FINANCING Solutions
Aditya Birla Finance Ltd.

ADITYA BIRLA CAPITAL
PROTECTING INVESTING FINANCING ADVISING

ADITYA BIRLA FINANCE LIMITED

Our Company was originally incorporated on August 28, 1991 under the Companies Act, 1956 as Town Finance & Investments Private Limited with the Registrar of Companies, Maharashtra at Mumbai. Subsequently the name of the Company was changed to Town Finance & Investments Limited with effect from March 17, 1994. The name was further changed to BGFL Finance & Investments Limited and to Birla Global Asset Finance Company Limited and further changed to Birla Global Finance Company Limited with effect from April 27, 1995, March 14, 2001 and July 21, 2006, respectively. The name of the Company was further changed to its present name, i.e. Aditya Birla Finance Limited with effect from 21st day of December 2009. The Company shifted its registered address from the state of Maharashtra to the state of Gujarat in furtherance of a Company Law Board Order 67/17/CLB/MB/2011/1218 dated March 17, 2011 and a fresh certificate of incorporation was issued by the Registrar of Companies, Gujarat, Ahmedabad dated March 30, 2011 to the Company. Our Company is registered as a non-deposit accepting non-banking financial company with the Reserve Bank of India vide certificate dated August 9, 2011 bearing registration no. N.01.00500 under Section 45-IA of the Reserve Bank of India Act, 1934. For further details, see the chapter titled "History, Main Objects and Key Agreements" on page 118 of this Draft Shelf Prospectus. The Corporate Identification Number of our Company is U65990GJ1991PLC064603.

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266
Corporate Office: One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
Tel: 022 43567100 **Fax**: 022 43567266
Company Secretary and Compliance Officer: Mr. Ankur Shah **Tel:** +91 22- 43567296 / 43567100 (B); **Fax:** +91 22-43567266
E-mail: ankur.shah@adityabirlacapital.com; **Website:** www.abfl.adityabirlacapital.com

PUBLIC ISSUE BY ADITYA BIRLA FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH ("SECURED NCDs") AND/ OR UNSECURED, SUBORDINATED, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH ("UNSECURED NCDs") FOR AN AMOUNT UPTO ₹ 5,00,000 LAKHS (INDIAN RUPEES FIVE LAKH LAKHS ONLY) ("SHELF LIMIT") ("ISSUE"). THE UNSECURED NCDs WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER II CAPITAL. THE SECURED NCDs AND/OR UNSECURED NCDs ("DEBENTURES / NCDs") WILL BE ISSUED IN ONE OR MORE TRANCHES UP TO THE SHELF LIMIT, ON TERMS AND CONDITIONS AS SET OUT IN THE RELEVANT TRANCHE PROSPECTUS FOR ANY TRANCHE ISSUE (EACH A "TRANCHE ISSUE"), WHICH SHOULD BE READ TOGETHER WITH THIS DRAFT SHELF PROSPECTUS AND THE SHELF PROSPECTUS (COLLECTIVELY THE "OFFER DOCUMENT").
THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED.

PROMOTER

Our promoter is Aditya Birla Capital Ltd (subsidiary of Grasim Industries Limited). For further details see the chapter titled "***Our Promoter***" on page 135 of this Draft Shelf Prospectus.

GENERAL RISKS

For taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investors is invited to the sections titled "**Risk Factors**" on page 18 of this Draft Shelf Prospectus and "**Material Developments**" on page 147 of this Draft Shelf Prospectus, in the Shelf Prospectus and the relevant Tranche Prospectus of any Tranche Issue before making an investment in such Tranche Issue. This Draft Shelf Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), any registrar of companies or any stock exchange in India.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

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

For the details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount & Eligible Investors of the NCDs, see chapter titled "***Terms of the Issue***" on page 249 of this Draft Shelf Prospectus.

CREDIT RATING

The NCDs proposed to be issued under this Issue have been rated [ICRA] AAA(stable) (pronounced as ICRA Triple A stable) for an amount of ₹ 5,00,000 lakhs, by ICRA vide their letter dated March 5, 2019 and revalidated by letter dated July 1, 2019 and further revalidated by letter dated August 29, 2019 and further revalidated by letter dated October 10, 2019 and further revalidated by letter dated November 15, 2019 and further revalidated by letter dated December 18, 2019 and 'IND AAA' Stable Outlook' (pronounced as Triple A stable) for an amount of ₹ 5,00,000 lakhs by India Ratings and Research Private Limited vide their letter dated March 13, 2019 and revalidated by letter dated June 19, 2019 and further revalidated by letter dated August 26, 2019 and further revalidated by letter dated October 7, 2019 and further revalidated by letter dated December 6, 2019. For the rating letter and rationale for these ratings, see Annexure A and Annexure B of this Draft Shelf Prospectus. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

LISTING

The NCDs offered through this Draft Shelf Prospectus along with the Shelf Prospectus and the relevant Tranche Prospectus for any Tranche Issue are proposed to be listed on the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). Our Company has received an 'in-principle' approval from the BSE vide their letter no. [•] dated [•] and from NSE vide their letter no. [•] dated [•]. For the purpose of the Issue, BSE shall be the Designated Stock Exchange.

PUBLIC COMMENTS

This Draft Shelf Prospectus dated December 30, 2019 has been filed with BSE and NSE, pursuant to the provisions of the SEBI Debt Regulations and is open for public comments for a period of seven Working Days (i.e., until 5 p.m.) from the date of filing of this Draft Shelf Prospectus with the BSE and NSE. All comments on this Draft Shelf Prospectus are to be forwarded to the attention of the Company Secretary and Compliance Officer of our Company. Comments may be sent through post, facsimile or e-mail.

LEAD MANAGERS TO THE ISSUE

Edelweiss	a.k.	TRUST
EDELWEISS FINANCIAL SERVICES LIMITED Edelweiss House. Off CST Road, Kalina, Mumbai 400 098, Maharashtra, India **Tel:** +91 22 4086 3535 **Fax:** +91 22 4086 3610 **Email:** abfl.ncd@edelweissfin.com **Investor Grievance Email:**customerservice.mb@edelweissfin.com **Website:** www.edelweissfin.com **Contact Person:** Mr. Lokesh Singhi **Compliance Officer**: Mr B. Renganathan **SEBI Registration No.:** INM0000010650 **CIN**: L99999MH1995PLC094641	**A. K. CAPITAL SERVICES LIMITED***** 30-38 Free Press House, 3rd Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai400021 **Tel:** +91 22 6754 6500 **Fax:** +91 22 6610 0594 **Email:** abfl2019@akgroup.co.in **Investor Grievance Email**: investor.grievance@akgroup.co.in **Website:** www.akgroup.co.in **Contact Person:** Ms. Aanchal Wagle/ Mr. Lokesh Shah **Compliance Officer:** Mr. Tejas Davda **SEBI Registration No**.: INM000010411 **CIN**: L74899MH1993PLC274881	**TRUST INVESTMENT ADVISORS PRIVATE LIMITED** 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 **Tel:** +91 22 4084 5000 **Fax:** +91 22 4084 5007 **Email:** abfl_ncd2019@trustgroup.in **Investor Grievance email:** customercare@trustgroup.in **Website:** www.trustgroup.in **Contact Person:** Ms Hani Jalan **Compliance Officer:** Mr. Ankur Jain **SEBI Registration No.:** INM000011120 **CIN:** U67190MH2006PTC162464

DEBENTURE TRUSTEE

VISTRA ITCL

VISTRA ITCL (INDIA) LIMITED**
The IL&FS Financial Centre, Plot C-22, G-Block,
Bandra Kurla Complex, Bandra (E), Mumbai-400 051
Tel: +91 22 2659333
Fax: + 91 22 2653297
Email: itclcomplianceofficer@vistra.com
Investor Grievance Email: itclcomplianceofficer@vistra.com
Website: www.vistraitcl.com
Contact Person: Mr. Jatin Chonani – Compliance Officer
SEBI Registration No.: IND000000578

REGISTRAR TO THE ISSUE

KFINTECH

KFIN TECHNOLOGIES PRIVATE LIMITED
(formerly known as Karvy Fintech Private Limited)
Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
Email: abfl.ncdipo@kfintech.com
Investor Grievance mail: einward.ris@ kfintech.com
Website: www.kfintech.com
Contact Person: Mr. M Murali Krishna
SEBI Registration Number: INR000000221

ISSUE PROGRAMME*

ISSUE OPENS ON: As specified in the relevant Tranche Prospectus	**ISSUE CLOSES ON:** As specified in the relevant Tranche Prospectus

**The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the Finance Committee. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all newspapers where advertisement for opening of the Tranche Issue has been published on or before such earlier date or initial date of Issue closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE and NSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE and NSE.*

***Vistra ITCL (India) Limited has by its letter dated July 17, 2019 given its consent for its appointment as Debenture Trustee to the Issue pursuant to regulation 4(4) of the Debt Regulations and for its name to be included in this Draft Shelf Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue. For further details see Annexure C of this Draft Shelf Prospectus*

****In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, A. K. Capital Services Limited will be involved only in marketing of the Issue. A copy of the Shelf Prospectus and relevant Tranche Prospectus shall be filed with the Registrar of Companies, Gujarat, Ahmedabad, in terms of section 26 and 31 of Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details please refer to the chapter titled "**Material Contracts and Documents for Inspection**" on page 315 of this Draft Shelf Prospectus.*

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SECTION I-GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, all references in this Draft Shelf Prospectus to "the Issuer", "our Company", "the Company" or "Aditya Birla Finance Limited" are to Aditya Birla Finance Limited, a non-banking financial company incorporated under the Companies Act, 1956, as amended from time to time, having its registered office at Indian Rayon Compound, Veraval, Gujarat 362266.

Unless the context otherwise indicates, all references in this Draft Shelf Prospectus to "we" or "us" or "our" are to our Company.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Shelf Prospectus, and references to any statute or regulations or policies includes any amendments or re-enactments thereto, from time to time.

Company related terms

Term	Description
Articles/ Articles of Association/AoA	Articles of Association of our Company, as amended.
Audited Standalone Financial Statements (under Ind AS)	The Standalone Balance Sheet of the Company as at March 31, 2019 and the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Cash flows and the Standalone Statement of Changes in Equity for the financial years ended March 31, 2019 and the summary of significant accounting policies including notes thereto prepared in accordance with Ind AS
Board/ Board of Directors	Board of Directors of our Company or a duly constituted committee thereof.
Corporate Office	One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
Director	Director of our Company, unless otherwise specified.
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
Finance Committee	The committee constituted by our Board of Directors vide board resolution dated October 10, 2002 and reconstituted on October 22, 2008
Financial Information	Reformatted Standalone Financial Information under IGAAP and Audited Standalone Financial Statements (under Ind AS)
Group Companies	Grasim Industries Limited, Aditya Birla My Universe Limited, Aditya Birla Financial Shared Services Limited, Aditya Birla Money Limited, Aditya Birla Insurance Brokers Limited, Aditya Birla Money Mart Limited, Aditya Birla Money Insurance Advisory Services Limited, Aditya Birla Sun Life Insurance Company Limited, Aditya Birla Sun Life Asset Management Company Limited, Aditya Birla Housing Finance Limited, Aditya Birla ARC Limited, Aditya Birla PE Advisors Private Limited, Aditya Birla Health Insurance Company Limited, Aditya Birla Commodities Broking Limited, Aditya Birla Management Corporation Private Limited and Aditya Birla Idea Payments Bank Limited.
Independent Director(s)	The independent Director(s) on our Board, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
Interim Condensed Standalone Ind AS Financial Statements September 2019	Interim Condensed Standalone Ind AS Financial Statements as at and for six month period ended Septembers 30, 2019 prepared in accordance with principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules,2015, as amended
KMP	Key Managerial Personnel, as defined under the Companies Act, 2013, section 2(51), as amended as under: *"key managerial personnel", in relation to a company, means –* *i. the Chief Executive Officer or the managing director or the manager;*

Term	Description
	ii. the company secretary; *iii. the whole-time director;* *iv. the Chief Financial Officer; and* *v. such other officer not more than one level below the directors who is in whole-time employment designed as key managerial personnel by the Board; and* vi. *such other officer as may be prescribed;"*
Loan Book derived as per IGAAP / Loans and advances derived as per IGAAP	Aggregate of receivable from financing business (secured and unsecured which has been shown as part of short term loans and advances and long term loans and advances)
Loan Book derived as per Ind AS/ Loans excluding provisions	Aggregate of receivable from financing business, accrued interest on loans given, unamortised loan origination cost less of unamortised net processing fee as determined under Ind AS
Memorandum/ Memorandum of Association/ MoA	Memorandum of Association of our Company, as amended from time to time.
Net Worth	As per Sec 2(57) of the Companies Act, 2013, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, Deferred Expenditure and miscellaneous expenditure not written off, as per the audited balance sheet but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.
Reformatted Standalone Financial Information	The reformatted standalone statement of assets and liabilities as at March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015, the reformatted standalone information of profit and loss and the reformatted standalone information of cash flows for each of the years ended March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015, and the summary of significant accounting policies. The audited standalone financial statements, under IGAAP, as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 form the basis for such Reformatted Standalone Financial Information.
Registered Office	Indian Rayon Compound, Veraval, Gujarat 362266
RoC/Registrar of Companies	Registrar of Companies, Gujarat, Ahmedabad
Shareholders	The holders of the Equity Shares from time to time
Statutory Auditors/ Current Statutory Auditors	S.R. Batliboi & Co. LLP, Chartered Accountants.

Issue related terms

Term	Description
Allotment/ Allot/ Allotted	Unless the context otherwise requires, the issue and allotment of the NCDs pursuant to the Issue to the successful Allottees.
Abridged Prospectus	A memorandum containing the salient features of the Prospectus
Allotment Advice	The communication sent to the Allottees conveying details of NCDs allotted to the Allottees in accordance with the Basis of Allotment.
Allottee(s)	The successful Applicant to whom the NCDs are Allotted either in full or part, pursuant to the Issue.
Applicant(s)/ Investor(s)/ ASBA Applicant	A person who applies for the issuance and Allotment of NCDs pursuant to the terms of this Draft Shelf Prospectus, Shelf Prospectus, relevant Tranche Prospectus and Abridged Prospectus and the Application Form for any Tranche Issue.
Application/ASBA Application	An application to subscribe to the NCDs offered pursuant to the Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account which will be considered as the application for Allotment in terms of the Shelf Prospectus and respective Tranche Prospectus(es).

Term	Description
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for the respective Tranche Issue.
Application Form/ASBA Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process and which will be considered as the Application for Allotment of NCDs in terms of this Draft Shelf Prospectus, the Shelf Prospectus and respective Tranche Prospectus.
ASBA	Application Supported by Blocked Amount
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the appropriate Application Amount of an ASBA Applicant.
ASBA Circular	Circular no. CIR/DDHS/P/121/2018 issued by SEBI on August 16, 2018.
Banker(s) to the Issue	The banks which are clearing members and registered with SEBI as bankers to the issue, with whom the Public Issue Accounts and/or Refund Accounts will be opened by our Company in respect of the Issue, and as specified in the relevant Tranche Prospectus for each Tranche Issue.
Base Issue Size	As specified in the relevant Tranche Prospectus for each Tranche Issue.
Basis of Allotment	As specified in the relevant Tranche Prospectus for each Tranche Issue.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Consortium, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
Broker Centres	Broker Centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Trading Members are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
BSE	BSE Limited.
Category I Investor	• Public financial institutions, scheduled commercial banks, Indian multilateral and bilateral development financial institutions which are authorized to invest in the NCDs; • Provident funds, pension funds with a minimum corpus of ₹ 2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; • Mutual Funds registered with SEBI; • Resident Venture Capital Funds/ Alternative Investment Fund registered with SEBI, subject to investment conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a Net Worth of more than ₹ 50,000 lakh as per the last audited financial statements; and • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India.

Term	Description
Category II Investor	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Co-operative banks and regional rural banks; • Public/private charitable/ religious trusts which are authorised to invest in the NCDs; • Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons.
Category III Investor	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lakhs across all series of NCDs in a Tranche Issue.
Category IV Investor	Retail Individual Investors which include Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lakhs across all series of NCDs in a Tranche Issue.
CDP/ Collecting Depository Participant	A depository participant as defined under the Depositories Act, 1996 and registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations.
CRTAs / Collecting Registrar and Share Transfer Agents	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations
CIBIL	TransUnion CIBIL Limited
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
Consortium/ Members of the Consortium (each individually, a member of the consortium)	The Lead Managers and Consortium Members
Consortium Agreement	As specified in the relevant Tranche Prospectus for each Tranche Issue.
Consortium Members	As specified in the relevant Tranche Prospectus for each Tranche Issue.
Credit Rating Agencies	For the present Issue, the credit rating agencies, being ICRA Limited and India Ratings and Research Private Limited
DPD	Days past due
Debenture(s) / NCD(s)	Secured, Redeemable, Non-Convertible Debentures of face value ₹ 1,000/- each (Secured NCDs) and/or Unsecured Subordinated Non-Convertible Debentures of face value ₹ 1,000/- each (Unsecured NCDs), proposed to be issued under this Issue. The Unsecured NCDs will be in the nature of Subordinated Debt and will be eligible for inclusion as Tier II Capital.
Debenture Holder (s) / NCD Holder(s)	The holders of the NCDs whose name appears in the database of the Depository and/or the register of NCD Holders (if any) maintained by our Company if required under applicable law.
Debenture Trustee Agreement	The agreement dated August 30, 2019 entered into between the Debenture Trustee and our Company.
Debenture Trust Deed(s)	The trust deed to be entered between the Debenture Trustee and our Company which shall be executed in relation to the NCDs within the time limit prescribed by applicable statutory and/or regulatory requirements, including creation of appropriate security (by way of mortgage/ hypothecation), in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the NCDs and the interest due thereon issued pursuant to the Issue.
Debenture Trustee/ Trustee	Debenture Trustee for the Debenture holders in this Issue being Vistra ITCL (India) Limited
Debt Application Circular(s)	Circular no. CIR/IMD/DF – 1/20/ 2012 issued by SEBI on July 27, 2012 and Circular no. CIR/DDHS/P/121/2018 issued by SEBI on August 16, 2018.

Term	Description
Deemed Date of Allotment	The date on which the Board of Directors or the Finance Committee approve the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors or the Finance Committee and notified to the Stock Exchanges. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.
Demographic Details	The demographic details of an Applicant, such as his address, occupation, Category, PAN, bank account details for refunds, which are based on the details provided by the Applicant in the Application Form.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL).
DP / Depository Participant	A depository participant as defined under the Depositories Act.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Applications and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchange (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Account to the Public Issue Account(s) or to the Refund Account, as appropriate, in terms of the Shelf Prospectus and relevant Tranche Prospectus and the Public Issue Account Agreement.
Designated Intermediary(ies)	Collectively, the Lead Managers, the Consortium Members, agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorised to collect Application Forms from the Applicants in the Issue.
Designated RTA Locations	Such locations of the CRTAs where Applicants can submit the Application Forms to CRTAs. The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchange.
Designated Stock Exchange	BSE.
Direct Online Application	The Application made using the online interface and online payment facility of the Stock Exchange, as applicable.
Draft Shelf Prospectus	This Draft Shelf Prospectus dated December 30, 2019, filed by our Company with BSE and NSE for receiving public comments, in accordance the Regulation 6(2) of the SEBI Debt Regulations and forwarded to SEBI for record purpose.
ICRA	ICRA Limited
India Ratings	India Ratings and Research Private Limited
Interest Payment Date/Coupon Payment Date	As specified in the relevant Tranche Prospectus for the relevant Tranche Issue.

Term	Description
Issue	Public issue by Aditya Birla Finance Limited of secured redeemable non-convertible debentures of face value of ₹ 1,000 (Indian Rupees One Thousand) each ("**Secured NCDs**") and/ or unsecured, subordinated, redeemable non-convertible debentures of face value of ₹ 1,000 (Indian Rupees One Thousand) each ("**Unsecured NCDs**") for an amount upto ₹ 5,00,000 Lakhs (Indian Rupees Five Lakh Lakhs only) ("**Shelf Limit**"). The Unsecured NCDs will be eligible for inclusion as Tier II capital. The Secured NCDs/ Unsecured NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant Tranche Prospectus for any tranche issue (each a "**Tranche Issue**"), which should be read together with this Draft Shelf Prospectus and the Shelf Prospectus (collectively the "**Offer Document**"). The Secured NCDs and/ or Unsecured NCDs are together hereinafter referred as "**Debentures / NCDs**".
Issue Agreement	The Issue Agreement dated December 30, 2019 entered between our Company and the Lead Managers.
Issue Closing Date	As specified in the relevant Tranche Prospectus for the relevant Tranche Issue.
Issue Opening Date	As specified in the relevant Tranche Prospectus for the relevant Tranche Issue.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days, during which prospective Applicants may submit their Application Forms.
Lead Managers/ LMs	Edelweiss Financial Services Limited, A. K. Capital Services Limited* and Trust Investment Advisors Private Limited **In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, A. K. Capital Services Limited will be involved only in marketing of the Issue*.
Market Lot	1 (one) NCD.
NSE	National Stock Exchange of India Limited.
Offer Document	This Draft Shelf Prospectus, Shelf Prospectus, relevant Tranche Prospectus and Abridged Prospectus read with any notices, corrigenda, addenda thereto.
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% (sixty percent) by NRIs including overseas trusts, in which not less than 60% (sixty percent) of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not permitted to invest in the Issue.
Promoter	Aditya Birla Capital Limited
Public Issue Account	Account(s) opened with the Bankers to the Issue to receive monies from the ASBA Accounts on the Designated Date as specified for respective Tranche Prospectus(es).
Public Issue Account Bank	As specified in the relevant Tranche Prospectus.
Public Issue Account Agreement	As specified in the relevant Tranche Prospectus.
Record Date	15 (fifteen) days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus or as may be otherwise prescribed by the Stock Exchanges. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or a holiday of Depositories, the succeeding Working Day or a date notified by our Company to the stock exchanges shall be considered as Record Date.
Redemption Amount	As specified in the relevant Tranche Prospectus.
Redemption Date	The date on which our Company is liable to redeem the NCDs in full as specified in the relevant Tranche Prospectus.

Term	Description
Refund Account	Account opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount shall be made and as specified in relevant Tranche Prospectus.
Refund Bank(s)	As specified in the relevant Tranche Prospectus.
Register of Debenture holders	The Register of Debenture holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013 and as more particularly detailed in the chapter titled "***Terms of the Issue – Register of NCD Holders***" on page 255 of this Draft Shelf Prospectus.
Registrar to the Issue/ Registrar	KFIN Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Registrar Agreement	Agreement dated August 29, 2019 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registered Brokers or Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Consortium and eligible to procure Applications from Applicants.
Series	As specified in the relevant Tranche Prospectus.
Secured NCDs	Secured Redeemable Non-Convertible Debentures of face value of ₹ 1,000/- each.
Secured Debenture Holder (s) /Secured NCD Holder(s)	The holders of the Secured NCDs whose name appears in the database of the Depository and/or the register of Secured NCD Holders (if any) maintained by our Company if required under applicable law.
Self-Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Shelf Limit	The aggregate limit of the Issue, being ₹ 5,00,000 Lakhs (Indian Rupees Five Lakh Lakhs only) to be issued under this Draft Shelf Prospectus, Shelf Prospectus through one or more Tranche Issues.
Shelf Prospectus	The Shelf Prospectus that shall be filed by our Company with the SEBI, BSE, NSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations.
Simplified Listing Agreement	The Listing Agreement entered into between our Company and the relevant stock exchange(s) in connection with the listing of the debt securities of our Company.
Specified Cities/Specified Locations	Bidding Centres where the Consortium shall accept Application Forms from Applicants a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Stock Exchanges	BSE and NSE.
Subordinated Debt	Subordinated Debt means a fully paid up instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of the NBFC. The book value of such instrument shall be subjected to discounting as provided hereunder: Remaining maturity of the instruments and rate of discount (a) up to one year 100% (b) more than one year but up to two years 80% (c) more than two years but up to three years 60% (d) more than three years but up to four years 40% (e) more than four years but up to five years 20% to the extent such discounted value does not exceed fifty per cent of Tier I capital.

Term	Description
Syndicate	Collectively, the Consortium Members and Lead Managers to the Issue.
Syndicate ASBA	Applications through the Syndicate or the Designated Intermediaries.
Syndicate Bidding Centres	Syndicate Bidding Centers established for acceptance of Application Forms.
Syndicate ASBA Application Locations	ASBA Applications through the Syndicate or the Trading Members of the Stock Exchange or the Designated Intermediaries.
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the Consortium Members, and 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.
Tier I capital	Tier I capital means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund; and perpetual debt instruments issued by a non-deposit taking non-banking financial company in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year.
Tier II capital	Tier-II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt; and (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital, to the extent the aggregate does not exceed Tier-I capital.
Tenor	Tenor shall mean the tenor of the NCDs as specified in the relevant Tranche Prospectus.
Transaction Registration Slip or TRS or Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Trading Members	Intermediaries registered with a Broker under the SEBI (Stock Brokers) Regulations, 1992, as amended from time to time, and/or with the Stock Exchange under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchange from time to time and duly registered with the Stock Exchange for collection and electronic upload of Application Forms on the electronic application platform provided by the Stock Exchange.
Tranche Issue	Issue of the NCDs pursuant to the respective Tranche Prospectus.
Tranche Prospectus	The Tranche Prospectus(es) containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts and documents for inspection, in respect of the relevant Tranche Issue.
Tripartite Agreements	Tripartite agreement dated August 6, 2019 among our Company, the Registrar and CDSL and tripartite agreement dated August 9, 2019 among our Company, the Registrar and NSDL.

