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PLEASE FILL IN BLOCK LETTERS

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\*For early closure/ extension of the Issue, refer page 3 of this Abridged Prospectus

SAKTHI FINANCE To, The Board of Directors, SAKTHI FINANCE LIMITED

Application Form No.

PUBLIC ISSUE OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES (THE "NCDs") OF FACE VALUE ₹ 1000/- EACH VIDE PROSPECTUS DATED MARCH 30, 2016

I/We hereby confirm that I/We have read and understood the terms and conditions of this Application Form and the attached Abridged Prospectus and agree to the 'Applicant's Undertaking' as given overleaf. I/We hereby confirm that I/We have read the instructions for filling up the Application Form given overleaf.

Table with columns: LEAD MANAGER / LEAD BROKER'S / TRADING MEMBER'S STAMP & CODE, SUB-BROKER/AGENT'S STAMP & CODE, ESCROW BANK / SCSB BRANCH STAMP & CODE, BANK BRANCH SERIAL NO., REGISTRAR'S / SCSB SERIAL NO., DATE OF RECEIPT

1. APPLICANT'S DETAILS - PLEASE FILL IN BLOCK LETTERS (Please refer to instruction no. 23 of this Abridged Prospectus)

Form fields for Applicant Details: First Applicant (Mr./ Ms./M/s.), Date of Birth, Name of Guardian, Address, Pin Code, Tel No. (with STD Code) / Mobile, Email, Second Applicant, Third Applicant.

2. INVESTOR CATEGORY (Please refer overleaf) Category I, Category II, Category III, Sub Category Code

3. IN CASE OF APPLICATION IN DEMATERIALIZED FORM, PLEASE PROVIDE APPLICANT'S DEPOSITORY DETAILS For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID (Please refer to instruction no. 25 of this Abridged Prospectus)

4. IN CASE OF APPLICATION TO HOLD THE NCDs IN PHYSICAL FORM, PLEASE PROVIDE FOLLOWING DETAILS (Please enclose self attested copies of the KYC Documents along with the Application Form. For list of KYC documents, please refer overleaf)

NOMINATION (Please see point no. 68 of this Abridged Prospectus) Name and Signature of the Nominee, Bank Details for payment of Refund / Interest / Maturity Amount (Mandatory) Bank Name, Branch, Account No., MICR Code, IFSC Code.

5. INVESTMENT DETAILS (For details, please refer Issue Structure overleaf)

Table with columns: Options, Issue Price (₹ / NCD), Frequency of Interest Payment, Tenor from Deemed Date of Allotment (in months), Coupon (% per annum) for all Category of Investor(s), Effective Yield (per annum) for all Category of Investor(s), Amount (₹) NCD on maturity for all Category of Investor(s) \*, Minimum application amount, No. of NCDs applied, Amount payable (₹), Grand Total, Nature of Indebtedness.

6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below) PAYMENT OPTION : FULL PAYMENT

Form fields for Payment Details: Amount Paid (₹ in figures), (₹ in words), (A) CHEQUE/ DEMAND DRAFT (DD) in favour of "Sakthi Finance Limited - NCD Public Issue - Escrow Account", (B) ASBA Bank A/c No., ASBA A/c Holder Name, Bank Name & Branch.

7A. PAN & SIGNATURE OF SOLE/ FIRST APPLICANT, 7B. PAN & SIGNATURE OF SECOND APPLICANT, 7C. PAN & SIGNATURE OF THIRD APPLICANT, 7D. Signature of ASBA Bank Account Holder(s) (as per Bank Records) (for ASBA Option only), LEAD MANAGER/ LEAD BROKERS/ SUB BROKERS/ TRADING MEMBERS / SCSB BRANCH'S STAMP (Acknowledging upload of Application in Stock Exchange system) (Mandatory)

SAKTHI FINANCE AN EDIFICE BUILT ON TRUST, SAKTHI FINANCE LIMITED, Acknowledgement Slip for Lead Manager/Lead Brokers/Sub Brokers /Trading Members/SCSB, Application Form No.

Form fields for Acknowledgement Slip: DPID/ CLID, PAN, Amount Paid (₹ in figures), Bank & Branch, Cheque / DD/ASBA Bank A/c No., Dated, 2016, Received from Mr./Ms. /M/s., Telephone / Mobile, Email.

PUBLIC ISSUE OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES (THE "NCDs") OF FACE VALUE ₹ 1000/- EACH VIDE PROSPECTUS DATED MARCH 30, 2016

Form fields for Acknowledgement Slip: SAKTHI FINANCE LIMITED, Options, Issue Price (₹ / NCD), No. of NCDs applied for, Amount Payable (₹), Grand Total (₹), Cheque / DD/ASBA Bank A/c No., Dated, Bank & Branch, Date Stamp & Signature of Lead Manager/Lead Brokers/Sub Brokers/ Trading Members/SCSB, Received from (Name of Sole / First Applicant), Acknowledgement Slip for Applicant, Application Form No.

All future communication in connection with this application should be addressed to the Registrar to the Issue. For details, please refer overleaf. While submitting the Application Form, the Applicant should ensure that the date stamp being put on the Application Form by the Lead Manager/Lead Brokers/Sub Brokers/Trading Members/SCSB matches with the date stamp on the Acknowledgement Slip.

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## 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 **SAKTHI FINANCE LIMITED Prospectus dated March 30, 2016 ("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 **GDA Trusteeship Limited** to act as my/our trustees and for doing such acts as are necessary to carry out their 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 do 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 the company 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.
- Additional Undertaking, in case of ASBA Applicants:**
  - 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/Lead Brokers/Sub Brokers and Trading Members (in Specified cities only) 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, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Manager, Registrar to the Issue, after finalization of Basis of Allotment; and (b) the Registrar to the Issue 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.
- Additional Undertaking in case the Applicant wishes to hold the NCDs in physical form:**
  - In terms of Section 8(1) of the Depositories Act, 1996, I/we wish to hold the NCDs in physical form. 2. I/We confirm that the Information provided in this form is true and correct and I/We enclose herewith self attested copies of the KYC Documents. 3. I/We confirm that we do not hold any Demat Account.

## ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

**KYC documents to be submitted by Applicants who do not have a Demat account and are applying for NCDs in physical form.** (a) Self-attested copy of the proof of identification (for individuals): Any of the following documents shall be considered as a verifiable proof of identification: • Aadhaar card; • Passport; • Voter's ID; • Driving license; • Government ID card; • Defense ID card; • Photo PAN card; or • Photo ration card. (b) Self-attested copy of the PAN card (in case of a minor, the guardian shall also submit the self-attested copy of his/ her PAN card); (c) Self-attested copy of the proof of residence; Any of the following documents shall be considered as a verifiable proof of residence: • ration card issued by the GoI; • valid driving license issued by any transport authority of the Republic of India; • electricity bill (not older than three months); • landline/mobile telephone bill (not older than three months); • valid passport issued by the GoI; • AADHAAR letter issued by Unique Identification Authority of India ("UIDAI"); • voter's Identity card issued by the GoI; • passbook or latest bank statement issued by a bank operating in India; • registered leave and license agreement or registered agreement for sale or rent agreement or flat maintenance bill; • Registered office address in case of applicants under Category I or Category II; or • life insurance policy. (d) Copy of a cancelled cheque of the bank account to which the amounts pertaining to payment of refunds, interest and redemption, as applicable, should be credited.

**Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Please refer to instruction no. 76 of the Abridged Prospectus.

### Investor Categories:

Category I	Sub Category Code	Category II	Sub Category Code
Resident Public Financial Institutions, multilateral and bilateral development financial institutions, state industrial development corporations, statutory corporation	11	Companies, Bodies Corporate, Registered Societies	21
Scheduled commercial banks, Cooperative banks and Regional Rural Banks	12	Public/Private Charitable/Religious trusts	22
Indian provident funds, pension funds, superannuation funds and gratuity funds	13	Resident Indian scientific and/or industrial research organization	23
Indian insurance companies registered with the IRDA	14	Partnership firms in the name of the partners	24
National Investment Fund	15	Limited Liability Partnerships	25
Indian mutual funds registered with SEBI	16	<b>Category III</b>	<b>Sub Category Code</b>
Alternative Investment Funds registered with SEBI	17	Resident Indian individuals	31
Insurance funds set up by and managed by the army, navy or air force of the Union of India or by the Department of Posts, GoI.	18	Hindu Undivided Families through the Karta	32

### Issue Structure

Options	I <sup>#</sup>	II	III <sup>#</sup>	IV <sup>@</sup>	V	VI <sup>#</sup>	VII <sup>@</sup>	VIII
Frequency of interest payment	Monthly	Cumulative	Monthly	Annually	Cumulative	Monthly	Annually	Cumulative
Minimum application amount	₹ 10,000 (10 NCDs) (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)							
In multiples of	₹ 1000 (1 NCDs) after minimum application							
Face value of NCDs (₹ / NCD)	1000							
Issue Price (₹ / NCD)	1000							
Tenor from Deemed Date of Allotment (in months)	24	24	36	36	36	48	48	48
Coupon (%) for all Category of Investor(s)	10.25	NA	10.50	10.50	NA	11.00	11.00	NA
Effective Yield (per annum) for all Category of Investor(s)	10.25	10.65	10.50	10.92	10.92	11.00	11.46	11.46
Mode of interest payment*	Through various options available							
Amount (₹/ NCD) on maturity for all Category of Investor(s) *	1000	1224.36	1000	1000	1364.70	1000	1000	1543.51
Maturity Date (from Deemed Date of Allotment) (in months)	24	24	36	36	36	48	48	48
Nature of Indebtedness	The NCDs would constitute secured obligations and shall rank <i>pari passu inter se</i> , and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of first and exclusive charge in favour of the Debenture Trustee on current assets, book debts, loans, receivable (including hire purchase receivables) and mortgage over the identified immovable property of the Company as may be decided mutually between the Company and the Debenture Trustee.							

# 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, the relevant interest will be calculated on quarterly compounding basis and 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.

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

- Note :
- Please note that you cannot apply for the NCDs through the ASBA process if you wish to be allotted the NCDs in physical form.
  - Escrow Collection Banks for the Issue are IndusInd Bank Limited and The Lakshmi Vilas Bank Limited.
  - Basis of Allotment : For details, please refer to page no. 22 of the Abridged Prospectus.
  - The Members of the Syndicate and the Trading Members of the Stock Exchange shall ensure they shall accept Application Forms only in such cities/ towns where the banking branches (escrow banks) are available.
  - Applicants to ensure that they are competent to contract under the Indian Contract Act, 1872 including minors applying through guardians.
  - Based on the information provided by the Depositories, the Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).
  - The details of the collection centres of the Escrow Collection Banks shall be available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
  - For further details please refer to the Prospectus dated March 30, 2016.
  - For Grounds for Technical Rejection, please refer to page no. 18 of the Abridged Prospectus.
  - Based on the information provided by the Depositories, the Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).
  - The subscription list shall remain open at the commencement of banking hours and close at the close of banking hours for the period as indicated, with an option for early closure or extension by such period, as may be decided by the Board or the duly authorised committee of the Board. In the event of such early closure or of 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. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

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	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"> <li>While submitting the Application Form, the Applicant should ensure that the date stamp being put on the Application Form by the Lead Managers/Lead Brokers/Sub Brokers/Trading Member/SCSB matches with the date stamp on the Acknowledgement Slip</li> <li>In case of queries related to allotment/ credit of Allotted NCD/Refund, the Applicants should contact Registrar to the Issue.</li> <li>In case of ASBA Application submitted to the SCSBs, the Applicants should contact the relevant SCSB.</li> <li>In case of queries related to upload of ASBA Applications submitted to the Lead Managers/Lead Brokers/Sub Brokers/Trading Members Applicants should contact the relevant Lead Managers/Lead Brokers/Sub Brokers/Trading Members.</li> <li>The grievance arising out of Applications for NCDs made through Trading Members may be addressed directly to BSE</li> <li>Acknowledgement is subject to realisation of cheque / DD / Availability of Funds in the ASBA account</li> <li>Applications submitted without being uploaded on the Terminals of the Stock Exchange will be rejected</li> </ul>	<p><b>SAKTHI FINANCE LIMITED</b>  <b>Registered Office:</b> 62, Dr. Nanjappa Road,                  Post Box No. 3745, Coimbatore-641 018, Tamil Nadu.  <b>CIN :</b> L65910T21955PLC000145  <b>Tel No :</b> +91 422 2231471-474 / 4236200;  <b>Fax No :</b> +91 422 2231915;  <b>Email :</b> <a href="mailto:saktifin_info@sakthifinance.com">saktifin_info@sakthifinance.com</a>  <b>Website :</b> <a href="http://www.sakthifinance.com">www.sakthifinance.com</a>  <b>Company Secretary and Compliance Officer:</b> Mr. S. Venkatesh</p>	<p><b>S.K.D.C CONSULTANTS LIMITED</b>                  "Kanapathy Towers", Third Floor, 1391/A-1, Sathy Road,                  Ganapathy, Coimbatore - 641 006  <b>Tel No :</b> + 91 422 6549995, 2539835-36  <b>Fax No :</b> + 91 422 2539837  <b>Email :</b> <a href="mailto:sfncd@skdc-consultants.com">sfncd@skdc-consultants.com</a>  <b>Website :</b> <a href="http://www.skdc-consultants.com">www.skdc-consultants.com</a>  <b>Contact Person :</b> Mr. K. Jayakumar  <b>SEBI Registration No :</b> INR 000000775</p>

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

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



**SAKTHI FINANCE LIMITED**

Our Company was originally incorporated as “The Pollachi Credit Society Private Limited” on March 30, 1955 under the Indian Companies Act, 1913. The Company was later converted into a public limited company and the name of our Company was changed to “Sakthi Finance Limited” on July 27, 1967 and a fresh Certificate of Incorporation was obtained from Registrar of Companies, Madras. The corporate identity number of our Company is L65910TZ1955PLC000145.

Our Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

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

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

For further details of changes in Registered Office of our Company, refer chapter titled “History and Certain Corporate Matters” beginning on page 86 of the Prospectus.

**Company Secretary and Compliance Officer:** Mr. S. Venkatesh; **Tel No:** +91 422 4236207; **Fax No:** +91 422 2231915; **Email:** svenkatesh@sakthifinance.com

**PUBLIC ISSUE BY SAKTHI FINANCE LIMITED (“COMPANY” OR THE “ISSUER”) OF SECURED REDEEMABLE NON CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1000 EACH (“NCD”), UPTO ₹ 10,000 LAKH (HEREINAFTER REFERRED TO AS THE “BASE ISSUE”) WITH AN OPTION TO RETAIN OVER SUBSCRIPTION UPTO ₹ 10,000 LAKH, AGGREGATING TO ₹ 20,000 LAKH (HEREINAFTER REFERRED TO AS THE “OVERALL ISSUE SIZE”).**

**THE ISSUE IS BEING MADE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (“DEBT REGULATIONS”).**

**PROMOTERS: DR. M. MANICKAM AND MR. M. BALASUBRAMANIAM.**

For further details refer to the chapter titled “Our Promoters” on page 100 of the Prospectus.

**GENERAL RISKS**

Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the investors is invited to the section titled “Risk Factors” from page 13 to page 29 of the Prospectus. 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”), any Registrar of Companies or any stock exchange in India.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

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

**CREDIT RATING**

The NCDs proposed to be issued by our Company have been rated by ICRA Limited (“ICRA”). ICRA has *vide* its letter no. RTG/Chen/245/15-16 dated February 10, 2016 assigned and reaffirmed, and *vide* its letter no. Reval/Chen/138/15-16 dated March 11, 2016 revalidated, a rating of “[ICRA] BBB (Stable)” for an amount of up to ₹ 20,000 lakh for the NCDs. The rating of the NCDs by ICRA indicates moderate degree of safety regarding timely servicing of financial obligations and carry moderate credit risk. The rating provided by ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. This rating is not a recommendation to buy, sell or hold the NCDs and investors should take their own decisions. Please refer to *Annexure B* of the Prospectus for rationale for the above ratings.

**PUBLIC COMMENTS**

The Draft Prospectus dated March 12, 2016 has been filed with BSE Limited (“BSE”), the Designated Stock Exchange pursuant to regulation 6(2) of the Debt Regulations. The Draft Prospectus was uploaded by the BSE on its website www.bseindia.com and was open for public comments for a period of seven Working Days from the date of filing of the Draft Prospectus.

**LISTING**

The NCDs are proposed to be listed on BSE. Our Company has obtained ‘in-principle’ approval for the Issue from the BSE *vide* its letter dated March 29, 2016. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

**COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT AND ELIGIBLE INVESTORS**

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, please refer chapter titled “Issue Structure” beginning on page 117 of the Prospectus. For details relating to eligible investors, please refer chapter titled “The Issue” on page 44 of the Prospectus.

**ISSUE PROGRAMME\***

<b>ISSUE OPENS ON</b>	<b>April 07, 2016</b>	<b>ISSUE CLOSES ON</b>	<b>May 06, 2016</b>
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\* The Issue shall remain open for subscription from 10:00 a.m. till 5:00 p.m (Indian Standard Time) for the period mentioned above, with an option for early closure or extension by such period as may be decided by the Board of Directors or a duly constituted committee thereof. In the event of such early closure or extension of the subscription list of the Issue, our Company shall ensure that public notice of such early closure is published on or before the day of such early date of closure through advertisement/s in at least one leading national daily newspaper. On the Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

GDA Trusteeship Limited has *vide* its letter dated March 11, 2016 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

A copy of the Prospectus shall be filed with the Registrar of Companies, Tamil Nadu, Coimbatore in terms of section 26 of the Companies Act, 2013, along with the requisite endorsed/certified copies of all requisite documents. For more information, see the chapter titled “Material Contracts and Documents for Inspection” on page 202 of the Prospectus.

**Please read the Risk Factors carefully. See section titled “Risk Factors” on page no. 43 of this Abridged Prospectus**

**LEAD MANAGER TO THE ISSUE**



**DALMIA SECURITIES PRIVATE LIMITED**

Khetan Bhavan, Room No. 17, 2<sup>nd</sup> Floor,  
198, Jamshedji Tata Road, Mumbai - 400 020  
**Tel No:** + 91 22 30272829/32/33

**Fax No:** +91 22 30272820

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

**Website:** www.dalmiasec.com

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

**Contact person:** Mr. Indrajit Bhagat/ Ms. Swati Agrawal

**Compliance Officer:** Ms. Piyali Deb

**SEBI Registration No:** INM 000011476

**REGISTRAR TO THE ISSUE**



**S.K.D.C CONSULTANTS LIMITED**

“Kanapathy Towers”, Third Floor,  
1391/A-1, Sathy Road,  
Ganapathy, Coimbatore - 641 006  
**Tel No:** + 91 422 6549995, 2539835-36

**Fax No:** + 91 422 2539837

**Email:** sflncd@skdc-consultants.com

**Website:** www.skdc-consultants.com

**Investor Grievance Email:** sflncd@skdc-consultants.com

**Contact person:** Mr. K. Jayakumar

**Compliance Officer:** Mrs. Vijayalakshmi Narendra

**SEBI Registration No:** INR 000000775

**DEBENTURE TRUSTEE**



**GDA TRUSTEESHIP LIMITED**

‘GDA House’, First Floor, Plot No 85,  
S No 94 & 95S, Bhusari Colony (Right),  
Kothrud, Pune - 411 038

**Tel No:** + 91 20 25280081

**Fax No:** + 91 20 25280275

**Email:** dt@gdatrustee.com

**Website:** www.gdatrustee.com

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

**Contact person:** Ms. Sujata Kulkarni

**Compliance Officer:** Ms. Shamala Nalawade

**SEBI Registration No:** IND000000034

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Mr. S. Venkatesh**

Sakthi Finance Limited  
62, Dr. Nanjappa Road,  
Post Box No. 3745,  
Coimbatore - 641018, Tamil Nadu

**Tel No:** +91 422 4236207

**Fax No:** +91 422 2231915

**Email:** svenkatesh@sakthifinance.com

**Website:** www.sakthifinance.com

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment advice, credit of Allotted NCDs in beneficiary accounts, Debenture Certificates (for Applicants who have applied for Allotment in physical form), refund orders and interest on the Application Amounts.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on Application, Depository Participant name and client identification number, and the collection centre of the Members of the Syndicate where the Application was submitted.

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

All grievances arising out of Applications for the NCDs made through Trading Members may be addressed directly to the BSE.

**STATUTORY AUDITORS**

**M/s. P.N. Raghavendra Rao & Co,  
Chartered Accountants**

No. 23/2, Viswa Paradise Apartments  
Second Floor, Kalidas Road, Ramnagar,  
Coimbatore - 641009

**Tel No:** +91 422 2232440/2236997

**Fax No:** + 91 422 2230375

**Email:** pnraudit@gmail.com

**Firm Registration No:** 003328S

**CREDIT RATING AGENCY**

**ICRA Limited**

Building No. 8, 2nd Floor, Tower A,  
DLF Cyber City, Phase II,  
Gurgaon 122002

**Tel No:** +91 124 4545310

**Fax No:** +91 124 4050424

**Email:** amit.gupta@icraindia.com

**Website:** www.icra.in

**Contact person:** Mr. Amit Kumar Gupta

**SEBI Registration No:** IN/CRA/008/2015

**LEGAL COUNSEL TO THE ISSUE**

**M/s Ramani & Shankar, Advocates**

“Brindavan”, 152 Kalidas Road,  
Ramnagar, Coimbatore - 641009

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

**Fax No:** +91 422 2233175

**Email:** legal@ramanishankar.com

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

### LEAD BROKERS

Dalmia Securities Private Limited, Integrated Enterprises (India) Limited, R.R. Equity Brokers Private Limited, SMC Global Securities Limited, VCK Share & Stock Broking Services Limited

### ESCROW COLLECTION BANKERS TO THE ISSUE

#### IndusInd Bank Limited

Cash Management Services,  
PNA House, 4<sup>th</sup> Floor, Plot No.57,  
Road No. 17, Near SRL, MIDC,  
Andheri (East), Mumbai - 400 093  
**Tel No:** +91 22 61069234 - 61069248  
**Fax No:** +91 22 61069315  
**Email:** Suresh.esaki@indusind.com  
**Contact Person:** Mr. Suresh Esaki  
**Website:** www.indusind.com  
**SEBI Regn No.:** INBI00000002

#### The Lakshmi Vilas Bank Limited

No.1, Head Quarters Road, First Floor,  
Uppilipalayam, Coimbatore - 641018  
**Tel No:** +91 422 2300643/ 2300630  
**Email:** upplipalayam\_bm@lvbank.in  
Contact Person: Mr. R. Sreekumar  
**Website:** www.lvbank.com  
**SEBI Regn No.:** INB100000057

### REFUND BANK

#### IndusInd Bank Limited

Cash Management Services,  
PNA House, 4<sup>th</sup> Floor, Plot No. 57,  
Road No. 17, Near SRL, MIDC,  
Andheri (East), Mumbai - 400 093  
**Tel No:** +91 22 61069234 - 61069248  
**Fax No:** +91 22 61069315  
**Email:** Suresh.esaki@indusind.com  
**Contact Person:** Mr. Suresh Esaki  
**Website:** www.indusind.com  
**SEBI Regn No.:** INBI00000002

### SELF CERTIFIED SYNDICATE BANKS

The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/> Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.

TABLE OF CONTENTS	Page No.
Objects of the Issue	6
Issue Procedure	6
Terms of the Issue	21
Other Instructions	27
Details pertaining to the Company	31
Financial Indebtedness	36
Legal and other Information	36
Material Developments	40
Other Regulatory and Statutory Disclosures	40
Risk Factors	43
Material Contracts and Documents For Inspection	45
Declaration	45
Centers for availability and acceptance of Application forms	46
List of Self Certified Syndicate Banks (SCSBs) under the ASBA process	48

### 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 Applications made by them do not exceed the issue size and or investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

**Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.**

The Lead Manager and its respective associates and affiliates are permitted to subscribe in the Issue.

