

APPLICANT'S UNDERTAKING

I/We hereby agree and confirm that:

- I/We have read, understood and agreed to the contents and terms and conditions of MUTHOOT FINANCE LIMITED's Shelf Prospectus dated October 22, 2020 and Tranche III Prospectus dated March 31, 2021 (Collectively, the "Prospectus").
- I/We hereby apply for allotment of the NCDs to me/us and the amount payable on application is remitted herewith.
- I/We hereby agree to accept the NCDs applied for or such lesser number as may be allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements.
- I/We irrevocably give my/our authority and consent to IDBI TRUSTEESHIP SERVICES LIMITED, (the "Debutent Trustee") to act as my/our trustee and for doing such acts as are necessary to carry out its duties in such capacity.
- I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s).
- The application made by me/us does not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
- In making my/our investment decision, I/We have relied on my/our own examination of Muthoot Finance Limited the Issuer and the terms of the Issue, including the merits and risks involved and my/our decision to make this application is solely based on disclosures contained in the Prospectus.
- I/We have obtained the necessary statutory and/or regulatory permissions/approvals for applying for, subscribing to, and seeking allotment of the NCDs applied for.

9. Undertaking:

- I/We hereby undertake that I/We am/are an ASBA Applicant(s) as per applicable provisions of the SEBI Regulations; 2) In accordance with ASBA process provided in the SEBI Regulations and disclosed in the Prospectus, I/We authorize (a) the Lead Manager(s), Lead Brokers, Trading Members (in Specified cities only), Broker, CRTA, CDP or the SCSBs, as the case may be, to do all acts as are necessary to make the Application in the Issue, including uploading my/our application, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Application Form, as the case may be, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Manager and Registrar to the Issue or the Sponsor Bank, as the case may be, after finalization of Basis of Allotment; and (b) the Registrar to the Issue or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 3) In case the amount available in the specified Bank Account is insufficient as per the Application, the SCSB shall reject the Application.
10. UPI Mechanism for Blocking Fund would be available for 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).
- Please ensure that your Bank is offering UPI facility for Public Issues.
 - Please mention UPI Id clearly in CAPITAL LETTERS only.
 - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>
 - UPI Id cannot exceed 45 characters.
 - Applicants using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request. For further details, see "Issue Procedure" on page 118 of the Tranche III Prospectus.

IMPERSONATION

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

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

ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

INVESTOR CATEGORIES:

Category I (Institutional Investors)	Sub-category code
Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;	10
Provident funds, pension funds, with a minimum corpus of Rs 25 crores superannuation funds and gratuity funds, which are authorised to invest in the NCDs;	11
Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;	12
Resident Venture Capital Funds registered with SEBI;	13
Insurance Companies registered with the IRDA;	14
State industrial development corporations;	15
Insurance funds set up and managed by the army, navy, or air force of the Union of India;	16
Insurance funds set up and managed by the Department of Posts, the Union of India;	17
Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements;	18
National Investment Fund set up by resolution no. F. No. 2/3/2005 –DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and	19
Mutual Funds registered with SEBI.	20

The specific terms of each instrument are set out below:

Category II (Non Institutional Investors)	Sub-category code
Companies; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;	21
Public/private charitable/religious trusts which are authorised to invest in the NCDs;	22
Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;	23
Partnership firms in the name of the partners;	24
Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);	25
Association of Persons; and	26
Any other incorporated and/ or unincorporated body of persons.	27
Category III ("High Networth Individuals") ("HNIs")	
High Net-worth Individual Investors ("HNIs") - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all options of NCDs in the Tranche III Issue	31
Category IV ("Retail Individual Investors") ("RIIs")	
Retail Individual Investors - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all options of NCDs in the Tranche III Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than INR 200,000 in any of the bidding options in the Tranche III Issue (including Hindu Undivided Families applying through their Karta and does not include Non-Resident Indians) though UPI Mechanism.	41

ISSUE STRUCTURE

Terms and conditions in connection with Secured NCDs ⁽¹⁾ Options	I	II	III	IV	V	VI	VII	VIII
Frequency of Interest Payment	Monthly*	Monthly*	Annually**	Annually**	Annually**	Annually**	NA	NA
Who can apply	All categories of investors (Category I, II, III & IV)							
Minimum Application	₹ 10,000 (10 NCDs) across all options and in multiples of ₹ 1,000 (1 NCD) thereafter							
In multiples of	₹ 1,000.00							
Face Value/Issue Price of NCDs (₹/ NCD)	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 10,000	₹ 10,000
Tenor from Deemed Date of Allotment	38 months	60 months	26 months	38 months	60 months	120 months	38 months	60 months
Base Coupon Rate (% per annum) (A) All Category	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
Additional incentive on Base Coupon Rate (% per annum) on any Record Date as applicable to Category III and Category IV investors (B)⁽²⁾	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	NA	NA
Coupon Rate Category I & II	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	NA	NA
Coupon Rate Category III & IV (A) + (B)	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	NA	NA
Effective Yield (Per annum) Category I & II⁽³⁾	6.85%	7.35%	6.60%	7.10%	7.60%	8.00%	7.10%	7.60%
Effective Yield (Per annum) Category III & IV⁽³⁾	7.10%	7.60%	6.85%	7.35%	7.85%	8.25%	7.35%	7.85%
Mode of Payment	Through various options available							
Amount (₹ / NCD) on Maturity Category I & II⁽⁴⁾	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,243.02	₹ 1,442.32
Amount (₹ / NCD) on Maturity Category III & IV⁽⁴⁾	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,252.26	₹ 1,459.15
Maturity Date (From Deemed Date of Allotment)	38 months	60 months	26 months	38 months	60 months	120 months	38 months	60 months
Put and Call Option	Not Applicable							
Nature of indebtedness	Secured and non-convertible							

* With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

** With respect to Options where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Options will be made at the time of redemption of the NCDs.

(1) Please refer to Schedule A of Tranche III Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

(2) As regards the payment of additional incentive, such additional incentive shall be payable to only such NCD Holders who shall be individuals as on the Record Date.

(3) On Options I and II, monthly interest payment is not assumed to be reinvested for the purpose of calculation of Effective Yield (per annum).

(4) Subject to applicable tax deducted at source, if any

Our Company would allot the Option IV NCDs, as specified in the Tranche III Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCDs.

Note:

a. Basis of Allotment : For details, please refer to Instruction No. 37 on page no. 20 of this Abridged Prospectus. b. For Grounds for Technical Rejection. "Please refer Instruction no. 34 on page no. 19 of this Abridged Prospectus".

c. The Company shall allocate and allot Option IV NCDs wherein the Applicants have not indicated their choice of the relevant NCD option.

d. If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption dates, redemption amounts and other cash flow workings shall be changed accordingly. For details of the interest payment please refer to "Interest and Payment of Interest" at page no. 107 of the Tranche III Prospectus. For further information please refer to section titled "Issue Related Information" on page • of the Tranche III Prospectus. For further details please refer to the Shelf Prospectus dated October 22, 2020 and Tranche III Prospectus dated March 31, 2021

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<ul style="list-style-type: none"> In case of queries related to allotment/ credit of Allotted NCD/Refund, the Applicants should contact Registrar to the Issue or the Company. In case of ASBA Application submitted to the SCSBs, the Applicants should contact the relevant SCSB. In case of queries related to upload of ASBA Applications submitted to the Lead Manager/Lead Brokers/Trading Members/ CRTA / CDP / SCSB, Applicants should contact the relevant Lead Manager/Lead Brokers/ Trading Members/ CRTA / CDP / SCSB. The grievance arising out of Applications for NCDs made through Trading Members may be addressed directly to BSE. Acknowledgment is subject to availability of Funds in the ASBA account.
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COMPANY CONTACT DETAILS
MUTHOOT FINANCE LIMITED, (CIN: L65910KL1997PLC011300) Registered and Corporate Office: 2 nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India. Tel: (+91 484) 239 4712; Fax: (+91 484) 239 6506; Website: www.muthootfinance.com; Email: ncd@muthootgroup.com Company Secretary and Compliance Officer: Rajesh A; Tel: (+91 484) 669 0255; Fax: (+91 484) 239 6506; E-mail: cs@muthootgroup.com

REGISTRAR CONTACT DETAILS
LINK INTIME INDIA PRIVATE LIMITED (CIN: U67190MH1999PTC118368) C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 089, India Tel: (+91 22) 4918 6200, Fax: (+91 22) 4918 6195 Email: mfi.ncd2020@linkintime.co.in Investor Grievance Email: mfi.ncd2020@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan SEBI Registration No.: INR00004058

Please ensure that you read the Shelf Prospectus and the Tranche III Prospectus (collectively termed as “Prospectus”) and the general instructions contained in this Abridged Prospectus before applying in the Tranche III Issue. Unless otherwise specified, all capitalised terms used in this form shall have the meaning ascribed to such terms in the Abridged Prospectus. The investors are advised to retain a copy of Prospectus/Abridged Prospectus for their future reference. All reference to pages unless specified refer to the Prospectus.



Muthoot Finance

MUTHOOT FINANCE LIMITED

Our Company was originally incorporated at Kochi, Kerala as a private limited company on March 14, 1997 under the provisions of the Companies Act, 1956, with the name “The Muthoot Finance Private Limited”. Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to “Muthoot Finance Private Limited”. Our Company was converted into a public limited company on November 18, 2008 with the name “Muthoot Finance Limited” and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. For further details regarding changes to the name and registered office of our Company, see section titled “History and Main Objects” on page 120 of the Shelf Prospectus. The corporate identity number of our Company is L65910KL1997PLC011300.

Registered and Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India.

Tel: (+91 484) 239 4712; **Fax:** (+91 484) 239 6506; **Website:** www.muthootfinance.com; **Email:** ncd@muthootgroup.com.

Company Secretary and Compliance Officer: Rajesh A.; **Tel:** (+91 484) 6690255; **Fax:** (+91 484) 239 6506; **E-mail:** cs@muthootgroup.com

PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED (“COMPANY” OR THE “ISSUER”) OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs”) FOR AN AMOUNT OF ₹ 1,000 MILLION (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 16,000 MILLION AGGREGATING UP TO 17,000,000 NCDs AMOUNTING TO ₹17,000 MILLION (“TRANCHE III ISSUE LIMIT”) (“TRANCHE III ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 40,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE III PROSPECTUS DATED MARCH 31, 2021 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THE TRANCHE III ISSUE (“TRANCHE III PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED OCTOBER 22, 2020 AND ADDENDUM ADVERTISEMENT TO THE SHELF PROSPECTUS DATED NOVEMBER 04, 2020 (“SHELF PROSPECTUS”) FILED WITH THE REGISTRAR OF COMPANIES, KERALA AND LAKSHADWEEP (“ROC”), BSE LIMITED AND SECURITIES AND EXCHANGE BOARD OF INDIA. THE SHELF PROSPECTUS AND THE TRANCHE III PROSPECTUS CONSTITUTE THE PROSPECTUS (“PROSPECTUS”).

PROMOTERS: GEORGE ALEXANDER MUTHOOT, GEORGE THOMAS MUTHOOT, GEORGE JACOB MUTHOOT

GENERAL RISK

Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue including the risks involved. Specific attention of the investors is invited to the section titled “Risk Factors” on pages 11 to 38 of the Shelf Prospectus and page 88 of the Tranche III Prospectus, and section titled “Material Developments” on page 88 of the Tranche III Prospectus before making an investment in the Tranche III Issue. This document 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”), the Registrar of Companies at Kerala and Lakshadweep (“RoC”) or any stock exchange in India.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

CREDIT RATING

The NCDs proposed to be issued under the Tranche III Issue have been rated [ICRA] AA (Stable) by ICRA for an amount of upto ₹ 40,000 million vide its letter dated September 26, 2020 and further revalidated by rating letters dated October 09, 2020 and November 30, 2020, and have been rated CRISIL AA/Positive by CRISIL for an amount upto ₹ 40,000 million vide its letter dated September 22, 2020 and further revalidated by rating letters dated October 08, 2020 and December 01, 2020. ICRA has upgraded the ratings for the Secured NCDs to “[ICRA] AA+/Stable” by way of rating letter dated March 15, 2021 and CRISIL has upgraded the ratings for the Secured NCDs to “CRISIL AA+/Stable” and issued revalidated rating letter dated March 17, 2021. The rating of the NCDs by ICRA and CRISIL indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA and CRISIL 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 pages 187 to 228 of the Tranche III Prospectus for rating letter and rationale for the above rating.

PUBLIC COMMENTS

The Draft Shelf Prospectus dated September 30, 2020 was filed with the Stock Exchange, pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of seven Working Days (i.e., until 5 p.m., October 09, 2020) from the date of filing of the Draft Shelf Prospectus with the Stock Exchange. No comments were received on the Draft Shelf Prospectus until 5 p.m. on October 09, 2020.

LISTING

The NCDs offered through the Tranche III Prospectus are proposed to be listed on BSE. For the purposes of the Tranche III Issue, BSE shall be the Designated Stock Exchange. Our Company has received an ‘in-principle’ approval from BSE vide their letter no. DCS/BM/PI-BOND/006/20-21 dated October 16, 2020.

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

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, see section titled “Issue Related Information” starting on page 93 of the Tranche III Prospectus. For details relating to eligible investors please see “The Issue” on page 22 of the Tranche III Prospectus.

TRANCHE III ISSUE PROGRAMME *

TRANCHE III ISSUE OPENS ON APRIL 08, 2021

TRANCHE III ISSUE CLOSES ON APRIL 29, 2021

*The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated above, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company (“Board”) or NCD Committee. In the event of such an early closure or extension of subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Application 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 BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 PM on one Working Day post the Tranche III Issue Closing Date. For further details, see “General Information – Tranche III Issue Programme” on page 20 of the Tranche III Prospectus.

** IDBI Trusteeship Services Limited under regulation 4(4) of the SEBI Debt Regulations has by its letter dated September 30, 2020 given its consent for its appointment as Debenture Trustee to the Tranche III Issue and for its name to be included in the Tranche III Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Tranche III Issue.

A copy of the Shelf Prospectus dated October 22, 2020 and a copy of the Tranche III Prospectus has been filed with the Registrar of Companies, Kerala and Lakshadweep in terms of section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details please refer to the section titled “Material Contracts and Documents for Inspection” beginning on page 183 of the Tranche III Prospectus.

LEAD MANAGER TO THE ISSUE



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



JM Financial Limited
 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025
CIN: L67120MH1986PLC038784
Tel: (+91 22) 6630 3030 **Fax:** (+91 22) 6630 3330
Email: MFL.bondissue2020@jmf.com
Investor Grievance Email: grievance.ibd@jmf.com
Website: www.jmf.com
Contact Person: Ms. Prachee Dhuri
Compliance Officer: Mr. Sunny Shah
SEBI Registration No.: INM000010361
CIN: L67120MH1986PLC038784



Equirus Capital Private Limited
 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg,
 Lower Parel, Mumbai 400 013
Tel: +91 (22) 4332 0700 **Fax:** +91-(22) 4332 0750
Email: muthoot.ncd@equirus.com
Investor Grievance Email: investorsgrievance@equirus.com
Website: www.equirus.com
Contact Person: Mr. Ankit Jain
Compliance Officer: Mr. Jyot Bhat
SEBI Registration Number: INM000011286
CIN: U65910MH2007PTC172599



A. K. Capital Services Limited*
 30-38, Free Press House, 3rd floor, Free Press Journal Marg
 215, Nariman Point Mumbai - 400 021, India
Tel: (+91 22) 6754 6500 **Fax:** (+91 22) 6610 0594
Email: mflncd2020@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Aanchal Wagle/ Mr. Mrunal Jadhav
Compliance Officer: Mr. Tejas Davda
SEBI Registration No.: INM000010411
CIN: L74899MH1993PLC274881

*A.K. Capital Services Limited was appointed as a Lead Manager to the Issue subsequent to filing of the Draft Shelf Prospectus dated September 30, 2020 with the BSE for public comments. The appointment was authorised by the NCD Committee by way of resolution dated October 14, 2020 and such appointment was intimated to the general public by way of the Addendum Advertisement to the Draft Shelf Prospectus.

REGISTRAR TO THE TRANCHE III ISSUE



Link Intime India Private Limited
 C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 089, India
Tel: (+91 22) 4918 6200 **Fax:** (+91 22) 4918 6195
Email: mfl.ncd2020@linkintime.co.in
Investor Grievance Email: mfl.ncd2020@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Ms. Shanti Gopalakrishnan
SEBI Registration No.: INR000004058

Link Intime India Private Limited has by its letter dated September 22, 2020 given its

consent for its appointment as Registrar to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and the Tranche III Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Tranche III Issue.

DEBENTURE TRUSTEE



IDBI Trusteeship Services Limited
 Asian Building, Ground Floor, 17 R, Kamani Marg, Ballard Estate
 Mumbai 400 001, India
Tel: (+91 22) 4080 7000 **Fax:** (91 22) 6631 1776
Email: anjalee@idbitrustee.com **Website:** www.idbitrustee.co.in
Contact Person: Anjalee Athalye
SEBI Registration No.: IND000000460

IDBI Trusteeship Services Limited has, pursuant to regulation 4(4) of the SEBI Debt Regulations, by its letter dated September 30, 2020 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and the Tranche III Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Tranche III Issue.

CHIEF FINANCIAL OFFICER

Oommen K. Mammen
 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex
 Ernakulam 682 018, Kerala, India
Tel: (+91 484) 2397156 **Fax:** (+91 484) 2396506
Email: oommen@muthootgroup.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Rajesh A.
 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex
 Ernakulam 682 018, Kerala, India
Tel: (+91 484) 6690255; **Fax:** (+91 484) 2396506
Email: cs@muthootgroup.com

STATUTORY AUDITORS

Varma & Varma
 Chartered Accountants
 "Sreeraghavam", Kerala Varma Tower, Bldg No. 53/2600 B, C, D & E,
 Off Kunjanbava Road, Vyttila P.O., Kochi- 682019
Tel: 91- 484-2302223; **Fax:** 91-484-2306046
Email: kochi@varmaandvarma.com
Firm Registration No.: 004532S

M/s. Varma & Varma, Chartered Accountants, has been the statutory auditor of the Company since September 20, 2017. Previously, M/s. Rangamani & Co. has been the statutory auditor of the Company since September 2002 and continued as the statutory auditor of the Company till September 20, 2017. Members of the Company in their annual general meeting dated September 20, 2017 appointed M/s. Varma & Varma, Chartered Accountants (FRN: 004532S) in place of the retiring auditors M/s. Rangamani & Co.

CREDIT RATING AGENCIES

ICRA Limited
 Building No. 8, 2nd Floor, Tower A, DLF Cyber City, Phase II,
 Gurgaon – 122 002
Telephone: (+91) (124) 4545 310 **Facsimile:** (+91) (124) 4050 424
Email: amit.gupta@icraindia.com
Contact Person: Mr. Amit Kumar Gupta
Website: www.icra.in
SEBI Registration Number: IN/CRA/008/2015

CRISIL Limited
 CRISIL House, Central Avenue, Hiranandani Business Park, Powai
 Mumbai 400 076, India
Telephone: (+91 22) 3342 3000 (B) **Facsimile:** (+91 22) 3342 3050
Email: crisilratingdesk@crisl.com
Contact Person: Mr. Krishnan Sitaraman
Website: www.crisil.com
SEBI Registration Number: IN/CRA/001/1999

LEGAL ADVISORS TO THE TRANCHE III ISSUE

AZB & Partners
 7th Floor, Embassy Icon, Infantry Road, Bengaluru – 560 001, India
Tel: (+91 80) 4240 0500 **Fax:** (+91 80) 2221 3947

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

LEAD BROKERS

Axis Capital Limited Axis House, Level 1, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 **Tel:** (91 22) 4325 3110 **Fax:** (91 22) 43253000 **Email:** ajay.sheth@axiscap.in / vinayak.ketkar@axiscap.in **Contact Person:** Ajay Sheth / Vinayak Ketkar **Website:** www.axiscapital.co.in **SEBI Registration No.:** INM000012029

Edelweiss Broking Limited Edelweiss House, Off. C.S.T Road, Kalina, Mumbai – 400 098 **Tel:** (91 22) 4009 4400 **Fax:** NA **Email:** amit.dalvi@edelweissfin.com/prakash.boricha@edelweissfin.com **Contact Person:** Mr. Amit Dalvi / Mr. Prakash Boricha **Website:** www.edelweissfin.com **SEBI Registration No.:** INZ000005231

Equirus Securities Private Limited A-2102 B, 21st Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013 **Tel.:** 079-61909561 **Fax:** 079-61909560 **Email:** jay.soni@equirus.com / admin.equities@equirus.com **Contact Person:** Jay Soni **Website:** www.equirus.com **SEBI Registration No.:** INZ000251536

Bajaj Capital Limited Mezzanine Floor, Bajaj House, 97, Nehru Place, New Delhi 110 019 **Tel:** 011-41693000/67000000 **Fax:** 022-40099911 **Email:** info@bajajcapital.com **Contact Person:** Mohit Mittal **Website:** www.bajajcapital.com **SEBI Registration No.:** INZ000007732

Integrated Enterprises (India) Private Limited 501-502, Coral Classic Commercial Complex, Road No. 20, Chembur East, Mumbai 400 071. **Tel:** (91 22) 4066 1800 **Fax:** NA **Email:** krishnan@integratedindia.in **Contact Person:** V Krishnan **Website:** www.integratedindia.in **SEBI Registration No.:** INZ000095737

ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai-400 020 **Tel:** (+91 22) 2277 7626 **Fax:** (+91 22) 2288 2455 **Email:** rajat.rawal@icicisecurities.com, customercare@icicisecurities.com **Contact Person:** Rajat Rawal **Website:** www.icicisecurities.com **SEBI Registration No.:** INM000011179

Muthoot Securities Limited 1st Floor, Alpha Plaza, KP Vallon Road Kadavanthara, Kochi Kerala 682 020, India **Tel:** (91 484) 433 7555 **Fax:** NA **Email:** securities@muthootsecurities.com **Contact Person:** Ragesh G.R. (Director & CEO) **Website:** www.muthootsecurities.com **SEBI Registration No.:** BSE: INB011294338;

SMC Global Securities Limited 17, Netaji Subhash Marg, Opposite Golcha Cinema, Daryaganj, New Delhi- 110 002 **Tel:** 011-66623300 / 9910644949 / 8595851823 **Fax:** (91 11) 3012 2061 **Email:** neerajkhanna@smcindiaonline.com **Contact Person:** Sushil Joshi / Neeraj Khanna **Website:** www.smctradeonline.com **SEBI Registration No.:** INB23/07714-31

IIFL Securities Limited 6th & 7th Floor, Akruti Centre Point, Central Road, MIDC, Andheri (E), Mumbai – 400 093 **Tel:** (91 22) 3929 4000 / 4103 5000 **Fax:** (91 22) 2580 6654 **Email:** cs@indiainfoline.com **Contact Person:** Prasad Umarale **Website:** www.indiainfoline.com **Investor Grievance e-mail ID:** customergrievances@indiainfoline.com **SEBI Registration No.:** INZ000164132

RR Equity Brokers Private Limited 412-422, Indraprakash Building, 21, Barakhamba Road, New Delhi – 110001 **Tel:** (91 11) 2335 4802 **Fax:** (91 11) 2332 0671 **Email:** ipo@rrfcl.com **Contact Person:** Jeetesh Kumar **Website:** www.rrfinance.com **SEBI Registration No.:** BSE: INB011219632; NSE: INB231219636

Kotak Securities Limited 4th Floor, 12BKC, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 **Tel:** (91 22) 6748 5470 **Fax:** NA **Email:** umesh.gupta@kotak.com **Contact Person:** Umesh Gupta **Website:** www.kotak.com **SEBI Registration No.:** BSE: INB010808153; NSE: INB230808130

A. K. Stockmart Private Limited 30-39, Free Press House, 3rd Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai 400 021. **Tel:** (91 22) 6754 6500 **Fax:** NA **Email:** ashit.raja@akgroup.co.in/ranjit.dutta@akgroup.co.in **Contact Person:** Ashit Raja/Ranjit Dutta **Website:** www.akgroup.co.in **SEBI Registration No.:** INZ000240830

JM Financial Services Limited 2, 3 and 4 Kamanwala Chambers, Ground Floor, Sir PM Road, Fort, Mumbai 400 001 **Tel:** 022-6136 3400 **Fax:** NA **Email:** surajit.mishra@jmfi.com / deepak.vaidya@jmfi.com / tn.kumar@jmfi.com / sona.verghese@jmfi.com **Contact Person:** Surajit Mishra/Deepak Vaidya/ TN Kumar/ Sona Varghese **Website:** www.jmfinancialservices.in **SEBI Registration No.:** INZ000195834

PUBLIC ISSUE ACCOUNT BANK, REFUND BANK AND SPONSOR BANK

Axis Bank Limited

Kochi Branch, Ground Floor, Chicago Plaza, Rajaji Road, Kochi, Kerala 682035

Tel: 0484-4411005 **Fax:** 0484-2384273

Email: kochi.branchhead@axisbank.com, kochi.operationshead@axisbank.com

Contact Person: Mr. Sandeep Singh

Website: www.axisbank.com

SEBI Registration No.: INB100000017

SELF CERTIFIED SYNDICATE BANKS

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

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DISCLAIMER

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 THE NCDS APPLIED FOR DO NOT EXCEED THE TRANCHE III ISSUE LIMIT AND/ OR INVESTMENT LIMIT OR MAXIMUM NUMBER OF NCDS THAT CAN BE HELD BY THEM UNDER THE APPLICABLE LAWS OR REGULATIONS OR MAXIMUM AMOUNT PERMISSIBLE UNDER THE APPLICABLE REGULATIONS. APPLICANTS ARE ADVISED TO ENSURE THAT THEY HAVE OBTAINED THE NECESSARY STATUTORY AND/OR REGULATORY PERMISSIONS/ CONSENTS/APPROVALS IN CONNECTION WITH APPLYING FOR, SUBSCRIBING TO, OR SEEKING ALLOTMENT OF NCDS PURSUANT TO THE ISSUE.

APPLICANTS ARE ADVISED TO READ THE SHELF PROSPECTUS AND TRANCHE III PROSPECTUS (TOGETHER, THE "PROSPECTUS") FILED WITH REGISTRAR OF COMPANIES AND THE GENERAL INSTRUCTIONS CONTAINED IN THIS APPLICATION FORM CAREFULLY AND TO SATISFY THEMSELVES OF THE DISCLOSURES BEFORE MAKING AN APPLICATION FOR SUBSCRIPTION. UNLESS OTHERWISE SPECIFIED, ALL THE TERMS USED IN THIS APPLICATION FORM HAVE THE SAME MEANING AS IN THE PROSPECTUS. FOR A COPY OF THE PROSPECTUS, THE APPLICANT MAY REQUEST THE COMPANY AND/OR THE LEAD MANAGERS AND/OR LEAD BROKERS AND/OR DESIGNATED BRANCHES OF SCSBs. FURTHER INVESTORS ARE ADVISED TO RETAIN THE COPY OF THE PROSPECTUS/ABRIDGED PROSPECTUS FOR THEIR FUTURE REFERENCE. PLEASE FILL IN THE FORM IN ENGLISH USING BLOCK LETTERS. INVESTORS SHOULD CAREFULLY CHOOSE THE OPTIONS OF NCDS THEY WISH TO APPLY FOR. PLEASE REFER TO TERMS OF THE ISSUE ON PAGE 23 OF THIS ABRIDGED PROSPECTUS.

DETAILS PERTAINING TO THE ISSUE

OBJECTS OF THE ISSUE

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

1. Issue proceeds

Particulars	Estimated Amount (in Rs.Million)
Gross proceeds to be raised through Tranche III Issue	17,000
Less: - Tranche III Issue related expenses	170
Net proceeds of the Tranche III Issue after deducting the Tranche Issue related expenses	16,830

The Net Proceeds raised through the Tranche III Issue will be utilised for following activities in the ratio provided as below:

- a) For the purpose of lending- minimum of 75% of the amount raised and allotted in the Issue
- b) For General Corporate Purposes- shall not exceed 25% of the amount raised and allotted in the Issue

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

Issue Related Expenses

The expenses for the Tranche III Issue include, inter alia, lead management fees and selling commission to the lead managers, lead-brokers, fees payable to debenture trustees, underwriters, the Registrar to the Issue, SCSBs’ commission/ fees payable to the intermediaries as provided for in the Debt UPI Circular, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Tranche III Issue expenses and listing fees will be paid by our Company.

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

(₹ in million)

Activity	Expenses
Fees to intermediaries (Lead Management Fee, brokerage, rating agency, registrar, legal advisors, Debenture Trustees etc.)	130
Advertising and Marketing Expenses	25
Printing and Stationery	15
Total	170

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

Purpose for which there is a requirement of funds

As stated in this section.

Funding plan

NA

Summary of the project appraisal report

NA

Schedule of implementation of the project

NA

2. Monitoring of utilisation of funds

There is no requirement for appointment of a monitoring agency in terms of SEBI Debt Regulations. The Board of Directors of our Company shall monitor the utilisation of the proceeds of the Issue.

