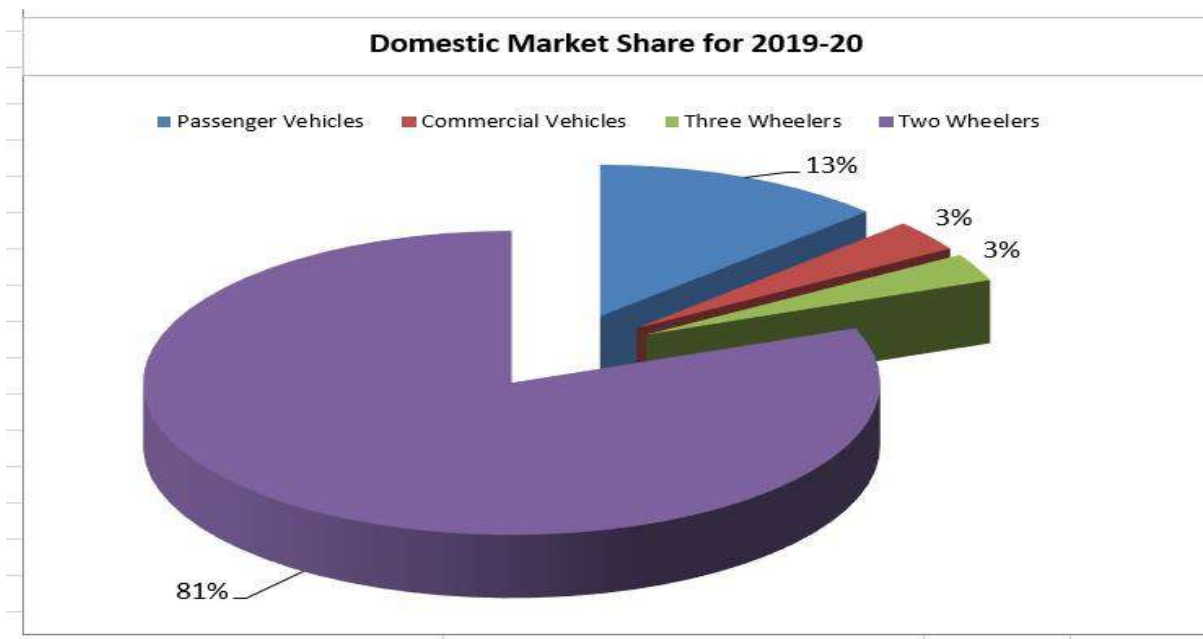
## COMMERCIAL VEHICLE INDUSTRY

### Trends

The industry produced a total 30,915,420 vehicles including Passenger Vehicles, Commercial Vehicles, Three Wheelers, Two Wheelers and Quadricycle in April-March 2019 as against 29,094,447 in April-March 2018, registering a growth of 6.26 percent over the same period last year. The overall Commercial Vehicles segment grew by 17.75 percent in April-March 2019 as compared to the same period last year. Medium & Heavy Commercial Vehicles (M&HCVs) grew by 14.66 percent and Light Commercial Vehicles grew by 19.46 percent in April-March 2019 over the same period last year.

Category-CVs	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Production	6,98,298	7,86,692	8,10,253	895,448	1,112,176	752,022
Sales	6,14,948	6,85,704	7,14,082	8,56,916	10,07,311	717,688

(Source SIAM website- Statistical data)



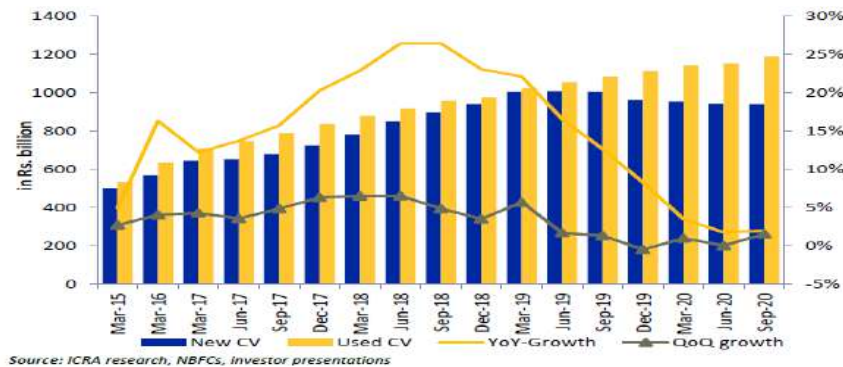
(Source: SIAM website)

### **Outlook for Commercial Vehicles Industry (FY 2021)**

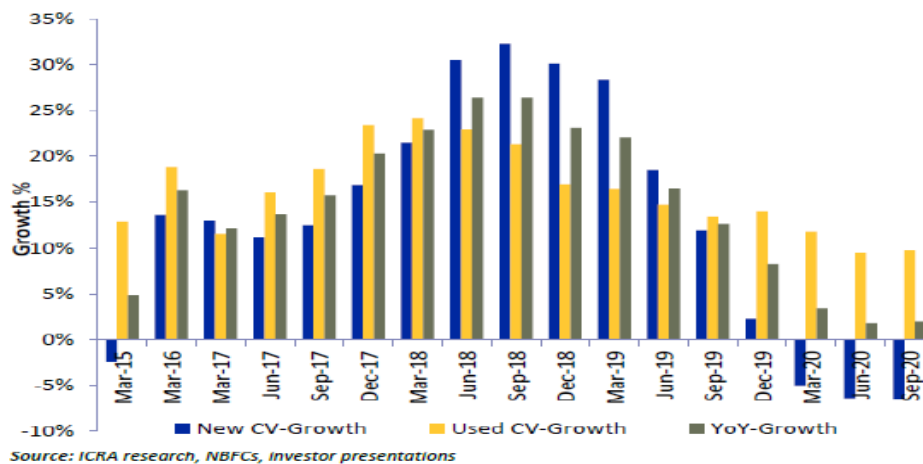
ICRA continues to maintain a Negative outlook for the commercial vehicle segment over the near-term, given the current overcapacity in the CV ecosystem with challenges further aggravated by the stress on fleet operators due to the pandemic. Despite recovery expectation in the second half of the fiscal, the sharp contraction of H1 FY2021 is likely to weigh on volumes for the entire year. While the growth would look optically better in FY2022 on account of the very low base (given two years of sharp volume contraction), recovery in volumes to the FY2018-19 levels would be a long-term phenomenon. Overall, M&HCV (Truck) sales are expected to close FY2021 with sharp double-digit decline of 28-32% and then recover by 40-45% in FY2022. Although the LCV (Truck) segment has reported healthy revival in recent months on the back of the uptick in the rural demand sentiment, given the suppressed volumes in the first quarter, the LCV (Truck) volumes are expected to contract on an overall basis during FY2021. However, the extent of decline would be much lower at 8-12% as per ICRA estimates. Additionally, the segment is expected to register a healthy growth of 15-20% in the next fiscal. The passenger carrier segment, on the other hand, would continue to face challenges due to state finances being directed towards covid-19 relief measures and operations of schools, colleges and offices impacted adversely by the pandemic. Accordingly, the demand for buses is expected to contract significantly by 75-80% during FY2021. Despite some recovery expectations in FY2022, volumes are expected to be set back by more than a decade.

## NBFC financing to CV Segment (New and Used) - Trends and Outlook

### AUM Movement of NBFC-CV Segment



### YoY AUM Growth Trends of NBFC-CV Segment



### Disbursement Trend of Top 5 CV financiers

Wholesale dispatches from CV original equipment manufacturers (OEMs) contracted by 56% in H1 FY2021 due to an exceptionally weak first quarter. Although there was a sequential improvement in Q2 FY2021 with the easing of lockdown-related restrictions, the recovery remained dismal. The LCV (Truck) segment is expected to fare relatively better, stress in the M&HCV (Truck) and bus segments would exert pressure on the overall volumes. Sequential recovery in volumes was visible in recent months with the same expected to continue going forward, aided by the revival in economic activity, the overall volumes are likely to remain lower vis-à-vis the previous year despite the low base. Accordingly, ICRA expects CV volumes to contract by 22 % in FY2021. ICRA expects the new CV AUM to decline by about 9-11% in the current fiscal.

The M&HCV (Truck) segment faced multiple issues including a) overcapacity following the revision in the axle load norms in July 2018, b) tightened financing environment, c) viability pressure on fleet operators due to subdued economic growth, freight availability and freight rates, and d) slowdown in infrastructure projects. To top this, the Covid-19-induced slowdown in economic activity will drag down demand further, at least over the near term. The slowdown in consumption, both in rural and urban areas, and the macroeconomic slowdown would also weigh on the LCV (Truck) segment.

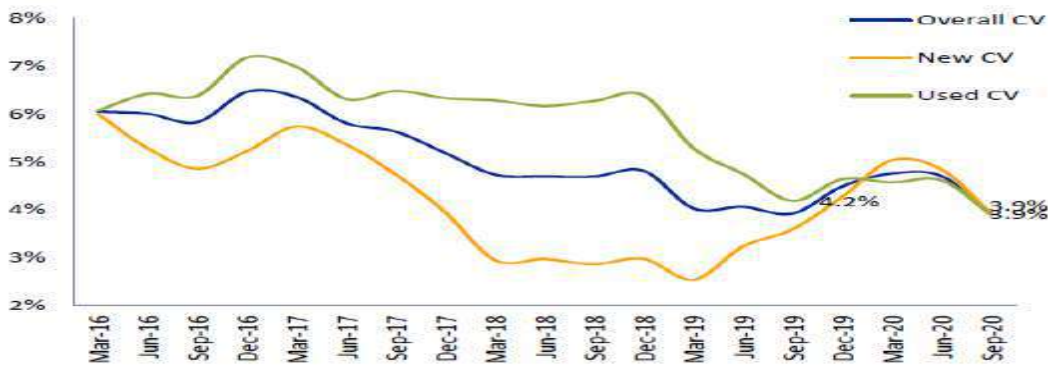
ICRA notes that there would be sustained demand for used vehicles as newer vintage BS-IV vehicle prices (in the resale market) are expected to be healthy and operator viability would be better in the used CV segment (significantly lower finance cost with not much difference in the vehicle's operating performance vis-à-vis a new vehicle) during subdued demand/freight rate conditions. ICRA expects the used CV AUM to grow by about 8-10% in the current fiscal. The overall CV AUM, which stood at Rs. 2.1 trillion as on September 30, 2020, could decline up to 2% in the current fiscal. Although CV sales growth would be optically better in FY2022 at 24%, industry volumes is likely to be lower than FY2017 levels. As the sales volumes are expected to remain muted, the overall AUM growth in FY2022 at 6-8%, will largely be driven by the used CV AUM, which is estimated to grow at 9-11%.

Delinquencies in the overall CV segment inched up steadily in FY2020, largely because of the increase in the 90+ overdues in the new CV segment. The same, however, moderated in H1 FY2021 as there were limited forward-flows into



the higher overdue buckets because of moratorium. Further, there were recoveries, repo sales, write-offs, etc, from the existing overdue book. The 90+dpd in the overall CV segment stood at 3.9% in September 2020.

Challenges related to freight availability and stress on fleet operators compounded in the current fiscal due to the lockdown. Although freight availability improved sequentially in Q2 FY2021 as the economy opened-up, capacity overhang continues. A sustained pickup in mining, construction and allied activities would remain critical for a revival in the segment, especially M&HCV, going forward. Lower fleet utilisation (albeit improving sequentially), coupled with the steady rise in diesel prices, is likely to exert pressure on the cash flows and viability of fleet operations. ICRA, therefore, notes that the delinquencies are expected to build-up slowly and will be visible from H2 FY2021.



Source: Sample of 7 issuers in new CV and 8 in used CV segments, ICRA research; For cases where the data is not available, best estimates are used

(Source: ICRA Report- Retail- NBFC Credit Trends, January 2021)

### Key Success factors in the used commercial vehicle finance

<b>Valuation</b>	The lack of a transparent pricing mechanism makes valuation a challenge. Good quality appraisers and trained staff, however, can be mitigating factors.
<b>Credit Appraisal</b>	Borrowers often do not have income tax returns or documentation. In addition, 75% of buyers own less than three trucks. Mitigating factors include requiring the personal guarantee of customer and guarantor, checking moveable and immovable property of the customer and the guarantor, and having power of the attorney signed by the customer in the name of the company for repossession in case of default.
<b>Collection Recovery</b>	Since assets and borrowers are both mobile, and 40% to 50% of collection is through cash, collection recovery remains a challenge. Locals who are comfortable dealing with transport operators need to be employed, and collection should multiple times a month.

### CONSTRUCTION EQUIPMENT



Source: ICRA research, company/company investor presentations

## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. This Chapter should be read in conjunction with the Sections “Forward Looking Statements”, “Risk Factors”, and “Financial Information” on pages 15, 16, 116, respectively, of this Draft Prospectus. Unless stated otherwise, the financial data used in this chapter, has been taken from Chapter titled “Restated Financial information (Annexure-A)” provided on beginning from page no 243 of the Draft Prospectus.*

Our Company was incorporated in the year 1955 and has a track record of nearly four decades in commercial vehicle financing segment. We are registered with RBI, under section 45-IA of the Reserve Bank of India Act, 1934, with Department of Non-Banking Supervision, Chennai, as a NBFC Deposit-taking – Investment and Credit Company (earlier termed as Asset Financing Company).

We are part of “**Sakthi Group**” of companies based in Coimbatore, South India, a reputed and well-known Industrial conglomerate having major presence in sugar, industrial alcohol, automobile distribution, auto components, dairy, co-generation, wind energy and transportation.

We are an Investment and Credit company with primary focus on financing pre-owned commercial vehicles. We also provide finance for purchasing infrastructure construction equipment, multi-utility vehicles, cars, jeeps and other machinery. The finances provided are secured by lien on the assets financed. Our target customers predominantly comprise Small / Medium Road Transport Operators (“**SRTOs / MRTOs**”) and primarily hail from rural / semi-urban area. The SRTOs / MRTOs looks for speedy disposal of finance at competitive rates. We have identified this opportunity and positioned ourselves between the organized banking sector and local money lenders by offering the finance at competitive rate with flexible and speedy lending services to our customers. We operate primarily in the Southern region of the country mainly in the States of Tamil Nadu and Kerala through our branch network and customer service points. We have network of 49 branches, located in Tamil Nadu, Kerala, Andhra Pradesh, Karnataka, Maharashtra, Haryana and Union Territory of Puducherry. In addition to finance business, we generate power from windmills and sell it to Tamil Nadu Electricity Board and Gujarat UrjaVikas Nigam Limited. At present, we have 17 windmills with an aggregate capacity of 5,150 kW located in the States of Tamil Nadu and Gujarat.

As on December 31 2020, we have an Asset Under Management (“**AUM**”) (*i.e.* Stock on Hire) of ₹ 1,13,247.89 lakh. Our AUM has grown from ₹ 92178.98 lakh as at March 31, 2016 to ₹ 1,08,363.51 lakh as at March 31, 2020 at a CAGR of 4.13%. The income from hire purchase business constitutes about 91% of operating income of the Company. For FY 2020, the income from hire purchase business was ₹ 16,005.59 lakh as against ₹ 16029.61 lakh for FY 2016. Since 2016, there was a de-growth in the income for 2017 and 2018 and the income started showing growth from 2019 onwards.

As on December 31, 2020, the gross Stage 3 Assets as a percentage of loan assets is 5.14% and Net Stage 3 Assets as a percentage of loan assets is 2.53%. The Gross Stage 3 Assets as a percentage of loan assets was 5.13% and 5.05% as on March 31, 2020 and as at March 31, 2019 while Net Stage 3 Assets was 2.81% and 2.94% as on March 31, 2020 and March 31, 2019 respectively.

As at March 31, 2020 and March 31, 2019, the Expected Credit Loss as determined under Ind AS 109 was ₹ 2991.53 lakh and ₹ 2495.31 lakh respectively.

The capital adequacy ratio, computed on the basis of applicable RBI requirements, as on December 31, 2020 is 21.62% The capital adequacy ratio as on March 31, 2020 and March 31, 2019 were 21.91% and 22.35% respectively.



## SUMMARY OF OUR KEY OPERATIONAL AND FINANCIAL PARAMETERS

A summary of our key operational and financial parameters as at and for the last five completed financial years and as at December 31, 2020 and 9 months ended December 31, 2020 (Special Purpose Unaudited Interim Financial Statements) are as follows (For details, please refer Section titled “*Financial Statements*” beginning from Page 116) :

**(A) As at and For 9 months ended December 31, 2020 and the years ended March 31, 2020 and March 31, 2019 (as per Ind AS)**

(₹ lakh)

Particulars	(As per Ind AS)		
	December 31, 2020	As at and for the FY ended March 31	
		2020	2019
Equity	6470.59	6470.59	5000.00
Other Equity	12,511.23	12,176.94	11,037.47
Net worth*	15579.63	15547.13	12918.96
Total Borrowings of which	106,296.85	103,353.69	94,024.51
- Payables	250.33	269.62	436.61
- Borrowings - Debt Securities	29,667.50	31,453.32	26,308.25
- Other than Debt Securities	24,340.10	21,218.20	20,793.20
- Deposits	17,378.05	19,046.38	18,348.07
- Subordinated Liabilities	32,932.05	29,216.13	25,825.96
- Other Financial Liabilities	1,486.34	1,720.71	1,726.69
- Non Financial Liabilities	242.48	429.33	585.73
Non-Financial Assets of which	8,381.06	8,422.74	8,705.30
Financial Assets - of which	116,897.61	113,578.48	101,356.68
- Cash and Cash Equivalent including balances	425.79	1,112.79	3,359.77
- Assets under Management (Gross not reckoning impairment)	114,238.43	110,037.71	95,149.43
Non-financial Assets of which	8,381.06	8,422.74	8,705.30
- Net Property Plant and Equipment (including Capital Work in Progress and intangible assets)	7,692.43	8,062.16	8,384.79
Off-Balance Sheet assets	-	-	-
Interest Income	12207.73	16,158.72	15,614.06
Total Revenue from Operations	12,575.88	17,022.61	16,804.99
Finance cost	7,794.68	10,109.40	10,026.54
Impairment on financial Instruments	586.91	729.44	638.72
Profit after tax	719.88	1,117.94	957.49
Total Comprehensive Income	722.53	1,112.40	926.41

**(B) As at and for the years ended March 31, 2018, 2017 and 2016 (as per IGAAP)**

(₹ lakh)

Particulars	As at and for the FY ended March 31,		
	2018	2017	2016
Net worth*	15,095.78	14,507.38	13,405.31
<i>Total Debt of which:</i>			
- Non-Current Maturities of Long term borrowing	45,749.87	59,222.37	44,248.98
- Non-Current Maturities of Short term borrowing	18,870.10	13,790.74	24,570.86
- Current maturities of long term borrowing**	24,343.56	15,222.15	19,638.32
Net Property Plant and Equipment (including Capital Work in Progress and intangible assets)	6,351.33	6,473.37	6,634.50
Total Non-current assets	9,988.74	10,096.16	9,065.04
Cash and cash equivalents	5,202.88	3,566.42	3,751.17
Current Investments	136.31	-	110.99
Total Current assets	99,361.44	97,817.30	98,711.11
Total Current Liabilities	46,428.16	31,883.87	47,578.67
Assets Under Management#	90,161.19	90,366.43	92,178.98
Off-Balance Sheet assets	-	-	-
Income from hire purchase operations	15,708.40	15,796.44	16,029.61

Particulars	As at and for the FY ended March 31,		
	2018	2017	2016
Interest expenses	9,993.28	10,346.56	10,261.07
Provisioning and write-offs <sup>s</sup>	651.09	687.41	699.61
Profit after tax	1,192.63	1,599.70	1,328.43

The following table sets out, as on the dates indicated, data regarding our NPAs and Capital Adequacy Ratios:

(₹ lakh)

Particulars (As per Ind AS)	December 31,	March 31,	March 31,
	2020	2020	2019
Gross Stage 3 Assets (₹ lakh)	5,860.70	5,662.99	4,803.09
Net Stage 3 Assets (₹ lakh)	2,817.11	3,022.60	2,736.92
Expected Credit Loss (ECL) (₹ lakh)	3551.46	2991.53	2495.31
Total Loan Assets/ Gross Credit Exposure (₹ lakh)	114,238.43	110,347.93	95,151.23
Net Loan Assets/ Net Credit Exposure (₹ lakh)	111,194.84	107,707.54	93,085.06
% of gross Stage 3 Assets to total loan assets	5.14	5.13	5.05
% of net Stage 3 Assets to net loan assets	2.53	2.81	2.94
Capital Adequacy Ratio (%)	21.62	21.91	22.35
Tier I Capital Adequacy Ratio (%)	12.68	12.88	13.22
Tier II Capital Adequacy Ratio (%)	8.94	9.03	9.13

\* Net loan assets/net credit exposure = Total loan assets less provision for non-performing assets

Provision for non-performing assets = Gross Stage 3 Asset minus Net Stage 3 Assets

(Source: RBI NBS Returns filed by SFL for relevant periods)

(₹ lakh)

Particulars (As at March 31 IGAAP)	2018	2017	2016
Gross NPA (₹ lakh)	4,689.02	3,952.44	1678.99
Net NPA (₹ lakh)	2,993.24	2,737.69	821.17
Total Loan Assets/ Gross Credit Exposure (₹ lakh)	91,736.29	92,347.47	93,363.21
Net Loan Assets/ Net Credit Exposure (₹ lakh)	90040.52	91,132.72	92,505.39
% of gross NPA to total loan assets	5.11	4.28	1.80
% of net NPA to net loan assets	3.32	3.00	0.89
Capital Adequacy Ratio (%)	17.22	19.73	19.42
Tier I Capital Adequacy Ratio (%)	13.20	12.60	11.54
Tier II Capital Adequacy Ratio (%)	4.02	7.13	7.88

\* Net loan assets/net credit exposure = Total loan assets less provision for non-performing assets

Provision for non-performing assets = Gross NPA minus Net NPA

(Source: RBI NBS Returns filed by SFL for relevant periods)

## OUR STRENGTHS

### Unique Business Model

We are an Investment and Credit company with primary focus on financing pre-owned commercial vehicles. Our target customers comprise SRTOs / MRTOs, primarily hailing from rural / semi-urban area. These SRTOs / MRTOs generally find difficulty in obtaining finance from banks on account of their limited credit history and inability to meet the lending covenants of the banks. At the same time, local money lenders offer speedy and flexible finance however at extensively high rate. We identified this opportunity and positioned ourselves between banks and local money lenders to service this population. We have adopted a prompt loan approval and simple documentation procedures, set our offer rates between those of the banks and the money lenders. We believe that we, among the few financial institutions in the organized sector, satisfy the need of the target customers.

### ***Effective origination, credit appraisal and collection processes***

We have nearly four decades of experience in the asset financing business. We have established an effective process for origination, monitoring and collecting receivables which enabled us to generate the stable growth with control over asset quality.

Our target customers mainly hail from rural / semi-urban area. For such customer segment, the knowledge of local culture and long relationship with the customers play a key role for growth in the operation. We have adopted a distinguished and cost effective business origination policy, and we originate the business through our branch networks in association with marketing officers termed as Customer Service Points (“CSPs”). These CSPs are local residents of the area and have the domain knowledge of that area. They identify potential customers in defined area and maintain long term relationship with the existing customers. Further, this business model also enables us to be proactive and develop future products for our customers. Moreover, we find that the CSP arrangement is cost effective as they function from Small Office Home Office (“SOHO”) provided by our Company without having a formal branch set-up.

We have designed stringent evaluation process and credit policies to ensure the asset quality of our loans and the security provided for such loans. Our credit policy comprises classification of target customers in terms of track record, classification of assets, differentiated loan to value ratio for different class of customers and assets, limits on customer exposure etc. Further, in order to build quality assets and reduce NPA level, we have developed a culture of accountability by making our marketing officers responsible for loan administration, monitoring as well as recovery of the loans they originate. With our long-standing understanding and experience in the pre-owned vehicle finance segment, we have developed expertise in valuation of pre-owned vehicles which enables us to accurately determine a recoverable loan amount for commercial vehicle. We believe our Company has established a tested valuation technique for the assets which acts as a crucial entry barrier for others seeking to enter our market segment.

Our entire recovery and collection operation is administered in-house and we do not outsource loan recovery and collection operations. We believe that our loan recovery procedure is particularly well-suited to our target market in the commercial vehicle financing industry, as reflected by our high loan recovery ratios compared to others in the financial services industry, and we believe that this knowledge and relationship based recovery procedure is difficult to replicate in the short to medium term.

### ***Long-standing presence in Southern Regional market***

We have been operating in vehicle financing Industry for nearly four decades focusing on Southern part of India particularly in the States of Tamil Nadu and Kerala. We have a network of 49 branches with more than 90% branches located in Tamil Nadu and Kerala. We believe that our continuous focus and presence in the concentrated regional market enabled us to understand customer’s requirements and create long and trust-worthy relationship with them by providing quality service and support as per the requirements from proximate locations. At present, around 50% of our total business comes from the existing customers.

### ***Experienced senior management team***

Our Board consists of 8 (Eight) Directors, with wide experience in the automotive and/or financial services sectors. Our senior and middle management personnel have extensive experience, expertise and in-depth knowledge of industry. Majority of our senior management team have grown with our Company and have more than 15 years of experience with us. We believe that the industry knowledge and loyalty of our management and professionals provide us with a distinct competitive advantage.

### ***Association with Sakthi Group***

We are part of “Sakthi Group” of companies based in Coimbatore, South India. The Sakthi Group is a well-known and reputed Industrial conglomerate having presence in finance, sugar, industrial alcohol, automobile distribution, auto components, dairy, cogeneration, wind energy, transportation, IT Services, education, health-care etc. We benefit from the association with Sakthi Group as it provides us with a large pool of customers who believe and trust Sakthi Group.

### ***Positive long-term industry prospects***

The growth momentum in domestic commercial vehicle industry will have direct positive impact on the segment in which we operate. We believe that Commercial Vehicle (“CV”) industry will find its growth momentum back aided by increased thrust on infrastructure and rural sectors in the recent budget, potential implementation of fleet modernization or scrappage program and higher demand from consumption-driven sectors and e-commerce logistic service providers,

especially for LCVs and ICVs. The sustained economic growth, easy availability of finance and subdued interest rates, good monsoon season, government's strong focus on infrastructure development and urban infrastructure, increased freight movement due to the expected increase in activity in sectors such as agriculture, e-commerce, mining etc. are the key factors that will drive growth and expansion of the CV industry in the coming years.

## **BUSINESS STRATEGIES**

### ***Expanding our reach in Southern Region of India***

We have been operating in commercial vehicle financing segment through our branch network spread mainly in Southern Region of India. At present, we originate 90% of our business from the States of Tamil Nadu and Kerala and balance from other States viz. Karnataka, Andhra Pradesh and Union Territory of Puducherry. We believe that there is still good potential and growth available in Southern Region of India from our existing as well as new customers. We intend to strategically maintain and expand our reach in target market only by establishing additional branches and CSPs in the Southern Region particularly in Tamil Nadu and Kerala. In addition to the States of Tamil Nadu and Kerala, we also intend to gradually explore additional business opportunity in other parts of Southern region. Our customer origination and servicing efforts strategically focus on building long-term relationships with our existing customers and address specific issues in local business requirements of potential customers in the Southern region of India.

### ***Attract and retain talented professionals***

We believe that the experience and knowledge of our senior and middle management have played significant role in the growth of our Company. We have been successful in attracting and retaining a team of professionals with experience in credit evaluation, risk management, technology and marketing. We believe, we have created the right balance of performance and other economic incentives for our employees so that they will be motivated to develop business, achieve profitability targets and control risk. We will, from time to time, review our systems and procedures to enable us to respond effectively to changes in the business environment and enhance our overall performance.

### ***Improvement in credit rating to reduce cost of funding***

We meet our funding requirements through several sources viz. secured / unsecured non-convertible debentures on private placement basis, fixed deposit from retail investors, terms loan and working capital loan from banks / financial institutions, public issue of non-convertible debentures and private placement of subordinated debt. The RBI, vide its circular RBI/2014-15/299 DNBR (PD) CC.No.002/03.10.001/2014-15 dated November 10, 2014 (also mentioned vide RBI's Master Direction DNBR.PD.002/03.10.119/2016-17 dated August 25, 2016 updated as on November 22, 2019, placed certain restrictions on raising money by NBFCs through private placement in the form of non-convertible debentures and acceptance of fixed deposit. Previous to the RBI Circular, majority of our fund requirements had been met through private placement of non-convertible debentures and fixed deposit from retail investors. Accordingly, in view of the restrictions placed vide RBI circular, we have been concentrating and exploring alternative sources of fund viz. long term loan from banks / financial institution funding or public issue of non-convertible debentures or issue of rated secured/unsecured senior non-convertible debentures on private placement basis. The mobilization of funds from the alternative sources at competitive cost would need to maintain / upgrade the credit rating of our Company. Hence, we intend to improve our credit rating which assists in raising the fund at competitive rates and enhancement in profitability and financial position of the Company.

### ***Upgrade infrastructure and office equipment by incorporating the state of the art information technology system***

We believe that information technology is a strategic tool for our business operations to gain competitive advantage and to improve overall productivity and efficiency of the organization. All our technology initiatives are aimed at enhancing our service levels / customer convenience and improving loan administration and recovery while minimizing costs. We continue to implement technology led processing systems to make our appraisal and collection processes more efficient, facilitate rapid delivery of credit to our customers and augment the benefits of our relationship based approach. We believe deployment of strong technology systems enable us to respond to market opportunities and challenges swiftly, improve the quality of services to our customers, and improve our risk management capabilities.

## BUSINESS PROCESS

We have classified our business processes into three parts as under:

### 1) *Customer Acquisition and Retention (“CARE”)*

We primarily focus on soliciting new customers in target business segment as well as retaining existing customers. We originate our business through our branch network and marketing officers known as Customer Service Point (“CSP”). As on the date of Draft Prospectus, we have network of 49 branches located in the States of Tamil Nadu, Kerala, Karnataka, Andhra Pradesh and Union Territory of Puducherry. Each of our branch is linked to 3 - 5 CSPs. The CSPs are marketing officers belonging to local residence having the domain knowledge of that area which enables us in acquiring and retaining of customers. This will facilitate faster credit delivery to customer and maintain good relationship with customers. The CSPs identify the business opportunity in terms of business policy of the Company and link it to the branch concerned for further process.

We have developed effective sourcing and customer origination initiatives specifically targeted at SRTOs / MRTOs through establishing connection with various transport and other associations for procurement of database for scouting the new customers, publishing advertisements in print media and conducting road shows in the target market. Further, our existing customers/guarantors are also good source of business generation. We develop and maintain long-term personalized relationship with our existing customers, which enable us to generate business from same customers or through referral business.

### 2) *Customer Appraisal Process (“CAP”)*

On identifying suitable opportunity, the CSPs report it to the branch concerned for pre-appraisal process along with necessary documents and information. The CSPs and the cluster head / branch manager pre-appraise the business proposal in terms of the credit policy of the Company and verify customer profile, credit history, vehicular records, value of vehicle and KYC documents. They also conduct visit and inspect the vehicle, take chassis number pencil print / photo to determine genuineness and value of the asset to be financed.

The branch sends the proposal / report and recommendation along with all physical documents including inspection report to the credit appraisal team at Head Office. The appraisal process is centralized at Head Office and all the branches are linked through web which expedites appraisal process. The credit appraisal team examines independently profiles of all intended borrowers / guarantors, capacity and intention to repay the loan, vehicle inspection report and other relevant documents. External and Internal Dedupe Checks form part of our appraisal. In case a new entrant client in SFLs book, investigation is done by Field Investigation (“FI”) department of our Company which works independently. It collects information about prospective borrowers / guarantors, verify the facts and submit a report before sanctioning the loan to enable the credit department in taking suitable decision. On completion of evaluation process, the proposals along with field investigation report, if applicable, placed before the sanctioning authority for their approval. On approval by the sanctioning official or otherwise, the decision will be communicated to the cluster / CSPs. On fulfillment of the terms and conditions of such approval, the files are sent to Risk Containment Unit (“RCU”) and to payment section. For better risk management, RCU department re-verifies genuineness of various documents, particularly vehicle records, insurance policy, chassis /engine number genuineness etc. to eliminate risk at the nip itself, to facilitate genuine customers getting into our books by liaisoning with various departments like RTO, Insurance etc. After re-verification by RCU department, the payment will be made to the borrower with suitable intimation to the branch concerned.

### *Credit Policy*

We have designed a stringent credit policy to maintain our asset quality of hire purchase and the security provided for such loans. Our credit policy briefly includes:

<b>Classification of Assets</b>	We have classified assets under normal, negative and low profile category depending upon vehicle model, liquidity in market, market perception, nature etc. All assets coming under goods vehicle, passenger vehicle and infrastructure having income generating capacity which reduce our credit risk, comes under normal category. Other than normal category, assets have been classified under low and negative profile, which are not eligible for finance. We typically extend loans to vehicles that are not more than 10 years but age limit may vary as per usability in specific geographies.
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<b>Classification of Customers</b>	We primarily provide the vehicle finance to FTC / SRTOs / MRTOs and LFOs. To mitigate the credit risk, we classify customers under normal, low and negative profile depending upon their nature of occupation, business activities etc. We do not extend finance to customers coming under purview of negative / low profile category.
<b>Grading of Customers</b>	We segregate the eligible target customers into three categories on the basis of their credit track record viz. (a) Excellent Track Record (“ETR”) (b) Good Track Record (“GTR”) and (c) Acceptable Track Record (“ATR”). We adopt very stringent credit criteria with respect to Loan to Value ratio, interest rate, guarantors etc. Further our credit policy categorises customers as First Time Customer (“FTC”) who are new entrants. The exposure limit and loan to value ratio, depend upon category of customers.
<b>Differentiable Loan to Value (LTV) Ratio</b>	As a part of Credit Policy, we have pre-determined market value matrix for all eligible assets (including commercial / constructions / infrastructure vehicles). Further, we reckon customer category i.e. ETR / GTR / ATR, to arrive Loan to Value ratio. Further, our Credit Policy stipulates stringent criteria of Loan to Value ratio for customer’s categories under first time use funding policy. For arriving at valuation matrix, we follow the basis viz. (i) Market value as gathered from peers in the industry, sales details, etc., (ii) Opinion from authorized valuer for unregistered, non-routine assets, (iii) Insured Declared Value for registered/ unregistered, non-routine assets and (iv) Market value of the vehicles can be approved / altered, if required, within the financial year after getting approval from the Credit Committee.
<b>Defined Geographical Concentration</b>	As per the Policy, the Company will focus on the 4 Southern States i.e. Tamil Nadu, Kerala, Karnataka and Andhra Pradesh. The Policy also stipulates volume of business from each State and concentration of sector in respect of each State viz. transport, agriculture, construction equipment and others.
<b>Ceiling on Exposure</b>	As per the Policy, the Company will focus on the 4 Southern States i.e. Tamil Nadu, Kerala, Karnataka and Andhra Pradesh. The Policy also stipulates volume of business from each State and concentration of sector in respect of each State viz. transport, construction equipment agriculture and others. We stipulate exposure in terms of Loan to Value (LTV) percentage of the asset on the basis of customer profile, repayment culture and other relevant factors. Lending to single borrower is linked to profile, span of relationship, repayment culture and inherent strength of the customer / group. Lending to single borrower is restricted to 15% of net owned funds of the Company or 25% to single group of borrowers. We have delegated sanctioning power to various grades of sanctioning authority depending upon the exposure to a particular customer / group. We have also stipulated exposure limit for a particular customer / group customer, in excess of which the transaction will be forwarded to Credit Committee for sanction with the recommendation of Working Committee.
<b>Collateral and Guarantor requirement</b>	Loans must be secured by the personal guarantee of the borrower as well as at least one third party guarantor. The guarantor must be a commercial vehicle owner, preferably persons engaged in similar line, having ETR / GTR / ATR repayment record, having immovable properties and having good reputation.
<b>Vehicle Insurance</b>	The vehicle should have mandatory comprehensive insurance valid for at least 2 months. The insurance policy shall have endorsement in favour of our Company. .
<b>Key processes</b>	The policy stipulates key processes to be followed at various levels / departments in the organization for evaluation of credit worthiness of customer, tele-verification check, physical verification and CIBIL check report. As per the KYC Policy of the Company, all applicants have to provide copies of Adhaar Card / Valid Passport/ Driving License / PAN Card / Voter ID / Letter issued by the National Population Register containing details of name and address. A certified copy of an Officially Valid Document (“OVD”) containing details of photo identity and address.

### **Disbursement**

We disburse the advance amount on receipt of approval from sanctioning authority and submission of all necessary documents by the customers as per the terms and conditions of approval. The sanctioning officer retains evidence of the applicant’s acceptance of the terms and conditions of the loan as part of the loan documentation. Prior to the loan disbursement, the sanctioning officer ensures that a Know Your Customer checklist is completed by the applicant. The sanctioning officer verifies such information provided and includes such records in the relevant loan file. The sanctioning officer is also required to ensure that the contents of the loan documents are explained in detail to the borrower and guarantor either in English or in the local language of them and a statement to that effect is included as part of the loan documentation. The borrower is provided with a copy of the loan documents / agreements executed by him. Although our customers have the option of making payments by cash or cheque, we may require

the applicant to submit ECS mandate and bank details prior to any loan disbursement. For used vehicles, an endorsement on the registration certificate as well as the insurance policy must be executed in our favour.

### 3) *Customer Asset Management Process (“CAMP”)*

The critical success factor of an NBFC is its ability to manage the advance portfolio and recover the money lent on due dates. There is a team at Head Office, which continuously monitor the recovery and offers support to branches and CSPs on exceptional accounts which pose collection problems.

The loan documentation, administration and monitoring plays a crucial role in maintaining asset quality by initiating desirable action at appropriate time. On intimation of sanctioning the finance, branch concerned takes care of execution of loan agreement / hire purchase agreement with the borrower and guarantor and other relevant documents. The loan repayment schedule is attached to the agreement. We hand over a copy of loan agreement / hire purchase agreement, repayment schedule and terms and conditions of hire purchase agreement to customers for their record. As a service to our customers, the CSP offers to visit the customers on the payment date to collect the instalments due. We monitor the track record of our customers regularly on monthly basis covering outstanding tenor and amount of loan, number of instalments due and default committed.

With view to enhance the operational efficiency, we have clearly defined area as well as limit on number of loan accounts to be evaluated and monitored by each branch office and CSP. Each branch operates within the radius of 100 km and CSP operates within a radius of 40 km under the relevant branch jurisdiction. Each branch administers and monitors 500 to 1000 accounts. Each CSP administers and monitors 150 to 250 customers and in the event of a CSP reaching the mark of 150 customers, we provide the assistance of one or two support officers, depending upon the number of further accounts operated by him to assist in the loan monitoring process. Once a CSP reaches the level of 300 customers mark, the CSP is converted into a full-fledged Branch with necessary infrastructure and information system.

We have also clearly defined authority level to monitor in the event of delay in making the payment of loan instalments. For instances, any delay between (a) 30-90 days monitored by branch manager (b) 90-180 days by collection specialists (c) 180-270 days by CAMP officer and (d) more than 270 days by the Head Office through its CAMP department and legal department.

#### *Collection and Recovery*

In case of delay in payment, we personally visit the customer place, interact and find out the reason for delay and genuineness. In case, we are satisfied with the difficulty of customer, we restructure the loan payment schedule accordingly. We also issue notice to the customers as well as guarantors about delay in making payment. In the event of delay or non-payment of dues, we repossess the vehicle and liquidate the same and recover balance outstanding dues. If the amount recovered from liquidating vehicle is not sufficient to clear our dues, we take legal recourse against the borrowers and guarantors.

### **WINDMILL OPERATION**

In addition to finance business, we generate power from windmills and sell it to Tamil Nadu Electricity Board and Gujarat Urja Vikas Nigam Limited. At present, we have 17 windmills with aggregate capacity of 5,150 KW located in the States of Tamil Nadu and Gujarat. The details of our windmills are given as under:

<b>Location</b>	<b>Number of windmills</b>	<b>Total capacity (kW)</b>	<b>Land area (Acre)</b>
Ponnapuram Village, Dharapuram Taluk, Tirupur Dist.	3	675	20.00
Munduelampatti Village, Dharapuram Taluk, Tirupur Dist.	3	750	5.10
Veppilankulam Village, Tirunelveli Dist.	8	1,800	4.73
Panathampatti, Metrathi Village, Udumalpet Taluk, Tirupur Dist.	1	225	1.97
Mouje Village, Mota Gunda, Bhavnad Taluk, Jamnagar Dist*	2	1,700	4.94*
<b>Total</b>	<b>17</b>	<b>5,150</b>	<b>36.74</b>

\* All the above lands are owned by us except for the piece of the lands occupied at Jamnagar for windmill operation is on lease basis for a period of 30 years with effect from January 31, 2011.

## SELECTED FINANCIAL INFORMATION

### Disbursals

For FY 2020 we have disbursed loan of ₹ 67,131.64lakh as against ₹ 52,561.91 lakh for FY 2016, achieving a CAGR of 6.30% during the period under consideration. The break-up of disbursals across our business operations are as under:

Disbursement	For 9 Months Ended December 31, 2020		For the FY March 31,									
			2020		2019		2018		2017		2016	
	₹ Lakh	%	₹ Lakh	%	₹ Lakh	%	₹ Lakh	%	₹ Lakh	%	₹ Lakh	%
Commercial Vehicle Finance	24,480.01	98.53	65,120.76	97.00	56,319.72	97.53	52,995.76	96.42	47,471.71	88.25	47,638.49	90.63
Infrastructure Equipment Finance	251.33	1.01	1,525.17	2.27	993.00	1.72	1,180.17	2.15	1,622.82	3.02	1,316.82	2.51
Others	113.70	0.46	485.71	0.73	434.28	0.75	788.14	1.43	4,696.16	8.73	3,606.60	6.86
<b>Total</b>	<b>24,845.04</b>	<b>100.00</b>	<b>67,131.64</b>	<b>100.00</b>	<b>57,747.00</b>	<b>100.00</b>	<b>54,964.07</b>	<b>100.00</b>	<b>53,790.69</b>	<b>100.00</b>	<b>52,561.91</b>	<b>100.00</b>

### Asset Classification and Provisioning Policy

The Non-Banking Financial Company - Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions 2016 (“**Master Directions**”) provide standards for asset classification, treatment of NPAs and provisioning against NPAs for deposit-taking NBFCs in India.

Our Company holds provisions as per the expected credit loss framework provided under Ind AS 109. The RBI requires us to simultaneously compute provisions as per extant prudential norms on income recognition, asset classification and provisioning and appropriate from net profit or loss after tax, the difference between the aggregate provisioning at the individual company level using the two approaches to a separate impairment reserve. Any withdrawals from this reserve can be done only with prior permission from the RBI.

The impairment loss allowance is provided based on the Expected Credit Loss (“**ECL**”) model. The ECL is based in the credit losses expected to arise over the life of the financial asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months’ expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The Company has categorized its loans into Stage 1, Stage 2 and Stage 3, as detailed below:

#### Stage 1:

Financial assets, where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, are classified under this stage. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 and 3. The Company provides 12-month ECL for Stage 1 assets.

#### Stage 2:

Financial assets, where there has been a significant increase in credit risk since initial recognition but do not have an objective evidence of impairment, are classified under this stage. The Company provides Lifetime ECL for Stage 2 assets.

#### Stage 3:

90 Days Past Due is considered as default for classifying a financial instrument as credit impaired. For exposures that have become credit impaired, a lifetime ECL is recognised and interest income is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.



The following table set out details regarding the classification of credit exposure:

**a. Asset classification as per IGAAP and RBI**

Particulars	As at March 31					
	2018		2017		2016	
	₹ lakh	%	₹ lakh	%	₹ lakh	%
<b>Standard Assets</b>	87047.27	94.89	88395.03	95.72	91684.22	98.20
<b>Gross NPA of which:</b>	4689.02	5.11	3952.44	4.28	1678.99	1.80
<b>Sub-standard</b>	2258.58	2.46	3121.48	3.38	907.19	0.98
<b>Doubtful</b>	2054.78	2.24	742.92	0.80	694.16	0.74
<b>Loss</b>	375.66	0.41	88.04	0.10	77.64	0.08
<b>Total loan assets / gross credit exposure</b>	91736.29	100.00	92347.47	100.00	93363.21	100.00
Provision for non-performing assets (₹ lakh)	1695.78		1214.75		857.82	
<b>Amount Written off</b>	297.84	0.32	482.44	0.52	470.74	0.50

**b. As per RBI Returns and Ind AS 109 compliance**

Particulars	As at Dec 31, 2020		As at March 31, 2020		As at March 31, 2019	
	₹ lakh	%	₹ lakh	%	₹ lakh	%
<b>(I) RBI Returns- IRCAP</b>						
<b>Standard Assets</b>	108377.73	94.87	104684.94	94.87	90348.14	94.95
<b>Gross NPA of which:</b>	5860.70	5.13	5662.99	5.13	4803.09	5.05
<b>Sub-standard</b>	2514.18	2.20	2561.83	2.32	2092.48	2.20
<b>Doubtful</b>	1105.54	0.97	1537.64	1.39	1956.35	2.06
<b>Loss</b>	2240.98	1.96	1563.52	1.42	754.26	0.79
<b>Total loan assets / gross credit exposure</b>	114238.43	100.00	110347.93	100.00	95151.23	100.00
Provision for non-performing assets –IRCAP	3043.59		2640.39		2066.17	
Amount written-off	25.61	0.02	170.29	0.15	264.64	0.28
<b>(II) Ind AS 109 –ECL Allowance</b>						
Gross Carrying Amount of Assets	114238.43		110037.71		95149.43	
Stage 3 Gross Loan Assets	5859.56	5.14	4983.03	4.53	4657.01	4.89
ECL Allowances (All Stages)	3551.46		2571.69		2086.19	
Net Carrying Amount of Assets	110686.97		107466.02		93062.81	
Stage 3 Net Loan Assets (% denote as % on Net Carrying Amount of Assets)	2308.10	2.09	2411.32	2.24	2564.81	2.76
<b>Amount Written-off</b>	25.61		170.29		264.65	

Source: Periodic RBI returns and Restated Financial Information:

**Funding sources**

We source our funds requirement through a combination of equity, preference capital, public deposits and debt, depending upon the prevailing cost of the debt and its forecast of future movement. Our Company has formulated a resource raising policy, with an objective to give direction for raising resources at competitive cost, maintaining adequate liquidity level, maintaining the mismatch level between asset maturity pattern and liability maturity pattern within the tolerance level and maintaining leveraging level to net owned fund.

The total funds deployed and combination of shareholders fund and debt fund for the last five years is as under:

(₹lakh)

As on	Shareholder Funds*	Total Debt funds #	Debt Equity ratio
31-Dec-20	16,418.41	105,677.59	6.44
31-Mar-20	16,051.53	102,280.44	6.37
31-Mar-19	15,981.73	90,950.00	5.69
31-Mar-18	15,148.39	88,963.53	5.87
31-Mar-17	14,559.99	88,235.26	6.06
31-Mar-16	13,494.15	88,495.44	6.56

\* Share capital [Equity and Preference capital] + Reserves and Surplus (excluding revaluation reserve) - miscellaneous expenditure (to the extent not written off or adjusted) till year ended/ as at March 31, 2019

# In total debt funds, secured and unsecured loan also include interest accrued and due thereon. (Preference capital as debt) since April 01, 2019.

### Debt fund

Our debt funding currently comprises several sources viz. deposits, non-convertible debentures, term loans, working capital demand loan for varying periods. The composition of debt fund of the Company is as under:

Particulars	As at December 31, 2020		As at March 31,									
			2020		2019		2018		2017		2016	
	₹ lakh	%	₹ lakh	%	₹ lakh	%	₹ lakh	%	₹ lakh	%	₹ lakh	%
<b>SECURED LOANS</b>												
Redeemable non- convertible debentures (Private Placement)	12,938	12	10,682	10	9,015	10	6,236	7	4,828	5	7,737	9
Redeemable non- convertible debentures (Public Issue)	17023.16	16	20926.77	20	14934	16	22,432	25	23,010	26	10,634	12
Term loans from financial institutions, and other lenders	9650.80	9	6718.22	7	3830	4	5,188	6	7,457	8	9,878	11
Cash credit and demand Loans from Banks	14790.35	14	14558.34	14	17016	19	14,384	16	14,797	17	21,940	25
<b>TOTAL SECURED LOANS (A)</b>	<b>54402.59</b>	<b>51</b>	<b>52885.43</b>	<b>52</b>	<b>44795</b>	<b>49</b>	<b>48,239</b>	<b>54</b>	<b>50,093</b>	<b>57</b>	<b>50,189</b>	<b>57</b>
<b>UNSECURED LOANS</b>												
Preference Share Capital	1601.25	2	1635	2	0	0	0	0	0	0	0	0
Fixed deposits	18113.90	17	19737.59	19	18798	21	17,432	20	16,082	18	17,343	20
Subordinated debt	25122.87	24	23445.07	23	24856	27	20,791	23	19,559	22	18,460	21
Redeemable non- convertible debentures (Public Issue)	6436.98	6	4577.35	4								
Senior unsecured Redeemable non- convertible debentures	0	0	0	0	2501	3	2,501	3	2,502	3	2,503	3
<b>TOTAL UNSECURED LOANS (B)</b>	<b>51275</b>	<b>49</b>	<b>49395.01</b>	<b>48</b>	<b>46155</b>	<b>51</b>	<b>40,724</b>	<b>46</b>	<b>38,142</b>	<b>43</b>	<b>38,306</b>	<b>43</b>
<b>TOTAL LOAN FUNDS (A+B)</b>	<b>105677.59</b>	<b>100</b>	<b>102280.44</b>	<b>100</b>	<b>90950</b>	<b>100</b>	<b>88,964</b>	<b>100</b>	<b>88,235</b>	<b>100</b>	<b>88,495</b>	<b>100</b>

The above figure include interest accrued and due thereon.

The figures as at December 31, 2020 are based on the Restated Financial Statements submitted by the Company.

Our short term fund requirements are primarily funded by cash credit from banks including working capital demand loans. Cash credit from banks including working capital demand loans outstanding as at December 31, 2020 was ₹ 14790.35 lakh.

We are registered as a deposit-taking NBFC with the RBI under Section 45-IA of the Reserve Bank of India Act, 1934, which authorizes us to accept deposits from the public. As at December 31, 2020, we had fixed deposits outstanding of ₹ 18,114 lakh.

The average cost of debt funds is as under: (As at March 31)

2020	2019	2018	2017	2016
QA	11.00%	11.71%	11.74%	11.40%

We believe that we have developed a stable and long-term relationships with our lenders and established a track record of timely servicing of our debts, and have been able to secure funds at competitive rate.

### Capital Adequacy Ratio

We are subject to the Capital Adequacy Ratio (“CAR”) or Capital to Risk Adjusted Ratio (“CRAR”) requirements prescribed by the RBI. As per RBI notification dated February 17, 2011, (amended from time to time) all Deposit-Taking NBFCs have to maintain a minimum capital ratio, consisting of Tier I and Tier II Capital, which shall not be less than 15.00% of its aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items *w.e.f.* March 31, 2012. Further, pursuant to RBI Circular dated November 10, 2014, all NBFCs-D, shall maintain a minimum Tier I Capital of 10%. Our Company maintains stipulated Capital Adequacy Ratio. The following table sets out our CRAR as on the dates indicated:

(₹ Lakh)

Particulars	As at December 31, 2020	As at March 31,				
		2020	2019	2018	2017	2016
Eligible Tier I Capital	15428.13	15357.08	13887.80	13515.18	12945.57	11830.67
Eligible Tier II Capital	10875.47	10768.57	9596.46	4115.95	7319.57	8088.33
<b>Total Capital</b>	<b>26303.60</b>	<b>26125.65</b>	<b>23484.26</b>	<b>17631.13</b>	<b>20265.14</b>	<b>19919.00</b>
<b>Risk Weighted Assets</b>						
Adjusted value of funded risk assets	121012.77	118528.80	104388.56	101707.54	102045.67	101879.61
Adjusted value of non-funded risk assets	669.06	669.06	669.06	669.06	664.15	704.30
Total Risk Weighted Assets	121681.83	119197.86	105057.62	102376.60	102709.82	102583.91
<b>Capital Adequacy Ratio (%)</b>	<b>21.62</b>	<b>21.91</b>	<b>22.35</b>	<b>17.22</b>	<b>19.73</b>	<b>19.42</b>
Tier I Capital (%)	12.68	12.88	13.22	13.20	12.60	11.54
Tier II Capital (%)	8.94	9.03	9.13	4.02	7.13	7.88

### Credit Rating

The cost and availability of capital is also dependent on our short-term and long-term credit ratings. Ratings reflect a rating agency’s opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. The following table sets out our credit ratings for FY 2020-2021:

Rating Agency	Instruments	Rating	Limit (₹ lakh)
ICRA Limited	Non-convertible debenture (Proposed)	[ICRA] BBB (Stable)	20,000
ICRA Limited	NCD (Listed and Unlisted)	[ICRA] BBB (Stable)	31,771
ICRA Limited	Fund Based Term Loan	[ICRA] BBB (Stable)	8,310
ICRA Limited	Fund Based Long Term Facilities from Banks - Cash Credit (CC)	[ICRA] BBB (Stable)	13,166
ICRA Limited	Fund Based Interchangeable (as a sub limit of Cash Credit)	[ICRA] BBB (Stable) / [ICRA] A2	6,066
ICRA Limited	Short Term Facilities from Banks – WCDL	[ICRA] A2	10,000
ICRA Limited	Fixed Deposits	MA- (Stable)	-

*The ratings provided by credit rating agency may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions.*

## **INSURANCE**

We maintain insurance cover for our free-hold / lease-hold and tangible properties and infrastructure at all owned premises which provide insurance cover against loss or damage by fire, earthquake, electrical and machinery break-down. Further, we maintain insurance cover for cash in safe for the office premises and cash in transit policy which provides insurance cover against loss or damage by employee theft, burglary, house breaking and hold up.

## **RISK MANAGEMENT**

Effective Risk Management is fundamental to success in the financial services industry and a basic expectation of shareholders, regulators and customers. We are exposed to several risks in the course of our business viz. Credit Risk, Market Risk, Liquidity Risk and Interest Rate Risk, Operational Risk, Reputational Risk, Cash Management Risk and Regulatory and Compliance Risk. We have evolved a strong, integrated and comprehensive risk-assessment process which has resulted in stable growth with good asset quality. We have established Risk Management Committee which reviews risk management policy developed by the management, reviews the annual risk management framework document and periodically reviews the process for systematic identification and assessment of the business risk. We also periodically monitor the critical risk exposure and report to the board the details of any significant developments and make recommendations to the Board on need basis for effective risk management. The key risks and risk mitigation process we apply to address these risks are summarized below:

### **Market Risk: Interest Rate Risk and Liquidity Risk**

#### ***Interest Rate Risk***

Our Company's assets and liabilities consist of items sensitive to re-pricing as well as non-sensitive items. The difference between interest rate sensitive assets and liabilities affect net interest margin or net interest income. Net interest income is the difference between our interest income and interest expense. Since our balance sheet consists of rupee assets and rupee liabilities, movements in domestic interest rates constitute the primary source of interest rate risk. We assess and manage the interest rate risk on our balance sheet through the process of asset liability management. We borrow funds at fixed and floating rates of interest, while we extend credit at fixed rates. In the absence of proper planning and in a market where liquidity is limited, our net interest margin may decline, which may impact our revenues and ability to exploit business opportunities. We have developed stable and long-term relationships with our lenders, and established a track record of timely servicing of our debts. This has enabled us to become a preferred customer with most of the major banks and financial institutions with whom we do business. An interest rate gap statement is prepared by classifying assets and liabilities into various time period categories according to contracted maturity on monthly basis. The difference between the amount of assets and liabilities maturing would give an indication of the extent of exposure to the risk of potential changes in the margin. Based on the above, ALCO would propose for a pricing of products including sources of funds. Moreover, our valuation capabilities enable us to invest in good quality assets with stable, attractive yields.

#### ***Liquidity Risk***

Measuring and managing liquidity needs are vital for effective operation of the company. Liquidity risk arises due to non-availability of adequate funds or non-availability of adequate funds at an appropriate cost or of appropriate tenor, to meet our business requirements. We actively monitor our liquidity position and attempt to maintain adequate liquidity at all times to meet all requirements of all depositors and debenture holders while also meeting the requirements of lending. We prepare maturity gap analysis to review the liquidity position. Dynamic analysis is also done to enable requirement of liquidity for short term fund requirement. Further, we have developed expertise in mobilizing long-term and short-term funds at competitive interest rates, according to the requirements of the situation. As a matter of practice, we generally do not deploy funds raised on short term borrowing for long-term lending.

For management of interest rate risk and liquidity risk, the Board has constituted an Asset Liability Management Committee ("ALCO"). The primary objective of ALCO is to review at periodic intervals the liquidity risk, interest rate risk sensitivity and the pricing of various products of our Company.

#### ***Credit Risk***

Credit risk is the risk of loss that may occur from the default by our customers under the loan agreements with us. As stated above, borrower defaults and inadequate collateral may lead to higher NPAs. We minimize credit risk by requiring that each loan must be guaranteed by another commercial vehicle operator in the same locality as the borrower, preferably by an existing or former borrower. Furthermore, we lend on a relationship based models and our loan recovery ratios indicate the effectiveness of this approach for our target customer base. We also employ advanced credit assessment

procedures, which include verifying the identity and checking references of the proposed customer thoroughly at the lead generation stage. Our extensive regional presence also enables us to maintain regular direct contact with our customers. In this regard, we assign personal responsibility to each member of the lead generation team for the timely recovery of the loans they originate, closely monitoring their performance against our Company's standards and maintain client and vehicles-wise exposure limits. The company has an effective post sanction monitoring process, supervision and follow-up to identify credit portfolio trends and early warning signals. This enables to implement necessary changes to the credit policy, whenever the need arises.

### ***Operational Risk***

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems or from external events. The operational risks are managed through comprehensive internal control systems and procedures and key back-up processes. We have evolved a system of submission of exceptional reports for procedural lapses at the branches level, risk-based audits on a regular basis across all business units/functions and IT disaster recovery plans for evaluating key operational risks.

### ***Cash Management Risk***

Our Head Office and branch offices collect and manage large volume of cash of customers' payments. Lack of proper cash management practices could lead to losses. To address cash management risks, our company has formulated a cash management policy with an object to establish proper systems and procedures, safety and security in relation to cash management of the company at our head office and branches. The policy covers activities like custody of cash and other valuables during business hours and overnight as also while in transit, custody of its keys / duplicate keys, adequacy of insurance over its property, cash retention limit and system of monitoring, security arrangements, systems in place to deal with theft / robbery etc. The collection of cash is made through ERP, if the cash is collected at the branch and using hand-held device if the cash is collected in the field. In case of hand-held devices, the receipts issued are to be transferred to S3G (system for advances) application server maintained at Head Office immediately and the collection staffs are advised to deposit the cash collection into our company's bank account either on the same day or on the next working day. In case cash is not deposited on the same day, it is to be reported to the senior executives at Head Office by way of auto generated system report, who regularly monitor the collections and remittance of cash on daily basis. Our company has also put limit on acceptance of cash in aggregate from a person in a day, in respect of a single transaction and in respect of transactions relating to one event or occasion from a person. Further, we conduct regular audits to ensure the highest levels of compliance with our cash management systems.

### ***Reputational Risk***

The Reputation risk arises from the negative public opinion. Such type of risk may arise from the failure to assess and control compliance risk and can result in harm to existing or potential business relationships. We continually solicit feedback from employees and customers on issues concerning the image of the company and negative public opinion, if any, address on priority basis.

### ***Regulatory and Compliance Risk***

Regulatory and compliance risk are the risks to earnings or capital arising from violations of, or non-conformance with, laws, rules, regulations, prescribed practices, internal policies, and procedures, or ethical standards. The regulatory and compliance risk will also be result of any changes made in laws, rules or regulations to comply with. There may be some differences in interpretation of regulations by the company *vis-à-vis* that of the regulators. Our Company has adopted a watch dog approach in the system ensuring compliance of laws and regulations by risk management on an on-going basis and ensuring timely submission of periodical reports to regulatory authorities is put in place to avoid legal/compliance risk, Further, our Company has engaged experienced professionals in different departments in order to take care of compliance with the applicable laws, rules and regulations and guidelines affecting company's business. Our Company also takes advice from reputed external consultants in respect to the laws, rules or regulations affecting the company's business.

## **EMPLOYEES**

The availability of experienced and quality human resource play significant role in the growth and maintaining the asset quality of the Company. Our human resource policy is to establish and build a strong performance and competency-driven culture with higher sense of accountability and responsibility among employees. We are taking necessary steps to

strengthen the organizational competency through training at all levels and installing effective systems. Our total employee strength was 511 as on March 31, 2021.

We have built our human resource primarily by recruiting experienced personnel in the segments. We also identify interested fresh graduates in our business segment and transform them into competent work force even at the entry level by providing training in all facets of business including procurement, appraisal, legal, regulatory requirements and financial matters. Under our training programme, we emphasize both classroom training as well as on-the-job skills acquisition. Post recruitment, an employee undergoes induction training to gain an understanding of our Company and our operations. We also conduct training and development program on regular basis to upgrade knowledge, skills and performance of the employees. Since success of our operation primarily depends on closeness with our customers, we prefer to hire our workforce from the locality in which they will operate, in order to benefit from their knowledge of the local culture, language, preferences and territory. Further, since our marketing officers are responsible for customer origination, loan administration and monitoring as well as loan recovery it enables them to develop strong relationships with our customers.

Our organizational structure relies on efficient communication and feedback system. We evaluate the performance of our employees at regular interval in line with target allocated to them. We provide a performance-based monetary as well as non-monetary incentive to the employees along with progressive career path. In the event of low or moderate performance, we deliberate it with employee, identify the reason and take appropriate steps in the form of extending training or support from branch office to achieve the desired performance.

## **TECHNOLOGY**

We have a suitable software set-up for handling the hire purchase, financial accounting and fixed deposits related operations in an integrated manner to support the growth of the Company and also to enhance the associated services. For hire purchase operations, we are using an application called S3G (Smartlend 3rd Generation) and for financial accounting / costing / assets management and fixed deposit operations, we are using SAP ERP software. The requisite hardware, software, networking and power-conditioning components are in place to support the effective deployment of the business applications. Suitable Business Continuity Management ("**BCM**") measures are in place including the Disaster Recovery ("**DR**") set-up.

All the business units including the branches are well connected to the Coimbatore Head Office through Software Defined - Wide Area Network ("**SD-WAN**") arrangement to access the centralized software applications in a secured manner. Automation is being done in all possible avenues including the enablement of the marketing officers with computers, hand-held devices, smart phones etc. for handling their jobs effectively.

The reputed Customer Relationship Management ("**CRM**") application, salesforce.com is being implemented to shorten the turn-around-time of the marketing operations till the payment stage and also to enhance the productivity of the marketing officers. Our company has also taken steps to interact with all stake holders through video and audio conferencing and electronic means as well. A web enabled mobile application is implemented to enable the effective collection by the front-end team. A reputed and web enabled application, peoplestrong.com is in place to handle the entire cycle of the Human resources related operations. MS365 platform is also established to enable the collaboration among the internal stake-holders through emails, chats, video and audio conferencing facilities.

## **PROPERTY**

Our Registered and Head Office is situated at 62, Dr. Nanjappa Road, Coimbatore - 641018. The registered office building is owned by us while the land on which the registered office built was taken by our Company on lease basis from Sri. M. Srinivaasan, Director of our Company vide a lease agreement executed on February 18, 2020 for a period of 11 months commencing from February 01, 2020 with a provision for renewal thereafter on mutually agreed terms and conditions. We are in the process of entering into a fresh lease deed for the same.

We operate our business operation through network of branches and CSP. Except for Mumbai and Madurai branch offices, which are owned by us, all other branches are occupied by us on lease or license basis. We own land which comprises for our windmill operations, the brief details of which are furnished at page 86 of Chapter titled "**Our Business**" of the Draft Prospectus. We also hold 6 other immovable properties which are used for various other purposes by our Company. Our Company has acquired a piece of land in Coimbatore for Corporate Office purpose.

## Intellectual Property

We have made an application for registration of our logo with Registrar of Trademarks, Chennai Tamil Nadu, which is pending for registration. However, we use this  as logo, which is not yet registered under Trade Marks Act, 1999, till date except for use in Malayalam.

## COMPETITION

We are an Investment and Credit company with primary focus on financing pre-owned commercial vehicle and our target customers comprise SRTOs / MRTOs. In this segment, we primarily face the competition from the private unorganized financiers that principally operate in the local market. Unorganized players cater to the bulk of demand for pre-owned truck financing. These unorganized players have significant local market expertise, but lack brand image and organizational structure. The small private financiers have also limited access to funds and may not be able to compete with us on interest rates extended to borrowers, which we are able to maintain at competitive levels because of our access to a variety of comparatively lower cost funding sources and operational efficiencies from our scale of operations. However, private operators may attract certain clients who are unable to otherwise comply with our loan requirements, such as the absence of an acceptable guarantor or failure of the commercial vehicle to meet our asset valuation benchmarks.

Organized players like Banks and larger NBFCs are entering this refinance business. However most of our customers are not a focus segment for banks or large NBFCs, as these customers lack substantial credit history and other financial documentation on which many such financial institutions rely to identify and target new customers. Even though more NBFCs are entering into this segment, we believe that only NBFCs with good network of field staff, effective relationship management and customer evaluation tools can succeed in this business. Our long presence in the segment with experience-based valuation methodology, growing customer base and relationship-based approach are key competitive advantages against new market entrants.

## COLLABORATIONS

Except as disclosed in the Draft Prospectus, our Company has not entered into any collaboration, any performance guarantee or assistance in marketing by any collaborators.

## CORPORATE SOCIAL RESPONSIBILITY

Recognizing our social responsibility, we undertake various initiatives aimed at contributing to society at large, including supporting various charitable projects and social welfare activities.

For the Fiscals 2020, 2019, 2018, 2017, and 2016, we incurred ₹ 12.19 lakh ₹ 40.79 lakh ₹ 79.68 lakh\*, ₹ 10.21 lakh, and ₹ 49.07 lakh respectively on CSR initiatives.

(\* ₹ 79.68 lakh includes ₹ 34.47 lakh spent for the FY 2016-17)

Our Company has so far spent ₹ 12.19 lakhs as against the required amount to be spent during the financial year 2019-20. Due to Covid-19 pandemic lockdown during March - May 2020, the company was unable to spend the balance amount of ₹ 26.34 lakhs.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was promoted by Late Dr. N. Mahalingam and incorporated as “The Pollachi Credit Society Private Limited” on March 30, 1955 under the Indian Companies Act, 1913. Our Company was later converted into a public limited company and the name of our Company was changed to Sakthi Finance Limited on July 27, 1967 and a fresh Certificate of Incorporation was obtained from Registrar of Companies, Madras. Our Company came out with its first public issue of equity shares in 1984 and mobilized ₹ 75 lakh and the Equity Shares of the Company were listed on BSE, MSE, The Delhi Stock Exchange Limited and Bangalore Stock Exchange Limited. At present, the Equity Shares of our Company are listed only at BSE Limited. The corporate identification number of our Company is L65910TZ1955PLC000145.

Our Company holds a certificate of registration issued by the RBI dated April 17, 2007 bearing registration No. 07-00252 to carry on the activities of an NBFC under Section 45-IA of the RBI Act, 1934 as an NBFC-Investment and Credit Company -Deposit-Taking (earlier called as Asset Finance Company). Our Company’s business currently involves acceptance of deposits, non-convertible debentures, hire purchase financing of commercial vehicles, machinery etc. with its main focus on the financing of pre-owned commercial vehicles. Presently, we have a network of 49 branch offices located in Tamil Nadu, Kerala, Andhra Pradesh, Karnataka, Maharashtra, New Delhi and Union Territory of Puducherry. For details in relation to our business activities, please refer Chapter titled “*Our Business*” on page 79.

### Disclosures required under Section 30 of the Companies Act, 2013

The signatories to the Memorandum of Association were Dr. N. Mahalingam and Mr. A. Subramaniam who had subscribed to 10 and 5 equity shares of ₹ 1,000 each respectively of the Company. The liability of the members of our Company is limited by shares.

### Changes in registered office of our Company

At present our Registered Office is situated at 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore 641 018, Tamil Nadu. The details of change in the registered office are as under:

Date of change	Address changed	
	From	To
01/06/1961	4&4A, Goods Shed Road, Pollachi - 642001	28, Nachimuthu Gounder Street, Pollachi – 642001
09/09/1967	28, Nachimuthu Gounder Street, Pollachi - 642001	62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore – 641018

### Key events, milestones and achievements since FY 1984 -85

FY	Particulars
1984-85	<ul style="list-style-type: none"> <li>▪ Company made an initial public issue of Equity Shares for ₹ 75 lakh.</li> <li>▪ The Equity Shares were listed on BSE, MSE and Delhi Stock Exchange Ltd.</li> </ul>
1985-86	<ul style="list-style-type: none"> <li>▪ Fixed deposit acceptance crossed ₹ 1,000 lakh</li> <li>▪ Company expanded safe deposit locker operations</li> <li>▪ Stock on hire limit crossed ₹ 1,000 lakh</li> <li>▪ 10 branch offices opened</li> </ul>
1986-87	<ul style="list-style-type: none"> <li>▪ Stock on hire limit crossed ₹ 2,500 lakh</li> <li>▪ Paid up capital rises to ₹100 lakh</li> </ul>
1987-88	<ul style="list-style-type: none"> <li>▪ Gross income exceeded ₹ 1,000 lakh</li> <li>▪ Crossed limit of 25 branch offices</li> </ul>
1988-89	<ul style="list-style-type: none"> <li>▪ Fixed deposit acceptance crossed ₹ 6,000 lakh</li> <li>▪ Number of fixed depositors crossed 1,00,000 mark</li> <li>▪ Crossed limit of 38 branch offices</li> </ul>
1989-90	<ul style="list-style-type: none"> <li>▪ Fixed deposit acceptance crossed ₹ 8,000 lakh</li> </ul>
1990-91	<ul style="list-style-type: none"> <li>▪ Fixed deposit acceptance crossed ₹10,000 lakh</li> <li>▪ Stock on hire crossed ₹ 7,000 lakh</li> <li>▪ Gross income crossed ₹ 2,500 lakh</li> <li>▪ Net worth crossed ₹ 1,000 lakh</li> </ul>
1991-92	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 7,500 lakh</li> </ul>
1992-93	<ul style="list-style-type: none"> <li>▪ Fixed deposit acceptance crossed ₹ 12,000 lakh</li> </ul>
1993-94	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 10,000 lakh</li> <li>▪ Bank borrowings limit crossed ₹ 1,000 lakh</li> </ul>
1994-95	<ul style="list-style-type: none"> <li>▪ Company obtains credit rating of MA from ICRA Ltd for its fixed deposit programme</li> <li>▪ Bank borrowings limit crossed ₹ 2,500 lakh</li> </ul>



FY	Particulars
	<ul style="list-style-type: none"> <li>▪ Net worth crossed ₹ 2,500 lakh</li> <li>▪ Fixed deposit acceptance crossed ₹ 17,500 lakh</li> <li>▪ Net profit exceeded ₹ 500 lakh</li> </ul>
1995-96	<ul style="list-style-type: none"> <li>▪ ICRA upgraded company's fixed deposit programme to MA+</li> <li>▪ Gross income crossed ₹ 5,000 lakh</li> <li>▪ New Head Office building inaugurated</li> <li>▪ Equity Shares listed in Coimbatore Stock Exchange Limited</li> </ul>
1996-97	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 22,000 lakh</li> </ul>
1997-98	<ul style="list-style-type: none"> <li>▪ New prudential norms of RBI adopted</li> <li>▪ Retail secured redeemable non-convertible debentures were issued on private placement basis</li> </ul>
1998-99 (18 months)	<ul style="list-style-type: none"> <li>▪ RBI registration obtained to function as an NBFC</li> <li>▪ Gross income crossed limit of ₹ 7,500 lakh</li> <li>▪ Retail secured redeemable non-convertible debentures crossed ₹ 3,000 lakh</li> </ul>
1999-01 (18 months)	<ul style="list-style-type: none"> <li>▪ Net worth crossed ₹ 3,000 lakh</li> </ul>
2001-02	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 14,000 lakh</li> </ul>
2004-05	<ul style="list-style-type: none"> <li>▪ Net stock on hire crossed ₹ 15,000 lakh</li> <li>▪ The shares of the Company delisted from Coimbatore and Delhi Stock Exchanges Limited</li> </ul>
2005-06	<ul style="list-style-type: none"> <li>▪ Retail non- convertible debentures crossed ₹ 6,000 lakh</li> </ul>
2006-07	<ul style="list-style-type: none"> <li>▪ Classified as an Asset Finance Company by RBI</li> <li>▪ Net stock on hire crossed ₹ 20,000 lakh</li> <li>▪ Bank / FI borrowings crossed ₹ 2,500 lakh</li> </ul>
2007-08	<ul style="list-style-type: none"> <li>▪ Paid up equity capital crossed ₹ 2,500 lakh</li> <li>▪ Net stock on hire crossed ₹ 25,000 lakh</li> <li>▪ Net worth crossed ₹ 5,000 lakh</li> <li>▪ Retail non-convertible debenture limit crossed ₹ 12,500 lakh</li> </ul>
2008-09	<ul style="list-style-type: none"> <li>▪ Net Profit crossed ₹ 500 lakh</li> <li>▪ Stock on hire crossed ₹ 34,000 lakh</li> <li>▪ Bank / FI borrowings crossed ₹ 6,000 lakh</li> </ul>
2009-10	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 40,000 lakh</li> <li>▪ Bank / FI borrowings limit crossed ₹ 7,500 lakh</li> <li>▪ Retail non-convertible debentures crossed ₹ 27,500 lakh</li> </ul>
2010-11	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 50,000 lakh</li> <li>▪ Bank / FI borrowings limit crossed ₹ 7,500 lakh</li> <li>▪ Reaffirmed long term rating of [ICRA] BBB for bank funds and [ICRA] A2 for short term bank funding</li> </ul>
2011-12	<ul style="list-style-type: none"> <li>▪ Gross income crossed ₹ 10,000 lakh</li> <li>▪ Net worth crossed ₹ 12,500 lakh</li> <li>▪ Profit after tax crossed ₹ 1,100 lakh</li> </ul>
2012-13	<ul style="list-style-type: none"> <li>▪ Gross income crossed ₹ 12,500 lakh</li> <li>▪ Retail debentures crossed ₹ 40,000 lakh</li> </ul>
2013-14	<ul style="list-style-type: none"> <li>▪ Stock on hire crossed ₹ 75,000 lakh</li> <li>▪ Bank / FI borrowings limit crossed ₹ 17,500 lakh</li> </ul>
2014-15	<ul style="list-style-type: none"> <li>▪ The Equity Shares were delisted from MSE</li> <li>▪ Public issue of secured redeemable non-convertible debentures for ₹ 10,000 lakh</li> </ul>
2016-17	<ul style="list-style-type: none"> <li>▪ Public issue of secured redeemable non-convertible debentures for ₹ 20,000 lakh</li> <li>▪ AUM crossed : ₹ 90,000 lakh</li> <li>▪ Income crossed: ₹ 17,000 lakh</li> </ul>
2017-18	<ul style="list-style-type: none"> <li>▪ Bank / FI borrowings limit crossed ₹ 19,500 lakh</li> <li>▪ Net worth crossed ₹ 15,000 lakh</li> </ul>
2018-19	<ul style="list-style-type: none"> <li>▪ Enhancement of Authorised Capital to ₹ 13,000 lakh</li> </ul>
2019-20	<ul style="list-style-type: none"> <li>▪ Public Issue of secured and unsecured redeemable non-convertible debentures for ₹ 15,000 lakh</li> <li>▪ Issue of 1,47,05,882 Equity Shares to three of the promoter Group Companies and a body corporate at a premium of ₹ 7 per share</li> <li>▪ Financial Statements of the company have been prepared for first time in accordance with Indian Accounting Standards ("Ind AS")</li> </ul>
2020-21	<ul style="list-style-type: none"> <li>▪ Public Issue of secured and unsecured redeemable non-convertible debentures for ₹ 20,000 lakh</li> </ul>

## **Main Objects of Our Company**

As our Company was registered before commencement of the Companies Act, 1956, our object clause is not segregated into the main objects, ancillary objects and other objects. The following are the objects which allow our company to carry out the NBFC activities:

1. To lend and or advance money or grant loans on any terms that may be thought fit with or without security to persons, firms, individuals, Companies, local bodies or Government and particularly to customers and other persons having dealings with the Company.
2. To promote, assist in promoting, finance, aid, procure aids, manage, takeover or operate any undertaking whether existing or new.
3. To act as secretaries and financier to enterprises.
- 3-A To act as an Issue House, Registrars and Share Transfer Agents, Financial Advisers, Technical Consultants, System Analysts and Data Processors.
4. To purchase, sell, exchange, deal in or invest in shares, debentures, bonds, stocks of Joint Stock Companies, firms, Local Bodies or of Government.
- 4-A To carry on the business of Underwriters, Sub-Underwriters, Brokers, Managers, Advisers, Consultants to Issue of Shares, Debentures, bonds, fixed deposits and other securities and of Syndication of Loans, Project Finance, Working Capital facilities and Deferred Payment facilities.
5. To act as godown keepers, brokers, commission agents, representatives or salesman to manufacturers, dealers, exporters, importers and/or such other persons.
- 5-A To aid and carry on the business of all kinds of agencies of vehicles, machinery and equipment and consumer durables.
6. To accept, endorse, negotiate, dispose of any kinds of goods or merchandise as may be received from time to time from customers and to advance money on the security of such goods or merchandise.
7. To purchase, erect, construct, maintain, repair, alter, sell and deal in buildings, houses, channels, tenements, factories, machinery, plants and tools and to let them on lease or otherwise and to deal in all materials and machinery for that purpose.
- 7-A To carry on the business of manufacturing, assembling, fitting, buying, selling, exchanging, altering, hiring, letting on hire, importing, exporting and dealing in all kinds of cars, trucks, buses, chassis, lorries, motor cycles, tractors, scooters and other conveyances of every description and in all spares and component parts required thereto and in all kinds of machineries required for civil, commercial, military or agricultural purposes or otherwise and in all kinds of materials, engines, machinery, tools, implements, accessories, equipments and apparatuses for use in connection with, whether for cash or for credit or hire purchase or instalment system or in any mode as may be thought fit.
- 7-B To carry on the business of general financiers including leasing of and dealers in land, buildings, plant and machinery, construction equipments, drilling rigs, fixtures and all kinds of office equipments.
- 7-C To acquire immovable or movable property which the Company may think it desirable to acquire by way of investments or with a view to provide commercial and housing scheme to the depositors of the Company.
- 7-D To carry on the business of manufacturing of and be engaged in all processes involved in the manufacture of all kinds of fibres, yarn, cloth, fabrics (including canvas, denims, hosiery and terry towels) and apparels and as dealers, merchants, exporters, importers, agents and distributors in any of them or in any textile goods and in all kinds of plant, machinery, tools, appliances, ancillaries, components and chemicals used in textile industry.
8. To acquire and takeover on lease or otherwise the whole or any part of any business, goodwill, trademarks, rights, interest etc. and property and liability of any person, firm or Company carrying on a business either identical to or similar to that which this Company is authorised to carry on.
- 8-A To render assistance to buy, sell, import, export, lease or otherwise deal in computers, computer software and computer hardware.
- 8-B To undertake rural development work with a view to inculcate the habit of savings in rural population and for this purpose, formulate plans, conduct propaganda, seminars, conferences and training courses.
- 8-C To publish books, magazines and periodicals connected with the subjects relevant to the Company's activities.

- 8-D To guarantee the payment of money, unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, instruments and securities of any Company or any authority, municipal, local or otherwise or of any person whomsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contract or obligations for the business of the Company.
- 8-E To generate, harness, develop and accumulate Electric Power by utilising Wind, Solar, Tidal and other non-conventional sources of energy, to generate power by setting up power plants including Wind Electric, Hydro Power, Thermal Power, Diesel Power, multi fuel power and micro-hidel power plants for captive consumption and for supply and distribution to consumers of electric power.
9. To borrow, raise or secure the payment of money by mortgage or by debenture and in such manner as may be deemed fit and for the purpose aforesaid to charge all or any of the property or assets of the Company whether present or future including the uncalled capital of the Company.

**Holding company**

As on the date of the Prospectus, our Company does not have any holding company.

**Subsidiary company**

As on the date of the Prospectus, our Company does not have any subsidiary company.

**Key terms of our material agreements**

Other than the agreements in relation to this Issue, our Company has not entered into material agreements, more than two years before the date of the Prospectus, which are not in the ordinary course of business.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. As on the date of the Draft Prospectus, we have 8 (Eight) Directors on our Board, out of which two are executive directors and six are non-executive directors. Further, our Board consists of four Independent Directors, including a woman Director.

The following table sets out details regarding the Board as on date of the Prospectus:

Name, Designation, Status, Age, DIN and Address	Date of Appointment	Other Directorships
<b>Dr. M. Manickam</b> <b>Designation:</b> Chairman <b>Status:</b> Non-Executive and Non-Independent <b>Age :</b> 65 years <b>DIN :</b> 00102233 <b>Address:</b> No.25, Rukmani Nagar Ramanathapuram Coimbatore – 641045	December 11, 1990	1) ABT Infosystems Private Ltd 2) ABT Limited 3) ABT Foods Retailing (India) Limited 4) Anamallais Bus Transport Private Limited 5) Kovai Medical Center and Hospital Limited 6) Nachimuthu Industrial Association (Originally incorporated under Section 25 Company of the Companies Act 1956) 7) Sakthi Auto Component Limited 8) Sakthi Properties (Coimbatore) Limited 9) Sakthi Sugars Limited 10) Sri Chamundeswari Sugars Limited 11) The Gounder and Company Auto Limited 12) ABT Healthcare Pvt. Ltd (being struck off)
<b>Mr. M Balasubramaniam</b> <b>Designation:</b> Vice Chairman and Managing Director <b>Status:</b> Executive and Non-Independent <b>Age:</b> 62 Years <b>DIN:</b> 00377053 <b>Address:</b> No. 27 & 28, Rukmani Nagar Ramanathapuram Coimbatore – 641045	August 21, 1985	1) ABT Limited 2) ABT Foods Retailing (India) Limited 3) ABT Properties Limited 4) Anamallais Bus Transport Private Limited 5) Coimbatore Innovation and Business Incubator 6) Magnum Foundations Private Limited 7) Nachimuthu Industrial Association (Originally incorporated under Section 25 Company of the Companies Act 1956) 8) Sakthi Auto Component Limited 9) Sakthi Sugars Limited 10) Sakthifinance Financial Services Limited 11) Sakthi Properties (Coimbatore) Limited 12) Sri Chamundeswari Sugars Limited 13) The Gounder and Company Auto Limited
<b>Mr. M. Srinivaasan</b> <b>Designation :</b> Director <b>Status :</b> Non-Executive and Non-Independent <b>Age:</b> 54 Years <b>DIN:</b> 00102387 <b>Address:</b> "Swagatham" 742, Krishna Temple Road Indira Nagar Bengaluru– 560038	April 18, 1994	1) ABT Limited 2) Chamundeswari Enterprises Pvt. Ltd 3) Nachimuthu Industrial Association (Originally incorporated under Section 25 Company of the Companies Act 1956) 4) Sakthi Auto Component Limited 5) Sakthi Properties (Coimbatore) Limited 6) Sakthi Sugars Limited

		<ul style="list-style-type: none"> <li>7) Sri Chamundeswari Sugars Limited</li> <li>8) SCSL Agro Private Limited</li> <li>9) SCSL Agro Industries Private Limited</li> <li>10) The Gounder and Company Auto Limited</li> <li>11) Nilambe Leisure Holdings Private Limited, SriLanka</li> </ul>
<p><b>Dr. A. Selvakumar</b>  <b>Designation :</b> Director  <b>Status:</b> Non-Executive and Independent  <b>Age :</b> 65 Years  <b>DIN :</b> 01099806  <b>Address:</b>  A-109, Raheja Enclave  236, Race Course Road  Coimbatore - 641018</p>	March 30, 2001*	<ul style="list-style-type: none"> <li>1) Bison Agro Farms Private Limited</li> <li>2) Founderpassion Foundation</li> <li>3) Sri Chamundeswari Sugars Limited</li> <li>4) Sri Sakthi Textiles Limited</li> <li>5) Vetriva Sports Academy Pvt. Ltd</li> <li>6) Akashiq Data Care India Pvt. Ltd (being struck-off)</li> <li>7) Soulocal Retail Ventures Pvt. Ltd</li> </ul>
<p><b>Mr. P.S. Gopalakrishnan</b>  <b>Designation :</b> Director  <b>Status:</b> Non-Executive and Independent  <b>Age :</b> 85 Years  <b>DIN :</b> 00001446  <b>Address:</b>  B-202, "Keshav Dugar"  No.1, East Avenue  Kesavaperumal Puram  Chennai - 600028</p>	November 20, 2004*	<ul style="list-style-type: none"> <li>1) Dharani Sugars and Chemicals Limited</li> <li>2) Kothari Sugars and Chemicals Limited</li> <li>3) Shriram General Insurance Company Limited</li> </ul>
<p><b>Mrs. Priya Bhansali</b>  <b>Designation:</b> Director  <b>Status :</b> Non-Executive and Independent  <b>Age :</b> 55 Years  <b>DIN :</b> 00195848  <b>Address:</b>  "Amrit" 24A, Bharathi Park Road 2  Coimbatore – 641043</p>	March 31, 2015#	<ul style="list-style-type: none"> <li>1) Ishita Advisory Services Private Limited</li> <li>2) Sakthi Sugars Limited</li> </ul>
<p><b>Mr. K P Ramakrishnan</b>  <b>Designation:</b> Director  <b>Status:</b> Non-Executive and Independent  <b>Age :</b> 66 Years  <b>DIN :</b> 07029959  <b>Address:</b>  K - 402, PNR Tripti Apartments  Nehru Nagar  60 Feet Scheme Road  Ganapathy  Coimbatore - 641006</p>	May 30, 2015#	<ul style="list-style-type: none"> <li>1) Think Capital Private Limited</li> <li>2) TDT Copper Limited</li> </ul>

<p><b>Dr. S Veluswamy</b>  <b>Designation: Director (Finance &amp; Operations)<sup>§</sup></b>  <b>Status:</b> Executive and Non-Independent  <b>Age :</b> 61 Years  <b>DIN :</b> 05314999  <b>Address:</b>  No.19/20, Bharathiyar Road  Karpagavinayagar Nagar  Ganapathy  Coimbatore – 641006</p>	<p>May 29, 2019  September 23, 2019  (As Whole Time Director)</p>	<ol style="list-style-type: none"> <li>1) ABT Foods Agrovet Limited</li> <li>2) ABT Foods Limited</li> <li>3) ABT Finance Limited</li> <li>4) Sakthi Pelican Insurance Broking Private Limited</li> <li>5) Sakthifinance Commercial Vehicle and Infrastructure Limited</li> </ol>
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\* In terms of Section 149 of the Companies Act 2013, the Company has appointed Dr. A. Selvakumar and Sri. P. S. Gopalakrishnan as Independent Directors for a second term of five years, not liable to retire by rotation, at the Annual General Meeting held on September 23, 2019.

# In terms of Section 149 of the Companies Act 2013, the Company has appointed Smt Priya Bhansali and Sri K P Ramakrishnan as Independent Directors for a second term of five years, not liable to retire by rotation, at the Annual General Meeting held on December 17, 2020.

§ The Director (Finance and Operations), as a part of his role, additionally discharges the functions of Chief Financial Officer also.

### Profile of Directors

Dr. M. Manickam, Chairman of our Company, holds a Masters Degree in Statistics from Madras University and a Masters Degree in Business Administration from University of Michigan, USA. He has experience of about 40 years in the field of Business and Industries. He plays an advisory role in SFL. He is the Chairman and Managing Director of Sakthi Sugars Limited. He is also Chairman and Managing Director of Sakthi Auto Component Limited. In recognition of his contribution in the management of agro-processing industries and agricultural development, he was awarded the “Doctor of Science” (*Honoris Causa*) by Tamil Nadu Agricultural University, Coimbatore in July 2010. He was the President of Indian Sugar Mills Association during 1996-97.

Mr. M. Balasubramaniam, Vice Chairman and Managing Director of our Company, holds a Masters Degree in Commerce from Madras University and a Masters Degree in Business Administration from Notre Dame University, USA. He joined SFL as a Director in the year 1985 and has been associated with SFL, since then. He has an experience of 36 years in the field of Finance, Auto and Sugar Industries. He was the Chairman of Coimbatore Zone of Confederation of Indian Industry and was also a member of the Management Committee of Coimbatore Management Association. He is a member of Southern Regional Committee of All India Council for Technical Education (“AICTE”).

Sri. M Srinivaasan holds a Bachelor’s degree in Engineering from Mysore University and a Masters Degree in Business Administration from Pennsylvania State University, USA. He has been the Managing Director of Sri Chamundeswari Sugars Limited since 1996. He has experience of about 28 years in the field of sugar industry. He was the President of South India Sugar Mills Association, Karnataka between 1997-1999 and 2005-2008. He was also the President of Indian Sugar Mills Association, New Delhi, during the year 2012-13.

Dr. A Selvakumar holds a Masters degree in Engineering from Guindy Engineering College, Chennai and a Doctorate in Engineering from Concordia University, Montreal, Canada. He was working as a Project In-charge at Naval Engineering Test Establishment in Canada. He has more than four decades of experience in the field of system application and has immense domain knowledge.

Sri. P S Gopalakrishnan holds a Graduate degree in Commerce and Law. He is also an Associate Member of the Institute of Bankers, London. He is also a Fellow of Economic Development Institute of World Bank, Washington. He was former Chairman of IFCI Limited, Indian Overseas Bank and Oriental Bank of Commerce. He has rich and varied experience in banking and finance, gained over a period of five decades in banking sector.

Smt Priya Bhansali holds a Graduate Degree in Commerce. She is a Fellow Member of the Institute of Chartered Accountants of India and also holds a Diploma in Information System Audit (“DISA”). She is a partner M/s. Kumbhat & Co, Chartered Accountants. She has been a practicing Chartered Accountant for over three decades. She has experience and expertise in Direct Taxes, Audit, Joint Ventures, FDI and International Taxation etc.

Sri K P Ramakrishnan holds a Graduate Degree in Engineering from Indian Institute of Technology, Chennai. He was former Chief General Manager of IDBI Bank Limited. He has rich and varied experience in banking and finance, gained over a period of more than three decades in banking sector.

Dr. S. Veluswamy holds a Masters degree in Commerce from Madras University. He is also an Associate Member of The Institute of Company Secretaries of India. He has also received a Doctorate degree in Commerce from Bharathiyar University, Coimbatore. He has been associated with the Company for over 31 years with experience in secretarial, business operations and finance, funding of the Company. He had a stint as Chief Financial Officer of our Company (November 2014 - November 2015) as also was the Chief Executive Officer for 3 years till his appointment as Director.

Each independent director of our company is registered with the Independent Directors' Databank issued by the Indian Institute of Corporate Affairs, set up by the Ministry of Corporate Affairs, GoI.

None of the current directors of our Company appear on the list of wilful defaulters of the RBI/ECGC default list.

### Remuneration of the Directors

#### Terms and conditions of employment of Managing Director

Mr. M. Balasubramaniam was re-appointed as the Managing Director of our Company for a period of five years with effect from September 29, 2020, pursuant to a resolution of the Board of Directors of our Company on August 24, 2020 and the approval of the members of our Company pursuant to a resolution passed at the AGM held on December 17, 2020. The Company has entered into an agreement with Mr. M Balasubramaniam for his appointment as Managing Director of the Company on December 19, 2020.

The remuneration payable to Mr. M. Balasubramaniam by way of salary and other perquisites (as authorised by the shareholders of our Company pursuant to resolution passed at their AGM held on December 19, 2020 and pursuant to Managing Director re-appointment agreement) is as follows:

Salary	₹ 3,00,000 per month
Perquisites	Not exceeding the annual salary as may be decided by the Board of Directors from time to time. In addition to the salary, Mr. M. Balasubramaniam shall also be entitled to the following perquisites: a. Contribution to Provident and Superannuation Funds to the extent not taxable under the Income Tax Act 1961; b. Gratuity at the rate of half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure as per the rules of the Company
Minimum Remuneration	The above salary and perquisites will be paid as minimum remuneration even in the event of loss or inadequacy of profits of any year.
Commission	3% on the Net Profits of our Company, subject to a maximum ceiling specified in Section 197 of the Companies Act 2013
The payment of above remuneration by the company is subject to the limits specified in Section V of Part II of Schedule IV to the Companies Act 2013 as may be applicable.	

The remuneration paid to him for the last FY 2019-20 is as under:

		(₹ lakh)
Particulars		
Salary		49.79
Perquisites		3.90
Commission		49.41
<b>Total</b>		<b>103.10</b>

#### Terms and conditions of employment of Whole-Time Director

Dr. S. Veluswamy was appointed as the Additional Director and Director (Finance & Operations) (As a part of his role, he discharges the functions of Chief Financial Officer ("CFO") as well) of our Company for a period of five years with

effect from May 29, 2019 pursuant to a resolution of the Board of Directors of our Company on May 29, 2019 and the approval of the members of our Company pursuant to a resolution passed at the AGM held on September 23, 2019.

The Company has entered into an agreement dated September 26, 2019 with Dr. S. Veluswamy for his appointment as Whole-time Director of the Company.

The remuneration payable to Dr. S. Veluswamy by way of salary and other perquisites, (as authorised by the shareholders of our Company pursuant to a resolution passed at the AGM held on September 23, 2019 and pursuant to appointment agreement), is as follows:

Salary	₹ 1,75,000 per month
Perquisites	₹ 1,75,000 per month. In addition to the salary, Dr. S. Veluswamy shall also be entitled to the following perquisites: a. Contribution to Provident and Superannuation Funds to the extent not taxable under the Income Tax Act 1961; b. Gratuity at the rate of half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure as per the rules of the Company.
Minimum Remuneration	The above salary and perquisites will be paid as minimum remuneration even in the event of loss or inadequacy of profits of any year.
The payment of above remuneration by the company is subject to the limits specified in Section V of Part II of Schedule IV to the Companies Act 2013, as may be applicable.	

The remuneration paid to him for FY 2020-21 is as under (till December 31, 2020)

Particulars	Amount (₹ lakh)
Salary	22.06
Perquisites	1.70
<b>Total</b>	<b>23.76</b>

#### Terms and conditions of employment of non-executive directors

Pursuant to a resolution passed by our Board at their meeting held on May 28, 2014, non-executive directors are entitled to be paid sitting fees of ₹ 20,000 per meeting for attending meetings of the Board and of the various Committees of the Board.

The details of sitting fees paid to our non-executive directors during the FY ended March 31, 2020 are as follows:

Name	Amount (₹ lakh)
Dr. M. Manickam	1.20
Mr. M. Srinivaasan	1.00
Dr. A. Selvakumar	3.20
Mr. P. S. Gopalakrishnan	1.60
Mrs. Priya Bhansali	2.00
Mr. K. P. Ramakrishnan	2.80
<b>Total</b>	<b>11.80</b>

The Board of Directors have, based on the recommendation of Nomination and Remuneration Committee at their meeting held on February 13, 2021, increased the sitting fees payable to our non-executive Directors as detailed below:

Sl No	Meetings	From (₹)	To (₹)
1	For Board Meetings	20,000	30,000



2	<b><u>For Mandatory Committee Meetings</u></b>		
	1) Audit Committee Meeting 2) Nomination and Remuneration Committee Meeting 3) Policy Review Committee Meeting 4) Independent Directors' Meeting 5) CSR Committee Meeting	20,000	30,000
3	<b><u>For Other Committee Meetings</u></b>		
	a. Asset Liability Management Committee Meeting b. Risk Management Committee Meeting c. Information Technology Strategy Committee Meeting d. Stakeholders' Relationship Committee Meeting e. NCD Issuance Committee Meeting f. Allotment Committee Meeting g. Finance and Investment Committee Meeting	--	10,000

### **Borrowing powers of the Board**

Pursuant to a resolution passed by the shareholders through postal ballot process, results of which were declared on April 5, 2014 and in accordance with the provisions of Section 180(1)(c) of the Companies Act 2013, the Board has been authorised to borrow any sum or sums of money from time to time, as may in the opinion of Board of Directors, deem necessary for the purpose of business of our Company upon such terms and conditions and with or without security as the Board of Directors may think fit, provided that money or monies to be borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained / to be obtained from our Company's bankers in the ordinary course of business) shall not exceed ₹ 2,500 crore (Rupees Two Thousand Five Hundred Crore only). The aggregate value of the NCDs offered under the Prospectus, together with the existing borrowings of our Company, is within the approved borrowing limit of ₹ 2,500 crore.

### **Interests of our Directors**

All the Directors of our Company, including our non-executive directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them. Mr. M. Balasubramaniam, Vice Chairman and Managing Director of our Company is interested to the extent of remuneration and commission paid for services rendered as an officer and/or employee of our Company. Dr. S. Veluswamy Director (Finance & Operations) of our Company is interested to the extent of remuneration paid for services rendered as an officer and/or employee of our Company.

All the directors of our Company, including independent directors, may also be deemed to be interested to the extent of Equity Shares, if any, held by them or by companies, firms and trusts in which they are interested as director, partner, member or trustee and promoter and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations. Except as otherwise stated in this Prospectus and statutory registers maintained by our Company in this regard, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made with them.

Other than Dr. M. Manickam and Mr. M. Balasubramaniam, promoter directors of our Company, none of the Directors of our Company have any interest in promotion of our Company. None of our Directors have interest in any immovable property acquired or to be acquired by our Company in the preceding two years of filing this Prospectus with the Designated Stock Exchange nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc.