Term	Description
Unsecured NCDs	NCDs offered under this Issue which are listed, rated, subordinated, redeemable, non-convertible debentures and are not secured by any charge on the assets of Issuer and which will be eligible for inclusion as Tier II capital.
Unsecured Debenture Holder (s) / Unsecured NCD Holder(s)	The holders of the Unsecured NCDs whose name appears in the database of the Depository and/or the register of Unsecured NCD Holders (if any) maintained by our Company if required under applicable law.
Wilful Defaulter	A Person or a company categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes a company whose director or promoter is categorized as such.
Working Day(s)/ Business Day(s)	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in Mumbai, as per the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018. During the tenor of the NCDs, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

Conventional and general terms or abbreviation

Term/Abbreviation	Description/ Full Form
₹ or Rupees or Indian Rupees or INR or Rs.	The lawful currency of India
ACH	Automated Clearing House
AML	Anti-Money Laundering
AGM	Annual General Meeting
ALCO	Assets Liability Management Committee
AS	Accounting Standards issued by Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
Bankruptcy Code	The Insolvency and Bankruptcy Code, 2016
Billion	100,00,00,000 (One hundred crores)
Crore	1,00,00,000 (One hundred lakhs)
CAR	Capital Adequacy Ratio
CDSL	Central Depository Services (India) Limited
CEIC	Census Economic Information Centre
CPC	Code of Civil Procedure, 1908
Code of Criminal Procedure	Code of Criminal Procedure, 1973
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have an effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act 2013 or the Act	Companies Act, 2013, as amended and, to the extent in force pursuant to the notification of sections by the Ministry of Corporate Affairs, Government of India as of the date of this Draft Shelf Prospectus, along with the relevant rules made thereunder
CRAR / CAR	Capital to Risk-Weighted Assets Ratio/ Capital Adequacy Ratio
CSR	Corporate Social Responsibility
DSA	Direct Sales Agent
Expected Credit Loss /ECL	ECL is a probability-weighted estimate of credit losses. A credit loss is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive discounted at the original effective interest rate.
ECGC	Export Credit Guarantee Corporation of India
ECS	Electronic Clearing Scheme

Term/Abbreviation	Description/ Full Form
ESOP	Employee Stock Option Scheme
Depositories Act	Depositories Act, 1996, as amended read with regulations framed thereunder
Depository(ies)	CDSL and NSDL
DIN	Director Identification Number
DP/ Depository Participant	Depository Participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's Identity Number
DRR	Debenture Redemption Reserve
FDI	Foreign Direct Investment
FDI Policy	The Government policy and the regulations (including the applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000) issued by the Government of India prevailing on that date in relation to foreign investments in our Company's sector of business as amended from time to time
FEMA	Foreign Exchange Management Act, 1999, as amended
Financial Year / FY/ Fiscal/Fiscal Year	Period of 12 months ended March 31 of that particular year
FIR	First Information Report
GDP	Gross Domestic Product
Gross NPAs/GNPAs	Aggregate receivables from Loans and advances classified as non-performing assets (secured and unsecured which has been shown as part of Long term loans and advances) Gross NPA is also referred to as GNPA
GoI or Government	Government of India
Stage 3 Assets	Credit facility that have objective evidence of impairment at the reporting date as defined under Ind AS
GST	Goods and Services Tax
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Income Tax Act	Income Tax Act, 1961
India	Republic of India
Indian GAAP/IGAAP	Accounting Standards as per the Companies (Accounting standards) Rules, 2014 as amended, notified under Section 133 of the Act and other relevant provisions of the Act
Ind AS	Indian accounting standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015, as amended notified under section 133 of the Act and other relevant provisions of the Act
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
KYC	Know Your Customer
KYC Norms	Customer identification procedure for opening of accounts and monitoring transactions of suspicious nature followed by NBFCs for the purpose of reporting it to appropriate authority
LTV	Loan to value
MCA	Ministry of Corporate Affairs, GoI
Million	10,00,000 (Ten lakhs)
MoF	Ministry of Finance, GoI
NBFC	Non Banking Financial Company, as defined under applicable RBI guidelines
NBFC-ND-SI	Systemically Important Non deposit taking NBFC, regulated by the RBI
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
Net Stage 3 Assets	State 3 Assets less Provision for Stage 3 Assets

Term/Abbreviation	Description/ Full Form
Net Stage 3 Assets Ratio	Net Stage 3 Assets divided by the Loan Book derived as per Ind AS, expressed as a percentage
N.I. Act	Negotiable Instruments Act, 1881, as amended
NRI or Non-Resident Indian	A person resident outside India, as defined under the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Net NPA	(GNPA) – (provision for doubtful assets)
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Provisions	Aggregate of the amounts provided for impairment of Loan Book
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934 as amended
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Stage 1 Assets	Stage 1 Assets includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date as defined under Ind AS
Stage 1 Provision	Stage 1 provision are 12-month ECL resulting from default events that are possible within 12 months after the reporting date as defined under Ind AS
Stage 2 Assets	Stage 2 Assets includes financial instruments that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment as defined under Ind AS
Stage 2 Provision	Stage 2 provision are life time ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
Stage 3 Assets	Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind AS
Stage 3 Provision	Stage 3 provision are life time ECL resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS

Business/ Industry related terms

Term/Abbreviation	Description/ Full Form
AUM	Asset Under Management (*meaning total adjusted Loans & Advances*)
AMC	Asset Management Company
ECB	External Commercial Borrowing
FCNR	Foreign Currency Non-Resident
IFC	Infrastructure Finance Company
ISO	International Organization for Standardization
LIC	Life Insurance Corporation of India
MICR	Magnetic Ink Character Recognition
MoU	Memorandum of Understanding
NPAs	Non-Performing Assets
RBI	Reserve Bank of India
UTI	Unit Trust of India
WCDL	Working Capital Demand Loan
XIRR	Internal rate of return for irregular cash flows
Yield	Ratio of interest income to the daily average of interest earning assets

Notwithstanding anything contained herein, capitalised terms that have been defined in the chapters titled "***Risk Factors***", "***Capital Structure***", "***Regulations and Policies***", "***History, Main Objects and Key Agreements***", "***Statement of Tax Benefits***", "***Our Management***", "***Financial Indebtedness***", "***Outstanding Litigation and Defaults****"* and "***Issue Procedure***" on pages 18, 50, 222, 118, 62, 120, 151, 201 and 262 of this Draft Shelf Prospectus, respectively will have the meanings ascribed to them in such sections.

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

Certain Conventions

All references in this Draft Shelf Prospectus to "**India**" are to the Republic of India and its territories and possessions. All references to the Government or State Government are to Government of India, Central or State, as applicable.

Presentation of Financial Information

Our Company publishes its financial statements in Rupees. Our Company's financial statements for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been prepared in accordance with Indian GAAP including the Accounting Standards notified under Section 133 of the Companies Act and read with Companies (Accounting Standards) Rules, 2014, as amended and General Circular 8/2014 dated April 4, 2014. With effect from April 1, 2018, as per the roadmap issued by the Ministry of Corporate Affairs for Non-Banking Finance Companies dated 18 January 2016, for financial reporting purposes, the Company has followed the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 ("Ind AS"), as amended.

The audit reports on the Audited Standalone Financial Statements (under Ind AS) as issued by our Company's Statutory Auditor, S.R. Batliboi & Co LLP, Chartered Accountants, are included in this Draft Shelf Prospectus in the section titled "*Financial Information*" beginning at page 146 of this Draft Shelf Prospectus.

The Reformatted Standalone Financial Information are included in this Draft Shelf Prospectus. The examination reports on the Reformatted Standalone Financial Information, as issued by our Company's Statutory Auditor, S.R. Batliboi & Co. LLP, Chartered Accountants, are included in this Draft Shelf Prospectus in the chapter titled "*Financial Information*" beginning at page 146 of this Draft Shelf Prospectus.

The Interim Condensed Standalone Ind AS Financial Statements September 2019 as at and for the six month period ended September 30, 2019 are prepared in accordance with the principles laid down in Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 as amended. The Interim Condensed Standalone Ind AS Financial Statements September 2019 are included in this Draft Shelf Prospectus in the chapter titled "*Financial Information*" beginning at page 146 of this Draft Shelf Prospectus.

Unless stated otherwise or unless context requires otherwise, the financial data as at and for the six month period ended September 30, 2019 used in this Draft Shelf Prospectus is derived from our Company's Interim Condensed Standalone Ind AS Financial Statements September 2019.

Unless stated otherwise or unless context requires otherwise, the financial data used in this Draft Shelf Prospectus for the financial year ended on March 31, 2019 is derived from the Audited Standalone Financial Statements (under Ind AS), March 31, 2018 is derived from the comparatives presented in the Audited Standalone Financial Statements (under Ind AS) and the financial data for the financial years ended on March 31, 2017, March 31, 2016 and March 31, 2015 is derived from the Reformatted Standalone Financial Information.

Where Non-GAAP Financial Measures are referred to as being "as per Ind AS", this means the numbers have been derived using underlying Ind AS numbers. Where Non-GAAP Financial Measures are referred to as being "as per IGAAP", this means the numbers have been derived using underlying numbers derived from Reformatted Standalone Financial Information.

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

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

Unless stated otherwise, macroeconomic and industry data used throughout this Draft Shelf Prospectus has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability

cannot be assured. Although the Issuer believes that industry data used in this Draft Shelf Prospectus is reliable, it has not been independently verified. Further, the extent to which the market and industry data presented in this Draft Self Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

The methodologies and assumptions may vary widely among different industry sources. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. We have relied on the "Infrastructure Debt Funds" dated January 2019 and "Retail – NBFC Credit Trends" dated April 2019, (the "Report") issued by ICRA Limited for industry related data that has been disclosed in this Draft Shelf Prospectus. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in *"**Risk Factor no. 41 – Certain facts and statistics are derived from publications not independently verified by our Company, the Lead Managers or their respective advisors**"* on page no. 34 of this Draft Shelf Prospectus.

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

Currency and Unit of Presentation

In this Draft Shelf Prospectus, references to "**₹**", "**Indian Rupees**", "**INR**", "**Rs.**" and "**Rupees**" are to the legal currency of India, references to "**US$**", "**USD**", and "**U.S. dollars**" are to the legal currency of the United States of America, as amended from time to time. Except as stated expressly, for the purposes of this Draft Shelf Prospectus, data will be given in ₹ in lakhs.

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

There are significant differences between Indian GAAP and Ind AS. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data. For further information, see the chapter titled "***Summary of significant differences between Indian GAAP and Ind AS***" on page 148 of this Draft Shelf Prospectus.

Industry and Market Data

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

The exchange rates (in ₹) of the USD for the respective dates are provided below:

Currency	September 30, 2019	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
USD	70.69	69.44	65.04	64.84	66.33	62.59

Source: www.rbi.org.in and www.fbil.org.in.

In the event that March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered. Further, in case of specific provision in the loan agreement for a rate other than the RBI rate, the rate has been taken as prescribed as in the respective loan agreement.

In this Draft Shelf Prospectus, any discrepancy in any table between total and the sum of the amounts listed are due to rounding off.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Draft Shelf Prospectus that are not statements of historical fact constitute "forward-looking statements". Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek", "should", "will", "would", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Draft Shelf Prospectus that are not historical facts. All statements contained in this Draft Shelf Prospectus that are not statements of historical fact constitute "forward-looking statements" and are not forecasts or projections relating to our Company's financial performance. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- our ability to manage our credit quality;
- interest rates and inflation in India;
- volatility in interest rates for our lending and investment operations as well as the rates at which our Company borrows from banks/financial institution;
- general, political, economic, social and business conditions in Indian and other global markets;
- our ability to successfully implement our strategy, growth and expansion plans;
- competition from our existing as well as new competitors;
- any negative impact on the "Aditya Birla" goodwill and the brand name;
- default or late or non-payment by or from our customer;
- change in the government regulations;
- availability of adequate debt and equity financing at commercially acceptable terms;
- performance of the Indian debt and equity markets;
- demand for our products and services;
- our ability to comply with certain specific conditions prescribed by the GoI in relation to our business changes in laws and regulations applicable to companies in India, including foreign exchange control regulations in India; and
- other factors discussed in this Draft Shelf Prospectus, including under the section titled "***Risk Factors***" on page 18 of this Draft Shelf Prospectus.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the chapters titled ***"Our Business", "Risk Factors"*** and ***"Outstanding Litigations and Defaults"*** on pages 81, 18 and 201 respectively of this Draft Shelf Prospectus. The forward-looking statements contained in this Draft Shelf Prospectus are based on the beliefs of management, as well as the assumptions made by, and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable as of the date of this Draft Shelf Prospectus, our Company cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors and its officers, nor any of their respective affiliates or associates, Lead Managers nor any of its Directors and its officers have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI Debt Regulations, our Company, the Lead Managers will ensure that investors in India are informed of material developments between the date of filing this Draft Shelf Prospectus with the Stock Exchanges and the date of the Allotment.

SECTION II-RISK FACTORS

An investment in NCDs involves a certain degree of risk. You should carefully consider all the information contained in this Draft Shelf Prospectus, including the risks and uncertainties described below, before making an investment decision. 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. The following risk factors are determined on the basis of their materiality. In determining the materiality of risk factors, we have considered risks which may not be material individually but may be material when considered collectively, which may have a qualitative impact though not quantitative, which may not be material at present but may have a material impact in the future. Additional risks, which are currently unknown, if materialises, may in the future have a material adverse effect on our business, financial condition, cash flows and results of operations. The market prices of the NCDs could decline due to such risks and you may lose all or part of your investment.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. This Draft Shelf Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Shelf Prospectus. Unless otherwise stated and unless the context requires otherwise, the financial information used in this section is derived from and should be read in conjunction with Reformatted Financial Information and Audited Standalone Financial Statements (under Ind AS) of our Company.

Unless the context requires otherwise, the financial data as at and for the year ended on March 31, 2019 and for the six months ended September 2019 is derived from the Audited Standalone Financial Statements (under Ind AS) and Interim Condensed Standalone Ind AS Financial Statements September 2019, respectively, March 31, 2018 is derived from the comparatives presented in the Audited Standalone Financial Statements (under Ind AS) and the financial data for the financial years ended on March 31, 2017, March 31, 2016 and March 31, 2015 is derived from the Reformatted Standalone Financial Information and are accordingly not comparable with each other, as they are prepared under different GAAPs/ accounting standards or different periods.

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 examination of our Company and this Issue, including the risks and uncertainties involved.

A. Risk Factors Relating to our Company

1. High levels of customer defaults and the resultant non-performing assets could adversely affect our Company's business, financial condition, cash flows, results of operations and future financial performance.

Our Company's business involves lending money to a wide range of customers and accordingly, our Company is subject to risks of customer default which includes default or delays in repayment of principal and/or interest on the loans our Company provides to its customers. Customers may default on their obligations as a result of various factors, including certain external factors which may not be within our Company's control such as developments in the Indian economy and the real estate market, movements in global markets, changes in interest rates and changes in regulations. Any negative trends or financial difficulties affecting our Company's customers could increase the risk of their default. Customers could also be adversely affected by factors such as, bankruptcy, lack of liquidity, lack of business and operational failure. If customers fail to repay loans in a timely manner or at all, our Company's financial condition, cash flows and results of operations will be adversely impacted. To the extent our Company is not able to successfully manage the risks associated with lending to these customers, it may become difficult for our Company to make recoveries on these loans. In addition, any NBFC including our Company may experience higher delinquency rates due to prolonged adverse economic conditions or a sharp increase in interest rates. An increase in delinquency rates could result in a reduction in our Company's total interest income (i.e., our Company's accrued interest income from loans, including any interest income from credit substitutes) and as a result, lower revenue from its operations, while increasing costs as a result of the increased expenses required to service and collect delinquent loans, and make loan loss provisions as per Regulations. Our Company may also be required to make additional provisions in respect of loans to such customers in accordance with applicable regulations and, in certain cases, may be required to write-off such loans.

Our Company has in the past faced certain instances of customers defaulting and/or failing to repay dues in connection with loans or finance provided by our Company. Our Company had in certain instances initiated legal proceedings to recover the dues from its delinquent customers. For further details in relation to litigations, see *"Outstanding Litigation and Other Material Developments"* on page 201 of this Draft Shelf Prospectus.

Our Company may experience increased provisioning in principal or interest repayments on account of the implementation of Ind AS.

Our Company's Stage 3 Provision was ₹ 29,232.81 lakhs as at September 30, 2019 and ₹ 31,295.80 lakhs and ₹ 20,732.52 lakhs respectively as at March 31, 2019 and as at March 31, 2018 and the Net Stage 3 provisions as a percentage of total loan book is 1.24% , 0.87% and 0.42%, respectively, as at these periods, which may or may not be comparable to that of other NBFCs. Further, our NPAs was ₹ 15,718.34 lakhs as at financial year ended March 31, 2017 and the Net NPA as a percentage of total loans & advances as at financial year ended March 31, 2017 was 0.21%.

Moreover, there can be no assurance that there will be no further deterioration in our Company's percentage of Stage 3 Assets, that our Company will be able to recover, will be similar to its past experience. In the event of any further deterioration in the quality of our Company's Loan Book derived as per Ind AS, there could be further adverse impact on our Company's business, financial condition, cashflow, results of operations and future financial performance. Defaults for a period of more than 90 days result in such loans being classified as Stage 3 Assets. If our Company is unable to effectively monitor credit appraisal, portfolio monitoring and recovery processes and the related deterioration in the credit quality of its Loan Book derived as per Ind AS, the proportion of Stage 3 Assets in its Loan Book derived as per Ind AS could increase, which may, in turn, have a material adverse effect on our Company's business, financial condition, cash flows results of operation and future financial performance.

2. Our Company may be impacted by volatility in interest rates which could cause its gross spreads to decline, and consequently, affect its profitability.

Our Company's results of operations are substantially dependent upon the level of its net interest margins. Our Company's total interest income is the largest component of our Company's total revenue from operations and constituted 90.77% for the six month period ended September 30, 2019, 92.52% and 93.06% of our Company's total revenue from operations in the financial years ended March 31, 2019 and March 31, 2018 as opposed to 92.40%, 93.67%, 94.98% in financial years ended March 31, 2017, March 31, 2016 and March 31, 2015, respectively. As at September 30, 2019 and as at March 31, 2019, our Company's total Loan Book derived as per Ind AS was ₹ 47,90,210.43 lakhs and ₹ 50,69,861.78 lakhs. Our Company borrows and lends funds on both fixed and floating rates. Volatility and mismatch in generally prevailing interest rates can materially and adversely affect our Company's financial performance, especially if the changes are sudden or sharp.

While any reduction in interest rates at which our Company borrows may be passed on to its customers, our Company may not have the same flexibility in passing on any increase in interest rates to its customers who have availed loans on fixed interest rates. In a rising interest rate environment, if the yield on our Company's interest-earning assets does not increase simultaneously with or to the same extent as our Company's cost of funds, and conversely, in a declining interest rate environment, if our Company's cost of funds does not decline simultaneously or to the same extent as the yield on our Company's interest-earning assets, our Company's net interest income and net interest margin would be adversely impacted. Competition pressures may also require our Company to reduce the interest rates at which it lends to its customers without a proportionate reduction in interest rates at which it raises funds. Furthermore, certain of our Company's customers may prepay their loans to take advantage of a declining interest rate environment. Similarly, an increase in interest rates could result in our Company's customers, particularly those with variable interest rate loans, prepaying their loans if less expensive loans are available from other sources. In a declining interest rate environment, especially if the decline is sudden or sharp, our Company could be adversely affected by the decline in the market value of its fixed income securities and reduce its earnings from treasury operations.

Accordingly, our Company's operations are susceptible to fluctuations in interest rates. Interest rates are highly sensitive and volatility in interest rates could be a result of many factors, including the monetary

policies of the RBI, de-regulation of the financial services sector in India, domestic and international economic and political conditions and inflation. An increase in inflation and consequent changes in bank rates, repo rates and reverse repo rates by the RBI have led to an increase in interest rates on loans provided by banks and financial institutions and consequently, interest rates in India have been volatile in recent financial periods. Any inability by our Company to adequately manage its interest rate risk in the future may have an adverse effect on our Company's business, financial condition, cash flows and results of operations.

3. ***Our top 20 borrowers have an exposure of 11.57 %, 12.63% and 13.39% of our total exposure as on September 30, 2019, March 31, 2019 and March 31, 2018 respectively. Our inability to maintain relationship with such customers or any default and non-payment in future or credit losses of our single borrower or group exposure where we have a substantial exposure could materially and adversely affect our business, future financial performance and results of operations.***

Our concentration of advances with our top 20 borrowers is 11.57%, 12.63% and 13.39% of our total Loan Book derived as per Ind AS as on September 30, 2019, March 31, 2019 and as on March 31, 2018, respectively. Our business, cash flows and results of operations would be adversely affected if we are unable to maintain or further develop relationships with our significant customers. Our business and results of operations would majorly depend upon the timely repayment of the interest and principal from these large borrowers. We cannot assure you that we will not experience any delay in servicing of the loan or that we will be able to recover the interest and the principal amount of the loan. Any such delay or default will adversely affect our income from operations and thereby our profitability. In case we are unable to recover the entire loan disbursed or any part of thereof, and the collateral is also not sufficient to recover our loan, our financial conditions and cash flows may be adversely affected. The loss of any significant customer could have a material adverse effect on our results of operations and cash flows.

4. ***Our Company is subject to supervision and regulation by the RBI, as an NBFC-ND-SI, and other regulatory authorities and changes in the RBI's regulations and other regulations, and the regulations governing our Company or the industry in which our Company operates could adversely affect its business.***

Our Company is regulated principally by the RBI and is subject to the RBI's guidelines on the regulation of the NBFC-ND-SIs, which includes, among other things, matters related to capital adequacy, exposure and other prudential norms. It also has reporting obligations to the RBI. The RBI also regulates the credit flow by banks to NBFC-ND-SIs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to the NBFC-ND-SIs. The RBIs regulation of NBFC-ND-SIs may change in the future which may require our Company to restructure its activities, incur additional costs or could otherwise adversely affect its business, financial performance and cash flows. In order to provide enhanced control, existing rules and regulations have been modified, new rules and regulations have been enacted and reforms have been implemented. There can be no assurance that the RBI and/or the Government will not implement further regulations or policies, including legal interpretations of existing regulations, relating to or affecting interest rates, taxation, inflation or exchange controls, or otherwise take action, that may have an adverse impact on NBFC-ND-SIs.

Our Company is also subject to corporate, taxation and other laws in force in India. These regulations are subject to frequent amendments and are dependent on government policy and there can be no assurance that any changes in the laws and regulations relating to the Indian financial services sector will not adversely impact our Company's business and results of operations. As a result of high costs of compliance, our Company's profitability may be affected. Further, if our Company is unable to comply with such regulatory requirements, its business and results of operations may be materially and adversely affected.

5. ***Our Company's inability to comply with observations made by the RBI or any adverse action by the RBI may have a material adverse effect on its business, financial condition, cash flows and results of operations.***

Inspection by the RBI is a regular exercise and is carried out periodically by the RBI for all NBFCs registered with it under the RBI Act. Our Company, being an NBFC-ND-SI, is subject to periodic inspection by the RBI under the provisions of the RBI Act**,** pursuant to which the RBI inspects the books of accounts of our Company and other records for the purpose of verifying compliance with the

regulatory guidelines, verifying the correctness or completeness of any statement, information or particulars furnished to the RBI. The RBI in its inspection report for the fiscal year ended March 31, 2018 made certain observations during the inspection which, among other things, included violation of NBFC Master Directions, conflicts of interest, differences in the credit appraisal system. Our Company, vide its letter, has responded to the RBI concerning its observations and has provided information and clarifications sought by the RBI. The observations were pursuant to routine inspections of the RBI. Further, the Reserve Bank of India had conducted an onsite supervision of our Company pertaining to the financials for the period ending March 31, 2019 and had recently issued its letter. Our Company is in the process of perusing / replying to the letter and placing it in the ensuing Board meeting. Any adverse action taken by the RBI pursuant to such inspections, or non-compliance by our Company with the RBI's observations, could materially and adversely affect our Company's business, operations and cash flows.

6. ***Our Company's inability to obtain, renew or maintain the statutory and regulatory permits and approvals which are required to operate its existing or future businesses may have a material adverse effect on its business, financial condition, cash flows and results of operations.***

NBFCs in India are subject to regulations and supervision by the RBI. In addition to the numerous conditions required for the registration as an NBFC with the RBI, our Company is also required to comply with certain other regulatory requirements for its business imposed by the RBI. In the future, there could be circumstances where our Company may be required to renew applicable permits and approvals, including its registration as an NBFC-ND-SI and obtain new permits and approvals for its current and any proposed operations or in the event of a change in applicable law and regulations. There can be no assurance that RBI or other relevant authorities will issue any such permits or approvals in the time-frame anticipated by our Company, or at all. Failure by our Company to renew, maintain or obtain the required permits or approvals may result in an interruption of its operations and may have a material adverse effect on its business, financial condition, cash flows and results of operation.

In addition, our branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishment laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of these conditions, our certificate of registration may be suspended or cancelled and we shall not be able to carry on such activities.

7. ***Our Company may not be able to recover the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans on a timely basis or at all and as a result, which could adversely affect its financial condition, cash flows and results of operations.***

Our Company's secured Loan Book derived as per Ind AS was ₹ 38,99,041.04 lakh, ₹ 41,20,776.48 lakh and ₹ 34,15,784.88 lakh as at September 30, 2019, March 31, 2019 and March 31, 2018 respectively representing 81.40%, 81.28% and 80.38 %, of the aggregate gross value of our Company's total Loan Book derived as per Ind AS as of those dates. Further, our Company's secured loans and advances derived as per IGAAP was ₹ 26,96,151.83 lakh and ₹ 20,69,680.51 lakh as at March 31, 2017 and March 31, 2016, respectively, representing 80.98 % and 82.91% respectively of the aggregate gross value of our Company's total loans and advances derived as per IGAAP as of those dates.