Our Company will disclose in the Company’s financial statements for the relevant financial year, the utilisation of the proceeds of the Tranche III Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche III Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue.

3. Interim use of proceeds

The management of the 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 of the proceeds out of the Tranche III Issue for the purposes described above, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board / Committee of Directors of the Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board or any committee thereof from time to time and the same shall be disclosed in the balance sheet as per the provisions of the Companies Act, 2013.

4. Other confirmations

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

The Tranche III Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property.

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

No part of the proceeds from the Tranche III Issue will be utilized for buying, trading or otherwise dealing in equity shares of any other listed company.

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

The 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 the Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

Utilisation of the proceeds of the Tranche III Issue

- (a) All monies received out of the Tranche III Issue shall be credited/ transferred to a separate bank account as referred to in Section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Tranche III Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised.
- (c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies

have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;

- (e) We shall utilize the Tranche III Issue proceeds only upon execution of the Debenture Trust Deed(s) as stated in the Tranche III Prospectus, creation of security as stated in the Tranche III Prospectus, receipt of the listing and trading approval from the Stock Exchange and on receipt of the minimum subscription of 75% of the Base Issue, i.e. ₹ 750 million.
- (f) The Tranche III 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.

ISSUE PROCEDURE

This section applies to all Applicants. Please note that all Applicants are required to ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. An amount equivalent to the full Application Amount will be blocked by the SCSBs in the relevant ASBA Accounts maintained with the SCSB or under UPI mechanism (only for Retail Individual Investors), as the case may be, in the bank account of the Applicants that is specified in the ASBA Form at the time of the submission of the Application Form.

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

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

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

In addition, specific attention is invited to SEBI Circular SEBI/HO/DDHC/CIR/P/2020/233 dated November 23, 2020 (“Debt UPI Circular”), whereby retail individual investor may use the Unified Payment Interface (“UPI”) to participate in the public issue for an amount up to INR 200,000 being conducted on or after January 01, 2021. Retail Individual Investors should note that they may use the UPI mechanism to block funds for application value upto INR 200,000 submitted through the app/web interface of the Stock Exchange or through intermediaries (Lead Brokers, Registered Stockbrokers, Registrar and Transfer agent and Depository Participants).

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

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

THROUGH DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.

Please note that for the purposes of this section, the term “Working Day” shall mean all days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Kochi or Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Issue Period where working days shall mean all days, excluding Saturdays, Sundays and public holidays in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881. 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 Exchange excluding Sundays and bank holidays in Mumbai.

5. Who can apply?

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

Category I

- Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds, pension funds with a minimum corpus of Rs 25 crores, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance Companies registered with IRDA;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non- Banking Financial Company, a nonbanking 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;
- National Investment Fund set up by resolution no. F. No. 2/3/2005 –DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and
- Mutual Funds registered with SEBI.

Category II

- Companies; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Public/ private charitable/ religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners;
- Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons.

Category III

- High Net-worth Individual Investors (“HNIs”) - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all options of NCDs in the Issue

Category IV

- Retail Individual Investors - Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all options of NCDs in the Issue and shall include RIBs, who have submitted bid for an amount not more than INR 200,000 in any of the bidding options in the Tranche III Issue (including Hindu Undivided Families applying through their Karta and does not include Non-Resident Indians) though UPI Mechanism

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 they have obtained the necessary statutory and/or regulatory permissions/consents/ approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Issue.

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue. The information below is given for the benefit of Applicants. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of the Tranche III Prospectus.

6. How to apply?

Availability of the Draft Shelf Prospectus, the Shelf Prospectus, the Tranche III Prospectus, Abridged Prospectus and Application Forms

Please note that there is a single Application Form for all Applicants.

Copies of the Abridged Prospectus containing the salient features of the Draft Shelf Prospectus, Shelf Prospectus, the Tranche III Prospectus together with Application Forms and copies of the Draft Shelf Prospectus and the Shelf Prospectus and the Tranche III Prospectus may be obtained from our Registered Office, the Lead Managers, the Registrar, the Lead Brokers and the Designated Branches of the SCSBs. Additionally the Draft Shelf Prospectus, the Shelf Prospectus and the Tranche III Prospectus and the Application Forms will be available

- (i) for download on the website of BSE at www.bseindia.com, and the website of the Lead Managers at www.edelweissfn.com, www.jmfl.com, www.equirus.com and www.akgroup.co.in.
- (ii) at the designated branches of the SCSB and the Designated Intermediaries at the Syndicate ASBA Application Locations.

Electronic Application Forms will also be available on the website of the Stock Exchange. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Managers and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request.

7. Method of Application

An eligible investor desirous of applying in the Tranche III Issue can make Applications only through the ASBA process.

Applicants intending to subscribe in the Tranche III Issue shall submit a duly filled Application form to any of the Designated Intermediaries. Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIB bidding using the UPI mechanism) to the respective SCSB, where such investor has a bank account and shall not submit it to any non-SCSB bank.

Applicants should submit the Application Form only at the Bidding Centres, i.e. to the respective Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the CRTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as

specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at <http://www.sebi.gov.in>.

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

Designated Intermediaries (other than SCSBs) shall not accept any Application Form from a RIB who is not applying using the UPI Mechanism. For RIBs using UPI Mechanism, the Stock Exchange shall share the bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds.

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

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

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

- 1. Through Self-Certified Syndicate Bank (SCSB) or intermediaries (viz. Lead Brokers, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants)**
 - (a) An investor may submit the bid-cum-application form, with ASBA as the sole mechanism for making payment, physically at the branch of a SCSB, i.e. investor's bank. For such applications, the existing process of uploading of bid on the Stock Exchange bidding platform and blocking of funds in investors account by the SCSB would continue.
 - (b) An investor may submit the completed bid-cum-application form to intermediaries mentioned above along with details of his/her bank account for blocking of funds. The intermediary shall upload the bid on the Stock Exchange bidding platform and forward the application form to a branch of a SCSB for blocking of funds.
 - (c) An investor may submit the bid-cum-application form with a SCSB or the intermediaries mentioned above and use his / her bank account linked UPI ID for the purpose of blocking of funds, if the application value is INR 200,000 or less. The intermediary shall upload the bid on the Stock Exchange bidding platform. The application amount would be blocked through the UPI mechanism in this case.
- 2. Through Stock Exchange**
 - (a) An investor may submit the bid-cum-application form through the App or web interface developed by Stock Exchange (or any other permitted methods) wherein the bid is automatically uploaded onto the Stock Exchange bidding platform and the amount is blocked using the UPI Mechanism.

- (b) The Stock Exchange has extended its web-based platform i.e. 'BSEDirect' to facilitate investors to apply in public issues of debt securities through the web based platform and Mobile App with a facility to block funds through Unified Payments Interface (UPI) mechanism for application value upto INR 200,000. To place bid through 'BSEDirect' platform/ Mobile App the eligible investor is required to register himself/ herself with BSE Direct.
- (c) An investor may use the following links to access the web-based interface developed by the Stock Exchange to bid using the UPI Mechanism: BSE: <https://www.bsedirect.com>.
- (d) The BSE Direct mobile application can be downloaded from play store in android phones. Kindly search for 'BSEdirect' on Google Playstore for downloading mobile applications.
- (e) For further details on the registration process and the submission of bids through the App or web interface, the Stock Exchange have issued operational guidelines and circulars available at BSE: <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20201228-60>, and <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=2020122-61>.

8. Application Size

Each Application should be for a minimum of 10 NCDs and in multiples of one NCD thereafter for all options of NCDs, as specified in the Tranche III Prospectus.

APPLICATIONS BY VARIOUS APPLICANT CATEGORIES

9. Applications by Mutual Funds

Pursuant to the SEBI circular **SEBI/HO/IMD/DF2/CIR/P/2019/104** dated October 1, 2019 dated February 22, 2017 ("SEBI Circular 2019"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 10% of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. However the overall exposure in HFCs shall not exceed the sector exposure limit of 20% of the net assets of the scheme. Further, the group level limits for debt schemes and the ceiling be fixed at 10% of net assets value extendable to 15% of net assets value after prior approval of the board of trustees.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (iii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

10. Application by Scheduled Banks, Co-operative Banks and RRBs

Scheduled Banks, Co-operative Banks and RRBs can apply in a relevant Tranche Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) a board resolution authorising investments; and (ii) a letter of authorisation. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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.

11. Application by Insurance Companies

In case of Applications for Allotment of the NCDs made by an Insurance Company, a certified copy of its certificate of registration issued by IRDA must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) its Memorandum and Articles of Association; (ii) a power of attorney (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 for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

12. Applications by Alternative Investments Funds

Applications made by an Alternative Investments Fund eligible to invest in accordance with the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012, must be accompanied by certified true copies of: (i) the SEBI registration certificate of such Alternative Investment Fund; (ii) a resolution authorising the investment and containing operating instructions; and (iii) specimen signatures of authorised persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason thereof. Alternative Investment Funds applying for Allotment of the NCDs shall at all time comply with the conditions for categories as per their SEBI registration certificate and the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012.

13. Applications by Trusts

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

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

Applications by Public Financial Institutions or statutory corporation for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

15. Applications made by companies, bodies corporate and societies registered under the applicable laws in India

Applications made by companies, bodies corporate and registered societies for Allotment of the NCDs must be accompanied by

certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

16. Indian scientific and/ or industrial research organizations, which are authorized to invest in the NCDs

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

17. Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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

In case of Applications made pursuant to a power of attorney by Applicants from Category I, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

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

In case of physical ASBA Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company, in consultation with the Lead Managers, reserves the right to reject such Applications.

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Managers may deem fit.

19. Applications by provident funds, pension funds with a minimum corpus of Rs 25 crores, superannuation funds and gratuity funds which are authorized to invest in the NCDs

Applications by provident funds, pension funds with a minimum corpus of Rs. 25 crores, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered

instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

20. Applications by National Investment Funds

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

21. Applications cannot be made by:

- (a) Minors without a guardian name (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form);
- (b) Foreign nationals;
- (c) Persons resident outside India;
- (d) Foreign Institutional Investors;
- (e) Non Resident Indians;
- (f) Qualified Foreign Investors;
- (g) Overseas Corporate Bodies;
- (h) Foreign Venture Capital Funds;
- (i) Persons ineligible to contract under applicable statutory/ regulatory requirements.

The Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchange by the Designated Intermediaries.

22. APPLICATIONS FOR ALLOTMENT OF NCDs

Submission of Applications

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

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by and/ or uploaded by and/ or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Tranche III Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount payable on Application has been blocked in the relevant ASBA Account. The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (<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 Members of 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. The list of Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated CRTA Locations, respective lists of which, including details

such as address and telephone number, are available at the websites of the Stock Exchange at www.bseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Applications can be submitted through either of the following modes:

- (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 Applicant'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.

An Applicant may submit the Application Form with a Designated Intermediary and use his/ her bank account linked UPI ID for the purpose of blocking of funds, if the application value is INR 200,00 or less. The application amount would be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant in this case.

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

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

Upon receipt of the Application Form by the Designated Intermediaries, an acknowledgement shall be issued by the relevant Designated Intermediary, giving the counter foil of the Application Form to the Applicant as proof of having accepted the Application. Thereafter, the details of the Application shall be uploaded in the electronic system of the Stock Exchange and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Collection Center, named by such SCSB to accept such Applications from the Designated Intermediaries (a list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>). Upon receipt of the Application Form, the relevant branch of the SCSB shall perform verification procedures including verification of the Applicant's signature with his bank records and check if sufficient funds equal to the Application Amount are available in the ASBA

Account, as mentioned in the Application Form.

In case of an Application not involving an Application by an RIB through UPI Mechanism, if sufficient funds are not available in the ASBA Account, the relevant Application Form is liable to be rejected. If sufficient funds are available in the ASBA Account, the relevant branch of the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form. The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Tranche III Issue or until withdrawal/ rejection of the Application Form, as the case may be.

In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is INR 200,000 or less, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant and the Designated Intermediary shall upload the Application on the bidding platform developed by the Stock Exchange. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the bid will automatically be uploaded onto the Stock Exchange bidding platform and the amount will be blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Applicants must note that:

- (a) Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Designated Intermediaries (other than Trading Members of the Stock Exchange) at the respective Collection Centers; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Tranche III Issue Opening Date. Physical Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the electronic version of the Tranche III 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 Applications directly from Applicants only during the Tranche III Issue Period. The SCSB shall not accept any Application directly from Applicants after the closing time of acceptance of Applications on the Tranche III Issue Closing Date. However, the relevant branches of the SCSBs at Specified Locations can accept Application Forms from the Designated Intermediaries, after the closing time of acceptance of Applications on the Tranche III Issue Closing Date, if the Applications have been uploaded. For further information on the Tranche III Issue programme, please refer to "Issue Structure" on page 98 of the Tranche III Prospectus
- (c) Physical Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

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

Payment instructions

In case of an Application not involving an Application by an RIB through UPI Mechanism, an Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a

Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is INR 200,000 or less, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the Application Amount will be blocked using the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Upon receipt of intimation from the Registrar to the Tranche III Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Tranche III Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Tranche III Issue or until rejection of the Application, as the case may be.

For further details please refer Tranche III Prospectus.

23. Submission of Direct Online Applications

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

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

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

24. Payment instructions

In case of an Application not involving an Application by an RIB through UPI Mechanism, an Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. In case of Application involving an Application by an RIB through UPI Mechanism, if an Applicant submits the Application Form with a Designated Intermediary and uses his/ her bank account linked UPI ID for the purpose of blocking of funds, where the application value is INR 200,000 or less, the Application Amount will be blocked through the UPI Mechanism once the mandate request has been successfully accepted by the Applicant. If an Applicant submits the Application Form through the application or web interface developed by Stock Exchange, the Application Amount will be blocked using

the UPI Mechanism once the mandate request has been successfully accepted by the Applicant.

Upon receipt of intimation from the Registrar to the Tranche III Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Tranche III Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Tranche III Issue or until rejection of the Application, as the case may be.

25. Additional information for Applicants

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

Additional Instructions for RIBs using the UPI mechanism:

1. Before submission of the Application Form with the Designated Intermediary, a RIB shall download the Mobile App for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the Application Amount is available.
2. The RIB shall fill in the bid details in the Application Form along with his/ her bank account linked UPI ID and submit the Application with any of the Designated Intermediaries or through the stock exchanges App/ Web interface.
3. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the Stock Exchange(s) bidding platform using appropriate protocols.
4. Once the bid has been entered in the bidding platform, the Stock Exchange(s) shall undertake validation of the PAN and Demat account combination details of the Applicant with the depository.
5. The depository shall validate the aforesaid PAN and demat account details on a near real time basis and send response to Stock Exchange(s) which would be shared by the Stock Exchange(s) with the Designated Intermediaries through its platform, for corrections, if any.
6. Once the bid details are uploaded on the Stock Exchange(s) platform, the Stock Exchange(s) shall send an SMS to the investor regarding submission of his / her Application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next Working Day.
7. Post undertaking validation with the Depository, the Stock Exchange(s) shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank.
8. The Sponsor Bank shall initiate a mandate request on the Applicant i.e. request the Applicant to authorize blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment.
9. The request raised by the Sponsor Bank, would be electronically

received by the Applicant as a SMS / intimation on his / her mobile no. / Mobile App, associated with the UPI ID linked bank account.

10. The RIB shall be able to view the amount to be blocked as per his / her bid in such intimation. The Applicant will be able to view an attachment wherein the bid details submitted by such Applicant will be visible. After reviewing the details properly, the Applicant shall be required to proceed to authorize the mandate. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the Tranche III Issue.
11. The RIB is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the Tranche III Issue Period or any other modified closure date of the Tranche III Issue Period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next Working Day.
12. The RIB shall not be allowed to add or modify the bid(s) of the Application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the Applicant can withdraw the bid(s) and reapply.
13. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 (T being the Tranche III Issue Closing Date) modification session, such bids will be sent to Sponsor Bank for further processing by the Exchange on T+1 (T being the Issue Closing Date) day till 1 pm.
14. The facility of Re-initiation/ Resending the UPI mandate shall be available only till 5 pm on the day of bidding.
15. Upon successful validation of block request by the Applicant, as above, the said information would be electronically received by the Applicant's bank, where the funds, equivalent to the Application Amount, would get blocked in the Applicant's account. Intimation regarding confirmation of such block of funds in the Applicant's account would also be received by the RIB.
16. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange(s). The block request status would also be displayed on the Stock Exchange(s) platform for information of the Designated Intermediary.
17. The information received from Sponsor Bank, would be shared by Stock Exchange(s) with the Registrar in the form of a file for the purpose of reconciliation.
18. Post closure of the Tranche III Issue, the Stock Exchange(s) shall share the bid details with the Registrar to the Tranche III Issue. Further, the Stock Exchange(s) shall also provide the Registrar to the Issue, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.

26. Filing of the Shelf Prospectus and Tranche Prospectus with ROC

A copy of the Shelf Prospectus dated October 22, 2020 was filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013. A copy of the Tranche III Prospectus shall be filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013.

27. Pre-Issue Advertisement

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

INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM

28. General Instructions

A. General instructions for completing the Application Form

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

instructions provided in the Application Form. Not more than five Applications can be made from one single ASBA Account;

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

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

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

B. Applicant's Beneficiary Account Details

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

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

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of Secured NCDs pursuant to the Issue will be made into the accounts of such Applicants.

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

C. Permanent Account Number

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

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

D. Joint Applications

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

E. Additional/Multiple Applications

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

for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

Process for Application submitted with UPI as mode of payment

1. Before submission of the Application with the Designated Intermediary, the Applicant would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
2. An Applicant shall fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediaries or through the stock exchange app/ web interface, or any other methods as may be permitted.
3. The Designated Intermediary, upon receipt of form, shall upload the bid details along with the UPI ID on the stock exchange bidding platform using appropriate protocols.
4. Once the bid has been entered in the bidding platform, the Stock Exchange shall undertake validation of the PAN and Demat account combination details of the Applicant with the Depository.
5. The Depository shall validate the aforesaid PAN and Demat account details on a near real time basis and send response to Stock Exchange which would be shared by stock exchange with Designated Intermediary through its platform, for corrections, if any.
6. Once the bid details are uploaded on the Stock Exchange platform, the Stock Exchange shall send an SMS to the Applicant regarding submission of his / her Application, at the end of day, during the bidding period. For the last day of bidding, the SMS may be sent the next working day.
7. Post undertaking validation with the Depository, the Stock Exchange shall, on a continuous basis, electronically share the bid details along with investors UPI ID, with the Sponsor Bank.
8. The Sponsor Bank shall initiate a mandate request on the Applicant.
9. The request raised by the Sponsor Bank, would be electronically received by the investor as a SMS / intimation on his / her mobile no. / Mobile App, associated with the UPI ID linked bank account.
10. The investor shall be able to view the amount to be blocked as per his / her bid in such intimation. The investor shall be able to view an attachment wherein the public issue bid details submitted by investor will be visible. After reviewing the details properly, the investor shall be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the public issue.
11. An investor is required to accept the UPI mandate latest by 5 pm on the third working day from the day of bidding on the stock exchange platform except for the last day of the issue period or any other modified closure date of the issue period in which case, he / she is required to accept the UPI mandate latest by 5 pm the next working day.
12. An investor shall not be allowed to add or modify the bid(s) of the application except for modification of either DP ID/Client ID, or PAN ID but not both. However, the investor can withdraw the bid(s) and reapply.
13. For mismatch bids, on successful validation of PAN and DP ID/ Client ID combination during T+1 modification session, such bids will be sent to Sponsor Bank for further processing by the Stock Exchange on T+1 day till 1 PM.
14. The facility of re-initiation/ resending the UPI Mandate shall be available only till 5 pm on the day of bidding.
15. Upon successful validation of block request by the investor, as above, the said information would be electronically received by the investors' bank, where the funds, equivalent to application amount, would get blocked in investors account. Intimation regarding confirmation of such block of funds in investors account would also be received by the investor.
16. The information containing status of block request (e.g. accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with the Stock Exchange. The block request status would also be displayed on the Stock Exchange platform for information of the intermediary.
17. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
18. Post closure of the offer, the Stock Exchange shall share the bid details with RTA. Further, the Stock Exchange shall also provide the RTA, the final file received from the Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID.
19. The allotment of NCDs shall be done as per SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013.
20. The RTA, based on information of bidding and blocking received from the Stock Exchange, shall undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.
21. Upon approval of the basis of allotment, the RTA shall share the 'debit' file with Sponsor bank (through Stock Exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the investor's account. The Sponsor Bank, based on the mandate approved by the investor at the time of blocking of funds, shall raise the debit / collect request from the investor's bank account, whereupon funds will be transferred from investor's account to the public issue account and remaining funds, if any, will be unblocked without any manual intervention by investor or their bank.
22. Upon confirmation of receipt of funds in the public issue account, the securities would be credited to the investor's account. The investor will be notified for full/partial allotment. For partial allotment, the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the investor.
23. Thereafter, Stock Exchange will issue the listing and trading approval.
24. Further, in accordance with the Operational Instructions and Guidelines for Making Application for Public Issue of Debt Securities through BSEDirect issued by BSE on December 28, 2020 the investor shall also be responsible for the following:
 - (a) Investor shall check the Issue details before placing desired bids;
 - (b) Investor shall check and understand the UPI mandate acceptance and block of funds process before placing the bid;
 - (c) The receipt of the SMS for mandate acceptance is dependant upon the system response/ integration of UPI on Debt Public Issue System;
 - (d) Investor shall accept the UPI Mandate Requests within the stipulated timeline;
 - (e) Investor shall note that the transaction will be treated as completed only after the acceptance of mandates by the investor by way of authorising the transaction by entering their UPI pin and successfully blocking funds through the ASBA process by the investor's bank;
 - (f) Investor shall check the status of their bid with respect to the mandate acceptance and blocking of funds for the completion of the transaction; and

- (g) In case the investor does not accept the mandate within stipulated timelines, in such case their bid will not be considered for allocation.

Do's and Don'ts

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

29. Do's

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

- PAN as the Application is liable to be rejected on this ground;
14. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;
 15. Ensure that the Applications are submitted to the Designated Intermediaries, or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Tranche III Issue Closing Date. For further information on the Tranche III Issue programme, please refer to "Issue Structure" on page 98 of the Tranche III Prospectus.
 16. Permanent Account Number: Except for Application (i) on behalf of the central or state government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the central or state government and officials appointed by the courts and for investors residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.
 17. Retail individual investors using the UPI Mechanism to ensure that they submit bids upto the application value of INR 2,00,000;
 18. Investor using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form;
 19. Investors bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue and submit the application with any of the intermediaries or through the Stock Exchange(s) app/ web interface;
 20. Ensure that you have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Application Form;
 21. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment;
 22. Retail Individual Investors submitting Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application are listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40
 23. 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;
 24. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form.

In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used

solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

SEBI Circular No. CIR/DDHS/P/121/2018 dated August 16, 2018 stipulating the time between closure of the Issue and listing at 6 (six) Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.

30. 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 submit an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Tranche III 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, UPI ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
13. Do not submit Application Forms to a Designated Intermediary at a location other than Collection Centers;
14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
15. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by persons resident outside India, NRI (inter-alia including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/ citizens of the USA, and/or, (iv) subject to any taxation laws of the USA);
16. Do not make an application of the NCD on multiple copies taken of a single form;
17. Do not submit an Application Form using UPI ID, if the Application is for an amount more than INR 2,00,000;
18. Do not submit a bid using UPI ID, if you are not a Retail Individual Investor;
19. Do not apply through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/or mobile applications which are not mentioned in the list provided in the SEBI;

20. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue; and
21. Do not submit more than five Application Forms per ASBA Account.

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

Please refer to “Rejection of Applications” on page 137 of the Tranche III Prospectus for information on rejection of Applications.

31. TERMS OF PAYMENT

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

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

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

Payment mechanism for Direct Online Applicants

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

32. SUBMISSION OF COMPLETED APPLICATION FORMS

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

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

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

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

33. Electronic Registration of Applications

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

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

(b) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of the Designated Intermediaries and the SCSBs during the Tranche III Issue Period. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Tranche III Issue Closing Date. On the Tranche III 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 Tranche III Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Tranche III Issue programme, please refer to "Issue Structure" on page 98 of the Tranche III Prospectus.

(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)
- Number of NCDs applied for
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Bank account number
- Application amount

(d) With respect to Applications submitted to the Designated Intermediaries at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:

- Application Form number
- PAN (of the first Applicant, in case of more than one Applicant)
- Investor category and sub-category
- DP ID
- Client ID
- UPI ID (if applicable)
- Number of NCDs applied for
- Price per NCD
- Bank code for the SCSB where the ASBA Account is maintained
- Location
- Application amount

(e) A system generated acknowledgement will be given to the Applicant as a proof of the registration of each Application. It is the Applicant's responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

(f) Applications can be rejected on the technical grounds listed on page 137 of the Tranche III Prospectus or if all required information is not provided or the Application Form is incomplete in any respect.

(g) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management

or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Tranche III Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.

- (h) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment. The Lead Managers, Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the, Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche III Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche III Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

34. REJECTION OF APPLICATIONS

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

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

- (i) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (ii) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicant's ASBA Account maintained with an SCSB;
- (iii) Applications not being signed by the sole/joint Applicant(s);
- (iv) Investor Category in the Application Form not being ticked;
- (v) Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- (vi) Applications where a registered address in India is not provided for the Applicant;
- (vii) In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s);
- (viii) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- (ix) PAN not mentioned in the Application Form, except for Applications by or on behalf of the central or state government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;
- (x) DP ID, UPI ID (if applicable) and Client ID not mentioned in the Application Form;
- (xi) GIR number furnished instead of PAN;
- (xii) Applications by OCBs;
- (xiii) Applications for an amount below the minimum application size;
- (xiv) Submission of more than five Application per ASBA Account;
- (xv) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- (xvi) Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;
- (xvii) Applications accompanied by Stockinvest/ cheque/ money order/ postal order/ cash;
- (xviii) Signature of sole Applicant missing, or, in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);
- (xix) Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
- (xx) Date of birth for first/sole Applicant (in case of Category III) not mentioned in the Application Form.
- (xxi) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant
- (xxii) Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained;
- (xxiii) Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediaries, as the case may be;
- (xxiv) Applications not having details of the ASBA Account to be blocked;
- (xxv) In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- (xxvi) Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- (xxvii) SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
- (xxviii) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- (xxix) Authorization to the SCSB for blocking funds in the ASBA Account not provided or acceptance of UPI Mandate Request raised has not been provided;
- (xxx) Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- (xxxi) Applications by any person outside India;
- (xxxii) Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;
- (xxxiii) Applications not uploaded on the online platform of the Stock Exchange;
- (xxxiv) Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- (xxxv) Application Forms not delivered by the Applicant within the

time prescribed as per the Application Form and the Shelf Prospectus and as per the instructions in the Application Form, the Draft Shelf Prospectus, the Shelf Prospectus, and the Tranche III Prospectus;

- (xxxvi) 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;
- (xxxvii) Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;
- (xxxviii) Applications providing an inoperative demat account number;
- (xxxix) Applications submitted to the Designated Intermediaries, at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and Applications submitted directly to the Public Issue Account Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- (xl) Category not ticked;
- (xli) Forms not uploaded on the electronic software of the Stock Exchange; and/or
- (xlii) In case of cancellation of one or more orders within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

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

35. Mode of making refunds

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within 5 (five) Working Days of the Tranche III Issue Closing Date.

Our Company and the Registrar shall credit the allotted NCDs to the respective beneficiary accounts, within 5 (five) Working Days from the Tranche III Issue Closing Date.

Further,

- (a) Allotment of NCDs in the Issue shall be made within a time period of 4 (four) Working Days from the Tranche III Issue Closing Date;
- (b) Credit to dematerialised accounts will be given within one Working Day from the Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund has not been effected within 5 (five) Working Days from the Tranche III Issue Closing Date, for the delay beyond 5 (five) Working Days; and
- (d) Our Company will provide adequate funds to the Registrar for this purpose.

36. Retention of oversubscription

The base issue size of the Tranche III Issue is ₹ 1,000 million. Our Company shall have the option to retain oversubscription up to ₹ 16,000 million, aggregating to ₹ 17,000 million.

37. Basis of Allotment

The Registrar to the Issue will aggregate the Applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid Applications for the purpose of drawing the Basis of Allotment. Grouping of the Applications received will be then done in the following manner:

Grouping of Applications and allocation ratio

For the purposes of the basis of allotment:

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

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

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

38. Basis of Allotment for Secured NCDs

Allocation Ratio:

Institutional Portion	Non-Institutional Portion	High Net Worth Individual Investors Portion	Retail Individual Investors Portion
10%	10%	30%	50%

(a) *Allotments in the first instance:*

- (i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated Secured NCDs upto 10% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- (ii) Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated Secured NCDs upto 10% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- (iii) Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated Secured NCDs upto 30% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;
- (iv) Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated Secured NCDs upto 50% of Overall Tranche III Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange.

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with Stock Exchange, in each Portion subject to the Allocation Ratio indicated at the section titled “Issue Procedure – Basis of Allotment – Allotments in the first instance” at page 140 of the Tranche III Prospectus.