Our company has (i) entered into a lease agreement made on January 27, 2020 with Sri. M Srinivaasan, Director (Lessor) for lease of land admeasuring 14,136 square feet in Coimbatore for a lease of 11 months commencing from February 01, 2020 on which our Head Office is situated,. Sri M Srinivaasan has given a letter dated 15th February 2021 for continuation of lease for a period of 3 months (i.e.) up to 31st March 2021. The Company is in the process of executing fresh lease deed for further period. (ii) taken a premises (appx. 650 sq.ft) on lease, for our official purposes, which is owned by Smt. Vinodhini Balasubramaniam (Spouse of Sri. M. Balasubramaniam, Vice Chairman and Managing Director) for a period of 11 months commencing February 25, 2021. The Lease agreement in this regard has been entered into between parties.

**Related Party Disclosures/Transactions:** Except as stated in the Chapter titled “*Financial Statements- Related Party Disclosures*” on page F72 and to the extent of compensation and commission, if any, our Directors do not have any other interest in our business. None of our Directors have taken any loan from our Company.

#### **Appointment of any relatives of Directors to an office or place of profit**

None of the relatives of Directors are appointed to an office or place of profit.

#### **Shareholding of Directors, including details of qualification shares held by Directors**

As per the provisions of our MoA and AoA, Directors are not required to hold any qualification shares. The details of the Equity Shares held in our Company by our Directors, as on the date of the Prospectus are:

Sl No	Name of the Director	Number of Shares held	(%) of the total paid-up equity capital
1	Dr. M. Manickam	92,813	0.14
2	Mr. M. Balasubramaniam	1,92,000	0.30
3	Mr. M. Srinivaasan	2,51,355	0.39
4	Dr. A. Selvakumar	300	Negligible

None of the Directors hold any Preference Shares in our Company.

#### **Debenture/ Subordinated Debt holding of Directors**

As on the date of the Prospectus, none of the Directors hold any debentures or sub-ordinated debt in our Company. The relatives of some of the Directors hold debentures or sub-ordinated debts in our company.

#### **Changes in the Directors of our Company during the last three years**

The changes in the Board of Directors of our Company for the three years preceding the date of the Prospectus are as follows:

Name	Designation	DIN	Date of Appointment	Date of Intimation	Remarks
Dr. S. Veluswamy	Director (Finance & Operations)*	05314999	May 29, 2019 & September 23, 2019	June 21, 2019	Appointment

\* as a part of his role, he additionally discharges the functions of Chief Financial Officer also

#### **Corporate Governance**

We are in compliance with the requirements of corporate governance as mandated in Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**Listing Regulations**”) entered into by our Company with the Stock Exchange, particularly those in relation to the composition of the Board of Directors, constitution of Committees such as Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Board has laid down a Code of Conduct for the Board of Directors and senior management of our Company and it is hosted on the website of our Company.

In addition, pursuant to the RBI Mater Direction on Non-Banking Financial Companies (SI ND and D Companies) of 2016, NBFCs are required to adhere to certain corporate governance norms including

constitution of an audit committee, a nomination committee, a risk management committee and certain other norms in connection with disclosure and transparency and connected lending. We have complied with these corporate governance requirements. The Company has also formulated an Internal Guidelines on Corporate Governance as required under RBI Master Directions.

Currently, our Board has Eight (8) Directors. In compliance with Regulation 17 of the Listing Regulations, of the 8 Directors on our Board, we have two Executive Directors and six non-Executive Directors. Our Chairman is a Non-Executive Director. Further, of the 8 Directors, we have Four (4) Independent Directors (including a Woman Director), Two (2) non-executive non-independent directors and Two (2) executive non-independent directors.

### Details of various Committees of the Board

Our Company has constituted the following committees:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee
- D. Corporate Social Responsibility (“CSR”) Committee
- E. Asset Liability Management Committee
- F. Risk Management Committee
- G. Credit Committee
- H. Finance and Investment Committee
- I. NCD Issuance Committee
- J. Allotment Committee
- K. Policy Review Committee
- L. Information Technology Strategy Committee

The details of these Committees are as follows:

#### A. Audit Committee

The members of the Audit Committee are as follows:

SI No	Name of the Member	Designation	Nature of Directorship
1	Dr. A Selvakumar	Chairman	Non-executive and Independent
2	Mr. K P Ramakrishnan	Member	Non-executive and Independent
3	Mr. M Srinivaasan	Member	Non-executive and Non-Independent

Terms of reference of the Audit Committee, *inter alia*, include:

The Company has adopted an Audit Committee Charter to be in line with enhanced scope for the Committee as laid down under Section 177 of the Companies Act 2013 and Regulation 18(3) read with Part C of Schedule II to the Listing Regulations 2015.

The powers and terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Regulation 18(3) read with Part C of Schedule II to Listing Regulations 2015, as well as those in Section 177 of the Companies Act 2013 and are as follows:

1. Examination of the financial statement and draft auditors' report.
2. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
5. Discuss and review, with the management and auditors, the quarterly/annual financial statements before submission to the Board, with particular reference to:
  - i. Matters required to be included in the Directors' Responsibility Statement in the Board's Report in terms

- of sub-section (3)(c) of Section 134 of the Companies Act 2013
- ii. Disclosure under Management Discussion and Analysis of Financial Condition and Results of Operations
  - iii. Any changes in accounting policies and practices and reasons for them
  - iv. Major accounting entries involving estimates based on exercise of judgment by management
  - v. Significant adjustments made in the financial statements arising out of audit findings
  - vi. Modified Opinions in the draft audit report
  - vii. Disclosure of any related party transactions
  - viii. Compliance with listing and other legal requirements relating to financial statements; and
  - ix. Review the statement for uses/applications of funds under major categories on a quarterly basis, with the financial results and annually the statement of funds utilized for purposes other than those mentioned in the offer document/prospectus/notice. Such review shall be conducted till the full money raised through any issue has been fully spent
6. Review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any.
  7. Review the utilization of the Loans/ Investments by the holding company exceeding ₹ 100 Crore or 10% of the asset size of the company, if any.
  8. Review of the compliance with the requirements of SEBI (Prevention of Insider Trading) Regulations 2015, as amended, at least once in a year.

## B. Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are as follows:

Sl No	Name of the Member	Designation	Nature of Directorship
1	Mr. P S Gopalakrishnan	Chairman	Non-executive and Independent
2	Dr. A Selvakumar	Member	Non-executive and Independent
3	Mrs. Priya Bhansali	Member	Non-executive and Independent

Terms of reference of Nomination and Remuneration Committee, *inter alia*, include:

Terms of reference of Nomination and Remuneration Committee modified as required under Section 178 of the Companies Act 2013 and Part D of Schedule II to the Listing Regulations 2015 and includes:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel (“KMPs”) and other employees and to ensure the following:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
  - b. relationship of remuneration to performance is clear and meets the appropriate benchmarks; and
  - c. remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting the short and long-term performance, objectives appropriate to the working of the Company and its goals.
2. The Nomination and Remuneration Committee determines and recommends remuneration including commission, perquisites and allowances payable to Vice Chairman and Managing Director.
3. Identifying persons who are qualified to become directors as well as those who may be appointed in senior management in accordance with the criteria laid down.
4. Recommend on Board diversification.
5. Formulate criteria and carry out evaluation of every Director’s performance.
6. Review and recommend the compensation and variable pay for Executive Directors and Key Managerial Personnel (“KMPs”) to the Board.
7. Recommend to the Board about appointment and removal of Directors and senior management personnel.

### C. Stakeholders' Relationship Committee

The Board of Directors at their meeting held on August 9, 2014 has renamed this Committee as Stakeholders 'Relationship Committee (previously known as Shareholders' and Investors' Grievance Committee). The members of the Stakeholders' Relationship Committee are as follows:

SI No	Name of the Member	Designation	Nature of Directorship
1	Dr. M Manickam	Chairman	Non-executive and Non-Independent
2	Mr. M Balasubramaniam	Member	Executive and Non-Independent
3	Dr. A Selvakumar	Member	Non-executive and Independent

Terms of reference of the Stakeholders' Relationship Committee, includes:

The powers and terms of reference of this Committee is as per Part D of Schedule II-B to the Listing Regulations 2015. The Committee shall consider and resolve the grievances of the security holders of the Company, including complaints related to transfer of shares, non-receipt of Annual Report and non-receipt of declared dividend and create and review the systems for improving the services. The committee shall also review (a) measures taken for effective exercise of voting rights by shareholders, (b) of adherence to the service standards adopted by the company in respect of various services being rendered by our Registrar and Share Transfer Agent and (c) of various measures taken by our company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

### D. Corporate Social Responsibility ("CSR") Committee

In line with the Companies Act 2013, our Company has constituted a CSR Committee of the Board consisting of three directors on August 9, 2014. The members of the CSR Committee are as follows:

SI No	Name of the Member	Designation	Nature of Directorship
1	Mr. P.S Gopalakrishnan	Chairman	Non-executive and Independent
2	Dr. A Selvakumar	Member	Non-executive and Independent
3	Mr. M Balasubramaniam	Member	Executive and Non-Independent

The role of CSR Committee is to formulate and recommend to the Board, a CSR Policy which shall:

1. Indicate the activities to be undertaken as specified in Schedule VII to the Companies Act 2013;
2. Recommend the amount of expenditure to be incurred on the CSR activities;
3. To Monitor the CSR Policy of the Company from time to time;
4. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes /activities proposed to be undertaken by the Company; and
5. To do all such acts, deeds and things as may be required in connection with the CSR activities.

### E. 1. Asset Liability Management Committee

The ALM Committee was reconstituted on 5th August, 2019 and present members of the Asset Liability Management Committee are as follows:

SI No	Name of the Member	Designation	Nature of Directorship
1	Mr. M Balasubramaniam	Chairman	Vice Chairman and Managing Director
2	Dr. A. Selvakumar	Member	Non-Executive Independent Director
3	Dr. S. Veluswamy	Member	Director (Finance & Operations)
4	Mr. S Senthil Kumar	Member	Deputy General Manager (Finance and Accounts)

Terms of reference of the Asset Liability Management Committee are as under:

1. Overall responsibility for management of risks and decide the risk management policy of the company and set limits for liquidity and interest rate risks
2. Consider product pricing for both Deposits and Advances, desired maturity profile and mix of incremental assets and liabilities
3. Review the reports on Structural Liquidity, Dynamic Liquidity and Interest rate sensitivity to be submitted to RBI.

#### **E - 2. Asset Liability Management (“ALM”) Support Group (w.e.f. December 13, 2019)**

<b>Sl No</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1	Dr. K. Natesan	Chairman	President
2	Smt. R. Geetha	Member	Vice President
3	Sri. S. Senthil Kumar	Member	Deputy General Manager (Finance and Accounts)
4	Sri S. Venkatesh	Member	Company Secretary
5	Sri. B. Eswaran	Member	Senior Manager (Finance and Accounts)

#### **F. Risk Management Committee**

The members of Risk Management Committee are as follows:

<b>Sl No</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1	Mr. M. Balasubramaniam	Chairman	Executive and Non-Independent
2	Dr. A. Selvakumar	Member	Non-executive and Independent
3	Dr. S Veluswamy	Member	Executive and Non-Independent

Terms of reference of the Risk Management Committee are given below:

1. Review of Risk Management Policy developed by the management
2. Review of Annual Risk Management Framework document
3. Periodical review of process for systematic identification and assessment of business risks.
4. Monitoring and reporting of critical risk exposures to the Board on need basis for effective risk management

#### **G. Credit Committee**

The members of Credit Committee are as follows:

<b>Sl No</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1	Mr. M. Balasubramaniam	Chairman	Vice Chairman and Managing Director
2	Dr. S. Veluswamy	Member	Director (Finance & Operations)
3	Dr. K. Natesan	Member	President

Terms of reference of the Credit Committee are as follows:

To approve the hire purchase advance proposals with an exposure of above ₹ 35 lakh to an individual customer or group of customers belonging to a family.

The Board has also established a Working Committee as Sub-Committee to the Credit Committee with the following members:

Sl No	Name of the Member	Designation	Nature of Directorship
1	Dr. K. Natesan	Head	President
2	Sri S. Saravanakumar	Member	General Manager (Business Operations)
3	Sri A. Joseph Sagayaraj	Member	General Manager (CAMP)
4	Sri G. R. Krishnan	Member	General Manager (CAP)

The Working Committee will process the credit proposals and place it to the Credit Committee for its consideration.

## H. Finance and Investment Committee

The members of the Committee are given below:

Sl No	Name of the Member	Designation	Nature of Directorship
1	Dr. M. Manickam	Chairman	Non-executive and Non-Independent
2	Mr. M. Balasubramaniam	Member	Executive and Non-Independent
3	Dr. A. Selvakumar	Member	Non-executive and Independent

Terms of reference of the Finance and Investment Committee are given below:

The Committee is authorized to borrow, accept and approve sanctions/ modifications of credit facilities with the bankers and other financial institutions up to an amount not exceeding ₹ 50,000 lakh and to make necessary investments in compliance with RBI Directions.

## I. NCD Issuance Committee

The Committee was reconstituted by the Board of Directors at their meeting held on 13th February 2021. The members of the NCD Issuance Committee are as follows:

Sl No	Name of the Member	Designation	Nature of Directorship
1	Mr. M. Balasubramaniam	Chairman	Executive and Non-Independent
2	Dr. A. Selvakumar	Member	Non-executive and Independent
3	Dr. S. Veluswamy	Member	Executive and Non-Independent

Terms of reference of the NCD Issuance Committee are:

- Authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the NCDs;
- Giving or authorizing the giving by persons concerned of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- Appointing the lead manager(s) to the issue in accordance with the provisions of the Debt Regulations;
- Seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements and/or any/all government and regulatory authorities concerned in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the NCDs;
- Deciding, approving, modifying or altering the pricing and terms of the NCDs, and all other related matters, including the determination of the size of the NCD issue up to the maximum limit prescribed by the Board and the minimum subscription for the NCD Issue;
- Approval of the draft and final prospectus or disclosure document as the case may be (including amending, varying or modifying it, as may be considered desirable or expedient) as finalized in consultation with the Lead Managers, in accordance with all applicable laws, rules, regulations and guidelines;
- Seeking the listing of the NCDs on any Indian stock exchange, submitting the listing application to such stock

- exchange and taking all actions that may be necessary in connection with obtaining such listing;
- h. Appointing the Registrars and other intermediaries to the NCD Issue, in accordance with the provisions of the Debt Regulations;
  - i. Finalization of arrangement for the submission of the draft prospectus to be submitted to the Stock Exchange(s) for receiving comments from the public and the prospectus to be filed with the Stock Exchange(s), and any corrigendum, amendments supplements thereto;
  - j. Appointing the Debenture Trustees and execution of the Trust Deed in connection with the NCD Issue, in accordance with the provisions of the Debt Regulations;
  - k. Authorization of the Registrar and Share Transfer Agent (“RTA”) for maintenance of register of NCD holders;
  - l. Finalization of the basis of allotment of the NCDs including in the event of over-subscription;
  - m. Finalization of the allotment of the NCDs on the basis of the applications received, acceptance and appropriation of the proceeds of the NCD Issue; and
  - n. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and issue certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the NCD Issue.

#### **J. Allotment Committee**

The members of the Allotment Committee are as under:

<b>Sl No</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1	Mr. M. Balasubramaniam	Chairman	Executive and Non-Independent
2	Dr. A. Selvakumar	Member	Non-executive and Independent
3	Sri. K.P. Ramakrishnan	Member	Non-executive and Independent

#### **Terms of reference of the Allotment Committee:**

Authorization to allot Equity Shares and other securities and to do such acts, deeds and things as may be deemed necessary or desirable in connection with such allotment of Equity Shares and Securities.

#### **K. Policy Review Committee**

The members of the Policy Review Committee are as under:

<b>Sl No</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1	Sri M Balasubramaniam	Chairman	Executive and Non-Independent
2	Dr. A. Selvakumar	Member	Non-executive and Independent
3	Smt. Priya Bhansali	Member	Non-executive and Independent
4	Sri. K. P. Ramakrishnan	Member	Non-executive and Independent

Terms of reference of the Policy Review Committee: The Committee is formed for the purpose of reviewing all regulatory policies of the company from time to time.

#### **L. Information Technology (“IT”) Strategy Committee**

The Members of the Information Technology (“IT”) Strategy Committee are as follows:

<b>Sl No</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>Nature of Directorship/ Position held in Company</b>
1	Dr. A. Selvakumar	Chairman	Independent Director
2	Dr. S. Veluswamy	Member	Director (Finance and Operations)
3	Sri. M. Purushothaman	Member	Associate Vice President, PMO
4	Sri. N. Raveendran	Member	Senior General Manager (EWS)
5	Sri. M. K. Vijayaraghavan	Member	Advisor



Terms of reference of the IT Strategy Committee are as follows:



1. Providing input to other Board Committees and Senior Management.
2. Carrying out review and amending the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance.
3. Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place.
4. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business.
5. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable.
6. Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources.
7. Ensuring proper balance of IT investments for sustaining Company's growth and becoming aware about exposure towards IT risks and controls.

## OUR PROMOTERS

The following individuals are the Promoters of our Company:

1. Dr. M. Manickam; and
2. Mr. M. Balasubramaniam.

The details of our Promoters are provided below:

	<p><b>Dr. M. Manickam, Chairman</b></p> <p>Dr. M. Manickam (65Years), Chairman of our Company, holds a Masters Degree in Statistics from Madras University and a Masters Degree in Business Administration from University of Michigan, USA. He has experience of about 40years in the field of Business and Industries. He plays an advisory role in SFL. He is the Chairman and Managing Director of Sakthi Sugars Limited. He is also Chairman and Managing Director of Sakthi Auto Component Limited. In recognition of his contribution in the management of agro-processing industries and agricultural development, he was awarded the “Doctor of Science” (<i>Honoris Causa</i>) by Tamil Nadu Agricultural University, Coimbatore in July 2010. He was the President of Indian Sugar Mills Association during 1996-97.</p> <p>Voter ID No.:TN/20/104/0558520  PAN:ACWPM5801F  Passport No:Z3127521</p>
	<p><b>Mr. M. Balasubramaniam, Vice Chairman and Managing Director</b></p> <p>Mr. M. Balasubramaniam (62 Years), Vice Chairman and Managing Director of our Company, holds a Masters Degree in Commerce from Madras University and a Masters Degree in Business Administration from Notre Dame University, USA. He joined SFL as a Director in the year 1985 and has been associated with SFL, since then. He is presently the Vice Chairman and Managing Director of our Company. He was the Chairman of Coimbatore Zone of Confederation of Indian Industry. He is a member of Southern Regional Committee of All India Council for Technical Education ("AICTE").</p> <p>Driving Licence No: TN01 19941006870  Voter ID No.: JRT2243475  PAN:ABEPB2022Q  Passport No.:Z4257304</p>

### Other Confirmations

Our Promoters and their relatives (as per the Companies Act 2013) have confirmed that they have not been identified as wilful defaulters by the RBI or any government authority. Our Promoters have not been debarred or prohibited from accessing the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed for any reasons by SEBI or any other authority or refused listing of any of the securities issued by any stock exchange in India or abroad.

Except as stated herein below, there is no instance of violation of securities laws have been committed by our Promoters in the past or are currently pending against them:

The Adjudication Officer, SEBI, *vide* its letter bearing reference number EAD-6/AK/VRP/29297/2014 dated October 8, 2014, has issued notice under rule 4 of SEBI (Procedure for holding Inquiry and Imposition of Penalty by Adjudication Officer) Rules, 1995 read with Section 15-I of the SEBI Act to promoters and promoter group of our Company alleging violation by ABT Finance Limited and Sakthi Financial Services Limited (Acquirers) for non-compliance of Regulation 11(2) read with Regulation 14(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of 85,000 and 1,750 Equity Shares representing 0.282% and 0.006% paid up capital of our Company, respectively. The SEBI, after according personal hearings to the parties, *vide* Consent Order No: CFD/EAD-6/AO/AK/32-47/2016 dated 14th September, 2016 disposed of the said Adjudication Proceedings on settlement charges of ₹ 27,62,500 (Rupees Twenty seven lakh sixty two thousand five hundred only).

## Common pursuits of promoters and group companies

None of the promoters or promoters' group entities are engaged in businesses similar to ours.

## Interest of our Promoters in our Company

Except as disclosed in the Chapter titled “*Financial Statements-Related Party Disclosures*” on page F71 of the Draft Prospectus and other than as our shareholders, to the extent of promoters and/or their relatives or the companies in which they are promoters/directors holding Equity Shares and also to the extent of any dividend payable to them on the aforesaid shareholding, our Promoters do not have any other interest in our Company's business. Our promoters may be also deemed to be interested to the extent of the remuneration/sitting fees and reimbursement of expenses, if any, received by them in their capacity as Directors.

None of our Promoters have interest in any immovable property acquired or to be acquired by our Company in the preceding two years of filing the Prospectus with the Designated Stock Exchange nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Our Promoters have given certain personal guarantees in relation to loan facilities availed by our Company.

Our promoters may subscribe to this Issue.

## Details of shares allotted to our Promoters during the last three Financial Years

During the Financial Year 2019-2020, our company had issued and allotted 1,47,05,882 Equity shares of face value ₹ 10 per share at ₹ 17 per share (including a premium of ₹ 7 per share) by way of a Preferential Issue to the existing promoter group companies and other corporate body. The allotment was made on March 13, 2020 and the shares were listed on May 27, 2020 and trading approval for the same was received on June 03, 2020.

## Promoters holding in the Company as on December 31, 2020

### A. Equity Shares

Sl No	Name of the Shareholder	Total No. of Equity Shares held	% of shareholding to the total equity share capital	No. of Shares Pledged	% of Shares pledged
1	Dr. M Manickam	92,813	0.14	-	-
2	Mr. M Balasubramaniam	1,92,000	0.30	-	-

*\*All Equity Shares held by the Promoters are in dematerialised form.*

*For aggregate equity shareholding of the promoters and promoter group refer Chapter titled “**Capital Structure**” on page 42.*

### B. Preference Shares

As on the date of the Prospectus, none of the Promoters hold any Preference Shares in our Company.

## Details of Promoter's Contribution in our Company:

### Dr. M Manickam

Date of Allotment/Transfer	No of Shares	Face Value (₹)	Issue /Transfer Price (₹)	Consideration (Cash, other than cash etc)	Nature of Allotment/ Transfer	Source of Funding
February 24, 1988	14,625	10	10	Cash	Rights Issue	Own funding
November 4, 1989	2,500	10	10	Cash	Transfer	Own funding
November 4, 1989	1,750	10	10	Cash	Transfer	Own funding
November 4, 1989	25,000	10	10	-	Preference Shares converted into Equity Shares	-
June 4, 1993	43,875	10	30	Cash	Rights Issue	Own funding
August 17, 1993	(43,875)	10	30	-	(Transfer)	-

May 31, 1997	18,000	10	10	Cash	Transfer	Own funding
January 30, 2008	30,938	10	10	Cash	Rights Issue	Own funding
<b>Total</b>	<b>92,813</b>					

**Sri M Balasubramaniam**

Date of Allotment/Transfer	No of Shares	Face Value (₹)	Issue / Transfer Price (₹)	Consideration (Cash, other than cash etc)	Nature of Allotment/Transfer	Source of Funding
August 16, 1980	2,500	10	10	Cash	Transfer	Own funding
November 2, 1984	1,500	10	10	Cash	Public Issue	Own funding
July 13, 1985	1,000	10	10	Cash	Transfer	Own funding
February 24, 1988	15,000	10	10	Cash	Rights Issue	Own funding
November 14, 1989	25,000	10	10	-	Preference Shares converted into Equity Shares	-
June 4, 1993	45,000	10	30	Cash	Rights Issue	Own funding
August 17, 1993	(45,000)	10	30	-	(Transfer)	-
January 30, 2008	22,500	10	10	Cash	Rights Issue	Own funding
January 30, 2008	1,24,500	10	10	Cash	Rights Issue	Own funding
<b>Total</b>	<b>1,92,000</b>					

## SECTION V: FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

Details of the following financial statements are furnished in *Annexure A (Beginning from Page 243)*

SI No	Particulars
1	Independent Auditor's Review Report on Unaudited Special Purpose Interim Financial Information
2	Unaudited Special Purpose Interim Financial Information
3	Examination report on the Restated Financial Statements of our company as at and for the 9 months ended December 31, 2020 and for financial years ended March 31, 2020, 2019 and as at April 01, 2018 as issued by the Statutory Auditors (Ind AS) and Examination report on the Restated Financial Statements of our Company as at and for the financial years ended March 3, 2018, 2017, and 2016 as issued by the Statutory Auditors (IGAAP)
4	Restated Financial Statements of our company as at and for 9 months ended December 31, 2020 and for Years ended March 31, 2020 and March 31,2019 as per Ind AS
5	Restated Financial Statements of our company as at and for the financial years ended March 31, 2018, 2017 and 2016 as issued by the Statutory Auditors (IGAAP)

## FINANCIAL INDEBTEDNESS

A brief summary of our Company's outstanding secured and unsecured borrowings as on December 31, 2020 together with a brief description of certain significant terms of such financing arrangement is as under:

Sl No	Types of loan	Amount outstanding as on December 31, 2020 (₹ lakh)
<b>SECURED BORROWINGS AVAILED BY OUR COMPANY</b>		
A	Term loans	9,563.31
B	Cash credit and short term working capital demand loan / facilities	14,772.45
C	Secured, non-convertible debentures issued on private placement basis	12,187.80
D	Secured Redeemable Non-convertible Debentures (public issues)	16,077.81
E	Interest accrued but not due on the above outstandings	1,570.02
F	Unclaimed matured debentures and interest accrued thereon	231.20
<b>(I)</b>	<b>TOTAL SECURED BORROWINGS</b>	<b>54,402.59</b>
<b>UNSECURED BORROWINGS AVAILED BY OUR COMPANY</b>		
A	Fixed deposits	16,911.38
B	Subordinated debt	23,429.89
C	Unsecured Redeemable Non-convertible Debentures (public issues)	5,978.50
D	Interest accrued but not due on the above	3,353.99
E	Redeemable Cumulative Preference Shares	1,500.00
F	Interest accrued but not due on the above	101.25
<b>(II)</b>	<b>TOTAL UNSECURED BORROWINGS</b>	<b>51,275.01</b>
<b>(III)</b>	<b>TOTAL (I +II)</b>	<b>105,677.60</b>

### I. SECURED BORROWINGS AVAILED BY OUR COMPANY

#### Term loans

Set out below is a brief summary of our Secured Term Loans as on December 31, 2020:

#### State Bank of India

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated 31st day of July, 2020	5,000.00	4,656.00	58 monthly instalments	11.00% p.a. (compounded on monthly rest)
2	Deed of hypothecation and facility agreement dated 31st day of July, 2020	600.00	532.00	18 monthly instalments	7.25% (compounded on monthly rest)
<b>Security</b>		Exclusive first charge on hypothecation of assets covered under HP/Hypothecation of loans/lease agreement and the resultant receivables as acceptable to the lender.			
<b>Collateral</b>		EM over the land and building (S.F.No.161/2, Total area 14,136 sq.foot) at Block No.7, D.No.62, Dr. Nanjappa Road, Coimbatore, land belonging to a) Sri. M. Srinivaasan, Director and b) Sakthi Finance Limited (leasehold rights).			
<b>Penalty</b>		Rate of interest <i>plus</i> 5% p.a.			
<b>Rescheduling</b>		Nil			
<b>Event of Default</b>		<b>Penalty</b> 5% per annum on the irregular portion for the period of irregularity.			

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1. Irregularity in cash credit account. 2. Non submission of stock statement. 3. Non submission of renewal data. 4. Non- renewal of insurance. 5. Diversion of funds. 6. Non-payment of interest/instalment					
		₹ 1,800 per day.			
		Flat ₹ 45,000 up to the date of renewal and Flat ₹ 90,000 per month there after till the date of submission.			
		₹ 180 for each day of delay beyond due date.			
		1.80% on the entire out standings.			
		5% per annum on the irregular portion for the period of irregularity.			

#### IndusInd Bank Ltd

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated 9th Jan 2020	650.00	561.15	36 monthly instalments	Fixed ROI @12% for 3 years
2	Deed of hypothecation and facility agreement dated 9th Jan2020	350.00	300.53	36 monthly instalments	Fixed ROI @12% for 3 years
<b>Security</b>		Exclusive charge over designated set of HP receivables			
<b>Prepayment</b>		2% on principal outstanding			
<b>Penalty</b>		For Non-compliance, 18.75% per annum. For irregularity/overdue, 18.75% per annum.			

#### Hinduja Leyland Finance Limited

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated 5th January 2018	1,500.00	191.04	36 monthly instalments	10.75 (measured on XIRR Basis)
<b>Security</b>		Exclusive first charge on portfolio of receivables as acceptable to the lender.			
<b>Prepayment</b>		The Borrower may prepay outstanding amounts under the Facility, in full and not in part, with the prior written consent of the Lender. In the event of such prepayment, the Borrower will be required to pay a prepayment penalty of 2% of the amount prepaid by the borrower together with applicable taxes. Provided that the Borrower will not be required to pay the Prepayment Penalty when the Lender arranges for the sale or securitization of the Portfolio in the agreement.			
<b>Penalty</b>		Rate of interest plus 2% p.a.			
<b>Rescheduling</b>		Nil			
<b>Event of Default</b>		<ul style="list-style-type: none"> <li>• Non-payment of charge / interest / instalment due on time</li> <li>• Misrepresentation, non-performance / breach / violation of terms of sanction</li> <li>• Amalgamation / reorganization, nationalization, etc.</li> <li>• Prevented by competent authority from carrying on business</li> <li>• Insolvency / winding up /apprehension of insolvency</li> </ul>			

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
					<ul style="list-style-type: none"> <li>Any event affecting any assets of Borrower or any affiliates with value of facility not discharged within 15 days</li> <li>Jeopardizing/prejudicial to security</li> <li>Inadequate insurance of lease assets, hire purchase assets and other assets / receivables offered as security</li> <li>Any failure on part of any promoters to fulfill any obligations</li> </ul>
	<b>Consequence of Default</b>				On and at any time after the occurrence of an event of default, the lender may by 7 days written notice to the borrower : a) declare that all or part of the facility, together with accrued interest and all other amounts accrued or outstanding under the agreement and/or the security documents to be immediately due and payable, whereupon they shall become immediately due and payable; and/or b) declare that all or part of the facility be payable on demand, whereupon it shall immediately become payable on demand together with accrued interest and all other amounts accrued under the agreement and/or the security documents.

#### Sundaram Finance Limited

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated September 11, 2017	1,000.00	67.62	36 monthly instalments	10.25%
	<b>Security</b>				Exclusive first charge on 17 Gamesa Wind Turbine Generators located in Tamil Nadu and Gujarat
	<b>Prepayment</b>				The Borrower may prepay outstanding amounts under the Facility, in full and not in part, with the prior written consent of the Lender. In the event of such prepayment, the Borrower will be required to pay a prepayment penalty of 3.54% on principal balance as on date of foreclosure. Provided that the Borrower will not be required to pay the Prepayment Penalty when the Lender arranges for the sale or securitization of the Portfolio in the agreement.
	<b>Penalty</b>				Rate of interest plus 2% p.a.
	<b>Rescheduling</b>				Nil
	<b>Events of Default</b>				<ul style="list-style-type: none"> <li>Non-payment of charge / interest / instalment due on time</li> <li>Misrepresentation, non-performance / breach / violation of terms of sanction</li> <li>Amalgamation / reorganization, nationalization, etc.</li> <li>Prevented by competent authority from carrying on business</li> <li>Insolvency / winding up / apprehension of insolvency</li> <li>Any event affecting any assets of Borrower or any affiliates with value of facility</li> <li>Jeopardizing / prejudicial to security</li> <li>Inadequate insurance of lease assets, hire purchase assets and other assets/receivables offered as security</li> </ul>
	<b>Consequence of Default</b>				On and at any time after the occurrence of an event of default, the lender may by 7 days written notice to the borrower : a) declare that all or part of the facility, together with accrued interest and all other amounts accrued or outstanding under the agreement and/or the security documents to be immediately due and payable, whereupon they shall become immediately due



Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
		and payable; and/or b) declare that all or part of the facility be payable on demand, whereupon it shall immediately become payable on demand together with accrued interest and all other amounts accrued under the agreement and/or the security documents			

#### Shriram Transport Finance Company Limited

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated July 26, 2019	2,000.00	1,447.54	48 monthly instalments	13 (compounded on monthly rest)
2	Deed of hypothecation and facility agreement dated March 25, 2020	1,000.00	813.38	36 monthly instalments	13 (compounded on monthly rest)
<b>Security</b>		Exclusive first charge on portfolio of receivables as acceptable to the lender. 1.1 times the borrowings			
<b>Prepayment</b>		3% (exclusive of Taxes) on Principal Outstanding as on the foreclosure date. Provided that the Borrower will not be required to pay the Prepayment Penalty when the Lender arranges for the sale or securitization of the Portfolio in the agreement.			
<b>Penalty</b>		36% p.a. compounded on monthly rest.			
<b>Rescheduling</b>		Nil			
<b>Events of Default</b>		<ul style="list-style-type: none"> <li>• Non-payment of charge / interest / instalment due on time</li> <li>• Misrepresentation, non-performance / breach / violation of terms of sanction</li> <li>• Amalgamation / reorganization, nationalization, etc.</li> <li>• Prevented by competent authority from carrying on business</li> <li>• Insolvency / winding up / apprehension of insolvency</li> <li>• Jeopardizing/prejudicial to security</li> <li>• Any failure on the part of management to fulfill any obligations</li> </ul>			
<b>Consequence of Default</b>		On and at any time after the occurrence of an event of default, the lender may by 7 days written notice to the borrower : a) declare that all or part of the facility, together with accrued interest and all other amounts accrued or outstanding under the agreement and/or the security documents to be immediately due and payable, whereupon they shall become immediately due and payable; and/or b) declare that all or part of the facility be payable on demand, whereupon it shall immediately become payable on demand together with accrued interest and all other amounts accrued under the agreement and/or the security documents.			

#### Northern Arc Capital Ltd (formerly IFMR Capital Finance Pvt Ltd)

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated March 06, 2020	1,500.00	986.14	24 monthly instalments	14% (compounded on monthly rest)

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
<b>Security</b>	Exclusive first charge on portfolio of receivables as acceptable to the lender. 1.2 times the borrowings				
<b>Prepayment</b>	2% of the amount prepaid by the borrower.				
<b>Penalty</b>	Interest rate + 5% per annum				
<b>Rescheduling</b>	Nil				
<b>Events of Default</b>	<ul style="list-style-type: none"> <li>• Minimum 15% of capital ratio of Tier I Capital and Tier II Capital.</li> <li>• Minimum permissible ratio of tangible network to Gross loan portfolio shall be 13%.</li> <li>• Maximum permissible ratio of Par &gt; 90 Net of Loan Loss Provisions to Tangible Network shall be 35.00%.</li> </ul>				

#### HDFC Bank Limited

Sl No	Details of Documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Repayment date / Schedule	Rate of Interest (% p.a.)
1	Deed of hypothecation and facility agreement dated January 07, 2019, (vehicle loan)	19.00	7.91	36 months from date of first drawl	9.50
<b>Security</b>	Exclusive first charge on the vehicle financed				
<b>Prepayment</b>	Pre-payment penalty depends on the time of pre-payment and varies from 6% to 3%				
<b>Penalty</b>	2 % compounded on monthly rest.				
<b>Rescheduling</b>	Nil				
<b>Events of Default</b>	<ul style="list-style-type: none"> <li>• Non-payment of charge / interest / instalment due on time</li> <li>• Misrepresentation, non-performance / breach / violation of terms of sanction</li> </ul>				
<b>Consequence of Default</b>	Recall of loan				

#### B. Cash credit and short term working capital demand loan / facilities

Set out below is a brief summary of our secured cash credit and short term working capital demand loan / facilities as on December 31, 2020. Our cash credit and working capital demand loan are all repayable upon demand by the respective lenders.

Sl No	Name of lenders and details of documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Rate of interest p.a.	Security
1	<b>Indian Overseas Bank</b> Letter of Hypothecation dated April 28, 2014 Consent Cum Authorization Letter dated April 28, 2014 (Renewal Letter dated July 17, 2020. The Limit is operational as	WCDL : 1,200.00 CC : 800.00 ----- <b>Total : 2,000.00</b> -----	1,621.73	MCLR + 4.10%	Hypothecation of specific HP receivables and any other security created in favour of the company to secure the relevant loan facilities to be obtained under the relevant obligor.

Sl No	Name of lenders and details of documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Rate of interest p.a.	Security
	on date of this prospectus). WCDL amount of ₹ 12 crores has to be paid @ ₹ 50 lakhs per month starting from 30th June 2020.				
2	<b>The Karnataka Bank Limited</b> Hypothecation agreement dated November 27, 2013 Renewal of Sanction letter dated January 22, 2021. Agreement for book debt/receivables dated November 27, 2013	WCDL : 720.00 CC : 480.00 ----- Total: <b>1,200.00</b> -----	1,134.54	MCLR + 3.60%	Already held exclusive charge by way of hypothecation of specific movable assets being fixed/current assets relating to lease, Hypothecation loans and hire purchase agreement/loan agreement.
3	<b>Bank of India</b> Modification of charge letter dated January 29, 2013 Sanction letter dated December 16, 2019. Sanction of renewal is awaited	WCDL : 533.00 CC : 600.00 ----- Total : <b>1,133.00</b> -----	541.37	MCLR + 3.5%	Hypothecation of vehicles / equipment now hired out by the company with all ancillary fittings, additions, tool, accessories and equipment and to be hired out by them from time to time by assigning all their contractual rights in the HP agreements between the borrower and the hirers executed and to be executed from time to time in favour of the bank by way of first charge. WCDL to be repaid in 36 equal instalments.

Sl No	Name of lenders and details of documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Rate of interest p.a.	Security
4	<b>Central Bank of India</b> Letter of hypothecation dated November 13, 2013 Letter of hypothecation, book-debts-loans dated November 13, 2013 Sanction Letter dated 11/01/2021	WCDL : 1,800.00 CC : 1,200.00 ----- <b>Total : 3,000.00</b> -----	2,997.94	MCLR + 2.50%	Assignment of HP documents and hypothecation of assets under HP documents.
5	<b>Canara Bank</b> Bank letter dated January 24, 2013 Renewal letter dated August 01, 2019. Sanction of renewal is awaited	WCDL : 300.00 CC : 100.00 ----- <b>Total : 400.00</b> -----	289.75	MCLR + 2.85%	Exclusive charge on hypothecated assets purchased out of bank finance plus related HP receivables.
6	<b>State Bank of India</b> Agreement for overall limit dated July 31, 2020. Sanction letter dated February 04, 2021. (Sanction is awaited. The limit is operational as on the date of this Draft Prospectus)	WCDL : 3,600.00 CC : 2,400.00 ----- <b>Total : 6,000.00</b> -----	5,323.69	MCLR + 2.70%	Exclusive first charge on hypothecation of assets covered under HP / Hypothecation Loan / Lease agreements and the resultant receivables. Equitable mortgage over the land and building situated at S.F. No 161/2, Dr. Nanjappa Road, Coimbatore, Land belonging to Mr. M. Srinivaasan, Director.
7	<b>DCB Bank Limited (formerly The Lakshmi Vilas Bank Limited)</b> Agreement for cash credit and overdraft dated December 12, 2015 Renewal of Sanction letter dated 9th April 2020. The limit is operational as on date of this Draft Prospectus.	WCDL : 2,200.00 CC : 800.00 ----- <b>Total : 3,000.00</b> -----	2,863.43	MCLR + 1.45%	Assignment / Hypothecation of the specific HP agreements and receivables arising therefrom as well as charge / negative lien over underlying specific assets covering commercial vehicles (new and second-hand vehicles, infrastructure

Sl No	Name of lenders and details of documentation	Amount sanctioned (₹ lakh)	Amount outstanding (₹ lakh)	Rate of interest p.a.	Security
					equipment, machineries etc.
	<b>Total</b>		<b>14,772.45</b>		

WCDL: Working capital demand loan; CC: Cash Credit; HP: Hire purchase

#### A. Secured redeemable non-convertible debentures issued on a private placement basis

Our Company has issued secured, redeemable, non-convertible debentures of face value of ₹ 1 and ₹ 1,000 to subscribers on private placement basis (“NCDs on private placement basis”). These secured, redeemable, non-convertible debentures have been allotted on a continuing basis. The terms of conditions of these debentures including coupon rates, have been decided by the Board of Directors at the time of each issue. Given below is a brief summary of our secured, redeemable, non-convertible debentures as on December 31, 2020. These NCDs are not rated and is secured by the hypothecation over identified hire-purchase receivables of our Company.

#### Fixed Income Scheme

(₹ lakh)

Date of Allotment	Amount	Rate of Interest (%)	Maturity period from the date of allotment	Date of Redemption	Amount outstanding as on 31-Dec-20
<b>₹ 1 Debentures</b>					
Opening balance up to 31.12.2019	6,798.13	9.00 to 11.00	15 to 36 months	-	-
<b>₹ 1,000 Debentures</b>					
05.11.2019 to 16.10.2020	-	8.50 to 9.50	15 months	05.02.2021 to 16.01.2022	929.00
19.10.2019 to 16.10.2020	-	8.75% to 9.75%	24 months	19.10.2021 to 16.10.2022	280.00
17.01.2018 to 11.12.2020	-	9.00% to 10.00%	36 months	17.01.2021 to 11.12.2023	6,185.20
<b>Total (I)</b>	-	-	-	-	<b>7,394.20</b>
Interest accrued but not due on above (II)					-
Unclaimed Matured amount (III)					<b>118.78</b>
<b>Total (I) + (II) +(III)</b>					<b>7,512.98</b>

#### Cumulative Income Scheme

(₹ lakh)

Date of Allotment	Amount	Rate of Interest (%)	Maturity Period from the date of allotment	Date of Redemption	Amount outstanding as on 31-Dec-20
<b>₹ 1 Debentures</b>					
Opening balance as on 31.12.2019	4,177.77	9.00 to 11.00	15 to 36 months	-	-
<b>₹ 1,000 Debentures</b>	-	-	-	-	-

19.10.2019 to 31.10.2020	-	8.50 to 9.50	15 months	19.01.2021 to 31.01.2022	795.00
07.03.2019 to 12.06.2020	-	9.75	24 months	07.03.2021 to 12.06.2022	532.50
17.01.2018 to 19.11.2020	-	9.00 to 10.00	36 months	17.01.2021 to 19.11.2023	3,466.10
<b>Total (I)</b>					<b>4,793.60</b>
Interest accrued but not due on the above (II)					<b>544.97</b>
Unclaimed matured amount (III)					<b>86.73</b>
<b>Total (I) + (II) +(III)</b>					<b>5,425.30</b>

## B. Secured redeemable non-convertible debentures (Public issue)

### Public Issue May 2019

Our Company has made a public issue of 15,00,000 secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each aggregating ₹ 15,000.00 lakh and allotted 11,77,000 non-convertible debentures aggregating ₹ 11770.00 lakhs on May 15, 2019.

The details of outstanding amounts in connection with said public issue are as under:

Debenture Options	Frequency of Interest payment	Tenor / Period of Maturity (Months)	Interest Rate p.a. (%)	Effective Yield. (%) p.a.	Amount as on December 31, 2020 (₹ lakh)	Date of Allotment	Redemption Date
<b>Secured</b>							
I	Monthly	24	9.50	9.50	646.99	15/05/2019	15/05/2021
II	Cumulative	24	N.A.	10.33	1344.40		15/05/2021
III	Monthly	36	9.75	9.75	592.26		15/05/2022
IV	Annually	36	9.75	10.11	268.93		15/05/2022
V	Cumulative	36	N.A.	11.17	800.13		15/05/2022
VI	Monthly	48	10.00	10.00	1909.01		15/05/2023
VII	Annually	48	10.00	10.38	292.14		15/05/2023
VIII	Cumulative	48	N.A.	12.11	1541.34		15/05/2023
<b>Unsecured</b>							
IX	Monthly	61	10.25	10.25	2084.53		15/06/2024
X	Annually	61	10.25	10.65	106.70		15/06/2024
XI	Cumulative	61	N.A.	13.24	2183.57		15/06/2024
<b>TOTAL</b>					<b>11,770.00</b>		
<b>Rating</b>	“[ICRA] BBB (Stable)”						
<b>Security</b>	Mortgage over an identified immovable property admeasuring 2400 sq.ft., situated at Paruvai Village, Paruvai Panchayat under Tiruppur Registration District, owned by our Company. Hypothecation over specific hire-purchase receivables of our Company, including book-debts and receivables thereon, both present and future.						

### Public Issue May 2020

Our Company has made a public issue of 20,00,000 Secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each aggregating to ₹ 20,000.00 lakh and allotted 10,28,631 non-convertible debentures aggregating to ₹ 10,286.31.00 lakhs on May 08, 2020.

The details of outstanding amounts in connection with said public issue are as under:

Debtenture Options	Frequency of Interest payment	Tenor / Period of Maturity (Months)	Interest Rate p.a. (%)	Effective Yield (%) p.a.	Amount as on December 31, 2020 (₹ lakh)	Date of Allotment	Redemption Date
<b>Secured</b>							
I	Monthly	24	9.50	9.50	1691.11	08/05/2020	08/05/2022
II	Cumulative	24	N.A.	10.33	1972.55		08/05/2022
III	Monthly	39	9.75	9.75	811.80		08/08/2023
IV	Annually	39	9.75	10.11	141.50		08/08/2023
V	Cumulative	39	N.A.	11.31	793.53		08/08/2023
VI	Monthly	49	10.00	10.00	1894.23		08/06/2024
VII	Annually	49	10.00	10.38	248.73		08/06/2024
VIII	Cumulative	49	N.A.	12.17	1129.16		08/06/2024
<b>Unsecured</b>							
IX	Monthly	62	10.25	10.25	738.88		08/07/2025
X	Annually	62	10.25	10.65	66.60		08/07/2025
XI	Cumulative	62	N.A.	13.30	798.22		08/07/2025
<b>TOTAL</b>					<b>10,286.31</b>		
<b>Rating</b>	“[ICRA] BBB (Stable)”						
<b>Security</b>	Mortgage over an identified immovable property admeasuring 1705 sq.ft., situated at Anna Nagar, Madurai, under Madurai Registration District, owned by our Company. Hypothecation over specific hire-purchase receivables of our Company, including book-debts and receivables thereon, both present and future.						

## II. UNSECURED BORROWINGS AVAILED BY OUR COMPANY

### A. Fixed deposits

As a deposit taking non-banking financial company, we accept unsecured deposits from the public, both non-cumulative and cumulative basis, which are accepted in multiples of ₹ 1,000 with a minimum deposit amount of ₹ 10,000 which are maturing for a period ranging from 15 months to 36 months from the date of the acceptance of deposit. As on date, the fixed deposit carries rate of interest in the range of 8.25% p.a. to 8.50 % p.a. Given below is the brief summary of the fixed deposit details as on December 31, 2020.

Type of instrument	Amount outstanding as on December 31, 2020 (₹ lakh)*	Repayment date / schedule	Credit rating
Fixed deposits - non cumulative scheme	6,699.08	15-36 months from the date of the deposit / renewal	MA- (Stable) (ICRA Limited)
Fixed deposits - cumulative scheme	102,12.30	15-36 months from the date of the deposit / renewal	
<b>Total</b>	<b>16,911.38</b>		

\* The aforesaid fixed deposit amount also includes the unclaimed deposits amount.

### B. Unlisted subordinated debt

Our Company has issued unlisted unsecured, subordinated, non-convertible bond of face value of ₹ 1,000 (“**Retail Subordinated Debt I and II**”) to retail subscribers on private placement basis. The Retail Subordinated Debts have been allotted on a continuing basis for a tenure of 61 months, at interest rates of 11.50% p.a (Retail Subordinated Debt Series I) and 10% p.a. (Retail Subordinated Series II). Given below is the brief summary of our retail subordinated debts as on December 31, 2020:

Type of instrument	Amount outstanding as	Repayment date / schedule	Date of allotment	Credit rating
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	<b>on December 31, 2020 (₹ lakh)*</b>			
<b>Retail subordinated debt I</b>		Tenor of 61 months	August 01, 2013 to December 16,2014	N A
Fixed Income	25.84			
Cumulative Income	23.44			
<b>Retail subordinated debt II</b>		Tenor of 61 months	October 30,2018 to May 30,2020	N.A
Fixed Income	13,782.00			
Cumulative Income	9,598.60			
<b>Total</b>	<b>23,429.88</b>			

\* The aforesaid subordinated debt amount also includes the unclaimed amount.

### III. Significant restrictive covenants in our debt facilities

Some of the significant corporate actions for which our Company requires the prior written consent of lenders include the following:

1. to declare and/or pay dividend to any of its shareholders whether equity or preference, during any financial year unless our Company has paid to the lender the dues payable by our Company in that year;
2. to undertake or permit any merger, amalgamation or compromise with its shareholders, creditors or effect any scheme of amalgamation or reconstruction;
3. to create or permit any charges or lien on any mortgaged or hypothecated properties;
4. to amend its MOA and AOA;
5. to make any major investments by way of deposits, loans, share capital, etc. in any manner.
6. to effect a change of ownership or control, or management of the Company;
7. to enter into long term contractual obligations directly affecting the financial position of the Company;
8. to borrow or obtain credit facilities from any bank or financial institution;
9. to undertake any guarantee obligations on behalf of any other company;
10. to change its practice with regard to the remuneration of Directors;
11. to compound, or realise any of its book debts and loan receivables or do anything whereby recovery of the same may be impeded, delayed, or prevented;
12. to alter its capital structure, or buy-back, cancel, purchase, or otherwise acquire any share capital; and
13. to enter into any transaction with its affiliates or transfer any funds to any group or associate concern.

Additionally, certain lenders have the right to nominate a director on the Board on the occurrence of an event of default at any time during the term of the financial facilities.

### IV. Servicing behavior on existing debt securities, payment of due interest on due dates on financing facilities or securities

As on the date of the Prospectus, there has been no default in payment of principal or interest on any existing financing facilities or term loan or debt security issued by the Issuer in the past.



## **MATERIAL DEVELOPMENTS**

In the opinion of the Board, other than as disclosed elsewhere in this Draft Prospectus and hereinafter below, there have been no material developments since December 31, 2020 and there have arisen 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.

## SECTION VI: ISSUE RELATED INFORMATION

### ISSUE STRUCTURE

The following are the details of 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 Chapter titled “*Terms of the Issue*” on page 137 of this Draft Prospectus.

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

Particulars	Terms and Conditions
<b>Issuer</b>	Sakthi Finance Limited
<b>Type of Instrument / Name of Security</b>	Rated, Secured Redeemable and Rated, Unsecured Redeemable NCDs of Face Value of ₹ 1,000 each
<b>Nature of the Instrument</b>	(a) Secured Redeemable Non-Convertible Debentures; and (b) Unsecured Redeemable Non-Convertible Debentures which are in the nature of sub-ordinated debt as defined under the Master Direction on Non-Banking Finance Company and Deposit Taking Company RBI Directions 2016 and will be eligible for Tier II Capital.
<b>Seniority</b>	<p>The claims of Secured NCDs holders shall be superior to the claims of any unsecured creditors (including Unsecured NCDs, which are in the nature of Subordinated debt) subject to applicable statutory and /or regulatory requirements. The Secured NCDs would constitute secured obligations of our company and shall rank <i>pari passu inter se</i>, to the claims of other creditors of Company having same security.</p> <p>No Security will be created for Unsecured NCDs, which are in the nature of Subordinated debt</p>
<b>Mode of Issue</b>	Public Issue
<b>Lead Manager</b>	Dalmia Securities Private Limited
<b>Debenture Trustee</b>	Catalyst Trusteeship Limited
<b>Eligible Investors</b>	See the Chapter titled “ <i>Issue Procedure - Who can Apply</i> ” on page 161 of this Draft Prospectus
<b>Listing</b>	The NCDs are proposed to be listed on BSE. The NCDs shall be listed within 6 Working Days from the date of Issue Closure. For more information, see “ <i>Other Regulatory and Statutory Disclosures</i> ” on page 196 of this Draft Prospectus.
<b>Credit Rating</b>	<p>The NCDs proposed to be issued by our Company have been rated by ICRA Limited (“<b>ICRA</b>”). ICRA has <i>vide</i> its letter no. RTG/Chen/SFL/BLR/145/2122 dated April 22, 2021 assigned a rating of “[<b>ICRA</b>] <b>BBB (Stable)</b>” and has reaffirmed the same <i>vide</i> its letter ICRA/Sakthi Finance Limited/03062021/2 dated June 03, 2021 for an amount up to ₹ 20,000 lakh for the proposed NCD issue. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.</p> <p>ICRA reserves its right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned. The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the Debentures to be issued. Please refer to <i>Annexure C</i> of this Draft Prospectus for rating letters and rationale for the above ratings.</p>

<b>Issue Size / Option to retain Oversubscription</b>	Public Issue of Rated, Secured, Redeemable, Non-Convertible Debentures and Rated, Unsecured, Redeemable Non-Convertible Debentures of Face Value of ₹ 1,000 each (“NCDs”) for an amount up to ₹ 10,000 lakh (hereinafter referred to as the “ <b>Base Issue</b> ”) with an option to retain over subscription up to ₹ 10,000 lakh, aggregating ₹ 20,000 lakh (hereinafter referred to as the “ <b>Overall Issue Size</b> ”). The Unsecured Redeemable Non-Convertible Debentures will be in the nature of sub-ordinated debt and will be eligible for Tier II Capital on the terms and in the manner as set out in this Prospectus to be filed with RoC.																					
<b>Objects of the Issue</b>	See the Chapter titled “ <i>Objects of the Issue</i> ” on page 53 of this Draft Prospectus																					
<b>Details of the Utilisation of Issue Proceeds</b>	See the Chapter titled “ <i>Objects of the Issue</i> ” on page 53 of this Draft Prospectus																					
<b>Interest Rate/ Step up, Step Down Interest Rate</b>	See the Chapter titled “ <i>Terms of the Issue</i> ” on Page 147 of this Draft Prospectus. There will be no Step down / Step up in the interest rates during the tenor of the Debentures.																					
<b>Interest Reset</b>	Not applicable as the Interest is fixed type for the NCDs.																					
<b>Frequency of Interest payment</b>	See the Chapter titled “ <i>Terms of the Issue</i> ” on Page 147 of this issue																					
<b>Interest payment Date</b>	See the Chapter titled “ <i>Terms of the Issue</i> ” on Page 147 of this issue																					
<b>Day Count Basis</b>	Actual /Actual																					
<b>Interest on Application Money</b>	See the Chapter titled “ <i>Terms of the Issue-para on Minimum Subscription</i> ” on Page 152 of this issue																					
<b>Default Interest Rate</b>	<p>Our Company shall pay interest in connection with any delay in allotment, refunds in case of failure of the Issue or non-receipt of listing and trading approval, 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</p> <p>Our Company shall pay at least two per cent 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 the period specified in the SEBI ILDS Regulations.</p>																					
<b>Tenor</b>	See the Chapter titled “ <i>Terms of the Issue</i> ” on Page 147 of this issue																					
<b>Redemption / Maturity Date</b>	<table border="1"> <thead> <tr> <th>Option</th> <th>Redemption date/ Maturity Period as applicable</th> </tr> </thead> <tbody> <tr> <td>I</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>II</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>III</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>IV</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>V</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>VI</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>VII</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td>VIII</td> <td>Expiry of (*) months from the Deemed Date of Allotment</td> </tr> <tr> <td></td> <td>If the Redemption Date / Maturity Date of any Options of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.</td> </tr> </tbody> </table>	Option	Redemption date/ Maturity Period as applicable	I	Expiry of (*) months from the Deemed Date of Allotment	II	Expiry of (*) months from the Deemed Date of Allotment	III	Expiry of (*) months from the Deemed Date of Allotment	IV	Expiry of (*) months from the Deemed Date of Allotment	V	Expiry of (*) months from the Deemed Date of Allotment	VI	Expiry of (*) months from the Deemed Date of Allotment	VII	Expiry of (*) months from the Deemed Date of Allotment	VIII	Expiry of (*) months from the Deemed Date of Allotment		If the Redemption Date / Maturity Date of any Options of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.	
Option	Redemption date/ Maturity Period as applicable																					
I	Expiry of (*) months from the Deemed Date of Allotment																					
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VIII	Expiry of (*) months from the Deemed Date of Allotment																					
	If the Redemption Date / Maturity Date of any Options of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment.																					
<b>Redemption /Maturity Amount and Redemption Premium/ Discount</b>	Repayment of the Face Value plus any interest that may have accrued at the Maturity Date for Individual and/or Institutional and/or Non- Institutional Investors, as the case may be. The NCDs under this Issue does not have any redemption premium/ discount																					
<b>Issue Price</b>	₹ 1,000 per NCD																					
<b>Discount at which Security is issued and effective yield as a result of such discount</b>	Not Applicable																					
<b>PUT/CALL Options Date, Price and notification time</b>	Not Applicable																					
<b>Face Value</b>	₹ 1,000 per NCD																					

<b>Minimum application size and in Multiples of debt Securities thereafter</b>	₹ 10,000 (10 NCDs). (for all Options of NCDs, namely I, II, III, IV, V, VI, VII, and VIII either taken individually or collectively) and thereafter in lots of 1 NCD.
<b>Market Lot/ Trading Lot</b>	The market lot will be 1 Debenture (“ <b>Market Lot</b> ”). Since the Debentures are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures
<b>Issue Timings:</b>	
<b>1.Issue Opening Date</b>	[*]
<b>2.Issue Closing Date</b>	[*]
<b>3.Pay-in Date</b>	All monies to be paid in on the application date
<b>4.Deemed date of Allotment</b>	The date on which the Board or NCD Issuance Committee thereof approves the Allotment of NCDs or such other date as may be determined by the Board of Directors/or the NCD Issuance Committee thereof and notified to the Designated Stock Exchange. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment
<b>Issuance mode of the Instrument*</b>	Dematerialised form
<b>Trading mode of the Instrument*</b>	Dematerialised form only
<b>Settlement mode of the Instrument</b>	Through various modes
<b>Mode of Payment</b>	Please see the Chapter titled “ <b>Issue Procedure</b> ” on page 160 of this Draft Prospectus
<b>Depositories</b>	NSDL and CDSL
<b>Working Day (Business Day) Convention</b>	“ <b>Working Day(s)</b> ” means all days excluding Saturdays and Sundays or a holiday for commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holidays in India. Furthermore, for the purpose of post Issue Period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchanges excluding Saturdays and Sundays and bank holidays in Mumbai. During the tenor of the NCDs, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai
<b>Record Date</b>	The record date for payment of interest in connection with the NCDs or redemption of the NCDs shall be 15 (fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption.  Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.  If the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.  <i>In connection with Option I, Option III, Option V and Option VII NCDs, (Monthly Interest) 15 (Fifteen) Days prior to the date on which interest is due and payable, or the date of redemption, or as may be prescribed by the Stock Exchanges and in connection with Option II, Option IV, Option VI and Option VIII NCDs, (Cumulative) 15 (Fifteen) Days prior to the date of redemption or as may be prescribed by the Stock Exchange.</i>  If the Record Date falls on a day that is not a Working Day, then the immediate succeeding Working Day will be deemed as Record Date.  <b>Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount for such NCDs) prior to redemption of NCDs.</b>

<b>All covenants of the Issue (including side letters, accelerated payment clause, etc.)</b>	In accordance with the Debenture Trust Deed
<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 to the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed in the Draft Prospectus</b>	<p>The principal amount of the Secured NCDs to be issued in terms of this Issue together with all interest due on the Secured NCDs in respect thereof shall be secured by way of exclusive charge in favour of the Debenture Trustee on specific present and/or future receivables / assets of our Company, as may be decided mutually by our Company and the Debenture Trustee.</p> <p>Our Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the Secured NCDs (along with the interest due thereon) is maintained at all times till the maturity date. The assets are not charged and there are no other creditors sharing the security that is offered for the issue of Secured NCDs on <i>pari passu</i> basis.</p> <p>We have received necessary consents from the relevant debenture trustee in relation to the NCDs.</p> <p>While the debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of offer document/ Information Memorandum, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, however the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.</p> <p>For further details on date of creation of security/likely date of creation of security, minimum security cover etc, please refer to the Chapter titled “<i>Terms of the Issue – Security</i>” on page 138 of this Draft Prospectus.</p> <p>No security will be created for the Unsecured NCDs to be issued in terms of this Issue.</p>
<b>Transaction Documents/ Issue Documents</b>	The Draft Prospectus and the Prospectus read with any notices, corrigenda, addendum thereto, the Debenture Trust Deeds, Abridged Prospectus along with Application Form, and other documents, as applicable, 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 this Issue including but not limited to the Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Sponsor Bank Escrow Agreement, the Registrar Agreement, and the Lead Broker Agreement. For further details, please refer to Chapter titled “ <i>Material Contracts and Documents for Inspection</i> ” on page 240 of this Draft Prospectus.
<b>Condition precedent to Disbursement</b>	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedents to disbursement.
<b>Condition subsequent to the disbursement</b>	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions subsequent to disbursement.
<b>Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)</b>	See the Chapter titled “ <i>Terms of the Issue-Events of Default</i> ” on page 141 of this Draft Prospectus.
<b>Creation of recovery expense fund</b>	Our Company undertakes to deposit in the manner as may be specified by SEBI from time to time the amount in the recovery expense fund and inform the Debenture Trustee regarding the creation of deposit in such fund and inform the Debenture Trustee regarding the deposit 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.
<b>Conditions for breach of covenants (as specified in Debenture Trust Deed)</b>	The Debenture Trustee may, with the consent of all the Debenture Holder(s)/ Beneficial Owner(s), at any time, waive on such terms and conditions as 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 or the Debenture Holder(s)/ Beneficial Owner(s) in respect of any subsequent breach thereof.
<b>Provisions related to Cross Default Clause</b>	As provided in the Debenture Trust Deed.
<b>Registrar to the Issue / Registrar</b>	Link Intime India Private Limited
<b>Deemed Date of Allotment</b>	The date on which the Board or NCD Issuance Committee thereof approves the Allotment of NCDs or such other date as may be determined by the Board of Directors/or the NCD Issuance Committee thereof and notified to the Designated Stock Exchange. All benefits relating to the NCDs including interest on NCDs shall be available to Investors from the Deemed Date of Allotment. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment
<b>Role and Responsibilities of Debenture Trustee</b>	Please see Chapter titled “ <i>Terms of the Issue-Trustees for the NCD Holders</i> ” on page 138 of this Draft Prospectus.
<b>Risk factors pertaining to the Issue</b>	Please see Section titled “ <i>Risk Factors</i> ” on page 16 of this Draft Prospectus
<b>Governing law and jurisdiction</b>	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in Coimbatore, India,

\* *In terms of Regulations 4(2)(d) of the SEBI Debt Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. Trading in NCDs shall be compulsorily in dematerialised form.*

\*\* *The subscription list 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 Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Issuance Committee. In the event of such early closure or extension 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 a leading daily national newspaper with wide circulation on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be. Applications Forms for the 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 Exchange, on Working Days during the Issue Period. On the 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 the BSE. For further details, please see the Chapter titled “**General Information**” on page 33 of this Draft Prospectus.*

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

**Governing law and Jurisdiction:** The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in Coimbatore, India respectively.

## SPECIFIC TERMS AND CONDITIONS IN CONNECTION WITH EACH OPTION OF NCDs

The NCDs being issued are in the form of Secured / Unsecured, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each. The principal terms of each option of NCDs are set out below:

Options	I <sup>#</sup>	II <sup>@</sup>	III <sup>#</sup>	IV <sup>@</sup>	V <sup>#</sup>	VI <sup>@</sup>	VII <sup>#</sup>	VIII <sup>@</sup>
Frequency of interest payment	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative	Monthly	Cumulative
Nature of Instruments	Secured NCD						Unsecured NCD	
Category of Investor who can apply	All categories of Investors (I,II, and III)							
Minimum application	₹ 10,000 (10 NCDs) (for all options of NCDs including Unsecured NCDs, namely Option VII and Option VIII, either taken individually or collectively)							
In multiples of	₹ 1,000 (1 NCD) after minimum application							
Face value of Secured / Unsecured NCDs	₹ 1,000							
Issue Price of Secured / Unsecured NCDs	₹ 1,000							
Tenor from deemed date of allotment (in months)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Coupon (%) for all Category of Investor(s)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Effective Yield (per annum) for all Category of Investor(s)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Mode of interest payment	Through various modes of payment available							
Amount (₹) (Secured / Unsecured NCD) on maturity for all Category of Investor(s)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]
Maturity Date (from Deemed Date of Allotment) (in months)	[.]	[.]	[.]	[.]	[.]	[.]	[.]	[.]

<sup>#</sup> In respect of Option I, Option III, Option V and Option VII, Payment of Interest will be made to those NCD Holders whose names appear in the register of NCD holders (or to first holder in case of joint-holders) as on Record Date and will be paid on monthly basis. Interest will be calculated from the 1st day till the last day of the month on an actual basis during the tenor of such NCDs and paid on the first working day of every subsequent month. For the first interest payment for NCDs under the monthly options, if the Deemed Date of Allotment is prior to fifteenth of that month, the interest for that month will be paid on the first day of subsequent month and if the Deemed Date of Allotment is post the fifteenth of that month, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first working day of the month next to that subsequent month.

<sup>@</sup> Further, in case of Cumulative Option (i.e. for Option II, IV, VI and VIII) for the purpose of deduction of tax, interest will be deemed to accrue every year and tax will be deducted on the accrued interest in each financial year, if required. With respect to options where cumulative payment would be made at the time of redemption, the yield is calculated based on quarterly rest compounding for the full year period and based on monthly rest basis for the residual period

(viz. (\*\*)) months for Option II, (\*\*\*) months for Option IV, (\*\*\*) months for Option VI and (\*\*\*\*) for Option VIII. respectively.

In terms of Regulation 4(2) (d) of the SEBI Debt Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. Trading in NCDs shall be compulsorily in dematerialized form.

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

Please refer to Schedule A for details pertaining to the cash flows of the Company in accordance with the SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013.

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

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 Regulations 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 Draft 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.

For details of the Interest payment, please refer to para “***Interest and Payment of Interest***” at page no. 147 of this Draft Prospectus.

#### **Terms of payment**

The entire amount of face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA account, in accordance with the terms of this Draft Prospectus.

**Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions / consents / approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.**

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 Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

#### **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 the succeeding Working Day. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest, if any, 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.

**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 Circular No. CIR/ IMD/DF-1/122/2016 dated November 11, 2016, is furnished at ***Annexure B***.

## TERMS OF THE ISSUE

### Authority for the Issue

At the meeting of the Board of Directors of our Company held on February 13, 2021 the Directors approved the public issue of Secured Redeemable Non-Convertible Debentures and Unsecured Redeemable Non-Convertible Debentures of face value of ₹ 1,000 each, for an amount up to ₹ 10,000 lakh as Base Issue with an option to retain over-subscription up to ₹ 10,000 lakh, aggregating ₹ 20,000 lakh.

In terms of resolution passed by the shareholders of our Company through postal ballot, results of which were declared on April 5, 2014, and in accordance with the provisions of Section 180(1)(c) of the Companies Act 2013, the Board has been authorised to borrow any sum or sums of money from time to time, as may, in the opinion of Board of Directors, deem necessary for the purpose of the business of our Company upon such terms and conditions and with or without security as the Board of Directors may think fit, provided that money or monies to be borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained/to be obtained from our Company's bankers in the ordinary course of business) shall not exceed ₹ 2,500 crore (Rupees two thousand five hundred crore only). The aggregate value of the NCDs offered under the Draft Prospectus, together with the existing borrowings of our Company, is within the approved borrowing limits of ₹ 2,500 crore.

### Principal terms and conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the Debt Regulations, the applicable provisions of the Companies Act 2013, the Memorandum and Articles of Association of our Company, the terms of the Draft Prospectus, the Application Forms along with the Abridged Prospectus, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deeds, other applicable statutory and/or regulatory requirements including those issued from time to time by GOI, RBI, SEBI, BSE, 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. Apart from this, the following conditions are also applicable to the Issue.

- a) Conditions Precedent to Disbursement (please refer Chapter titled "**Issue Structure**" - Page 132)
- b) Condition Subsequent to Disbursement (please refer Chapter titled "**Issue Structure**" - Page 132)
- c) Covenants of the issue pertaining to side letters, accelerated payment clause (including provisions for debt to equity conversion) if any (please refer Chapter titled "**Issue Structure**" - Page 132) and
- d) Risk factors pertaining to the issue (please refer the Section titled "**Risk Factors**" starting from page 29)

### Ranking of Secured NCDs

The Secured NCDs would constitute secured obligations of the Company and shall rank *pari passu inter se*, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of exclusive charge in favour of the Debenture Trustee on specific present and/or future receivables / assets of our Company as may be decided mutually by our Company and the Debenture Trustee. Our Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets equal to the value one time of the debentures outstanding plus interest accrued thereon, and subject to any obligations under applicable statutory and/or regulatory requirements. The claims of the Secured NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements. The Secured NCDs proposed to be issued under the Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

### Ranking of Unsecured NCDs

The Unsecured NCDs would constitute unsecured and sub-ordinated obligations of the Company and shall rank *pari passu inter se* and subject to any obligations under applicable statutory and/or regulatory requirements. The Unsecured NCDs proposed to be issued under the Issue and earlier issue of Unsecured Redeemable Non-Convertible debentures on public issue basis which are outstanding in the books of our Company, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption. The claims of the Unsecured NCD holders shall be subordinated to those of the other creditors of our Company, subject to applicable statutory and/or regulatory requirements. The unsecured NCDs will be in the nature of sub-ordinated debt as defined under the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and will be eligible for inclusion as Tier II Capital.

## Security

The Debenture Trustee (acting for the benefit of the Debenture Holders) shall hold the Security created by the Company under or in terms of the Transaction Documents, in its favour, upon trust, subject to the powers and provisions contained herein, for securing the Secured Obligations.

The principal amount of the Secured NCDs and all the secured obligations to be issued in terms of the Draft Prospectus and Prospectus shall be secured by way of exclusive charge in favour of the Debenture Trustee on specific present and/or future receivables/assets as may be decided mutually by our Company and the Debenture Trustee.

Our Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the Secured NCDs (along with the interest due thereon) throughout the entire tenor of the Debentures and this Deed.

Our Company undertakes that the assets offered as Security for the proposed issue of secured NCDs will be free from any other encumbrances.

Our Company hereby declares that it has obtained/will obtain no objection certificates/ permission, where required, in terms of the existing transaction documents from all the existing charge holders agreeing to cede *pari-passu* charge on Secured Assets of the Company to secure the Debentures.

Our Company undertakes that the necessary documents for the creation of the security, including the Secured Debenture Trust Deed would be executed within the time frame prescribed as per applicable law and the same would be uploaded on the website of the Designated Stock exchange, within five working days of execution of the same.

Our Company undertakes that it shall create the security as set out in the Debenture Trust Deed, prior to listing application of the Debentures. Further, the charge created by Issuer shall be registered with Sub-registrar, Registrar of Companies, CERSAI, Depository etc. as applicable, within 30 days of creation of such charge. In case the charge is not registered anywhere or is not independently verifiable, then the same shall be considered a breach of covenants/ terms of the issue by the Issuer. Our Company undertakes that the proceeds of the issue of Debentures shall be kept in an escrow account, opened for the purpose, until the documents for creation of Security are executed and shall utilise the funds only after the stipulated security has been created.

In the event that the Company fails to create and perfect a valid security on the terms set out in this Deed and other Transaction Documents within relevant time period set out, the Company shall be required to either (i) refund the entire subscription amount, or (ii) pay an interest of at least 2% per annum over and above the coupon rate of interest on the amounts outstanding on the Debenture, until the security is created and perfected in the manner and on the terms set out in this Deed and other Transaction Documents. The Company also agrees to promptly disseminate and disclose information pertaining to failure to create security, on the assets, on its website.

No security will be created for Unsecured NCDs which are in the nature of sub-ordinated debt.

## Debenture Trust Deed(s)

Our Company intends to enter into Debenture Trust Deeds with the Debenture Trustee for the benefit of the NCD Holders, the terms of which will *inter alia*, govern the powers, authorities and obligations of the Debenture Trustee. Our Company proposes to complete the execution of the Debenture Trust Deeds before the Allotment of NCDs. Under the terms of the Debenture Trust Deeds, our Company will covenant with 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 the NCDs at the rates specified in this Prospectus and Debenture Trust Deeds. The Secured Debenture Trust Deed will also provide that the Company may withdraw any portion of the Security or replace with another assets of the same or higher value.

## Trustee for the NCD Holders

We have appointed Catalyst Trusteeship Limited to act as the Debenture Trustee for the NCD holders in terms of Regulation 4(4) of the Debt Regulations and Section 71(5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee will execute Debenture Trust Deeds (for Secured and Unsecured NCD holders) for, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may, in its absolute discretion, deem necessary or require to be done in the interest of the NCD

Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us *pro tanto* to the NCD Holder(s).

The Debenture Trustee has agreed to act as Trustee to the Issue for a fee as per the letter dated CTL/PUN/SFL/2020-21/1436 dated April 02, 2021.

The Debenture Trustee will protect the interest of the NCD Holders in the event of happening of an Event of Default with regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

As per Regulation 15(1) of the Debt Regulations, trust deed for securing the issue of debt securities shall be executed by the issuer in favour of the debenture trustee within three months of the closure of the issue. Accordingly, we shall execute the Trust Deed within the above stipulated time limit.

In the event of our failure to execute the trust deed within the above period, without prejudice to any liability arising on account of violation of the provisions of the Act and these Regulations, we shall also pay interest of at least two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed.

#### **Terms of reference for exercising due diligence by the Debenture Trustee:**

As per the SEBI Circular “SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/218 dated November 03, 2020” titled “Creation of Security in issuance of listed debt securities and due diligence by debenture trustee(s)” (effective for issues opening after April 01, 2021), 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.

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

### **Process of Due Diligence (“DD”) to be carried out by the Debenture Trustee**

DD will be carried out as per DT regulations and circulars issued by SEBI from time to time. This would broadly include the following:

- Chartered Accountant (CA) appointed by DT will conduct independent DD 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 DD on the basis of data / information provided by the Issuer.
- CA will, periodically undertake DD as envisaged in SEBI circulars depending on the nature of security.
- On basis of the CA’s report / finding DD certificate will be issued by DT and will be filed with relevant Stock Exchanges.
- DD conducted is premised on data / information made available to the DT appointed agency and there is no onus of responsibility on DT 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 DT, the extent of recovery would depend upon realization of asset value and the DT in no way guarantees / assures full recovery / partial of either principal or interest.

### **Secured Debenture Trust Deed**

Our Company and the Debenture Trustee will execute a Secured 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.

### **Unsecured Debenture Trust Deed**

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

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

In accordance with recent amendments to the Companies Act 2013 and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, a listed company that intends to issue debentures to the public are no longer 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 Draft Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue.

The Company shall, however, as per the Companies (Share Capital and Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 31st day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen per cent) 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.

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

### **Face Value**

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

## **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 (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular option 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 only and a complete list of events of default including cross defaults, if any, and its consequences will be specified in the Debenture Trust Deeds.

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 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;
- v) Default is committed if any information given to the Company in the 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;
- vi) 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;
- vii) 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;
- viii) Default is committed if any extraordinary circumstances have occurred which makes it impossible for the Company to fulfill its obligations under the Debenture Trust Deed and/or the Debentures; If the Company is unable to pay its debts:
- ix) The Company ceases to carry on its business or gives notice of its intention to do so;
- x) 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;
- xi) 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;
- xii) 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;
- xiii) 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);
- xiv) If the Company is adjudged insolvent or takes advantage of any law for the relief of insolvent debtors;
- xv) If it becomes unlawful for the company to perform any of its obligations under any transaction document;
- xvi) 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;

- xvii) 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;
- xviii) Any security created 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; and

Any other event described as an Event of Default in the Disclosure Documents/ Prospectus and the Transaction Documents. 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 to 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 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 Secured NCD Holders**

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

1. The Secured 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 Secured NCDs is to be placed before the members / shareholders of our Company, the said resolution will first be placed before the registered Secured NCD holders concerned for their consideration. In terms of Section 136(1) of the Companies Act, 2013, holders of Secured NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.
2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the Secured 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 Secured NCDs or with the sanction of a special resolution passed at a meeting of the Secured NCD holders concerned, 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 Secured NCDs, if the same are not acceptable to us.
3. Subject to applicable statutory / regulatory requirements and terms of the Debenture Trust Deed, the registered Secured NCD Holders or in case of joint-holders, the one whose name stands first in the Register of Debenture Holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the Secured NCD holders concerned 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 Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.

4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Draft Prospectus, the Prospectus the Application Form along with the Abridged Prospectus, corrigendum if any, addendum if any, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Secured NCDs.
5. For the Secured NCDs issued in dematerialized form, the Depositories shall also maintain the up-to-date record of holders of the Secured NCDs in dematerialized Form. For Secured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured 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 owners of Secured NCDs maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Secured 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 Secured NCD holders.
6. A register of NCD holders holding NCDs in physical form pursuant to rematerialisation of the NCDs pursuant to this Issue (register of NCD holders) will be maintained in accordance with Section 88 of the Companies Act 2013 and all interest/ redemption amounts and principal sum becoming due and payable in respect of the NCDs will be paid to the registered holder therefor for the time being or in the case of joint holders, to the person whose name stands first in the Register of NCD holders as on the Record Date.
7. Subject to compliance with applicable statutory requirements, the Secured NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the Secured NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the Secured NCDs, who have not given their positive consent to the roll-over.

The above rights of the Secured NCD holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of the Offer Document and the Secured Debenture Trust Deed.

#### **Rights of Unsecured NCD Holders**

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

1. The Unsecured 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 Unsecured NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the registered Unsecured NCD holders concerned for their consideration. In terms of Section 136(1) of the Companies Act 2013, holders of Unsecured NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.
2. Subject to applicable statutory / regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the Unsecured 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 Unsecured NCDs or with the sanction of a special resolution passed at a meeting of the Unsecured NCD holders concerned, 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 Unsecured NCDs, if the same are not acceptable to us.
3. Subject to applicable statutory / regulatory requirements and terms of the Debenture Trust Deed, the registered Unsecured NCD Holders or in case of joint-holders, the one whose name stands first in the Register of Debenture holders shall be entitled to vote in respect of such Unsecured NCDs, either in person or by proxy, at any meeting of the Unsecured NCD Holders concerned 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 Unsecured NCD Holders shall be in proportion to the outstanding nominal value of Unsecured NCDs held by him / her.
4. The Unsecured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act 2013, the Memorandum and Articles of Association of our Company, the terms of the Draft Prospectus, Prospectus, the Application Forms, the Abridged Prospectus, corrigendum if any, addendum if any, the terms and conditions of the



Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Unsecured NCDs.

5. For the Unsecured NCDs issued in dematerialized form, the Depositories shall also maintain the up-to-date record of holders of the Unsecured NCDs in dematerialized Form. For Unsecured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Unsecured 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 owners of Unsecured NCDs maintained by a Depository for any Unsecured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Unsecured 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 Unsecured NCD holders.
6. A register of Unsecured NCD holders holding NCDs in physical form pursuant to rematerialisation of the NCDs pursuant to this Issue (register of Unsecured NCD holders) will be maintained in accordance with Section 88 of the Companies Act 2013 and all interest/ redemption amounts and principal sum becoming due and payable in respect of the NCDs will be paid to the registered holder therefor for the time being or in the case of joint holders, to the person whose name stands first in the Register of NCD holders as on the Record Date.
7. Subject to compliance with applicable statutory requirements, the Unsecured NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the Unsecured NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the Unsecured NCDs, who have not given their positive consent to the rollover.

The above rights of the Unsecured NCD holders are merely indicative. The final rights of the Unsecured NCD holders will be as per the terms of the Offer Document and the Unsecured Debenture Trust Deed.

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

In accordance with the applicable provisions of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014, any NCD holder may, at any time, nominate in the **Form No SH 13**, any person as his nominee in whom the NCDs shall vest in the event of his death. On the receipt of the said nomination as per prescribed law, a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under Section 88 of the Companies Act, 2013. Where the NCDs are held by more than one person jointly, all joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the NCDs shall vest in the event of death of all the joint holders. Where the nomination is made in respect of the NCDs held by more than one person jointly, all joint holders shall together nominate as prescribed any person as nominee. The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form. In the event of death of the NCD Holder or where the NCDs are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee, may upon the production of such evidence as may be required by the Board, elect, either:

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

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

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

All the limitations, restrictions and provisions of the Companies Act 2013 relating to the right to transfer and the registration of transfers of the NCDs shall be applicable to any such notice or transfer as aforesaid as if the death of the NCD Holder had not occurred and the notice or transfer were a transfer signed by that NCD Holder. Where the nominee is a minor, it shall be lawful for the NCD Holder, making the nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of the death of the nominee during his minority. Where the nominee is a

minor, NCD Holder making the nomination, may appoint a person as specified under sub-rule (1) of Rule 19 to the Companies (Share Capital and Debentures) Rules, 2014, who shall become entitled to the NCDs, in the event of death of the nominee during his minority. A person, being a nominee, becoming entitled to NCDs by reason of the death of the NCD Holder shall be entitled to the same interests and other advantages to which he would have been entitled to if he were the registered NCD holder except that he shall not, before being registered as a NCD Holder in respect of such NCDs, be entitled in respect of these NCDs to exercise any right conferred by subscription to the same in relation to meetings of the NCD Holders convened by the Company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the NCDs, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of interests, bonuses or other moneys payable in respect of the said NCDs, until the requirements of the notice have been complied with.

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

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

### **Jurisdiction**

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

### **Application in the Issue**

NCDs being issued through the Offer Document can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this Issue shall be made through the ASBA facility only (including applications made by UPI Investors through the UPI mechanism).

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

As per the Debt Regulations, the trading of the NCDs on the Stock Exchange shall be in dematerialized form only in multiples of one (1) NCD (“**Market Lot**”). Allotment in the Issue to all Allottees, will be in electronic form i.e. in dematerialised form and in multiples of one NCD. For details of allotment, refer to Chapter titled “**Issue Procedure**” under Chapter titled “**Issue Related Information**” beginning on page no. 167 of this Draft Prospectus.

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

The NCDs shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transferor 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.

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 April 01, 2019. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialised form only.

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

There are no restrictions on transfers and transmission of NCDs allotted pursuant to this Issue except as may be required under RBI requirements and as provided in our Articles of Association. Pursuant to the 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 April 01, 2019.

### **Title**

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

### **Register of NCD Holders**

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

### **Succession**

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

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

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

### **Joint-holders**

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

### **Procedure for rematerialisation of NCDs**

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after the 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.

### **Period of Subscription**

**ISSUE PROGRAMME**  
**ISSUE OPENS ON (\*)**  
**ISSUE CLOSES ON (\*)**

\* *The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during banking hours for the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board/ NCD Issuance Committee, as the case may be, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through advertisements in a leading national daily newspaper with wide circulation on or before such earlier date of Issue Closure or initial date of Issue closure, as the case may be. On the Issue Closing Date Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.*

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

*Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. ("IST") on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead 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 RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, within each category of investors, the Basis of Allotment under the Issue will be on date priority basis except on the day of over-subscription, if any, where the Allotment will be proportionate.*

### **Interest and Payment of Interest**

In respect of Option I, Option III, Option V and Option VII, Payment of Interest will be made to those NCD Holders whose names appear in the register of NCD holders (or to first holder in case of joint-holders) as on Record Date and will be paid on monthly basis. Interest will be calculated from the 1st day till the last day of the month on an actual basis during the tenor of such NCDs and paid on the first working day of every subsequent month. For the first interest payment for NCDs under the monthly options, if the Deemed Date of Allotment is prior to fifteenth of that month, the interest for that month will be paid on the first day of subsequent month and if the Deemed Date of Allotment is post the fifteenth of that month, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first working day of the month next to that subsequent month.

In respect of Option II, Option IV, Option VI and Option VIII, NCDs shall be redeemed on the Maturity Date for the redemption amount.

NCDs once allotted under any particular Option 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 Option of NCDs between the categories of persons or entities in the secondary market.

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

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

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Refer to the paragraph on "**Manner of Payment of Interest / Refund / Redemption Amounts**" at page no. 150 in this Draft Prospectus.

Our Company has agreed and declared that:

- a) all interest which shall accrue on the outstanding Debentures or any part thereof and for the time being remaining unpaid and all other monies which have become payable under these presents shall in case the same be not paid on the dates on which they accrued due, carry compound interest at monthly rests, at the aforesaid rate will become due and payable over the monies due for the period of default.
- b) the Debentures shall carry additional interest of at least 2% p.a over and above interest rate payable monthly/quarterly/half yearly on the Debentures from the Deemed Date of Allotment till the creation of security in accordance with the Disclosure Documents/Prospectus, to the satisfaction of the Trustee or the Debenture Holder(s)/Beneficial Owners(s), if the security is not created within a period of applicable time limit from the date of closure of the issue.
- c) in the event of any default in the payment of interest and/or in the redemption of the Debentures and all other monies payable pursuant to Debenture Trust Deed read with the Disclosure Documents/Prospectus, the Company shall pay to the holder/s of the Debentures, further interest at the rate of 2% per annum over the interest rate for the default in payment of interest, additional interest and/or principal amount till the dues are cleared.

Notwithstanding anything to the contrary in any other provision of the Debenture Trust Deeds, the penal interest as stated above shall not be considered for the calculation of overall return to the Debenture Holder(s).

### **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.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest would be paid on the next working day. Payment of interest, if any, would be subject to the deduction of tax as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

*Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft 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.*

### **Day Count Convention**

Interest shall be computed on actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

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

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"). However, the calculation for 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, if any, 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.

### **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 Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 is disclosed at **Annexure B**.

### **Record Date**

Record Date shall mean in relation to any date on which any payments are scheduled to be made by the Company to the Debenture Holder(s) in terms of this Deed and the Draft Prospectus (including the coupon payment date and the Redemption Date), the day falling [ ● ] calendar days prior to such date. In the event the Record Date falls on a day, which is not a Business Day, in such case the immediately succeeding Business Day shall be considered as Record Date.

### **Put / Call Option**

Not Applicable

### **Premature Redemption:**

In case the Company fails for any reasons to utilize the proceeds for the Purpose, as specified in the [Offer Letter/ Prospectus/ Disclosure Document], the Debenture Holder(s)/Beneficial Owner will be entitled to rescind/avoid the contract on that ground and to call back the money, if any paid towards subscription of the Debentures.

### **Appropriation of payment:**

- (a) Payment of the principal amount of each of the Debentures and interest and other monies payable thereon shall be made to the respective Debenture Holder and in case of joint Debenture Holders, to the one whose name stands first in the Register of Debenture Holder(s)/list of Beneficial Owner(s) as the case may be. Such payments shall be made by, real time gross settlement, cheque or warrant drawn by the Company on its bankers.
- (b) Notwithstanding anything to the contrary stated in the Transaction Documents, any payments by the Company under the Transaction Documents shall be appropriated in the following manner, namely:
  - (i) Firstly, towards meeting any costs, charges and expenses and other monies incurred by the Debenture Trustee as also the remuneration payable by the Company to the Debenture Trustee;
  - (ii) Secondly, towards default interest and compound interest as maybe due and payable under the terms of the Transaction Documents;
  - (iii) Thirdly, towards interest payable on the Debentures;
  - (iv) Fourthly, towards redemption premium, if any; and
  - (v) Lastly, towards redemption of principal amount of the Debentures due and payable by the Company to the Debenture Holder(s)/Beneficial Owner(s).

If any amount whether redemption or interest, paid to the Debenture Holder(s) in respect of the Debentures is held to be void or set aside on the liquidation or winding up of the Company or otherwise, then for the purpose of this Deed such amount shall not be considered to have been paid.

### **Application Size**

Each application should be for a minimum of 10 (ten) NCDs and in multiples of one (1) NCD thereafter. The minimum application size for each application for NCDs would be ₹ 10,000 (across all Options of NCDs either taken individually or collectively) and in multiples of ₹ 1,000 thereafter.

Applicants can apply for any or all types of NCDs offered hereunder (any / all Option) 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 blocked in the ASBA /UPI Linked Bank Account on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on application in accordance with the terms of this Draft Prospectus.

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

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

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

## **Printing of Bank Particulars on Interest / Redemption Instruments**

As a matter of precaution against possible fraudulent encashment of interest/redemption Instruments due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the instruments. In relation to NCDs held in dematerialized form, these particulars would be taken directly from the depositories. Bank account particulars will be printed on the instruments which can then be deposited only in the account specified.

## **Procedure for Redemption by NCD Holders**

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

### *NCDs held in physical form on account of re-materialization*

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. The procedure for rematerialisation of NCDs is furnished below:

***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. NCD Holders who propose to rematerialise their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to the Company and the DP. No proposal for rematerialisation of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialisation.***

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

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the Redemption date.

The transferees, if any, should ensure lodgment of the transfer documents with us at least 7 (seven) days prior to the Record Date. In case the transfer documents are not lodged with us at least 7 (seven) days prior to the Record Date and we credit 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.

Our liability to holder(s) towards their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we credit 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.

### **Sharing of Information**

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

### **Notices**

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

### **Pre-Issue Advertisement**

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

### **Impersonation**

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

*“Any person who:*

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

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

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



## **Pre-closure**

Our Company, in consultation with the Lead Manager, reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription or as may be specified in this Draft 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 or the Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.

## **Minimum Subscription**

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of the Base Issue Size i.e. ₹ 7500 lakh within 30 days from the date of issue of the prospectus, entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 working days, from the Issue closing date provided wherein, the Application Amount has been transferred to Public Issue Account from the respective ASBA Accounts. Such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within 6 working days from the Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its Circular no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and Circular no. SEBI/HO/DDHS/CIR/P/2020/233 dated November 23, 2020 (“UPI Mechanism Circular”).

## **Guarantee / Letter of Comfort**

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

## **Utilisation of Application Amount**

The sum received in respect of the Issue will be kept in separate bank accounts 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 Exchange as per applicable provisions of law(s), regulations and approvals.

## **Utilisation of Issue Proceeds**

- a. Our Company will open a Separate bank account and all monies received out of the Issue shall be credited / transferred to a separate bank account maintained with a Scheduled Bank as referred to in Section 40(3) of the Companies Act 2013;
- b. Details of all monies utilised out of the Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised along with details, if any;
- c. Details of all unutilised monies out of the Issue, if any, 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 Issue proceeds only upon (i) receipt of minimum subscription, (ii) completion of Allotment in compliance with Section 40 of the Companies Act 2013 (iii) Receipt of the listing and trading approval from the Stock Exchange and (iv) only upon execution of the documents for security creation and obtaining Listing and Trading approval as stated in this Draft Prospectus in the Chapter titled "*Issue Structure*", beginning on Page 129;
- e. The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia, by way of a lease, of any immovable property;

- f. Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the 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: and
- g. The issue proceeds shall not be utilised for providing loan to or acquisition of shares of any person who is part of the same group or who is under same management.

### **Monitoring and Reporting of Utilisation of Issue Proceeds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations, as amended. Our Audit Committee shall monitor the utilization of the proceeds of the Issue.

For the relevant quarters commencing from the financial year ending March 31, 2022, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

### **Filing of the Prospectus with RoC**

Our Company shall file a copy of the Prospectus with the Registrar of Companies, in compliance with Section 26 of the Companies Act, 2013.

### **Lien**

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

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

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

### **Listing**

The NCDs offered through this Draft Prospectus / Prospectus are proposed to be listed on BSE. Our company has obtained an 'in-principle' approval for the Issue from BSE *vide* its letter bearing reference (\*). For the purpose of the Issue, BSE shall be the Designated Stock Exchange.

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

### **Loan against NCDs**

As per the RBI Circular dated June 27, 2013, our Company is not permitted to extend loans against the security of its debentures issued on private placement or public issue basis. However, if the RBI subsequently permits extension of loans by NBFCs against the security of its debentures issued by way of private placement or public issues, the Company may consider granting loans against the security of such NCDs, subject to the terms and conditions as may be decided by the Company at the relevant time, in compliance with applicable law.

### **Buy Back of NCDs**

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buy back 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.

### **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.

### **Appointment of Nominee Director or Observer by the Debenture Trustee**

As per the terms and conditions of the Debenture Trust Deed executed or to be executed between Our Company and Debenture Trustee, Our Company agrees that:

- (a) the Debenture Trustee shall have the right to appoint and remove (at their discretion), from time to time, a Nominee Director on the Board, under Debenture Trust Deeds. The power of the Debenture Trustee to appoint Nominee Director shall also include the power to appoint (and remove) an observer (“**Observer**”) in place of such Nominee Director.
- (b) The Nominee Director/ Observer shall not be required to hold qualification shares and not be liable to retire by rotation.
- (c) The Nominee Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.
- (d) The expenditure incurred in connection with the appointment or directorship (including the cost of attending any meetings) of the Nominee Director/ Observer shall be borne by the Company.
- (e) If so desired by the Debenture Holders, the Nominee Director shall also be appointed as a member of any committee of the Board.
- (f) The Nominee Director/ Observer(s) shall be entitled to receive all notices, agenda, etc. and to attend all general meetings of the shareholders of the Company, board meetings and meetings of any committees of the Board of the Company.
- (g) If, at any time, a Nominee Director/ Observer is not able to attend a meeting of the Board, or any committee/ sub-committee, if any, of which he is a member, the Debenture Trustee may depute an observer to attend the meeting. The expenses incurred in this connection shall be reimbursed by the Company.
- (h) The Nominee Director or the Observer, as the case may be, may furnish to the Debenture Trustee a report of the proceedings of all such meetings.
- (i) The appointment / removal of the Nominee Director/ Observer shall be by a notice in writing by the Debenture Trustee addressed to the Company and shall (unless otherwise indicated by the Lenders) take effect forthwith upon such a notice being delivered to the Company.
- (j) If the constitutional documents of the Company do not make provision for the appointment of the Nominee Director / Observer, then the articles of association of the Company shall be amended accordingly.
- (k) The Nominee Director or the Observer, as the case may be, shall have the right to provide information regarding the Company that is in the Nominee Director’s or Observers’ discretion, relevant for the purposes of Debenture Trust Deeds.
- (l) The Company agrees that the Nominee Director or the Observer shall not be liable for any act or omission of the Company.
- (m) The Company hereby agrees to hold the Nominee Director or the Observer harmless and to indemnify the Nominee Director or the Observer from and against any and all expenses, liabilities and losses incurred or suffered by the Nominee Director or the Observer, in connection with any action, suit or proceeding, whether civil, criminal,

administrative or investigative, asserted against, imposed upon, or incurred or suffered by the Nominee Director, the Observer (including attorney's fees and expenses), directly or indirectly, resulting from, based upon, arising out of or relating to the appointment of the Nominee Director or Observer. The indemnification as provided by this provision or any law for the time being in force, shall not be deemed exclusive of any other rights to which the Nominee Director, the Observer may be entitled under any provision of law, or any other agreement, or otherwise.

### **Issue of duplicate NCD Certificate(s)**

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

### **Future Borrowings**

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

However, until the payment of the outstanding amounts/ secured obligations for Secured NCDs, the Company shall not create any charge on the assets without obtaining prior approval of the Debenture Trustee. Provided that, at the time of raising such further loans, advances or such other facilities from Banks, Financial Institutions and/or any other person(s) on the Security, the Company shall maintain the required security cover as prescribed in this Draft Prospectus. In the event of such request by the Company, the Debenture Trustee shall accord its approval for creation of further charges provided that the Company furnishes a certificate from a chartered accountant stating that after creation of such further charges, the required security cover will be maintained.

### **INFORMATION COVENANTS TO BE FURNISHED BY OUR COMPANY TO THE DEBENTURE TRUSTEE**

As per the terms and conditions of the Debenture Trust Deed executed or to be executed between Our Company and Debenture Trustee, Our Company agrees that:

1. The Company shall at the end of every calendar quarter within 45 days of the respective quarter or within 7 days of the relevant Board meeting whichever is earlier, submit to the Debenture Trustee a report confirming /certificate confirming the following:
  - a) Updated list of names and addresses of all the Debenture Holder(s) and the number of Debentures held by the Debenture Holder (s)/Beneficial Owner(s);
  - b) Details of interest due but unpaid, if any, and reasons for the same;
  - c) Details of payment of interest made on the Debentures in the immediately preceding calendar quarter;
  - d) The number of grievances pending at the beginning of the quarter, the number and nature of grievances received from the Debenture Holder(s) during the quarter, resolved/disposed of by the Company in the quarter and those remaining unresolved by the Company and the reasons for the same; and
  - e) Statement that the Security is sufficient to discharge the claims of the Debenture Holder(s) as and when they become due.

The Company shall also submit a certificate from a statutory auditor for every second fiscal quarter and fourth fiscal quarter certifying the value of book debts/receivables and maintenance of the Security Coverage Ratio, as per the terms of Information Memorandum and this Deed including compliance with the covenants of the Information Memorandum and any other covenants in respect of listed non-convertible debt securities in the manner as may be specified by SEBI from time to time.