**Applicants are advised to read the Prospectus dated March 30, 2016 filed with Registrar of Companies and the general instructions contained in this application form carefully and to satisfy themselves of the disclosures before making an application for subscription. Unless otherwise specified, all the terms used in this Application Form have the same meaning as in the Prospectus.**

**For a copy of the Prospectus, the applicant may request us and/or the Lead Manager. 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. For details, please refer to section 'Terms of the Issue' on page 21 of this Abridged Prospectus. For disclaimer of BSE, SEBI and RBI, please refer to on page 41 of this Abridged Prospectus.**

**DETAILS PERTAINING TO THE ISSUE**

**OBJECTS OF THE ISSUE**

**1. Issue Proceeds**

Our Company has filed the Prospectus for a Public Issue of Secured Redeemable Non-Convertible Debentures of face value of ₹ 1000 each upto ₹ 10,000 lakh with an option to retain over subscription upto ₹ 10,000 lakh, aggregating to ₹ 20,000 lakh. The details of the proceeds of the Issue are summarized below:

Particulars	Estimated Amount (₹ lakh)
Gross proceeds to be raised through the Issue	20,000
Less: Issue related expenses	350
Net proceeds of the Issue after deducting the Issue related expenses	19,650

The net proceeds raised through this Issue will be utilized for following activities in the ratio provided as below:

Sr. No	Objects of the fresh issue	(% of amount proposed to be financed from net Issue Proceeds)
1	Onward hire purchase financing/lending activities	atleast 75
2	For general corporate purposes	Upto 25

\* *The Net Proceeds will be first utilized towards the hire purchase financing/lending activities. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Issue, in compliance with the Debt Regulations.*

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

**2. Details of use of proceeds**

**Hire purchase Financing/Lending activities**

We are an asset finance company with primary focus on hire purchase financing/ lending against pre-owned commercial vehicles. We also provide finance for purchasing infrastructure construction equipment, multi-utility vehicles, cars, jeeps and other machinery. The net proceeds from this Issue will be utilized for the onward hire purchase financing/ lending activities of the Company.

**General corporate purposes**

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

**Issue Expenses**

The total Issue expenses payable by our Company are estimated at ₹ 350 lakh and the entire costs would be financed by Issue proceeds. The Issue expenses consists of fees payable to the Lead Manager, Registrar, legal advisor to the Issue, Bankers, Statutory Auditor, printing and stationery, advertising and marketing, listing fees and other expenses. For further information on Issue Expenses, please refer to chapter titled “Other Regulatory and Statutory Disclosures” on page 169 of the Prospectus.

**Funding plan**

NA

**Summary of the project appraisal report**

NA

**Schedule of implementation of the project**

NA

**3. Interim use of proceeds**

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

**Monitoring of utilization of funds**

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

**Other Confirmation**

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

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

No part of the proceeds from this Issue will be paid by us as consideration to our promoters and person in control of our Company, our Directors, key managerial personnel, or companies promoted by our promoters except in the usual course of business.

Further, our 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.

**ISSUE PROCEDURE**

*This chapter applies to all categories of Applicants. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the*

SCSB at the time of making the Application. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants should note that they may submit their ASBA Applications to the Members of the Syndicate or Trading Members of the Stock Exchange only at the Syndicate ASBA Application Locations, or directly to the Designated Branches of the SCSBs. Applicants other than direct ASBA Applicants are required to submit their Applications to the Members of the Syndicate or Trading Members (at the application centres of the Members of the Syndicate will be mentioned in the Application Form) or make online Applications using the online payment gateway of the Stock Exchange.

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 Prospectus.

Please note that this chapter has been prepared based on the Circular no. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI ("**Debt Application Circular**"). The following Issue procedure is subject to the functioning and operations of the necessary systems and infrastructure put in place by the Stock Exchanges for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Direct Online Applications through the online platform and online payment facility to be offered by Stock Exchange and is also subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchange(s) and/or SEBI. Please note that the Applicants will not have the option to apply for NCDs under the Issue, through the direct online applications mechanism of the BSE. 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 and we will appropriately notify and/or intimate Investors in connection with the availability of Direct Online Applications Facility either through disclosures in the Prospectus and/or by way of a public announcement or advertisement.

**Pursuant to Section 29 of the Companies Act, 2013 that every company making a public offer shall issue the securities only in dematerialized form by complying with the provisions of the Depositories Act, 1996. Pursuant to Section 8(1) of the Depositories Act, 1996 every person subscribing to securities offered by an issuer shall have the option to receive security certificate or hold securities with a depository. In the light of the same, our Company through the Lead Manager has approached SEBI pursuant to Section 24 of the Companies Act, 2013 seeking permission to allot NCDs in the physical mode. Thereafter we have received approval from SEBI, vide letter dated December 07, 2015, for issuance of NCDs pursuant to this Issue in physical as well as dematerialized form.**

Specific attention is drawn to the circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 issued by SEBI, which amends the provisions of the Debt Application Circular to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange, as opposed to the date and time of upload of each such application. In the event of, and on the date of oversubscription, however,

allotments in public issues of debt securities are to be made on a proportionate basis.

PLEASE NOTE THAT ALL TRADING MEMBERS OF THE BSE WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE BSE WILL NEED TO APPROACH THE BSE AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED.

**THE LEAD MANAGER, THE MEMBERS OF THE SYNDICATE AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITY OF SUCH TRADING MEMBERS IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE.**

**FURTHER, THE STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS REGISTERED WITH THE STOCK EXCHANGE.**

Please note that as per Para 4 of SEBI Circular no. CIR/CFD/DIL/12/2012 dated September 13, 2012, for making Applications by SCSBs on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB/s. Such account shall be used solely for the purpose of making Application in public issues and clear demarcated funds should be available in such account for ASBA Applications.

Please note that for the purposes of this chapter, the term "Working Day" shall mean all days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Coimbatore 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.

Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Investors are advised to make their independent investigations and ensure that their Application does not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in the Prospectus.

#### **PROCEDURE FOR APPLICATION**

##### **4. Availability of Prospectus and Application Forms**

Copies of the Abridged Prospectus containing the salient features of the Prospectus together with Application Forms and the copies of the Prospectus may be obtained from our Registered Office, office of the Lead Manager, Lead Broker(s), designated branches of the SCSB and Trading Members. Additionally the Prospectus, an Abridged Prospectus and the Application Form will be available for download on the websites of BSE at [www.bseindia.com](http://www.bseindia.com) and the website of the Lead Manager at [www.dalmiasec.com](http://www.dalmiasec.com). The forms shall also be available at the designated branches of the SCSB and the Members of the Syndicate at the Syndicate ASBA Application Locations.

The prescribed color of the Application Form for the applicants will be white.

Electronic Application Forms will also be available on the website of Stock Exchange. Trading members are required to download the Electronic Application Forms from stock exchange platform and submit these forms along with cheques/drafts/ payment instrument to the collecting banks. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Manager and the SCSBs.

**5. Who can Apply**

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

**Category I**

- Resident public financial institutions, scheduled commercial banks, co-operative banks, and regional rural banks incorporated in India, multilateral and bilateral development financial institutions, Statutory Corporations including state industrial development corporations, which are authorized to invest in the NCDs;
- Indian provident funds, pension funds, superannuation funds and gratuity funds, authorized to invest in the NCDs;
- Indian insurance companies registered with the IRDA;
- National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI;
- Indian mutual funds registered with SEBI;
- Alternative Investment Funds registered with SEBI subject to investment conditions applicable to them under the SEBI AIF Regulations; and
- Insurance funds set up by and managed by the army, navy or air force of the Union of India or by the Department of Posts, GoI.

**Category II**

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

**Category III**

- Resident Indian individuals and
- Hindu Undivided Families through the Karta.

*Note: Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/ or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.*

**6. Applications cannot be made by:**

- Minors without a guardian (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form)\*;
- Non-resident investors including NRIs, QFIs and FIIs who are (i) based in the USA and/or, (ii) domiciled in or resident

of the USA, and/or, (iii) U.S. Persons or those who apply on account of or for the benefit of such persons, and/or, (iv) subject to any tax laws of the USA;

- Foreign nationals including NRIs;
- Persons resident outside India including without limitation Foreign Institutional Investors, Non-Resident Indians, Qualified Foreign Investors, Foreign Venture Capital Funds and Overseas Corporate Bodies;
- Foreign Venture Capital Investor;
- Overseas Corporate Bodies; and
- Persons ineligible to contract under applicable statutory/regulatory requirements.

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

*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 Members of the Syndicate or the Trading Members, as the case may be.*

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

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

The Lead Manager and its respective associates and affiliates are permitted to subscribe in the Issue.

**7. Modes of Making Applications**

All Applicants should apply for one or more option of NCDs in a single Application Form only.

To supplement the foregoing, the mode and manner of Application and submission of Application Forms is illustrated in the following chart.

<b>Mode of Application</b>	To whom the Application Form has to be submitted
<b>ASBA Applications</b>	i. to the Members of the Syndicate only at the Syndicate ASBA Application Locations; or ii. to the Designated Branches of the SCSBs where the ASBA Account is maintained, in physical and electronic mode (if provided by the respective SCSBs); or iii. to Trading Members only at the Syndicate ASBA Application Locations.
<b>Non- ASBA Applications</b>	i. to the Members of the Syndicate; or ii. to Trading Members.

**APPLICATIONS BY CERTAIN CATEGORIES OF APPLICANT**

**8. Applications by Mutual Funds, registered with SEBI**

No mutual fund scheme shall invest more than 15% of its NAV in debt instruments issued by a single Company which are rated not below investment grade by a credit rating agency authorised to carry out such activity. Such investment limit may be extended to 20% of the NAV of the scheme with the prior approval of the Board of Trustees and the Board of Asset Management Company.



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

**9. Application by Commercial Banks, Co-operative Banks and Regional Rural Banks**

Commercial Banks, Co-operative Banks and Regional Rural Banks can apply in this public issue based upon their own investment limits and approvals. The application must be accompanied by certified true copies of (i) Memorandum and Articles of Association/ Charter of Constitution; (ii) power of attorney; (iii) board resolution authorising investments/ containing operating instructions; and (iv) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 02, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.**

**10. Application by Insurance Companies**

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with Application Form. The applications must be accompanied by certified copies of (i) Memorandum and Articles of Association; (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions and (iv) Specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**11. Applications by Alternative Investment Funds**

Applications made by an Alternative Investment Funds 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. 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. Failing this, our Company reserves the right

to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**12. Applications by Trusts**

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

**13. Applications by Public Financial Institutions, Statutory Corporations, which are authorized to invest in the NCDs**

The application must be accompanied by certified true copies of: (i) documents certifying their incorporation; (ii) board resolution authorising investments; and (iii) specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

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

The application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**15. Indian Scientific and/or industrial research organizations, which are authorized to invest in the NCDs**

The application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) board resolution authorising investments; and (iii) specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**16. Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)**

The application must be accompanied by certified true copies of: (i) partnership deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions (resolution); and (iv) specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**17. Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the NCDs**

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, 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, (iii) a board resolution authorising investments; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) specimen signature of authorized person; (vi) a certified copy of the registered instrument for creation of such fund/trust; and (vii) any tax exemption certificate issued by Income Tax authorities. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**18. 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 in whole or in part, in either case, without assigning any reason therefor.

**19. Applications by associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment**

In case of Applications made by associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit certified true copy of (i) certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

**20. Applications under power of attorney**

In case of Applications made pursuant to a power of attorney by Category I Applicants, and Category II Applicants being Institutional and Non Institutional Category Applicants, must submit a certified true copy of (i) the power of attorney or the relevant resolution or authority, as the case may be, (ii) Memorandum and Articles of Association and/or bye laws (except for Resident Indian individuals and Hindu undivided families) 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 Investments made pursuant to a power of attorney by Category III Applicants, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in physical form in whole or in part, in either case, without assigning any reason therefor.

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

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

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

**APPLICATION FOR ALLOTMENT OF NCDs IN PHYSICAL AND DEMATERIALIZED FORM**

**21. Non-ASBA Applications**

**i. Applications through the Members of the Syndicate/ Trading Members of the Stock Exchange through Escrow Collecting Banks without using ASBA Facility**

All Application Forms, either in physical or downloaded Application Forms, duly completed or accompanied by account payee cheques / drafts shall be submitted with the Members of the Syndicate or Trading Members of the Stock Exchange before the closure of the Issue. The Members of the Syndicate/ Trading Members of the Stock Exchange, upon receipt of the Non-ASBA Applications, shall upload all the details of the applications on the online platform of the Stock Exchange. The Applications are to be submitted to the Members of the Syndicate or Trading Members on a timely manner so that the details can be uploaded by the closure of banking hours on to the Stock Exchange platform *i.e.* from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) during the Issue Period, following which they shall acknowledge the uploading of the Application Form by stamping the acknowledgment slip with the date and returning it to the Applicant. The Members of the Syndicate/ Trading Members of the Stock Exchange shall thereafter submit the physical Application Form along with the cheque/ bank draft to the Escrow Collection Banks, which will realize the payment instrument and send the Application details to the Registrar.

**ii. Applications for allotment of physical NCDs by Applicants who do not have a Demat Account**

All Applicants who do not have a Demat Account and intend to apply for NCDs in physical form, should submit the Application Forms duly completed in all respects, by providing all the information including PAN and Demographic Details accompanied by account payee cheques / drafts and the Know Your Customer (“KYC”) documents with the Members of the Syndicate or Trading Members of the Stock Exchange. The cheque/bank draft can be drawn on any bank, including a co-operative bank which is situated at and is member or sub-member of the Bankers’ clearing house and located at the place where the Application Form is submitted, *i.e.* where the designated collection centres of the Escrow Collection Banks are located. Outstation cheques /bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected and the Escrow Collection Banks shall not be responsible for such rejections.

Payments though stock invest would also not be allowed/ accepted as the same has been discontinued by the RBI *vide* notification no. DBOD.NO.FSC.BC. 42/24.47.001/2003-04 dated November 5, 2003. Cash /stock invest/ money orders/ postal orders will not be accepted. In case payment is effected in contravention of conditions mentioned herein, the application is liable to be rejected and application money will be refunded and no interest will be paid thereon. A separate cheque / bank draft must accompany each Application Form. No cash payments shall be accepted.

All cheques / bank drafts accompanying the application made by eligible applicants should be crossed “*A/c Payee only*” and must be made payable to “**Sakthi Finance Limited - NCD Public Issue - Escrow Account**”.

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

**KYC documents to be submitted by Applicants who do not have a Demat account and are applying for NCDs in the physical form.**

- a. Self-attested copy of the proof of identification (for individuals);

Any of the following documents shall be considered as a verifiable proof of identification:

- Aadhaar card;
- Passport;
- Voter’s ID;
- Driving license;
- Government ID card;
- Defense ID card;
- Photo PAN card; or
- Photo ration card.

- b. Self-attested copy of the PAN card (in case of a minor, the guardian shall also submit the self-attested copy of his/ her PAN card);

- c. Self-attested copy of the proof of residence;

Any of the following documents shall be considered as a verifiable proof of residence:

- Ration card issued by the GoI;
- Valid driving license issued by any transport authority of the Republic of India;
- Electricity bill (not older than three months);
- Landline/ mobile telephone bill (not older than three months);
- Valid passport issued by the GoI;
- AADHAAR Letter issued by Unique Identification Authority of India (“UIDAI”);
- Voter’s Identity card issued by the GoI;
- Passbook or latest bank statement issued by a bank operating in India;
- Registered leave and license agreement or registered agreement for sale or rent agreement or flat maintenance bill;
- Registered office address in case of applicants under Category I or Category II; or
- Life insurance policy.

- d. Copy of a cancelled cheque of the bank account to which the amounts pertaining to payment of refunds, interest and redemption, as applicable, should be credited.

Applicants applying for allotment of NCDs in physical form, by signing the Application Form, confirm to the Company, the Lead Manager and the Registrar that they do not hold any Demat account in India.

The Applicant shall be responsible for providing the above information accurately. Delays or failure in credit of the payments due to inaccurate details shall be at the sole risk of the Applicants and neither the Lead Manager nor our Company shall have any responsibility and undertake any liability for the same.

Applications for Allotment of the NCDs in physical form, which are not accompanied with the aforesaid documents, may be rejected at the sole discretion of our Company.

The Members of the Syndicate/Trading Members of the Stock Exchange shall on receipt of the completed Application Form along with the KYC document and the cheque/draft, provide an acknowledgment of the application to the Applicant. After verification of the KYC documents submitted by the Applicant along with the application, the Members of the Syndicate/ Trading Members of the Stock Exchange shall upload all such details of the Applicant that is required for the purpose of allotment based on the Application Form on the online platform of the Stock Exchange.

The Members of the Syndicate/Trading Members of the Stock Exchange shall thereafter submit the physical Application Form (duly stamped by such Members of the Syndicate/Trading Members of the Stock Exchange) along with the cheque/ bank draft and the KYC documents to the Escrow Collecting Bank(s) which will realise the payment instrument, and send the Application Form and the KYC documents to the Registrar. The Registrar shall check the KYC documents submitted and match Application details as received from the online platform of Stock Exchanges with the Application Amount details received from the Escrow Collection Banks for reconciliation of funds received from the Escrow Collection Banks. In case of discrepancies between the two databases, the details received from the online platform of Stock Exchanges will prevail. The Members of the Syndicate/Trading Members are requested to note that all Applicants are required to be banked only with the banking branches of Escrow Collection Banks, details of which will be available at the website of the BSE ([www.bseindia.com](http://www.bseindia.com)). Accordingly, Applicants are requested to note that they must submit Application Forms to Trading Members who are located in towns/ cities which have at least one banking branch of the Escrow Collection Banks. Upon Allotment, the Registrar will dispatch NCD Certificates to the successful Applicants to their addresses as provided in the Application Form.

The Members of the Syndicate and the Trading Members of the Stock Exchange shall ensure that they shall accept Application Forms only in such cities/towns where the designated branches (escrow collecting banks) are available. Details of such banking branches are available on the websites of the Lead Manager at [www.dalmiasec.com](http://www.dalmiasec.com). A link to the said web pages shall also be available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).

The Members of the Syndicate/Trading Members of the Stock Exchange are required to ensure that the Applicants are competent to contract under the Indian Contract Act, 1872 including minors applying through guardian.

In the absence of the cancelled cheque, the Issuer may reject the Application or it may consider the bank details as given on the Application Form at its sole discretion. In such a case the Issuer, Lead Manager and Registrar shall not be liable for any delays / errors in payment of refund and/or interests.

**The Registrar shall dispatch the physical certificate to the Applicant as per address provided in the Application Form. In case KYC documents are not proper, the Registrar shall hold back physical certificate pending receipt of complete KYC documents from the Applicant. In such circumstances, successful Applicants should provide complete KYC documents to the Registrar at the earliest. Please note that in such an event, any delay by the Applicant to provide complete KYC documents to the Registrar will be at the Applicant's sole risk and neither our Company, the Registrar, the Escrow Collection Banks, or the Members of the Syndicate, will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest on the Application Amounts for such period during which the NCD Certificates are withheld by the Registrar. Further, our Company will not be liable for any delays in payment of interest on the NCDs allotted to such Applicants, and will not be liable to compensate such Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay in payment of interest on the NCDs.**

## **22. ASBA Applications**

*Procedure for Application through the Members of the Syndicate/ Trading Members of the Stock Exchange using the Applications Supported by Blocked Amount ("ASBA") facility and Applications through SCSBs using ASBA facility.*

This section is for the information of the Applicants proposing to subscribe to the Issue through the ASBA Process ("ASBA Investors"). Please note that application through ASBA is optional for all categories of Applicants. The Lead Manager and our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Investors are advised to make their independent investigations and to ensure that the Application Form is correctly filled up.

**Our Company, Lead Manager, Lead Brokers, our Directors, affiliates, associates and their respective directors and officers 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 SCSBs including, 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 amount payable on application has been blocked in the relevant ASBA Account. Further, all grievances against Trading Members in relation to the Issue should be made by Applicants directly to the Stock Exchanges.**

The list of banks which have been notified by SEBI to act as SCSBs for the ASBA process is provided on <http://www.sebi.gov.in>. For details on Designated Branches of SCSBs collecting

the Application Form, please refer the above mentioned SEBI link.

Applicants can submit their Applications through the ASBA process by submitting the Application Forms in physical mode to the SCSB with whom the ASBA Account is maintained or through the Members of the Syndicate or Trading Members, prior to or on the Issue Closing Date. **ASBA Applications through the Members of the Syndicate and Trading Members is permitted only at the Syndicate ASBA Application locations (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat).** Kindly note that Application Forms submitted by ASBA Applicants to Members of the Syndicate and the Trading Members at the Syndicate ASBA Application Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named atleast one branch at that location for the Member of the Syndicate or the Trading Members to deposit the Application Form (A list of such branches is available at [www.sebi.gov.in](http://www.sebi.gov.in)). The Members of Syndicate and Trading Members shall accept ASBA Applications only at the Syndicate ASBA Application Locations and should ensure that they verify the details about the ASBA Account and relevant SCSB prior to accepting the Application Form.

Members of Syndicate and Trading Members shall, upon receipt of physical Application Forms from ASBA Applicants, upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained in accordance with the Debt Application Circular.

An ASBA 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 Members of the Syndicate and the Trading Members at the Syndicate ASBA Application Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Please note that you cannot apply for the NCDs through the ASBA process if you wish to be allotted the NCDs in physical form.

ASBA Application in electronic mode will only be available with such SCSBs who provide such facility. In case of application in such electronic form, the ASBA Applicant shall submit the Application Form with instruction to block the Application amount either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA Account held with SCSB, as would be made available by the SCSB concerned.

Applications are liable to be rejected, wherein the SCSBs are not able to block the funds for Application Forms which have been uploaded by the Member of the Syndicate or Trading Members of the Stock Exchange due to any reason.

**Depository account and bank details for Applicants applying under the ASBA Process**

**IT IS MANDATORY FOR ALL THE APPLICANTS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR NCDs IN DEMATERIALIZED FORM. ALL APPLICANTS APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, PAN DETAILS, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND**

**BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM.**

**Applicants applying under the ASBA Process should note that on the basis of name of these Applicants, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository Demographic Details of these Applicants such as PAN, address for printing on Allotment advice and occupation ("Demographic Details"). Hence, Applicants applying under the ASBA Process should carefully fill in their Depository Account details in the Application Form.**

These Demographic Details would be used for all correspondence with such Applicants including mailing of the letters intimating unblocking of their respective ASBA Accounts. The Demographic Details given by the Applicants in the Application Form would not be used for any other purposes by the Registrar. Hence, Applicants are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Applicants applying under the ASBA Process would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

**Letters intimating Allotment and unblocking the funds would be mailed at the address of the ASBA Applicant as per the Demographic Details received from the Depositories. The Registrar to the Issue will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent NCDs are not allotted to such ASBA Applicants. ASBA Applicants may note that delivery of letters intimating unblocking of the funds may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Note that any such delay shall be at the sole risk of the ASBA Applicants and none of our Company, the SCSBs, the Members of the Syndicate or Trading Member shall be liable to compensate the Applicant applying under the ASBA Process for any losses caused due to any such delay or liable to pay any interest for such delay.**

In case no corresponding record is available with the Depositories that match three parameters, (a) Client ID, (b) the DP ID and (c) the PAN Number, then such applications are liable to be rejected.

**INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

**23. General Instructions**

**Submission of Application Form (Non-ASBA)**

- Applications to be made in prescribed Application Form only;
- The Application Forms to be completed in block letters in English;
- Applications are required to be for a minimum of 10 NCDs and in multiples of 1 NCD;
- Ensure that the details about Depository Participant and Beneficiary Account in the Applications for seeking allotment of NCDs in dematerialized mode are correct, as allotment of NCDs to these Applicants will be in the dematerialized form only;
- Information provided by the Applicants in the Application Form will be uploaded on to the Stock Exchange Platform system by the Members of the Syndicate, Trading Members

of the Stock Exchange as the case may be, and the electronic data will be used to make allocation/ Allotment. The Applicants should ensure that the details are correct and legible;

- Thumb impressions and signatures other than in English/ Hindi/Tamil/Gujarati/Marathi or any other languages specified in the 8<sup>th</sup> Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- Ensure that the Applications are submitted to the Members of the Syndicate and Trading Members on a timely manner on the Issue Closing Date so that the details can be uploaded before the Closure of the Issue Period;
- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form. In case of Joint Applicants, PAN of all Joint Applicants is compulsory;
- Applications should be made by Karta in case of HUF. Please ensure PAN detail of the HUF is mentioned and not of Karta, Any Application Form without the PAN is liable to be rejected. In case of Applications for Allotment in physical form, Applicants should submit a self-certified copy of their PAN card as part of the KYC documents. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
- Applicants (other than those applying for Allotment of NCDs in physical form) should correctly mention their DP ID and Client ID in the Application Form. For the purpose of evaluating the validity of Applications, the Demographic Details of Applicants shall be derived from the DP ID and Client ID mentioned in the Application Form;
- Application should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying of Allotment of NCDs in demat form);
- Applicants applying for Allotment of NCDs in physical form should submit the KYC documents as mentioned above. For more details please refer page 139 of the Prospectus. The Registrar shall withhold dispatch of the physical NCD certificates till the proper KYC documents are received;
- Ensure that you request for and receive a TRS for all your Applications and an acknowledgement as a proof of having been accepted;
- All applicants are required to tick the relevant column of "Category of Investor" in the Application Form;
- All applicants are required to tick the relevant box of the "Mode of Application" in the Application Form choosing either ASBA or Non-ASBA mechanism;
- All Application Forms (except in case of Application Forms through ASBA mechanism) duly completed together with cheque/bank draft for the amount payable on Application must be delivered before the closing of the Issue to any of the Members of the Syndicate and Trading Members of the Stock Exchange, who shall upload the same on the Stock Exchange platform before the Closure of the Issue;
- **All Applicants applying through Non-ASBA mechanism shall mention the Application Number, Sole/ First Applicant's name and the phone number on the reverse side of the cheque and demand draft;**

- No receipt will be issued for the application money. However, Bankers to the Issue and/or their branches receiving the applications will acknowledge the same; and
- Where minor applicant is applying through guardian, it shall be mandatory to mention the PAN of the minor in the Application.

**Further Instructions for ASBA Applicants**

- ASBA Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch, otherwise the SCSB concerned shall reject the Application;
- If the ASBA Account holder is different from the ASBA 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 ASBA Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchanges in the prescribed Application Form. SCSBs may provide the electronic mode for making application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchanges and/or SCSB. Application Forms which do not bear the stamp is liable to be rejected.

**ALL APPLICATIONS BY CATEGORY I APPLICANTS SHALL BE RECEIVED ONLY BY THE LEAD MANAGER, LEAD BROKERS AND THEIR RESPECTIVE AFFILIATES.**

**24. Permanent Account Number**

The applicant should mention his or her Permanent Account Number (PAN) allotted under the IT Act (Except for 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 will be rejected, irrespective of the amount of transaction. It is to be specifically noted that the applicants should not submit the GIR number instead of the PAN as the Application will be rejected on this ground.

**25. Applicant's Depository Account Details**

**ALL APPLICANTS WHO HAVE A DEMAT ACCOUNT SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, PAN DETAILS, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM.**

Applicant should note that on the basis of name of the Applicant, PAN details, Depository Participant's name, Depository Participant-Identification Number and Beneficiary Account Number provided by them in the Application Form,

the Registrar to the Issue will obtain from the Depository, Demographic Details of the investor such as address, PAN, bank account details for printing on refund orders or used for refunding through electronic mode, as applicable and occupation ("**Demographic Details**"). Hence, applicants should carefully fill in their Depository Account details in the Application Form. Applicants are advised to update their Demographic Details as provided to their Depository Participants and ensure that they are true and correct.

These Demographic Details would be used for all correspondence with the applicants including mailing of the refund orders/ Allotment Advice and printing of bank particulars on the refund/ interest order and the Demographic Details given by applicant in the Application Form would not be used for these purposes by the Registrar.

Refund orders/Allotment advice would be mailed at the address of the applicant as per the Demographic Details received from the Depositories. Applicant may note that delivery of Refund orders/Allotment advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the applicant's sole risk and neither our Company nor the Lead Manager or the Registrar, Syndicate Member, Trading Members or SCSBs shall be liable to compensate the applicant for any losses caused to the applicant due to any such delay or liable to pay any interest for such delay.

However in case of applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of refund orders /allotment advice, the demographic details obtained from the Depository of the applicant shall be used.

In case no corresponding record is available with the Depositories that match all three parameters, namely, the Depository Participant's Identity (DP ID), Client ID and PAN, then such applications are liable to be rejected.

**26. Applicant's bank account details**

The Registrar to the Issue will obtain the Applicant's bank account details from the Depository. The Applicant should note that on the basis of the name of the Applicant, PAN details, Depository Participant's (DP) name, Depository Participants identification number and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the applicant's DP account, the applicant's bank account details. The applicants are advised to ensure that bank account details are updated in their respective DP accounts as these bank account details would be printed on the refund order(s) or used for refunding through electronic mode, as applicable. Please note that failure to do so could result in delays in credit of refunds to Applicants at the Applicant's sole risk and neither the Lead Manager, our Company, the Refund Banker(s) nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

**27. Joint Applications**

Applications may be made in single or joint names (not exceeding three). In the case of joint applications, all payments will be made out in favour of the first applicant. All communications will be addressed to the first named Applicant whose name appears in

the Application Form and at the address mentioned therein. PAN for all Joint applicants is compulsory.

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.

### **28. Additional/ Multiple Applications**

An applicant is allowed to make one or more applications for the NCDs for the same or other option of NCDs, subject to a minimum application size of ₹ 10,000 and in multiples of ₹ 1,000 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) for each application. Any application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected. However, any application made by any person in his individual capacity and an application made by such person in his capacity as a karta of a Hindu Undivided Family and/or as joint applicant, shall not be deemed to be a multiple application but for the purpose of deciding whether the applicant will be considered under the Individual Portion, two or more applications, as above, will be clubbed together.

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.

### **29. Do's**

- Check if eligible to apply;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account in the allotment of NCDs in Dematerialised form through the Members of the Syndicate and Trading Members are correct;
- Ensure you have provided all KYC documents (self attested) along with the Application Form and the date of birth is mentioned on the Application Form in case of Applications made for Allotment in Physical mode
- 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 'ABC Hindu Undivided Family applying through XYZ', where XYZ 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;
- Ensure that the Applications are submitted to the Members of the Syndicate and Trading Members on a timely manner on the Issue Closing Date so that the details can be uploaded before the closure of the Issue Period;
- Ensure that the Applicant's name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;

- Ensure that the first named applicant whose name appears in the Application Form has signed the Application Form;
- Ensure that you mention your PAN allotted under the IT Act;
- Ensure that the Demographic Details are updated, true and correct in all respects (except in case where the application is for allotment of NCDs in physical form);
- Ensure the use of an Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchange or the Members of the Syndicate (except in case of electronic ASBA Applications) to whom the application is submitted;
- Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities, as applicable to each category of investor, to apply for, subscribe to and/or seek allotment of NCDs pursuant to the Issue;
- In case you are submitting an Application Form to a Trading Member ensure that he is located in a town / city that has an escrow banking facility (list of such locations are available on the websites of Stock Exchange, the Company and Lead Manager, a link for the same being available in the Application Form);
- Ensure that you receive an acknowledgement from the Designated Branch, the Trading Member of the Stock Exchange or from the Members of the Syndicate, as the case may be, for the submission and upload of your Application Form; and
- Applicants (other than the ASBA Applicants) are requested to write sole / first Applicant's name, phone number and the Application number on the reverse of the cheque/ demand draft through which the payment is made.

### **30. Do's for ASBA Applicants in addition to the above mentioned general instructions**

- Ensure that you specify ASBA as the 'Mode of Application' and use the Application Form bearing the stamp of the relevant SCSB, Trading Members of the Stock Exchange or the Members of the Syndicate (except in case of electronic Application Forms) to whom the application is submitted;
- Ensure that your Application Form is submitted either at a Designated Branch of an SCSB where the ASBA Account is maintained or with a Trading Member of the Stock Exchange at the Syndicate ASBA Application Locations or with the Members of the Syndicate and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- ASBA Applicants applying through a Member of the Syndicate/Trading Member should ensure that the Application Form is submitted to such Member of the Syndicate/Trading Member. ASBA Applicants should also ensure that Application Forms submitted to the Members of the Syndicate/Trading Member 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 Members of the Syndicate/Trading Member to deposit the Application Form from

ASBA Applicants (A list of such designated branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> or any other link as prescribed by SEBI from time to time). ASBA Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch, of a SCSB where the ASBA Account is maintained (A list of such branches is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> or any other link as prescribed by SEBI from time to time).

- Ensure that the Application Form is signed by the ASBA Account holder also in case the ASBA Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that you have funds equal to or more than the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch, with a Trading Member of the Stock Exchange or to the Members of the Syndicate;
- Ensure that the Applications are submitted to the SCSBs, Members of the Syndicate and Trading Members on a timely manner on or before the Issue Closing Date so that the details can be uploaded before the Closure of the Issue Period;
- Ensure that the first named applicant whose name appears in the Application Form has signed the Application form.
- In case you are submitting the Application Form to a Member of the Syndicate, please ensure that the SCSBs with whom the ASBA Account specified in the Application Form is maintained, has a branch specified for collecting such Application Forms in the location where the Application Form is being submitted.
- In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, in case of an SCSB making an ASBA Application, such ASBA Application should be made through an ASBA Account utilized solely for the purpose of applying in public issues and maintained in the name of such SCSB Applicant with a different SCSB, wherein clear demarcated funds are available.
- Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form and that your signature in the Application Form matches with your available bank records;
- Ensure that your signature in the Application Form matches with your available bank records;
- Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch or the Lead Manager, Lead Broker or Trading Member of the Stock Exchange, as the case may be, for the submission of the Application Form.

**31. Don'ts**

- Do not apply for lower than the minimum application size;
- Do not pay the Application Amount in cash or by money order or by postal order or by stockinvest;

- Do not fill up the Application Form such that the NCDs applied for exceeds the issue size and/or investment limit applicable to such investor under laws or regulations applicable to such investor or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application Form will be rejected on this ground;
- Do not submit the Application Forms without the full Application Amount;
- Do not send Application Forms by post; instead submit the same to the Members of the Syndicate and Trading Members (as the case may be) only;
- Do not submit Application Forms in non-ASBA mode to any of the Collection Centres of the Bankers to the Issue/Registrar/Company;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
- Do not submit an Application in case you are not eligible to acquire the NCDs under applicable law or your relevant constitutional documents or otherwise; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872.

**32. Don'ts for ASBA Applicants in addition to the above mentioned general instructions**

- Payment of Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts shall not be accepted under the ASBA;
- Do not send your physical Application Form by post. Instead submit the same to a Trading Member of the Stock Exchange or to a Member of the Syndicate or SCSB, as the case may be;
- Do not submit more than five Application Forms per ASBA Account;
- Do not submit the Application Form with a Member of the Syndicate or Trading Member of the Stock Exchange, at a location other than where the Syndicate ASBA Application Locations; and
- Do not submit ASBA Applications to a Member of the Syndicate or the Trading Members of the Stock Exchange unless the SCSB where the ASBA Account is maintained as specified in the Application Form, has named at least one Designated Branch, as displayed on the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) in the relevant area for the Members of the Syndicate or the Trading Members of the Stock Exchanges to deposit the Application Forms.

**PAYMENT INSTRUCTIONS**

The entire Application amount is payable on submitting the application

**33. Payment mechanism for non-ASBA Applicants**

The cheque/bank draft can be drawn on any bank, including a co-operative bank which is situated at and is member or sub-member of the Bankers' clearing-house located at the place where the Application Form is submitted, *i.e.* at designated collection centres of the Escrow Collection Bank. Outstation cheques /bank drafts drawn on banks not participating in



the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected and the collecting bank shall not be responsible for such rejections. Payments through stock invest would also not be allowed as the same has been discontinued by the RBI *vide* notification no. DBOD.NO.FSC.BC.42/24.47.001/2003-04 dated November 5, 2003. Cash/ stock invest/ money orders/ postal orders will not be accepted. In case payment is effected in contravention of conditions mentioned herein, the application is liable to be rejected and application money will be refunded and no interest will be paid thereon. A separate cheque/ bank draft must accompany each Application Form. No cash payments shall be accepted.

All cheques / bank drafts accompanying the application made by eligible applicants should be crossed "*A/c Payee only*" and must be made payable to "*Sakthi Finance Limited - NCD Public Issue - Escrow Account*".

Kindly note that RBI has issued standard operating procedure in terms of paragraph 2(a) of RBI Circular no DPSS.CO.CHD. No./133/04.07.05/2013-14 dated July 16, 2013, detailing the procedure for processing CTS 2010 and Non-CTS 2010 instruments in the three CTS grid locations. As per this circular, processing of non-CTS cheques shall be done only on three days of the week. SEBI Circular No. CIR/CFD/DIL/3/2010 dated April 22, 2010 fixes the time between issue closure and listing at 12 working days. In order to ensure compliance with the above timelines, investors are advised to use CTS cheques or use ASBA facility to make payment. Investors using non-CTS cheques are cautioned that applications accompanied by such cheques are liable to be rejected due to any clearing delays beyond six working days from the date of the closure of the Issue, in terms of the aforementioned SEBI circular.

Please note that neither our Company, the Members of the Syndicate, nor the Registrar shall be responsible for redressal of any grievances that Applicants may have in regard to the non-ASBA Applications made to the Trading Members, including, without limitation, relating to non-upload of the Applications data. All grievances against Trading Members in relation to the Issue should be made by Applicants to the Stock Exchange.

#### **34. Escrow mechanism**

Each Applicant (except for ASBA Applicants) shall draw a cheque or demand draft for the Application Amount as per the following terms:

- a) All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form.
- b) The Applicants shall, with the submission of the Application Form, draw a payment instrument for the Application Amount in favour of the Escrow Accounts and submit the same along with their Application. If the payment is not made favoring the Escrow Accounts along with the Application Form, the Application will be rejected. Application Forms accompanied by cash, stock invest, money order or postal order will not be accepted.
- c) The payment instruments from the Applicants shall be payable into the Escrow Account drawn in favour of "*Sakthi Finance Limited - NCD Public Issue - Escrow Account*".
- d) Payments should be made by cheque, or a demand draft drawn on any bank (including a co-operative bank), which is situated at cities where branches of Escrow Banks, details

of which is available on the websites of the Lead Manager, is situated. Outstation cheques/drafts shall be rejected. Details of the branches of the Escrow Banks, where the Application Form along with the cheque/ demand draft submitted by a Non ASBA applicant shall be deposited by the Members of the Syndicate and Trading Members, are available on the website of the Lead Manager at **www.dalmiasec.com**. A link to the said web pages shall also be available on the website of BSE at **www.bseindia.com**. A link shall also be provided to the above mentioned websites in the Application Form as well.

Upon creation of Security as disclosed in the Trust Deed and receipt of necessary communication from the Lead Manager to the Issue and Registrar to the Issue, as per the provisions of the Escrow Agreement, the Escrow Collection Bank(s) shall transfer the monies from the Escrow Accounts to separate bank accounts *i.e.* the Public Issue Accounts with respect to successful Applicants. The balance amount in the Escrow Accounts, after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund and interest on Application Amount to the relevant Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus. The Escrow Collection Banks will act in terms of the Prospectus and the Escrow Agreement. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein.

The fees for Lead Manager shall be paid out of the Public Issue Account once listing/ trading approvals are received from Stock Exchange, upon receipt of instructions from the Lead Manager as provided for in the Escrow Agreement.

#### **35. Payment mechanism for ASBA Applicants**

The Applicant applying under the ASBA process agrees to block the entire amount payable on application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in an ASBA Account.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form or through which the Application is being made in case of electronic ASBA Application, the SCSB shall block an amount equivalent to the amount payable on Application mentioned in the Application Form until it receives instructions from the Registrar. After finalisation of basis of allotment and upon receipt of intimation from the Registrar, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account. This amount will be transferred into the Public Issue Account maintained by us as per the provisions of section 40(3) of the Companies Act, 2013. The balance amount remaining blocked in the ASBA Accounts, if any, after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue and the Lead Manager to the respective SCSB.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account with the SCSB, details of which have been provided by the Applicant in the Application Form, does not have sufficient funds equivalent to the amount payable on application mentioned in the Application Form. Subsequent to the acceptance of the application by the SCSB, the Registrar would have a right to reject the application on any of the technical grounds.

In the event of withdrawal or rejection of Application Form or for unsuccessful Application Forms, the Registrar shall give instructions to the SCSB to unblock the application money in the relevant ASBA Account within twelve (12) Working Days of receipt of such instruction. No interest will be paid on any such refunds.

**SUBMISSION OF FORMS**

**36. Online Application**

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct Application by investors to a public issue of their debt securities with an online payment facility (“**Direct Online Application Mechanism**”). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. In the event that the Stock Exchange put in necessary systems, infrastructure and processes in place so as to enable the adoption of the Direct Online Application Mechanism prior to the Issue Opening Date, we shall offer eligible investors desirous of applying in the Issue the option to make Applications through the Direct Online Application Mechanism.

**37. To supplement the foregoing, the mode and manner of Application and submission of Application Forms is illustrated in the following chart.**

<b>Mode of Application</b>	To whom the Application Form has to be submitted
<b>ASBA Applications</b>	i. to the Members of the Syndicate only at the Syndicate ASBA Application Locations; or ii. to the Designated Branches of the SCSBs where the ASBA Account is maintained, in physical and electronic mode (if provided by the respective SCSBs); or iii. to Trading Members only at the Syndicate ASBA Application Locations.
<b>Non-ASBA Applications</b>	i. to the Members of the Syndicate; or ii. to Trading Members.

For the further details please refer instruction no. 23 of this Abridged Prospectus.

**REJECTION OF APPLICATION**

**38. The Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereof.**

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

- Applications not duly signed by the sole/joint applicants (in the same sequence as they appear in the records of the depository), signature of sole and/ or joint applicant(s) missing;
- Applications submitted without payment of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- In case of partnership firms (except limited liability partnership firms), NCDs may be registered in the names of

- the individual partners and any application in the name of the partnership firm shall be rejected;
- Date of birth for first/ sole Applicant for persons applying for allotment of NCDs in physical form not mentioned in the Application Form;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors (without the name of guardian) and insane persons;
- PAN of the Applicant 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;
- GIR number furnished instead of PAN;
- Minor applicant (applying through guardian) without mentioning the PAN of the minor applicant
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable regulations;
- Applications by persons/entities who have been debarred from accessing the capital markets by SEBI;
- Applications by any persons outside India including Applications by OCBs;
- Non-resident investors including NRIs, FIIs and QFIs 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;
- Any application for an amount below the minimum application size;
- Application for number of NCDs, which are not in multiples of one;
- In case of Applicants applying the NCD in physical form, if the address of the Applicant is not provided in the Application Form.
- Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Application Form does not have applicant’s depository account details (*i.e.* DP ID and Client ID) and has not opted for Allotment of NCDs in physical form;
- Applications accompanied by Stockinvest/money order/postal order;
- Application Forms not delivered by the applicant within the time prescribed as per the Application Form and the Prospectus and as per the instructions in the Prospectus and the Application Form;
- In case the subscription amount is paid in cash;
- In case no corresponding record is available with the Depositories that matches three parameters namely, the DP ID, Client ID and PAN and in case of Application for Allotment is in dematerialised form;
- Applications submitted directly to the Escrow Collection Banks, if such bank is not the SCSB;
- Application Form accompanied with more than one payment instrument;
- For applications in demat mode, DP ID/ Client ID/ PAN as per electronic file does not match with depository records
- Application not uploaded into the electronic files of Stock Exchange

- Applications directly uploaded to the electronic files of Stock Exchange and not through the Members of the Syndicate or Trading Members of the Exchange.
- Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- ASBA Application Forms not being signed by the ASBA Account holder;
- ASBA Applications not having details of the ASBA Account to be blocked;
- With respect to ASBA Applications, inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the ASBA Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- Applications where clear funds are not available in the Applicant's bank account as per final certificates from Escrow Collection Banks;
- Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange as applicable;
- Applications by Applicants whose demat accounts are inoperative or have been 'suspended for credit' pursuant to the circular bearing number CIR/MRD/DP/22/2010 dated July 29, 2010 issued by SEBI;
- In case of SCSBs applying for Allotment of NCDs, if the ASBA Account is not maintained in the name of such SCSB with a different SEBI registered SCSB;
- ASBA Applications submitted to the Members of Syndicate or Trading Members of the Stock Exchange or at a Designated Branch of a SCSB where the ASBA Account is not maintained; and
- ASBA Applications submitted directly to an Escrow Collecting Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue.

**Kindly note that the ASBA Applications being submitted with the Member of the Syndicate or with the Trading Members of the Stock Exchange should be submitted at the Syndicate ASBA Application Locations. Further, ASBA Applications submitted to the Members of the Syndicate or Trading Members of the Stock Exchange 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 Designated Branch for the Members of the Syndicate or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at [www.sebi.gov.in](http://www.sebi.gov.in)).**

### **39. Electronic registration of Applications**

- (a) The Members of the Syndicate, SCSBs and Trading Members will register the Applications using the online facilities of Stock Exchange. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the SCSBs and Trading Members, (ii) the Applications uploaded by the SCSBs and the Trading Members, (iii) the Applications accepted but not uploaded by the SCSBs or the Trading Members, (iv) with

respect to ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (iv) with respect to ASBA Applications accepted and uploaded by Members of the Syndicate for which the Application Amounts are not blocked by the SCSBs.

- (b) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Members of the Syndicate, Trading Members and the SCSBs during the Issue Period. On the Issue Closing Date, the Members of the Syndicate, Trading Members and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Members of the Syndicate, Trading Members and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
- (c) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchange, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchange, would be made available at the Application centres as provided in the Application Form during the Issue Period.
- (d) At the time of registering each Application, SCSBs, the Members of the Syndicate and Trading Members, as the case may be, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts, details of payment instruments (for non-ASBA Applications) and any other details that may be prescribed by the online uploading platform of the Stock Exchanges.
- (e) On request, a system generated TRS will be given to the Applicant on request as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the TRS from the SCSBs, Members of the Syndicate or the Trading Members, as the case may be. The registration of the Applications by the SCSBs, Members of the Syndicate or Trading Members does not guarantee that the NCDs shall be allocated/ Allotted by our Company. Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
- (f) 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 and the Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.

- (g) In case of apparent data entry error by either the Members of the Syndicate or the Trading Members, 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.
- (h) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for Allotment. The Members of the Syndicate, Trading Members 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 to ensure that your application is properly uploaded on the Stock Exchange, avoid making the application near the time of the closure.
- ix. It may be noted that NCDs in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL or CDSL. BSE has connectivity with NSDL and CDSL;
- x. Interest/ redemption amount or other benefits with respect to the NCDs held in dematerialized form would be paid to those NCD holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ Book Closure Date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of ten (10) Working Days; and
- xi. The trading of the NCDs shall be in dematerialized form only.

#### **OTHER INFORMATION**

##### **40. Depository Arrangements**

The allotment of NCDs of our Company can be made in both dematerialised form (*i.e.* not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode) as well as physical form.

We have made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialised form. Please note that Tripartite Agreements have been executed between our Company, the Registrar and both the Depositories under the terms of which the Depositories shall act as depositories for the securities issued by our Company.

As per the provisions of the Depositories Act, 1996, the NCDs issued by us can be held in a dematerialized form. In this context:

- i. Tripartite Agreement dated September 26, 2001 and October 13, 2001 between us, Registrar to the Issue and CDSL and NSDL, respectively for offering depository option to the investors;
- ii. An applicant who wishes to apply for NCDs in the electronic form 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 seeking allotment of NCDs in the electronic form must necessarily fill in the Demographic Details in the Application Form;
- iv. NCDs allotted to an applicant in the electronic account form will be credited directly to the applicant's respective beneficiary account(s);
- v. For subscription in electronic form, names in the Application Form should be identical to those appearing in the account details in the depository;
- vi. Non-transferable Allotment advice/refund orders will be directly sent to the applicant by the Registrars to this Issue;
- vii. If incomplete/incorrect details are given in the Application Form, it will be rejected;
- viii. For allotment of NCDs in electronic form, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her Demographic Details given in the Application Form *vis-à-vis* those with his/her DP. In case the information is incorrect or insufficient, our Company would not be liable for losses, if any;

##### **41. Investor withdrawals and Pre-closure**

Investor withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Closure of the Issue.

**Pre-closure:** Our Company, in consultation with the Lead Manager reserves the right to close the Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription for NCDs aggregating to 75% of the Base Issue. Our Company shall allot NCDs with respect to the applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that notice of such early closure is given on or before such early date of closure through advertisement/s in leading national daily newspapers in which the statutory advertisement has been published.