As per the SEBI circular dated October 29, 2013, the allotment in the Tranche III Issue is required to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

- (b) Under Subscription: If there is any under subscription in any Category, priority in Allotments will be given to the Retail Individual Investors Portion, High Net Worth Individual Investors Portion, and balance, if any, shall be first made to applicants of the Non Institutional Portion, followed by the Institutional Portion on a first come first serve basis, on proportionate basis.
- (c) For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where Secured NCDs uploaded into the platform of the Stock Exchange on a particular date exceeds Secured NCDs to be Allotted for each portion respectively.
- (d) Minimum Allotments of 1 Secured NCD and in multiples of 1 Secured NCD thereafter would be made in case of each valid Application to all Applicants.
- (e) Allotments in case of oversubscription: In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the Secured NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of Secured NCDs to the applicants on the date of oversubscription (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion).
- (f) Proportionate Allotments: For each Portion, on the date of oversubscription:
- (i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.
 - (ii) If the process of rounding off to the nearest integer results in the actual allocation of Secured NCDs being higher than the Tranche III Issue size, not all Applicants will be allotted the number of Secured NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference.
 - (iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalised by draw of lots in a fair and equitable manner.
- (g) Applicant applying for more than one Options of Secured NCDs: If an Applicant has applied for more than one Option of Secured NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of Secured NCDs applied for, the Option-wise allocation of Secured NCDs to such Applicants shall be in proportion to the number of Secured NCDs with respect to each Options, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with the Lead Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the eight Options and in case such Applicant cannot be allotted all the eight series, then the Applicant would be allotted Secured NCDs, at the discretion of the Company, the Registrar and the Lead Managers wherein the Secured NCDs with the least tenor i.e. Allotment of Secured NCDs with tenor of 26 months followed by Allotment of Secured NCDs with tenor of 38 months.
- (h) Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications: The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to

unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche III Issue Closing Date.

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

Our Company would allot Option IV Secured NCDs to all valid applications, wherein the applicants have selected only Secured NCDs, but have not indicated their choice of the relevant options of the Secured NCDs (Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII or Option VIII).

Applications where the Application Amount received is greater than the minimum Application Amount, and the Application Amount paid does not tally with the number of NCDs applied for may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹ 1,000.

39. Investor Withdrawals and Pre-closure

Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Tranche III Issue Closing Date.

Pre-closure: Our Company, in consultation with the Lead Managers reserves the right to close the Tranche III Issue at any time prior to the Tranche III Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Issue i.e. ₹ 750 million before the Tranche III Issue Closing Date. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

Further, the Tranche III Issue will also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Issue, i.e., INR 750 Million, before the Tranche III Issue Closing Date.

In the event of such early closure of the Tranche III Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the relevant Issue Closing Date of the Tranche III Issue, 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.

40. ISSUANCE OF ALLOTMENT ADVICE

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

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

Allotment Advices shall be issued, or Application Amount shall be unblocked within 6 (six) Working Days from the Tranche III Issue Closing Date or such lesser time as may be specified by SEBI or else the Application Amount shall be unblocked in the ASBA Accounts of the Applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

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

41. Revision of Applications

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

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

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

42. Depository Arrangements

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

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

- (i) Tripartite Agreements dated December 8, 2010, and letter of extension dated March 14, 2011 and August 25, 2006, between us, the Registrar and CDSL and NSDL, respectively have been executed, for offering depository option to the Applicants.
- (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) Secured 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 the Tranche III Issue.
- (vi) It may be noted that Secured 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 Secured NCDs held in dematerialized form would be paid to those Secured NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those Secured NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a

period of 30 days.

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

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

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

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

43. Communications

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

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

44. 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.

45. Undertaking by the Issuer

Statement by the Board:

- (a) All monies received pursuant to the Issue of Secured NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;
- (c) Details of all unutilised monies out of issue of Secured NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;
- (e) We shall utilize the Issue proceeds only upon allotment of the Secured NCDs, execution of the Debenture Trust Deed as stated in the Tranche III Prospectus and on receipt of the minimum

subscription of 75% of the Base Issue, i.e., INR 750 Million, and receipt of listing and trading approval from the Stock Exchange.

- (f) The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property.
- (g) The allotment letter shall be issued, or Application Amount shall be unblocked within 6 Working Days from the closure of the Issue or such lesser time as may be specified by SEBI, or else the Application Amount shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period;

Other Undertakings by our Company

Our Company undertakes that:

- (a) Complaints received in respect of the Issue 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 Secured NCDs are outstanding;
- (c) Our Company will take necessary steps for the purpose of getting the Secured NCDs listed within the specified time, i.e., within 6 Working Days of the Tranche III Issue Closing Date;
- (d) Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue;
- (e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee;
- (f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Tranche III Issue as contained in the Tranche III Prospectus;
- (g) the assets on which charge is proposed to be created in the Tranche III Issue are free from any encumbrances and in case the assets are already charged to secure existing secured borrowings of the Company, the permission or consent to create a pari-passu charge on our Company's assets has already been obtained from all existing secured creditors;
- (h) it has created a recovery expense fund in the manner specified by the Board and informed the Debenture Trustee about such fund;
- (i) the charge created on the assets of the Company shall be registered with the sub-registrar, RoC, CERSAI, Depositories, as applicable, within 30 days of creation of such charge;
- (j) the NCDs shall be considered as secured only if the charged assets are registered with the sub-registrar or RoC or CERSAI or Depositories, as applicable or is independently verifiable by the Debenture Trustee; and
- (k) it shall disclose the complete name and address of the Debenture Trustee in its annual report.

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

46. Utilisation of Application Amounts

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

47. Impersonation

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

“Any person who:

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

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

48. Listing

The NCDs proposed to be offered in pursuance of the Draft Shelf Prospectus, the Shelf Prospectus and the Tranche III Prospectus will be listed on 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 the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Tranche III Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 6 (six) Working Days from the date of closure of the Tranche III 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.

Guarantee/Letter of Comfort

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

TERMS OF THE ISSUE

49. Authority for the Issue

At the meeting of the Board of Directors of our Company, held on February 14, 2020, the Directors approved the issuance to the public of secured redeemable non-convertible debentures of face value ₹ 1,000 each and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 million.

The issue of Secured NCDs of face value of ₹ 1,000.00 each for an amount upto ₹ 40,000 million (“**Shelf Limit**”) in one or more tranches, hereinafter called the “**Issue**” is approved by NCD Committee meeting dated September 30, 2020.

The present Tranche III Issue through the Tranche III Prospectus of Secured NCDs with a Base Issue size of ₹ 1,000 million, with an option to retain oversubscription up to an amount of ₹ 16,000 million, aggregating up to ₹ 17,000 million, was approved by the NCD Committee at its meeting dated March 31, 2021.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' vide their resolution dated September 30, 2020.

50. Principal terms and conditions of the Tranche III Issue

The NCDs being offered as part of the Tranche III Issue are subject to the provisions of the SEBI Debt Regulations and the relevant provisions of the Companies Act, 2013, as on the date of the Tranche III Prospectus, our Memorandum and Articles of Association, the terms of the Tranche III Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/ the GoI/ Stock Exchange/ RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

51. Ranking of the Secured NCDs

The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of a first pari passu charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future. The Secured NCDs proposed to be issued under the Tranche III 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. The Company is required to obtain permissions / consents from the prior creditors in favour of the debenture trustee for creation of such *pari passu* charge. The Company had applied to the prior creditors for such permissions / consents and has obtained all permissions / consents from such creditors thereby enabling it to undertake the Issue.

52. Investment in relation to maturing debentures

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any listed company that intends to issue debentures to the public must, on or before the 30th day of April of each year, in respect of such publicly issued debentures, invest an amount not less than 15% of the amount of the debentures maturing during the financial year which is ending on the 31st day of March of the next year, in any one or more of the following methods: (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 under section 20 of the Indian Trusts Act, 1882; or (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. Such invested amount shall not be used for any purpose other than for redemption for debentures maturing during the financial year which is ending on the 31st day of March of the next year. Further, the invested amount shall not, at any time, fall below 15% of the amount of the debentures maturing in such financial year.

53. Face Value

The face value of each of the Secured NCDs shall be ₹ 1,000.00.

54. NCD Holder not a shareholder

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

55. Rights of the Secured NCD Holders

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

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013 to the extent applicable as on the date of the Tranche III Prospectus, confer upon the Secured NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. In terms of section 136 of the Companies Act, the Secured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the registered office of the Company during business hours.
2. Subject to applicable statutory/ regulatory requirements, 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 concerned Secured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.
3. In case of Secured NCDs held in (i) dematerialised form, the person for the time being appearing in the register of beneficial

owners of the Depository; and (ii) physical form, 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 Secured NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such Secured NCD 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, applicable provisions of the Companies Act, 2013, our Memorandum and Articles of Association, the terms of the Tranche III Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of 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 Secured NCDs in physical form, a register of debenture holders will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. 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 of beneficial owners 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 debenture holders for this purpose. The same shall be maintained at the Registered Office of the Issuer under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders as given thereunder.
6. Subject to compliance with RBI requirements, Secured NCDs can be rolled over only with the consent of the Secured NCD Holders of at least 75% of the outstanding amount of the Secured NCDs after providing 15 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the Secured NCD Holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of the Tranche III Prospectus, the Shelf Prospectus and the Debenture Trust Deed.

56. 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, i.e., INR 750 Million. If our Company does not receive the minimum subscription of 75% of the Base Issue within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for

making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

57. Market Lot and Trading Lot

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

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

Allotment in the Tranche III Issue will be in electronic form in multiples of one NCD. For details of Allotment see the section titled "Issue Procedure" at page 118 of the Tranche III Prospectus.

58. Nomination facility to NCD Holders

In accordance with Section 72 of the Companies Act, 2013, the sole NCD Holder or first NCD Holder, along with other joint NCD Holders (being individual(s)) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the NCDs. A person, being a nominee, becoming entitled to the NCDs by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD. Where the nominee is a minor, the NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of the NCD Holder's death, during the minority of the nominee. A nomination shall stand rescinded upon sale of the NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCDs are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such NCD Holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office, at such other addresses as may be notified by us, or at the office of the Registrar to the Issue or the transfer agent.

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

In accordance with the Section 72 read with Rules under Chapter IV of Companies Act, 2013, any person who becomes a nominee by virtue of the above said Section, shall upon the production of such evidence as may be required by our Board, elect either:

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

NCD Holders who are holding NCDs in dematerialised form need not make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the NCD Holder will prevail. If the NCD Holders require to changing their nominations, they are requested to inform their respective Depository Participant.

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

A person, being a nominee, becoming entitled to Secured NCDs by reason of the death of the Secured 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 Secured NCD Holder except that he shall not, before being registered as a Secured NCD Holder in respect of such Secured NCDs, be entitled in respect of these Secured NCDs to exercise any right conferred by subscription to the same in relation to meetings of the Secured 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 Secured 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 Secured NCDs, until the requirements of the notice have been complied with.

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

Since the allotment of Secured 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.

59. Succession

Where NCDs are held in joint names and one of the joint NCD Holder 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 NCDs. In the event of demise of the sole or first holder of the NCDs, 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 NCDs 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. Our Directors, the Board, any committee of the Board or any other person authorised by the Board in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach the Company to register his name as successor of the deceased NCD holder. He shall approach the respective Depository Participant of the NCD Holder for this purpose and submit necessary documents as required by the Depository Participant. Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

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

60. Jurisdiction

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

61. TRANCHE III ISSUE PROGRAMME

TRANCHE III ISSUE OPENS ON	April 08, 2021
TRANCHE III ISSUE CLOSES ON	April 29, 2021

The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated in the Tranche III Prospectus, except that the Tranche III Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Committee. In the event of such an early closure or extension of subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure.

Application 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 BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche III Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche III Issue Closing Date and, not later than 3.00 p.m. (Indian Standard Time) on the Tranche III Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche III Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Tranche III Issue. Application Forms will only be accepted on Working Days during the Tranche III Issue Period. Neither our Company, nor the Members of the Syndicate are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in the Tranche III Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

62. Restriction on transfer of NCDs

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI requirements and/or as provided in our Articles of Association. Please see the section titled "Summary of the Key Provisions of the Articles of Association" at page 254 of the Shelf Prospectus.

63. Interest and Payment of Interest

For avoidance of doubt, with respect to Option I and Option II for Secured NCDs where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

With respect to Option III and Option IV where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCDs. The last interest payment under Annual options will be made at the time of redemption of the Secured NCDs..

A. Interest

In case of Option I Secured NCDs, interest would be paid on a monthly basis at 6.85% per annum to Category I and Category II investors and 7.10% per annum to Category III and Category IV investors. Option I Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 38 months from the Deemed Date of Allotment.

In case of Option II Secured NCDs, interest would be paid on a monthly

basis at 7.35% per annum to Category I and Category II investors and 7.60% to Category III and Category IV investors. Option II Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

In case of Option III Secured NCDs, interest would be paid on an annual basis at 6.60% per annum to Category I and Category II investors and 6.85% per annum to Category III and Category IV Investors. Option III Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 26 months from the Deemed Date of Allotment.

In case of Option IV Secured NCDs, interest would be paid on an annual basis at 7.10% per annum to Category I and Category II investors and 7.35% per annum to Category III and Category IV investors. Option IV Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 38 months from the Deemed Date of Allotment.

In case of Option V Secured NCDs, interest would be paid on an annual basis at 7.60% per annum to Category I and Category II investors and 7.85% per annum to Category III and Category IV investors. Option V Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

In case of Option VI Secured NCDs, interest would be paid on an annual basis at 8.00% per annum to Category I and Category II investors and 8.25% per annum to Category III and Category IV investors. Option VI Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months from the Deemed Date of Allotment.

Option VII Secured NCDs shall be redeemed at ₹ 1,243.02 for Category I and Category II Investors and at ₹ 1,252.26 for Category III and Category IV Investors at the end of 38 months from the Deemed Date of Allotment.

Option VIII Secured NCDs shall be redeemed at ₹ 1,442.32 for Category I and Category II Investors and at ₹ 1,459.15 for Category III and Category IV Investors at the end of 60 months from the Deemed Date of Allotment.

If the date of interest payment falls on the second or fourth Saturday of any month, Sunday or a public holiday in Kochi or Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a holiday. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Please note that in case the Secured NCDs are transferred and/ or transmitted in accordance with the provisions of the Tranche III Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such Secured NCDs or the deceased holder of Secured NCDs, as the case may be, shall be entitled to any interest which may have accrued on the Secured NCDs subject to such Transferee holding the Secured NCDs on the Record Date.

Taxation

As per clause (ix) of Section 193 of the IT Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed Secured NCDs held in the dematerialised form.

However in case of Secured NCDs held in physical form on account of rematerialisation, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such Secured

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

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

Payment of Interest

For Secured NCDs subscribed under Option I and Option II, interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. On Option III, Option IV, Option V and Options VI, the relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCD and the last interest payment under annual Options will be made at the time of redemption of the Secured NCDs. The last interest payment for Secured NCDs subscribed under Option I, Option II, Option III, Option IV, Option V and Option VI will be made at the time of redemption of the Secured NCD.

On Option VII and Option VIII, NCDs shall be redeemed at the end of 38 months and 60 months from the Deemed Date of Allotment.

Amount of interest payable shall be rounded off to the nearest Rupee. If the date of interest payment falls on the second or fourth Saturday on any month, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a holiday. Payment of interest would be subject to the deduction as prescribed in the IT Act or any statutory modification or re-enactment thereof for the time being in force.

Interest for each of the interest periods shall be calculated, on the face value of principal outstanding on the Secured NCDs at the applicable Coupon Rate for each Category rounded off to the nearest Rupee and same shall be paid annually. Interest shall be computed on an actual/ actual basis i.e. 365 days-a-year basis on the principal outstanding on the NCDs. However, if period from deemed date of allotment/ anniversary date of allotment till one day prior to next anniversary date/redemption date includes February 29th, interest shall be computed

on 366 days a-year basis.

Payment of Interest to Secured NCD Holders

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

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

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to Secured NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details see the section titled "Issue Structure - Manner of Payment of Interest / Refund / Redemption" beginning at page 110 of the Tranche III Prospectus.

64. Maturity and Redemption

For Secured NCDs subscribed under Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII and Option VIII, the relevant interest will be paid in the manner set out in "Issue Structure- Payment of Interest" at page 108 of Tranche III Prospectus. The last interest payment will be made at the time of redemption of the Secured NCD.

Options	Maturity period/Redemption (as applicable)
I	38 months from the Deemed Date of Allotment
II	60 months from the Deemed Date of Allotment
III	26 months from the Deemed Date of Allotment
IV	38 months from the Deemed Date of Allotment
V	60 months from the Deemed Date of Allotment
VI	120 months from the Deemed Date of Allotment
VII	38 months from the Deemed Date of Allotment
VIII	60 months from the Deemed Date of Allotment

65. Deemed Date of Allotment

Deemed Date of Allotment shall mean the date on which the Board or the NCD Committee of the Board constituted by resolution of the Board dated May 16, 2018 approves the Allotment of the NCDs for the Tranche III Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for the Tranche III Issue by way of the relevant Tranche III Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.

66. Application Size

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

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

67. Terms of Payment

The entire issue price per NCD, as specified in the Tranche III Prospectus, is blocked in the ASBA Account on application itself.

In case of Allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall unblock the excess amount paid on application to the applicant in accordance with the terms of the Tranche III Prospectus.

68. Record Date

The Record Date for payment of interest in connection with the Secured NCDs or repayment of principal in connection therewith 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 Secured NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of Secured NCDs and the date of redemption or as prescribed by the relevant stock exchange(s), as the case may be. In case Record Date falls on a day when stock exchanges are having a trading holiday, the immediate subsequent trading day, or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.

69. Manner of Payment of Interest / Refund / Redemption

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

For Secured NCDs applied / held in electronic form

The bank details will be obtained from the Depositories for payment of interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of interest / refund / redemption amounts to the Applicant at the Applicant's sole risk, and neither the Lead Managers our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

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

For Secured NCDs held in physical form due to rematerialisation

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

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

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

1. Direct Credit

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker. Interest / redemption amount would be credited directly to the bank accounts of the Investors, if held with the same bank as the Company.

2. NACH

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

3. RTGS

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. NEFT

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

5. Registered Post/Speed Post

For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through speed post/ registered post.

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

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

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

70. Printing of Bank Particulars on Interest Warrants

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

71. Loan against Secured NCDs

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. However, if the RBI subsequently permits the 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 Secured NCDs, subject to terms and conditions as may be decided by the Company at the relevant time, in compliance with applicable law.

72. Buy Back of Secured NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buy-back the Secured NCDs, upon such terms and conditions as may be decided by our Company.

73. Form and Denomination

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

It is however distinctly to be understood that the Secured NCDs pursuant to the Tranche III Issue shall be traded only in demat form.

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

74. Procedure for Redemption by Secured NCD holders

The procedure for redemption is set out below:

Secured NCDs held in physical form on account of rematerialisation:

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

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

Secured NCDs held in electronic form:

No action is required on the part of Secured NCD holder(s) at the

time of redemption of Secured NCDs.

75. Payment on Redemption

The manner of payment of redemption is set out below.

Secured NCDs held in physical form on account of rematerialisation

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

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

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

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

Secured NCDs held in electronic form

On the redemption date, redemption proceeds would be paid by cheque/ pay order/ electronic mode to those Secured 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 Secured 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 Secured NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of Secured NCD Holders.

Our liability to Secured NCD Holders towards his/their rights including for payment/ redemption in all events shall end when we dispatch the redemption amounts to the Secured NCD Holders.

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

*In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,837.5, then the amount shall be rounded off to ₹ 1,838.

76. Right to reissue Secured NCD(s)

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

77. Transfer/Transmission of Secured NCD(s)

For Secured NCDs held in physical form on account of rematerialisation

The Secured NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of Companies Act, 2013 applicable as on the date of the Tranche III Prospectus and all other applicable laws including FEMA and the rules and regulations thereunder. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles and the relevant provisions of the Companies Act, 2013 applicable as on the date of the Tranche III Prospectus, and all applicable laws including FEMA and the rules and regulations thereunder, shall apply, mutatis mutandis (to the extent applicable to debentures) to the Secured NCDs as well. In respect of the Secured NCDs held in physical form on account of rematerialisation, a common form of transfer shall be used for the same. The Secured NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/CDSL and the relevant Depository Participants of the transferor and the transferee and any other applicable laws and rules notified in respect thereof. The transferees should ensure that the transfer formalities are completed at prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the register of debenture holders or the records as maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferors and not with the Issuer or Registrar.

For Secured NCDs held in electronic form

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

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

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

Any trading of the NCDs issued pursuant to the Tranche III Issue shall be compulsorily in dematerialized form only.

78. Title

In case of:

- Secured NCDs held in the dematerialised form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- the Secured NCDs held in physical form on account of rematerialisation, the person for the time being appearing in the register of NCD Holders as Secured NCD holder,

shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificates issued in respect of the Secured NCDs and no person will be liable for so treating the Secured NCD holder.

No transfer of title of a NCD will be valid unless and until entered on the register of NCD holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the NCD Holders maintained by the Depositories and/ or our Company and/ or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the Secured NCDs will

need to be settled with the seller of the Secured 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 2013, mutatis mutandis (to the extent applicable) to the Secured NCD(s) as well.

79. Common form of transfer

The Issuer undertakes that there shall be a common form of transfer for the Secured NCDs and the provisions of the Companies Act, 2013 and all applicable laws including the FEMA and the rules and regulations thereunder shall be duly complied with in respect of all transfer of debentures and registration thereof.

Joint-holders

Where two or more persons are holders of any Secured 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.

80. 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 Secured 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.

81. Notices

All notices to the Secured NCD Holders required to be given by us or the Debenture Trustee will be sent by speed post or registered post or through email or other electronic media to the registered Secured NCD Holders from time to time.

82. Issue of Duplicate NCD Certificate(s) issued in physical form

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

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

83. Security

The Secured NCDs shall be secured by way of first pari passu floating charge on current assets, book debts, loans, advances and receivables including gold loan receivables both present and future, by way of hypothecation.

The issuer shall create and maintain security for the Secured NCDs in favour of the Debenture Trustee for the Secured NCD Holders on the book value of the above assets as appearing in the balance sheet from time to time to the extent of 100% of the amount outstanding in respect of Secured NCDs including interest thereon at any time.

At the request of the Company, the Debenture Trustee may release/ exclude a part of the assets mentioned above from the security to be created for the Secured NCDs, subject to the Company maintaining the security cover as mentioned above and subject to such other terms and conditions as may be stipulated by the Debenture Trustee.

The Company shall carry out subsequent valuation of the assets mentioned above, at the request of the Debenture Trustee, at the Company's cost.

While the Secured NCDs will be secured to the tune of 100% of the principal and interest amount as per the terms of the Tranche III Prospectus, 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.

Our Company intends to enter into an agreement with the Debenture Trustee (**'Debenture Trust Deed'**), the terms of which will govern the appointment of the Debenture Trustee and the issue of the Secured NCDs. Our Company proposes to complete the execution of the Debenture Trust Deed before finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange and utilize the funds only after the stipulated security has been created and upon receipt of listing and trading approval from the Designated Stock Exchange.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the Secured NCD Holders the principal amount on the Secured NCDs on the relevant redemption date and also that it will pay the interest due on Secured NCDs on the rate specified in the Tranche III Prospectus and in the Debenture Trust Deed.

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value subject to the stipulated security cover being maintained till the maturity date of the Secured NCDs.

84. Trustees for the Secured NCD holders

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustees for the Secured NCD Holders. The Debenture Trustee and we will execute a Debenture Trust Deed, inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and us. The Secured NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Secured NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Secured NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the Secured NCD Holders shall discharge us pro tanto to the Secured NCD Holders.

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

85. Events of Default:

The occurrence of any one of the following events (unless cured within the applicable cure period of 30 (thirty) days from the receipt by the Company of a written notice from the Debenture Trustee (acting on the instructions of the Majority NCD Holders) or such cure period which has been specified for a specific Event of Default in the clause itself) shall constitute an event of default by the Company (**"Event of Default"**):

- (a) default is committed in payment of any interest or principal amount of the Secured NCDs on the due date(s);
- (b) default is committed in the performance or observance of any term, covenant, condition or provision contained in the Shelf Prospectus, the Tranche III Prospectus, the Transaction Documents and the Debenture Trust Deed and, except where the Debenture Trustee certifies that such default is in its opinion incapable of remedy (in which case no notice shall be required), such default continues for thirty days after written notice has been given thereof by the Debenture Trustee to the Company requiring the same to be remedied;
- (c) any information given by the Company to the Secured NCD holders or the Debenture Trustee in the Transaction Documents and the warranties given or deemed to have been given by it to the Secured NCD holders or the Debenture Trustee is misleading or incorrect in any material respect, which is capable of being cured and is not cured within a period of 30 days from such occurrence;
- (d) a petition for winding up of the Company have been admitted and an order of a court of competent jurisdiction is made for the

winding up of the Company or an effective resolution is passed for the winding up of the Company by the members of the Company is made otherwise than in pursuance of a scheme of amalgamation or reconstruction previously approved in writing by the Debenture Trustee and duly carried out into effect or consents to the entry of an order for relief in an involuntary proceeding under any such law, or consents to the appointment or taking possession by a receiver, liquidator, assignee (or similar official) for any or a substantial part of its property or any action is taken towards its re-organisation, liquidation or dissolution;

- (e) an application is filed by the Company, the financial creditor or the operational creditor (as defined under the Insolvency and Bankruptcy Code, 2016, as amended from time to time) before a National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, as amended from time to time and the same has been admitted by the National Company Law Tribunal.
- (f) proceedings are initiated against the Company under the insolvency laws or a resolution professional has been appointed under the insolvency laws and in any such event, the same is not stayed or discharged within 45 days.
- (g) if in the opinion of the Debenture Trustee further security should be created to secure the Secured NCDs and to maintain the security cover specified and on advising the Company, fails to create such security in favour of the Debenture Trustee to its reasonable satisfaction;
- (h) if without the prior written approval of the Debenture Trustee, the security or any part thereof is sold, disposed off, charged, encumbered or alienated, pulled down or demolished, other than as provided in the Debenture Trust Deed;
- (i) an encumbrancer, receiver or liquidator takes possession of the assets charged as security or any part thereof, or has been appointed or allowed to be appointed of all or any part of the undertaking of the Company and such appointment is, in the opinion of the Debenture Trustee, prejudicial to the security hereby created;
- (j) if an attachment has been levied on the assets charged as security or any part thereof or certificate proceedings have been taken or commenced for recovery of any dues from the Company;
- (k) the Company without the consent of Secured NCD Holders / Debenture Trustee cease to carry on its business or gives notice of its intention to do so;
- (l) one or more events, conditions or circumstances whether related or not, (including any change in Applicable Law) has occurred or might occur which could collectively or otherwise be expected to affect the ability of the Company to discharge its obligations under the Tranche III Issue;
- (m) the Company enters into amalgamation, reorganisation or reconstruction without the prior consent of the Debenture Trustee in writing; and
- (n) in the opinion of the Debenture Trustee, the Security created for the benefit of Secured NCD Holders is in jeopardy.

Any event of default shall be called by the Debenture Trustee, upon request in writing of or by way of resolution passed by holders of 75% (seventy five percent) of the outstanding nominal value of all Secured NCDs at any point of time (i.e. the Majority NCD Holders), as set out in the Debenture Trust Deed.

Subject to the approval of the debenture holders and the conditions as may be specified by the SEBI from time to time, the Debenture Trustee, on behalf of the debenture holders, may enter into inter-creditor agreements provided under the framework specified by the Reserve Bank of India.

86. Lien

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. The Company shall

have the right of set-off and lien, present as well as future on the moneys due and payable to the Secured NCD holders or deposits held in the account of the Secured NCD holders, whether in single name or joint name, to the extent of all outstanding dues by the Secured NCD holders to the Company, subject to applicable law.

87. Lien on pledge of Secured NCDs

The Company may, at its discretion note a lien on pledge of Secured NCDs if such pledge of Secured NCD is accepted by any third party bank/institution or any other person for any loan provided to the Secured NCD holder against pledge of such Secured NCDs as part of the funding, subject to applicable law.

88. Future Borrowings

We shall be entitled to make further issue of secured debentures and/or raise secured term loans or raise further funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency by creating charge over security as defined in the Tranche III Prospectus as well as corresponding Debenture Trust Deed provided stipulated security cover is maintained on Secured NCDs and consent of the Debenture Trustee regarding the creation of a charge over such security is obtained.

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/18/2013 October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 is as disclosed in Schedule A of Tranche III Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company on March 14, 1997 under the provisions of the Companies Act, 1956, with the name “The Muthoot Finance Private Limited”. Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to “Muthoot Finance Private Limited”. Our Company was converted into a public limited company on November 18, 2008 with the name “Muthoot Finance Limited” and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. Muthoot Fincorp Limited is neither a related company nor is a company under the same management within the meaning of the Companies Act, 1956*. For further details regarding the Promoters and the group companies, please refer to “Our Promoters” at page 85 of the Tranche III Prospectus.