2. The Company shall promptly submit to the Debenture Trustee any information, as required by the Debenture Trustee including but not limited to the following:
- a) at the end of each year from the Deemed Date of Allotment, a certificate from the statutory auditors of the Company with respect to the use of the proceeds raised through the issue of Debentures. Such certificate shall be provided at the end of each year until the funds are fully utilized;
  - b) by no later than 30 (thirty) days from the Deemed Date of Allotment or within such timelines as prescribed under Applicable Law, a certificate signed by an authorised officer of the Company confirming credit of dematerialized Debentures into the depository accounts of the Debenture Holder(s) within the timelines prescribed under the Applicable Laws;
  - c) at the end of every year from the Deemed Date of Allotment, a certificate from a practicing chartered accountant/registered valuer confirming the value of the Secured Assets, and a half-yearly certificate along with half yearly results from the statutory auditor regarding maintenance of hundred percent asset cover or asset cover as per the terms of [ Disclosure Document/Prospectus/ Offer Letter] and/or this Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the half-yearly financial results;
  - d) upon there being any change in the credit rating assigned to the Debentures, as soon as reasonably practicable thereafter, a letter notifying the Trustee of such change in the credit rating of the Debentures, and further also inform the Debenture Trustee promptly in case there is any default in timely payment of interest or Redemption amount or both, or there is a failure to create charge on the Secured Assets, or there is a breach of any covenants, terms or conditions by the Company in relation to the Debentures under any Transaction Documents;
  - e) a copy of all notices, resolutions and circulars relating to:
    - (i) new issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities;
    - (ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings;
    - (iii) the time of requesting the Trustee for ceding *pari passu* charge over the Secured Assets in favour of the lenders from whom the Company avails borrowings, a certificate from an authorised officer of the Company, with necessary supporting documents if required, confirming the following:
      - i) that the security / fixed assets cover stipulated hereunder will continue to be maintained even after sharing of the charge over the Secured Assets; and
      - ii) that no Event of Default has occurred or is continuing in terms of the Transaction Documents.
      - iii) Intimation to the Debenture Trustee (along with the stock exchange) if any of the following proposals being placed before the Board, at least 11 (eleven) Business Days in advance:
        - i) any alteration in the form or nature or rights or privileges of the Debentures;
        - ii) any alteration in the due dates on which interest on the Debentures or the Redemption amount is payable; and / or
        - iii) any other matter affecting the rights and interests of the Debenture Holder(s) is proposed to be considered.
3. The Company shall promptly inform the Debenture Trustee of any disclosures made to the stock exchange in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which may have a bearing on the Debenture issue:
4. The Company shall promptly inform the stock exchange(s) and the Debenture Trustee all information having bearing on the performance/operation of the Company, any price sensitive information or any action that may affect the payment of interest or Redemption of the Debentures in terms of Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
5. The Company shall give prior intimation to the stock exchange(s) with a copy to the Debenture Trustee at least eleven Business Days before the date on and from which the interest on Debentures, and the Redemption amount of Debentures becomes payable or within such timelines as prescribed under Applicable Law ;

6. The Company shall promptly inform the Debenture Trustee the status of payment (whether in part or full) of Debentures within 1 (one) working day of the payment / Redemption. While intimating the Debenture Trustee, the Company shall also confirm whether they have informed the status of payment or otherwise to the stock exchange(s) and Depository;
7. Promptly within 2 (two) days of the interest or principal or both becoming due, the Company shall submit a certificate to the stock exchange(s) along with the Debenture Trustee, that it has made timely payment of interests or principal obligations or both in respect of the Debentures and also upload the information on its website.
8. If default in payment of Debentures is continuing, the Company shall inform the Debenture Trustee the updated status of payment latest by the 2nd working day of April of each financial year, along with the intimation on the updated status of payment to the stock exchange(s) and the Depository. Further, the Company shall also intimate the development, if any, that impacts the status of default of the Debentures (including restructuring, insolvency proceedings, repayment, etc.) to the stock exchange(s), Depository and Debenture Trustee within 1 (one) working day of such development. The aforementioned intimations shall be submitted until the Secured Obligations are fully discharged or satisfied. The Company shall provide an undertaking to the Stock Exchange(s) on annual basis that all documents and intimations required to be submitted to Debenture Trustees in terms of Trust Deed and SEBI (Issue and listing of Debt securities) Regulations have been complied with and furnish a copy of such undertaking to the Debenture Trustee for records.
9. The Company shall promptly inform the Debenture Trustee the following details (if any):
  - a) corporate debt restructuring,
  - b) fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter; and / or
  - c) reference to National Company Law Tribunal or insolvency petitions (if any) filed by any creditor of the Company.
10. The Company shall submit to the stock exchange for dissemination, along with the half yearly/annual financial results, the following information along with the Debenture Trustee's letter of noting of the said information:
  - a) Credit rating of the Debentures or change in credit rating;
  - b) Nature, extent of the Security and security cover available for the Debentures;
  - c) Debt-equity ratio;
  - d) Previous due date for the payment of interest/principal and whether the same has been paid or not;
  - e) Next due date for the payment of interest/principal;
  - f) Debt service coverage ratio;
  - g) Interest service coverage ratio;
  - h) Net worth;
  - i) Net profit after tax;
  - j) Earnings per share;
  - k) A statement indicating material deviations, if any in utilisation of the proceeds of the Debentures.
11. The Company shall notify the Trustee of any Event of Default (and the steps, if any, being taken to remedy it) promptly upon becoming aware of its occurrence;
12. The Company shall furnish to the Trustee details of all grievances received from the Debenture Holder(s)/ Beneficial Owner(s) and the steps taken by the Company to redress the same. At the request of any Debenture Holder(s)/ Beneficial Owner(s), the Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress such grievance and shall, if necessary, at the request of any Debenture Holder(s)/ Beneficial Owner(s) representing not less than one-tenth in value of the nominal amount of the Debentures for the time being outstanding, call a meeting of the Debenture Holder(s).
13. To provide relevant documents/ information, as applicable, to enable the Debenture Trustee(s) to conduct continuous and periodic due diligence and monitoring of Security created, the Company shall submit the following reports/ certification within the timelines mentioned below:

<b>Reports/Certificates</b>	<b>Timelines for submission requirements by Company to Debenture Trustee</b>	<b>Timeline for submission of reports/ certifications by Debenture Trustee to stock exchange</b>
Asset cover certificate		

	Quarterly basis within 30 days from end of each quarter or within such timelines as prescribed under Applicable Law	Quarterly basis within 60 days from end of each quarter or within such timelines as prescribed under Applicable Law
A statement of value of pledged securities		
A statement of value for Debt Service Reserve Account or any other form of security offered		
Net worth certificate of guarantor (secured by way of personal guarantee)	Half yearly basis within 30 days from end of each half-year or within such timelines as prescribed under Applicable Law	Half yearly basis within 60 days from end of each half-year or within such timelines as prescribed under Applicable Law.
Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor(secured by way of corporate guarantee)	Annual basis within 45 days from end of each financial year or within such timelines as prescribed under Applicable Law.	Annual basis within 75 days from end of each financial year or within such timelines as prescribed under Applicable Law.
Valuation report and title search report for the immovable/movable assets, as applicable		

14. The Company shall promptly inform the Trustee of any major or significant change in composition of its Board, which may amount to change in control as defined in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
15. The Company shall inform the Debenture Trustee, of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company,
16. The Company shall promptly supply certified copies to the Trustee of any authorisation required under any law or regulation to enable it to perform its obligations under the Transaction Documents (including, without limitation, in connection with any payment to be made hereunder) and to ensure the legality, validity, enforceability or admissibility in evidence in its jurisdiction of incorporation of the Transaction Documents.
17. The Company shall supply to the Debenture Trustee a copy of annual report at the same time as it is issued along with a copy of certificate from the Company's statutory auditor in respect of utilisation of funds, at the end of each year from the Deemed Date of Allotment, till the time such funds are fully utilized. In case the Debentures are issued for financing working capital or general corporate purposes or for capital raising purposes, copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.
18. The Company shall supply to the Trustee (sufficient copies for all Debenture Holder(s) if the Trustee so requests) quarterly financial results within forty five (45) days of the end of each quarter, half yearly financial results within forty five (45) days from the end of the each half year, and the audited financial statements for a financial year (including statutory auditors report, directors' annual report, statement of profit and loss accounts and a balance sheet) by no later than 60 (sixty) days from the end of the relevant financial year,
19. In case of initiation of forensic audit (by whatever name called) in respect of the Company, the Company shall provide following information and make requisite disclosures to the stock exchanges:
- (i) the fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; and
  - (ii) final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
20. The Company shall promptly provide or inform the Debenture Trustee the details of all orders, directions, and notices, of any Court/Tribunal affecting or likely to affect the Secured Assets.
21. The Company shall submit to the Debenture Trustee/stock exchange and the Debenture Holder(s) correct and adequate information (in the manner and format as requested by them or as required by Applicable Law) and within the timelines and procedures specified in the SEBI Regulations, Act, circulars, directives and/or any other Applicable Law.
22. The Company shall furnish the following to the Debenture Trustee:
- (a) its duly audited annual accounts, within 180 (One Hundred and Eighty) days from the close of its accounting year;

- (b) copy of the un-audited or audited financial results on a half yearly basis on the same day the information is submitted to stock exchanges i.e. within 45 (Forty-Five) days from the end of the half year or within such timelines as prescribed under Applicable Law;
- (c) a one-time certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed towards the proposed end-uses;
- (d) such information in relation to the Secured Assets that the Debenture Trustee may reasonably request (in a format which shall be provided by the Debenture Trustee from time to time) for the purpose of quarterly diligence by the Debenture Trustee to monitor the Security Coverage Ratio and shall also submit to the Debenture Trustee a certificate from the director/ managing director of the Company on half-yearly basis, certifying the value of the identified receivables as agreed in the Transaction Documents,
- (e) all information/ documents required to be submitted to the Debenture Trustee, to enable it to carry out the due diligence in terms of SEBI circular dated November 3, 2020 and bearing number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/218; and necessary reports / certificates to the stock exchanges / SEBI and make the necessary disclosures on its website, in terms of the SEBI circular dated November 12, 2020 and bearing number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230.

23. The Company shall:

- a) supply to the Trustee (with sufficient copies for all Debenture Holder(s) if the Trustee so requests) all documents despatched by it to its shareholders (or any class of them) or its creditors generally at the same time as they are despatched;
- b) promptly upon becoming aware, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), the details of any event which may have a Material Adverse Effect;
- c) promptly upon becoming aware, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), the details of the existence of any event or condition or claim which permits, or with the passage of time, will permit, the Company to abandon the business;
- d) at the end of every financial year, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), a certificate from a statutory auditor confirming the due maintenance of a Debenture Redemption Reserve if applicable as per the provisions of Applicable Law;
- e) promptly, supply to the Trustee (and sufficient copies for all Debenture Holder(s) if the Trustee so requests), notice of any change in its authorised signatories (in connection with the Transaction Documents), signed by one of its directors or its company secretary, whose specimen signature has previously been provided to the Trustee, accompanied (where relevant) by a specimen signature of each new signatory;
- f) forthwith give, notice in writing to the Trustee of commencement of any proceedings directly affecting the Secured Assets.



## ISSUE PROCEDURE

*This Section applies to all Applicants. Pursuant to the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI, all Applicants are required to apply for in the Issue through the ASBA process and an amount equivalent to the full Application Amount as mentioned in the Application Form will be blocked by the Designated Branches of the SCSBs*

*Further, pursuant to the SEBI Circular (SEBI/HO/DDHS/CIR/P/2020/233) dated November 23, 2020 (“**Debt UPI Circular**”), SEBI has introduced the UPI Mechanism as a payment mechanism for the Issue, wherein a UPI Investor, may submit the Application Form with a SCSB or a Designated Intermediary or through the app/web based interface platform of the Stock Exchange and use their bank account linked UPI ID for the purpose of blocking of funds, if the Application being made is for a value of ₹2 lakh or less.*

*The UPI Mechanism is applicable for public issue of debt securities which open for subscription on or after January 1, 2021. Accordingly, payment through the UPI Mechanism shall be available for the Issue. SEBI, vide the Debt UPI Circular has also introduced an additional mode for application in public issues of debt securities through an online (app/web) interface to be provided by the stock exchange. In this regard, SEBI has also stipulated that the stock exchanges formulate and disclose the operational procedure for applying through the app/web based interface developed by them for making applications in public issues through the stock exchange’s website. Since, BSE is the Designated Stock Exchange for the Issue, BSE’s online platform **BSE Direct**, shall be available to UPI Investors to make an application under the UPI Mechanism, in accordance with the operational procedures notified by BSE vide notification dated December 28, 2020.*

*Applicants should note that they may submit their Application Forms (including in cases where Applications are being made under the UPI mechanism) (i) at the Designated Branches of the SCSBs or (ii) at the Collection Centres, i.e., to the respective Members of the Consortium at the Specified Locations, the Trading Members at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations or (iii) through BSE Direct, the app and / or web based interface / platform of the Stock Exchange, as applicable. For further information, please see “**Submission of Completed Application Forms**” on page 177.*

*Applicants are advised to make their independent investigations and ensure that their Application 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 Prospectus.*

*Please note that this section has been prepared based on the requirements notified by the SEBI Circular (CIR/IMD/DF-1/20/2012) dated July 27, 2012 (“**Debt Application Circular**”) as modified by SEBI Circular (CIR/IMD/DF/18/2013) dated October 29, 2013, SEBI Circular (CIR/DDHS/P/121/2018) dated August 16, 2018 (“**Debt ASBA Circular**”), the Debt UPI Circular and the notifications issued by BSE, in relation to the UPI Mechanism, dated December 28, 2020*

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

**THE DESIGNATED INTERMEDIARIES (OTHER THAN TRADING MEMBERS), SCSBS AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATION FORMS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATION THROUGH TRADING MEMBERS REGISTERED WITH THE STOCK EXCHANGE.**

*For purposes of this Issue, the term “Working Day” shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai and/or Coimbatore, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e., period beginning from the Issue Closure to listing of the NCDs on the Stock Exchange, Working Day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018.*

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

## PROCEDURE FOR APPLICATION

### Availability of the Draft Prospectus, Prospectus, Abridged Prospectus and Application Forms

The Draft Prospectus, Prospectus, Abridged Prospectus containing the salient features of this Prospectus together with Application Form may be obtained from:

- (a) Our Company's Registered Office and Corporate Office;
- (b) Offices of the Lead Manager/Syndicate Member;
- (c) CRTA at the Designated RTA Locations;
- (d) CDPs at the Designated CDP Locations;
- (e) Trading Members at the Broker Centres; and
- (f) Designated Branches of the SCSBs.

Electronic copies of this Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Manager, the Stock Exchange, SEBI and the SCSBs. Electronic Application Forms will be available for download on the website of the Stock Exchange and on the websites of the SCSBs that permit submission of Application Forms electronically. A unique application number ("UAN") will be generated for every Application Form downloaded from the website of the Stock Exchange.

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

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

UPI Investors making an Application upto ₹ 2 lakhs, using the UPI Mechanism, must provide the UPI ID in the relevant space provided in the Application Form. Application Forms that do not contain the UPI ID are liable to be rejected. UPI Investors applying using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

### Who can apply?

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

Category I (Institutional)	<p>Persons eligible to apply to the Issue which include:</p> <ul style="list-style-type: none"> <li>• Resident public financial institutions as defined in Section 2(72) of the Companies Act 2013, statutory corporations including state industrial development corporations, scheduled commercial banks, cooperative banks and regional rural banks and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>• Provident funds of minimum corpus of ₹ 2,500 lakhs, pension funds of minimum corpus of ₹ 2,500 lakhs, 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>• National Investment Fund (set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India and published in the Gazette of India);</li> <li>• Insurance funds set up and managed by the Indian army, navy or the air force of the Union of India or by the Department of Posts, Union of India;</li> <li>• Mutual funds registered with SEBI; and</li> <li>• Systemically Important NBFCs registered with the RBI and having net worth of more than ₹ 50000 lakh as per the latest audited financial statements.</li> </ul>
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<p>Category II (Non- Institutional)</p>	<p>Persons eligible to apply to the Issue which include:</p> <ul style="list-style-type: none"> <li>• Companies falling within the meaning of Section 2(20) of the Companies Act 2013; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>• Educational institutions and associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, which are authorised to invest in the NCDs;</li> <li>• Trust including public/private charitable/religious trusts which are authorised to invest in the NCDs;</li> <li>• Association of Persons;</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>• Resident Indian individuals applying for an amount aggregating to a value exceeding ₹ 5 lakhs and Hindu undivided families applying through the Karta for an amount aggregating to a value exceeding ₹ 5 lakhs. (HNIs)</li> </ul>
<p>Category III (Resident Individual)      Indian</p>	<ul style="list-style-type: none"> <li>• Resident Indian individuals applying for an amount aggregating to a value not exceeding ₹ 5 lakhs and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) through UPI Mechanism and</li> <li>• Hindu Undivided Families applying through the Karta applying for an amount aggregating to a value not exceeding ₹ 5 lakhs.</li> </ul>

*For Applicants applying for NCDs, the Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID, Client ID and where applicable the UPI ID provided by the Applicants in the Application Form and uploaded on to the electronic system of the Stock Exchange by the Members of the Syndicate or the Trading Members, as the case may be.*

**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 Application made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to this Issue.**

The Lead Manager and its respective associates and affiliates are permitted to subscribe in the Issue.

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

The following categories of persons, and entities, shall not be eligible to participate in this Issue and any Application 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, Application by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian. **Such Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872**);
- (b) Foreign nationals, NRIs *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 Portfolio Investors;
- (e) Foreign Venture Capital Investors;
- (f) Qualified Foreign Investors;
- (g) Overseas Corporate Bodies; and
- (h) Persons ineligible to contract under applicable statutory/regulatory requirements.

Based on the information provided by the Depositories, our Company shall have the right to accept Application Forms belonging to an account for the benefit of a minor (under guardianship). In case of such Application, 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 on to 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 this Issue.

Please see “*Rejection of Applications*” on page 179 for information on rejection of Applications.

## **METHOD OF APPLICATION**

In terms of the Debt ASBA Circular, an eligible Investor desirous of applying in this Issue can make Applications through the ASBA mechanism only. Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognised stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility (“**Direct Online Application Mechanism**”). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Further, SEBI has, vide the Debt UPI Circular, directed the stock exchanges in India to formulate and disclose the operational procedure for making an application through the app/web based interface developed by them in order for investors to apply in public issue on their websites.

All Applicants shall mandatorily apply in the Issue either through:

1. the ASBA process (including UPI Investors). Applicants intending to subscribe in the Issue shall submit a duly filled Application Form to any of the Designated Intermediaries; or
2. UPI Investors having a valid UPI ID, through the app/web based interface platform of the Stock Exchange (BSE Direct) wherein the application would automatically be uploaded onto the Stock Exchange’s bidding platform and the amount will be blocked using the UPI Mechanism.

Additionally, certain SEBI registered UPI handles which can be accessed at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, may also be used for making an Application through the UPI Mechanism.

### **Application process through physical Application Form**

Applicants opting for the physical mode of Application process, should submit the Application Form (including for Applications under the UPI Mechanism) only at the Collection Centres, i.e., to the respective Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the registered broker at the Broker Centres, the RTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available on SEBI’s website for Applications under the UPI Mechanism at <https://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of Application Forms from ASBA Applicants (including for Applications under the UPI Mechanism), shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit the Application Forms (except Application Forms submitted by UPI Investors under the UPI Mechanism) with the SCSB with whom the relevant ASBA Accounts are maintained. An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB, with the SCSB and 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.

For Applicants submitting the physical application Form who wish to block the funds in their respective UPI linked bank account through the UPI Mechanism, post uploading of the details of the Application Forms into the on-line platform of the Stock Exchange, the Stock Exchange shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Investors for blocking of funds.

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 (other than UPI Applications), the Application Amount payable on Application has been blocked in the relevant ASBA Account and for Applications by UPI Investors under the UPI Mechanism, uploaded by Designated Intermediaries, the Application Amount payable on Application has been blocked under the UPI Mechanism.

### **APPLICATION PROCESS THROUGH APP/WEB BASED INTERFACE OF THE STOCK EXCHANGE BSE DIRECT**

SEBI has, vide the Debt UPI Circular, introduced an additional mode for application in the Issue through online (app / web) interface/platform of the Stock Exchange. In furtherance to the same, the Stock Exchange has extended the facility of 'BSE Direct', which is a web based and a mobile app based platform for making an Application in the Issue where the funds can be blocked through the UPI Mechanism. BSE Direct platform can be accessed at <https://www.bsedirect.com> and can be accessed through the mobile app available (for android phone users only) on the Google Playstore.

**Please note that Applications in the Issue, through the 'BSE Direct' platform, can only be made by UPI Investors, i.e., Applicants who make an Application in the Issue for an amount upto ₹ 2 lakhs only.**

BSE Limited, the Designated Stock Exchange, has, vide notification dated December 28, 2020, notified the detailed operational procedure for making an Application, under the UPI Mechanism, using BSE Direct. The detailed operational instructions and guidelines issued by the Stock Exchange can be accessed on the Stock Exchange's website at [www.bseindia.com](http://www.bseindia.com).

#### ***Operational Instructions and Guidelines***

Certain relevant operational instructions and guidelines, for using BSE Direct to make an Application in the Issue, are listed below:

##### **a. General Instructions:**

- i. Applicants are required to preregister themselves with BSE Direct. For the detailed process of registration and Applications under the BSE Direct Platform, see "***Process of Registration and Application on BSE Direct Platform***" on page 164.
- ii. Applicants can access BSE Direct platform via internet at <https://www.bsedirect.com> or through the mobile app (on android phones only) called BSE Direct which can be downloaded from the Google Playstore.
- iii. The Stock Exchange shall make this Prospectus and Issue related details available on its website under the 'Forthcoming Issues' a day prior to the Issue Opening Date and the details of the Issue shall also be made available on the issue page of BSE Direct.
- iv. The BSE Direct platform, offers a facility of making a direct application through the web based platform or the mobile app with a facility to block funds upto ₹ 2 lakhs through the UPI Mechanism.
- v. The mode of allotment for Applications made through the BSE Direct platform, shall mandatorily be in dematerialised form only.

##### **b. Order Entry Parameters**

Pursuant to the Debt UPI Circular and other relevant SEBI Circulars, the following operating parameters shall be made available for making an Application in the Debt IPO Segment. Applicants are requested to note the following general instructions:

- i. The Issue symbol will remain same across all options;
- ii. Applicants can enter order for a single Application having different options within one order entry screen.
- iii. Before submission of the Application, the Applicant should have created an UPI ID with a maximum length of 45 characters including the handle (example: investorId@bankname)

Applicants can only submit an Application with the UPI Mechanism as the payment mode. The Applications which are successfully accepted will be allotted a bid id or order no.

**c. Modification and cancellation of orders**

- i. An Applicant shall not be allowed to add or modify the Application except for modification of either DP ID/Client ID, or PAN but not both.
- ii. The Applicant can withdraw the bid(s) submitted under a single Application and reapply.
- iii. The part cancellation of bid in a single Application will not be permitted.

For details of the process post the Application details being entered into the bidding platform of the Stock Exchange, see “*Submission of Applications - For Applications under the UPI Mechanism*” on page 171.

**d. Re-initiation of Bids**

- i. If the Applicant has not received the UPI Mandate vide an SMS or on the mobile app, associated with the UPI ID linked bank account, they will have the option to re-initiate the bid which is pending for confirmation.
- ii. The facility of re-initiation/resending the UPI Mandate shall be available only till 5 p.m. on the day of bidding.
- iii. The Designated Intermediaries shall be permitted to use the re-initiation of Application option only once.

**e. Acceptance of the UPI Mandate**

- i. An Applicant will be required to accept the UPI Mandate by 5:00 p.m. 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, they shall be required to accept the UPI Mandate by 5:00 p.m. of the next Working Day. As the Company reserves the right to close the issue prior to the Issue Closing Date, hence it is advisable that the Applicants should accept the UPI mandate by 5:00 p.m. on the Working Day subsequent to date of submission of the Application on BSE Direct.
- ii. The transaction will be treated completed only after the UPI Mandate is accepted by the Applicant and the transaction is authorised by entering of their respective UPI PIN and successful blocking of fund through ASBA process by the Applicant’s bank.
- iii. If the Applicant fails to accept the mandate within stipulated timelines, their Application will not be considered for allocation.
- iv. Applicants are required to check the status of their Applications with regard to the UPI Mandate acceptance and blocking of funds in the UPI Report for completion of the transaction.
- v. Please note that the display of status of acceptance of the UPI Mandate/fund blocking shall be solely based on the data received from the Sponsor Bank.

**f. Order book and T+1 Modification**

- i. The order book will be available in the Debt module of the Stock Exchange in real time basis.
- ii. An Applicant shall be allowed to modify selected fields such as their DP ID/Client ID or PAN (Either DP ID/Client ID or PAN can be modified but not both) on T+1 day for a validated bid.

**g. Applicant’s responsibilities**

- i. Applicants shall check the Issue details before making an Application.
- ii. Applicants shall only be able to make an Application for an amount up to ₹ 2 lakhs.
- iii. Applicants must check and understand the UPI Mandate acceptance and the fund blocking process before making an Application.
- iv. The receipt of SMS for UPI Mandate acceptance depends upon the system response/ integration of UPI on the Debt Public Issue System.
- v. Applicants must check their respective mobiles for an SMS or the mobile app, associated with the UPI ID linked bank account, for receipt of the UPI Mandate.
- vi. Applicants must accept the UPI Mandate request within stipulated timelines.
- vii. Applicants must note that the transaction will be treated completed only after the UPI Mandate is accepted by the Applicant and the transaction is authorised by entering of their respective UPI PIN and successful blocking of fund through ASBA process by the Applicant’s bank.
- viii. If the Applicant fails to accept the mandate within stipulated timelines, their Application will not be considered for allocation.
- ix. Applicants are required to check the status of their Applications with regard to the UPI Mandate acceptance and blocking of funds in the UPI Report for completion of the transaction.

**Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager, the Registrar to the Issue or the Stock Exchange shall not be liable or responsible in the event an Applicant fails to receive the UPI Mandate acceptance request on their mobile or they fail to accept the UPI Mandate within the stipulated time period or due to any technical/other reasons.**

### ***Process of Registration and Application on BSE Direct Platform/Mobile App***

#### **a. Process of Registration for Investor**

- i. To make an application on the BSE Direct platform/ mobile app, an applicant is required to register themselves with the platform/ mobile app.
- ii. At the time of registration, the Applicant shall be required to select the option of “New Registration Without Broker” and enter their respective PAN along with details of their demat account (i.e., DP ID and Client ID) and UPI ID.
- iii. The Stock Exchange shall verify the PAN and demat account details entered by the Applicant with the Depository, within one Working Day.
- iv. The Applicant shall be required to accept the terms and conditions and also enter the correct ‘One Time Password’ (“OTP”) sent on their respective mobile phones and email IDs to complete the registration process.
- v. Upon the successful OTP confirmation, the Applicant’s registration request shall be accepted and a reference number shall be provided to them for checking their registration status.
- vi. At the time of demat account verification, the Stock Exchange shall also validate Applicant’s client type (investor category) present in demat account.
- vii. An Applicant’s registration shall be rejected if an incorrect investor category and/or demat account details have been entered.
- viii. Post the verification of the demat account, the Stock Exchange shall activate the Applicant’s profile for making an Application and also provide a user ID (which is PAN) and password for login on to the BSE Direct platform.
- ix. An Applicant shall be able to view their respective details including their demat account, by accessing the tab ‘My Profile’.
- x. To modify their details, an Applicant must login to the BSE Direct portal and click on ‘My profile’.
- xi. The Stock Exchange shall revalidate the modified details with Depository.
- xii. No modification request shall be accepted during the Issue Period if the Applicant has made an Application in the Issue.
- xiii. To re-generate a new password, the Applicant can use the ‘Forget Password’ option.
- xiv. Existing investors who are already registered for “GSec AND T-Bills investment”, can also use the facility for applying in the Issue by using the UPI Mechanism for blocking of funds for Applications with a value upto ₹ 2 lakhs.

#### **b. Process to place Bid via BSE Direct platform/ mobile app**

- i. The Issue, during the Issue Period, shall be opened for subscription and will be available for making an Application through the BSE Direct platform/ mobile app.
- ii. Upon successful login, an Applicant can select the Issue to make an Application.
- iii. The details of PAN and DP ID and Client ID will be populated based on the registration done by the Applicant.
- iii. Before submission of the Application, an Applicant would be required to create a UPI ID with a maximum length of 45 characters including the handle (Example: investorId@bankname)
- iv. An Applicant shall be required to enter a valid UPI ID, in the UPI ID field.
- v. An Applicant must select the series/option along with number of NCDs being applied for in the Issue.
- vi. Applicants must check the Issue details before making an Application.
- vii. Applicant will only be able to make an Application for an amount of up to ₹ 2 lakhs.
- viii. Applicants shall only have UPI as a payment mechanism with ASBA.
- ix. Applicants must check and understand the UPI Mandate acceptance and blocking of fund process before making an Application.

For details of the blocking process post the Application details being entered into the bidding platform of the Stock Exchange, see “***Submission of Applications - For Applications under the UPI Mechanism***” on page 171.

#### **c. SMS from the Exchange**

- i. Post completion of the blocking process, the Stock Exchange shall send an SMS to the Applicant regarding submission of the Application at the end of day, during the Issue Period and for the last day of the Issue Period, the SMS shall be sent the next Working Day.

#### **d. Modification and Cancellation of Orders**

- i. An Applicant 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 but not both.
- ii. An Applicant can withdraw the bid(s) submitted under a single Application and reapply. However, part cancellation of bid in a single Application is not permitted.

#### **e. Re-initiation of Bid**

- i. If the Applicant has not received the UPI Mandate vide an SMS or on the mobile app, associated with the UPI ID linked bank account, they will have the option to re-initiate the bid which is pending for confirmation, after the lapse of reasonable time.
- ii. The Designated Intermediaries shall be permitted to use the re-initiation of Application option only once.

For details of the process of the UPI Mandate acceptance, see “*Operational Instructions and Guidelines - Acceptance of the UPI Mandate*” on page 164.

**Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Manager, the Registrar to the Issue or the Stock Exchange shall not be liable or responsible in the event an Applicant fails to receive the UPI Mandate acceptance request on their mobile or they fail to accept the UPI Mandate within the stipulated time period or due to any technical/other reasons. Since the process of making an Application through BSE Direct is based on notification issued by the Stock Exchange, Applicants are requested to check the website of the Stock Exchange for any further notifications by the Stock Exchange amending, supplementing, updating or revising the process of Applications through BSE Direct.**

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

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

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

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 scheme concerned 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 (iii) a resolution authorising investment and containing operating instructions and (iv) specimen signatures of authorized signatories.

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

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

Systemically Important Non-Banking Financial Company, a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees, as per the last audited financial statements, can apply in this Issue based on their own investment limits and approvals. The Application Form must be accompanied by a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s).

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



### **Application by commercial banks, co-operative banks and regional rural banks**

Commercial banks, co-operative banks and regional rural banks can apply in this Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Application Form.

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

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

### **Application by Insurance Companies**

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority of India ("IRDAI"), a certified copy of certificate of registration issued by IRDAI must be lodged along with Application Form.

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

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

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

Applications made by Alternative Investment Funds eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "SEBI AIF Regulations") for Allotment of the NCDs must be accompanied by certified true copies of SEBI registration certificate. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI.

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

### **Applications by Association of Persons and/or bodies established pursuant to or registered under any Central or State statutory enactment**

In case of Applications made by 'Association of Persons' and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) power of attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are 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 reasons therefor.**

### **Applications by Trusts**

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Issue must ensure that (a) they are 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 reasons therefor.**

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

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

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

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

The Application must be accompanied by certified true copies of incorporation/ registration under any act/rules under which they are incorporated.

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

**Applications by National Investment Fund**

The Application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) specimen signature of authorized person.

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

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

The Application must be accompanied by certified true copies of the registration under the act/ rules under which they are incorporated.

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

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

The Application must be accompanied by certified true copies of the registration under the act/ rules under which they are incorporated.

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

**Applications by Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008**

The Application must be accompanied by certified true copies of certificate of partnership deed or registration issued under the Limited Liability Partnership Act, 2008, as applicable.

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

**Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non-Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants, a certified copy of the power of attorney must be submitted with the Application Form.

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

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney with the Application Forms subject to such terms and conditions that our Company 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/ her behalf. Based on such instruction, and a power of attorney granted by the Applicant to authorise the broker, the broker makes an Application on behalf of the Applicant.

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

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

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

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

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

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

Applications can be submitted through either of the following modes:

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

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

- (b) Physically through the Designated Intermediaries at the respective Collection Centres. Kindly note that above Applications submitted to any of the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account is maintained, as specified in the Application Form, has not named at least one branch at that Collection Center where the Application Form is submitted (a list of such branches is available at <https://www.sebi.gov.in>).
- (c) A UPI Investor making an Application in the Issue under the UPI Mechanism, where the Application Amount is upto ₹ 2 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 Exchange's bidding platform using appropriate protocols. Kindly note that in this case, the Application Amount will be blocked through the UPI Mechanism.
- (d) A UPI Investor may also submit the Application Form for the Issue through BSE Direct, wherein the Application will automatically be uploaded onto the Stock Exchange's bidding platform and an amount equivalent to the Application Amount shall be blocked using the UPI Mechanism.

Upon receipt of the Application Form by the Designated Intermediaries, an acknowledgement shall be issued by the relevant Designated Intermediary, giving the counterfoil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchange. Post which:

(i) *for Applications other than under the UPI Mechanism –*

The Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Collection Center, named by such SCSB to accept such Applications from the Designated Intermediaries (a list of such branches is available at <https://www.sebi.gov.in>). Upon receipt of the Application Form, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form. If sufficient funds are not available in the ASBA Account, the relevant Application Form is liable to be rejected. If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form.

(ii) *for Applications under the UPI Mechanism*

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

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

Applicants must note that:

- (a) Application Forms will be available with the Designated Branches of the SCSBs and with the Designated Intermediaries at the respective Collection Centres; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Issue Opening Date. Physical Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that this 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 Application Forms directly from Applicants only during the Issue Period. The SCSBs shall not accept any Application Forms directly from Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, the relevant branches of the SCSBs at Specified Locations can accept Application Forms from the Designated Intermediaries, after the closing time of acceptance of Applications on the Issue Closing Date, if the Applications have been uploaded.

For further information on the Issue programme, please see “*General Information – Issue Programme*” on page 39. Physical Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

**Please note that Applicants can make an Application for Allotment of NCDs in the dematerialised 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;
- Application Forms must be completed in **BLOCK LETTERS IN ENGLISH**, as per the instructions contained in this Prospectus and the Application Form;
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names;
- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details.  
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**;
- Applicants must provide details of valid and active DP ID, Client ID and PAN, clearly and without error. On the basis of such Applicant’s active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchange by SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs;
- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs of the same option or across different option;
- 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;
- 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 Eighth Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the Acknowledgement Slip. This Acknowledgement Slip will serve as the duplicate of the Application Form for the records of the Applicant;
- Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be;
- Every Applicant should hold valid Permanent Account Number and mention the same in the Application Form;
- All Applicants are required to tick the relevant column of “Category of Investor” in the Application Form; and
- All 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.

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

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

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

Applicants must mention their DP ID, Client ID and UPI ID (wherever applicable) in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID, PAN and UPI ID (wherever applicable) mentioned in the Application Form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID, PAN and UPI ID (wherever applicable) available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected. Further, Application Forms submitted by Applicants whose beneficiary accounts are inactive, will be rejected.

On the basis of the Demographic Details as appearing on the records of the DP, the Registrar to the Issue will take steps towards dematerialised credit of NCDs. 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 dematerialised credit and neither our Company, Designated Intermediaries, SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same.

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

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

Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered.

Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Registrar to the Issue, Public Issue Account Bank, Sponsor Bank 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 Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to this Issue will be made into the accounts of such Applicants.

**Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.**

**Furthermore, in case no corresponding record is available with the Depositories, which matches the parameters, namely, DP ID, Client ID, PAN and UPI ID (wherever applicable), then such Application are liable to be rejected.**

#### **C. Permanent Account Number**

The Applicant should mention his or her Permanent Account Number 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 may be made in single or joint names (not exceeding three). In the case of joint Applications all interest / redemption amount payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed for and 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 option of NCDs, subject to a minimum Application size as specified in this Prospectus and in multiples of thereafter as specified in this 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 ₹ 5 lakhs shall be deemed such individual Applicant to be an 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 this Issue, Applications shall be grouped based on the PAN, i.e., Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

#### **Do's and Don'ts**

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

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

1. Check if you are eligible to apply as per the terms of this Prospectus and applicable law, rules, regulations guidelines and approvals.
2. Read all the instructions carefully and complete the Application Form in the prescribed form.
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to this Issue.
4. 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 Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID, Client ID, PAN and UPI ID (wherever applicable) are correct and the depository account is active as Allotment of the Equity Shares will be in dematerialized form only. The requirement for providing Depository Participant details is mandatory for all Applicants.
5. Ensure that you have mentioned the correct ASBA Account number (for all Applicants other than UPI Investors applying using the UPI Mechanism) in the Application Form. Further, UPI Investors using the UPI Mechanism must also mention their UPI ID.
6. UPI Investors applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking, is certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries.
7. UPI Investors applying using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list

displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected.

8. Ensure that the Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) in case the Applicant is not the ASBA account holder. Applicants (except UPI Investors making an Application using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Application Form. UPI Investors applying using the UPI Mechanism should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Application Form.
9. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be.
10. UPI Investors making an Application using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment, in a timely manner.
11. UPI Investors making an Application using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorization of the mandate using their UPI PIN, the UPI Investor may be deemed to have verified the attachment containing the application details of the UPI Investor making and Application using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to issue a request to block the Application Amount mentioned in the ASBA Form in their ASBA Account.
12. UPI Investors making an Application using the UPI Mechanism should mention valid UPI ID of only the Applicants (in case of single account) and of the first Applicant (in case of joint account) in the ASBA Form.
13. UPI Investors making an Application using the UPI Mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in their account and in case of Allotment in a timely manner.
14. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Collection Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediary/Designated Branch of the SCSB.
15. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Collection Centre.
16. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form.
17. 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.
18. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, Options, 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.
19. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta.
20. Ensure that the Applications are submitted to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please see "**General Information – Issue Programme**" on page 39.
21. **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.
22. 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.
23. All Applicants should choose the relevant option in the column "Category of Investor" in the Application Form.
24. Choose and mark the option of NCDs in the Application Form that you wish to apply for.



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

#### **Don'ts**

1. Do not apply for lower than the minimum Application size.
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest.
3. Do not send Application Forms by post. Instead submit the same to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be.
4. Do not submit the Application Form to any non-SCSB bank or our Company.
5. Do not apply through an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue Size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations.
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
8. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (wherever applicable) 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 Form without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account or in the case of UPI, Investors making an Application using the UPI Mechanism, in the UPI-linked bank account where funds for making the Application are available.
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 Applications to a Designated Intermediary at a location other than Collection Centres.
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 this Issue including Applications by Persons Resident Outside India, NRI (*inter alia* including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA).
16. Do not make an Application of the NCD on multiple copies taken of a single form.
17. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue.
18. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Investors using the UPI Mechanism.
19. Do not submit more than five Application Forms per ASBA Account.
20. Please also see "*Operational Instructions and Guidelines - Applicant's Responsibilities*" on page 165.

**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>).**

Please see "*- Rejection of Applications*" on page 179 for information on rejection of Applications.

#### **TERMS OF PAYMENT**

The Application Forms will be uploaded on to the electronic system of the Stock Exchange and deposited with the relevant branch of the SCSB at the Collection Centres, named by such SCSB to accept such Applications from the Designated Intermediaries, as the case may be (a list of such branches is available at <https://www.sebi.gov.in>).

For Applications other than those under the UPI Mechanism, the relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the Application. For Applications under the UPI Mechanism, i.e., up to ₹ 2 lakhs, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository.

The Depository shall validate the PAN and Demat account details and send response to the Stock Exchange which would be shared by the Stock Exchange with the relevant Designated Intermediary through its platform, for corrections, if any. The blocking of funds in such case (not exceeding ₹ 2 lakhs) shall happen under the UPI Mechanism.

The entire Application Amount for the NCDs is payable on Application only. The relevant SCSB shall block an amount equivalent to the entire Application Amount in the ASBA Account at the time of upload of the Application Form. In case

of Allotment of lesser number of NCDs than the number applied, the Registrar to the Issue shall instruct the SCSBs or the Sponsor Bank (as the case may be) to unblock the excess amount in the ASBA Account.

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

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

**Applicants should ensure that they have funds equal to the Application Amount in the ASBA Account before submitting the Application. An Application where the corresponding ASBA Account does not have sufficient funds equal to the Application Amount at the time of blocking the ASBA Account is liable to be rejected.**

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

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

#### **SUBMISSION OF COMPLETED APPLICATION FORMS**

<b>Mode of submission of Application Forms</b>	<b>To whom the Application Form has to be submitted</b>
<i>ASBA Applications</i>	
(i) If using physical Application Form	(a) To the Designated Intermediaries at relevant Collection Centres, or (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained
(ii) If using electronic Application Form	To the SCSBs, electronically through internet banking facility, if available.
<i>Applications under the UPI Mechanism</i>	(i) Through the Designated Intermediary, physically or electronically, as applicable; or (ii) Through BSE Direct.

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

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

#### **Electronic Registration of Applications**

(a) The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications (including those under the UPI Mechanism) using the on-line facilities of the Stock Exchange.

**The Members of Syndicate, our Company and the Registrar to the Issue or the Lead Manager is not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, (v) any Applications accepted and uploaded and/or not uploaded by the Trading Members of**

**the Stock Exchange or (vi) any Application made under the UPI Mechanism, accepted or uploaded or failed to be uploaded by a Designated Intermediary or through the app/web based interface of the Stock Exchange and the corresponding failure for blocking of funds under the UPI Mechanism.**

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

- (b) The Stock Exchange will offer an electronic facility for registering Applications for this Issue. This facility will be available on the terminals of Designated Intermediaries and the SCSBs during the Issue Period. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on this Issue Closing Date.

On the Issue Closing Date, the Designated Intermediaries and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Designated Intermediaries and the Designated Branches of the SCSBs on a regular basis.

Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Issue programme, please see **“General Information – Issue Programme” on page 39.**

- (c) With respect to Applications submitted directly to the SCSBs at the time of registering each Application, 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)
- Option of NCDs applied for
- Number of NCDs Applied for in each option of NCD
- Price per NCD
- Bank Code for the SCSB where the ASBA Account is maintained
- Bank account number
- Location
- Application amount

- (d) With respect to 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)
- Option of NCDs applied for
- Number of NCDs Applied for in each option of NCD
- Price per NCD
- Bank Code for the SCSB where the ASBA Account is maintained
- Bank account number
- Location
- Application amount

- (e) A system generated acknowledgement (TRS) will be given to the Applicant as a proof of the registration of each Application.

**It is the Applicant’s responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be.**

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

- (f) Applications can be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect.
- (g) The permission given by the Stock Exchange to use its network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.
- (h) **Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment.**

The Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

## **REJECTION OF APPLICATIONS**

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors or the NCD Issuance Committee 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:

- (a) 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);
- (b) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicants' ASBA Account maintained with an SCSB;
- (c) Applications not being signed by the sole/joint Applicant(s);
- (d) Investor Category in the Application Form not being ticked;
- (e) 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;
- (f) Applications where a registered address in India is not provided for the non-Individual Applicants;
- (g) In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not in the names of the individual partner(s);
- (h) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- (i) 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;
- (j) DP ID, Client ID or UPI ID (wherever applicable) not mentioned in the Application Form;
- (k) GIR number furnished instead of PAN;

- (l) Applications by OCBs;
- (m) Applications for an amount below the minimum Application size;
- (n) Submission of more than five ASBA Forms per ASBA Account;
- (o) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- (p) Applications under power of attorney or by limited companies, corporate, trust etc. submitted without relevant documents;
- (q) Applications accompanied by stock invest/ cheque/ money order/ postal order/ cash;
- (r) 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);
- (s) Applications by persons debarred from accessing capital markets, by SEBI or any other appropriate regulatory authority;
- (t) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant;
- (u) 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;
- (v) 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 Intermediary, as the case may be;
- (w) ASBA Applications not having details of the ASBA Account or the UPI-linked Account to be blocked;
- (x) In case no corresponding record is available with the Depositories that matches the parameters namely, DP ID, Client ID, UPI ID and PAN;
- (y) Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- (z) SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not available 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;
- (aa) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- (bb) Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- (cc) Applications by any person outside India;
- (dd) Applications not uploaded on the online platform of the Stock Exchange;
- (ee) Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- (ff) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form mentioned in this Prospectus and as per the instructions in the Application Form and this Prospectus;
- (gg) 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;

- (hh) Applications providing an inoperative demat account number;
- (ii) Applications submitted to the Designated Intermediaries other than the Collection Centres or at a Branch of a SCSB which is not a Designated Branch;
- (jj) Applications submitted directly to the Public Issue Bank (except in case the ASBA Account is maintained with the said bank as a SCSB);
- (kk) Investor category not ticked;
- (ll) In case of cancellation of one or more orders (Options) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application;
- (mm) A UPI Investor applying through the UPI Mechanism, not having accepted the UPI Mandate Request by 5:00 p.m. on the third Working Day from the day of bidding on the stock exchange except on the last day of the Issue Period, where the UPI Mandate Request not having been accepted by 5:00 p.m. of the next Working Day; and
- (nn) A non-UPI Investor making an Application under the UPI Mechanism, i.e., an Application for an amount more than ₹ 2 lakhs.

For information on certain procedures to be carried out by the Registrar to the Issue for finalization of the Basis of Allotment, please see “*Information for Applicants*” below.

### **Information for Applicants**

Upon the closure of the Issue, the Registrar to the Issue will reconcile the compiled data received from the Stock Exchange and all SCSBs and match the same with the Depository database for correctness of DP ID, Client ID, UPI ID (where applicable) and PAN. The Registrar to the Issue will undertake technical rejections based on the electronic details and the Depository database and prepare list of technical rejection cases. In case of any discrepancy between the electronic data and the Depository records, our Company, in consultation with the Designated Stock Exchange, the Lead Manager and the Registrar to the Issue, reserves the right to proceed as per the Depository records for such Applications or treat such Applications as rejected.

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

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

### **BASIS OF ALLOTMENT**

#### **Basis of Allotment for NCDs**

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

#### **Allocation Ratio**

**The Registrar will aggregate the Applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid applications for the purpose of drawing the basis of allocation. Grouping of the application received will be then done in the following manner:**

Grouping of Applications and Allocation Ratio: Applications received from various applicants shall be grouped together on the following basis:

- (a) *Applications received from Category I applicants:* Applications received from Category I, shall be grouped together, (“*Institutional Portion*”);
- (b) *Applications received from Category II applicants:* Applications received from Category II, shall be grouped together, (“*Non-Institutional Portion*”);

- (c) *Applications received from Category III applicants:* Applications received from Category III, shall be grouped together, (“**Retail Individual Portion**”).

For removal of doubt, “**Institutional Portion**”, “**Non-Institutional Portion**” and “**Retail Individual Portion**” are individually referred to as “**Portion**” and collectively referred to as “**Portions**”.

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Issue up to ₹ 10,000 lakhs over and above the Base Issue Size of Rs.10,000 lakh..

The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in the Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the “**Overall Issue Size**”.

#### **Basis of Allotment for NCDs**

Allotments in the first instance:

- (i) Applicants belonging to the Category I, in the first instance, will be allocated NCDs up to 5% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Lead Manager and their respective affiliates/SCSB (Designated Branch or online acknowledgement));
- (ii) Applicants belonging to the Category II, in the first instance, will be allocated NCDs up to 45% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));
- (iii) Applicants belonging to the Category III, in the first instance, will be allocated NCDs up to 50% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));

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 into the electronic book with Stock Exchange, in each Portion subject to the Allocation Ratio. However, on the date of oversubscription, the Allotments would be made to the Applicants on proportionate basis.

#### (a) Under Subscription:

Under subscription, if any, in any Portion, priority in Allotments will be given in the following order:

- (i) Individual Portion
- (ii) Non-Institutional Portion and Resident Indian individuals and Hindu undivided families through the Karta applying who apply for NCDs aggregating a value exceeding ₹ 5 lakhs;
- (iii) Institutional Portion on a first come first serve basis.

Within each Portion, priority in Allotments will be given on a first-come-first-serve basis, based on the date of upload of each Application into the electronic system of the Stock Exchange. For each Portion, all Applications uploaded into the electronic book with the Stock Exchange would be treated on par with each other. Allotment would be on proportionate basis, where Applications uploaded into the Platform of the Stock Exchange on a particular date exceeds NCDs to be allotted for each Portion, respectively. Minimum allotment of 10 NCDs and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application.

#### (b) Allotments in case of oversubscription:

In case of an oversubscription, Allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full Allotment of NCDs to the valid Applicants on a first come first serve basis for forms uploaded up to 5 p.m. of the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the valid Applicants on the date of oversubscription (based on the date of upload of the Application on the Stock Exchange Platform, in each Portion). In case of over subscription on date of opening of the Issue, the Allotment shall be made on a proportionate basis. Applications received for the NCDs after the date of oversubscription will not be considered for Allotment.

In view of the same, the Investors are advised to refer to the Stock Exchange website at [www.bseindia.com](http://www.bseindia.com) for details in respect of subscription.

(c) Proportionate Allotments: For each Portion, on the date of oversubscription:

- (i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer;
- (ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Issue Size, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference;
- (iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the Basis of Allotment is finalised by draw of lots in a fair and equitable manner; and
- (iv) The total Allotment under Option I to Option VIII of the NCDs shall not exceed a value more than ₹ 20,000 lakh (assuming retention of 100% of oversubscription amount)

(d) Applicant applying for more than one Options of NCDs:

If an Applicant has applied for more than one Options of NCDs, and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for due to such Applications received on the date of oversubscription, the option-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each option, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Manager and Designated Stock Exchange. In cases of odd proportion for Allotment made, our Company in consultation with the Lead Manager will Allot the residual NCD(s) in the following order:

- (i) first with monthly interest payment in decreasing order of tenor i.e., Options VII, V, III and I;
- (ii) followed by payment on cumulative options in decreasing order of tenor i.e., Options VIII, VI, IV and II;

Hence using the above procedure, the order of Allotment for the residual NCD(s) will be: VII, V, III, I, VIII, VI, IV and II.

Our Company would Allot Option II NCDs to all valid applications, wherein the Applicants have not indicated their choice of the relevant options of the NCDs.

Valid applications where the Application Amount received does not tally with or is less than the amount equivalent to value of 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 in accordance with the pecking order mentioned above.

All decisions pertaining to the Basis of Allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Manager and the Designated Stock Exchange and in compliance with the aforementioned provisions of this Prospectus.

### **Retention of oversubscription**

Our Company shall have an option to retain over-subscription up to the Issue limit.

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

The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB or the Sponsor Bank (for Applications under the UPI Mechanism), as applicable, to unblock the funds in the relevant ASBA Account/UPI linked bank account, for withdrawn, rejected or unsuccessful or partially successful Applications within six Working Days of the Issue Closing Date.

### **ISSUANCE OF ALLOTMENT ADVICE**

Our Company shall ensure dispatch of Allotment Advice and/ or give instructions for credit of NCDs to the beneficiary account with Depository Participants upon approval of Basis of Allotment shall be made within 5 working days from the date of Issue Closing Date.

The Allotment Advice for successful Applicants will be mailed by speed post/registered post to their addresses as per the Demographic Details received from the Depositories.

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



Allotment Advices shall be issued or Application Amount shall be unblocked within six Working Days from the Issue Closing Date or such lesser time as may be specified by SEBI or else the Application Amount shall be unblocked in the ASBA Accounts or the UPI linked bank accounts (for Applications under the UPI Mechanism) of the Applicants forthwith, failing which interest shall be due to be paid to the Applicants at 15% p.a. for the delayed period, in accordance with applicable law.

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

## **OTHER INFORMATION**

### **Withdrawal of Applications during the Issue Period**

Applicants can withdraw their Applications until the Issue Closing Date. In case an Applicant wishes to withdraw the Application during the Issue Period, the same can be done by submitting a request for the same to the Designated Intermediary concerned who shall do the requisite.

In case of Applications (other than under the UPI Mechanism) were submitted to the Designated Intermediaries, upon receipt of the request for withdrawal from the Applicant, the relevant Designated Intermediary, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and intimating the Designated Branch of the SCSB unblock of the funds blocked in the ASBA Account at the time of making the Application.

In case of Applications (other than under the UPI Mechanism) submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdrawal from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and unblocking of the funds in the ASBA Account, directly.

### **Withdrawal of Applications after the Issue Period**

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

### **Revision of Applications**

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

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the Stock Exchange, by submitting a written request to the Designated Intermediary and the Designated Branch of the SCSBs, as the case may be. For Applications made under the UPI Mechanism, an Applicant shall not be allowed to add or modify the details of the Application except for modification of either DP ID/Client ID, or PAN ID but not both.

However, the Applicant may withdraw the Application and reapply. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/ modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange as per the procedures and requirements prescribed by the Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on the Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries and/ or the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL. Please also see, "*Operational Instructions and Guidelines - Modification and cancellation of orders*" on page 165.

## **Depository Arrangements**

We have made depository arrangements with NSDL and CDSL. Please note that Tripartite Agreements have been executed between our Company, the Registrar to the Company and both the depositories. As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialised form.

In this context:

- (i) Tripartite agreement dated January 30, 2014 among our Company, the Registrar and CDSL and tripartite agreement dated February 5, 2014 among our Company, the Registrar and NSDL, respectively for offering depository option to the investors.
- (ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
- (iii) The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
- (iv) NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- (v) Non-transferable Allotment Advice will be directly sent to the Applicant by the Registrar to this Issue.
- (vi) It may be noted that NCDs in electronic form can be traded only on the Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange has connectivity with NSDL and CDSL.
- (vii) Interest or other benefits with respect to the NCDs held in dematerialised form would be paid to those Debenture 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.

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

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

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

## **Communications**

All future communications in connection with Applications made in this Issue (except the Applications made through the Trading Members of the Stock Exchange) should be addressed to the Registrar to the Issue, quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of the Application Form, name and address of the Designated Intermediary or Designated Branch of the SCSBs, as the case may be, where the Application was submitted.

Applicants may contact our Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice or credit of NCDs in the respective beneficiary accounts, as the case may be.

## **Interest in case of delay**

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

## **Undertaking by the Issuer**

Our Company undertakes that:

- a. All monies received pursuant to this Issue 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 this 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. 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. Undertaking by our Company for execution of the Debenture Trust Deeds.
- f. Further, as per Regulation 15 of SEBI Debt Regulations, in the event our Company fails to execute the Debenture Trust Deeds within a period of three months from the Issue Closing Date, our Company shall pay interest of at least 2% p.a. to each NCD Holder, over and above the agreed coupon rate, till the execution of the Secured Debenture Trust Deed and Unsecured Debenture Trust Deed;
- g. We shall utilize the Issue proceeds only upon execution of the Secured Debenture Trust Deed and Unsecured Debenture Trust Deed as stated in this Prospectus, on receipt of the minimum subscription of 75% of the Base Issue i.e., ₹ 7,500.00 lakhs and receipt of listing and trading approval from the Stock Exchange;
- h. The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property business, dealing in equity of listed companies or lending/investment in group companies; and
- i. Allotment Advices shall be issued or Application Amount shall be unblocked within six Working Days from the Issue Closing Date or such lesser time as may be specified by SEBI or else the Application Amount shall be unblocked in the ASBA Accounts or the UPI linked bank accounts (for Applications under the UPI Mechanism) of the Applicants forthwith, failing which interest shall be due to be paid to the Applicants at the rate of 15% p.a. for the delayed period, in accordance with applicable law.

#### **Other undertakings by our Company**

Our Company undertakes that:

- a. the complaints received in respect of this Issue (except for complaints in relation to Applications submitted to Trading Members) 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. necessary steps will be taken for the purpose of getting the NCDs listed within the specified time, i.e., within six Working Days of this Issue Closing Date;
- d. funds required for dispatch of Allotment Advice/NCD Certificates (only upon rematerialisation of NCDs at the specific request of the Allottee/ Holder of NCDs) will be made available by our Company to the Registrar to the Issue;
- e. our Company will disclose the complete name and address of the Debenture Trustee in its annual report
- f. we shall forward details of utilisation of the proceeds of this Issue, duly certified by the Statutory Auditor, to the Debenture Trustee on a half-yearly basis;
- g. we shall provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of this Issue as contained in this Draft Prospectus;
- h. we shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time;
- i. we shall create a recovery expense fund in the manner as may be specified by the Board from time to time and inform the Debenture Trustee about the same; and
- j. 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, permission or consent to create a second or *pari passu* charge on the assets of the issuer has been / will be obtained from the earlier creditor(s).

## SECTION VII: LEGAL AND OTHER INFORMATION

### PENDING PROCEEDINGS AND STATUTORY DEFAULTS

Except as described below, there are no pending proceedings and statutory defaults including, suits, criminal or civil prosecutions and taxation related proceedings against our Company and its Board of Directors that may have an adverse effect on our business. As on the date of the Prospectus, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by our Company. Further, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by any public companies promoted by the Promoters and listed on the stock exchanges except as under:

#### **Sakthi Sugars Limited: (Listed with BSE / NSE)**

	(₹ Lakh)
<b>1. Statutory Defaults as on December 31, 2020</b>	
Income Tax	44.15
Provident Fund	69.53
Electricity Generation Tax	169.08
<b>Total (1)</b>	<b>282.76</b>
<b>2. Dues to Banks / Institutions as on December 31, 2020</b>	
Banks / Asset Reconstruction Companies	97,471.79
Sugar Development Fund	9,379.33
<b>Total (2)</b>	<b>106,851.12</b>
<b>Total (1+2)</b>	<b>107,133.88</b>

Except as disclosed herein below, there are no:

- a. proceedings against the Company and the Directors for offences under the enactments specified in Paragraph 1 of Part I of Schedule V to the Companies Act, 2013;
- b. litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the date of the issue of this Draft Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c. litigation involving the Company, the Promoter, Directors and our group companies or any other person, whose outcome could have material adverse effect on the position of our Company;
- d. proceedings initiated against the Company for economic offences;
- e. matters pertaining to default and non-payment of statutory dues;
- f. inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 during the last five years;
- g. instances of fines imposed or compounding of offences made during the last five years; and
- h. matters pertaining to any material frauds committed against the Company during the last five financial years.

#### **I. CASES FILED AGAINST THE COMPANY**

##### ***Civil cases***

1. Mr. N. Senthil (“**Hirer**”) (HP A/c No.4774830) filed an Injunction Suit (O.S.182 of 2013) on 30th August 2013 against the company before Court of District Munsiff of Madurai Taluk (“**Court**”) alleging that the Company is attempting to take illegal custody of vehicle financed under Hire Purchase transaction. Further, the Hirer prayed the Court to pass judgment and decree for granting permanent Injunction restraining the company and their agents, or person claiming through them in any way interfering with the Hirer in the peaceful possession and enjoyment of the vehicle except under the due process of law. In response to the aforesaid suit, on 18th September 2013, the Company has filed an application before the Court to reject the Plaintiff to work out remedies before the Arbitration Tribunal. The Court allowed the application filed by the company I.A. 468 of 2013 on 18/11/16 and the Plaintiff is rejected under Order 7 rule 11 of CPC.

The Company has also initiated an arbitration proceeding (A.C. No 81 of 2013) against Hirer and guarantor (collectively referred to as “**Parties**”) by referring the matter to Arbitral Tribunal, Coimbatore on 14th September 2013 in terms of Hire Purchase Agreement. The Arbitral Tribunal passed an award on 14th June 2014 (“**Award**”)

directing the Hirer and Guarantor to pay ₹ 7.08 lakh with additional hire charges at 18% p.a. from the date of claim statement till the date of payment and also cost of ₹ 0.10 lakh, within three months from the date of the order. On account of failure of the parties to pay the award amount within stipulated time, the company is taking steps to execute the award and filed EP 116 of 2020 on the file of Honourable District Judge Court for the attachment and sale of immovable properties and it is posted to 02/07/2021 for filing counter of respondents.

2. Mr. D. Swaminathan ("**Hirer**") filed an Injunction Suit (O.S. 389 of 2013) on December 19, 2013 against our Company before the Court of District, Tirupur Taluk (Court) alleging that the Company is attempting to take illegal custody of the vehicle financed under hire purchase transaction. Further, the Hirer prayed the Court to grant permanent injunction restraining the Company and anybody under them from forcefully and illegally taking custody of the vehicle except under due process of law. In response to the aforesaid suit, on January 19, 2014, the Company has filed an application before the Court to reject the plaint and direct the plaintiff to work out remedies before the Arbitral Tribunal. The matter is posted for further hearing.

The Company has initiated an arbitration proceeding (A.C No.5 of 2014) against Hirer and a guarantor (collectively referred to as "**Parties**") by referring the matter to Arbitral Tribunal, Coimbatore on January 6, 2014 in terms of the hire purchase agreement. The Arbitral Tribunal passed an award on August 23, 2014, directing the Parties to pay ₹ 8.46 lakh with additional hire charge of 18% p.a. from date the of claim settlement till the date of payment within three months from the date of the order. The company is taking steps to execute the award.

3. The Company has repossessed and sold a hired vehicle owned by Mr. Magandi Nagendra Prasad ("**Hirer**") on account of non-payment of hire purchase instalments due to the Company. The Hirer filed a damage suit (O.S. 360 of 2013) before Principal Senior Civil Judge, Gudiwada ("**Court**") on August 16, 2013 alleging that the Company has wrongfully seized and sold vehicle financed under hire purchase transaction. The Hirer prayed to the Court for grant of decree against the Company (i) for the recovery of compensation amount of ₹ 3.52 lakh together with subsequent interest of 18% p.a. from the date of suit till the date of payment; (ii) declare that the Hirer is the absolute owner of the vehicle and hand over the possession of the vehicle in "as is where is" condition, if the Company did not hand over the vehicle the company, to pay ₹ 4.90 lakh at an interest of 18% p.a. In response to the aforesaid Suit, on December 12, 2013, the Company has filed an application I.A.372 of 2014 before the Court to reject the plaint and direct the plaintiff to work out remedies before the Arbitration Tribunal. The Hon'ble Court has allowed the said petition and the plaint was returned vide Order dated 30/10/2018.

The Company has initiated an arbitration proceeding (A.C No.9 of 2014) against Hirer and Guarantors (collectively referred to as "**Parties**") by referring the matter to Arbitral Tribunal, Coimbatore on January 6, 2014 in terms of the hire purchase agreement. The Arbitral Tribunal passed an award on December 26, 2015, directing the Parties to pay (i) ₹ 4.49 lakh; (ii) additional hire charge of 18% p.a. from date the of claim settlement till the date of payment and (iii) ₹ 0.08 lakh towards cost, within three months from the date of the order. The company has filed the Execution Petition on the file of Principal District Court, Gudiwada, Krishna Dist. A.P.

### **Consumer Cases**

1. Mr. M. Maharajan ("**Hirer**") filed a complaint (C.C. 152 of 12) before District Consumer Dispute Redressal Forum, Madurai ("**Court**"), on December 3, 2012, alleging that the Company has wrongfully taken custody of vehicle financed to Hirer. Further, the Hirer prayed the Court to direct the Company (i) to hand over the possession of vehicle under custody; (ii) to pay a sum of ₹ 0.10 lakh per month from September, 2008 to 2012; (iii) award damages of ₹ 2 lakh for mental agony, ₹ 0.25 lakh for deficiency in service and ₹ 0.10 lakh towards cost and such other relief. The Company submitted a counter statement, on January 18, 2013, before the Court to reject the aforesaid complaint and direct the Hirer to work out his remedies before the Arbitral Tribunal. The matter is pending before the Court and posted for hearing on August 11, 2021.

The Company has initiated an arbitration proceeding (A.C No.42 of 2012) against Hirer and a Guarantor (collectively referred to as "Parties") by referring the matter to Arbitral Tribunal, Coimbatore on May 8, 2012. The Arbitral Tribunal has passed an award dated March 23, 2013 ("**Award**") directing the Parties to pay the outstanding amount of ₹ 3.36 lakh together with additional finance charges @ 18% p.a. from July 28, 2012 till payment and also cost of ₹ 0.07 lakh, within three months from the date of the Award. On account of failure of Parties to pay the Award amount within stipulated time, the Company has filed an Execution Petition ("**EP**") against the Parties, on July 22, 2013, before Principal District Judge, Madurai under Order 21 of Rule 22, 54, 66 and 82 of CPC. The EP is taken on record bearing number 419 of 2013. The company is taking steps to execute the Award.

2. The Company had advanced hire purchase loan to Mr. Thomas ("**Hirer**") and demanded outstanding amount of ₹ 1.14 lakh comprising ₹ 0.68 lakh as arrears instalment amount and ₹ 0.46 lakh as additional hire charges. The Hirer filed a complaint (CC No 378/12) on June 26, 2012 before District Consumer Dispute Redressal Forum, Ernakulam (Forum) against Company admitting the claim of ₹ 0.68 lakh only as full and final settlement against the aggregate outstanding of hire charges of ₹ 1.14 lakh and deposited the admitted amount with the Forum. Further, the Hirer prayed the Forum to direct (i) the Company to receive an amount of ₹ 0.68 lakh as full and final settlement amount from the Hirer and issue NoC and to return the cheque leaves collected from the Hirer as security; (ii) to produce ledger extract of hirer before the Forum and (iii) the Company to pay the amount of ₹ 0.10 lakh for deficiency in service and ₹ 0.10 lakh for mental agony. The Forum, vide its interim order (I.A.No.547/2012 in CC No. 378/12) dated November 12, 2012, directed the Hirer to pay a sum of ₹ 0.68 lakh to Company within 30 days from the date of the order; (ii) deposit ₹ 0.46 lakh with the Forum within 30 days of the receipt of the order and (iii) the Company shall issue NoC within 15 days of the receipt of the evidence on the above payment and deposit. The Forum, vide its order dated May 29, 2015, allowed the complaint and directed to the Company to pay compensation of ₹ 1.00 lakh with interest @ 12% p.a. (from date of filing the complaints till date of realization) and cost of proceeding of ₹ 0.10 lakh to the Hirer. Against order of Forum, the Company has preferred an appeal No 661 of 2015 at Kerala State Consumer Dispute Commission. The case is posted for further hearing.

The Company has initiated an arbitration proceeding (A.C No.78 of 2012) against Hirer and two Guarantors (collectively referred to as "**Parties**") by referring the matter to the Arbitral Tribunal, Coimbatore on July 14, 2012. Arbitral Tribunal has passed an award dated August 31, 2013 ("**Award**") directing the parties to pay the outstanding amount together with subsequent hire purchase charges @ 36% p.a. from the date of claim till payment and deposit of disputed amount of AHC in Consumer Forum.

3. Mr. Robinson ("**Hirer**") has filed a complaint (CC 1 of 2013) on January 2, 2013 before the State Consumer Disputes Redressal Commission Circuit Bench, Madurai ("**State Commission**") for alleging deficiency in service viz. non-furnishing of no due certificate as well as no objection certificate for cancelling hypothecation even after clearing the loan amount. Further, the Hirer prayed the Commission for passing an order more particularly directing the Company to issue no due certificate in relation to the loan disbursed in pursuance of hire purchase agreement along with no objection certificate for cancellation of hypothecation endorsement in the certificate of registration of the vehicle forthwith along with compensation to the tune of ₹ 23 lakh along with costs. The Company has filed the statement of objection before the Commission submitting that the hire purchase transaction has already been terminated and the no due certificate sent to Hirer by way of registered post. The Commission vide its order dated November 19, 2015, partially allowed the complaint and directed the Company to pay compensation of ₹ 10.00 lakh and cost of proceeding of ₹ 0.10 lakh to the Hirer. Against the order of State Commission, the Company has preferred an appeal before the National Commission in First Appeal 1022 of 2015 and the case is pending.
4. Mr. Palpandi ("**Complainant**") filed a complaint (CC No. 79 of 2014) on February 28, 2014 before District Consumer Dispute Redressal Forum, Madurai ("**Forum**") against the Company alleging for non-sanctioning of hire purchase advance to the Complainant. Further, the Complainant prayed to the Forum to pass an order directing the Company to (i) release the sanctioned loan amount of ₹ 13.00 lakh; (ii) pay damages of ₹ 5 lakh towards mental agony, monetary loss and for having cost damage to the reputation of the complainant (iii) to pay the cost of the complaint. The Company has filed a counter statement on May 20, 2014 before the Forum submitting that (a) the Complainant is not a consumer as defined under the Consumer Protection Act; (b) the dispute is a commercial transaction which cannot be entertained by the Forum; (c) there is no concluded contract between the parties and (d) there is no deficiency of service in the transaction. Accordingly, the Company prayed the Forum to dismiss the aforesaid complaint with compensatory cost. The matter is pending before the Forum and posted for further hearing.

## II. CASES FILED BY THE COMPANY

### *Criminal case*

The Company filed a criminal complaint on November 29, 2013 against Mr. Suresh Ram ("**Hirer**"), Mrs. Vasanthi and Mr. Arumugam before District Crime Branch, Villupuram for fabrication of records under Sections 419, 420 and 468 of IPC. The FIR is registered as crime no. 05 of 2014 by the District Crime Branch, Villupuram. The Police completed their investigation and filed charge sheet before Chief Judicial Magistrate, Villupuram in C.C. 205 of 2018 and the matter is pending trial.

The Company has initiated an arbitration proceeding (A.C No.86 of 2013) against the Hirer and two Guarantors (collectively referred to as "**Parties**") by referring the matter to Arbitral Tribunal, Coimbatore on September 14, 2013. The Arbitral Tribunal has passed an award dated March 15, 2014 ("**Award**") directing the Parties to pay the

outstanding amount of ₹ 11.05 lakh together with additional finance charges at 18% p.a. from the date of claim till payment and also cost of ₹ 0.15 lakh, within 3 months from the date of the Award. On account of failure of Parties to pay the Award amount within stipulated time, the Company has filed an Execution Petition ("EP") against the Parties, on July 11, 2014, before Principal District Judge, Villupuram under order 21 of rule 22, 54, 66 and 82 of CPC. The EP is taken on record bearing number 36 of 2014. The company is taking steps to execute the same.

The company filed a criminal complaint against Mrs. Rajeswari for fabrication of records, which is pending before the Town Police Station, Panruti. The police have refused to register the case citing that the matter is of civil nature. Meanwhile, Company has initiated an Arbitration Case No. 85 of 2013 for the recovery of ₹ 5.25 lakhs. An Award has been passed on 23rd March 2015 and the Execution Petition is under progress in Principal District Court, Cuddalore.

#### **Civil cases**

We are a deposit-taking Investment and Credit NBFC, providing finance to pre-owned commercial vehicles, infrastructure construction equipment, multi-utility vehicles, cars, jeeps and other machinery. The finances provided are secured by lien on the assets financed. In event of non-payment dues, our Company initiates arbitration proceedings against hirer / guarantors, who are in default in repaying the hypothecation dues. As on December 31, 2020, our company has initiated 1420 arbitration proceedings for an aggregate amount of ₹ 5,119.00 lakh for recovery of outstanding dues, which are pending at different stages. The details are as under:

<b>Stages / present status</b>	<b>Number of cases</b>	<b>Amount (₹ lakh)</b>
Arbitration proceedings initiated and pending	289	935.63
Arbitration awards passed but amount yet to be recovered	927	3,348.72
Execution Petition for enforcement of Award filed and pending	204	834.65
<b>Total</b>	<b>1420</b>	<b>5,119.00</b>

### **III. LITIGATIONS INVOLVING STATUTORY DISPUTES**

#### **Service Tax Litigation**

The Office of the Commissioner of Customs, Central Excise and Service Tax, Coimbatore ("CCEC"), vide its order bearing no CBE/ST/29/2015-Commr dated December 22, 2015 passed an order ("Order") and demanded from the Company an amount of (a) ₹ 598.53 lakh under section 73(2) of the Finance Act, 1994 ("Act") towards short payment of service tax paid by the Company on "Banking and Other Financial Services" during the period from October 10, 2009 to September 30, 2014; and (b) ₹ 114.88 lakh under Rule 14 of Cenvat Credit Rules, 2004 read with Section 73 of the Act towards reversal of Cenvat Credit availed by the Company during the period from October 1, 2009 to September 30, 2014. The Order also demanded from the Company appropriate interest on aforesaid amount and imposed a penalty of ₹ 713.51 lakh. Our Company has deposited an amount of ₹ 98.63 lakh towards reversal of Cenvat Credit under protest with the service tax department. Against the order of CCEC, the Company has filed writ petition (No 10920/2016 dated March 22, 2016) before Hon'ble High Court of Madras, and prayed to quash the impugned order of the CCEC. The Writ Petition is admitted by the Hon'ble High Court, Madras and stay has been granted.

At a hearing held on 09.11.2020, the Hon'ble Madras High Court has dismissed the Writ Petition, as withdrawn granting liberty to appeal before CESTAT under Section 129A of Customs Act 1962. Now, the company has filed appeal before Customs, Excise and Service Tax Appellate Tribunal Chennai under Section 86(1) of the Finance Act 1994. This appeal is now pending disposal before the CESTAT.

**Income tax cases under Income Tax Act, 1961 (IT Act)**

Assessment Year ("AY")	Forum before which matter is pending and Case/Appeal No	Facts of the case
2007-08	High Court, Madras 336 of 2011	The Assessing Officer ("AO") while completing assessment for the AY 2003-04, 2004-05 and 2007-08, considered the finance charges on NPA on accrual basis and added finance charges of ₹ 110.90 lakh, ₹ 56.01 lakh and ₹ 21.09 lakh for respective assessment years. Against the above assessment orders, the Company had filed appeals before Commissioner of Income Tax (CIT) (Appeal). The CIT (Appeal) had allowed the appeals and held that interest on NPA was not to be included in the total income of the Company on accrual basis. Against the above orders of the CIT (Appeal), the income tax department preferred appeals before Income Tax Appellate Tribunal, Chennai ("ITAT"). The ITAT <i>vide</i> its order bearing number I.T.A Nos. 1646, 1647 and 1647 Mds/2010 dated December 16, 2010, rejected the appeals filed by the income tax department and held that NPA was to be considered only after recognizing income.  Aggrieved by the order the ITAT, Income Tax Department, Commissioner of Income Tax-I, Coimbatore, has filed Memorandum of Appeals dated April 29, 2011 under Section 260-A of the IT Act before the Hon'ble High Court, Madras, which are currently pending.
2004-05	High Court, Madras 335 of 2011	
2003-04	High Court, Madras 334 of 2011	

Assessment Year ("AY")	Forum before which matter is pending and Case/Appeal No	Facts of the case
1999-2000	Assessing Officer	For assessing the total income of the Company for AY 1999-2000, the assessing officer had added ₹ 118.34 lakh accrued interest on NPA. The Company had filed an appeal before the Commissioner of Income Tax (Appeal) against the order of assessing officer, The Commissioner of Income Tax (Appeal) allowed appeal filed by the Company and deleted addition made by assessing officer from the total income. Against the above order of the Commissioner of Income Tax [CIT] (Appeal), the income tax department had preferred an appeal before Income Tax Appellate Tribunal, Chennai (ITAT).  The ITAT <i>vide</i> its order bearing number I.T.A No 277 (Mds) / 2005 dated May 23, 2006 set aside the order of CIT (Appeal) and the matter was restored to assessing officer with direction to decide the matter <i>de novo</i> . The matter is pending with the assessing officer.
2012-2013	Commissioner of Income Tax (Appeal)	Income tax appellate Tribunal has passed an order on 21/09/2017 remanding the case back to the assessing officer to verify the accounts with regard to reserves and surplus for investment with regard to the disallowance of (a) probable expenditure in relation to exempted income u/s 14A, to the extent of ₹ 29.08 lakh,. The matter is now pending with A.O. Demand with regard to the issue is ₹ 9.83 lacs.

**Interest tax cases under the Interest Tax Act, 1974**

Assessment Year ("AY")	Forum before which matter is pending and Case/Appeal No	Facts of the case
1999-2000 and 2000-01	High Court, Madras TC (A) No. 282 & 283 of 2007 and Review	For the AYs 1999-2000 and 2000-01, the assessing officer has added accrued interest on NPA amounting to ₹ 180.35 lakh and ₹ 56.09 lakh for the respective AYs. The Company had preferred the appeals before Commissioner of Income Tax (Appeal), who allowed the appeals made by the Company holding that accrued interest on NPA is not assessable to income tax. The income tax department had preferred appeals against above order of the CIT (Appeal) before Income Tax Appellate Tribunal, Chennai



	<p>Petition No. 56 of 2013 and 57 of 2013</p>	<p>("ITAT"). The ITAT vide its orders bearing no. INT.T.A. Nos. 4/Mds/2006 and 5/Mds/2006 dated September 15, 2009 rejected the appeals filed by the income tax department and held that no addition could be made in the hands of assessee in respect of unrealized accrued interest when the loan was classified as NPA. The income tax department had preferred appeals against orders of ITAT before Hon'ble High Court, Chennai u/s 260A of the IT, Act. The Hon'ble High Court vide its judgment and decree dated February 12, 2013 in TC (A) No. 282 &amp; 283 of 2007 set aside the orders of ITAT and matters are remanded to the assessing officer for consideration afresh. With respect to above judgment of the Hon'ble High Court, the Company has preferred review petition under section 260(A) of the IT Act and prayed to the Hon'ble High Court to recall its judgment remanding the matter to the assessing officer afresh for consideration. The Hon'ble High Court vide its order disposed of the review petition and directed to place the matter before the decision of the larger bench of Hon'ble High Court, Chennai.</p>
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#### IV. SHOW CAUSE NOTICES, IF ANY, ISSUED AGAINST THE COMPANY OR DIRECTORS OR PROMOTERS

##### Promoters

- i) The Adjudicating Officer, Securities and Exchange Board of India, vide Letter No. EAD-6 /AK/VRP/29297/2014/2 dated October 8, 2014 had issued Notice under Rule 4 of SEBI (Procedure for holding Inquiry and Imposing penalty by Adjudicating Officer) Rules, 1995 read with Section 15-I of the Securities and Exchange Board of India Act, 1992 to ABT Finance Limited, Sakthi Financial Services Limited, Dr. M. Manickam, M. Balasubramaniam, Mr. M. Srinivaasan, Mr. A. Shanmugasundaram, Mr. N. Mahalingam, Mrs. M. Mariammal, Mrs. Karunambal Vanavarayar, ABT Limited, ABT Industries Limited, Sakthi Financial Services (Cochin) Private Limited, Sakthi Logistic Services Limited, Sakthi Sugars Limited, Sri Chamundeswari Sugars Limited, Sri Sakthi Textiles Limited and The Gounder & Company Auto Limited ("**Promoter group of Sakthi Finance Limited**") alleging violation by ABT Finance Limited and Sakthi Financial Services Limited ("**Acquirers**") of non-compliance of Regulation 11(2) read with Regulation 14(1) of the SEBI Takeover Regulations, 2009 due to acquisition of Equity Shares representing 0.282% and 0.006% respectively of paid up capital our Company. Pursuant to the personal hearing before the Internal Committee, the matter has since been settled with payment of settlement fee levied. Settlement Order has been passed by SEBI vide its Order No. CFD/EAD-6/AO/AK/32-47/2016 dated 14th September 2016.
- ii) In SIAC Arbitration No. 449 of 2019. Aapico Hitech Public Company Limited, a Company incorporated in Thailand and Aapico Investment Pte Limited, a Company incorporated in Singapore have invoked Personal guarantee against Mr. M. Manickam before the Arbitration under the Arbitration Rules of the Singapore International Arbitration Centre, in respect of Personal Guarantee issued by Mr. M. Manickam under Deed of Personal guarantee dated October 1, 2018 for loan granted by Aapico Hitech Public Company Limited and Aapico Investment Pte Limited to Sakthi Global Auto Holding under Loan Agreements dated 2017 and 2018 aggregating a sum of USD 122.423 Million plus interest. However, this claim is being seriously disputed by Mr. M. Manickam on the basis of specific valuation reports obtained from valuers/merchant bankers that the primary security namely shares in SGAH has been wrongfully appropriated for USD 27 Million whereas valuation is USD 270 Million and accordingly the Arbitration Agreement and the 2017 personal guarantee and 2018 personal guarantee stand vitiated. If allowed, there is a risk of personal guarantee being invoked against Mr. Manickam for USD 122.423 Million plus interest costs. Aapico has also filed Original Application No. 1100 of 2019 and 1148 of 2019 before the High Court of Madras seeking interim orders against Mr. M. Manickam to prevent Mr. M. Manickam from alienating his personal assets and for providing security, and the same is being contested by Mr. M. Manickam. There is an injunction Order restraining Mr. Manickam from alienating his shareholding in companies.
- iii) The National Company Law Tribunal, Division Bench, Chennai has in IBA/873 of 2019, an Insolvency and Bankruptcy Application filed under Section 7 of the Insolvency and Bankruptcy Code 2016 by Asset Reconstruction Company (India) Limited ("**ARCIL**") for initiation of Corporate Insolvency Resolution Process against ABT (Madras) Private Limited on the ground that ABT (Madras) Private Limited has defaulted in repaying an amount of ₹ 507.97 lakh. NCLT has passed an Order on 4.12.2019 declaring that ABT (Madras) Private Limited has defaulted in repaying outstanding debt as on 30.06.2019 and has admitted IBA/873/2019 and appointed an Interim Resolution Professional. Mr. M Manickam has given Personal guarantee for the borrowings initially from DHFL assigned to ARCIL. For details, refer para V(d) on "**Litigation involving our Group Companies**" at page 193.

There are no other outstanding litigations towards tax liabilities or any criminal/civil prosecution for any offences (irrespective of whether they are specified under Paragraph (i) of Part I of Schedule XIII to the Companies Act 1956/Paragraph (a) Schedule V to the Companies Act 2013 disputes, defaults, non-payment of statutory dues, proceedings initiated for economic offences or securities related or other offences against the Directors/ Promoters of the Company.

### **Company**

Our Company received a Show Cause Notice No. DNBS (Che) No. 258/13.18.2018 dated 31st August 2018 from RBI, before imposing penalty for violations of Fair Practices Code ("**FPC**") Guidelines under Section 58-G of the Reserve Bank of India Act 1934. Our Company's attention was drawn to the following violations (i) Charging of interest higher than the one disclosed in loan agreement and sanction letter by way of First EMI upfront and charging of interest for period longer than the repayment schedule and other fair practices code violations. Our Company has sent a suitable reply vide its letter dated 19th September 2018 and has requested that the proposed action be dropped. The company represented the matter to a personal hearing held by a Committee of Directors of RBI. The Committee of Directors passed an order not to take any penal action against our Company.

Other than the above, there are no disputes / litigations towards tax liabilities or any criminal or civil prosecutions against the company for offence, economic or otherwise.

## **V. LITIGATION INVOLVING OUR GROUP COMPANIES**

There is no litigation involving our group companies, whose outcome could have material adverse effect on the position of the Company, except as stated as under:

### **(a) Sakthi Sugars Limited**

Sakthi Sugars Limited has defaulted in meeting its obligations to its creditors and the creditors have filed the following petitions in NCLT, DRT and High Courts against Sakthi Sugars Limited, which are in various stages of pendency.

- i. Sakthi Sugars Limited ("**SSL**") was sanctioned loans for an amount aggregating ₹ 6,216.96 lakhs by Sugar Development Fund for meeting the shortfall in the Promoters contribution for setting up of 35 MW and 25 MW bagasse based cogeneration plant at Sivaganga and Modakurichi respectively with IFCI as Nodal and Monitoring Agency. IFCI has made a claim for ₹ 6,806.80 lakhs against SSL before DRT, Chennai in O.A. No. 9 of 2018. ARCIL a defendant in the OA, seeking security cover for a sum of ₹ 680 crores, has filed an Attachment Before Judgment Application for SSL's shareholding in SACL. Management of SSL, after discussion with ARCIL has created pledge of shares held by SSL in Sakthi Auto Component Ltd to avert the Attachment before Judgement Application.

SSL has filed a Written Statement and is contesting the same. SSL has taken a stand that the OA is not maintainable before DRT Chennai. SSL has also pleaded that representations have been made by the Tamil Nadu Sugar Mills Association of which it is a member, to Government of India, seeking relief and withdrawal of legal proceedings, explaining the various factors which have affected the sugar industry in Tamil Nadu. The OA is at final hearing stage and was scheduled for hearing on April 27, 2021, which has been postponed due to the prevailing pandemic conditions.

- ii. In the past, applications were filed by Devendran Coal Private Limited (CP/785/IB/2018), Bank of India (IBA/522/2019), Punjab National Bank (CP/806/IB/2018) and Mr. Sanya Rajan Shahani, one of the FCCB holders (IBA/697/2019) before Honourable NCLT, Chennai Bench for admission of SSL into Insolvency and Bankruptcy Code 2016. All these applications stand withdrawn as on date by the Creditors on account of compromise entered into. Any default in the compromise settlements may lead to these Creditors initiating action against SSL.
- iii. In Appeal No. 473 of 2019 filed by Jain Irrigation Systems Limited before the National Company Law Appellate Tribunal, Order has been passed based on Joint Memorandum of Terms of Compromise dated 13.12.2019 in full and final settlement of Jain Irrigation's claim. In case of default in terms of the Memorandum of Compromise, it is open to the aggrieved party to take out necessary application before the appropriate Tribunal and seek necessary relief.
- iv. Mr. Kailash Bulchandani, another FCCB Bond holder, holding bonds for a nominal value of US \$ 400,000 has filed Application No. IBA 1432 of 2019 before NCLT, Chennai claiming that the Consent Order passed

by Madras HC in CP. No. 212 of 2012 as being defaulted by SSL. SSL was disputing on the ground that the consent Order mandates as Condition Precedent, RBI approval. Consequently, SSL also deposited a sum of ₹ 8 crores being the approximate Rupee equivalent of the claim amount, on Orders of NCLT. RBI approval dated 04.02.2021 has since been received. But there is an ambiguity on whether the approval is for payment of only the principal amount, or the interest also. The sum already deposited would be paid to the Claimant once there is clarity on RBI approval, and when the Authorised dealer permits the payment.

- v. Petition No. CP (IB) No. 522 of 2019 has been filed before the National Company Law Board, Chennai, by Bank of India, a Financial creditor under Section 7 of the Insolvency and Bankruptcy Code 2016 in view of default committed by SSL to the tune of ₹ 217.43 Crores as on 7.3.2019. OTS terms were reached with OTS figure arrived at ₹ 150.44 Crores and time for OTS payment extended till 30.3.2021. Based on OTS terms, Bank of India filed a withdrawal memo seeking liberty to file afresh in the event the Corporate Debtor fails to repay as agreed. Based on the withdrawal memo order has been passed on 20.9.2019 dismissing the application with a clarification that the Creditor bank is entitled to proceed against SSL by filing a fresh application if SSL should default OTS terms. There has been a subsequent default in the payment of OTS terms.

PNB has filed an application O.A. No. 414 of 2018 before DRT, Coimbatore for recovery of a sum of ₹ 57.51 lakh from the SSL together with interest. Mr. M Manickam, Mr. M Balasubramaniam, Mr. M Srinivaasan, ABT Investments (India) Pvt Ltd and Mrs. Karunambal Vanavaraayar have been impleaded as parties to the said OA. Mr. M Manickam, Mr. M Balasubramaniam, Mr. M Srinivaasan, have given personal guarantees. The OA is at a stage where pleadings are required to be filed by the Defendants.

- vi. IBA/270/2020 (CP SR No.167 of 2020) has been filed before NCLT, Chennai by Indian Overseas Bank claiming a sum of ₹ 41.53 crores (including interest) from SSL for the loan sanctioned by them. SSL has filed a Memo and is contesting the same. Meanwhile, the proposal of OTS submitted by SSL to IOB has been favourably considered vide its letter dated June 09,2021. As per this settlement SSL is required to pay an amount of ₹ 28.90 cr as One Time Settlement within 20 days from the date of the sanction letter failing which the OTS will stand cancelled. IOB, however, has not withdrawn its application with NCLT. Any adverse outcome on the above said petition would have an impact on the financials of SSL and on the Promoter Directors of our Company.
- vii. Citing non-payment of a sum of ₹ 801.46 to the Bankers of SSL, ARCIL in the capacity of trustee of the lenders has invoked the Pledge Agreement under which SSL had pledged its shareholding of 6,38,59,394 equity shares in Sakthi Auto Component Limited. Subsequently, ARICL transferred the shareholding to its own name.
- viii. In C.P.No. 19/2012 filed by a FCCB holder of the Company before the Hon'ble High Court of Madras, consent order has been passed for payment of US \$ 11,67,900 with interest at 8.50% per annum from January 31, 2017 subject to the approval of RBI. RBI has granted its approval on August 7, 2017 and the Company has informed that it has since paid US \$ 700,000. The Petitioner also filed a Petition in the NCLT which ended in a Compromise for settlement. However there has been a subsequent default in adhering to the compromise terms.

**(b) Sakthi Financial Services Limited ("SFSL") (now known as Saktifinance Financial Services Limited)**

One of our associate company, Sakthi Financial Services Limited ("SFSL"), engaged in the business of hiring of Safe Vaults, and marketing investment products in the region of Tamil Nadu, had received on 28 December 2006 a sum of ₹ 492.87 lakhs (Euro 8,48,896) from Mr. Ashok Aram, who is a Non-Resident Indian. SFSL intimated the Reserve Bank of India ("RBI") about the receipt of application on 27 January 2007. The money had been received primarily for the purpose of investment in equity shares of SFSL to strengthen its working capital requirements and net worth. SFSL was not able to allot the equity shares to the non-resident investor within a period 180 days from the date of receipt of money and allotted 9,85,738 equity shares of ₹ 10 each at a premium of ₹ 40 (Total amount per share: ₹ 50) aggregating ₹ 4,92,86,902. SFSL was also not able to file FC – GPR within a period of 30 days from the date of allotment, as there was no proper official to take care of FEMA compliance. RBI, has, by its letter no. FED: FID/3306/25.29.001/2016-17 dated 19 May 2017, informed that neither SFSL had filed Form FC-GPR for allotment of shares with RBI nor has intimated the refund of share application money. RBI again, by its letter dated FED:FID/3555/25.29.008/2017-18 dated 9 April 2018 advised the company to report the share allotment in FC GPR through on-line reporting portal www.ebiz.gov.in. In compliance with the RBI advice, the Company filed the Form FC – GPR on 13 April 2018.

RBI subsequently allotted the Registration No.FC2018MAR324 on 14th September 2018. RBI again issued a letter to SFSL in September 2018 and advised SFSL to file a compounding application with RBI.

SFSL since filed a compounding application with RBI on 10 December 2018. The company officials had a personal hearing with RBI on January 23, 2019, subsequently RBI has since passed an order levying a compounding fee of ₹ 12.91 lakh, which has been paid.

**(c) Shri Chamundeswari Sugars Limited**

Shri Chamundeswari Sugars Limited, one of our group companies, has repaid the loan outstanding to the Banks and Financial Institutions. However, as at December 31, 2020, there are defaults to IREDA, Sugar Development Fund and Government of Karnataka Interest Free Purchase Tax Loans.

The company has submitted a restructuring proposal to IREDA for its loans on January 13, 2021. As regards defaults to Sugar Development Fund, GOI had announced a restructuring proposal vide notification No. GSR885 (E) dated 17.9.2018 for SDF loans. Company has submitted restructure proposal to SDF/IFCI /and the Sugar Development Fund ("**SDF**"), the outcome of which is awaited.

**(d) ABT (Madras) Private Limited**

The National Company Law Tribunal, Division Bench, Chennai has in IBA/873 of 2019, an Insolvency and Bankruptcy Application filed under Section 7 of the Insolvency and Bankruptcy Code 2016 by Asset Reconstruction Company (India) Limited ("**ARCIL**") for initiation of Corporate Insolvency Resolution Process against ABT (Madras) Private Limited on the ground that ABT (Madras) Private Limited has defaulted in repaying an amount of ₹ 507.97 lakhs. NCLT has passed an Order on 4.12.2019 declaring that ABT (Madras) Private Limited has defaulted in repaying outstanding debt as on 30.06.2019 and has admitted IBA/873/2019 and appointed an Interim Resolution Professional Mr. M. Manickam has given Personal guarantee for the borrowings initially from DHFL assigned to ARCIL.

**VI. FINES IMPOSED OR COMPOUNDING OF OFFENCES DONE DURING THE LAST FIVE YEARS**

No fine has been imposed nor any compounding offence done by the company during the last five years.

**VII. DETAILS OF ACTS OF FRAUDS COMMITTED AGAINST OUR COMPANY SINCE FISCAL YEAR 2016 TILL THE PERIOD ENDED DECEMBER 31, 2020, IF ANY, AND IF SO, THE ACTION TAKEN BY OUR COMPANY IN RESPONSE**

There are no instances of fraud, which are inherent in the nature of business of the Company and there is no material fraud committed against our company since fiscal year 2016 till the period ended December 31, 2020.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

At the meeting of the Board of Directors of our Company held on February 13, 2021 the Directors approved the public issue of Secured and Unsecured Redeemable NCDs of face value of ₹ 1,000 each up to ₹ 10,000 lakh with an option to retain over-subscription up to ₹ 10,000 lakh, aggregating up to ₹ 20,000 lakh.

Pursuant to the resolution passed by the shareholders of our Company under Section 180(1)(c) of the Companies Act, 2013, through the postal ballot process, the results of which were declared on April 5, 2014, the Board has been authorised to borrow any sum or sums of money, from time to time, as it may deem necessary, provided that the total monies borrowed and outstanding at any time for the principal amounts of the loans borrowed (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed ₹ 2,500 crore.

### Prohibition by SEBI / eligibility of our Company

Our Company, persons in control of the Company and/or our Promoters and/or our Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force.

Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

None of our Directors 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 Prospectus, in accordance with Chapter V of the SEBI Delisting Regulations.

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

None of our Promoters/ Directors have been declared as a fugitive economic offender.

### Disclaimer Clause of the SEBI

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

**IT 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, DALMIA SECURITIES PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [\*\*\*\*\*]**

### Disclaimer Clause of the BSE

[\*]

## **Disclaimer Clause of the RBI**

**THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED APRIL 17, 2007 BEARING REGISTRATION NO. 07-00252 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45-IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY.**

## **Track record of past public issues handled by the Lead 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 website:

### **Name of Lead Manager Website**

Dalmia Securities Private Limited, [www.dalmiasec.com](http://www.dalmiasec.com).

## **Listing**

The NCDs proposed to be offered pursuant to the Prospectus will be listed on the BSE. BSE has been appointed as the Designated Stock Exchange. We have received the in-principle approval dated (\*\*\*\*\*) from the BSE. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

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

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at BSE mentioned above are taken within 6 (six) Working Days from the date of Closure of the Issue.

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

## **Consents**

Consents in writing of: (a) Directors (b) Company Secretary and Compliance Officer (c) Director (Finance & Operations) - who as a part of his role, additionally discharging the functions of Chief Financial Officer also (d) Public Issue Bank, Refund Bank and Sponsor Bank for the Issue (e) Lead Manager (f) Registrar to the Issue (g) Legal Advisors to the Issue (h) ICRA, the Credit Rating Agency and (i) Debenture Trustee, to act in their respective capacities, have been obtained and will be filed along with a copy of the Prospectus with ROC as required under Section 26 and 31 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Draft Prospectus with the Stock Exchange.

The consent of the Statutory Auditor of our Company, namely, M/s P K Nagarajan & Co, Chartered Accountants, (FRN: 016676S) for inclusion of (a) their name as the Statutory Auditor, (b) examination report on Restated Financial Statements in the form and context in which they appear in the Prospectus and (c) the Limited Review Report in the form and context in which they appear in the Prospectus, have been obtained and the same will be filed along with a copy of the Prospectus with the RoC. They have not withdrawn their consent up to the time of delivery of the Draft Prospectus with the Stock Exchange.

## **Expert opinion**

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

- (i) The Statutory Auditor's examination report on Restated Financial Statements dated 30.03.2021 and
- (ii) Statement of Tax Benefits dated June 11, 2021 issued by M/s P.K. Nagarajan & Co, Chartered Accountants.

## **Common form of transfer**

The Issuer undertakes that there shall be a common form of transfer for the NCDs held in physical form and the provisions of SCRA / the Companies Act, 2013 and all applicable laws shall be duly complied with in respect of all transfer of NCDs and registration thereof.

### **Minimum subscription**

Under the Debt Regulations, our Company is required to stipulate a minimum subscription amount which it seeks to raise. If our Company does not receive the minimum subscription of 75% of the Base Issue, *i.e.* ₹ 7,500 lakh, within 30 days from the date of Issue of the Prospectus or such other period as may be prescribed by SEBI, the entire application amounts shall be refunded to the Applicants within 6 working days from the date of closure of the Issue. Failing which, our Company and our Directors who are officers in default shall be jointly and severally liable to pay the money with interest for the delayed period, at the rate of 15% per annum.

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

### **Filing of Draft Prospectus**

A copy of Draft Prospectus has been filed with the Designated Stock Exchange in terms of Regulation 6 and Regulation 7 of the Debt Regulations for dissemination on its website.

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

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, a listed company that intends to issue debentures to the public are no longer 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 Draft Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue.

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

Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at 15% (fifteen percent) of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

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

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 to above.

### **Issue related expenses**

The expenses of this Issue include, *inter alia*, lead managers fees and selling commission to lead brokers, fees payable to debenture trustees and the Registrar to the Issue, SCSBs' commission / fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Issue expenses to be incurred for the Issue size of up to ₹ 20,000 lakh (assuming full subscription including the retention of over subscription of up to ₹ 10,000 lakh) are as follows:

Activity	(₹ lakh)
Activity	Amount
Fees of LM / Auditors / Debenture Trustee / Registrar to the Issue / Legal Counsel to the Issue, Depositories & Commission / processing fees to SCSBs	90.00
Printing and dispatch of stationery and marketing expenses, brokerage and selling commission	200.00
Other Miscellaneous Expenses including Stock Exchange fees, Stamp Duty and Registration Charges etc.	110.00
<b>Total</b>	<b>400.00</b>

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

### **Underwriting**

This Issue has not been underwritten.

### **Reservation**

No portion of this Issue has been reserved.

### **Commissions and brokerage on previous issue**

#### *Equity Shares*

Our Company came out with a public issue of equity shares in year 1984 and mobilized ₹ 75 lakh. The details pertaining to commission and brokerage paid under the said issue is not available.