Our Company's unsecured Loan Book derived as per Ind AS was ₹ 8,91,169.39 lakh, ₹ 9,49,085.30 lakh and ₹ 8,33,529.85 lakh as at September 30, 2019, March 31, 2019 and March 31, 2018 representing 18.60%, 18.72 % and 19.62%, respectively, of the aggregate gross value of our Company's total Loan Book derived as per Ind AS. Similarly, Our Company's unsecured loans and advances derived as per IGAAP was ₹ 6,33,067.75 lakh and ₹ 4,26,743.11 lakh as at March 31, 2017 and March 31, 2016, respectively, representing 19.02 % and 17.09 %, respectively, of the aggregate gross value of our Company's total loans and advances derived as per IGAAP as of those dates.

The value of collaterals is dependent on various factors, including (i) prevailing market conditions, (ii) the general economic and political conditions in India, (iii) growth of the stock markets and the areas in which our Company operates, and (iv) any change in statutory and/or regulatory requirements.

Delays in recovery, bankruptcy and foreclosure proceedings, defects in the title and delays in obtaining regulatory approvals for the enforcement of such collaterals may affect the valuation of the collateral. As a result, our Company may not be able to recover the full value of the collateral for the loans provided

by it within the expected timeframe or at all. Further, legal proceedings may have to be initiated by our Company in order to recover overdue payments on loans and as a consequence, the money and time spent on initiating legal proceedings may adversely affect our Company's cash flow.

The value of the security provided by the borrowers to our Company may be subject to a reduction in value on account of various reasons. While our Company's customers may provide alternative security to cover the shortfall, the realisable value of the security for the loans provided by our Company in the event of a liquidation may continue to be lower than the combined amount of the outstanding principal amount, interest and other amounts recoverable from the customers.

Any default in the repayment of the outstanding credit obligations by our Company's customers may expose it to losses. A failure or delay to recover the loan value from sale of collateral security could expose our Company to potential losses. Any such losses could adversely affect our Company's financial condition, cash flows and results of operations. Furthermore, the process of litigation to enforce our Company's legal rights against defaulting customers in India is generally a slow and potentially expensive process. Accordingly, it may be difficult for our Company to recover amounts owed by defaulting customers in a timely manner or at all.

8. Our Company extends margin funding loans or loans against securities to our Company's clients and any default by a client coupled with a downturn in the stock markets could result in substantial losses for our Company.

Our Company extends "loans against securities" or margin funding loans which constituted 8.90%, 10.85 % and 12.55% of our Company's total Loan Book derived as per Ind AS as at September 30, 2019, March 31, 2019 and March 31, 2018 respectively and 13.40 % and 16.36 % of our Company's total Loans and Advances derived as per IGAAP as at March 31, 2017 and March 31, 2016, respectively. These loans are secured by liquid, marketable securities at an appropriate or predetermined margin levels. In the event of a volatile stock market or adverse movements in stock prices, the collateral which secures the loans may decrease significantly in value, which might result in losses which our Company may be unable to support. Although our Company uses a technology-based risk management system and follows strict internal risk management guidelines on portfolio monitoring, which include limits on the amount of margin, assessing the quality of collateral provided by the client and pre-determined margin call thresholds, there can be no assurance that in the event the financial markets witness a significant adverse event or a general downturn, our Company's financial condition, cash flows and results of operations would not be adversely affected.

9. Our Company's business requires substantial capital and any disruption in the sources of its funding or an increase in its average cost of borrowings could have a material adverse effect on its liquidity, financial condition, profitability and cash flows.

Our Company's liquidity and ongoing profitability are, to a large extent, dependent upon its timely access to, and the costs associated with, raising capital. Our Company's funding requirements have historically been met through a combination of borrowings such as term loans, working capital limits from banks, issuance of commercial papers and non-convertible debentures as well as equity capital raised through private equity investment. Our Company may also diversify its sources of funding by securitising its loan portfolio. Thus, our Company's business growth, liquidity and profitability depends and will continue to depend on its ability to access diversified, relatively stable and low-cost funding sources as well as our Company's financial performance, cash flows, capital adequacy levels, credit ratings and relationships with lenders. Any adverse developments or changes in applicable laws and regulations which limit our Company's ability to raise funds through our varied sources of funding including but not limited to securitisation, direct assignment transactions and private placements of non-convertible debentures and as a consequence, could have a material adverse effect on our Company's liquidity, financial condition and cash flows.

Our Company's total outstanding borrowing of ₹ 42,19,346.53 lakh as at September 30, 2019 and ₹ 43,21,209.98 lakh as at March 31, 2019, in comparison with that of ₹ 36,24,692.01 lakh as at March 31, 2018 as per Ind AS and ₹ 28,91,315.05 lakh and ₹ 21,40,896.57 lakh as at March 31, 2017 and March 31, 2016, respectively as per IGAAP.

In order to make these payments, our Company will either need to refinance this debt, which may prove

to be difficult in the event of a volatility in the credit markets, or alternatively, raise equity capital or generate sufficient revenue to retire the debt. There can be no assurance that our Company's business will generate sufficient cash to enable it to service its existing debt or to fund its other liquidity needs at the desired rate of interest. Further, our Company's ability to borrow funds and refinance existing debt may also be affected by a variety of factors, including liquidity in the credit markets, the strength of the lenders from which our Company borrows, the amount of eligible collateral and accounting changes that may impact calculations of covenants in our Company's financing agreements. An event of default, a significant negative ratings action by a rating agency, an adverse action by a regulatory authority or a general deterioration in prevailing economic conditions that constricts the availability of credit may increase our Company's cost of funds and make it difficult for our Company to access financing in a cost-effective manner. A disruption in sources of funds or increase in cost of funds as a result of any of these factors may have a material adverse effect on our Company's liquidity, financial condition, profitability and cash flows.

10. Our Company's significant indebtedness and the conditions and restrictions imposed by its financing arrangements could restrict its ability to conduct its business and operations in the manner our Company desires.

As at September 30, 2019, March 31, 2019, March 31, 2018 and March 31, 2017, our Company had outstanding secured borrowings of ₹ 36,54,437.05 lakh, ₹34,89,613.31 lakh, ₹ 25,56,465.19 lakh and ₹ 19,94,020.16 lakh, respectively. As at September 30, 2019, March 31, 2019, March 31, 2018 and March 31, 2017, our Company had outstanding unsecured borrowings of ₹ 5,64,909.48 lakh, ₹ 8,31,596.67 lakh, ₹ 10,68,226.82 lakh and ₹ 8,97,294.90 lakh, respectively. Our Company will continue to incur additional indebtedness in the future. Most of our Company's borrowings are secured by its business receivables.

Few of the Company's financing agreements also include conditions and covenants that require the Company to maintain the stipulated financial ratios, credit ratings and obtain consents from lenders prior to carrying out/ entering into certain kinds of activities and/or transactions. Failure to meet these conditions or to obtain these consents could have significant consequences on our Company's business and operations. Under certain of our Company's financing agreements, our Company requires, but may be unable to obtain, consents from the concerned lenders for, among others, the following matters: to declare and/ or pay dividend to any of its shareholders whether equity or preference, during any financial year unless our Company has paid to the lender the dues payable by our Company in that year, or to undertake or permit any merger, amalgamation or compromise with its shareholders, creditors or effect any scheme of amalgamation or reconstruction or disposal of whole of the undertaking, to create or permit any charges or lien, or dispose off any encumbered assets, to amend its Memorandum of Association and Articles of Association. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that our Company may propose to take from time to time. Furthermore, our Company's lenders may recall certain working capital loans availed by our Company at any time. For details relating to our Company's borrowings, please see *"Financial Indebtedness"* on page 151 of this Draft Shelf Prospectus.

11. The financing industry is becoming increasingly competitive and our Company's growth will depend on its ability to compete effectively.

The sector in which our Company operates in is highly competitive and our Company faces significant competition from banks and other NBFCs. Many of its competitors are large institutions, which may have larger customer base, funding sources, branch networks and capital compared to our Company. Certain of our Company's competitors may be more flexible and better-positioned to take advantage of market opportunities. As a result of this increased competition, loans are becoming increasingly standardised and terms such as variable (or floating) rate interest options, lower processing fees and monthly reset periods are becoming increasingly common in the Indian financial sector. This competition is likely to intensify further as a result of regulatory changes and liberalisation. These competitive pressures affect the industry in which our Company operates in as a whole, and our Company's future success will depend, to a large extent, on its ability to respond in an effective and timely manner to these competitive pressures. There can be no assurance that our Company will be able to react effectively to

these or other market developments or compete effectively with new and existing players in the increasingly competitive financial sector.

12. We, certain of our Directors and our Group Companies are involved in certain legal and other proceedings and there can be no assurance that we, our Directors and Our Group Companies will be successful in any of these legal actions. In the event we are unsuccessful in litigating any of the disputes, our business and results of operations may be adversely affected.

We, certain of our Directors and Group Companies are involved in certain legal proceedings, including civil suits and tax disputes and criminal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, authorities and tribunals. For further details in relation to legal proceedings inter alia involving our Company and certain of its Directors and Group Companies, see *"Outstanding Litigation and Material Developments"* on page 201 of this Draft Shelf Prospectus.

13. Our Company may be exposed to fluctuations in the market values of its investment and other asset portfolio.

The financial markets' turmoil have adversely affected economic activity globally including India. Continued deterioration of the credit and capital markets may result in volatility of our Company's investment earnings and impairments to our Company's investment and asset portfolio. Further, the value of our Company's investments depends on several factors beyond its control, including the domestic and international economic and political scenario, inflationary expectations and the RBI's monetary policies. Any decline in the value of the investments could negatively impact our Company's financial condition and cash flows.

14. Our Company may not be able to successfully sustain its growth rate. Our Company's inability to implement its growth strategy effectively could adversely affect its business and financial results.

In recent years, our Company's growth has been fairly substantial. Our Company's growth strategy includes growing our Company's secured lending business and expanding our Company's retail customer base. There can be no assurance that our Company will be able to sustain its growth plan successfully or that our Company will be able to expand further or diversify its portfolio of products. A principal component of our Company's strategy is to continue diversifying the development of its new portfolio of products to suit customers' needs. This growth strategy will place significant demands on our Company's management, financial and other resources and will require our Company to continuously develop and improve its operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our Company's culture, values and entrepreneurial environment as well as developing and improving our Company's internal administrative infrastructure. Our Company also faces a number of operational risks in executing its growth strategy. While our Company previously experienced rapid growth in its structured collateralised debt portfolio and retail mortgages - loans against property businesses, this exposes our Company to a wide range of increased risks, including business and operational risks, such as the possibility of increased NPAs, fraud risks as well as regulatory and legal risks.

Our Company's ability to sustain its rate of growth also depends, to a large extent, upon its ability to recruit trained and efficient personnel, retain key managerial personnel, maintain effective risk management policies, continue to offer products which are relevant to its target base of clients, develop managerial experience to address emerging challenges and ensure a high standard of client service. Our Company will need to recruit new employees, who will have to be trained and integrated into our Company's operations. Our Company will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train our Company's employees properly may result in an increase in employee attrition rate, a need to hire additional employees, an erosion in the quality of customer service, a diversion of the management's resources, an increase in our Company's exposure to high-risk credit and an increase in costs for our Company. If our Company grows its Loan Book derived as per Ind AS too rapidly or fails to make proper assessments of credit risks associated with new customers, a higher percentage of our Company's loans may become non-performing, which would have a negative impact on the quality of our Company's assets, its financial condition and cash flows. Our Company's inability to manage such growth could disrupt its business prospects, impact its financial condition and adversely affect its results of operations including its cash flows.

15. Our Company's growth will depend on our Company's continued ability to access funds at competitive rates which is dependent on a number of factors including our Company's ability to maintain its credit ratings.

As our Company is an NBFC-ND-SI in terms of applicable RBI regulations, its liquidity and ongoing profitability are primarily dependent upon its timely access to, and the costs associated with raising capital. Our Company's business is significantly dependent on funding from the debt capital markets and commercial borrowings. The demand for such funds is competitive and our Company's ability to obtain funds at competitive rates will depend on various factors including our Company's ability to maintain positive credit ratings. Ratings reflect a rating agency's opinion of our Company's financial strength, operating performance, strategic position and ability to meet its obligations. Thus, any downgrade of our Company's credit ratings would increase borrowing costs and constrain its access to capital and debt markets. A reduction or withdrawal of the ratings may also adversely affect the market price and liquidity of the non-convertible debentures and our Company's ability to access the debt capital markets. As a result, this would negatively affect our Company's net interest margin and its business. In addition, any downgrade of our Company's credit ratings could increase the possibility of additional terms and conditions being imposed on any additional financing or refinancing arrangements in the future. Any downgrade of our Company's credit ratings could also accelerate the repayment of certain of our Company's borrowings in accordance with the applicable covenants of its borrowing arrangements. Any such adverse development could adversely affect our Company's business, financial condition, cash flows and results of operations.

As an NBFC, our Company also faces certain restrictions on its ability to raise money from international markets which may further constrain its ability to raise funds at attractive rates. While our Company's borrowing costs have been competitive in the past due to its ability to raise debt products, credit rating and our Company's asset portfolio, our Company may not be able to offer similar competitive interest rates for its loans if our Company is unable to access funds at an effective cost that is comparable to or lower than its competitors. This may adversely impact our Company's business and results of operations.

16. Any change in control of our Promoter or our Company or any other factor affecting the business and reputation of our Promoter may have a concurrent adverse effect on our Company's reputation, business and results of operations and may correspondingly adversely affect our goodwill, operations and profitability.

As at the date of this Draft Shelf Prospectus, our Promoter holds 100%, of our Company's paid up share capital. Our Company is dependent on the goodwill and brand name of the Promoter. Our Company believes that this goodwill contributes significantly to its business. We operate in a competitive environment, and we believe that our brand recognition is a significant competitive advantage to us.

If our Promoter ceases to exercise majority control over our Company as a result of any transfer of shares or otherwise, our ability to derive any benefit from the brand name "*Aditya Birla Capital*" and our goodwill as a part of the Promoter group of companies may be adversely affected, which in turn could adversely affect our business and results of operations.

There can be no assurance that the "*Aditya Birla Capital*" brand, which our Company believes is a well recognised brand in India, will not be adversely affected in the future by events or actions that are beyond our Company's control, including customer complaints, developments in other businesses that use this brand or adverse publicity from any other source. In the event the Promoter group is unable to maintain the quality of its services or its goodwill deteriorates, our Company's business and results of operations may be adversely affected. Any failure to retain our Company name may deprive us of the associated brand equity that we have developed which may have a material adverse effect on our business and results of operations.

Any disassociation of our Company from the Promoter group and/or our inability to have access to the infrastructure provided by other companies in the Promoter group could adversely affect our ability to attract customers and to expand our business / raise funds from debt markets and banks, which in turn could adversely affect our goodwill, operations and profitability.

17. 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 which could have an impact on our business and could affect our growth, margins and business operations.

The RBI vide its Circular DBR.No.BP.BC.43/ 21.01.003/2016-17 dated December 1, 2016 and Circular DBR.No.BP.BC.31/ 21.01.003/2018-19 dated April 1, 2019, as amended from time to time, has amended the regulatory framework governing banks to address concerns arising from divergent regulatory requirements for banks and NBFCs. These Circulars restricts bank's exposures to a single NBFC to 15 percent of their eligible capital base and to a group of connected NBFCs or group of connected counterparties having NBFCs in the group to 25 percent of their Tier I Capital. Furthermore, RBI has suggested that banks may consider fixing internal limits for their aggregate exposure to all NBFCs combined. Since these circulars limit a bank's exposure to NBFCs, the same consequently restricts our ability to borrow from banks.

Further, as per the extant guidelines by RBI, it has now been decided that rated exposures of banks to all NBFCs (including our Company), excluding Core Investment Companies (CICs), would be risk-weighted as per the ratings assigned by the accredited rating agencies, in a manner similar to that for corporates.

These circulars could affect our business and any similar notifications released by the RBI in the future, which has a similar impact on our business could affect our growth, margins and business operations.

18. Our Company may face asset-liability mismatches which could affect its liquidity and consequently may adversely affect our Company's operations and profitability.

A significant portion of our Company's funding requirements is met through short-term and medium-term funding sources such as bank loans, non-convertible debentures, external commercial borrowings, working capital demand loans, cash credit, short term loans and commercial paper. However, a significant portion of our Company's assets (such as loans to its customers) have maturities with longer terms than its borrowings. Our Company may face potential liquidity risks due to varying periods over which our Company's assets and liabilities mature. Moreover, raising long-term borrowings in India has historically been challenging. Our Company's inability to obtain additional credit facilities, renew its existing credit facilities or avail long term finance in a timely and cost-effective manner to meet its maturing liabilities, or at all, may lead to gaps and mismatches between its assets and liabilities, which in turn may adversely affect our Company's liquidity position, and in turn, its operations, financial performance and cash flows.

We regularly monitor our funding levels to ensure we are able to satisfy the requirement for loan disbursements and maturity of our liabilities. As is typical for NBFCs, we maintain diverse sources of funding and liquid assets to facilitate flexibility in meeting our liquidity requirements. Liquidity is provided principally by long-term borrowings from banks, insurance companies and mutual funds, short and long-term general financing through the domestic debt markets, investment in liquid mutual funds, retained earnings, and equity issuances.

Our liquidity position may be adversely affected and we may be required to pay higher interest rates in order to meet our liquidity requirements in the future, which could have a material adverse effect on our business and financial results.

19. This Draft Shelf Prospectus includes certain Interim Condensed Standalone Ind AS Financial Statements in relation to our Company, which has been subjected to limited review. Reliance on such information should, accordingly, be limited. Additionally, our Company may publish additional Interim Condensed Standalone Ind AS Financial Statements or Financial Information during the Issue Period.

This Draft Shelf Prospectus includes Interim Condensed Standalone Ind AS Financial Statements September 2019 in relation to our Company for the six month period ended September 30, 2019 in respect of which the Auditors have issued their Review Report dated December 30, 2019. The Interim Condensed Standalone Ind AS Financial Statements September 2019 prepared by our Company have been subject only to a limited review (and not audited) and as described in Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information" Performed by the Independent

Auditor of the Entity" issued by the ICAI, and not to an audit, any reliance by prospective investors on such Interim Condensed Standalone Ind AS Financial Statements September 2019 should, accordingly, be limited. For further details in relation to the Interim Condensed Standalone Ind AS Financial Statements September 2019, see the chapter titled "*Financial Information*" beginning at page 146 of this Draft Shelf Prospectus.

Any financial statement and/or results published in the future may not be consistent with past performance. Accordingly, prospective investors should rely on their independent examination of our financial position and results of operations, and should not place undue reliance on, or base their investment decision solely on the financial information included in this Draft Shelf Prospectus.

20. 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.

We have certain proceedings pending under the IT Act before the Income Tax Appellate Tribunal. Under section 281 of the IT Act and circular bearing number 04/2011 dated July19, 2011, our Company is required to obtain prior consent of the assessing officer to create the security provided for the Issue to the extent classified as assets under section 281 of the IT Act, during the pendency of such proceedings. We have made an application to the relevant assessing officer seeking such prior consent on October 14, 2019 and have received acknowledgment in relation to the same. In the event that such consent is revoked, the security provided for the Issue to the extent classified as 'Assets' under section 281 of the IT Act will be void as against any claim in respect of any tax or any other sum payable by our Company, including as a result of the completion of these proceedings.

21. We have in this Draft Shelf Prospectus included certain non-GAAP financial measures and certain other financial information related to our operations and financial performance. These non-GAAP measures and financial information may vary from any standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies.

Certain non-GAAP financial measures and certain other financial information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Shelf Prospectus. We compute and disclose such non-GAAP financial measures and such other financial information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other NBFCs and financial services companies**.** Further, such non-GAAP measures are not measures of operating performance or liquidity defined by generally accepted accounting principles and may not be comparable to similarly titled measure presented by other companies.

22. There are modifications in the (i) Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2016 on the standalone financial statement for the years ended March 31, 2019 (ii) Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2016 on the standalone financial statement for the years ended March 31, 2018, 2017 and 2016 and (iii) Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2015 on the standalone financial statement for the years ended March 31, 2015.

There are modifications in the (i) Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2016 on the standalone financial statement for the years ended March 31, 2019; (ii) Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2016 on the standalone financial statement for the years ended March 31, 2018, 2017 and 2016; (iii) Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2015 on the standalone financial statement for the years ended March 31, 2015. The aforesaid are reproduced below:

- There were outstanding dues of income tax on account of dispute as of March 31, 2015, March

31, 2016, March 31, 2017, March 31, 2018, March 31, 2019; and

- There was an instance of fraud on the Company by its customers in the financial year ended March 31, 2015

There can be no assurance that our statutory auditors will not include such modifications or any other matters of emphasis or other similar comments or modifications in the audit reports to our audited financial statements in the future, or that such modification will not affect our financial results in future fiscal periods. Investors should consider such matters of emphasis and related remarks in evaluating our financial condition and results of operations.

23. Our Company's inability to recover the amounts due from customers to whom it has provided unsecured loans in a timely manner, or at all, and its customers failure to comply with applicable statutory or regulatory requirements in relation to such loans could adversely affect our Company's operations and profitability.

Our Company's Loan Book derived as per Ind AS, as on September 30, 2019, March 31, 2019 and March 31, 2018, includes unsecured loans which constitutes 18.60%, 18.72% and 19.62% respectively. In the event of defaults by such customers, our Company's ability to realise the amounts due to it from the loans would be restricted to initiating legal proceedings for recovery as our Company will not have the benefit of enforcing any security interest. There can be no guarantee as to the length of time it could take to conclude such legal proceedings or for the legal proceedings to result in a favourable decision for our Company. Furthermore, our Company's structured collateralised credit products generally do not contain restrictions on the purpose for which the loans are given. As a result, its customer may utilise such loans for various purposes which are often incapable of being monitored on a regular basis, or at all.

24. A decline in our Company's capital adequacy ratio could restrict its future business growth.

Our Company's capital adequacy ratio computed on the basis of the applicable RBI norms was 19.12%, 17.45%, 17.89%, 17.33% and 16.15%, as at September 30, 2019, March 31, 2019, March 31, 2018, March 31, 2017 and March 31, 2016, respectively, with Tier I Capital comprising 15.52%, 14.33% and 14.62% as at September 30, 2019, March 31, 2019 and March 31, 2018 and Tier II Capital comprising of 3.60%, 3.13% and 3.28% as at September 30, 2019, March 31, 2019 and March 31, 2018.

Further, as at March 31, 2017 and March 31, 2016, Tier I Capital comprises of 13.69% and 13.64% respectively and the Tier II Capital comprises of 3.64% and 2.51% respectively.

If our Company continues to grow its Loan Book derived as per Ind AS and asset base, it will be required to raise additional Tier I and Tier II Capital in order to continue to meet applicable capital adequacy ratios with respect to its business. There can be no assurance that our Company will be able to raise adequate additional capital in the future on terms favourable to our Company, in a timely manner, or at all and this may adversely affect the growth of our Company's business.

25. Our contingent liabilities could adversely affect our financial condition and cash flows.

As per the Audited Standalone Financial Statements (under Ind AS) of our Company for year ended March 31, 2019 and as per Interim Condensed Standalone Ind AS Financial Statements September 2019, we had certain contingent liabilities not provided for as per Ind AS 37 notified under section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, amounting to ₹ 13,589.67 lakhs and ₹ 10,747.63 lakhs. The contingent liability amounts disclosed in our Audited Standalone Financial Statements (under Ind AS) represent estimates and assumptions of our management based on advice received. If, for any reason, these contingent liabilities materialize, it may adversely affect our financial condition and cash flows. For further details in relation to contingent liability as per Ind AS 37, please refer to chapter titled "*Financial Information*" beginning on page 146 of this Draft Shelf Prospectus.

26. We introduce new products for our customers and there is no assurance that our new products will be profitable in the future.

We introduce new products and services in our existing lines of business. We may incur costs to expand our range of products and services and cannot guarantee that such new products and services will be

successful once offered, whether due to factors within or outside of our control, such as general economic conditions, a failure to understand customer demand and market requirements or a failure to understand the regulatory and statutory requirements for such products or management focus on these new products. If we fail to develop and launch these products and services successfully, we may lose a part or all of the costs incurred in development and promotion or discontinue these products and services entirely, which could in turn adversely affect our business and results of operations.

27. Our Company's success depends, to a large extent, upon its management team and key personnel and its ability to attract, train and retain such persons. Our Company's inability to attract and retain talented professionals or the loss of key management personnel may have an adverse impact on its business and future financial performance.

Our Company's ability to sustain the rate of growth depends significantly on selecting and retaining key managerial personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. Our Company faces a continuing challenge to recruit, adequately compensate and retain a sufficient number of suitably skilled personnel, knowledgeable in sectors to which it lends. There is significant competition in India for such personnel, which has increased in recent years as a significant number of banks, NBFCs and housing finance companies ("**HFCs**") have recently commenced operations. If our Company is unable to hire additional qualified personnel or to retain them, our Company's ability to expand its business may be impaired. Our Company will need to recruit new employees who will have to be trained and integrated within our Company's operations. In addition, our Company will have to train existing employees to adhere to internal controls and risk management procedures. Failure to train and motivate its employees properly may result in an increase in employee attrition rate, a requirement to hire additional employees, an erosion of the quality of customer service, a diversion in the management's resources, an increase in its exposure to high-risk credit and an increase in costs for our Company. Hiring and retaining qualified and skilled managers are critical to our Company's future as its business model depends on its credit-appraisal and asset valuation mechanism which are personnel-driven. Moreover, competition for experienced employees can be intense, and has intensified in the recent financial periods. While our Company has an incentive structure, our Company's inability to attract and retain talented professionals or the loss of key management personnel may have an adverse impact on our Company's business and future financial performance.

28. A failure or inadequacy in our Company's information technology and telecommunication systems or its inability to adapt to rapid technological changes may adversely affect its business, results of operation, financial condition and cash flows.

Our Company's ability to operate and remain competitive depends in part on its ability to maintain and upgrade its information technology systems and infrastructure on a timely and cost-effective basis, including its ability to process a large number of transactions on a daily basis. Our Company's operations also rely on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. Our Company's financial, accounting or other data processing systems and management information systems or its corporate website may fail to operate adequately or become disabled as a result of events that may be beyond its control, including a disruption of electrical or communications services. Further, the information available to and received by our Company's management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations. If any of these systems are disabled or if there are other shortcomings or failures in our Company's internal processes or systems, it may disrupt our Company's business or impact its operational efficiencies and render it liable to regulatory intervention or damage to its reputation. The occurrence of any such events may adversely affect our Company's business, results of operations, financial condition and cash flows.