*Disclosure made in accordance with letter from SEBI bearing no. IMD/DOF-1/BM/VA/OW/22785/2013 dated October 30, 2013.

Corporate and Registered Office

Muthoot Finance Limited
 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex
 Ernakulam 682 018, Kerala, India
 Tel: (+91 484) 239 4712
 Fax: (+91 484) 239 6506
 Website: www.muthootfinance.com
 Email: ncd@muthootgroup.com

For details of change in registered office, refer to the section titled “History and Main Objects” on page 120 of the Shelf Prospectus.

Registration

Registration Number: 011300
 Corporate Identity Number: L65910KL1997PLC011300 issued by the Registrar of Companies, Kerala and Lakshadweep.
 Certificate of registration bearing number N. 16.00167 under Section 451A of the RBI Act, 1934 from the RBI dated December 12, 2008 from the RBI to carry on the business of a non-banking financial institution without accepting public deposits.

Chief Financial Officer

Oommen K. Mammen

2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex
 Ernakulam 682 018, Kerala, India

Tel: (+91 484) 2397156 Fax: (+91 484) 2396506

Email: oommen@muthootgroup.com

Company Secretary and Compliance Officer

Rajesh A.

2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex
 Ernakulam 682 018, Kerala, India

Tel: (+91 484) 6690255 Fax: (+91 484) 2396506

Email: cs@muthootgroup.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment, demat credit of allotted NCDs or refunds, as the case may be.

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

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

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 exchanges or through their Trading Members. The intermediaries shall be responsible for addressing any investor grievances arising from the applications uploaded by them in respect of quantity, price or any other data entry or other errors made by them.

CAPITAL STRUCTURE

Details of share capital

The share capital of our Company as of December 31, 2020 is set forth below:

		Amount in ₹
A	Authorised share capital	
	450,000,000 Equity Shares of ₹ 10.00 each	4,500,000,000.00
	5,000,000 Redeemable Preference Shares of ₹ 1,000.00 each	5,000,000,000.00
	Total	9,500,000,000.00
B	Issued, subscribed and paid-up share capital	
	401,189,121 Equity Shares of ₹ 10.00 each	4,011,891,210
C	Securities Premium Account	15,01,52,27,414.87

This Issue will not result in any change of the paid-up capital and securities premium account of the Company.

Changes in the authorised capital of our Company as of December 31, 2020

Details of increase in authorised share capital since incorporation

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

S. No	Particulars of increase	Date of Shareholders meeting	AGM/ EGM
1	Increase in authorised share capital from ₹ 6,00,000.00 divided into 600,000 equity shares of ₹ 10.00 each to ₹ 26,00,000.00 divided into 2,60,000 equity shares of ₹ 10.00 each.	November 20, 2001	EGM
2	Increase in authorised share capital from ₹ 26,00,000.00 divided into 2,60,000 equity shares of ₹ 10.00 each to ₹ 86,00,000.00 divided into 8,60,000 equity shares of ₹ 10.00 each*.	August 21, 2004	Court convened general meeting
3	Increase in authorised share capital from ₹ 86,00,000.00 divided into 8,60,000 equity shares of ₹ 10.00 each to ₹ 50,00,000.00 divided into 5,00,000 equity shares of ₹ 10.00 each.	September 10, 2008	AGM
4	Increase in authorised share capital from ₹ 50,00,000.00 divided into 5,00,000 equity shares of ₹ 10.00 each to ₹ 3,50,00,000.00 divided into 35,00,000 equity shares of ₹ 10.00 each.	August 24, 2009	EGM
5	Increase in authorised share capital from ₹ 3,50,00,000.00 divided into 35,00,000 equity shares of ₹ 10.00 each to ₹ 4,50,00,000.00 divided into 45,00,000 equity shares of ₹ 10.00 each.	September 21, 2010	EGM
6	Increase in authorised share capital from ₹ 4,50,00,000.00 divided into 45,00,000 equity shares of ₹ 10.00 each to ₹ 9,50,00,000.00 divided into 95,00,000 equity shares of ₹ 10.00 each and 5,00,000 re-deemable preference shares of ₹ 1,000.00 each.	March 07, 2011	EGM

*This increase in authorised share capital was pursuant to the order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with our Company. For further details regarding the scheme of arrangement and amalgamation, see "History and Main Objects" on page 120 of the Shelf Prospectus.

Notes to capital structure

1.Share capital history of the Company

(a) Equity Share capital history of the Company as of December 31, 2020

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
March 14, 1997	4,000	10.00	10.00	Cash	Subscription to the Memorandum(1)	4,000	40,000.00	-
March 30, 1998	250,000	10.00	10.00	Cash	Preferential Allotment(2)	254,000	2,540,000.00	-
March 06, 2002	1,750,000	10.00	30.00	Preferential Allotment(3)	2,004,000	20,040,000.00	35,000,000.00	
March 21, 2005	1,993,230	10.00	-	Consideration other than cash, pursuant to scheme of amalgamation	Allotment pursuant to scheme of amalgamation(4)	3,997,230	39,972,300.00	35,000,000.00
October 31, 2006	1,000,000	10.00	250.00	Cash	Preferential Allotment(5)	4,997,230	49,972,300.00	275,000,000.00
February 27, 2007	2,770	10.00	10.00	Cash	Preferential Allotment(6)	5,000,000	50,000,000.00	275,000,000.00
July 31, 2008	1,000,000	10.00	250.00	Cash	Preferential Allotment(7)	6,000,000	60,000,000.00	515,000,000.00
October 21, 2008	42,000,000	10.00	-	N.A.	Bonus issue in the ratio 7:1(8)	48,000,000	480,000,000.00	515,000,000.00

December 31, 2008	1,000,000	10.00	250.00	Cash	Preferential Allotment(9)	49,000,000	490,000,000.00	755,000,000.00
August 29, 2009	252,000,000	10.00	-	N.A.	Bonus issue in the ratio 36:7(10)	301,000,000	3,010,000,000.00	0
July 23, 2010	6,404,256	10.00	123.00	Cash	Preferential allotment to Matrix Partners India Investments, LLC pursuant to the Matrix Investment Agreement.	307,404,256	3,074,042,560.00	723,680,928.00
July 23, 2010	6,404,256	10.00	123.00	Cash	Preferential allotment to Baring India Private Equity Fund III Limited pursuant to the Baring Investment Agreement	313,808,512	3,138,085,120.00	1,447,361,856.00
September 08, 2010	3,042,022	10.00	133.00	Cash	Preferential allotment to Kotak India Private Equity Fund pursuant to the Kotak Investment Agreement.	316,850,534	3,168,505,340.00	1,821,530,562.00
September 08, 2010	160,106	10.00	133.00	Cash	Preferential allotment to Kotak Investment Advisors Limited pursuant to the Kotak Investment Agreement.	317,010,640	3,170,106,400.00	1,841,223,600.00
September 23, 2010	1,440,922	10.00	173.50	Cash	Preferential allotment to Matrix Partners India Investments, LLC pursuant to the Matrix Investment Agreement.	318,451,562	3,184,515,620.00	2,076,814,380.00
September 23, 2010	1,761,206	10.00	173.50	Cash	Preferential allotment to The Wellcome Trust Limited (as trustee of The Wellcome Trust, United Kingdom) pursuant to the Wellcome Investment Agreement.	320,212,768	3,202,127,680.00	2,364,771,561.00
May 03, 2011	51,500,000	10.00	175.00	Cash	Allotment pursuant to initial public offering	371,712,768	3,717,127,680.00	10,862,271,561.00
April 29, 2014	25,351,062	10.00	165.00	Cash	Allotment pursuant to Institutional Placement Programme	397,063,830	3,970,638,300.00	14,500,195,725.00
January 06, 2015	1,63,400	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,227,230	3,972,272,300.00	14,471,966,693.96
January 06, 2015	4,85,181	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,712,411	3,977,124,110.00	14,524,026,615.26
March 06, 2015	1,68,960	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,881,371	3,978,813,710.00	14,542,156,023.26
March 06, 2015	85,048	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,966,419	3,979,664,190.00	14,551,281,673.66
June 04, 2015	21,641	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,988,060	3,979,880,600.00	14,553,603,752.96
June 04, 2015	11,900	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,999,960	3,979,999,600.00	14,554,880,622.96
September 15, 2015	9,394	10	10.00	Cash	Allotment pursuant to ESOP Scheme	398,009,354	3,980,093,540.00	14,556,020,991.1
September 15, 2015	34,642	10	50.00	Cash	Allotment pursuant to ESOP Scheme	398,043,996	3,980,439,960.00	14,561,724,761.76
March 16, 2016	6,02,106	10	10.00	Cash	Allotment pursuant to ESOP Scheme	398,646,102	3,986,461,020.00	14,626,198,343.56
March 16, 2016	356,230	10	50.00	Cash	Allotment pursuant to ESOP Scheme	399,002,332	3,990,233,320.00	14,665,742,013.56
June 27, 2016	23,782	10	10.00	Cash	Allotment pursuant to ESOP Scheme	399,026,114	3,990,261,140.00	14,668,297,172.16
June 27, 2016	24,820	10	50.00	Cash	Allotment pursuant to ESOP Scheme	399,050,934	3,990,505,340.00	14,670,994,528.16
December 21, 2016	12,525	10	10.00	Cash	Allotment pursuant to ESOP Scheme	399,063,459	3,990,634,590.00	14,672,469,914.66
December 21, 2016	392,280	10	50.00	Cash	Allotment pursuant to ESOP Scheme	399,455,739	3,994,557,390.00	14,717,877,388.66
March 23, 2017	19,810	10	50	Cash	Allotment pursuant to ESOP Scheme	399,475,549	3,994,755,490.00	14,721,810,886.66
May 09, 2017	3,512	10	10	Cash	Allotment pursuant to ESOP Scheme	399,479,061	3,994,790,610.00	14,722,21,70,618.27
May 09, 2017	57,235	10	50	Cash	Allotment pursuant to ESOP Scheme	399,536,296	3,995,362,960.00	14,73,14,90,439.47
August 07, 2017	4,113	10	10	Cash	Allotment pursuant to ESOP Scheme	399,540,409	3,995,404,090.00	14,73,22,60,652.08
August 07, 2017	26,280	10	50	Cash	Allotment pursuant to ESOP Scheme	399,566,689	3,995,666,890.00	14,73,70,68,218.87
December 11, 2017	2,575	10	10	Cash	Allotment pursuant to ESOP Scheme	399,569,264	3,995,692,640.00	14,73,74,20,738.24

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December 11, 2017	344,650	10	50	Cash	Allotment pursuant to ESOP Scheme	399,913,914	3,999,139,140.00	14,78,00,35,375.64
March 29, 2018	3,225	10	10	Cash	Allotment pursuant to ESOP Scheme	399,917,139	3,999,171,390.00	14,78,03,58,544.64
March 29, 2018	124,100	10	50	Cash	Allotment pursuant to ESOP Scheme	400,041,239	4,000,412,390.00	14,79,70,41,885.56
May 15, 2018	1,925	10	10	Cash	Allotment pursuant to ESOP Scheme	400,043,164	4,000,431,640.00	14,79,72,35,012.87
May 15, 2018	48,280	10	50	Cash	Allotment pursuant to ESOP Scheme	400,091,444	4,000,946,440.00	14,80,66,55,856.87
September 19, 2018	3,237	10	10	Cash	Allotment pursuant to ESOP Scheme	400,094,681	4,000,946,810.00	14,80,74,55,069.06
September 19, 2018	117,090	10	50	Cash	Allotment pursuant to ESOP Scheme	400,211,771	4,002,117,710.00	14,83,37,32,460.56
December 18, 2018	2,125	10	10	Cash	Allotment pursuant to ESOP Scheme	400,213,896	4,002,138,960.00	14,83,39,98,302.12
December 18, 2018	369,385	10	50	Cash	Allotment pursuant to ESOP Scheme	400,583,281	4,005,832,810.00	14,87,84,45,960.17
February 20, 2019	45,080	10	50	Cash	Allotment pursuant to ESOP Scheme	400,628,361	4,006,283,610.00	14,88,41,99,305.82
March 23, 2019	32,955	10	50	Cash	Allotment pursuant to ESOP Scheme	400,661,316	4,006,613,160.00	14,89,04,08,705.22
June 21, 2019	41,080	10	50	Cash	Allotment pursuant to ESOP Scheme	400,702,396	4,007,023,960.00	14,89,79,86,083.12
August 24, 2019	100	10	10	Cash	Allotment pursuant to ESOP Scheme	400,702,996	4,007,024,960.00	14,89,80,31,314.12
August 24, 2019	30,405	10	50	Cash	Allotment pursuant to ESOP Scheme	400,732,901	4,007,329,010.00	14,90,59,03,709.52
October 28, 2019	475	10	10	Cash	Allotment pursuant to ESOP Scheme	400,733,376	4,007,333,760.00	14,90,61,16,058.27
October 28, 2019	131,105	10	50	Cash	Allotment pursuant to ESOP Scheme	400,864,481	4,008,644,810.00	14,94,26,16,047.87
December 31, 2019	500	10	10	Cash	Allotment pursuant to ESOP Scheme	400,864,981	4,008,649,810.00	14,942,746,010.37
December 31, 2019	103,720	10	50	Cash	Allotment pursuant to ESOP Scheme	400,968,701	4,009,687,010.00	14,955,189,481.52
March 14, 2020	68,625	10	50	Cash	Allotment pursuant to ESOP Scheme	401,037,326	4,010,373,260.00	14,96,87,93,494.00
July 18, 2020	41,010	10	50	Cash	Allotment pursuant to ESOP Scheme	401,078,336	4,010,783,360.00	14,97,89,91,189.30
July 18, 2020	200	10	10	Cash	Allotment pursuant to ESOP Scheme	401,078,536	4,010,785,360.00	14,97,90,81,124.82
September 29, 2020	93,680	10	50	Cash	Allotment pursuant to ESOP Scheme	401,172,216	4,011,722,160.00	15,01,06,68,847.87
December 22, 2020	16,905	10	50	Cash	Allotment pursuant to ESOP Scheme	401,189,121	4,011,891,210.00	15,01,52,27,414.87

- At the time of incorporation, upon subscription to the Memorandum, allotment of 1,000 Equity Shares to each of M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot and George Alexander Muthoot.
- Allotment of 62,500 Equity Shares to each of M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot and George Alexander Muthoot.
- Allotment of Equity Shares to M.G. George Muthoot (200,000), George Thomas Muthoot (200,000), George Jacob Muthoot (200,000), George Alexander Muthoot (250,000), Georgie Kurien (150,000), Valsa Kurien (150,000), Sara George (150,000), Susan Thomas (150,000), Elizabeth Jacob (150,000), and Anna Alexander (150,000).
- Allotment of Equity Shares to M.G. George Muthoot (684,700), George Thomas Muthoot (234,366), George Alexander Muthoot (587,866), Susan Thomas (58,733), George Jacob Muthoot (340,900), Elizabeth Jacob (38,133), Anna Alexander (48,433), Paul M. George (33), George M. George (33) and George M. Alexander (33) pursuant to order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with the Company whereby every shareholder of Muthoot Enterprises Private Limited is entitled to shares of the Company in the ratio of 3:1. For further details regarding the scheme of arrangement and amalgamation, see "History and Main Objects" on page 120 of the Shelf Prospectus.
- Allotment of Equity Shares to M.G. George Muthoot (228,700), George Alexander Muthoot (228,700), George Thomas Muthoot (228,700), George Jacob Muthoot (228,700), Anna Alexander (30,000), Georgie Kurien (2,400), Sara George (4,800), Susan Thomas (4,800), Elizabeth Jacob (30,000), George M. George (10,000), Paul M. George (800), Alexander M. George (800), George M. Jacob (800) and George M. Alexander (800).

- Allotment of Equity Shares to George Alexander Muthoot.
- Allotment of Equity Shares to M.G. George Muthoot (120,000), George Alexander Muthoot (120,000), George Thomas Muthoot (120,000), George Jacob Muthoot (120,000), Anna Alexander (52,000), Sara George (52,000), Susan Thomas (52,000), Elizabeth Jacob (52,000), George M. George (52,000), Paul M. George (52,000), Alexander M. George (52,000), George M. Jacob (52,000), George M. Alexander (52,000) and Eapen Alexander (52,000).
- Allotment of Equity Shares to M.G. George Muthoot (10,828,300), George Alexander Muthoot (10,519,852), George Thomas Muthoot (4,525,962), George Jacob Muthoot (5,264,700), Anna Alexander (1,963,031), Sara George (1,447,600), Susan Thomas (1,508,731), Elizabeth Jacob (1,540,931), George M. George (434,931), Paul M. George (370,531), Alexander M. George (370,300), George M. Jacob (370,300), George M. Alexander (370,531), Eapen Alexander (365,400), Susan Kurien (700), Reshma Susan Jacob (700), Anna Thomas (700), Valsa Kurien (1,050,000) and Georgie Kurien (1,066,800).
- Allotment of Equity Shares to M.G. George Muthoot (120,000), George Alexander Muthoot (120,000), George Thomas Muthoot (120,000), George Jacob Muthoot (120,000), Anna Alexander (52,000), Sara George (52,000), Susan Thomas (52,000), Elizabeth Jacob (52,000), George M. George (52,000), Paul M. George (52,000), Alexander M. George (52,000), George M. Jacob (52,000), George M. Alexander (52,000) and Eapen Alexander (52,000).
- Allotment of Equity Shares to M.G. George Muthoot (37,800,000), George Alexander Muthoot (37,800,000), George Thomas Muthoot (37,800,000), George Jacob Muthoot (37,800,000), Anna Alexander (12,600,000), Sara George (11,414,736), Susan Thomas (25,200,000), Elizabeth Jacob (12,600,000), George M. George (5,670,000), Paul M. George (2,445,264), Alexander M. George (5,670,000), George M. Jacob (12,600,000), George M. Alexander (6,300,000), Eapen Alexander (6,300,000).
- Equity Shares issued for consideration other than cash

Date of allotment	No. of Equity Shares	Issue price (₹)	Reasons for allotment	Benefits accruing to the Company
March 21, 2005	1,993,230	-	Pursuant to scheme of amalgamation(12)	Allotment pursuant to scheme of amalgamation.
TOTAL	1,993,230			

- Allotment of Equity Shares to M.G. George Muthoot (684,700), George Thomas Muthoot (234,366), George Alexander Muthoot (587,866), Susan Thomas (58,733), George Jacob Muthoot (340,900), Elizabeth Jacob (38,133), Anna Alexander (48,433), Paul M. George (33), George M. George (33) and George M. Alexander (33) pursuant to order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with the Company whereby every shareholder of Muthoot Enterprises Private Limited is entitled to shares of the Company in the ratio of 3:1. For further details regarding the scheme of arrangement and amalgamation see "History and Main Objects" on page 120 of the Shelf Prospectus.
- Cumulative share premium have been adjusted for impact of IND-AS implementation for allotments from April 01, 2017.

The Company has not issued any equity shares for consideration other than cash in the two financial years immediately preceding the date of the Tranche III Prospectus.

For further details please refer section title Capital Structure on page 52 of the Shelf Prospectus and page 30 of the Tranche III Prospectus

OUR MANAGEMENT

Board of Directors

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. We have not appointed any 'manager' within the meaning thereof under the provisions of the Companies Act, 2013.

Under the Articles of Association, we are required to have not less than three Directors and not more than 12 Directors. We currently have 11 Directors on the Board out of which 6 Directors, i.e. more than 50% of the total strength of Directors are independent directors.

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

Details relating to Directors

Name, Designation, Age and DIN	Nationality	Date of Initial Appointment	Address	Other Directorships
George Alexander Muthoot Age: 65 years Managing Director, Director Identification Number: 00016787	Indian	April 01, 2010	Muthoot House G-343, Panampilly Nagar, Ernakulam Kerala - 682 036	1. Muthoot Infopark Private Limited 2. Muthoot Forex Limited 3. M G M Muthoot Medical Centre Private Limited 4. Muthoot Insurance Brokers Private Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Marari Beach Resorts Private Limited 7. Adams Properties Private Limited 8. Muthoot Commodities Limited 9. Muthoot Marketing Services Private Limited 10. Muthoot M George Institute of Technology 11. Muthoot Homefin (India) Limited 12. Muthoot Anchor House Hotels Private Limited 13. Geobros Properties and Realtors Private Limited 14. Muthoot M George Real Estate Private Limited 15. Finance Companies' Association (India)
George Thomas Muthoot Age: 70 years Whole Time Director, Director Identification Number: 00018281	Indian	April 01, 2010	Muthoot House House No. 9/324 A, Miss East Lane, Baker Junction, Kottayam Kerala - 686 001	1. Muthoot Leisure and Hospitality Services Private Limited 2. M G M Muthoot Medical Centre Private Limited 3. Muthoot Holiday Homes and Resorts Private Limited 4. Muthoot Vehicle & Asset Finance Limited 5. Muthoot M George Chits India Limited 6. Marari Beach Resorts Private Limited 7. Adams Properties Private Limited 8. Muthoot M George Institute of Technology 9. Muthoot Homefin (India) Limited 10. Muthoot Anchor House Hotels Private Limited 11. Geobros Properties and Realtors Private Limited 12. Muthoot Synergy Nidhi Limited (formerly known as Muthoot Synergy Fund Limited) 13. Muthoot Health Care Private Limited 14. Muthoot Infopark Private Limited 15. Muthoot M. George Real Estate Private Limited
George Jacob Muthoot Age: 68 years Whole Time Director, Director Identification Number: 00018235	Indian	April 01, 2010	Muthoot House House No. TC/4/2515 Marappalam, Pattom P. O. Thiruvananthapuram Kerala - 695 004	1. Muthoot Leisure and Hospitality Services Private Limited 2. Muthoot Infopark Private Limited 3. Muthoot Insurance Brokers Private Limited 4. Muthoot Forex Limited 5. M G M Muthoot Medical Centre Private Limited 6. Muthoot Marketing Services Private Limited 7. Marari Beach Resorts Private Limited 8. Muthoot Developers Private Limited 9. Muthoot Commodities Limited 10. Adams Properties Private Limited 11. Oxbow Properties Private Limited 12. Muthoot M George Institute of Technology 13. Muthoot Anchor House Hotels Private Limited 14. Geobros Properties and Realtors Private Limited 15. Muthoot Health Care Private Limited 16. Muthoot M. George Real Estate Private Limited 17. Muthoot Money Limited 18. Muthoot Global UK Limited
Alexander M George Age: 40 years Whole Time Director, Director Identification Number: 00938073	Indian	September 30, 2015	Muthoot House G-74, East of Kailash New Delhi - 110 065	1. Nerur Rubber & Plantations Private Limited 2. Tarkali Rubber & Plantations Private Limited 3. Patgaon Plantations Private Limited 4. Unisom Rubber and Plantations Private Limited 5. Muthoot Holidays Private Limited 6. Muthoot Homefin (India) Limited 7. Muthoot Asset Management Private Limited 8. Muthoot M George Nidhi Limited (formerly known as Muthoot M George Permanent Fund Limited) 9. Muthoot Insurance Brokers Private Limited 10. Muthoot Systems and Technologies Private Limited 11. Muthoot Global UK Limited
Jose Mathew Age: 69 years Independent Director, Director Identification Number: 00023232	Indian	September 20, 2017	Vadakkalam Green Villa Chamber Road, Bazar P.O, Alappuzha - 688 012	1. Green Shore Holidays and Resorts Private Limited
Jacob Benjamin Koshy Age: 73 years Independent Director, Director Identification Number: 07901232	Indian	September 20, 2017	38/617A, Thripathi Lane S A Road, Kochi, M G Road, Ernakulam - 682 016	Nil
Ravindra Pisharody Age: 64 years Independent Director, Director Identification Number: 01875848	Indian	September 28, 2019	Flat No. 1601, T 7, Emerald Isle, Powai, Saki Vihar Road, Sakinak, Mumbai, Maharashtra - 400 072	1. Savita Oil Technologies Limited 2. Bonfiglioli Transmissions Private Limited 3. Visage Holdings and Finance Private Limited

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Name, Designation, Age and DIN	Nationality	Date of Initial Appointment	Address	Other Directorships
Vadakkakara Antony George Age: 71 years Independent Director, Director Identification Number: 01493737	Indian	September 28, 2019	Flat No. T-3, Shireen, Door No. 2, Karpagam Avenue, Raja Annamalipuram, Chennai - 600 028	1. Thejo Engineering Limited 2. Belstar Microfinance Limited (formerly known as Belstar Microfinance Private Limited)
Pratip Chaudhuri Age: 67 years Independent Director, Director Identification Number: 00915201	Indian	September 28, 2019	H-1591, Chittaranjan Park, New Delhi - 110 019	1. CESC Limited 2. Visa Steel Limited 3. Firstsource Solutions Limited 4. Spencer's Retail Limited 5. Cosmo Films Limited 6. IFFCO Kisan Sanchar Limited 7. Jagaran Microfin Private Limited 8. Alchemist Asset Reconstruction Company Limited 9. Dynamic Drilling & Services Private Limited 10. Firstsource Group USA, Inc. 11. Medassist Holding LLC
Usha Sunny Age: 60 years Independent Director, Director Identification Number: 07215012	Indian	November 30, 2020	Kulangrayil, Paravoor, Alappuzha- 688014	Securaplus Safety Private Limited.

For further details please refer to Section titled "Our Management" on page 125 of the Shelf Prospectus and page 68 of the Tranche III Prospectus.

FINANCIAL INFORMATION

A summary of the key operational and financial parameters for the last three completed financial years of the Company on a standalone basis are as under:

(₹ in millions)

Particulars	Half year ended	For the year ended March 31		
	September 30, 2020	2020*	2019*	2018*
Equity	131,965.62	1,15,718.13	97,927.19	78,120.21
Total Borrowings of which-				
Debt securities	110,791.42	99,618.81	79,869.53	51,987.94
Borrowings (other than debt securities)	308,017.03	2,68,705.85	1,84,174.79	1,48,822.73
Subordinated Liabilities	2,763.43	2,975.76	4287.2	10,859.70
Property, Plant and Equipment	2,258.61	2,227.34	1,866.58	1,922.35
Other Intangible assets	52.00	50.50	58.97	82.32
Financial Assets	568,400.06	5,01,383.59	3,77,749.57	3,05,293.10
Non- Financial Assets	3,966.60	3,212.95	2937.43	2629.45
Cash and Cash Equivalents	55,557.66	55,045.67	17,134.85	4,551.91
Bank Balances other than cash and cash equivalents	529.11	1,359.75	220.23	317.94
Financial Liabilities	435,324.00	3,84,102.55	2,79,729.35	2,26,248.21
Non- Financial Liabilities	5,077.00	4,775.86	3,030.46	3,554.13
Loans	476,478.31	4,26,041.73	3,49,329.32	2,95,068.03
Loans (Principal Amount)	470,163.00	4,16,106.05	3,42,461.20	2,91,420.20
Interest Income	48,226.00	85,644.00	67,570.12	62021.3
Finance Costs	17,956.00	27,909.40	22,368.44	19,314.03
Impairment on Financial Instruments	253.00	957.28	275.48	2396.51
Profit for the year	17,351.00	30,183.00	19,721.42	17,775.6
% Stage 3 Loans on Loans(Principal Amount)	1.26%	2.16%	2.72%	4.42%
% Net Stage 3 Loans on Net Loans (Principal Amount)	1.15%	1.96%	2.39%	3.84%
CRAR - Tier I Capital Ratio(%)	24.62%	24.30%	25.61%	25.49%
CRAR - Tier II Capital Ratio(%)	1.11%	1.17%	0.44%	0.77%
Debt Equity Ratio of the company	-			
Before the issue of debt securities	3.19 times	3.21		
After the issue of debt securities #	3.32 times	3.55		

*As per IND AS

#The debt-equity ratio post the Issue is indicative of the assumed inflow of ₹ 17,000.00 million from the proposed issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the deemed date of Allotment.

A summary of the key operational and financial parameters for the last three financial years on a consolidated basis are as under:

(₹ in million)

Particulars	For the year ended March 31		
	2020*	2019*	2018*
Equity	1,18,292.10	99,312.00	78,565.75
Total Borrowings of which-			
Debt securities	102,826.55	82,149.41	53,977.50
Borrowings(other than debt securities)	300,115.43	2,11,314.21	1,70,703.98
Deposits	2,560.06	2,618.98	2,652.80
Subordinated Liabilities	3,849.85	5192.51	11,572.74
Property, Plant and Equipment	2,426.87	2,055.82	2,046.02
Goodwill	299.96	299.96	212.16
Other Intangible assets	85.37	79.85	108.00
Financial Assets	5,44,273.61	4,13,383.97	3,33,345.38
Non- Financial Assets	4,543.31	3964.02	3372.6
Cash and Cash Equivalents	58,347.65	20,056.62	6,412.06
Bank Balances other than cash and cash equivalents	2,958.88	1,978.22	1,058.15
Financial Liabilities	4,23,624.67	3,13,405.42	2,53,672.45
Non- Financial Liabilities	5,178.73	3,206.80	3,746.65
Loans	4,70,677.41	3,87,225.27	3,22,522.95
Interest Income	94,177.36	74,160.10	66,123.61
Finance Costs	31,728.40	25,354.65	21,271.37
Impairment on Financial Instruments	1,870.80	678.51	2,713.02
Profit for the year	31,686.81	21,029.61	18,437.52
Debt Equity Ratio of the company			
Before the issue of debt securities	3.46		
After the issue of debt securities #	3.80		

* As per Indian Accounting Standards

#The debt-Equity ratio post the Issue is indicative and is on account of total outstanding debt and Equity funds as on March 31, 2020 and an assumed inflow of ₹ 40,000.00 million from the issue as mentioned in the Shelf Prospectus and does not include contingent and off-balance sheet liabilities. The actual debt-Equity ratio post the Issue would depend upon the actual position of debt and Equity on the date of allotment.