#### *Non-convertible debentures*

1. An amount of ₹ 274.61 lakh was incurred towards lead management fees, underwriting and selling commission in connection with the public issue of 1,00,00,000 secured redeemable non-convertible debentures of face value ₹ 100 each issued at par, in terms of the Prospectus dated February 18, 2015, issued under the Debt Regulations.
2. An amount of ₹ 453.47 lakh was incurred towards lead management fees, underwriting and selling commission in connection with the public issue of up to 20,00,000 secured redeemable non-convertible debentures of face value ₹ 1,000 each issued at par, in terms of the Prospectus dated March 30, 2016 issued under the Debt Regulations.
3. An amount of ₹ 386.63 lakh was incurred towards lead management fees, underwriting and selling commission in connection with the public issue of up to 15,00,000 secured and unsecured redeemable non-convertible debentures of face value ₹ 1,000 each issued at par, in terms of the Prospectus dated March 28, 2019 issued under the Debt Regulations.
4. An amount of ₹ 384.86 lakh was incurred towards lead management fees, underwriting and selling commission in connection with the public issue of up to 20,00,000 secured and unsecured redeemable non-convertible debentures of face value ₹ 1,000 each issued at par, in terms of the Prospectus dated March 7, 2020 issued under the Debt Regulations.

Except as stated above, our Company had not paid any commission and brokerage in respect of any other previous issue.

### **Details regarding the capital issue during the last three years by our Company and other listed companies under the same management**

#### *a) Our Company*

##### Equity Shares

During last three years, our Company has not made any issue of the Equity Shares, other than the Preferential Issue of equity shares to the extent of 1.47 crore shares.



## Preference Shares

Our Company has made allotment of Preference Shares on private placement basis during last three years, the details of which are given as under:

	No. of Preference Shares allotted	Face value (₹)	Issue price (₹)	Nature of Consideration
9% Redeemable Cumulative Preference Shares of ₹ 100 each redeemable at the end of three years				
March 1, 2018	8,35,000	100	100	Cash
April 20, 2018	6,65,000	100	100	Cash
8.25% Redeemable Cumulative Preference Shares of ₹ 100 each redeemable at the end of three years				
February 13, 2021	3,49,000	100	100	Cash
February 26, 2021	4,86,500	100	100	Cash
March 12, 2021	2,00,500	100	100	Cash
March 31, 2021	1,33,000	100	100	Cash

### b) Other listed company under the same management

The Allotment Committee of Directors of the Sakthi Sugars Limited at its meeting held on March 25, 2014 has allotted 5,94,05,940 fully paid-up Equity Shares of ₹ 10 each at a price of ₹ 30.30 per share (including premium of ₹ 20.30 per share) to ABT Limited, a company belonging to its promoters group, on preferential basis against the sum of ₹ 18,000 lakh brought in by the said allottee, in terms of the CDR Scheme approved by the CDR Empowered Group and as approved by the members by a special resolution passed through postal ballot on March 20, 2014. Further, Allotment Committee of Directors of the Sakthi Sugars Limited at its meeting held on June 24, 2016 allotted 2,26,35,757 fully paid up Equity Shares of ₹ 10 each at a price of ₹ 27 per share (including a premium of ₹ 17 per share) to ARCIL Limited, by way of conversion of a portion of loan into equity.

### *Utilization of issue proceeds of previous Issues by our Company and Group Companies*

#### a) Our Company

Except as disclosed below, our Company has not undertaken any public or rights issue of securities:

#### Equity Shares

Date of Allotment	Nature of Allotment	Number of Securities allotted	Price per instrument (₹)	Aggregate amount raised (₹ lakh)	Utilisation Details
02.11.1984	Public issue	7,50,000	10	75.00	Hire purchase finance
14.07.1986	Right issue	5,25,000	10	52.50	Hire purchase finance
24.02.1988	Right issue	10,38,320	10	103.83	Hire purchase finance
15.07.1989	Right issue	5,25,000	10	52.50	Hire purchase finance
04.06.1993	Right issue	30,88,320	30	926.50	Hire purchase finance
09.12.1995	Right issue	37,44,681	30	1,123.40	Hire purchase finance
31.01.2008	Right issue	1,00,35,660	10	1,003.57	Hire purchase finance
13.03.2020	Preferential Issue	1,47,05,882	17	2500.00	Hire Purchase finance

*Secured/ Unsecured redeemable non-convertible debentures*

Date of allotment	Nature of Allotment	Number of securities allotted	Price per instrument (₹)	Aggregate amount raised (₹ lakh)	Utilisation Details		
						(₹ lakh)	%
01.04.2015	Public Issue	100,00,000	100	10,000.00	Gross proceeds from the Issue	10,000.00	
					Less: Issue Expense	274.61	
					Net proceeds from the Issue	9,725.39	100
					<b>Utilized for:</b>		
					a. Hire purchase finance operations	9,725.39	100
					b. General Corporate Purpose	Nil	
					Fully utilized as per the object of the issue stated in the prospectus		
18.05.2016	Public Issue	16,48,708	1,000	16,487.08	Gross proceeds from the Issue	16,487.08	
					Less: Issue Expense	453.47	
					Net proceeds from the Issue	16,033.61	100
					<b>Utilized for:</b>		
					Redemption of NCDs	14,298.67	89.18
					General Corporate Purpose #	1,734.94	10.82
16.05.2019	Public Issue	11,70,000	1,000	11,770.00	Gross proceeds from the Issue	11,770.00	
					Less: Issue Expense	386.63	
					Net proceeds from the Issue	11,383.37	100
					<b>Utilized for:</b>		
					Redemption of NCDs	8815.27	77.44
					General Corporate Purpose #	2568.10	22.56
08.05.2020	Public Issue	10,28,631	1,000	10,286.31	Gross proceeds from the Issue	10286.31	
					Less: Issue Expense	384.86	
					Net proceeds from the Issue	9901.45	100
					<b>Utilized for:</b>		
					Redemption of NCDs	7426.08	75.00
					General Corporate Purpose #	2475.37	25.00

# The net proceeds raised through public issue has been utilised in the manner stated in the prospectus.

The Company has incurred ₹ 384.86 lakh towards issue expenses against estimated amount of ₹ 400 lakh as disclosed in the Prospectus dated March 07, 2020

*b) Group Companies*

Except as disclosed below, our Group Company has not undertaken any public or rights issue of securities:

**Sakthi Sugars Limited**

Date of allotment	Nature of Securities	Nature of Allotment	Number of securities Allotted	Price per instrument (₹)	Aggregate amount raised (₹ lakh)	Utilisation Details
02.12.1963	Equity shares	Public Issue	39,896	100.00	39.90	Project Finance
25.07.1972	Equity shares	Rights Issue	210,000	10.00	21.00	Project Finance
30.06.1979	Equity shares	Further Public Issue	400,000	10.00	40.00	For working capital
26.10.1979	Equity shares	Further Public Issue	61,940	10.00	6.19	For working capital

Date of allotment	Nature of Securities	Nature of Allotment	Number of securities Allotted	Price per instrument (₹)	Aggregate amount raised (₹ lakh)	Utilisation Details
27.05.1981	Equity shares	Further Public Issue	38,060	10.00	3.81	For working capital
15.03.1982	Equity shares	Rights Issue	18,43,180	10.00	184.32	For working capital
31.03.1989	Equity shares	Rights Issue	24,29,320	10.00	242.93	Project Finance
14.12.1992	Equity shares	Rights Issue	43,79,176	45.00	1,970.63	Project Finance and working capital

Note: In May 1972, 75,000 equity shares of ₹100 each were split into 7,50,000 equity shares of ₹ 10 each.

## Details of the use of proceeds for on-lending from previous public issues of debt securities

### A. Lending Policy

Please refer to the paragraph ‘Customer Appraisal Process’ under Chapter titled ‘Our Business’ at page 84.

### B. Loans given by the Company

Our Company has not provided any loans/advances to associates, entities/persons relating to Board, Senior Management or Promoters out of the proceeds of previous issues. The Company has not provided any loans/advances to group entities.

## Description of our loan portfolio

### A. Types of loans

Types of loan given by the Company as on December 31, 2020 are as follows:

Sl No	Type of Loans	Amount (₹ lakh)
1	Secured	113247.89
2	Unsecured	990.54
	<b>Total assets under management (AUM)</b>	<b>114238.43</b>

The finances provided are secured by lien on the assets financed

Denomination of loans outstanding by LTV as on December 31, 2020

Sl No	LTV*	% of AUM
1	Up to 40%	4.12
2	40%-50%	3.33
3	50%-60%	7.16
4	60%-70%	15.75
5	70%-80%	32.65
6	80%-90%	25.18
7	More than 90%	11.81
	<b>Total</b>	<b>100.00</b>

\*LTV at the time of origination

Denomination of loans outstanding by ticket size as on December 31, 2020

Sl No	Ticket size**	(%) of AUM
1	Up to ₹ 2 lakh	3.54
2	₹ 2 lakh to 5 lakh	30.25
3	₹ 5 lakh to 10 lakh	51.32
4	₹ 10 lakh to 25 lakh	14.40
5	₹ 25 lakh to 50 lakh	0.25
6	₹ 50 lakh to 1 crore	0.03
7	₹ 1 crore to 5 crore	0.21

8	₹ 5 crore to 25 crore	-
9	₹ 25 crore to 100 crore	-
10	Above ₹ 100 cores	-
<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.

Geographical classification of borrowers as on December 31, 2020

Sl No	Top Five States	% of AUM
1	Tamil Nadu and Puducherry	79.39
2	Kerala	15.70
3	Karnataka	3.21
4	Andhra Pradesh	1.70
<b>Total</b>		<b>100.00</b>

Types of loans according to sectoral exposure as on December 31, 2020 is as follows:

Segment- wise break up of AUM	% of AUM
<b>Retail</b>	
Mortgages (home loans and loans against property)	-
Gold Loans	-
Vehicle Finance	96.65
MFI	-
M & SME	-
Capital market funding (loans against shares, margin funding)	-
Others	3.35
<b>Wholesale</b>	-
Infrastructure	-
Real estate (including builder loans)	-
Promoter funding	-
Any other sector (as applicable)	-
Others	-
<b>Total</b>	<b>100.00</b>

Maturity profile of total retail loan portfolio of the Company as on December 31, 2020 is as follows:

Segment- wise break-up of AUM	Amount (₹ lakh)
Less than 1 month	4855.20
1-2 month	4671.96
2-3 month	4511.73
3-6 month	13387.06
6 month -1 year	26555.34
Above 1 year	60257.14
<b>Total</b>	<b>114238.43</b>

**B. Details of top 20 borrowers with respect to concentration of advances as on December 31, 2020**

Total Advances to twenty largest borrowers (₹ lakh)	1680.36
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	1.48%

**C. Details of top 20 borrowers with respect to concentration of exposures as on December 31, 2020**

Total Exposures to twenty largest borrowers/Customers (₹ lakh)	1006.95
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances of the NBFC on borrowers / Customers	0.89%

**D. Details of loans overdue and classified as non-performing in accordance with the RBI's guidelines**

<b>Movement of gross NPAs* as on December 31, 2020</b>	<b>Amount (₹ lakh)</b>
(a) Opening balance April 01, 2020	5,662.99
(b) Additions during the period	2,335.76
(c) Reductions during the year	2,138.05
(d) Closing balance	<b>5,860.70</b>

<b>Movement of provisions for NPAs as on December 31, 2020</b>	<b>Amount (₹ lakh)</b>
(a) Opening balance April 01, 2020	2,640.39
(b) Additions during the period	618.80
(c) Reductions during the period	215.60
(d) Closing balance	<b>3,043.59</b>

**E. Segment-wise gross NPA as on December 31, 2020**

<b>Segment-wise break-up of gross NPAs</b>	<b>(%)</b>
<b>Retail</b>	
Mortgages (home loans and loans against property)	-
Gold Loans	-
Vehicle Finance	99.02
MFI	-
M & SME	-
Capital market funding (loans against shares, margin funding)	-
Others	0.98
<b>Wholesale</b>	
Infrastructure	-
Real estate (including builder loans)	-
Promoter funding	-
Any other sector (as applicable)	-
Others	-
<b>Total</b>	<b>100.00</b>

**F. Classification of borrowings as on December 31, 2020**

<b>Sl No</b>	<b>Type of Borrowings</b>	<b>Amount (₹ lakh )</b>	<b>(%)</b>
1	Secured	44,794.55	49.25
2	Unsecured	46,154.91	50.75
	<b>Total</b>	<b>90,949.46*</b>	<b>100.00</b>

\*Inclusive of interest

**G. Promoter Shareholding**

There is no change in promoter holdings in the Company, during the last financial year, beyond 26% (as prescribed by RBI).

**H. Residual maturity profile of assets and liabilities as on December 31, 2020**

(₹ lakh)

As at 31.12.2020	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	1244.78	747.77	599.94	1024.13	6585.41	7831.63	-	-	18033.66
Advances	4860.92	4566.24	4454.15	13185.59	26372.99	52232.87	4501.49	512.70	110686.97
Investments	-	-	-	-	-	918.13	1660.47	94.10	2672.70
Borrowings	889.37	647.74	1908.95	5101.05	19362.63	24310.20	34938.90	79.81	87238.66
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Current Liabilities	-	-	-	-	-	-	-	-	-

**I. Our company has not provided any loans / advances to associates, entities / persons relating to the Board, senior management, Promoter except as provided in the Chapter titled “Financial Statements- Related Party Transactions”. Refer Page F72.**

**J. On-ward lending to borrowers of the “Group” as defined by RBI:**

Name of the Borrower (A)	Amount of advances / exposures to such Borrower (Group) (₹ lakh) (B)	Percentage of exposure (C) = B/Total AUM
Nil	Nil	Nil

**Issue of securities for consideration other than cash**

Our Company has not issued any securities for consideration other than cash.

**Dividend**

Our Company has no stated dividend policy in connection with our Equity Shares. The declaration and payment of dividend on our Equity Shares is recommended by our Board of Directors and approved by our shareholders, at their discretion and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. The dividend payable in connection with the preference shares issued by our Company are subject to the terms and conditions of the issue in connection with such preference shares.

The following table gives the dividend declared / recommended by our Company on the Equity Shares and Preference Shares for the Financial Years ended 2020, 2019, 2018, 2017 and 2016.

Financial Year ended / Period Ended	Dividend per share (₹)	No. of shares on which dividend paid	Total dividend (₹ lakh)	Amount of dividend distribution tax (₹ lakh)
<b>Equity Shares of face value of ₹ 10 each</b>				
March 31, 2020	0.60	6,47,05,882	388.23	Nil
March 31, 2019	1	5,00,00,000	500.00	102.78
March 31, 2018	1	5,00,00,000	500.00	102.78
March 31, 2017	1	5,00,00,000	500.00	101.80
March 31, 2016	1	5,00,00,000	500.00	101.79
<b>10% Redeemable Cumulative Preference Shares of face value of ₹ 100 each (Interim Dividend)</b>				
March 31, 2019	10 (on pro rata basis)	3,02,450	5.82	1.20
March 31, 2018	10 (on pro rata basis)	11,37,450	104.23	21.22
March 31, 2017	10 (on pro rata basis)	10,50,000	105.00	21.38

Financial Year ended / Period Ended	Dividend per share (₹)	No. of shares on which dividend paid	Total dividend (₹ lakh)	Amount of dividend distribution tax (₹ lakh)
March 31, 2016	10 (on <i>pro rata</i> basis)	10,50,000	104.34	21.24

9% Redeemable Cumulative Preference Shares of face value of ₹ 100 each (Interim Dividend)				
March 31, 2020	9	15,00,000	135.00	-
March 31, 2019	9 (on <i>pro rata</i> basis)	15,00,000	131.88	27.11
March 31, 2018	9 (on <i>pro rata</i> basis)	8,35,000	6.39	1.29

#### Auditor's remarks

The statutory auditors of the Company, M/s P K Nagarajan & Co, Chartered Accountants, confirm that there were no reservations or qualifications or adverse remarks in the financial statements of our Company in the three (3) financial years *viz*: the years ended as at March 31, 2020, 2019 and 2018, immediately preceding the Draft Prospectus. The previous statutory auditors of the Company, M/s P N. Raghavendra Rao & Co, Chartered Accountants, for the years ended as at March 31, 2017, and 2016, confirmed that there were no reservations or qualifications or adverse remarks in the financial statements of our Company in the above two years preceding the Prospectus.

#### Revaluation of assets during last five years

Our Company has not revalued its assets during the last five years.

#### Change in Auditors of our Company during the last three years

Pursuant to a resolution passed at the annual general meeting held on September 25, 2017, our shareholders have appointed M/s P K Nagarajan & Co, Chartered Accountants (FRN: 016676S), as our statutory auditors for a period of five financial years with effect from April 1, 2017 to March 31, 2022 in place of our previous statutory auditors, M/s. P.N. Raghavendra Rao & Co, Chartered Accountants on expiry of their term in accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

#### Disclosure of track record of past public issues handled by the Lead Manager to Issue

The details of the track record of Dalmia Securities Private Limited, as required by SEBI Circular No. CIR/MIRSD/1/2012 dated January 10, 2012, has been disclosed on its website [www.dalmiasec.com](http://www.dalmiasec.com).

#### Debentures, redeemable preference shares and other instruments outstanding by our Company

Apart from the below-mentioned outstanding amount, there are no outstanding debentures, subordinated debt, redeemable preference shares or other instruments issued by our Company that are outstanding as at December 31, 2020.

Particulars	(₹ lakh)
Redeemable, Cumulative, Preference Shares (Unlisted)	1,500.00
Listed, secured, redeemable, non-convertible debentures	16,077.81
Unrated, secured, redeemable, non-convertible debentures (Unlisted)	12,187.80
Listed, unsecured, redeemable, non-convertible debentures in the nature of sub-ordinated debt	5,978.50
Subordinated debt (Unlisted)	23,380.60
<b>Total</b>	<b>59,124.71</b>

(excluding interest accrued but not due and unclaimed matured deposits and interest due thereon / unamortised charges)

#### Mechanism for redressal of investor grievances

The Agreement between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue a period of at least three (3) years from the last date of dispatch of the Allotment Advice, dematerialized credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

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

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

**Link Intime India Private Limited**

C-101, First Floor  
247 Park, Lal Bahadur Shastri Marg  
Vikhroli -West  
Mumbai – 400083

**Tel No:** 91 (22) 4918 6200

**Fax No:** 91 (22) 4918 6195

**Email :** sakthifinance.ncd2021@linkintime.co.in

**Website:** www.linkintime.co.in

**Investor Grievance Email :** sakthifinance.ncd2021@linkintime.co.in

**Contact person:** Shanti Gopalkrishnan

**Compliance Officer: Shanti Gopalkrishnan**

**SEBI Registration No:** INR000004058

**CIN :** U67190MH1999PTC118368

Mr. S. Venkatesh, Company Secretary, has been appointed as the Compliance Officer of our Company for this Issue. The contact details of Compliance Officer of our Company are as follows:

**Mr. S. Venkatesh**

Sakthi Finance Limited  
62, Dr. Nanjappa Road  
Post Box No. 3745  
Coimbatore - 641018, Tamil Nadu  
**Tel No:** +91 (422) 2231471-474/ 4236207  
**Fax No:** +91 (422) 2231915  
**Email:** svenkatesh@sakthifinance.com

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

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of Allotment Advice, credit of Allotted NCDs in beneficiary accounts, refund instruments and interest on the Application Amount.

**Disclaimer in respect of Jurisdiction**

The Issue is being made in India to Investors as specified under para “*Issue Procedure -Who Can Apply*” on page 161 of the Draft Prospectus. The Draft 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 Prospectus and the Prospectus comes is required to inform himself or herself about and to observe, any such restrictions. The Debentures are governed by and shall be construed in accordance with the existing Indian laws as applicable. Any dispute arising in respect thereof will be subject to the exclusive jurisdiction for the purpose of the Issue is with the competent Courts of Jurisdiction under Section 2(39) of the Companies Act, 2013, being Hon’ble High Court of Madras and appropriate jurisdictional Courts in Coimbatore, India.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our company will issue a statutory advertisement on or before the Issue Opening Date. This advertisement will contain the information as prescribed in Schedule IV of SEBI Debt Regulations



in compliance with the Regulation 8(1) of SEBI Debt Regulations. Material updates, if any, between the date of filing of the Prospectus with ROC and the date of release of the statutory advertisement will be included in the statutory advertisement.

### **Trading**

Debt securities issued by our Company, which are listed on BSE 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.

### **Disclaimer statement from the Issuer**

The Issuer accepts no responsibility for statements made other than in the Draft 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 own risk.

## KEY REGULATIONS AND POLICIES

*The regulations set out below are not exhaustive and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. Taxation statutes such as the Income Tax Act, 1961 and applicable local Goods and Services Tax laws, labour regulations such as the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Act, 1952 and other miscellaneous regulations such as the Trade Marks Act 1999 and applicable shops and establishments statutes apply to us as they do to any other Indian company and therefore have not been detailed below.*

*The following description is a summary of certain sector specific laws and regulations in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### **(I) Laws in relation to Non-Banking Financial Companies**

#### **(A) The Reserve Bank of India Act, 1934 (the “RBI Act”)**

The RBI is entrusted with the responsibility of regulating and supervising the activities of NBFCs under the RBI Act. The RBI Act defines an NBFC as:

- i. a financial institution which is a company;
- ii. a non-banking institution which is a company and which has as its principal business of receiving of deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or
- iii. such other non-banking institution or class of such institutions as the RBI may, with the previous approval of the Central Government and by notification in the official gazette, specify.

As per the RBI Act, a financial institution is a non-banking institution, carrying on as whole or part of its business, *inter alia*, the financing of activities other than its own, by making loans, advances or otherwise; the acquisition of shares, stock, bonds, debentures, securities issued by the Government or other local authorities or other marketable securities of like nature; or letting or delivering goods to a hirer under a hire-purchase agreement.

The RBI has, through a press release dated April 8, 1999, clarified that in order to identify a particular company as an NBFC, it shall consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide its principal business. A company shall be treated as an NBFC, if its financial assets are more than 50% of its total assets (netted off by intangible assets) and income from financial assets is more than 50% of its gross income. Both these tests are required to be satisfied as the determinant factors for principal business of a company.

NBFCs are not permitted to commence or carry on the business of a non-banking financial institution without obtaining a certificate of registration (“CoR”) from the RBI. Further, every NBFC is required to submit to the RBI a certificate from its statutory auditor within one month from the date of finalization of its balance sheet and in any case not later than December 31st of that year, stating that it is engaged in the business of non-banking financial institution requiring it to hold a CoR. The RBI Act makes it mandatory for every NBFC to get itself registered with the RBI in order to be able to commence any of its activities.

An NBFC may be registered as a deposit-accepting NBFC (“NBFC-D”) or as a non-deposit accepting NBFC (“NBFC-ND”). Our Company has been classified as a systemically important NBFC-D SI.

RBI has, by its Circular No. DNBR(PD) CC.No.097/03.10.001/2018-19 dated February 22, 2019, harmonized different categories of NBFCs into fewer ones, based on the principle of regulation by activity rather than regulation by entity. Accordingly, RBI has merged the three categories of NBFCs, namely Asset Finance Companies, Loan Companies and Investment Companies into a new category called NBFC-Investment and Credit Company. (“NBFC-ICC”). Further, a deposit taking NBFC-ICC shall invest in unquoted shares of another company which is not a subsidiary company or a company in the same group of the NBFC for an amount not exceeding 20% of its owned funds. Prior to this reclassification, our Company was classified as an Asset Finance Company.

#### **(B) Regulatory Requirements of an NBFC under the RBI Act**

##### **(i) Net Owned Fund**

The RBI Act, read with a RBI notification dated April 20, 1999, provides that to carry on the business of an NBFC, an entity would have to be registered as an NBFC with the RBI and would be required to have a minimum net owned fund of ₹ 200 lakh. For this purpose, the RBI Act has defined ‘net owned fund’ to mean:

- i. the aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance sheet of the company, after deducting:
  - a. accumulated balance of losses;
  - b. deferred revenue expenditure;
  - c. deferred tax asset (net) and
  - d. other intangible assets
- ii. further reduced by the amounts representing:
  - a. investment by such companies in shares of: (a) its subsidiaries (b) companies in the same group and (c) other NBFCs; and
  - b. the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (a) subsidiaries of such company; and (b) companies in the same group, to the extent such amount exceeds 10% of (i) above.

**(ii) Reserve Fund**

In addition to the above, the RBI Act requires NBFCs to create a reserve fund and transfer therein a sum of not less than 20% of its net profits earned annually, as disclosed in the statement of profit and loss, before declaration of dividend. Such sum cannot be appropriated by the NBFC except for the purposes specified by the RBI from time to time and every such appropriation is required to be reported to the RBI within 21 days from the date of such withdrawal.

**(iii) Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 2016 dated August 26, 2016 and as amended from time to time (“Deposit Directions”)**

Our Company has been classified as a Deposit-Taking NBFC- Investment and Credit Company, (“NBFC-ICC”) and accordingly, we are regulated by the Deposit Directions in respect of taking deposits. As per the above Direction, every NBFC-D, shall invest and continue to invest in India in unencumbered approved securities valued at the price not exceeding the current market price of such securities an amount which shall, at the close of business or any day, not be less than 15% of the “public deposit”, as defined under sub-paragraph (xv) of paragraph of applicable Deposit Directions, outstanding at the close of business on the last working day of second preceding quarter and further can invest not less than 10% in unencumbered approved securities and the remaining in unencumbered term deposits in any scheduled commercial bank / bonds of SIDBI / NABARD, the aggregate of which shall not be less than 15% of the public deposit outstanding at the last working day of the second preceding quarter. The Deposit Directions further, places the following restrictions on NBFCs-D in connection with accepting public deposits:

- a) Prohibition from accepting any demand deposits:** NBFCs are prohibited from accepting any public deposit which is repayable on demand.
- b) Ceiling on quantum of deposits:** An Investment and Credit Company or a factor (a) having minimum NOF as stipulated by RBI, and (b) complying with all the prudential norms, may accept or renew public deposit, together with the amounts remaining outstanding in the books of the company as on the date of acceptance or renewal of such deposit, not exceeding one and one-half times of its NOF. Provided that, an NBFC-ICC holding public deposits in excess of the limit of one and one-half times of its NOF shall not renew or accept fresh deposits till such time they reach the revised limit.
- c) Prohibition from accepting any deposits from NRIs:** NBFCs are also prohibited from inviting or accepting or renewing repatriable deposits, from Non-Resident Indians under the Non-Resident (External) Account Scheme, at a rate exceeding the rate specified by the RBI for such deposits with Scheduled Commercial Banks (the period of repatriable deposits shall be not less than one year and not more than three years).
- d) Credit-rating:** In the event that the credit rating issued by a credit rating agency recognized by RBI, for an NBFC-ICC, is downgraded below the minimum specified investment grade, with respect to the relevant credit rating agency, the NBFC must (a) forthwith stop accepting public deposits, (b) report the position of the credit rating within fifteen working days to the RBI and (c) reduce, within three years from the date of such downgrading of credit rating, the amount of excess public deposits to nil or the appropriate extent as permitted under the Deposit Directions, by repayment as and when such deposit falls due or otherwise.
- e) Ceiling on rate of interest:** An NBFC cannot invite or accept or renew public deposit at a rate of interest exceeding twelve and half per cent per annum. Such interest may be paid or compounded at rests which shall not be shorter than monthly rests.
- f) Minimum lock-in period:** An NBFC is prohibited from granting any loan against a public deposit or make premature repayment of a public deposit within a period of three months from the date of acceptance of such public deposit.

**g) NBFC failing to repay public deposit prohibited from making loans and investments**

A NBFC-D which has failed to repay any public deposit or part thereof in accordance with the terms and conditions of such deposit, cannot grant any loan or other credit facility by whatever name called or make any investment or create any other asset as long as such default exists.

**(iv) Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit-taking Company (Reserve Bank) Directions, 2016 vide DNBR.PD.008/03.10.119/2016-17 September 01, 2016 (updated as on February 17, 2020) ("NBFC- SI Directions")**

(a) **Capital Adequacy:** Every Systemically Important NBFC shall maintain a minimum capital ratio consisting of Tier I and Tier II Capital which shall not be less than 15% of its aggregate risk weighted assets of on-balance sheet and of risk adjusted value of off-balance sheet items and the Tier I Capital in respect of applicable NBFCs (other than NBFC-MFI and IDF-NBFC), at any point of time, shall not be less than 10%. For the above, 'Tier I Capital' means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund; and perpetual debt instruments issued by a non-deposit taking non-banking financial company in each year to the extent it does not exceed 15% of aggregate of Tier I Capital of such company as on March 31 of the previous accounting year. Further "Tier II Capital" means (a) preference shares not compulsorily convertible into equity; (b) revaluation reserves at a discounted rate of 55%; (c) general provisions and loss reserves, to the extent these are not attributable to an actual diminution in value or identifiable potential loss in any specific asset, and are available to meet unexpected losses, to the extent of 1.25% of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt and (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital. At any given time, "Tier II Capital" shall not exceed the total "Tier I Capital" of an NBFC.

(b) **Prudential Requirements:** The NBFC-SI Directions place several requirements that an NBFC must adhere to, *inter alia*, regarding income recognition, income from investments, the need to follow relevant accounting standards, the framing and implementation of an investment policy amongst others.

(c) **Loan Policy:** As per the NBFC-SI Directions, the Board of Directors granting / intending to grant demand / call loans shall frame a policy for the NBFC which includes, *inter alia*, a cut-off date within which the repayment of demand or call loan shall be demanded or called up and the rate of interest which shall be payable on such loans.

**(d) Non-Performing Assets ("NPAs")**

Under the NBFC-SI Directions, the following shall be considered as 'non-performing assets' ("NPAs"), if the accompanying conditions remain in existence for a period of three months or more for Fiscal 2020:

- i. Assets, in respect of which interest has remained overdue;
- ii. Term loans, inclusive of unpaid interest, when the instalment is overdue, or on which interest amounts remain overdue;-
- iii. Demand or call loans, which has remained overdue, or on which interest amount remained overdue;
- iv. Bills, which have remained overdue;
- v. Interest in respect of a debt or income on receivables under the head 'other current assets,' being in the nature of short term loans / advances, which have remained overdue; or
- vi. any dues on account of the sale of assets or services rendered, or reimbursement of expenses incurred, which have remained overdue.

Lease rental and hire purchase instalments shall be considered as NPAs if they remain overdue for three months or more in Fiscal 2020. In addition, where any of the above are classified as NPAs in relation to a borrower, the balance amount outstanding under other all credit facilities extended to them are also classified as NPAs. In terms of the NBFC-SI Directions, any income, including interest, discount, hire charges, lease rentals or other charges on an NPA shall be recognised as 'income' only when it is actually realised.

**(e) Exposure Norms**

In order to ensure better risk management and avoidance of concentration of credit risks, the RBI has, in terms of the Master Direction, prescribed credit exposure limits for financial institutions in respect of their lending to single/ group borrowers. Credit exposure to a single borrower shall not exceed 15 per cent of the owned funds of the systemically important NBFC-ND/D, while the credit exposure to a single group of borrowers shall not exceed 25 per cent of the owned funds of the systemically important NBFC-ND/D. Further, the systemically important NBFC-ND/D may not invest in the shares of another company exceeding 15 per cent of its owned

funds, and in the shares of a single group of companies exceeding 25 per cent of its owned funds. However, this prescribed ceiling shall not be applicable on a NBFC-ND/D-SI for investments in the equity capital of an insurance company to the extent specifically permitted by the RBI. Any NBFC-ND/D-SI not accessing public funds, either directly or indirectly, may make an application to the RBI for modifications in the prescribed ceilings. Any systemically important NBFC-ND/D classified as NBFC ICC by RBI may, in exceptional circumstances, exceed the above ceilings by 5 per cent of its owned fund with the approval of its Board of Directors.

The loans and investments of the systemically important NBFC-ND taken together may not exceed 25 per cent of its owned funds to or in single party and 40 per cent of its owned funds to or in single group of parties. A systemically important NBFC-ND may, make an application to the RBI for modification in the prescribed ceilings. Further, NBFC-ND-SI may exceed the concentration of credit/investment norms, by 5 per cent for any single party and by 10 per cent for a single group of parties, if the additional exposure is on account of infrastructure loan and/or investment. All NBFCs are required to frame a policy for demand and call loan that includes provisions on the cut-off date for recalling the loans, the rate of interest, periodicity of such interest and periodical reviews of such performance. The prudential norms also specifically prohibit NBFCs from lending against its own shares.

**Net Owned Fund** : Section 45-IA of the RBI Act provides that to carry on the business of a NBFC, an entity would have to register as an NBFC with the RBI and would be required to have a minimum net owned fund of ₹ 200 lakh.

#### **(f) Asset Classification**

The NBFC-SI Directions require that every NBFC shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes:

- i. Standard assets, i.e. assets, in respect of which, no default in repayment of principal or interest is perceived, which do not disclose any problems and do not carry more than a normal risk attached to business;
- ii. Sub-standard assets, i.e. assets which have been classified as NPAs for a period not exceeding 12 months, or where the terms regarding repayment of the payment or interest have been renegotiated, rescheduled or restructured, until satisfactory performance of the revised terms for a year;
- iii. Doubtful assets, i.e. term loans, lease assets, hire-purchase assets or any other asset that has remained substandard for a period exceeding 12 months; and
- iv. Loss assets, i.e. assets that have been identified as such by the NBFC, its internal or external auditors, or the RBI during its inspection of the NBFC, to the extent that it has not been written off by the NBFC, or assets adversely affected by the threat of non-recoverability due to the erosion in the value of the security, non-availability of security or a fraudulent act or omission by the borrower.

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such upgradation.

#### **(g) Provisioning Requirements**

An NBFC-SI, after taking into account the time lag between an account becoming an NPA, its recognition, the realisation of the security and erosion over time in the value of the security charged, shall make provisions against sub-standard assets, doubtful assets and loss assets in the manner provided for in the NBFC-SI Directions as per details given below:

- i. Loss Assets: The entire assets shall be written off, and if they are permitted to remain in the books of the NBFC, 100% of the outstanding loss assets shall be provided for.
- ii. Doubtful Assets: NBFCs are required to make a 100% provision to the extent to which the advance is not covered by the realisable value of the security to which the applicable NBFC has a valid recourse. Additionally, a provision of 20% - 50% of the secured portion shall be made, in accordance with the basis prescribed in the NBFC-SI Directions.
- iii. Sub-standard assets: A general provision of 10% of the total outstanding assets shall be made.
- iv. Lease Finance and Hire Purchase Assets: NBFCs are required to provide for the total dues, as reduced by (a) the finance charges not credited to the statement of profit and loss and carried forward as unmatured finance charges; and (b) the depreciated value of the underlying asset.

v. Standard Assets: NBFCs are required to make provisions of 0.40% from March 2018 onwards.

The NBFC-SI Directions clarify that income recognition on NPAs and provisioning against NPAs are different aspects of the prudential norms specified therein. The provisioning requirements that such prudential norms specify shall be made on total outstanding balances, without regard to the fact that income on an NPA has not been recognized.

#### **(h) Liquidity Risk Management Framework**

All non-deposit taking NBFCs with an asset size of ₹ 100 crore and above, systemically important Core Investment Companies and all deposit taking NBFCs irrespective of their asset size, shall adhere to Liquidity Risk Management framework issued by RBI dated November 4, 2019. The Liquidity risk management shall rests on the functioning of Board of Directors, Risk Management Committee, Asset Liability Management ("ALM") organization including an Asset Liability Committee ("ALCO") and ALM support groups and the ALM process including liquidity risk management, management of marketing risk, funding and capital planning, profit planning and growth projection, and forecasting/ preparation of contingency plans. It has been provided that the management committee of the board of directors or any other specific committee constituted by the board of directors should oversee the implementation of the system and reviews functioning periodically. The ALM Guidelines mainly address liquidity and interest rate risks. In case of structural liquidity, the negative gap (i.e. where outflows exceed inflows) in the 1 to 30 / 31 days' time-bucket should not exceed the prudential limit of 15% of outflows of each time-bucket and the cumulative gap of up to one year should not exceed 15% of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

#### **Guidelines on Maintenance of Liquidity Coverage Ratio ("LCR")**

In addition, to the above guideline, guidelines the following categories of NBFCs shall adhere to the guidelines on LCR including disclosure standards as provided in Annex III to these Directions :

All non-deposit taking NBFCs with an asset size of ₹ 10,000 crore and above, and all deposit-taking NBFCs irrespective of their asset size, shall maintain a liquidity buffer in terms of LCR which will promote resilience of NBFCs to potential liquidity disruptions by ensuring that they have sufficient High Quality Liquid Asset ("HQLA") to survive any acute liquidity stress scenario lasting for 30 days. The stock of HQLA to be maintained by the NBFCs shall be minimum of 100% of total net cash outflows over the next 30 calendar days.

The LCR requirement shall be binding on NBFCs from December 1, 2020 with the minimum HQLAs to be held being 50% of the LCR, progressively reaching up to the required level of 100% by December 1, 2024, as per the time-line given below:

Dec 1, 2020	Dec 1, 2021	Dec1, 2022	Dec 1, 2023	Dec 1, 2024 onwards
50%	60%	70%	85%	100%

#### **(i) Disclosure Requirements**

An NBFC-SI is required to separately disclose in its balance sheet the provisions made as per NBFC-SI Directions without netting them from the income or against the value of the assets. These provisions shall be distinctly indicated under separate heads of accounts for 'provisions for bad and doubtful debts' and 'provisions for depreciation in investments', and shall not be appropriated from the general provisions and loss reserves held, if any, by it. Such provisions for each year shall be debited to the statement of profit and loss, and the excess, if any, held as general provisions and loss reserves shall be written back without making adjustment against them.

#### **(j) Corporate governance norms**

As per the NBFC-SI Directions, all NBFCs are required to adhere to certain corporate governance norms, including constitution of an audit committee, a nomination committee, an asset liability management committee and a risk management committee. The audit committee should consist of not less than three members of its board of directors, and it must ensure that an information system audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced. Nomination Committee is required to ensure 'fit and proper' status of proposed/ existing directors and in order to manage the integrated risk, all NBFCs shall form a risk management committee, besides the asset liability management committee. In addition to this, all NBFCs shall ensure that a policy is put in place with the approval of the board of directors for ascertaining the fit and proper criteria of the directors at the time of appointment, and on a continuing basis. All NBFCs are also required to put up to the board of directors,

at regular intervals, as may be prescribed the progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the NBFC, in conformity with corporate governance standards viz., composition of various committees, their role and functions, periodicity of the meetings, compliance with coverage and review functions, etc. The NBFCs will also have to adhere to certain other norms in connection with disclosure, transparency and rotation of partners of the statutory audit firm. Our Company has put in place a policy on Internal Guidelines on Corporate Governance.

**(k) Fair Practices Code (“FPC”)**

As per the NBFC-SI Directions, NBFCs having customer interfaces should mandatorily adopt the guidelines wherein all communications to the borrower shall be in the vernacular language or a language as understood by the borrower. Loan application forms shall include necessary information which affects the interest of the borrower, so that a meaningful comparison with the terms and conditions offered by other NBFCs can be made and informed decision can be taken by the borrower. NBFCs should also give notice to the borrower in the vernacular language or a language as understood by the borrower of any change in the terms and conditions including disbursement schedule, interest rates, service charges, prepayment charges etc. NBFCs shall ensure that changes in interest rates and charges are effected only prospectively. The board of directors shall also lay down the appropriate grievance redressal mechanism within the organization. Such a mechanism shall ensure that all disputes arising out of the decisions of lending institutions’ functionaries are heard and disposed of at least at the next higher level. In case of receipt of request from the borrower for transfer of borrowal account, the consent or otherwise i.e., objection of the NBFC, if any, shall be conveyed within 21 days from the date of receipt of request. Such transfer shall be as per transparent contractual terms in consonance with law and in the matter of recovery of loans, an NBFC shall not resort to undue harassment methods which include persistently bothering the borrowers at odd hours, use muscle power for recovery of loans etc. NBFC shall also ensure that the staffs are adequately trained to deal with the customers in an appropriate manner.

**(l) Rating of Financial Product**

Pursuant to the NBFC-SI Directions, all NBFCs with an asset size of ₹ 10,000 lakh and above shall furnish information about downgrading / upgrading of the assigned rating of any financial product issued by them within 15 days of such a change in rating, to the regional office of the RBI under whose jurisdiction their registered office is functioning.

**(m) Norms for Excessive Interest Rates**

The NBFC-SI Directions directs the board of directors of NBFCs to adopt an interest rate model, taking into account relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances. The rate of interest and the approach for gradations of risk and rationale for charging different rate of interest to different categories of borrowers shall be disclosed to the borrower or customer in the application form and communicated explicitly in the sanction letter. The rates of interest and the approach for gradation of risks shall also be made available on the web-site of the companies or published in the relevant newspapers. The information published in the website or otherwise published shall be updated whenever there is a change in the rates of interest. The rate of interest should be annualised so that a borrower is aware of the exact rates that would be charged to the account.

**(v) Other RBI Directions**

**(a) Reserve Bank of India Know Your Customer (“KYC”) Master Directions, dated February 25, 2016 (“KYC Directions”)**

The Department of Banking Regulation, RBI has issued the KYC Directions dated February 25, 2016, as amended from time to time, which are applicable *inter alia* to all NBFCs for the formulation of a ‘Know Your Customer’ (“KYC”) policy duly approved by the board of directors of the entity and ensure compliance with the same. The KYC policy formulated is required to include four key elements, being customer acceptance policy, risk management, customer identification procedures and monitoring of transactions. The regulated entities are required to ensure compliance with the KYC policy of the entity through specifying who constitutes ‘senior management’ for the purpose of KYC compliance, specifying allocation of responsibility for effective implementation of policies and procedures, independent evaluation of the compliance functions of the entity’s policies and procedures, including legal and regulatory requirements, implementing a concurrent / internal audit system to verify the compliance with KYC/AML policies and procedures, and the submission of quarterly audit notes and compliance to the audit committee.

**(b) Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016 (“NBFC Returns Directions, 2016”)**

The NBFC Returns Directions, 2016 mandate that all NBFCs shall put in place a reporting system for filing of various returns with the RBI. In addition, they also provide for the forms to be filed under various RBI Act, and the various directions thereunder. Further, they provide for details and the periodicity of form filings across various categories of NBFCs.

**(c) Enhancement of NBFCs’ Capital Raising Option for Capital Adequacy Purposes October 2008 (“Enhancement of Capital Raising Option”)**

The RBI has issued a notification on the “*Enhancement of Capital Raising Option*” whereby NBFCs-SI have been permitted to augment their capital funds by issuing perpetual debt instruments (“PDI”) in accordance with the prescribed guidelines provided thereunder. Such PDI shall be eligible for inclusion as Tier I Capital to the extent of 15% of total Tier I Capital as on March 31 of the previous accounting year. The amount of PDI in excess of amount admissible as Tier I Capital shall qualify as Tier II Capital, within the eligible limits.

**(d) Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2016 (“Auditor Report Directions”)**

In addition to the Report made by the auditor under Section 143 of the Companies Act, 2013 on the accounts of a non-banking financial company examined by him for every financial year ending on any day on or after the commencement of these Directions, for any NBFC-D, the auditor shall also make a separate report to the Board of Directors of the Company on compliances of quantum of acceptance of public deposits (compliance with Deposit Directions), minimum investment grade credit rating, determination of capital adequacy ratio, prudential norms, liquid assets requirement, submission of returns with RBI, any default in payment of the interest and/or principal amount to Depositors.

**(e) Accounting Standards and Accounting policies**

The Ministry of Corporate Affairs has amended the existing Indian Accounting Standards vide Companies (Indian Accounting Standards) (Amendment) Rules, 2017 on March 17, 2017 and the same is applicable to the Company from April 1, 2018. RBI has, vide notification number RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, framed regulatory guidance on Ind AS which will be applicable on Ind AS implementing NBFCs and Asset Reconstruction Companies (ARCs) for preparation of their financial statements from financial year 2019-20 onwards. These guidelines focus on the need to ensure consistency in the application of the accounting standards in specific areas, including asset classification and provisioning, and provide clarifications on regulatory capital in the light of Ind AS implementation. The guidelines cover aspects on governance framework, prudential floor and computation of regulatory capital and regulatory ratios. For “*Summary of Significant Differences between Indian GAAP and Ind AS*” refer **Annexure XIV at page F157** in the Restated Financial Statement Section.

**(f) Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016 (“Fraud Directions, 2016”)**

As per Fraud Directions, 2016, NBFCs are required to put in place a reporting system for recording frauds to RBI and should fix staff accountability in respect of delays in reporting of fraud cases to the RBI. For this purpose, an official of the rank of general manager or equivalent should be nominated who will be responsible for submitting all the returns to the Bank and reporting referred to in these directions. If NBFCs do not adhere to the applicable time-frame for reporting fraud, they shall become liable for penal action. The Fraud Directions, 2016 classify frauds into the following categories:

- i. Misappropriation and criminal breach of trust;
- ii. Fraudulent encashment through forged instruments, manipulation of books of account or through fictitious accounts and conversion of property;
- iii. Unauthorised credit facilities extended for reward or for illegal gratification;
- iv. Negligence and cash shortages;
- v. Cheating and forgery;
- vi. Irregularities in foreign exchange transactions; and
- vii. Any other type of fraud.



**(g) Information Technology Framework for the NBFC Sector Directions, 2017 (the “IT Framework Directions”)**

The IT Framework Directions have been notified with the view of benchmarking the information technology / information security framework, business continuity planning, disaster recovery management, information technology (“IT”) audit and other processes to best practices for the NBFC sector. NBFC-SIs are required to comply with the IT Framework Directions by June 30, 2018. The IT Framework Directions provide for the following:

- i. **IT governance:** Under the IT Framework Directions, all NBFCs are required to form an IT Strategy Committee, under the chairmanship of an independent director of the NBFC-SI with the chief information officer and the chief technology officer as mandatory members. The IT strategy committee is empowered to review and amend the IT strategies of the NBFC-SI in line with its corporate strategies, board policy reviews, cyber security arrangements and any other matter related to IT governance and place its deliberations before the board of directors of the NBFC-SI.
- ii. **IT policy:** NBFCs are required to formulate a board-approved IT policy, in line with the objectives of the organisation. Such a policy must mandatorily provide for an IT organisational structure and the appointment of a chief information officer or an in-charge of IT operations. The policy so formed must also ensure the technical competence of senior and middle level management and periodic assessment of IT training requirements.
- iii. **Information and cyber security:** In addition to the IT policy, NBFCs must further formulate a board approved information security policy, which *inter alia* provides for the identification and classification of information assets, segregation of functions, personnel and physical security and incident management. NBFCs are additionally tasked with creating a framework for conducting periodic information security audits. Further, the NBFC must formulate a board approved cyber-security policy, which elucidates the strategy of the NBFC on countering cyber threats. Beyond these policies, the IT Framework Directions mandates several additional processes to be put in place, such as a cyber-crisis management plan, strategies for management and elimination of vulnerability and promoting cyber security awareness amongst stakeholders and the board of directors.
- iv. **IT operations:** The IT Framework Directions direct companies to create a steering committee to oversee and monitor IT project, and create policies to manage transitions in their IT systems. In addition, it requires NBFCs to put in place various management information systems for various types of data.
- v. **Business Continuity Planning:** NBFCs are required to identify critical business verticals, locations and shares resources, envisage the impact of unforeseen disasters on their business and are required to create recovery strategies or contingency plans in the case of the failure of the same.
- vi. **IT services outsourcing:** The IT Framework Directions provide for safeguards that an NBFC must adopt in their arrangements with service providers to whom they have outsourced their IT requirements.

**(h) Reserve Bank Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs, 2017 (“Outsourcing Directions”)**

The Outsourcing Directions provide for regulating outsourcing activities pertaining to financial services viz. application processing (loan origination, credit card), document processing, marketing and research, supervision of loans, data processing and back office related activities, besides others. The object of the said direction is to protect the interest of the customers of NBFCs and to ensure that the NBFC concerned and the Reserve Bank of India have access to all relevant books, records and information available with service provider. The direction, *inter alia*, provides risk management practices for outsourced financial services, role of the board and Senior Management team, and basic framework for the outsourcing agreement, responsibilities of Service Provider for monitoring and control of outsourced activities.

**(i) Reserve Bank Commercial Paper Directions, 2017 (“Commercial Paper Directions”)**

The Commercial Paper Directions regulate the issue of commercial papers. Commercial papers may be issued by companies including NBFCs, provided that any fund based facility they have availed from banks or financial institutions are classified as standard assets by all banks and financial institutions at the time of their issue. The Commercial Paper Directions determine the form, mode of issuance, rating and documentation procedures for the issue of commercial papers. In terms of the Commercial Paper Directions, commercial papers are issued as promissory notes, and are to be held in dematerialised form. They are issued at a discount to face value, in a minimum denomination of ₹ 5 lacs or multiples thereof. Issuers, whose total commercial paper issuance in a calendar year is ₹ 1,000 crore or more, must also obtain a credit rating for their commercial papers from at least two credit rating agencies, and adopt the lower of these ratings. The minimum rating for a commercial paper

shall be 'A3'. The directions further provide for secondary market trading in commercial papers, buyback of commercial papers and the obligations of the issuer, the issuing and paying agent and credit rating agencies in the issue of commercial papers.

**(j) Reserve Bank Ombudsman Scheme, 2018 ("Ombudsman Scheme")**

The RBI has, vide notification bearing reference Ref.CPED.PRS.No.3590/13.01.004/2017-18 dated February 23, 2018, implemented the Ombudsman Scheme *inter alia* for NBFC-Ds. The stated objective of the Scheme is to enable the resolution of complaints free of cost, relating to certain aspects of services rendered by the NBFC-D to facilitate the satisfaction or settlement of such complaints, and matters connected therewith. The Scheme provides appointment of one or more officers not below the rank of general manager as Ombudsman for a period not exceeding 3 years at a time to carry out the functions of Ombudsman under the Scheme. The Scheme will continue to be administered from the offices of the Ombudsman in four centres viz. Chennai, Kolkata, Mumbai and New Delhi for handling complaints from the respective zones, so as to cover the entire country.

**(k) Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019**

Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 sets out a framework to ensure that there is an early recognition, reporting and time bound resolution of stressed assets. The Stressed Assets Directions apply to (a) Scheduled Commercial Banks (excluding Regional Rural Banks); (b) All India Term Financial Institutions (NABARD, NHB, EXIM Bank, and SIDBI); (c) Small Finance Banks; and (d) Systemically Important Non-Deposit Taking Non-Banking Financial Companies (NBFC-ND-SI) and NBFC-Ds. In the event of a default, the said lenders shall recognize the stress in the loan accounts and classify these loan accounts into three categories namely: (i) SMA-0, where the principal and/or interest, whether partly or wholly is overdue between 1-30 days; (ii) SMA-1, where the principal and/or interest, whether partly or wholly is overdue between 31-60 days; and (iii) SMA-2, where the principal and/or interest whether partly or wholly is overdue between 61-90 days. The said lenders shall report credit information, including classification of an account as SMA to Central Repository of Information on Large Credits ("CRILC"), on all borrowers having aggregate exposure of ₹ 500 lacs and above with them. Once a borrower is reported to be in default by any of the lenders mentioned at (a), (b) and (c) hereinabove, the lenders shall undertake a *prima facie* review of the borrower account within thirty days from such default ("Review Period") to *inter alia* decide on a resolution strategy, including nature of the Resolution Plan ("RP").

During the Review Period for the implementation of an RP, all lenders shall enter into an inter-creditor agreement, which shall among other things provide that any decision agreed by lenders representing 75 per cent by value of total outstanding credit facilities (fund based as well non-fund based) and 60 per cent of lenders by number shall be binding upon all the lenders. In particular, the RPs shall provide for payment not less than the liquidation value due to the dissenting lenders, being the estimated realisable value of the assets of the relevant borrower, if such borrower were to be liquidated as on the date of commencement of the Review Period.

**(l) Reserve Bank of India Circular dated February 03, 2021 on Risk Based Internal Audit for NBFC-D**

As per circular bearing reference Ref. No. DoS. CO. PPG/ SEC.05/11.01.005/ 2020-21 dated February 03, 2021, RBI has mandated the Risk Based Internal Audit Framework ("RBI AF") for all Deposit-taking NBFCs, irrespective of the size, before March 31, 2022. Being a deposit-taking NBFC, our company has taken steps to comply with the RBI circular within the time frame and Our Board of Directors have been apprised of the RBI circular and proposal for putting in place the RBI AF, within the time lines indicated by RBI.

**(m) Regulatory measures on account of the COVID-19 pandemic**

The RBI has issued circulars, the Statement of Developmental and Regulatory Policies dated May 22, 2020 and Monetary Policy Statement, 2020-2021 and Resolution of Monetary Policy Committee dated May 22, 2020 announcing, certain additional regulatory measures with an aim to revive growth and mitigate the impact of COVID-19 on business and financial institutions in India, including:

- (a) permitting banks to grant a moratorium of six months on all term loan instalments and working capital facilities sanctioned in the form of cash credit/overdraft ("CC/OD"), falling due between March 1, 2020 and August 31, 2020, subject to the fulfilment of certain conditions;

- (b) permitting the recalculation of ‘drawing power’ of working capital facilities sanctioned in the form of cash/credit overdraft facilities by reducing the margins till the extended period, being August 31, 2020, and permitting lending institutions to restore the margins to the original levels by March 31, 2021;
- (c) permitting the increase in the bank’s exposures to a group of connected counterparties from 25% to 30% of the eligible capital base of the bank, up to June 30, 2021;
- (d) deferring the recovery of the interest applied in respect of all working capital facilities sanctioned in the form of cash/credit overdraft facilities during the period from March 1, 2020 to August 31, 2020;
- (e) permitting lending institutions to convert the accumulated interest on working capital facilities up to the deferment period (up to August 31, 2020) into a funded interest term loan which shall be repayable not later than the end of the current financial year (being, March 31, 2021);
- (f) permitting the lending institutions to exclude the moratorium period wherever granted in respect of term loans as stated in (a) above, from the number of days past due for the purpose of asset classification under the income recognition and asset classification norms, in respect of accounts classified as standard as on February 29, 2020, even if overdue;
- (g) permitting the lending institutions to exclude deferment period on recovery of the interest applied, wherever granted as stated in (d) above, for the determination of out of order status, in respect of working capital facilities sanctioned in the form of CC/OD where the account is classified as standard, including special mention accounts, as on February 29, 2020 and
- (h) requiring lending institutions to make general provisions of not less than 10% of the total outstanding of accounts in default but standard as on February 29, 2020 and asset classification benefit is availed, to be phased over two quarters as provided:(i) not less than 5% for the quarter ended March 31, 2020; and (ii) not less than 5% for the quarter ended June 30, 2020, subject to certain adjustments.

Pursuant to the order dated September 10, 2020 passed in relation to Gajendra Sharma vs. Union of India & Anr. (Civil Writ Petition No. 825/2020), the Supreme Court has extended its earlier interim order directing that accounts which were not declared as NPAs till August 31, 2020, shall not be declared as NPAs. Further, RBI has on August 6, 2020 notified the “Resolution framework for COVID-19-related stress (**“Resolution Framework”**)”. Pursuant to the Resolution Framework, RBI has on September 7, 2020, which requires all lending institutions to mandatorily consider certain specified key ratios while finalizing the resolution plans in respect of eligible borrowers (in terms of the Resolution Framework). The Hon’ble Supreme Court vide its judgement dated March 23, 2021 has ordered that the moratorium will not be extended beyond March 31, 2020 and has also ordered that the interest on interest levied shall be waived to all borrowers, irrespective of size. RBI has directed the lending institutions to put in place a board approved scheme for the refund of the interest on interest levied by them during the Covid 19 moratorium period.

### ***Laws in relation to the recovery of debts***

#### ***(a) Insolvency and Bankruptcy Code, 2016 (the “IB Code”)***

The IB Code primarily enables time-bound reorganisation and insolvency resolution of debtors. The primary objectives of the IB Code are:

- i. to consolidate and amend the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time-bound manner for maximisation of value of assets of such persons;
- ii. to promote entrepreneurship, availability of credit and balance the interests of all the stakeholders, including alteration in the order of priority of payment of Government dues; and
- iii. to establish an Insolvency and Bankruptcy Board of India.

The IB Code specifies two different sets of adjudicating authorities to exercise judicial control over the insolvency and liquidation processes:

- i. In case of companies, limited liability partnerships and other limited liability entities, National Company Law Tribunals (“**NCLT**”) shall act as the adjudicating authority; and appeals therefrom shall lie with the National Company Law Appellate Tribunal (“**NCLAT**”).
- ii. In case of individuals and partnerships, Debt Recovery Tribunal (“**DRT**”) shall act as the adjudicating authority and appeals therefrom shall lie with the Debt Recovery Appellate Tribunal (“**DRAT**”).

The Supreme Court of India shall have appellate jurisdiction over NCLAT and DRAT.

The IB Code governs two corporate insolvency processes, i.e. (i) insolvency resolution; and (ii) liquidation:

- i. **Insolvency resolution:** Upon a default by a corporate debtor, a creditor or the debtor itself may initiate insolvency resolution proceedings. The IB Code prescribes a timeline of 180 days for the insolvency resolution process, subject to a single extension of 90 days, during which there shall be a moratorium on the institution or continuation of suits against the debtor, or interference with its assets. During such period, the creditors and the debtor will be expected to negotiate and finalise a resolution plan, with the assistance of insolvency resolution professionals to be appointed by a committee of creditors formed for this purpose. Upon approval of such a plan by the adjudicating authority, the same shall become binding upon the creditors and the debtor.
- ii. **Liquidation:** In the event that no insolvency resolution is successfully formulated, or if the adjudicating authority so decides, a liquidation process may be initiated against the debtor. A liquidator is appointed, who takes the assets and properties of the debtor in his custody and verifies claims of creditors, selling such assets and properties and distributing the proceeds therefrom to creditors.

The bankruptcy of an individual can be initiated by the debtor, the creditors (either jointly or individually) or by any partner of a partnership firm (where the debtor is a firm), only after the failure of the Insolvency Resolution Process (“**IRP**”) or non-implementation of repayment plan. The bankruptcy trustee is responsible for administration of the estate of the bankrupt and for distribution of the proceeds on basis of the priority set out in the Code.

In addition, the IB Code establishes and provides for the functioning of the Insolvency and Bankruptcy Board of India (“**IBBI**”) which functions as the regulator for matters pertaining to insolvency and bankruptcy. The IBBI exercises a range of legislative, administrative and quasi-judicial functions, *inter alia*, in relation to the registration, regulation and monitoring of insolvency professional agencies, insolvency professionals and information utilities; publish information, data, research and studies as may be specified; constitute committees as may be required; and make regulations and guidelines in relation to insolvency and bankruptcy.

With recent notifications, IB Code covers NBFCs as well under the Corporate Insolvency Resolution Process. The creditors to NBFCs can approach the NCLT for insolvency resolution/ liquidation process against the NBFCs.

**(b) Recovery of Debts due to Banks and Financial Institutions Act, 1993 (“Debts Recovery Act”)**

The Debts Recovery Act provides for establishment of DRTs for expeditious adjudication and recovery of debts due to a bank or financial institution, or a consortium of banks or financial institutions. The Debts Recovery Act is only applicable to such debts as are for a sum that is greater than ₹ 1 million, or in the case of particular debts that the Central Government may specify, greater than ₹ 0.1 million. A DRT established under the Debts Recovery Act exercises jurisdiction over applications from banks and financial institutions for the recovery of debts due to them, and no court or other authority can exercise jurisdiction in relation to matters covered by the Debts Recovery Act, except the higher Courts in India in certain circumstances. The Debts Recovery Act also provides for the establishment of DRATs, and any appeal from any order of a DRT lies with a DRAT. Further, the Debts Recovery Act provides for the procedure to be followed in proceedings before a DRT or DRAT.

**(c) Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“Securitisation Act”)**

The Securitisation Act grants certain special rights to banks and financial institutions to enforce their security interests upon non-payment of a secured debt. The Securitisation Act provides that a secured creditor may, in the case of a default in payment of a debt or an instalment thereof, classify the account of the borrower as an NPA, and give notice in writing to the borrower requiring it to discharge its liabilities within 60 days, failing which the following rights accrue to the secured creditor:

- i. taking possession of the assets constituting the security for the loan, including the right to transfer the assets by way of lease, assignment or sale of the asset;
- ii. taking over the management of the business of the borrower, including the right to sell or otherwise dispose of the assets, in case a significant portion of the debtor’s business is held as security;
- iii. appointment of a manager to manage the secured assets; and
- iv. requiring that any person who has acquired any of the secured assets from the borrower and from whom any money is or may become due to the debtor, to pay the secured creditor instead.

Where a secured creditor seeks to take a secured asset into its possession or sell or transfer the same under the provisions of the Securitisation Act, the secured creditor may make a written request to the Chief Metropolitan Magistrate or the District Magistrate within whose jurisdiction the secured asset or relevant documents may be situated or found. Upon such request, the Chief Metropolitan Magistrate or District Magistrate may take possession of such assets and/or relevant documents and forward the same to the creditor, using or directing the use of such force as may be necessary. In addition, the secured creditor may file an application before a DRT or a competent court for recovery of balance amounts, if any, and may take any other measures for the recovery of debts.

Further, the Securitisation Act provides for the creation of a central database by the Central Government for recording rights over any property or creation, modification or satisfaction of any security interest thereon. This registry is to be integrated with registration records under various central registrations, including the Companies Act, 2013, the Registration Act, 1908 and the Motor Vehicles Act, 1988. Any registration of transactions for creation, modification or satisfaction of security interest by a creditor or filing of attachment orders shall be deemed to constitute a public notice. Where a security interest or attachment order upon property in favour of a creditor is filed for registration, the claim of such creditor has priority over any subsequent security interest, transfer or attachment order upon the property.

In addition, the Securitisation Act regulates 'asset reconstruction companies', which are companies intended to carry on the business of securitisation or asset reconstruction. An asset reconstruction company, upon being registered by the RBI, may acquire the financial assets of a bank or financial institution, whereupon it shall be deemed to become the lender in place of the bank in relation to such financial assets, and all rights of the bank or financial institution in relation to such financial assets shall vest in the asset reconstruction company. For the purposes of asset reconstruction, an asset reconstruction company may *inter alia* provide for the management of the business of a borrower (including a change in or takeover of its management), sale or lease of the business of a borrower, rescheduling payment of debts, settlement of dues, enforcement or possession of security interests, or conversion of debt of a borrower into shares.

#### **Anti-Money Laundering laws**

##### ***i) Prevention of Money Laundering Act, 2002 ("PMLA")***

The PMLA was enacted to prevent money laundering and to provide for confiscation of property derived from or involved in, money laundering. The Government, under the PMLA, has issued the Prevention of Money Laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Rules, 2005 ("PML Rules"). The PMLA and PML Rules place various obligations upon banks, financial institutions and other intermediaries in relation to the maintenance of records of all transactions, verification of clients and identification of beneficial owners of clients.

##### ***ii) 'Know Your Customer' ("KYC") Guidelines – Anti Money Laundering Standards ("AML") 'Prevention of Money Laundering Act, 2002 - Obligations of NBFCs in terms of Rules notified thereunder' ("PMLA Master Circular")***

The RBI has issued the PMLA Master Circular dated July 1, 2015 to ensure that a proper policy framework for the implementation of the PMLA and PML Rules is put into place. Pursuant to the provisions of PMLA, PML Rules and the RBI guidelines, all NBFCs are advised to appoint a principal officer for internal reporting of suspicious transactions and cash transactions and to maintain a system of internal reporting for: (i) all cash transactions of value of more than ₹ 10 lakh; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 10 lakh where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 1 million.

Under the PMLA Master Circular, all NBFCs are required to introduce a system of maintaining a proper record of certain transactions, and for the proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity. Further, NBFCs shall exercise on-going due diligence with respect to the business relationship with every client and closely examine the transactions in order to ensure that they are consistent with their knowledge of the client, his business and risk profile and where necessary, the source of funds.

## Laws in relation to foreign investment and external commercial borrowing

### (i) *Foreign Exchange Management Act, 1999 (“FEMA”)*

Foreign investment in Indian securities is regulated through the Consolidated Foreign Direct Investment (“**FDI**”) Policy and Foreign Exchange Management Act, 1999 (“**FEMA**”). The government bodies responsible for granting foreign investment approvals are the ministries / departments concerned of the Government of India and the RBI. The Union Cabinet has approved phasing out the Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the office memorandum dated June 5, 2017, issued by the Department of Economic Affairs, Ministry of Finance, approval of foreign investment under the FDI policy has been entrusted to ministries / departments concerned. Subsequently, the Department of Industrial Policy & Promotion (“**DIPP**”) issued the Standard Operating Procedure for Processing FDI Proposals on June 29, 2017 (the “**SOP**”). The SOP provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route but which required Government approval earlier as per the extant policy during the relevant period, the administrative ministry/department concerned shall act as the competent authority (the “**Competent Authority**”) for the grant of *post facto* approval of foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP shall identify the Competent Authority. The DIPP has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendment to FEMA. In case of any conflict, FEMA prevails.

The Consolidated FDI Policy consolidates the policy framework in place as on October 15, 2020. Further, on January 4, 2018 the RBI released the Master Direction on Foreign Investment in India (updated from time to time). Under the approval route, prior approval from the FIPB or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route may be brought in through the approval route. Approvals are accorded on the recommendation of the FIPB, which is chaired by the Secretary, DIPP, with the Union Finance Secretary, Commerce Secretary and other key Secretaries of the Government of India as its members.

As per the sector specific guidelines of the Government of India, 100% FDI/ Non-Resident Indian (“**NRI**”) investments are allowed under the automatic route in certain NBFC activities subject to compliance with guidelines of the RBI in this regard.

### (ii) *External Commercial borrowing (“ECB”)*

External Commercial Borrowings (“**ECB**”) are commercial loans raised by eligible resident entities from recognised non-resident entities. ECB transactions are governed by clause (d) of sub-section 3 of section 6 of FEMA, and by various regulations, notifications and RBI circulars, which have been consolidated in the RBI Master Direction on External Commercial Borrowings, Trade Credit, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers, dated January 1, 2016 and read in conjunction with RBI Circular dated January 16, 2019 (“**ECB Master Direction**” / “**New ECB framework**”). Under the above Master Direction and New ECB framework, a permitted resident may borrow from a recognised non-resident entity through bank loans; floating / fixed rate notes / bonds / (other than fully and compulsorily convertible instruments; trade credit beyond 3 years; FCCBs: FCEBs and financial Lease. Further plain Vanilla Rupee Denominated Bonds (RDBs) which can be placed privately or listed on exchanges as per host country regulations (only for INR denominated ECBs).

Borrowings through ECB may be raised through one of two options:

- (i) Foreign Currency denominated ECB
- (ii) INR denominated ECBs

Salient covenants of ECBs:

- (a) Minimum Average Maturity Period (“**MAMP**”) of 3 years (manufacturing companies can raise up to US \$ 50 million with 1 year MAMP). If the ECB is raised from foreign equity holder and used for working capital, general corporate purposes or for repayment of Rupee loans will have MAMP of 5 years.
- (b) All-in-cost ceiling is Benchmark rate plus 450 bps. Prepayment charges / Penal interest shall not be more than 2% over and above contracted rate on the outstanding principal amount and will be outside the all-in-cost ceiling.

ECB may be raised by either automatic route or the approval route. Under the automatic route, ECB cases are examined by the Authorised Dealer Category-I, to whom the RBI has delegated the function of monitoring and approving ECB transactions. In borrowings through the approval route, the prospective borrowers are required to forward requests to the RBI through an authorised dealer. The ECB Master Directions prescribe individual limits of ECB that may be raised by an entity under the automatic route per Fiscal, beyond which, the ECB proposals of such

entities shall come under the approval route. Accordingly, an AFC is permitted to raise up to USD 750 million or equivalent through the automatic route.

### **Labour law regulations**

We are required to comply with certain labour and industrial laws, which includes Employees' Provident Funds and Miscellaneous Provisions Act 1952, the Employees State Insurance Act, 1948, the Minimum Wages Act, 1948, the Maternity Benefit Act, 1961, the Payment of Bonus Act, 1965, the Payment of Gratuity Act, 1972, the Payment of Wages Act, 1936, Industrial Disputes Act, 1947, Industrial Employment (Standing Orders) Act, 1946, Equal Remuneration Act, 1976, Public Premises (Eviction of Unauthorized Occupants) Act, 1971, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, amongst others.

### **Tax legislations**

The tax related laws that are applicable to our Company include the Central Goods and Services Tax Act, 2017, the Interstate Goods and Services Tax Act, 2017, various state goods and services tax legislations, the Income Tax Act, the Income Tax Rules, local body taxes in respective states and various applicable GST notifications and circulars.

### **Electricity Sector Regulations**

Our Company also generates power from windmills and sells the same to Tamil Nadu Electricity Board and Gujarat Urja Vikas Nigam Limited. The following laws and regulatory requirements are applicable to our Company.

#### **1. *The Ministry of New and Renewable Energy ("MNRE") regulations***

The MNRE is the Central Government ministry with the mandate for formulating schemes and policies for the research, development, commercialisation and deployment of renewable energy systems / devices for various applications in rural, urban, industrial and commercial sector. The MNRE has issued a number of guidelines and schemes on power generation through renewable sources, including a 'Special Programme on Small Wind Energy and Hybrid Systems'. In order to ensure quality of wind farm projects and equipment, the MNRE introduced the "Revised Guidelines for wind power projects" ("**MNRE Guidelines**") on June 13, 1996 for the benefit of state electricity boards, manufacturers, developers and end-users of energy to ensure proper and orderly growth of the wind power sector. The MNRE Guidelines are periodically updated and issued. The MNRE Guidelines among other things makes provision for proper planning, siting, selection of quality equipment, implementation and performance monitoring of wind power projects. The MNRE Guidelines lay down guidelines for the planned development and implementation of wind power projects.

The MNRE Guidelines set out the conditions that are required to be met for establishing wind farms and manufacturing and supplying equipment for wind power projects. These conditions include submission of detailed project reports, approval of sites for wind power installations, type certification by independent testing and certification agencies (either the Centre of Wind Energy Technology, Chennai or the International certification agency). Further, all installations are to be carried out only on sites that are approved for wind power projects by the MNRE. The MNRE Guidelines stipulate that a no objection certificate will be issued only after analysing the wind data to ensure adequate availability of wind at the specific site. Also, no approval will be granted for a wind power project which involves the installation of used wind turbines imported into India.

#### **2. *The Indian Renewable Energy Development Agency Limited ("IREDA")***

The IREDA is a public limited government company under the administrative control of the MNRE and is engaged in encouraging the production of energy through renewable sources. In this respect, the IREDA offers financial support to specific projects and schemes for generating electricity, and promotes the energy conservation through by improving the efficiency of systems, processes and resources engaged in energy production and distribution. In particular, the IREDA offers scheme and incentives for the promotion of wind based energy production.

#### **3. *Electricity Act, 2003***

Under the Electricity Act, 2003, which repealed all the earlier enactments pertaining to this sector, the activity of generation of wind power does not require any license or permission. Persons engaged in the generation of electricity from wind power are required to register the project being undertaken with State Nodal Agency and obtain permission for inter-grid connectivity from the utility. The government has also announced National Electricity Policy in 2005 to guide the development of the electricity sector in India.

The electricity generated from the wind power project can be used for captive consumption, sale to utility or for transaction under open access as per the prevailing state policy as well as regulatory orders, if any. Various states have announced administrative policies relating to wheeling, banking and buy-back of power.

Further, the Electricity Act, 2003 also mandates that all regulatory commissions should procure certain percentage of power generation from renewable energy sources by all distribution companies. As far as the tariff and wheeling charges are concerned, it is stipulated that they should be decided by respective regulatory commissions as provided under the Electricity Regulatory Commissions Act, 1998.

#### **4. Electricity Regulatory Commissions**

Electricity Act, 2003 retains the two-level regulatory system for the power sector. At the Central Level, the Central Electricity Regulatory Commission (“**CERC**”) is responsible for regulating tariff of generating stations owned by the central government, or those involved in generating or supplying in more than one States, and regulating inter-state transmission of electricity. The State Electricity Regulatory Commissions (“**SERCs**”) on the other hand regulate intra-state transmission and supply of electricity within the jurisdiction of each state. CERC and the SERCs are guided by the National Electricity Policy, 2005, Tariff Policy, 2006 and the National Electricity Plan while discharging their functions under Electricity Act, 2003. The Electricity Regulatory Commissions are also guided by any direction given by the central government for CERC or the state government for the SERC pertaining to any policy involving public interest. The decision of the government is final and non-challengeable with respect to the question that whether directions pertain to policy involving public interest or not. The commissions have been entrusted with a variety of functions including determining tariff, granting licenses, settling disputes between the generating companies and the licensees. The Electricity Regulatory Commissions are a quasi-judicial authority with powers of a civil court and an appeal against the orders of the Commissions lie to the Appellate Tribunal.

The CERC has recently notified the CERC (Terms and Conditions for Recognition and Issuance of Renewable Energy Certificate for Renewable Energy Generation) Regulations on January, 14, 2010 for the promotion of power generation through renewable sources of energy. In this respect, these regulations contemplate two categories of certificates, solar and non-solar certificate. The CERC has designated the National Load Dispatch Center to issue registration certificates and undertakes to provide for the floor price (minimum) and forbearance price (maximum) for non-solar certificates.

#### **Laws relating to intellectual property**

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.



# MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF THE COMPANY

## ARTICLES OF ASSOCIATION\*

OF

## SAKTHI FINANCE LIMITED

### INTRODUCTION

1. The regulations contained in Table “A” in Schedule I to the Companies Act 1956 save as reproduced hereunder, shall not apply to the Company.
2. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof. In these Articles, unless there be something in the subject or context inconsistent therewith or unless the context otherwise requires:
  - a) “ The Act ” means the Companies Act 1956 as amended from time to time;
  - b) “ The Articles ” mean these Articles of Association as originally framed or as altered from time to time;
  - c) “ The Company ” or “ this Company ” shall mean “ SAKTHI FINANCE LIMITED ”;
  - d) “ The Office ” means the Registered Office for the time being of the Company;
  - e) “ Register ” means the Register of Members of the Company required to be maintained under Section 150 of the Act;
  - f) “ Members ” or “ Shareholders ” mean the duly registered holders of the shares as entered in the Register of Members of the Company;
  - g) “ Seal ” means the Common Seal of the Company;
  - h) “ In writing ” or “ written ” means and includes printing, typing, lithographing and other modes of reproducing words in a visible form;
  - i) “ Year ” and “ month ” mean calendar year and calendar month respectively according to the British Calendar;
  - j) “ Rules ” mean rules as framed by the Board of Directors for the conduct of the business of the Company under these Articles;
  - k) Words importing the singular number include, where the context requires, the plural number and *vice versa*.

\* New set of Articles of Association adopted at the Extra-Ordinary General Meeting of the Company held on 21st January 1984.

- l) Words importing the masculine gender include the feminine gender; and
- m) Words importing persons shall, where the context requires, included corporate bodies and companies as well as individuals.

## SHARES

- 3.\* The Authorised Share Capital of the Company shall be as per Clause 5 of the Memorandum of Association of the Company.
4. The Shares of the Company shall be under the control and discretion of the Board who may allot or otherwise dispose of the same or any of them to such person or persons (whether a Member of the Company or not) for the consideration, in such proportion and on such terms and conditions and at such time or times as the Board may, in their absolute discretion think fit and such shares may be issued either at a premium or at par or at discount as per the provisions of the Companies Act 1956, in particular, the Board may issue and allot shares towards payment or adjustment made.
- i) For the properties or goods or machinery bought by the Company; or
  - ii) For the discharge of loans or other liabilities of the Company; or
  - iii) For the service rendered to the Company; or
  - iv) For the amounts spent for the purpose of the Company or for the conduct of the business of the company.
- Any such shares may be issued and allotted as fully paid up shares, as the case may be, provided the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
5. The Company shall have power to issue Preference Shares, including Convertible Cumulative Preference Shares, liable to be redeemed in any manner permissible under the Companies Act 1956 and the Directors may subject to the provisions of the Act, exercise such power in any manner they think fit and provide for the redemption of such shares on such terms, including the right to redeem at a premium or otherwise, as they think fit.
6. The Board, may, subject to the provisions of the Act, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in or debentures of the Company or his procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in or debentures of the Company. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful and reasonable.
- \* (This clause has been altered by passing Special Resolution at the Annual General Meeting held on 24<sup>th</sup> September 2016)
7. Any application signed by any applicant or by any other person on his behalf for shares in the Company or where the power of attorney or other authority under which such application is signed, a notarially certified copy of that power of attorney or authority is deposited at the Registered Office of the Company. Any application signed on behalf of such person, followed by an allotment of any share therein, shall be acceptable of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares or whose name is in the Register shall, for the purpose of these Articles, be a Member of the Company.
8. Shares may be registered in the name of person, Company, Registered Society or other Body Corporate. Not more than four persons shall be registered as joint holders of any shares.
9. Where two or more persons are registered as joint holders of any share, they shall be deemed to hold the same as joint tenants with benefits of survivorship, subject to the following conditions.
- a. The person whose name stands first in the Register in respect of such shares, shall alone be entitled to delivered of the certificate thereof as also dividend on such shares;
  - b. The joint holders shall, severally as well as jointly, be liable for the payment of all instalments and calls due in respect of such shares;
  - c. In case of death of any one or more such joint holders, the survivor(s) shall be the only person(s) recognised by the Company as having any title or interest in such share, but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of deceased joint holder from any liability on the shares held by him jointly with any other person;
  - d. All notices directed to be given to the members shall be given to whichever of such person is named first in the register and notice so given shall be sufficient notice for all the joint holder of such shares.

10. Every shareholder or his executor, administrator or legal representative, having in his control or at his disposal assets of the deceased shareholder, shall pay to the Company the proportion of the capital which may for the time being remain unpaid thereon at such time and in such manner as the Board shall think fit.
11. Every person whose name is entered as a member in the Register of Members shall be entitled to receive within three months after allotment (or within such other period as the conditions of issue shall provide) or one month after the application for the registration of transfer, a certificate under the Common Seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of share or shares held jointly by several persons, the Company shall not be bound to issue more than one share certificate and delivery of a certificate for a share to such person whose name stand first in the Register of Members, shall be sufficient delivery to all such holders. Share certificates shall be issued in market lots without payment of any fees. Where share certificates are issued for either more or less than marketable lots, sub-division/ consolidation into market lots shall be done free of cost.
12. If any certificate be worn out or defaced, then upon production thereof to the Company, the Company, in cancellation of the old certificate, shall issue a new certificate in lieu thereof. If any member requires the certificate pertaining to more than one share to be split into two or more certificates pertaining to one or more shares, the Company may cancel the old certificates and issue new certificate. If any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given and on the payment of out of pocket expenses incurred by the Company in investigating evidence a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate.
13. For every certificate issue under the last preceding clause, there shall be paid to the Company the sum of Rupees two or such smaller sums as the Directors may determine, provided that no fee shall be charged for issue of new certificates in replacement of which are old, decrepit or worn out or cut or where the cages on the reverse for recording transfers have been fully utilised.
14. Every endorsement on the certificate incorporating transfer of shares mentioned therein shall bear the signature of a Directors or such other person as shall from to time be authorised by the Directors for the purpose.
15. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him at the time and place appointed by the Board. A call may be made payable by instalments shall be deemed to have been made when the resolution of the Board authorising such call was passed.
16. The Board, may from time to time, by resolution passed at a meeting of the Board and not by circular resolution, make such calls as they think fit, upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of nominal value of shares or by way of premium) and not by the conditions of allotment thereof, made payable at fixed times and each member shall pay the amount of every call so made on him to the Company, at the time or times and place or places so specified, the amount called on his shares. A call be revoked or postponed at the discretion of the Board.
17. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the holder for the time being in respect of the share for which the call shall have been made or the instalment shall be due shall pay interest for the same at such rate as may, from to time, be fixed by the Board from the day appointed for the payment thereof to the time of the actual payment. The Board shall be at liberty to waive payment of any such interest either wholly or in part.
18. If by the terms of issue any share or otherwise, any amount is made payable upon allotment or at any fixed time or by instalments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notice had been given and all the provisions herein contained in respect of calls shall related to such amount or instalment accordingly.
19. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the amount remaining unpaid on any shares held by him and upon the money so paid in advance or so much thereof as exceeds the amount of the calls then made upon the share in respect of which such advance has been made, the Company may pay interest at such rate as may be fixed by the Board. Money so paid in excess of the amount of calls shall not rank for dividends or confer a right to participate in profits or for the purpose of voting. The Board may at any time repay the amount so advanced upon giving to such member not less than fifteen days' notice in writing.

20. On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered is or was when the claim arose, on the Register of Members of the Company as the holder of one or more shares at or subsequent to the date on which the money sought to be recovered is alleged to have become due; that the resolution making the call is duly recorded in the Minutes Book of the Board and the notice of such call was duly given to the member or his representatives in pursuance of these Articles.
21. The money, if any, which the Board shall, on allotment of any shares being made by it require or direct to be paid by way of deposit, premium, call or otherwise in respect of any shares allotted by it shall immediately on the inscription of the name of the allottee in the Register of Members become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.
22. Save as herein otherwise expressly provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not be bound, except as ordered by a Court of competent jurisdiction or as by statute required, to recognise any trusts whatsoever or any mortgage or charge thereon or any contingent, equitable future, partial or any other claim to or interest in such share on the part of any person other than the registered holder, his executor or administrators or other legal representatives and other than such rights upon transmission as hereinafter provided.
23. If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason for such non-payment.
24. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.
25. If the requirements of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
26. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission to give such notice or to make such entry as aforesaid.
27. Any share so forfeited shall be deemed to be the property of the Company, and the Board may sell, allot or otherwise dispose of the same upon such terms and in such manner as the Board shall think fit.
28. The Board may, at any time before any share so forfeited shall have been sold, allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit or they may assign a smaller number of shares in respect of the paid up value of forfeited shares.
29. A person whose share has been forfeited shall cease to be a member in respect of that share, but shall, notwithstanding remain liable to pay and shall forthwith pay to the Company, all calls or instalments, interest and expenses, owing upon or in respect of such share, at the time of the forfeiture together with interest thereon, from the time of forfeiture until payment at such rate as may be fixed by the Board and the Board may enforce the payment thereof or any part thereof without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so. However, the liability of such a person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
30. The forfeiture of a share shall involve the extinction of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

31. Upon any sale after forfeiture or surrender or for enforcing a lien purported to have been exercised by virtue of the powers given, the Board may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold. A duly verified declaration in writing that the declarant is a Director, Secretary or Manager of the Company, and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.
32. The provisions of these Articles as to the forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
33. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up share) registered in the name of each member (whether solely or jointly with others) for all moneys called or payable at a fixed time in respect of such shares. Any such lien shall extend to all dividends and bonus from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this Article.
34. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or other legal representatives as the case may be and default shall have been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice.
35. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to be purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the certificate in respect of shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.
36. The net proceeds of the sale shall be received by the Company and after payment of the cost of such sale shall be applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall be paid to such member, his executors, or administrators or assigns or other legal representatives as the case may be.

#### **TRANSFER AND TRANSMISSION OF SHARES**

37. Shares in the Company shall be transferred in accordance with the relevant provisions of the Act. The instrument of transfer shall be in writing and in such form as shall from time to time be prescribed under the relevant provisions of the Act.
38. Save as provided in Section 108 of the Act, the Company shall not register a transfer of shares unless proper instrument of transfer duly stamped and executed by or on behalf of the transferor or all the transferors in the case of joint holders, as well as the transferee has been delivered to the Company, along with the certificate relating to the shares. Each signature to such transfer shall be duly attested by one witness who shall add his address.
39. The Directors in their absolute and uncontrolled discretion may, subject to the right of appeal conferred by the Act, refuse to register any proposed transfer of shares whether the proposed transferee is a member of the Company or not, and shall not be bound to give any reason for such refusal. However, the registration of transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person(s) indebted to the Company on any account whatsoever.
40. 1) An application for the registration of transfer of the shares in the Company may be made either by the transferor or the transferee.

- 2) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes 'no objection' to the transfer within two weeks from the receipt of the notice.
- 3) For the purpose of sub-clause (2) above, notice to the transferee shall be deemed to have been duly given if it is despatched by pre-paid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
41. No transfer shall be made to an insolvent or a person of unsound mind or a partnership in the name of the firm and provided in the case of partly paid shares no transfer shall be made in the name of a minor.
42. Every instrument of transfer shall be signed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof.
43. Every instrument of transfer shall be left at the office for registration accompanied by the Certificate of the shares to be transferred, and such other evidence as the Directors may require to prove the title of the transferor of his right to transfer the shares, the transferee shall (subject to the Board's right to decline to Register as herein before mentioned) be registered as a member in respect of such shares. The Directors may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction and on executing an indemnity bond to that effect by the transferor.
44. In no case, shall the Board be bound to inquire into the validity, legal effect or genuineness of any instrument of transfer produced by a person claiming transfer of any share in accordance with these Articles and whether they abstain from so inquiring, or do so inquire, or are misled, the transferor shall have no claim whatsoever upon the Company in respect of the share except for the dividends previously declared in respect thereof and not paid, but his claim, if any, shall be against the transferee only.
45. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the directors may decline to register shall be returned to the person depositing the same.
46. No fees shall be charged for registration of transfers or for effecting transmission or for registering any letters of probate, letters of administration and similar other documents. When a shareholder changes his name or who being a female, marries, may give notice to the Company of the change of name or of the marriage so that the same may be registered with the Company.
- 47A. The executors or administrators of a deceased member, (not being a joint holder) shall be the only persons recognised by the Company as having any title of the shares registered in the name of such member and the Company shall not be bound to recognise such executors or administrators, unless they have first obtained probate or letter of administration as the case may be, from a competent court in India, provided that in any case where the Directors, in their absolute discretion think fit, they may dispense with the production of probate or letters of administration.
- 47B. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title of interest in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it in this behalf or be under any liability whatsoever for refusing or neglecting to do so though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto.
- 47C.1) If the person becoming entitled to any share consequent to the death or lunacy or insolvency of a member elects to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

- 2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.
  - 3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of instruments of transfer of a share shall be applicable to any such notice of transfer as aforesaid as if the death, lunacy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
  - 4) A person so becoming entitled on transmission to a share by reason of the death, lunacy or insolvency of the holder shall subject to the provisions of these Articles and of Section 206 of the Act, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the share.
48. All the provisions herein contained as to the transfer and transmission of shares shall apply *mutatis mutandis* to the transfer and transmission of the debentures of the Company.
- 48A. Notwithstanding anything contained in these Articles, as and when the Company gets its shares or other securities admitted as an eligible Security in the Depository system in accordance with the provisions of the Depositories Act, 1996, the prevailing Rules, Regulations and Bye Laws of the Depository and other applicable laws, if any, the said shares and securities of the Company may be held in dematerialised fungible form and it shall be governed by the provisions of Depositories Act, 1996 as amended from time to time or any rule framed thereunder.

#### **GENERAL AUTHORITY**

49. Wherever it has been provided in the Act that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in all such cases this regulation confers on the Company all such right, privilege or authority and the power to carry out such transaction, as if such right, privilege, authority or power has been conferred on the Company by specific regulation in that behalf herein provided. Without prejudice to the generality of the foregoing and as illustration of such rights, privileges and authorities which the Company shall have the following are set out with the appropriate sections of the Companies Act, 1956;

Section 76: to pay commission on issues of shares / debentures

Section 80: to issue Redeemable Preference Shares

Section 92: to accept unpaid share capital although not called up.

Section 93: to pay dividend in proportion to amount paid up

Section 94: to alter the share capital of the Company

Section 100: to reduce the capital of the Company

Section 106: to alter the rights of holder of special class of shares

#### **MEETINGS OF MEMBERS**

50. All general meetings other than Annual General Meetings shall be called Extra- Ordinary General Meetings.
51. The Board may whenever it thinks fit call an Annual General Meeting / Extra-ordinary General Meeting to be held on such day, time and place as may be considered convenient by the Board. If at any time there are not within India, Directors capable of acting who are sufficient in number to form a quorum (for Board Meetings) any Director or any five members of the Company holding equity shares may call an Annual General Meeting / Extra-ordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

- 52A. The Board may, whenever it thinks fit and necessary, postpone an Annual General Meeting or Extra-Ordinary General Meeting that had been convened by the Board or by the Members or cancel such meeting and reconvene such meeting before such meeting is held or is due to be held. This provision shall not however apply to an Extra-ordinary General Meeting called by the members on requisition.
- 52B. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five members present in person shall constitute the quorum for General Meetings.
53. The Chairman / Executive Chairman of the Board shall be entitled to take the Chair at every General Meeting. If there be no such Chairman / Executive Chairman or if at any Meeting he is not present within thirty minutes after the time appointed for holding such Meeting, or is unwilling to act, the Managing Director shall be entitled to take the Chair. In his absence, or in case he is unwilling to act, the members present shall choose another director as Chairman, and if no Director is present, or if all the Directors present decline to take the Chair then the members present shall on a show of hands or on a poll is properly demanded elect one of their members being a member entitled to vote, to be Chairman of such Meeting.
54. In the case of an equality of votes, both on a show of hands and on a poll, the Chairman of the Meeting shall have a casting vote in addition to the vote(s) to which he may be entitled as a member.
55. The demand of a poll other than for election of Chairman for the meeting for adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 56A. The Chairman may adjourn any meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 56B. When a meeting is adjourned, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting, except when the meeting is adjourned *sine die*.

#### **VOTES OF MEMBERS**

57. Subject to any rights or restrictions for the time being attached to any class or classes of shares.
- a) On a show of hands, every member present in person shall have one vote, and
  - b) On a poll, voting rights of members shall be as laid down in Section 87.
58. In the case of joint-holders, the vote of the senior who tenders a vote in person, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the Register of Members.
59. A member of unsound mind or in respect of whom an order has been made by any Court have jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
60. No member shall be entitled to vote at any General Meeting if all calls or other sums have not been paid by him before the last date thereof fixed by the Board.
61. No objection shall be raised to the validity of any vote whether given personally or by proxy or by attorney except at the Meeting or adjourned meeting or poll at which the vote objected to is given or tendered and every vote whether given personally or by proxy or by attorney to which no objection has been raised at the meeting or poll at which such vote is tendered shall be deemed valid for all purposes whatsoever of such meeting or poll. Any objection made



in due time shall be referred to the Chairman of the meeting whose determination regarding the admission or rejection of the vote, made in good faith, shall be final and conclusive.

### **PROXY**

62. An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit and shall be signed by the member.
63. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notorially certified copy of that power or authority shall be deposited at the office not less than forty - eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No member shall be entitled to lodge a proxy for an adjourned meeting. No proxy shall be used at an adjourned meeting which could not have been used at the original meeting.
64. If more than one instrument of proxy from the same member to vote at the same meeting be deposited with the Company, that instrument of proxy bearing the latest date, shall alone be accepted; if all the instruments bear the same date, then that one of them registered in the books of the Company as having been last deposited with the Company shall alone be accepted. In case several proxies are lodged in respect of the shares held jointly that proxy given by the person whose name stands above the other joint-holders who have also given proxies shall alone be valid, provided none of the joint-holders be present in person at the meeting.
65. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer of the shares shall have been received by the Company at its office at least twenty four hours before the time appointed for the meeting. Provided further that the Chairman of the meeting shall be entitled to require such evidence as he may, in his discretion think fit, of the due execution of an instrument of proxy and that the same has not been revoked.

### **DIRECTORS**

66. The number of Directors shall not be less than three and unless and otherwise determined by a General meeting shall not be more than 12.
67. Any Financial Institutions(s) owned or sponsored either by the Central or State Governments or any other Public or Local Authority shall be entitled to nominate a person as a Director of this Company, provided loan or loans of Rs.10,00,000 or more have been given by such Financial Institutions(s) to the Company. Such rights can be exercised by such Financial Institution(s) from time to time until such loan(s) are completely discharged. Such Directors shall not be liable to retire by rotation.
68. The Board shall have power at any time and from time to time to appoint any person as an Additional Director so that the number of Directors shall not at any time exceed the maximum number fixed by these Articles. The Additional Director so appointed shall hold office only until the conclusion of the next Annual General Meeting of the Company and is eligible for reappointment.
69. No share qualification is required for any person for being appointed as a Director of the Company.
70. Directors desirous of resigning their office shall submit the resignation in writing. The resignation will be effective from the date on which it is received by the Company at its office.

### **ALTERNATE DIRECTORS**

71. The Board may in accordance with and subject to provisions of Section 313 of the Act, appoint any person to act as an Alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.

## PROCEEDINGS OF DIRECTORS

72. The Board may elect a Chairman for its meetings and determine the period for which he is to hold Office.
73. Subject to the provisions of Section 285 of the act the Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the purpose of the business. Until otherwise determined and subject to Section 287 of the Act, two Directors personally present or one third of the total strength, whichever is greater, shall be the quorum.
74. Subject to the provisions of the Act, the Chairman/Executive Chairman or the Managing Director may and the Secretary at the direction of the Chairman / Executive Chairman or the Managing Director, shall at any time convene a meeting of the Board.
75. Subject to the provisions of Section 316 and 372 (5) of the Act, the questions arising at any meetings of the Directors shall be decided by a majority of votes, and in the case of equality of votes, the Chairman shall have a second or casting vote.
76. The meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under these Articles or the Act for the time being vested in or exercisable by the Board.
77. If the quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board, it shall stand adjourned until such date and time as the Chairman / Executive Chairman or in his absence the Managing Director shall appoint.
78. If at any meeting of the Board, the Chairman/Executive Chairman is not present within fifteen minutes from the time appointed for holding the meeting or in case he is unwilling or where no Chairman has been elected in terms of Articles 72, the Managing Director shall occupy the Chair and in the absence of the Managing Director or in case he is unwilling, the Directors present may choose one of their number to be the Chairman of the meeting.
79. The Chairman / Executive Chairman or the Managing Director shall have the power to invite any person or persons not being the member(s) of the Board, to attend the meeting of the Board, but such invitee or invitees shall not be entitled to vote at any time.
80. The items in the agenda of the Notice should have the prior approval of the Chairman / Executive Chairman and in the absence of the Chairman / Executive Chairman from India, of the Managing Director, before the Notice is circulated to the members of the Board.
81. The board may, subject to the provisions of the Act, from time to time and at any time delegate any of its powers to a Committee consisting of such Director or Directors as it thinks fit, and may, from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
82. The meetings and proceedings of any such Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superceded by any regulations made by the Board.
83. Save in those cases where a resolution is required by Section 262,292,297,316 and 372(5) of the Act, to be passed at a meeting of the Board, a resolution shall be valid and effectual as if it has been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or members of the Committee, at their usual address in India and has been approved by such of them as are then in India or by a majority of them as are entitled to vote on the resolution.

84. Subject to the provision of the Act, no Director of the Company shall be disqualified by his office from holding any office or place of profit under the Company or under any Company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contracts, or any contract or arrangement entered into by, or on behalf of the Company in which any Director shall be in any way interested, be avoided, nor shall any Director be liable to account to the company, for any profit arising from any such office or place of profit or realised from any such contracts or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established.

#### **MINUTES**

85. The Directors shall cause minutes to be duly entered in the Books provided for the purposes:-

- a) Of all appointment of Officers;
- b) Of the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
- c) Of all orders made and resolutions required to be passed by the Directors and Committees of Directors; and
- d) Of all resolutions and proceedings of General Meetings of the Company or of any Class of Shareholders and of the Meetings of the Directors and Committees; and any Meetings of the Directors, or of any Committee, or of the Company, if purporting to be signed by the Chairman of the next succeeding meeting shall be received as *prima facie* evidence of the matter stated in such Minutes.

Provided that the Chairman of the meeting may exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

86. The Minutes Book of General Meetings of the Company shall be kept at the office and shall be open for inspection by members during the hours of 2.00 p.m. to 4.00 p.m. on such business days as the Act require it to be open for inspection.

#### **POWERS OF THE DIRECTORS**

87. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to do; provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in General Meeting.

Provided further in exercising any such power or doing any such act or things the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meetings by special resolution but no regulations made by the Company in General Meetings shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

88. Any branch or kind of business, which by the Memorandum of Association of the Company or these Articles is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be kept in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceeds with such branch or kind of business.

89. Subject of the provisions of the Act, the Board may from time to time, as it may think fit, delegate to the Managing Director all or any of the powers hereby conferred upon the Board, other than the power to make calls on members in respect of money unpaid on their shares and to issue debentures.

90. The Board may, subject to the provisions of the Act make such arrangement as it may think fit for the management of the Company's affairs abroad and for this purpose appoint local boards, attorneys and agents and fix their remuneration and delegate to them such powers as the Board may deem requisite or expedient. The Company may exercise all the powers of Section 50 of the Act and the official Seal shall be affixed by the authority in the presence of and the instruments sealed therewith shall be signed by such persons as the Board shall from time to time by writing under the Seal appoint. The Company may also exercise the powers of Sections 157 and 158 of the Act with reference to the keeping of Foreign Registers.
91. The Board may appoint, at any time and from time to time by a power of attorney under the Company's Seal any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board, or by the Act or these Articles and for such period and subject to such conditions as the Board may from time to time think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney, as the Board may think fit.
92. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number falls below the quorum fixed by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company but for no other purpose.
- 93.a) The Board may, subject to this Article and with the sanction of the Company in General Meeting from time to time, at its discretion, raise or borrow or secure payment of any sum or sums of money for the purpose of the Company, by the issue of debentures, convertible or otherwise and to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, or otherwise to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale except uncalled capital and other powers as May be deemed expedient, and to purchase, redeem or pay off such securities;
- b) Any such debentures, bonds or other securities may be issued at a discount, premium or otherwise and with any special privilege as to redemption, surrender, drawings, allotment of shares and attending General Meetings of the Company, appointment of Directors or otherwise;
- c) Debentures and loans with a right of conversion shall not be issued except with the sanction of the Company in General Meeting.
- 94.a) The Board of Directors, subject to the provisions of the Companies Act, 1956 may from time, appoint or reappoint, one or more Directors to the office of the Executive Chairman or Managing Director(s) and / or the Whole time Director(s) for such period as they deem fit. The Executive Chairman/Managing Director(s) and the Whole time Director(s) shall not be liable to retire by rotation so long as they hold the office as such.
- b) The whole time Director(s) shall, subject to the supervision and control of the Board, exercise such powers and authorities and perform such duties as are entrusted to them by the Managing Director(s) from time to time. The appointment of such Managing Director / Whole time Director shall stand terminated if such Director ceases to be a Director of the Company.
95. The Board of Directors may from time to time entrust to and confer upon Executive Chairman / Managing Director or Whole time Director such of the powers exercisable under these articles by the Director as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

#### **REMUNERATION OF DIRECTORS**

96. The remuneration by way of a fee for such Meeting of the Board of Directors or a Committee thereof attended by any Director shall be such sum as may be determined by the Board, but shall not exceed the amount as may be prescribed from time to time by the Central Government. Any Director or all Directors is / are entitled to renounce his/their right

to receive the sitting fees. The Directors shall be entitled to be paid their reasonable travelling, hotel and other out – of – pocket expenses incurred in connection with their attending the Board and Committee Meetings or otherwise incurred in the execution of duties as Directors.