Further, the Issue will also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than 75% of the Base Issue.

##### **42. Filing of the Prospectus with ROC**

A copy of the Prospectus will be filed with the Registrar of Companies, Tamil Nadu, Coimbatore, in terms of Section 26 of the Companies Act, 2013.

##### **43. Communications**

- All future communications in connection with Applications made in the Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the applicant and its application.
- Applicants can contact the Compliance Officer of our Company/Lead Manager or the Registrar to the Issue in case of any Pre-Issue related problems. In case of Post-Issue related problems such as non- receipt of Allotment advice / credit of NCDs in depository's beneficiary account / refund orders, etc., applicants may contact the Compliance Officer of our Company/ Lead Manager or Registrar to the Issue.
- Applicants who have submitted Application Forms with the Trading Members may contact the Trading Member/ the Stock Exchange in case of any post-Issue related problems, such as non-receipt of Allotment Advice / credit of NCDs in depository's beneficiary account/ refund orders, etc.

**TERMS OF THE ISSUE**

**GENERAL TERMS OF THE ISSUE**

Pursuant to the resolution passed by the shareholders of our Company through postal ballot, result of which was declared on April 5, 2014, and in accordance with provisions of Section 180(1)(c) of the Companies Act, 2013, the Board has been authorised to borrow any sum or sums of money from time to time, as may in the opinion of Board of Directors deem necessary for the purpose of the business of our Company upon such terms and conditions and with or without security as the Board of Directors may think fit, provided that money or monies to be borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained/to be obtained from our Company's bankers in the ordinary course of business) shall not exceed ₹ 2500 crore (Rupees two thousand five hundred crore only). The aggregate value of the NCDs offered under the Prospectus, together with the existing borrowings of our Company, is within the approved borrowing limits of ₹ 2500 crore.

**44. Authority for the Issue**

At the meeting of the Board of Directors of our Company held on February 12, 2016, the Directors approved the public issue of NCDs of face value of ₹ 1000 each, upto ₹ 10,000 lakh with an option to retain over-subscription upto ₹ 10,000 lakh, aggregating to ₹ 20,000 lakh.

**45. Principal terms and conditions of this Issue**

The NCDs being offered as part of the Issue are subject to the provisions of the Debt Regulations, the applicable provision Companies Act, 1956 /Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Prospectus, the Application Forms along with the abridged 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 GoI, RBI, SEBI, BSE, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

**46. Face value**

The face value of each NCD to be issued under this Issue shall be ₹ 1000.

**47. Security**

The principal amount of the NCDs to be issued in terms of this Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first and exclusive charge in favour of the Debenture Trustee on current assets, book debts, loans, receivable (including hire purchase receivables) and mortgage over the identified immovable property of our Company as may be decided mutually agreed between our Company and the Debenture Trustee.

Our Company will create the security for the NCDs in favour of the Debenture Trustee for the NCD holders on the assets to ensure 100% security cover of the amount outstanding in respect of NCDs, including interest thereon, at any time.

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 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 NCD Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on NCDs on the rate specified in this 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.

**48. Credit Rating**

The NCDs proposed to be issued by our Company have been rated by ICRA Limited ("ICRA"). ICRA has *vide* its letter no. RTG/Chen/245/15-16 dated February 10, 2016 assigned and reaffirmed and *vide* its letter no. Reval/Chen/138/15-16 dated March 11, 2016 revalidated, a rating of "[ICRA] BBB (Stable)" for an amount upto ₹ 20,000 lakh for the NCDs. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.

ICRA reserves its right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you. The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the Debentures to be issued by you. Please refer to Annexure B of the Prospectus for rating letters and rationale for the above ratings.

**Period of Subscription**

The subscription list for the Issue shall remain open for subscription from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) for the period indicated below, with an option for early closure or extension by such period, as may be decided at the discretion of the Board of Director or duly authorised committee of Directors of our Company subject to necessary approvals. In the event of such early Closure of the Issue or extension of the Issue, our Company shall ensure that notice of such early Closure or Extension of the Issue is given as the case may be on such date of closure through advertisement/s in a leading national daily newspaper with wide circulation on or before such earlier date or extended date of issue closure.

Issue Opens on April 07, 2016

Issue Closes on May 06, 2016\*

\* *Application and any further changes to the Applications shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "IST") during the Issue Period as mentioned above by the Members of the Syndicate, Trading Members and designated branches of SCSBs, except that on the Issue Closing Date. The Applications and any further changes in details in Applications, if any, shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchange. It is clarified that the Applications not uploaded on the Stock Exchange platform would be rejected. Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications*

one day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in the Prospectus is Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days, i.e. Monday to Friday (excluding any public holiday). Neither our Company, nor any Member of the Syndicate, Trading Members or designated branches of SCSBs is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Please note that, the Basis of Allotment under the Issue will be based on a date priority basis. In this regard as per the SEBI circular dated October 29, 2013, the allotment in the 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 over-subscription, the allotments should be made to the Applicants on proportionate basis.

#### 49. Application Size

Each application should be for a minimum of 10 NCDs and multiples of 1 NCD thereafter. The minimum application size for each application for NCDs would be ₹ 10,000 and in multiples of ₹ 1,000 thereafter.

#### 50. Escrow Mechanism

Please refer to instruction no. 34 of this Abridged Prospectus.

#### 51. Deemed Date of Allotment

Deemed Date of Allotment shall be the date as decided by the Board or the duly authorised committee of the Board constituted by resolution of the Board dated February 8, 2014, and as mentioned in the Allotment Advice / Letter of Regret. All benefits under the NCDs including payment of interest will accrue to the NCD Holders from the Deemed Date of Allotment. Actual Allotment may occur on a date other than the Deemed Date of Allotment.

#### 52. Allotment of NCDs

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

**Grouping of the Applications received will be then done in the following manner:**

Grouping of Applications and allocation ratio: Applications received from various applicants shall be grouped together on the following basis:

- Applications received from Category I applicants: Applications received from Category I, shall be grouped together, (“ Institutional Portion”);*
- Applications received from Category II applicants: Applications received from Category II, shall be grouped together, (“Non-Institutional Portion”); and*
- Applications received from Category III applicants: Applications received from Category III, shall be grouped together, (“Individual Portion”).*

For removal of doubt, “**Institutional Portion**”, “**Non-Institutional Portion**” and “**Individual Portion**” individually referred to as “**Portion**” and collectively referred to as “**Portions**”.

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Issue up to ₹ 10,000 lakh. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any over-subscription in the Issue), and/or the aggregate value of NCDs upto the Base Issue Size shall be collectively termed as the “**Overall Issue Size**”.

#### 53. Basis of Allotment for NCDs

##### a. *Allotments in the first instance*

- Applicants belonging to the Category I, in the first instance, will be allocated NCDs upto 5% of Overall Issue Size on first come first serve basis;
- Applicants belonging to the Category II, in the first instance, will be allocated NCDs upto 5% of Overall Issue Size on first come first serve basis;
- Applicants belonging to the Category III, in the first instance, will be allocated NCDs upto 90% of Overall Issue Size on first come first serve basis;

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

As per the SEBI circular dated October 29, 2013, the allotment in the 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 Individual Portion, and balance, if any, shall be first made to applicants of the Non Institutional Portion, followed by the Institutional Portion on proportionate basis, on a first come first serve basis.

c. For each Portion, all applications uploaded into the Electronic Book with Stock Exchange would be treated at par with each other. Allotment within a day would be on proportionate basis, where NCDs applied for exceeds NCDs to be allotted for each Portion respectively.

d. Minimum allotments of (1) one NCDs and in multiples of (1) one NCDs thereafter would be made in case of each valid application.

e. *Allotments in case of over subscription:* In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first come first-serve basis, i.e. full allotment of NCDs to the applicants on a first come first basis for forms uploaded upto 5 p.m. on the date falling 1 (one) day prior to the date of oversubscription and thereafter on proportionate basis to the applicants on the date of oversubscription (based on the date of upload of the Application on the Stock Exchange Platform, in each Portion). In case of over subscription on the date of opening of the Issue, the Allotment shall be made on a proportionate basis.

In view of the same, the Investors are advised to refer to the Stock Exchange website at [www.bseindia.com](http://www.bseindia.com) for details in respect of subscription. For further details on “**Interest on application monies received which are liable to be refunded**” please refer to page 130 of the Prospectus.

f. *Proportionate Allotments:* For each portion, on the date of over-subscription:

- (i) Allotments to the applicants shall be made in proportion to their respective application size, rounded off to the nearest integer;
- (ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Issue Size, not all applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each applicant whose allotment size, prior to rounding off, had the highest decimal point would be given preference; and
- (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.

All decisions pertaining to the Basis of Allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Manager and the Designated Stock Exchange and in compliance with the aforementioned provisions of the Prospectus.

g. *Applicant applying for more than one Options of NCDs:*

If an Applicant has applied for more than one Options of NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for due to such applications received on the date of oversubscription, the option-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each 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.

In cases of odd proportion for allotment made, our Company in consultation with the Lead Manager will allot the differential one NCD in the following order:

- (i) first with monthly interest payment in decreasing order of tenor *i.e.* Options III, VI and I;
- (ii) followed by annual interest payment maturity options in decreasing order of tenor *i.e.* Options VII and IV; and
- (iii) followed by payment on maturity options in decreasing order of tenor *i.e.* Options V, VIII and II.

Hence using the above procedure the order of allotment for the residual NCD (s) will be Options III, VI, I, VII, IV, V, VIII and II.

Our Company would allot Option I NCDs to all valid applications, wherein the applicants have not indicated their choice of the relevant options of the NCDs.

Valid applications where the Application Amount received does not tally with or is less than the amount equivalent to value of number of NCDs applied for, may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹ 1,000 in accordance with the pecking order mentioned above.

All decisions pertaining to the basis of allotment of NCDs pursuant to the Issue shall be taken by our Company in consultation with the Lead Manager and the Designated Stock Exchange and in compliance with the aforementioned provisions of the Prospectus.

#### **54. Interest and payment of Interest**

For avoidance of doubt, with respect to Option I, Option III,

Option VI for 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 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 Option IV and Option VII 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. Amount of interest payable shall be rounded off to nearest rupee.

#### **I. Monthly interest payment options**

In case of Option I, Option III, Option VI, interest would be paid on a monthly basis at the following Coupon Rate in connection with the relevant categories of NCD holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each NCD Option:

Category of NCD Holder	Rate of Interest (p.a.) for the following tenures		
	Option I	Option III	Option VI
	24 months	36 months	48 months
Category I, II and III	10.25	10.50	11.00

#### **II. Annual interest payment option**

In case of Option IV and Option VII, interest would be paid on an annual basis at the following Coupon Rate in connection with the relevant categories of NCD holders, on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each of Option NCD:

Category of NCD Holder	Rate of Interest (p.a.) for the following tenures	
	Option IV	Option VII
	36 months	48 months
Category I, II and III	10.50	11.00

*The relevant interest will be calculated on quarterly compounding basis and will be paid on each anniversary of the Deemed Date of Allotment*

#### **III. Option II, V and VIII NCDs shall be redeemed as below:**

Category of NCD Holder	Redemption Amount (in ₹)(per NCD)		
	Option II	Option V	Option VIII
	24 months	36 months	48 months
Category I, II and III	1224.36	1364.70	1543.51

If the date of payment of interest does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest with interest for such additional period (the “Effective Date”). Such additional interest will be deducted from the interest payable on the next date of payment of interest. Interest and principal or other amounts, if any, will be paid on the Effective Date. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the preceding Working Day, along with coupon/ interest accrued on the NCDs until but excluding the date of such payment.

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

**55. Interest on Application money**

***Interest on application monies received which are used towards allotment of NCDs***

Our Company shall pay interest on application money on the amount allotted, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to any Applicant to whom NCDs are allotted pursuant to the Issue from the date of realization of the cheque(s)/demand draft(s) or after 3(three) days from the date of receipt of the application (being the date of upload of each Application on the electronic Application platform of the Stock Exchange) whichever is later upto one day prior to the Deemed Date of Allotment, at the rate of 8% p.a.

Please note no interest is to be paid on application monies to the ASBA Applicants.

Our Company may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the applicants. Alternatively, the interest warrant will be dispatched along with the Letter(s) of Allotment at the sole risk of the applicant, to the sole/ first applicant.

***Interest on application monies received which are liable to be refunded***

Our Company shall pay interest on application money which is liable to be refunded to the Applicants, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, from the date of realization of the cheque(s)/demand draft(s) or after 3 (three) days from the date of receipt of the application (being the date of upload of each Application on the electronic platform of the Stock Exchange) whichever is later upto one day prior to the Deemed Date of Allotment, at the rate of 4% per annum. Such interest shall be paid along with the monies liable to be refunded. Interest warrant will be dispatched / credited (in case of electronic payment) to the account of the Applicants along with the letter(s) of refund at the sole risk of the Applicant, to the sole/first applicant. However no interest is to be paid on application monies to the ASBA Applicants.

Provided that, notwithstanding anything contained hereinabove, our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, and/or (b) applications which are withdrawn by the applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. Please refer to chapter titled “*Issue Procedure-Rejection of Application*” on page 153 of the Prospectus.

**56. Procedure for redemption by NCD Holders**

***NCDs held in physical form***

NCDs Holders, at any time after the listing of the NCDs on the Stock Exchange, can apply for converting NCDs into physical form.

No action would ordinarily be required on the part of the NCD holder at the time of redemption and the redemption proceeds would be paid to those NCD holders whose names stand in the

register of NCD holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificate(s)) be surrendered for redemption on maturity and should be sent by the NCD holder(s) by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD holder(s) may be requested to surrender the NCD certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

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

***NCDs held in Demat form***

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

**57. Payment on Redemption**

The manner of payment of redemption is set out below.

***NCDs held in physical form***

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

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the Redemption Date to those NCD holders whose names stand in the register of NCD Holders maintained by us on the Record date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgement of the transfer documents with us at least 15 days prior to the Record Date. In case the transfer documents are not lodged with us at least 15 days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties *inter se* and no claim or action shall lie against us or the Registrars.

Our liability to the NCD Holder(s) towards his/their rights including for payment or otherwise shall stand extinguished from the date of redemption in all events and when we dispatch the redemption amounts to the NCD holder(s). Further we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCDs.

***NCDs held in Demat form***

On the redemption date, redemption proceeds would be paid by cheque /pay order /electronic mode to those NCD Holders whose names appear on the list of beneficial owners given



by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

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

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

**58. Manner of refund (except ASBA Application)/payment of interest / redemption**

Manner of refund (except ASBA Application)/payment of interest / redemption in connection with the NCDs are set out below:

***For NCDs applied / held in Demat form***

The bank details will be obtained from the Depositories for payment of interest / refund (except ASBA Applications)/ redemption as the case may be. Applicants who have applied for or are holding the NCDs in Demat 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 may result in delays in credit of refunds to the applicant at the applicant's sole risk, and neither the Lead Manager, Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

***For NCDs applied/held in physical form***

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

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

**A. 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.

**B. NECS**

Payment of interest / refund / redemption shall be undertaken through NECS for applicants having an account at the centers mentioned in NECS MICR list. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code, IFS Code, bank account number, bank name and branch name as appearing on a cheque leaf, from the Depositories. The payment of refunds through this mode will be done for Applicants having a bank account at any centre where NECS facility has been made available (subject to availability of all information for crediting the refund through NECS.

**C. 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 IFS 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 NECS subject to availability of complete bank account details for the same as stated above.

**D. NEFT**

Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System ("IFS") Code, which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFS 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 IFS Code of that particular bank branch and the payment of interest/ refund/ redemption will be made to the applicants through this method.

**E. 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 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.

**Manner of refund ASBA Application**

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

**59. Printing of bank particulars on interest warrants**

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

**60. Record Date**

The record date for payment of interest in connection with the NCDs or redemption of the NCDs, which shall be 15 (Fifteen) days prior to the date on which interest is due and payable, and/ or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record

Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be.

In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.

**61. Working Days Convention/ Day Count Convention / Effect of holidays on payments**

*Working Days Convention*

Actual/ Actual All days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Coimbatore 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.

*Day Count Convention*

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

*Effect of holidays on payments*

If the date of payment of interest does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest with interest for such additional period (the "Effective Date"). Such additional interest will be deducted from the interest payable on the next date of payment of interest. Interest and principal or other amounts, if any, will be paid on the Effective Date. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

**62. Transfer/Transmission of NCD(s)**

*For NCDs held in physical form*

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 1956, the Companies Act, 2013, as applicable as on date of the Prospectus and all other applicable laws including FEMA and rules and regulations made thereunder. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles, and the Companies Act, 1956, the Companies Act, 2013, as applicable shall apply, *mutatis mutandis* (to the extent applicable to debentures) to the NCD(s) as well. NCD Holders, holding in demat form, at any time after the listing of the NCDs on the Stock Exchange can apply for converting NCDs into physical form. In respect of the NCDs held in physical form, a suitable instrument of transfer as may be prescribed under the Companies Act, 2013 for transfer of NCDs. The NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/ CDSL and the relevant DP of the transferor/ transferee and any other applicable laws and rules notified in respect thereof.

The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the Register of Debenture Holders maintained by the Depositories/ Company, as the case may be. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with us or Registrar.

*For NCDs held in Demat form*

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

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

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

**63. Taxation**

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

However in case of NCDs held in physical form, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor (in case of resident individual NCD holders and Hindu Undivided Family), if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the NCDs, then the tax will be deducted at applicable rate. However in case of NCD holders are claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD holders should furnish either (a) a declaration (in duplicate) in the prescribed form *i.e.* (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the assessing officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form *i.e.* Form No. 13.

The aforesaid documents, as may be applicable, should be submitted to our Company quoting the name of the sole/ first NCD holder, NCD folio number and the distinctive number(s) of the NCD held, prior to the Record Date to ensure non-deduction/ lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original from Assessing Officer for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

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

For further information on Tax Benefits available to debenture holders, Please refer page 60 of the Prospectus.

**64. Allotment Advice / Refund Orders**

The unutilised portion of the application money will be refunded to the Applicant on the Designated Date and not later than twelve (12) working days from the Issue Closing Date in the manner as provided below:

- (a) **In case of Applications made by Non-ASBA applicants** on the Stock Exchange through the Members of the Syndicate/ Trading Members of the Stock Exchanges by making payment through cheques, the unutilised portion of the application money (includes refund amounts payable to unsuccessful Applicants and also the excess amount paid on Application) will be credited to the Bank Account of the Applicant as per the banking account details (i) available with the depositories for Applicants having Demat accounts and (ii) as provided in the Application Form for others by way of any of the following modes:
- i. **Direct Credit** - Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by us.
  - ii. **NECS**-Payment of refund would be done through NECS for Investors having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as available from the Depositories. The payment of refunds through this mode will be done for Applicants having a bank account at any centre where NECS facility has been made available (subject to availability of all information for crediting the refund through NECS).
  - iii. **NEFT**-Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a MICR, allotted to that particular bank branch. IFS 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. In case of online payment or wherever the Investors have registered their nine digit MICR number and their bank account number with the Depository Participant while opening and operating the demat account, the MICR number and their bank account number will be duly mapped with the IFS Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
  - iv. **RTGS**-If the refund amount exceeds ₹ 2,00,000 the Investors have the option to receive refund through RTGS. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant.
  - v. For all other Investors (non-ASBA) the refund orders will be dispatched through speed post/ registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/ first Investor and payable at par.
  - vi. Credit of refunds to Investors in any other electronic manner permissible under the banking laws, which are in force and are permitted by the SEBI from time to time.

In the case of Applicants other than ASBA Applicants, applying for the NCDs in dematerialised form, the Registrar will obtain from the Depositories the Applicant's bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Applicants in their Application Forms. Accordingly, Applicants are advised to immediately update their details as appearing on the records of their Depository Participants. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay will be at the Applicant's sole risk and neither our Company, the Registrar, the Escrow Collection Banks, or the Members of the Syndicate, will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

- (b) **In case of ASBA Applicants**, 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 ASBA Applications within 12 (twelve) Working Days of the Issue Closing Date.

Our Company and the Registrar shall credit the allotted NCDs to the respective beneficiary accounts/ dispatch the Letters of Allotment or letters of regret/ Refund Orders by registered post/ speed post at the Applicant's sole risk, within 12 Working Days from the Issue Closing Date. We may enter into an arrangement with one or more banks in one or more cities for refund to the account of the applicants through Direct Credit/RTGS/NEFT.

Further,

- Allotment of NCDs shall be made within a time period of twelve (12) Working Days from the date of Closure of the Issue;
- Credit to demat account will be given not later than twelve (12) Working Days from the date of the Closure of the Issue;
- Our Company shall pay interest at 15.00% (fifteen) per annum if Allotment is not made and refund orders are not dispatched and/or demat credits are not made to investors within twelve (12) Working Days of the Issue Closing Date, for the delay beyond 12 Working Days. If such money is not repaid within eight days from the day our Company becomes liable to repay it, our Company and every officer in default shall, on and from expiry of eight days, be liable to repay the money with interest at the such rate of interest as prescribed, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit;

Our Company will provide adequate funds to the Registrars to the Issue, for this purpose.

**OTHER INSTRUCTIONS**

**65. 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.

**66. Rights of NCD Holders**

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

- a. The NCDs shall not, except as provided in the Companies Act/ Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the NCD holders thereof any rights or privileges available to our members including the right to receive notices or annual

reports of, or to attend and/or vote, at our general meeting of our Company's. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members of our Company, the said resolution will first be placed before the registered NCD holders concerned for their consideration. In terms of Section 136 of the Companies Act, 2013, Debenture Trustee shall be entitled to inspect the annual report on a specific request made to us.

- b. Subject to applicable statutory/regulatory requirements, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the NCD Holders concerned, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.
- c. The registered NCD Holder or in case of joint-holders, the one whose name stands first in the register of Debenture Holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the NCD Holders concerned and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.
- d. The NCDs are subject to the provisions of the Debt Regulations, the Companies Act 1956/Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of the Prospectus, the Application Forms, the terms and conditions of the Debenture Trustee Agreement, Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.
- e. For 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 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 NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act, 1996 shall be deemed to be a register of Debenture Holders for this purpose.
- f. Subject to compliance with RBI requirements, NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the NCDs after providing at least 21 days prior notice for such roll over and in accordance with the Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.  
The aforementioned rights of the NCD holders are merely indicative. The final rights of the NCD holders will be as per the terms of the Prospectus and the Debenture Trust Deed

to be executed between our Company and the Debenture Trustee.

#### **67. 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 recognize 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, 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.

#### **68. Nomination facility to NCD Holder**

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 NCD. A person, being a nominee, becoming entitled to the NCD by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD.

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

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

In accordance with Section 72 of the Companies Act, 2013, any person who becomes a nominee by virtue of the provisions of the same section, shall upon the production of such evidence as may be required by the Board, elect either:

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

Further, the 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, the Board may thereafter withhold payment of all interests or redemption amounts or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

For nominations made in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

#### **69. Events of default**

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular Options of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default including cross defaults, if any, and its consequences will be specified in the Debenture Trust Deed:

- (i) default is committed in payment of the principal amount of the NCDs on the due date(s); and
- (ii) default is committed in payment of any interest on the NCDs on the due date(s).

#### **70. Debenture Trustee**

We have appointed GDA Trusteeship Limited to act as the Debenture Trustees for the NCD Holders. The Debenture Trustee and our Company will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The 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 authorized officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the NCD Holders shall discharge us *pro tanto* to the NCD Holders.

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

#### **71. Pre-Issue Advertisement**

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

#### **72. Minimum Subscription**

Under the Debt Regulations, our Company is required to stipulate a minimum subscription amount which it seeks to raise. If our Company does not receive the minimum subscription of 75 % of the Base Issue, *i.e.* ₹ 7500 lakh, within 30 days from the date of Issue of the Prospectus or such other period as may be prescribed by SEBI, the entire application amounts shall be refunded to the

Applicants within 12 days from the date of closure of the Issue. Failing which, our Company and our Directors who are officers in default shall be jointly and severally liable to pay that money with interest for the delayed period, at the rate of 15% per annum. Under Section 39 (3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with the Company and/or Registrar, refunds will be made to the account prescribed. However, where the Company and/or Registrar does not have the necessary information for making such refunds, the Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/MD/DF-1/20/2012) dated July 27, 2012.