For further details please refer to chapter titled "Financial Information" of Shelf Prospectus & Tranche III Prospectus

HISTORY AND MAIN OBJECTS

Brief background of our Company

Our Company was originally incorporated as a private limited company on March 14, 1997 with the name "The Muthoot Finance Private Limited" under the Companies

Act, 1956. Subsequently, by fresh certificate of incorporation dated May 16, 2007, our name was changed to "Muthoot Finance Private Limited". The Company was converted into a public limited company on November 18, 2008 with the name "Muthoot Finance Limited" and received a fresh certificate of incorporation consequent upon change in status on December 02, 2008 from the ROC.

Our Company has obtained a certificate of registration dated December 12, 2008 bearing registration no. N. 16.00167 issued by the RBI to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the RBI Act, 1934.

Registered office

The registered office of our Company is located at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India.

Amalgamation of Muthoot Enterprises Private Limited with our Company

Our Company, along with Muthoot Enterprises Private Limited, filed a composite scheme of arrangement bearing C.P. Nos. 48 and 50 of 2004 under the Companies Act before the High Court of Kerala ("Scheme of Amalgamation"). The Scheme of Amalgamation was approved by the board of directors of our Company through the board resolution dated April 28, 2004.

Pursuant to the approval of the Scheme of Amalgamation by the High Court of Kerala by an order dated January 31, 2005, Muthoot Enterprises Private Limited was merged with our Company, with effect from April 01, 2004 and the High Court of Kerala had instructed all the parties to comply with the statutory and other legal requirements to make the Scheme of Amalgamation effective.

The company on March 22, 2005 filed a certified copy of the order of the High Court of Kerala with the ROC. With the successful implementation of the Scheme of Amalgamation, the undertaking of Muthoot Enterprises Private Limited along with its assets and liabilities was transferred to and vested in our Company.

Demerger of Radio Business

Our Company filed a scheme of de-merger dated March 17, 2010 under Sections 391 to 394 of the Companies Act, with the High Court of Kerala at Ernakulam for the demerger of the radio business of the Company to Muthoot Broadcasting Private Limited. By an order dated April 09, 2010, the High Court of Kerala sanctioned the scheme of demerger. In terms of the scheme of demerger, all existing properties, rights, powers, liabilities and assets as detailed in the scheme, duties of the radio business of the Company, have been transferred to Muthoot Broadcasting Private Limited with effect from January 01, 2010, which was the appointed date as per the scheme of arrangement. Further, in terms of the order, all proceedings pending by or against the Company relating to radio business will be continued by or against Muthoot Broadcasting Private Limited. Thereafter, pursuant to order of the Ministry of Information and Broadcasting dated July 20, 2010, the Company obtained approval for the transfer of the FM radio licence to Muthoot Broadcasting Private Limited subject to certain conditions.

Amalgamation, acquisition, re-organisation or reconstruction undertaken by the Company in the last one year

The Company has not undertaken any amalgamation, acquisition, re-organisation or reconstruction activities in the last one year preceding the date of the Tranche III Prospectus.

Further Investments in Subsidiaries

The Company has not made any further investments in subsidiaries in the last one year preceding the date of the Tranche III Prospectus

Potential acquisition by the Company

The Company had executed a share purchase agreement dated November 22, 2019 with IDBI Bank Limited, IDBI Capital Markets & Securities Limited, IDBI Asset Management Limited and IDBI MF Trustee Company Limited in relation to a proposal for acquisition by the Company of: (a) the entire equity share capital of IDBI Asset Management Limited, currently held by IDBI Bank Limited, its nominees and IDBI Capital Markets & Securities Limited; and (b) the entire equity share capital of IDBI MF Trustee Company Limited held by IDBI Bank Limited and its nominees for aggregate consideration of INR 2,150,000,000. Consequent upon non-receipt of relevant regulatory approvals, the transaction could not be completed and the share purchase agreement dated November 22, 2019 stands terminated on the long stop date (i.e November 30, 2020).

Further Investments in Subsidiaries

The Company has not made any further investments in subsidiaries in the last one year preceding the date of the Tranche III Prospectus.

Change in registered office of our Company

At the time of incorporation, the registered office of the company was situated at Supremo Complex, Toll Junction, Edappally, Kochi 682 024. With effect from November 20, 2001, the registered office of the Company was shifted to its present registered office, at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India, for administrative convenience.

Promoters and group companies

Muthoot Fin Corp Limited is neither a related company nor is it a company under the same management within the meaning of the Companies Act, 1956*. For further details regarding the Promoters and the group companies please refer to "Our Promoters" at page 144 of the Shelf Prospectus.

*Disclosure made in accordance with letter from SEBI bearing no. IMD/DOF-1/BM/VA/OW/22785/2013 dated October 30, 2013.

For further details please refer to chapter titled "History and Main Objects" on page 120 of the Shelf Prospectus and Chapter "Material Development - History and Main Objects" on page 90 of the Tranche III Prospectus.

LEGAL AND OTHER INFORMATION

PENDING PROCEEDINGS AND STATUTORY DEFAULTS

As on the date of the Tranche III Prospectus, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by our Company or by public companies promoted by the Promoters and listed on the BSE or NSE. Save as disclosed below, there are no pending proceedings pertaining to:

- (a) matters likely to affect operation and finances of our Company, promoter, director, subsidiaries, group companies, or any other person, whose outcome could have a material adverse effect on the Company, including disputed tax liabilities and contingent liabilities of any nature; and
- (b) criminal prosecution launched against our Company and the Directors for alleged offences under the enactments specified in Paragraph 1 of Part I of Schedule V to the Companies Act, 2013.

Litigations against the Company

Civil cases

1. Selvin Jayakumar, the owner of the branch located at Munnar, Kerala had filed a Rent Control Original Petition ("RCOP") seeking eviction of the Company from his premises and recovery damages. Company thereafter vacated the premises. Subsequently, the Company filed a suit for recovery of the rent advance from the landlord. Mr. Selvin Jayakumar set ex-party in this suit. Therefore, the matter was adjourned to March 30, 2021 for orders, where the court has passed an order to transfer the matter to the commercial court at Thodupuzha.
2. Sunil Kumar, Anil Kumar and Ajit Kumar, the petitioners, have filed a petition (RCOP No. 5 of 2012), against company before the Kollam Rent Controller cum Munsiff Court under section 11(3) of the Kerala Buildings (Lease and Rent Control) Act, 1965. The Company had entered into a lease agreement dated January 14, 2005 with the petitioners for the property being room no. 1144/47, ward 24, Kollam, for a period of 10 years. The petitioners have instituted this petition for evicting the Company from the leased premises. The matter was posted for hearing on December 18, 2013 and the court had transferred the matter to the mediation centre for settlement and it was thereafter posted for hearing on April 08, 2014. Since the mediation failed, the matter was sent back to the court and an order was passed against the Company to evict the premises. The Company has filed an appeal against the order along with an interim application ("IA") to stay the order of the lower court in RCOP No. 5/2012 until the disposal of the appeal, which has been admitted by the court. The court thereafter has issued a notice to the opposite party. The Company has obtained a stay order from the High Court against the judgement of Rent Control Appellate Court, Kollam. RCA. No. 17/2015 has been filed before the High Court along with an IA for interim stay. IA has been allowed and interim stay shall stand extended until further orders. RCR No.237/2017 is disposed in favour of the Company.
3. V. Karthik, the plaintiff has filed a suit (O.S. No. 10 of 2011) before the District Court, Trichy, against G. Vijayakumar, S. Ganeshan, and fifty nine others, including the Company. The suit relates to the schedule property in which the Company is a tenant. The plaintiff has alleged that he is entitled to half of the schedule property and has sought a decree of partition against G. Vijayakumar and S Ganeshan and a mandatory injunction against the other defendants directing them to pay rent to the plaintiff in respect of his share of the schedule property. The Company has filed an IA to set aside the ex parte order and the same has been allowed. The case has been listed to April 08, 2021 for evidence.
4. S. Kalavathi, the plaintiff, has filed a suit (O.S No. 377 of 2012) dated October 17, 2012, before the court of the Subordinate Judge, Dindigul against Balammal, Sujatha and eleven others, including the Company. The suit relates to the schedule property in which the Company is a tenant. The plaintiff has alleged that she is entitled to one fifth of the schedule property and has sought a decree directing Balammal and Sujatha to partition the property in the presence of a commissioner appointed by the court. The plaintiff has also sought a decree directing the other defendants to deposit the rent amounts payable by them, in the court. The case has been posted to July 12, 2021 for hearing.
5. Kamaljeet Singh Kumar, the plaintiff has filed a suit (No. 100 of 2008) dated April 23, 2009, before the Additional District Judge, Delhi against the Company, seeking arrears of rent, mesne profits and costs for alleged damage caused to the property by the Company amounting to INR 911,773. The plaintiff is the owner of the property that was leased to the Company. The plaintiff claims that the lease was terminated as the Company stopped making rent payments, but the Company is still in possession of the property and substantial damage has been caused to the property by the Company. The Company in its reply, has contended that it terminated the tenancy vide a communication to the plaintiff dated May 01, 2007 and called upon the plaintiff to take possession of the

property. It has stated that the property has been lying vacant and locked since May 31, 2007 as the plaintiff is refusing to take possession of the same. It has also been stated that the rent amount till May 31, 2007 has been paid in full and further denied that any damage has been caused by the Company to the property. The Suit No. 100 of 2008 was decreed against the Company. The Company has therefore filed an appeal before High Court being RFA 838/2018 and RFA 839/2018 and the same has been adjourned to May 05, 2021.

6. S. Devendran, the applicant, has filed an application (I.D. 34 of 2013) against the Company before the Labour Court at Kollam on April 4, 2013. The applicant had been working as a branch manager at the Nellimoodu branch of the Company. He was dismissed from service for allegedly receiving counterfeit notes in respect of a certain loan repayment, without conducting an enquiry and framing specific charges. The applicant has filed this application for a declaration to the effect that his dismissal from service was irregular and illegal and prayed for being reinstated in service with back wages, continuity in service and all other benefits. Case No. I.D 34 of 2013 was dismissed by the Labour Court. A writ petition bearing number W.P (38245/2018) has been filed by the employee before the High Court of Kerala in this regard. Case is not yet listed for hearing.
7. The Director, Financial Intelligence Unit, Department of Revenue, Government of India has issued an order bearing No. 1/DIR/FIU-IND/2013 dated February 14, 2013, imposing a fine of INR 26,970,000 under section 13 of the Prevention of Money Laundering Act, 2002 for failing to furnish cash transaction reports for 2,697 cash transactions between the period of April 01, 2006 and November 30, 2010. The Company responded to the Director, Financial Intelligence Unit stating that they had no intentions to defy the law and deliberately act in its breach. The Company also raised certain legal grounds of challenge which were not upheld by the director of the Financial Intelligence Unit while passing the final order. Pursuant to this, the Company appealed against the said order before the Hon'ble Appellate Tribunal under the Prevention of Money Laundering Act, 2002 at New Delhi in FPA-PMLA-457/DLI/2013 and MP-PMLA-1007/DLI/2014. The Tribunal by way of an order dated July 09, 2015, directed the Company to pay an amount of INR 24,470,000 within 4 weeks. The Company has however obtained a stay from the Delhi High Court through an order dated August 07, 2015 after agreeing to deposit INR. 5,000,000. On account of the Covid-19 pandemic, the matters has been adjourned to April 22, 2021.
8. Company has filed OS 90/2011 against Kancharla Venkata Murali Krishna for recovery of money along with an IA to attach the property. Suit is decreed in favour of the Company and filed E P 98/2015 to execute the decree. Meanwhile a third party named K.V.D. Umamaheswara Rao filed an E A in above mentioned E P against the Company and Kancharla Venkata Murali Krishna, before the court of the Hon'ble II Additional District Judge at Guntur in O.S. No. 90 of 2011, to set aside the attachment orders passed by the District Judge, Guntur on April 19, 2013 against certain scheduled property. The Company has filed a counter in the matter, which has been adjourned to April 26, 2021.

Criminal cases

The Assistant Registrar, Co-operative Society, the complainant, had filed a First Information Report ("FIR") against the Company under sections 5 and 28 of Karnataka Money Lenders Act, 1961 and sections 4 and 15 of the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004. The Company has filed a petition (Criminal Petition No. 3981 of 2012) before the High Court of Karnataka, Bangalore to quash the FIR. The court, vide order dated July 24, 2012, has granted an interim stay till the disposal of the matter. The matter was last posted on November 02, 2016, where the Company's advocate submitted an application for extension of the stay order. The application was allowed by the court and the stay order was extended till the final hearing of the case. The case is pending before High Court of Karnataka. For further details, please refer to chapter titled "Legal and Other Information" on page 204 of the Shelf Prospectus and section titled "Pending Proceedings and Statutory Defaults" on page 172 of Tranche III Prospectus

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

At the meeting of the Board of Directors of our Company, held on February 14, 2020, the Directors approved the issuance to the public of secured redeemable non-convertible debentures of face value ₹ 1,000 each and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 million.

The issue of Secured NCDs of face value of ₹ 1,000.00 each for an amount upto ₹ 40,000 million ("Shelf Limit") in one or more tranches, hereinafter called the "Issue" is approved by NCD Committee meeting dated September 30, 2020.

The present Tranche III Issue through the Tranche III Prospectus of Secured NCDs with a Base Issue size of ₹ 1,000 million, with an option to retain oversubscription up to an amount of ₹ 16,000 million, aggregating up to ₹ 17,000 million, was approved by the NCD Committee at its meeting dated March 31, 2021.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' vide their resolution dated September 30, 2020.

For further details, please refer to chapter titled "Issue Related Information" on

page 93 of the Tranche III Prospectus

Prohibition by SEBI

Our Company, persons in control of our 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.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED, JM FINANCIAL LIMITED, EQUIRUS CAPITAL PRIVATE LIMITED AND A. K. CAPITAL SERVICES LIMITED HAVE 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 BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED, JM FINANCIAL LIMITED, EQUIRUS CAPITAL PRIVATE LIMITED AND A. K. CAPITAL SERVICES LIMITED* CONFIRM THAT COMMENTS RECEIVED ON THE DRAFT SHELF PROSPECTUS HAVE BEEN SUITABLY ADDRESSED BEFORE FILING THE SHELF PROSPECTUS AND THE TRANCHE III PROSPECTUS AND TO THIS EFFECT HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 31, 2021 WHICH READS AS FOLLOWS:

1. We confirm that neither the Issuer nor its promoters or directors have been prohibited from accessing the capital market under any order or direction passed by the board. We also confirm that none of the intermediaries named in the Prospectus have been debarred from functioning by any regulatory authority.
2. We confirm that all the material disclosures in respect of the Issuer have been made in the Prospectus and certify that any material development in the Tranche III issue or relating to the Tranche III issue up to the commencement of listing and trading of the NCDs offered through the Tranche III issue shall be informed through public notices/advertisements in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche III issue will be given.
3. We confirm that the Prospectus contains all disclosures as specified in the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
4. We also confirm that all relevant provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 and the rules, regulations, guidelines, circulars issued thereunder are complied with.
5. We, Edelweiss Financial Services Limited, JM Financial Limited and Equirus Capital Private Limited confirm that no comments/complaints were received on the Draft Shelf Prospectus dated September 30, 2020 filed with BSE Limited, being the designated stock exchange.*

*We, A. K. Capital Services Limited, state that on account of the Issuer appointing us as a Lead Manager to the Issue after the expiry of 7 (seven) working days from the date of filing of the Draft Shelf Prospectus on September 30, 2020 with the BSE Limited, we are unable to confirm as regards the receipt of any comments/complaints on the Draft Shelf Prospectus.

Disclaimer Clause of the BSE

BSE Limited ("the Exchange") has given, vide its approval letter dated October 16, 2020 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

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

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

Disclaimer Clause of the RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED DECEMBER 12, 2008 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.

Listing

Application will be made to the BSE simultaneously with the filing of the Tranche III Prospectus for permission to deal in and for official quotation in NCDs. If permission to deal in and for an official quotation of our NCDs is not granted by the BSE, our Company will forthwith repay, without interest, all monies received from the applications in pursuance of the Tranche III Prospectus.

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

Disclosures in accordance with the DT Circular

Appointment of the Debenture Trustee

The Company has appointed the Debenture Trustee in accordance with the terms of the Debenture Trustee Agreement. Separately, the Company and the Debenture Trustee have agreed the payment of an acceptance fee of INR 350,000 plus applicable taxes and a service charge of INR 350,000 on an annual basis, plus applicable taxes.

Debenture Trustee Agreement

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

- (a) The Debenture Trustee, 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 prospectus and the applicable laws, has been obtained;
- (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 required, where the assets and/or prior encumbrances in relation to the assets proposed to secure the NCDs, whether owned by our Company or any other person, are registered / disclosed;
- (c) The Debenture Trustee shall have the power to either independently appoint, or direct our Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee and the Debenture Trustee shall subsequently form an independent assessment that the assets for creation of security are sufficient to discharge the outstanding amounts on NCDs at all times. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by our Company;
- (d) Our Company has undertaken to promptly furnish all and any information as may be required by the Debenture Trustee, including such information as required to be furnished in terms of the applicable laws and the Debenture Trust Deed on a regular basis;
- (e) The Company has agreed that the Tranche III Issue proceeds shall be kept in a public issue account with a scheduled commercial bank and shall not be utilised by the Company until the Debenture Trust Deed and the relevant security documents are executed and until the listing and trading approval in respect of the NCDs is obtained by our Company; and
- (f) The Debenture Trustee, ipso facto does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by investors for the NCDs.

Other confirmations

The Debenture Trustee undertakes that the securities shall be considered as secured only if the charged asset is registered with sub-registrar and registrar of companies or CERSAI or depository, etc., as applicable, or is independently verifiable by them. The Debenture Trustee confirms that they have undertaken the necessary due diligence in accordance with Applicable Law, including the SEBI (Debenture Trustees)

Regulations, 1993, read with the SEBI circulars titled (i) "Creation of Security in issuance of listed debt securities and 'due diligence' by debenture trustee(s)" dated November 3, 2020 ("DT Circular"); and (ii) "Monitoring and Disclosures by Debenture Trustee(s)" dated November 12, 2020.

IDBI TRUSTEESHIP SERVICES LIMITED HAVE FURNISHED TO THE STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE MARCH 30, 2021, WHICH READS AS FOLLOWS:

WE HAVE EXAMINED DOCUMENTS PERTAINING TO THE SAID ISSUE AND OTHER SUCH RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS.

ON THE BASIS OF SUCH EXAMINATION AND OF THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND ON INDEPENDENT VERIFICATION OF THE VARIOUS RELEVANT DOCUMENTS, REPORTS AND CERTIFICATIONS, WE CONFIRM THAT:

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

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

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

Track record of past public issues handled by the Lead Managers

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

Name of lead manager	Website
Edelweiss Financial Services Limited	www.edelweissfin.com
JM Financial Limited	www.jmfl.com
Equirus Capital Private Limited	www.equirus.com
A. K. Capital Services Limited	www.akgroup.co.in

Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) the Chief Financial Officer, (d) the Lead Managers, (e) the Registrar to the Issue, (f) the Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) the Debenture Trustee, (i) ICRA Analytics Limited for the inclusion of the industry report; (j) the Lead Brokers; (k) the Public Issue Bank; (l) the Refund Bank; and (m) the Statutory Auditor; (k) lenders of the Company to act in their respective capacities, have been obtained and the same will be filed along with a copy of the Tranche III Prospectus with the ROC, stock exchange and SEBI.

The consent of the Statutory Auditors of our Company, namely Varma & Varma, Chartered Accountants for (a) inclusion of their names as the Statutory Auditors, (b) examination reports on Reformatted Financial Information in the form and context in which they appear in the Shelf Prospectus, (c) the statement of tax benefits available to the debenture holders in the form and context in which they appear in the Tranche III Prospectus; (d) report on limited review of unaudited standalone and consolidated financials for the quarter ended June 30, 2020; and (e) report on limited review of unaudited standalone and consolidated financials for the quarter and half year ended September 30, 2020, (f) Report on Limited Review of Unaudited Standalone and Consolidated Financials for the quarter and nine months ended December 31,2020 have been obtained and has not withdrawn such consent and the same will be filed along with a copy of the Tranche III Prospectus with the ROC, stock exchange and SEBI.

Expert Opinion

Except the (i) Examination reports on Reformatted Financial Information in the form and context in which they appear in the Shelf Prospectus issued by Varma & Varma, Chartered Accountants; (ii) Auditors report, on limited review of the unaudited standalone and consolidated financial results for the quarter and three months ended June 30, 2020 issued by Varma & Varma, Chartered Accountants dated August 19, 2020; (iii) Auditors report on limited review of the unaudited standalone and consolidated financial results for the quarter and half year ended September 30, 2020 issued by Varma & Varma, Chartered Accountants dated November 03, 2020; (iv) Auditors Report on limited review of the Unaudited Standalone and Consolidated financial results for the quarter and nine months ended December 31, 2020 issued by Varma & Varma, Chartered Accountants dated February 09, 2021. (v) "ICRA Analytics Industry Report – Gold Loan Market in India, 2020, (vi) IMAcS Industry Report-Gold Loan Market in India 2019, IMAcS Industry Report-Gold Loan Market in India 2018 and IMAcS Industry Report-Gold Loan Market in India 2017 and (vii) Statement of Tax Benefits issued by Varma & Varma, Chartered Accountants dated March 26, 2021, the Company has not obtained any expert opinions.

Common form of Transfer

All trading / transfers of Securities will only be in Demat form and as per the provisions of the Companies Act, 2013 applicable as on the date of the Tranche III Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

In terms of the SEBI 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, i.e., INR 750 Million. If our Company does not receive the minimum subscription of 75% of the Base Issue within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

Filing of the Draft Shelf Prospectus

A copy of the Draft Shelf Prospectus was filed with the Designated Stock Exchange in terms of Regulation 7 of the SEBI Debt Regulation for dissemination on their website and the SEBI.

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

A copy of the Shelf Prospectus dated October 22, 2020 was filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013. A copy of the Tranche III Prospectus has been filed with the RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013.

Investment in relation to maturing debentures

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any listed company that intends to issue debentures to the public must, on or before the 30th day of April of each year, in respect of such publicly issued debentures, invest an amount not less than 15% of the amount of the debentures maturing during the financial year which is ending on the 31st day of March of the next year, in any one or more of the following methods: (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 under section 20 of the Indian Trusts Act, 1882; or (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. Such invested amount shall not be used for any purpose other than for redemption for debentures maturing during the financial year which is ending on the 31st day of March of the next year. Further, the invested amount shall not, at any time, fall below 15% of the amount of the debentures maturing in such financial year.

Underwriting

The Tranche III Issue shall not be underwritten.

Identification as wilful defaulter

Neither our Company nor any Promoter or Director is a wilful defaulter identified by the RBI/ECGC or any other governmental authority and/or by any bank or financial institution nor in default of payment of interest or repayment of principal amount in respect of debt securities issued by it to the public, if any, for a period of more than six months.

Reservation

No portion of this Issue has been reserved.

For further details, please refer to chapter titled "Legal and Other Information" on

page 218 of the Shelf Prospectus and "Legal and other information" on page 146 of the Tranche III Prospectus.

RISK FACTORS

Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in the Shelf Prospectus including the section titled "Our Business" at page 96 of the Shelf Prospectus, Annexure A titled "Financial Information" at page A-1 of the Shelf Prospectus respectively, before making any investment decision relating to the NCDs. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition and results of operation could suffer, the trading price of the NCDs could decline and you may lose all or part of your interest and/or redemption amounts. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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

Unless otherwise stated, financial information used in this section is derived from the Reformatted Financial Information as of and for the years ended March 31, 2016 and 2017 prepared under the Indian GAAP and as of and for the years ended March 31, 2018, 2019 and 2020 prepared under IND AS.

INTERNAL RISK FACTORS

Risks relating to our Business and our Company

1. We and certain of our Directors are involved in certain legal and other proceedings (including criminal proceedings) that if determined against us, could have a material adverse effect on our business, financial condition and results of operations.
2. The "Muthoot" logo and other combination marks are proposed to be registered in the name of our Promoters. If we are unable to use the trademarks and logos, our results of operations may be adversely affected. Further, any loss of rights to use the trademarks may adversely affect our reputation, goodwill, business and our results of operations.
3. Our business requires substantial capital, and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.
4. Our financial performance is particularly vulnerable to interest rate risk. If we fail to adequately manage our interest rate risk in the future it could have an adverse effect on our net interest margin, thereby adversely affecting our business and financial condition.
5. We may not be able to recover the full loan amount, and the value of the collateral may not be sufficient to cover the outstanding amounts due under defaulted loans. Failure to recover the value of the collateral could expose us to a potential loss, thereby adversely affect our financial condition and results of operations.
6. We face increasing competition in our business which may result in declining margins if we are unable to compete effectively. Increasing competition may have an adverse effect on our net interest margin, and, if we are unable to compete successfully, our market share may decline.
7. We have certain contingent liabilities; in the event any of these contingent liabilities materialise, our financial condition may be adversely affected.
8. We may not be able to successfully sustain our growth strategy. Inability to effectively manage our growth and related issues could materially and adversely affect our business and impact our future financial performance.
9. We cannot assure you that the new products that we introduce will be profitable in the future.
10. We may not be in compliance with relevant state money lending laws, which could adversely affect our business. In the event that any state government requires us to comply with the provisions of their respective state money lending laws, or imposes any penalty, including for prior non-compliance, our business, results of operations and financial condition may be adversely affected.
11. A major part of our branch network is concentrated in southern India and any disruption or downturn in the economy of the region would adversely affect our operations.
12. Our indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we desire.
13. We may face asset-liability mismatches due to inability to obtain additional credit facilities or renew existing credit facilities in a timely manner which could affect our liquidity and consequently may adversely affect our operations, profitability and cash flows.
14. Our financing arrangements contain restrictive covenants that may adversely affect our business and operations, some of which we are currently in breach of

- or have breached in the past.
15. Our Gold Loans are due within one year of disbursement, and a failure to disburse new loans may result in a reduction of our loan portfolio and a corresponding decrease in our interest income.
 16. If we are not able to control or reduce the level of non-performing assets / Stage 3 Loans Assets in our portfolio, the overall quality of our loan portfolio may deteriorate and our results of operations may be adversely affected.
 17. We face difficulties in carrying out credit risk analyses on our customers, most of whom are individual borrowers, which could have a material and adverse effect on our results of operations and financial condition.
 18. Our customer base comprises entirely of individual borrowers, who generally are more likely to be affected by declining economic conditions than large corporate borrowers. Any decline in the repayment capabilities of our borrowers, may result in increase in defaults, thereby adversely affecting our business and financial condition.
 19. Because we handle high volume of cash and gold jewelry in a dispersed network of branches, we are exposed to operational risks, including employee negligence, fraud, petty theft, burglary and embezzlement, which could harm our results of operations and financial position.
 20. A decline in our capital adequacy ratio could restrict our future business growth.
 21. If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.
 22. We may experience difficulties in expanding our business into additional geographical markets in India, which may adversely affect our business prospects, financial conditions and results of operations.
 23. System failures or inadequacy and security breaches in computer systems may adversely affect our operations and result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation.
 24. We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads.
 25. Our ability to access capital also depends on our credit ratings. Any downgrade in our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.
 26. Our ability to raise foreign currency borrowings may be constrained by Indian law.
 27. If Expected Credit Loss provisions on Stage 3 loan assets made are not sufficient to provide adequate cover for loan losses that may occur, this could have an adverse effect on our financial condition, liquidity and results of operations.
 28. We are subject to supervision and regulation by the RBI as a non-deposit-taking systemically important NBFC. In case of any adverse change in the regulations, we may have to comply with stricter regulations and guidelines issued by regulatory authorities in India which may adversely affect our business, results of operation and financial condition.
 29. RBI regulations have made our Gold Loans ineligible for securitization, making our cost of funds higher
 30. Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries. Inability to effectively manage our risk management systems can adversely affect our business, financial condition and results of operation.
 31. Any failure by us to identify, manage, complete and integrate acquisitions, divestitures and other significant transactions successfully could adversely affect our results of operations, business and prospects.
 32. In order to be successful, we must attract, retain and motivate key employees, and failure to do so could adversely affect our business. Failure to hire key executives or employees could have a significant impact on our operations.
 33. Our insurance coverage may not be adequate to 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.
 34. Our results of operations could be adversely affected by any disputes with our employees.
 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, financial condition and results of operations.
 36. Major lapses of control, system failures or calamities could adversely impact our business.
 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.
 38. We have entered into certain transactions with related parties. Any transaction with related parties may involve conflicts of interest.
 39. We have not entered into any definitive agreements to utilise a substantial portion of the net proceeds of the Issue.
 40. We continue to be controlled by our Promoters and they will continue to have the ability to exercise significant control over us. We cannot assure you that exercise of control by our Promoters will always favour our best interest.
 41. Our business strategy may change in the future and may be different from that which is contained herein. Any failure to successfully diversify into other businesses can adversely affect our financial condition.
 42. Our Promoters, Directors and related entities have interests in a number of entities, which are in businesses similar to ours and this may result in potential conflicts of interest with us.
 43. We are significantly dependent on our management team and our ability to attract and retain talent. Loss of any member from our management team can adversely affect our business and results of operation.
 44. Our employees may be the target of theft, burglary and other crimes which may adversely affect our business, operations, and ability to recruit and retain employees.
 45. Our internal procedures, on which we rely for obtaining information on our customers and loan collateral, may be deficient and result in business losses.
 46. We do not own a majority of our branches of operation. 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. Most of the lease agreements entered into by our Company may not be duly registered or adequately stamped.
 47. Our Company is exposed to fluctuations in the market values of its investment and other asset portfolio.
 48. Our financial statements prepared in accordance with Ind AS may not be comparable to our financial statements prepared in accordance with Indian GAAP and may not offer sufficient basis for investors to analyse the Company's financial condition and financial performance.
 49. Our inability to detect money-laundering and other illegal activities fully and on a timely basis may expose us to additional liability and adversely affect our business and reputation.
 50. The new bankruptcy code in India may affect our rights to recover loans from borrowers.
 51. Our business and activities may be regulated by the Competition Act, 2002 .
 52. The Bankruptcy Code in India may affect the rights of the NCD Holders.
 53. Our ability to establish and maintain current accounts with scheduled commercial banks and payment banks may be restricted on account of guidelines issued by the RBI. Any restrictions on our ability to maintain these accounts, or establish new current accounts, could adversely impact our growth, business and financial condition.