Our Company is dependent on various external vendors for the implementation of certain elements of its operations, including implementing information technology infrastructure and hardware, industry standard commercial off-the-shelf products, networking and back-up support for disaster recovery. Our Company is, therefore, exposed to the risk that external vendors or service providers may be unable to fulfil their contractual obligations to it (or will be subject to the risk of fraud or operational errors by their respective employees) and the risk that their (or their vendors') business continuity and data security systems prove to be inadequate or fail to perform. Failure to perform any of these functions by our Company's external vendors or service providers could materially and adversely affect its business, results of operations and cash flows.

In addition, the future success of our Company's business will depend in part on its ability to respond to technological advances and to emerging financing industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that our Company will successfully implement new technologies effectively or adapt its technology and systems to meet customer requirements or emerging industry standards. If our Company is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, its financial condition could be adversely affected. Any technical failures associated with its information technology systems or network infrastructure, including those caused by power failures and other unauthorised tampering, may cause interruptions or delays in our Company's ability to provide services to its customers on a timely basis or at all, and may also result in added costs to address such system failures and/or security breaches, and for information retrieval and verification.

29. Our Company is exposed to operational risks, including employee negligence, petty theft, burglary and embezzlement and fraud by employees, agents, customers or third parties, which could harm our Company's results of operations and financial position.

Our Company is exposed to many types of operational risks. Operational risks can result from a variety of factors, including failure to obtain proper internal authorisations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Our Company attempts to mitigate operational risk by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures, undertaking regular contingency planning and providing employees with continuous training. Any failure to mitigate such risks may adversely affect our Company's business and results of operations.

In addition, some of our Company's transactions expose it to the risk of misappropriation or unauthorised transactions by its employees and fraud by its employees, agents, customers or third parties. Our Company's insurance policies, security systems and measures undertaken to detect and prevent these risks may not be sufficient to prevent or deter such activities in all cases which may adversely affect our Company's operations and profitability. Furthermore, our Company may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by its representatives and employees which could adversely affect its goodwill.

30. Significant fraud, system failure or calamities could adversely impact our Company's business.

The financial services industry in India is undergoing rapid and significant technological and other changes. We use technology in many aspects of our business. If we do not anticipate, innovate, keep pace with and adapt to technological and other changes impacting the Indian financial services industry, it could harm our ability to compete in the market, decrease the attractiveness of our products to customers and materially and adversely affect our business prospects. There can be no assurance that we will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive finance industry. Increasing competition may adversely affect our net interest margins, income and market share. For further information, see "*Our Business*" on page 81 of this Draft Shelf Prospectus.

Our Company seeks to protect its computer systems and network infrastructure from physical break-ins as well as fraud and system failures. Computer break-ins and power and communication disruptions could affect the security of information stored in and transmitted through our Company's computer systems and network infrastructure. Our Company employs security systems, including firewalls and password encryption, designed to minimise the risk of security breaches. Although our Company intends to continue to implement security technology and establish operational procedures to prevent fraud, break-ins, damage and failures, there can be no assurance that these security measures will be adequate. A significant failure of security measures or operational procedures could have a material adverse effect on our Company's business and its future financial performance. Although our Company takes adequate measures to safeguard against system-related and other frauds, there can be no assurance that it would be able to prevent frauds.

31. Our Company's insurance coverage may not adequately protect our Company against losses which could adversely affect our Company's business, financial condition, cash flows and results of operations.

Our Company maintains insurance coverage that our Company believes is adequate for its operations. Our Company's insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. Our Company maintains general insurance for burglary, electronic equipment, machinery breakdown, directors' and officers' liability and comprehensive general liability insurance. However, our Company cannot assure you that the terms of its insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Any successful assertion of one or more large claims against our Company that exceeds our Company's available insurance coverage or changes in our Company's insurance policies, including any increase in premium or any imposition of larger deductibles or co-insurance requirements could adversely affect our Company's business, financial condition, cash flows and results of operations. In addition, some of our Company's collaterals which were provided for the loans may not be adequately insured and this may expose our Company to a loss of value for the collateral. As a result, our Company may not be able to recover the full value of the collateral. Any loss of value of the collateral may have a material adverse effect on our Company's profitability and business operations.

32. Our Company's ability to assess, monitor and manage risks inherent in our Company's business differs from the standards of some of its counterparts.

Our Company is exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our Company's risk management is limited by the quality and timeliness of available data. Our Company's hedging strategies and other risk management techniques may not be fully effective in mitigating its risks in all types of market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are derived from the observation of historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the indication based on historical measures. Other risk management methods depend on an evaluation of information regarding markets, customers or other matters. This information may not be accurate, complete, up-to-date or properly evaluated. The management of operational, legal or regulatory risk requires, among other things, proper policies and procedures to record and verify a number of transactions and events. Although our Company has established these policies and procedures, they may not be fully effective.

Our Company's future success will depend, in part, on our Company's ability to respond to new technological advances and emerging market standards and practices in a cost-effective and timely manner. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that our Company will be able to successfully implement new technologies or adapt its transaction processing systems in accordance with the requirements of customers or emerging market standards.

33. Our Company's business is dependent on relationships established through its branches with its clients. Any events that harm these relationships including closure of branches or the loss of our Company's key personnel or employees may lead to a decline in our Company's revenue and profits. Further, our Company's results of operations and cash flows could be adversely affected in the event of any disputes with its employees.

Our Company's business is dependent on the key personnel and employees who directly manage client relationships. Our Company encourages dedicated personnel to service specific clients since our Company believes that this leads to long-term client relationships, a trust based business environment and over time, better cross-selling opportunities. While no key personnel or employees contribute a significant percentage of the business, the business may suffer materially if a substantial number of them either becomes ineffective or leaves the organisation. As a result, there may be an adverse effect on our Company's business and profits.

As at September 30, 2019, our Company employed 1,927 full-time employees. At present, none of our Company's employees are members of any labour union. While our Company believes that our Company maintains good relationships with its employees, there can be no assurance that our Company

will not experience future disruptions to its operations due to disputes or other problems with its work force which may adversely affect our Company's cash flows, business and results of operations.

34. Our Company's reliance on any misleading or misrepresented information provided by potential customers or counterparties or an inaccurate credit appraisal by our Company's employees may affect its credit judgments, as well as the value of and title to the collateral, which may adversely affect its reputation, cash flows, business and results of operations.

We depend on the accuracy and completeness of information about customers and counterparties for our business. In deciding whether to extend credit or enter into other transactions with customers and counterparties, our Company may rely on information furnished to it by or on behalf of customers and counterparties, including financial statements and other financial information. Our Company may also rely on certain representations in relation to the accuracy and completeness of that information as well as independent valuation reports and title reports with respect to the collateral. In addition, our Company may rely on reports of the independent auditors in relation to the financial statements. For example, in deciding whether to extend credit, our Company may assume that a customer's audited financial statements conform to GAAP and the financial condition, results of operations and cash flows of the customer are presented fairly in all material respects. Our Company's financial condition, cash flows and results of operations may be adversely affected by relying on financial statements that do not comply with GAAP or other information that may be materially misleading. Moreover, our Company has implemented Know Your Customer ("**KYC**") checklist and other measures to prevent money laundering. There can be no assurance that information furnished to our Company by potential customers and any analysis of such information or the independent checks and searches will return accurate results, and our Company's reliance on such information may affect its judgement of the potential customers' credit worthiness, as well as the value of and title to the collateral, which may result in our Company having to bear the risk of loss associated with such misrepresentations. In the event of the ineffectiveness of these systems, and any misrepresentation, errors in or incompleteness of such information our Company's reputation, cash flows, business and results of operations may be adversely affected.

Our Company may also be affected by the failure of its employees to adhere to the internal procedures and an inaccurate appraisal of the credit or financial worth of its clients. Inaccurate appraisal of credit may allow a loan sanction which may eventually result in a bad debt on our Company's books of accounts. In the event our Company is unable to mitigate the risks that arise out of such lapses, our Company's business and results of operations may be adversely affected.

35. Our Company may not be able to detect money-laundering and other illegal or improper activities fully or on a timely basis, which could expose it to additional liability and harm its business or reputation.

Our Company is required to comply with applicable anti-money-laundering and anti-terrorism laws and other regulations in India. Our Company, in the course of its operations, runs the risk of failing to comply with the prescribed KYC procedures and the consequent risk of fraud and money laundering by dishonest customers despite putting in place systems and controls customary in India to prevent the occurrence of these risks. Although our Company believes that it has adequate internal policies, processes and controls in place to prevent and detect any money laundering activity and ensure KYC compliance, there can be no assurance that our Company will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions including imposition of fines and other penalties. Our Company, in certain of its activities and in pursuit of its business, runs the risk of inadvertently offering its financial products and services ignoring customer suitability and appropriateness despite having a KYC and anti-money laundering measures and associated processes in place. Such incidents may adversely affect our Company's business and reputation.

36. Our Company is exposed to fluctuations in the market values of its investment and other asset portfolio.

The financial markets' turmoil have adversely affected economic activity globally including India. Continued deterioration of the credit and capital markets may result in volatility of our Company's investment earnings and impairments to our Company's investment and asset portfolio. Further, the value of our Company's investments depends on several factors beyond its control, including the domestic and international economic and political scenario, inflationary expectations and the RBI's

monetary policies. Any decline in the value of the investments could negatively impact our Company's financial condition and cash flows.

37. Our Company may experience difficulties in expanding its business into new regions and markets in India and introducing its complete range of products in each of its branches.

Our Company continues to evaluate attractive growth opportunities to expand its business into new regions and markets in India. Factors such as competition, culture, regulatory regimes, business practices and customs and customer requirements in these new markets may differ from those in our Company's current markets and our Company's experience in its current markets may not be applicable to these new markets. In addition, as our Company enters new markets and geographical regions, our Company is likely to compete with other banks and financial institutions that already have a presence in those jurisdictions and markets. As these banks and financial institutions are more familiar with local regulations, business practices and customs, they may have developed stronger relationships with customers.

Our Company's business may be exposed to various additional challenges including obtaining the necessary governmental approvals, identifying and collaborating with local business and partners with whom our Company may have no previous working relationship, successfully gauging market conditions in the local markets in which our Company has no previous familiarity, attracting potential customers in a market in which our Company does not have significant experience or visibility, being susceptible to local taxation in additional geographical areas in India and adapting our Company's marketing strategy and operations to the different regions of India in which different languages are spoken. Our Company's inability to expand its current operations may adversely affect its business prospects, financial conditions, cash flows and results of operations.

38. The SMEs to which our Company provides loans may not perform as expected and our Company may not be able to control the non-performance of such businesses.

Our Company provides loans to select growing SMEs which obtain loans against their assets and profits made by them. Our Company does not manage, operate or control such businesses or entities. Further, our Company has no control over those businesses' functions or operations. As a result, such businesses may make business, financial or management decisions which our Company does not agree or the majority shareholders or the management of such companies may make business, financial or management decisions that may be adverse to, or otherwise act in a manner that does not serve, our Company's best interests. The repayment of the loans extended to such businesses will depend to a significant extent on the specific management team of the relevant borrower entity. The actions taken by the management of our Company's customers may lead to significant losses and affect their ability to repay our Company's loans. Consequently, this may adversely affect our Company's financial performance and cash flows.

39. The trade mark/service mark and logo in connection with the "Aditya Birla Capital" brand which we use is licensed to us and consequently, any termination or non-renewal of such license may adversely affect our goodwill, operations and profitability.

We operate in a competitive environment, and we believe that our brand recognition is a significant competitive advantage to us. The trade mark/service mark and logo in connection with the "Aditya Birla Capital" brand which we use is licensed to us and consequently, any termination or non-renewal of such license may adversely affect our goodwill, operations and profitability. Please see the chapter "*Our Business – Intellectual Property"* on page 116 of this Draft Shelf Prospectus, in relation to the trademarks used by our Company.

If the trademark license agreement is not renewed or terminated, we may need to change our name, trade mark/service mark or the logo. Any such change could require us to incur additional costs and may adversely impact our goodwill, business prospects and results of operations.

40. Our Company has entered into related party transactions and may continue to enter into related party transactions which may involve conflict of interest.

Our Company has entered into related party transactions, within the meaning of AS 18 as issued by the

Companies (Accounting Standards) Rules, 2006 as amended from time to time and Ind AS 24 issued by the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. Such transactions may potentially give rise to current or potential conflicts of interest with respect to dealings between our Company and such related parties. While our Company believes that all related party transactions entered into are conducted on an arms' length basis and in the ordinary course of business, there can be no assurance that it could not have achieved more favourable terms if such transactions had not been entered into with related parties. Additionally, there can be no assurance that any dispute that may arise between our Company and related parties will be resolved in our Company's favour. For details, see "*Related Party Transactions*" on page 145 of this Draft Shelf Prospectus.

41. Certain facts and statistics are derived from publications not independently verified by our Company, the Lead Managers or their respective advisors.

The information in the section titled "Industry Overview" of this Draft Shelf Prospectus has been derived from the report titled "Infrastructure Debt Funds" dated January 2019 and "Retail – NBFC Credit Trends" dated April 2019, (the "**Report**") issued by ICRA Limited. While our Company has taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by our Company, the Lead Managers or their respective advisors and, therefore, they make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside India. Due to possibly flawed or ineffective calculation and collection methods and other problems, the facts and statistics in this Draft Shelf Prospectus may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, there can be no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

42. We may be unable to protect our logos, brand names and other intellectual property rights which are critical to our business.

Our logos, brand names and other intellectual property rights are crucial to our business operations. Although we have incurred and expect to continue to incur substantial expenditure in promoting our logos and brand names, we do not have the intellectual property rights to some of the logos and brand names. Our Company has not made an application for and consequently does not own trademark registrations for certain logos used in our business including our corporate logo:



.We may not be able to prohibit the use of such intellectual property by any third party and may, in the future, face claims and legal actions by third parties that may use, or dispute our right to use, the logos and brand names under which our business currently operates and we may be required to resort to legal action to protect our logos and brand names. Any adverse outcome in such legal proceedings may impact our ability to use our logos, brand names and other intellectual property in the manner in which such intellectual property is currently used or at all. Further, such adverse outcome may require us to incur significant additional expenditure to develop new logos or brand names. There can be no assurance that we will be able to promote and popularize such new logos or brand names to levels which are similar to our current brands or at all. Any of the above could have a material adverse effect on our business and our financial condition.

43. Majority of our premises where our branch offices are located are not owned by us and in the event our rights over the properties is not renewed or is revoked or is renewed on terms less favourable to us, our business activities may be temporarily disrupted.

At present, majority of our premises our branch offices are not owned by us. All such non-owned properties are leased or licensed to us. If the owners of these properties do not renew the agreements under which we occupy the premises or only agree to renew such agreements on terms and conditions that are unacceptable to us, or if the owners of such premises withdraw their consent to our occupancy, our operations may suffer a temporary disruption. We may be unable to locate suitable alternate facilities on favorable terms, or at all, and this may have a material adverse effect on our business, results of operations, financial condition and cash flows.

44. We rely on direct selling agents (DSAs) and third party vendors to sell our products across the country. These DSAs and third party vendors may not perform their obligations satisfactorily or in compliance with law or may be part of unlawful/unethical behavior which may adversely affect the business and reputation of our Company.

We enter into direct selling arrangements with DSAs for the purpose of marketing and selling our products across India. Although adequate due diligence is conducted before entering into any DSA arrangement with any person, we cannot guarantee that there shall be no disruptions in the provision of their services to our Company or that these DSAs will adhere to their contractual obligations. If there is a disruption in the services of these DSAs, or if the DSAs discontinue their service agreement with us, our business, financial condition, cash flows and results of operations will be adversely affected. In case of any dispute between our Company and the DSAs, we cannot assure you that the terms of the agreements/arrangements entered into with the DSAs will not be breached, which may result in litigation costs. Such additional cost, in addition to the cost of entering into agreements with other DSAs, may materially and adversely affect our business, financial condition, cash flows and results of operations. Further, our DSAs or the personnel they employ may be engaged in unethical or unlawful behaviour or they may misrepresent or mis-sell our products and services. Due to this, we may also suffer from reputational and legal risks and these actions may materially and adversely affect our business, financial condition, cash flows and results of operations.

We enter into outsourcing arrangements with third party vendors for a number of services required by us. These vendors provide services, which include, among others, software services and client sourcing. Though adequate due diligence is conducted before finalizing such outsourcing arrangements, we cannot guarantee that there will be no disruptions in the provision of such services or that these third parties will adhere to their contractual obligations. If there is a disruption in the third-party services, or if the third-party service providers discontinue their service agreement with us, our business, financial condition, cash flows and results of operations will be adversely affected. In case of any dispute, we cannot assure you that the terms of such agreements will not be breached, which may result in litigation costs. Such additional cost, in addition to the cost of entering into agreements with third parties in the same industry, may materially and adversely affect our business, financial condition, cash flows and results of operations. We may also suffer from reputational and legal risks if our third-party service providers act unethically or unlawfully or misrepresent or mis-sell our products and services, which could materially and adversely affect our business, financial condition, cash flows and results of operations.

45. The new bankruptcy code in India may affect our rights to recover loans from borrowers.

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

In case insolvency proceedings are initiated against a debtor to our Company, we may not have complete control over the recovery of amounts due to us. Under the Bankruptcy Code, upon invocation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Any decision of the committee of creditors must be taken by a vote of not less than 66% of the voting share of all financial creditors. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it.

In case a liquidation process is opted for, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes, debts owed to workmen and other employees, and debts owed to unsecured credits. Further, under this process, dues owed to the Central and State Governments rank at par with those owed to secured creditors. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority.

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

46. We are required to prepare our financial statements with effect from April 1, 2018 under the Ind AS. As Ind AS differs in various respects from Indian GAAP, our financial statements for the financial year 2019 may not be comparable to our historical financial statements.

We were required to prepare our financial statements in accordance with Indian GAAP upto financial year ended March 31, 2018. The Companies (Indian Accounting Standards) Rules, 2015 ("**IAS Rules**"), as amended enacted Ind AS to converge with IFRS with few exceptions and exemptions. The IAS Rules provide that the financial statements of the companies to which they apply shall be prepared in accordance with Ind AS, although any company may voluntarily implement Ind AS for the accounting period beginning from April 1, 2015. All NBFCs having a net worth of more than ₹ 5,000 million are required to mandatorily adopt Ind AS for the accounting period beginning from April 1, 2018 with comparatives for the period ending on March 31, 2018.

Our financial statements for financial year ended March 31, 2019 and for comparable period for the financial year ended March 31, 2018 have been adjusted for the changes in financial reporting requirements arising from new standards, modifications to the existing standards, guidelines issued by the Ministry of Corporate Affairs or changes in the use of one or more optional exemptions from full retrospective application of certain Ind AS permitted under Ind AS 101. For a summary of the significant qualitative differences between Indian GAAP and Ind AS, as applicable to our Company, see "*Summary of Significant Differences Between Indian GAAP and Ind AS*" on page 148 of this Draft Shelf Prospectus. However, this summary may not contain all significant differences between Indian GAAP and Ind AS applicable to our Company and reliance by prospective investors on this summary should be limited. Accordingly, our financial statements for the period commencing from April 1, 2018 are not comparable to our historical financial statements.

B. Risks pertaining to this Issue

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

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

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

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter-alia including our financial condition, cash flows, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the NCD holders on the assets adequate to ensure 100.00% asset cover for the NCDs, which shall be free from any encumbrances except as disclosed in the chapter '*Financial Indebtedness*' on page 151 of this Draft Shelf Prospectus, the realisable value of the assets charged as security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. A failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose you to a potential loss.

3. There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all.

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been issued and allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the Stock Exchanges. There could be a failure or delay in listing the NCDs on the Stock Exchanges for reasons unforeseen. If permission to deal in and for an official quotation of the NCDs is not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all monies received from the Applicants in accordance with prevailing law in this context and pursuant to this Draft Shelf Prospectus.

There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all.

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

The NCDs proposed to be issued under this Issue have been rated [ICRA] AAA(stable) (pronounced as ICRA Triple A stable) for an amount of ₹ 5,00,000 lakhs, by ICRA vide their letter dated March 5, 2019 and revalidated by letter dated July 1, 2019 and further revalidated by letter dated August 29, 2019 and further revalidated by letter dated October 10, 2019 and further revalidated by letter dated November 15, 2019 and further revalidated by letter dated December 18, 2019 and 'IND AAA' Stable Outlook' (pronounced as Triple A stable) for an amount of ₹ 5,00,000 lakhs by India Ratings and Research Private Limited vide their letter dated March 13, 2019 and revalidated by letter dated June 19, 2019 and further revalidated by letter dated August 26, 2019 and further revalidated by letter dated October 7, 2019 and further revalidated by letter dated December 06, , 2019. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings. Any downgrade of our credit ratings would increase borrowing costs and constraint our access to capital and debt markets and, as a result, would negatively affect our net interest margin and our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. Any such adverse development could adversely affect our business, financial condition, cash flows and results of operations.

5. Securities on our Secured NCDs may be exclusive and/or rank pari passu with any of our Company's secured obligations (with the exceptions of any exclusive charge created by the Company).

Substantially all of our Company's assets represented by the loan receivables (present and future) are being used to secure our Company's debt. Securities on our Secured NCDs may be exclusive and/or rank pari passu with any of our Company's secured obligations (with the exceptions of any exclusive charge created by the Company) with respect to the assets that secure such obligations. The terms of the NCDs do not prevent our Company from incurring additional debt nor creating additional security on the loan receivables charged to the NCD holders. Further no security will be created in relation to the Unsecured NCDs issued pursuant to the Issue.

6. Our Company may raise further borrowings and charge its assets.

Our Company may raise further borrowings and charge its assets. Our Company is free to decide the nature and ranking of security that may be provided for future borrowings. In such a scenario, the NCD holders will rank *pari passu* with other charge holder and to that extent, may reduce the amounts recoverable by the NCD holders upon our Company's bankruptcy, winding-up or liquidation.

7. Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.

The NCDs will be subordinated to certain liabilities preferred by law such as the claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of our business. In particular, in the event of bankruptcy, liquidation or winding-up, our Company's assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid as per Section 326 of the Companies Act, 2013. In the event of bankruptcy, liquidation

or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.

8. You may be subject to taxes arising on the transfer of the NCDs.

Transfer of NCDs by any holder may give rise to tax liability, as discussed in section entitled "*Statement of Tax Benefits*" on page 62 of this Draft Shelf Prospectus.

9. There may be no active market for the non-convertible debentures on the wholesale debt market segment of the stock exchange. As a result, the liquidity and market prices of the non-convertible debentures may fail to develop and may accordingly be adversely affected.

There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors inter alia including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country, (ii) the market for listed debt securities, (iii) general economic conditions, and, (iv) our financial performance, cash flows, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

10. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.

We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for our various financing activities including lending and investments, subject to applicable statutory and/or regulatory requirements, if applicable, to repay our existing loans and our business operations including for working capital requirements. For further details, see the section titled "*Objects of the Issue*" on page 59 of this Draft Shelf Prospectus. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. Further, as per the provisions of the Debt Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for the Issue.

11. There may be a delay in making refund to Applicants.

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

12. There are certain risks in connection with the Unsecured NCDs

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

13. If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to this Draft Shelf Prospectus, which may have a bearing on the timely redemption of the NCDs by our Company.

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital

& Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, any non banking finance company that intends to issue debentures shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 3lst day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at fifteen percent of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

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

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

C. External Risks

1. Our Company's results of operations have been, and may continue to be, adversely affected by Indian and international financial markets and economic conditions.

Our Company's business is highly dependent on Indian and international markets and economic conditions.

Our business is materially affected by conditions in the domestic and global financial markets, as well as economic and political conditions in India. Factors such as macroeconomic and monetary policies, volatility in security prices, industry specific trends, upward and downward trends in the market, legislation and regulations relating to the financial industries, inflation, foreign direct investment, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Unstable or volatile economic conditions could lead to a decrease in real estate and infrastructure projects, thereby reducing the demand for our real estate financing business as well.

The Indian financial market and the Indian economy are influenced by global economic and market conditions, particularly Asian emerging market countries. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Such periods and economic climate may deteriorate due to factors beyond our control, including rising interest rates or inflation, terrorism or political uncertainty, any adverse global or domestic events, including the events that may negatively impact liquidity and investment inflows from foreign and domestic investors.

2. Instability of global and Indian economies and banking sectors could affect the liquidity of our Company, which could have a material adverse effect on our Company's financial condition.

The credit markets in India have faced significant volatility, dislocation and liquidity constraints since the autumn of this year. The instability in the Indian credit markets has in the past resulted from significant write downs of asset value of financial institutions including banks (primarily in the public sector), housing finance companies and non-banking financial companies. Additionally, restructuring of assets under the newly enacted Insolvency and Bankruptcy Code, 2016, as amended, has also not yet resulted in significant recoveries by banks in India, amongst other lenders. Furthermore, there has been extreme volatility in the Indian equity markets and a sharp decline in the share prices of Indian finance companies including banks, housing finance companies and non-banking financial companies.

There can be no assurance that the current liquidity shortage in the Indian credit systems will materially improve in the near to medium term; and in some cases, at all. Additionally, if our Company were unable

to rely on the capital markets as a source of funding, the scale and nature of its operation would be affected.

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

Tax and other levies including stamp duty imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The statutory corporate income tax in India, which includes a surcharge on the tax and a health and education cess on the tax and the surcharge, is currently upto 34.94%. The central or state government may in the future increase the corporate income tax it imposes. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could adversely affect our business and results of operations.

4. Any adverse change in India's credit rating by an international rating agency could adversely affect our Company's business and profitability.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business, financial performance, profits and ability to obtain financing for capital expenditures and the interest and redemption of the NCDs.

5. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the payment of interest and redemption of the NCDs.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GOI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the payment of interest and redemption of the NCDs.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant

regulatory or economic developments in or affecting India or its financial services sectors.

6. The instability of economic policies and the political situation in India could adversely affect the Indian financing industry.

Our performance and the interest payable on the NCDs may be affected by changes in exchange rates, controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. The business of our Company may be affected by changes in GoI policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

Since 1991, successive Indian governments have pursued policies of economic liberalisation, financial sector reforms including significantly relaxing restrictions on the private sector. The governments have usually been multi-party coalitions with differing agendas. Any political instability could affect the rate of economic liberalisation and the specific laws and policies affecting foreign investment. A significant change in India's economic liberalisation and deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular, if any new restrictions on the private sector are introduced or if existing restrictions are increased.

7. Financial difficulties and other problems in certain financial institutions in India could cause our Company's business to suffer and adversely affect our Company's results of operations.

Our Company is exposed to the risks of the Indian financial system, which in turn may be affected by financial difficulties and other problems faced by certain Indian financial institutions. Our Company can also be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is commonly referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges which exposes our Company to the systemic risks faced by entities operating in the Indian financial system. For instance, certain Indian financial institutions have experienced difficulties in recent years, including with respect to write-offs of non-performing loans made to certain large, corporate borrowers. Some co-operative banks (which tend to operate in rural sector) have also faced serious financial and liquidity crises. There has been a trend towards consolidation with weaker banks and NBFCs merging with stronger entities. Any instability in or any difficulties faced by the Indian financial system could create an adverse market perception in relation to Indian financial institutions, banks and the NBFCs. This, in turn, could adversely affect our Company's business and future financial performance.

8. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may result in a loss of business confidence and as a result, these events may negatively affect our Company's business and the global financial markets. In addition, any deterioration in relations between India and its neighbouring countries might result in concerns by investors in relation to the stability in the Indian region, which may adversely affect our Company's business.

It is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on our Company. Such incidents may also result in general perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on our Company's business.

9. Natural calamities could have a negative impact on the Indian economy and could adversely affect our Company's business, cash flows and operations.

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determines their impact on the Indian economy. Further, prolonged spells of below normal rainfall or other natural calamities could have a negative impact on the Indian economy thereby, adversely affecting our Company's business, cash flows and operations.

SECTION III-INTRODUCTION
GENERAL INFORMATION

Our Company was originally incorporated on August 28, 1991 under the Companies Act, 1956 as Town Finance & Investments Private Limited with the Registrar of Companies, Maharashtra at Mumbai. Subsequently the name of the Company was changed to Town Finance & Investments Limited with effect from March 17, 1994. The name was further changed to BGFL Finance & Investments Limited and to Birla Global Asset Finance Company Limited and further changed to Birla Global Finance Company Limited with effect from April 27, 1995, March 14, 2001 and July 21, 2006, respectively. The name of the Company was further changed to its present name, i.e. Aditya Birla Finance Limited with effect from December 21, 2009. The Company shifted in registered address from the state of Maharashtra to the state of Gujarat in furtherance of a Company Law Board Order 67/17/CLB/MB/2011/1218 dated March 17, 2011 and a fresh certificate of incorporation was issued by the Registrar of Companies, Gujarat, Ahmedabad vide its certificate dated March 30, 2011 to the Company. For further details see the chapter titled "*History, Main Objects and Key Agreements*" on page 118 of this Draft Shelf Prospectus.

Registered Office

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Veraval – 362266, Gujarat
Tel: +91 2876 243257
Fax: +91 2876 243220
E-mail: debtinvestors@adityabirlacapital.com
Website: www.abfl.adityabirlacapital.com
PAN: AABCB5769M
LEI no.: 335800IJ54OQJYVFAH31

Corporate Office

One Indiabulls Centre, Tower 1, 18th Floor
Jupiter Mill Compound, 841 S.B Marg
Elphinstone Road, Mumbai – 400013
Maharashtra, India
Tel: +91 22 43567100
Fax: +91 22 43567266

Address of RoC

Ministry of Corporate Affairs
Office of Registrar of Companies
ROC Bhavan, Opp. Rural Park
Nr. Ankur Bus Stand, Naranpura
Ahmedabad 380013, Gujarat

Registration

The original Certificate of Incorporation was issued by RoC, Maharashtra, Mumbai with registration no. 11-63111 of 1991. The Company shifted in registered address from the state of Maharashtra to the state of Gujarat in furtherance of a Company Law Board Order 67/17/CLB/MB/2011/1218 dated March 17, 2011 and was issued Corporate Identification Number: U65990GJ1991PLC064603 by the RoC, Gujarat, Ahmedabad.

Our Company holds a certificate of registration dated August 9, 2011 bearing number N-01.00500 issued by the RBI to carry on the activities of a NBFC under section 45 IA of the RBI Act, 1934.

Chief Financial Officer

Mr. Sanjay Miranka
One Indiabulls Centre, Tower 1, 18th Floor
Jupiter Mill Compound, 841 S.B Marg
Elphinstone Road, Mumbai – 400013
Maharashtra, India
Tel: +91 22 4356 7290 / 7100
Fax: + 91 22 4356 7266
Email: debtinvestors@adityabirlacapital.com

Compliance Officer & Company Secretary

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

Mr. Ankur Shah
One Indiabulls Centre, Tower 1
18th Floor, Jupiter Mill Compound
841 S.B Marg, Elphinstone Road
Mumbai – 400 013
Tel: + 91 22 4356 7296/ 7100
Fax: + 91 22 4356 7266
Email: debtinvestors@adityabirlacapital.com

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

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 and the Bidding Centre of the relevant members of the Lead Managers 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 the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicant.

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

Lead Managers

Edelweiss Financial Services Limited
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Investor Grievance Email: customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Mr. Lokesh Singhi
Compliance Officer: Mr B. Renganathan
Tel (Compliance Officer): +91 22 4086 3535
SEBI Registration No.: INM0000010650
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Contact Person: Ms. Aanchal Wagle/ Mr. Lokesh Shah
Compliance Officer: Mr. Tejas Davda
SEBI Registration No.: INM000010411
CIN: L74899MH1993PLC274881

**In compliance with the proviso to Regulation 21A (1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, A. K. Capital Services Limited will be involved only in marketing of the Issue*.

Trust Investment Advisors Private Limited
109/110, Balarama, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Tel: (+91 22) 4084 5000
Fax: (+91 22) 4084 5007
Email: abfl_ncd2019@trustgroup.in
Investor Grievance Email: customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Ms. Hani Jalan
Compliance Officer: Mr. Ankur Jain
SEBI Registration No.: INM000011120
CIN: U67190MH2006PTC162464

Debenture Trustee:

Vistra ITCL (India) Limited*
The IL&FS Financial Centre
Plot C-22, G-Block, Bandra Kurla Complex
Bandra (E), Mumbai-400 051
Tel: +91 22 2659333
Fax: + 91 22 2653297
Email: itclcomplianceofficer@vistra.com
Investor Grievance Email: itclcomplianceofficer@vistra.com
Website: www.vistraitcl.com
Contact Person: Mr. Jatin Chonani – Compliance Officer
SEBI Registration No.: IND000000578
CIN: U66020MH1995PLC095507

*Vistra ITCL (India) Limited has by its letter dated July 17, 2019 given its consent for its appointment as Debenture Trustee to the Issue pursuant to regulation 4(4) of the Debt Regulations and for its name to be included in this Draft Shelf Prospectus, Shelf Prospectus, Tranche Prospectus(es) and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

All the rights and remedies of the Debenture Holders under the Issue shall vest in and shall be exercised by the appointed Debenture Trustee for the Issue without having it referred to the Debenture Holders. All investors under the Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for the Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company pro tanto from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed, please see "*Issue Related Information*" on page 244 of this Draft Shelf Prospectus.

Registrar to the Issue:

KFIN Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Selenium Tower-B,
Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally, Hyderabad – 500 032,
Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
Email: einward.ris@kfintech.com
Investor Grievance mail: abfl.ncdipo@kfintech.com
Website: kfintech.com
Contact Person: Mr. M Murali Krishna
Registration Number: INR000000221
CIN: U72400TG2017PTC117649

Statutory Auditor:

S.R. Batliboi & Co. LLP
12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West), Mumbai – 400028,
Maharashtra India
Tel: + 91 22 6819 8000
Email: srbc@srb.in
Firm Registration Number: 301003E/E300005

Date of appointment as Statutory Auditor: September 27, 2013

Credit Rating Agencies:

India Ratings and Research Private Limited
Wockhardt Tower,
4th floor, Bandra Kurla Complex,
Bandra East, Mumbai 400 051.
Tel: +91 22 4000 1700
Fax: +91 22 4000 1701
Email: shrikant.dev@indiaratings.co.in
Website: www.indiaratings.co.in
Contact Person: Mr. Shrikant Dev, Compliance Officer
SEBI Registration No.: IN/CRA/002/1999

ICRA Limited
Electric Mansion, 3rd Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai- 400 025
Tel: +91 22 6114 3406
Fax: +91 22 2433 1390
Email: shivkumar@icraindia.com
Website: www.icra.in
Contact Person: Mr. L Shivkumar
SEBI Registration No.: IN/CRA/008/2015

Industry Source:

ICRA Limited
Electric Mansion, 3rd Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai- 400 025
Tel: +91 22 6114 3406
Fax: +91 22 2433 1390
Email: shivkumar@icraindia.com
Website: www.icra.in
Contact Person: Mr. L Shivkumar
SEBI Registration No.: IN/CRA/008/2015

Legal Counsel to the Issue:

Khaitan & Co
One Indiabulls Centre,
13th Floor, Tower 1,
841 Senapati Bapat Marg
Mumbai- 400 013
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Bankers to the Issue:

Public Issue Account Bank:

As specified in relevant Tranche Prospectus.

Refund Bank

As specified in relevant Tranche Prospectus

Bankers to our Company

Axis Bank

Jeevan Prakash Building,
Ground Floor, Sir PM Road
Fort, Mumbai- 400 001
Tel: +91-22 4086 7336/7474
Fax: +91-22 4086 7327/7378
Email:
fort.operationshead@axisbank.com
Contact Person: Mr. Mehdiali Abbas Fateh
Website: www.axisbank.com

DBS Bank Limited

19th Floor, Express Towers,
Nariman Point, Mumbai-21
Tel: +91-22-66299778
Fax: +91-22-67528399
Email: saurabhbhansali@dbs.com
Contact Person: Mr. Saurabh Bhansali
Website: www.dbs.com

FirstRand Bank Limited

5th Floor, TCG Financial Centre, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400098
Tel: +91-022-66258785
Fax: +91-022-66258676
Email:
chirag.bagaria@firstrand.co.in
Contact Person: Mr**.** Chirag Bagaria
Website: www.firstrand.co.in

HSBC Limited

52/60 MG Road, Fort,
Mumbai 400001.
Tel: +91 22 22685487
Fax: +91 22 49146200
Email:
vishwajeet.b.nadkarni@hsbc.co.in
Contact Person: Mr. Vishwajeet Nadkarni
Website: www.hsbc.co.in.

Kotak Mahindra Bank Ltd.

27 BKC, G Block, Bandra Kurla Commercial Complex, Bandra (East)
Mumbai 400051
Tel: +91 22 6166 0363
Fax: +91 22 67132416
Email: vikash.chandak@kotak.com
Contact Person: Mr. Vikash Chandak
Website: www.kotak.com

Mizuho Bank Ltd.

Level 17, Tower-A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India
Tel: +91 22 49112118
Fax: +91 22 24916911
Email: nishith.pandya@mizuho-cb.com
Contact Person: Mr. Nishith Pandya
Website: www.mizuhobank.com

MUFG Bank Ltd.

Hoechst House, 15th Floor, 193,
Vinay K. Shah Marg,
Nariman Point, Mumbai – 400021
Tel: +91 22 66694172
Fax: +91 22 66693010
Email: pranav_daya@in.mufg.jp
Contact Person: Mr. Pranav Daya
Website: www.mufg.jp/english

Standard Chartered Bank

Corporate and Institutional Banking
5th Floor, Crescenzo, C- 38/39, G-Block,
Bandra Kurla Complex, Bandra East,
Mumbai- 400 051
Tel: +91 22 4265 8211
Email: Praveen.agarwal@sc.com
Contact Person: Mr. Praveen Agarwal
Website: https://www.sc.com/in/

State Bank of India

Corporate Accounts Group-BKC,
The Capital, 16th Floor, A Wing,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Tel: +91 22 61709621
Fax: +91 22 61709620
Email: agmamt2.cagbkc@sbi.co.in
Contact Person: Mr. V. Senthil Kumar
Website: https://bank.sbi

Consortium Members

As specified in relevant Tranche Prospectus.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated Branches of the SCSBs, with which an Applicant, not applying through the Syndicate/sub-syndicate or through a Registered Broker, CRTA or CDP may submit the Application Forms, is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. The Company, Lead Managers and/or the Registrar shall not be responsible for any loss/ inconvenience caused to any person in the event some SCSBs or their branches do not participate in the Issue which may lead to non acceptance or non allotment of the applications.

Syndicate SCSB Branches

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

Registered Brokers/ Designated CDP Locations/ Designated RTA Locations

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

CRTAs / CDPs

The list of the CRTAs and CDPs, eligible to accept Applications in the Tranche Issue, including details such as postal address, telephone number and e-mail address, are provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, for CRTAs and CDPs, as may be updated from time to time.

Impersonation

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

"Any person who:

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

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

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013"

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakh or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakh or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakh or with both.

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue Size. If our Company does not receive the minimum subscription of 75% of Base Issue Size, the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 working days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 working days from the Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this including the Debt Application Circular and the circular regarding Strengthening the Guidelines and Raising Industry Standard for CRTA, Issuer Companies and Banker to an Issue bearing no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018

Underwriting

As per the relevant Tranche Prospectus.

Arrangers to the Issue

As per the relevant Tranche Prospectus.

Credit Rating and Rationale

The NCDs proposed to be issued under this Issue have been rated [ICRA] AAA(stable) (pronounced as ICRA Triple A stable) for an amount of ₹ 5,00,000 lakhs, by ICRA vide their letter dated March 5, 2019 and revalidated by letter dated July 1, 2019 and further revalidated by letter dated August 29, 2019 and further revalidated by letter dated October 10, 2019 and further revalidated by letter dated November 15, 2019 and further revalidated by letter dated December 18, 2019 and 'IND AAA' Stable Outlook' (pronounced as Triple A stable) for an amount of ₹ 5,00,000 lakhs by India Ratings and Research Private Limited vide their letter dated March 13, 2019 and revalidated by letter dated June 19, 2019 and further revalidated by letter dated August 26, 2019 and further revalidated by letter dated October 7, 2019 and further revalidated by letter dated December 06, 2019. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

For the rating letter and rationale for these ratings, see Annexure A and Annexure B of this Draft Shelf Prospectus

Utilisation of Issue proceeds

For details on utilization of Issue proceeds please see "***Objects of the Issue***" on page 59 of this Draft Shelf Prospectus.

Issue Programme

ISSUE PROGRAMME*	
ISSUE OPENS ON	**As specified in the relevant Tranche Prospectus**
ISSUE CLOSES ON	**As specified in the relevant Tranche Prospectus**

** The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company or the Finance Committee. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of Issue closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE and NSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE and NSE.*

*Further please note that Application shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "**IST**") ("**Bidding Period**") during the Issue Period as mentioned above by the (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs as mentioned on the Application Form, except that on the Issue Closing Date when Applications shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by Stock Exchange(s). It is clarified that the Applications not uploaded in the Stock Exchange(s) Platform would be rejected.*

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

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

CAPITAL STRUCTURE

The following table lays down details of our authorised, issued, subscribed and paid up share capital and securities premium account as of September 30, 2019:

(₹ in lakhs)

Authorised share capital	Aggregate value
127,00,00,000 Equity shares of ₹10/- each	1270,00,00,000
100,00,00,000 Preference Shares of ₹10/- each	1000,00,00,000
1,00,00,000 8.00% Compulsory Convertible Cumulative Preference Shares of ₹10/- each	10,00,00,000
TOTAL	**22,800,000,000**
Issued, subscribed and paid up Equity Share capital	
65,62,45,197 Equity Shares of ₹10/- each, fully paid up	6,56,24,51,970
1,00,00,000 8.00 % Cumulative Redeemable Preference Shares of ₹10 /- each, fully paid up	10,00,00,000
Securities Premium Account	36,37,38,29,358
TOTAL	**43,03,62,81,328**

There will be no change in the equity capital structure and securities premium account on account of the issue and allotment of the NCDs.

None of the Equity Shares of our Company are neither pledged nor encumbered.

Note: Out of the total 65,62,45,197 Equity Shares of our Company, 65,62,45,137 Equity Shares are held in dematerialised form and 60 Equity Shares are in physical form.

Details of change in authorized share capital of our Company as on the date of this Draft Shelf Prospectus for last five years:

Date of shareholders' resolution	Particulars
December 20, 2012	The authorised share capital of our Company was increased from ₹ 1,00,000 Lakhs to ₹ 2,00,000 Lakhs
Not applicable (in 2015)	The authorised share capital Increase from ₹ 2,00,000 Lakhs to ₹ 2,28,000 Lakhs (on account of mergers detailed below). With effect from July 1, 2015 Madura Garments Lifestyle Retail Company Limited ("**MGLRCL**") merged with the Company with the effective date of merger being January 25, 2016. As a result of the said merger, 4250 lakh 0.01% compulsory convertible cumulative preference shares of the Company held by MGLRCL got cancelled. The Company had to issue equity shares to the equity shareholders of MGLRCL aggregating to 534,55,883 equity shares of ₹ 10 each fully paid, in the ratio of 9 (nine) equity shares of the Company for every 32 (thirty two) equity shares held in MGLRCL and 1,00,00,000 8% cumulative preference shares of ₹10 each fully paid, in the ratio of one preference share of the Company for every one preference share held in MGLRCL. Further, with effect from April 1, 2016 the wealth business of Aditya Birla Money Mart Limited merged with the Company with the effectiveness date of merger being December 31, 2016. As a result of the said merger, your Company had to issue and allot equity shares in the ratio of 3 (three) equity shares in the Company of face value ₹10 (Rupees Ten Only) each credited as fully paid-up to each shareholder of ABMML for every 8 (Eight) equity shares of face value ₹10 (Rupees Ten Only) each fully paid up held by such shareholder in ABMML and 1 (One) equity share in the Company of face value ₹10 (Rupees Ten Only) each credited as fully paid-up to each preference shareholder of ABMML for every 36 (Thirty Six) 0.01% redeemable

Date of shareholders' resolution	Particulars
	Non-convertible cumulative preference shares of face value ₹10 (Rupees Ten Only) each fully paid up, on the same terms and conditions.

Equity Share capital history of our Company for the last five years as on the date of this Draft Shelf Prospectus:

The following is the history of the paid-up Equity Share capital of our Company for the last five years as on the date of this Draft Shelf Prospectus:

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Consideration in cash/ other than cash	Nature of allotment	Cumulative		
						No. of Equity Shares	Equity Share capital (₹)	Share premium account (₹)
January 31, 2014	48,400,000	10	31	Cash	Preferential issue	275,314,842	2,753,148,420	3,556,349,992
March 26, 2014	40,322,600	10	31	Cash	Preferential issue	315,637,442	3,156,374,420	4,403,124,592
September 29, 2014	34,722,222	10	36	Cash	Rights issue	350,359,664	3,503,596,640	5,305,902,364
January 23, 2015	23,809,524	10	42	Cash	Rights issue	374,169,188	3,741,691,880	6,067,807,132
February 13, 2015	16,666,700	10	42	Cash	Rights issue	390,835,888	3,908,358,880	6,601,141,532
March 27, 2015	59,523,810	10	42	Cash	Rights issue	450,359,698	4,503,596,980	8,505,903,452
November 17, 2015	10,000,000	10	126	Cash	Rights issue	460,359,698	4,603,596,980	9,665,903,452
December 29, 2015	4,000,000	10	126	Cash	Rights issue	464,359,698	4,643,596,980	10,129,903,452
February 3, 2016	53,455,883	10	NA	-	On merger of MGLRCL to its shareholders (premium of (₹ 4,264,221,390)	517,815,581	5,178,155,810	14,394,124,842
February 9, 2016	8,000,000	10	126	Cash	Rights issue	525,815,581	5,258,155,810	15,322,124,842
February 24, 2016	7,000,000	10	126	Cash	Rights issue	532,815,581	5,328,155,810	16,134,124,842
March 3, 2016	8,000,000	10	126	Cash	Rights issue	540,815,581	5,408,155,810	17,062,124,842
March 29, 2016	18,750,000	10	126	Cash	Rights issue	559,565,581	5,595,655,810	19,237,124,842
July 28,2016	11,513,158	10	152	-	Conversion of CCCPS into equity shares at a premium of ₹ 142 per share	571,078,739	5,710,787,390	20,871,993,278
July 29,2016	9,210,000	10	152	Cash	Rights issue	580,288,739	5,802,887,390	22,179,813,278
December 31, 2016	10,277,778	10	NA	-	On merger of ABMML to its shareholders	590,566,517	5,905,665,170	22,179,813,278
March 8, 2017	4,600,000	10	152	Cash	Rights issue	595,166,517	5,951,665,170	22,833,013,278
March 24, 2017	1,31,50,000	10	152	Cash	Rights issue	608,316,517	6,083,165,170	24,700,313,278
March 27, 2017	1,34,86,800	10	152	Cash	Rights issue	621,803,317	6,218,033,170	26,615,438,878
March 30, 2017	56,05,260	10	152	Cash	Rights issue	627,408,577	6,274,085,770	27,411,385,798
September 18, 2017	39,55,700	10	316	Cash	Rights issue	631,364,277	6,313,642,770	28,621,829,998
September 29, 2017	39,55,700	10	316	Cash	Rights issue	635,319,977	6,353,199,770	29,832,274,198

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Consideration in cash/ other than cash	Nature of allotment	Cumulative		
						No. of Equity Shares	Equity Share capital (₹)	Share premium account (₹)
December 28, 2017	29,60,000	10	338	Cash	Rights issue	638,279,977	6,382,799,770	30,803,154,198
March 28, 2018	73,96,500	10	338	Cash	Rights issue	645,676,477	6,456,764,770	33,229,206,198
September 27, 2018	77,17,000	10	324	Cash	Rights issue	653,393,477	6,533,934,770	35,652,344,198
March 28, 2019	28,51,720	10	263	Cash	Rights issue	65,62,45,197	6,56,24,51,970	36,345,312,158

Details of Promoter's shareholding in our Company's subsidiaries as on September 30, 2019:

Our Company does not have any subsidiary as on the date of this Draft Shelf Prospectus.

Shareholding of Directors in our Company as on September 30, 2019:

NIL. Further, none of our Directors hold any ESOPs of the Company.

Shareholding of directors in our Associate Companies, subsidiaries and joint venture: NIL

Shareholding pattern of our Company as of September 30, 2019:

The following is the shareholding pattern of our Company, as of September 30, 2019:

Sr No	Name of Equity Shareholders	No. of Shares	No. of Shares in Demat form	% of equity
1.	Aditya Birla Capital Ltd. (subsidiary of Grasim Industries Ltd.)	65,62,45,137	65,62,45,137	100
2.	ABCL jointly with ABNL Investment Limited	10	Nil	Negligible
3.	Mr. Manoj Shah*	10	Nil	Negligible
4.	Mr. Murlidhar Raut*	10	Nil	Negligible
5.	Ms. Pinky Mehta*	12	Nil	Negligible
6.	Mr. Ajay Kakar*	4	Nil	Negligible
7.	Mr. Subhro Bhaduri*	4	Nil	Negligible
8.	Mr. A. Dhananjaya*	4	Nil	Negligible
9.	Mr. Deepak Tripathi*	1	Nil	Negligible
10.	Mr. Goverdhan Gupta*	1	Nil	Negligible
11.	Mr. Bhadresh Khichi*	1	Nil	Negligible
12.	Mr. Dinesh Jain*	1	Nil	Negligible
13.	Mr. Gopal Pamnani*	1	Nil	Negligible
14.	Mr. R C Sharma*	1	Nil	Negligible
	Total (A)	65,62,45,197	65,62,45,137	100

**Nominees of Aditya Birla Capital Limited.*

Sr. No.	Name of Preference Shareholder	No. of Shares	% of Preference Shares
1.	Aditya Birla Capital Ltd.	1,00,00,000	100
	Total (B)	1,00,00,000	100
	Grand Total (A) + (B)	66,62,45,197	

Table I - Summary Statement holding of specified securities

Category code	Category of Shareholder	Number of Share-holders	Pre-Arrangement				Post-Arrangement				Shares pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Total number of shares	Number of shares held in Dematerialized form	Total shareholding as a percentage of total number of shares		Number of Shares	As a percentage
					As a percentage of (A+B)	As a percentage of (A+B+C)			As a percentage of (A+B)	As a percentage of (A+B+C)		
(I)	**(II)**	**(III)**	**(IV)**	**(V)**	**(VI)**	**(VII)**					**(VIII)**	**(IX)= (VIII)/(IV)*100**
(A)	**Shareholding of Promoter and Promoter Group**											
1	Indian	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals/Hindu Undivided Family	-	-	-	-	-	-	-	-	-	-	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate (including nominees)	14	65,62,45,197	65,62,45,137	100%	100%	65,62,45,197	65,62,45,137	100%	100%	-	-
(d)	Financial institutions/Banks	-	-	-	-	-	-	-	-	-	-	-
(e)	Any others (Specify)	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A) (1)	-	-	-	-	-	-	-	-	-	-	-
2	Foreign	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Residents Individuals)	-	-	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate (through GDRs)											
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-
(d)	Any others (Specify)[(1)]	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	10	65,62,45,197	65,62,45,137	100%	100%	65,62,45,197	65,62,45,137	100%	100%		

(B)	**Public Shareholding**											
1	**Institutions**											
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-
(b)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-
(d)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-
(i)	Foreign Bodies-DR	-	-	-	-	-	-	-	-	-	-	-
(j)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-
2	**Non-Institutions**											
(a)	Individuals	-	-	-	-	-	-	-	-	-	-	-
I	Individual shareholders holding nominal share capital up to ₹ 2 lakhs	-	-	-	-	-	-	-	-	-	-	-
II	Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs Registered with RBI	-	-	-	-	-	-	-	-	-	-	-
(c)	Overseas depositories (Holding GDRs)	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other	-	-	-	-	-	-	-	-	-	-	-
	Trusts	-	-	-	-	-	-	-	-	-	-	-
	Overseas Corporate Bodies[(2)]	-	-	-	-	-	-	-	-	-	-	-
	Non-Resident Indians	-	-	-	-	-	-	-	-	-	-	-

	Clearing Members	-	-	-	-	-	-	-	-	-	-	-
	NRI Non- Repatriation	-	-	-	-	-	-	-	-	-	-	-
	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-
	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-
	PI Opportunities Fund I	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B) (2)	-	-	-	-	-	-	-	-	-	-	-
1.	**Total Public Shareholding (B) = (B)(1)+ (B)(2)**	-	-	-	-	-	-	-	-	-	-	-
2.	**Shares held by Custodian for GDRs & ADRs**	-	-	-	-	-	-	-	-	-	-	-
3.	**Total Shareholding (A+B+C)**	10	65,62,45,197	65,62,45,137	100%	100%	65,62,45,197	65,62,45,137	100%	100%		

Details of the top 10 Equity shareholders of our Company as of September 30, 2019:

Given below are details of the equity shareholders of our Company as on September 30, 2019:

Sr. No	Name	No. of Equity Shares	No. of Equity Shares held in dematerialised form	Total shareholding as % of total no of Equity Shares
1.	Aditya Birla Capital Limited	65,62,45,137	65,62,45,137	100
2.	ABCL jointly with ABNL Investment Limited	10	--	Negligible
3.	Mr. Manoj Shah *	10	--	Negligible
4.	Mr. Murlidhar Raut *	10	--	Negligible
5.	Ms. Pinky Mehta *	12	--	Negligible
6.	Mr. Ajay Kakar*	4	--	Negligible
7.	Mr. Subhro Bhaduri*	4	--	Negligible
8.	Mr. A. Dhananjaya*	4	--	Negligible
9.	Mr. Deepak Tripathi*	1	--	Negligible
10.	Mr. Goverdhan Gupta*	1	--	Negligible
	Total	65,62,45,193	65,62,45,137	100

*Nominees of Aditya Birla Capital Limited.