#### **73. Listing**

The NCDs proposed to be offered in pursuance of the Prospectus will be listed on the BSE. BSE has been appointed as the Designated Stock Exchange. We have received the in-principle approval dated March 29, 2016 from the BSE. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at BSE mentioned above are taken within twelve (12) Working Days from the date of Closure of the Issue.

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

#### **74. Utilisation of Application Money**

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

#### **75. Utilisation of Issue Proceeds**

- (i) All monies received pursuant to the Issue of NCDs to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
- (ii) Details of all monies utilised out of Issue shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilized along with details, if any;
- (iii) Details of all unutilised monies out of issue of NCDs, if any, shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested;
- (iv) The Issue proceeds shall be kept in the escrow accounts opened in terms of the Prospectus and shall be available to the Company only upon execution of the documents for creation of security as stated in the Prospectus and on receipt of the minimum subscription of 75% of the Base Issue;
- (v) The Issue Proceeds shall not be utilized towards providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management as our Company; and

- (vi) 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.

**76. 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 of the Companies Act, 2013.”*

**77. Undertaking by the Issuer**

We undertake that:

- a. the complaints received in respect of the Issue (except for complaints in relation to Applications submitted to Trading Members) shall be attended to by us expeditiously and satisfactorily;
- b. we shall take necessary steps for the purpose of getting the NCDs listed within the specified time;
- c. the funds required for dispatch of refund orders/ allotment advice/ certificates by registered post/speed post shall be made available to the Registrar by our Company;
- d. necessary cooperation to the credit rating agency shall be extended in providing true and adequate information until the debt obligations in respect of the NCDs are outstanding;
- e. we shall forward the details of utilisation of the funds raised through the NCDs duly certified by our statutory auditor, to the Debenture Trustee at the end of each half year;
- f. we shall disclose the complete name and address of the Debenture Trustee in our annual report;
- g. we shall provide a compliance certificate to the Trustee (on an annual basis) in respect of compliance with the terms and conditions of issue of NCDs as contained in the Prospectus; and
- h. we shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

**78. Ranking of NCDs**

The 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 first and exclusive charge in favour of the Debenture Trustee on current assets, book debts, loans, receivable (including hire purchase receivables) and mortgage over the identified immovable property of our Company as may be decided mutually between our Company and the Debenture Trustee.

**79. Debenture Redemption Reserve (“DRR”)**

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend,

(b) the DRR shall be equivalent to at least 25% of the amount raised through public issue of debentures in accordance with the Debt Regulations in case of NBFCs registered with the RBI and no DRR is required in the case of privately placed debentures. Accordingly our Company is required to create a DRR of 25% of the value of the NCDs issued through the Issue. In addition, as per Rule 18(7)(e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. Every company required to create or maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March, following any one or more of the following methods: (a) deposits with any scheduled bank, free from charge or lien; (b) unencumbered securities of the Central Government or of any State Government; (c) unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882; (d) unencumbered bonds issued by any other company which is notified under the sub clause (f) of section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31<sup>st</sup> day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

**80. Issue of duplicate NCD certificate(s) issued in physical form**

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

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

**81. Put/Call option**

There is no put and call option on the NCDs.

**82. Future Borrowings**

We will be entitled to borrow/raise loans or avail financial assistance in whatever form as also to issue debentures/ NCDs/ other securities in any manner having such ranking in priority, *pari passu* or otherwise, subject to applicable consents, approvals or permissions that may be required under any statutory/ regulatory/ contractual requirement, and change the capital structure including the issue of shares of any class, on such terms and conditions as we may think appropriate, without the consent of, or intimation to, the NCD holders or the Debenture Trustee in this connection.

However, until the payment of the outstanding amounts/ secured obligations, the Company shall not create any mortgage or charge on the security without obtaining prior approval of the Debenture Trustee. Provided that, at the time of raising such further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the Security, the Company shall maintain the required security cover as prescribed in the Prospectus. In the event of such request by the Company,

the Debenture Trustee shall provide its approval for creation of further charges provided that the Company provides a certificate from a chartered accountant stating that after creation of such further charges, the required security cover will be maintained.

**83. Lien**

As per the RBI circular dated June 27, 2013, our 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 NCD Holders or deposits held in the account of the NCD Holders, whether in single name or joint name(s), to the extent of all outstanding dues by the NCD Holders to the Company, subject to applicable law.

**84. Lien on pledge of NCDs**

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

**85. Sharing of information**

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

**86. Notices**

All notices to the NCD Holder(s) required to be given by us or the Debenture Trustee will be sent by post/courier or through email or other electronic media to the registered holders of the NCD(s) from time to time.

**87. Jurisdiction**

Exclusive jurisdiction for the purpose of the Issue is with the competent Courts of Jurisdiction under Section 2(39) of the Companies Act, 2013, being High Court of Madras and appropriate jurisdictional courts in Coimbatore, India.

**88. Restriction on transfer of NCDs**

There are no currently restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/regulatory requirements including RBI requirements and/or and as provided in our Articles of Association. Please refer to the chapter titled “*Main Provisions of the Articles of Association*” beginning on page 187 of the Prospectus.

**DETAILS PERTAINING TO THE COMPANY**

**A. GENERAL INFORMATION**

**Sakthi Finance Limited**

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

**NBFC Registration**

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

**Registered Office**

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

For details of change in Registered Office, refer to the chapter titled “*History and Certain Corporate Matters*” on page 86 of the Prospectus.

**Registration Details**

Company Registration Number with RoC: **000145**  
Corporate Identity Number: **L65910TZ1955PLC000145**  
NBFC Registration Certificate Number under section 45 IA of the RBI Act: **07-00252**

**Chief Financial Officer**

**Mr. M K Vijayaraghavan**  
Sakthi Finance Limited  
62, Dr. Nanjappa Road, Post Box No. 3745,  
Coimbatore - 641018, Tamil Nadu  
**Tel No:** +91 422 2231471-74/ 4236210  
**Fax No:** +91 422 2231915  
**Email:** mkvraghavan@sakthifinance.com

**Company Secretary and Compliance Officer**

**Mr. S. Venkatesh**  
Sakthi Finance Limited  
62, Dr. Nanjappa Road, Post Box No. 3745,  
Coimbatore - 641018, Tamil Nadu  
**Tel No:** +91 422 4236207  
**Fax No:** +91 422 2231915  
**Email:** svenkatesh@sakthifinance.com  
For further details, please refer to chapter titled “*General Information*” beginning on page 30 of the Prospectus.

**B. CAPITAL STRUCTURE**

**Details of share capital**

The share capital of our Company as of December 31, 2015 is set forth below:

<b>Share capital</b>	<b>Amount (₹ lakh)</b>
<b>Authorised share capital</b>	
5,50,00,000 Equity Shares of ₹ 10 each	5,500.00
20,00,000 10% Redeemable Cumulative Preference Shares of ₹ 100 each	2,000.00
<b>Total</b>	<b>7,500.00</b>

**Issued, subscribed and paid-up share capital**

5,00,00,000 Equity Shares of ₹ 10 each	5,000.00
10,50,000 10% Redeemable Cumulative Preference Shares of ₹ 100 each	1,050.00
<b>Total</b>	<b>6,050.00</b>

**Securities premium account** **1,554.49**

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

For further details, please refer to chapter titled “*Capital Structure*” beginning on page 48 of the Prospectus.

**C. OUR MANAGEMENT**

**BOARD OF DIRECTORS**

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. As on the date of the Prospectus, we have 8 (Eight) Directors on our Board out of which one is executive director and seven are non-executive directors. Further, our Board consists of five Independent Directors.

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

<b>Name, Designation, Status, Age, DIN and Date of Appointment</b>	<b>Other Directorships</b>
<b>Dr. M. Manickam</b> <b>Designation:</b> Chairman <b>Status:</b> Non-Executive and Non-Independent <b>Age:</b> 59 years <b>DIN:</b> 00102233 <b>Address:</b> No. 25, Rukmani Nagar, Ramanathapuram, Coimbatore-641045	December 11, 1990 1. Sakthi Auto Component Limited 2. Sakthi Sugars Limited 3. Sri Chamundeswari Sugars Limited 4. ABT Limited 5. ABT Foods Retailing (India) Limited 6. Kovai Medical Center and Hospital Limited 7. The Gounder and Company Auto Limited 8. Sakthi Properties (Coimbatore) Limited 9. ABT Infosystem Private Ltd 10. Anamallais Bus Transport Private Limited 11. Nachimuthu Industrial Association (Section 25 Company of Companies Act 1956) 12. ABT Healthcare Private Limited
<b>Mr. M Balasubramaniam</b> <b>Designation:</b> Vice Chairman and Managing Director <b>Status:</b> Executive and Non-Independent <b>Age :</b> 57 Years <b>DIN :</b> 00377053 <b>Address :</b> No.27 & 28, Rukmani Nagar Ramanathapuram Coimbatore-641045	August 21, 1985 1. ABT Limited 2. Sakthi Sugars Limited 3. Sri Chamundeswari Sugars Limited 4. Sakthi Management Services (Coimbatore) Limited 5. The Gounder and Company Auto Limited 6. Sakthi Auto Component Limited 7. ABT Foods Retailing (India) Limited 8. Sakthifinance Financial Services Limited 9. ABT Foundation Limited 10. Sri Alagu Tex Private Limited 11. ABT Textiles Private Limited 12. Anamallais Bus Transport Private Limited 13. Nachimuthu Industrial Association (Section 25 Company of Companies Act 1956) 14. Coimbatore Innovation and Business Incubator
<b>Mr. M. Srinivaasan</b> <b>Designation :</b> Director <b>Status:</b> Non-Executive and Non- Independent <b>Age :</b> 49 Years <b>DIN :</b> 00102387 <b>Address :</b> “Swagatham” 742, Krishna Temple Road Indira Nagar, Bengaluru – 560 038	April 18, 1994 1. Sri Chamundeswari Sugars Limited 2. Sakthi Sugars Limited 3. ABT Limited 4. Sakthi Management Services (Coimbatore) Limited 5. The Gounder and Company Auto Limited 6. Sakthi Auto Component Limited 7. Sakthi Properties (Coimbatore) Limited 8. Nachimuthu Industrial Association (Section 25 Company of Companies Act 1956)
<b>Mr. A. Shanmugasundaram</b> <b>Designation :</b> Director <b>Status:</b> Non-Executive and Independent <b>Age :</b> 79 Years <b>DIN :</b> 00001434 <b>Address :</b> 226, Tea Estate Compound, Race Course Road, Coimbatore – 641018	September 10, 1979* 1. Sakthi Coffee Estates Private Limited 2. ARC Retreading Company Pvt Limited 3. Anamallais Engineering Pvt Limited 4. ABT Energy Pvt Limited 5. Sri Sakthi Textiles Limited 6. Anamallais Bus Transport Pvt. Limited 7. Nachimuthu Industrial Association (Section 25 Company of Companies Act 1956)



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

Name, Designation, Status, Age, DIN and Date of Appointment Address	Other Directorships
<b>Dr. A. Selvakumar</b> <b>Designation :</b> Director <b>Status:</b> Non Executive and Independent <b>Age:</b> 60 Years <b>DIN :</b> 01099806 <b>Address :</b> A-109 Raheja Enclave, 236, Race Course Road, Coimbatore – 641018	March 30, 2001* 1. Sri Chamundeswari Sugars Limited 2. Sri Sakthi Textiles Limited 3. Akashiq Data Care India Private Limited
<b>Mr. P. S. Gopalakrishnan</b> <b>Designation :</b> Director <b>Status:</b> Non Executive and Independent <b>Age :</b> 80 Years <b>DIN :</b> 00001446 <b>Address :</b> B-202, “Keshav Dugar”, No.1, East Avenue , Kesavaperumal Puram, Chennai-600028	November 20, 2004* 1. Dharani Sugars and Chemicals Limited 2. Kothari Sugars and Chemicals Limited 3. Shriram General Insurance Company Limited
<b>Mrs. Priya Bhansali</b> <b>Designation :</b> Director <b>Status:</b> Non Executive and Independent <b>Age :</b> 49 Years <b>DIN :</b> 00195848 <b>Address :</b> Amrit 24A, Bharathi Park Road No 2, Coimbatore – 641 043	March 31, 2015# 1. Ishita Advisory Services P Limited 2. Sakthi Sugars Limited
<b>Mr. K P Ramakrishnan</b> <b>Designation :</b> Director <b>Status:</b> Non Executive and Independent <b>Age :</b> 61 Years <b>DIN :</b> 07029959 <b>Address :</b> Flat No.2, Sixth Floor T A Enclave, 43A, Velachery Main Road Velachery, Chennai – 600 032	May 30, 2015# 1. Winsome Yarns Ltd 2. Think Capital Private Limited 3. TDT Copper Limited

\* *In terms of Section 149 of the Companies Act 2013, the Company has appointed Mr. A. Shanmugasundaram, Dr. A. Selvakumar and Mr. P. S. Gopalakrishnan as independent directors, not liable to retire by rotation, at the Annual General Meeting held on September 27, 2014 for a term of five years.*

# *Mrs. Priya Bhansali and Mr. K P Ramakrishnan were appointed as additional directors on March 31, 2015 and May 30, 2015, respectively. The appointment of the directors was confirmed at the annual general meeting held on September 28, 2015 and, appointed as Independent Directors, not liable to retire by rotation, for a term of five years.*

### Confirmation

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

### Borrowing powers of the Board

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

### Interests of our Directors

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

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

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in

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

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

Other than Dr. M. Manickam and Mr. M. Balasubramaniam, promoter directors of our Company, none of the Directors of our Company has any interest in promotion of our Company. None of our Directors have interest in any immovable property acquired or to be acquired by our Company in the preceding two years of filing the Prospectus with the Designated Stock Exchange nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company except acquisition of land situated at Vilankurichi Village, Coimbatore registration district, admeasuring 200 cents from a related party, ABT Foundation Limited, where our promoter directors are interested. Our Company has paid ₹ 1000.14 lakh to ABT Foundation Limited towards the acquisition of land and incurred ₹ 83.88 lakh towards stamp duty, registration and other expenses. The said land would be utilised for construction of corporate office and training centre.

Except as stated in the chapter titled “*Financial Statements- Related Party Disclosures*” on page F-35 and to the extent of compensation and commission, if any, our Directors do not have any other interest in our business. None of our Directors has taken any loan from our Company.

For further details of Directors of our Company, please refer to chapter titled “*Our Management*” beginning on page 90 of the Prospectus.

### D. DEBT - EQUITY RATIO

The debt-equity ratio of our Company, prior to this Issue is based on a total outstanding debt of ₹ 86,321.17 lakh and shareholder funds amounting to ₹ 13,672.59 lakh as at September 30, 2015.

Particulars	Prior to the Issue (as on September 30, 2015)	Post the Issue
<i>(₹ lakh)</i>		
<b>Debt</b>		
Long term Debt	43,544.50	63,544.50
Short term Debt	42,776.67	42,776.67
<b>Total Debt</b>	<b>86,321.17</b>	<b>10,6321.17</b>
<b>Shareholders' funds</b>		
Share capital	6,050.00	6,050.00
Reserves and Surplus (excluding revaluation reserve)	7,622.59	7,622.59
<i>Less: Miscellaneous expenditure (to the extent not written off or adjusted)</i>		
<b>Total Shareholders Fund</b>	<b>13,672.59</b>	<b>13,672.59</b>
<b>Long Term Debt to Equity Ratio (Number of times)</b>	3.18	4.65
<b>Debt Equity Ratio (Number of times)</b>	6.31	7.78

#### Notes:

- (1) Short Term Debt includes;
  - a) Interest accrued on Debentures, Deposits, Subordinated Debts and Cash Credit
  - b) Current Maturity of Long term debt
  - c) Unclaimed deposits and debentures
- (2) The Long term Debt includes Interest accrued on Debentures, Deposits, and Subordinated Debts.
- (3) The debt-equity ratio/ Long Term Debt to Equity Ratio post the Issue is indicative and is on account of assumed inflow of ₹ 20,000 lakh from the Issue as at September 30, 2015. The actual debt-equity ratio/ Long Term Debt to Equity Ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

### E. FINANCIAL INFORMATION

#### REFORMATTED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

*(₹ Lakh)*

Particulars	As at September 30, 2015	As at March, 31,				
		2015	2014	2013	2012	2011
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholders' Funds</b>						
Share Capital	6,050.00	6,057.25	6,000.00	6,000.00	5,690.30	3,010.70
Reserves and Surplus	9,509.84	9,106.57	8,294.01	7,882.08	7,418.93	6,680.42
	<b>15,559.84</b>	<b>15,163.82</b>	<b>14,294.01</b>	<b>13,882.08</b>	<b>13,109.23</b>	<b>9,691.12</b>
Share Application money pending allotment	-	-	-	-	7.00	1,578.63
<b>Non-Current Liabilities</b>						
Long-Term Borrowings	43,544.50	32,988.20	16,379.84	4,741.38	3,627.91	4,536.94
Deferred Tax Liabilities (Net)	607.36	664.39	923.48	840.72	845.34	739.94

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

Particulars	As at September 30, 2015	As at March, 31,				
		2015	2014	2013	2012	2011
	44,151.86	33,652.59	17,303.32	5,582.10	4,473.25	5,276.88
<b>Current Liabilities</b>						
Short-Term Borrowings	25,687.00	34,211.77	45,824.81	54,976.51	51,474.73	44,800.72
Other Current Liabilities	18,828.18	31,202.09	11,312.13	8,004.80	6,598.25	5,927.23
Short-Term Provisions	1,895.40	2,032.70	1,482.32	1,226.38	1,132.42	788.66
	46,410.58	67,446.56	58,619.26	64,207.69	59,205.40	51,516.61
<b>Total</b>	1,06,122.28	116,262.97	90,216.59	83,671.87	76,794.88	68,063.24
<b>ASSETS</b>						
<b>Non-Current Assets</b>						
Fixed Assets						
- Tangible Assets	47,78.21	5,518.93	5,689.77	6,208.00	6,759.34	7,045.51
- Intangible Assets	301.65	328.63	319.59	33.53	25.32	34.45
- Capital Work-in-Progress	4.50	10.84	4.50	-	-	-
- Intangible Assets under Development	-	-	-	207.51	-	-
Non-Current Investments	2,093.91	2,093.92	1,296.14	1,124.91	726.48	1,177.23
Long-Term Loans and Advances	242.54	641.18	240.46	201.25	360.60	344.57
Other Non-Current Assets	-	-	-	-	-	39.77
	7,420.81	8,593.50	7,550.46	7,775.20	7,871.74	8,641.53
<b>Current Assets</b>						
Current Investments	-	312.07	115.98	-	447.75	-
Stock on Hire	86,580.59	87,982.60	75,035.05	69,275.58	63,303.15	52,935.98
Trade Receivables	153.41	132.02	88.74	372.74	348.76	187.00
Cash and Bank Balances	5,220.22	14,244.16	3,030.83	2,643.92	1,710.42	2,799.57
Short-Term Loans and Advances	6,575.57	4,826.20	4,116.46	3,481.21	2,981.22	3,283.95
Other Current Assets	171.68	172.42	279.07	123.22	131.85	215.21
	98,701.48	1,07,669.47	82,666.13	75,896.67	68,923.14	59,421.71
<b>Total</b>	1,06,122.28	1,16,262.97	90,216.59	83,671.87	76,794.88	68,063.24

**REFORMATTED SUMMARY STATEMENT OF PROFIT AND LOSS**

(₹ Lakh)

Particulars	Half year ended September 30, 2015	For the year ended March,31,				
		2015	2014	2013	2012	2011
<b>Revenue from Operations</b>						
Income from Operations	8,135.92	14,678.99	13,183.32	12,204.71	11,194.30	8,836.87
Other Income	193.34	382.89	627.34	667.24	421.34	329.71
<b>Total Revenue from Operations</b>	8,329.26	15,061.88	13,810.66	12,871.95	11,615.64	9,166.58
<b>Expenses</b>						
Employee Benefits Expense	889.78	1,772.77	1,701.00	1,720.41	1,625.91	1,123.00
Finance Costs	5,043.26	9,031.73	7,863.72	7,259.28	6,699.60	5,592.62
Depreciation and Amortization Expense	120.63	241.21	245.55	286.68	281.54	220.01
Other Expenses	1,130.45	1,319.69	1,178.45	1,025.62	900.16	762.96
Provisions and Write off	267.33	533.32	522.36	431.48	366.09	239.67
Contingent Provision against Standard Assets	44.20	34.20	20.92	15.44	25.30	135.12
<b>Total Expenses</b>	7,495.65	12,932.92	11,532.00	10,738.91	9,898.59	8,073.38
<b>Profit before Exceptional and Extraordinary Items and Tax</b>	833.61	2,128.96	2,278.66	2,133.04	1,717.05	1,093.20
Exceptional Items	-	-	-	-	-	-
<b>Profit before Extraordinary Items and Tax</b>	833.61	2,128.96	2,278.66	2,133.04	1,717.05	1,093.20
Extraordinary Items	-	-	-	-	-	-
<b>Profit before Tax</b>	833.61	2,128.96	2,278.66	2,133.04	1,717.05	1,093.20
Tax Expense:						
- Current Tax	367.77	806.18	780.17	691.66	451.26	255.43
- MAT Credit (Entitlement) / Utilization	-	-	-	31.13	-	(131.86)
- Deferred Tax	(57.03)	(259.09)	82.76	(4.61)	105.38	160.64
- Fringe Benefit Tax	-	-	-	-	-	-
- Provision for Taxation- earlier years	-	(2.77)	-	15.01	(1.29)	15.40
<b>Profit for the year</b>	522.87	1,584.64	1,415.73	1,399.85	1,161.70	793.59
<b>Surplus for the year carried to Balance Sheet</b>	522.87	1,584.64	1,415.73	1,399.85	1,161.70	793.59
<b>Earnings per Equity Share</b>						
Par Value per Equity Share (₹)	10.00	10.00	10.00	10.00	10.00	10.00
Basic (₹)	1.05	2.93	2.60	2.58	3.85	2.64
Diluted (₹)	1.05	2.93	2.60	2.58	3.85	1.73

For further details on Financial Information, please refer to chapter titled "Financial Statements" on page 103 of the Prospectus.

**FINANCIAL INDEBTEDNESS**

For details please refer to the chapter titled "Financial Indebtedness" beginning on page 104 of the Prospectus.

**LEGAL AND OTHER INFORMATION**

**PENDING PROCEEDINGS AND STATUTORY DEFAULTS**

Except as described below, there are no pending proceedings and statutory defaults including, suits, criminal or civil prosecutions and taxation related proceedings against our Company and its Board of Directors that may have an adverse effect on our business. As on the date of the Prospectus, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by our Company. Further, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by any public companies promoted by the Promoters and listed on the stock exchange except as under:

**A. Sakthi Sugars Limited (Listed with BSE and NSE)**

<b>Dues To Banks/Institutions as on December 31, 2015</b>	<b>(₹ in lakh)</b>
Banks/ Asset Reconstruction Companies	45,361.42
Sugar Development Fund	3,831.60
<b>Total</b>	<b>49,193.02</b>

**B. Sri Chamundeswari Sugars Limited (Earlier listed with MSE, at present on dissemination board of NSE)**

<b>Dues To Institutions as on December 31, 2015</b>	<b>(₹ in lakh)</b>
Financial Institution	1,075.00
Sugar Development Fund	3,213.55
<b>Total</b>	<b>4,288.55</b>

- C. As a consequence of introduction of section 74 of the Companies Act, 2013, Sri Chamundeswari Sugars Limited was required to pre-pay, on or before March 31, 2015, all fixed deposits maturing from April 01, 2015. The company secured from Company Law Board (a) extension of time for payment of all fixed deposits maturing on or before March 31, 2016 and (b) permission to pay deposit maturing after March 31, 2015 till March 31, 2016, on their respective dates.

Save as disclosed herein below, there are no:

- proceedings against the Company and the Directors for offences under the enactments specified in Paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956 and Paragraph 1 of Part I of Schedule V to the Companies Act, 2013;
- litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years and/or any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- litigation involving the Company, the Promoter, Directors, Subsidiaries and our group companies or any other person,

whose outcome could have material adverse effect on the position of our Company;

- proceedings initiated against the Company for economic offences;
- matters pertaining to default and non-payment of statutory dues;
- inquiries, inspections or investigations initiated or conducted under the Companies Act 1956/ Companies Act 2013 during the last five years;
- instances of fines imposed or compounding of offences done in the last five years; and
- matters pertaining to any material frauds committed against the Company in the last five financial years.