Any Director who attends any Board or Committee meeting shall be entitled to receive sitting fees and travelling expenses for the same notwithstanding that the same meeting was adjourned. Any Director who attends an adjourned Board / Committee meeting shall be entitled to receive sitting fees and travelling expenses for the adjourned meeting also, notwithstanding that he has already received the sitting fees and travelling expenses for the original meeting which was adjourned.

97. If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from headquarters for any of the purposes of the Company or in giving special attention to the business of the Company or as member of a Committee of the Board, then subject to Section 198,309 and 310 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise.
98. The Executive Chairman / Managing Director(s) or Whole time Director(s) shall be paid such remuneration as the Company in General Meeting shall determine subject to the approval of the Central Government wherever necessary.
99. The Chairman of the Company may be paid an annual remuneration of 1% on the net profits of the Company computed in accordance with the provisions of the Companies Act, 1956, subject to the approval of the Company in General Meeting. He shall not be subject to retirement by rotation.
100. Where there is no Executive Chairman/Managing Director/ Whole time Director, the Directors may be paid such remuneration as may be decided by the Board subject to the limits prescribed in Section 309 of the Act.

#### **AUTHENTICATION OF DOCUMENTS**

101. A document purporting to be copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be; that such extract is a true and accurate record of a duly constituted meeting of the Board.

#### **SEAL**

102. The Board shall provide for the safe custody of the Common Seal and the Seal shall never be used except by the authority previously given by the Board or a Committee of the Board in that behalf; any two Directors as the Board may appoint shall sign every instrument to which the Seal is affixed. Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

#### **DIVIDENDS**

103. The Board may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company.
104. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
105. On the declaration of dividend by the General Meetings it shall be paid to the shareholders in proportion to the amount paid up or credited as paid up on each share.
106. A transfer of shares shall not pass the rights to any dividend thereon before the registration of the transfer by the Company.
107. a) Unless otherwise directed any dividend may be paid by cheque or warrant or by a pay slip of receipt having the force of cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register in respect of joint – holding. Every such

cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be responsible for the loss of any cheque, dividend warrant or postal money order sent by post in respect of dividends the registered address at or addresses communicated to the Office beforehand by the member, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or fraudulent encashment thereof by any other means.

b) No unclaimed dividend shall be forfeited by the Board and the Company shall comply with the provisions of Section 205A of the Companies Act, 1956.

### **CAPITALISATION OF PROFITS AND RESERVES**

108. 1) The Company in General Meeting may, upon the recommendation of the Board, resolve:

- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of any of the Profit and Loss Account, or otherwise available for distribution; and
- b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members, who would have been entitled thereto, if distributed by way of dividend and in the same proportion.

2) The sum aforesaid shall not be paid in cash, but shall be applied subject to the provisions contained in clause (3), either in or towards:

- a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid; or partly in the way specified in sub – clause (a) and partly in that specified in sub – clause (b).

3) For the purpose of this Article, a Share Premium Account and a Capital Redemption Reserve fund may be applied only in paying up unissued shares to be issued to the members of the Company as fully paid bonus shares.

4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

A) 1) Whenever such a resolution as aforesaid shall have been passed, the Board shall,

- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares and generally do all acts and things required to give effect thereto.

2) The Board shall have full power:

- a) to make such provision by the issue of fractional certificates or by payment in cash by realising such fractional certificates or otherwise as it thinks fit, in the case of shares becoming distributable in fractions and also
- b) to authorise any person to enter, on behalf of all members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.

3) Any agreement made under such authority shall be effective and binding on all such members.

(B) If the Company shall have redeemed any redeemable preference shares, all or any part of any Capital Redemption Fund arising from the redemption of such shares may, by resolution of the Company, be applied in paying up in full or in part any new shares or any shares then remaining unissued, to be issued to such

members of the Company or other persons as the Directors may resolve up to an amount equal to the nominal amount of the shares so issued.

109. Every Balance Sheet and Profit and Loss Account of the Company when admitted and adopted by the Company in General Meetings shall be conclusive. If any error is discovered therein after the adoption thereof, such error shall be corrected in the accounts of the Company for the subsequent years.

#### **SERVICE OF NOTICE AND DOCUMENTS**

110. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previous to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
111. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall notwithstanding such member be then deceased and whether or not the Company have notice of death be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint-holders thereof and such service shall for all purposes of these Articles be deemed a sufficient service of the notice of documents on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

#### **SECRECY**

112. Every Director, Secretary, Manager, Auditor, Trustee for the Company, its members or debenture holders, member of Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the Company shall, if so required by the Board, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any General Meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.
113. No shareholder or other person, not being a Director, shall be entitled to enter into or upon the premises or the property of the company, or to inspect the Company's premises or properties or the books or the accounts of the Company except to the extent allowed by the Act and subject to such reasonable restrictions as the Company in General Meeting or the Board may impose in this behalf from time to time without the permission of the Board or of the Executive Chairman/Managing Director for the time being, or require the discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company, and which, in the opinion of the Board / Chairman / Executive Chairman or of the Managing Director will be inexpedient, in the interest of the members of the Company, to communicate.

#### **WINDING UP**

114. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the Capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them respectively at the commencement of the winding up.

115. If the Company shall be wound up, whether voluntarily or otherwise the liquidator may, with the sanction of a special resolution, divide among the contributories, *in specie* or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees for the benefit of the contributories, or any of them, as the liquidator, with the like sanction, shall think fit.

#### INDEMNITY

116. Every Director, Secretary or Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, employee or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court (nothing herein contained shall apply to a constituted attorney of the company, unless such attorney is, or is deemed to be, to an officer of the Company).

SI No	Name, address, occupation and description of subscribers	Signature
1	NACHIMUTHU GOUNDER MAHALINGAM  Mirasudar Sakthi Nilayam Nachimuthu Gounder Street Pollachi – 642 001	(Sd/-) N Mahalingam
2	ALAGAPPA GOUNDER SUBRAMANIYAM GOUNDER  Landlord 44, North West Feeder Road Pollachi	(Sd/-) A Subramaniyam

Dated: 30th March 1955

Witness to the above signatures:

(Sd.) V.N.S.SARMA

Accountant

ABT (P) Limited

Pollachi



## SECTION VIII: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore – 641 018, Tamil Nadu between 10.00 a.m. to 3.00 p.m. on any Business Day from the date of the Prospectus until the date of Closure of the Issue.

#### A. MATERIAL CONTRACTS

1. Lead Manager MoU dated June 12, 2021 executed between the Company and the Lead Manager.
2. Registrar MoU dated June 12, 2021 executed between the Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated June 12, 2021 executed between the Company and the Debenture Trustee.
4. Lead Brokers Agreement dated (\*) executed between the Company, the Lead Brokers and Lead Manager.
5. Public Issue Bank, Refund Bank and Sponsor Bank Account Agreement dated (\*) executed between the Company, the Registrar, the Public Issue Bank and the Lead Manager.
6. Tripartite agreement between the Company, Registrar to the Issue and CDSL and the Company, Registrar to the Issue and NSDL, dated September 26, 2001 and October 13, 2001, respectively.

#### B. MATERIAL DOCUMENTS

1. Certificate of Incorporation of the Company dated March 30, 1955, issued under Companies Act, 1913 and Certificate of Incorporation consequent to change of name dated July 27, 1967, issued by Registrar of Companies, Madras.
2. Memorandum and Articles of Association of our Company.
3. The certificate of registration No. 07-00252 dated April 17, 2007 issued by Reserve Bank of India under Section 45IA of the Reserve Bank of India Act, 1934.
4. ICRA Letter no. RTG/Chen/SFL/BLR/145/2122 dated April 22, 2021 for assigning the credit rating for issue of proposed NCDs.
5. ICRA Letter no. ICRA/Sakthi Finance Limited/03062021/2 dated June 03, 2021 for revalidating the credit rating for issue of proposed NCDs.
6. Due Diligence certificate by Debenture Trustee dated June 12, 2021.
7. Copy of the board resolution dated February 13, 2021 approving the Issue.
8. Copy of the resolution dated June 12, 2021 passed by the NCD Issuance Committee, approving the Draft Prospectus.
9. Copy of the resolution dated June (\*), 2021 passed by the NCD Issuance Committee, approving the Prospectus.
10. Copy of the resolution passed by the shareholders of the Company through postal ballot process, result of which were declared on April 5, 2014 approving the overall borrowing limits of the Company.
11. Consents of the Directors, Lead Manager to the Issue, Compliance Officer of our Company, Director (Finance & Operations, who, as a part of his role, discharges the functions of Chief Financial Officer also) Debenture Trustee, Credit Rating Agency for the Issue, Legal Counsel to the Issue, Bankers to the Issue, Lead Brokers and the Registrar to the Issue, to include their names in the Draft Prospectus and Prospectus to act in their respective capacities.

12. Consent Letter dated June 11, 2021 from the current Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI Debt Regulations in this Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as current Statutory Auditor in respect of their (a) examination report dated March 30, 2021 on our Restated Financial Statements and; (b) Independent Auditor report dated March 30, 2021 on unaudited condensed interim financial statements for 9 months ended December 31,2020 and (c) their report dated June 11, 2021 on the Statement of Tax Benefits, included in this prospectus and such consent has not been withdrawn as on the date of this Prospectus.
13. The examination report of Our Current Statutory Auditors dated March 30, 2021 in relation to the Restated Financial Statements included in Draft Prospectus.
14. Statement of Tax Benefits dated June 11, 2021 provided by our Current Statutory Auditors appearing in the Prospectus.
15. Annual Reports of the Company for the last five Financial Years 2016 to 2020.
16. Due Diligence Certificate dated (\*) filed by the Lead Manager with SEBI.
17. Copy of the board resolution dated August 24, 2020 appointing the Managing Director of the Company.
18. Copy of the shareholders’ resolution dated December 17, 2020 appointing the Managing Director of the Company.
19. Agreement relating to re-appointment of Managing Director of the Company executed on December 19, 2020.
20. Copy of the board resolution dated May 29, 2019 appointing Dr. S. Veluswamy as Director (Finance & Operations) of the Company.
21. Copy of the shareholders’ resolution dated September 23, 2019 appointing Dr. S. Veluswamy as Director (Finance & Operations) of the Company.
22. Agreement relating to appointment of Dr. S. Veluswamy as Director (Finance & Operations) of the Company executed on September 29, 2019.
23. Application for in-principle approval for listing made to BSE dated June 12, 2021.
24. In-principle approval for listing from BSE vide its letter no. (\*), 2021 for Issue.

**Any of the contracts or documents mentioned above may be amended or modified any time without reference to the holders in the interest of the Company in compliance with the applicable laws.**

## DECLARATION

We, the undersigned Directors of the Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including relevant provisions of the Companies Act and the rules prescribed thereunder, to the extent applicable, as on the date of this Draft Prospectus 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 Debt Securities) Regulations, 2008, as amended, provisions under the Securities Contract (Regulation) Act, 1956, as amended and rules made thereunder in connection with the Issue have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the above-mentioned acts, rules, regulations, guidelines and circulars as applicable to this Draft Prospectus.

We further certify that all the disclosures and statements made in this Draft Prospectus are in compliance with the applicable legal requirements and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in the light of circumstances under which they were made, misleading and that this Draft Prospectus does not contain any misstatements and/or misrepresentations.

Signed by the Directors of our Company

Sd/-  
M. Manickam  
Chairman  
DIN : 00102233

Sd/-  
P.S. Gopalakrishnan  
Independent Director  
DIN : 00001446

Sd/-  
M. Balasubramaniam  
Vice Chairman and Managing Director  
DIN : 00377053

Sd/-  
Priya Bhansali  
Independent Director  
DIN : 00195848

Sd/-  
M. Srinivaasan  
Director  
DIN : 00102387

Sd/-  
K P Ramakrishnan  
Independent Director  
DIN : 07029959

Sd/-  
A. Selvakumar  
Independent Director  
DIN : 01099806

Sd/-  
S Veluswamy  
Director (Finance and Operations)  
DIN : 05314999

**Date** : June 12, 2021

**Place** : Coimbatore

## ANNEXURES

### A: FINANCIAL STATEMENTS

SI No	Particulars	Page No.
1	Independent Auditor's Review Report on Unaudited Special Purpose Interim Financial Information	F1
2	Unaudited Special Purpose Interim Financial Information for the nine months ended December 31, 2020	F5
3	Examination report on the Restated Financial Statements of our company as at and for the nine months ended December 31, 2020 and for financial years ended March 31, 2020, 2019 and as at April 01, 2018 as issued by the Statutory Auditors (Ind AS) and Examination report on the Restated Financial Statements of our Company as at and for the financial years ended March 31, 2018, 2017, and 2016, as issued by the Statutory Auditors (IGAAP)	F11
4	Restated Financial Statements of our company as at and for the nine months ended December 31, 2020 and for years ended March 31, 2020 and March 31, 2019 as per Ind AS	F14
5	Restated Financial Statements of our company as at and for the financial years ended March 31, 2018, 2017 and 2016 as issued by the Statutory Auditors (IGAAP)	F101

## **Independent Auditor’s Review Report on Unaudited Special purpose Interim Financial Information**

### **TO THE BOARD OF DIRECTORS SAKTHI FINANCE LIMITED**

1. We have reviewed the accompanying Unaudited Special Purpose Interim Financial Information of Sakthi Finance Limited (the “Company”), which comprise the Balance Sheet as at December 31, 2020, the Statement of Profit and Loss (including other comprehensive income), the statement of cash flows, the statement of changes in equity and a summary statement of significant accounting policies and other explanatory information for the nine months ended December 31, 2020. The Unaudited Special Purpose Interim Financial Information have been prepared by the Management of the Company on the basis stated in Notes to the Unaudited Special Purpose Interim Financial Information.

### **Management’s Responsibility for the Unaudited Special Purpose Interim Financial Information**

2. The Company’s Board of Directors is responsible with respect to preparation and presentation of the Unaudited Special Purpose Interim Financial Information in accordance with the basis stated in Notes to the Unaudited Special Purpose Interim Financial Information. The Management’s responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of Unaudited Special Purpose Interim Financial Information that are free from material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

3. We conducted our review of the Unaudited Special Purpose Interim Financial Information in accordance with the Standard on Review Engagements (SRE) 2410 ‘Review of Interim Financial Information Performed by the Independent Auditor of the Entity’, issued by the Institute of Chartered Accountants of India. Our review includes, making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Unaudited Special Purpose Interim Financial Information have not been prepared, in all material respects, in accordance with the basis set out in Notes to the Unaudited Special Purpose Interim Financial Information.

### **Emphasis of Matter**

5. We draw attention to Note 5, 6 and 7 of the accompanying Unaudited Special Purpose Interim Financial Information, with respect to moratorium benefit extended to eligible borrowers, the staging/classification of those accounts on December 31, 2020 is based on the days past due status considering the benefit of moratorium period as per COVID-19 Regulatory Package announced by the Reserve Bank of India vide notifications dated March 27, 2020, April 17, 2020 and May 23, 2020. Further, the extent to which the COVID-19 pandemic will impact the financial performance is dependent on future developments, which are highly uncertain. Our conclusion on the Statement is not modified in respect of this matter.

**Restriction on use**

6. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of inclusion in the Prospectus documents in connection with Proposed Public Issue of Secured Redeemable Non-Convertible Debentures and Unsecured Redeemable Non-Convertible Debentures by Sakthi Finance Limited of face value of ₹ 1,000 each for base issue up to ₹ 100 Crore with an option to retain over-subscription up to ₹ 100 Crore, aggregating to ₹ 200 Crore and these Unaudited Interim Financial Information may not be meaningful for any other purpose. This report not to be used, referred to or distributed for any other purpose without our prior written consent.

**For P K NAGARAJAN & CO.,**

Chartered Accountants

Firm Registration Number: 016676S

**S P Muthusami**

Partner

Coimbatore

Membership Number: 224171

March 30, 2021

UDIN: 21224171AAAAFR4121

## Sakthi Finance Limited

### (2) Unaudited Special Purpose Interim Financial Information

(I) Statement of Balance sheet		(₹ Lakh)
PARTICULARS	Note	As at 31 <sup>st</sup> December 2020
<b>ASSETS</b>		
<b>Financial Assets</b>		
Cash and cash Equivalents	3	425.79
Bank Balances other than Cash and cash Equivalents	4	594.69
Receivables	5	
(i) Trade Receivables		177.17
(ii) Other Receivables		10.06
Loans	6	110,686.97
Investments	7	2,672.70
Other Financial Assets	8	2,330.23
<b>Non-Financial Assets</b>		
Current tax Assets (net)		24.77
Deferred tax Assets (net)		-
Investment Property	9	280.95
Property, Plant and Equipment	10 (a)	6,147.86
Right of use assets		1,103.34
Intangible Assets under development	10 (b)	59.72
Other Intangible Assets	10 (c)	100.56
Other Non-Financial Assets	11	663.86
<b>Total Assets</b>		<b>125,278.67</b>

<b>(I) Statement of Balance Sheet- Contd</b>		<b>(₹ Lakh)</b>
<b>Particulars</b>	<b>Note</b>	<b>As at</b>
		<b>31st December 2020</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Financial Liabilities</b>		
<b>Payables</b>	12	
<b>(I) Trade Payable</b>		
(i) Total outstanding dues of micro enterprises and small enterprises		3.58
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		148.27
<b>(II) Other Payables</b>		
(i) Total outstanding dues of micro enterprises and small enterprises		-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		98.48
Debt Securities	13	29,667.50
Borrowings (Other than debt securities)	14	24,340.10
Deposits	15	17,378.05
Sub-ordinated Liabilities	16	32,932.05
Other Financial Liabilities	17	1,486.34
<b>Non-Financial Liabilities</b>		
Current tax Liabilities (net)		-
Provisions	18	129.18
Deferred tax Liabilities (net)	19	60.31
Other Non-Financial Liabilities	20	52.99

<b>Equity</b>		
Equity Share Capital	21	6,470.59
Other Equity*	22	12,511.23
<b>Total Liabilities and Equity</b>		<b>125,278.67</b>
See accompanying Notes forming an integral part of the restated/ reformatted financial statements	1 – 53	
*Refer Statement of Changes in other equity details		

As per our report attached

For P.K.Nagarajan & Co.,  
Chartered Accountants  
Firm Regn. No.:016676S  
S.P.Muthusami  
Partner  
Membership Number : 224171  
Place : Coimbatore  
Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam	M.Manickam
Vice Chairman and	Chairman
Managing Director	DIN: 00102233
DIN: 00377053	
S. Venkatesh	S. Veluswamy
Company Secretary	Director (Finance & Operations)
Membership no - FCS 7012	DIN: 05314999



## Sakthi Finance Limited

### (2) Unaudited Special Purpose Interim Financial Information

(II) Statement of Profit and Loss		(₹ Lakh)
Particulars	Note	9 M Period ended 31 <sup>st</sup> December 2020
<b>Revenue from Operations</b>		
Interest Income	23	12,207.73
Rental Income		2.64
Fees and Commission Income	24	195.66
Sale of power from Wind Mills	25	153.32
Recovery of Bad Debts		16.53
<b>Total Revenue from operations</b>		12,575.88
Other Income	26	0.47
<b>Total Income</b>		12,576.35
<b>Expenses</b>		
Finance Costs	27	7,794.68
Fees and commission expense		173.29
Impairment on financial instruments	28	586.91
Employee Benefits Expense	29	1,852.89
Depreciation and Amortization	30	318.50
Other Expenses	31	911.88
<b>Total Expenses</b>		11,638.15
<b>Profit before Exceptional and Extraordinary Items and Tax</b>		938.20
Exceptional Items		-
<b>Profit before Tax</b>		938.20
<b>Tax Expense</b>		218.32
- Current Tax		369.44
- Deferred Tax		(151.12)
- Provision for Taxation (earlier years)		-
<b>Profit for the year</b>		719.88
Surplus for the year carried to Balance Sheet		719.88
<b>Other Comprehensive Income</b>		
<b>(A) Items that will not be reclassified to profit or loss</b>		
Fair value changes in Equity Instruments		15.37
Actuarial Changes in Defined benefit obligation		(17.00)
Income Tax relating to items that will not be reclassified to profit or loss		4.28
Sub Total (A)		2.65

(II) Statement of Profit and Loss- Contd		(₹ Lakh)
Particulars	Note	9 M Period ended 31st December 2020
(B) Items that will be reclassified to profit or loss		-
<b>Total Other Comprehensive Income (A+B)</b>		2.65
<b>Total Comprehensive Income</b>		722.53
<b>Earnings per Equity Share</b>		10.00
Par Value per Equity Share (₹)		
- Basic (₹)		1.12
- Diluted (₹)		1.12
See accompanying Notes forming an integral part of the Restated/Reaffirmed financial statements	1-53	

As per our report attached

For and on behalf of the Board

For P.K.Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S.Venkatesh

Company Secretary

Membership no - FCS 7012

M.Manickam

Chairman

DIN: 00102233

S. Veluswamy

Director (Finance & Operations)

DIN: 05314999

**Statement of changes in Equity for the Nine months ended December 31, 2020**

**A. EQUITY SHARE CAPITAL (Issued, Subscribed and fully paid-up)**

Balance as at 1st April 2020	Changes in equity share capital during the year	Balance as at 31st December 2020 (₹ Lakh)
6,470.59	-	6,470.59

**B. OTHER EQUITY**

Particulars	Reserves and Surplus						Items of Other Comprehensive Income		Total
	Statutory Reserves	Capital Reserve	Securities Premium	General Reserve	Debenture Redemption Reserve	Retained Earnings	Equity Instruments	Actuarial changes in defined benefit obligation	
<b>Balance as at 31st March 2020</b>	<b>3,167.51</b>	<b>52.61</b>	<b>1,430.92</b>	<b>4,436.00</b>	-	<b>3,126.52</b>	<b>(48.92)</b>	<b>12.30</b>	<b>12,176.94</b>
Profit / (Loss) for the year	-	-	-	-	-	719.88	-	-	<b>719.88</b>
Dividends	-	-	-	-	-	(388.24)	-	-	<b>(388.24)</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	15.37	(12.72)	<b>2.65</b>
Transfer to retained earnings	-	-	-	-	-	-	-	-	-
Transfer from Debenture Redemption Reserve to General Reserve	-	-	-	-	-	-	-	-	-
Securities Premium on Preferential Issue of Equity Shares	-	-	-	-	-	-	-	-	-
NCD Public Issue Expenses	-	-	-	-	-	-	-	-	-
Transfer to Statutory Reserve	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st December 2020</b>	<b>3,167.51</b>	<b>52.61</b>	<b>1,430.92</b>	<b>4,436.00</b>	-	<b>3,458.16</b>	<b>(33.55)</b>	<b>(0.42)</b>	<b>12,511.23</b>

As per our report attached

For P.K.Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S.Venkatesh

Company Secretary

Membership no - FCS  
7012

M.Manickam

Chairman

DIN: 00102233

S. Veluswamy

Director (Finance & Operations)

DIN: 05314999

**Sakthi Finance Limited**

**(2) Unaudited Special Purpose Interim Financial Information**

<b>(III) Cash Flow Statement</b>		<b>(₹ Lakh)</b>
<b>Particulars</b>	<b>9 M Period ended 31st December 2020</b>	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax		<b>938.20</b>
<b>Adjustment to reconcile profit before tax to net cash flows</b>		
<b>Non-cash expenses</b>		
Depreciation and amortization		318.50
Impairment on Loan Assets		559.92
Bad debts and write-offs		25.61
Remeasurement gain/(loss) on defined benefit plans		(17.00)
Impairment on investments		2.47
Impairment on Trade receivables		(1.09)
Amortization of fees and Commission on financial liability		151.78
<b>Income/expenses considered separately</b>		
Income from investing activities		(190.92)
Net gain/loss on derecognition of property, plant and equipment		0.22
Finance costs		7794.68
<b>Operating profit before working capital changes</b>		<b>9582.37</b>
<b>Movements in Working Capital:</b>		
Decrease/(increase) in loans		(4226.32)
Decrease / (increase) in Trade receivables		59.91
Decrease / (increase) in other financial assets		(166.85)
Decrease / (increase) in other non-financial assets		(16.79)
Increase / (decrease) in Trade Payables		(15.78)
Increase / (decrease) in Other Payables		(3.51)
Increase / (decrease) in other financial liabilities		(149.19)
Increase / (decrease) in Lease liabilities		-
Increase /(decrease) in other non-financial liabilities		(38.90)
Increase /(decrease) in Provisions		7.45
<b>Cash used in operations</b>		<b>(4550.00)</b>
Income taxes paid (net of refunds)		(357.41)
Interest received on Bank deposits		24.51
Finance costs paid		(6569.09)
<b>Net Cash flows from / (used in) Operating activities (A)</b>		<b>(1869.62)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets		(68.43)
Purchase of investments at amortised cost		-
Proceeds from sale of investments at amortised cost		-
Proceeds from sale of property, plant and equipment and intangible assets		0.35
Interest income received from investment at amortised cost		166.41
Increase in earmarked balances with banks		(125.30)
<b>Net cash flows from / (used in) investing activities (B)</b>		<b>(26.97)</b>

		₹ lakh
	Particulars	9 M Period ended 31st December 2020
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	
	Proceeds from issue of equity shares	-
	Issue Expense of Debt Securities	(323.29)
	Proceeds from borrowings through debt securities	13,349.41
	Repayment of borrowings through debt securities	(15375.69)
	Proceeds from borrowings through Deposits	702.12
	Repayment of borrowings through Deposits	(2426.38)
	Proceeds from borrowings other than debt securities	5600.00
	Repayment of borrowings other than debt securities	(2715.21)
	Proceeds from borrowings through subordinated liabilities	2668.70
	Repayment of borrowings through subordinated liabilities	(33.76)
	(Increase) / decrease in loan repayable on demand	237.11
	Lease liability paid	(85.18)
	Dividend paid (including tax)	(388.24)
	<b>Net cash flows from financing activities (C)</b>	<b>1209.59</b>
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	(687.00)
	Cash and cash equivalents at the beginning of the year	1112.79
	<b>Cash and cash equivalents at the end of the year</b>	<b>425.79</b>
	<b>Net cash provided by / (used in) operating activities includes</b>	
	Interest received	12016.81
	Interest paid	(6569.09)
	Net cash provided by / (used in) operating activities	<b>5447.72</b>
	<b>Components of cash and cash equivalents</b>	
	<b>Cash and cash equivalents at the end of the year</b>	
	i) Cash in hand	238.51
	ii) Cheques on hand	85.14
	iii) Balances with banks (of the nature of cash and cash equivalents)	102.14
	<b>Total</b>	<b>425.79</b>
	See accompanying Notes forming an integral part of the Restated/Reaffirmed financial statements	1-53

As per our report attached

For and on behalf of the Board

For P.K.Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S.Venkatesh

Company Secretary

Membership no - FCS 7012

M.Manickam

Chairman

DIN: 00102233

S. Veluswamy

Director (Finance & Operations)

DIN: 05314999

## Selected explanatory notes to the Unaudited Special Purpose Interim Financial Information

### Basis of Preparation

1. These Unaudited Special Purpose Interim Financial Information comprising the Balance Sheet as at December 31,2020 and the Statement of Profit and Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the nine months ended December 31,2020 together with the selected explanatory notes thereon (together hereinafter referred to as the “Unaudited Special Purpose Interim Financial Information”), have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standard 34 “ Interim Financial Reporting” (“**Ind-AS 34**”) prescribed under section 133 of the Companies Act 2013 including subsequent amendment thereto and accordingly, all the disclosures as required under Ind AS have not been furnished in these Unaudited Special Purpose Interim Financial Information. The results of interim periods are not necessarily indicative of the results that may be expected for any interim period or for the full year. These Unaudited Special Purpose Interim Financial Information have been prepared for the purpose of inclusion in the Draft Prospectus/ Prospectus in connection with Proposed Public Issue of Secured Redeemable Non-Convertible Debentures and Unsecured Redeemable Non-Convertible Debentures by Sakthi Finance Limited of face value of ₹ 1,000 each for base issue up to ₹ 100 Crore with an option to retain over-subscription up to ₹ 100 Crore, aggregating to ₹ 200 Crore.
2. Appropriations to the Special Reserve under Section 45-IC of Reserve Bank of India Act, 1934 are carried out annually out of distributable profits of the Company.
3. The Unaudited Special Purpose Interim Financial Information have been approved by the Board of Directors at their meeting held on March 30, 2021.
4. The Expected Credit Loss on Financial Assets has been provided on an estimated basis.
5. The company has granted moratorium up to six months on the payment of instalments falling due between March 1, 2020 and August 31, 2020 to all the eligible borrowers based on the Board approved moratorium policy in line with the Reserve Bank of India (“RBI”) guidelines issued on March 27, 2020 and May 23, 2020 relating to ‘COVID-19 - Regulatory Package’ and RBI guidelines on EMI moratorium dated April 17, 2020.

Extension of such moratorium benefit to the borrowers as per the COVID-19 Regulatory package of the RBI by itself is not considered to result in significant increase in credit risk as per Ind AS 109 for staging of accounts. The Company continues to recognize interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period does not result in accounts becoming past due.

The Company has not classified any accounts for which moratorium has been granted as Non-performing assets (“NPA”) which were not declared as NPA till August 31, 2020 in view of Honorable Supreme Court's Interim Order dated September 3, 2020 (Public Interest Litigation (PIL) by Gajendra Sharma Vs Union of India & ANR).

6. In terms of RBI Circular No. RBI/2019-20/220 DOR.No.BP.BC.63/21.04.048/ 2019-20 dated April 17, 2020 on “COVID19 Regulatory Package - Asset Classification and Provisioning”, the company had ₹ 4,109 lakhs in SMA/overdue categories, where the moratorium /deferment was extended in terms of paragraph 2 and 3 out of the same, ₹ 478 lakhs were given the asset classification benefits for which an additional provision of ₹ 23.92 lakhs were made during March 2020 and ₹ 23.28 lakhs made during June 2020. Further, no provisions have been adjusted against any slippages during the respective and subsequent accounting periods.
7. The Code on Social Security 2020 (“**the Code**”) has been enacted and the effective date from which changes are applicable and the rules thereunder is yet to be notified. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.

For and on behalf of the Board

For P.K.Nagarajan & Co.,	M.Balasubramaniam	M.Manickam
Chartered Accountants	Vice Chairman and	Chairman
Firm Regn. No.:016676S	Managing Director	DIN: 00102233
S.P.Muthusami	DIN: 00377053	
Partner	S.Venkatesh	S. Veluswamy
Membership Number : 224171	Company Secretary	Director (Finance & Operations)
Place : Coimbatore	Membership no - FCS 7012	DIN: 05314999
Date : 30 <sup>th</sup> March 2021		

**Independent Auditor’s Examination Report on Restated Financial Information of Sakthi Finance Limited as at and for the nine months ended 31<sup>st</sup> December 2020 and financial years ended 31<sup>st</sup> March, 2020, 2019, 2018, 2017 and 2016**

The Board of Directors  
Sakthi Finance Limited  
62, Dr. Nanjappa Road  
Coimbatore – 641 018

Dear Sirs,

We have examined the attached Restated Financial Information of Sakthi Finance Limited, (“**the Company**”) comprising

- (i) the Reformatted Statement of Assets and Liabilities as at 31<sup>st</sup> December 2020, 31<sup>st</sup> March 2020, 31<sup>st</sup> March 2019 and 1<sup>st</sup> April 2018, the Reformatted Statement of Profit and Loss (including other comprehensive income) for the nine months ended 31<sup>st</sup> December 2020 and financial years ended 31<sup>st</sup> March 2020 and 2019, the Reformatted Statement of changes in equity for the nine months period ended 31<sup>st</sup> December 2020 and financial years ended 31<sup>st</sup> March 2020 and 2019, the Reformatted Cash Flow Statement for the nine months period ended 31<sup>st</sup> December 2020 and financial years ended 31<sup>st</sup> March 2020, and 2019 and the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Financial Information –Part A”)
- (ii) the Restated Statement of Assets and Liabilities as at 31<sup>st</sup> March 2018, 2017 and 2016, the Restated Statement of Profit and Loss for the financial years ended 31<sup>st</sup> March 2018, 2017 and 2016, the Restated Cash Flow Statement for the financial years ended 31<sup>st</sup> March 2018, 2017, and 2016, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Financial Information – Part B”)
- (iii) the Restated Financial Information – Part A and the Restated Financial Information – Part B (collectively, the “Restated Financial Information”) has been approved by the Board of Directors of the Company at their meeting held on 30<sup>th</sup> March 2021 for the purpose of inclusion in the Draft Prospectus/Prospectus prepared by the Company in connection with its proposed public issue of secured redeemable non-convertible debentures and unsecured redeemable non-convertible debentures of face value of ₹. 1000 each (“NCDs”) for base issue of upto ₹ 100 crores along with an option to retain over-subscription upto ₹ 100 crores for issuance of additional NCDs, aggregating upto ₹ 200 crores (hereinafter referred to as the “Issue”) prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
  - b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008 (the “Debt Regulations”), as amended; and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

**Management Responsibility:**

1. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the **Draft** Prospectus/Prospectus to be filed with Securities and Exchange Board of India, BSE Limited and Registrar of Companies in connection with the issue. The Restated Financial Information have been prepared by the management of the Company based on
  - a. Unaudited special purpose interim Ind AS financial statements of the company as at and for the nine months period ended 31<sup>st</sup> December 2020 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Ind AS Financial Statements” which have been approved by the Board of Directors at their meeting held on 30<sup>th</sup> March 2021
  - b. The Audited Ind AS financial statements of the company as at and for the year ended 31<sup>st</sup> March 2020 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles

generally accepted in India, which have been approved by the Board of Directors at their meeting held on 30<sup>th</sup> July 2020.

- c. The Audited Financial Statements of the Company as at and for the financial years ended 31<sup>st</sup> March 2018, 2017 and 2016 prepared in accordance with the accounting standards notified under the section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended (“**Indian GAAP**”) which have been approved by the Board of Directors at the meetings held on 30<sup>th</sup> May 2018, 24<sup>th</sup> May 2017 and 28<sup>th</sup> May 2016 respectively.

The **responsibilities of Company’s Board of Directors** include designing, implementing, and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, Debt Regulations and the Guidance Note.

**Auditor’s Responsibility:**

2. We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with the Company in accordance with our engagement letter dated 13<sup>th</sup> February 2021 in connection with the proposed issue of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain **reasonable assurance** based on verification of evidence supporting the Restated Financial Information; and
- d) The requirements of Section 26 of the Act and the Debt Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, Debt Regulations and the **Guidance Note** in connection with the proposed issue.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Service Engagements to the extent applicable to this assignment.

These Restated Financial Information have been compiled by the management from:

- a) Unaudited special purpose interim Ind AS financial statements of the company as at and for the nine months period ended 31<sup>st</sup> December 2020 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Ind AS Financial Statements”) which have been approved by the Board of Directors at their meeting held on 30<sup>th</sup> March 2021.
- b) Audited Ind AS financial statements of the company as at and for the year ended 31<sup>st</sup> March 2020 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 30<sup>th</sup> July 2020. The comparative information for the year ended 31<sup>st</sup> March 2020, included in such financial statements have been prepared by making Ind AS adjustments to the audited financial statements of the Company as at and for the year ended 31<sup>st</sup> March 2019 and as at 1<sup>st</sup> April 2018 prepared in accordance with Indian GAAP which was approved by the Board of directors at their meeting held on 30<sup>th</sup> July 2020.
- c) The Audited Financial Statements of the Company as at and for the financial years ended 31<sup>st</sup> March 2018, 2017 and 2016 prepared in accordance with the Indian GAAP which have been approved by the Board of Directors at the meetings held on 30<sup>th</sup> May 2018, 24<sup>th</sup> May 2017 and 28<sup>th</sup> May 2016 respectively.

3. For the purpose of our examination, we have relied on:

- a) Our Review report dated 30<sup>th</sup> March 2021 for the nine months ended 31<sup>st</sup> December 2020 and Auditors’ report dated 30<sup>th</sup> July 2020, 29<sup>th</sup> May 2019 and 30<sup>th</sup> May 2018 for the financial years ended 31<sup>st</sup> March 2020, 2019 and 2018 respectively; and
- b) Auditors’ report issued by the predecessor Auditors, M/s P N Raghavendra Rao & Co., dated 24<sup>th</sup> May 2017 and 28<sup>th</sup> May 2016 for the financial years ended 31<sup>st</sup> March 2017 and 2016 respectively.



The audit for the financial years ended, 31<sup>st</sup> March 2017 and 2016 were conducted by the Company's previous auditors, M/s P N Raghavendra Rao & Co., and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statement of profit and loss, Cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information examined by them for the said years.

4. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:
- a) have been prepared in accordance with the basis of preparation as set out in the Annexure IV to the Restated Financial Information – Part A and Annexure IV to the Restated Financial Information – Part B.
  - b) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications in the financial years ended 31<sup>st</sup> March 2017 and 2016 of Restated Financial Information – Part B.
  - c) have been prepared in accordance with the Act, Debt Regulations and the Guidance Note.

#### **Emphasis of Matter**

5. We draw attention to Note No. 2(d) of Annexure IV to the Restated Financial Information – Part A, which explains the impact of the COVID 19 pandemic and management assessment of the probable material impact on Company's operations and financial metrics, including the non-fulfillment of the obligations by the customers due to lock-down, extended moratorium allowed by Government and other restrictions related to Covid-19 situation. Our opinion is not modified in respect of this matter.

#### **Other Financial Information**

6. At the Company's request we have also examined the following other information proposed to be included in the draft prospectus/prospectus prepared by the Management and approved by the Board of Directors of the Company and annexed to this report relating to the Company, as at and for each of the years ended 31<sup>st</sup> March, 2020, 2019, 2018, 2017, and 2016
- a. Statement of Dividend paid
7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim Ind AS financial statements for the nine months ended 31<sup>st</sup> December 2020 and audited financial statements for the financial years ended 31<sup>st</sup> March 2020, 2019, 2018, 2017, and 2016.
8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus to be filed with the Securities and Exchange Board of India, BSE Limited and Registrar of Companies, Tamil Nadu, Coimbatore in connection with the issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. 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 report is shown or into whose hands it may come without our prior consent in writing.

**For P K NAGARAJAN & CO.,**  
Chartered Accountants  
Firm Registration Number: 016676S

**S P Muthusami**  
Partner  
Membership Number: 224171  
UDIN: 21224171AAAAFQ6149

Coimbatore  
March 30, 2021

**Restated Financial Information Part (A)**

		<b>Annexure (I)</b>			<b>(₹ Lakh)</b>
<b>Restated Summary Statement of Assets and Liabilities</b>		<b>As at 31st</b>			<b>As at 1st</b>
<b>PARTICULARS</b>	<b>Note</b>	December 2020	March 2020	March 2019	April 2018
<b>ASSETS</b>		(Limited Review)	Audited	Audited	Audited
<b>Financial Assets</b>					
Cash and cash Equivalents	<b>3</b>	425.79	1,112.79	3,359.77	3,764.70
Bank Balances other than Cash and cash Equivalents	<b>4</b>	594.69	469.39	695.04	1,386.66
Receivables	<b>5</b>				
(i) Trade Receivables		177.17	237.36	114.81	96.25
(ii) Other Receivables		10.06	8.69	6.72	8.54
Loans	<b>6</b>	110,686.97	107,046.18	92,654.12	89,471.14
Investments	<b>7</b>	2,672.70	2,659.80	2,783.09	2,558.42
Other Financial Assets	<b>8</b>	2,330.23	2,044.27	1,743.13	1,767.27
<b>Non-Financial Assets</b>					
Current tax Assets (net)		24.77	36.80	50.06	-
Deferred tax Assets (net)		-	-	-	-
Investment Property	<b>9</b>	280.95	284.41	289.01	293.61
Property, Plant and Equipment	<b>10 (a)</b>	6,147.86	6,316.65	6,474.52	6,527.16
Right of use assets		1,103.34	1,331.08	1,430.93	1,519.28
Intangible Assets under development	<b>10 (b)</b>	59.72	15.07	-	68.20
Other Intangible Assets	<b>10 (c)</b>	100.56	114.95	190.33	157.51
Other Non-Financial Assets	<b>11</b>	663.86	323.78	270.45	157.45
<b>Total Assets</b>		<b>125,278.67</b>	<b>122,001.22</b>	<b>110,061.98</b>	<b>107,776.19</b>

		Annexure (I)			(₹ Lakh)
Restated Summary Statement of Assets and Liabilities- Contd.		As at 31st			As at 1st
PARTICULARS	Note	December 2020	March 2020	March 2019	April 2018
<b>LIABILITIES AND EQUITY</b>					
<b>Liabilities</b>					
<b>Financial Liabilities</b>					
<b>Payables</b>					
<b>(I) Trade Payable</b>					
(i) Total outstanding dues of micro enterprises and small enterprises		3.58	6.87	0.33	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		148.27	160.76	185.23	117.89
<b>(II) Other Payables</b>					
(i) Total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		98.48	101.99	251.05	140.08
Debt Securities	<b>13</b>	29,667.50	31,453.32	26,308.25	30,952.98
Borrowings (Other than debt securities)	<b>14</b>	24,340.10	21,218.20	20,793.20	19,481.34
Deposits	<b>15</b>	17,378.05	19,046.38	18,348.07	17,029.53
Sub-ordinated Liabilities	<b>16</b>	32,932.05	29,216.13	25,825.96	21,884.12
Other Financial Liabilities	<b>17</b>	1,486.34	1,720.71	1,726.69	1,595.87
<b>Non-Financial Liabilities</b>					
Current tax Liabilities (net)		-	-	-	56.95
Provisions	<b>18</b>	129.18	121.73	104.19	174.04
Deferred tax Liabilities (net)	<b>19</b>	60.31	215.71	376.25	539.26
Other Non-Financial Liabilities	<b>20</b>	52.99	91.89	105.29	90.29
<b>Equity</b>					
Equity Share Capital	<b>21</b>	6,470.59	6,470.59	5,000.00	5,000.00
Other Equity*	<b>22</b>	12,511.23	12,176.94	11,037.47	10,713.84
<b>Total Liabilities and Equity</b>		<b>125,278.67</b>	<b>122,001.22</b>	<b>110,061.98</b>	<b>107,776.19</b>
See accompanying Notes forming an integral part of the restated/reformatted financial statements 1-53					

As per our report attached

For P.K.Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S.Venkatesh

Company Secretary

Membership no - FCS 7012

M.Manickam

Chairman

DIN: 00102233

S. Veluswamy

Director (Finance & Operations)

DIN: 05314999

Restated Summary Statement of Profit and Loss		Annexure (II)		(₹ Lakh)
		For Nine Months ended 31 <sup>st</sup> December	For the Year ended 31 <sup>st</sup> March	
PARTICULARS	Note	2020	2020	2019
<b>Revenue from Operations</b>				
Interest Income	23	12,207.73	16,158.72	15,614.06
Rental Income		2.64	21.13	24.99
Fees and Commission Income	24	195.66	483.89	732.64
Sale of power from Wind Mills	25	153.32	208.43	217.66
Recovery of Bad Debts		16.53	150.44	215.64
<b>Total Revenue from operations</b>		12,575.88	17,022.61	16,804.99
Other Income	26	0.47	0.40	4.80
<b>Total Income</b>		12,576.35	17,023.01	16,809.79
<b>Expenses</b>				
Finance Costs	27	7,794.68	10,109.40	10,026.54
Fees and commission expense		173.29	174.25	93.81
Impairment on financial instruments	28	586.91	729.44	638.72
Employee Benefits Expense	29	1,852.89	2,633.57	2,466.47
Depreciation and Amortization	30	318.50	465.61	438.72
Other Expenses	31	911.88	1,509.71	1,766.22
<b>Total Expenses</b>		11,638.15	15,621.98	15,430.48
<b>Profit before Exceptional and Extraordinary Items and Tax</b>		938.20	1,401.03	1,379.31
Exceptional Items		-	-	-
<b>Profit before Tax</b>		938.20	1,401.03	1,379.31
<b>Tax Expense</b>		218.32	283.09	421.82
- Current Tax		369.44	449.61	583.30
- Deferred Tax		(151.12)	(166.52)	(161.48)
- Provision for Taxation (earlier years)		-	-	-
<b>Profit for the year</b>		719.88	1,117.94	957.49
Surplus for the year carried to Balance Sheet		719.88	1,117.94	957.49
<b>Other Comprehensive Income</b>				
<b>(A) Items that will not be reclassified to profit or loss</b>				
Fair value changes in Equity Instruments		15.37	(22.38)	(26.54)
Actuarial Changes in Defined benefit obligation		(17.00)	22.82	(6.07)
Income Tax relating to items that will not be reclassified to profit or loss		4.28	(5.98)	1.53
Sub Total (A)		2.65	(5.54)	(31.08)
<b>(B) Items that will be reclassified to profit or loss</b>				
<b>Total Other Comprehensive Income (A+B)</b>		2.65	(5.54)	(31.08)
<b>Total Comprehensive Income</b>		722.53	1,112.40	926.41

		Annexure (II)		(₹ Lakh)
Restated Summary Statement of Profit and Loss- Contd		For Nine Months ended 31 <sup>st</sup> December	For the Year ended 31 <sup>st</sup> March	
PARTICULARS	Note	2020	2020	2019
<b>Earnings per Equity Share</b>				
Par Value per Equity Share (₹)		10.00	10.00	10.00
- Basic (₹)		1.12	2.19	1.85
- Diluted (₹)		1.12	2.19	1.85
See accompanying Notes form an integral part of the restated/ reformatted financial statements	<b>1 - 53</b>			

As per our report attached

For P.K.Nagarajan & Co.,  
Chartered Accountants  
Firm Regn. No.:016676S  
S.P.Muthusami  
Partner  
Membership Number : 224171  
Place : Coimbatore  
Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam	M.Manickam
Vice Chairman and	Chairman
Managing Director	DIN: 00102233
DIN: 00377053	
S.Venkatesh	S.Veluswamy
Company Secretary	Director (Finance & Operations)
Membership no - FCS 7012	DIN: 05314999

**ANNEXURE III**

**RESTATED STATEMENT OF CHANGES IN EQUITY**

**A. EQUITY SHARE CAPITAL (Issued, Subscribed and fully paid-up) (Refer Note No - 21)**

<b>Balance as at 1st April 2018</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at 31st March 2019</b>	<b>Changes in equity share capital during the year - Allotment of equity shares on preferential basis</b>	<b>Balance as at 31st March 2020</b>	<b>Changes in equity share capital during the year - Allotment of equity shares on preferential basis.</b>	<b>Balance as at 31st December 2020</b>
<b>5,000.00</b>	-	<b>5,000.00</b>	<b>1,470.59</b>	<b>6,470.59</b>	-	<b>6,470.59</b>

(₹Lakh)

**B. OTHER EQUITY (Refer Note No -22 )**

<b>Particulars</b>	<b>Reserves and Surplus</b>						<b>Items of Other Comprehensive Income</b>		<b>Total</b>
	<b>Statutory Reserves</b>	<b>Capital Reserve</b>	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Debenture Redemption Reserve</b>	<b>Retained Earnings</b>	<b>Equity Instruments</b>	<b>Actuarial changes in defined benefit obligation</b>	
<b>Balance as at 1<sup>st</sup> April 2018</b>	<b>2704.65</b>	<b>52.61</b>	<b>801.07</b>	<b>500.00</b>	<b>3936.00</b>	<b>2719.51</b>	-	-	<b>10,713.84</b>
Profit / (Loss) for the year	-	-	-	-	-	957.49	-	-	<b>957.49</b>
Dividends	-	-	-	-	-	(602.78)	-	-	<b>(602.78)</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	(26.54)	(4.54)	<b>(31.08)</b>
Transfer from Debenture Redemption Reserve to General Reserve	-	-	-	672.25	(672.25)	-	-	-	-
Transfer to Statutory Reserve	239.27	-	-	-	-	(239.27)	-	-	-

Particulars	Reserves and Surplus						Items of Other Comprehensive Income		Total
	Statutory Reserves	Capital Reserve	Securities Premium	General Reserve	Debenture Redemption Reserve	Retained Earnings	Equity Instruments	Actuarial changes in defined benefit obligation	
<b>Balance as at 31st March 2019</b>	2943.92	52.61	801.07	1172.25	3263.75	2834.95	(26.54)	(4.54)	<b>11,037.47</b>
Profit / (Loss) for the year	-	-	-	-	-	1117.94	-	-	<b>1117.94</b>
Dividends	-	-	-	-	-	(602.78)	-	-	<b>(602.78)</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	(22.28)	16.84	<b>(5.44)</b>
Security Premium	-	-	1029.41	-	-	-	-	-	<b>1029.41</b>
NCD Public Expenses	-	-	(399.56)	-	-	-	-	-	<b>(399.56)</b>
Transfer from Debenture Redemption Reserve to General Reserve	-	-	-	3263.75	(3263.75)	-	-	-	-
Transfer to Statutory Reserve	223.59	-	-	-	-	(239.27)	-	-	-
<b>Balance as at 31st March 2020</b>	<b>3167.51</b>	<b>52.61</b>	<b>1430.92</b>	<b>4436.00</b>	<b>-</b>	<b>3126.52</b>	<b>(48.92)</b>	<b>12.30</b>	<b>12176.94</b>
Profit / (Loss) for the year	-	-	-	-	-	719.88	-	-	<b>719.88</b>
Dividends	-	-	-	-	-	(388.24)	-	-	<b>(602.78)</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(12.72)	<b>(31.08)</b>
Transfer from Debenture Redemption Reserve to General Reserve	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st Dec 2020</b>	<b>3167.51</b>	<b>52.61</b>	<b>1430.92</b>	<b>4436.00</b>	<b>-</b>	<b>3458.16</b>	<b>(48.92)</b>	<b>0.40</b>	<b>11,037.47</b>
<b>Securities Premium on Preferential Issue of Equity Shares</b>	-	-	-	-	-	-	-	-	-
<b>NCD Public Issue Expenses</b>	-	-	-	-	-	-	-	-	-
<b>Transfer to Statutory Reserve</b>	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st December 2020</b>	<b>3,167.51</b>	<b>52.61</b>	<b>1,430.92</b>	<b>4,436.00</b>	<b>-</b>	<b>3,458.16</b>	<b>(33.55)</b>	<b>(0.42)</b>	<b>12,511.23</b>

**ANNEXURE IV**

		(₹ lakh)	
<b>RESTATED CASH FLOW STATEMENT</b>		<b>For the year ended</b>	
<b>Particulars</b>		31st March 2020	31st March 2019
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(Audited)</b>	
	Profit before tax	<b>1,401.03</b>	<b>1,379.31</b>
	<b>Adjustment to reconcile profit before tax to net cash flows</b>		
	<b>Non-cash expenses</b>		
	Depreciation and amortization	465.61	438.72
	Impairment on Loan Assets	545.14	337.13
	Bad debts and write-offs	170.29	264.64
	Remeasurement gain/(loss) on defined benefit plans	22.82	(6.07)
	Impairment on investments	2.80	2.70
	Impairment on Trade receivables	11.21	34.25
	Amortization of fees and Commission on financial liability	174.10	143.60
	<b>Income/expenses considered separately</b>		
	Income from investing activities	(253.59)	(300.27)
	Net gain/loss on derecognition of property, plant and equipment	1.50	(1.47)
	Finance costs	10,109.40	10,026.54
	<b>Operating profit before working capital changes</b>	<b>12,650.31</b>	<b>12,319.08</b>
	<b>Movements in Working Capital:</b>		
	Decrease/(increase) in loans	(15,107.49)	(3,784.75)
	Decrease / (increase) in Trade receivables	(135.73)	(50.99)
	Decrease / (increase) in other financial assets	(301.14)	24.14
	Decrease / (increase) in other non-financial assets	(94.37)	(14.34)
	Increase / (decrease) in Trade Payables	(17.93)	67.67
	Increase / (decrease) in Other Payables	(149.06)	110.97
	Increase / (decrease) in other financial liabilities	39.06	135.80
	Increase / (decrease) in Lease liabilities	18.31	43.76
	Increase /(decrease) in other non-financial liabilities	(13.40)	15.00
	Increase /(decrease) in Provisions	17.55	(69.85)
	<b>Cash used in operations</b>	<b>(15,744.20)</b>	<b>(3,522.59)</b>
	Income taxes paid (net of refunds)	(436.35)	(690.31)
	Interest received on Bank deposits	21.19	81.22
	Finance costs paid	(10,070.99)	(9,986.93)
	<b>Net Cash flows from / (used in) Operating activities (A)</b>	<b>(13,580.04)</b>	<b>(1,799.53)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of property, plant and equipment and intangible assets	(100.39)	(211.45)
	Purchase of investments at amortised cost	(51.88)	(389.91)
	Proceeds from sale of investments at amortised cost	150.00	136.00
	Proceeds from sale of property, plant and equipment and intangible assets	0.90	2.55
	Interest income received from investment at amortised cost	232.40	219.05
	Increase in earmarked balances with banks	225.65	691.62
	<b>Net cash flows from / (used in) investing activities (B)</b>	<b>456.68</b>	<b>447.86</b>



Annexure (IV)		(₹ lakh)	
Restated Cash Flow Statement –contd.		For the year ended	
Particulars		31st March 2020	31st March 2019
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from issue of equity shares	2,500.00	-
	Issue Expense of Debt Securities	(358.51)	(98.65)
	Proceeds from borrowings through debt securities	11,681.70	4,528.00
	Repayment of borrowings through debt securities	(6,580.16)	(9,194.98)
	Proceeds from borrowings through Deposits	4,461.38	3,528.57
	Repayment of borrowings through Deposits	(3,846.90)	(2,292.39)
	Proceeds from borrowings other than debt securities	5,500.00	1,221.91
	Repayment of borrowings other than debt securities	(4,580.66)	(4,375.94)
	Proceeds from borrowings through subordinated liabilities	14,496.80	12,858.60
	Repayment of borrowings through subordinated liabilities	(11,153.37)	(8,955.74)
	(Increase) / decrease in loan repayable on demand	(494.37)	4,465.89
	Lease liability paid	(146.75)	(135.75)
	Dividend paid (including tax)	(602.78)	(602.78)
	<b>Net cash flows from financing activities (C)</b>	<b>10,876.38</b>	<b>946.74</b>
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2,246.98)	(404.93)
	Cash and cash equivalents at the beginning of the year	3,359.77	3,764.70
	<b>Cash and cash equivalents at the end of the year</b>	<b>1,112.79</b>	<b>3,359.77</b>
	<b>Net cash provided by / (used in) operating activities includes</b>		
	Interest received	15,905.13	11,623.90
	Interest paid	(10,070.99)	(9986.93)
	Net cash provided by / (used in) operating activities	<b>5,834.14</b>	<b>1,636.97</b>
	<b>Cash and cash equivalents at the end of the year</b>		
	i) Cash in hand	38.58	1004.97
	ii) Cheques on hand	977.21	2050.30
	iii) Balances with banks (of the nature of cash and cash equivalents)	97.00	304.50
	<b>Total</b>	<b>1112.79</b>	<b>3359.77</b>

As per our report attached

For P. K. Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S. Venkatesh

Company Secretary

Membership no - FCS 7012

M.Manickam

Chairman

DIN: 00102233

S. Veluswamy

Director (Finance & Operations)

DIN: 05314999

Note: the cash flow for the period ended December 31, 2020 has been furnished in “Unaudited Special Purpose Interim Financial Information” (Refer F 8)

## Annexure (V)

### 1. Summary of Significant Accounting Policies and Notes on Restated Financial Information Part A

#### 1. Company Overview:

##### Company Overview:

Sakthi Finance Limited (“SFL” or “the Company”) is a public limited Company having its Registered Office at 62, Dr. Nanjappa Road, Coimbatore, Tamilnadu - 641018. The Equity Shares and Non-Convertible Debentures of the Company are listed on BSE Limited.

The Company is a deposit-taking Non-Banking Financial Company (“NBFC”) registered with Reserve Bank of India (“RBI”) vide certificate No. 07-00252 dated 8<sup>th</sup> May 1998. By virtue of RBI Circular dated 22<sup>nd</sup> February 2019, the Company has been classified as an NBFC Investment and Credit Company (NBFC-ICC). The Company is engaged in the business of Hire Purchase Financing for Commercial Vehicles, Infrastructure Equipment, Machineries, etc.

#### 2. Significant Accounting Policies

##### a. Basis of preparation

The Restated financial information Part-A has been prepared in connection with its proposed public issue of secured redeemable non-convertible debentures and unsecured redeemable non-convertible debentures of face value of ₹ 1000 each (“NCDs”) for base issue of upto ₹ 100 crores along with an option to retain over-subscription upto ₹ 100 crores for issuance of additional NCDs, aggregating upto ₹. 200 crores (hereinafter referred to as the “Issue”) in terms of the requirements of:

- 1) Section 26 of Part I of Chapter III to the Companies Act, 2013 (the “Act”);and
- 2) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008 (the “Debt Regulations”), as amended

The Restated financial information – Part A have been extracted from the unaudited special purpose interim financial information for the nine months ended 31<sup>st</sup> December, 2020 which has been approved by the Board of Directors on 30<sup>th</sup> March, 2021 and audited financial statements for the year ended 31<sup>st</sup> March, 2020 approved by the Board of Directors 30<sup>th</sup> July,2020.

The financial information for the year ended 31st March 2019 and as at 1<sup>st</sup> April,2018 included in the restated financial information – Part-A have been extracted from the audited first IND AS financial statements as at and for the year ended 31<sup>st</sup> March 2020, which has been approved by the Board Directors at their meeting held on 30<sup>th</sup> July,2020. The Financial statements for the year ended 31<sup>st</sup> March 2019 which was previously prepared in accordance with the accounting standards notified under Section 133 of the Companies Act 2013, read together with para 7 of the Companies (Accounts) Rules 2014 (herein after referred to as “**Previous GAAP**”) have been restated as per Ind AS to provide comparability. The date of transition to Ind AS being 1st April 2018, the financial statements for the year ended 3 1st March 2018 prepared under Previous GAAP has now been restated as per Ind AS as on 1st April 2018.

The Restated financial information has been prepared on a going concern basis and on historical cost convention, except for certain financial instruments that are measured at Fair Values Through Other Comprehensive Income (“**FVTOCI**”) at the end of each reporting period. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The regulatory disclosures as required by NBFC Master Directions to be included in the Notes forming an integral part of the financial statements are prepared as per RBI Notification for Implementation of Ind AS.

##### b. Presentation of Financial Statements

The company presents its reformatted statement of Assets and Liabilities in the order of liquidity and presented in the format prescribed in the Division III to Schedule III to the Act applicable to NBFCs, as notified by the Ministry of Corporate Affairs (“MCA”). Financial assets and financial liabilities are generally reported gross in the reformatted statement of Assets and Liabilities. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognized amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances.

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the company and/or its counter parties

The Restated financial information – Part A are presented in Indian Rupees (₹) which is the functional currency of the company and all values are rounded off to the nearest lakhs with two decimals except where otherwise indicated.

The aggregation and classification of amounts in the Restated financial information – Part A are based on materiality and similarity between the items. Items of dissimilar nature or function are separately presented unless they are immaterial except when required by law.

## 2. Significant Accounting Policies

### a. Basis of preparation

The Restated financial information Part-A has been prepared in connection with its proposed public issue of secured redeemable non-convertible debentures and unsecured redeemable non-convertible debentures of face value of Rs. 1000 each (“NCDs”) for base issue of upto Rs. 100 crores along with an option to retain over-subscription upto Rs. 100 crores for issuance of additional NCDs, aggregating upto Rs. 200 crores (hereinafter referred to as the “Issue”) in terms of the requirements of:

- 1) Section 26 of Part I of Chapter III to the Companies Act, 2013 (the “Act”);and
- 2) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008 (the “Debt Regulations”), as amended

The Restated financial information – Part A have been extracted from the unaudited special purpose interim financial information for the nine months ended 31<sup>st</sup> December, 2020 which has been approved by the Board of Directors on 30<sup>th</sup> March, 2021 and audited financial statements for the year ended 31<sup>st</sup> March, 2020 approved by the Board of Directors 30<sup>th</sup> July,2020.

The financial information for the year ended 31<sup>st</sup> March 2019 and as at 1<sup>st</sup> April,2018 included in the restated financial information – Part-A have been extracted from the audited first IND AS financial statements as at and for the year ended 31<sup>st</sup> March 2020, which has been approved by the Board Directors at their meeting held on 30<sup>th</sup> July,2020. The Financial statements for the year ended 31<sup>st</sup> March 2019 which was previously prepared in accordance with the accounting standards notified under Section 133 of the Companies Act 2013, read together with para 7 of the Companies (Accounts) Rules 2014 (herein after referred to as “**Previous GAAP**”) have been restated as per Ind AS to provide comparability. The date of transition to Ind AS being 1<sup>st</sup> April 2018, the financial statements for the year ended 31<sup>st</sup> March 2018 prepared under Previous GAAP has now been restated as per Ind AS as on 1<sup>st</sup> April 2018.

The Restated financial information has been prepared on a going concern basis and on historical cost convention, except for certain financial instruments that are measured at Fair Values Through Other Comprehensive Income (“**FVTOCI**”) at the end of each reporting period. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The regulatory disclosures as required by NBFC Master Directions to be included in the Notes forming an integral part of the financial statements are prepared as per RBI Notification for Implementation of Ind AS.

### b. Presentation of Financial Statements

The company presents its reformatted statement of Assets and Liabilities in the order of liquidity and presented in the format prescribed in the Division III to Schedule III to the Act applicable to NBFCs, as notified by the Ministry of Corporate Affairs (“MCA”). Financial assets and financial liabilities are generally reported gross in the reformatted statement of Assets and Liabilities. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognized amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances.

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the company and/or its counter parties

The Restated financial information – Part A are presented in Indian Rupees (₹) which is the functional currency of the company and all values are rounded off to the nearest lakhs with two decimals except where otherwise indicated.

The aggregation and classification of amounts in the Restated financial information – Part A are based on materiality and similarity between the items. Items of dissimilar nature or function are separately presented unless they are immaterial except when required by law.

### **c. Use of Estimates, Judgments and Estimation Uncertainty**

The use of estimates are involved in computation of expected credit loss, making judgments in determination of fair value of financial assets and financial liabilities, assumptions for actuarial changes in defined benefit obligations. The Company based its assumptions and estimates on factors available when the financial statements were prepared.

The use of estimates and assumptions, which might have an effect on these on the restated financial information Part-A. The estimates are based on historical experience and other factors that are considered to be relevant. The actual results may differ from these estimates. The company believes that the estimates used in preparation of the financial statements are prudent and reasonable.

Existing circumstances and assumptions about future development however may change due to market changes or circumstances arising that are beyond the control of the company.

### **d. Impact of Covid-19**

Corona Virus spread has led to lockdown at national level in the month of March to May 2020. This affected the loan disbursement and collections during that period. The full impact of Covid-19 on the performance will be known after few more months only. To help the borrowers during lockdown RBI announced moratorium benefits to the borrowers for instalments falling due in between March 2020 to August 2020. The details of moratorium benefits extended by the company is furnished in Note 50.4 of this report.

### **e. Financial Instruments**

#### **i. Initial Recognition**

Financial assets and financial liabilities are initially recognized on the date the company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities measured at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities that are measured at amortised cost are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Unlike the other financial assets, Trade receivables are measured at transaction price at which the transaction had taken place.

#### **ii. Classification and Measurement**

The financial assets are classified based on the Company's business model for managing the financial assets and their contractual cash flow characteristics as subsequently measured:

- a) At amortised cost
- b) At Fair Value Through Other Comprehensive Income (“FVTOCI”)
- c) At Fair Value Through Profit and Loss (“FVTPL”)

The Company classifies financial liabilities at amortised cost unless it has designated liabilities at fair value through profit and loss.

## **Financial Assets at Amortised Cost**

The classification of financial assets such as cash and cash equivalents, Loans, trade receivables and investments (other than classified at FVTOCI) are measured at amortized cost based on the assessment of business model as follows:

### **Business model Assessment Test**

An assessment of business model for managing financial assets is fundamental to the classification of a financial asset.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the company's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected); and
- The expected frequency, value and timing of loan disbursements based on the analysis of disbursements made and realisation of cash flows in previous periods.

The financial assets of the company are held within a business model, whose objective is to hold assets in order to collect contractual cash flows, are managed to realise cash flows by collecting contractual payments over the life of the instrument and within the business model whose objective is achieved by both collecting the contractual cash flows and selling the financial asset.

### **The Solely Payments of Principal and Interest ("SPPI") test on the principal amount outstanding:**

For an asset to be classified and measured at amortised cost, its contractual terms should give rise to cash flows that meet SPPI test. For that purpose:

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset.

The interest income represents the consideration for time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement.

The SPPI assessment is made in the currency in which the financial asset is denominated.

The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest ("SPPI") on the principal amount outstanding.

## **Financial Assets at FVTOCI**

### **Equity instruments**

The Company has made an irrevocable election to classify and measure the listed equity instruments at FVTOCI to present the subsequent changes in fair value under Other Comprehensive Income ("OCI") and the classification is determined on an instrument by- instrument basis.

Gains and losses on these equity instruments are never recycled to profit or loss. Dividends are recognised in profit or loss as dividend income when the right to receive the payment has been established, except when the company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI.

### **Financial liabilities at Amortised cost**

The company had classified the debt instruments, redeemable non-convertible preference shares and other borrowed funds at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue of funds, and transaction costs that are an integral part of the Effective Interest Rate ("EIR").

Any fees, paid or received, transaction costs and other premiums or discounts that are included in the calculation of the effective interest rate are amortised over the expected life of the financial instrument.

### **iii. Reclassification of Financial Instrument**

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Company did not reclassify any of its financial assets or liabilities 2019-20 and 2018-19.

### **iv. Derecognition of Financial Instrument**

#### **Financial Asset**

The Company derecognises the financial asset when, and only when:

- The contractual rights to receive the cash flows from the financial asset have expired, or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - a) the Company has transferred substantially all the risks and rewards of the asset, or
  - b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred the control of the asset.

On derecognition of a financial asset, the difference between: (a) the carrying amount (measured at the date of derecognition) and (b) the consideration received shall be recognised in statement of profit and loss.

#### **Financial Liability**

The Company derecognises the financial liability when, and only when it is extinguished i.e. when the contractual obligation is discharged or cancelled or expired.

A financial liability shall be considered as extinguished when there is an exchange between the Company and the lender with substantially different terms of the original financial liability or when there is a substantial modification of the terms of existing financial liability or part thereof.

On derecognition of a financial liability, the difference between: (a) the carrying amount and (b) the consideration paid shall be recognised in statement of profit and loss.

### **v. Impairment of Financial Assets**

The impairment loss allowance is provided based on the Expected Credit Loss (“ECL”) model.

The ECL is based on the credit losses expected to arise over the life of the financial asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The Company has categorized its loans into Stage 1, Stage 2 and Stage 3, as detailed below:

#### **Stage 1:**

Financial assets, where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, are classified under this stage. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 & 3. The Company provides 12-month ECL for Stage 1 assets.

#### **Stage 2:**

Financial assets, where there has been a significant increase in credit risk since initial recognition but do not have an objective evidence of impairment, are classified under this stage. The Company provides Lifetime ECL for Stage 2 assets.

### Stage 3:

90 Days Past Due is considered as default for classifying a financial instrument as credit impaired. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

### f. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

1. in the principal market for the asset or liability; or
2. in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market is accessible by the company at the measurement date. The Company measures the fair value of an asset or liability using the assumption that market participants would use when pricing the asset or liability.

The price is either directly observable or estimated using another valuation technique. The Company had adopted valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value by maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The company applied the fair value hierarchy for the inputs to valuation techniques used to measure fair value. The three levels of hierarchy are:

Level 1	Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to, at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regard to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.
Level 2	Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.
Level 3	Those that include one or more unobservable input that is significant to the measurement as a whole

The Company determines appropriate classes of assets and liabilities on the basis of the following:

- a. the nature, characteristics and risks of the asset or liability; and
- b. the level of the fair value hierarchy within which the fair value measurement is categorized.

The company evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the period.

### g. Property, Plant and Equipment ("PPE")

The Company recognises an item of property, plant and equipment when:

- a. it is probable that future economic benefits associated with the item will flow to the entity; and
- b. the cost of the item can be measured reliably.

The cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Property, Plant and Equipment is carried at cost less accumulated depreciation and any accumulated impairment losses. Capital work in progress comprises the cost of PPE that are not ready for its intended use at the reporting date

### Depreciation

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II to the Act except for leasehold improvements which are amortised on a straight-line basis over the period of lease or estimated period of useful life of such improvement, subject to a maximum period of 60 months. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits. The depreciation charge for each period will be recognised in the statement of profit and loss for the period.

Particulars	Useful life as prescribed by Schedule II to the Companies Act 2013	Useful life estimated by the Company
Buildings	60 years	60 years
Plant and Machinery	15 years	15 years
Plant - Windmills	22 years	22 years
Furniture and Fixtures	10 years	10 years
Vehicles	8 years	8 years
Office Equipment	5 years	10 years
Computers	3 years	6 years

The Management has considered the useful life of office equipment and computers as 10 years and 6 years respectively.

Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the net carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the Statement of profit and loss in the year in which the asset is derecognized.

### h. Intangible Assets

Intangible assets are carried at its cost less any accumulated amortisation and accumulated impairment losses, if any.

The intangible assets comprise computer software which is amortized over the estimated useful life, in a straight line method. The amortisation charge is calculated by using the straight line method to write down the cost of intangible assets over their estimated useful life of 6 years as per Management' estimate.

Amortization is recognised as an expense in the statement of profit and loss for the period. The Company has a practice of reviewing the method and period of amortisation at the end of each financial year.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the intangible assets (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the statement of profit and loss in the year in which the asset is derecognized.

### i. Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation or both. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, if any. When significant parts of the investment property are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

The company, based on technical assessment made by management, depreciates the building over its estimated useful life of 60 years. The management believes that these estimated useful life is realistic and reflect fair approximation of the period over which the assets are likely to be used.



Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in Note No.9. Fair value are determined based on an annual evaluation performed by an accredited external independent valuer.”

#### **j. Impairment of Non-Financial Assets**

The Company reviews the carrying amounts of PPE, Investment Property and Intangible assets to determine, if there is an indication that those assets have suffered any impairment loss. In case of any such indication those non-financial assets are tested for impairment so as to determine the impairment loss if any at the end of each reporting period.

#### **k. Employee Benefits**

##### **Short Term Employee Benefits**

Short-term employee benefits are recognised as expense when the related service is provided. A liability for salaries and wages, Bonus, leave encashment is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### **Defined Contribution Plan**

##### **Employees Provident Fund (“EPF”) and Employees State Insurance (“ESI”)**

Retirement benefits such as employee provident fund and employee state insurance comes under the defined contribution plan for which the Company make contributions to such schemes administered by government organisations set up under the applicable statute and are recognised as expense when an employee renders related service.

##### **Defined Benefit Plan**

##### **Gratuity**

The obligation in respect of defined benefit plans, which covers Gratuity is provided for on the basis of an actuarial valuation at the end of each financial year by an Independent Actuarial using Projected Unit Credit method. The Company makes contribution to a Gratuity Fund administered and managed by Life Insurance Corporation of India (“LIC”).

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/termination benefits.

The Company recognises the changes in the net defined benefit obligation such as service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) under employee benefit expenses and net interest expense or income in the Statement of Profit and Loss in the line item, Employee Benefits Expenses.

Re-measurements of defined benefit plan, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to Other Comprehensive Income (“OCI”) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company’s defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in the future contribution to the plans.

## **Other Long-Term Benefits**

### **Leave Encashment, Compensated Absences and Sick**

#### **Leave**

The Company provides for the encashment / availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

The service cost, interest on defined benefit liability and remeasurements of defined benefit liability is recognised in the statement of profit or loss.

#### **1. Income**

##### **i. Interest Income**

The Company recognises interest income using EIR on all financial assets subsequently measured at amortised cost.

EIR is the rate that exactly discounts estimated future cash flows of the financial instruments through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount. The future cash flows are estimated using the contractual terms of the instrument.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets ('**Stage 3**'), the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest levied on customers for delay in repayments/non-payment of contractual cash flows is recognised on realisation.

Interest Income from Government securities is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

##### **ii. Dividend Income**

Dividend income on equity shares is recognized when the right to receive the payment is established by the reporting date.

##### **iii. Other Operating Income**

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at the fair value of the consideration received or receivable.

The Company recognises income on recoveries of financial assets written off on realisation basis.

##### **iv. Fees and Commission Income**

The Company recognises service and administration charges towards rendering financial services to its customers on satisfactory completion of service delivery. Cheque Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation. Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognised on realisation.

##### **v. Sale of Power from Windmills**

Income from power generation is recognized as per the Power Purchase Agreements with State Electricity Board and on supply of power to the grid.

#### **vi. Net gain/loss on fair value changes**

The Company designates certain financial assets for subsequent measurement at FVTOCI. The Company recognises gains/loss on fair value change of financial assets measured at FVTOCI.

#### **m. Foreign Currency Transaction**

The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.

Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Nonmonetary items are measured in terms of historical cost in foreign currency and are not retranslated.

Exchange differences, if any that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

#### **n. Borrowing Costs**

Borrowing costs include interest expense calculated using the effective interest method as per Ind AS 109 on financial instrument and interest in respect of lease liability recognised in accordance with Ind AS 116.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

#### **o. Income Taxes**

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income)

##### **i. Current tax**

Current tax is the amount of tax payable to (recovered from) the taxation authorities on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961 and Income Computation and Disclosure Standards prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted by the end of reporting date. Current tax relating to items recognised outside the statement of profit and loss is recognised in correlation to the underlying transaction either in OCI or directly in other equity.

##### **ii. Deferred Tax**

Deferred tax is the tax effect on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements as at the reporting date.

Deferred tax liability is recognised for all taxable temporary differences and deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Company reviews the carrying amount of a deferred tax asset as at the end of each reporting period and reduce the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised.

Deferred tax relating to items recognized outside profit or loss is recognised either in other comprehensive income or in other equity.

#### **p. Goods and Services Input Tax Credit**

Input Tax credit is accounted for in the books in the period when the underlying service/supply received is accounted to the extent permitted as per the applicable regulatory laws and when there is no uncertainty in availing/utilising the same. The ineligible input credit is charged off to the respective expense or capitalised as part of asset cost as applicable.

#### **q. Leases**

##### **As a Lessee**

The Company has applied Ind AS 116 'Leases' for all lease contracts except for short term leases and leases for which underlying asset is of low value on modified retrospective approach.

Right of Use Asset is initially measured as at the sum of initial measurement of the lease liability and any lease payments made at or before the date of commencement of lease, adjusted by any lease incentives received. On subsequent period, the Right of Use Asset is measured at cost less accumulated depreciation and any accumulated impairment losses with adjustment for remeasurement of lease liability.

Lease Liability is initially measured at the present value of the lease payments that are not paid as at that date of recognition discounted at the Company's incremental borrowing rate. If Lease liability subsequently undergoes changes on account of interest on the lease liability, lease payments and remeasurement of the carrying amount on any reassessment or lease modifications.

##### **As a Lessor**

The Company recognises the lease payments from operating lease as income on the basis of contractual terms between the Lessee and the Company.

#### **r. Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made on the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company

Contingent assets are not recognised in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

#### **s. Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

#### **t. Statement of Cash Flow**

Statement of Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The statement of cash flows from operating, investing and financing activities of the Company are segregated.

#### **u. Earnings Per Share (“EPS”)**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for shares issued during the year.

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

#### **v. First time Adoption of Ind AS (Ind AS 101)**

These financial statements, for the year ended 31<sup>st</sup> March 2020 are the first financial statements the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31st March, 2019, the Company prepared its financial statements in accordance with the previous GAAP. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31st March 2020, together with the comparative period information as at and for the year ended 31st March 2019.

In preparing these financial statements, the Company’s opening balance sheet was prepared as at 1st April 2018, the Company’s date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Previous GAAP financial statements, including the balance sheet as at 1st April 2018 and the financial statements as at and for the year ended 31st March 2019. Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions/ exceptions.

#### **Exception to retrospective application applied by the Company**

##### **Estimates**

The estimates made in accordance with Ind AS as at 1st April 2018 and 31st March 2019 is consistent with those made for the same dates as per Indian GAAP apart from the items where application of Indian GAAP did not require estimation which includes:

Classification of financial assets based on the business model and SPPI Test.

Classification of preference shares as financial liability at Amortized cost Impairment of financial assets based on expected credit loss model.

##### **De-recognition of Financial Assets and Financial Liabilities**

The Company has applied the requirements of derecognition of financial assets and financial liabilities as per Ind AS 109 prospectively from the date of transition to Ind AS.

##### **Classification and measurement of Financial Assets**

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances exist at the date of transition to Ind AS.

##### **Impairment of Financial Asset**

The Company has applied the impairment requirements of Ind As 109 retrospectively, however, as permitted by Ind As 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date.

**Exemption availed: Deemed cost for Property, Plant and Equipment and Intangible Assets**

The Company has elected to use fair value for Land, Building and Plant and Machinery and carrying value for all other property, plant and equipment, Intangible assets as the deemed cost at the date of transition to Ind AS.

**Leases**

The Company had assessed whether the contracts existing as on the date of transition contains a lease and has classified those leases as operating lease on the basis of facts and circumstances existing at that date.

The Company measured the lease liability at the present value of remaining lease payments discounted using Company's incremental borrowing rate at the date of transition. Right of Use Asset at an amount equal to lease liability adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the Balance Sheet immediately before 1st April 2018.

The Company had applied Ind AS 116 in modified retrospective approach subject to the following practical expedients:

- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics
- The lease rental with lease term ends within 12 months of the date of transition to Ind AS are accounted on straight line basis.
- Leases for which the underlying asset is of low value are recognised as expense as and when incurred
- The Company has used hindsight in determining the lease term if the contract contains options to extend or terminate the lease.

**Designation of Previously Recognised Financial Instruments**

The Company had designated the investment in equity instruments at FVTOCI in accordance with requirements of Ind AS 109 on the basis of facts and circumstances that exists at the date of transition to Ind AS.

**Uncertainty over income tax treatments**

The Company has elected not to reflect the application of requirements of Uncertainty over Income Tax Treatments to Ind AS 12 in comparative information in the Ind AS Financial Statements.

**Annexure (VI) Notes forming Part of restated summary Statement of Assets & Liabilities (Part A)**

**3. CASH & CASH EQUIVALENTS**

Particulars	As at			₹ lakh
	31st December 2020	31st March 2020	31st March 2019	1st April 2018
Cash on hand	238.51	38.58	1,004.97	839.68
Balance with Banks in Current Accounts	102.14	97.00	304.50	854.42
Cheques, drafts on hand	85.14	977.21	2,050.30	2,070.60
<b>Total</b>	<b>425.79</b>	<b>1,112.79</b>	<b>3,359.77</b>	<b>3,764.70</b>

**4. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	As at			₹ lakh
	31st December 2020	31st March 2020	31st March 2019	1st April 2018
<b>Earmarked Balances with Banks :</b>				
- Unpaid Dividend Accounts	75.73	56.39	57.04	165.71
<b>Term Deposits with Banks :</b>				
- Free	-	-	375.00	959.95
- Under Lien #	518.96	413.00	263.00	261.00
<b>Total</b>	<b>594.69</b>	<b>469.39</b>	<b>695.04</b>	<b>1386.66</b>

# Details of Term Deposits under lien

Particulars	As at December 31, 2020		As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Bank Balances other than Cash and Cash equivalents (Note No.4)	Other Financial assets (Note No.8)	Bank Balances other than Cash and Cash equivalents (Note No.4)	Other Financial assets (Note No.8)	Bank Balances other than Cash and Cash equivalents (Note No.4)	Other Financial assets (Note No.8)	Bank Balances other than Cash and Cash equivalents (Note No.4)	Other Financial assets (Note No.8)
For Statutory Liquidity Ratio	518.96	24.62	413.00	11.88	263.00	11.33	261.00	11.39
<b>Total</b>	<b>518.96</b>	<b>24.62</b>	<b>413.00</b>	<b>11.88</b>	<b>263.00</b>	<b>11.33</b>	<b>261.00</b>	<b>11.39</b>

**5. RECEIVABLES**

Particulars	As at			₹ lakh
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>(i) Trade Receivables</b>				
<b>Considered good- Unsecured</b>				
Dues from sale of Wind Power	248.94	310.22	176.46	123.65
Less: Impairment Loss Allowance	(71.77)	(72.86)	(61.65)	(27.40)
<b>Total</b>	<b>177.17</b>	<b>237.36</b>	<b>114.81</b>	<b>96.25</b>

Particulars	As at			₹ lakh
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>(ii) Other Receivables</b>				
<b>Considered good- Unsecured</b>				
Rent receivables	10.06	8.69	6.72	8.54
<b>Total</b>	<b>10.06</b>	<b>8.69</b>	<b>6.72</b>	<b>8.54</b>

There is no due from any directors or other officers of the company or any firm or Private Limited or company in which any Director is a partner, director or a member.

## 6. LOANS

Particulars	As at			
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
	₹ lakh			
<b>(A) Loans (at amortised cost) *</b>				
Hire Purchase Loans#	113,247.89	108,363.51	93,596.61	90,264.69
Loans Repayable on Demand	715.92	1,315.22	1,210.52	987.45
Other Loans ##	274.62	358.98	342.30	358.70
<b>Total (Gross)</b>	<b>114,238.43</b>	<b>110,037.71</b>	<b>95,149.43</b>	<b>91,610.84</b>
Less: Impairment Loss Allowance	(3,551.46)	(2,991.53)	(2,495.31)	(2,139.70)
<b>Total (Net)</b>	<b>110,686.97</b>	<b>107,046.18</b>	<b>92,654.12</b>	<b>89,471.14</b>
<b>(B) (i) Secured by Tangible Assets</b>	113,247.89	108,363.51	93,596.61	90,265.21
(ii) Secured by Intangible Assets	-	-	-	-
(iii) Covered by Bank / Govt. Securities	-	-	-	-
(iv) Unsecured	990.54	1,674.20	1,552.82	1,345.63
<b>Total (Gross)</b>	<b>114,238.43</b>	<b>110,037.71</b>	<b>95,149.43</b>	<b>91,610.84</b>
Less: Impairment Loss Allowance	(3,551.46)	(2,991.53)	(2,495.31)	(2,139.70)
<b>Total (Net)</b>	<b>110,686.97</b>	<b>107,046.18</b>	<b>92,654.12</b>	<b>89,471.14</b>
<b>(C) (i) Loans in India</b>				
(a) Public Sector	-	-	-	-
(b) Others	114,238.43	110,037.71	95,149.43	91,610.84
<b>Total (Gross)</b>	<b>114,238.43</b>	<b>110,037.71</b>	<b>95,149.43</b>	<b>91,610.84</b>
Less: Impairment Loss Allowance	(3,551.46)	(2,991.53)	(2,495.31)	(2,139.70)
<b>Total (Net) - C (i)</b>	<b>110,686.97</b>	<b>107,046.18</b>	<b>92,654.12</b>	<b>89,471.14</b>
(ii) Loans Outside India	-	-	-	-
Less: Impairment Loss Allowance	-	-	-	-
<b>Total (Net) - C (ii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (Net) - C (i+ ii)</b>	<b>110,686.97</b>	<b>107,046.18</b>	<b>92,654.12</b>	<b>89,471.14</b>

\* Note:- There is no loan assets measured at FVTOCI or FVTPL or designated at FVTPL

# Includes Repossessed Assets ## Includes Staff Loans and Loans against deposits

## 7. INVESTMENTS

Particulars	As at					
			31-Dec-20	31-Mar-20	31-Mar-19	1-Apr-18
	₹ lakh					
<b>At Amortised Cost</b>						
<b>Investments in Government Securities</b>						
<b>Quoted</b>						
Bonds of Central and State Governments	25,68,000	100	2,578.60	2,581.07	2,681.99	2,430.77
Total (A)			2,578.60	2,581.07	2,681.99	2,430.77
<b>At Fair Value through Other Comprehensive Income</b>						
Investments in Equity Instruments						
Quoted – Associates						
Sakthi Sugars Limited	552,833	10	55.73	40.36	62.73	89.28
Quoted – Others						
Stiles India Limited	100	10	-	-	-	-
Total (B)			55.73	40.36	62.73	89.28



Particulars			As at			
						₹ lakh
			31-Dec-20	31-Mar-20	31-Mar-19	1-Apr-18
<b>At Cost</b>						
<b>Investments in Equity Instruments Unquoted – Associates</b>						
ABT Industries Limited	150,000	10	15.00	15.00	15.00	15.00
ABT Foods Agrovvet Limited (Formerly Sakthi Beverages Ltd)	125,000	10	12.50	12.50	12.50	12.50
Sakthi Soft Drinks Pvt Limited	30,000	10	3.00	3.00	3.00	3.00
Sri Bhagavathi Textiles Limited	5	100	0.04	0.04	0.04	0.04
Sri Chamundeswari Sugars Limited	186,666	10	7.82	7.82	7.82	7.82
<b>Unquoted – Others</b>						
ABT Co-operative Stores Limited	500	10	0.05	0.05	0.05	0.05
Chokhani International Limited	100	10	0.02	0.02	0.02	0.02
<b>Total (C)</b>			38.43	38.43	38.43	38.43
<b>Total (Gross) - (A+B+C)</b>			2,672.76	2,659.86	2,783.15	2,558.48
(i) Investments Outside India			-	-	-	-
(ii) Investments In India			2,672.76	2,659.86	2,783.15	2,558.48
<b>Total</b>			2,672.76	2,659.86	2,783.15	2,558.48
Less: Impairment Loss Allowance			0.06	0.06	0.06	0.06
<b>Total (Net)</b>			<b>2,672.70</b>	<b>2,659.80</b>	<b>2,783.09</b>	<b>2,558.42</b>

# In accordance with Master Direction - Non Banking Financial Companies Acceptance of public deposits (Reserve Bank) Directions 2016 dated 25th August 2016, the Company has created a floating charge on the statutory liquid assets comprising investment in Government securities on the above investments in favour of IDBI Trusteeship services Ltd., trustee representing the Public deposit holders of the company.

## 8. OTHER FINANCIAL ASSETS

Particulars	As at			
	December 31, 2020	March 31, 2020	March 31, 2019	April 1, 2018
- Interest accrued on Government Securities	46.78	56.69	55.71	44.66
- Interest accrued on Term Deposits				
- Free	-	-	24.41	40.13
- Under Lien (Refer Note 4)	24.62	11.88	11.33	11.39
- Grant of Ex-Gratia payment receivable	237.75	-	-	-
- Security Deposits	172.78	65.32	63.62	40.59
- Other Loans and Advances	1,799.20	1,896.74	1,573.92	1,599.70
- Advance to Employees	49.1	13.64	14.14	30.8
<b>Total</b>	<b>2,330.23</b>	<b>2,044.27</b>	<b>1,743.13</b>	<b>1,767.27</b>

### 9.a) Investment Property

#### Notes forming Part of reformatted summary of Property, Plant and Equipment

( ₹ Lakh )

Particulars	Land	Building	Total
Deemed Cost as at April 01, 2018	66.87	226.74	293.61
Additions	-	-	-
Disposals	-	-	-
Carrying Amount as at March 31, 2019	66.87	226.74	293.61
Additions	-	-	-
Disposals	-	-	-
Carrying Amount as at Mar 31, 2020	66.87	226.74	293.61
Additions	-	-	-
Disposals	-	-	-
Carrying Amount as at December 31, 2020	66.87	226.74	293.61
Accumulated depreciation / amortisation and impairment			
Balance as at April 01, 2018	-	-	-
Depreciation for the year	-	4.60	4.60
Depreciation on disposals	-	-	-
Balance as at March 31, 2019	-	4.60	4.60
Depreciation for the year	-	4.60	4.60
Depreciation on disposals	-	-	-
Balance as at March 31, 2020	-	9.20	9.20
Depreciation for the year	-	3.46	3.46
Depreciation on disposals	-	-	-
Balance as at December 31, 2020	-	12.66	12.66
Net Carrying amount			
As at March 31 2018	66.87	226.74	293.61
As at March 31 2019	66.87	222.14	289.01
As at March 31 2020	66.87	217.54	284.41
As at December 31 2020	66.87	214.08	280.95
Useful Life of the Asset (In Years)	-	60	-

### 9.b) Rental Income with respective expenses (₹ lakh)

Particulars	As at 31 <sup>st</sup> Dec 2020	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Rental Income – Building	1.74	21.13	24.99
Direct operating expenses on properties generating rental income	0.04	2.13	1.17

**9. c) Fair Value of Investment Property with assumptions applied in determining the fair value of investment property**

<b>Particulars</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Range (Weighted avg)</b>	<b>Sensitivity of the input to fair value</b>	<b>Fair value ₹ lakhs</b>	<b>Sensitivity ₹ lakhs</b>
<b>Sensitivity analysis</b>						
Investment Property As at March 31, 2020	Professional valuer	Price per Sq.foot	₹ 2,500 - 5,000 per Sq.foot	5%	370	19
Investment Property As at March 31, 2019	Professional valuer	Price per Sq.foot	₹ 2,500 - 5,000 per Sq.foot	5%	359	18
Investment Property As at April 01, 2018	Professional valuer	Price per Sq.foot	₹ 2,500 - 5,000 per Sq.foot	5%	349	17

**10 (a) Property, Plant and Equipment - Tangible Assets**

( ₹ Lakh )

Particulars	Land – Freehold	Buildings	Plant and Machinery	Plant Wind Mills	Furniture and Fixtures	Vehicles	Office Equipments	Total Tangible Assets
<b>Deemed Cost as at April 01, 2018</b>	2764.91	1697.37	73.46	1615.39	221.89	77.89	76.25	6527.16
Additions	-	15.27	12.45	-	86.44	20.98	40.29	175.43
Disposals	-	-	-	-	0.00	1.08	-	1.08
<b>Carrying Amount as at March 31, 2019</b>	<b>2764.91</b>	<b>1712.64</b>	<b>85.91</b>	<b>1615.39</b>	<b>308.33</b>	<b>97.79</b>	<b>116.54</b>	<b>6701.51</b>
Additions	-	0.25	8.80	-	25.94	-	48.44	83.43
Disposals	-	0.00	1.49	-	0.93	0.63	0.00	3.05
<b>Carrying Amount as at March 31, 2020</b>	<b>2764.91</b>	<b>1712.89</b>	<b>93.22</b>	<b>1615.39</b>	<b>333.34</b>	<b>97.16</b>	<b>164.98</b>	<b>6781.89</b>
Additions	-	-	-	-	2.04	-	14.73	16.77
Disposals	-	-	-	-	-	-	15.42	15.42
<b>Carrying Amount as at December 31, 2020</b>	<b>2764.91</b>	<b>1712.89</b>	<b>93.22</b>	<b>1615.39</b>	<b>335.38</b>	<b>97.16</b>	<b>164.29</b>	<b>6783.24</b>
<b>Accumulated depreciation / amortisation and impairment</b>								
<b>Balance as at April 01, 2018</b>	-	-	-	-	-	-	-	-
Depreciation for the year	-	52.88	6.93	104.57	28.94	12.98	20.69	226.99
Depreciation on disposals	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2019</b>	-	<b>52.88</b>	<b>6.93</b>	<b>104.57</b>	<b>28.94</b>	<b>12.98</b>	<b>20.69</b>	<b>226.99</b>
Depreciation for the year	-	55.10	7.78	104.57	34.78	13.50	23.17	238.90
Depreciation on disposals	-	-	0.23	-	-	0.42	0.00	0.65
<b>Balance as at March 31, 2020</b>	-	<b>107.98</b>	<b>14.48</b>	<b>209.14</b>	<b>63.72</b>	<b>26.06</b>	<b>43.86</b>	<b>465.24</b>
Depreciation for the year	-	41.53	6.00	78.78	27.23	10.17	21.30	185.01
Depreciation on disposals	-	-	-	-	-	-	14.85	14.85
<b>Balance as at December 31, 2020</b>	-	<b>149.51</b>	<b>20.48</b>	<b>287.92</b>	<b>90.95</b>	<b>36.23</b>	<b>50.31</b>	<b>635.40</b>
<b>Net Carrying amount</b>								
<b>As at March 31 2018</b>	<b>2764.91</b>	<b>1697.37</b>	<b>73.46</b>	<b>1615.39</b>	<b>221.89</b>	<b>77.89</b>	<b>76.25</b>	<b>6527.16</b>
<b>As at March 31 2019</b>	<b>2764.91</b>	<b>1659.76</b>	<b>78.98</b>	<b>1510.82</b>	<b>279.39</b>	<b>84.81</b>	<b>95.85</b>	<b>6474.52</b>
<b>As at March 31 2020</b>	<b>2764.91</b>	<b>1604.91</b>	<b>78.74</b>	<b>1406.25</b>	<b>269.62</b>	<b>71.10</b>	<b>121.12</b>	<b>6316.65</b>
<b>As at December 31, 2020</b>	<b>2764.91</b>	<b>1563.38</b>	<b>72.74</b>	<b>1327.47</b>	<b>244.43</b>	<b>60.93</b>	<b>113.98</b>	<b>6147.86</b>
<b>Useful Life of the Asset (In Year)</b>	-	60	15	22	10	8	10	

Carrying Value of Assets Pledge Against borrowings / Debt Securities as at 31st March 2020 (Refer Note 13 & 14)

( ₹ Lakh )

Particulars	Land – Freehold	Buildings	Plant and Machinery	Plant Wind Mills	Furniture and Fixtures	Vehicles	Office Equipments	Total Tangible Assets
As at 1st April 2018	427.29	1,515.86	-	1,615.39	-	-	-	3,558.54
As at 31 <sup>st</sup> March 2019	427.29	1,478.19	-	1,510.82	-	-	-	3,416.30
As at 31 <sup>st</sup> March 2020	427.29	1,428.80	-	1,406.25	-	-	-	3,262.34
As at 31 <sup>st</sup> December 2020	590.09	1,402.72	-	1,327.47	-	-	-	3,320.28

10 (b) Intangible Assets under development

( ₹ Lakh )

Particulars	Amount
<b>Deemed Cost as at April 01, 2018</b>	68.20
Additions	-
Disposals	68.20
<b>Carrying Amount as at March 31, 2019</b>	-
Additions	15.07
Disposals	-
<b>Carrying Amount as at March 31, 2020</b>	<b>15.07</b>
Additions	44.65
Disposals	-
<b>Carrying Amount as at December 31, 2020</b>	<b>59.72</b>
<b>Accumulated depreciation / amortisation and impairment</b>	
<b>Balance as at April 01, 2018</b>	-
Depreciation for the year	-
Depreciation on disposals	-
<b>Balance as at March 31, 2019</b>	-
Depreciation for the year	-
Depreciation on disposals	-
<b>Balance as at March 31, 2020</b>	-
Depreciation for the year	-
Depreciation on disposals	-

<b>Balance as at December 31, 2020</b>	-
<b>Particulars</b>	<b>Amount (₹ lakh)</b>
<b>Net Carrying amount</b>	
<b>As at March 31 2018</b>	<b>68.20</b>
<b>As at March 31 2019</b>	-
<b>As at March 31 2020</b>	<b>15.07</b>
<b>As at December 31, 2020</b>	<b>59.72</b>
<b>Useful Life of the Asset (In Year)</b>	-

**10 (c) Other Intangible Assets - Computer Software**

Particulars	(₹ Lakh)
Particulars	Amount
<b>Deemed Cost as at April 01, 2018</b>	157.51
Additions	104.22
Disposals	-
<b>Carrying Amount as at March 31, 2019</b>	<b>261.73</b>
Additions	1.88
Disposals	0.00
<b>Carrying Amount as at March 31, 2020</b>	263.61
Additions	7.01
Disposals	0.00
<b>Carrying Amount as at December 31, 2020</b>	270.62
<b>Accumulated depreciation / amortisation and impairment</b>	
<b>Balance as at April 01, 2018</b>	-
Depreciation for the year	71.40
Depreciation on disposals	-
<b>Balance as at March 31, 2019</b>	<b>71.40</b>
Depreciation for the year	77.26
Depreciation on disposals	-
<b>Balance as at March 31, 2020</b>	<b>148.66</b>
Depreciation for the year	21.40
Depreciation on disposals	-

Balance as at December 31, 2020	170.06
Net Carrying amount	(₹ lakh)
As at March 31 2018	157.51
As at March 31 2019	190.33
As at March 31 2020	114.95
As at December 31 2020	100.56
Useful Life of the Asset (In Year)	6

#### 11. OTHER NON- FINANCIAL ASSET

Particulars	As at			
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
				₹ lakh
<b>Considered good-Unsecured</b>				
- Prepaid Expenses	56.55	112.64	100.68	46.63
- GST Input Tax Credit (Refer note no 2 (p) )	217.79	143.34	62.64	100.51
- Debenture Issue Expenses	380.89	57.60	98.65	-
- Others	8.63	10.20	8.48	10.31
<b>Total</b>	<b>663.86</b>	<b>323.78</b>	<b>270.45</b>	<b>157.45</b>

#### LIABILITIES AND EQUITY

Particulars	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>12.PAYABLES</b>				
<b>(I) Trade Payable</b>				
(i) Total outstanding dues of micro enterprises and small enterprises	3.58	6.87	0.33	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	148.27	160.76	185.23	117.89
<b>(II) Other Payables</b>				
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	98.48	101.99	251.05	140.08
<b>Total</b>	<b>250.33</b>	<b>269.62</b>	<b>436.61</b>	<b>257.97</b>

**Micro, Small and Medium Enterprises:** Based on and to the extent of the information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("**MSMED Act**") the total outstanding dues of Micro and Small enterprises which are outstanding for more than the stipulated period and other disclosures as per MSMED Act, are given below:

	As at			₹ lakh
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
a) Dues remaining unpaid to any supplier at the year end				
- Principal///	3.58	6.87	0.33	-
- Interest on the above				
b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year	-			
- Principal paid beyond the appointed date				
- Interest paid in terms of Section 16 of the MSMED Act				
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year				
d) Amount of interest accrued and remaining unpaid				
e) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises				
	<b>3.58</b>	<b>6.87</b>	<b>0.33</b>	<b>-</b>

### 13 DEBT SECURITIES

Particulars	₹ lakh			
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>At Amortised Cost</b>				
Non-Convertible Debentures – Secured	29,667.50	31,453.32	23,807.33	28,452.05
Non-Convertible Debentures – Unsecured	-	-	2,500.92	2,500.93
<b>Total</b>	<b>29,667.50</b>	<b>31,453.32</b>	<b>26,308.25</b>	<b>30,952.98</b>
Debt Securities in India	29,667.50	31,453.32	26,308.25	30,952.98
Debt Securities outside India				
<b>Total</b>	<b>29,667.50</b>	<b>31,453.32</b>	<b>26,308.25</b>	<b>30,952.98</b>

Note:

- There is no debt securities measured at FVTPL or designated at FVTPL.
- The Non-Convertible Debentures are secured by immovable properties and Loan receivables of the Company having carrying value of ₹ 30,772.56 lakhs (31 March 2020), ₹ 24,582.59 Lakhs (31 March 2019) and ₹ 29456.12 Lakhs (1st April 2018).
- For Debt securities subscribed by the related parties, Refer Note No: 42.