Top 10 debenture holders (secured and unsecured) of our Company as of September 30, 2019

List of top 10 Debenture Holder (Secured)

Given below are details of the top 10 secured debenture holders of our Company as of September 30, 2019

(₹ in lakhs)

Sr. No	Name of Secured Debenture Holder	Amount
1	Life Insurance Corporation of India	203,700
2	HDFC Bank Ltd	175,000
3	Hindustan Zinc Limited	100,000
4	Wipro Limited	74,500
5	Citicorp Investment Bank (Singapore) Limited	67,000
6	Kotak Mahindra Trustee Co. Limited	64,690
7	Citibank N.A.	50,000
8	HDFC Trustee Company Limited	44,500
9	Reliance Capital Trustee Co Limited	38,720
10	Postal Life Insurance Fund A/C SBIFMPL	38,000
	Total	**8,56,110**

List of top 10 Debenture Holders (Unsecured, Redeemable Non-Convertible Subordinated Debentures of Face value of ₹ 10 lakhs each issued as Tier II Capital on private placement basis and not in reference to any particular series of debentures issued) as on September 30, 2019

(₹ in lakhs)

Sr. No	Name of Unsecured Debenture Holder	Amount
1	The Larsen And Toubro Officers And Supervisory Staff Providen t Fund	17,700
2	Aditya Birla Sun Life Insurance Company Limited	9,500
3	Maruti Suzuki India Limited Employees Provident Fund Trust	7,060
4	Visakhapatnam Steel Project Employees Provident Fund Trust	6,410
5	Indian Airlines Employees Provident Fund	5,310
6	SBI Life Insurance Co. Ltd	5,270
7	Postal Life Insurance Fund A/C UTI AMC	5,000
8	HDFC Bank Limited Covered Employees Provident Fund Trust	4,200
9	Britannia Industries Limited	3,500
10	Adecco Employees Provident Fund Trust	3,000
	Total	**66,950**

List of top 10 Debenture Holders (Unsecured, Redeemable Non-Convertible Subordinated Debentures – Perpetual issued on private placement basis and not in reference to any particular series of debentures issued) as on September 30, 2019

(₹ in lakhs)

Sr. No	Name of Unsecured – Perpetual Debenture Holder	Amount
1	HVPNL Employees Pension Fund Trust	3,500
2	ASEB Employees Pension Fund Investment Trust	1,500
3	Tata Communications Employees' Provident Fundtrust	1,270
4	Pepsico India Holdings Employees Provident Fund	1,120
5	WB State Electricity Transmission Co Limited Employees Pension Fund	780
6	Tata Sons Consolidated Provident Fund	720
7	Air- India Employees Provident Fund	500
8	Bharatiya Vidya Bhavan Staff Contributory Provident Fund	430
9	Cadila Healthcare Ltd Managerial Cadre EPF	400
10	Tata Technologies (India) Ltd Employees Provident Fund	400
	Total	**10,620**

List of top 10 Debenture Holders (on a consolidated basis of Secured, Unsecured, Perpetual, Redeemable Non-Convertible Subordinated Debentures issued on private placement basis and not in reference to any particular series of debentures issued) as on September 30, 2019

(₹ in lakhs)

Sr. No	Name of Debenture Holder	Amount
1	Life Insurance Corporation of India	203,700
2	HDFC Bank Ltd	175,000
3	Hindustan Zinc Limited	100,000
4	Wipro Limited	74,500
5	Citicorp Investment Bank (Singapore) Limited	67,000
6	Kotak Mahindra Trustee Co. Ltd	64,690
7	Citibank N.A.	50,000
8	HDFC Trustee Company Ltd	44,500
9	Reliance Capital Trustee Co Ltd	38,720
10	Postal Life Insurance Fund A/C SBIFMPL	38,000
	Total	**856,110**

Statement of the aggregate number of securities of our Company purchased or sold by our Promoter, the Directors of our Company and their relatives within six months immediately preceding the date of filing of this Draft Shelf Prospectus.

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Consideration in cash/ other than cash	Nature of allotment	Cumulative		
						No. of Equity Shares	Equity Share capital (₹)	Share premium account (₹)
NIL								

Statement of the aggregate number of securities of our Company and its subsidiaries purchased or sold by our Promoter and the directors of our Promoter, our Directors and/or their relatives within six months immediately preceding the date of filing this Draft Shelf Prospectus:

None of the Equity Shares are pledged or otherwise encumbered by the Promoter.

Debt to equity ratio

(₹ in lakhs)

Particulars	As at September 30, 2019	Post-Issue*
Debt Securities	21,50,911.70	26,50,911.70
Borrowings (Other than debt securities)	20,47,492.34	20,47,492.34
Subordinated liabilities	20,942.49	20,942.49
Total debts/borrowings (A)	42,19,346.53	47,19,346.53
Equity		
Equity share capital	65,624.52	65,624.52
Other Equity	7,23,327.75	7,23,327.75
Total Equity (B)	7,88,952.27	7,88,952.27
Debt-Equity ratio (A/B)	5.35	5.98

** The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹ 5,00,000 lakhs from the Issue. No effect has been given for other changes in equity and debt subsequent to September 30, 2019. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of Allotment*

Details of change in the promoter holding in our Company during the last financial year beyond 26% (as prescribed by RBI) - NIL

Details of any acquisition or amalgamation in the last one year - NIL

Details of any Reorganisation or Reconstruction in last one year

Our Company has not undergone any reorganisation or reconstruction in the last one year prior to filing of this Draft Shelf Prospectus.

However, the Board of Directors of our Company vide resolution passed at the meeting held on September 10, 2019 approved the merger of transaction business of Aditya Birla MyUniverse Limited with our Company ("Proposed Merger").

On September 10, 2019, our Company vide resolution passed at the meeting of the Board of Directors ("**Resolution**"), approved the merger of transaction business of Aditya Birla MyUniverse Limited with our Company. The scheme of arrangement, based on the recommendations of the Audit Committee of the Company, obtained the consent and approval of the Board of Directors of the company. The proposed Arrangement between the two companies is in compliance with the provisions of the Companies Act, 2013 ('Act'), as notified or as may be amended from time to time and including any statutory replacement or re-enactment thereof, if any, read along with the Companies (Comprises, Arrangements and Amalgamations) Rules, 2016 and other rules, order, circular and notification made under the Act, as may be applicable and in accordance with the relevant provisions of the memorandum of association and articles of association of the company. Our Company, post the aforesaid Resolution, has vide application dated September 12, 2019 applied to the Hon'ble National Company Law Tribunal, bench at Ahmedabad (NCLT) interalia for the dispensation from holding the meetings of the Equity shareholders, sole preference shareholder, secured creditors (including secured Debenture holders) and unsecured creditors (including unsecured Debenture holders) which approval was granted on September 25, 2019 vide order of the NCLT.

Employee Stock Option Scheme:

Our Company has no employee stock option scheme.

For details of the outstanding borrowing of our Company, please see the section titled "***Financial Indebtedness***" on page 151 of this Draft Shelf Prospectus.

OBJECTS OF THE ISSUE

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

1. For the purpose of onward lending, financing, and for repayment /prepayment of interest and principal of the existing indebtedness of our Company and working capital requirement; and

2. General corporate purposes.

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

The issue is being made pursuant to the provisions of the SEBI Debt Regulations, the Companies Act and rules made thereunder as amended to the extent notified.

The details of the Proceeds of the Issue are set forth in the following table:

(₹ in lakhs)

Sr. No.	Description	Amount
1.	Gross Proceeds of the Issue	As mentioned in the relevant Tranche Prospectus
2.	Less: Issue Related Expenses	As mentioned in the relevant Tranche Prospectus
3.	Net Proceeds	As mentioned in the relevant Tranche Prospectus

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

Requirement of funds and Utilisation of Net Proceeds

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

Sr. No.	Objects of the Fresh Issue	Percentage of amount proposed to be financed from Issue Proceeds
1.	Onward lending, financing and for repayment /prepayment of interest and principal refinancing of the existing indebtedness of our Company and working capital requirement	At least 75%
2.	General Corporate Purposes*	up to 25%
	Total	**100%**

**The Net Proceeds will be first utilized towards the Objects mentioned above. The utilization for general corporate purposes shall not exceed 25% of the amount raised in the Issue, in compliance with the SEBI Debt Regulations.*

The Unsecured NCDs will be in the nature of Subordinated Debt and will be eligible for Tier II capital and accordingly will be utilised in accordance with statutory and regulatory requirements including requirements of RBI.

Issue related expenses

The expenses of this Issue include, among others, fees for the Lead Managers, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The estimated Issue expenses for the Tranche Issues will be mentioned in the relevant Tranche Prospectus.

Purpose for which there is a requirement of funds

As stated in this section.

Funding plan

NA

Summary of the project appraisal report

NA

Schedule of implementation of the project

NA

Interim Use of Proceeds

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

General Corporate Purposes

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

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Board shall monitor the utilization of the proceeds of the Issue. For the relevant Financial Years commencing from Financial Year 2019-20, our Company will disclose in our financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

Details regarding lending done out of the issue proceeds of previous public issues

NIL

Other Confirmation

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

No part of the proceeds from this Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter.

The Issue proceeds shall not be used for buying, trading or otherwise dealing in equity shares of any other listed 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 immovable property.

The Issue Proceeds from NCDs allotted to Banks will not be utilized 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.

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

Utilisation of Issue Proceeds

(a) All monies received out of the Issue shall be credited/ transferred to a separate bank account maintained with a Scheduled Bank as referred to in section 40(3) of the Companies Act 2013.
(b) Details of all monies utilised out of the Issue referred above shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilised along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.
(c) Details of all unutilised monies out of the Issue, if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested.
(d) We shall utilize the Issue proceeds only upon execution of Debenture Trust Deed, receipt of the listing and trading approval from the Stock Exchange(s).

Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.

Benefit / interest accruing to Promoter / Directors out of the objects of the Issue

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

Variation in terms of contract or objects in Draft Shelf Prospectus

Our Company shall not, in terms of Section 27 of the Companies Act 2013, at any time, vary the terms of a contract referred to in this Draft Shelf Prospectus or objects for which this Draft Shelf Prospectus is issued, except subject to the approval of, or except subject to an authority given by the shareholders in general meeting by way of special resolution and after abiding by all the formalities prescribed in Section 27 of the Companies Act, 2013.

STATEMENT OF TAX BENEFITS

Statement of Tax Benefits Available To The Debenture Holders

To

The Board of Directors
Aditya Birla Finance Limited
One India Bulls centre, Tower 1,
18th Floor, Jupiter Mill Compound,
841 Senapati Bapat Marg, Elphinstone Road,
Mumbai 400 013

Dear Sirs,

Sub: Proposed Public Issue ("Issue") of Secured and/or Unsecured (Subordinated), Redeemable, Non-convertible Debentures ("NCDs"), which are rupee denominated and would be listed on a recognized stock exchange in India, by Aditya Birla Finance Limited ("Company") for an amount aggregating upto Rs 5,000 Cr.

The following note discusses the material tax provisions applicable to the investors investing in the Issue of NCDs by Aditya Birla Finance Limited under the Income-tax Act, 1961 ("the IT Act"), taking into account the amendments made by the Finance (No. 2) Act, 2019 (FA 2019) and the Taxation Laws (Amendment) Bill, 2019, introduced in Lok Sabha on 25 November 2019.

We have performed the following procedures:

(i) Read the statement of tax benefits as given in Annexure I, and
(ii) Evaluated with reference to the provisions of the IT Act to confirm that statements made are correct in all material respect.

Because the above procedures do not constitute either an audit or review made in accordance with the Standard on Related Services (SRS) 4400, "Engagements to perform Agreed-upon procedures regarding Financial information", issued by the Institute of Chartered Accountants of India, we do not express any assurance on the Statement of Tax Benefits, as set out in Annexure I.

We confirm that the Statement of Tax Benefits as set out in Annexure I materially covers all the provisions of the IT Act as amended with respect to Debenture Holders. Several of these benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws.

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

The contents of the enclosed Annexure I are based on the information, explanations and representations obtained from the company and on the basis of our understanding of the business activities and operations of the company.

No assurance is given that the revenue authorities/ Courts will concur with the views expressed herein. Our views are based on existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

We hereby consent to inclusion of the extracts of this certificate in the draft shelf prospectus, shelf prospectus and tranche prospectus(es) or any other document in relation to the Issue.

This certificate has been issued at the request of the company for use in connection with the proposed Public Issue of secured and/or unsecured NCDs by Aditya Birla Finance Limited and may accordingly be furnished as required to the National Stock Exchange of India Limited and the BSE Limited or any other regulatory authorities, as required, and shared with and relied on as necessary by the Company's advisors and intermediaries duly appointed in this regard.

For S. R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number - 301003E/E300005

Viren H. Mehta
Partner
Membership No.: 048749
UDIN: 19048749AAABEO7146
Place: Mumbai
Date: December 30, 2019

Annexure I

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

The note is based on the provisions of the IT Act, as on date, taking into account the amendments made by the Finance Act, 2019 (FA 2019), taking into account the amendments made by the Finance (No. 2) Act, 2019 (FA 2019) and the Taxation Laws (Amendment) Bill, 2019[1], issued by the Government of India on 20 September 2019.

This note intends to provide general information on the applicable Indian tax provisions. However, in view of the nature of the implications, the investors are best advised to consult their respective tax advisors/consultants for appropriate counsel with respect to the specific tax and other implications arising out of their participation in the Portfolio as indicated herein.

Taxability under the IT Act

*1. **Taxability under various heads of Income***

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

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

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

The gains from the sale of the instrument or security may be characterised either as "Profits and gains from business" or as "Capital Gains". This is discussed in the following paragraph.

"Profit and gains from business" versus "Capital gain"

Gains from the transfer of securities/instruments of the investee companies may be characterised as "Capital Gains" or as "Profits and gains from business" in the hands of an investor, depending upon whether the investments in NCD are held as 'investments' or as 'stock in trade'. This can vary based on the facts of each investor's case (taking into account factors such as the magnitude of purchases and sales, ratio between purchases and sales, the period of holding, whether the intention to earn a profit from sale or to earn interest etc.). The reference in this regard may also be made to Circular No. 6/2016 dated 29 February 2016.

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

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

Taxation of Interest

Income by way of interest received on debentures, bonds, and other debt instruments held as investments will be charged to tax as under the head "Income from Other Sources". Such interest, taxed under the head "Income from other sources", would therefore be taxed at the rates applicable to the investor after deduction of expenses, if any, allowable under section 57 of the IT Act. These are essentially, expenses (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of earning the interest income.

[1] The Bill has been passed in Lok Sabha and Rajya Sabha, accordingly, the Bill will replace the Ordinance once it receives assent by the President through the constituted process.

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

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

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

Taxation of Profits and gains from business on transfer

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

In such a scenario, the gains from the business of investing in the NCD chargeable to tax on a 'net' basis (that is, net of allowable deductions for expenses/allowances under Chapter IV-D of the IT Act).

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

Taxation of Capital Gains on transfer

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

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

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

A security (other than a unit) listed on a recognised stock exchange in India or zero coupon bonds (as defined) held for a period of more than 12 months are considered long-term capital assets.

Where aforementioned security is held for a period of not more than 12 months will be treated as short -term capital assets.

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

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

- ***Computation of capital gains***

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

- ***Nature of transactions and resultant capital gain treatment***

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

- ***Set off of capital losses***

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

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

- ***Certain deductions available under Chapter VI-A of the IT Act***

Individuals and Hindu Undivided Families would be allowed a deduction in computing total income, inter alia, under section 80C of the IT Act for an amount not exceeding INR 150,000 with respect to sums paid or deposited in the previous year in certain specified schemes.

- ***Alternate Minimum Tax ("AMT")***

The Finance Act 2012 has provided the levy of AMT to tax investors (other than companies) at the rate of 18.5 percent (plus applicable surcharge and health and education cess) on the adjusted total income. In a situation where the income-tax computed as per the normal provisions of the IT Act is less than the AMT on "adjusted total income", the investor shall be liable to pay tax as per AMT. "Adjusted total income" for this purpose is the total income before giving effect to the deductions claimed under section C of chapter VI-A (other than section 80P) and deduction claimed, if any, under section 10AA and deduction claimed, if any, under section 35AD as reduced by the amount of depreciation allowable in accordance with the provisions of section 32 as if no deduction under section 35AD was allowed in respect of the assets on which the deduction under that section is claimed. AMT will not apply to an Individual, HUF, AOP, BOI or an Artificial Juridical Person if the adjusted total income of such person does not exceed INR 20 lakhs. Further, the credit of AMT can be further carried forward to fifteen subsequent years and set off in the years(s) where regular income tax exceeds the AMT.

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

- ***Minimum Alternative Tax (MAT)***

Section 115JB of the IT Act, provides that where the tax liability of a company (under the regular provisions of the IT Act) is less than 15 percent of its 'book profit', then the book profit is deemed to be its total income and tax at the rate of 15 percent (plus applicable surcharge and an health and education cess – refer note 2) is the MAT payable by the company.

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

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

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

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

The above Explanation is inserted vide FA 2016 and shall be deemed to be effective from AY 2001-02.

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

Also, sub-section 5A to section 115JB, inserted vide the Taxation Laws (Amendment) Bill,2019 provides that the provisions of section 115JB shall not apply to a person who has exercised the option referred under section 115BAA or section 115BAB of the Act[2].

- ***Taxability of non-resident investors under the tax treaty***

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

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

Section 90(5) of the IT Act (introduced by the Finance Act, 2013) provides that an assessee to whom a DTAA applies shall provide such other documents and information, as may be prescribed. Further, a notification substituting Rule 21AB of the Income-tax Rules, 1962 (Rules) has been issued prescribing the format of information to be provided under section 90(5) of the IT Act, i.e. in Form No 10F. Where the required information[3] is not explicitly mentioned in the TRC, the assesse shall be required to furnish a self-declaration in Form No 10F and keep and maintain such documents as are necessary to substantiate the information mentioned in Form 10F.

- ***General Anti Avoidance Rules (GAAR)***

GAAR was introduced under Indian income-tax law, with the objective of dealing with aggressive tax planning through the use of sophisticated structures and to codify the doctrine of 'substance over form'. GAAR is effective from 1 April 2017.

Under GAAR, an arrangement entered into by a taxpayer may be declared to be an Impermissible Avoidance Agreement (IAA) if certain prescribed tests are fulfilled.

Where the Indian Revenue Authorities determines an arrangement to be an IAA, the consequences as prescribed under the Act may follow including, interalia, the denial of DTAA benefits.

- ***Widening of taxability of Capital Gains***

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

Indirect transfer provisions are triggered on transfer of a share or interest of a company or entity registered or incorporated outside India, if such share or interest derives its value substantially from assets located in India. Further, the share or interest shall be deemed to derive its value substantially from assets located in India, where the value of such assets:

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[2] CBDT vide its Circular No. 29/2019 dated 2 October 2019 clarified that domestic companies opting for provisions of section 115BAA or section 115BAB of the Act cannot claim MAT credit (if any).

[3] - Status (individual, company, firm etc) of the taxpayer;

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

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

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

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

- Exceeds INR 100 million; and
- Represents at least fifty percent of the "value" of all assets owned by such company or entity.

- ***Withholding provisions***[4]

Sr. No	Scenarios	Provisions
1	Withholding tax rate on interest on NCD issued to Indian residents	• No tax shall be deducted at source on interest paid to residents on any security issued by a company, where such security is in dematerialized form and listed on a recognized stock exchange as per section 193(ix) of the Act.
2	Withholding tax rate on interest on NCD issued to Foreign Portfolio Investor (FPI)	• Interest on NCD issued to FPI may be eligible for concessional withholding tax rate of 5% under section 194LD of the Act where prescribed conditions are satisfied. The investors may obtain specific advice from their tax advisors in this regard. Interest on NCD issued to FPI may alternatively be eligible for concessional tax rate of 5% under section 194LC(2)(ia) of the Act provided specific approval is obtained from Central Government for interest rate. The investors are advised to specifically consult their tax advisors in this regard. If both sections i.e. 194LC and 194LD of the Act are not applicable, then tax deduction should be made as per sections 196D read with section 115AD of the Act i.e. at 20% subject to relief under the relevant DTAA. • Withholding rate will be increased by surcharge as applicable, if applicable – see Note 2 and an additional surcharge by way of health and education cess of 4 percent on the amount of tax plus surcharge.
3	Withholding tax rate on interest on NCD issued to non-residents other than FPIs	• Interest payable to non-resident (other than FPI) would be subject to withholding tax at the rate of 30%/40% as per the provisions of section 195 of the Act where prescribed conditions are satisfied. • Withholding rate will be increased by surcharge as applicable, if applicable – see Note 2 and an additional surcharge by way of health and education cess of 4 percent on the amount of tax plus surcharge.

[4] The above-mentioned rates would be subject to applicable treaty relief in case of payments to non-residents.

Notes:

Note 1: Tax rates

Resident Individuals and Hindu Undivided Families

The individuals and HUFs, are taxed in respect of their total income at the following rates:

Slab	Tax rate *
Total income up to Rs.250,000[#]	Nil
More than Rs.250,000[#] but up to Rs.500,000@	5 percent of excess over Rs.250,000
More than Rs.500,000 but up to Rs.1,000,000	20 percent of excess over Rs. 500,000 + Rs.12,500[$]
Exceeding Rs.1,000,000	30 percent of excess over Rs 1,000,000 + Rs.112,500[$]

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

* plus surcharge (refer **Note 2**) and health and education cess at the rate of 4 per cent.

[#] for resident senior citizens of sixty years of age and above but below eighty years of age, Rs. 250,000 has to be read as Rs. 300,000 and for resident senior citizens of eighty years of age 'and above Rs.250,000' has to be read as Rs. 500,000.

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

Partnership Firms & LLP's

The tax rates applicable would be 30 percent (plus surcharge if applicable – see Note 2 and an additional surcharge by way of health and education cess of 4 percent on the amount of tax plus surcharge).