EXTERNAL RISK FACTORS

Risk factors related to India

54. Continuing spread of COVID-19 pandemic in India could adversely impact economy, businesses and daily human life. The extent of impact is uncertain and cannot be predicted.
55. There could be political, economic or other factors that are beyond our control but may have a material adverse impact on our business and results of operations should they materialize.
56. A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.
57. Companies operating in India are subject to a variety of central and state government taxes and surcharges. Any increase in tax rates could adversely affect our business and results of operations.
58. Financial difficulty and other problems in certain financial institutions in India could adversely affect our business.
59. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.
60. Any adverse change in India's credit rating by an international rating agency could adversely affect our business and profitability.

Risks relating to the Issue and the NCDs

61. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and the NBFC and Gold Loan industries contained in the Shelf Prospectus.
62. There are other lenders and debenture trustees who have pari passu charge over the Security provided
63. Changes in interest rate may affect the price of our NCD. Any increase in rate of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.
64. You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Secured NCDs. Failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the Secured NCDs could expose you to a potential loss.
65. There may be no active market for the NCDs on the retail debt market/capital

market segment of the BSE. As a result the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.

66. There may be a delay in making refund to Applicants.
67. Any downgrading in credit rating of our NCDs may adversely affect the value of NCDs and thus our ability to raise further debts.
68. Security on our Secured NCDs rank as pari passu with our Company's secured indebtedness.
69. Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.
70. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution
71. The Shelf Prospectus and Tranche III 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.
72. Security provided for the Issue may not be enforceable if the security provided for the Issue is classified as 'Assets' under the IT Act and will be void as against any claim in respect of any tax or any other sum payable by our Company.

Prominent Notes:

- 1 This is a public issue of upto ₹ 40,000.00 million secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") ("Shelf Limit"). The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue (each a "Tranche Issue"), which issue is being made pursuant to the provisions of Securities and Exchange Board Of India (Issue and Listing Of Debt Securities) Regulations, 2008 as amended (the "SEBI Debt Regulations"), the Companies Act, 2013 and rules made thereunder as amended to the extent notified.
- For details on the interest of our Company's Directors, see the sections titled "Our Management" and "Capital Structure" beginning at pages 125 and 52 and of the Shelf Prospectus respectively.
- Our Company has entered into certain related party transactions, within the meaning of IND AS 24 as notified by the Companies (Indian Accounting Standards) Rules, 2015, as disclosed in Annexure A titled "Financial Information" beginning on page A-1 of the Shelf Prospectus.
- Any clarification or information relating to the Issue shall be made available by the Lead Managers and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever.
- Investors may contact the Registrar to the Issue, Compliance Officer and the Lead Managers for any complaints pertaining to the Issue. In case of any specific queries on allotment/refund, Investor may contact the Registrar to the Issue.
- In the event of oversubscription to the Issue, allocation of NCDs will be as per the Tranche III "Basis of Allotment" set out on page 139 of the Tranche III Prospectus.
- Our Equity Shares are listed on the NSE and BSE. Our non-convertible debentures issued pursuant to twenty two public issues in the past are listed on NSE and/ or BSE.
- As of March 31, 2020, we had certain contingent liabilities not provided for, amounting to ₹ 7,418.87 million. For further information on such contingent liabilities, see "Financial Information" at Annexure A on page A-1 of the Shelf Prospectus.

For further information relating to certain significant legal proceedings that we are involved in, see "Pending Proceedings and Statutory Defaults" beginning on page 204 of the Shelf Prospectus and page 172 of Tranche III Prospectus.

For further details, please refer to chapter titled "Risk Factors" on page 11 of the Shelf Prospectus and "Material Developments- Risk Factors" on page 88 of the Tranche III Prospectus.

MATERIAL DEVELOPMENTS

Material developments since the date of filing of Shelf Prospectus and the Tranche III Prospectus:

Other than as described in the Tranche III Prospectus there are no recent material developments in relation to our Company since the filing of the Shelf Prospectus with the ROC, BSE and SEBI, including in respect of disclosure under the sections titled "Risk Factors", "Our Business", "History and Main Objects" and "Other Matters".

Other Matters

Unaudited financial results

The unaudited limited reviewed financial results of the Company for the quarter and half year ended September 30, 2020 was approved and published by the Board of Directors at their meeting held on November 03, 2020.

The unaudited limited reviewed financial results of the Company for the quarter and nine months ended December 31, 2020 was approved and published by the Board of Directors at their meeting held on February 09, 2021

Appointment of Chief Risk Officer

The Board of Directors has accorded its approval by way of a circular resolution dated March 30, 2021 for the appointment of Mr. Nazar K A as the Chief Risk

Officer of the Company with effect from April 16, 2021.

Upgradation in Credit Rating

On February 16, 2021, CRISIL Ratings has upgraded its ratings on the long-term debt facilities of Muthoot Finance Limited to "CRISIL AA+/Stable" from "CRISIL AA/ Positive". On March 16, 2021, ICRA has upgraded its ratings on the long-term debt facilities of Muthoot Finance Limited to "[ICRA] AA+/Stable" from "[ICRA] AA/ Stable".

Transmission of shares held by Late M G George Muthoot, Chairman & Whole Time Director

The equity shares of the Company previously held by Late M G George Muthoot have been transmitted to Mrs. Sara George, nominee of the demat account held by Late M G George Muthoot on March 30, 2021. In continuation of the transmission process, 1/3rd share of the holdings of Late M G George Muthoot will be transmitted to Mr. George M George, son of Late M G George Muthoot and 1/3rd share of the holdings of Late M G George Muthoot will be transmitted to Mr. Alexander M George, son of Late M G George Muthoot, the legal descendants as per the will executed by Late M G George Muthoot

For further details please refer to "Material Developments" on page 159 of the Shelf Prospectus and on page 88 of the Tranche III Prospectus.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Ernakulam, Kerala 682 018 from 10.00 AM to 5.00 P.M during which the Tranche III Issue is open for public subscription under the Tranche III Prospectus For further details please refer to "Material Contracts and Documents for Inspection" on on page 284 of the Shelf Prospectus and page 183 of the Tranche III Prospectus.

DECLARATION

We, the Directors of the Company, certify that all the relevant provisions of the Companies Act, 2013, as applicable on the date of the Tranche III Prospectus and the guidelines issued by the Government of India or the guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with. We further certify that the disclosures made in the Tranche III Prospectus are true and correct and in conformity with the Companies Act, 2013, Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and no statement made in the Tranche III Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules, guidelines and circulars issued thereunder.

SIGNED BY ALL DIRECTORS:

George Thomas Muthoot Whole Time Director	:	Sd
George Jacob Muthoot Whole Time Director	:	Sd
George Alexander Muthoot Managing Director	:	Sd
Alexander M. George Whole Time Director	:	Sd
Jose Mathew Independent Director	:	Sd
Jacob Benjamin Koshy Independent Director	:	Sd
Ravindra Pisharody Independent Director	:	Sd
Vadakkakara Antony George Independent Director	:	Sd
Pratip Chaudhuri Independent Director	:	Sd
Usha Sunny Independent Director	:	Sd

Date : March 31, 2021

Place : Kochi, India

FOR FURTHER DETAILS PLEASE REFER TO SHELF PROSPECTUS DATED OCTOBER 22, 2020 AND TRANCHE III PROSPECTUS DATED MARCH 31, 2021

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

TIMING FOR SUBMISSION OF APPLICATION FORM

Applications Forms for the Tranche III 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 Tranche III Issue Period. On the Tranche III 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 Stock Exchange.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche III Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche III Issue Closing Date and, not later than 3.00 p.m. (Indian Standard Time) on the Tranche III Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche III Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Tranche III Issue. Application Forms will only be accepted on Working Days during the Tranche III Issue Period. Neither our Company, nor the Members of the Syndicate are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in the Tranche III Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

CENTRES FOR AVAILABILITY AND ACCEPTANCE OF APPLICATION FORMS

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

Applicants can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, RTAs and CDPs, eligible to accept Applications in the Tranche III Issue, including details such as postal address, telephone number and email address, are provided on the website of the BSE, as updated from time to time.

BIDDING CENTRE DETAILS - LEAD BROKERS

A. K. STOCKMART PRIVATE LIMITED

Mumbai: 30-39, 3rd Floor, Free Press House, Free Press Journal Marg, 215, Nariman Point, Mumbai - 400 021 Parag Zaveri- Board: +91-22- 67546500/66349300

AXIS CAPITAL LIMITED

Bangalore: Axis Capital Limited, **AXIS Bank** - MAJESTIC Branch, Plot No.41, Sheshadri Road, Anand Rao Circle, Bengaluru - Pin: 560009 Ph: 080 - 23000430 **Mumbai:** Axis Capital Limited, 4A/5C, Khatau Bldg., Ground floor, Alkesh Dinesh Mody Marg, Fort, Mumbai Pin:400001, Ph:022- 22677901; **New Delhi:** Axis Capital Ltd, 2nd Floor, Level 3B (4th Floor), DLF Centre, Sansad Marg, Connaught Place, **New Delhi**, Pin:110001, Ph: 011 - 61289088, **Pune:** Axis Capital Limited, 1248 A, Asmani Plaza, Deccan Gymkhana, Goodluck Chowk, Opp Cafe Goodluck, Behind Raymond Showroom, Pin:411004, Ph:9890018150/9371218150,

BAJAJ CAPITAL LIMITED

AGARTALA: Bajaj Capital, 1st floor of Oriental Bank of Commerce, Near Rabindra Bhawan Tripura (West), Agartala - 799001. Ph: 09206044376. **AGRA:** Bajaj Capital, Shop No. 110, Ground Floor, Block No. 27/2/4, Sanjay Palace, Near Hotel Panchrattan, Agra - 282002, Ph: 0562-6457307. **AHMEDABAD:** Bajaj Capital, 2-L, 'Akik' Opp Lions Hall, Mithakhali Six Road, Near Nalanda Hotel, Ellisbridge, Ahmedabad - 380006, Ph: 079-64500171, 72. **AJMER:** Bajaj Capital, 26, Ground Floor, Ajmer Tower, Kutchery Road, Ajmer - 305001. Ph: 0145-6451231,0145-6451232. **ALLAHABAD:** Bajaj Capital, Shop No. F-5, Indira Bhawan, Civil Lines, ALLAHABAD - 211001, Ph: 0532-6452481,0532-6452482. **BANGALORE:** Bajaj Capital, Municipal No. 6/4, First Floor, Opposite Lakshmi Vilas Bank, Infantry Road, Bangalore - 560001, Ph: 080-25594999, 25559273, Bajaj Capital, 759, Shri Jayalakshmi Nivasa, 100-ft Road, Indira Nagar, (Opp. SBI Personal Bank), Bangalore-38, Ph: 080-65471127 / 26. Bajaj Capital, 4, Lakshmi Mansion, 81/B,8th Main Road, Opp. Food World, 3rd Block, Jaya Nagar, Bangalore -11, Ph: 080-65471128 / 29. Bajaj Capital, Raheja Arcade, 1st Floor, #122, Koramangala, Bangalore-34, Ph:080-65471130 / 31. Bajaj Capital, 197, Sampige Rd, Near 11th Cross, (Above Karnataka Bank) Malleshwaram, Bangalore- 3, Ph: 080-65471132 / 33. Bajaj Capital, Rajaji Nagar 293/1, 17th Main Road "D", IIIRD Block, Rajaji Nagar, Bangalore-10, Ph: 080-65471139 / 38. **BHAGALPUR:** Bajaj Capital, 2nd Floor, Chandralok Complex, Near Ghantaghar, Bhagalpur - 812001, Ph: 0641-9234300737. **BHOPAL:** Bajaj Capital, Shop No. 6, First Floor, Jyoti Cinema Complex, M.P. Nagar, Zonel, Bhopal - 462011, Ph: 0755-6459550. **BHUBANESHWAR:** Bajaj Capital, Plot No. 1/A, Ground Floor, Station Square, Kharvel Nagar, Bhubneswar - 751001, Ph: 0674 - 6451257, 6451269. **CHANDIGARDH:** Bajaj Capital, SCO 341 - 342, First Floor, Sector 35B, Chandigarh 160036, Ph: (0172) , 6451612 - 13. **CHENNAI:** Bajaj Capital, Wellington Plaza, 3rd Floor, 90, Anna Salai, Chennai - 600002, Ph: 044-23451207, 08. Bajaj Capital, K.R. BUILDINGS, No. 12, L.B. Road, Adyar, Chennai - 600 020, Ph: 64588304 / 305 / 306. Bajaj Capital, W.111, First Floor, 3rd Avenue, Anna Nagar, Chennai - 40, Ph: 64588309 / 310, 64581539. Bajaj Capital, Shop No. 4, Trinity Complex, No.110, 4th Avenue, Ashok Nagar, Chennai - 83, Ph: 64588311 / 312. Bajaj Capital, No. 7, R.K. Mutt Road, (Near Indian Bank) Mylapore, Chennai - 4, Ph: 64581540 / 64588318 / 317. Bajaj Capital, Shop No. 4, Plot No. 3, 29th Street, Nanganallur, Chennai-61, Ph: 64588320 / 319. Bajaj Capital, Bridge Port, New No. 29, Old No. 12, Burkit Road, T. Nagar, Chennai-17, Ph: 64588321 / 22. Bajaj Capital, Shop No. 5, Ground Floor, Vikas Plaza, 37/C, Velachery, Tambaram Road, Chennai - 42, Ph: 64588326 / 24. **COIMBATORE:** Bajaj Capital, No. 575, D.B. Road, First Floor, (Near Head Post Office) R.S. Puram, Coimbatore - 641002, Ph: 6470136, 38. **DEHRADUN:** Bajaj Capital, Shop No-1, Windlass Shopping Complex, Ground Floor, 11-A Rajpur Road, Dehradun-248001. Ph: 0135-6452648 - 49. **DHANBAD:** Bajaj Capital, Room no- 103/A, First Floor, Ozone Plaza, 119/A, Bank More, Dhanbad, Jharkhand - 826001, Ph: 9204799896, 0326- 6555521. **FARIDABAD:** Bajaj Capital, 5R/1 Ground Floor, B.K. Chowk, Near HDFC Bank, Faridabad - 121001, Ph: 0129 - 6466566. **GAZIABAD:** Bajaj Capital, G-5, Ansals Satyam Building, Raj Nagar, District Centre, Ghaziabad - 201002, Ph: 0120 - 6493211,0120-6494070. **GORAKHPUR:** Bajaj Capital, Ground Floor, A D Towers, Bank Road, Gorakhpur, Gorakhpur - 273001, Ph: 0551-6453025,0551-6453026. **GURGAON:** Bajaj Capital, Super Mart B-201, Super Mart - 1, DLF City Phase - IV, Gurgaon - 122002, Ph: 0124-6469991,0124-6468105. Bajaj Capital, Sec 14 102, AKD Tower, Upper Ground Floor, Near HUDA Office, Sector-14, Gurgaon-122001, Ph: 124- 6468101, 6468102. **GUWAHATI:** Bajaj Capital, Room No.102, 1st Floor, Dunfur Apartment, R G Baruah Road, Guwahati - 781024, Ph: 9207045530, 312. **HYDERABAD:** Bajaj Capital, 3-6-522, 2nd & 3rd Floor, Archies Showroom, Opp. KFC, Himayath Nagar, Hyderabad - 500029, Ph: 040 - 44555555, 64631421, 22. Bajaj Capital, Shop No. 4, Ground Floor, Swarnajayanthi Complex (HUDA) Ameerpet, Hyderabad - 500016, Ph: 040-64631425 / 24. Bajaj Capital, No.3/MIG-I, Near ICICI Bank, K.P.H.B. Colony, Kukatpally, Hyderabad - 500072, Ph: 64631427 / 26. Bajaj Capital, Shop No.10, First Floor, Minerva Complex, 94, S.D. Road, Secunderabad - 500003, Ph: 040-64631428, 29. **JAIPUR:** Bajaj Capital, G-3, Anukampa Tower, Opp. Sangam Tower, Church Road (M. I. Road), Jaipur - 302001, Ph: 0141-6503342, 43. Bajaj Capital, Shop No. 4, Nursury Circle, Vaishali Nagar, Jaipur-302021 Ph: 0141-6503345. **JAMSHEDPUR:** Bajaj Capital, Meghdeep Building, 3rd Floor, Room No- 6, Q-Road, Beside South Park Hotel, Bistupur, Jamshedpur- 831001. Ph: 0657- 6457603, 6457627. **KANPUR:** Bajaj Capital, 106, Ratan Esquire, 14/144, Chumni Ganj, Kanpur - 208001, Ph: (0512) 6451763 - 64. **KARUR:** Bajaj Capital, **Chella Chambers 1st Floor, #74, Covai Road, Karur - 639002. Ph: 04324 - 241415 / 241416. KOCHI:** Bajaj Capital, F-2, 1st Floor, N.J.K Thripathy Building, Opp. to Medical Trust Hospital, S.A.Road, Valanjambalam, Cochin - 682 016 Ph: 0484-2370053, 56 & 59. **KOLKATA:** Bajaj Capital, 5th Floor, Room No. 507, 7/1, Lord Sinha Road, Kolkata - 700071, Ph: 033 - 22820383. Bajaj Capital, 9, Ezra Street, Kolkata-700001, Ph: 64578545 - 47. Bajaj Capital, Gagananchal Complex, Shop No. 38A, 37, Dr. Abani Dutta Road, Howrah - 711106, Ph: 64602157 - 58, 64604011. Bajaj Capital, B-9/20 (C. A), P O. Kalyani, Dist. Nadia, Kalyani-741235, Ph: 64605211, 64605214. Bajaj Capital, 182, Jessore Road (Satsgachi Crossing), Bum Dum, Kolkata - 700074, Ph: 64578543. Bajaj Capital, Mezanine Floor, Flat No. 3, P - 24A, C I T Road Scheme VI M, Kolkata - 700054. Ph: 64578551 - 52. Bajaj Capital, Martin Burn House, Ground Floor, Room

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No. 15, I, R N Mukherjee Road Kolkata – 700001, Ph: 64578553 – 54. Bajaj Capital, Sec-I BF-192, Sec-I, Salt Lake, Kolkata – 700064, Ph: 64578627 – 29. Bajaj Capital, Sec-V Plot No. IX-16, Block EP & GP, Sec-V, Salt Lake, Kolkata – 700091, Ph: 64578555 – 56. Bajaj Capital, First Floor, 4 Jatun Bagchi Road, Kolkata-700029. Ph: 64578548 – 50. Bajaj Capital, Ground Floor, Shop No. 9, ShreeramNagar, Teghoria, V I P Road, Kolkata-700052, Ph: 64578625. Bajaj Capital, 25/A, Raja Ram Mohan Roy Road, Kolkata – 700008, Ph: 64578542. Bajaj Capital, C-36, Lakshmi Narayan Colony, Po. Naktala, PS. Jadavpur, Kolkata-700047, Ph: 64578626. **LUCKNOW:** Bajaj Capital, 5, Commerce House, Habibullah Compound, 11, M.G. Marg, Hazratganj, Lucknow – 226001, Ph: 0522 – 6565568. Bajaj Capital, C-204, UGF, Sahara Plaza, Patrakar puram, Gomti Nagar, Lucknow – 226010. Ph: 0522-4060909,6566423. **LUDHIANA:** Bajaj Capital, M-3, ABC Services, SCO-137, Feroze Gandhi Market, Ludhiana-1, Ph: (0161) 2412287. **MADURAI:** Bajaj Capital, Suriya Towers, No. 5, First Floor, 272/273, Good Shed Street, Madurai – 625001, Ph: 0452 – 6461023, 6461024, 6461025. **MANGALORE:** Bajaj Capital, Essel Towers, BS 4, Bunts Hostel Circle, Mangalore – 575003, Ph: 0824-6451218, 17. **MEERUT:** Bajaj Capital, G-28, Ganga Plaza, Near Begam Bridge, Meerut cantt. - 250001, Ph: 0121 – 6451510, 6451511. **MUMBAI:** Bajaj Capital, Office no. 2, Ground Floor, Karim Chambers, Ambalal Doshi Marg, Hamam Street, Fort, Mumbai – 400001, Ph: 022 – 62427400. Bajaj Capital, A-28, Laram Shopping Center, Opposite Platform no. 6, Andheri (W), Mumbai – 400058, Ph: 022 – 65210112, 65210116. Bajaj Capital, Rashesh Building, Shop no. 11, 1st Floor, Near Maxus Mall, 150 ft Road, Bhayandar (w), 401104, Ph: 022 – 65991662 – 63. Bajaj Capital, Shop no.2, Nandkumar Apt, Factory Lane, Near Ambaji Mandir, Borivali (w), Mumbai - 400092, Ph: 65991664 – 65. Bajaj Capital, Room No.1, Gr Floor, Sunil Sadan Opp Grand Central Restaurant, M.D.S Marg, Chembur (E) Mumbai - 400071, Ph: 022- 65991667 – 68. Bajaj Capital, Shop No. 5, Abdul Kadar Jilani Building, Gokhale Road, Opp. Portugese Church, Dadar (w), Mumbai - 400 028, Ph: 65991669 – 70. Bajaj Capital, Office No. 4, Vishwas CHS, Ground Floor, Behaning Neel-Yog Square Mall, R. B. Mehta Marg, Ghatkopar (E), Mumbai – 400 077, Ph: 022 – 65991671 / 65210115. Bajaj Capital, Shop No 1, Dhara Complex, Plot No. 3&4, Sec-No 44, Seawoods, Nerul, Navi Mumbai – 400706, Ph: 022- 65991674 – 75. Bajaj Capital, Shop no - 3, Chaman House Co-op Hsg Society, plot no – 34, Beside IDBI Bank Atm, Sion (E) Mumbai – 400022, Ph: 022 – 64518004, 65991677. Bajaj Capital, Shop No 3, 5th Floor, Tardeo Airconditioned Market, Mumbai - 400034, Ph: 64534950, 64534954. Bajaj Capital, R.No 5, Above Khandelwal Sweets, Opp Thane Railway Station, Gokhale Road, Thane (W) Mumbai – 400601, Ph: 022-25376898, 65991678 – 79. **NAGPUR:** Bajaj Capital, Shop No. B-S1, Amar Jyoti Palace, Wardha Road Dhantoli, Near Lokmat Square, Nagpur - 440012. Ph: 0712-6618576. **NASHIK:** Bajaj Capital, G 18 & 19, Suyojit Sankul, Tilak Wadi, Sharanpur Road, Nashik – 422002, Ph: 0253 – 6629011, 6629012. **NEW DELHI:** Bajaj Capital, Bajaj House, 97, Nehru Place, New Delhi – 110019, Ph: 011 – 41693000, 26410315. Bajaj Capital, N-10, Kalkaji, New Delhi, Ph: 64736914, 64640919. Bajaj Capital, 15, L.G.F. Central Market, Masoodpur, Vasant Kunj, New Delhi -110070, Ph: 64736918, 64640940. Bajaj Capital, Shop no. 15, Ground Floor, Deep Cinema Complex, Phase - 1, Ashok Vihar, Delhi – 110052, Ph: 64736944, 64640908. Bajaj Capital, United India Life Building, F-Block, Connaught Place, New Delhi – 1, Ph: 41790444 (30 Lines) 64640900-07. Bajaj Capital, DDA Shop No. 24, Ground Floor, Rama Krishna Market, No.1, I. P. Extension, Patparganj, Delhi – 110092, Ph: 64736942, 64640931. Bajaj Capital, DDA Shop No. 4, FD Market, Near Madhuban Chowk, Pitampura, Delhi - 110088, Ph: 64736902, 64640933. Bajaj Capital, 9, Ground Floor, Rajendra Bhawan, Rajendra Place (Opp. Rachna Cinema) New Delhi - 110008, Ph. 64736940, 64640938. Bajaj Capital, 112, 1st Floor, Ansal Chamber- 1, Bhikaji Cama Place, New Delhi-110066, Ph: 64736916, 64640910. Bajaj Capital, F-1, 1st floor, B-87, Defence colony, New Delhi- 110024, Ph: 64736930, 64640912. Bajaj Capital, F-4, HL Square, Plot No. 6, Sector-5, Dwarka, New Delhi – 110075, Ph: 64736925, 64640915. Bajaj Capital, Shop No. 11 & 12, 7-A, Janakpuri Dist.Centre (Opp. Janak Puri Transport Authority), New Delhi – 110058, Ph: 64736912, 64640917. Bajaj Capital, Shop No. 3, Ground Floor, B-5, Tagore Market (Next to Post Office), Kirti Nagar - 110015, Ph: 64736922. Bajaj Capital, C-50, Shivalik, Main Road, Malviya Nagar, New Delhi-110017, Ph: 64736907, 64640923. Bajaj Capital, G-8&9, Ground Floor, Bhanot Tower, A-Block Opp. Jawala Heri Market, Paschim Vihar, New Delhi – 110063, Ph: 64640929, 64736947. Bajaj Capital, 19, DDA Market, Commercial Complex, Yusuf Sarai, New Delhi – 110016, Ph: 64640943 - 44, 64736937. **NOIDA:** Bajaj Capital, Sector -29 A-2, Brahmputra Commercial Complex, Near Rail Reservation Centre, Sec. 29, Noida-201301 Ph: 6494074 - 75, 6493213. Bajaj Capital, Sec-41 C-20, C Block Market, Sector-41, Noida-201301. Ph: 2570410, 6494077 – 78. **PALAKKAD:** Bajaj Capital, 1st Floor, S.S. Complex, Near Head Post Office, College Road, Palakkad-678 001. Ph: 0491-2545355 / 2545579. **PATNA:** Bajaj Capital, Flat No. 108, 1st Floor, Ashiana, Plaza, Budha Marg, Patna – 800001, Ph: 0612- 6451056 - 59, 61 – 63. **PONDICHERRY:** Bajaj Capital, No. 127/A, 100 Ft. Road, Natesan Tower, 1st Floor, Natesan Nagar, Pondicherry – 605001, Ph: 0413 - 6452334, 6452335. **PUNE:** Bajaj Capital, Shop No 6, Sanas Plaza, 1302, Subhash Nagar, Bazirao Road, Pune – 411002, Ph: 020-65009460, 61. Bajaj Capital, Suyash Plaza, Office No.08, 3rd floor, Opp-Selene Building, Bhandarkar road, Near Kamla nehru Park. Pune – 411004, Ph: 020 – 65009463. Bajaj Capital, Office no. 13, A Wing, Kamala Cross Road, Opp. PMPC office, old Mumbai highway, Pimpri, Pune – 411018, Ph: 020 – 46500150-51. **RAJKOT:** Bajaj Capital, 205, Metro Plaza, 2nd Floor, Near Ratnam Hospital, Jansata Chowk, Rajkot – 360001, Ph: 0281-6450135, 37. **SALEM:** Bajaj Capital, 22, GF, Omalur Main Road, SALEM – 636009, Ph: 0427 - 6452565, 6452566. **SECUNDRABAD:** Bajaj Capital, Shop No.10, First Floor, Minerva Complex, 94, S.D. Road, Secunderabad - 500003, Ph: 040-64631428, 29. **SILIGURI:** Bajaj Capital, 3rd Floor, Jatin Das Sarani, (Near Jewel Club), Ashram Para, Siliguri, Siliguri – 734001, Ph: 9641831375. **SONEPAT:** Bajaj Capital, Opp. Old Civil Hospital, Railway Road, Sonapat-131001 Ph: 0130- 6451297, 6451256, 2240623. **SURAT:** Bajaj Capital, 106, 1st Floor, Vishwakarma Chambers, Majura Gate Crossing Road, Ring Road, Surat – 395002, Ph: 0261-6450421, 6450422. **THIRUVANANTHAPURAM:** Bajaj Capital, Haji M Bava Commercial Complex, Ground Floor, Near Old GPO, Ambujavilasam Road, Trivandrum – 695001. Ph: 0471-2475112/2475251. **TIRUCHIRAPALLI:** Bajaj Capital, Swati Arcade, 73/1 - f 1st Floor Salaia Road, Thillai nagar, Thiruchirapalli – 620018, Ph: 0431 - 6452094, 6452095. **TIRUNEVELI:** Bajaj Capital, Shop No. 1, First Floor, K.S. Arcade, Near Bypass Roundana, Vannarapettai, Tirunelveli - 627 003. Ph: 0462 - 2500432, 33. **VADODARA:** Bajaj Capital, 129 Siddharth Complex, R C Dutt Road, Vadodara – 390007, Ph: 0265 – 3088162. **VARANASI:** Bajaj Capital, D-58/53-54, 1st Floor, Shiva Complex, Rath Yatra Crossing, Varanasi – 221010, Ph: 0265-6450181. **VIJAYWADA:** Bajaj Capital, Kalyan Complex 39-1-89, 1st Floor, Beside OBC Bank, Temple Street, M.G. Road, Labbipet, Vijayawada – 520010, Ph: 0265 – 6450181. **VISHAKHAPATNAM:** Bajaj Capital, No. 47-9-20, Somunaidu Enclave, 3rd Lane, Near to Harsha Labs, Dwarakanagar, Visakhapatnam-530 016. Ph: 0891- 2506292, 2505957.