**I. CASES FILED AGAINST THE COMPANY**

**Civil cases**

- Mr. N. Senthil (**Hirer**) filed an Injunction Suit (O.S.182 of 2013) on August 30, 2013 against our Company before the Court of District Munsiff of Madurai Taluka (**Court**) alleging that the Company is attempting to take illegal custody of the vehicle financed under hire purchase transaction. Further, the Hirer prayed the Court to pass judgment and decree for granting permanent injunction restraining the Company and their agents, or person claim through them in any way interfering with the Hirer in the peaceful possession and enjoyment of the vehicle except under due process of law. In response to the aforesaid Suit, on September 18, 2013, the Company has filed an application before the Court to reject the plaint and direct the plaintiff to work out remedies before the Arbitration Tribunal. The matter is pending before the Court.

The Company has also initiated an arbitration proceeding (A.C No.81 of 2013) against Hirer and a guarantor (collectively referred to as **Parties**) by referring the matter to Arbitral Tribunal, Coimbatore on September 14, 2013 in terms of hire purchase agreement. The Arbitral Tribunal passed an award on June 14, 2014 (**Award**) directing the Hirer and guarantor to pay ₹ 7.08 lakh with additional hire charge at 18% p.a from the date of claim settlement till the date payment and also cost of ₹ 0.10 lakh, within three months from the date of the order. On account of failure of the Parties to pay the Award amount within stipulated time, the Company has filed an execution petition (**EP**) on October 10, 2014 before the Principal District Court, Madurai under Order 21 of Rule 22, 54, 66 & 82 of Civil Procedure Code and is pending.

- Mr. D. Swaminathan (**Hirer**) filed an Injunction Suit (O.S. 389 of 2013) on December 19, 2013 against our Company before Court of District, Tirupur Taluka (**Court**) alleging that the Company is attempting to take illegal custody of the vehicle financed under hire purchase transaction. Further, the Hirer prayed the Court to grant permanent injunction restraining the Company and anybody under them from forcefully and illegally taking custody of the vehicle except under due process of law. In response to the aforesaid suit, on January 2014, the Company has filed an application before the Court to reject the plaint and direct the plaintiff to

work out remedies before the Arbitral Tribunal. The matter is pending before the Court.

The Company has initiated an arbitration proceeding (A.C No.5 of 2014) against Hirer and a guarantor (collectively referred to as **Parties**) by referring the matter to Arbitral Tribunal, Coimbatore on January 6, 2014 in terms of the hire purchase agreement. The Arbitral Tribunal passed an award on August 23, 2014, directing the Parties to pay ₹ 8.46 lakh with additional hire charge of 18% p.a. from date the of claim settlement till the date of payment within three months from the date of the order. The company is yet to be file execution petition with appropriate authority.

3. The Company has repossessed and sold a hired vehicle owned by Mr. Magandi Nagendra Prasad (**Hirer**) on account of non-payment of hire purchase instalments due to the Company. The Hirer filed a damage suit (O.S. 360 of 2013) before Principal Senior Civil Judge, Gudiwada (**Court**) on August 16, 2013 alleging that the Company has wrongfully seized and sold vehicle financed under hire purchase transaction. The Hirer prayed to the Court for grant of decree against the Company (i) for the recovery of compensation amount of ₹ 3.52 lakh together with subsequent interest of 18% p.a from date of suit till the date of payment; (ii) declare that the Hirer is the absolute owner of the vehicle and hand over the possession of the vehicle in "as is where is" condition, if the Company did not hand over the vehicle the company to pay ₹ 4.90 lakh at interest of 18% p.a. In response to the aforesaid Suit, on December 12, 2013, the Company has filed an application before the Court to reject the plaint and direct the plaintiff to work out remedies before the Arbitration Tribunal. The matter is pending before the Court.

The Company has initiated an arbitration proceeding (A.C No.9 of 2014) against Hirer and guarantors (collectively referred to as **Parties**) by referring the matter to Arbitral Tribunal, Coimbatore on January 6, 2014 in terms of the hire purchase agreement. The Arbitral Tribunal passed an award on December 26, 2015, directing the Parties to pay (i) ₹ 4.49 lakh; (ii) additional hire charge of 18% p.a. from date the of claim settlement till the date of payment and (iii) ₹ 0.08 lakh cost, within three months from the date of the order.

#### **Consumer Cases**

1. Mr. M. Maharajan (**Hirer**) filed a complaint (C.C. 152 of 12) before District Consumer Dispute Redressal Forum, Madurai (**Court**), on December 3, 2012, alleging that the Company has wrongfully taken custody of vehicle financed to Hirer. Further, the Hirer prayed the Court to direct the Company (i) to hand over the possession of vehicle under custody; (ii) to pay a sum of ₹ 0.10 lakh per month from September, 2008 to 2012; (iii) award damages of ₹ 2 lakh for mental agony, ₹ 0.25 lakh for deficiency in service and ₹ 0.10 lakh towards cost and such other relief. The Company submitted a counter statement, on January 18, 2013, before the Court to reject the aforesaid complaint and direct the Hirer to work out his remedies before the Arbitral Tribunal.

The matter is pending before the Court.

The Company has initiated an arbitration proceeding (A.C No.42 of 2012) against Hirer and a guarantor (collectively referred to as **Parties**) by referring the matter to Arbitral Tribunal, Coimbatore on May 8, 2012. The Arbitral Tribunal has passed an award dated March 23, 2013 (**Award**) directing the Parties to pay the outstanding amount of ₹ 3.36 lakh together with additional finance charges @ 18% p.a. from July 28, 2012 till payment and also cost of ₹ 0.07 lakh, within three months from the date of the Award. On account of failure of Parties to pay the Award amount within stipulated time, the Company has filed an execution petition (**EP**) against the Parties, on July 22, 2013, before Principal District Judge, Madurai under Order 21 of rule 22, 54, 66 & 82 of CPC. The EP is taken on record bearing number 419 of 2013. The matter is pending.

2. The Company had advanced hire purchase loan to Mr. Thomas (**Hirer**) and demanded outstanding amount of ₹ 1.14 lakh comprising ₹ 0.68 lakh as arrears installment amount and ₹ 0.46 lakh as additional hire charges.

The Hirer filed a complaint (CC No 378/12) on June 26, 2012 before District Consumer Dispute Redressal Forum, Ernakulam (**Forum**) against Company admitting the claim of ₹ 0.68 lakh only as full and final settlement against the aggregate outstanding of hire charges of ₹ 1.14 lakh and deposited the admitted amount with the Forum. Further, the Hirer prayed the Forum to direct (i) the Company to receive an amount of ₹ 0.68 lakh as full and final settlement amount from the Hirer and issue NoC and to return the cheque leaves collected from the Hirer as security; (ii) to produce ledger extract of hirer before the Forum and (iii) the Company to pay the amount of ₹ 0.10 lakh for deficiency in service and ₹ 0.10 lakh for mental agony. The Forum *vide* its interim order (I.A.No.547/2012 in CC No. 378/12) dated November 12, 2012 directed the Hirer to pay a sum of ₹ 0.68 lakh to Company within 30 days from the date of the order; (ii) deposit ₹ 0.46 lakh with the Forum within 30 days of the receipt of the order and (iii) the Company shall issue NoC within 15 days of the receipt of the evidence on the above payment and deposit. The Forum *vide* its order dated May 29, 2015 allowed the complaint and directed to the Company to pay compensation of ₹ 1.00 lakh with interest @12% pa. (from date of filing the complaints till the date of realization) and cost of proceeding of ₹ 0.10 lakh to the Hirer. Against order of Forum, the Company has preferred an appeal No 661 of 2015 at Kerala State Consumer Dispute Commission.

The Company has initiated an arbitration proceeding (A.C No.78 of 2012) against Hirer and two guarantors (collectively referred to as **Parties**) by referring the matter to the Arbitral Tribunal, Coimbatore on July 14, 2012. Arbitral Tribunal has passed an award dated August 31, 2013 (**Award**) directing the parties to pay the outstanding amount together with subsequent hire purchase charges @ 36% p.a. from the date of claim till payment and deposit of disputed amount of AHC in Consumer Forum.

3. Mr. Robinson (**Hirer**) has filed a complaint (CC 1 of 2013) on January 2, 2013 before the State Consumer Disputes Redressal Commission Circuit Bench, Madurai (**State Commission**) for alleging deficiency in services viz non furnishing of no due certificate as well as no objection certificate for cancelling hypothecation even after clearing the loan amount. Further, the Hirer prayed the Commission for passing an order more particularly directing the Company to issue no due certificate in relation to the loan disbursed in pursuance of hire purchase agreement along with no objection certificate for cancellation of hypothecation endorsement in the certificate of registration of the vehicle forthwith along with compensation to the tune of ₹ 23 lakh along with costs. The Company has filed the statement of objection before the Commission submitting that the hire purchase transaction has already been terminated and the no due certificate sent to Hirer by way of registered post. The Commission vide its order dated November 19, 2015, partially allowed the complaint and directed the Company to pay compensation of ₹ 10.00 lakh and cost of proceeding of ₹ 0.10 lakh to the Hirer. Against the order of State Commission, the Company has preferred an appeal before the National Commission.
4. Mr. Palpandi (**Complainant**) filed a complaint (CC No. 79 of 2014) on February 28, 2014 before District Consumer Dispute Redressal Forum, Madurai (**Forum**) against the Company alleging for non-sanctioning of hire purchase advances to the Complainant. Further, the Complainant prayed to the Forum to pass an order directing the Company to (i) release the sanctioned loan amount of ₹13.00 lakh; (ii) pay damages of ₹ 5 lakh towards mental agony, monetary loss and for having cost damage to the reputation of the complainant (iii) to pay the cost the complaint. The Company has filed a counter statement on May 20, 2014 before the Forum submitting that (a) the Complainant is not a consumer as defined under the Consumer Protection Act; (b) the dispute is a commercial transaction which cannot be entertained by the Forum; (c) there is no concluded contract between the parties and (d) there is no deficiency of service in the transaction. Accordingly, the Company prayed the Forum to dismiss the aforesaid complaint with compensatory cost. The matter is pending before the Forum.

## II. CASES FILED BY THE COMPANY

### **Criminal case**

The Company filed a criminal complaint on November 29, 2013 against Mr. Suresh Ram (**Hirer**), Mrs. Vasanthi and Mr. Arumugam before District Crime Branch, Villupuram for fabrication of records under sections 419, 420 and 468 of IPC. The FIR is registered as crime no. 05 of 2014 by the District Crime Branch, Villupuram. The matter is under investigation for filing charge sheet.

The Company has initiated an arbitration proceeding (A.C No.86 of 2013) against the Hirer and two guarantors (collectively referred to as **Parties**) by referring the matter to Arbitral Tribunal, Coimbatore on September 14, 2013. The Arbitral Tribunal has passed an award dated March 15, 2014 (**Award**) directing the

Parties to pay the outstanding amount of ₹ 11.05 lakh together with additional finance charges at 18% p.a. from the date of claim till payment and also cost of ₹ 0.15 lakh, within 3 months from the date of the Award. On account of failure of Parties to pay the Award amount within stipulated time, the Company has filed an execution petition (**EP**) against the Parties, on July 11, 2014, before Principal District Judge, Villupuram under order 21 of rule 22, 54, 66 & 82 of CPC. The EP is taken on record bearing number 36 of 2014. The matter is pending.

### **Civil cases**

We are an asset finance company provide finance to pre-owned commercial vehicles, purchase infrastructure construction equipment, multi-utility vehicles, cars, jeeps and other machinery. The finances provided are secured by lien on the assets financed. In the event of non-payment dues, our Company initiates arbitration proceedings against hirer/guarantors, who are in default in repaying the hypothecation dues. As on February 29, 2016, 624 arbitration proceedings for an aggregate amount of ₹ 2,734.83 lakh initiated by the Company for recovery of outstanding dues and are pending at different stages, the details of which are as under:

Stages/ present status	Number of cases	Amount (₹ lakh)
Arbitration proceedings under way	456	1,911.91
Arbitration awards passed however amount yet to be recovered	116	608.09
The Company filed execution petition on account of non- payment of dues by the hirer as per the arbitration award	51	211.59
Award passed and application for setting aside the award filed by hirer with Court	1	3.24
<b>Total</b>	<b>624</b>	<b>2,734.83</b>

## III. LITIGATIONS INVOLVING STATUTORY DISPUTES

### **Service Tax Litigation**

The Office of the Commissioner of Customs, Central Excise and Service Tax, Coimbatore (**CCEC**), vide its order bearing no CBE/ST/29/2015-Commr dated December 22, 2015 passed an order (**Order**) and demanded from the Company an amount of (a) ₹ 598.53 lakh under section 73(2) of the Finance Act, 1994 (**Act**) towards short payment of service tax paid by the Company on “Banking and Other Financial Services” during the period October 10, 2009 to September 30, 2014; and (b) ₹ 114.88 lakh under Rule 14 of Cenvat Credit Rules, 2004 read with section 73 of the Act towards reversal of Cenvat Credit availed by the Company during the period October 1, 2009 to September 30, 2014. The Order also demanded from the Company appropriate interest on aforesaid amount and imposed a penalty of ₹ 713.51 lakh. Our Company has deposited an amount of ₹ 98.63 lakh towards reversal of Cenvat Credit under protest with the service tax department. Against the order of CCEC, the Company has filed writ petition (No 10920/2016 dated March 22, 2016) before High Court of Madras and prayed to quash the impugned order of the CCEC. The Writ Petition is yet to be admitted by the High Court, Madras.

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

### Income tax cases under Income Tax Act, 1961 (IT Act)

Assessment Year (AY)	Forum before which matter is pending and Case/Appeal No	Facts of the case
2011-12	-	The Assistant Commissioner by an assessment order dated January 15, 2012 under Section 143(3) of the IT Act demanded a sum of ₹ 2.11 lakh under Section 234B and 234C for AY 2011-10. The Company sought rectification under section 154 by filing an application for rectification to CPC.
2007-08	High Court, Madras 336 of 2011	The Assessing Officer (AO) while completing assessment for the AY 2003-04, 2004-05 and 2007-08, considered the finance charges on NPA on accrual basis and added finance charges of ₹ 110.90 lakh, ₹ 56.01 lakh and ₹ 21.09 lakh for respective assessment years. Against the aforesaid assessment orders, the Company had filed appeals before Commissioner of Income Tax [CIT] (Appeal). The CIT (Appeal) had allowed the appeals and held that interest on NPA was not to be included in the total income of the Company on accrual basis. Against the aforesaid orders of the CIT (Appeal), the income tax department preferred appeals before Income Tax Appellate Tribunal, Chennai (ITAT). The ITAT vide its order bearing number I.T.A Nos. 1646, 1647 and 1647 Mds/2010 dated December 16, 2010, rejected the appeals filed by the income tax department and held that NPA was to be considered only after recognizing income.
2004-05	High Court, Madras 335 of 2011	Aggrieved by the order the ITAT, Income Tax Department, Commissioner of Income Tax-I, Coimbatore has filed Memorandum of Appeals dated April 29, 2011 under section 260-A of the IT Act before the High Court, Madras. The appeals are currently pending before the High Court.
2003-04	High Court, Madras 334 of 2011	Aggrieved by the order the ITAT, Income Tax Department, Commissioner of Income Tax-I, Coimbatore has filed Memorandum of Appeals dated April 29, 2011 under section 260-A of the IT Act before the High Court, Madras. The appeals are currently pending before the High Court.
1999-00	Assessing Officer	For assessing the total income of the Company for AY 1999-2000, the assessing officer had added ₹118.34 lakh accrued interest on NPA. The Company had filed an appeal before the Commissioner of Income Tax (Appeal) against the order of assessing officer. The Commissioner of Income Tax (Appeal) allowed appeal filed by the Company and deleted addition made by assessing officer from the total income. Against the aforesaid order of the Commissioner of Income Tax [CIT] (Appeal), the income tax department had preferred an appeal before Income Tax Appellate Tribunal, Chennai (ITAT). The ITAT vide its order bearing number I.T.A No 277 (Mds)/ 2005 dated May 23, 2006 set aside the order of CIT (Appeal) and, matter was restored to assessing officer with direction to decide the matter <i>de novo</i> . The matter is pending with the assessing officer.
2009-2010	Commissioner of Income Tax (Appeal)	The Deputy Commissioner of Income Tax (CIT), Coimbatore passed an order dated March 19, 2015 under section 143(3) read with section 147 of the Income Tax Act, withdrawing depreciation allowance and demanded to pay tax of ₹ 6.65 lakh for AY 2009-2010. The Assessing Officer (AO) has reopened the assessment for AY 2009-10 u/s 147 of the IT Act. While assessing AO found that the Company has purchased three windmills which were commissioned on June 17, 2004 and wind mill transferred only on May 21, 2009 and hence, the company was not eligible to claim depreciation to the extent of ₹ 106.32 lakh for second half of the year ending March 31, 2009. The Company had filed an appeal before the Commissioner of Income Tax (Appeal) against the aforesaid order. The matter is pending with the Commissioner of Income Tax (Appeal).
2012-2013	Commissioner of Income Tax (Appeal)	The Additional Commissioner of Income Tax (CIT), Coimbatore passed an order dated March 24, 2015 under section 143(3) IT Act demanding to pay tax of ₹ 13.74 lakh for AY 2012-2013 by disallowing (a) probable expenditure in relation to exempted income u/s 14A, to the extent of ₹ 29.08 lakh (b) expenditure incurred towards club subscription to the extent of ₹ 0.23 lakh and (c) on account of issue of share expenditure ₹ 12.05 lakh. The Company had filed an appeal before the Commissioner of Income Tax (Appeal) against the aforesaid order. The matter is pending with the Commissioner of Income Tax (Appeal).

### Interest tax cases under the Interest Tax Act, 1974

Assessment year	Forum in which issue is pending	Facts of the case
1992-93 to 1998-99	High Court Madras From W.P. No 11160 of 2011 to 11166 of 2011	Central Board of Direct Tax (CBDT) had through its circular no. 760 dated January 13, 1998 clarified that finance charges collected on hire purchase transactions which are in the nature of financing transaction will attract liability of interest tax under the Interest Tax Act. The Company had not included the same in the assessable interest during the AY 1992-93 to 1998-99. After the clarification from CBDT, the assessing officer assessed these finance charges under the provision of Interest Tax Act and also charged interest u/s 12, 12A and 12B of the Interest Tax Act aggregating to ₹ 70.40 lakh on the interest tax levied for all the relevant AYs. The Company paid the tax portion of interest tax demanded and interest payable under Sections 12, 12A, 12C has been subsequently adjusted by the Department from out of the refund due to the Company. The Company made an application to Chief Commissioner of Income Tax (CCIT) on December 5, 2002, for waiver of interest levied u/s 12, 12A, 12C under Interest Tax Act. CCIT vide its order bearing number C. No CCIT/CBE/1433(241)/CBE dated July 24, 2009 rejected the appeal made by the Company for waiver of aforesaid interest levied. Against the order of CCIT, the Company has filed separate Writ Petitions for each of the assessment years before High Court, Madras and prayed to quash the impugned order of CCIT and consequently grant waiver of interest. The matters are yet to be heard.
1999-00 and 2000-01	High Court Madras TC (A) No. 282 & 283 of 2007 and Review Petition No. 56 of 2013 and 57 of 2013	For the AYs 1999-00 and 2000-01, the assessing officer has added accrued interest on NPA amounting to ₹ 180.35 lakh and ₹ 56.09 lakh for the respective AYs. The Company had preferred the appeals before Commissioner of Income Tax (Appeal), which allowed the appeals made by the Company holding that accrued interest on NPA is not assessable to income tax. The income tax department had preferred appeals against aforesaid order of the CIT (Appeal) before Income Tax Appellate Tribunal, Chennai (ITAT). The ITAT vide its orders bearing no. INT.T.A. Nos. 4/Mds/2006 and 5/Mds/2006 dated September 15, 2009 rejected the appeal filed by the income tax department and held that no addition could be made in the hands of assessee in respect of unrealized accrued interest when the loan was classified as NPA. The income tax department had preferred appeals against orders of ITAT before High Court, Madras u/s 260A of the IT, Act. The High Court vide its judgment and decree dated February 12, 2013 in TC (A) No. 282 & 283 of 2007 set aside the orders of ITAT and matters are remanded to the assessing officer for reconsideration afresh. With respect to aforesaid judgment of the High Court, the Company has preferred review petition under section 260 (A) of the IT Act and prayed to the High Court to recall its judgment remanding the matter to the assessing officer afresh for consideration. The High Court vide its order disposed of the review petition and directed to place the matter before the decision of the larger bench of High Court, Madras.

#### IV. SHOW CAUSE NOTICES, IF ANY, ISSUED AGAINST THE COMPANY OR DIRECTORS OR PROMOTERS

The Adjudicating Officer, Securities and Exchange Board of India, vide Letter No. EAD-6 /AK/VRP/29297/2014/2 dated October 8, 2014 has issued Notice under Rule 4 of SEBI (Procedure for holding Inquiry and Imposing penalty by Adjudicating Officer) Rules, 1995 read with Section 15-I of the Securities and Exchange Board of India Act, 1992 to ABT Finance Limited, Sakthi Financial Services Limited, Mr. M. Balasubramaniam, Mr. M. Srinivaasan, Mr. A. Shanmugasundaram, Mr. N. Mahalingam, Mrs. M. Mariammal, Mrs. Karunambal Vanavarayar, ABT Limited, ABT Industries Limited, Sakthi Financial Services (Cochin) Private Limited, Mr. M. Manickam, Sakthi Logistic Services Limited, Sakthi Sugars Limited, Sri Chamundeswari Sugars Limited, Sri Sakthi Textiles Limited and The Gounder & Company Auto limited (**promoter group of Sakthi Finance Limited**) alleging violation by ABT Finance Limited and Sakthi Financial Services Limited (**Acquirers**) of non-compliance of Regulation 11(2) read with Regulation 14(1) of the SEBI Takeover Regulations due to acquisition of 85,000 and 1,750 Equity Shares representing 0.282% and 0.006% of paid up capital our Company, respectively. ABT Finance Limited and Sakthi Financial Services Limited have submitted their reply *vide* letters dated October 27, 2014 requested SEBI for a personal hearing. The SEBI *vide* its letter bearing reference EA-6/AK/VRP/31053/2014 dated October 31, 2014 granted promoters an opportunity of personal hearing on November 25, 2014. In the personal hearing, the authorized representatives of the Acquirers submitted their desire to avail the settlement order and agreed to submit the application for the same. Subsequently, the promoter and promoter group have submitted the settlement application to SEBI on December 27, 2014. SEBI *vide* its letter no EFD/DRAI/OW/6159/2015 dated February 26, 2015 and EFD/DRAI/OW/14582/2015 dated May 26, 2015 communicated deficiency in the settlement application and asked the company to submit the revised settlement application. SEBI also *vide* its letter no EAD/AK/SK/11471/2015/17 dated April 24, 2015 furnished notice of personal hearing to the promoter and promoter group for non-submission of revised settlement applications. Subsequently, on July 3, 2015, posts hearing with SEBI, the promoter and promoter group have submitted the revised settlement applications with SEBI. The matter is pending with SEBI.

#### V. LITIGATION INVOLVING OUR GROUP COMPANIES

There is no litigation involving our group companies, whose outcome could have material adverse effect on the position of the Company, except as stated as under:

Sakthi Sugars Limited has issued Foreign Currency Convertible Bonds in two tranches, aggregating US\$ 60 Million comprising US\$ 20 Million in Series A Bonds and US\$ 40 Million in Series B Bonds. Series A Bonds have been fully settled except for unclaimed bonds. In respect of Series B Bonds, US\$ 15.6 million remains outstanding as on date.