Domestic Companies

Type of Domestic company	Base normal tax rate on income (other than income chargeable at special rates)	Base MAT rate
Domestic companies having turnover of less than Rs 400 Cr in FY 2017-18	25 per cent	15 per cent
Domestic manufacturing company set-up and registered on or after 1 March 2016 subject to fulfilment of prescribed conditions (Section 115BA)	25 per cent	15 per cent
Any domestic company (even if an existing company or engaged in non-manufacturing business) has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAA)	22 per cent	Not applicable
Domestic manufacturing company set-up and registered on or after 1 October 2019 and commences manufacturing up to 31 March 2023, has an option to avail beneficial rate, subject to fulfilment of prescribed conditions (Section 115BAB)	15 per cent	Not applicable
Domestic companies not falling under any of the above category	30 per cent	15 per cent

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

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

Particulars	Rate of Surcharge
Where total income (including income under the provisions of section 111A and section 112A of the Act) does not exceed Rs 50 lacs	Nil
Where total income (including income under the provisions of section 111A and section 112A of the Act) exceeds Rs 50 lacs but does not exceed Rs 1 crore	10 per cent on total tax
Where total income (including income under the provisions of section 111A and section 112A of the Act) exceeds Rs 1 crore but does not exceed Rs 2 crore	15 per cent on total tax
Where total income (excluding income under the provisions of section 111A and section 112A of the Act) exceeds Rs 2 crore but does not exceed Rs 5 crore	- 25 per cent on tax on income excluding income under the provisions of section 111A and section 112A of the Act - 15 per cent on tax on income under the provisions of section 111A and section 112A of the Act
Where total income (excluding income under the provisions of section 111A and section 112A of the Act) exceeds Rs 5 crore	- 37 per cent on tax on income excluding income under the provisions of section 111A and section 112A of the Act - 15 per cent on tax on income under the provisions of section 111A and section 112A of the Act
Where total income (excluding income under the provisions of section 111A and section 112A of the Act) does not exceed Rs 2 crore but total income (including income under the provisions of section 111A and section 112A of the Act) exceeds Rs 2 crore	15 per cent on total tax

FPIs (Non –corporate)

Particulars	Rate of Surcharge
Where total income (including income of the nature referred to in section 115AD(1)(b) of the Act) does not exceed Rs 50 lacs	Nil
Where total income (including income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 50 lacs but does not exceed Rs 1 crore	10 per cent on total tax
Where total income (including income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 1 crore but does not exceed Rs 2 crore	15 per cent on total tax
Where total income (excluding income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 2 crore but does not exceed Rs 5 crore	- 25 per cent on tax on income excluding income of the nature referred to in section 115AD(1)(b) of the Act - 15 per cent on tax on income of the nature referred to in section 115AD(1)(b) of the Act

Where total income (excluding income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 5 crore	- 37 per cent on tax on income excluding income of the nature referred to in section 115AD(1)(b) of the Act - 15 per cent on tax on income of the nature referred to in section 115AD(1)(b) of the Act
Where total income (excluding income of the nature referred to in section 115AD(1)(b) of the Act) does not exceed Rs 2 crore but total income (including income of the nature referred to in section 115AD(1)(b) of the Act) exceeds Rs 2 crore	15 per cent on total tax

For assessees other than those covered above

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

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

Note 3: Taxability of interest income

For all Residents (including Indian Corporates)

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

For Non-residents (other than FPI entities)

In case of non-residents, under the IT Act the interest income should be chargeable to tax at the rate of 30/40%, based on the status of the investor.

However, the above is subject to any relief available under DTAA[5].

[5] To be read along with changes if any under the Multilateral Instrument once came into effect.

For FPI entities

In case of FPI, interest on NCD may be eligible for concessional tax rate of 5% under section 194LD or 194LC of the Act. Further, in case where section 194LD or 194LC is not applicable, the interest income earned by FPI should be chargeable tax at the rate of 20% under section 115AD of the IT Act.

However, the above is subject to any relief available under DTAA[4].

Note 4: Regular capital gains tax rates

1. Tax on Long-term Gains

1.1 For all Residents (including Indian Corporates)

Long term capital gains arising to the debenture holders, should be subject to tax at the rate of 10%, computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

1.2 For Resident Individuals and HUFs only

Long term capital gains arising to the debenture holders, should be subject to tax at the rate of 10%, computed without indexation, as the benefit of indexation of cost of acquisition is not available in the case of debentures.

1.3 For Non-Resident Individuals

Long-term capital gains in case of listed securities will be chargeable under Section 112 of the IT Act at a rate of 10 percent (plus applicable surcharge and health and education cess – see note 2) with applicable foreign exchange fluctuation benefit (where investment made in foreign currency).

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

1.4 For FPI entities

As per section 115AD of the IT Act, long term capital gains on transfer of NCD by FPI are taxable at 10% (plus applicable surcharge and cess) without indexation and foreign exchange fluctuation benefit.

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

2. Tax on Short-term Capital Gains

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

In case of FPI, as per section 115AD of the IT Act, short term capital gains are taxable at the rate of 30% (plus applicable surcharge and cess) without foreign exchange fluctuation benefit.

Note 5: Relevant definitions under the IT Act

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

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

For the purpose of section 112 of the IT Act:

- "*Listed securities*" means the securities which are listed on any recognised stock exchange in India.
- *"Unlisted securities"* means securities other than listed securities.

"*Zero coupon bond*" means a bond-

- issued by any infrastructure capital company or infrastructure capital fund or public sector company [or scheduled bank] on or after 1 June 2005;
- in respect of which no payment and benefit is received or receivable before maturity or redemption from infrastructure capital company or infrastructure capital fund or public sector company [or scheduled bank]; and
- which the Central Government may, by notification in the Official Gazette, specify in this behalf.

Note 6: Amendments in the withholding tax provisions effective 1 April 2010

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

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

The FA 2016 has amended section 206AA of the IT Act to provide that the provisions shall not apply to non-residents in respect of payment of interest on long-term bonds as referred to in section 194LC and any other payment subject to such conditions as may be prescribed.

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

- Name, email-id, contact number;
- Address in the country or specsified territory outside India of which the deductee is a resident;
- A certificate of his being resident in any country or specified territory outside India from the government of the other country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
- Tax Identification Number of the deductee in the country or specified territory of his residence and in a case, no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

SECTION IV- ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section has been obtained or derived from the reports on Infrastructure Debt Funds" dated January 2019 and "Retail – NBFC Credit Trends April 2019" by ICRA (the "ICRA Report") as well as other industry sources and government publications. All information contained in the ICRA Report has been obtained by ICRA from sources believed by them to be accurate and reliable. Although reasonable care has been taken by ICRA to ensure that the information in the ICRA Report is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, make no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information contained herein must be construed solely as statements of opinion. None of the Company, the Lead Managers and any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. The information in this section must be read in conjunction with "***Risk Factors***" and "***Our Business***" on pages 18 and 81, respectively of this Draft Shelf Prospectus.

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OVERVIEW OF ECONOMY

Global Economy

Global Growth remains subdued and is forecasted at 3.2% in 2019, picking up to 3.5 % in 2020. GDP releases so far this year, together with generally softening inflation, point to weaker-than anticipated global activity. Since the April, the United States further increased tariffs on certain Chinese imports and China retaliated by raising tariffs on a subset of US imports. Additional escalation was averted following the June G20 summit. Global technology supply chains were threatened by the prospect of US sanctions, Brexit related uncertainty continued, and rising geopolitical tensions roiled energy prices. Investment and demand for consumer durables have been subdued across advanced and emerging market economies as firms and households continue to hold back on long-term spending. Accordingly, global trade, which is intensive in machinery and consumer durables, remains sluggish. The projected growth pickup in 2020 is precarious, presuming stabilization in currently stressed emerging market and developing economies and progress toward resolving trade policy differences.
(Source - https://www.imf.org/en/Publications/WEO/Issues/2019/07/18/WEOupdateJuly2019)

Risks to the forecast are mainly to the downside. They include further trade and technology tensions that dent sentiment and slow investment; a protracted increase in risk aversion that exposes the financial vulnerabilities continuing to accumulate after years of low interest rates; and mounting disinflationary pressures that increase debt service difficulties, constrain monetary policy space to counter downturns, and make adverse shocks more persistent than normal

Against a difficult backdrop that included intensified US-China trade and technology tensions as well as prolonged uncertainty on Brexit, momentum in global activity remained soft in the first half of 2019. There were positive surprises to growth in advanced economies, but weaker-than-expected activity in emerging market and developing economies. Growth was better than expected in the United States and Japan, and one-off factors that had hurt growth in the euro area in 2018 (notably, adjustments to new auto emissions standards) appeared to fade as anticipated. Among emerging market and developing economies, first quarter GDP in China was stronger than forecast, but indicators for the second quarter suggest a weakening of activity. Elsewhere in emerging Asia, as well as in Latin America, activity has disappointed.

With subdued final demand and muted inflation, accommodative monetary policy is appropriate in advanced economies and in emerging market and developing economies where expectations are anchored. Fiscal policy should balance multiple objectives: smoothing demand as needed, protecting the vulnerable, bolstering growth potential with spending that supports structural reforms, and ensuring sustainable public finances over the medium term. If growth weakens relative to the baseline, macroeconomic policies will need to turn more accommodative, depending on country circumstances. Priorities across all economies are to enhance inclusion, strengthen resilience, and address constraints on potential output growth.

(Source - https://www.imf.org/en/Publications/WEO/Issues/2019/07/18/WEOupdateJuly2019)

Global Growth Outlook

Global growth is projected at 3.2 percent for 2019, improving to 3.5 percent in 2020 (0.1 percentage point lower for both years than in the April 2019 WEO forecast). On the trade front, the forecast reflects the May 2019 increase of US tariffs on $200 billion of Chinese exports from 10 percent to 25 percent, and retaliation by China. The downgrades to the growth forecast for China and emerging Asia are broadly consistent with the simulated impact of intensifying trade tensions and associated confidence effects

The projected pickup in global growth in 2020 relies importantly on several factors: (1) financial market sentiment staying generally supportive; (2) continued fading of temporary drags, notably in the euro area; (3) stabilization in some stressed emerging market economies, such as Argentina and Turkey; and (4) avoiding even sharper collapses in others, such as Iran and Venezuela. About 70 percent of the increase in the global growth forecast for 2020 relative to 2019 is accounted for by projected stabilization or recovery in stressed economies. In turn, these factors rely on a conducive global policy backdrop that ensures the dovish tilt of central banks and the buildup of policy stimulus in China are not blunted by escalating trade tensions or a disorderly Brexit.

For advanced economies, growth is projected at 1.9 percent in 2019 and 1.7 percent in 2020. The 2019 projection is 0.1 percentage point higher than in April, mostly reflecting an upward revision for the United States.

The emerging market and developing economy group is expected to grow at 4.1 percent in 2019, rising to 4.7 percent in 2020. The forecasts for 2019 and 2020 are 0.3 and 0.1 percentage point lower, respectively, than in April, reflecting downward revisions in all major regions.
(Source - https://www.imf.org/en/Publications/WEO/Issues/2019/07/18/WEOupdateJuly2019)

Overview of the World Economic Outlook Projections

Table 1. Overview of the *World Economic Outlook* Projections
(Percent change, unless noted otherwise)

	Year over Year						Q4 over Q4 2/		
			Projections		Difference from April 2019 WEO Projections 1/			Projections	
	2017	2018	2019	2020	2019	2020	2018	2019	2020
World Output	**3.8**	**3.6**	**3.2**	**3.5**	**–0.1**	**–0.1**	**3.3**	**3.4**	**3.5**
Advanced Economies	**2.4**	**2.2**	**1.9**	**1.7**	**0.1**	**0.0**	**2.0**	**1.8**	**1.8**
United States	2.2	2.9	2.6	1.9	0.3	0.0	3.0	2.3	1.9
Euro Area	2.4	1.9	1.3	1.6	0.0	0.1	1.2	1.6	1.5
Germany 3/	2.2	1.4	0.7	1.7	–0.1	0.3	0.6	1.2	1.2
France	2.3	1.7	1.3	1.4	0.0	0.0	1.2	1.3	1.4
Italy	1.7	0.9	0.1	0.8	0.0	–0.1	0.0	0.5	0.9
Spain	3.0	2.6	2.3	1.9	0.2	0.0	2.3	2.1	1.9
Japan	1.9	0.8	0.9	0.4	–0.1	–0.1	0.3	0.2	1.4
United Kingdom	1.8	1.4	1.3	1.4	0.1	0.0	1.4	1.2	1.6
Canada	3.0	1.9	1.5	1.9	0.0	0.0	1.6	1.8	1.7
Other Advanced Economies 4/	2.9	2.6	2.1	2.4	–0.1	–0.1	2.3	2.4	2.4
Emerging Market and Developing Economies	**4.8**	**4.5**	**4.1**	**4.7**	**–0.3**	**–0.1**	**4.5**	**4.8**	**4.9**
Commonwealth of Independent States	2.2	2.7	1.9	2.4	–0.3	0.1	3.1	2.2	1.4
Russia	1.6	2.3	1.2	1.9	–0.4	0.2	2.9	2.0	1.0
Excluding Russia	3.5	3.9	3.5	3.7	0.0	0.0	…	…	…
Emerging and Developing Asia	6.6	6.4	6.2	6.2	–0.1	–0.1	6.0	6.3	6.1
China	6.8	6.6	6.2	6.0	–0.1	–0.1	6.4	6.1	5.9
India 5/	7.2	6.8	7.0	7.2	–0.3	–0.3	5.8	7.7	7.1
ASEAN-5 6/	5.3	5.2	5.0	5.1	–0.1	–0.1	5.2	5.0	5.3
Emerging and Developing Europe	6.1	3.6	1.0	2.3	0.2	–0.5	0.7	1.4	3.3
Latin America and the Caribbean	1.2	1.0	0.6	2.3	–0.8	–0.1	0.3	1.0	2.1
Brazil	1.1	1.1	0.8	2.4	–1.3	–0.1	1.1	1.3	2.5
Mexico	2.1	2.0	0.9	1.9	–0.7	0.0	1.6	1.3	1.6
Middle East, North Africa, Afghanistan, and Pakistan	2.1	1.6	1.0	3.0	–0.5	–0.2	…	…	…
Saudi Arabia	–0.7	2.2	1.9	3.0	0.1	0.9	3.6	2.4	2.8
Sub-Saharan Africa	2.9	3.1	3.4	3.6	–0.1	–0.1	…	…	…
Nigeria	0.8	1.9	2.3	2.6	0.2	0.1	…	…	…
South Africa	1.4	0.8	0.7	1.1	–0.5	–0.4	0.2	1.0	0.3
Memorandum									
Low-Income Developing Countries	4.7	4.9	4.9	5.1	–0.1	0.0	…	…	…
World Growth Based on Market Exchange Rates	3.2	3.0	2.7	2.9	0.0	0.0	2.8	2.7	2.8
World Trade Volume (goods and services) 7/	**5.5**	**3.7**	**2.5**	**3.7**	**–0.9**	**–0.2**	…	…	…
Advanced Economies	4.4	3.1	2.2	3.1	–0.6	0.0	…	…	…
Emerging Market and Developing Economies	7.4	4.7	2.9	4.8	–1.4	–0.3	…	…	…
Commodity Prices (US dollars)									
Oil 8/	23.3	29.4	–4.1	–2.5	9.3	–2.3	9.5	4.3	–7.0
Nonfuel (average based on world commodity import weights)	6.4	1.6	–0.6	0.5	–0.4	–0.6	–1.8	2.5	0.6
Consumer Prices									
Advanced Economies	1.7	2.0	1.6	2.0	0.0	–0.1	1.9	1.9	1.8
Emerging Market and Developing Economies 9/	4.3	4.8	4.8	4.7	–0.1	0.0	4.2	4.1	4.0
London Interbank Offered Rate (percent)									
On US Dollar Deposits (six month)	1.5	2.5	2.4	2.3	–0.8	–1.5	…	…	…
On Euro Deposits (three month)	–0.3	–0.3	–0.3	–0.3	0.0	–0.1	…	…	…
On Japanese Yen Deposits (six month)	0.0	0.0	0.0	0.0	0.0	0.0	…	…	…

Note:

1. *Real effective exchange rates are assumed to remain constant at the levels prevailing during April 26–May 24, 2019. Economies are listed on the basis of economic size.*
2. *The aggregated quarterly data are seasonally adjusted. WEO = World Economic Outlook. 1/ Difference based on rounded figures for the current and April 2019 World Economic Outlook forecasts. Countries whose forecasts have been updated relative to April 2019 World Economic Outlook forecasts account for 90 percent of world GDP measured at purchasing-power-parity weights.*
3. *For world output, the quarterly estimates and projections account for approximately 90 percent of annual world GDP measured at purchasing-power-parity weights. For emerging market and developing economies, the quarterly estimates and projections account for approximately 80 percent of annual emerging market and developing economies' GDP measured at purchasing-power-parity weights.*
4. *Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.*
5. *For India, data and forecasts are presented on a fiscal year basis and GDP from 2011 onward is based on GDP at market prices with FY2011/12 as a base year.*
6. *Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average price of oil in US dollars a barrel was $68.33 in 2018; the assumed price, based on futures markets (as of May 28, 2019), is $65.52 in 2019 and $63.88 in 2020. 9/ Excludes Venezuela.*

(Source - https://www.imf.org/en/Publications/WEO/Issues/2019/07/18/WEOupdateJuly2019)

Macroeconomic view of the Indian Economy

As per Indian Economic Survey 2018-201, Growth of the Indian economy moderated in 2018-19 with a growth of 6.8 per cent, slightly lower than 7.2 per cent in 2017-18. Yet, India continued to be the fastest growing major economy in the world. India maintained its macroeconomic stability by containing inflation within 4 per cent and by maintaining a manageable current account deficit to GDP ratio. The current account deficit to GDP was higher in 2018-19 as compared to 2017-18, primarily due to higher oil prices, which were about 14 $/bbl higher in 2018-19 vis-à-vis the previous year. However, the current account deficit started to narrow in the third quarter of the year.

The manufacturing sector was characterized by higher growth in 2018-19 while the growth in agriculture sector witnessed tapering. Growth in investment, which had slowed down for many years, has bottomed out and has started to recover since 2017-18. In fact, growth in fixed investment picked up from 8.3 per cent in 2016-17 to 9.3 per cent in 2017-18 and further to 10.0 per cent in 2018-19. Net FDI inflows grew by 14.2 per cent in 2018-19. Capital expenditure of Central Government grew by 15.1 per cent in 2018-19 leading to increase in share of capital expenditure in total expenditure. Given the macroeconomic situation and the structural reforms being undertaken by the government, the economy is projected to grow at 7 per cent in 2019-20.

Table 0.1 : Key Indicators

Data categories	Unit	2015-16	2016-17	2017-18	2018-19
GDP and Related Indicators					
GDP at current market prices	₹ Crore	13771874	15362386	17095005	19010164[a]
GDP at constant market prices	₹ Crore	11369493	12298327	13179857	14077586[a]
Growth Rate	(per cent)	8.0	8.2	7.2	6.8[a]
GVA at constant basic prices	₹ Crore	10491870	11318972	12104165	12906936[a]
Growth Rate	(per cent)	8.0	7.9	6.9	6.6[a]
Gross Savings	% of GDP	31.1	30.3	30.5	NA
Gross Capital Formation	% of GDP	32.1	30.9	32.3	NA
Per Capita Net National Income (at current prices)	₹	94797	104659	114958	126406[a]

(Source - https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

The growth pattern within the various quarters of 2018-19, we note that the moderation in real GDP growth has been experienced in all quarters of 2018- 19 with the fourth quarter (Q4) registering a growth of 5.8 per cent. The base effect arising from a high growth of 8.1 per cent in the Q4 of 2017-18 also led to this lower growth in Q4 of 2018-19. In this quarter, election related uncertainty may have also contributed to growth moderation.

There was contraction in 'Agriculture & allied' sector in the last quarter of 2018-19, though growth was reasonable in the previous. Growth deceleration in the manufacturing sector This is also seen in Index of Industrial Production (IIP) of manufacturing sector, which grew at 0.3 per cent in Q4 of 2018-19, as compared to 7.5 per cent in the same quarter of previous year. Manufacturing sector was affected by the slowdown in the auto sector as well, where the production growth for all categories, apart from commercial vehicles declined in 2018- 19, as compared to 2017-18. Sales growth decelerated in many segments of the automobile sector, including passenger vehicles, tractor sales, three and two wheeler sales. Stress in Non-Banking Financial Companies (NBFC) sector also contributed to the slow down by adversely impacting consumption finance. Despite the moderation of manufacturing growth within 2018-19, overall growth in the year was higher than in 2017-18, due to a high growth of 12.1 per cent in first quarter of 2018-19.

Table 1: Quarter-wise growth in Gross Value Added (per cent)

	2017-18				2018-19			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Agriculture and allied	4.2	4.5	4.6	6.5	5.1	4.9	2.8	-0.1
Industry	0.8	6.9	8.0	8.1	9.8	6.7	7.0	4.2
(*of which*) Manufacturing	-1.7	7.1	8.6	9.5	12.1	6.9	6.4	3.1
Services	9.4	6.8	8.0	8.2	7.1	7.3	7.2	8.4
GVA at basic prices	**5.9**	**6.6**	**7.3**	**7.9**	**7.7**	**6.9**	**6.3**	**5.7**
GDP at market prices	**6.0**	**6.8**	**7.7**	**8.1**	**8.0**	**7.0**	**6.6**	**5.8**

Source: Central Statistics Office

(Source - https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

Growth Outlook of Indian Economy

The year 2019-20 has delivered a huge political mandate for the government, which augurs well for the prospects of high economic growth. Real GDP growth for the year 2019-20 is projected at 7 per cent, reflecting a recovery in the economy after a deceleration in the growth momentum throughout 2018-19. The growth in the economy is expected to pick up in 2019-20 as macroeconomic conditions continue to be stable while structural reforms initiated in the previous few years are continuing on course. However, both downside risks and upside prospects persist in 2019-20.

Investment rate, which was declining from 2011-12 seems to have bottomed out. It is expected to pick up further in the year 2019-20 on the back of higher credit growth and improved demand. There are signs of continuing resolution of stressed assets in the banking sector as reflected in decline in NPA to gross advances ratio as on December 2018, which should push the capex cycle. Rural wages growth which was declining seems to have bottomed out and has started to increase since mid-2018. Further growth in rural wages should help spur rural demand. The condition of minimum land holding has been subsequently removed to benefit all farmers. This cash transfer scheme will also increase the rural incomes. The oil prices increased in 2018-19 by around 14 $/bbl. However, oil prices are expected to decline in 2019-20 from the current level (based on the oil futures price for 2019-20). This should provide a positive push to consumption

However, downside risks to consumption remain. The extent of recovery in farm sector and farm prices will decide the push to rural consumption, which is also dependent on the situation of monsoon. The meteorological department has predicted that the rainfall over the country as a whole is likely to be near normal this year. This should lead to improvement in agriculture sector growth. However, according to IMD, some regions are expected to receive less than normal rains. This could prove to be detrimental for crop production in certain affected areas. If the impact of stress in the NBFC sector spills over to this year as well, it may lead to lower credit offtake from NBFCs, which may dampen growth in consumption spending. 4 Prospects of export growth remain weak for 2019-20 if status quo is maintained.

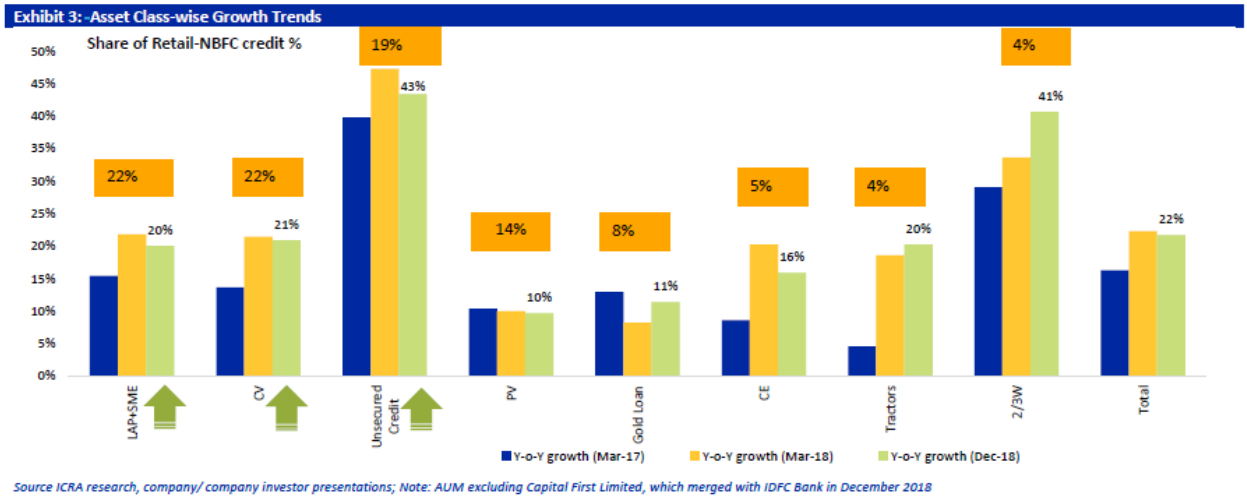
On balance, the prospects of the economy should improve with growth of the economy expected to be 7 per cent in 2019-20.

(Source - https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf).

NBFC – INDUSTRY AND GROWTH TRENDS

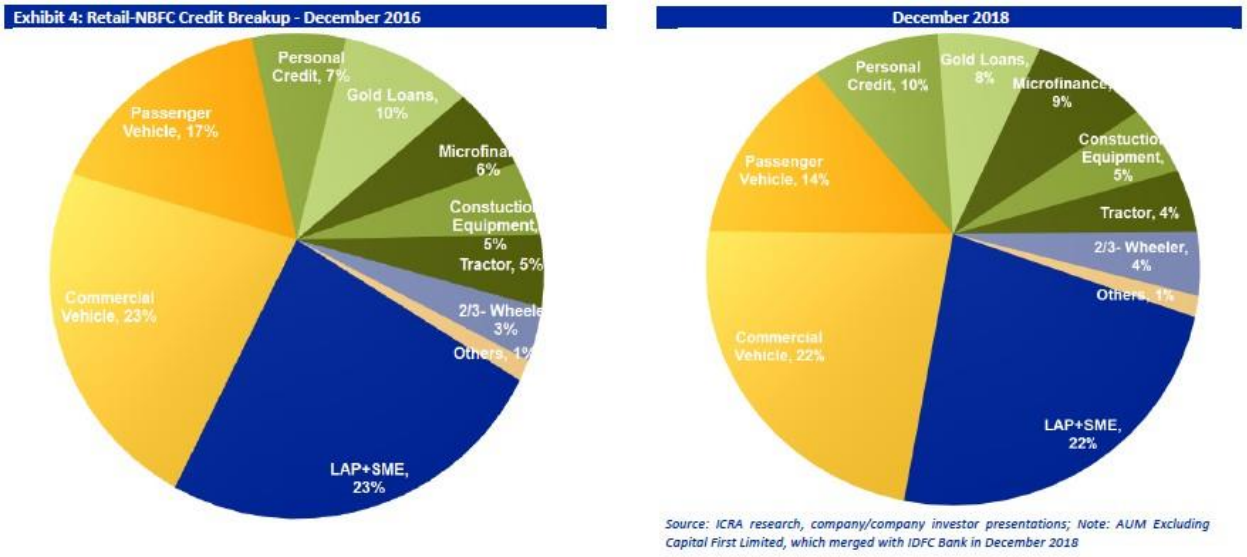
Executive Summary: The AUM of retail-NBFCs grew at a slow pace of 3.3% in Q3 FY2019, the slowest in the last 10 quarters, as liquidity tightened, and entities moderated their disbursements. The sharp reduction comes on the back of the high QoQ growth registered during the previous 4-5 quarters. Retail-NBFC performance during September 2017-June 2018 was buoyed by comfortable market liquidity, which supported business expansion. NBFCs also witnessed an improvement in their asset quality indicators, especially over the last year or so, which further supported their overall risk profile and growth. Retail-NBFCs registered a healthy credit growth of 22% in FY2018. The strong growth trend continued in H1 FY2019, as credit grew by about 24-25% YoY, the highest in the last 4-5 years. Retail-NBFC credit stood at Rs. 8.4 trillion (excluding Capital First Limited, which merged with IDFC Bank in December 2018) as on December 31, 2018. The growth uptrend was witnessed more strongly

from Q3 FY2018 as the impact of GST implementation and the spill-over effects of demonetisation on some key asset segments waned. Key segments contributing to overall growth in Q1/Q2 FY2019 were LAP+SME, CV, personal credit (unsecured including consumer durables) and microfinance, which, in total, accounted for 63% of the total Retail-NBFC credit.