EDELWEISS BROKING LIMITED

Ahmedabad : Edelweiss Broking Ltd. ; Edelweiss, 2nd Floor, Office No. 201 to 203, Zodiac Plaza, Xavier College Road, Off C G Road, Ahmedabad- 380009. **Bangalore :** Edelweiss Broking Ltd. ; Edelweiss, Novel office central 8/2, Diagonally opposite to 1 MG Mall, MG Road, Ulsoor Road, Bengaluru - 560 008. Sudhir Dubey Tel.: +91 8792283802 **Chennai :** Edelweiss Broking Ltd. ; Edelweiss, No.10 & 12, 3rd Floor, The Oval Venkatanarayana Road T.Nagar, Chennai 600017 **Hyderabad :** Edelweiss Broking Ltd. ; Edelweiss, M B Tower, 2nd floor, MCH No 8-2-120 / 86 / 7, beside Dental Care Hospital, Road No. 2 , Banjara hills, Hyderabad - 34 Tel. : 9849549449 **Jaipur :** Edelweiss Broking Ltd. ; Edelweiss Broking Limited, Unit No. 703-704, 7th Floor, C-Scheme, Green House, Ashok Marg, Jaipur – 302001. Mr. Ratan Kumar - (0141) 4045 167 **Kolkata :** Edelweiss Broking Ltd. ; Edelweiss, Unit No 227 & 228, 2nd Floor Martin Burn House R. N. Mukherjee Road, Kolkata - 700001 **Mehsana :** Edelweiss Broking Ltd. ; Edelweiss, S/9, Safal Complex, Modhera Chokdi, Opp. Simandhar Temple, Mehana – 384002. **New Delhi :** Edelweiss Broking Ltd. ; Edelweiss, B-39, Block-B, 3rd Floor, Middle Circle, Near PVR Plaza , Connaught Place, New Delhi-110001. Mr. Dhirendra Shekhawat Ph: 011- 49804800 **Pune :** Edelweiss Broking Ltd. ; Edelweiss, 3rd Floor, Nandadeep Complex 1195/1 F.C Road, Shivaji Nagar, Pune - 411004 Tel: (20) 6605 6672. **Rajkot :** Edelweiss Broking Ltd.; Edelweiss, Office No 23/24, Pramukh Swami Arcade, B wing, Malaviya Chowk, Dr. Yagnik Road, Rajkot – 360 001. +91 9898928890 **Surat :** Edelweiss Broking Ltd. ; Edelweiss, C-406, 4th Floor, International trade Center Ring Road Near Majura Gate, Surat - 395002.

EQUIRUS SECURITIES PRIVATE LIMITED

Mumbai –Lower Parel - Unit No. A-2102 B, 21st Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai – 400013 **Mr. Vikram Patil –** Tel. No. – 022 4332 0600 - Mobile - 9323709808

ICICI SECURITIES LIMITED

ICICI Securities Ltd, 163 Backbay Reclamation, H.T. Parikh Marg, Churchgate, Mumbai – 400020

IIFL SECURITIES LIMITED

Ahmedabad: 4th Floor, Commerce House-4,Nr. Shell Petrol Pump,Anandnagar Road, Prahladnagar, Ahmedabad - 380015 Ph: 9825063699 **IIFL Securities Ltd,** 4th Floor, Commerce House-4, Nr. Shell Petrol Pump,Anandnagar Road, Prahladnagar, Ahmedabad - 380015 Ph: 9712916547/ 8657405992 **IIFL Securities Ltd,** 2nd floor,high street building, opp.thakorbhai desai hall,law garden, ahmedabad-380006 Ph. 7567897599 **Bangalore:** IIFL Securities Ltd. #11,"Adam Chambers" 2nd floor Richmond Road, Bangalore 560025 Ph: 9620102326 **Bhavnagar:** IIFL Securities Ltd C/o IIFL Gold Loan Branch, Mahendra Market, Ground Floor, Waghawadi Road, Near Sakhari Hut, Bhavnagar - 364002 Ph. 9638511611 **Chandigarh:** IIFL Securities Ltd, SCO-2907, IInd Floor, Sec -22C, Opp. J.W Marriot Hotel, Chandigarh - 160022 Ph: 9811351186 **Chennai:** IIFL Securities Ltd Kannammai Building, 611 & 612, 7th Floor,Annasalai, Thousand Lights,Chennai - 600006. Tamil Nadu - 600006. Ph. 9841755315 **Jamnagar:** IIFL Securities Ltd C/o, IIFL Gold Loan Complex, 1st floor, F1-F2, Sumer club Road, Opp. OSWAL Hospital, Digvijay plot, Jamnagar 361005 Ph. 9428729938 **Kanpur:** IIFL Securities Ltd 306, 3rd Floor, Sai Square, Bhargava Estate,Civil Lines, Kanpur (U.P.) - 208001 Ph: 8756992410 **Kolkata:** IIFL Securities Ltd 8th, Floor, 1, Shakespere Sarani, AC Market, Theatre Road Kolkata - 700071 Ph: 9007460231 **Mumbai:** IIFL Securities Ltd 1A, Building No 105,Opp. Bharat House, Mumbai Samachar Marg, Fort Mumbai - 400001 Ph: 022-49142122/114 / 9167997482 / 9167997481 **Mumbai:** IIFL Securities Ltd 201, 2nd Flr,Cabin No:5, Parasmami Shopping Centre,Parasmami Complex,Nr Dadar Rlwy Stn, 95 Naigaum Cross Rd,MMGS Marg, Dadar - 400014 Ph: 022-48843147 / 7798307393 **Mumbai :** IIFL Securities Ltd 6th Floor, Ackruti Centre Point, Central Road,Marol MIDC, Andheri East, Mumbai -400093 Ph:022-62728874, 9004930729 **Mumbai:** IIFL Securities Ltd IIFL Securities Ltd.Shree Manek Nagar CHS , Office No.6,Punjabli Lane, Borivali West, Mumbai, Maharashtra; (Opp New India Bank) - 400092 Ph. 9850207105 **Mumbai:** IIFL Securities Ltd IIFL Securities Ltd ,Ground Floor,Hubtown Solaris,N. S. Phadke Marg, Vijay Nagar, Opp Teli Galli, Andheri (East),Mumbai 400 069 Ph. 9969750852 **Mumbai:** IIFL Securities Ltd Office No 1, Gr Flr, Hubtown Solaris NS Phadke Marg, near East West Flyover, Andheri, Vijay Nagar, Mumbai, Maharashtra 400069 Ph. 99871 63707 **New Delhi:** IIFL Securities Ltd 510-514,5th Floor,Ashoka Estate Bldg - 24, Barakhamba Road, Connaught Place New Delhi - 110001 Ph: 9310527000/9871047900 **Pune:** IIFL Securities Ltd 7th Floor, Lohia Jain IT

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Park, Near Chandani Chowk, Kothrud Pune -411038 Ph: 8219910802/9730727308 **Pune:** IIFL Securities Ltd C/o H.G.Nikam, Mantri Niketan, E Building, Flat No-3B, Dapodi, Pune-12, Ph. 9657422686 **Rajkot:** IIFL Securities Ltd 4th Floor- 407, The Imperia, Opp. Shastri Maidan, Rajkot - 360001 Ph: 8657474275 **Surat:** IIFL Securities Ltd 710, 21st Century Business Center, Beside WTC, Ring Road, Surat - 395002 Ph. 9376555441 **Surat:** IIFL Securities Ltd 701- 7th floor , 21 Century , Udhna Darwaja, Ring Road , Surat 395002 Ph. 9377220691 **Vadodara:** IIFL Securities Ltd 3rd Floor, Bhagwan Chamber. Opp.circuit House R C Dutt Road, Alkapuri, Vadodara - 390007 Ph:0265-6197504 **Vadodara:** IIFL Securities Ltd GF-40 , Phoenix Complex, Sayajiganj, Vadodara Ph. 9904221426.

INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED

Chennai - Adyar - Ground Floor, 15, Baram Road, Chennai - 600 020. - 24420776 / 24914178. Adambakkam - Door No. 14, 1st Floor, R k Plaza, Lake View Road, Adambakkam, Chennai - 600088 - 22601351/22600146. Ambattur - Old No. 18/2, New No. 58, Mounasamy Madam Street, Ambattur, Chennai - 600053 - 26570354 / 26570679. Anna Nagar - 1 - No. W-65 A1, TLV Manor, Ground Floor, (Opp. Tower Club), Annanagar, Chennai-600040 - 26282616/ 26214371. Ashok Nagar - New No. 33, 11th Avenue, (Near Grand Sweets), Ashok Nagar, Chennai - 600 083. - 24895378 / 24718482. Avadi - MIG Plot No. 3461, Ground Floor, TNHB, Avadi - Chennai-600054. - 26550413 / 415 / 416. Chrompet - No.53 and 55, First Floor, Shop-C, Station Road, Radha Nagar, Chrompet, Chennai - 600 044. - 22653171 / 22653172. George Town - Old No 111 New No 227, Thambu Chetty Street, First Floor (Near Kalikambal Kovil), George Town, Chennai - 600 001. - 25241041 / 25219488. Mogappair - Poomani Plaza, Block No. 6, Door No: 3, First Floor, Mogappair (West), Chennai - 600037. - 26531033/26531381. Mylapore - No 180, TNHB Complex, Shop No 36, Luz Church Road, Mylapore, Chennai- 600004 - 24983748 / 24983502. Nanganallur - No 15, 14th Street, 3rd Main Road, Nanganallur, Chennai - 600 061. - 22673728 / 22673928. Perambur - New No 73, Old No 33, Madhavaram High Road, Perambur, Chennai - 600 011. - 25521353 / 25521351. Porur - 2/52, 1st Floor, Vinayagar Koil St, New Colony, (Near St. John's School), Porur, Chennai- 600116. Phone- - 24765137 / 24766755. Periyar Nagar - Old. 40, New 16, 1st Main Road, Jawaharnagar, Chennai- 600082. - 26703125 / 3126 / 3140. Saligramam - No: 13/49, Arunachalam Road, Saligramam, Chennai - 600093. - 23763751 / 23763752. Tambaram - 8/38, Duraiswamy Reddy Street, Tambaram West, Chennai - 6000 045. - 22260557 / 22260386. T.Nagar-Motilal Street - 42/1, Motilal Street, T.Nagar, Chennai - 600 017. - 24347830 / 24341642. T.Nagar-II (Kences Tower) - 1st Floor, Kences Towers, I, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. - 28140484. Velachery - Door No 1/5, Maheshwari Nagar, 100 Feet Bye Pass Road Velachery, Chennai- 600042 - 9840908240. Virugambakkam - No. 1, Rajeswari Colony, First Floor, (Near Girias & Next to LIC), Virugambakkam, Chennai - 600 093. - 23777708 / 4497. West Mambalam - New No. 40, Old No. 179/1, Lake View Road, West Mambalam, Chennai - 600 033. - 24748319 / 8320. **Tamil Nadu** - Coimbatore - R.S.Puram - Janaki Apts., Ground Floor, 29/176, Ramalingam Road (West), R.S. Puram, Coimbatore - 641 002. - 2471944 / 2471505. Coimbatore - Saibaba Colony - Shop No.19 / 20 Ground Floor, Aarpee Centre, 320 N NSR Rd, Saibaba Colony, Coimbatore - 641011 - 2434358 / 2434391. Coimbatore - Vadvalli - 3/28 - 7 VRR Complex, Maruthamalai Road, Vadavalli, Coimbatore - 641041. - 4212456. Coimbatore - Ramanathapuram - No. 1956, Matha Complex, Opp to City Union Bank, Trichy Road, Ramanathapuram, Coimbatore - 641045, - 4210203 / 2327379. Coimbatore - Ganapathy - No 41/5, 1st floor, L.G.B. Nagar, Sathy Road West, Saravanampatti (post), Coimbatore - 641035. 4641313 / 2666566. Dindigul - Sri, Mahalaxmi Complex, 1st Floor, 72/42, New Agraharam, Opp. BSNL Customer Care, Palani Road, Dindigul - 624001. - 2433402 / 2433403. Karaikudi - Mahendra Complex, 7/1, Poisollameyyar Street, New Town, Karaikudi - 630 001. - 238452 / 235174. Kumbakonam - 36/37, Pachayappa Street, Kumbakonam - 612 001. - 2431520 / 2422670. Madurai - Simmakal - 82, 1st Floor, Vakkil New Street, Madurai - 625 001. - 2630305 / 2620560. Madurai - K.K nagar - 2B/1 Valamjee Mansion, (Opp to District Court), Madurai Melur Road, Vinayaga Nagar, Madurai - 625020 . - 4358234 / 4368234. Madurai - S S Colony - 30/1, Navalar Nagar, 1st Street, S S Colony, Madurai - 625010 - 2302304 / 4986272. Madurai - TVS Nagar - Old No D-67 (New No. 131) Rajam Road, TVS Nagar, Madurai - 625 003. 2695000 / 4246644/4376644. Mayiladuthurai - 1A/2, Kallarai Thoppu Street, Mayiladuthurai - 609 001 - 240046. Neyveli - Shop No 4, 1st Floor, Neyveli Plaza, Main Road, Indira Nagar, Neyveli - 607801 - 2667366. Pudukchery - No. 40 - a, Aurobindo Street, (Between M.G. Road & Mission Street), Pondicherry - 605001. - 2222155/4207233. Pudukkottai - TS No. : 3604/15 First Floor, Lakshmiapuram First street, Team Hospital Back Side, Opp to New Bus Stand, Pudukkottai - 622 001. - 04322 - 224005 / 224015 / 225005. Salem - Shop No. 8/9/10, M.R. Complex, 1st Floor, No. 114, Kanakupillai Street, Alagapuram, Salem-636004. - 2446727 / 2336746. Thanjavur - 1999, Kamal Towers, West Main Street, Thanjavur - 613009 - 230928 / 230929. Tirunelveli - "Arunagiri Complex" Next To SBI 25b-1/31 and 25b-1/32 I Floor, S.N.High Road, Tirunelveli Junction - 627 001 - 2323331. Tiruppur - Ground Floor, Door No. 66-C, G. G. Towers, Kumaran Road, Tirupur - 641601 - 4320332. Trichy- Thillai Nagar - 25-A , Ground Floor, Githanjali Apartment, Sastri road, (Adjacent to Sippy Theatre), Thillai Nagar, Trichy - 620018 - 2741468 / 2742068. Trichy-Chatram Bus Stand - Chitra Complex - No.9, Gr. Floor, Near Chatram Bus Stand, Trichy - 620 002. - 2703670 / 2716387. Trichy-Srirangam - 100 B Gandhi Road, Srirangam, Trichy - 620 006. - 2436211 / 2433512. **Kerala** - Cochin - M G Road - RAJ SOUDH", I Floor, 39/3477, M.G.Road, Ernakulam - 682 016. - 2358922 / 2358923. Palakkad - No 17/1923, 17/1924, A R Complex, Priyadarshini Road, Opp Priyadarshini Theatre, Palakkad -678001 - 9072002444 / 9072003444. Trivandrum - D-NET Tower, TC 28/2875 (4), 1st Floor, Sahodarasamajan Lane, Vanchiyoor, Trivandrum -695035 - 2461593/2478225. Thrissur - Door No. 29/586/Al18, Sree Lakshmi Building, Shornur Road, PO Thiruvambady, Thrissur - 680022 - 2320192 / 191. Sasthamangalam - TC 9/679-4, Lakshmi Plaza, Vellayambalam, Sasthamangalam P O, Trivandrum - 695010 - 4000206/2318022. **Karnataka** - Bangalore - Malleswaram - No 12, Ramanuja Plaza, Ground Floor, 5th Cross, Malleswaram, Bangalore - 560 003. - 23446386 / 23461470. Bangalore - Jayanagar - No.- 20, 1st Floor, 8th 'F' Main Road, 3rd Block, Jayanagar Bengaluru, 560 011. - 22441561 / 26534659. Bangalore - Indira Nagar - No. 671, 17th D Cross, Indiranagar 2nd Stage, Bangalore - 560 038. - 25258490 / 25219347. Bangalore - Gandhi Nagar - 22/5, Jala Shambhavi Complex, 1st Floor, (Opp. To IOB), 22/23, 1st Main Road, Kalidasa Marg, Gandhi Nagar, Bangalore-560009. - 22340034/41530319. Bangalore - Banashankari - 1296 1st Floor, 30th Main Road Banashankari 2nd Stage Bangalore - 560 070. - 8088933443 / 26711389. Bengaluru - Bannerghatta Road - No. 73/2C, Thimmappa Reddy Layout, (Diagonally opp. To HDFC Bank), Hulimavy Gate, Bannerghatta Road, Bengaluru - 560076. - 49534732 / 49536413. Mysore - 133, Shika Towers, Second Floor, Rama Vilas Road, Mysore - 570 024. - 2424188/4266682. Mangalore - F-1, 1st Floor, Ram Bhavan Complex, Kodialbail - 575 003. - 2440163 / 2447051. **Andhra Pradesh** - Hyderabad - Basheerbagh - D No. 5-10-188/2, Room No. 102B, First Floor, Summit Apartments, Opp. Bandline, Hill Fort, Hyderabad - 500 004 - 23242375 / 23242472. Kukatpally - D. No. 15-31-2L-11/10, 1st Floor, Near MIG Bus Stop, Opp: Holy Mary Degree College, Pillar No. 20, JNTU Hightech Road, III Phase, KPHB Colony, Hyderabad - 500085. - 23058088 / 23058089. Secunderabad - D No. 1-2-63,64 & 73/2, No. 4, Ground floor, S R Arcade, Parklane, Secunderabad - 500 003 - 27845605 / 27816080. Vizag - D No. 47-9-17, Ground Floor, III Lane, Dwarkanagar, Visakhapatnam - 530 016 - 2513606 / 2747020. Vijaywada - D No 29-13-29, 1st Floor, Kaleswara Rao Road, Near Dornakal X Roads, Besides Indian Bank, Suryaraopeta, VIJAYAWADA - 520 002. - 2472414/2470517. Guntur - 6-9-15,9/1 Aumdelpet, Guntur - 522002 - 2326624 / 2337809. Nellore - Shop No.27, Co-operative Bank Shopping Complex, Trunk Road, Nellore - 524 001. - 2326297 / 2332040. Rajamundry - D No. 6-13-1, First Floor, Kankatalavari Street, Near Kotipalli Bust Stand, T Nagar, Rajamundry - 533101. - 2422120/2437533. Kakinada - 2-1-69/1, 1st Floor, opp Andalamma College, Perraju Beta, Kakinada - 533003. - 2377258/2341205. **Mumbai** - Andheri - A-27 Laram Centre, 24, S.V. Road, Andheri West, Mumbai- 400058. - 26282685/26282686. **Bandra** - Shop no 16, Veena Beena Complex, Opp Bandra Railway Station, Mumbai - 400050 - 66981242 / 1243. Borivali - No. 4, Gora Gandhi Apts, I Floor, Above Hotel Samrat, Chandavarkar Lane, Borivali - 400 092. - 42087200/42087201. **Chembur** - 11 and 12, Gr Floor, Neelkanth Commercial Complex, Next to Hotel Orchids, Govandi Road, Chembur - 400 071. - 25210768 / 25217660. **Dombivli** - 107, Triveni Building, 1st Floor, Opp: Nityanand Hotel, Jawaharlal Nehru Road, Dombivli (E), Mumbai - 421 201. - 2433471/2433513. **Fort - Dalal Street** - 59, Sonawala Building, Gr.Floor, Bombay Samachar Marg, Fort, Mumbai - 400 023. - 22662825 / 22662728. **Ghatkopar** - No. A-111, Kailas Plaza, Vallabhaug Lane, Ghatkopar East, Mumbai - 400 077 - 25086488 / 25086088. **Matunga** - Shop No 3, Plot No 402, Ground Floor, Hari Mangal Manor, Telang road, Next to Nalli Silks, Matunga East, Mumbai - 400 019. - 24013163/24013164. **Mulund** - No. 11, Alps Heights, Dr. R P Road, Mulund West, Mumbai - 400 080. - 25690700/25927065. **Thane** - West - A - 105, Krishna Plaza, Station Road, Naupada, Thane West - 400601. - 25301256/25301257. **Thane** - Vasant Vihar - No 18, Gr. Floor, Niharika Shopping Plaza, Kanakia Spaces, Behind wellness forever, Gladly Alvares Road, Off Pokharn Road - 2, Thane West - 400 610. - 21730813/21730814. **Vashi** - No. 13, Arenja Corner, Sector - 17, Vashi, Navi Mumbai - 400 703. - 27660042/27660043. **Vile Parle** - Shop No.105, 1st floor, Super Market, Monghibai Raod, Next to Bank of Maharashtra, Vile Parle East, Mumbai - 400 057. - 26133855/26182137. **Maharashtra** - Pune - Shukrawarpath - 7 and 8 Arthshilp, Gr.Floor, 1349, 1350, Shukrawar Peth, Bajirao Road, Pune - 411 002. - 24473944/24481891. Pune - Camp - No. 10, Ground Floor, Kumar Pavilion, 2424, Timya Road, Nest to Victor Cinema, East Street, Camp, Pune - 411001. - 41239797/41259797. **Pune** - Kothrud - No. E-7, 2nd Floor, Rahul Complex, Paud Road, Kothrud, Pune - 411 038. - 41259595 / 41259596. **Nasik** - B Wing, Parshuram Apts, Opp. Times of India Office, College Road, Nasik - 422 005. - 2575524 / 2316300. **Nagpur** - Dhantoli - No. GS-3, Amarjyoti Palace, Dhantoli, Wardha Road, Nagpur 440 012. - 2420105 / 2420106. **Gujarat** - Ahmedabad - Navrangpura - 21, Nirman, Gr.Floor, Behind Navrangpura Bus Stop, Navrangpura, Ahmedabad - 380 009. - 26443289 / 26447825. Ahmedabad - Maninagar - LG 8/9/10, H.J. House, Opp. IOC Petrol Pump, Rambaugh, Maninagar, Ahmedabad - 380008. - 25450718 / 25463670. Ahmedabad - Chandkheda - F5, Samruddhi Complex, Opp. SBI, New C. Road, Chandkheda, Ahmedabad - 382424. - 23296934 / 23296935. **Baroda** - Alkapuri - F- 40/41, National Plaza, 1st Floor, R.C.Dutt Road, Alkapuri, Baroda - 390 007. - 2343677 / 2341608. **Baroda** - Raopura - Samarth Building, Gr. Floor, Near Gujrathi School, Shiyapura, Opp. Lane of Chitekhana Hanuman Mandir, Raopura, Baroda - 390 001 - 2421099 / 98 / 97. **Baroda** - Makarpura - FF-101, Kishan Atria, Near Manjalpur Hospital, Tulsidham Cross Road, Makarpura Road, Manjalpur, Baroda - 390 011 - 2648001 / 002. **Surat** - D/G-23 A, International Trade Centre, Ground Floor, Behind Radhakrishna Hotel, Majura Gate, Ring Road, Surat - 395 002 - 2474535 / 2479495. **Rajkot** - 130/131, Star Chambers, 1st Floor, Harihar Chowk, Dr. Rajendra Prasad Road, Rajkot - 360 001. - 3041451 / 2240373. **New Delhi** - Karol Bagh - RD Chambers, 3rd Floor, 16/11, W.E.A. Arya Samaj Road, (Above Kotak Bank), Karolbagh, New Delhi - 110005. - 45170331 / 332. **Janakpuri** - 108, 1st floor, Jaina tower 1, District Centre, Janakpuri, New Delhi - 110 058. - 45170345 / 45170346. **New Delhi** - Nehru Place - No. 19B, Ground Floor, Hemkunt Chambers, Nehru Place, New Delhi - 110 019. - 46681444 / 46681445. **Preet Vihar** - 502, 5th Floor, Laxmi Deep Bldg, Above HDFC Bank, Plot No 9, District Centre, Laxmi Nagar, Near Nirman Vihar Metro, New Delhi - 110 092 - 47587168. **Lucknow** - Office No. 2, Gr. Floor, Saran Chambers - II, 5 Park Road, Lucknow - 226 001. - 2235736 / 2236766. **Bhopal** - Manasarovar Complex, MF 7, A Block, Mezzanine Floor, (Near Habibganj Railway Station), Habibganj Station Road, Bhopal - 462011 - 4266005/4266006. **Kolkata** - South - Flat No.1-B, 4C Lansdowne Place, Opp. Road of Ramakrishna Mission Hospital, Kolkata - 700 029. - 2474600 / 24742705. **Dalhousie** - No. 210, A-Wing, 2nd Floor, 24.Hemanta Basu Sarani, Mangalam, Kolkata - 700001 - 22310556 / 22310557. **Saltlake** - BA-37, Sector -1, PNB Island, Kolkata - 700 064 - 23580900 / 23580890. **Garia** - E/188, Ground Floor, Ramgarh, Naktala PO, Garia Ganguli Bagan, Kolkata - 700047. - 24304052 / 24304051. **Patna** - No.313, Jagat Trade Centre, Fraser Road, Patna 800 001. - 2205943 / 2216166. **Jamshedpur** - Shop No.1, Meghdeep Apts, H No.5, Line No.2, Q Road, Bistupur,