Bondholders holding US\$ 1 Million FCCBs under Series B had initially filed Company Petitions in C.P.No.19 of 2012 & C.P.No.212 of 2012 before the High Court of Madras for winding up of the Company on the ground that the Company is unable to pay its debts, which Petition is yet to be admitted by the High Court. There was a compromise reached with the Petitioning bondholders for payment of the principal sum due together with

future interest thereon, but that such payment could not be made on account of delayed grant of permission by RBI and difficulties expressed by the Authorized Dealers in effecting the payment, owing to the Company being under the CDR umbrella. The said Bondholders have since filed applications for restoration of the CP and the said restoration Applications are pending.

Meanwhile, the Trustee to the Bondholders of Series B on the mandate of bondholders having an outstanding of US\$ 11.790 million, filed a Company Petition in C.P.No.102 of 2014 to wind up the Company, on the ground that the Company is unable to redeem the Series B Bonds. The Company was able to negotiate and arrive at a compromise for payment of US\$ 7.605 million in full and final settlement of the outstanding Bonds having face value of US\$ 11.790 million together with the cost of ₹ 50 lakhs. The cost of ₹ 50 lakhs has already been paid by the Company, and the Settlement amount is to be paid on or before 31<sup>st</sup> March 2016 subject to securing approval by RBI. If approval from RBI does not forthcome, the Company is required to deposit the Settlement amount with Escrow. The compromise has been recorded and order passed in terms thereof by the High Court of Madras on 21.10.2015. The RBI has since approved payment by the Company in terms of Compromise Order passed by the High Court of Madras. In the event of failure to comply with the terms of compromise, as per the terms of compromise recorded by the Court, the Company Petition for Winding Up will get admitted.

#### VI. FINES IMPOSED OR COMPOUNDING OF OFFENCES DONE DURING THE LAST FIVE YEARS

The Company has paid on January 14, 2016 an amount of ₹ 2,106 towards penal interest for shortfall in maintaining the statutory liquid assets, during the quarter ended June 30, 2013 as prescribed under the RBI Act.

#### MATERIAL DEVELOPMENTS

*For details please refer to the chapter titled "Material Developments" beginning on page 115 of the Prospectus.*

#### OTHER REGULATORY AND STATUTORY DISCLOSURES

##### Authority for the Issue

At the meeting of the Board of Directors of our Company held on February 12, 2016, the Directors approved the public issue of NCDs of face value of ₹ 1000 each, upto ₹ 10,000 lakh with an option to retain over-subscription up to ₹ 10,000 lakh, aggregating upto ₹ 20,000 lakh.

Pursuant to the resolution passed by the shareholders of our Company through the postal ballot process, the result of which were declared on April 5, 2014, in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board has been authorised to borrow any sum or sums of money, from time to time, as it may deem necessary, provided that the total monies borrowed and outstanding at any time for the principal amounts of the loans borrowed (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed ₹ 2,500 crore.

##### Prohibition by SEBI/ eligibility of our Company

Our Company, persons in control of our Company and/or Directors of our Company and/or our Promoters 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 restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

**Disclaimer clause of the SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, DALMIA SECURITIES PRIVATE LIMITED, HAS CERTIFIED THAT DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, DALMIA SECURITIES PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 30, 2016 WHICH READS AS FOLLOWS:

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

WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUE OR RELATING TO THE ISSUE UPTO THE COMMENCEMENT OF LISTING AND TRADING OF THE SHARES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

WE CONFIRM THAT THE OFFER DOCUMENT CONTAINS ALL DISCLOSURES AS SPECIFIED IN

THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED.

WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 1956, COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (TO THE EXTENT NOTIFIED AS ON THE DATE OF THE OFFER DOCUMENT), SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.

WE CONFIRM THAT ALL COMMENTS / COMPLAINTS RECEIVED ON THE DRAFT OFFER DOCUMENT FILED ON THE WEBSITE OF BSE HAVE BEEN SUITABLY ADDRESSED”.

**Disclaimer clause of the BSE**

“BSE LIMITED (“THE EXCHANGE”) HAS GIVEN VIDE ITS LETTER DATED MARCH 29, 2016, PERMISSION TO THIS COMPANY TO USE THE EXCHANGE’S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS COMPANY’S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER: -

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

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

**Disclaimer clause of the RBI**

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED APRIL 17, 2007 BEARING REGISTRATION NO. 07-00252 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER,

**THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY.**

#### **Listing**

The NCDs proposed to be offered pursuant to the Prospectus will be listed on the BSE. BSE has been appointed as the Designated Stock Exchange. We have received the in-principle approval dated March 29, 2016 from the BSE. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants pursuant to this Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at BSE mentioned above are taken within twelve (12) Working Days from the date of Closure of the Issue.

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

#### **Consents**

Consents in writing of: (a) Directors (b) Company Secretary and Compliance Officer (c) Chief Financial Officer (d) Lenders to our Company (e) Escrow Banker(s) to the Issue and Refund Banker(s); (f) Lead Manager (g) Lead Brokers to the Issue (h) Registrar to the Issue (i) Legal Advisor to the Issue (j) Credit Rating Agency and (k) Debenture Trustee, to act in their respective capacities, have been obtained and will be filed along with a copy of the Prospectus with RoC as required under section 26 of the Companies Act, 2013.

The consent of the Statutory Auditor of our Company, namely M/s P.N. Raghavendra Rao & Co, for inclusion of (a) their name as the Statutory Auditor, (b) examination report on Reformatted Financial Statements in the form and context in which they appear in the Prospectus and (c) the Limited Review Report in the form and context in which they appear in the Prospectus, have been obtained and the same will be filed along with a copy of the Prospectus with the RoC.

#### **Expert opinion**

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

- (i) The Statutory Auditor's examination report on Reformatted Financial Statements dated March 12, 2016; and
- (ii) Statement of Tax Benefits dated March 12, 2016 issued by M/s P.N. Raghavendra Rao & Co, Chartered Accountants.

#### **Common form of transfer**

The Issuer undertakes that there shall be a common form of transfer for the NCDs held in physical form as per relevant provisions of the Companies Act, 2013, to the extent applicable and all other applicable laws shall be duly complied with in respect of all transfer of the NCDs and registration thereof. 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 or transferee and any other applicable laws and rules notified in respect thereof.

#### **Minimum subscription**

Under the Debt Regulations, our Company is required to stipulate a minimum subscription amount which it seeks to raise. If our Company does not receive the minimum subscription of 75 % of the Base Issue, *i.e.* ₹ 7500 lakh, within 30 days from the date of Issue of the Prospectus or such other period as may be prescribed by SEBI, the entire application amounts shall be refunded to the Applicants within 12 days from the date of closure of the Issue. Failing which, our Company and our Directors who are officers in default shall be jointly and severally liable to pay that money with interest for the delayed period, at the rate of 15% per annum.

Under Section 39 (3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with the Company and/or Registrar, refunds will be made to the account prescribed. However, where the Company and/or Registrar does not have the necessary information for making such refunds, the Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

#### **Filing of Draft Prospectus**

A copy of Draft Prospectus has been filed with the Designated Stock Exchange in terms of Regulation 6 and Regulation 7 of the Debt Regulations for dissemination on its website.

#### **Debenture Redemption Reserve ("DRR")**

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the amount raised through public issue of debentures in accordance with the Debt Regulations in case of NBFCs registered with the RBI and no DRR is required in the case of privately placed debentures. Accordingly, our Company is required to create a DRR of 25% of the value of the NCDs issued through the Issue. In addition, as per Rule 18(7)(e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs .

Every company required to create or maintain DRR shall before the 30<sup>th</sup> day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31<sup>st</sup> day of March, following in any one or more of the following methods: (a) deposits with any scheduled bank, free from charge or lien; (b) unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882; (d) unencumbered bonds issued by any other company which is notified under clause (f) of section 20 of the Indian Trusts Act, 1882. The amount deposited or invested,

as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

For further information, please refer chapter titled “Other Regulatory and Statutory Disclosures” on page 166 of the Prospectus.

### **RISK FACTORS**

*An investment in NCDs involves a certain degree of risk. Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in the Prospectus before making any investment decision relating to the NCDs. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the NCDs. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition, result of operation and cash flows could suffer, the trading price of the NCDs could decline and you may lose your all or part of your interest and / or redemption amounts. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. The Prospectus contains forward-looking statements that involve risk and uncertainties. Our Company’s actual results could differ materially from those anticipated in these forward- looking statements as a result of several factors, including the considerations described below and elsewhere in the Prospectus. Unless the context otherwise requires, the financial information used in this section is derived from and should be read in conjunction with the Reformatted Financial Statements of our Company. Investors are advised to read the following risk factors carefully before making an investment in the NCDs offered in this Issue. You must rely on your own examination of our Company and this Issue, including the risks and uncertainties involved.*

#### **INTERNAL RISK FACTORS**

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

- 1. Our promoters and promoter group have received a show cause notice bearing reference number EAD-6/AK/VRP/29297/2014 dated October 8, 2014 from the SEBI for violation of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (“SEBI Takeovers Regulations”). Any adverse order by SEBI could affect our ability to conduct business, which would in turn result in material adverse effect on our business and results of operations.**
- 2. Our company is involved in number of legal proceedings and in the event of any or all proceedings being unsuccessful, it may have an adverse effect on the financial conditions of the Company.**
- 3. Our Company’s promoter directors are promoter directors of one of our listed group company, whose liabilities to some of its lenders is in the process of being restructured**

*on bilateral basis on account of exit from the Corporate Debt Restructuring Mechanism. Failure to restructure of the liabilities by the lenders may have an impact on the financial position of our promoter directors, which in turn may adversely affect operations and reputation of our Company.*

- 4. Two of our listed group companies, have defaulted in meeting institutional dues. In the event of the lenders initiating any action against the group companies and their promoters, the same shall have an impact on the business operation, financial position and reputation of our Company.**
- 5. One of our group companies has defaulted in payment to the bond holders of the Foreign Currency Convertible Bonds (FCCB). The Bondholders and the Trustee to the Bondholders have filed a winding up petition before the High Court of Madras. In the event of the petitions getting admitted against the group company the same shall have an impact on the reputation of our promoter directors, of which in turn may affect reputation of our company.**
- 6. We have been subject to RBI inspection and any adverse action taken could affect our business and operations.**
- 7. Our Company has delayed in filing /uploading statutory returns with RBI, that are required to be submitted under regulations and guidelines issued by the RBI. Any adverse action taken by RBI would affect our business and operations.**
- 8. We have contingent liabilities; in the event these contingent liabilities materialize, our financial condition may be adversely affected.**
- 9. Our financial performance is highly sensitive to interest rate volatility, which could impact our net interest income to decline and adversely affect our return on assets and profitability.**
- 10. Our business requires raising substantial funds by the way of borrowing, and any disruption in funding sources would have a material adverse effect on our liquidity, financial condition and/or cash flows.**
- 11. If we are unable to control or reduce the level of NPAs in our loan assets, our financial position, results of operations and cash flows may suffer.**
- 12. Our customer portfolio is mainly of Small / Medium Road Transport Operator (“SRTOs/MRTOs”) who are generally more likely to be affected by declining economic conditions than large corporate borrowers. Any adverse change in economic condition impacting on the target customers could affect our business, financial condition, results of operations and/or cash flows.**
- 13. We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans which could adversely affect our business, financial condition, results of operations and/or cash flows.**
- 14. Significant parts of our collections are in cash and consequently we face the risk of misappropriation or fraud by our employees.**
- 15. Our significant indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to conduct our business and operations in the manner we desire.**

16. *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.*
  17. *We face increasing competition in our business which may result in declining margins if we are unable to compete effectively.*
  18. *Our operation has regional concentration in Southern India and, therefore we are dependent on the general economic conditions and activities in these areas. Any adverse economic conditions in the area or a sustained change in consumer preferences in those regions would have impact on our business operation, financial position and cash flow.*
  19. *We may not be able to successfully sustain our growth strategy.*
  20. *Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would adversely affect our net interest margin and our business.*
  21. *A decline in our capital adequacy ratio could restrict our future business growth.*
  22. *System failures or inadequacy and security breaches in computer systems may affect our business.*
  23. *We may face asset-liability mismatch which could affect our liquidity and consequently may affect our operations, profitability and/or cash flows.*
  24. *We may be unable to adequately protect our intellectual property rights since our logo is currently not registered and therefore do not enjoy any statutory protection. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.*
  25. *Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our peers in India and in some developed countries.*
  26. *We are dependent on the expertise of our senior management team and our key technical and managerial personnel.*
  27. *Our promoters and promoter group owns 64.21% of our equity share capital and accordingly has the ability to exercise significant influence over the outcome of matters submitted to shareholders for approval, and their interests may differ from those of other holders of Equity Shares.*
  28. *Our Company has entered into related party transactions. Any transaction with related parties may involve conflict of interest.*
  29. *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.*
  30. *We may have to comply with strict regulations and guidelines issued by regulatory authorities in India particularly rules and regulations prescribed by the RBI as a deposit-taking NBFC, and any changes in rules and regulations governing us could adversely affect our business.*
  31. *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.*
  32. *Our insurance coverage may not adequately protect us against all potential losses to which we may be subject. Any liability in excess of our insurance claim could have a material adverse effect on our results of operations and financial position.*
  33. *The land on which our registered office is built is on lease basis and not owned by us. The term of lease expired on February 29, 2016.*
  34. *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 favorable, timely manner, or at all, could adversely affect our business and results of operations.*
  35. *Our results of operations could be adversely affected by any disputes with our employees.*
- Risks relating to the utilization of Issue proceeds**
36. *We have not entered into any definitive agreement to utilise a substantial portion of the net proceeds of the Issue. Further the fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.*
- Risks relating to the NCDs**
37. *Changes in interest rates may affect the price of our NCDs.*
  38. *Investors may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs.*
  39. *Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law.*
  40. *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.*
  41. *Failure to comply with the requirements in connection with creation of adequate Debenture Redemption Reserve, ("DRR"), for the NCDs issued pursuant to the Prospectus and/or be able to deposit or invest the required proportion of the value of the NCDs maturing every year until all NCDs issued and allotted pursuant to the Issue mature or are redeemed otherwise.*
  42. *Any downgrading in credit rating of our NCDs may affect the value of NCDs and thus our ability to raise further debts.*
  43. *There is no active market for the NCDs on the capital markets segment of the Stock Exchange. As a result, the liquidity and market prices of the NCDs may fail to evolve and may accordingly be adversely affected.*
  44. *There may be a delay in making refunds to Applicants.*
  45. *The 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.*

**EXTERNAL RISK FACTORS**

46. *Our business is primarily dependent on the automobile and transportation industry in India.*
47. *Increase in competition from our peer group in the CV finance sector may result in reduction of our operation, which in turn may adversely affect our profitability.*
48. *Our growth depends on the sustained growth of the Indian economy. An economic slow-down in India and abroad could have a direct impact on our operations and profitability.*
49. *Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact our business.*
50. *Civil unrest, terrorist attacks and war would affect our business.*
51. *Our business may be adversely impacted by natural calamities or unfavorable climatic changes.*
52. *Any downgrading of India's sovereign rating by any of the international rating agencies may affect our business and our liquidity to a great extent.*
53. *Global economic instability or slow-down is likely to adversely affect our business and our results of operations.*
54. *Trade deficits could adversely affect our business*
55. *Financial difficulty and other problems in certain financial institutions in India could adversely affect our business.*
56. *Companies operating in India are subject to a variety of central and state government taxes and levies. Any increase in tax rates could adversely affect our business and results of operations.*
57. *A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact us.*
58. *MCA vide press release dated January 18, 2016 has announced Ind AS road map for scheduled commercial banks, insurance companies and non-banking financial companies. Currently, this is not applicable to NBFCs. If made applicable in future, we may be affected by this transition.*

*For the further details, please refer to "Risk Factors" beginning page 13 of the Prospectus.*

**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at 62, Dr. Nanjappa Road, Post Box No. 3745, Coimbatore 641018, Tamil Nadu from 10.00 a.m. to 3.00 p.m. on any Business Days from the date of the Prospectus until the date of Closure of the Issue.

*For further details, please refer to "Material Contracts and Documents for Inspection" beginning page 202 of the Prospectus.*

**DECLARATION**

We, the Directors of the Company, certify that all the relevant provisions of the Companies Act 1956/ Companies Act, 2013 (as applicable on the date of the Prospectus), the Debt Regulations, and the guidelines issued by the Government 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 and all applicable legal requirements in connection with the Issue, as the case may be, have been complied with and no disclosure or statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956/ Companies Act, 2013 (as applicable on the date of the Prospectus) or the Securities and Exchange Board of India Act, 1992 or rules made thereunder or guidelines issued or the Debt Regulations or any other applicable legal requirements in connection with the Issue, as the case may be. We further certify that the Prospectus does not omit disclosure of any material fact which may make the statements made therein, in the light of circumstances under which they were made, misleading and that all statements in the Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS**

M. Manickam  
Chairman

M. Balasubramaniam  
Vice Chairman and Managing Director

M. Srinivaasan  
Director

A. Shanmugasundaram  
Independent Director

A. Selvakumar  
Independent Director

P.S. Gopalakrishnan  
Independent Director

Mrs. Priya Bhansali  
Independent Director

Mr. K P Ramakrishnan  
Independent Director

**Date :** March 30, 2016

**Place :** Coimbatore

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

### TIMING FOR SUBMISSION OF APPLICATION FORMS

Applications Forms for the Issue will be accepted only between 10 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE during the Issue Period mentioned above, on all Working Days, i.e., between Monday and Friday, both inclusive, barring public holidays: (i) by the Members of the Syndicate or Trading Members of the Stock Exchange(s), as the case may be, at the centres mentioned in the Application Form through the non-ASBA mode, or (ii) in case of ASBA Applications, (a) directly by Designated Branches of SCSBs or (b) by the centres of the Members of the Syndicate or Trading Members of the Stock Exchange(s), as the case may be, only at the specified cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat) ("Specified Cities"), except that on the Issue Closing Date, Application Forms will be accepted only between 10 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE (after taking into account the total number of Applications received up to the closure of timings for acceptance of Application Forms as stated herein).

**Due to limitation of time available for uploading Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, not later than 3.00 p.m (Indian Standard Time) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the 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 allotment under the Issue. Neither our Company, nor any Member of the Syndicate is liable for any failure in uploading the applications due to faults in any software/hardware system or otherwise.**

### CENTERS FOR AVAILABILITY AND ACCEPTANCE OF APPLICATION FORMS

In case of Applicant applying through ASBA Process in any Specified Cities i.e. 12 cities, namely, Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Baroda and Surat, the ASBA Applicant can also submit their Application Form with the Members of Syndicate, at the addresses provided below, for uploading of the Application. The respective Member of Syndicate after uploading of the Application shall forward the Application Form to the Specified Branches of SCSBs for blocking of funds. At all other places (except Specified Cities, as above), the ASBA Application Forms should be submitted with the Designated Branch of SCSBs only and non ASBA Applications should be submitted to the Members of Syndicate/ Trading Members as specified below:

### BIDDING CENTRE DETAILS - LEAD BROKERS

#### DALMIA SECURITIES PRIVATE LIMITED

**Chennai:** Mr.M.Issac, A-3, SreeSuryasadan Apts,26, Deivasigamani Road, Royapettah, Chennai 600 014. Ph no: 9884559083; **Coimbatore:** Mr. L Vaidyanathan15, Sundaram Brothers Layout, Trichy Road, Coimbatore – 641 045. Ph no: 8939779710;**Kolkata:** 'Ideal Plaza', Suite no. S-401, 4th Floor, 11/1, Sarat Bose Road, Kolkata – 700 020 Ph no (033) 6612 0500; **Mumbai:** KhetanBhawan', Room No. 17, 2nd Floor, 198, Jamshedji Tata Road, Mumbai – 400 02091. Ph no:22 30 272829/10.

#### INTEGRATED ENTERPRISES (INDIA) LIMITED

**Ahmedabad- Mani Nagar** LG 8/9/10, H.J house, Opp IOC petrol pump, Rambaugh, Maninagar – 380008.25450718/25463670. **Ahmedabad-Paldi** – F – 103, Sarvamangal Complex, Behind Zala Complex, Above SBI, Bhatta Cross road, Paldi Ahmedabad-380007. Phone : 26607811/ 26607813. **Navrangpura** -21, Nirman, Gr.Floor, Behind Navrangpura Bus Stop, Navrangpura,Ahmedabad- 380 009. Phone : 26443289 / 26447825 **Bangalore – Malleswaram** - No 12, Ramanuja Plaza, Ground Floor, 5th Cross, Malleswaram,Bangalore - 560 003. Phone : 23446386 / 23461470 **Indira Nagar** - No. 671, 17th D Cross, Indiranagar 2nd Stage,Bangalore - 560 038. Phone : 25258490 / 25219347 **Jayanagar** - No-20( old CITB No-56) , 1st Floor, 8th-F Main Road, Jayanagar 3rd Block, Bangalore, 560011. Phone : 080-22441561 / 080-26534659 **Koramangala** – No. 28, First Floor, 100 feet Ringroad, Near Elipura Signal, Viveknagar post, Koramangala, Bangalore – 560047. Phone : 41217750 / 41217751. **Banashankari** - 1296 1st Floor, 30th Main Road Banashankari 2nd StageBangalore - 560 070. Phone : 32008338 / 26711389 **Majestic**, 22/5, Jalashambhavi complex, 1<sup>st</sup> floor, 22/23, 1<sup>st</sup> main road, Kalidasamarg, Gandhi Nagar - 560009/080-22340034/41530319.. **Yelahanka New Town** – No. 715, Suhas Complex, A Bolck (I Floor), (opp. Seshadripuram College), Yelahanka New Town, Bengaluru – 560064. Phone: 41210060/41210062. **Baroda** – Alkapuri -F- 40/41, National Plaza, 1st Floor, R.C.Dutt Road, Alkapuri, Baroda - 390 007. Phone : 2343677 / 2341608 . **Makarpura** -SB-12 Silver Coin, Basement, Opp. Bhavan's School, Teen Rasta, Makarpura Road, Vadodara - 390 009. Phone : 6451008 / 2648001. **Raopura** - GF-4 Mahavir Complex, Near G.E.B. Sub Station, Navrang Talkies Road, Raopura, Baroda - 390 001. Phone : 2421099 / 6585433. **Chennai Adyar** - Ground Floor, 15, Balarang Road, Adyar, Chennai - 600 020. Phone : 24420776 / 24914178/24451575. **Adambakkam** – No. 10, 1st Floor Sastri Nagar, 1st Main Road, Adambakkam, Chennai – 600088. Phone: 22441350/22441351. **Ambattur** - Old No.18/2, New No.58,Mounasamy Madam Street,Ambattur, Chennai - 600 053. Phone : 26570654 / 26570679. **Anna Nagar** - No: W-65 A1, TLV Manor, Ground Floor,(Opp. Tower Club), Annanagar, Chennai - 600 040. Phone : 26282616 / 26214371. **Ashok Nagar** - Old No.22, New No.8, II Floor, 10th Avenue, (Above Krishna Sweets), Ashok Nagar, Chennai - 600 083. Phone : 24895378 / 24718482. **Avadi** –No. 23/3, 1st Floor, Anna Street, Gandhi Nagar, Avadi, Chennai – 600054. Phone: 26380200/26380204. **Chrompet No.53 and 55**, First Floor, Shop-C, Station Road, Radha Nagar, Chrompet,Chennai - 600 044. Phone : 22653171 / 22653172. **George Town** Old No 111 New No 227, ThambuChettyStreet,First Floor (Near KalikambalKovil),George Town ,Chennai / 600 001. Phone : 25241041 / 25219488. **Mogappair -Plot 393-B**,Shop S -1,2nd Floor, ThriuvallurSalai, Mogappair, Chennai - 600 037 Phone : 26560587 / 26562586 **Mylapore** - No.11A, Gr Floor, East Abiramapuram, 1<sup>st</sup> Street, Mylapore, Chennai - 600 004. Phone : 24983748 / 24983502. **Nanganallur**- No 15, 14th Street, 3rd Main Road, Nanganallur, Chennai - 600 061. Phone : 22673928 / 22673728. **Perambur** - 56, Madhavaram High Road, First Floor, Opp.SBI, Perambur, Chennai - 600 011. Phone : 25521353 / 25521352. **Porur**- No:9vinayagarKoil St, New Colony,(Near St. John's School), Porur, Chennai - 600 116. Phone : 24768399. **Periyar Nagar** - No.4, 1<sup>st</sup> Floor, Chelliamman Colony, Papermills Road, (Next to ShanmugaMahal), Peravallur, Chennai - 600 082. Phone : 26713123 /24 / 26713125 /26. **Tambaram** - 8/38, Duraiswamyreddy street, Tambaram West, Chennai – 600045.044-22260557/22260386. **T.Nagar - Motilal Street** - 42/1, Motilal Street, T.Nagar, Chennai - 600 017. Phone : 24347830 / 24341642. **T.Nagar - North Usman Road** - 1st Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. Phone : 28140484. **Triplicane**-Old No.33,New No.69 1st Floor, SVS Center, Big Street, Triplicane, Chennai - 600 005. Phone : 28543156. **Velachery** - 5/1, Shridurga flats, Ground floor, 1<sup>st</sup> cross road, Vijaya Nagar, Velachery – 600042/044-42184538/42184970 **Virugambakkam** - No:1,Rajeshwari Colony, (Near Girias& next to LIC) Virugambakkam. chennai-93Virugambakkam, Chennai – 600 092 Phone : 23774408 / 23774497. **West Mambalam** - New no - 40, Old no - 179/1, Lake view road, West mambalam, Chennai - 600033. 044-24748319/20. **Coimbatore** –R.S.Puram - Janaki Apts., Ground Floor, 29/176, Ramalingam Road (West), R.S. Puram, Coimbatore - 641 002. Phone : 2471944 / 2471505. **Saibaba Colony** - Shop No.19 / 20 Ground Floor, Aarpee Centre,320 N NSR Rd, Saibaba Colony, Coimbatore - 641011 . Phone : 2434391 / 2434358 . **Cochin** - 'RAJ SOUDH', 1 Floor, 39/3477, M.G.Road, Ernakulam - 682 016. Phone : 2358922 / 2358923 . **Palghat**– No. 15/152, J.k Building, Coimbatore Road, Sulthanpet, Palakkad -678001. Phone: 3291019/25335519. **Hyderabad** - No.5-10-197/A, G4, I Floor, Reliance Krishna Apts, Beside Kalanjali Bhavan, NavadPahad, Hill Fort Road, Hyderabad - 500 004. Phone : 23242375 / 23242472. **Jamshedpur** -Shop No.1, MeghdeepApts, H No.5, Line No.2, Q Road, Bistupur, 831001, Phone :