#### 14. Details of Non-Convertible Debentures

Particulars	₹ lakh			
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>Secured</b>				
<b>A) (i) Issued on private placement basis - Face Value of Rs 1/-</b>				
- Repayable on maturity:				
<b>Interest Range 9% to 10%</b>				
Maturing within 1 year	-	1310.00	716.00	377.00
Maturing between 1 to 2 years	-	-	1310.00	716.00
Maturing between 2 to 3 years	-	-	-	1310.00
<b>Interest Range 10% to 11%</b>				
Maturing within 1 year	-	-	928.23	804.30
Maturing between 1 to 2 years	-	-	-	928.23
<b>Interest Range 11% to 12%</b>				
Maturing within 1 year	-	-	-	515.97
<b>Sub-Total (A(i))</b>	<b>0.00</b>	<b>1310.00</b>	<b>2954.23</b>	<b>4651.50</b>
<b>A) (ii) Issued on private placement basis - Face Value of Rs 1,000/-</b>				
- Repayable on maturity:				
<b>Interest Range 9% to 10%</b>				
Maturing within 1 year	4968.50	2443.50	1029.00	45.00
Maturing between 1 to 2 years	3369.00	3659.00	1455.00	190.00
Maturing between 2 to 3 years	3850.30	2804.50	3165.50	932.50
<b>Sub-Total (A(ii))</b>	<b>12,187.80</b>	<b>8,907.00</b>	<b>5,649.50</b>	<b>1,167.50</b>
<b>TOTAL (A(i + ii))</b>	<b>12,187.80</b>	<b>10217.00</b>	<b>8603.73</b>	<b>5819.00</b>
<b>Add : Interest accrued but not due</b>	519.28	364.37	324.58	232.19
<b>Less: unamortized charges</b>	62.73	54.82	54.81	30.38
<b>(A) Total Amortized Cost₹</b>	<b>12644.35</b>	<b>10526.55</b>	<b>8873.50</b>	<b>6020.81</b>
<b>B) Public Issue - Face value of Rs 1,000/-</b>				
- Repayable on maturity:				
<b>Interest Range 9% to 10%</b>				
Maturing within 1 year	1991.39	-	-	-
Maturing between 1 years to 2 years	5324.98	1991.39	-	-
Maturing between 2 years to 3 years	5489.32	1661.32	-	-
Maturing between 3 years to 4 years	3272.12	3742.49	-	-

				₹ lakh
Particulars	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>Interest Range 10% to 11%</b>				
Maturing within 1 year	0.00	11040.05	2014.94	3432.09
Maturing between 1 years to 2 years	-	-	11040.05	2014.94
Maturing between 2 years to 3 years	-	-	-	11040.05
Maturing between 3 years to 4 years	-	-	-	-
<b>Interest Range 11% to 12%</b>				
Maturing between 1 years to 2 years	-	-	-	3647.90
<b>Sub-Total (B)</b>	16,077.81	18,435.25	13,054.99	20,134.98
<b>Add : Interest accrued but not due</b>	945.34	2,491.52	1,878.84	2,296.26
<b>Less: unamortized charges</b>	-	-	-	-
<b>(B)Total Amortized Cost</b>	17,023.15	20,926.77	14,933.83	22,431.24
<b>TOTAL (A)+(B)</b>	<b>29667.50</b>	<b>31453.32</b>	<b>23807.33</b>	<b>28452.05</b>
<b>C) Non-Convertible Debentures - Unsecured:</b>				
<b>Repayable on maturity:</b>				
<b>Interest Range 13% to 14%</b>				
Maturing between 3 years to 4 years	-	-	2,500.00	-
Maturing between 4 years to 5 years				2,500.00
<b>Sub-Total (C)</b>	-	-	2,500.00	2,500.00
<b>Add: Interest accrued but not due</b>	-	-	0.92	0.93
<b>Total Amortized Cost (C)</b>	-	-	2,500.92	2500.93
<b>Total Amortized Cost (A + B + C)</b>	<b>29667.50</b>	<b>31453.32</b>	<b>26308.25</b>	<b>30952.98</b>

#### 14. BORROWINGS (OTHER THAN DEBT SECURITIES)

Particulars	₹ lakh			
	December 31, 2020	March 31, 2020	March 31, 2019	April 01, 2018
At amortized cost				
Term Loan -Secured				
- From Banks	6,045.90	1,601.00	1,948.49	3,735.91
- From Other Lenders	3,517.08	5,077.19	3,810.36	5,176.99
Loan Repayable on Demand				
- Cash Credit Facilities from Banks	14,777.12	14,540.01	15,034.35	10,568.44
<b>Total</b>	<b>24,340.10</b>	<b>21,218.20</b>	<b>20,793.20</b>	<b>19,481.34</b>
Borrowings in India	24,340.10	21,218.20	20,793.20	19,481.34
Borrowings outside India	-	-	-	-
<b>Total</b>	<b>24,340.10</b>	<b>21,218.20</b>	<b>20,793.20</b>	<b>19,481.34</b>

There is no borrowings measured at FVTPL or designated at FVTPL

#### a) Term loans from Banks are secured as under:

i	State Bank of India	Repayment				Moratorium Period	Security Details	Amount Outstanding as on ₹ Lakh			
		Commencement date	End date	31.12.2020	31.03.2020			31.03.2019	01.04.2018		
1	5000.00	11.00%	30.09.2020	30.06.2025	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director	4656.00	-	507.14	1521.43	
2	600.00	7.25%	30.11.2020	30.04.2022			532.00				
	Add: Interest accrued but not due						47.75	-	5.98	0.00	
	Less: Unamortized charges						60.96	-	6.00	18.00	
	<b>Total Amortized Cost</b>						<b>5174.79</b>	<b>0</b>	<b>507.12</b>	<b>1503.43</b>	

<b>ii</b>	DBS Bank Limited (erstwhile The Lakshmi Vilas Bank Ltd)						Amount Outstanding as on ₹ Lakh			
			Repayment				Amount Outstanding as on ₹ Lakh			
Sl No.	Amount of Term Loan sanctioned	Rate of Interest per annum	Commencement date	End date	Moratorium Period	Security Details	31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	3000.00	11.55%	31.10.2016	30.09.2019	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director	-	-	507.14	1521.43
Add: Interest accrued but not due							-	-	5.98	0.00
Less: Unamortized charges							-	-	6.00	18.00
Total Amortized Cost							-	-	<b>507.12</b>	<b>1503.43</b>
<b>iii</b>	AU Small Finance Bank Ltd						Amount Outstanding as on ₹ Lakh			
			Repayment				Amount Outstanding as on ₹ Lakh			
Sl No.	Amount of Term Loan sanctioned	Rate of Interest per annum	Commencement date	End date	Moratorium Period	Security Details	31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	2500.00	10.65%	15.12.2017	15.12.2020	-	Hypothecation of specified Hire Purchase receivables and a personal guarantee by a director	-	608.11	1418.92	2229.73
Add: Interest accrued but not due							-	2.88	6.73	10.55
Less: Unamortized charges							-	2.13	4.97	7.80
Total Amortized Cost							-	<b>608.86</b>	<b>1420.68</b>	<b>2232.48</b>
<b>iv</b>	IndusInd Bank Ltd		Repayment				Amount Outstanding as on ₹ lakh			
Sl No.	Amount of Term Loan sanctioned	Rate of Interest per annum	Commencement date	End date	Moratorium Period	Security Details	31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	650.00	12.00%	04.03.2020	04.06.2023	3 Months	Hypothecation of specified Hire Purchase receivables	561.15	634.61	-	-
2	350.00	12.00%	04.03.2020	04.06.2023	3 Months		300.52	340.22	-	-
Add: Interest accrued but not due							7.65	8.65	-	-
Less: Unamortized charges							3.47	4.73	-	-
Total Amortized Cost							<b>865.85</b>	<b>978.75</b>	-	-
<b>v</b>	HDFC Bank Ltd						₹ lakh			
			Repayment				Amount Outstanding as on			
Sl No.	Amount of Term Loan sanctioned	Rate of Interest per annum	Commencement date	End date	Moratorium Period	Security Details	31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	19.00	9.50%	05.02.2019	05.01.2022	-	Hypothecation of New Innova Crysta GX Car	7.91	13.39	20.69	-
Add: Interest accrued but not due							-	-	-	-
Less: Unamortized charges							-	-	-	-
Total Amortized Cost							<b>7.91</b>	<b>13.39</b>	<b>20.69</b>	-

**b) Term loans from other Lenders are secured as under:**

i) Sundaram Finance Ltd							₹ lakh			
Repayment							Amount Outstanding as on			
Sl No	Amount of Term Loan sanctioned	Rate of Interest per annum	Commencement date	End date	Moratorium Period	Security Details	31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	1000	10.25%	10.10.2017	10.02.2021	5 Months	Exclusive charge on 17 Wind Mills situated at Tirunelveli/Tirupur Dist in Tamilnadu and also at Motugunda Village, Bhavnad Taluk, Jam Nagar Dist,Gujarat and guarantee by a director	67.62	188.51	537.76	853.18
Add: Interest accrued but not due							0.4	1.11	3.17	5.03
Less: Unamortized charges										
Total Amortized Cost							<b>68.02</b>	<b>189.62</b>	<b>540.93</b>	<b>858.21</b>
ii) Northern Arc Capital Ltd (formerly IFMR Capital Finance Pvt Ltd)							₹ lakh			
Repayment							Amount Outstanding as on			
Sl No.	Amount of Term Loan sanctioned	Rate of Interest per annum	Commencement date	End date	Moratorium Period	Security Details	31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	1000	13.50%	14.04.2016	14.09.2018	6 Months	Hypothecation of specified Hire Purchase receivables and a personal guarantee by a director	-	-	-	228.25
2	395	13.50%	12.05.2016	12.10.2018	6 Months		-	-	-	104.36
3	730	13.50%	19.09.2016	19.02.2019	6 Months		-	-	-	296.42
4	330	12.90%	24.10.2016	25.03.2019	6 Months		-	-	-	144.69
5	170	12.90%	22.11.2016	22.04.2019	6 Months		-	-	6.44	80.23
6	1500	14.00%	06.04.2020	07.03.2022	-		986.14	1500	-	-
Add: Interest accrued but not due							9.46	14.38	0.02	4.46
Less: Unamortized charges							13.18	19.84	0	0
Total Amortized Cost							<b>982.42</b>	<b>1494.54</b>	<b>6.46</b>	<b>858.41</b>

iii)		Hinduja Leyland Finance Ltd				₹ lakh				
SI No	Amount of Term Loan sanctioned	Rate of Interest per annum	Repayment		Moratorium Period	Security Details	Amount Outstanding as on			
			Commencement date	End date			31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	1500	12.50%	07.02.2015	07.04.2018	-	Hypothecation of specified Hire Purchase receivables and a personal guarantee by a director	-	-	-	46.44
2	250	12.50%	07.04.2015	07.06.2018	-		-	-	-	23.08
3	2600	10.71%	07.05.2017	07.04.2020	-			84.28	1039.08	1897.17
4	1500	10.25%	07.03.2018	07.04.2021	2 Months		191.04	509.79	1013.98	1469.35
Add: Interest accrued but not due							1.29	4.22	14.49	24.33
Less: Unamortized charges							-	-	-	-
Total Amortized Cost							<b>192.33</b>	<b>598.29</b>	<b>2067.55</b>	<b>3460.37</b>

iv)		Shriram Transport Finance Company Ltd				₹ lakh				
SI No	Amount of Term Loan sanctioned	Rate of Interest per annum	Repayment		Moratorium Period	Security Details	Amount Outstanding as on			
			Commencement date	End date			31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	1000*	12.50%	27.03.2019	26.03.2020	-	Hypothecation of specified Hire Purchase receivables	-	-	1000	-
2	2000	13.00%	05.09.2019	05.08.2023			1447.54	1773.86	-	-
3	1000	13.00%	05.05.2020	05.04.2023			813.38	1000	-	-
Add: Interest accrued but not due							20.94	16.43	2.05	-
Less: Unamortized charges							10.21	13.33	4.93	-
Total Amortized Cost							<b>2271.65</b>	<b>2776.96</b>	<b>997.12</b>	-
* Floating balance working capital loan closed on 26.03.2020										

v) Profectus Capital (P) Ltd							₹ lakh			
SI No	Amount of Term Loan sanctioned	Rate of Interest per annum	Repayment		Moratorium Period	Security Details	Amount Outstanding as on			
			Commencement date	End date			31.12.2020	31.03.2020	31.03.2019	01.04.2018
1	200	13.00%	15.04.2019	15.04.2020	-	Hypothecation of specified Hire Purchase receivables	-	17.67	200.00	-
Add: Interest accrued but not due							-	0.11	0.28	-
Less: Unamortized charges							-	-	1.98	-
<b>Total Amortized Cost</b>							-	<b>17.78</b>	<b>198.30</b>	-

**c) Loans repayable on demand - Cash credit facilities with banks (Secured)**

From the Balance sheet date	As at 31st December 2020		As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Interest Rate Range	Amount outstanding	Interest Rate Range	Amount outstanding	Interest Rate Range	Amount outstanding	Interest Rate Range	Amount
								Outstanding
								(₹ lakh)
Maturing with 1 year	<b>10.55 % to</b>	<b>14772.41</b>	<b>10.55 % to</b>	<b>14432.38</b>	11 % to	15028.4	10.50 % to	10591.42
	<b>12.50%</b>		<b>12.80%</b>		12.50%		12.00%	
Add: Interest accrued but not due		<b>17.9</b>		<b>125.96</b>		40.4		41.31
Less: Unamortized charges		<b>13.23</b>		<b>18.33</b>		34.45		64.29
<b>Total Amortized Cost</b>		<b>14777.08</b>		<b>14540.01</b>		<b>15034.35</b>		<b>10568.44</b>

The cash credit facilities from Banks are secured by hypothecation of specified hire purchase receivables and a personal guarantee by Director(s).

The company has also extended collateral security of Company's Building and land belonging to a Director.

d) There is no default in repayment of loans and interest thereon.

## 15. DEPOSITS (UNSECURED)

Particulars	₹ lakh			
	December 31,2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>At amortized cost</b>				
Public Deposits	17,378.05	19,046.38	18,348.07	17,029.53
<b>Total</b>	<b>17,378.05</b>	<b>19,046.38</b>	<b>18,348.07</b>	<b>17,029.53</b>

There is no Deposits measured at FVTPL or designated at FVTPL

Details of Deposits - Unsecured:

Particulars	December 31,2020	March 31, 2020	March 31, 2019	April 01, 2018
- Repayable on maturity:				
<b>Interest Range 8% to 9%</b>				
Maturing within 1 year	8797.93	8322.06	6058.49	3388.33
Maturing between 1 to 2 years	5220.53	7064.93	6304.29	3961.27
Maturing between 2 to 3 years	2332.92	2580.74	3019.28	3178.34
<b>Interest Range 9% to 10%</b>				
Maturing within 1 year	0.00	0.00	1890.32	1670.50
Maturing between 1 to 2 years	0.00	0.00	0.00	1923.58
<b>Interest Range 10% to 11%</b>				
Maturing within 1 year				1900.43
Subtotal	16351.38	17967.73	17272.38	16022.45
<b>Add : Interest accrued but not due</b>	<b>1,106.91</b>	<b>1,171.20</b>	<b>1,162.57</b>	<b>1,091.06</b>
<b>Less: unamortized charges</b>	<b>80.24</b>	<b>92.55</b>	<b>86.88</b>	<b>83.98</b>
<b>Total Amortized Cost</b>	<b>17,378.05</b>	<b>19,046.38</b>	<b>18,348.07</b>	<b>17,029.53</b>

## 16. SUB-ORDINATED LIABILITIES (UNSECURED)

Particulars	₹ lakh			
	December 31,2020	March 31, 2020	March 31, 2019	April 01, 2018
<b>At amortized cost</b>				
Non-Convertible Debentures – Unsecured	6,436.98	4,577.35	-	-
Redeemable Cumulative Preference Shares (RCPS)	1,600.11	1,630.10	1,656.11	1,129.12
Sub-Ordinated Debts	24,894.96	23,008.68	24,169.85	20,755.00
<b>Total</b>	<b>32,932.05</b>	<b>29,216.13</b>	<b>25,825.96</b>	<b>21,884.12</b>
Sub-Ordinated Liabilities in India	32,932.05	29,216.13	25,825.96	21,884.12
Sub-Ordinated Liabilities outside India	-	-	-	-

Note: There is no Sub-Ordinated liabilities measured at FVTPL or designated at FVTPL

### Terms/rights attached to RCPS

The RCPS do not have voting rights other than matters which directly affect them. In the event of any due and payable dividends remain unpaid for aggregate period of at least two years prior to the start of any general meeting of the equity shareholders, RCPS holders shall have voting rights in line with their voting rights of the equity shareholders. The RCPS will be redeemed at the end of three years from the date of allotment and the payment of dividend would be in accordance with the terms agreed at the time of issuance of RCPS.

On winding up or repayment of capital, RCPS holders enjoy preferential rights vis a vis equity shareholders, for repayment of capital paid-up and shall include any unpaid dividends.

For the year ended 31 March 2020, the Company declared and paid an interim dividend of ₹ 129.65 lakhs after deduction of TDS of ₹ 5.35 lakhs on RCPS of ₹ 100 each fully paid (31st March 2019: ₹ 166.02 lakhs).



**Details of Sub-ordinated Liabilities- Unsecured:**

From the Balance sheet date				₹ lakh
	December 31,2020	March 31, 2020	March 31, 2019	April 1, 2018
<b>A) Non-convertible Debentures - Unsecured:</b>				
<b>Issued on Public Issue</b>				
- Repayable on maturity:				
<b>Interest Range 10% to 11%</b>				
Maturing between 3 years to 4 years	4374.80			
Maturing between 4 years to 5 years	1603.70	4374.80	-	-
<b>Sub-Total (A)</b>	<b>5978.50</b>	<b>4374.80</b>		
<b>B) Preference Shares</b>				
- Repayable on maturity:				
<b>10% Redeemable Preference Shares</b>				
Maturing within 1 year	-	-	-	302.45
<b>9% Redeemable Preference Shares</b>				
Maturing within 1 year	1500.00	835.00	-	-
Maturing between 1 years to 2 years	-	665.00	835.00	-
Maturing between 2 years to 3 years	-	0.00	665.00	835.00
<b>Sub-Total (B)</b>	<b>1500.00</b>	<b>1500.00</b>	<b>1500.00</b>	<b>1137.45</b>
<b>C) Sub-Ordinated Debts</b>				
- Repayable on maturity:				
<b>Interest Range 10% to 11%</b>				
Maturing between 2 to 3 years	3086.50	-	-	-
Maturing between 3 to 4 years	16830.10	9914.40	0.00	-
Maturing between 4 to 5 years	3464.00	12221.80	9914.40	-
Maturing after 5 years	0.00	179.40	2279.20	-
<b>Interest Range 11% to 12%</b>				
Maturing within 1 year	0.00	0.00	9094.39	7485.88
Maturing between 1 years to 2 years	0.00	0.00	0.00	9092.39
<b>Sub-Total (C)</b>	<b>23380.60</b>	<b>22315.60</b>	<b>21287.99</b>	<b>16578.27</b>
<b>Sub-Total (A+B+C)</b>	<b>30859.10</b>	<b>28190.40</b>	<b>22787.99</b>	<b>17715.72</b>

**Details of Sub-ordinated Liabilities- Unsecured: (contd)**

From the Balance sheet date				₹ lakh
	December 31,2020	March 31, 2020	March 31, 2019	April 1, 2018
<b>Add : Interest accrued but not due</b>				
A) Non-convertible Debentures - Unsecured:	458.48	202.55	-	-
B) Preference Shares	101.25	135.00	166.01	-
C) Sub-Ordinated Debts	1,674.48	876.67	3,005.97	4,212.80
<b>Less: Unamortized charges</b>				
A) Non-convertible Debentures - Unsecured:	-	-	-	-
B) Preference Shares	1.15	4.89	9.90	8.33
C) Subordinated Debts	160.11	183.60	124.11	36.07
<b>Total Amortized Cost</b>	<b>32932.05</b>	<b>29216.13</b>	<b>25825.96</b>	<b>21884.12</b>

For Sub-Ordinated Liabilities subscribed by related parties, refer Note No. 42

## 17. OTHER FINANCIAL LIABILITIES

Particulars	₹ lakh			
	December 31,2020	March 31, 2020	March 31, 2019	April 1, 2018
Unclaimed dividends (Refer Note below)	75.63	56.31	56.94	165.71
Unclaimed matured deposits and Interest accrued thereon	655.61	598.66	362.71	318.93
Unclaimed matured Sub-Ordinated Debts and Interest accrued thereon	67.79	252.79	562.38	-
Unclaimed matured debentures and Interest accrued thereon	231.20	100.73	116.89	285.26
Unclaimed Redeemable Cumulative Preference Shares	2.00	3.00	12.00	213.75
Advances from Customers	84.71	254.64	103.69	75.27
Security Deposits	11.41	11.41	11.41	11.41
Lease Liabilities (Refer Note 49)	357.99	443.17	488.21	493.19
Other Payables	-	-	12.46	32.35
<b>Total</b>	<b>1,486.34</b>	<b>1,720.71</b>	<b>1,726.69</b>	<b>1,595.87</b>

Note: Equity Dividend pertaining to the financial year 2011 and 2012 for an amount of ₹ 500 have not been remitted into Investor Education and Production Fund, awaiting clearance from Income Tax authorities.

## 18. PROVISIONS

Particulars	₹ lakh			
	December 31,2020	March 31, 2020	March 31, 2019	April 1, 2018
<b>Provision for Employee Benefits</b>				
Provision for bonus	32.74	44.00	20.46	56.58
Provision for gratuity (net)	28.34	28.71	38.28	75.27
Provision for leave encashment	68.10	49.02	45.45	42.19
<b>Total</b>	<b>129.18</b>	<b>121.73</b>	<b>104.19</b>	<b>174.04</b>

## 19. DEFERRED TAX LIABILITIES (net)

Particulars	₹ lakh			
	December 31,2020	March 31, 2020	March 31, 2019	April 1, 2018
a.Application of Expected Credit Loss on Financial Assets	(784.84)	(663.41)	(559.36)	(565.26)
b.Employee benefit expenses	(32.51)	(30.64)	(5.15)	(16.48)
c.Right of Use Assets and Lease Liabilities	(9.44)	(6.27)	(2.05)	10.00
d.Application of EIR on Financial Liabilities	102.00	99.22	82.56	72.46
e.Differences in Carrying amount of Property, Plant and Equipment	785.10	816.81	860.25	1,038.54
<b>Total</b>	<b>60.31</b>	<b>215.71</b>	<b>376.25</b>	<b>539.26</b>

## 20. OTHER NON-FINANCIAL LIABILITIES

Particulars	₹ lakh			
	December 31,2020	March 31, 2020	March 31, 2019	April 1, 2018
Tax Deducted at source	52.99	91.89	105.29	90.29
<b>Total</b>	<b>52.99</b>	<b>91.89</b>	<b>105.29</b>	<b>90.29</b>

## 21. SHARE CAPITAL

Particulars	December 31,2020	March 31,2020	March 31, 2019	April 1, 2018
<b>Authorised Share Capital</b>				
10,00,00,000 equity shares of Rs.10 each (FY 2019: 10,00,00,000 FY 2018 : 7,00,00,000 Equity Shares of Rs.10 each)	10,000.00	10,000.00	10,000.00	7,000.00
30,00,000 Redeemable Cumulative Preference Shares of 100 each	3,000.00	3,000.00	3,000.00	3,000.00
	<b>13,000.00</b>	<b>13,000.00</b>	<b>13,000.00</b>	<b>10,000.00</b>

a) Reconciliation of shares outstanding at the beginning and end of the year ( ` Lakhs)								
Particulars	As at		As at		As at		As at	
	31st December 2020		31st March 2020		31st March 2019		1st April 2018	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares with Voting Rights</b>								
Number of Shares at the beginning of the year	64,705,882	6470.59	50,000,000	5,000.00	5,00,00,000	5,000.00	5,00,00,000	5,000.00
Add : Allotment of Equity Shares on preferential basis made during the year	Nil	Nil	14,705,882	1,470.59	-	-	-	-
Number of Shares at the end of the year	<b>64,705,882</b>	<b>6,470.59</b>	<b>64,705,882</b>	<b>6,470.59</b>	<b>50,000,000</b>	<b>5,000.00</b>	<b>50,000,000</b>	<b>5,000.00</b>

b) Details of shareholders holding more than 5% shares in the capital of the company								
Name of the Shareholder	As at 31st December 2020		As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares
<b>Equity Shares with Voting Rights</b>								
Sakthifinance Financial Services Limited	19.19	12,420,000	19.19	12,420,000	16.22	8,110,000	16.22	8,110,000
ABT Investments (India) Private Limited	13.49	8,727,400	13.49	8,727,400	17.45	8,727,400	17.45	8,727,400
Sakthi Financial Services (Cochin) Private Limited	11.06	7,157,128	11.06	7,157,128	6.82	3,411,246	6.82	3,411,246
Avdhoot Finance and Investment Private Limited	8.69	5,624,208	8.69	5,624,208	11.25	5,624,208	11.25	5,624,208
Sakthi Management Services (Coimbatore) Limited	7.09	4,585,434	7.09	4,585,434	2.27	1,135,434	2.27	1,135,434
Bridgewater Investment Corporation Limited	6.88	4,450,000	6.88	4,450,000	8.90	4,450,000	8.90	4,450,000
The Gounder and Company Auto Limited	6.07	3,925,000	6.07	3,925,000	7.85	3,925,000	7.85	3,925,000
ABT Finance Limited	5.15	3,331,162	5.15	3,331,162	0.26	131,162	0.26	131,162

c) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend is subject to the approval of the shareholders at the ensuing annual general meeting. The Board of Directors have, at their meeting held on 30 July 2020, recommended a dividend of 6 per cent, ₹ .0.60 per share (Dividend for 31st March 2019: ₹ 1) on equity shares. The Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Dividends proposed	(₹ Lakhs)	
Particulars	31st March 2020	31st March 2019
Face Value per share (₹)	10.00	10.00
Dividend Percentage	6%	10%
Dividend per Share (₹.)	0.60	1.00
Dividend on equity shares	388.24	500.00
Dividend distribution tax	–	102.78
<b>Total Dividend including dividend distribution tax</b>	<b>388.24</b>	<b>602.78</b>

Note : The dividends proposed for the financial year 31st March 2019 have been paid to share holders in the subsequent financial year and accounted on payment basis on approval of the members of the company at relevant Annual General Meeting. The dividends proposed for the financial year 31st March 2020 shall be paid to share holders on approval of the members of the company at the ensuing Annual General Meeting.

## 22. OTHER EQUITY

Particulars	December 31, 2020	March 31, 2020	March 31, 2019	₹ lakh April 01, 2018
<b>Reserves and Surplus</b>				
<b>Statutory Reserve as per Section 45IC of the RBI Act 1934</b>				
Opening Balance	3,167.51	2,943.92	2,704.65	2,466.12
Add : Transfer from Retained Earnings	-	223.59	239.27	238.53
<b>Closing balance</b>	<b>3167.51</b>	<b>3167.51</b>	<b>2943.92</b>	<b>2704.65</b>
<b>Capital Reserve</b>				
Balance as at the Opening and Closing of the Year	52.61	52.61	52.61	52.61
<b>Securities Premium</b>				
Opening Balance	1430.92	801.07	801.07	801.07
Add : Securities Premium on Preferential Issue of Equity Shares	-	1,029.41	-	-
Less : NCD Public issue expenses	-	399.56	-	-
<b>Closing Balance</b>	<b>1430.92</b>	<b>1430.92</b>	<b>801.07</b>	<b>801.07</b>
<b>General Reserve</b>				
Opening Balance	4436.00	1172.25	500.00	1,500.00
Add : Transfer from Debebtore Redemption Reserve	-	3263.75	672.25	-
Less : Transfer to Retained Earnings	-	-	-	1,000.00
<b>Closing Balance</b>	<b>4436.00</b>	<b>4436.00</b>	<b>1172.25</b>	<b>500.00</b>

<b>Debtore Redemption Reserve</b>				
Opening Balance	-	3263.75	3,936.00	2,603.00
Add : Transfer from Retained Earnings	-	-	-	1,333.00
Less : Transfer to General Reserve	-	3263.75	672.25	-
<b>Closing Balance</b>	-	-	<b>3263.75</b>	<b>3936.00</b>
<b>Retained Earnings</b>				
Opening Balance	3,126.52	2,834.95	2,719.51	2,790.10
Add : Profit after tax for the year	719.88	1,117.94	957.49	1,102.74
Transfer from General Reserve	-	-	-	1,000.00
	<b>3846.40</b>	<b>3952.89</b>	<b>3677.00</b>	<b>4892.84</b>
<b>Less: Appropriations</b>				
Equity Dividend ( 0.60 paise per share)	388.24	500.00	500.00	500.00
Tax on Dividend-Equity Shares	-	102.78	102.78	101.80
Transfer to Statutory Reserve	-	223.59	239.27	238.53
Transfer to Debtore Redemption Reserve	-	-	-	1,333.00
<b>Closing Surplus</b>	<b>3,458.16</b>	<b>3,126.52</b>	<b>2,834.95</b>	<b>2,719.51</b>
<b>Item of Other Comprehensive Income ("OCI")</b>				
<b>(i) Fair value changes in Equity Instruments</b>				
Opening Balance	(48.92)	(26.54)	-	-
Add : Income/(Expenses) for the year	15.37	(22.38)	(26.54)	-
Closing Balance	<b>(33.55)</b>	<b>(48.92)</b>	<b>(26.54)</b>	-
<b>(ii) Actuarial changes in Defined benefit obligation</b>				
Opening Balance	12.30	(4.54)	-	-
Add : Income/(Expenses) for the year	(12.72)	16.84	(4.54)	-
Closing Balance	<b>(0.42)</b>	<b>12.30</b>	<b>(4.54)</b>	-
Closing Balance (i)+(ii)	<b>(33.97)</b>	<b>(36.62)</b>	<b>(31.08)</b>	-
<b>Total</b>	<b>12,511.23</b>	<b>12,176.94</b>	<b>11,037.47</b>	<b>10,713.84</b>

Nature and purpose of reserves

**Capital Reserve:** Capital reserve is the excess amount received on re-issue of forfeited equity shares in an earlier year.

**Securities Premium:** The amount received in excess of face value of the equity shares is recognised in Securities premium. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act 2013. Debtore issue expenses have been written off against Securities Premium.

**General reserve:** General reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. General reserve can be utilised only in accordance with the specific requirements of Companies Act 2013.

**Debtore Redemption Reserve:**

a. The Company is required to transfer 25% of the value of the outstanding debentures issued through public issue to Debtore Redemption Reserve ("DRR").

b. As per the Notification No. G.S.R. 574(E) dated 16 August 2019 issued by the Ministry of Corporate Affairs which has amended the Companies (Share Capital and Debentures) Rules 2014, no DRR is required to be created for debentures issued by a Non-Banking Finance Company ("NBFC") subsequent to the notification date. Accordingly, the Company has not created DRR on public issue of non-convertible debentures issued after the date of said notification.

c. In respect of the debentures issued through public issue, the Company has created DRR of ₹ Nil (March 31, 2019: ₹ 3263.75 lakhs).

d. On redemption of the debentures for which the DRR is created, the amounts no longer necessary to be retained in this account need to be transferred to the retained earnings.

e. During the year, the balance amount standing to the DRR which is no longer required to be created, has been transferred to retained earnings.

**Statutory reserve:** Every year the Company transfers a sum of not less than twenty per cent of net profit of that year as disclosed in the statement of profit and loss to its Statutory Reserve as per Section 45-IC of the RBI Act 1934.

**Retained earnings:** Retained earnings are the profits that the Company has earned till date less any transfers to statutory reserve, debenture redemption reserve, general reserve, dividends distributions paid to shareholders and transfer from debenture redemption reserve.

Notes forming Part of restated summary statement of Profit and Loss

### 23. INTEREST INCOME

PARTICULARS	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	(₹ Lakh)
			For the Year ended 31st March 2019
<b>(On Financial instruments measured at amortised cost)</b>			
Income from Hire purchase operations	11,840.70	15,521.70	14,874.64
Interest from:			
- Loans	176.11	383.43	439.15
- Bank deposits	24.51	21.19	81.22
- Investments	166.41	232.40	219.05
<b>Total</b>	<b>12,207.73</b>	<b>16,158.72</b>	<b>15,614.06</b>

There is no income on Financial Instruments measured at FVTOCI

### 24. FEES AND COMMISSION

PARTICULARS	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
- Service Charges	152.86	381.66	576.21
- Stamp and documentation charges	42.80	102.23	156.43
<b>Total</b>	<b>195.66</b>	<b>483.89</b>	<b>732.64</b>

### 25. SALE OF POWER FROM WIND MILLS

PARTICULARS	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
Income from Wind mill -Sale of Electricity	153.32	208.43	217.66
<b>Total</b>	<b>153.32</b>	<b>208.43</b>	<b>217.66</b>

### 26. OTHER INCOME

PARTICULARS	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
- Profit on sale of property, Plant and Equipment	-	-	1.47
- Miscellaneous income	0.47	0.40	3.33
<b>Total</b>	<b>0.47</b>	<b>0.40</b>	<b>4.80</b>

## 27. FINANCE COSTS

PARTICULARS	₹ Lakh		
	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>(On Financial Liabilities measured at amortised cost)</b>			
Interest Expense on:			
- Deposits	1,231.74	1,640.61	1,582.63
- Borrowings	1,832.05	2,304.29	2,497.01
- Debt Securities	2,698.53	3,140.72	3,202.12
- Sub-Ordinated Liabilities	1,925.23	2,863.75	2,548.27
- Lease Liability	24.97	38.41	39.61
Bank Charges	82.16	121.62	156.90
<b>Total</b>	<b>7,794.68</b>	<b>10,109.40</b>	<b>10,026.54</b>

Note: Other than financial liabilities measured at amortised cost, there are no other financial liabilities measured at FVTPL

## 28. IMPAIRMENT ON FINANCIAL INSTRUMENTS

PARTICULARS	₹ Lakh		
	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>(On Financial instruments measured at amortised cost)</b>			
Investments	2.47	2.80	2.70
Hire Purchase Receivables	559.92	545.14	337.13
Trade Receivables	(1.09)	11.21	34.25
Bad Debts	25.61	170.29	264.64
<b>Total</b>	<b>586.91</b>	<b>729.44</b>	<b>638.72</b>

There is no impairment on Financial Instruments measured at FVTOCI

## 29. EMPLOYEE BENEFITS EXPENSE

PARTICULARS	₹ Lakh		
	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
Salaries and wages	1,682.61	2,315.35	2,160.70
Contributions to Provident and Other Funds	68.75	98.62	94.09
Staff Welfare Expenses	47.99	137.59	117.88
Gratuity	20.18	45.09	29.90
Leave Encashment	33.36	36.92	63.90
<b>Total</b>	<b>1,852.89</b>	<b>2,633.57</b>	<b>2,466.47</b>

## 30. DEPRECIATION AND AMORTIZATION

PARTICULARS	₹ Lakh		
	For the Nine Months ended 31st December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
Depreciation on Property plant and Equipment	185.01	238.91	226.98
Amortization – Intangibles	21.40	77.26	71.41
Depreciation on Investment property	3.46	4.60	4.60
Amortization - Right of use assets	108.63	144.84	135.73
<b>Total</b>	<b>318.50</b>	<b>465.61</b>	<b>438.72</b>

### 31. OTHER EXPENSES

PARTICULARS	₹ Lakh		
	For Nine Months ended 31 <sup>st</sup> December 2020	For the Year ended 31st March 2020	For the Year ended 31st March 2019
Rent	40.99	59.89	66.23
Rates, Taxes and Licences	113.57	179.28	175.74
Stamping on documents	8.49	27.96	31.63
Communication	30.92	73.94	91.27
Insurance	9.84	14.04	15.42
Travelling and Conveyance	141.59	395.12	502.60
Printing and Stationery	24.25	48.96	56.68
Power and Fuel	17.80	40.02	35.63
Advertisements	9.58	15.92	25.05
<b>Auditor's Remuneration :</b>			
As Auditor:			
- Audit Fee	12.00	16.00	14.00
- Limited Review Fee	6.50	7.10	4.85
- Certification Fee	8.85	5.25	4.87
- Reimbursement of Expenses	1.17	2.45	1.65
Legal and Professional Charges	180.46	203.91	237.45
<b>Repairs and Maintenance on:</b>			
- Buildings	45.92	78.52	90.21
- Machinery	55.26	52.19	50.98
- Information Technology	132.96	146.93	76.37
- Other Assets	13.28	34.70	40.74
Filing Fees	9.86	9.28	31.28
Directors' Sitting Fees	10.80	11.80	12.60
Corporate Social Responsibility Expenses ( Refer Note 35)	18.07	12.19	40.79
Loss on Sale of Property, Plant and Equipment	0.22	1.50	0.00
Miscellaneous Expenses	19.50	72.76	160.18
<b>Total</b>	<b>911.88</b>	<b>1,509.71</b>	<b>1,766.22</b>

### 32. CONTINGENT LIABILITIES

Particulars	₹ lakh	
	For the Year ended 31st March 2020	For the Year ended 31st March 2019
Claims against the Company not acknowledged as debt;		
a) Income Tax issues	9.83	9.83
b) Service Tax Issues	1328.29	1328.29
The company has deposited with Service Tax department an amount of ₹ 98.63 lakhs against the demand relating to payment of Cenvat credit under Protest. The company's writ petition before the Honourable High Court of Madras against the levy has been admitted and stay has been granted		
c) The pending litigations as at 31.3.2020 has been compiled and reviewed. The current position of litigations has been evaluated and effect thereof have been appropriately disclosed in the financial statements.		

### 33. EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF:

Particulars	₹ lakh	
	For the Year ended 31st March 2020	For the Year ended 31st March 2019
Intangible Assets	-	13.02
Travelling and Conveyance	-	5.97
Annual Maintenance Charges - Information Technology	83.43	83.43



### 34. REMITTANCE OF DIVIDEND IN FOREIGN CURRENCY

		₹ lakh
Year to which the dividend relates	2018-19	2017-18
No. of non-resident share holders	1	1
No. of shares on which dividend remittance was made	4,450,000	4,450,000
Amount remitted (₹ Lakhs)	44.50	44.50

### 35. NOTE ON EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

The following is the information regarding projects/programmes undertaken and expenses incurred on CSR activities during the year ended 31st March 2020:

I. Gross amount required to be spent by the company during the year: ₹ 38.53 Lakhs

II. Amount spent during the year on: (by way of contribution to the trusts and the projects undertaken)

Particulars	Amount Spent
a. Construction / acquisition of any asset	-
b. On purposes other than (a) above:	-
Promoting Education	6.71
Promoting Healthcare	2.46
Promoting Healthcare including preventive health care and others	-
Swachh Bharath Project	-
Promoting Sports	3.02
Others	-
<b>Total</b>	<b>12.19</b>

The Company has so far spent ₹ 12.19 lakhs as against the required amount to be spent during the financial year 2019-20. Due to Covid-19 pandemic lockdown during March - May 2020, the company was unable to spend the balance amount of ₹ 26.34 lakhs

### 36. CAPITAL MANAGEMENT

The company determines the amount of capital required on the basis of factors like funding structure, capital adequacy ratio and leveraging ratios. The capital adequacy ratio working are given below.

The capital structure is also monitored on the basis of Capital adequacy ratio. The Company has complied with all regulatory requirements related to capital and capital adequacy ratios as prescribed by RBI.

	₹ lakh		
Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Tier - I Capital	15,357.08	13,887.80	13,515.18
Tier - II Capital	10,768.57	9,596.46	4,115.95
<b>Total Capital</b>	<b>26,125.65</b>	<b>23,484.26</b>	<b>17,631.13</b>
Aggregate of Risk Weighted Assets	119,197.86	105,057.62	102,376.60
<b>Tier-I Capital adequacy ratio</b>	<b>12.88</b>	<b>13.22</b>	<b>13.20</b>
<b>Total Capital adequacy ratio</b>	<b>21.91</b>	<b>22.35</b>	<b>17.22</b>

“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.

“Owned fund” means paid up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account and capital reserves representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of asset, as reduced by accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any.

**“Tier II Capital” includes the following:**

- a. preference shares other than those which are compulsorily convertible into equity;
- b. revaluation reserves at discounted rate of fifty five percent;

- 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
- d. hybrid debt capital instruments; and
- e. Sub-Ordinated debt to the extent the aggregate does not exceed Tier I Capital.

**Aggregate Risk Weighted Assets:**

Under RBI Guidelines, degrees of credit risk expressed as percentage weightages have been assigned to each of the on balance sheet assets and off- balance sheet assets. Hence, the value of each of the on-balance sheet assets and off- balance sheet assets requires to be multiplied by the relevant risk weights to arrive at risk adjusted value of assets. The aggregate shall be taken into account for reckoning the minimum capital ratio.

**37. FUNDS RAISED BY ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER GROUP COMPANIES AND OTHER CORPORATE BODY**

During the financial year, the Company made an issue of 1,47,05,882 Equity Shares on preferential basis to Promoter Group Companies and Other Corporate Body at ₹ 17 per share for an amount not exceeding ₹ 25 crores. The equity shares were allotted on 13th March 2020 and were listed in BSE Limited on 27th May 2020 and admitted for trading on 4th June 2020. The details of utilization of preferential issue proceeds are given below:

	(₹ Lakhs)
Particulars	Amount
Issue proceeds raised	2,500.00
Utilised for :	
a. Working Capital requirements	2,487.07
b. Issue Expenses	12.93
<b>Balance to be utilized</b>	<b>-</b>

### 38. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

PARTICULARS	Less than 12 months	More than 12 months	As at 31st March 2020	Less than 12 months	More than 12 months	As at 31st March 2019	Less than 12 months	More than 12 months	As at 1st April 2018
<b>ASSETS</b>									<b>₹ lakh</b>
Financial Assets									
Cash and cash Equivalents	1,112.79	-	<b>1,112.79</b>	3,359.77	-	<b>3,359.77</b>	3,764.70	-	<b>3,764.70</b>
Bank Balances other than Cash and cash Equivalents	469.39	-	<b>469.39</b>	695.04	-	<b>695.04</b>	1,386.66	-	<b>1,386.66</b>
Receivables									
(i) Trade Receivables	237.36	-	<b>237.36</b>	114.81	-	<b>114.81</b>	96.25	-	<b>96.25</b>
(ii) Other Receivables	8.69	-	<b>8.69</b>	6.72	-	<b>6.72</b>	8.54	-	<b>8.54</b>
Other Long Term Liabilities									
Long-Term Provisions									
Loans	52,429.41	54,616.77	<b>107,046.18</b>	48,762.22	43,891.90	<b>92,654.12</b>	43,621.69	45,849.45	<b>89,471.14</b>
Investments	-	2,659.80	<b>2,659.80</b>	149.60	2,633.49	<b>2,783.09</b>	136.02	2,422.40	<b>2,558.42</b>
Other Financial Assets	2,044.27	-	<b>2,044.27</b>	1,743.13	-	<b>1,743.13</b>	1,767.27	-	<b>1,767.27</b>
Non-Financial Assets									
Current tax Assets (net)	36.80	-	<b>36.80</b>	50.06	-	<b>50.06</b>	-	-	-
Deferred tax Assets (net)	-	-	-	-	-	-	-	-	-
Investment Property	-	284.41	<b>284.41</b>	-	289.01	<b>289.01</b>	-	293.61	<b>293.61</b>
Property Plant and Equipment	-	6,316.65	<b>6,316.65</b>	-	6,474.52	<b>6,474.52</b>	-	6,527.16	<b>6,527.16</b>

<b>PARTICULARS</b>	Less than 12 months	More than 12 months	<b>As at 31st March 2020</b>	Less than 12 months	More than 12 months	<b>As at 31st March 2019</b>	Less than 12 months	More than 12 months	<b>As at 1st April 2018</b>
<b>ASSETS</b>									<b>₹ lakh</b>
Right of use assets	156.86	1,174.22	<b>1,331.08</b>	99.85	1,331.08	<b>1,430.93</b>	88.35	1,430.93	<b>1,519.28</b>
Intangible Assets under development	-	15.07	<b>15.07</b>	-	-	-	-	68.20	<b>68.20</b>
Other Intangible Assets	-	114.95	<b>114.95</b>	190.33	-	<b>190.33</b>	-	157.51	<b>157.51</b>
Other Non-Financial Assets	323.78	-	<b>323.78</b>	270.45	-	<b>270.45</b>	-	157.45	<b>157.45</b>
<b>Total Assets</b>	<b>56,819.35</b>	<b>65,181.87</b>	<b>122,001.22</b>	<b>55,441.98</b>	<b>54,620.00</b>	<b>110,061.98</b>	<b>50,869.48</b>	<b>56,906.71</b>	<b>107,776.19</b>

<b>PARTICULARS</b>	Less than 12 months	More than 12 months	<b>As at 31st March 2020</b>	Less than 12 months	More than 12 months	<b>As at 31st March 2019</b>	Less than 12 months	More than 12 months	<b>As at 1st Apr-18</b>
<b>LIABILITIES AND EQUITY</b>									<b>₹ lakh</b>
Liabilities									
Financial Liabilities									
Payables									
(I) Trade Payable									
(i) Total outstanding dues of micro enterprises and small enterprises	6.87	-	<b>6.87</b>	0.33	-	<b>0.33</b>	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	160.76	-	<b>160.76</b>	185.23	-	<b>185.23</b>	117.89	-	<b>117.89</b>

									₹ lakh
<b>PARTICULARS</b>	Less than 12 months	More than 12 months	<b>As at 31st March 2020</b>	Less than 12 months	More than 12 months	<b>As at 31st March 2019</b>	Less than 12 months	More than 12 months	<b>As at 1st April 2018</b>
(II) Other Payables									
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	101.99	-	<b>101.99</b>	251.05	-	<b>251.05</b>	140.08	-	<b>140.08</b>
Debt Securities	17,119.99	14,333.33	<b>31,453.32</b>	5,203.87	21,104.38	<b>26,308.25</b>	6,109.41	24,843.57	<b>30,952.98</b>
Borrowings (Other than debt securities)	17,688.72	3,529.48	<b>21,218.20</b>	19,373.58	1,419.62	<b>20,793.20</b>	14,968.99	4,512.35	<b>19,481.34</b>
Deposits	9,055.02	9,991.36	<b>19,046.38</b>	8,636.24	9,711.83	<b>18,348.07</b>	7,606.21	9,423.32	<b>17,029.53</b>
Sub-Ordinated Liabilities	967.45	28,248.68	<b>29,216.13</b>	12,136.34	13,689.62	<b>25,825.96</b>	9,881.75	12,002.37	<b>21,884.12</b>
Other Financial Liabilities	1,388.74	331.97	<b>1,720.71</b>	1,283.52	443.17	<b>1,726.69</b>	1,107.66	488.21	<b>1,595.87</b>
Non-Financial Liabilities									
Current tax Liabilities (net)	-	-	-	-	-	-	56.95	-	<b>56.95</b>
Provisions	72.71	49.02	<b>121.73</b>	58.74	45.45	<b>104.19</b>	131.85	42.19	<b>174.04</b>
Deferred tax Liabilities (net)	-	215.71	<b>215.71</b>	-	376.25	<b>376.25</b>	-	539.26	<b>539.26</b>
Other Non-Financial Liabilities	91.89	-	<b>91.89</b>	105.29	-	<b>105.29</b>	90.29	-	<b>90.29</b>
Equity									
Equity Share Capital	-	6,470.59	<b>6,470.59</b>	-	5,000.00	<b>5,000.00</b>	-	5,000.00	<b>5,000.00</b>
Other Equity	-	12,176.94	<b>12,176.94</b>	-	11,037.47	<b>11,037.47</b>	-	10,713.84	<b>10,713.84</b>
<b>Total Liabilities and Equity</b>	<b>46,654.14</b>	<b>75,347.08</b>	<b>122,001.22</b>	<b>47,234.19</b>	<b>62,827.79</b>	<b>110,061.98</b>	<b>40,211.08</b>	<b>67,565.11</b>	<b>107,776.19</b>

### 39. DISCLOSURE PURSUANT TO IND AS “7” - Change in Liabilities arising from Financing Activities

Particulars				₹ lakh
	1st April 2018	Cash Flows	Others	31st March 2019
Debt Securities	30,952.98	(4,666.98)	22.25	26,308.25
Deposits	17,029.53	1,236.18	82.36	18,348.07
Borrowings Other than Debt securities	19,481.34	1,311.86	-	20,793.20
Sub-Ordinated Liabilities	21,884.12	3,902.86	38.98	25,825.96
Lease Liability	493.19	(135.73)	130.75	488.21
<b>Total</b>	<b>89,841.16</b>	<b>1,648.19</b>	<b>274.34</b>	<b>91,763.69</b>

Particulars				₹ lakh
	31st March 2019	Cash Flows	Others	31st March 2020
Debt Securities	26,308.25	5,101.54	43.53	31,453.32
Deposits	18,348.07	614.48	83.83	19,046.38
Borrowings Other than Debt securities	20,793.20	425.00	-	21,218.20
Sub-Ordinated Liabilities	25,825.96	3,343.43	46.74	29,216.13
Lease Liability	488.21	(146.75)	101.71	443.17
<b>Total</b>	<b>91,763.69</b>	<b>9,337.70</b>	<b>275.81</b>	<b>101,377.20</b>

### 40. DISCLOSURE PURSUANT TO IND AS “12” INCOME TAX

a. Explanation of Relationship between tax Expense and Accounting Profit		₹ lakh	
Sl No	Particulars	FY 2019-20	FY 2018-19
1	Profit before Tax	1,401.03	1,379.31
2	Applicable Income Tax Rate	25.17%	29.12%
3	Expected Income Tax Expense	352.61	401.66
4	Tax effect of adjustments to reconcile expected Income tax expense at tax rate to reported income tax expense:		
	-Effect of expenses / provisions not deductible in determining taxable profit	380.17	387.69
	-Effect of expenses / provisions deductible in determining taxable profit	(449.69)	(377.26)
	-Effect of tax incentives and concessions	-	(16.97)
	-Effect of differential tax rate	-	(59.32)
	-Adjustment related to tax of prior years	-	86.02
	-Tax Effect of Adjustments	(69.52)	20.16
5	Tax Expense/(Income)	283.09	421.82

b. Deferred Tax Asset/ (Liabilities) - Major Components

SI No	Particulars	Balance as at 1.4.2018	Tax Expense/(Income) charged in P&L	Tax Expense/(Income) charged in OCI	₹ lakh Balance as at 31.03.2019
		(A)	(B)	(C)	D = (A) - (B+C)
1	Application of Expected Credit Loss on Financial Assets	565.26	5.90	0.00	559.36
2	Employee benefit expenses	16.48	12.86	(1.53)	5.15
3	Right of Use Assets & Lease Liabilities	(10.00)	(12.05)	0.00	2.05
4	Application of EIR on Financial Liabilities	(72.46)	10.10	0.00	(82.56)
5	Differences in Carrying amount of Property, Plant and Equipment	(1,038.54)	(178.29)	0.00	(860.25)
	Deferred Tax Asset / (Liabilities)	(539.26)	(161.48)	(1.53)	(376.25)

SI No	Particulars	Balance as at 31.03.2019	Tax Expense/ (Income) charged in P&L	Tax Expense/(Income) charged in OCI	Balance as at 31.03.2020
		(A)	(B)	(C)	D = (A) - (B+C)
1	Application of Expected Credit Loss on Financial Assets	559.36	(104.05)	0.00	663.41
2	Employee benefit expenses	5.15	(31.47)	5.98	30.64
3	Right of Use Assets & Lease Liabilities	2.05	(4.22)	0.00	6.27
4	Application Of EIR On Financial Liabilities	(82.56)	16.66	0.00	(99.22)
5	Differences in Carrying amount of Property, Plant and Equipment	(860.25)	(43.44)	0.00	(816.81)
	Deferred Tax Asset / (Liabilities)	(376.25)	(166.52)	5.98	(215.71)

**c. Tax Items in Statement of Profit and Loss**

		₹ lakh	
SI No	Particulars	31st March 2020	31st March 2019
1	Current Tax Expense/(Income)	449.61	583.30
2	Deferred Tax Expense/(Income)		
	-Amount of deferred tax expense/(income) relating to originating and reversal of temporary difference	(166.52)	(102.17)
	-Amount of deferred tax expense/(income) relating to change in tax rates or the imposition of new taxes	0.00	(59.31)
	- Income Tax Expense / (Income) recognised in statement of profit and loss	283.09	421.82

**d. Tax Items recognised in Other Comprehensive Income**

		₹ lakh	
S. No	Particulars	31st March 2020	31st March 2019
1	Tax Expense		
	- Current Tax Expense	-	-
	- Deferred Tax Expense	5.98	(1.53)
	- Income Tax Expense/(Income) recognised in Other Comprehensive Income	5.98	(1.53)

e. There is no tax expense charged directly to other equity

f. Tax U/s 115 BAA of Income Tax Act: Pursuant to the Taxation Laws (Amendment) Ordinance 2019, Finance (No. 2) Act, 2019, the Company had exercised the option permitted Under Section 115BAA of the Income Tax Act, 1961 to compute Income Tax at an effective rate (ie., 25.17 %) from the financial year 2019 - 20 and accordingly, the company had re-measured the deferred tax as at 31st March 2019.

**41. Disclosure requirements Under Ind AS 19 (“Employee Benefits”)**

**a. Defined benefit obligation – Gratuity**

The Gratuity scheme is a defined benefit plan, that provides for a lumpsum payment upon death while in employment or at the time of separation. Based on rules of the scheme, the benefits are calculated on basis of last drawn salary and the period of service rendered and paid as lumpsum. There is a vesting period of 5 years. The plan involves the following risks that affect the liabilities and cash flows

1. **Interest rates risk:** The defined benefit obligation calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase

2. **Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.

3. **Demographic risks:** This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination of salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short service employees will be less compared to long service employees.



**4. Actuarial Risk:** It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons.

*Adverse Salary Growth Experience:* Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected

*Variability in mortality rates:* If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

*Variability in withdrawal rates:* If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date

**5. Investment Risk:** For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Sl No	Particulars	₹ lakh		
		As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
<b>I</b>	<b>Present Value of Defined Benefit Obligation</b>			
	Defined benefit obligation at the beginning of the period	257.25	263.39	266.61
	(i) Current service cost	20.79	22.98	23.27
	(ii) Past Service Cost	-	-	20.00
	(iii) Interest Cost	12.19	18.51	18.92
	(iv) Re-measurement Loss/(gain) due to :			
	(a) Changes in financial assumptions	10.56	-	(2.89)
	(b) Changes in demographic assumptions	(0.40)	(3.84)	-
	(c) Experience on defined benefit obligation	(1.33)	(23.49)	(46.84)
	(v) Benefits paid	(101.19)	(20.30)	(15.68)
	Defined benefit obligation as at the end of the period	197.87	257.25	263.39
<b>II</b>	<b>Fair Value of Plan Assets</b>			
	Fair Value of Plan Assets at the beginning of the period	218.97	188.12	174.69
	(i) Benefits Paid	(101.19)	(20.30)	(15.68)
	(ii) Employer Contribution	9.52	69.02	17.23
	(iii) Expected Interest Income on Plan assets	10.21	15.53	12.83
	(iv) Actuarial (Loss)/Gain from Return on plan assets	31.65	(33.40)	(0.95)
	Fair Value of Plan Assets as at the end of the period	169.16	218.97	188.12
	<b>Net (Asset)/Liability Recognised in Balance Sheet ( I- II)</b>	<b>28.71</b>	<b>38.28</b>	<b>75.27</b>
<b>III</b>	<b>Cost of Defined Benefit Plan for the Year</b>			
	(i) Current service cost	20.79	22.98	23.27
	(ii) Past Service Cost	-	-	20.00
	(iii) Interest Cost	12.19	18.51	18.93
	(iv) Expected Interest Income on Plan assets	(10.21)	(15.53)	(12.83)
	Net Cost recognized in the Statement of Profit and Loss	22.77	25.96	49.37
<b>IV</b>	<b>Re-measurement (Loss)/gain due to</b>			
	(a) Changes in financial assumptions	(10.56)	-	2.89
	(b) Changes in demographic assumptions	0.40	3.84	-
	(c) Experience on defined benefit obligation	1.33	23.49	46.84
	Actuarial (Loss)/Gain from Return on plan assets	31.65	(33.40)	(0.95)
	Net cost recognised in Other Comprehensive Income	22.82	(6.07)	48.78

SI No	Particulars	₹ lakh		
		As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
<b>V</b>	<b>Significant Actuarial Assumptions</b>			
	(i) Discount Rate	6%	7%	7%
	(ii) Expected Return on Plan Assets	6%	7%	7%
	(iii) Salary Escalation Rate	4%	4%	4%
	(iv) Attrition Rate	22%	15%	19%
<b>VI</b>	<b>Sensitivity Analysis for significant actuarial assumption</b>			
	(i) Discount Rate			
	+ 100 Basis Rate	(6.39%)	(7.44%)	(5.62%)
	- 100 Basis Rate	6.91%	8.11%	5.98%
	(ii) Salary Growth			
	+ 100 Basis Rate	6.67%	8.11%	5.27%
	- 100 Basis Rate	(6.27%)	(7.56%)	(5.02%)
	(iii) Attrition Rate			
	+ 100 Basis Rate	(0.11%)	0.54%	0.23%
	- 100 Basis Rate	0.09%	(0.62%)	(0.26%)

#### b. Other Long Term Benefits - Leave Encashment

The leave encashment is long term benefit plan that provides for a lumpsum payment upon death of employee or at the time of separation. Based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count and paid as lumpsum.

The benefit involves the following risks that affect the liabilities and cash flows.

1. **Interest rates risk:** The defined benefit obligation calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

2. **Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.

3. **Demographic risks:** This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short service employees will be less compared to long service employees.

SI No	Particulars	As at		
		31.03.2020	31.03.2019	01.04. 2018
<b>I</b>	<b>Present Value of Defined Benefit Obligation</b>			
	Defined benefit obligation at the beginning of the period	45.45	42.19	-
	(i) Current service cost	8.35	7.27	42.19
	(ii) Interest Cost	1.94	2.18	-
	(iii) Re-measurement Loss/(gain) due to :			
	(a) Changes in financial assumptions	2.75	-	-
	(b) Changes in demographic assumptions	-	-	-
	(c ) Experience on defined benefit obligation	23.88	54.44	-
	(iv) Benefits paid	(33.35)	(60.63)	-
	Defined benefit obligation as at the end of the period	49.02	45.45	42.19
<b>II</b>	<b>Cost of Defined Benefit Plan for the Year</b>			
	(i) Current service cost	8.35	7.27	42.19
	(ii) Interest Cost	1.94	2.19	-
	Net Cost recognized in the Statement of Profit and Loss	10.29	9.46	42.19

Sl No	Particulars	As at		
		31.03.2020	31.03.2019	01.04. 2018
III	<b>Significant Actuarial Assumptions</b>			
	(i) Discount Rate	7%	7%	7%
	(ii) Expected Return on Plan Assets	-	-	-
	(iii) Salary Escalation Rate	4%	4%	4%
	(iv) Attrition Rate	19%	19%	19%
IV	<b>Sensitivity Analysis for significant actuarial assumption</b>			
	(i) Discount Rate			
	+ 100 Basis Rate	(1.95%)	(2.49%)	(2.57%)
	- 100 Basis Rate	2.14%	2.86%	2.97%
	(ii) Salary Growth			
	+ 100 Basis Rate	1.91%	2.75%	2.87%
	- 100 Basis Rate	(1.77%)	(2.43%)	1.37%
	(iii) Attrition Rate			
	+ 100 Basis Rate	0.05%	0.47%	0.51%
	- 100 Basis Rate	(0.07%)	(0.54%)	(0.59%)

#### 42. Disclosure pursuant to Ind AS “24” - Related Party Disclosure

##### Relationships

A	Enterprises in which the Key Management Personnel and their relatives can exercise significant influence	ABT Ltd. ABT Finance Ltd. ABT Foundation Ltd ABT Industries Ltd.
		ARC Retreading Co. Pvt. Ltd. N Mahalingam & Co Nachimuthu Industrial Association Ramanandha Adigalar Foundation Sakthifinance Financial Services Ltd Sakthifinance Holdings Ltd. Sakthi Realty Holdings Ltd. Sakthi Sugars Ltd Sakthi Auto Components Ltd Sakthi Properties (Coimbatore) Ltd Sri Chamundeswari Sugars Ltd. Sri Sakthi Textiles Ltd. The Gounder and Company Auto Ltd.
B	Key Management Personnel	Dr M Manickam, Chairman Sri M Balasubramaniam, Vice Chairman and Managing Director Sri M Srinivaasan, Director Dr A Selvakumar Independent Director Sri P S Gopalakrishnan, Independent Director Smt Priya Bhansali, Independent Director Sri K P Ramakrishnan, Independent Director Dr S Veluswamy, Director (Finance & Operations) Sri S Venkatesh, Company Secretary
C	Relatives of Key Management Personnel	Smt Vinodhini Balasubramaniam, Wife of Sri M Balasubramaniam Smt Samyuktha Vanavarayar, Daughter of Sri M Balasubramaniam Ms Shruthi Balasubramaniam, Daughter of Sri M Balasubramaniam Mr Amrith Vishnu Balasubramaniam, Son of Sri M Balasubramaniam Sri M Harihara Sudhan, Son of Dr M Manickam Smt Bhavani Gopal, Wife of Sri P S Gopalakrishnan Smt Lalitha Ramakrishnan, Wife of Sri K P Ramakrishnan

Transactions / Material Transactions with Related Parties made during the year

						₹ lakh
Sl. No	Nature of Transactions	Related parties where significant influence is exercised where controls exist	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31st March 2020	For the year ended 31st March 2019
1	<b>Income</b>					
	<b>Rent received</b>					
	Sakthifinance Financial Services Ltd	3.52	-	-	3.52	3.82
	<b>Interest Income</b>					
	ABT Industries Ltd.	9.72	-	-	9.72	28.80
2	<b>Expenses</b>					
	- Purchase of fuel					
	- N. Mahalingam & Co	11.56	-	-	11.56	19.64
	- Rent paid					
	- M.Balasubramaniam	-	1.20	-	1.20	2.40
	- Smt.Vinodhini Balasubramaniam	-	-	1.20	1.20	-
	- M. Srinivaasan	-	56.64	-	56.64	30.00
	<b>Resource Mobilisation Charges</b>					
	- Sakthifinance Financial Services Ltd.	225.70	-	-	225.70	56.71
	<b>Printing charges</b>					
	- Nachimuthu Industrial Association	22.19	-	-	22.19	19.64
	- Sakthi Sugars Ltd.(Om Sakthi)	2.42	-	-	2.42	2.73
	<b>CSR Expenses</b>					
	-Ramanandha Adigalar Foundation	-	-	-	-	23.53
	<b>Deputation Charges</b>					
	-Sakthifinance Financial Services Ltd.	50.43	-	-	50.43	74.69
	<b>Remuneration</b>					
	- M.Balasubramaniam	-	<b>49.79</b>	-	49.79	47.69
	- S.Veluswamy	-	<b>33.66</b>	-	33.66	31.87
	- M.K.Vijayaraghavan	-	<b>4.99</b>	-	4.99	35.87
	- S.Venkatesh	-	<b>16.94</b>	-	16.94	16.49
	Perquisites					
	- M.Balasubramaniam	-	<b>3.90</b>	-	3.90	3.90
	- S.Veluswamy	-	<b>0.34</b>	-	0.34	0.34
	- S.Venkatesh	-	-	-	-	0.46
	<b>Employee Benefits</b>					
	- M.Balasubramaniam	-	<b>6.05</b>	-	6.05	6.05
	- S.Veluswamy	-	<b>2.35</b>	-	2.35	2.35
	- S.Venkatesh	-	<b>1.18</b>	-	1.18	1.18
	<b>Commission**</b>					
	- M.Balasubramaniam	-	<b>49.41</b>	-	49.41	60.50
	<b>Sitting Fees</b>					
	<b>Non-Executive Directors</b>					
	- M.Manickam	-	<b>1.20</b>	-	1.20	0.80
	- M.Srinivaasan	-	<b>1.00</b>	-	1.00	1.40

<b>Independent-Directors</b>					₹ lakh	
- A Selvakumar	-	<b>3.20</b>	-	3.20	3.80	
- P S Gopalakrishnan	-	<b>1.60</b>	-	1.60	2.00	
- Priya Bhansali	-	<b>2.00</b>	-	2.00	1.60	
- K P Ramakrishnan	-	<b>2.80</b>	-	2.80	3.00	
** subject to approval of shareholders at the ensuing Annual General Meeting						

							₹ lakh
SL. No	Nature of Transactions	Related parties where significant influence is exercised where controls exist	Key Management Personnel	Relatives of Key Management Personnel	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019	As at 1st April 2018
3	<b>Assets</b>						
	Loans and advances given						
	ABT Industries Ltd.	899.00	-	-	899.00	-	-
	Loans and advances repaid						
	ABT Industries Ltd.	(400.00)	-	-	(400.00)	-	-
4	<b>Liabilities:</b>						
	<b>Subscription in NCDs:</b>						
	Sri Chamundeswari Sugars Limited	-	-	-	-	-	221.94
	Smt.Vinodhini Balasubramaniam	-	-	70.00	70.00	-	40.00
	Smt.Samyuktha Vanavarayar	-	-	75.00	75.00	50.00	50.00
	Ms.Shruthi Balasubramaniam	-	-	63.00	63.00	20.23	20.23
	Bhavani Gopal	-	-	50.00	50.00	56.00	6.00
	Lalitha Ramakrishnan	-	-	24.00	24.00	21.00	21.00
	M. Harihara Sudhan	-	-	2.00	2.00	2.00	-
	<b>Investments in Deposits</b>						
	Bhavani Gopal	-	-	20.00	20.00	20.00	20.00
	Amrith Vishnu Balasubramaniam	-	-	8.83	8.83	8.83	8.83
	M. Harihara Sudhan	-	-	6.64	6.64	1.10	-
	<b>Subscription in SD Bonds:</b>						
	Smt.Vinodhini Balasubramaniam	-	-	10.00	10.00	10.00	-
	Ms.Shruthi Balasubramaniam	-	-	10.00	10.00	10.00	-
	<b>Liabilities for Expenses Payable:</b>						
	Sakthi Sugars Ltd.	0.21	-	-	0.21	0.10	0.10
	N. Mahalingam And Co.	-	-	-	-	2.07	0.19
	Nachimuthu Industrial Association	6.87	-	-	6.87	0.33	-

#### 43. Disclosure pursuant to Ind AS “33” - Earnings Per Share

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
a) Weighted average number of equity shares of ₹ 10 Each		
(i) Number of shares at the beginning of the year	50,000,000	50,000,000
(ii) Number of shares at the end of the year	64,705,882	50,000,000
(b) Weighted average number of shares outstanding during the year (nos)	50,763,420	50,000,000
(c) Net Profit after tax available for equity shareholders ( ₹ lakhs)	1,112.40	926.41
<b>Basic and diluted earnings per share (₹)</b>	<b>2.19</b>	<b>1.85</b>

#### 44. Financial Risk Management framework

The company is engaged in finance business and like any other NBFC is exposed to risks such as credit risk, liquidity risk, market risk, operational risks etc. The company follows pro-active risk management practices to mitigate these risks. The risk management policies are periodically reviewed by the Risk Management Committee and Audit Committee

##### Credit Risk:

Credit risk is the risk that arises when the borrowers of the company are unable to meet the financial obligations. The Company has a comprehensive and well - defined credit policy, which encompasses a credit approval process for all businesses along with guidelines for mitigating the risks associated with them. The appraisal process includes a detailed risk assessment of the borrowers, physical verifications and field visits. The company has a robust post sanction monitoring process supervision and follow-up to identify portfolio trends and early warning signals. This enables the company to implement necessary changes to the credit policy, whenever the need arises. Also being in asset finance, the company's lending is secured by adequate collaterals from the borrowers. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery are taken through follow ups and legal recourse.

In assessing the impairment of financial loans under Expected credit Loss (ECL) Model, the assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The difference in accounting between stages, relate to the recognition of expected credit losses and the measurement of interest income. The Company categorises loan assets into stages primarily based on the Days of Past Due Status.

Stage 1: 0-30 days past due

Stage 2: 31-90 days past due

Stage 3: More than 90 days past due

**Expected Credit Loss (ECL)** As a result of adoption of IndAS, the company has followed Ind AS 109 for the calculation of expected credit loss. The measurement of ECL involves three main components Viz, Exposure at default (EAD), Probability of Default (PD) and Loss Given Default (LGD).

##### Definition of Default

Exposure at default (EAD), Probability of Default (PD) and Loss Given Default (LGD). If the borrower is past due for more than 90 days on any material credit obligation to the Company; or the borrower is unlikely to pay his credit obligations to the Company in full, it is considered as default.

**Probability of Default (PD):** The Probability of Default is an estimate of the likelihood of an account getting into default over a given time horizon. The PD model reflects the probability of default, taking into consideration the residual tenor of

each contract and it relies not only on historical information and the current economic environment, but also considers forward-looking information such as the forecasts on the macroeconomic factors like GDP , Inflation rate etc.

**Loss Given Default:**

The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

**Exposure at Default:**

Exposure at Default (EAD) is defined as the sum of Principal outstanding and interest accrued at the reporting date.

**Collateral Valuation:** To mitigate its credit risks on financial assets, the Company seeks to use collateral, where possible. The collateral comes in various forms, such as movable and immovable assets, guarantees, etc.

**Write-offs:** Financial assets are written off either partially or in their entirety only when the Company has no reasonable expectation of recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference recorded as an expense in the period of write off. Any subsequent recoveries against such loans are credited to the statement of profit & Loss.

The following table provides an overview of the gross carrying amount of loan assets stage wise:

Particulars	31.03.2020				31.03.2019			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
								₹ lakh
Balance at the beginning of the year	78,498.26	11,999.70	4,651.47	<b>95,149.43</b>	74,853.69	12,388.67	4,368.48	<b>91,610.84</b>
New business- net of recovery	55,339.50	7,571.34	122.41	<b>63,033.25</b>	49,687.00	4,359.43	186.11	<b>54,232.54</b>
Transfer due to change in credit worthiness								
Stage 1	3,089.84	(2,988.08)	(101.76)	<b>0.00</b>	1,209.09	(1,130.30)	(78.79)	<b>0.00</b>
Stage 2	(7,093.80)	7,128.68	(34.88)	<b>0.00</b>	(6,070.87)	6,112.76	(41.89)	<b>0.00</b>
Stage 3	(848.48)	(930.33)	1,778.81	<b>0.00</b>	(1,014.11)	(920.78)	1,934.89	<b>0.00</b>
Financial Assets that have been derecognised	(40,190.95)	(6,449.54)	(1,334.20)	<b>(47,974.69)</b>	(40,062.18)	(8,791.06)	(1,576.06)	<b>(50,429.30)</b>
Write off during the year	(59.28)	(12.18)	(98.82)	<b>(170.28)</b>	(104.37)	(19.02)	(141.26)	<b>(264.65)</b>
Balance at the end of the year	88,735.09	16,319.59	4,983.03	<b>110,037.71</b>	78,498.25	11,999.70	4,651.48	<b>95,149.43</b>

The following table provides an overview of the Expected Credit Loss, stage wise:

Particulars	31.03.2020				31.03.2019			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
								₹ lakh
Balance at the beginning of the year	139.53	269.59	2,086.19	<b>2,495.31</b>	120.05	259.67	1,759.98	<b>2,139.70</b>
New business- net of recovery	52.69	184.75	29.40	<b>266.84</b>	45.08	136.83	43.40	<b>225.31</b>
Transfer due to change in credit worthiness								
Stage 1	2.80	(2.62)	(0.18)	<b>(0.00)</b>	3.14	(3.02)	(0.12)	<b>0.00</b>
Stage 2	(109.64)	110.36	(0.72)	<b>(0.00)</b>	(104.32)	105.22	(0.90)	<b>0.00</b>
Stage 3	(275.80)	(330.81)	606.61	<b>0.00</b>	(346.67)	(348.46)	695.13	<b>0.00</b>
Financial Assets that have been derecognised	287.70	94.87	(67.29)	<b>315.28</b>	422.55	121.62	(297.97)	<b>246.20</b>
Write off during the year	(0.16)	(3.41)	(82.33)	<b>(85.90)</b>	(0.30)	(2.27)	(113.33)	<b>(115.90)</b>
Balance at the end of the year	97.12	322.73	2,571.68	<b>2,991.53</b>	139.53	269.59	2,086.19	<b>2,495.31</b>



**Geographical break-up of portfolio- Net Stock on Hire**

			₹ lakh
	FY2020	FY2019	FY2018
Tamil Nadu & Puducherry	85,435	72,605	66,035
Kerala	18,176	16,560	19,463
Karnataka	3,084	2,764	2,956
Andhra	1,669	1,668	1,811
<b>Total</b>	<b>108,364</b>	<b>93,597</b>	<b>90,265</b>

**Portfolio composition - Net Stock on Hire**

			₹ lakh
	FY2020	FY2019	FY2018
Commercial Vehicles	97,047	83,690	80,700
Cars & Jeeps	8,603	7,682	7,060
Construction Equipment	2,000	1,510	1,981
Machinery	649	690	486
Consumer Durable	65	25	38
<b>Total</b>	<b>108,364</b>	<b>93,597</b>	<b>90,265</b>

**Liquidity Risk:**

Liquidity risk is the risk related to cash flows and the inability to meet the company's liabilities as and when they become due. It arises from the mismatches in the maturity pattern to cope with a decline in liabilities or increase in assets

The Company monitors these risks through appropriate risk limits. Asset Liability Management Committee ("ALCO") reviews these risks and related trends and helps adopt various strategies related to assets and liabilities, in line with company's risk management framework.

The contracted cash flow arising out of the financial liabilities and financial assets as at March 31, 2020, March 31, 2019 and as at April 1, 2018 is furnished hereunder.

As at March 31, 2020							₹ lakh
Particulars	Up to 3 months	Over 3 months & up to 6 months	Over 6 months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
<b>Financial Liabilities</b>							
Deposits	1,920.49	2,964.92	4,769.13	9,990.50	-	-	<b>19,645.04</b>
Borrowings	15,403.29	1,744.47	19,008.22	14,368.29	31,538.80	178.11	<b>82,241.18</b>
Foreign Currency Assets	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-
<b>Total</b>	<b>17,323.78</b>	<b>4,709.39</b>	<b>23,777.35</b>	<b>24,358.79</b>	<b>31,538.80</b>	<b>178.11</b>	<b>101,866.22</b>
<b>Financial Assets</b>							
Cash and cash equivalents	38.58	-	-	-	-	-	<b>38.58</b>
Bank balances	1,303.42	-	240.18	-	-	-	<b>1,543.60</b>
Loans	14,140.05	14,421.83	23,867.52	48,870.07	5,681.93	64.78	<b>107,046.18</b>
Investments	-	-	-	522.82	2,058.25	78.73	<b>2,659.80</b>
Other financial assets	1,002.32	291.54	380.72	976.40	-	-	<b>2,650.98</b>
<b>Total</b>	<b>16,484.37</b>	<b>14,713.37</b>	<b>24,488.42</b>	<b>50,369.29</b>	<b>7,740.18</b>	<b>143.51</b>	<b>113,939.14</b>
As at March 31, 2019							₹ lakh
Particulars	Up to 3 months	Over 3 months & up to 6 months	Over 6 months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
<b>Financial Liabilities</b>							
Deposits	1,295.29	2,871.13	4,832.53	9,711.83	-	-	<b>18,710.78</b>
Borrowings	13,038.20	4,917.50	21,666.87	21,784.62	9,937.57	2,261.92	<b>73,606.68</b>
Foreign Currency Assets	-	-	-	-	-	-	-

Foreign Currency Liabilities	-	-	-	-	-	-	-
<b>Total</b>	<b>14,333.49</b>	<b>7,788.63</b>	<b>26,499.40</b>	<b>31,496.45</b>	<b>9,937.57</b>	<b>2,261.92</b>	<b>92,317.46</b>
<b>Financial Assets</b>							
Cash and cash equivalents	1,004.97	-	-	-	-	-	<b>1,004.97</b>
Bank balances	2,871.47	<b>112.36</b>	66.01	-	-	-	<b>3,049.84</b>
Loans	11,689.89	<b>11,135.27</b>	25,937.06	38,919.85	4,568.36	403.69	<b>92,654.12</b>
Investments	-	-	-	351.89	873.71	1,557.49	<b>2,783.09</b>
Other financial assets	1,230.10	<b>322.07</b>	180.84	186.66	265.50	-	<b>2,185.17</b>
<b>Total</b>	<b>16,796.43</b>	<b>11,569.70</b>	<b>26,183.91</b>	<b>39,458.40</b>	<b>5,707.57</b>	<b>1,961.18</b>	<b>101,677.19</b>

The contracted cash flow arising out of the financial liabilities and financial assets as at 01.04.2018 is furnished hereunder:

As at April 01, 2018							₹ lakh
Particulars	Up to 3 months	Over 3 months & up to 6 months	Over 6 months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
<b>Financial Liabilities</b>							
Deposits	1,946.87	3,511.13	2,440.32	9,450.15	-	-	<b>17,348.46</b>
Borrowings	6,765.54	2,577.22	19,987.58	30,915.01	12,358.34	-	<b>72,603.69</b>
Foreign Currency Assets	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-
<b>Total</b>	<b>8,712.41</b>	<b>6,088.35</b>	<b>22,427.90</b>	<b>40,365.16</b>	<b>12,358.34</b>	-	<b>89,952.15</b>
<b>Financial Assets</b>							
Cash and cash equivalents	839.68	-	-	-	-	-	<b>839.68</b>
Bank balances	3,869.92	210.09	231.67	-	-	-	<b>4,311.68</b>
Loans	11,748.88	<b>11,022.99</b>	20,849.82	40,095.93	5,025.37	728.15	<b>89,471.14</b>
Investments	-	-	136.31	147.45	522.82	1,751.84	<b>2,558.42</b>
Other financial assets	666.61	<b>234.78</b>	376.62	369.00	-	382.50	<b>2,029.51</b>
<b>Total</b>	<b>17,125.09</b>	<b>11,467.86</b>	<b>21,594.43</b>	<b>40,612.38</b>	<b>5,548.19</b>	<b>2,862.49</b>	<b>99,210.43</b>

**Market Risk:**

Market Risk is the risk arising in financial instruments due to changes in market variables such as interest rates, liquidity etc. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the return.

**Interest Rate Risk**

Interest Rate Risk is the possibility of loss arising from changes in the value of financial instruments as result of changes in market variables such as interest rates and other asset prices. The company's exposure to market risk is a function of asset liability management activities. Except the borrowings from banks, the interest rates of which are linked to MCLR, other borrowings are fixed rate instruments. The Company has not availed any foreign currency borrowings. The major portion of lending is at fixed rates.

The interest rate profile of the interest bearing financial instruments is as follows:

Particulars	As at		
	31.03.2020	31.03.2019	01.04.2018
<b>Financial assets</b>			
Fixed rate instruments			
Loans	110,037.71	95,149.43	91,610.84
Investments	2,581.07	2,681.99	2,430.77
Bank Balances	413.00	638.00	1,220.95
Variable rate Instruments	-	-	-
<b>Total</b>	<b>113,031.78</b>	<b>98,469.42</b>	<b>95,262.56</b>
<b>Financial Liabilities</b>			
<b>Fixed rate instruments</b>			
Debt securities	31,554.05	26,425.14	31,238.24
Borrowings (other than debt securities)	6,678.19	5,758.85	8,912.90
Deposits	19,645.04	18,710.78	17,348.46
Sub-Ordinated liabilities	27,838.82	24,732.23	20,755.00
Preference Shares	1,630.10	1,656.11	1,129.12
<b>Variable rate instruments</b>			
Bank Borrowings	14,540.01	15,034.35	10,568.44
<b>Total</b>	<b>101,886.21</b>	<b>92,317.46</b>	<b>89,952.16</b>

As the fixed rate instruments are carried at amortised cost, their carrying amount will not vary because of changes in market interest rate.

A cash flow sensitivity analysis for variable rate instruments, indicating the possible change in Profit and Loss / equity for 1% change in interest rate is furnished hereunder:

Particulars	31.03.2020		31.03.2019 (₹ lakh)	
	1 % increase in interest rate	1 % decrease in interest rate	1 % increase in interest rate	1 % decrease in interest rate
Variable rate instruments-carrying amount	+82	(82.00)	+69	(69.00)

#### Operational Risk:

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems or from external events. The operational risks of the company are managed through comprehensive internal control systems and procedures and key back up processes. Further submission of exceptional reports for procedural lapses at the branches level, risk-based audits on a regular basis across all business units/functions and IT disaster recovery plans are put in place for evaluating key operational risks the processes of which are meant to adequately mitigate them on an on-going basis.

#### 45. DISCLOSURE PURSUANT TO IND AS “108” - OPERATING SEGMENTS

The Company is primarily engaged in the business of asset financing. This, in the context of Ind AS 108 on “Operating Segments” notified by the Companies (Indian Accounting Standards) Rules 2016, is considered to constitute a single primary segment.

The Company operates in single segments only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

#### 46. DISCLOSURE PURSUANT TO IND AS “113”

1. Financial Assets designated at Fair value through Other Comprehensive Income				
				₹ lakh
Particulars	Fair Value hierarchy	As at 31st March 2020	As at 31st March 2019	As at 1st April, 2018
Investment in Equity Instruments	Level 1	40.36	62.73	89.28
<b>2. Financial assets and financial liabilities measured at amortised cost as at 31.03.2020</b>				
Particulars	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Cash and cash Equivalents	1,112.79	1,112.79	-	-
Bank Balances other than Cash and cash Equivalents	469.39	469.39	-	-
Trade Receivables	246.05	-	318.91	-
Loans	107,046.18	-	-	107,046.18
Investments	2,619.44	2,741.96	38.37	-
Other Financial Assets	2,044.27	-	-	2,044.27
<b>Financial Liabilities</b>				
<b>Payables</b>				
(I) Trade Payable	167.63	-	167.63	-
(II) Other Payables	101.99	-	101.99	-
Debt Securities	31,453.32	20,926.77	10,526.55	-
Borrowings (Other than debt securities)	21,218.20	21,218.20	-	-
Deposits	19,046.38	-	-	19,046.38
Sub-Ordinated Liabilities	29,216.13	-	29,216.13	-
Other Financial Liabilities	1,720.71	-	1,720.71	-

<b>3. Financial assets and financial liabilities measured at amortised cost as at 31.03.2019</b>				
				₹ lakh
Particulars	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Cash and cash Equivalents	3,359.77	3,359.77	-	-
Bank Balances other than Cash and cash Equivalents	695.04	695.04	-	-
Trade Receivables	121.53	-	132.19	-
Loans	92,654.12	-	-	92,654.12
Investments	2,720.36	2,804.85	38.37	-
Other Financial Assets	1,743.13	-	-	1,743.13
<b>Financial Liabilities</b>				
Payables				
(I) Trade Payable	185.56	-	185.56	-
(II) Other Payables	251.05	-	251.05	-
Debt Securities	26,308.25	14,933.83	11,374.42	-
Borrowings (Other than debt securities)	20,793.20	20,793.20	-	-
Deposits	18,348.07	-	-	18,348.07
Sub-Ordinated Liabilities	25,825.96	-	25,825.96	-
Other Financial Liabilities	1,726.69	-	1,726.69	-

4. Financial assets and financial liabilities measured at amortised cost as at 01.04.2018

<b>4. Financial assets and financial liabilities measured at amortised cost as at 01.04.2018</b>				
				₹ lakh
Particulars	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Cash and cash Equivalents	3,764.70	3,764.70	-	-
Bank Balances other than Cash and cash Equivalents	1,386.66	1,386.66	-	-
Trade Receivables	104.79	-	132.19	-
Loans	89,471.14	-	-	89,471.14
Investments	2,469.14	2,545.21	38.37	-
Other Financial Assets	1,767.27	-	-	1,767.27
<b>Financial Liabilities</b>				
Payables				
(I) Trade Payable	117.89	-	117.89	-
(II) Other Payables	140.08	-	140.08	-
Debt Securities	30,952.98	22,431.24	8,521.74	-
Borrowings (Other than debt securities)	19,481.34	19,481.34	-	-
Deposits	17,029.53	-	-	17,029.53
Sub-Ordinated Liabilities	21,884.12	-	21,884.12	-
Other Financial Liabilities	1,595.87	-	1,595.87	-

Note: The Management assessed that cash and cash equivalents, bank balances other than cash and cash equivalents, receivables, other financial assets, payables, and other financial liabilities their carrying amount largely due to short term maturities of these instruments. There were no transfers between level 1 and level 2 for any asset or liabilities during the year.

**47. DISCLOSURE PURSUANT TO IND AS '101' First time adoption of Ind AS**

<b>Equity Reconciliation</b>			
			<b>₹ lakh</b>
		<b>As at</b>	
<b>SI No</b>	<b>Particulars</b>	<b>31<sup>st</sup> March 2019</b>	<b>1<sup>st</sup> April 2018</b>
	Other Equity reported as per previous GAAP	11,217.69	10,790.14
1	Adoption of Effective Interest Rate (EIR) for amortization of Income and Expected credit loss for impairment of Financial Assets at amortized cost	(490.60)	(480.80)
2	Adoption of EIR for amortization of expenses – Financial Liabilities at amortised cost	98.35	120.01
3	Re-measurement gain / loss on defined benefit obligation plan as per Ind AS 19	(42.55)	(26.36)
4	Impact of Application of Ind AS 116 for lease payments from the date of transition	(64.96)	0
5	Adoption of fair value as deemed cost for Property, Plant and Equipment	903.28	903.28
6	Adjustments on account of de-recognition of Intangible assets	(347.12)	(297.73)
7	Tax adjustments on above	(236.62)	(294.70)
	Other Equity as per Ind AS	11,037.47	10,713.84

<b>Profit Reconciliation For The Year Ended 31.3.2019</b>	
<b>Particulars</b>	<b>For the year ended 31.3.2019</b>
<b>Net Profit after tax as per Previous GAAP</b>	<b>1196.35</b>
Adjustments resulting in increase / (decrease) in net profit after tax reported under Previous GAAP:	
a. Adoption of Effective Interest Rate (EIR) for amortization of Income and Expenditure – Financial Assets at amortised cost	(2.39)
b. Adoption of EIR for amortization of expenses – Financial Liabilities at amortised cost )	(187.68)
c. Expected Credit Loss (ECL) and related adjustments under Ind AS 109	(7.42)
d. Re-measurement gain / loss on defined benefit obligation plan as per Ind AS 19	(10.10)
e. Adoption of Ind AS 116 for lease payments.	(64.96)
f. Fair value of equity instrument at fair value through Other Comprehensive Income	26.54
g. Adjustments on account of de-recognition of Intangible assets.	(49.40)
h. Tax adjustments on the above items	56.55
Net Profit after tax as per Ind AS	957.49
Other Comprehensive Income, net of tax	(31.08)
<b>Total Comprehensive Income as per Ind AS</b>	<b>926.41</b>



## Material Adjustments to the statement of cash flows for the year ended 31.03.2019

Particulars	Previous GAAP	Adjustments	₹ lakh
			Ind AS
Net cash generated from/(used in) operating activities	1,506.89	(3,306.42)	(1,799.53)
Net cash generated from/(used in) investing activities	110.65	337.21	447.86
Net cash generated from/(used in) financing activities	(2,022.47)	2,969.21	946.74
Net increase/(decrease) in cash and cash equivalents	(404.93)	-	(404.93)
Cash and cash equivalents at the beginning of the year	3,764.70	-	3,764.70
Cash and cash equivalents at the end of the year	3,359.77	-	3,359.77

### 1 Financial Asset at amortised cost:

The Company has applied effective interest rate for recognition of income from financial assets classified and subsequently measured at amortised cost. The provision for loss of loan assets (i.e., Impairment) has been made as per expected credit loss method on financial assets as per Ind AS 109 while it has been provided on a percentage basis as per RBI provisioning norms/ directions under previous GAAP. The adoption of this treatment had resulted in a decrease in other equity of ₹ 480.80 lakhs as at 01.04.2018 and ₹ 490.60 lakhs as at 31.03.2019. The profit for the year ended 31.03.2019 is reduced by ₹ 9.81 lakhs.

#### 2. a. Financial liabilities at amortised cost:

As required under the Ind AS 109, transactions costs incurred towards origination of financial liabilities have been deducted from the carrying amount of financial liability on initial recognition. These costs are recognised in the statement of profit and loss over the tenor of the financial liability as interest expense, computed using the effective interest rate method. Under the previous GAAP, these transaction costs were charged to the statement of profit and loss as and when incurred. Consequently, on the date of transition (01.04.2018) retained earnings have been increased by ₹ 120.01 Lakhs and ₹ 98.35 as at 31st March, 2019. The profit for the year ended 31.03.2019 is reduced by ₹ 21.66 lakhs.

#### 2. b. Preference shares classified as financial liability

Under previous GAAP, Non-convertible Preference shares are considered as part of share capital and dividend declared and paid on those preference shares have been apportioned directly from other equity. Ind AS 32 requires the classification of non-convertible financial instruments as financial liability and not as equity. Consequently, the preference shares are classified as financial liability and dividend payable (including dividend distribution tax) on the same are charged into the statement of profit or loss during the period. This has resulted in decrease in profit for the year ended 31.03.2019 by ₹ 166.02 lakhs.

### 3 Defined benefit Obligation

Under previous GAAP, remeasurement gain/loss on defined benefit obligation (gratuity), and other long term employee benefits (Leave salary) arising primarily due to change in actuarial assumptions was recognised as employee benefits expense in the Statement of Profit and Loss. Under Ind AS 19, such remeasurement gain/loss relating to defined benefit plans is recognised in Other Comprehensive Income as per the requirements of Ind AS 19- Employee benefits. Consequently, the related tax effect of the same has also been recognised in Other Comprehensive Income.

Re-measurement of gratuity and leave encashment resulted in decrease in retained earnings by ₹ 26.36 lakhs as at 01.04.2018 and by ₹ 42.55 lakhs as at 31.03.2019. During the year 2018-19 a loss of ₹ 4.54 lakhs is recognised in Other Comprehensive income and ₹ 10.10 lakhs in the Statement of Profit and Loss.

### 4. Lease under Ind AS 116

Under previous GAAP, operating lease payments are recognised as expense in the statement of profit and loss on straight line basis over the lease term. Ind AS 116 requires the Company to recognise a lease liability and Right of use asset with respect to the operating leases. The Company applies the standard from 01.04.2019 in modified retrospective approach by restating the comparative figures for the year ended 31.03.2019 by recognising the right of use asset and lease liability for the remaining lease payments as at the date of transition (i.e., 01.04.2018). Consequently, the retained earnings and profit for the period ended 31.03.2019 is reduced by ₹ 64.96 lakhs

## **5 Fair Valuation of Property, Plant and Equipment (“PPE”)**

The Company has elected to measure items of Land, Buildings and Plant and Machinery at fair value as at the date of transition to Ind AS and considered it as deemed cost. Hence, at the date of transition to Ind AS (i.e., 01.04.2018), an increase of ₹ 903.28 Lakhs was recognised in Property, Plant and Equipment with corresponding increase in Retained Earnings. Since the Company has elected for fair valuation of PPE as at the date of transition to Ind AS, the Revaluation Reserve existing on the date of transition under Previous GAAP amounting to ₹ 1,735.96 Lakhs has been transferred to the Retained Earnings.

## **6 De-recognition of Intangible assets and Intangible assets under development**

The carrying amount of Intangible asset under GAAP of ₹ 297.73 Lakhs has been derecognized on transition to Ind AS since no future economic benefits are expected from its use or disposal. The loss arising from such de-recognition has been transferred to the retained earnings on the date of transition.

The carrying amount of intangible asset under GAAP as at 31.03.2019 of ₹ 347.12 Lakhs has been derecognised. Accordingly ₹ 49.52 Lakhs charged as depreciation and amortisation under previous GAAP reversed in the Statement of Profit or Loss and ₹ 98.91 lakhs has been recognised as expenses in the Statement of Profit and Loss.

#### 48. FIRST TIME ADOPTION OF Ind AS

The following note explains the principle adjustments made by the company in restating its Previous GAAP financial statements, including balance sheet as at 1 April 2018 and the financial statements as at and for the year ended 31st March 2019 to comply with Ind AS 101.

Balance Sheet As at April 01, 2018

<b>PARTICULARS</b>	<b>Previous GAAP</b>	<b>Adjustments</b>	<b>Ind AS (₹ lakh)</b>
<b>ASSETS</b>			
Financial Assets			
Cash and cash Equivalents	3,764.70	-	3,764.70
Bank Balances other than Cash and cash Equivalents	1,386.66	-	1,386.66
Receivables			
(i) Trade Receivables	132.19	(27.40)	104.79
(ii) Other Receivables	-	-	-
Loans	89,557.49	(86.35)	89,471.14
Investments	2,565.85	(7.43)	2,558.42
Other Financial Assets	3,253.57	(1,486.30)	1,767.27
Non-Financial Assets			
Current tax Assets (net)	-	-	-
Deferred tax Assets (net)			
Investment Property	293.61	-	293.61
Property Plant and Equipment	5,623.87	903.29	6,527.16
Capital Work in Progress	5.44	(5.44)	-
Right of use assets	-	1,519.28	1,519.28
Intangible Assets under development	68.20	-	68.20
Other Intangible Assets	359.00	(201.49)	157.51
Other Non-Financial Assets	247.55	(90.10)	157.45
<b>Total Assets</b>	<b>107,258.13</b>	<b>518.06</b>	<b>107,776.19</b>
<b>LIABILITIES AND EQUITY</b>			
Liabilities			
Financial Liabilities			
Payables			
(I) Trade Payable	-	-	-
(i) Total outstanding dues of MSMEs	-	-	-
(ii) Total outstanding dues of creditors other than MSMEs	117.89	-	117.89
(II) Other Payables			
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	140.08	0.00	140.08
Debt Securities	30,983.37	(30.39)	30,952.98
Borrowings (Other than debt securities)	19,571.42	(90.08)	19,481.34
Deposits	17,113.50	(83.97)	17,029.53
Sub-Ordinated Liabilities	21,928.52	(44.40)	21,884.12
Other Financial Liabilities	1,102.68	493.19	1,595.87
<b>Non-Financial Liabilities</b>			
Current tax Liabilities (net)	56.95	-	56.95
Provisions	118.74	55.30	174.04
Deferred tax Liabilities (net)	244.56	294.70	539.26
Other Non-Financial Liabilities	90.29	-	90.29
Equity			
Equity Share Capital	5,000.00	-	5,000.00
Other Equity	10,790.13	(76.29)	10,713.84
<b>Total Liabilities and Equity</b>	<b>107,258.13</b>	<b>518.06</b>	<b>107,776.19</b>

**Balance Sheet as at 31st March 2019**

<b>PARTICULARS</b>	<b>Previous GAAP</b>	<b>Adjustments</b>	<b>Ind AS (₹ lakh)</b>
<b>ASSETS</b>			
<b>Financial Assets</b>			
Cash and cash Equivalents	3,359.77	-	3,359.77
Bank Balances	695.04	-	695.04
Receivables			
(i) Trade Receivables	183.18	(61.65)	121.53
(ii) Other Receivables	-	-	-
Loans	92,713.65	(59.53)	92,654.12
Investments	2,792.92	(9.83)	2,783.09
Other Financial Assets	3,287.68	(1,544.55)	1,743.13
<b>Non-Financial Assets</b>			
Current tax Asset (net)	50.06	-	50.06
Deferred tax Assets (net)	-	-	0.00
Investment Property	289.01	-	289.01
Property Plant and Equipment	5,571.21	903.30	6,474.51
Right of use of Premises	-	1,430.93	1,430.93
Capital work in Progress	5.51	(5.51)	-
Intangible Assets under development	152.89	(152.89)	-
Other Intangible Assets	342.30	(151.97)	190.33
Other Non-Financial Assets	322.79	(52.33)	270.46
<b>Total Assets</b>	<b>109,766.01</b>	<b>295.97</b>	<b>110,061.98</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
Payables			
(I) Trade Payable	-	-	-
(i) Total outstanding dues of MSMEs	0.33	-	0.33
(ii) Total outstanding dues of creditors other than MSMEs	185.23	-	185.23
(II) Other Payables			
(i) Total outstanding dues of MSMEs			
(ii) Total outstanding dues of creditors other than MSMEs	238.95	12.10	251.05
Debt Securities	26,363.06	(54.81)	26,308.25
Borrowings (Other than debt securities)	20,845.52	(52.32)	20,793.20
Deposits	18,434.95	(86.88)	18,348.07
Sub-Ordinated Liabilities	25,793.96	32.00	25,825.96
Other Financial Liabilities	1,404.50	322.19	1,726.69
<b>Non-Financial Liabilities</b>			
Current tax Liability (net)	-	-	-
Provisions	36.91	67.28	104.19
Deferred tax Liability (net)	139.62	236.63	376.25
Other Non-Financial Liabilities	105.29	-	105.29
<b>Equity</b>			
Equity Share Capital	5,000.00	-	5,000.00
Other Equity	11,217.69	(180.22)	11,037.47
<b>Total Liabilities and Equity</b>	<b>109,766.01</b>	<b>295.97</b>	<b>110,061.98</b>

#### 49. DISCLOSURE PURSUANT TO IND AS “116” LEASES

In cases of leases where the Company is a lessee (Operating Lease) The Company’s lease asset class primarily consist of land and buildings taken on lease for corporate office and Branch office premises used for operating activities

Particulars	₹ lakh	
	31-Mar-20	31-Mar-19
(a) Depreciation charge for Right-of-Use Assets	144.84	135.73
(b) Interest expense on Lease Liabilities	38.41	39.61
(c) The expense relating to short-term leases	-	-
(d) The expense relating to leases of low-value assets	59.89	66.23
(e) Total cash outflow for leases	206.64	176.62
(f) Additions to right-of-use assets	53.19	55.14
(g) The carrying amount of right-of-use assets at the end of the reporting period	<b>1,331.08</b>	1,430.93

Maturity Analysis	31-Mar-20
Less than 1 year	151.88
1-3 years	219.74
3-5 years	120.23
More than 5 years	82.26
Total future undiscounted cash outflow on lease liability	574.12

In cases of leases where the Company is a lessor (Operating Lease): The Company has given four buildings on operating lease for commercial purposes and recognises the income as per the contractual terms of lease.