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

Jamshedpur, Pincode - 831001, Jharkhand. - 2756319 / 2756321

JM FINANCIAL SERVICES LIMITED

Ahmadabad: Mr Bhavesh Shah/Mr.Girish Shah/Mr. Kanshit Patel/Mr. Chetan Pandit, G-10 Chinubhai Centre, Gr. Flr,Nehru Bridge Corner, Ashram Road, Ahmedabad – 380009, Ph : 079-26576666/67/68/69/70/30013700,93275211358/9376152881/9898027405/8238155599; **Bangalore:** Mr.Kiran Jadhav/Ms. Poornima/Mr. Ramesh, 2015 at Office No.40/1A, 4th Flr, Basappa Complex, Lavelle Road, Bengaluru-560001. Tel no: 080 49272400/9620208787/9008744296; **Chennai:** Mr B Kalaiselvan/Mr. Nandakumar, Seethakathi Business Centre, Unit No.216, Second Floor, 684-690, Anna Salai (Mount Road), Chennai – 600002, Ph : 044- 28299888/9884486551/7200077650; **Coimbatore:**Mr.Genendran/Ms. Thamizharasi/Mr. Rajkamal, JM Financial, AMI Mid Town, 25A-4/1, 3rd Floor,D B Road, R S Puram,Coimbatore-641 002. Ph: 0422+4022400/9840068636. **Hyderabad:** Mr Chandrasekhar, Mr. Kalyan Chakravarthy, Mr. Ravi, JM Financial Services Ltd,6-3-1090/1/1, Uma Chambers,2nd Floor, Somajiguda,, Hyderabad 500 082.Ph:040- 40105875; **Indore:** Mr. VedPrakash Dhimole/Ms. Arti Kashikar , UG-7 & 8, Ground Floor, D M Tower, ,21/1, Race Course Road, Indore – 452004, Ph : 0731- 4742100/19/9826033348; **Jaipur:** Mr. Avdesh Kumar/Mr Sayar Singh, G -7 & G-8, Brij Anukamba, Plot No.K-13, Ashoka Marg, C-Scheme, Jaipur – 302001, Ph : 0141-4384400/ ; **Kolkata:** Mr. Sumit Das , Kankaria Estate, 8th Flr,6th Little Russell Street, Kolkata - 700071, Ph : 033- 40310330/9830980833; **Mumbai –Mumbai – Borivali:** Ms Jyotsna Solanki/Ms.Disha Shah JM Financial Services Ltd,1st Floor, 101, 1st Floor, Abhilasha II CHSL,Punjabi Lane, Off Chandavarkar Road,Borivali West, Mumbai –400092. Phone: Direct: +91 22 29686703 | Board: +91 22 29686700. Mumbai - Fort: Mr. Sona Verghese/Kamlesh Tejwani/Ms Armin Iran/Mr. Vaibhav Keluskar/Mr. Meghnath Bhoir, 2,3,4 Kamanwala Chambers, Ground Floor,Sir P M Road, Fort,Mumbai-400001,Ph:022-22665577/78/79/80,613603400/30213500/9825325178/9769272829 /8291337668/75067260 19/9870265416/ 8100623300; **Mumbai – Ghatkopar:** Mr. Beren Solanki/Ms. Prajakta/Ms. Pritha Mukherjee , Atlantic Commercial Tower, 211, 2nd Floor, RB Mehta Marg, Near Patel Chowk & Jain Mandir, Ghatkopar (East), Mumbai – 400 077, Ph : 022 - 25013607; **Mumbai – Malad:** Mr. Nayan Parikh/Ms. Sapna Parulekar/Ms. Jyoti Sharma , Abhishek Commercial Complex, Office No.8, 1st Floor, Above Dena Bank, Next to Aditi Hotel, Plot No.104,S V Road, Malad West, Mumbai-400064., Ph : 288 22 831 / 32 /34/ 9773070052.; **Mumbai – Navi Mumbai:** Mr. Sunil Gujar , 328, 3rd Floor, Vardhman Market, Sector 17, Above DCB, Vashi , Navi Mumbai – 400705, Ph : 66329200/03/04/7709578502; **Mumbai – Vile Parle:** Mr Ashit Vora/Ms. Rani Jaiswal ,602, 6th Floor, Kingston, Tejpal Road, Near Railway Crossing,Vile Parle (East), Mumbai 400 057, Ph : 022- 26636731-34, 26135202-03/9833951393/ ; **New Delhi:** Mr Umesh Yadav/Mr. Ashishkumar Jhigran , 5 G&H, 5th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi - 110001, Ph: 011- 49537800/9810996750/9560584459; **Pune:** Mr Anand Shirke/Mr Rahul Gadge , Office No.302,Kalpa Vishwa,Next to ICICI Bank ,Ghole Road,Shivaji Nagar Pune 411 005, Ph:020-67602400/15-18/9730003080/9730003079; **Rajkot:** Mr. Shailesh Dhabhi/Ms. Mittal Dave, 202 Solitaire, 2nd Floor, Swami Vivekanand Marg, Near Municipal Commissioner Bungalow, Ramkrishna Nagar, Rajkot – 360017, Ph : 0281- 6194000/8488881818; **Surat:** Mr. Dipen Shah /Mr Nishant Trivedi ,A Wing , 2nd Floor 202 International Commerce Centre Bldg , (ICC Bldg),Near Kadiwala School , Mahura Gate , Ring Road , Surat – 395002, Ph : 0261- 4081700/9898234288; **Vadodara:** Mr. Ghanshyam Vyas/Mr. Amrithes Jha/Ms. Arpita Mistry/Mr. Kaustav, G1 Ground Floor, Shojra, 49 Alkapuri Society, Opp. HDFC Bank, Alkapuri, Vadodara – 390007, Ph : 0265- 6191300/7567342282; **Vishakhapatnam:** Ms. Y Satyavati ,Door No 9-1-224/4/3, 1st Floor, Nandan Nirman, CBM Compound, Near Rama Talkies Junction, Vishakhapatnam – 530003, Ph : 0891 – 6603800/8447214919

KOTAK SECURITIES LIMITED

Ahmedabad: Kotak Securities Limited., 16th Floor | SHAPATH – V | Opp. Karnavati Club | Sarkhej-Gandhinagar Highway | Ahmedabad - 380015 T: 26587276; **Bangalore:** Kotak Securities Limited., ‘Umiya Landmark’-II Flr., No:10/7 -Lavelle Rd.T: 080-66203601; **Chennai:** Kotak Securities Limited., GRR Business Cneter, No.21, Vaidyaraman Street, T Nagar. T: 24303100/ 24303324; **Coimbatore:** Kotak Securities Limited., 114, E-1, Race Course Road, 68-116 to 208-249, 2nd Floor, Mariammal Towers, Coimbatore – 641018 P: 66996666; **Hyderabad:** Kotak Securities Limited., 1-8-179/2/A,1st Floor, Usha Kiran Complex, Above HDFC Bank, P G Road, Secunderabad – 500 003. T:040-47009699/671; **Indore:** Kotak Securities Limited., 314, Citi Centre, 570, M.G. Road. T: 2537336; **Kochi:** Kotak Securities Limited., 40/1400, 11th Floor, Ensign Enclave, Jos Junction, M.G. Road. T: 0484-2377386/ 2378287; **Kolkata:** Kotak Securities Limited., “Govind Bhawan” Ground Floor, Brabourne Road, Tel: 033-66156200; **Mangalore:** Kotak Securities Limited., No.4, 3rd Floor, The Trade Centre, Jyoti Centre, Bunts Hostel Road, Near Jyoti Circle. T: 0824-424180; **Mumbai:** Kotak Securities Limited., 32, Gr Flr., Raja Bahadur Compound, Opp Bank of Maharashtra, Fort, T: 22655084; **New Delhi:** Kotak Securities Limited., Unit number 601 & 608, 6th Floor, World Trade Tower Building, Tower B, Plot number C1, Sector 16, Noida, (New Delhi) - 201301. Tel: 0120-6760435/0120-4869326; **Surat:** Kotak Securities Limited., Kotak House, K G Point, 1st Floor, Nr.Ganga Palace, Opp.IDBI Bank, Ghoddod Road. T: 0261-5532333/ 2254553;

MUTHOOT SECURITIES LIMITED

ADOOR - 1st Floor, Vilanilam Building, Near Private Bus Stand, Adoor, Pathanamthitta, Kerala - 691523, - Ph: 04734 323388, 04734 323377, **CHENGANNUR**- 1st Floor, Kizhakkethalackal Building. Opposite Malankara Catholic Church, M.C. Road, Chengannur PO, Alappuzha Dist, Pin-689121, **CHENNAI**-#21/3, R K Pani Building, Ramaswamy Street, West Tambaram, Chennai - 600045, **HYDERABAD** - Flat No.101, 1st Floor, Reddy's Enclave, Opp: SBH, KPHB Colony, Kukattapally, Hyderabad, Telangana – 500016 -Ph: 040-23155623, **KADAVANTHRA** -1st Floor, Alpha Plaza, K P Vallon Road, Kadavanthra, Cochin, Ernakulam, Kerala - 682 020 - Ph: 0484 4337536, 0484 4337539, **KALPETTA** - 2Nd Floor, Ammus Shopping Complex, Near Ananthaveera Theatre, Kalpetta, Wayanad, Kerala - 673121 - Ph: 04936 319933, 04936 347377, **KANNUR** – 1st Floor, Union Complex, Near Makkani, South Bazar, Kannur – 670002, **KOLLAM** - Muthoot Buildings, Vadayattukotta Road, Kollam, Kerala - 691 001 - Ph: 0474 3212555, 0474 3213555, **KOTTARAKKARA** - Muthoot Chambers, Pulamon P.O, Kottarakkara, Kollam, Kerala 691506 - Ph: 0474 3218555, 0474 3217555, **KOTTAYAM** - **T B ROAD** - Muthoot Crown Plaza, T.B Road, Kottayam, Kerala - 686001 - Ph: 0481 3212555, 0481 3218555, **KUNDARA** - P.B.No:11, Hospital Junction, Opp.Petrol Pump, Kundara, Kollam, Kerala- 691501 - Ph: 0474 3216555, 0474 3219555, **KOLKATA**- 5th Floor, 7B, Middleton Street, Opposite Vardhan Market, Kolkata, West Bengal – 700071, Ph: 033 44045943, **MANJERY** – 1st Floor, Palassery Building .Opp. Head Post Office, Court Road, Manjeri, Malappuram, Kerala 676121 - Ph: 0483 3249555, 0483 3266555, **MUMBAI** - 2nd floor, Jyoti Estate, Bank of Maharashtra lane, 14, Andheri Sahar road, Nr. Railway station Ph:022-26840615, **MUVATTUPUZHA** - Chaitra Hotel Building, SNDP Junction ,1st Floor ,Muvattupuzha, Ernakulam, Kerala - 686661 - Ph: 0485-3246555, 0485- 3249333, **NALANCHIRA** - Kattuparambil Bldg, Kurisaidi Jn., Nalanchira, Trivandrum, Kerala 695015, - Ph: 0471 3228555, 0471 3229666, **NILAMBUR** - Ground Floor ,VP Complex, Near Police Station ,Main Road Nilambur, Malappuram, Kerala - 679329, - Ph: 04931-344018, 04931-344019, **OTTAPPALAM** - J.R.J Complex & Enterprises, Ottappalam Palakkad, Kerala - 679101 , - Ph: 0466-3214555, 0466 3214333, **PALA** - Marian Complex, Kurisukavala Junction ,Pala, Kottayam, Kerala -686575 - Ph: 04822-311441, 04822- 323271, **PALAKKAD** - Chundakkayil Complex, Manjakulam Road, Palakkad-14, Kerala - Ph: 0491 3266555, 0491 3268555, **PAYYANNUR** - 3rd Floor, M.M. Centre Main Road, Payyanur, Kannur, Kerala ,670307 - Ph: 04985 322999, 04985 322844, **RANNY** - Othara Squire, Perumpuzha, Ranni., Pathanamthitta, Kerala 689672 - Ph: 0473 5320666, 0473 5325111, **THIRUVALLA** - Kackanattu Square , Tb Junction, Ramanchira, Thiruvalla, Pathanamthitta, Kerala - 689101, - Ph: 0469 3202555, 0469 3202666, **THRISSUR** – Karanth Complex, Patturaikkal, Thrissur – 680022, **THYCAUD**- Ground Floor, Muthoot Chambers, Near Sastha Temple, Thycaud, Trivandrum, Kerala - 695014 - Ph: 0471 3224555, 0471 3227555, **UDUPI** - Mythri Complex, KSRTC Bus Stand, Udupi, Karnataka - 576101 - Ph: 0820 3209660, 0820 3202111

RR EQUITY BROKERS PRIVATE LIMITED

Registered Office: 55, 1st Floor, Near Flyover Neelam Chowk, NIIT Faridabad,HARYANA-121001 Head Office: RR Equity Brokers Pvt. Ltd. ,412-422, Indraprakash Building, 21, Barakhambha Road, New Delhi – 110001, 011-23354802 Ahmedabad: RR Equity Brokers Pvt. Ltd. , 401, Abhijit-1, Opp. Bhuj Mercantile Bank, Mithakhali, 6 Road, Navrangpura, Ahmedabad-390009,Ph:079- 40211888, 32943827,26422714,26404241, **Bangalore:** RR Equity Brokers Pvt. Ltd. S-111, Manipl Centre, 47, Deckenson Road, MG Road,Banglore-560042, Ph:080-42477177/03 **Faridabad:** RR Equity Brokers Pvt. Ltd. , Shop No. 55, 1st Floor, Near Flyover,Neelam Chowk, NIIT, Faridabad - 121001, Haryana, Ph: 0129-02427361 **Jaipur:** RR Equity Brokers Pvt. Ltd., 7,Katewa Bhawan,Opp. Ganapati Plaza, M.I. Road, Jaipur- 302001, Ph: 0141-3235456, 5113317 **Kolkata:** RR Equity Brokers Pvt. Ltd. 704,Krishna Bldg.,224,AJC Bose Road, Kolkata- 700017, Ph: 033-22802963/22806878 **Lucknow:** RR Equity Brokers Pvt. Ltd., F-117,Shriram Tower,13, Ashok Marg, Lucknow- 226001, Ph: 0522- 4057612, 2286518 **Mumbai:** RR Equity Brokers Pvt. Ltd., 82/1, Apollo House, Ground Floor,Opposite Jammu & Kashmir Bank,Mumbai Samachar Marg, Mumbai 400023, MAHARASHTRA, Ph: +91-22-40544201/224/22702002 **New Delhi:** RR Equity Brokers Pvt. Ltd. ,412-422, Indraprakash Building, 21, Barakhambha Road, New Delhi – 110001, 011-23354802 **New Delhi:** RR Equity Brokers Pvt. Ltd. , N-24, Middle Circle, Connaught Place, New Delhi – 110001, Ph: 011- 23353480, 23353768,

SMC GLOBAL SECURITIES LIMITED

AGRA :- F-4, Block No 35, Surya Kiran Building Near Metro Bar Sanjay Place Agra Ph no 7520787708, **AHMEDABAD** :- 10-A, Kalapuram,C G Road, Near Municipal Market, Ahmedabad 380003 Ph no 9825612323, 09727799200, **BANGALORE**:- CPS House, No 23/2, Ulsoor Road Bangalore -560034 Ph no 9739161699 **CHENNAI**:- Salzberg square,flat no.1, 3rd Floor, Door no .107, Harrington Road Chetpet,Chennai-600 031. **DEHRADUN** :- 7,8,9&10 shiva palace, second floor, rajpur road Dehradun 248001 Ph no 9368572105 **HYDERABAD/SECUNDRABAD** :- 206, 3rd floor Bhuwana Towers, Above CMR Exclusive, S D Road SECUNDRABAD, 500003 **JAIPUR** :- 201, 2ndFloor, shyam Anukampa Complex opp. hdfc Bank, ashok marg, Ahinsa circle C- Scheme jaipur-302001 Ph no 9928882771 **KANPUR** :- shop no: G-21, Ground Floor City Centre The Mall Kanpur -228001 ph no 9305358433 **KOLKATA** :- 18, Rabindra Sarani Podder Court Gate No 4, 5th Floor Kolkatta -700001 Ph no 09933664479 **LUCKNOW** :- Radha Krishna Bhawan, Plot No. 3/A, 5 Park Road, Lucknow Ph no 9839826932 **MUMBAI** :- 258,Perin Nariman Street First Floor Fort mumbai -400001 Ph no 9930055430 **NEW DELHI/DELHI**:- 17, Netaji Subhash Marg, Opp. Golcha Cinema Daryaganj, New Delhi-110 002 Ph no 9910644949 , 8595851823, 301, 3rd Floor, Kanchenjunga Building, 18, Barakhamba Road, Delhi - 110001 Ph no 995869629 9810469955, **PUNE** :- 3RD Floor, 1206/4B, Durgashankar Building, Beside Khetan Medical Behind Shubham hotel, JM Road Pune 411004 **RAJKOT** :- 401-Star Chambers, Harihar Chowk, Nr. Panchth Mandir, Rajkot-360001 Mob - # +91 8000903984, Tel – 0281-3017965 **SURAT**:- 316, Empire State Building, Near Udhna Darwaja, Ring Road, SURAT-395002 Tel No.: 0261-4005417

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

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

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
1	Axis Bank Ltd.	Centralised Collections and Payment Hub (CCPH) 5th Floor, Gigaplex, Building No. 1, Plot No.I.T.5, MIDC, Airoli Knowledge Park, Airoli, Navi Mumbai - 400708	Mr. Sunil Fadtare Assitant Vice President	022-71315906, 9819803730	022- 71315994	Sunil.fadtare@axisbank.com
2	Allahabad Bank	Allahabad Bank, Fort Branch, 37, Mumbai Samachar Marg Mumbai, Maharashtra 400 023	Shri R Pradeep Kumar	(022)-22623224	-	albasba@allahabadbank.in
3	Bandhan Bank Ltd	DN 32, Salt Lake City, Sector V,Kolkata , 700091	Amit Khanna	033-66090909, Ext: 3078	-	asba.business@bandhanbank.com
4	Bank of Baroda	Mumbai Main Office, 10/12 Mumbai Samachar Marg, Fort, Mumbai-23	Mr. Sonu A. Arekar	022-40468314, 40468307,	022-22835236	asba.fortap@bankofbaroda.com
5	Bank of Maharashtra	Fort Branch, 1st Floor, Janmangal, 45/47, Mumbai Samachar Marg, Mumbai - 400023	SHRI. V R Kshirsagar (DGM)	022-22694160 22652595 22663947	022-22681296	brmgr2@mahabank.co.in; bom2@ mahabank.co.in
6	BNP Paribas	BNP Paribas House, 1, North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	Mr. Ashish. Chaturvedi, Mr. Dipu SA, Ms Prathima Madiwala	(022) 61964570 / 61964594 / 61964592	(022) 61964595	Ashish.chaturvedi@asia. bnpparibas.comdipu.sa@asia. bnpparibas.comprathima. madiwala@asia.bnpparibas.com
7	Barclays Bank PLC	Barclays Bank PLC 601/603 Ceejay House, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai - 400018	Parul Parmar	+91- 22 6719 6400/ 6575	+91-22 6719 6996	Parul.parmar@barclays.com
8	Bank of India	Phiroze Jeejeebhoy Tower, (New Stock Exchange Bldg), P. J. Tower, Dalal Street, Fort, Mumbai - 400 023.	Shri Navin Kumar Pathak, Senior Manager	022-22723631/1677/ 9619810717	022-22721782	Stockexchange.Mumbai, south@ bankofindia.co.in
9	CITI Bank	Citigroup Center, Plot No C-61, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	S Girish	022-26535504, 98199 12248	022-26535824	s.girish@citi.com, asba.ops@ citi.com
10	Central Bank of India	Ground floor, Central Bank of India, Central Bank Building, Fort, Mumbai 400001	Mr. Vineet Bansaj	022- 22623148, 22623149	022-22623150	asba4082@centralbank.co.in
11	Canara Bank	Canara Bank, Capital Market Service Branch,407, 4th floor, Himalaya House 79, Mata Ramabai Ambedkar, Marg, MUMBAI-400 001	Mr. Arvind Namdev Pawar	022-22661618/ 22692973/ 9769303555	022-22664140	cb2422@canarabank.com, mbdcomcity@canarabank.com, hoembd@canarabank.com
12	City Union Bank Ltd.	48, Mahalakshmi St., T. Nagar, Chennai - 600 017. Tamil Nadu.	Sivaraman	044 - 24340010, 24343517, 24346060, 24348586, 9380286558, 9382642081	044 - 24348586	cub001@cityunionbank.com
13	DBS Bank Ltd.	DBS Bank Ltd, Fort House, 221, Dr. D.N. Road, Fort, Mumbai, 400 001	Amol Natekar	+91 22 6613 1213	+91 22 6752 8470	amolnatekar@db.com
14	Deutsche Bank	Sidrah, 110, Swami Vivekananda Road, Khar (West), Mumbai 400052	Ms. Hetal Dholakia	(91) (022) 6600 9428 (91) (022) 6600 9419	-	hetal.dholakia@db.com, manoj-s. naik@db.com; nanette. daryanani@ db.com.
15	Dhanlaxmi Bank Ltd	Department of Demat Services, 3rd Floor ,DLB Bhavan , Punnunnam , Thrissur - 680 002, Kerala.	Ms .Lakshmi	04876627012 / 04876627074 Mob: 9746301024		lakshmi.v@dhanbank.co.in
16	GP Parsik Sahakari Bank Limited	Sahakarmurti Gopinath Shivram Patil Bhavan, Parsik Nagar, Kalwa, Thane. 400605. Maharashtra.	Mr.Vijaykumar A. Borgaonkar Manager Treasury And Accounts	022-25456641, 022-25456517, 022-25456529	-	vaborgoanar163@gpparsikbank.net; pjsbasba@gpparsikbank.net;
17	HSBC Ltd.	3rd Floor, PCM Dept. Umang, Plot CTS No. 1406-A/28, Mindspace, Malad (West) Mumbai 400 064 (address of IPO Operations office)	Mr Jagrut Joshi	(022) 67115485/ 9870403732	(022) 66536005	jagrutjoshi@hsbc.co.in
18	HDFC Bank Ltd.	FIG - OPS Department HDFC Bank Ltd Lodha - I Think Techno Campus O-3 Level Next to Kanjurmarg Railway Station Kanjurmarg (East) Mumbai - 400042	Vincent Dsouza / Siddharth Jadhav / Prasanna Uchil	022-30752929 / 2927 / 2928	-	vincent.dsouza@hdfcbank.com, siddharth.jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
19	ICICI Bank Ltd.	ICICI BANK LIMITED, Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai	Roshan Tellis	022-22859874/803	022-22611138	roshan.tellis@icicibank.com
20	IDBI Bank Ltd.	IDBI Bank Limited Central Processing Unit, Sarju House, 3rd Floor, Plot No 7, Street No. 15, Andheri MIDC, Andheri (E), Mumbai. Pin : 400093	Shri. Naveen Nischal HP / Shri Viral Barodia	022- 66700525 / 685	-	hp.naveennischal@idbi.co.in / barodia.viral@idbi.co.in
21	IndusInd Bank	IndusInd Bank Ltd. Fort Branch Sonawalla Bldg, Mumbai Samachar Marg, Fort, Mumbai 400001	Yogesh Adke Dy. Vice President	022-66366589 / 91 / 929833670809	022-22644834	yogesh.adke@indusind.com
22	Indian Overseas Bank	Mexxanine Floor, Cathedral Branch, 762 Anna Salai, Chennai 600 002	Mr. V. Srinivasan	044 - 28513616	-	deposit@jobnet.co.in
23	Janata Sahakari Bank Ltd.	N S D L Department Bharat Bhavan, 1360, Shukrawar Peth, Pune -411002	Shri. Ajit Manohar Sane+91 9960239391	+91 (20) 24431011 / 24431016 +91 9503058993	+91 (20) 24431014	jsbnsdl@dataone.in
24	Karur Vysya Bank Ltd.	Demat Cell, Second Floor No 29, Rangan Street, T Nagar, Chennai - 600 017	Maruthi Kumar Yenamandra	044- 24340374	044-24340374	maruthikumar@kvbmail.com, kvbdp@kvbmail.com
25	Karnataka Bank Ltd	The Karnataka Bank Ltd Mangalore-H O Complex Branch Mahaveera Circle Kankanady Mangalore - 575002	Ravindranath Baglodi [Sr. Manager]	Ph: 0824-2228139 /140 /141	Fax: 0824-2228138	mrl.hocomplex@ktkbank.com
26	Kotak Mahindra Bank Ltd.	Kotak Infinity, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad(E)	Prashant Sawant	D-+91 22 6605 6959 M-+91 9967636316	+91 66056642	prashant.sawant@kotak.com

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

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
27	Mehsana Urban Co-Op. Bank Ltd.	Head Office, Urban Bank Road, Highway, Mehsana – 384002	Branch Manager	+91-2762-251908	+91-2762-240762	asba@mucbank.com
28	Nutan Nagrik Sahakari Bank Ltd.	Opp Samratheshwar Mahadev, Nr, Law Garden, Ellisbridge, Ahmedabad-380006	Miti Shah	9879506795	7926564715	smiti@1977@yahoo.com
29	Oriental Bank of Commerce	67, Bombay Samachar Marg, Sonawala Building, Fort, Mumbai –400001	Shri Navneet Sharma, Branch Manager; Ms. Neha, Officer	022-22654791/95 022-22654797 022-43430710 / 022-43430701	022-22654779	bm1050@obc.co.in
30	Punjab National Bank	Capital Market Services Branch, PNB House, Fort, Sir P.M.Road Mumbai	Sh. K Kumar Raja	Tel – 022- 22621122, 22621123,	022 – 22621124	pncapsmumbai@pnb.co.in
31	RBL Bank Limited	Techniplex – I, 9th Floor, Off Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062.	Shashikant Sanil	022-40288193, 022-40288196, 022-40288197	022-40288195	asba_ops@rblbank.com
32	Rajkot Nagarik Sahakari Bank Ltd.	Nagrak Bhavan No 1 Parabazar Dhebarbhai Road Rajkot	Shri Yogesh Raveshiya	9427495222	(0281) 2233916/17/18	khumesh@msbindia.com; asba@msbindia.com
33	State Bank of India	State Bank of India, Capital Market Branch (11777), Videocon Heritage Building (Killick House), Charanjit Rai Marg, Fort, Mumbai – 400 001.	Ms. Raviti	Telephone: 022-22094932 Mobile: 9870498689	022-22094921	nib.11777@sbi.co.in
34	Standard Chartered Bank	Crescenzo, 3rd Floor, C/38-39, G-Block, Opposite MCA Club, Bandra-Kurla Complex, Bandra [East], Mumbai 400-051	Rohan Ganpule	022 - 61157250 / 022 -61157234	022 -26757358	Ipo.scb@sc.com
35	SVC Co-Operative Bank Ltd.	Thane Regional Office Address, 6th Floor, Dosti Pinnacle, Road no 22, Wagle Estate, Thane 400606	Mr.Mukesh Singh	9820851482	-	singhmt@svcbank.com
36	Syndicate Bank	Capital Market Service Branch, 26A, First Floor, Syndicate Building, P.M. Road, Fort, Mumbai.	P Padmavathy Sundaram, Chief Manager	022-22621844	022-22700997	padmas@syndicatebank.co.in/ cmsc@syndicatebank.co.in
37	South Indian Bank	ASBA Cell (NODAL OFFICE)1st Floor, SIB Building, Market Road, Emakulam – 682035, Kerala, India.	John K Mechery	9645817905	0484-2351923	asba@sib.co.in
38	The Federal Bank Limited	ASBA CELL, Retail Business Dept., Federal Bank, Marine Drive, Ernakulam 682031	Dhanya Dominic	0484-2201847	4842385605	rbd@federalbank.co.in dhanyad@federalbank.co.in riyajacob@federalbank.co.in
39	Tamilnad Mercantile Bank Ltd.	Tamilnad Mercantile Bank Ltd., Depository Participant Services Cell 3rd Floor, Plot No.4923, Ac/16, 2nd Avenue, Anna Nagar (West), Chennai - 600 040, Tamilnadu, India	Mr. N. Rajasegaran	044-26192552	044-26204174	dps@tmbonline.com
40	Lakshmi Vilas Bank Ltd.	Bharat House, Ground Floor, 104, Bombay Samachar Marg, Fort Mumbai - 400 001.	S Ramanan	022-22672255-22672247 (M)- 22673435(CM)	022-22670267	Mumbaifort_bm@lvbank.in
41	Saraswat Co-operative Bank Ltd.	Madhushree, Plot No. 85, District Business Centre, Sector – 17, Vashi, Navi Mumbai – 400703	Mr. Ajit Babaji Satam	022-27884161 27884162 27884163 27884164	022-27884153	ab_satam@saraswatbank.com
42	TJSB Sahakari Bank Ltd	2nd Floor, Madhukar Bhavan, Road No.16, Wagle Estate	Department Head	022-25838525/530/520	-	tjsbasba@tjsb.co.in
43	Union Bank of India	MUMBAI SAMACHAR MARG, 66/80, Mumbai Samachar Marg, Post Bag No.253 & 518, Fort, Mumbai - 400023.	Mr. D B JAISWAR	022-22629408	022- 22676685	jaiswar@unionbankofindia.com
44	United Bank of India	Centralized Payment Hub, 4th Floor, United Bank of India, United Tower, Head Office, 11, Hemanta Basu Sarani, Kolkata – 700 001.	CM (Operation and Services)	033 22624174	-	amitabhr@unitedbank.co.in incmshub@unitedbank.co.in inprakashr@unitedbank.co.in samikm@unitedbank.co.in sibasib@unitedbank.co.in brijeshr@unitedbank.co.in mousumid@unitedbank.co.in kumarg1@unitedbank.co.in
45	Yes Bank Ltd.	YES Bank Limited, Indiabulls Finance Centre, Tower -II , 8th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013.	Alok Srivastava / Shankar Vichare / Avinash Pawar	022 3347 7374/ 7259/ 7251	022 24214504	dlbtiservices@yesbank.in
46	The Ahmedabad Mercantile Co-Op. Bank Ltd.	Head office :- “Amco House”, Nr. Stadium Circle, Navrangpura, Ahmedabad-09	Bimal P Chokshi	079-26426582-84-88	079-26564863	amcoasba@rediffmail.com

ASBA Applicants may approach any of the above banks for submitting their application in the issue. For the complete list of SCSBs and their Designated Branches please refer to the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=45>). A list of SCSBs is also displayed on the website of BSE at www.bseindia.com.