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

2321319/2321330.**Kolkata – Dalhousie** - No. 210, A-Wing,2nd Floor, 24.Hemanta BasuSarani,Mangalam,Kolkata - 700001 Phone : 22310556 / 22310557 / 22310558. **Kolkata – Garia** -E/188, Ground floor, ramgarh, naktala post -700047.Phone: 24304050/51.**Kolkata - Salt Lake** - BA-37, Sector -1, PNB Island, Kolkata- 700 064.Phone : 23580900 / 23580890.**Kolkata – South** -Flat No.1-B, 4C Lansdowne Place, Opp. Road of Ramakrishna Mission Hospital, Kolkata - 700 029. Phone : 24746400 / 24742705. **Lucknow** - 207 - A, 2nd Floor, Saran Chambers II, 5, Park Road,Lucknow - 226 001. Phone : 2235736 / 2236766.**Madurai** - 82, 1st Floor, Vakkil New Street, Madurai - 625 001. Phone : 2630305 / 2620506. **New Delhi – Janakpuri** - UG - 30, Suneja Towers - II, District Centre, Janakpuri, Newdelhi - 110 058. Phone : 45170345 / 45170346. **New Delhi – Karol Bagh** - RD chambers, 3<sup>rd</sup> floor, 16/11 W.E.A.Aryasamaj road, Above kotak bank, Karol bagh – 110005.Phone:011- 45170331/32..**New Delhi – Nehru Place** -No. 316, 3rd Floor, Hemkunt Chambers, Nehru Place, New Delhi - 110 019. Phone : 46681444 / 46681445.**New Delhi – PreetVihar** 104, 1<sup>st</sup> floor, Savitri complex, plot no – 11, Sikka tower –II Preetvihar community centre, Near preetvihar metro – 110092 Phone:. 011-47587168/69.**Mumbai – Andheri** – A -27 Laram Centre, 24, S. V. Road, Andheri West, Mumbai – 400058. Bandra -Shop No.8, VeenaBeena Complex, OppBandra Railway Station,Mumbai - 400 050. Phone : 26403883/26558735.**Borivli** - No. 4, Gora Gandhi Apts, I Floor, Above Hotel Samrat, ChandavarkarLane,Borivli - 400 092. Phone : 42087200. **Chembur** -11 and 12, Gr Floor, Neelkanth Commercial Complex, Next to Hotel Orchids, Govandi Road, Chembur - 400 071. Phone : 25210768 / 25217660. **Dadar West** - F - 4, Ground Floor, F. Kasturchand Building, Gokhale Road South, OppPortugese Church, Dadar West, Mumbai 400 028. Phone : 24318356 / 24318496. **Dombivili** - 107, Triveni Building, 1st Floor, Opp: Nityanand Hotel, Jawaharlal Nehru Road, Dombivli (E), Mumbai - 421 201. Phone : 2433471 / 2863717. **Fort** - Dalal St. - 59, Sonawala Building, Gr.Floor, Bombay SamacharMarg, Fort,Mumbai - 400 023. Phone : 22662825 / 22662728.**Ghatkopar** - 24, Odeon Shopping Centre, Vallabhbaug Lane, Ghatkopar East, Mumbai-400 077. Phone : 40331501 / 40331502. **Malad** - No.7 1st floor,Abhishek commercial complex,Above Dena Bank,Plotno.104,S V Road Malad (w) Phone : 28802878 / 28823965.**Matunga** Shop no – 3, Ground floor, Harimhngal Manor, Telang road, Next to nalli silks, Matunga East – 400019/phone 24013163/64..**Mulund** No – B-3, Ground Floor, Mahavir symphony, Zaver road, Mulund West – 400080/ Phone:25690700/25927065. **ThaneStation** – A-201, Krishna Plaza, Station road, Naupada, Thane west – 400602/ phone:022-25301256/57.**Thane** -VasantVihar -22,Amrapali Arcade, VasantVihar, Pokhran Road 2, Thane West - 400 601. Phone : 21730813 / 21730814.**Vashi** - A-216, 1st Floor, Vashi Plaza, Sector - 17, Vashi, New Mumbai - 400 703 Phone : 27660042 / 27660043. **Vile Parle** -Shop No. 105, 1st Floor, Super Market,Monghribai Road, Next to Bank of Maharashtra,Vileparle East, Mumbai - 400 057. Phone : 26133855 / 26182137. **Patna** -No.313, Jagat Trade Centre, Fraser Road, Patna 800 001.Phone : 2205943. **Pune** – No. 10, Ground Floor, Pune – Camp – No. 10, Ground Floor, Kumar Pavilion, 2424, Timya Road, Next to Victory Cinema, East Street, Camp, Pune – 411001. Phone : 41239797/ 41259797. **Pune – Kothrud** -No.E-7, 2<sup>nd</sup> floor, Rahul Complex, paud road, kothrud – 411038. Phone: 020-41259595/96. **Pune - ShukrawarPeth** -7 and 8 Arthshilp, Gr.Floor, 1349, 1350, ShukrawarPeth, BajiraoRoad,Pune - 411 002. Phone : 24473944 / 24481891..**Rajkot** - 130, Star Chambers, 1st Floor, HariharChowk, Dr. Rajendra Prasad Road,Rajkot - 360 001. Phone : 3041451 / 2240373. **Salem** - Shop No.8/9/10, M.R.Complex, 1st Floor, No.114, Kanakupillai Street, Alagapuram, Salem - 636016.Phone : 2446727 / 2336746. **Secunderabad** -202, Second Floor, Karan Centre Sarojin Devi Road, Secunderabad-500003. Phone : 27845605 / 27816080. **Surat – Ring road** D/G-23 A, International trade center, Gr. floor, behind radhakrishna hotel, Majura gate, Ring rd – 395002 phone:2474535/2479495. **Tirunelveli**:Arunagiri ComplexNext to SBI 25 b 1/31 and 25 b 1/32 1 st floor S.N.High Road, Tirunelveli Junction 627001 Phone: 2323331 **Trichy** - Thillai Nagar - 25-A Sastri road, GitanjaliApts ,ThillaiNagar,Trichy – 620018. Phone : 2742068 / 2741468. **Trichy** - Chatram Bus Stand - Chitra Complex - No.11, Gr. Floor, Near Chatram Bus Stand, Trichy - 620 002. Phone : 2703670 / 2716387.**Trichy** – Srirangam - 1st Floor,Dr. Prabaker Rao Complex, 17-C,Gandhi Road,Srirangam, Trichy - 620 006. Phone : 2436211 / 2433512. **Thrissur** - 1st Floor, B Inland Arcade, Mannath lane, Thrissur - 680 001. Phone : 3204561 / 3204562.

### RR EQUITY BROKERS PRIVATE LIMITED

**Ahmedabad**: RR Equity Broker's Pvt. Ltd. , 401, Abhijit-1, Opp. Bhuj Mercantile Bank, Mithakhali, 6 Road, Navrangpura, Ahmedabad-390009,Ph:079-40211888, **32943827,26422714,26404241,Bangalore**: RR Equity Broker's Pvt. Ltd. S-111, Manipal Centre, 47, Deckenson Road, MG Road,Banglore-560042 080-42477177, Ph:080-42477177/03 **Chandigarh**: RR Equity Broker's Pvt. Ltd.SCO-89, First Floor, Sec-44C,Chandigarh,160047 Phone: 0172-4620067, 2624896,2624796 **Dehradun**: RR Equity Brokers's Pvt. Ltd. Shop No. 17 Shiva Palace 57/19 Rajpur Road Dehradun, Uttarakhand 248001,Ph: 0135-2714154; **Faridabad**: RR Equity Broker's Pvt. Ltd. , Shop No. 55, 1st Floor, Near Flyover,NeelamChowk, NIIT, Faridabad - 121001, Haryana, Ph: 0129-02427361 **Jaipur**: RR Equity Broker's Pvt. Ltd. , 7,Katewa Bhawan,Opp. Ganapati Plaza, M.I. Road, Jaipur- 302001, Ph: 0141-3235456, 5113317 **Kolkata**: RR Equity Broker's, Pvt. Ltd. 704,Krishna Bldg.,224,AJC Bose Road, Kolkata- 700017, Ph: 033-22802963/22806878 **Lucknow**: RR Equity Broker's Pvt. Ltd. , G-32,Shriram Tower,13, Ashok Marg, Lucknow- 226001, Ph: 0522- 4057612, 2286518 **Mumbai**: RR Equity Broker's Pvt. Ltd. , 82/1, Apollo House, Ground Floor,Opposite Jammu & Kashmir Bank,Mumbai SamacharMarg, Mumbai 400023, **MAHARASHTRA, Ph: +91-22-40544201/224/22702002** : RR Equity Broker's Pvt. Ltd. , 133A, Mittal Tower, A Wing, 13th Floor, Nariman Point, Mumbai- 400021, Ph: 022-22886627/8 **New Delhi**: RR Equity Broker's Pvt. Ltd. , 47, M.M. Road, Rani Jhansi Marg, Jhandewalan, New Delhi – 110055 011-23636363/62 **New Delhi**: RR Equity Broker's Pvt. Ltd. , N-24, Middle Circle, Connaught Place, New Delhi – 110001, Ph: 011- 23353480, 23353768, **Vadodara**: RR Equity Broker's Pvt. Ltd. , 222 Siddharth Complex, RC Dutta Road. Alkapuri, Vadodra- 390007, Ph: 0265-2353095/2353195.

### SMC GLOBAL SECURITIES LIMITED

**AGRA**:F-4, Block No. 35, Surya Kiran Building, Near Metro Bar, Sanjay Place, Agra 282 002 UP ph no 7520787708; **AHMEDABAD**: 10/A, Kalapurnam Building, Near Municipal Market C.G.Road, Ahmedabad - 380009 Ph no 9825612323,09727799200; **BANGALORE**: No.2003/2, 2nd Floor, "Omkar", 100 Feet Road, HAL 2nd Stage,Above TATA Docomo office, Bangalore-560008; **HISSAR**: Mago Securities Limited, 104 SCF Gram, 1<sup>st</sup> Floor, Green Square, Market HissarPh no: 094416023332; **HYDERABAD/SECUND'BAD** :- 206, 3rd Floor, Above CMR Exclusive, Bhuvana Tower, S D Road, Secunderabad, A P – 500003;**INDORE** :- 206,Gold Arcade 3/1 New PalasiaOppCurewell hospital, Indore, M P Ph no 9826062666; **JAIPUR** :- 201, 2nd Floor, ShyamAnukampa Complex, Opp. HDFC Bank , Ahinsa Circle, Ashok Marg, C- Scheme Jaipur-302001 Ph no 9928882771; **KANPUR** :- G-21 City Center, The Mall, Kanpur, Uttar Pradesh - 208 001 Ph no 9305358433; **KOLKATA** :- 18, RabindraSarani, Poddar Court, Gate no.- 4, 5th floor, Kolkata- 700001 Ph no 09933664479 ; **LUCKNOW** :- Radha Krishna Bhawan, 2nd Floor, Opposite Civil Hospital , 5 Park Road, Lucknow -226 001 Ph no 9839826932. ;**MUMBAI** :- 258 PerinNariman Street, First Floor, Next to Union Bank, Fort, Mumbai - 400 001 Ph no 9821111219, 9930055430; **NEW DELHI/DELHI**:- 17 NetajiSubhashMarg, Daryaganj, New Delhi 110 002 Ph no 9810059041; 9B NetajiSubhashMarg, Daryaganj, New Delhi 110 002 Ph no 9818620470, 9810059041; 6B, First Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi 110 001 Ph no 9958696929, 9810469955 ; **NOIDA** :- 106-Ocean Plaza -P-5 SEC-18, NOIDA-201301 Ph no 9717000378; **PUNE** :- 3rd floor, DurgaShankar Building,1206/4B, Behind Shubham Hotel, Beside Ketan Medical, J.M. Road Pune 411004 Ph no 9819772617; **RAJKOT** :- 401, Star Chamber, HariharChowk, Rajkot-360001 Ph no 9824200424 ; **SURAT** :- 316,Empire State building, Ring road, Surat 395002 Ph no 9033002341

### VCK SHARE & STOCK BROKING SERVICES LIMITED

**Coimbatore**: 126, Thirugnanasambandam Road, Race Course, Coimbatore – 641 018. Contact Person : Mr. Shankar Kumar Contact No. 9500978549; **Erode**:VCK C/o. SFL 122, Veerabadra Road Erode 638003 Contact Person: Mr.Parameswaran Contact No: 9364158990.**Kannur**: VCK C/O SFL SB-5/1102/E Ennes Enclave Near Ashoka Hospital South Bazaar Kannur 670002 Contact Person: Mr.Ullas Contact No: 9447643899 **Kozhikode**: VCK C/o SFL 5/2248- Indra Gandhi Road, Opp Civil Supplies Corporation Kozhikode 673004 Contct Person: Mr. Sudarshakumar Contact No: 09847416818 **Pollachi** : No.6, TherNilayam, Mariamman Street, Pollachi – 642 001. Contact Person : Mr. V.Sabareeswaran. Contact No. 8973967295**Tiruppur**VCK C/O SFL 16, Ganga Nagar, 1st Street, Bunglow Stop, Avinashi Road, Tiruppur – 641602 **Contact Person**: Mr.Padamanabhan Contact No: 09894945715.

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

## TRADING MEMBERS

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

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

Sl. No.	Syndicate ASBA Bank	Branch Address	Contact Person	Contact Number	Fax
1	Axis Bank Limited	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 Assistant Vice President	022-71315906, 9819803730	022- 71315994
2	State Bank of Hyderabad	Gunfoundry, Hyderabad	Sri Ashok Kulkarni	040-23387325	040-23387743
3	Corporation Bank	Capital Market Branch, 1st Floor, Earnest House, NCPA Marg, Nariman Point, Mumbai-400021	Mr Amod Kumar	22841406/ 228427649870340031	022-22843823
4	State Bank of Travencore	Anakachery Buildings, Y M C A Road, Statue, Thiruvananthapuram-695001	P. P. Muraliedharan	0471-2333676	0471-2338134
5	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	Rajiv Nair / Anoop Jaiswal	022-6670 0659/66700666	022-66700669
6	State Bank of Bikaner and Jaipur	Financial Super Market Branch, Apex Mall, Tonk Road, Jaipur	Shri N K Chandak	0141-27444159413398505	0141-2744457
7	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
8	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
9	Deutsche Bank	Sidrah, 110, Swami Vivekananda Road, Khar (West), Mumbai 400052	Mrs. Anne Narielwala Ms. Pallavi Shilvalkar	(91) (022) 6600 9428 (91) (022) 6600 9419	022-66009666
10	Union Bank of India	MUMBAI SAMACHAR MARG, 66/80, Mumbai Samachar Marg, Post Bag No.253 & 518, Fort, Mumbai - 400023.	Mr. D B Jaiswar	022-22629408	022- 22676685
11	HDFC Bank 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	022 -25799801
12	Bank of Baroda	Mumbai Main Office	Mr. Sonu A. Arekar	40468314, 40468307,	022-22835236
13	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
14	Vijaya Bank	Head Office Bldg 41/2, M G Road Bangalore	BM	080-25584385	
15	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
16	State Bank of India	State Bank of India, Capital Market Branch (11777), Videocon Heritage Building (Killick House), Charanjit Rai Marg, Fort, Mumbai - 400 001.	Mr. Anil Sawant, Deputy Manager	022-22094932 Mobile: 9870498689	022-22094921
17	Andhra Bank	18 Homi Modi Street, P B No 114, Nanavati Mahalaya, Fort Mumbai Maharashtra 400023	Seshagiri Rao Jonnakuti	02222026088/ 22047626	
18	HSBC Ltd.	3rd Floor, PCO Dept. Umang, Plot CTS No. 1406-A/28, Mindspace, Malad (West) Mumbai 400 064 (address of ICM Operations office)	Mr Jagrut Joshi	(022) 67115485/ 9870403732	(022) 66536005
19	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	91 22 6605 6959 M-+91 9967636316	+91 66056642
20	Bank of India	Prithvee Jeejeebhoy Tower, (New Stock Exchange Bldg), P. J. Tower, Dalal Street, Fort, Mumbai - 400 023.	Shri Navin Kumar Pathak, Senior Manager	022-22723631/1677/ 9619810717	022-22721782
21	CITI Bank	Kalapuram Building, Municipal market, CG Road, Ahmedabad - 380009	Privank Patel	079- 40015812	079-40015822
22	IndusInd Bank	IndusInd Bank Ltd. Fort Branch Sonawalla Bldg, Mumbai Samachar Marg, Fort, Mumbai 400001	Yogesh Adke Dy. Vice President	66366589 / 91 / 929833670809	22644834
23	Allahabad Bank	Allahabad Bank, Fort Branch, 37, Mumbai Samachar Marg Mumbai, Maharashtra 400 023	Shri R Pradeep Kumar	(022)-22623224	(022)- 22661935
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
25	The Federal Bank	ASBA CELL, Retail Business Dept., Federal Bank, Marine Drive, Emakulam 682031	Dhanva Dominic	0484-2201847	4842385605
26	Indian Bank	Nandanam Branch- 480 Anna Salai, Nandanam 600035	Mr. V Muthukumar Mr. M Veerabahu	044 24330233	044 24347755
27	Central Bank of India	Ground Floor, Central Bank of India Central bank Building Fort Mumbai -400 001	Mr. Vineet Bansaj	022-22623148, 22623149	022-22623150
28	Oriental Bank of Commerce	67, Bombay Samachar Marg, Sonawalla Building, Fort, Mumbai -400001	Shri B.K. Palrecha Asstt. General Manager	022-22654791/95	022-22654779
29	Standard Chartered Bank	Creascenzo, 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
30	J.P. Morgan Chase Bank, N.A.	J.P. Morgan Tower, Off C.S.T. Road, Kalina Santacruz - East, Mumbai - 400 098	Mahesh Aras	61573811	61573949
31	Nutan Nagark Sahakari Bank Ltd.	Opp Samratheshwar Mahadev, Nr. Law Garden, Ellisbridge, Ahmedabad-380006	Miti shah	(079) 264255919879506795	(079)26564715
32	UCO Bank	Mumbai Main (Retail) Br., UCO Bank Bldg., D. N. Road, Mumbai- 400 023	Manager	022 40180105	2222870754
33	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
34	United Bank of India	Global Cash Management Services Hub, 4th Floor, United Bank of India, United Tower, Head Office, 11, Hemanta Basu Sarani, Kolkata - 700 001.	AGM (CMS & Demat)	332262417503322624176	
35	Syndicate Bank	Capital Market Services Br. 26A, First Floor, Syndicate Bank Bldg. P.M.Road, Fort, Mumbai - 400 001	P Padmavathy Sundaram, Chief Manager	022-22621844	022-22700997
36	South Indian Bank	ASBA Cell (NODAL OFFICE) 2nd Floor, Shanu Towers, North Kalamassery, Emakulam, Kerala - 683 104	Mr. Mohan Kumar M P	9961416690	Ph: 0484 2933561
37	Indian Overseas Bank	Mexanline Floor, Cathedral Branch, 762 Anna Salai, Chennai 600 002	Mr. V. Srinivasan	044 - 28513616	
38	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
39	City Union Bank Ltd.	48, Mahalakshmi St., T.Nagar, Chennai - 600 017, Tamil Nadu.	Sivaraman	044 - 24340010, 24343517, 24346060, 24348586, 9380286558, 9382642081 9380286558	044 - 24348586
40	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 (022) 61964594 (022) 61964592	(022) 61964595 (022) 61964595 (022) 61964595
41	The Kalupur Commercial Co-operative Bank Ltd.	Kalupur Bank Bhavan, Nr. Income Tax Circle, Ashram Road, Ahmedabad-380 014	Arpit G. Gandhi	079-27582028	079-27544666
42	The Lakshmi Vilas Bank Ltd.	Bharat House, Ground Floor, 104, Bombay Samachar Marg, Fort Mumbai - 400 001.	S Ramanan	22-22672255-22672247(M)- 22673435(CM)	22670267
43	State Bank of Patiala	CO 99-102, Sector - 8C, Chandigarh	Shri Pardeep Garg	0172-2779116, 2546124, 25438680, 08968988554	0172-2546080
44	State Bank of Mysore	P.B.No. 1066. # 24/28, Cama Building, Dalal Street, Fort, Mumbai -400 001	Shailendrakumar	7208048007022- 22678041	022-22656346
45	The Surat Peoples Co-op Bank Ltd	Central Office, Vasudhara Bhavan, Timaliyawad, Nanpura, Surat - 395001	Mr. Iqbal Shaikh	0261-2464577	0261-2464577,592
46	The Saraswat Co-Operative Bank Ltd	Madhusree, Plot No. 85, District Business Centre, Sector - 17, Vashi, Navi Mumbai - 400703	Mr. Ajit Babaji Satam	(O) 27884161 27884162 27884163 27884164 (M) 9833261716	27884153
47	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
48	Dena Bank	Capital Market Branch, 17 B-Horniman Circle, D.nanji Bldgs, Mumbai, 400023	022-22661206/22702881		
49	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	0824-2228138
50	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
51	ING Vysya Bank	No.69, Ramaiah Complex Roopena Agrahara, Hosur Road, Bangalore - 560068	AKshay Hegde Srinivas PShehzeen Ahmed N Prashant Ranjit Raghunandan	080-22532104080- 22532103080-22532102080- 2253212508025005000 Extn:1517	
52	Janata Sahakari Bank Ltd.	N S D L Department Bharat Bhavan, 1360, Shukrawar Peth, Pune -411002	Shri. Ajit Manohar Sane +91 9960239391	Telephon : +91 (20) 24431011 Telephon : +91 (20) 24431016 Mobile : +91 9503058993	+91 (20) 24431014
53	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
54	Rajkot Nagarik Sahakari Bank Ltd	Nagrak Bhavan No 1 Parabazar Dhebarbhai Road Rajkot	Shri Yogesh Raveshiya	9427495222	(0281) 2233916 /17/18

ASBA Applicant may approach any of the above banks for submitting their application in this Offer. For the complete list of SCSB's and their Designated Branches please refer to the website of SEBI (<http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). A list of SCSBs is also displayed on the website of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.