#### 50. Disclosures under RBI Directions

50.1 Schedule to the Balance Sheet of a Non-Banking financial company as required under Master Direction- Non-Banking Financial Company- Systemically important Non-Deposit taking Company and Deposit-taking Company (Reserve Bank) Directions 2016.

Sl No	Particulars	As at 31.03.2020 (₹ lakh)	
		Amount outstanding	Amount Overdue #
1	<b>Liabilities Side:</b>		
	Loans and advances availed by the NBFC		
	inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	31,554.05	100.73
	(b) Unsecured (Other than falling within the meaning of Public deposit)	-	-
	(b) Deferred Credits	-	-
	(c) Term Loans	1,601.00	-
	(d) Inter-Corporate loans and borrowing	5,077.19	-
	(e) Commercial paper	-	-
	(f) Public Deposits	19,645.04	598.66
	(g) Sub-Ordinated Debts	23,261.47	252.79
	: Debentures - Unsecured	4,577.35	-
	(h) Other Loans - Cash Credit	14,540.01	-

Sl No	Particulars	As at 31.03.2020 (₹ lakh)	
		Amount outstanding	Amount Overdue #
2	<b>Break-up of (1) (f) and (g) above (Outstanding Public deposits inclusive of interest accrued thereon but not paid):</b>		
	(a) In the form of Unsecured Debentures	-	-
	(b) In the form of Partly secured Debentures i.e. debentures where there is a shortfall in the value of security	-	-
	(c) Other Public Deposits	19,645.04	598.66
	(d) Sub-Ordinated Debts	23,261.47	252.79
	: Debentures - Unsecured	4,577.35	-
	# Represents unclaimed deposits and interest accrued thereon		
3	<b>Assets side:</b>		
	<b>Break-up of Loans and Advances including bills receivables</b>		<b>Amount outstanding</b>
	<b>(Other than those included in (4) below):</b>		
	(a) Secured		358.98
	(b) Unsecured		1,315.22
4	<b>Break-up of Leased Assets and Stock on Hire and Other assets counting towards AFC activities:</b>		
	(1) Lease Assets including lease rentals under Sundry Debtors		
	(a) Financial Lease		-
	(b) Operational Lease		-
	(2) Assets on Hire including Hire charges under Sundry Debtors		
	(a) Stock on Hire		108,151.45
	(b) Repossessed Assets		212.06
	(3) Other Loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-
5	Break-up of Investments:		
	<b>Current Investments :</b>		
	<b>1. Quoted</b>		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of Mutual Funds		-
	(iv) Government Securities		-
	(v) Others		-
	<b>2. Unquoted</b>		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of Mutual Funds		-
	(iv) Government Securities		-
	(v) Others		-

Sl No	Particulars	As at 31.03.2020 (₹ lakh)	
		Amount outstanding	Amount Overdue #
5	<b>Long Term Investments :</b>		
	<b>1. Quoted</b>		
	(i) Shares : (a) Equity		40.36
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of Mutual Funds		-
	(iv) Government Securities		2,581.07
	(v) Others		
	<b>2. Unquoted :</b>		
	(i) Shares : (a) Equity		38.37
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of Mutual Funds		-
	(iv) Government Securities		-
	(v) Others		-

6	Borrower group-wise classification of assets financed as in 3 and 4 above	31.03.2020 (Amount net of provisions)		
		Secured	Unsecured	Total
	<b>Category</b>			
	1. Related parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	503.13	503.13
	2. Other than related parties	105,730.96	812.09	106,543.05
	<b>Total</b>	<b>105,730.96</b>	<b>1,315.22</b>	<b>107,046.18</b>

7	Investor group-wise classification of all Investments (Current and non-Current Long term) in shares and securities (both quoted and unquoted)	Market value / Break up or fair value or NAV		Book value (Net of provisions)
		31.03.2020		31.03.2020
	<b>Category</b>			
	1. Related parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	78.72		78.68
	2. Other than related parties	2,568.07		2,581.12
	<b>Total</b>	<b>2,646.79</b>		<b>2,659.80</b>

8	Other information	31.03.2020
		Amount
	<b>Particulars</b>	
	(i) Gross Non-Performing Assets	5,662.99
	(a) Related parties	-
	(b) Other than Related parties	5,662.99
	(ii) Net Non-Performing Assets	-
	(a) Related parties	-
	(b) Other than Related parties	3,022.60
	(iii) Assets acquired in satisfaction of debt	-

**50.2 Balance Sheet disclosures as required under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit-Taking Company (Reserve Bank) Directions 2016**

SI No	Particulars	₹ (lakh)	
		31.03.2020	31.03.2019
<b>1</b>	<b>Capital to Risk (Weighted) Assets Ratio</b>		
	CRAR (%)	21.91	22.35
	CRAR - Tier I Capital (%)	12.88	13.22
	CRAR - Tier II Capital (%)	9.03	9.13
	Amount of Sub-Ordinated debt considered as Tier-II capital	14,496.80	12,858.60
	Amount raised by issue of Perpetual Debt Instruments	-	-
<b>2</b>	<b>Investments</b>		
	Value of Investments		
	Gross Value of Investments		
	In India	2,659.86	2,783.15
	Outside India	-	-
	Provisions for Diminution in value of investments		
	In India	0.06	0.06
	Outside India	-	-
	Net Value of Investments		
	In India	2,659.80	2,783.09
	Outside India	-	-
	Movement of provisions held towards diminution in value of investments		
	Opening balance	0.06	0.06
	Add : Provisions made during the year	-	-
	Less: Write-off / write-back of excess provisions during the year	-	-
	Closing balance	0.06	0.06
<b>3</b>	<b>Derivatives</b>		
	Forward Rate Agreement / Interest Rate Swap	-	-
	Exchange Traded Interest Rate (IR) Derivatives	-	-
	Disclosures on Risk Exposure in Derivatives Qualitative Disclosure:-	-	-
	The Company has no derivatives transactions	-	-
<b>4</b>	<b>Disclosures relating to Securitisation</b>		
	SPV and Minimum Retention Requirements	-	-
	Details of Financial Assets sold to Securitisation / Reconstruction	-	-
	Company for Asset Reconstruction	-	-
	Details of Assignment transactions undertaken by NBFCs	-	-
	Details of non-performing financial assets purchased / sold	-	-
	Details of non-performing financial assets purchased	-	-
	Details of Non-performing Financial Assets sold	-	-



**5. Asset Liability Management Maturity pattern of certain items of Assets and Liabilities as on 31.03.2020**

SI No	Particulars	Upto 30/31 days	Over 1 Month upto 2 Month	Over 2 Months upto 3 Months	Over 3 Months & upto 6 Months	Over 6 Months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total (₹ lakh)
(i)	Deposits	926.78	561.87	431.84	2,964.92	4,769.13	9,990.50	-	-	19,645.04
(ii)	Advances	4,596.17	4,844.33	4,699.55	14,421.83	23,867.52	48,870.07	5,681.93	64.78	107,046.18
(iii)	Investments	-	-	-	-	-	522.82	2,058.25	78.73	2,659.80
(iv)	Borrowings	1,307.32	13,571.99	523.98	1,744.47	19,008.22	14,368.29	31,538.80	178.11	82,241.18
(v)	Foreign Currency Assets	-	-	-	-	-	-	-	-	-
(vi)	Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

**Asset Liability Management Maturity pattern of certain items of Assets and Liabilities as on 31.03.2019**

SI No	Particulars	Upto 30/31 days	Over 1 Month upto 2 Month	Over 2 Months upto 3 Months	Over 3 Months & upto 6 Months	Over 6 Months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
(i)	Deposits	518.78	372.09	404.42	2,871.13	4,832.53	9,711.83	-	-	18,710.78
(ii)	Advances	3,480.82	3,645.57	4,563.50	11,135.27	25,937.06	38,919.85	4,568.36	403.69	92,654.12
(iii)	Investments	-	-	-	-	-	351.89	873.71	1,557.49	2,783.09
(iv)	Borrowings	4,749.70	3,972.31	4,316.19	4,917.50	21,666.87	21,784.62	9,937.57	2,261.92	73,606.68
(v)	Foreign Currency Assets	-	-	-	-	-	-	-	-	-
(vi)	Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

			₹ (lakh)
SI No	Particulars	31.03.2020	31.03.2019
<b>6</b>	<b>Exposures</b>		
	(i) Exposure to Real Estate Sector	-	-
	(ii) Exposure to Capital Market	-	-
A	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	78.79	101.16
B	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-
C	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
D	advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
E	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers.	-	-
F	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources.	-	-
G	Bridge loans to companies against expected equity flows / issues	-	-
H	All exposures to Venture Capital Funds (both registered and unregistered)	-	-
	Total Exposure to Capital Market	78.79	101.16
(iii)	Details of financing of parent company products	Nil	Nil
(iv)	Details of Single Borrower Limit (SBL) / Group Borrower Limit (GBL) exceeded by the NBFC	Nil	Nil
(v)	Unsecured Advances	1,315.22	1,210.52
<b>7</b>	<b>Miscellaneous</b>		
(i)	Registration obtained from other financial sector regulators	NA	NA
(ii)	Disclosure of Penalties imposed by RBI and other regulator		
(iii)	Related Party Transactions - Ref. Note No 42		

(iv)	Ratings assigned by credit rating agencies and migration of ratings during the year		
<b>SI No.</b>	<b>Particulars</b>	<b>ICRA Ltd</b>	
(i)	Deposits	(ICRA) MA-Stable	
(ii)	Debentures	(ICRA) BBB Stable	
(iii)	Long-Term Borrowings	(ICRA) BBB Stable	
(iv)	Short-Term Borrowings	(ICRA) A2	
(v)	Migration of ratings during the year : NIL		

Sl No	Particulars	₹ (lakh)	
		31.03.2020	31.03.2019
	Remuneration of Directors Ref. Page No. 39 of Corporate Governance Report 2020		
(vi)	Management Ref. Management and Discussion and Analysis report on Page No. 23		
(vii)	Net Profit or Loss for the period, prior period items and changes in accounting policies	Nil	Nil

8 Other Disclosures		₹ (lakh)	
(i)	Provisions and Contingencies		
	Break up of 'Provisions and Contingencies' shown under the head Expenditure in statement of Profit and Loss Account		
a	Provisions for diminution in value of Investment	2.80	2.70
b	Provision towards NPA	556.35	371.38
c	Provision for Standard Assets	-	-
d	Provision made towards Income Tax	283.09	421.82
E	Other Provision and Contingencies (with details)		
(ii)	Draw Down from Reserves		

(iii)	Concentration of Deposits, Advances, Exposures and NPAs		
<b>a</b>	<b>Concentration of Deposits:-</b>		
	Total Deposits of twenty largest depositors	586.56	537.40
	Percentage of Deposits of twenty largest depositors to Total Deposits	3.17%	3.06%
<b>b</b>	<b>Concentration of Advances:-</b>		
	Total Advances to twenty largest borrowers	1,849.78	1,909.49
	Percentage of Advances to twenty largest borrowers to Total Advances	1.71%	2.04%
<b>c</b>	<b>Concentration of Exposures</b>		
	Total Exposure to twenty largest borrowers / customers	1,147.62	1,111.52
	Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	1.06%	1.19%
<b>d</b>	<b>Concentration of NPAs</b>		
	Total Exposure to top four NPA accounts	56.94	132.84
<b>e</b>	<b>Sector-wise NPAs</b>	<b>% NPAs to Total Advances in that sector</b>	
(i)	Agriculture & allied activities	-	-
(ii)	MSME – Engineering	0.00%	0.08%
(iii)	Corporate borrowers - Textiles	-	-
(iv)	Services – Others	0.07%	0.05%
(v)	Unsecured personal loans	-	-
(vi)	Auto loans - Transport	4.97%	4.92%

			₹ (lakh)
SI No	Particulars	31.03.2020	31.03.2019
<b>f</b>	<b>Movement of NPAs</b>		₹
(i)	Net NPAs to Net Advances (%)	2.82%	3.02%
(ii)	Movement of NPAs (Gross)		
	Opening balance	4979.55	4812.67
	Additions during the year	2798.65	3575.23
	Reductions during the year	2115.21	3408.35
	Closing balance	5662.99	4979.55
(iii)	Movement of Net NPAs		
	Opening balance	2793.97	3004.95
	Additions during the year	1792.46	2144.37
	Reductions during the year	1563.83	2355.35
	Closing balance	3022.60	2793.97
(iv)	Movement of provisions for NPAs (excluding provisions on standard assets)		
	Opening balance	2185.58	1807.72
	Provisions made during the year	1006.19	1430.86
	Write-off / write-back of excess provisions	551.38	1053.00
	Closing balance	2640.39	2185.58
(v)	Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)	Nil	Nil
(vi)	Off-balance Sheet SPVs sponsored (which are required to be consolidated as per accounting norms)	Nil	Nil
<b>9</b>	<b>Disclosure of Complaints</b>		
a	No. of complaints pending at the beginning of the year	0	0
b	No. of complaints received during the year	1	2
c	No. of complaints redressed during the year	1	2
d	No. of complaints pending at the end of the year	0	0

**50.3 Disclosures as required under guidelines on liquidity risk management frame work for NBFCs issued by RBI by notification no. RBI/2019-20/88 DOR.NBFC (PD) CC .No.102/03.10.001/2019-20 dated 4th November 2019.**

**Public disclosure on Liquidity Risk:**

**i. Funding concentration based on significant counterparty (both deposits and Borrowings):**

Sl No	Type of Instruments	No. of Significant counter parties	Amount ₹ lakhs	% of total deposits	% of total liabilities
1	Borrowings	6	16,749	90.62	16.21

**ii. Top 20 Large Deposits ( amount ₹ in Lakhs) and % of Total Deposits**

Sl No.	Descriptions	Amount ₹ lakhs	% of total deposits
1	Total for Top 20 Large Deposits	586.56	3.17%

**iii. Top 10 Borrowings ( amount ₹ in Lakhs) and % of Total Borrowings**

Sl No	Descriptions	Amount ₹ lakhs	% of total Borrowings
1	Total for Top 10 Borrowings	19,985	20.67%

**iv. Funding concentration based on significant instrument / products**

Sl No	Name of the Instrument / Products	Amount ₹ lakhs	% of total Liabilities
1	Sub-Ordinate Debts	23,261.47	22.83%
2	Fixed Deposits	19,645.04	19.28%
3	Non-Convertible Debentures - Public Issue 2019	20,926.77	20.54%
4	Non-Convertible Debentures - Private placement	10,627.29	10.43%
5	Non-Convertible Debentures - Public Issue-Unsecured (considered as Sub-Ordinated debt)	4,577.35	4.49%
6	Preference Shares	1,630.11	1.60%
	<b>Total</b>	<b>80,668.03</b>	<b>79.17%</b>

**v. Stock Ratios:****a. Commercial Papers as a % of Total Public Funds, Total Liabilities and Total Assets**

SI No	Name of the Instrument / Products	Amount ₹ lakhs	% of total deposits
1	Commercial Paper Outstanding	-	-
2	% to Total Public Funds	-	-
3	% to Total Liabilities	-	-
4	% to Total Public Assets	-	-

**b. Non-Convertible Debentures (on maturities of less than 1 year) as a % of Total Public Funds, total Liabilities and Total Assets**

SI No	Name of the Instrument / Products	Amount ₹ lakh
1	Non-Convertible Debentures (on maturities of less than 1 year )	148.86
2	% to Total Public Funds	19.69%
3	% to Total Liabilities	14.40%
4	% to Total Assets	12.20%

**c. Other Short term Liabilities, if any as a % of Total Public Funds, Total Liabilities and Total Assets**

SI No	Name of the Instrument / Products	Amount ₹ lakh
1	Other Short term Liabilities	27425
2	% to Total Public Funds	36.28%
3	% to Total Liabilities	26.54%
4	% to Total Assets	22.48%

**vi. Institutional set-up of liquidity risk management**

The Board of Directors of the Company have an overall responsibility for the management of all types of risks, including liquidity risk, to which the Company is exposed in the normal course of its business. Further, the Board of Directors have constituted a Risk Management Committee (“RMC”), as mandated by RBI, for the effective supervision, evaluation, monitoring and review of various aspects and types of risks, including liquidity risk, faced by the Company. The meetings of RMC are presently held as may be necessary, Moreover, the Board of Directors have also constituted an Asset Liability Committee (“ALCO”), for the management of the Company’s short and long-term funding and meeting liquidity requirements. The Company manages liquidity risk by maintaining adequate reserves and surplus, accessing undrawn bank facilities and obtaining funding from various other sources, as may be feasible. ALCO provides guidance and direction in terms of interest rate, liquidity, funding sources etc. ALCO meetings are held as may be required, the minutes of ALCO meetings are placed before the Board of Directors at their next meeting for their perusal / approval / ratification.

**Definition of terms as used in the table above:**a) **Significant counter party:**

A “Significant counterparty” is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC’s total liabilities.

b) **Significant instrument/product:**

A “Significant instrument/product” is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC’s total liabilities

c) **Total liabilities:**

Total liabilities include all external liabilities (other than equity).

d) **Public Funds:**

“Public funds” includes funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of commercial papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue. It includes total borrowings outstanding under all types of instruments/ products.

e) **Other short-term liabilities:**

All short-term borrowings other than CPs and NCDs with original maturity less than 12 months.

**50.4 Disclosure as required under RBI notification no. RBI/2019-20/220 DOR.No .BP.BC.63/21.04.048/2019-20 dated 17 April 2020 on COVID -19 Regulatory Package - Asset Classification and Provisioning**

<b>Particulars</b>	<b>Amount</b>
i. Respective amounts in SMA/overdue categories, where the moratorium/deferment was extended	4109
ii. Respective amount where asset classification benefits is extended	478
iii. Provisions made during the Q4 - FY2020 #	23.92
In respect of accounts in default but standard where moratorium up to 3 months is granted, and asset classification benefit is extended, the Company has made general provisions of not less than 5 per cent of the total outstanding of such accounts as applicable for the quarter ended 31 March 2020 within the overall provision requirement of 10% of the total outstanding to be spread equally over two quarters. Balance general provision of not less than 5% of the total outstanding of such accounts is to be made for the quarter ending 30 June 2020	
iv. Provisions adjusted during the respective accounting periods against slippages and the residual provisions	NA

# The Company has made an additional provision of ₹ 23.92 lakhs at 5% of the total outstanding for the quarter and year ended 31st March 2020 as per IRAC Norms and the same is included in relevant disclosures as applicable to the Company.

**50.5 Disclosure as required under RBI notification no. RBI/2019-20/170 DOR (NBFC). CC.PD.No .109/22.10.106/2019-20 dated 13 March 2020 on Implementation of Indian Accounting Standards**

A comparison between provisions required under extant prudential norms on Income Recognition, Asset Classification and Provisioning (IRAC P) and impairment allowances made under Ind AS 109 for the year ended 31 March 2020 (₹ lakh)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5) = (3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	88735.09	97.12	88637.97	354.94	(257.82)
	Stage 2	16319.59	322.73	15996.86	87.28	235.45
<b>Sub-Total</b>		<b>105054.68</b>	<b>419.85</b>	<b>104634.83</b>	<b>442.22</b>	<b>(22.37)</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	2083.43	700.05	1383.38	132.79	567.26
Doubtful - up to 1 year	Stage 3	644.95	308.23	336.72	254.74	53.49
1 to 3 years	Stage 3	380.02	273.18	106.84	301.78	(28.60)
More than 3 years	Stage 3	311.12	218.87	92.25	290.79	(71.92)
<b>Sub-Total for doubtful assets</b>		<b>1336.09</b>	<b>800.28</b>	<b>535.81</b>	<b>847.31</b>	<b>(47.03)</b>
Loss	Stage 3	1563.51	1071.35	492.16	1563.52	(492.17)
<b>Sub-Total for NPA</b>		<b>4983.03</b>	<b>2571.68</b>	<b>2411.35</b>	<b>2543.62</b>	<b>28.06</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms		0.00	0.00	0.00	0.00	0.00
<b>Sub-Total</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	Stage 1	88735.09	97.12	88637.97	354.94	(257.82)
	Stage 2	16319.59	322.73	15996.86	87.28	235.45
	Stage 3	4983.03	2571.68	2411.35	2543.62	28.06
	<b>Total</b>	<b>110037.71</b>	<b>2991.53</b>	<b>107046.18</b>	<b>2985.84</b>	<b>5.69</b>

51. There have been no events after the reporting date that require disclosure in these financial statements.

52. During the financial year 2019-20, no fraud was detected.

53. Previous year figures have been regrouped, reclassified and rearranged, wherever necessary, to conform to current year presentation.



**SAKTHI FINANCE LIMITED**  
**RESTATED FINANCIAL INFORMATION PART B**  
**ANNEXURE I**  
**SUMAMRAY STATEMENT OF ASSETS & LIABILITIES**

Particulars	Notes	As at March 31,		₹ (lakh)
		2018	2017	2016
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholders' Funds</b>				
Share Capital	<b>3</b>	6,137.45	6,050.00	6,050.00
Reserves & Surplus	<b>4</b>	10,790.14	10,332.43	9,309.83
		<b>16,927.59</b>	<b>16,382.43</b>	<b>15,359.83</b>
<b>Non-Current Liabilities</b>				
Long-Term Borrowings	<b>5</b>	45,749.87	59,222.37	44,248.98
Deferred Tax Liabilities (net)	<b>6</b>	244.56	424.79	588.67
		<b>45,994.43</b>	<b>59,647.16</b>	<b>44,837.65</b>
<b>Current Liabilities</b>				
Short-Term Borrowings	<b>7</b>	18,870.10	13,790.74	24,570.86
Other Current Liabilities	<b>8</b>	25,202.54	16,425.25	21,031.89
Short-Term Provisions	<b>9</b>	2,355.52	1,667.88	1,975.92
		<b>46,428.16</b>	<b>31,883.87</b>	<b>47,578.67</b>
	<b>TOTAL</b>	<b>109,350.18</b>	<b>107,913.46</b>	<b>107,776.15</b>

Particulars	Notes	As at March 31,		₹ (lakh)
		2018	2017	2016
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Fixed Asset	<b>10</b>			
- Tangible Assets		5,917.46	6,005.11	5,956.76
- Intangible Assets		359.00	462.83	577.26
- Capital Work-in-Progress		74.87	5.43	100.48
<b>Non-Current Investments</b>	<b>11</b>	2,566.44	2,604.90	2,236.35
<b>Long Term Loans and Advances</b>	<b>12</b>	1,070.97	1,017.89	194.19
		<b>9,988.74</b>	<b>10,096.16</b>	<b>9,065.04</b>
<b>Current Assets</b>				
Current Investments	<b>13</b>	136.31	-	110.99
Stock on Hire	<b>14</b>	90,161.19	90,366.43	92,178.98
Trade Receivables	<b>15</b>	123.65	136.12	148.81
Cash and Bank Balances	<b>16</b>	5,202.88	3,566.42	3,751.17
Short-Term Loans and Advances	<b>17</b>	3,578.94	3,508.88	2,361.14
Other Current Assets	<b>18</b>	158.47	239.45	160.02
		<b>99,361.44</b>	<b>97,817.30</b>	<b>98,711.11</b>
	<b>TOTAL</b>	<b>109,350.18</b>	<b>107,913.46</b>	<b>107,776.15</b>
See accompanying Notes forming an integral part of the financial statements 1-36				

As per our report attached

For P.K.Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S.Venkatesh

Company Secretary

Membership no - FCS 7012

M.Manickam

Chairman

DIN: 00102233

S.Veluswamy

Director (Finance & Operations)

DIN: 05314999

**ANNEXURE II SUMMARY STATEMENT OF PROFIT AND LOSS**

Particulars	Notes	₹ (lakh)		
		For the year ended March 31,		
		2018	2017	2016
Revenue from Operations				
Income from Operations	19	16597.86	16781.2	16802.56
Other Income	20	258.11	274.2	404.16
<b>Total Revenue from Operations</b>		<b>16855.97</b>	<b>17055.4</b>	<b>17206.72</b>
Expenses				
Employee Benefits Expense	21	2373.06	2084.86	1933.09
Finance Costs	22	9993.28	10346.56	10261.07
Depreciation and Amortization Expense	23	331.92	321.71	285.05
Other Expenses	24	1652.67	1579.18	1479.99
Provisions and Write off	25	607.05	655.51	647.16
Contingent Provision against Standard Assets		44.04	31.9	52.45
<b>Total Expenses</b>		<b>15002.02</b>	<b>15019.72</b>	<b>14658.81</b>
Profit before Exceptional and Extraordinary Items and Tax		1853.95	2035.68	2547.91
Exceptional Items		0	0	432.12
Profit before Extraordinary Items and Tax		1853.95	2035.68	2115.79
Extraordinary Items		-	-	-
Profit before Tax		1853.95	2035.68	2115.79
Tax Expense:		661.32	435.98	787.36
- Current Tax		839.28	599.84	863.07
- Deferred Tax		(180.23)	(163.88)	(75.71)
- Provision for Taxation-earlier years		2.27	0.02	0
Profit for the year		1192.63	1599.70	1328.43
Earnings per Equity Share	34			
Par Value per Equity Share (₹)		10	10	10
Basic (₹)		2.12	2.95	2.41
Diluted (₹)		2.12	2.95	2.41
See accompanying Notes forming an integral part of the financial statements 1-36				

As per our report attached

For and on behalf of the Board

For P.K.Nagarajan & Co.,  
Chartered Accountants  
Firm Regn. No.:016676S  
S.P.Muthusami  
Partner  
Membership Number : 224171  
Place : Coimbatore  
Date : 30<sup>th</sup> March 2021

M.Balasubramaniam  
Vice Chairman and  
Managing Director  
DIN: 00377053  
S.Venkatesh  
Company Secretary  
Membership no - FCS 7012

M.Manickam  
Chairman  
DIN: 00102233  
S.Veluswamy  
Director (Finance & Operations)  
DIN: 05314999

**ANNEXURE III Restated Cash flow Statement (Indian GAAP)**

Particulars	₹ (lakh)		
	For the year ended March 31,		
	2018	2017	2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit before tax	1853.95	2035.68	2115.79
Adjustments for:			
Add: Finance costs	9993.28	10346.56	10261.07
Depreciation and amortisation expense	331.92	321.71	285.05
Increase / (Decrease) in diminution in value of Investments	93.16	19.35	(129.92)
Increase / (Decrease) in provision against Non-Performing Assets	481.03	356.93	164.25
Increase / (Decrease) in provision against Standard Assets	44.04	31.90	52.45
Loss / (Profit) on sale of assets	0.36	0.00	431.56
Loss / (Profit) on sale and redemption of long term investments	0.00	0.00	0.00
Interest received	(795.91)	(596.80)	(581.65)
Dividend received	0.00	0.00	(1.35)
<b>Operating profit before working capital changes</b>	<b>12001.83</b>	<b>12515.33</b>	<b>12597.25</b>
Adjustments for:			
<b>Adjustments for (Increase) / Decrease in Operating Activities :</b>			
Stock on Hire	205.24	1812.55	(4196.38)
Trade receivables	12.47	12.69	(16.79)
Cash and Bank Balances	(986.86)	571.55	141.27
Short Term Loans and Advances	(70.06)	(1120.36)	2268.38
Long Term Loans and Advances	(53.08)	(851.08)	447.00
Other Current Assets	80.98	(79.43)	209.09
Other Current Liabilities	8846.71	(4720.12)	(10195.63)
<b>Cash Generated from operations</b>	<b>20037.23</b>	<b>8141.13</b>	<b>1254.19</b>
Finance costs	(9993.28)	(10346.56)	(10261.07)
Direct taxes paid	(841.55)	(599.86)	(863.07)
<b>Net cash from/(used in) Operating Activities (A)</b>	<b>9202.40</b>	<b>(2805.29)</b>	<b>(9869.95)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Capital Expenditure on Fixed Assets	(211.28)	(160.58)	(1745.02)
Sale of fixed Assets	1.03	0.00	157.22
Purchase of Investments	(97.85)	(257.56)	58.65
Interest received	795.91	596.80	581.65
Dividend received	0.00	0.00	1.35
<b>Net cash from / (used in) Investing Activities (B)</b>	<b>487.81</b>	<b>178.66</b>	<b>(946.15)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of Share Capital	87.45	0.00	(7.25)
NCD Public issue expenses transferred to Securities Premium Reserve	0.00	(450.72)	(302.70)
Increase / (Decrease) in Long Term Borrowings	(13472.50)	14972.44	11263.54
Increase / (Decrease) in Short Term Borrowings	5079.36	(10780.12)	(9640.91)
Dividend and Tax on dividend paid	(734.92)	(728.17)	(848.30)
<b>Net Cash from / (used in) Financing Activities (C)</b>	<b>(9040.61)</b>	<b>3013.43</b>	<b>464.38</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalent s (A+B+C)</b>	<b>649.60</b>	<b>386.80</b>	<b>(10351.72)</b>

			₹ (lakh)
Particulars	For the year ended March 31,		
	2018	2017	2016
Cash and cash equivalents at the beginning of the year	3115.10	2728.30	13080.02
Cash and cash equivalents at the close of the year	3764.70	3115.10	2728.30
<b>Components of cash and cash equivalents at the end of the year:</b>			
Cash on hand	839.68	845.18	858.02
Balance with Banks:			
- cheques, drafts on hand	2070.60	1652.03	1065.84
- in current accounts	854.42	617.89	804.44

As per our report attached

For P.K.Nagarajan & Co.,  
Chartered Accountants  
Firm Regn. No.:016676S  
S.P.Muthusami  
Partner  
Membership Number : 224171

Place : Coimbatore  
Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam  
Vice Chairman and  
Managing Director  
DIN: 00377053  
S. Venkatesh  
Company Secretary

Membership no - FCS 7012

M.Manickam  
Chairman  
DIN: 00102233

S. Veluswamy  
Director (Finance &  
Operations)  
DIN: 05314999

**Annexure: IV Notes forming an integral part of Restated Financial Information Part-B - for FY 2017-18, 2016-17 and 2015-16**

**1. Company Overview**

**Financial Year 2017-18 and 2016-17**

Sakthi Finance Limited (“SFL” or “the Company”) is a public limited Company having its Registered Office in Coimbatore, Tamilnadu. The equity shares and Non-Convertible Debentures of the Company are listed on BSE Limited.

The Company is a Deposit-taking Non-Banking Financial Company (“NBFC”) registered with Reserve Bank of India (“RBI”). The Company has been classified as an Investment and Credit Company (erstwhile classified as an Asset Financing Company) by RBI. The Company is engaged in the business of Hire Purchase Financing of Commercial Vehicles, Infrastructure Equipment, Machineries etc.

**Financial Year 2015-16**

Sakthi Finance Limited (“SFL” or “the Company”) is a public limited Company having its Registered Office in Coimbatore, Tamilnadu. The equity shares of the Company are listed on BSE Limited.

The Company is a Deposit-taking Non-Banking Financial Company (“NBFC”) registered with Reserve Bank of India (“RBI”). The Company has been classified as an Investment and Credit Company (erstwhile classified as an Asset Financing Company) by RBI. The Company is engaged in the business of Hire Purchase Financing of Commercial Vehicles, Infrastructure Equipment, Machineries etc.

**2. Significant Accounting Policies**

**a. Basis of preparation of financial statements**

The Restated financial information Part-B has been prepared in connection with its proposed public issue of secured redeemable non-convertible debentures and unsecured redeemable non-convertible debentures of face value of ₹ 1000 each (“NCDs”) for base issue of upto ₹ 100 crores along with an option to retain over-subscription upto ₹ 100 crores for issuance of additional NCDs, aggregating upto ₹ 200 crores (hereinafter referred to as the “Issue”) in terms of the requirements of:

- 1) Section 26 of Part I of Chapter III to the Companies Act, 2013 (the “Act”);and
- 2) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008 (the “Debt Regulations”), as amended

The restated financial information Part-B prepared by the management has been extracted from the audited financial statements for the year ended 31<sup>st</sup> March,2018, 31<sup>st</sup> March,2017 and 31<sup>st</sup> March,2016 which has been approved by the Board of Directors at their meeting held on 30<sup>th</sup> May,2018, 24<sup>th</sup> May,2017 and 28<sup>th</sup> May,2016 respectively.

The audited financial statements for the year ended 31<sup>st</sup> March,2018, 31<sup>st</sup> March,2017 and 31<sup>st</sup> March,2016 have been prepared in accordance with the Generally Accepted Accounting Principles in India (“IGAAP”) to comply with the accounting standards notified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act 2013 as applicable and the guidelines issued by Reserve Bank of India applicable to Non-Banking Financial Companies.

The restated Financial Information Part-B have been prepared on accrual basis under the historical cost convention, except for certain fixed assets which have been revalued. The accounting policies adopted in the preparation of financial statements by the Company are consistent with those followed in the previous year.

## **b. Use of Estimates**

### **Financial Year 2017-18, 2016-17 and 2015-16**

The preparation of restated financial information Part-B in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the results of operations during the reporting year end. Although the estimates are based on management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future period.

## **c. Change in Accounting Policy**

### **Financial Year 2016-17**

During the year, the company has changed the policy with regard to amortizing the debenture issue expenses. Accordingly, instead of amortizing the expenses over the tenor of debentures, the same has been entirely adjusted against the securities premium Account as is permitted under Section 52 of the Companies Act 2013. As a result the income from operations and profit before tax are higher by ₹.75.86 lakhs.

## **d. Tangible Assets**

### **Financial Year 2017-18, 2016-17 and 2015-16**

Tangible assets, other than those which have been revalued, are stated at historical cost less accumulated depreciation. The revalued tangible assets are restated at their estimated replacement value at the time of revaluation.

## **e. Depreciation on Tangible Assets**

### **Financial Year 2017-18**

Depreciation on Tangible Assets is provided on Straight Line Method ("SLM") using the rates arrived at based on the Useful Life estimated by the management. The Company has used the following useful life to provide depreciation on Tangible Assets.

<b>Particulars</b>	<b>Useful Life as prescribed by Sched II to the Companies Act 2013</b>	<b>Useful Life estimated by the Company</b>
Building	60 years	60 years
Plant and Machinery	15 years	15 years
Plant - Wind Mills	22 years	22 years
Furniture and Fixtures	10 years	10 years
Vehicles	8 years	8 years
Office Equipment's	10 years	10 years
Computers	3 years	6 years

The Management has considered the useful life of computers as 6 years.

Additional depreciation on revalued Tangible Assets has been transferred from Revaluation Reserve Account to General Reserve Account.

### **Financial Year 2016-17 and 2015-16**

Depreciation on Tangible Fixed Assets has been determined on Straight Line Method (SLM) as per the useful life prescribed in Schedule II of the Companies Act 2013. Additional depreciation on revalued Fixed Assets has been transferred from Revaluation Reserve Account to General Reserve Account.

## **f. Intangible Assets**

### **Financial Year 2017-18**

Intangible Assets are carried at its cost less any accumulated amortization. The depreciable amount of intangible assets are allocated on a systematic basis over the best estimate of useful life. The Management has considered the useful life of intangible assets as 6 years.

### **Impairment of Assets**

The carrying amount of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal or external factors. No impairment loss has arisen during the year.

### **Financial Year 2016-17 and 2015-16**

Intangible Assets viz. Computer Software are stated at the consideration paid for its acquisition. Intangible assets are amortized based on the management's estimate of useful economic life of the asset, reckoned as 6 years.

## **g. Revenue Recognition**

### **Financial Year 2017-18 and 2016-17**

The prudential norms for Income Recognition and Provisioning for Non-performing assets as prescribed by the Reserve Bank of India for Non-Banking Financial Companies have been followed.

Accordingly, revenue recognition has been considered in the accounts on accrual basis only on those assets classified as standard assets as stated below:

- i) a) Hire purchase finance charges are recognized as income under the internal rate of return method.  
b) Interest on advances by way of loans are accounted for, to the extent accrued during the year.
- ii) Income by way of interest on Government securities is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- iii) Income from Investments by way of dividend is recognized when the right to receive the payment is established by the balance sheet date.
- iv) Income from power generation is recognized as per the Power Purchase Agreements with State Electricity Board and on supply of power to the grid.

### **Financial Year 2015-16**

The prudential norms for Income Recognition and Provisioning for Non-performing assets as prescribed by the Reserve Bank of India for Non-Banking Financial Companies have been followed.

Accordingly, revenue recognition has been considered in the accounts on accrual basis only on those assets classified as standard assets as stated below:

- i) a) Hire purchase finance charges are recognized as income under the internal rate of return method.  
b) Interest on advances by way of loans are accounted for, to the extent accrued during the year.
- ii) Income by way of interest on Government securities is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- iii) Income from Investments by way of dividend is recognized when the right to receive the payment is established by the balance sheet date.
- iv) Income from power generation is recognized as per the Power Purchase Agreements with State Electricity Board and on supply of power to the grid
- v) Debenture Issue Expenses:

The expenditure relating to Public Issue of Debentures is amortised over the tenor of Debentures.



## **h. Investments**

### **Financial Year 2017-18**

Investments, by its nature readily realizable to be held for not more than a year, are classified as current investments. All other investments are classified as Non-current investments which are carried at cost and provision for diminution in value, other than temporary, is considered wherever required. Current investments are carried at the lower of cost or fair value.

### **Financial Year 2016-17 and 2015-16**

Long-term investments are carried at cost. Provision for diminution in value is made to recognize a decline, if any, other than temporary, in the value of investments. Current investments are carried at the lower of cost and fair value.

## **i. Employee Benefits**

### **Financial Year 2017-18, 2016-17 and 2015-16**

#### **i) Defined Contribution Plans**

##### **1. Provident Fund (PF)**

Contributions are made periodically to the PF Commissioner, under the Employees Provident Fund Scheme, in accordance with the provisions of Employees Provident Funds and Miscellaneous Provisions Act 1952. The Company does not have any obligation other than the stipulated periodical contribution to the Provident Fund. The obligations to make a fixed and determinable amount of contributions are recognized as an expense in the year incurred.

##### **2. Superannuation**

The Company contributes a sum equivalent to 15% of eligible employees salary to a Superannuation Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company has no liability for future Superannuation Fund benefits other than its annual contribution and recognizes such contribution as an expense in the year incurred.

#### **ii) Defined Benefit Plans**

##### **Gratuity**

The Company makes annual contributions to a Fund administered by Trustees and managed by Life Insurance Corporation of India (LIC). The Company accounts its liability for gratuity based on actuarial valuation determined by LIC as at the Balance Sheet date.

#### **iii) Other Benefits**

Other benefits made available to employees include contributions made by the Company under (a) ESI Scheme (b) Employees Deposit Linked Insurance (c) Group Personal Accident Insurance and (d) Group Mediclaim benefits. Obligations under these benefits, which are in the nature of staff welfare, are recognized as expense in the year in which they are incurred.

Leave salary is determined for the period of 12 months ended 31st December of each year and paid fully within the end of the accounting year.

## **j. Leases**

### **Financial Year 2017-18, 2016-17 and 2015-16**

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on the basis of lease term.

#### **k. Earnings per share**

##### **Financial Year 2017-18, 2016-17 and 2015-16**

Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders less preference dividend by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss after tax for the year attributable to equity shareholders less preference dividend and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential of equity shares.

#### **l. Cash and Cash Equivalents**

##### **Financial Year 2017-18, 2016-17 and 2015-16**

Cash and Cash Equivalents in the Cash Flow statement comprise Cash at bank and in hand, Cheques on hand, balance in Current Account and short term investments with an original maturity of three months or less.

#### **m. Taxes on Income**

##### **Financial Year 2017-18, 2016-17 and 2015-16**

The tax expenses is the aggregate of current tax and deferred tax charged or credited to the statement of profit and loss for the period.

Current tax is the amount of tax payable on the taxable income for the year and determined in accordance with the provisions of the Income Tax Act 1961.

Deferred tax liability is recognized, on timing differences, being the difference between taxable income and accounting income that originates in one period and are capable of being reversed in one or more subsequent periods.

Deferred tax assets in respect of carry forward losses are recognized if there is a virtual certainty that there will be sufficient future taxable income available to offset such losses. Other deferred tax assets are recognized if there is reasonable certainty that there will be sufficient future taxable income available to recoup the value of such assets.

#### **n. Stock on Hire**

##### **Financial Year 2017-18, 2016-17 and 2015-16**

Stock on Hire represents unexpired and unpaid installments under Hire Purchase Finance Agreements. Stock on hire in relation to repossessed assets is shown separately under other current assets.

#### **o. Provisions, Contingent Liabilities and Contingent Assets**

##### **Financial Year 2017-18, 2016-17 and 2015-16**

Provision is recognized only when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are shown by way of notes forming part of the Balance Sheet. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### **p. Provision as per RBI Norms**

##### **i Provision for Non-Performing Assets**

##### **Financial Year 2017-18**

Provision for non-performing assets, doubtful debts, loans and advances have been made as per Master Direction-NBFC-Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions 2016.

**Financial Year 2016-17 and 2015-16**

Provision for non-performing assets, doubtful debts, loans and advances have been made as per the Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007.

**ii Contingent Provision against Standard Assets****Financial Year 2017-18**

RBI has, by its Notification No.DNBR.011/CGM(CDS)-2015 dated 27th March 2015, issued directions to all Non-Banking Financial Companies to make a provision of 0.40% on the Standard Assets as on 31st March 2019 and 31st March 2018 respectively. Accordingly, necessary provision has been made.

**Financial Year 2016-17**

RBI has, by its Notification No.DNBR.011/CGM(CDS)-2015 dated 27th March 2015, issued directions to all Non-Banking Financial Companies to make a provision of 0.35% on the Standard Assets as on 31st March 2017. Accordingly, necessary provision has been made.

**Financial Year 2015-16**

RBI has, by its Notification No.DNBR.011/CGM(CDS)-2015 dated 27th March 2015, issued directions to all Non-Banking Financial Companies to make a provision of 0.30% on the Standard Assets as on 31st March 2016. Accordingly, necessary provision has been made.

<b>3. Share Capital</b>			
<b>PARTICULARS</b>	<b>As At</b>		<b>₹ lakh</b>
	<b>31.03.2018</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
<b>1. Authorised Share Capital</b>			
5,50,00,000 Equity shares of ₹ 10/- each as on March 31, 2016	7000.00	7000.00	5500.00
7,00,00,000 Equity shares of ₹ 10/- each as on March 31, 2017 and 2018			
20,00,000 Redeemable Cumulative Preference Shares of ₹ 100/- each as on March 31, 2016	3000.00	3000.00	2000.00
30,00,000 Redeemable Cumulative Preference Shares of ₹ 100/- each as on March 31, 2017, and 2018			
	<b>10000.00</b>	<b>10000.00</b>	<b>7500.00</b>
<b>Issued, Subscribed and Paid up Share capital</b>			
50,00,00,000 Equity shares of ₹ 10/- each fully paid up (2018/2017/2016)	5000.00	5000.00	5000.00
302,450 10% Redeemable Cumulative Preference Shares of ₹ 100/- each fully paid (2018)	302.45	1050.00	1050.00
8,35,000 9% Redeemable Cumulative Preference Shares of ₹ 100/- each fully paid	835.00	0.00	0.00
	<b>6137.45</b>	<b>6050.00</b>	<b>6050.00</b>

**a) Reconciliation of shares at the Beginning and at the End of the year**

<b>Particulars</b>	<b>As at 31st March 2018</b>		<b>As at 31st March 2017</b>		<b>As at 31st March 2016</b>	
	<b>No. of Shares</b>	<b>(₹ Lakhs)</b>	<b>No. of Shares</b>	<b>(₹ Lakhs)</b>	<b>No. of Shares</b>	<b>(₹ Lakhs)</b>
<b>Equity Shares with Voting Rights</b>						
Number of Shares at the beginning of the year	5,00,00,000	5,000.00	5,00,00,000	5,000.00	5,00,00,000	5,000.00
Add : Fresh issue of Shares during the year	-	-	-	-	-	-
Number of Shares at the end of the year	5,00,00,000	5,000.00	5,00,00,000	5,000.00	5,00,00,000	5,000.00
<b>Redeemable Cumulative Preference Shares</b>						
<b>9% Redeemable Cumulative Preference Shares</b>						
Number of Shares at the beginning of the year	-	-	-	-	-	-
Add : Fresh issue of Shares during the year	835,000	835.00	-	-	-	-
Less: Redemption of Shares during the year	-	-	-	-	-	-
Number of Shares at the end of the year	835,000	835.00	-	-	-	-
<b>10% Redeemable Cumulative Preference Shares</b>						
Number of Shares at the beginning of the year	1,050,000	1,050.00	1,050,000	1,050.00	1,057,250	1,057.25
Add : Fresh issue of Shares during the year	-	-	-	-	302,450	302.45
Less: Redemption of Shares during the year	(747,550)	(747.55)	-	-	(309,700)	(309.70)
Number of Shares at the end of the year	<b>302,450</b>	<b>302.45</b>	<b>1,050,000</b>	<b>1,050.00</b>	<b>1,050,000</b>	<b>1,050.00</b>

**b) The rights, preferences and restrictions attached to each class of shares:**

The Company has two classes of shares namely, Equity Shares and Redeemable Cumulative Preference Shares. The rights, preferences and restrictions attached to each class of shares are given below:

**(I) EQUITY SHARES**

- The equity share has a par value of ₹ 10. Each holder of equity share is entitled to one vote per share. An equity shareholder has got a right to attend the General Meetings convened by the company and to receive dividend when declared.
- The company declares and pays dividend in Indian rupees. The dividend recommended by the Board of Directors is subject to

the approval of members at the ensuing Annual General Meeting, except in the case of interim dividend.

- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the member.

#### **DIVIDEND ON EQUITY SHARES - FOR THE FINANCIAL YEAR ENDED 31.03.2018, 31.03.2017 AND 31.03.2016**

<i>Financial Year</i>	<i>Particulars of Dividend on Equity Shares</i>
2017-18	The Board of Directors have recommended an equity dividend of ₹ 1/ Per share (10% on the face value of ₹ 10) aggregating ₹ 602.78 Lakh including dividend distribution tax of ₹ 102.78 Lakh for the year ended 31st March 2018.
2016-17	The Board of Directors had recommended an equity dividend of ₹ 1/ per share (10% on the par value of ₹ 10) aggregating ₹ 601.80 Lakh, including dividend distribution tax of ₹101.80 lakhs. In terms of the revised Accounting Standard (AS-4) "Contingencies and Events occurring after the Balance Sheet date" as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendments Rules 2016 dated 31st March 2016, the Company has not recognised the proposed dividend as a liability as at 31st March 2017.
2015-16	The Board of Directors had recommended an equity dividend of ₹ 1/ per share (10% on the par value of ₹ 10) aggregating ₹ 601.79 Lakh, including dividend distribution tax of ₹101.79 lakh. .

#### **(ii) REDEEMABLE CUMULATIVE PREFERENCE SHARES (RCPS)**

The Redeemable Cumulative Preference Shares (RCPS) have a par value of ₹ 100. These shares carry a fixed cumulative dividend of 10% and 9% respectively per annum. These shares would be redeemable at par at the end of 3 years from the various dates of allotment.

The Redeemable Cumulative Preference Shares (RCPS) have the following preferential rights over the equity shareholders:

- The payment of dividend at a fixed rate; and
- The return of capital on winding up of the company.

The preference shareholders can enforce their right of getting dividend in priority over the equity shareholders only if there are profits and the directors decide to distribute them by way of dividend.

Preference shareholders have no voting right except when dividend is outstanding for more than 2 years in case of cumulative shares. But they have the right to vote on any resolution for winding up of the company or for the reduction or repayment of capital.

<i>Financial Year</i>	<i>Particulars of Dividend on Preference Shares</i>
2017-18	The Board of Directors has at their meeting held on 28th March 2018 declared an interim dividend of ₹ 10 per share, (10% on a par value of ₹ 100) for the year ended 31st March 2018. The Board of Directors have also declared <i>pro rata</i> dividend of 10% on RCPS of ₹ 100 per share allotted during the year. The total Preference Dividend including interim and <i>pro rata</i> dividend aggregates ₹.133.12 Lakhs, with a Dividend Distribution Tax of ₹ 22.51 Lakh.
2016-17	The Board of Directors had, at their Meeting held on March 16, 2017 declared an interim dividend of ₹ 10/- per share. (10% on par value of ₹ 100) for the year ending March 31. 2017. The total Preference Dividend aggregates ₹ 126.38 lakhs, including a Corporate Dividend Tax of ₹ 21.38 lakh.
2015-16	The Board of Directors had, at their Meeting held on March 12, 2016 declared an interim dividend of ₹ 10/- per share. (10% on par value of ₹ 100) for the year ending March 31. 2016. The total Preference Dividend aggregates ₹ 125.58 lakhs, including a Corporate Dividend Tax of ₹ 21.24 lakhs.

#### **c) Details of shareholders holding more than 5% shares in the capital of the company**

Name of the Shareholder	As at 31st March 2018		As at 31st March 2017		As at 31st March 2016	
	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares
<b>Equity Shares with Voting Rights</b>						
ABT Investments (India) Private Limited*	17.46	8,727,400	17.46	8,727,400	17.46	8,727,400
Sakthifinance Financial Services Limited	16.22	8,110,000	16.22	8,110,000	16.22	8,110,000
Avdhoot Finance and Investment Private Limited	11.25	5,624,208	11.25	5,624,208	11.25	5,624,208
Bridgewater Investment Corporation Limited	8.90	4,450,000	8.90	4,450,000	8.90	4,450,000

The Gounder and Company Auto Limited	7.85	3,925,000	7.85	3,925,000	7.85	3,925,000
Sakthi Financial Services (Cochin) Private Limited	6.82	3,411,246	6.82	3,411,246	6.82	3,411,246
<b>Redeemable Cumulative Preference Shares</b>						
Ms Jayasree Jayanth					16.34	171,550
Mr Jayanth Balakrishna	-	-	-	-	11.58	121,600
Ms Aashika Jayanth	-	-	2.38	25,000	5.56	58,400
Mr B.R.Prabhakar	6.61	20000.00	-	-	-	-
Mr R.Ramaseshan	9.92	30000.00	-	-	-	-
<b>* Due to demerger of ABT Limited, the shares were transferred to ABT Investments (India) Private Limited on 24th May 2016.</b>						

#### 4. RESERVES AND SURPLUS

	₹ lakh		
Particulars	As at March 31,		
	2018	2017	2016
<b>Capital Reserve</b>			
Opening and Closing balance	52.61	52.61	52.61
<b>Securities Premium Account</b>			
Opening Balance	801.07	1,251.79	1,554.49
Less: NCD Issue Expenses	-	450.72	302.70
Closing Balance	801.07	801.07	1,251.79
<b>Revaluation Reserve</b>			
Opening Balance	1,822.44	1,865.68	2,006.84
Less: Withdrawn on disposal of Fixed Assets	-	-	95.10
Transfer to Surplus in Statement of Profit and Loss	43.24	43.24	46.06
Closing Balance	1,779.20	1,822.44	1,865.68
<b>General Reserve</b>			
Balance as at Opening of the year	1,500.00	1,500.00	1,500.00
Less: Transfer to Statement of Profit and Loss	1000.00	-	-
<b>Closing Balance</b>	<b>500.00</b>	<b>1500.00</b>	<b>1500.00</b>
<b>Debenture Redemption Reserve</b>			
Opening Balance	2,603.00	960.00	-
Add : Transfer from surplus in Statement of Profit and Loss	1,333.00	1,643.00	960.00
<b>Closing Balance</b>	<b>3,936.00</b>	<b>2,603.00</b>	<b>960.00</b>
<b>Statutory Reserves as per Section 45 IC of RBI Act 1934</b>			
Opening Balance	2,466.12	2,131.01	1,880.50
Add : Transfer from surplus in Statement of Profit and Loss	238.53	335.11	250.51
<b>Closing Balance</b>	<b>2,704.65</b>	<b>2,466.12</b>	<b>2,131.01</b>

As per the requirements of Section 45IC of the Reserve Bank of India Act 1934, a Statutory Reserve has been created at 20% of the profits after tax available for appropriation.

	₹ lakh		
Particulars	As at March 31,		
	2018	2017	2016
<b>Surplus in Statement of Profit and Loss</b>			
Opening Balance	1,087.19	1,548.74	2,112.13
Add : Profit after tax for the year	1,192.63	1,599.70	1,328.43
Transfer from General Reserve	1,000.00	-	-
Transfer from Revalued Assets (Deprn.on revalued Assets)	43.24	43.24	46.06
Total	3,323.06	3,191.68	3,486.62
Less: Appropriations			
Interim dividend on Preference shares (₹ 10/- per share)	104.23	105.00	104.34

Tax on Interim dividend on Preference Shares	21.22	21.38	21.24
Pro rata dividend on Preference shares	6.38	-	-
Tax on pro rata dividend on Preference shares	1.29	-	-
Provision for Equity Dividend (₹ 1 per share)	500.00	-	500.00
Tax on Dividend-Equity Shares	101.80	-	101.79
Transfer to Statutory Reserve	238.53	335.11	250.51
Transfer to Debenture Redemption Reserve	1333.00	1643.00	960.00
<b>Closing Surplus</b>	<b>1,016.61</b>	<b>1,087.19</b>	<b>1,548.74</b>
<b>Total</b>	<b>10,790.14</b>	<b>10,332.43</b>	<b>9,309.83</b>

## 5. LONG-TERM BORROWINGS

Particulars	As at March 31,		
	2018	2017	2016
			₹ lakh
<b>Secured</b>			
Debentures	18,039.12	24,826.99	11,945.64
Term Loans from Banks / Financial Institutions and Other Lenders	4,523.31	4,342.06	4,940.84
<b>Total</b>	<b>22,562.43</b>	<b>29,169.05</b>	<b>16,886.48</b>
<b>Unsecured</b>			
Deposits	9,486.19	7,994.34	6,402.59
Subordinated Debts	11,201.25	19,558.98	18,459.91
Senior Unsecured NCD	2,500.00	2,500.00	2,500.00
<b>Total</b>	<b>45,749.87</b>	<b>59,222.37</b>	<b>44,248.98</b>

### a) Nature of security and terms of repayment for Debentures

- i) As per the public issue prospectus Secured Redeemable Non-Convertible Debentures ("NCDs) of face value of ₹ 100 each (Public Issue I) and of face value of ₹1000 each (Public Issue II) respectively were issued during FY 2015-16 and 2016-17 respectively. The rate of interest varies from 10.25% to 11.00% p.a. The date of redemption is reckoned at 24 to 48 months from the date of allotment i.e 18th May 2016.
- ii) For Public Issue of Debenture Redemption Reserve has been created based on the tenor of the debentures.
- iii) The Secured Redeemable Non-convertible Debentures outstanding for the Debentures of Public Issue I are secured by Identified Immovable property situated at Madurai and Specified Hire purchase Receivables for the years ended March 31, 2018, 2017, and 2016.
- iv) The Secured Redeemable Non-convertible Debentures outstanding for the Debentures of Public Issue II are secured by Identified Immovable property situated at Coimbatore and Specified Hire purchase Receivables for the years ended March 31, 2018 and 2017.

**b) Term Loans From Banks and Institutions**

(i) The Lakshmi Vilas Bank Ltd is secured as under:

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	(₹ lakh)		
			Commencement date	End date			Amount Outstanding as on March 31,		
							2018	2017	2016
1	3000.00	11.55	31.10.2016	30.09.2019	-	Hypothecation of specified Hire Purchased receivables and a personal guarantee by a director	1521.43	2535.71	-

(ii) The Tamilnadu Industrial Investment Corporation Limited (TIIC) is secured as under:

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			2018	2017	2016
1	1000.00	13.20	01.04.2015	01.03.2018	3	Hypothecation of specified Hire Purchase receivables and Land & Buildings situated at Coimbatore and Chennai and personal gurantee by three directors	-	37.00	683.00

(iii) AU Small Finance Bank Limited is secured as under:

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			2018	2017	2016
1	2500.00	10.65	15.12.2017	15.12.2020	-	Hypothecation of specified Hire Purchase receivables and a personal guarantee by a director	2229.73	-	-



c) **Term Loans from Others are secured as under:**

(i) Sundaram Finance Limited

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			2018	2017	2016
1	750.00	14.00	08.06.2014	08.05.2016	-	Exclusive charge on 17 Wind Mills situated at Tirunelveli / Tirupur in Tamilnadu and also at Motugunda, Village Bhavnad Taluk, Jam Nagar Dist, Gujarat and guarantee by a director	-	-	70.87
2	550.00	14.00	17.08.2014	17.07.2016			-	-	102.32
3	1100.00	13.00	08.01.2016	08.11.2017			-	415.03	974.16
4	750.00	12.90	03.05.2016	03.04.2017			-	66.17	-
5	1000.00	10.25	10.10.2017	10.09.2020			853.18	-	-

(ii) Reliance Capital Limited

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			₹ lakh		
							2018	2017	2016
1	1000.00	15.00	01.09.2014	01.08.2016	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director	-	-	233.31

(iii) Northern Arc Capital Ltd (formerly IFMR Capital Finance Pvt Ltd)

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			2018	2017	2016
1	1500.00	14.00	27.10.2014	27.09.2016	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director	-	-	415.31
2	1500.00	13.50	23.03.2015	23.02.2018	-		-	523.82	1026.13
3	220.00	13.50	27.03.2015	27.02.2018	-		-	76.90	150.59
4	1000.00	13.50	14.04.2016	14.09.2018	6 Months		228.25	639.99	1000.00
5	395.00	13.50	12.05.2016	12.10.2018	6 Months		104.36	265.36	395.00
6	730.00	13.50	19.09.2016	19.02.2019	6 Months		296.42	580.95	730.00
7	330.00	12.90	24.10.2016	25.03.2019	6 Months		144.69	272.03	330.00
8	170.00	12.90	22.11.2016	22.04.2019	6 Months		80.23	145.14	-

## (iv)Hinduja Leyland Finance Ltd

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			2018	2017	2016
1	2500.00	12.50	07.11.2014	08.10.2017	-	Hypothecation of specified Hire Purchase receivables	-	561.29	1436.82
2	1500.00	12.50	07.02.2015	07.04.2018	-		46.44	567.56	1027.68
3	250.00	12.50	07.04.2015	07.06.2018	-		23.08	108.55	184.01
4	2600.00	10.71	07.05.2017	07.04.2020	-		1897.17	2600.00	-
5	1500.00	10.25	07.03.2018	07.02.2021	-		1469.35	-	-

## (v) Mahindra and Mahindra Financial Services Ltd

Sl. No	Amount of term loan sanctioned	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security Details	Amount Outstanding as on March 31,		
			Commencement date	End date			2018	2017	2016
1	1500.00	12.90	20.04.2015	20.03.2018	-	Hypothecation of specified Hire Purchase receivables	-	565.35	1062.62

1. There are no defaults in repayment of fixed deposits, debentures and term loans.
2. Rate of Interest for fixed deposits varies from 8% to 8.75% per annum.
3. Rate of Interest for subordinated debts is at 11.50% per annum. The tenor of subordinated debt is 61 months.
4. Deposits are repaid on maturity. The tenor of deposit ranges from 15 months to 36 months

## 6. DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31st March		
	2018	2017	2016
<b>Tax effect of items constituting deferred tax liability:</b>			
On difference between book balance and tax balance of depreciation	772.81	835.60	941.13
<b>Tax effect of items constituting deferred tax assets:</b>			
Provision for NPA/Contingent Provision against Standard Assets	528.25	402.98	336.19
Provision for fall in value of investments	-	-	8.44
Brought forward capital losses	-	7.83	7.83
	528.25	410.81	352.46
<b>Total</b>	<b>244.56</b>	<b>424.79</b>	<b>588.67</b>

## 7. SHORT TERM BORROWINGS

Particulars	As at 31st March		
	2018	2017	2016
<b>Secured Loans</b>			
Debtentures	8278.68	1626.89	2707.94
<b>From Banks</b>			
Cash Credit and Working Capital Demand Loans	10,591.42	12,163.85	21,862.92
Loans from Banks / Other Lenders	-	-	-
<b>Total</b>	<b>18,870.10</b>	<b>13,790.74</b>	<b>24,570.86</b>

Nature of Security and Terms repayment for Cash credit and working capital demand loan: Cash Credits/Working Capital Demand Loans from Banks are secured by hypothecation of specified hire purchase receivables along with and personal guarantee of 2 / 3 directors of the company. There are no over dues in the above accounts.

## 8. OTHER CURRENT LIABILITIES

Particulars	As at 31st March		
	2018	2017	2016
Current Maturities of Long-Term Debt :			
- Debtentures	1772.27	975.35	812.05
- Term Loans from Financial Institutions / Other Lenders	4371.02	5618.8	4880.99
- Deposits	6959.25	6849.33	9222.44
- Subordinated Debts	9,589.82	-	-
Interest accrued but not due on Deposits	668.05	652.85	868.69
Interest accrued but not due on NCD	292.36	117.28	302.34
Interest accrued but not due on Senior Unsecured NCD	0.93	1.85	2.8
Interest accrued but not due on Bank Borrowings	85.67	129.57	133.6
Unclaimed dividends	165.71	48.06	43.88
Unclaimed matured deposits and interest accrued thereon	318.93	585.05	812.46
Unclaimed matured debtentures and interest accrued thereon	285.26	292.07	2602.95
Unclaimed Interest Warrants	-	-	37.28
Advances from Customers	75.27	771.2	868.18
Security Deposits	0.45	0.45	0.45
Tax Deducted at source	90.29	72.91	58.3
Liability for Expenses	281.16	246.55	299.56
Redeemable Cumulative Preference Shares due for Redemption	213.75	54.05	77.3
Other Payables	32.35	9.88	8.62
<b>Total</b>	<b>25,202.54</b>	<b>16,425.25</b>	<b>21,031.89</b>

**9. SHORT TERM PROVISIONS:**

	₹ lakh		
Particulars	As at 31st March		
	2018	2017	2016
<b>Provision for Employee Benefits</b>			
Provision for bonus	56.58	45.17	40.93
Provision for gratuity (net)	49.93	48.88	35.02
<b>Total (A)</b>	<b>106.51</b>	<b>94.05</b>	<b>75.95</b>
<b>Other Provisions</b>			
Provision for Taxation (Net of Advance tax and refund dues)	56.95	-	132.53
Contingent Provision against Standard Assets	359.38	315.34	283.44
Provision for Non-Performing Assets	1,695.78	1,214.75	857.82
Provision for diminution in value of Investments	136.90	43.74	24.39
Provision for proposed equity dividend	-	-	500.00
Provision for tax on proposed equity dividend	-	-	101.79
<b>Total (B)</b>	<b>2,249.01</b>	<b>1,573.83</b>	<b>1,899.97</b>
<b>Total (A)+(B)</b>	<b>2,355.52</b>	<b>1,667.88</b>	<b>1,975.92</b>

**a) Provision as per RBI Norm:****(i) Provision for Non-Performing Assets****"For the Financial Year, 2017-18**

Provision for Non-performing assets, doubtful debts, loans and advances have been made as per Master Direction-NBFC-Systemically Important Non-deposit taking Company and Deposit taking Company (Reserve Bank) Directions 2016."

**"For the Financial Year 2016-17, 2015-16**

Provision for Non-performing assets, doubtful debts, loans and advances have been made as per Master Circular-Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007."

**(ii) Contingent Provision against Standard Assets****"For the Financial Year 2017-18**

As per Master Direction - NBFC - Systemically Important Non-deposit taking Company and Deposit taking Company (Reserve Bank) Directions, all Non-Banking Financial Companies are required to make a provision of 0.40% on the Standard Assets as on 31st March, 2018 and thereafter. Accordingly, necessary provision has been made."

**"For the Financial year 2016-17**

RBI by its notification No.DNBR.011/CGM(CDS)- 2015 dated 27th March 2015 has issued directions to all Non-Banking Financial Companies to make a provision of 0.35% on the Standard Assets as on 31st March 2017. Accordingly, necessary provision has been made."

**"For the Financial year 2015-16**

RBI by its notification No.DNBR.011/CGM(CDS)- 2015 dated 27th March 2015 has issued directions to all Non-Banking Financial Companies to make a provision of 0.30% on the Standard Assets as on 31st March 2016. Accordingly, necessary provision has been made."

**b) The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to their outstanding amount and interest have not been made.**

## 10. Property, Plant & Equipment

	Property, Plant and Equipment										₹ lakh
Particulars	Land	Buildings	Plant and Machinery	Plant - Wind Mills	Furniture and Fixtures	Vehicles	Office Equipments	Total Tangible Assets	Intangible Assets	Capital work in progress	Total Property, Plant & Equipment
Gross Block								(I)	(II)	(III)	(I)+(II)+(III)
As at 31 March 2015	707.78	2322.86	110.15	3568.52	150.77	74.66	380.45	7315.19	455.14	10.84	7781.17
Additions	1241.73	27.14	1.69	0.00	21.04	18.11	21.01	1330.72	324.67	95.98	1751.37
Disposals / Capitalized	21.00	0.00	0.00	1028.61	2.34	3.10	0.00	1055.05	0.00	6.34	1061.39
As at 31 March 2016	1928.51	2350.00	111.84	2539.91	169.47	89.67	401.46	7590.86	779.81	100.48	8471.15
Additions	0.00	15.22	29.30	0.00	179.64	0.00	31.47	255.63	0.00	49.94	305.57
Disposals / Capitalized	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	144.99	144.99
As at 31 March 2017	1928.51	2365.22	141.14	2539.91	349.11	89.67	432.93	7846.49	779.81	5.43	8631.73
Additions	0.00	14.51	8.68	0.00	37.93	56.23	15.10	132.45	9.39	69.44	211.28
Disposals / Capitalized	0.00	0.00	0.35	0.00	0.00	5.22	0.00	5.57	0.00	0.00	5.57
As at 31 March 2018	1928.51	2379.73	149.47	2539.91	387.04	140.68	448.03	7973.37	789.20	74.87	8837.44

											₹ lakh
Property, Plant and Equipment											
Particulars	Land	Buildings	Plant and Machinery	Plant - Wind Mills	Furniture and Fixtures	Vehicles	Office Equipments	Total Tangible Assets	Intangible Assets	Capital work in progress	Total Property, Plant & Equipment
Accumulated Depreciation								(I)	(II)	(III)	(I)+(II)+(III)
As on 31 March 2015	0.00	300.73	60.24	959.31	121.98	44.10	309.90	1796.26	126.51	0.00	1922.77
Charge for the year	0.00	51.03	4.18	123.85	4.81	6.17	18.97	209.01	76.04	0.00	285.05
Disposals	0.00	0.00	0.00	367.76	0.46	2.95	0.00	371.17	0.00	0.00	371.17
As on 31 March 2016	0.00	351.76	64.41	715.40	126.33	47.33	328.87	1634.10	202.55	0.00	1836.65
Charge for the year	0.00	51.37	5.52	104.55	15.59	7.87	22.38	207.28	114.43	0.00	321.71
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on 31 March 2017	0.00	403.13	69.93	819.95	141.92	55.20	351.25	1841.38	316.98	0.00	2158.36
Charge for the year	0.00	52.52	6.21	104.57	23.23	11.65	20.53	218.71	113.22	0.00	331.93
Disposals	0.00	0.00	0.13	0.00	0.00	4.05	0.00	4.18	0.00	0.00	4.18
As on 31 March 2018	0.00	455.65	76.01	924.52	165.15	62.80	371.78	2055.91	430.20	0.00	2486.11

											₹ lakh
Property, Plant and Equipment											
Particulars	Land	Buildings	Plant and Machinery	Plant - Wind Mills	Furniture and Fixtures	Vehicles	Office Equipments	Total Tangible Assets	Intangible Assets	Capital work in progress	Total Property, Plant & Equipment
Net Block as at March 31,								(I)	(II)	(III)	(I)+(II)+(III)
2016	1928.51	1998.24	47.42	1824.51	43.14	42.35	72.59	5956.76	577.26	100.48	6634.50
2017	1928.51	1962.09	71.21	1719.96	207.19	34.47	81.68	6005.11	462.83	5.43	6473.37
2018	1928.51	1924.08	73.46	1615.39	221.89	77.88	76.25	5917.46	359.00	74.87	6351.33

## 11 Non- Current Investments (At Cost)

			₹ lakh		
			As at March 31,		
Particulars	Number	Face Value per unit (₹)	2018	2017	2016
<b>Investments in Equity Instruments</b>					
<b>Other than Trade</b>					
<b>Quoted-Associates</b>					
Sakthi Sugars Limited	5,52,833	10	226.10	226.10	226.10
<b>Quoted-Others</b>					
Chokani International Limited	100	10	0.02	0.02	0.02
Sri Bhagavathi Textiles Limited	5	100	-	0.04	0.04
Sri Chamundeswari Sugars Limited	1,86,666	10	-	7.82	7.82
Stiles India Limited	100	10	0.02	0.02	0.02
			<b>226.14</b>	<b>234.00</b>	<b>234.00</b>
<b>Unquoted – Associates</b>					
ABT Industries Limited	150000	10	15.00	15.00	15.00
ABT Foods Agrovet Limited ##	125000	10	12.50	12.50	12.50
Sakthi Soft Drinks Pvt Limited	30000	10	3.00	3.00	3.00
Sri Bhagavathi Textiles Limited	5	100	0.04	-	-
Sri Chamundeswari Sugars Limited	186666	10	7.82	-	-
<b>Unquoted – Others</b>					
ABT Co-operative Stores Limited	500	10	0.05	0.05	0.05
Chokani International Limited*	100	10	-	-	-
			<b>38.41</b>	<b>30.55</b>	<b>30.55</b>
<b>Quoted</b>					
Bonds of Central and State Governments #	23,14,000	100	2,301.89	2,340.35	1,971.80
<b>Un-Quoted</b>					
National Saving Certificates	-	-	-	-	-
<b>Total</b>			<b>2,566.44</b>	<b>2,604.90</b>	<b>2,236.35</b>
Aggregate Book value of Quoted Investments			2,528.03	2,574.35	2,205.80
Aggregate Market Value of Quoted Investments			2,385.17	2,524.65	2,175.45
Aggregate Book value of Unquoted Investments			38.41	30.55	30.55

\*Delisted from Stock Exchanges during the year 31.03.2020.

# Investments made to comply with the requirements of the directives issued by the Reserve Bank of India.

## The Name of the company has been changed from Sakthi Beverages Limited to ABT Foods Agrovet Limited on 03.11.2015

### Non-Current investments

In accordance with the Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 2016 dated 25th August 2016, the Company has created a floating charge on the statutory liquid assets comprising (both current & non-current) Investment in Government Securities on the above investments in favour of IDBI Trusteeship Services Ltd, trustee representing the fixed deposit holder of the Company.

## 12 LONG TERM LOANS AND ADVANCES (UNSECURED CONSIDERED GOOD UNLESS STATED OTHERWISE)

	₹ lakh
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Particulars	As at 31st March		
	2018	2017	2016
Security Deposits	1,070.97	1,017.89	166.59
Advance Payment of Income Tax (Net of Provision)-relating to prior years	-	-	-
Other loans and advances	-	-	27.60
<b>Total</b>	<b>1,070.97</b>	<b>1,017.89</b>	<b>194.19</b>

### 13 CURRENT INVESTMENTS (AT COST AND FAIR VALUE)

Particulars	As at 31st March		
	2018	2017	2016
<b>Investments in Government Securities</b>			
<b>Quoted</b>			
Bonds of Central and State Governments #	136.31	-	110.99
<b>Total</b>	<b>136.31</b>	<b>-</b>	<b>110.99</b>
Aggregate Book Value of Quoted Investments	136.31	-	110.99
Aggregate Market Value of Quoted Investments	136.31	-	110.99

#### Current investments

#### For Financial Year 2017-18

In accordance with the Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 2016 dated 25th August 2016, the Company has created a floating charge on the statutory liquid assets comprising (both current & non-current) Investment in Government Securities on the above investments in favour of IDBI Trusteeship Services Ltd, trustee representing the fixed deposit holder of the Company."

#### Financial Year 2016-17, and 2015-16

In accordance with the Reserve Bank of India Circular No. RBI/2006-2007/225/DNBS(PD)C.C No.87/03.02.004/2006-07 dated 04th January 2007, the Company has created a floating charge on the statutory liquid assets comprising (both current & non-current) Investment in Government Securities on the above investments in favour of IDBI Trusteeship Services Ltd, trustee representing the fixed deposit holder of the Company."

### 14 STOCK ON HIRE

Particulars	As at 31st March		
	2018	2017	2016
Net Receivable under Hire Purchase Finance	90,161.19	90,366.43	92,178.98
<b>Total</b>	<b>90,161.19</b>	<b>90,366.43</b>	<b>92,178.98</b>

As per Accounting Standard (AS-19) on Lease, the details of maturity pattern of hire purchase finance receivables (Stock on hire) for the contracts executed are given below:

Particulars	As at 31st March		
	2018	2017	2016
<b>(A) Gross Receivables</b>			
Less than one year	58,021.27	57,858.14	61,340.36
Later than one year and not later than 5 years	52,661.74	54,056.06	53,166.78
<b>Total</b>	<b>1,10,683.01</b>	<b>1,11,914.20</b>	<b>1,145,07.14</b>

Particulars	As at 31st March		
	2018	2017	2016
<b>(B) Net Receivables</b>			
Less than one year	45,054.24	43,837.38	46,999.03
Later than one year and not later than 5 years	45,106.95	46,529.05	45,179.95
<b>Total</b>	<b>90,161.19</b>	<b>90,366.43</b>	<b>92,178.98</b>

### 15. TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD UNLESS STATED OTHERWISE)

Particulars	As at 31st March		
	2018	2017	2016
Dues from sale of Wind Power			



-Receivables outstanding for a period exceeding six months	66.63	110.14	136.63
-Receivables outstanding for a period below six months	57.02	25.98	12.18
<b>Total</b>	<b>123.65</b>	<b>136.12</b>	<b>148.81</b>

#### 16. CASH AND BANK BALANCES

Particulars	As at 31st March		
	2018	2017	2016
Cash and Cash Equivalents			
Cash on hand	839.68	845.18	858.02
Balance with Banks:			
-Cheques, drafts on hand	2,070.60	1,652.03	1,065.84
-Current Accounts	854.42	617.89	804.44
<b>Other Bank Balances</b>			
In Margin Money Deposits :			
-Deposits with Original Maturity of > than 12 months	1,272.47	403.26	978.94
In Earmarked Accounts :			
-Unpaid Dividend Accounts	165.71	48.06	43.93
<b>Total</b>	<b>5,202.88</b>	<b>3,566.42</b>	<b>3,751.17</b>

#### 17. SHORT TERM LOANS AND ADVANCES

Particulars (Unsecured considered good unless stated otherwise)	As at 31st March		
	2018	2017	2016
- Prepaid Expenses	136.73	101.59	56.80
- Advance Tax and TDS (Net of Provision)	-	42.39	-
- GST/Service Tax Credit Receivable	100.51	32.92	-
- Loans and Advances to Employees	390.79	318.73	277.65
Other Loans and Advances:			
- Secured, considered good	0.52	27.38	-
- Unsecured, considered good	2,950.39	2,985.87	2,026.69
<b>Total</b>	<b>3,578.94</b>	<b>3,508.88</b>	<b>2,361.14</b>
<b>Dues from Officers of the Company</b>	<b>18.33</b>	<b>5.56</b>	<b>5.43</b>

#### 18. OTHER CURRENT ASSETS

Particulars	As at 31st March		
	2018	2017	2016
Repossessed Assets (HP Assets)	103.50	188.75	80.13
Interest accrued on Govt. Securities / deposits	44.66	42.22	35.44
Debenture Issue Expenses	-	-	36.23
Others	10.31	8.48	8.22
<b>Total</b>	<b>158.47</b>	<b>239.45</b>	<b>160.02</b>

**Annexure VI - Notes to Restated summary Statement of Profit and Loss**

**19 INCOME FROM OPERATIONS:**

(₹ lakh)

Particulars	For the period ended 31st March		
	2018	2017	2016
Income from Hire purchase operations	15708.40	15796.44	16029.61
Interest from:			
- Loans and Other receipts	528.24	358.38	327.46
- Banks deposits	67.91	50.21	86.82
- Long Term Investments	199.76	179.33	158.49
- Current Investments	-	8.88	8.88
Bad debts recovery	93.55	387.96	191.30
<b>Total</b>	<b>16597.86</b>	<b>16781.20</b>	<b>16802.56</b>

**20. OTHER INCOME**

Particulars	For the period ended 31st March		
	2018	2017	2016
Income from Wind mill -Sale of Electricity	210.60	230.40	228.90
<b>Dividend Income</b>			
- Non-Current Investments	-	-	1.35
Other non-operating income (net of expenses directly attributable to such income):			
- Profit on sale of fixed assets	-	-	0.56
- Profit on redemption of Investment	-	-	3.74
- Rental income	47.05	43.01	39.46
- Diminution in value of Investments reversed	-	-	129.92
- Miscellaneous income	0.46	0.79	0.23
<b>Total</b>	<b>258.11</b>	<b>274.20</b>	<b>404.16</b>

**21. EMPLOYEE BENEFIT EXPENSES**

Particulars	For the period ended 31st March		
	2018	2017	2016
Salaries and wages	2173.73	1912.27	1733.65
Contributions to Provident and Other Funds	90.89	74.67	66.99
Staff Welfare Expenses	108.44	97.92	132.45
<b>Total</b>	<b>2373.06</b>	<b>2084.86</b>	<b>1933.09</b>

**22. FINANCE COSTS**

Particulars	For the period ended 31st March		
	2018	2017	2016
Interest Expense on:			
- Debentures	3,487.21	3,575.62	2,302.43
- Term Loans from Banks / Other Lenders	1,030.62	1,171.15	1,336.97
- Cash Credit from Banks	1,500.97	1,631.76	2,418.04
- Deposits	1,457.46	1,551.43	1,853.45
- Subordinated Debts	2,304.36	2,173.97	2,062.95
Bank Charges	162.69	152.38	183.79
Other Financial Charges	49.97	90.25	103.44
<b>Total</b>	<b>9993.28</b>	<b>10346.56</b>	<b>10261.07</b>

**23. DEPRECIATION AND AMORITZATION EXPENSE**

Particulars	For the period ended 31st March		
	2018	2017	2016
Depreciation	218.70	207.28	209.01
Add: Amortization Expenses	113.22	114.43	76.04
<b>Total</b>	<b>331.92</b>	<b>321.71</b>	<b>285.05</b>

## 24. OTHER EXPENSES

Particulars	For the period ended 31st March		
	2018	2017	2016
Rent	119.36	111.97	92.25
Rates, Taxes and Licences	84.58	134.77	146.47
Communication	90.62	106.04	61.42
Insurance	14.78	14.66	13.64
Travelling and Conveyance	432.45	426.24	448.64
Printing and Stationery	54.95	60.53	55.88
Power and Fuel	35.58	35.65	27.11
Advertisements	30.91	46.07	23.32
<b>Auditors Remuneration</b>			
As Auditor:			
-Audit Fee	12.00	10.00	8.50
-Tax Audit Fee	0.00	3.00	4.00
-Limited Review Fee	5.20	3.55	5.50
In Other Capacity:			
-Certification Fee	0.95	4.39	6.50
-Reimbursement of Expenses	0.60	9.05	9.24
Legal and Professional Charges	262.54	212.93	232.29
<b>Repairs and Maintenance on:</b>			
-Buildings	83.07	78.76	66.75
-Machinery	123.64	143.69	95.73
-Other Assets	43.36	46.30	44.54
Filing Fees	8.89	26.39	14.69
Directors' Sitting Fees	11.00	13.40	12.00
Diminution in value of Investments	93.16	19.35	0.00
Expenses on Corporate Social Responsibility	79.68	10.21	49.07
Miscellaneous Expenses	64.99	61.24	59.64
Loss on Sale of Assets	0.36	0.00	0.00
Loss on Sale / Redemption of SLR Investments	0.00	0.99	2.81
<b>Total</b>	<b>1652.67</b>	<b>1579.18</b>	<b>1479.99</b>

## 25 PROVISIONS AND WRITE OFF

Particulars	For the period ended 31st March		
	2018	2017	2016
Provision against Non-Performing Assets (Net)	309.21	173.07	176.42
Bad Debts - Trade and other receivables written off	297.84	482.44	470.74
<b>Total</b>	<b>607.05</b>	<b>655.51</b>	<b>647.16</b>

## 26 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	For the period ended 31st March		
	2018	2017	2016
a) Income Tax issues	9.83	9.83	80.31
b) Service Tax Issues	1328.29	1328.29	1328.29

The Company has deposited with Service Tax department an amount of Rs.98.63 Lakh against the demand relating to payment of Cenvat credit under protest. The company's writ petition before the Honourable High Court of Madras against the levy has been admitted and stay has been granted.

27. The Company has also extended collateral security of company's Building and Land belonging to a Director for Cash Credit/Working Capital Demand Loans availed from a bank

## 28. EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF

Particulars	For the period ended 31st March		
	2018	2017	2016
Capital Work-in-Progress	42.34	-	-
Travelling	8.64	28.23	4.46

**29. REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND**

Particulars	For the period ended 31st March		
	2018	2017	2016
Year to which the dividend relates	2016-17	2015-16	2014-15
No. of Non Resident shareholders	1	1	1
No. of shares on which dividend remittance was made	44,50,000	44,50,000	44,50,000
Amount remitted ( ₹ lakh)	44.50	44.50	44.50

**30. DISCLOSURE REQUIREMENTS UNDER AS-15 –“EMPLOYEE BENEFITS”**

Sl. No.	Particulars	For the Year ended 31st March		
		2018	2017	2016
I	<b>Principal Actuarial Assumptions</b> (Expressed as weighted averages)			
	Discount rate	8.00%	8.00%	8.00%
	Salary Escalation rate	4.00%	4.00%	4.00%
	Attrition rate	3.00%	3.00%	3.00%
	Expected rate of return on Plan Assets	7.72%	7.72%	8.20%
II	<b>Changes in the Present Value of the Obligations (PVO)– Reconciliation of Opening and Closing balances (₹ lakh)</b>			
	PVO at the beginning of the period	197.08	155.87	150.04
	Interest cost	15.77	12.47	12.00
	Current service cost	16.02	12.68	12.20
	Past service cost – (non-vested benefits)	-	-	-
	Past service cost – (vested benefits)	-	-	-
	Benefits paid	(15.68)	(6.38)	(20.58)
	PVO as at the end of the period	238.05	197.08	155.87
III	<b>Changes in the fair value of plan assets – Reconciliation of Opening and Closing balances (₹ lakh)</b>			
	Fair value of plan Assets at the beginning of the period	174.68	156.28	164.04
	Expected return on plan assets	14.21	13.49	12.82
	Contributions	14.91	11.29	-
	Benefits paid	(15.68)	(6.38)	(20.58)
	Fair value of Plan Assets as at the end of the period	188.12	174.68	156.28
IV	<b>Actual Return on Plan Assets (₹ lakh)</b>			
	Expected return on plan assets	14.21	13.49	12.82
	Actuarial gain / (loss) on plan assets	-	-	-
	Actual return on plan assets	14.21	13.49	12.82
V	<b>Actuarial Gain / Loss recognized (₹ lakh)</b>			
	Actuarial gain / (loss) for the period– Obligation	(24.86)	(22.44)	(2.21)
	Actuarial gain / (loss) for the period– Plan Assets	-	-	-
	Total (gain)/ loss for the period (₹ lakh)	24.86	22.44	2.21
	Actuarial (gain) / loss recognized in the period	24.86	22.44	2.21
	Unrecognised actuarial (gain) / Loss at the end of the year	-	-	-
VI	<b>Amounts recognized in the Balance Sheet and related Analysis (₹ lakh)</b>			
	Present value of the obligation	238.05	197.08	155.87
	Fair value of Plan Assets	188.12	174.68	156.28
	Difference (₹ lakh)	49.93	22.40	(0.41)
	Unrecognised transitional liability	-	-	-
	Unrecognised past service cost – non vested benefits	-	-	-
	Liability recognized in the Balance Sheet	49.93	22.40	(0.41)

Sl. No.	Particulars	For the Year ended 31st March		
		2018	2017	2016
VII	<b>Expenses recognized in the statement of Profit and Loss (₹ lakh)</b>			
	Current service cost	16.02	12.68	12.20
	Interest cost	15.77	12.47	12.00
	Expected return on plan assets	(14.21)	(13.49)	(12.82)
	Actuarial (gain) / loss recognized in the year	24.86	22.44	2.21
	Transitional liability recognized in the year	-	-	-
	Past service cost – (non-vested benefits)	-	-	-
	Past service cost – (vested benefits)	-	-	-
	Expenses recognized in the statement of Profit and Loss	42.44	34.10	13.59
VIII	<b>Movements in the liability recognized in the Balance Sheet (₹ lakh)</b>			
	Opening net liability	22.40	(0.41)	(14.00)
	Expenses as above	42.44	34.10	13.59
	Contributions paid	(14.91)	(11.29)	-
	Closing net liability	49.93	22.40	(0.41)
IX	<b>Amount for the current period (₹ lakh)</b>			
	Present value of obligations	238.05	197.08	155.87
	Plan Assets	188.12	174.68	156.28
	Surplus / (Deficit)	(49.93)	(22.40)	0.41
	Experience adjustments on plan liabilities – (loss) / gain (₹ lakh)	-	-	-
	Actuarial (loss)/gain on obligation	(24.86)	(22.44)	(2.21)
	Experience adjustments on plan assets – (loss) / gain	-	-	-
X	<b>Major categories of Plan Assets Fund manager by insurer</b>	100%	100%	100%
XI	<b>Enterprise's best estimate of contribution during next year (₹ lakh)</b>	49.93	22.40	(0.41)

### 31. SEGMENT REPORTING

The Company is primarily engaged in the business of asset financing. This, in the context of Accounting Standard -17 on Segment Reporting, notified by the Companies (Accounting Standards) Rules 2006, is considered to constitute a single primary segment.

### 32. RELATED PARTY DISCLOSURES

Relationship	2018	2017	2016
Enterprises in which the key Management personnel and their relatives have significant influence	ABT Ltd.	ABT Ltd.	ABT Ltd.
	ABT Finance Ltd.	ABT Finance Ltd.	ABT Finance Ltd.
	ABT Foundation Ltd.	ABT Foundation Ltd.	ABT Foundation Ltd.
	ABT Industries Ltd.	ABT Industries Ltd.	ABT Industries Ltd.
	ARC Retreading Co. Pvt. Ltd.	ARC Retreading Co. Pvt. Ltd.	ARC Retreading Co. Pvt. Ltd.
	N Mahalingam & Co	N Mahalingam & Co	N Mahalingam & Co
	Nachimuthu Industrial Association	Nachimuthu Industrial Association	Nachimuthu Industrial Association
	Sakthifinance Financial Services Ltd.	Ramanandha Adigalar Foundation	Sakthifinance Financial Services Ltd.
	Sakthifinance Holdings Ltd.	Sakthifinance Financial Services Ltd.	Sakthifinance Holdings Ltd.
	Sakthi Realty Holdings Ltd.	Sakthifinance Holdings Ltd.	Sakthi Realty Holdings Ltd.
	Sakthi Sugars Ltd.	Sakthi Realty Holdings Ltd.	Sakthi Sugars Ltd.
	Sakthi Properties (Coimbatore) Ltd	Sakthi Sugars Ltd.	Sri Sakthi Textiles Ltd.
	Sakthi Auto Components Ltd	Sakthi Properties (Coimbatore) Ltd	Sri Chamundeswari Sugars Ltd.
	Sri Sakthi Textiles Ltd.	Sakthi Auto Components Ltd	The Gounder and Company Auto Ltd.
	Sri Chamundeswari Sugars Ltd.	Sri Sakthi Textiles Ltd.	
	The Gounder and Company Auto Ltd.	Sri Chamundeswari Sugars Ltd.	
	The Gounder and Company Auto Ltd.		

Relationship	2018	2017	2016
Key Management Personnel	Sri M Balasubramaniam Vice Chairman and Managing Director	Sri M Balasubramaniam Vice Chairman and Managing Director	Sri M Balasubramaniam Vice Chairman and Managing Director
	Sri M K Vijayaraghavan Chief Financial Officer	Sri M K Vijayaraghavan Chief Financial Officer	Sri M K Vijayaraghavan Chief Financial Officer
	Dr S Veluswamy Chief Executive Officer	Dr S Veluswamy Sr. President (operations)	Dr S Veluswamy Sr. President (operations)
	Sri S Venkatesh Company Secretary	Sri S Venkatesh Company Secretary	Sri S Venkatesh Company Secretary

Relatives of Key Management Personnel	Dr M Manickam, Brother	Smt M Mariammal, Mother	Smt M Mariammal, Mother
	Sri M Srinivaasan, Brother	Dr M Manickam, Brother	Dr M Manickam, Brother
	Smt Vinodhini Balasubramaniam, Wife	Sri M Srinivaasan, Brother	Sri M Srinivaasan, Brother
	Selvi Shruthi Balasubramaniam, Daughter	Smt Vinodhini Balasubramaniam, Wife	Smt Vinodhini Balasubramaniam, Wife
		Selvi Shruthi Balasubramaniam, Daughter	Selvi Shruthi Balasubramaniam, Daughter

**Transactions / Material Transactions with Related Parties made during the year**

		₹ (lakh)		
Sl No	Nature of Transaction	For the Year Ended 31 <sup>st</sup> March		
		2018	2017	2016
1	<b>Income</b>			
	<b>Rent received</b>			
	Sakthifinance Financial Services Ltd	4.71	4.40	4.40
	ABT Industries Ltd.	20.28	18.90	15.77
	<b>Interest Income</b>			
	ABT Industries Ltd.	11.53	2.03	-
	<b>Dividend Income</b>			
ABT Industries Ltd.	-	-		
2	<b>Expenses</b>			
	<b>Purchase of fuel</b>			
	N.Mahalingam & Co	19.17	18.73	9.48
	<b>Rent paid</b>			
	M.Balasubramaniam	2.40	2.40	2.40
	M. Srinivaasan	0.60	0.60	0.60
	<b>Resource Mobilisation Charges</b>			
	Sakthifinance Financial Services Ltd.	49.00	90.15	103.08
	<b>Printing charges</b>			
	Nachimuthu Industrial Association	18.70	19.68	14.20
	Sakthi Sugars Ltd.(Om Sakthi)	2.61	2.48	2.40
	<b>Corporate Social Responsibility Expenses</b>			
	Nachimuthu Gounder Rukmani Ammal Charitable Trust	-	-	29.00
	Ramanandha Adigalar Foundation	48.83	-	-
	<b>Deputation Charges</b>			
	Sakthifinance Financial Services Ltd.	7.94	28.26	76.90
	<b>Remuneration</b>			
	M.Balasubramaniam	49.94	43.80	41.24
	M.K.Vijayaraghavan	25.80	26.53	18.91
	S.Veluswamy	33.90	17.96	18.98
	S.Venkatesh	16.06	10.74	11.18
	B.Shruthi	11.64	12.81	7.96
	<b>Commission</b>			
M.Balasubramaniam	66.94	74.17	53.12	
<b>Sitting Fees</b>				
M.Manickam	1.40	1.00	0.80	
M.Srinivaasan	0.80	1.80	1.60	
3	<b>Assets:</b>			
	Lease Rental Advance			
	Sakthi Properties (Coimbatore) Ltd	-	850.00	-
	Purchase of Fixed Assets			
ABT Foundation Ltd	-	-	1084.02	
4	<b>Liabilities</b>			
	<b>Subscription in Non-Convertible Debentures</b>			
	-Sri Chamundeswari Sugars Ltd	221.94	200.00	-
	<b>Liabilities for Expenses Payable:</b>			
	Sakthi Sugars Ltd.	0.10	-	0.39
	N. Mahalingam And Co.	0.19	0.29	0.67
Nachimuthu Industrial Association	-	0.45	4.91	
M.Srinivaasan	-	0.65	-	

### 33. Leases

In case of assets taken on lease

Sl. No.	Nature of Transaction	For the Year Ended 31 <sup>st</sup> March		
		2018	2017	2016
	The Company has taken various office premises under operating lease. The lease payments recognized in the statement of Profit and Loss A/c	116.96	109.16	89.04

### 34. EARNINGS PER SHARE

Sl. No.	Nature of Transaction	For the Year Ended 31 <sup>st</sup> March		
		2018	2017	2016
	Profit after tax (₹ Lakh) (A)	1192.63	1599.70	1328.43
	Less: Preference dividend (₹ Lakh)	133.12	126.38	125.58
	Profit after Preference dividend (₹ Lakh)	1059.51	1473.32	1202.85
	Weighted average number of equity shares (B)	50000000	50000000	50000000
	The nominal value per equity share (₹)	10.00	10.00	10.00
	Earnings per share – Basic (₹) (A)/(B)	2.12	2.95	2.41
	Earnings per share – Diluted (₹) (A)/(B)	2.12	2.95	2.41

### 35. MASTER DIRECTION-NON-BANKING FINANCIAL COMPANY - SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING COMPANY AND DEPOSIT-TAKING COMPANY (RESERVE BANK) DIRECTIONS 2016

							₹ lakh
							As at
Sl. No.	Particulars	March 31, 2018		March 31, 2017		March 31, 2016	
		Outstanding	Overdue	Outstanding	Overdue	Outstanding	Overdue
(1)	<b>Liabilities Side:</b>						
	<b>Loans and advances availed by the Non-Banking Financial Company inclusive of interest accrued thereon but not paid:</b>						
	<b>(a) Debentures :</b>						
	-Secured	28667.69		27838.58		18370.92	
	-Unsecured **	2500.93		2501.85		2502.80	
	<b>(b) Deferred Credits</b>						
	<b>(c) Term Loans</b>	8938.69		9992.73		9878.07	
	<b>(d) Inter-Corporate loans and borrowing</b>						
	<b>(e) Commercial paper</b>						
	<b>(f) Public Deposits</b>	17432.42	318.93#	16081.57	585.05#	17306.18	812.46#
	<b>(g) Subordinated Debts</b>	20791.07		19558.98		18459.91	
	<b>(h) Other Loans - Cash Credit</b>	10632.73		12261.55		21940.27	
	<b>Break-up of (1) (f) above (Outstanding Public deposits inclusive of interest accrued thereon but not paid):</b>						
	<b>(a) In the form of Unsecured Debentures</b>						
	<b>(b) In the form of Partly secured Debentures i.e. debentures where there is a shortfall in the value of security</b>						
	<b>(c) Other Public Deposits</b>	17432.42	318.93#	16081.57	585.05#	17306.18	812.46#
	<b>(d) Subordinated Debts</b>	20791.07		19558.98		18459.91	
	# Represents unclaimed deposits						



	Assets Side	As at March 31,		
		2018	2017	2016
(3)	<b>Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):</b>			
	(a) Secured	484.16	466.04	434.23
	(b) Unsecured	987.45	1515.00	750.00
(4)	<b>Break-up of Leased Assets and Stock on Hire and Other assets counting towards AFC activities:</b>			
	(1) Lease Assets including lease rentals under Sundry Debtors			
	(a) Financial Lease	-	-	-
	(b) Operational Lease	-	-	-
	(2) Asset on Hire including Hire charges under Sundry Debtors			
	(a) Stock on Hire	90161.19	90366.43	92178.98
	(b) Repossessed Assets	103.50	188.75	80.13
	(3) Other Loans counting towards AFC activities			
	(a) Loans where assets have been repossessed	-	-	-
	(b) Loans other than (a) above	-	-	-
(5)	<b>Break-up of Investments:</b>			
	<u>Current Investments :</u>			
	1. Quoted			
	(i) Shares :			
	(a) Equity	-	-	-
	(b) Preference	-	-	-
	(ii) Debentures and Bonds	-	-	-
	(iii) Units of Mutual Funds	-	-	-
	(iv) Government Securities	136.31	-	110.99
	(v) Others	-	-	-
	2. Unquoted :			
	(i) Shares :			
	(a) Equity	-	-	-
	(b) Preference	-	-	-

	Assets Side	As at March 31,		
		2018	2017	2016
	(ii) Debentures and Bonds	-	-	-
	(iii) Units of Mutual Funds	-	-	-
	(iv) Government Securities	-	-	-
	(v) Others	-	-	-
	<u>Long term Investments:</u>			
	1. Quoted			
	(i) Shares :			
	(a) Equity	226.14	234.00	234.00
	(b) Preference	-	-	-
	(ii) Debentures and Bonds	-	-	-
	(iii) Units of Mutual Funds	-	-	-
	(iv) Government Securities	2301.89	2340.35	1971.80
	(v) Others	-	-	-
	2. Unquoted :			
	(i) Shares :			
	(a) Equity	38.41	30.55	30.55
	(b) Preference	-	-	-
	(ii) Debentures and Bonds	-	-	-
	(iii) Units of Mutual Funds	-	-	-
	(iv) Government Securities	-	-	-
	(v) Others	-	-	-

6	Borrower group-wise classification of assets financed as in 3 and 4 above						
	Category	2018		2017		2016	
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
	<b>1.Related parties</b>						
	(a) Subsidiaries	-	-	-	-	-	-
	(b) Companies in the same group	-	-	-	-	-	-
	(c) Other related parties	-	-	-	-	-	-
	<b>2. Other than related parties</b>	89053.07	987.45	89806.47	1515.00	91835.52	750.00
	<b>Total</b>	<b>89053.07</b>	<b>987.45</b>	<b>89806.47</b>	<b>1515.00</b>	<b>91835.52</b>	<b>750.00</b>

Investor group-wise classification of all Investments (Current and Long term) in shares and securities (both quoted and unquoted)							
₹ lakh							
7	Category	2018		2017		2016	
		Market value / Break up or fair value or NAV	Book value (Net of provisions)	Market value / Break up or fair value or NAV	Book value (Net of provisions)	Market value / Break up or fair value or NAV	Book value (Net of provisions)
	<b>1.Related parties</b>						
	(a) Subsidiaries						
	(b) Companies in the same group						
	(c) Other related parties	118.65	124.60	211.80	217.80	231.15	237.15
	<b>2. Other than related parties</b>	2441.24	2441.25	2343.40	2343.36	2085.84	2085.80
	<b>Total</b>	<b>2559.89</b>	<b>2565.85</b>	<b>2555.20</b>	<b>2561.16</b>	<b>2316.99</b>	<b>2322.95</b>

Other information				
8.	Amount as at March 31,			
Particulars	2018	2017	2016	
<b>(i) Gross Non Performing Assets</b>				
(a) Related parties	-	-		-
(b) Other than Related parties	4689.02	3952.45		1678.99
<b>(ii) Net Non-Performing Assets</b>				
(a) Related parties	-	-		-
(b) Other than Related parties	2993.24	2737.70		821.17
Assets acquired in satisfaction of debt	-	-		-

**36. MASTER DIRECTION-NON-BANKING FINANCIAL COMPANY - SYSTEMICALLY IMPORTANT NON-DEPOSIT TAKING COMPANY AND DEPOSIT-TAKING COMPANY (RESERVE BANK) DIRECTIONS 2016**

(₹ lakh)

Sl.No	Particulars	31.03.2018	31.03.2017	31.03.2016
<b>1</b>	<b>Capital to Risk (Weighted) Assets Ratio</b>			
i)	CRAR(%)	17.22	19.73	19.42
ii)	CRAR - Tier I Capital (%)	13.20	12.60	11.54
iii)	CRAR - Tier II Capital (%)	4.02	7.13	7.88
iv)	Amount of subordinated debt raised as Tier-II capital	1818.48	5134.13	5915.34
v)	Amount raised by issue of Perpetual Debt Instruments	-	-	-
<b>2</b>	<b>Investments</b>			
	<b>Value of Investments- Gross Value of Investments</b>			
A	In India	2702.75	2604.90	2347.33
B	Outside India	-	-	-

Sl.No	Particulars	31.03.2018	31.03.2017	31.03.2016
<b>ii)</b>	<b>Provisions for Diminution in value of investments</b>			
A	In India	136.90	43.74	24.39
B	Outside India	-	-	-
<b>iii)</b>	<b>Net Value of Investments</b>			
A	In India	2565.85	2561.16	2322.94
B	Outside India	-	-	-
<b>Movement of provisions held towards diminution in value of investments</b>				
(i)	Opening balance	43.74	24.39	154.31
(ii)	Add : Provisions made during the year	93.16	19.35	0.00
(iii)	Less: Write-off / write-back of excess provisions during the year	0.00	0.00	129.92
(iv)	Closing balance	136.90	43.74	24.39
<b>3</b>	<b>Derivatives</b>	Nil	Nil	Nil
(i)	Forward Rate Agreement / Interest Rate Swap	Nil	Nil	Nil
(ii)	Exchange Traded Interest Rate (IR) Derivatives	Nil	Nil	Nil
(iii)	Disclosures on Risk Exposure in Derivatives Qualitative Disclosure:-	Nil	Nil	Nil
<b>The Company has no derivatives transactions</b>				
<b>4</b>	<b>Disclosures relating to Securitisation</b>			
(i)	SPV and Minimum Retention Requirements	Nil	Nil	Nil
(ii)	Details of Financial Assets sold to Securitisation / Reconstruction Company for Asset Reconstruction	Nil	Nil	Nil
(iii)	Details of Assignment transactions undertaken by NBFCs	Nil	Nil	Nil
(iv)	Details of non-performing financial assets purchased / sold			
A	Details of non-performing financial assets purchased	Nil	Nil	Nil
B	Details of Non-performing Financial Assets sold	Nil	Nil	Nil

**5. Asset Liability Management Maturity Pattern of Certain Items of Assets and Liabilities as at March 31 , 2018, 2017, and 2016**

(₹ Lakh)

Sl.No	Particulars (2018)	Upto 30/31 days	Over 1 Month upto 2 Month	Over 2 Months upto 3 Months	Over 3 Months & upto 6 Months	Over 6 Months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
(i)	Deposits	449.28	640.02	634.76	3172.08	2337.41	9063.18	0.00	0.00	<b>16296.73</b>
(ii)	Advances	3424.72	5123.63	4128.43	11322.31	21298.81	41499.32	3119.66	0.00	<b>89916.88</b>
(iii)	Investments	0.00	0.00	0.00	0.00	136.31	147.45	522.82	1759.27	<b>2565.85</b>
(iv)	Borrowings	1055.32	4249.39	535.80	2433.46	19793.65	27088.88	9506.45	0.00	<b>64662.95</b>
(v)	Foreign Currency Assets	-	-	-	-	-	-	-	-	-
(vi)	Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

Sl.No	Particulars (2017)	Upto 30/31 days	Over 1 Month upto 2 Month	Over 2 Months upto 3 Months	Over 3 Months & upto 6 Months	Over 6 Months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
(i)	Deposits	1050.06	801.73	855.99	3497.48	1150.88	7602.92	0.00	0.00	<b>14959.06</b>
(ii)	Advances	3983.26	4319.91	4236.27	12382.80	21019.33	42363.36	2880.43	0.00	<b>91185.36</b>
(iii)	Investments	0.00	0.00	0.00	0.00	0.00	283.76	204.44	2072.96	<b>2561.16</b>
(iv)	Borrowings	809.22	517.21	551.47	1688.53	3694.21	50764.05	7006.45	2500.00	<b>67531.14</b>
(v)	Foreign Currency Assets	-	-	-	-	-	-	-	-	-
(vi)	Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

Sl.No	Particulars (2016)	Upto 30/31 days	Over 1 Month upto 2 Month	Over 2 Months upto 3 Months	Over 3 Months & upto 6 Months	Over 6 Months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
(i)	Deposits	678.54	1247.84	1170.43	4323.05	2228.52	6594.22	0.00	0.00	<b>16242.60</b>
(ii)	Advances	3865.42	4190.85	4356.58	13235.15	22279.37	42551.93	2815.26	0.00	<b>93294.56</b>
(iii)	Investments	0.00	0.00	0.00	0.00	110.99	136.31	147.44	1928.20	<b>2322.94</b>
(iv)	Borrowings	1282.86	1162.08	2007.52	1729.18	19999.91	29922.88	9196.76	2500.00	<b>67801.19</b>
(v)	Foreign Currency Assets	-	-	-	-	-	-	-	-	-
(vi)	Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-
<b>6</b>	<b>Exposures</b>									
(i)	<b>Exposure to Real Estate Sector</b>					Nil	Nil	Nil	Nil	Nil
(ii)	<b>Exposure to Capital Market</b>									
a	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt					226.14	226.14	234.00		
b	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds					-	-	-		
c	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security						-	-		
d	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;						-	-		
e	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers						-	-		
f	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources						-	-		
g	Bridge loans to companies against expected equity flows / issues						-	-		
h	All exposures to Venture Capital Funds (both registered and unregistered)						-	-		
	<b>Total Exposure to Capital Market</b>					<b>226.14</b>	<b>226.14</b>	<b>234.00</b>		
iii)	<b>Details of financing of parent company products</b>					N.A.	N.A.	N.A.		N.A.
iv)	<b>Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC</b>					Nil	Nil	Nil		Nil
v)	<b>Unsecured Advances</b>					987.45	1515.00	750.00		
<b>7</b>	<b>Miscellaneous</b>									
i)	Registration obtained from other financial sector regulators					NA	NA	NA		NA
ii)	Disclosure of Penalties imposed by RBI and other regulators					-	-	-		0.02
iii)	Related Party Transactions - Ref Note No.33									

Ratings assigned by credit rating agencies and migration of ratings during the year			
SI No.	Particulars	ICRA	
iv)	(i) Deposits	MA-	
	(ii) Debentures	BBB	
	(iii) Long-Term Borrowings	BBB	
	(iv) Short-Term Borrowings	A2	
<b>Migration of ratings during the year NIL</b>			

v)	<b>Remuneration of Directors</b> : Refer Corporate Governance Report of respective Annual Reports in SFL website			
Vi	Management: Ref. Management and Discussion and Analysis report of respective Annual Reports in SFL website			
				(₹ Lakh)
		<b>As at March 31,</b>		
SI No	Particulars	2018	2017	2016
Vii	<b>Net Profit or Loss for the period, prior period items and changes in accounting policies</b>	Nil	75.86	Nil
8	<b>Other Disclosures</b>			
(i)	<b>Provisions and Contingencies</b>			
	<b>Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account</b>			
A	Provisions for diminution in value of Investment	93.16	19.35	(129.92)
B	Provision towards NPA	309.21	173.07	176.42
C	Provision for Standard Assets	44.04	31.90	52.45
D	Provision made towards Income tax	661.32	435.98	787.36
E	Other Provision and Contingencies (with details)	-	-	-
(ii)	<b>Draw Down from Reserves</b>	1000	Nil	Nil
(iii)	<b>Concentration of Deposits, Advances, Exposures and NPAs</b>			
A	<b><u>Concentration of Deposits:-</u></b>			
	Total Deposits of twenty largest depositors	272.99	214.82	248.01
	Percentage of Deposits of twenty largest depositors to Total Deposits	1.68%	1.44%	1.53%
B	<b><u>Concentration of Advances:-</u></b>			
	Total Advances to twenty largest borrowers	1750.34	1525.03	1886.27
	Percentage of Advances to twenty largest borrowers to Total Advances	1.94%	1.68%	2.04%
C	<b><u>Concentration of Exposures</u></b>			
	Total Exposure to twenty largest borrowers / customers	1619.42	1324.64	1376.29
	Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	1.79%	1.46%	1.49%
D	<b><u>Concentration of NPAs</u></b>			
	Total Exposure to top four NPA accounts	77.05	51.68	44.01

Sl. No	Sector wise NPAs	% NPAs to Total Advances in that sector		
E	Sector			
(i)	Agriculture & allied activities	-	-	-
(ii)	MSME – Engineering	-	1.58%	0.14%
(iii)	Corporate borrowers - Textiles	-	-	-
(iv)	Services - Others	0.09%	2.25%	5.12%
(v)	Unsecured personal loans	-	-	-
(vii)	Auto loans - Transport	5.02%	4.44%	1.72%
(viii)	Other personal loans	-	-	-

Sl No.	Particulars	As at March 31		
F	Movement of NPAs			( ₹ lakh)
		2018	2017	2016
(i)	Net NPAs to Net Advances (%)	3.32%	3.00%	0.89%
(ii)	Movement of NPAs (Gross)			
	Opening balance	3952.44	1678.99	1266.48
	Additions during the year	3846.25	3746.96	1415.66
	Reductions during the year	3109.67	1473.51	1003.15
	Closing balance	4689.02	3952.44	1678.99
(iii)	Movement of Net NPAs			
	Opening balance	2737.69	821.17	572.91
	Additions during the year	2439.15	2642.77	703.85
	Reductions during the year	2183.59	726.25	455.59
	Closing balance	2993.25	2737.69	821.17
(iv)	Movement of provisions for NPAs (excluding provisions on standard assets)			
	Opening balance	1214.75	857.82	693.57
	Provisions made during the year	1407.09	1104.19	711.81
	Write-off / write-back of excess provisions	926.08	747.26	547.56
	Closing balance	1695.76	1214.75	857.82
(v)	Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)	Nil	Nil	Nil
(vi)	Off-balance Sheet SPVs sponsored (which are required to be consolidated as per accounting norms)	Nil	Nil	Nil
9	Disclosure of Complaints	2018	2017	2016
A	No. of complaints pending at the beginning of the year	Nil	Nil	Nil
B	No. of complaints received during the year	1	7	5
C	No. of complaints redressed during the year	1	7	5
D	No. of complaints pending at the end of the year	Nil	Nil	Nil

**37. Note on Expenditure on Corporate Social Responsibility**

The following is the information regarding Gross amount required to be spent by the Company, projects/ programmes undertaken and expenses incurred on CSR activities during the year ended, 31st March,2016 ,31st March,2017,and 31st March,2018 (₹ Lakh)

Particulars	2018	2017	2016
<b>I. Gross amount required to be spent by the company during the year</b>	45.21	44.68	44.52
<b>II. Amount spent during the year on:(by way of contribution to the trusts and the projects undertaken)</b>	-	-	-
a. Construction / acquisition of any asset			
b. On purposes other than (a) above:			
Promoting Education	72.68	3.54	3.00
Promoting Healthcare	2.70	-	0.84
Promoting Healthcare including preventive health care and others	-	3.47	38.84
Swachh Bharath Project	-	-	5.19
Promoting Sports	4.30	3.20	1.20
Others	-	-	-
<b>Total</b>	<b>79.68</b>	<b>10.21</b>	<b>49.07</b>

**38. In terms of ministry of Corporate Affairs Notification No. GSR 308(E) dated 30th March 2017, the disclosure are made for the specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016 are given below (₹ Lakh)**

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	601.25	12.49	613.74
Add : Permitted receipts	-	1052.38	1052.38
Less: Permitted payments	-	4.35	4.35
Less: Amount deposited in Banks	601.25	989.28	1590.53
Closing cash in hand as on 30.12.2016	-	71.24	71.24

As per our report attached

For P.K .Nagarajan & Co.,

Chartered Accountants

Firm Regn. No.:016676S

S.P.Muthusami

Partner

Membership Number : 224171

Place : Coimbatore

Date : 30<sup>th</sup> March 2021

For and on behalf of the Board

M.Balasubramaniam

Vice Chairman and

Managing Director

DIN: 00377053

S. Venkatesh

Company Secretary

Membership no - FCS 7012

M.Manickam

Chairman

DIN: 00102233

S. Veluswamy

Director (Finance & Operations)

DIN: 05314999

## ANNEXURE VII

### SUMMARY STATEMENT OF ADJUSTMENTS TO THE AUDITED FINANCIAL STATEMENTS

#### Statement of Restatement adjustment to audited financial statements

#### Impact of Material Adjustment to the Statement of Asset and Liabilities

	(₹ lakh)	
	As at March 31,	
Particulars	2016	2017
<b>I. Securities Premium</b>		
Closing Securities Premium as per the Audited Balance Sheet	1554.49	801.07
Opening Securities Premium Account as per the Restated Financial Information	1554.49	1251.79
Less: NCD Issue Expenses charged to Securities Premium in FY 2015-16	(302.70)	(450.72)
<b>Closing Securities Premium as per the Restated Financial Information</b>	<b>1251.79</b>	<b>801.07</b>
<b>II. Other Non-Current Asset</b>		
1. Debenture Issue Expenses		
Closing balance as per the Audited Balance Sheet	162.17	-
Less: Charged to Securities Premium Account during the FY 2015-16	(125.93)	-
Less: Transferred to Other Current Asset	(36.23)	
<b>Closing Balance as per the Restated Financial Information</b>		
<b>III. Other Current Assets</b>		
Closing balance as per the Audited Balance Sheet	100.90	
Less: Charged to Securities Premium Account	(100.90)	
Add: Transferred from Other Non-Current Asset	36.23	
<b>Closing Balance as per the Restated Financial Information</b>	<b>36.23</b>	
<b>IV. Surplus in statement of Profit and Loss</b>		
Closing balance as per the Audited Balance Sheet	1472.88	1087.19
Add: Reversal of Debenture Issue Expenses charged to Securities Premium	75.86	
<b>Closing Balance as per the Restated Financial Information</b>	<b>1548.74</b>	<b>1087.19</b>

#### Impact of Material Adjustment to the statement of Profit and Loss account

Particulars	2016	2017
Profit Before Tax as per the Audited Profit and Loss Account	2039.93	2111.54
Add : Reversal of Debenture Issue Expenses charged to Securities Premium	75.86	-
Add : Rectification of Debenture Issue Expenses Reversal in Profit and Loss Account	-	(75.86)
<b>Profit Before Tax as Restated</b>	<b>2115.79</b>	<b>2035.68</b>

#### Explanatory Notes:

In the financial Year 2014-15, the company incurred debenture issue expenses of Rs.302.70 lakhs pertaining to Public Issue of Non-Convertible Debentures I and treated the same as Prepaid Expenses as at 31.03.2015 to amortize over the term of redeemable debentures. Subsequently in the Year 2015-16, an amount of Rs. 75.86 Lakhs was written off in the statement of Profit and Loss and remaining Expenses of Rs.162.17 lakhs under "Other Non-current Assets" and Rs. 100.90 Lakhs including expenses of Rs.36.23 Lakhs pertaining to Debenture issue II under "Other Current Assets" was classified in the year 2015-16. During the year 2016-17, on account of change in accounting policy of treatment of debenture issue expenses against security premium, the company charged off the entire issue expenses pertaining to both issues amounting to Rs. 753.42 lakhs against security Premium.

Had the accounting policy been followed from the beginning, the corresponding amounts in the balance sheet would be increased or decreased accordingly; the profit would increase/decrease by Rs. 75.86 lakhs in the respective year.



<b>Annexure VIII</b>	-	-	-	-	-	-
<b>Summary Statement of Net Worth</b>	-	-	-	-	-	-
<b>Particulars</b>	<b>IND AS</b>			<b>IGAAP</b>		
	<b>31.12.2020</b>	<b>31.03.2020</b>	<b>31.03.2019</b>	<b>31.03.2018</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
<b>SHAREHOLDERS FUNDS</b>						
Share Capital	6,470.59	6,470.59	5,000.00	6,137.45	6,050.00	6,050.00
Optionally Convertible warrants	-	-	-	-	-	-
Reserves and surplus less Revaluation Reserve	9,895.21	9,528.34	8,345.63	8,958.33	8,457.38	7,391.54
Miscellaneous expenditure(to the extent not written off or adjusted)	-786.17	-451.8	-426.67	-	-	-36.23
<b>Net Worth as at the end of the year</b>	<b>15,579.63</b>	<b>15,547.13</b>	<b>12,918.96</b>	<b>15,095.78</b>	<b>14,507.38</b>	<b>13,405.31</b>

**Networth = Share capital + reserves and surplus (excluding revaluation reserve and capital reserve) - miscellaneous expenditure(to the extent not written off or adjusted)**  
**Preference Share capital has been considered as Share Capital under IGAAP and as Debt under IND AS**

A. SECURED LOANS										(₹ Lakhs)
Particulars	Ind AS				IGAAP			Repayment	Security Offered	
	31.12.2020	31.03.2020	31.03.2019	01.04.2018	31.03.2018	31.03.2017	31.03.2016			
<b>1(A). Banks- Cash Credit</b>								Repayment on Demand	Refer note 1 below	
State Bank of India	5323.69	4843.56	4937.68	2401.92	2401.92	6415.78	4780.10			
Indian Overseas Bank	1621.73	1973.02	1836.03	1229.26	1229.26	443.51	1789.54			
Bank of India	541.37	812.84	1426.83	1470.38	1470.38	1458.57	1678.84			
Central Bank of India	2997.94	2726.63	2775.98	2547.32	2547.32	1374.86	3108.40			
Karnataka Bank Ltd	1134.54	840.24	992.15	869.82	869.82	642.95	1415.93			
Canara Bank	289.75	303.88	277.96	261.97	261.97	307.70	417.06			
State Bank of Travancore	-	-	-	-	-	460.66	2786.23			
The Lakshmi Vilas Bank Ltd	2863.43	2932.21	2781.77	1810.75	1810.75	1059.82	5886.81			
Interest Accured and due on bank cash credit	17.90	125.96	40.40	41.31	41.31	97.70	77.35			
Less:Unamortized Charges	(13.23)	(18.33)	(34.45)	(64.29)	0.00	0.00	0.00			
<b>Sub Total (A)</b>	<b>14777.12</b>	<b>14540.01</b>	<b>15034.35</b>	<b>10568.44</b>	<b>10632.73</b>	<b>12261.55</b>	<b>21940.26</b>			
<b>1(B). Banks- Term Loan</b>								Refer note 2 below	Refer note 2 below	
State Bank of India	5188.00	-	-	-	-	-	-			
The Lakshmi Vilas Bank Ltd	-	-	507.14	1521.43	1521.43	2535.71	-			
AU Small Bank	-	608.11	1418.92	2229.73	2229.73	-	-			

<b>A. SECURED LOANS- contd</b>									<b>(₹ Lakhs)</b>
<b>Particulars</b>	<b>Ind AS</b>				<b>IGAAP</b>			<b>Repayment</b>	<b>Security Offered</b>
<b>1(B). Banks- Term Loan</b>	<b>31.12.2020</b>	<b>31.03.2020</b>	<b>31.03.2019</b>	<b>01.04.2018</b>	<b>31.03.2018</b>	<b>31.03.2017</b>	<b>31.03.2016</b>		
Indusind Bank Ltd	861.67	974.83	-	-	-	-	-		
HDFC Bank Ltd	7.91	13.39	20.69	-	-	-	-		
Interest Accured and but not due on bank Term Loans	55.40	11.53	12.71	10.55	-	-	-		
Less:Unamortized Charges	(64.43)	(6.86)	(10.97)	(25.80)	-	-	-		
<b>Sub Total (B)</b>	<b>6048.55</b>	<b>1600.99</b>	<b>1948.49</b>	<b>3735.91</b>	<b>3751.16</b>	<b>2535.71</b>	<b>-</b>		
<b>Total (A+B)</b>	<b>20825.67</b>	<b>16141.00</b>	<b>16982.84</b>	<b>14304.35</b>	<b>14383.89</b>	<b>14797.26</b>	<b>21940.26</b>		
<b>2. Financial Institutions / other Lenders</b>	<b>Ind AS</b>				<b>IGAAP</b>			<b>Repayment</b>	<b>Security Offered</b>
	<b>31.12.2020</b>	<b>31.03.2020</b>	<b>31.03.2019</b>	<b>01.04.2018</b>	<b>31.03.2018</b>	<b>31.03.2017</b>	<b>31.03.2016</b>	<b>Repayment</b>	<b>Security Offered</b>
TIIC Ltd	0.00	0.00	0.00	0.00	0.00	37.00	683.00	Fully discharged	Fully discharged
Sundaram Finance Ltd	67.62	188.51	537.76	853.18	853.18	481.20	1147.35		
Reliance Capital Ltd			0.00	0.00	0.00	0.00	233.31	Fully Discharged	Fully discharged
Northern Arc Capital Ltd (formerly IFMR Capital Finance PVT Ltd)	986.14	1500.00	6.44	853.95	853.95	2504.20	4047.04	Refer note 2 below	Refer note 2 below
Hinduja Leyland Finance	191.04	594.07	2053.06	3436.04	3436.04	3837.40	2648.51	Refer note 2 below	Refer note 2 below
Mahindra & Mahindra Financial Services Ltd			0.00	0.00	0.00	565.35	1062.62	Fully discharged	Fully discharged
Shriram Transport Finance Company Ltd	2260.92	2773.87	1000.00	0.00	0.00	0.00	0.00	Refer note 2 below	Refer note 2 below
Profectus Capital Pvt Ltd	0	17.67	200.00	0.00	0.00	0.00	0.00	Fully discharged	Fully discharged
Interest accrued and due on Financial Institutions / Others	32.09	36.25	20.01	33.82	44.36	31.87	56.25	Refer note 3 below	Refer note 2 below
Less:Unamortized Charges	(23.39)	(33.17)	(6.91)	-	-	-	-	Refer note 3 below	Refer note 2 below
<b>Total (2)</b>	<b>3514.42</b>	<b>5077.19</b>	<b>3810.36</b>	<b>5176.99</b>	<b>5187.53</b>	<b>7457.02</b>	<b>9878.08</b>		

3.Debentures	Ind AS				IGAAP			Repayment	Security Offered
	31.12.2020	31.03.2020	31.03.2019	01.04.2018	31.03.2018	31.03.2017	31.03.2016		
Non-Convertible Debentures (Private Placement)(Principal)	12393.31	10308.97	8701.11	6063.93	5963.93	4657.85	7038.17	Refer note 3 below	Refer note 3 below
Non-Convertible Debentures (Public Issue)(Principal)	16077.81	18435.25	13054.99	20134.98	20134.98	21670.30	10000.00		
Interest accrued but not due on Debentures(Private Placement)	544.97	373.13	344.09	272.52	272.52	170.36	698.40		
Interest accrued but not due on Debentures(Public Issue)	945.34	2491.52	1878.84	2296.26	2296.26	1340.07	634.35		
Less: Unamortized charges Non-Convertible Debentures - Private Placement	(62.73)	(54.82)	(54.81)	(30.38)	0.00	0.00	0.00		
<b>Total (3)</b>	<b>29898.70</b>	<b>31554.05</b>	<b>23924.22</b>	<b>28737.31</b>	<b>28667.69</b>	<b>27838.58</b>	<b>18370.92</b>		
<b>Total (1+2+3)</b>	<b>54238.79</b>	<b>52772.24</b>	<b>44717.42</b>	<b>48218.65</b>	<b>48239.11</b>	<b>50092.86</b>	<b>50189.26</b>		

**1 Cash Credits and Working Capital Demand Loans from Banks are secured by hypothecation of specified hire purchase receivables and personal guarantee of directors. For a Bank additional collateral security of company's building along with land belonging to a director has been given.**

There are no overdues in the above accounts.

**2. Term Loans from Banks are secured as under;**

(i) State Bank of India

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	5000.00	11.00	30.09.2020	30.06.2025	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director
2	600.00	7.25	30.11.2020	30.04.2022	-	

(ii) The Lakshmi Vilas Bank Ltd

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	3000.00	11.55	31.10.2016	30.09.2019	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director

(iii) AU Small Finance Bank Ltd

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	2500.00	10.65	15.12.2017	15.12.2020	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director

(iv) IndusInd Bank Ltd

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	650.00	12.00	04.03.2020	04.06.2023	3 Months	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director
2	350.00	12.00	04.03.2020	04.06.2023	3 Months	

(v) HDFC Bank Ltd

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	19.00	9.50	05.02.2019	05.01.2022	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director

Term Loans from Financial Institutions / other Lenders						
<b>(i) Sundaram Finance Ltd</b>						
Sl. No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	750.00	14.00	08.06.2014	08.05.2016	-	Exclusive charge on 17 Wind Mills situated at Tirunelveli / Tirupur Dist. in Tamilnadu and also at Motugunda, Village Bhavnad Taluk, Jam Nagar Dist, Gujarat and guarantee by a director
2	550.00	14.00	17.08.2014	17.07.2016	-	
3	300.00	14.00	17.08.2014	17.07.2016	-	
4	1100.00	13.00	08.01.2016	08.11.2017	-	
5	750.00	12.90	03.05.2016	03.04.2017	-	
6	1000.00	10.25	10.10.2017	10.02.2021	5 Months	

**(ii) Northern Arc Capital Ltd (formerly IFMR Capital Finance Pvt Ltd)**

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment		Moratorium period	Security details
			Commencement date	End date		
1	1500.00	14.00	27.10.2014	27.09.2016	-	Hypothecation of specified Hire Purchase receivables and personal guarantee by a director
2	1500.00	13.50	23.03.2015	23.02.2018	-	
3	220.00	13.50	27.03.2015	27.02.2018	-	
4	1000.00	13.50	14.04.2016	14.09.2018	6 Months	
5	395.00	13.50	12.05.2016	12.10.2018	6 Months	
6	730.00	13.50	19.09.2016	19.02.2019	6 Months	
7	330.00	12.90	24.10.2016	25.03.2019	6 Months	
8	170.00	12.90	22.11.2016	22.04.2019	6 Months	
9	1500.00	14.00	06.04.2020	07.03.2022	-	

**(iii) Hinduja Leyland Finance Ltd**

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment	Moratorium period		Security details	
			Commencement date		End date		
1	2500.00	12.50	07.11.2014		08.10.2017	-	Hypothecation of specified Hire Purchase receivables
2	1500.00	12.50	07.02.2015		07.04.2018	-	
3	250.00	12.50	07.04.2015		07.06.2018	-	
4	2600.00	10.71	07.05.2017		07.04.2020	-	
5	1500.00	10.25	07.03.2018		07.04.2021	2 Months	

**(iv) Shriram Transport Finance Company Ltd**

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment	Moratorium period		Security details	
			Commencement date		End date		
1	1000.00 *	12.50	27.03.2019		26.03.2020	-	Hypothecation of specified Hire Purchase receivables
2	2000.00	13.00	05.09.2019		05.08.2023	-	
3	1000.00	13.00	05.05.2020		05.04.2023	-	

\* Floating balance working capital loan

**(v) Profectus Captial (P) Ltd**

Sl.No.	Amount of Term Loan Sanctioned (₹ lakh)	Rate of Interest (% p.a.)	Repayment	Moratorium period		Security details	
			Commencement date		End date		
1	200.00	13.00	15.04.2019		15.04.2020	-	Hypothecation of specified Hire Purchase receivables

3 As at December 31st, 2020, 91,50,599 (face value of Rupee 1 each) and 12,30,180 (face value of Rs 1000 each) Secured Redeemable Non - Convertible Debentures issued on Private Placement basis aggregating to Rs. 12,393.31 Lakhs and redeemable at par, are secured by specified Hire Purchase receivables. The rate of interest varies from 9% to 10%; the date of redemption is reckoned at 12 to 36 months from the date of first allotment in relation to each of the series allotted upto 31st July 2010 and 15 to 36 months in relation to each of the series allotted from 1st August 2010 onwards.
As at December 31st, 2020, 10,28,631 Secured and Unsecured Redeemable Non-Convertible Debentures ("NCD"s) of Rs.1000 each aggregating to Rs.10,286.31 Lakhs as on December, 2020, are secured by specified Hire purchase receivables and an identified immovable property situated at Madurai . The rate of interest varies from 9.50% to 13.30%. The date of redemption is reckoned at 24 to 62 months from the date of allotment i.e 15th May 2019.
As at December 31st, 2020, 11,77,000 Secured and Unsecured Redeemable Non-Convertible Debentures ("NCD"s) of Rs.1000 each aggregating to Rs.11770.00 Lakhs as on December, 2020, are secured by specified Hire purchase receivables and an identified immovable property situated at Coimbatore . The rate of interest varies from 9.50% to 10.25%. The date of redemption is reckoned at 24 to 61 months from the date of allotment i.e 15th May 2019.
The Secured Redeemable Non-convertible Debentures outstanding for the Debentures placed on private placement basis are secured Specified Hire purchase Receivables and certain immovable properties for the year ended March 31, 2020, 2019, 2018, 2017 and 2016.
The Secured Redeemable Non-convertible Debentures outstanding for the Debentures of Public Issue III are secured by Identified Immovable property situated at Coimbatore and Specified Hire purchase Receivables for the year ended December 31, 2020, March 31, 2020 and 2019.
The Secured Redeemable Non-convertible Debentures outstanding for the Debentures of Public Issue IV are secured by Identified Immovable property situated at Annanagar Madurai and Specified Hire purchase Receivables for the year ended December 31, 2020.

B. UNSECURED LOANS								₹ lakh
	Particulars	IND AS				IGAAP		
		31.12.2020	31.03.2020	31.03.2019	01.04.2018	31.03.2018	31.03.2017	31.03.2016
Fixed Deposits from Public	16351.38	17967.73	17272.38	16022.43	16022.43	14452.24	15532.69	
Interest accrued but not due on Deposits	1106.91	1171.20	1162.57	1091.06	1091.06	1044.28	961.03	
Unclaimed matured deposits and interest accrued thereon	655.61	598.66	362.71	318.93	318.93	585.05	812.46	
Less: Deposits unamortized Charges	(80.24)	(92.55)	(86.88)	(83.98)	0.00	0.00	0.00	
Non-Convertible Debenture - Public Issue Unsecured	5978.50	4374.80	0.00	0.00	0.00	0.00	0.00	
Interest accrued but not due on Non-Convertible Debentures Public Issue Unsecured	458.48	202.55	0.00	0.00	0.00	0.00	0.00	



<b>B. UNSECURED LOANS- Contd</b>							<b>₹ lakh</b>
<b>Particulars</b>	<b>IND AS</b>				<b>IGAAP</b>		
	<b>31.12.2020</b>	<b>31.03.2020</b>	<b>31.03.2019</b>	<b>01.04.2018</b>	<b>31.03.2018</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Subordinated debt	23380.60	22315.60	21287.99	16578.27	16578.27	16578.27	16578.27
Interest accrued but not due on Subordinated Debts	1674.48	876.67	3005.97	4212.80	4212.80	2980.71	1881.64
Unclaimed matured Subordinated Debts and interest accrued thereon	67.79	252.79	562.38	0.00	0.00	0.00	0.00
Less: Sub-ordinated Debts unamortized Charges	(160.12)	(183.60)	(124.11)	(36.07)	0.00		
Senior Unsecured NCD	0.00	0.00	2500.00	2500.00	2500.00	2500.00	2500.00
Interest accrued but not due on Senior unsecured NCD	0.00	0.00	0.92	0.93	0.93	1.85	2.80
<b>Total</b>	<b>49433.39</b>	<b>47483.85</b>	<b>45943.93</b>	<b>40604.37</b>	<b>40724.42</b>	<b>38142.40</b>	<b>38268.89</b>

1. Rate of Interest for fixed deposits as at 31.12.2020 varies from 8.00% to 9.00% per annum. The tenor of Fixed deposit ranges from 15 months to 36 months.
2. Rate of Interest for Subordinated debt is at 10.00% per annum. The tenor of subordinated debt is 61 months.

**ANNEXURE X - Capitalization Statement as at 31st December, 2020**

Particulars	(₹ lakh)	
	Pre Issue as at December 31, 2020	Post Issue
<b><u>Debt</u></b>		
Short Term Debt	38,119.02	38,119.02
Long Term Debt	67,558.57	87,558.57
<b>Total Debt(A)</b>	<b>105,677.59</b>	<b>125,677.59</b>
<b><u>Shareholder's Fund</u></b>		
Equity Share Capital	6,470.59	6,470.59
Reserves & Surplus less Revaluation Reserve	9,947.82	9,947.82
Less: Miscellaneous expenditure(to the extent not written off or adjusted)	(786.17)	(786.17)
<b>Total of Shareholders' Fund (B)</b>	<b>15,632.24</b>	<b>15,632.24</b>
<b>Long Term Debt/Equity Ratio(Number of times)</b>	<b>4.32</b>	<b>5.60</b>
<b>Debt Equity Ratio (Number of Times) (A/B)</b>	<b>6.76</b>	<b>8.04</b>

**Notes:**

1. Short Term Debts includes
  - a. Interest accrued on Debentures, Deposits, Subordinated Debts and Cash Credit
  - b. Loan term Debts maturing within 12 months
  - c. Unclaimed deposits and debentures
2. The Long term Debt maturing more than 12 months includes Interest accrued on Debentures, Deposits, Subordinated Debts
3. The debt-equity ratios post the issue is indicative and is on account of assumed inflow of Rs.20000 lakh from the issue
4. The figures disclosed above are based on the Reformatted Summary Statement of Assets and Liabilities of the Company as at 31st December, 2020.

**ANNEXURE XI**

**SUMMARY STATEMENT OF ACCOUNTING RATIOS**

Earnings per share calculations are done in accordance with Accounting Standard - 20. "Earnings per share, notified under accounting standards ('AS') under Companies Accounting Standard Rules, 2006, as amended for the year ended 31.03.2018, 31.03.2017 and 31.03.2016.

Earnings per share calculations are done in accordance with IND AS - 33."Earnings per Share", for nine months ended December 31, 2020 and the years ended 31.03.2020 and 31.03.2019

<b>A. Earning Per Share</b>		<b>IND AS</b>			<b>IGAAP</b>			<b>(₹ Lakhs)</b>
<b>Particulars</b>		<b>31.12.2020</b>	<b>31.03.2020</b>	<b>31.03.2019</b>	<b>31.03.2018</b>	<b>31.03.2017</b>	<b>31.03.2016</b>	
Net Profit after tax as per Statement of Profit & Loss (₹)		722.53	1112.40	926.41	1192.63	1599.70	1328.43	
Less: Preference Dividend (₹)		0.00	0.00	0.00	133.12	126.38	125.58	
Net Profit after tax for EPS Computation (₹)	a	722.53	1112.40	926.41	1059.51	1473.32	1202.85	
Weighted average number of equity shares outstanding during the year (for Basic EPS)	b	64,705,882	50,763,420	50,000,000	50,000,000	50,000,000	50,000,000	
(i) Equity Shares arising on conversion of optionally convertible warrants	c	-	-	-	-	-	-	
(ii) Equity shares for no consideration arising on grant of stock options under ESOP	d	-	-	-	-	-	-	
(iii) Effect of Notional allotment of Share application money	e	-	-	-	-	-	-	
Weighted average number of equity shares outstanding during the year (for Diluted EPS) (b+c+d+e) Lacs	f	64,705,882	50,763,420	50,000,000	50,000,000	50,000,000	50,000,000	
Earnings per share (Basic) (₹) (Face value of Rs.10/- per share)	(a/b)	1.12	2.19	1.85	2.12	2.95	2.41	
Earnings per Share (Diluted) (₹) (Face Value of Rs.10/- per share)	(a/f)	1.12	2.19	1.85	2.12	2.95	2.41	

**B. Return on Net Worth (RONW)**

	(₹ Lakhs)						
	IND AS*				IGAAP		
Particulars	31.12.2020	31.03.2020	31.03.2019	01.04.2018	31.03.2018	31.03.2017	31.03.2016
<b>SHAREHOLDERS FUNDS</b>							
Share Capital	6,470.59	6,470.59	5,000.00	6,137.45	6,137.45	6,050.00	6,050.00
Optionally Convertible warrants	-	-	-	-	-	-	-
Reserves and surplus less Revaluation Reserve	9,895.21	9,528.34	8,345.63	7,978.76	8,958.33	8,457.38	7,391.54
Miscellaneous expenditure(to the extent not written off or adjusted)	(786.17)	(451.80)	(426.67)	(248.84)	-	-	(36.23)
<b>Net Worth as at the end of the year</b>	<b>15,579.63</b>	<b>15,547.13</b>	<b>12,918.96</b>	<b>13,867.37</b>	<b>15,095.78</b>	<b>14,507.38</b>	<b>13,405.31</b>
<b>Net profit after tax</b>	<b>722.53</b>	<b>1,112.40</b>	<b>926.41</b>	<b>1,192.63</b>	<b>1,192.63</b>	<b>1,599.70</b>	<b>1,328.43</b>
<b>Return on Net Worth (%)</b>	<b>6.18%</b>	<b>7.16%</b>	<b>7.17%</b>	<b>8.60%</b>	<b>7.90%</b>	<b>11.03%</b>	<b>9.91%</b>
Note: Return on Net worth for the Nine months ended 31.12.2020 has been computed on annualized basis.							
* Preference Share Capital has been classified as a debt instrument as per Ind AS. Accordingly, it is excluded from Share Capital							

<b>ANNEXURE XI (C)</b>							
<b>C.Net Asset Value (NAV) Per Equity Share</b>							<b>(₹ Lakhs)</b>
Particulars	IND AS				IGAAP		
	31.12.2020	31.03.2020	31.03.2019	01.04.2018	31.03.2018	31.03.2017	31.03.2016
<b>SHAREHOLDERS FUNDS</b>							
Share Capital	6,470.59	6,470.59	5,000.00	6,137.45	6,137.45	6,050.00	6,050.00
Less: Preference Share Capital	-	-	-	1,137.45	1,137.45	1,050.00	1,050.00
Share Capital (Excluding Preference Share Capital)	6,470.59	6,470.59	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00
Optionally Convertible warrants							
Reserves and surplus less Revaluation reserve	9,895.21	9,528.34	8,345.63	7,978.76	8,958.33	8,457.38	7,391.54
Less Miscellaneous Expenditure (not written off)	(786.17)	(451.80)	(426.67)	(248.84)	-	-	(36.23)
<b>Net Asset Value (₹)</b>	<b>15,579.63</b>	<b>15,547.13</b>	<b>12,918.96</b>	<b>12,729.92</b>	<b>13,958.33</b>	<b>13,457.38</b>	<b>12,355.31</b>
<b>Number of Equity Shares outstanding at the end of the year</b>	<b>64,705,882</b>	<b>64,705,882</b>	<b>50,000,000</b>	<b>50,000,000</b>	<b>50,000,000</b>	<b>50,000,000</b>	<b>50,000,000</b>
<b>Net Asset Value per Equity Share (₹)</b>	<b>24.08</b>	<b>24.03</b>	<b>25.84</b>	<b>25.46</b>	<b>27.92</b>	<b>26.91</b>	<b>24.71</b>

#### FORMULAE

**Net profit as appearing in the summary statement of profit and losses has been considered for the purpose of computing the above ratios.**

#### **Earnings Per Share(₹)**

Net Profit after Tax Restated / Weighted Average No. of Equity Shares outstanding during the Year/period

#### **Earnings Per Share (₹) (Diluted)**

Net Profit after Tax Restated / Weighted Average No. of Equity Shares outstanding during the Year/period including the dilutive potential equity shares

**Net Asset Value per Share (₹) = Net Worth at the end of the Fiscal Year/period less preference Capital /No. of Equity Shares at the end of the Fiscal Year/period**

**Net Worth = Equity Share Capital(+)** Reserves and Surplus excluding Revaluation Reserve and Capital Reserve (-) Miscellaneous Expenditure(to the extent not written off or adjusted)

**Return on Net worth** is arrived at by dividing Profit after tax by networth at the end of the fiscal year.

<b>ANNEXURE XII</b>						
<b>SUMMARY STATEMENT OF TAX SHELTER</b>						<b>(₹ Lakhs)</b>
<b>Particulars</b>	<b>For Nine months ended 31st December, 2020</b>	<b>For the year ended March 31,</b>				
		<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Profit as per accounting books</b>	<b>938.18</b>	<b>1,401.03</b>	<b>1674.72</b>	<b>1853.95</b>	<b>2,035.68</b>	<b>2,115.79</b>
<b>Permanent Difference</b>						
Donation	-	1.10	1.12	0.79	0.86	2.27
Exemptions/deductions			(58.26)	(53.64)	(83.43)	(118.14)
Debenture Issue Expense	(285.67)	(345.58)	(98.65)	-	-	-
Provision for Standard Assets			12.00	-	-	-
(Profit)/Loss on sale of assets/investments	0.31	1.50	(1.47)	0.36	-	578.94
Others	119.32	148.54	(67.57)	(50.78)	(536.02)	(253.63)
<b>Sub Total (A)</b>	<b>(166.03)</b>	<b>(194.44)</b>	<b>(212.82)</b>	<b>(103.27)</b>	<b>(618.59)</b>	<b>209.45</b>
<b>Temporary Difference</b>						
Disallowance u/s. 43B and 40A	80.16	(16.20)	(36.13)	11.41	4.24	16.19
Depreciation	125.73	186.69	199.40	215.55	85.66	67.85
Lease adjustments	14.57	36.49	-	-	-	-
Provision for NPA/ Expected Credit Loss	481.58	460.72	351.95	353.25	204.97	228.87
Others	(6.31)	(57.35)	26.54	93.16	19.35	(129.92)
<b>Sub Total (B)</b>	<b>695.74</b>	<b>610.35</b>	<b>541.76</b>	<b>673.37</b>	<b>314.23</b>	<b>183.00</b>
<b>Net Adjustments (A + B)</b>	<b>529.70</b>	<b>415.91</b>	<b>328.94</b>	<b>570.10</b>	<b>(304.36)</b>	<b>392.45</b>
<b>Taxable Income</b>	<b>1,467.88</b>	<b>1,816.94</b>	<b>2,003.66</b>	<b>2,424.05</b>	<b>1,731.32</b>	<b>2,508.24</b>

SUMMARY STATEMENT OF TAX SHELTER						(₹ Lakhs)
Particulars	For Nine months ended 31st December, 2020	For the year ended March 31,				
		2020	2019	2018	2017	2016
<b>MAT Credit Entitlement / (Adjustment)</b>						
Regular Tax Rate (%)	25.17%	25.17%	29.12%	34.61%	34.61%	34.61%
Mat Tax Rate (%)			21.34%	21.34%	21.34%	21.34%
<b>Tax on Accounting Profit</b>	-	-	<b>487.68</b>	<b>641.62</b>	<b>704.51</b>	<b>732.23</b>
Tax Impact on Net Adjustments, MAT adjustment etc	-	-	95.79	197.30	(105.33)	135.82
Tax under section 115 BAA	369.44	457.29				
Interest u/s 234B & 234C	-	1.39	-	-	0.67	17.71
<b>Total Taxation</b>	<b>369.44</b>	<b>458.68</b>	<b>583.47</b>	<b>838.91</b>	<b>599.84</b>	<b>885.76</b>
<b>Current Tax provision for the year</b>	<b>369.44</b>	<b>449.61</b>	<b>583.30</b>	<b>839.28</b>	<b>599.84</b>	<b>863.07</b>
<b>Notes:</b>						
1. Profits after tax are often affected by the tax shelters which are available						
2. Some of these are of a relatively permanent nature while others may be limited in point of time						
3. Tax provisions are also affected by timing difference which can be reversed in future						
4. The above statement has been furnished for completed Financial years for the year ended 31st March, 2020,2019, 2018, 2017 and 2016 comprising of 12 months.						
5. The aforesaid Statement of Tax Shelters is based on the Profit/ (Losses) as per the "Reformatted Summary Statement of Profit and Losses" for the financial year ended 2020,2018,2017 and 2016.The tax computed for the year ended 31.03.2019 is based on profit arrived as per previous GAAP.						

<b>ANNEXURE XIII</b>					
<b>SUMMARY STATEMENT OF DIVIDEND PROPOSED AND PAID</b>					
Particulars	For the year ended March 31,				
	2020	2019	2018	2017	2016
<b>(A) Equity Shares</b>					
Rate of Dividend (%)	6	10	10	10	10
Number of Equity shares on which dividend paid	64,705,882	50,000,000	50,000,000	50,000,000	50,000,000
Face value of the share (₹)	10	10	10	10	10
Amount of Final Dividend (₹)	38,823,529	50,000,000	50,000,000	50,000,000	50,000,000
Dividend Distribution Tax (₹)	-	10,277,613	10,277,613	10,180,250	10,179,000
Dividend per share (₹)	0.60	1.00	1.00	1.00	1.00

<b>Statement of Dividend in respect of Preference Shares</b>					
Particulars	For the year ended March 31,				
	2020	2019	2018	2017	2016
<b>(B) Preference Shares</b>					
Rate of Dividend (%)	9	10	10	10	10
Number of Preference shares on which dividend paid	1,500,000	1,500,000	1,137,450	1,050,000	1,050,000
Face value of the share (₹)	100	100	100	100	100
Amount of Interim/Final Dividend (₹)	13,500,000	13,770,730	11,061,994	10,500,000	10,433,573
Dividend Distribution Tax (₹)	-	2,830,605	2,251,954	2,137,546	2,124,384
Dividend per share (₹)	9.00	10.00	10.00	10.00	10.00
<i>Note:</i>					
<i>The amount paid as dividends in the past are not necessarily indicate of the Company's dividend policy in the future.</i>					



ANNEXURE XIV

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

Sr. No.	Particulars	Indian GAAP	Ind AS
1	<b>Ind AS 1 - Presentation of Financial Statements</b>		
		<b>Other Comprehensive Income:</b>	
		There is no concept of 'Other Comprehensive Income' under Indian-GAAP.	Ind AS 1 introduces the concept of Other Comprehensive Income ("OCI"). Other comprehensive income comprises items of income and expenses (including reclassification adjustments) and tax effect thereof that are not recognized in profit or loss as required or permitted by other Ind AS.
		<b>Statement of Changes in Equity</b>	
		Under Indian GAAP, the statement of changes in equity is not presented. Movements in share capital, retained earnings and other reserves are to be presented in the notes to the financial statement	Ind AS 1 requires the set of financial statement to include a statement of changes in equity to be shown as a separate statement includes reconciliation between opening and closing balance of each component of equity.
		<b>Change in Accounting Policies</b>	
		<p>Indian GAAP requires changes in accounting policies to be presented in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material.</p> <p>If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same should be appropriately disclosed.</p>	Ind AS requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.

		<b>Disclosure of Reclassification</b>	
		Under Indian GAAP, there are no specific disclosure requirements with regard to reclassification of comparative amounts in its financial statements.	When an entity reclassifies comparative amounts, it shall disclose (including as at the beginning of the preceding period), the nature amount and reason for reclassification.
		<b>Extraordinary items</b>	
		Under Indian GAAP, extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.	Under Ind AS, presentation of any items of income or expense as extraordinary is prohibited.
2	<b>Ind AS 7 - Statement of Cash Flows</b>		
		<b>Classification of Bank Overdraft</b>	
		Under Indian GAAP, Bank Overdrafts are considered as financing activities	Ind AS 7 specifically states that the bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents.
3	<b>Ind AS 8 – Accounting Policies, Changes in accounting estimates and Errors</b>		
		<b>Rectification of material prior period errors</b>	
		Under Indian GAAP, prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss of the period in which the error pertaining to a prior period is disclosed and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	Ind AS 8 requires that the material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.

4	<b>Ind AS 12 – Income Tax</b>		
		<p><b>Approach for Measurement</b></p> <p>Under Indian GAAP, the Company determines deferred tax to be recognized in the financial statements with reference to the income statement approach i.e. with reference to the timing differences between profit offered for income taxes and profit as per the financial statements</p>	<p>As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/ liabilities and their respective tax base.</p> <p>Using the balance sheet approach, there could be additional deferred tax charge/income on account of all Ind AS opening balance sheet adjustments.</p>
		<p><b>Recognition</b></p> <p>As per AS 22, The tax effects of timing differences are included in the tax expense in the statement of profit and loss and as deferred tax assets or as deferred tax liabilities, in the balance sheet.</p>	<p>As per Ind AS 12, for transactions and other events recognized in profit or loss, any related tax effects are also recognized in profit or loss. For transactions and other events recognized outside profit or loss (either in other comprehensive income or directly in equity), any related tax effects are also recognized outside profit or loss (either in other comprehensive income or directly in equity, respectively).</p>
5	<b>Ind AS 115 Revenue</b>		
		<p><b>Interest Income</b></p> <p>Indian GAAP requires interest income to be recognized on a time proportionate basis taking into account the amount outstanding and the rate applicable.</p>	<p>As per Ind AS, interest income shall be recognized using the effective interest method as set out in Ind AS 39. Further it is clarified that it is necessary to distinguish between financial service fees that are integral part of the effective interest rate of a financial instrument, fees that are earned as services are provided, and fees that are earned on the execution of a significant act.</p>

6	<b>Ind AS 19 – Accounting for Employee Benefits</b>		
		<b>Recognition of Actuarial Gains and Losses:</b>	
		Currently, under Indian GAAP the Company recognizes all short term and long-term employee benefits in the profit and loss account as the services are received. For long term employee benefit, the Company uses actuarial valuation to determine the liability.	Under Ind AS 19, the change in liability is split into changes arising out of service, interest cost and re-measurements and the change in asset is split between interest income and re-measurements. Changes due to service cost and net interest cost/ income need to be recognized in the income statement and the changes arising out of re-measurements are to be recognized directly in OCI.
		<b>Discounting of post-employment benefit obligations</b>	
		As per Indian-GAAP the rate used to discount post-employment benefit obligations should always be determined by reference to market yields at the Balance sheet date on government bond.	As per Ind AS 19, the Company shall discount post-employment benefit obligations arising on account of post-employment benefit plans using the rate determined by reference to market yields at the end of the reporting period on high quality corporate bonds also.
7	<b>Ind AS 24 Related parties</b>		
		Indian GAAP the scope of related parties is limited.	Under Ind AS, the scope of related parties is extensive
8	<b>Ind AS 32/109/107 - Presentation and classification of Financial Instruments and subsequent measurement</b>		
		<b>Recognition</b>	
		Currently, under Indian GAAP, the financial assets and financial liabilities are recognized at the transaction value.	Ind AS 109 requires all financial assets and financial liabilities to be recognized on initial recognition at fair value.
		<b>Classification</b>	
		The Company classifies all its financial assets and liabilities as short term or long term. Long term investments are carried at cost less any permanent diminution in the value of such investments determined on a specific identification basis.	Financial assets have to be either classified as measured at amortized cost or measured at fair value.
		Current investments are carried at lower of cost and fair value.	Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss, (FVTPL), or recognized in other comprehensive income (FVOCI). Financial assets include equity and debts investments, interest free deposits, loans, trade receivables etc. Assets

		Financial liabilities are carried at their transaction values.	classified at amortized cost and FVOCI and the related revenue (including interest subsidy, processing fees and fees of similar nature) net of related costs have to be measured using the Effective Interest Rate (EIR) method.
		<b>Measurement</b>	
		Disclosures under Indian GAAP are limited. Currently under Indian GAAP, processing fees and/or fees of similar nature are recognized upfront in the Statement of Profit and Loss	<p>Loan processing fees, origination fee and/or fees of similar nature would be measured and recognized using the Effective Interest Rate (EIR) method over the period of loan (i.e., expected life of the financial instrument)</p> <p>There are two measurement categories for financial liabilities – FVTPL and amortized cost. Fair value adjustment on transition shall be adjusted against opening retained earnings on the date of transition.</p> <p>Origination fees are measured at amortized cost. An entity measures fees and costs that are an integral part of the effective interest rate for the financial liability from the origination fees and transaction costs relating to the right to provide services, such as investment management services.</p>
		<b>Staff Loan</b>	
		Staff loans are recognized at the transaction value and interest income on staff loan is recognized based on the agreed rate of interest of each loan.	<p>Staff advance is a financial asset and should be measured at fair value initially:</p> <p>Fair value of a loan given on normal commercial terms at inception will usually equal the loan amount. However, loan given on favorable terms, i.e. less than market rate, the fair value of such loan will be less than the loan amount.</p> <p>Fair value of such loans can be estimated as the present value of the future cash flows discounted at market rate for a similar loan.</p>
		<b>De-Recognition</b>	

		Currently, the de-recognition of financial assets under securitization/assignment transactions are governed by RBI guidelines for NBFCs.	Ind AS 109 prescribes transfer of risk and rewards of ownership for de-recognition of financial assets.
		<b>Impairment</b>	
		Under Indian GAAP, the Company assesses the provision for doubtful debts at each reporting period, which in practice, is based on relevant information like past experience, financial position of the debtor, cash flows of the debtor, guidelines issued by the regulator etc.	The impairment model in Ind AS is based on expected credit losses and it applies equally to debt instruments measured at amortized cost or FVOCI, lease receivables, contract assets within the scope of Ind AS 15 (currently deferred) and certain written loan commitments and financial guarantee contracts.

		<b>Preference Shares</b>	
		Financial instruments are classified based on legal form redeemable preference shares will be classified as equity. Preference dividends are always recognized similar to equity dividend and are never treated as interest expense.	Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement, (and not its legal form), and the definition of financial liabilities and equity instruments. Dividends on financial instruments classified as financial liability is recognized as an interest expense in the statement of profit or loss and other comprehensive income. Hence if preference shares meet the definition of financial liability, the preference dividend shall be treated as an interest expense.
9	<b>Ind AS 37 - Provisions, contingent liabilities and contingent assets</b>		
		Under Indian GAAP, provisions are recognized only under a legal obligation. Also, discounting of provisions to present value is not permitted.	Under Ind AS, provisions are recognized for legal as well as constructive obligations. Ind AS requires discounting the provisions to present value, if the effect of time value of money is material.
		Contingent assets are neither recognized nor disclosed in the financial statements.	Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

## B: DAY COUNT CONVENTION

### Option I

Company	Sakthi Finance Limited
Face value (per security)	₹ 1000
Issue Opening Date/ Date of Allotment (tentative)*	[•]
Redemption Date	[•]
Coupon Rate for all Category	[•] (monthly)
Frequency of the interest payment with specified dates	[•]
Day count convention	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount (in ₹)
1 <sup>st</sup> coupon	[•]	[•]	[•]	[•]
2 <sup>nd</sup> coupon	[•]	[•]	[•]	[•]
3 <sup>rd</sup> coupon	[•]	[•]	[•]	[•]
4 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
5 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
6 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
7 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
8 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
9 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
10 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
11 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
12 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
13 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
14 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
15 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
16 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
17 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
18 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
19 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
20 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
21 <sup>st</sup> coupon	[•]	[•]	[•]	[•]
22 <sup>nd</sup> coupon	[•]	[•]	[•]	[•]
23 <sup>rd</sup> coupon	[•]	[•]	[•]	[•]
24 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
25 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
26 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
27 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
28 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
29 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
Principal/ Maturity value	[•]	[•]	[•]	[•]

### Option II

Company	Sakthi Finance Limited
Face value (per security)	₹ 1000
Issue Opening Date/ Date of Allotment (tentative)*	[•]
Redemption Date	[•]
Coupon Rate for all Category	[•]
Frequency of the interest payment with specified dates	[•] (cumulative)
Day count convention	Actual/actual

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of payment	No. of days in Coupon	Amount (in ₹)
Principal / Maturity Value	[•]	[•]	[•]	[•]



**Option III**

<b>Company</b>	<b>Sakthi Finance Limited</b>
<b>Face value (per security)</b>	₹ 1000
<b>Issue Opening Date/ Date of Allotment (tentative)*</b>	[●]
<b>Redemption Date</b>	[●]
<b>Coupon Rate for all Category</b>	[●]
<b>Frequency of the interest payment with specified dates</b>	[●] (monthly)
<b>Day count convention</b>	[●]

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount(in ₹)
1 <sup>st</sup> coupon	[●]	[●]	[●]	[●]
2 <sup>nd</sup> coupon	[●]	[●]	[●]	[●]
3 <sup>rd</sup> coupon	[●]	[●]	[●]	[●]
4 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
5 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
6 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
7 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
8 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
9 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
10 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
11 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
12 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
13 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
14 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
15 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
16 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
17 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
18 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
19 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
20 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
21 <sup>st</sup> coupon	[●]	[●]	[●]	[●]
22 <sup>nd</sup> coupon	[●]	[●]	[●]	[●]
23 <sup>rd</sup> coupon	[●]	[●]	[●]	[●]
24 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
25 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
26 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
27 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
28 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
29 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
30 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
31 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
32 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
33 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
34 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
35 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
36 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
37 <sup>th</sup> Coupon	[●]	[●]	[●]	[●]
38 <sup>th</sup> Coupon	[●]	[●]	[●]	[●]
39 <sup>th</sup> Coupon	[●]	[●]	[●]	[●]
<b>Principal/ Maturity value</b>	[●]	[●]	[●]	[●]

**OPTION IV**

<b>Company</b>	<b>Sakthi Finance Limited</b>
<b>Face value (per security)</b>	₹ 1000.00
<b>Issue Opening Date/ Date of Allotment (tentative)*</b>	[●]
<b>Redemption Date</b>	[●]
<b>Coupon Rate for all Category</b>	[●]
<b>Frequency of the interest payment with specified dates</b>	[●] (Cumulative)
<b>Day count convention</b>	[●]

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of payment	No. of days in Coupon	Amount(in ₹)
Principal / Maturity Value	[•]	[•]	[•]	[•]

**OPTION V**

<b>Company</b>	<b>Sakthi Finance Limited</b>
<b>Face value (per security)</b>	₹ 1000
<b>Issue Opening Date/ Date of Allotment (tentative)*</b>	[•]
<b>Redemption Date</b>	[•]
<b>Coupon Rate for all Category</b>	[•]
<b>Frequency of the interest payment with specified dates</b>	[•]
<b>Day count convention</b>	[•]

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount(in ₹)
1 <sup>st</sup> coupon	[•]	[•]	[•]	[•]
2 <sup>nd</sup> coupon	[•]	[•]	[•]	[•]
3 <sup>rd</sup> coupon	[•]	[•]	[•]	[•]
4 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
5 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
6 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
7 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
8 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
9 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
10 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
11 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
12 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
13 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
14 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
15 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
16 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
17 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
18 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
19 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
20 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
21 <sup>st</sup> coupon	[•]	[•]	[•]	[•]
22 <sup>nd</sup> coupon	[•]	[•]	[•]	[•]
23 <sup>rd</sup> coupon	[•]	[•]	[•]	[•]
24 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
25 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
26 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
27 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
28 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
29 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
30 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
31 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
32 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
33 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
34 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
35 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
36 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
37 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
38 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
39 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
40 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
41 <sup>st</sup> coupon	[•]	[•]	[•]	[•]
42 <sup>nd</sup> coupon	[•]	[•]	[•]	[•]
43 <sup>rd</sup> coupon	[•]	[•]	[•]	[•]
44 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
45 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
46 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
47 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
48 <sup>th</sup> coupon	[•]	[•]	[•]	[•]

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount(in ₹)
49 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
50 <sup>th</sup> coupon	[•]	[•]	[•]	[•]
Principal/ Maturity value	[•]	[•]	[•]	[•]

#### OPTION VI

Company	Sakthi Finance Limited
Face value (per security)	₹ 1000
Issue Opening Date/ Date of Allotment (tentative)*	[•]
Redemption Date	[•]
Coupon Rate for all Category	[•]
Frequency of the interest payment with specified dates	[•] (cumulative) 50 months
Day count convention	[•]

\*Based on current Issue Closing date and post Issue timelines. Subject to further change

Cash flow	Due Date	Date of payment	No. of days in Coupon	Amount (in ₹)
Principal / Maturity Value	[•]	[•]	[•]	[•]

Note: The amounts in the above illustration of cash flows are rounded to nearest rupee for coupon and redemption payout for a single NCD. At the time of actual coupon payment / redemption, if the total coupon / redemption amount to be paid is a fraction and not an integer, such amount will be rounded off to the nearest integer.

#### OPTION VII

Company	Sakthi Finance Limited
Face value (per security)	₹ 1000
Issue Opening Date/ Date of Allotment (tentative)*	[•]
Redemption Date	[•]
Coupon Rate for all Category	[•]
Frequency of the interest payment with specified dates	[•] (monthly) (61 months)
Day count convention	[•]

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount(in ₹)
1 <sup>st</sup> coupon	[•]	[•]	[•]	[•]
2nd coupon	[•]	[•]	[•]	[•]
3rd coupon	[•]	[•]	[•]	[•]
4th coupon	[•]	[•]	[•]	[•]
5th coupon	[•]	[•]	[•]	[•]
6th coupon	[•]	[•]	[•]	[•]
7th coupon	[•]	[•]	[•]	[•]
8th coupon	[•]	[•]	[•]	[•]
9th coupon	[•]	[•]	[•]	[•]
10th coupon	[•]	[•]	[•]	[•]
11th coupon	[•]	[•]	[•]	[•]
12th coupon	[•]	[•]	[•]	[•]
13th coupon	[•]	[•]	[•]	[•]
14th coupon	[•]	[•]	[•]	[•]
15th coupon	[•]	[•]	[•]	[•]
16th coupon	[•]	[•]	[•]	[•]
17th coupon	[•]	[•]	[•]	[•]
18th coupon	[•]	[•]	[•]	[•]
19th coupon	[•]	[•]	[•]	[•]
20th coupon	[•]	[•]	[•]	[•]
21st coupon	[•]	[•]	[•]	[•]
22nd coupon	[•]	[•]	[•]	[•]
23rd coupon	[•]	[•]	[•]	[•]
24th coupon	[•]	[•]	[•]	[•]
25th coupon	[•]	[•]	[•]	[•]
26th coupon	[•]	[•]	[•]	[•]
27th coupon	[•]	[•]	[•]	[•]

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount(in ₹)
28th coupon	[●]	[●]	[●]	[●]
29th coupon	[●]	[●]	[●]	[●]
30th coupon	[●]	[●]	[●]	[●]
31th coupon	[●]	[●]	[●]	[●]
32th coupon	[●]	[●]	[●]	[●]
33th coupon	[●]	[●]	[●]	[●]
34th coupon	[●]	[●]	[●]	[●]
35th coupon	[●]	[●]	[●]	[●]
36 th coupon	[●]	[●]	[●]	[●]
37 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
38 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
39 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
40 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
41 <sup>st</sup> coupon	[●]	[●]	[●]	[●]
42 <sup>nd</sup> coupon	[●]	[●]	[●]	[●]
43 <sup>rd</sup> coupon	[●]	[●]	[●]	[●]
44 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
45 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
46 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
47 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
48 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
49 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
50 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
51 <sup>st</sup> coupon	[●]	[●]	[●]	[●]
52 <sup>nd</sup> coupon	[●]	[●]	[●]	[●]
53 <sup>rd</sup> coupon	[●]	[●]	[●]	[●]
54 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
55 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
56 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
57 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
58 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
59 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
60 <sup>th</sup> coupon	[●]	[●]	[●]	[●]
61 <sup>st</sup> coupon	[●]	[●]	[●]	[●]
62 <sup>nd</sup> coupon	[●]	[●]	[●]	[●]
<b>Principal/ Maturity value</b>	[●]	[●]	[●]	[●]

#### OPTION VIII

<b>Company</b>	<b>Sakthi Finance Limited</b>
<b>Face value (per security)</b>	₹ 1000.00
<b>Issue Opening Date/ Date of Allotment (tentative)*</b>	[●]
<b>Redemption Date</b>	[●]
<b>Coupon Rate for all Category</b>	[●]
<b>Frequency of the interest payment with specified dates</b>	[●]
<b>Day count convention</b>	[●]

\*Based on current Issue Closing date and post Issue timelines. Subject to further change.

Cash flow	Due Date	Date of a payment	No. of days in Coupon	Amount(in ₹)
Principal / Maturity Value	[●]	[●]	[●]	[●]

## C: CREDIT RATING AND RATIONALE



ICRA Limited

### CONFIDENTIAL

Ref. No. ICRA/Sakthi Finance Limited/03062021/2

June 03, 2021

Mr. M. Balasubramaniam  
Vice Chairman & Managing Director  
Sakthi Finance Limited  
62, Dr. Nanjappa Road  
Coimbatore - 641 018

Dear Sir,

**Re: ICRA Credit rating for Rs. 200.00 crore Non-Convertible Debenture Programme of Sakthi Finance Limited (instrument details in Annexure)**

This is with reference to your email dated May 21, 2021, for re-validating your rating for the Non-Convertible Debenture Programme.

We confirm that the "[ICRA]BBB" (pronounced ICRA triple B) rating with a Stable outlook, assigned to the captioned Non-Convertible Debenture Programme of your company and last communicated to you vide our letter dated April 22, 2021 stands. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. Within this category rating modifier {"+" (plus) or "-" (minus)} can be used with the rating symbols. The modifier reflects the comparative standing within the category.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref: RTG/Chen/SFL/BLR/145/2122 dated April 22, 2021.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,  
For ICRA Limited

SRINIVASAN  
RANGASWAMY  
(R Srinivasan)  
Vice President  
Email: r.srinivasan@icraindia.com

Digitally signed by  
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RATING

RESEARCH

INFORMATION



**Annexure**

**LIST OF ALL INSTRUMENT RATED (WITH AMOUNT OUTSTANDING)**

<b>Rated Instrument (NCD)</b>	<b>Rated Amount (In Crores)</b>	<b>Amount Outstanding (In Crores)</b>	<b>Rating Action</b>
NCD - Unallocated	200.00	200.00	[ICRA]BBB (Stable)
<b>Total</b>	<b>200.00</b>	<b>200.00</b>	





ICRA

ICRA Limited

**CONFIDENTIAL**

Ref. No. Surv/Chen/017/2122

April 22, 2021

Mr. M. Balasubramaniam  
Vice Chairman & Managing Director  
Sakthi Finance Limited  
62, Dr. Nanjappa Road  
Coimbatore - 641 018

Dear Sir,

**Re: Surveillance of ICRA-assigned Credit Rating for Rs. 264.76 crore and Enhancement of Rs. 50.00 crore bank facilities of Sakthi Finance Limited (instrument details in Annexure)**

Please refer to the Rating Agreement dated November 18, 2014 between ICRA Limited ("ICRA") and your company, whereby, ICRA is required to review its ratings, on an annual basis, or as and when the circumstances so warrant. Further, please refer Statement of work dated April 19, 2021 seeking an enhancement of the captioned limits of your company from Rs. 264.76 crore to Rs. 314.76 crore.

Please note that the Rating Committee of ICRA, after due consideration, has reaffirmed the long-term rating of [ICRA]BBB (pronounced ICRA triple B) and a short-term rating of [ICRA]A2 (pronounced ICRA A two) to the various bank facilities totaling to Rs.264.76 crore, and has assigned a long-term rating of [ICRA]BBB (pronounced ICRA triple B) and a short-term rating of [ICRA]A2 (pronounced ICRA A two) to the enhanced bank facilities of Rs.50.00 crore. The Outlook on the long-term rating is Stable. Instruments with [ICRA]BBB rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. Instruments with [ICRA]A2 rating are considered to have strong degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

In any of your publicity material or other document wherever you are using the above Rating, it should be stated as [ICRA]BBB(Stable)/ [ICRA]A2.

The aforesaid Ratings will be due for surveillance any time before April 19, 2022. However, ICRA reserves the right to review and/or, revise the above Ratings at any time on the basis of new information becoming available, or the required information not being available, or other circumstances that ICRA believes could have an impact on the Ratings.

The Ratings are specific to the terms and conditions of the bank facilities as indicated to us by you and any change in the terms or size of the same would require a review of the Ratings by us. In case there is any change in the terms and conditions or size of the rated bank facilities, the same must be brought to our notice before the bank facilities is used by you. In the event such changes occur after the Ratings have been assigned by us and their use has been confirmed by you, the ratings would be subject to our review, following which there could be a change in the Rating previously assigned. Notwithstanding the foregoing, any change in the over-all limit of the bank facilities from that specified in the first paragraph of this letter would constitute an enhancement that would not be covered by or under the said Rating Agreement.

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The Ratings assigned must be understood solely as an opinion and should not be treated, or cause to be treated, as recommendation to buy, sell, or hold the rated bank facilities availed by your company.

The Ratings assigned to the bank facilities of your Company shall require revalidation if there is any change in the size or structure of the rated bank facilities.

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of repayment programmes of the dues/debts of the company with any lender(s) and/or investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We look forward to your communication and assure you of our best services.

With kind regards

For ICRA Limited  
SRINIVASAN  
RANGASWAMY

(R Srinivasan)  
Vice President

Email: [r.srinivasan@icraindia.com](mailto:r.srinivasan@icraindia.com)

Digitally signed by SRINIVASAN  
RANGASWAMY

Date: 2021.04.22 16:12:57 +05'30'



**Annexure**
**Details of the bank limits rated by ICRA (Rated on long-term scale)**

Cash Credit (CC) Limits	Rs. crores (Amount)	Rating	Assigned on
STATE BANK OF INDIA	24.00	[ICRA]BBB (Stable)	April 20, 2021
BANK OF INDIA	6.00		
CENTRAL BANK OF INDIA	12.00		
THE LAKSHMI VILAS BANK LTD	8.00		
KARNATAKA BANK	12.00		
CANARA BANK	1.00		
INDIAN OVERSEAS BANK	8.00		
PROPOSED LIMITS*	60.66		
<b>Total</b>	<b>131.66</b>		

\*If this is used as short-term facilities, the short-term rating of [ICRA]A2 shall apply accordingly.

Term Loans	Rs. crores (Amount)	Rating	Assigned on
HDFC BANK	0.07	[ICRA]BBB (Stable)	April 20, 2021
INDUSIND BANK	9.75		
STATE BANK OF INDIA	4.47		
STATE BANK OF INDIA	43.81		
Proposed	25.00		
<b>Total</b>	<b>83.10</b>		

**Details of the bank limits rated by ICRA (Rated on short-term scale)**

Fund based Short Term Facilities from Banks	Rs. crores (Amount)	Rating	Assigned on
STATE BANK OF INDIA	36.00	[ICRA]A2	April 20, 2021
CENTRAL BANK OF INDIA	18.00		
THE LAKSHMI VILAS BANK LTD	22.00		
CANARA BANK	3.00		
INDIAN OVERSEAS BANK	7.00		
Proposed	14.00		
<b>Total</b>	<b>100.00</b>		

April 26, 2021

## Sakthi Finance Limited: Ratings reaffirmed; rated amount enhanced

### Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Non-convertible Debentures (NCDs)	317.71	317.71	[ICRA]BBB (Stable); reaffirmed
	0.00	200.00	[ICRA]BBB (Stable); assigned
Fixed Deposits	-	-	MA- (Stable); reaffirmed
Fund Based - Term Loans	33.26	83.10	[ICRA]BBB (Stable); assigned/reaffirmed
Fund-based Long-term Facilities from Banks	131.50	131.66	[ICRA]BBB (Stable); assigned/reaffirmed
Fund Based – Interchangeable#	57.90	60.66	[ICRA]BBB (Stable)/[ICRA]A2; assigned/reaffirmed
Fund-based Short-term Facilities from Banks	100.00	100.00	[ICRA]A2; reaffirmed
<b>Total</b>	<b>582.47</b>	<b>832.47</b>	

\*Instrument details are provided in Annexure-1

#Sub-limit of fund-based long-term facilities from banks

### Rationale

The ratings factor in Sakthi Finance Limited's (SFL) experience in the retail financing business and its established franchise, which has evolved over the last six decades of its operations. The ratings are, however, constrained by SFL's geographically concentrated operations, the highly competitive business environment, and its subdued profitability indicators. SFL's capitalisation profile is adequate with a gearing of 6.4 times (provisional) in December 2020 vis-à-vis 6.8 times in March 2019 on the back of a capital infusion in March 2020. While the portfolio growth would remain muted in the current fiscal, considering SFL's subdued internal generation, ICRA notes that its capital would have to be augmented to support growth. ICRA also notes the company's plan to raise about Rs. 25.00-crore equity from its promoters in H2 FY2022 to maintain the leverage at around 5-6 times over the medium term.

SFL's ability to maintain good loan collections would be crucial from an asset quality and earnings perspective in the near term as the curtailment in economic activities on account of the Covid-19 pandemic and the recent surge in infection rates leading to localised restrictions are expected to impact borrower-level cash flows. SFL's 90+ days past due (dpd) as of March 2021 stood at 5.0% (provisional) vis-à-vis 5.2% in March 2020 (5.1% in March 2019). Its liquidity profile is currently adequate; however, it would be crucial for the company to diversify its funding profile to support portfolio growth while maintaining its liquidity profile.

ICRA notes that the sub-debt raised by the company via a private placement with retail/high net worth individual (HNI) investors in the recent past, with an outstanding of Rs. 234 crore as of December 2020, was observed to be not in adherence to the Reserve Bank of India's (RBI) guidelines on raising money via private placement by a non-banking financial company (NBFC) and SFL has made its representation to RBI on the above matter. SFL's capital adequacy stood at ~19% (provisional) as of March 2021 if the discounted value of the above-mentioned sub-debt is not considered under Tier II. Further, if the outstanding sub-debt is treated as public deposits, the company would breach the deposit cap of 1.5 times of the net owned funds (NOF) and would also have to augment its statutory liquid assets. While SFL has made its representation to the RBI on the above matter and has also requested for forbearance, it had stopped taking fresh deposits since H2 FY2021. Any adverse development regarding the above, including restrictions on the renewal of existing deposits, requirement to increase liquid assets, etc, could impact the company's liquidity. SFL is planning to raise about Rs. 100 crore through the public issuance of debentures (with a greenshoe option of an additional Rs. 100 crore) in May 2021, which is expected to support its liquidity position. The promoters are also expected to provide support, if required, by infusing liquidity or equity.

## Key rating drivers and their description

### Credit strengths

**Established franchise and presence in regional market** – SFL has a track record of more than six decades in the vehicle finance segment, with operations across Tamil Nadu, Kerala, Andhra Pradesh and Karnataka. It has a good understanding of the target segments, mainly the used commercial vehicle (CV) segment, and has established customer relationships, with repeat customers accounting for about 55-60% of the incremental business.

ICRA notes that the Sakthi Group's presence in related businesses like automotive dealerships has aided in effective origination, prudent appraisal, good market responsiveness, monitoring and collections. The company has a branch-centric operating model with an in-house origination team, which is responsible for collections, while the credit sanctions are centralised. SFL conducts credit bureau checks to screen its customers, followed by field investigation and income assessment and viability analysis as a part of its loan origination process. It has implemented a workflow management system in the majority of its branches, which enables the management to monitor the sourcing and collection activities on a real-time basis.

**Adequate near-term capitalisation structure; equity raise envisaged in the current fiscal to support capital profile** – SFL has an adequate capitalisation profile with a gearing<sup>1</sup> of 6.4 times as of December 2020 (provisional; 6.3 times as of March 2020). The company had raised Rs. 25.00 crore through a preferential placement in March 2020, which resulted in an improvement in the gearing level in FY2020 (from 6.8 times in March 2019). While the portfolio growth would remain muted in the current fiscal considering SFL's modest internal generation<sup>2</sup> (2.4% in 9M FY2021 (provisional); 2.9% in FY2020) levels, ICRA notes that its capital would have to be augmented to support near-term growth as SFL expects to reduce its leverage to about 6.0 times and maintain it at about 5-6 times over the medium term. The company is expected to raise about Rs. 25 crore from its promoters in H2 FY2022. SFL's total capital adequacy, adjusted for the sub-debt raised via private placement to retail investors, stood at 19.0% (provisional; Tier I at 13.1%) as of March 2021. The company would have to augment its capital to comply with the ceiling on the quantum of deposit (1.5 times of NOF) for NBFCs if the sub-debt were to be treated as public deposits. The company has made a representation to the RBI and has applied for a forbearance in this regard.

### Credit challenges

**Modest portfolio growth; regionally concentrated operations** – SFL's portfolio increased at a modest compound annual growth rate (CAGR) of about 4% during FY2016-FY2020; in FY2020, the portfolio expanded by about 15%. The portfolio grew by a modest 4.4% in 9M FY2021 to Rs. 1,132 crore as on December 31, 2020 as disbursements were adversely impacted in the last fiscal on account of the pandemic-induced lockdown. SFL has a regionally concentrated portfolio with Tamil Nadu and Kerala accounting for 95% of the total portfolio as of December 2020. ICRA expects the portfolio share to remain concentrated, given the company's limited branch expansion plans in the medium term.

**Subdued profitability indicators** – SFL's net interest margin declined to 4.9% in 9M FY2021 from 5.6% in FY2020 and 5.7% in FY2019 as it faced higher competition amid slowing demand and low business volumes due to the pandemic. Its operating cost ratio, however, improved to 3.6% in 9M FY2021 from 4.2% in FY2020 (4.4% in FY2019) and the credit cost was stable at about 0.4-0.6%. SFL's profit after tax (PAT), as a proportion of total assets, stood at 0.9%, 1.0% and 0.8% (provisional) in FY2019, FY2020 and 9M FY2021, respectively. The company's ability to improve its business margins and operating efficiencies further and keep the credit costs under control would be critical for incremental profitability.

**Critical to maintain good collection levels in view of the pandemic; asset quality however was stable in FY2021** – The 90+dpd was largely stable at 5.0% in March 2021 (provisional) vis-à-vis 5.2% in March 2020. The 180+dpd weakened to 4.5% in March 2021 from 3.2% in March 2020 (3.9% in March 2019). However, softer bucket overdues improved with the 30+dpd at 13.8% in March 2021 compared to 19.4% in March 2020. The company's credit cost has remained at about 0.4-0.6% in the last four years and the provision coverage on gross stage 3 assets improved to 56% in March 2021 from 47% in March 2020. SFL has

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<sup>1</sup> Net worth (Ind-AS) adjusted for revaluation reserve

<sup>2</sup> PAT less dividend as a proportion of average net worth



not done any restructuring of its exposure in FY2021. ICRA notes that it would be critical for the company to undertake overall effective recoveries to keep the asset quality and credit costs under control.

**Diversification of funding profile critical to meet long-term growth plans** – SFL has limited financial flexibility as the continued weakness in the performance of Group entities constrains its ability to secure incremental funding from some banks. However, ICRA notes that SFL has increased its dependence in the recent past on retail/HNI sources (deposits, non-convertible debentures (NCDs) and sub-debt) and the public issuance of debentures. As of December 2020, loans from banks, deposits, NCDs, preference shares, sub-debt (public issue) and sub-debt (private placement) accounted for 14%, 17%, 28%, 2%, 24% and 6%, respectively, of the total debt. SFL's ability to diversify its lender base to achieve its long-term growth plans and to maintain adequate liquidity will be a key monitorable.

ICRA notes that the sub-debt raised by the company from retail investors in the recent past, with an outstanding of Rs. 234 crore as of December 2020, was observed to be not in adherence to the RBI's guidelines on raising money via private placement by an NBFC. If the total outstanding sub-debt is treated as public deposits, the company would have to augment investments in liquid assets. While SFL has made its representation to the RBI on the above matter and has also requested for forbearance, it had stopped taking fresh deposits since H2 FY2021. Any adverse development regarding the above, including restrictions on the renewal of existing deposits, requirement to increase investment in liquid assets, etc, could impact the company's liquidity. SFL is in the process of raising about Rs. 100 crore through the public issuance of debentures (with a greenshoe option of an additional Rs. 100 crore) by May 2021, which is expected to support its liquidity position. The company's track record of raising monies via public issuance in the past provides comfort. The promoters are also expected to provide support, if required, by infusing liquidity or equity.

## Liquidity position: Adequate

SFL had unencumbered cash and liquid investments of Rs. 14.8 crore and undrawn bank lines of Rs. 16.4 crore as on March 31, 2021, with a payment obligation of Rs. 165.7 crore during April 2021 - September 2021. ICRA notes that the company's collections reached pre-Covid levels in Q4 FY2021 with average monthly collections of about Rs. 60 crore. The proposed public issuance of NCDs by May 2021 is expected to further bolster its liquidity position. In view of the observations pertaining to the sub-debt, it would be crucial for SFL to ensure the successful placement of its proposed NCDs; this would be important from a growth and liquidity perspective in the near term.

## Rating sensitivities

**Positive factors** – ICRA could change the outlook or upgrade the ratings if SFL steadily improve its funding, asset quality and earnings profiles.

**Negative factors** – ICRA could change the outlook or downgrade the ratings of SFL in case of a deterioration in its liquidity profile, or an increase in the gearing beyond 7.0 times on a sustained basis or a significant weakening in the asset quality, which could adversely impact its earnings.

## Analytical approach

Analytical Approach	Comments
Applicable Rating Methodologies	<a href="#">Rating Methodology for Non-Banking Finance Companies</a>
Parent/Group Support	Not Applicable
Consolidation/Standalone	The ratings are based on the standalone financial statements of SFL

## About the company

Sakthi Finance Limited (SFL), incorporated in 1955, is a part of the Sakthi Group, which has a presence across sectors such as sugar, beverages, automobile and transport dealerships, auto components and textiles. SFL primarily finances CVs, which constituted 90% of its total portfolio as of December 2020. The remaining portfolio consisted of loans towards the purchase of cars, construction equipment and other machinery. SFL primarily operates in Tamil Nadu and Kerala, which together accounted for about 95% of the total portfolio.

In FY2020, SFL reported a net profit of Rs. 11.1 crore on a managed asset base of Rs. 1,194.1 crore compared to a net profit of Rs. 9.6 crore on a managed asset base of Rs. 1,074.2 crore in FY2019. As per the provisional financials for 9M FY2021, the company reported a net profit of Rs. 7.2 crore on a managed asset base of Rs. 1,227.2 crore.

### Key financial indicators (audited)

Sakthi Finance Limited	FY2019	FY2020	9M FY2021
	Ind-AS	Ind-AS	Ind-AS
Total income (Rs. crore)	165.9	168.7	125.6
Profit after tax (Rs. crore)	9.6	11.1	7.2
Net worth (Rs. crore) *	134.0	160.5	164.2
Total managed portfolio (Rs. crore)	936.0	1,083.6	1,132.5
Total managed assets (Rs. crore)	1,074.2	1,194.1	1,227.2
Return on managed assets (%)	0.9%	1.0%	0.8%
Return on net worth (%)	7.0%	7.6%	5.9%
Gearing (times)*	6.8	6.3	6.4
Gross stage 3 (%)	5.1%	5.2%	5.0%
Net stage 3 (%)	2.9%	2.8%	2.2%
Solvency (Net stage 3/Net worth)	20.9%	18.8%	17.2%
CRAR (%)**	22.4%	18.2%	18.4%

Source: Company, ICRA research; \*Adjusted for revaluation reserve, \*\*Not considering sub-debt (private placement) as Tier II capital

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

## Rating history for past three years

Instrument	Current Rating (FY2022)				Chronology of Rating History for the past 3 years				
	Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	Date & Rating in FY2022	Date & Rating in FY2021		Date & Rating in FY2020	Date & Rating in FY2019	
				Apr 26, 2021	Aug 04, 2020	Apr 13, 2020	Feb20, 2020	Apr 06, 2018/ Feb 14, 2019/ Feb 21, 2019	
1 NCDs	Long Term	317.71	317.71	[ICRA]BBB (Stable)	[ICRA]BBB (Stable)	[ICRA]BBB&	[ICRA]BBB (Stable)	[ICRA]BBB (Stable)	
		0.00	200.00	[ICRA]BBB (Stable)	-	-	-	-	
2 Fixed Deposits	Medium Term	-	-	MA-(Stable)	MA-(Stable)	MA-&	MA-(Stable)	MA-(Stable)	
3 Term Loans	Long Term	83.1	83.1	[ICRA]BBB (Stable)	[ICRA]BBB (Stable)	[ICRA]BBB&	[ICRA]BBB (Stable)	[ICRA]BBB (Stable)	
4 Long-term Bank Facilities	Long Term	131.66	131.66	[ICRA] BBB (Stable)	[ICRA] BBB (Stable)	[ICRA]BBB&	[ICRA] BBB (Stable)	[ICRA] BBB (Stable)	
5 Fund-based Interchangeable^	Long Term/ Short Term	60.66	60.66	[ICRA]BBB (Stable)/	[ICRA]BBB (Stable)/	[ICRA]BBB&/	[ICRA]BBB (Stable)/	[ICRA]BBB (Stable)/	
				[ICRA]A2	[ICRA]A2	[ICRA]A2&	[ICRA]A2	[ICRA]A2	
6 Short-term Bank Facilities	Short Term	100.00	100.00	[ICRA] A2	[ICRA] A2	[ICRA] A2&	[ICRA] A2	[ICRA] A2	

## Complexity level of the rated instrument

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website [www.icra.in](http://www.icra.in)

Annexure-1: Instrument details

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE302E07177	NCD	May-15-2019	9.50%	May-15-2021	6.47	[ICRA]BBB (Stable)
INE302E07193	NCD	May-15-2019	9.75%	May-15-2022	5.92	[ICRA]BBB (Stable)
INE302E07227	NCD	May-15-2019	10.00%	May-15-2023	19.09	[ICRA]BBB (Stable)
INE302E07185	NCD	May-15-2019	9.50%	May-15-2021	13.44	[ICRA]BBB (Stable)
INE302E07219	NCD	May-15-2019	9.75%	May-15-2022	8	[ICRA]BBB (Stable)
INE302E07243	NCD	May-15-2019	9.75%	May-15-2023	15.41	[ICRA]BBB (Stable)
INE302E07201	NCD	May-15-2019	9.75%	May-15-2022	2.69	[ICRA]BBB (Stable)
INE302E07235	NCD	May-15-2019	10.00%	May-15-2023	2.92	[ICRA]BBB (Stable)
INE302E08027	NCD	May-15-2019	10.25%	Jun-15-2024	20.85	[ICRA]BBB (Stable)
INE302E08043	NCD	May-15-2019	10.25%	Jun-15-2024	21.84	[ICRA]BBB (Stable)
INE302E08035	NCD	May-15-2019	10.25%	Jun-15-2024	1.07	[ICRA]BBB (Stable)
INE302E07250	NCD	May-08-2020	9.50%	May-08-2022	16.91	[ICRA]BBB (Stable)
INE302E07268	NCD	May-08-2020	-	May-08-2022	19.73	[ICRA]BBB (Stable)
INE302E07276	NCD	May-08-2020	9.75%	Aug-08-2023	8.12	[ICRA]BBB (Stable)
INE302E07284	NCD	May-08-2020	9.75%	Aug-08-2023	1.42	[ICRA]BBB (Stable)
INE302E07292	NCD	May-08-2020	-	Aug-08-2023	7.94	[ICRA]BBB (Stable)
INE302E07300	NCD	May-08-2020	10.00%	Jun-08-2024	18.94	[ICRA]BBB (Stable)
INE302E07318	NCD	May-08-2020	10.00%	Jun-08-2024	2.49	[ICRA]BBB (Stable)
INE302E07326	NCD	May-08-2020	-	Jun-08-2024	11.29	[ICRA]BBB (Stable)
INE302E08050	NCD	May-08-2020	10.25%	Jul-08-2025	7.39	[ICRA]BBB (Stable)
INE302E08068	NCD	May-08-2020	10.25%	Jul-08-2025	0.67	[ICRA]BBB (Stable)
INE302E08076	NCD	May-08-2020	-	Jul-08-2025	7.98	[ICRA]BBB (Stable)
Unutilised	NCD	NA	NA	NA	97.14	[ICRA]BBB (Stable)
Unutilised	NCD – Fresh	NA	NA	NA	200.00	[ICRA]BBB (Stable)
NA	Fixed Deposits	NA	NA	NA	-	NA-
NA	Term Loans	NA	NA	NA	83.10	[ICRA]BBB (Stable)
NA	Fund-based Long-term Facilities from Banks	NA	NA	NA	131.66	[ICRA]BBB (Stable)
NA	Fund-based Interchangeable	NA	NA	NA	(60.66)^	[ICRA]BBB (Stable) / [ICRA]A2
NA	Fund-based Short-term Facilities from Banks	NA	NA	NA	100	[ICRA]A2

Source: Company; ^ Sub-limit of fund-based long-term facilities from banks

Annexure-2: List of entities considered for consolidated analysis – Not applicable

## ANALYST CONTACTS

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[info@icraindia.com](mailto:info@icraindia.com)

### About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

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## ICRA Limited



### Registered Office

1105, Kailash Building, 11th Floor; 26 Kasturba Gandhi Marg; New Delhi 110001  
Tel: +91 11 23357940-50



### Branches



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## D: CONSENT LETTER FROM THE DEBENTURE TRUSTEE

**CATALYST**  
Believe in yourself... Trust us!



CL/PUN/2021-22/DEB/1

02.04.2021

To  
**Sakthi Finance Limited**  
62, Dr. Nanjappa Road  
Post Box No. 3745  
Coimbatore-641 018

**PROPOSED PUBLIC ISSUE BY SAKTHI FINANCE LIMITED (THE "COMPANY" OR "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES AND UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ` 1,000 EACH ("NCDs") FOR BASE ISSUE OF UPTO ` 100 CRORE WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ` 100 CRORE FOR ISSUANCE OF ADDITIONAL NCDs, AGGREGATING UP TO ` 200 CRORE ("HEREINAFTER REFERRED TO AS "THE ISSUE")**

Dear Sir(s),

We, the undersigned, hereby consent to be named as the Debenture Trustee pursuant Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended. We further extend our consent and no objection to our name being inserted in the Draft Prospectus to be filed with stock exchange(s) where NCDs are proposed to be listed ("**Stock Exchange(s)**") for the purpose of receiving the public comments and to be forwarded to Securities and Exchange Board of India ("**SEBI**") and in the Prospectus to be filed with Registrar of Companies, Tamilnadu, Coimbatore ("**ROC**"), Stock Exchange(s) and SEBI, which the Company intends to circulate in respect of the proposed Issue and also in all related advertisements and communications sent pursuant to the Issue of NCDs.

The following details with respect to us may be disclosed:

<b>Name</b>	: <b>Catalyst Trusteeship Limited</b>
<b>Address</b>	: GDA House, Plot No. 85, Bhusari Colony (Right) Paud Road, Pune - 411 038
<b>Tel No</b>	: +91 (020) 66807200
<b>Fax No</b>	: +91 (020) 2528 0275
<b>E-mail</b>	: <b>dt@ctltrustee.com</b>
<b>Website</b>	: <b>www.catalysttrustee.com</b>
<b>Investor Grievance Email</b>	: dt@ctltrustee.com
<b>Contact person</b>	: Asst. Vice President
<b>Compliance Officer</b>	: Ms. Rakhi Kulkarni
<b>SEBI Registration No</b>	: IND000000034

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format. We confirm that we are registered with the SEBI and that such registration is valid and that we have not been prohibited by SEBI to act as an intermediary in capital market issues. We further confirm that no enquiry/ investigation is/was being conducted by SEBI on us.

**CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)**

An ISO:9001 Company

**Mumbai Office** Office No. 85 - 87, 8th Floor, B Wing, Mittal Tower, Nariman Point, Mumbai 400 021 Tel +91 (022) 4922 0555 Fax +91 (022) 4922 0505  
**Regd. Office** GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (020) 25280081 Fax +91 (020) 25280275  
**Delhi Office** Office No. 213, 2nd floor, Navrang House, 21 Kasturba Gandhi Marg, New Delhi- 110 001. Tel. 011 43029101.  
**CIN No.** U74999PN1997PLC110262 **Email** dt@ctltrustee.com **Website** www.catalysttrustee.com  
Pune | Mumbai | Bengaluru | Delhi | Chennai





We confirm that we will immediately inform the Company of any change and/or update to the above information until the date when the NCDs commence trading on the BSE Limited. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading on BSE Limited.

We also authorize you to deliver a copy of this letter of consent to RoC, the stock exchange(s), SEBI, pursuant to the provisions of Section 26 and 32 of the Companies Act 2013 and other applicable laws and to other regulatory authority as required by law.

Yours faithfully  
For and on behalf of Catalyst Trusteeship Limited

S. B. Nalawade

**Authorized Signatory**

Name: Shamala Nalawade

Designation: Assistant Vice President

Date: 02.04.2021

Place: Pune





## DECLARATION REGARDING REGISTRATION WITH SEBI

**Sakthi Finance Limited**  
62, Dr. Nanjappa Road  
Post Box No. 3745  
Coimbatore-641 018

PROPOSED PUBLIC ISSUE BY SAKTHI FINANCE LIMITED (THE "COMPANY" OR "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES AND UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ` 1,000 EACH ("NCDs") FOR BASE ISSUE OF UP TO ` 100 CRORE WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ` 100 CRORE FOR ISSUANCE OF ADDITIONAL NCDs, AGGREGATING UP TO ` 200 CRORE ("HEREINAFTER REFERRED TO AS "THE ISSUE")

We hereby confirm that as on date of the following details in relation to our registration with the Securities and Exchange Board of India (SEBI) as a Debenture Trustees true and correct.

Sl No	Particular	Details
1	Registration Number	IND000000034
2	Date of Registration/Renewal of Registration	July 29 <sup>th</sup> , 2016
3	Date of Expiry of Registration	Permanent
4	If applied for Renewal, Date of Application	NA
5	Details of communication from SEBI prohibiting from acting as Debenture Trustee	NIL
6	Details of any pending inquiry/investigation being conducted by the SEBI	NIL
7	Details of any penalty imposed by SEBI	NIL

We confirm that we will immediately inform the Company of any change and/or update to the above information until the date when the NCDs commence trading on the BSE Limited. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading on BSE Limited.

Yours faithfully

**For and on behalf of Catalyst Trusteeship Limited**

*S.B. Nalawade*  
**Authorized Signatory**  
**Name: Shamala Nalawade**  
**Designation: Assistant Vice President**

डिबेंचर न्यासी

प्रकार का  
FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनियम बोर्ड  
SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993  
(DEBENTURE TRUSTEE) REGULATIONS, 1993

000 258

(विनियम 8)  
(Regulation 8)

(Regulation 8A)

रजिस्ट्रीकरण प्रमाणपत्र  
CERTIFICATE OF REGISTRATION PERMANENT REGISTRATION

- 1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए विनियम और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,  
1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

CATALYST TRUSTEESHIP LIMITED  
GDA HOUSE, PLOT NO. 85,  
BHUSARI COLONY (RIGHT), PAUD ROAD  
PUNE - 411 038  
MAHARASHTRA

को नियमा में शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।  
as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कोर

2) Registration Code for the debenture trustee is **IND000000034**

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र

3) Unless renewed, the certificate of registration is valid from

तक विद्यमान है।

3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.



आदेश से  
भारतीय प्रतिभूति और विनियम बोर्ड  
के लिए और उसकी ओर से  
By order  
For and on behalf of  
Securities and Exchange Board of India

स्थान Place: **MUMBAI**

तारीख Date: **JULY 29, 2016**

*MJ Sonparote*  
**MEDHA SONPAROTE**  
प्राधिकृत हस्ताक्षरकर्ता / Authorized Signatory

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