Source ICRA research, company/ company investor presentations; Note: AUM excluding Capital First Limited, which merged with IDFC Bank in December 2018

Outlook: ICRA expects the credit growth to remain moderate till H1 FY2020 and revive only in H2 FY2020. Retail-NBFCs would register AUM growth of 16-18% in FY2019. While the growth would moderate further in H1 FY2020 because of the ongoing liquidity conditions and the general elections in Q1 FY2020, revival could be anticipated in H2 FY2020. ICRA expects the NBFC credit growth in FY2020 to be about 15-17% and NBFC-Retail credit is expected to cross Rs 10 trillion; growth rate could be higher if the fund flow to NBFCs improves.



Source: ICRA research, company/company investor presentations; Note: AUM Excluding Capital First Limited, which merged with IDFC Bank in December 2018

Asset Class-wise Trends

LAP and SME Credit: NBFC credit growth in the LAP+SME segments is starting to moderate after registering a steady recovery post demonetisation, i.e. from Q3 FY2018. As expected, the liquidity squeeze faced by NBFCs has heightened the credit risk for the segment as it is not easy for an NBFC customer in this segment, especially lower ticket size borrowers, to secure bank credit. Also, lenders note that borrowers in this segment are vulnerable to adverse fuel prices, elongated working capital cycles, increased interest rates and moderation in demand, which impact the operational viability and credit profiles of the SMEs. The SME segment of NBFCs (includes secured and unsecured credit to small undertakings, business loans and enterprise loans) continues to grow at a relatively robust pace (30% YoY in December 2018). NBFCs are increasingly focusing on loans for productive purposes vis-à-vis conventional LAP, where the end use could be production or consumption. The growth in this segment

revived in FY2018 from the lows witnessed in FY2017, which, to an extent, had a base effect on the dpd percentage during that period. As the bulk of the LAP and SME loans are extended to self-employed borrowers in the unorganised sector for business needs, an adverse business environment or volatility would impact the asset quality.

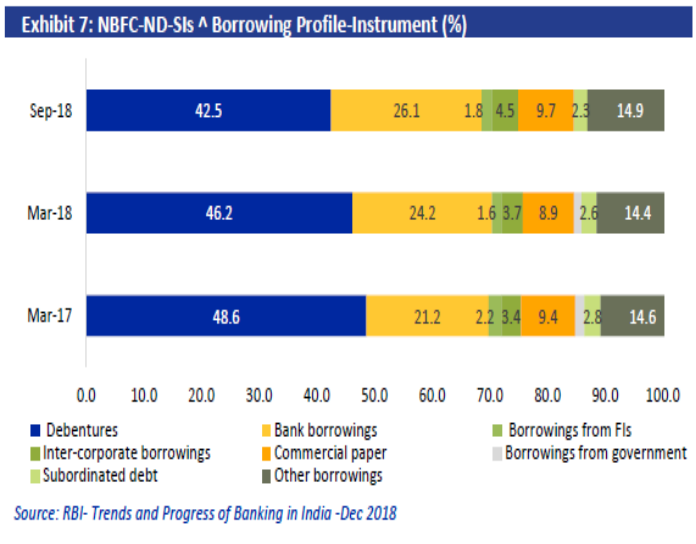
Construction Equipment Finance: Demand for CE grew by a robust 24-27% during calendar year (CY)2018 (as against ICRA's July 2018 expectation of ~20% growth), supported by road and railway work throughout the country. Growth stayed strong through the initial 9M of CY2018, barring seasonal lows. However, growth started tapering off in Q4CY2018 and has been relatively muted in Jan-Feb 2019, impacted partly by the NBFC liquidity crisis, and the consequent impact on LTV and interest rates during Q4CY2018. While the medium-term outlook for the industry is positive, CY2019 will witness moderation in demand (with demand growth expected to fall to 4-6%) as policy paralysis and diversion of liquidity to the Central elections leads to slow progress on projects. Demand post elections will be a function of the formation of a stable government and continued focus on infrastructure investments.

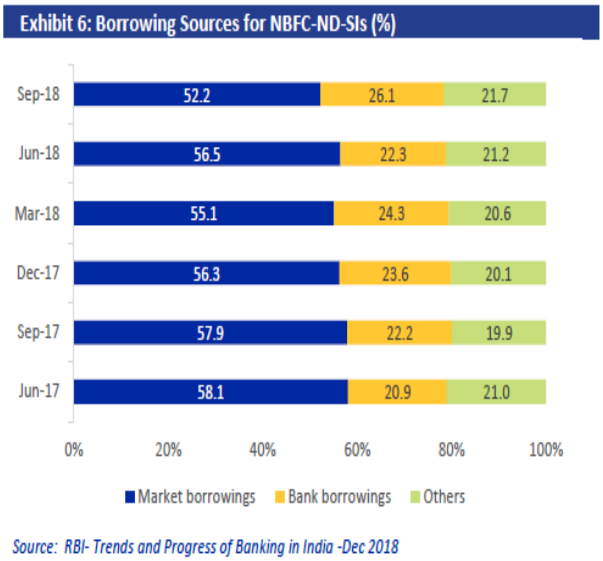
***(Source:** Retail – NBFC Credit Trends April 2019" by ICRA (the "ICRA Report")*

Liquidity Profile and Funding of NBFC

NBFC-ND-SIs accounted for about 85% of the total assets of the overall NBFC sector. NBFC funding from the financial system is highly concentrated towards banks and mutual funds, which together accounted for close to 75-80% of their total borrowings, followed by insurance companies at 19-20%. The share of bank funding to NBFCs started increasing from Q3 FY2018 after witnessing a steady decline in FY2017 and H1 FY2018. Bank credit to NBFCs witnessed a sharp increase in March 2018 compared to February 2018 levels as it jumped by Rs. 1 trillion.

Short-term rates for NBFCs remained relatively favourable compared to long-term rates during this period. Consequently, the share of CPs in the overall MF funding to NBFCs increased to 58% in August 2018 from 47% in March 2018. The loan sell-down (securitisation/DA) market witnessed heightened activity in recent times, driven by the large-scale funding requirements of NBFCs and HFCs. The priority sector lending (PSL) requirements of banks have remained the driving force behind securitisation volumes in the last several years. However, in recent years, the share of non-PSL backed transactions has been on the rise with increasing participation from MFs and NBFCs as investors. NBFCs augmented liquidity buffers - cash/ cash equivalents witnessed a sharp increase. NBFCs focused drawing down the loan facilities and reducing incremental disbursements and maintained liquidity in the form of cash/FDs/ investments. The Retail-NBFC ALM is generally characterised by positive cumulative ALM mismatches in the near-term bucket. This improved compared to March 2018 as the entities maintained on-book liquidity while credit growth slowed down.





***(Source:** Retail – NBFC Credit Trends April 2019" by ICRA (the "ICRA Report")*

OUR BUSINESS

Overview

Our Company, previously known as Birla Global Finance Company Limited, is registered with the RBI as a systemically important non deposit accepting non- banking finance company. Our Promoter is a non-deposit taking systemically important core investment company which has a significant presence across several business sectors including NBFC, asset management, life insurance, health insurance and wellness, housing finance, general insurance broking, wealth management, broking, online personal finance management, and pension fund management. We are certified as ISO 9001:2015 across all our core functional processes in March 2018 by BSI, a leading global independent business services organization.

Headquartered in Mumbai, we have a pan-India presence with 66 lending branches spread across 51 cities as of September 30, 2019. We also have a wide distribution network with over 2,300 direct sales agents and 4,944 channel partners as of September 30, 2019. We are amongst the leading well-diversified financial services company in India offering end-to-end lending, financing and wealth management solutions to a diversified range of customers across the country.

Our Company caters to the varied needs of diverse set of customers ranging across retail, HNI, ultra HNI, micro enterprises, SME, mid and large corporates. The portfolio is well diversified across various sectors and products.

Our Company offers customized solutions in areas of personal and business loans, corporate finance, mortgages, capital market based lending, project loans, structured finance, digital lending and wealth management, debt capital markets and syndication.

Products offerings across various customer segments

Retail / HNI / Business Owner / Micro Enterprises	Ultra HNI	SME	Mid Corporates	Large Corporates
Loan Against Property (LAP)	Loan Against Property (LAP)	Term Loan	Term Loan	Term Loan
Unsecured Personal Loans	Promoter Funding	Working Capital Demand Loan (WCDL)	Working Capital Demand Loan (WCDL)	Structured Finance
Unsecured Business Loans	Loan against Securities (LAS)	Loan against Property (LAP)	Structured Finance	Project Finance
Loan Against Securities (LAS)	IPO Financing	Lease Rental Discounting (LRD)	Construction Finance	Fixed Income Investment
IPO Financing	Debt Syndication	Vendor Financing	Debt Syndication	Debt syndication
ESOP Financing	Wealth Management	Channel Financing	Debt Capital Market (DCM) Desk	Debt Capital Market (DCM) Desk
Digital Lending		Broker Funding	Treasury Services	Treasury Services
Wealth Management			Wealth Management	Wealth Management

Our Loan Book derived as per Ind AS as on March 31, 2019 is ₹ 50,69,861.78 lakhs and as on September 30, 2019 is ₹ 47,90,210.43 lakhs. Further, we have maintained a healthy asset quality with Net Stage 3 % of the total Loan Book as 0.87% and 1.24% respectively as of March 31, 2019 and September 30, 2019 on 90 DPD. The total revenue from operations and the total profit, as on September 30, 2019 is ₹ 3,17,489.97 lakhs and ₹ 48,079.90 lakhs respectively.

Credit Rating

Our Company is rated by ICRA Ltd, India Ratings & Research and CARE Ltd. The details are as follows:

Products	ICRA	India Ratings	CARE
Bank Loan Facilities	Short Term [ICRA] A1+ Long Term [ICRA] AAA	IND AAA Outlook Stable	Not Applicable
Non-Convertible Debentures	[ICRA] AAA Stable Outlook	IND AAA; Outlook Stable	Not Applicable
Market Linked Debentures	Not Applicable	IND- PPMLD AAA; Outlook Stable	Not Applicable
Subordinated Debt	[ICRA] AAA Stable Outlook	IND AAA; Outlook Stable	CARE AAA; Outlook Stable
Unsecured Non-Convertible Debentures	[ICRA] AAA Stable Outlook	Not Applicable	Not Applicable
Perpetual Debt	AA+ (hyb) Stable Outlook	IND AA+	Not Applicable
Commercial Paper	[ICRA] A1+	IND A1+	Not Applicable

Certain key business parameters of our Company as per IGAAP:

Particular	March 31, 2015	March 31, 2016	March 31, 2017
Asset Under Management *(Rs in Lakhs)*	1,758,800	2,575,500	3,470,300
Return on Average Asset	1.90%	1.85%	1.90%
Return on Average Equity	17.16%	14.87%	13.78%
NIM (%)	5.0%	4.8%	4.6%
Average Yield (%)	13.1%	12.6%	11.9%
Cost of Borrowing (%)	9.6%	9.1%	8.6%
Gross NPA as a % of Total Loans and Advances	0.90%	0.63%	0.47%
Net NPA as a % of Total Loans and Advances	0.46%	0.22%	0.21%

Certain key business parameters of our Company as per Ind AS:

Particular	March 31, 2018[#]	March 31, 2019**	September 30, 2019[##]
Asset Under Management *(Rs in Lakhs)*	4,324,200	5,171,400	48,36,767
Return on Average Asset	1.76%	1.81%	1.96%
Return on Average Equity	12.48%	12.73%	12.56%
NIM (%)	4.7%	4.91%	5.37%
Average Yield (%)	11.4%	12.0%	12.81%
Cost of Borrowing (%)	7.8%	8.2%	7.44%
Stage 3 Assets as a % of Total Loan Book	0.91%	1.48%	1.85%
Net Stage 3 Assets as a % of Total Loan Book	0.42%	0.87%	1.22%

[#]derived from comparatives presented under Ind AS financial statements

** derived from Audited Standalone Financial Statements (under Ind AS)

[##] derived from Interim Condensed Standalone Ind AS Financial Statements September 2019

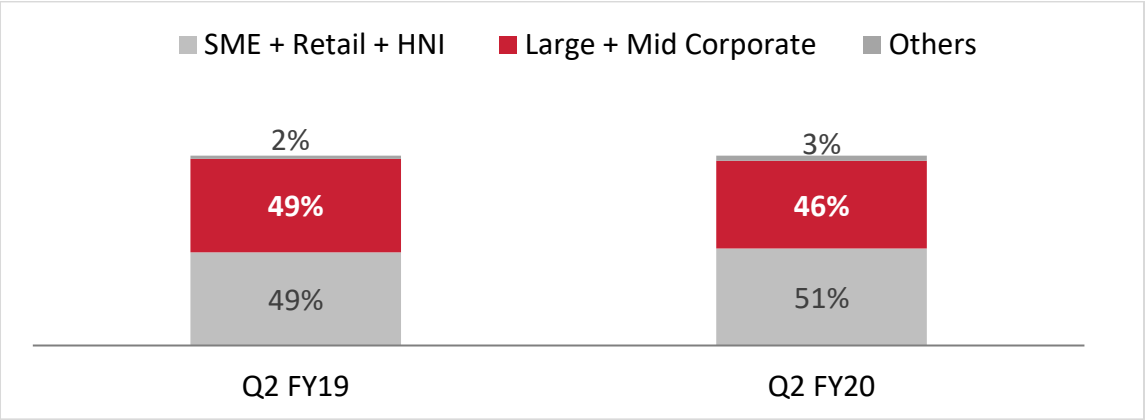
Our Key Competitive Strengths

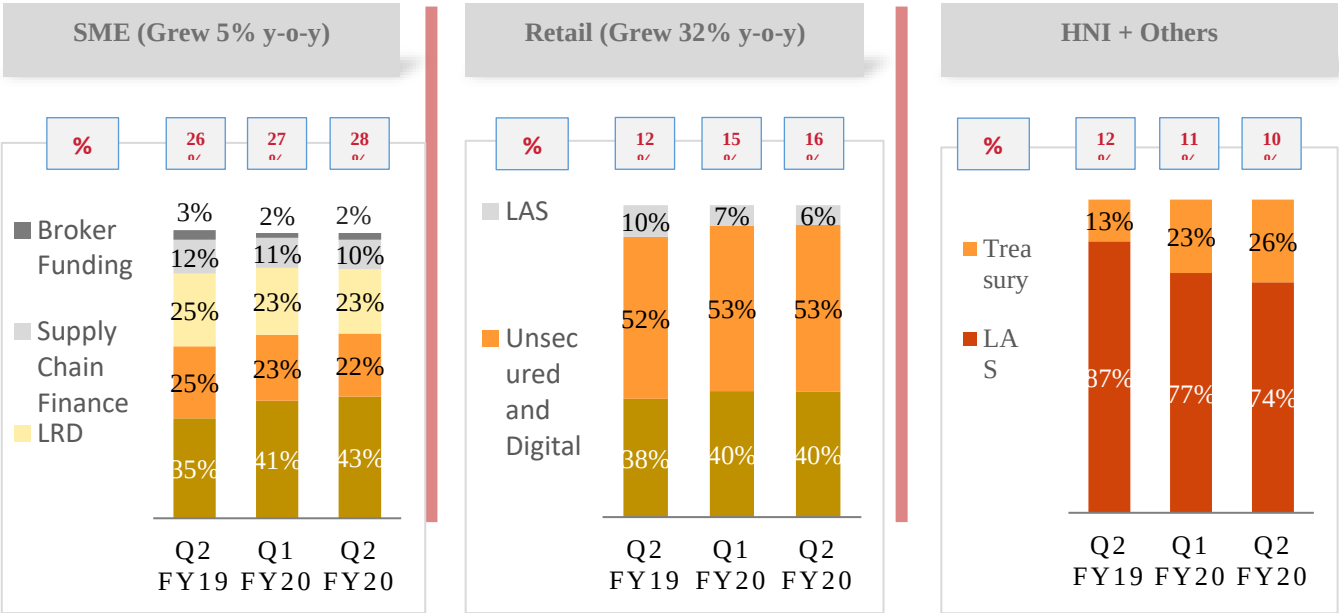
Ability to set up and scale new product lines resulting in diversified portfolio

We believe in taking the ladder-up approach on introduction of new products lines. We have been successful in leveraging our initial expertise in capital market based lending and large corporate lending to develop new

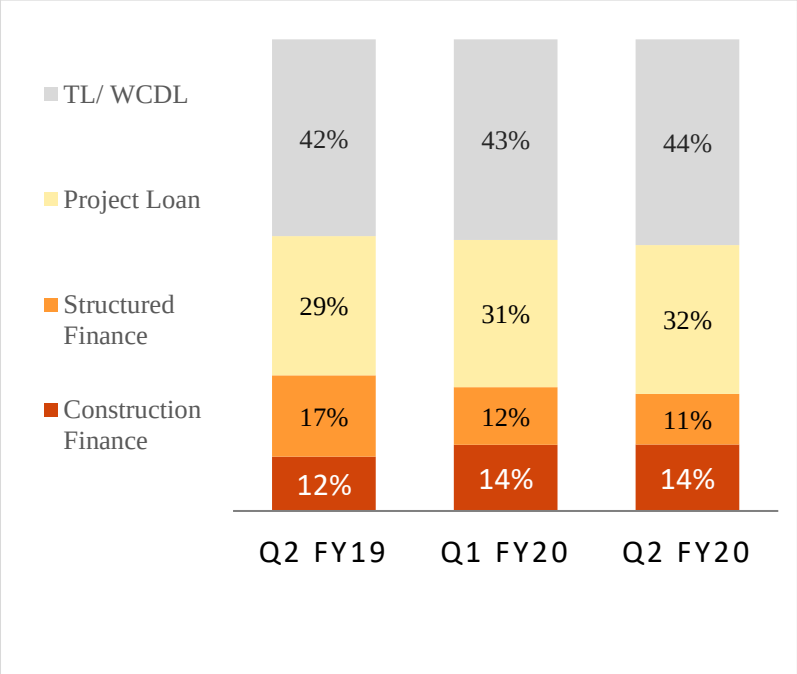
business and product lines such as LAP, LRD, project loans, structured finance, unsecured business loans, digital finance, etc. with current focus on expanding the SME and retail sector. We have a diversified loan/portfolio mix across customer segments and product lines as indicated in the chart below:

Loan Mix as on September 30, 2019, March 31, 2019 and March 31, 2018:



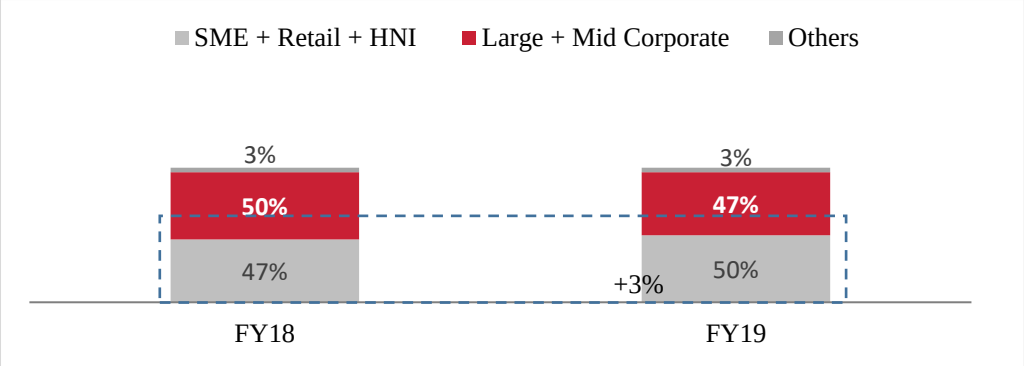


Large & Mid Corporate (De-grew 6% y-o-y)			
% Mix	49%	47%	46%
Loan Book	23,632	23,615	22,331

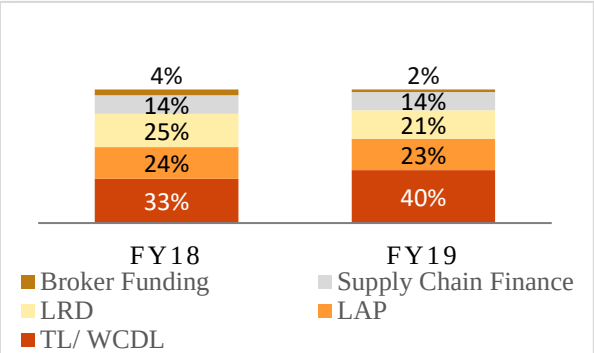


Large & Mid Corporate Concentration

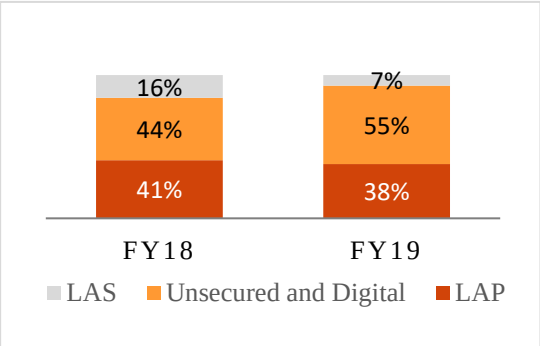
Ticket Size Range	# of Customer	% of Total Book
0 – 50	180	7%
50 – 100	75	11%
100 – 200	66	19%
200 – 400	16	9%
Total	337	46%



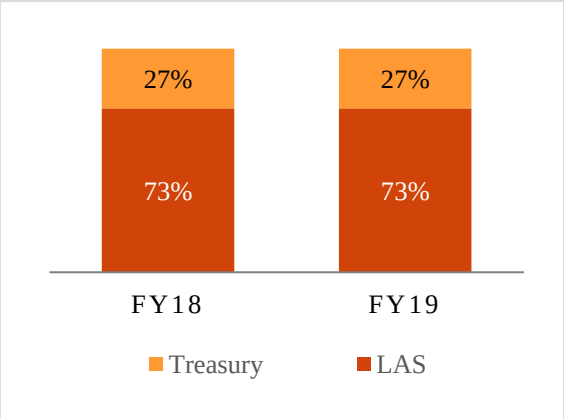
SME



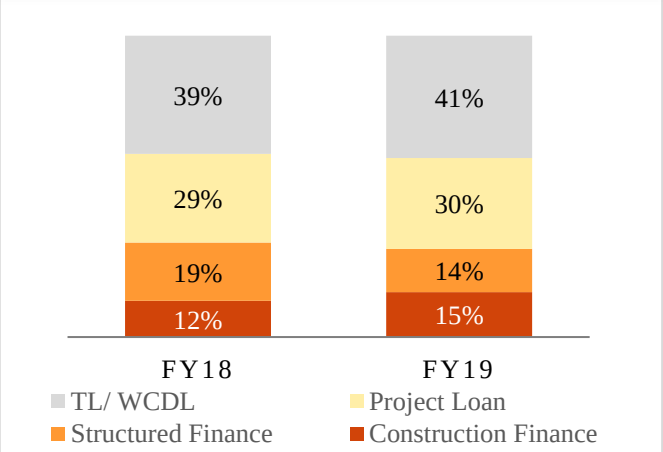
Retail



HNI + Others



Large & Mid Corporate



Segment (% of total book)	ATS	Typical Nature of Transactions
TL/WCDL 19%	~55	Appraisal based on business cash flows along with collaterals to diversified industries
Project Loan 14%	~100	Started in 2011 Funding towards projects with ring-fenced cash flows Typically, 25-30% of total debt funding for a project
Structured Finance 7%	~90	Typically structured with recourse to cash flows of the obligor and sponsor entities with adequate security coverage
Construction Finance 7%	~55	>90% of borrowers have a track record of delivering over 5 million square feet Average actual loan tenor 2.5 years

This diversified portfolio of products ensures that we are able to target all demographic sectors and insulates it from fluctuations in specific areas. It also enables us to cross-sell product lines. We believe that this diversified suite of products and services and proven track record of performance makes us uniquely qualified to marry scale with flexibility and benefits its operations significantly.

Strong track record of consistent growth, improving operational efficiency and profitability

Indian economy continues to be among the bright spots for growth globally being relatively underpenetrated and overall credit growth in India has been robust. NBFCs in India have seen an increase in the market share of credit growth over the last decade which can be attributed to better reach and service quality.

We have achieved substantial growth since our inception. Our total loans and advances derived as per IGAAP has grown from ₹ 17,09,794.30 lakhs as on March 31, 2015 to ₹ 33,29,219.58 lakhs as on March 31, 2017. Our Loan Book derived as per Ind AS has grown from ₹ 42,49,314.73 lakhs as on March 31, 2018 to ₹ 50,69,861.78 lakhs, as on March 31, 2019 and ₹ 47,90,210.43 lakhs as on September 30, 2019 and we have achieved a strong growth in lending book, revenue and profitability while ensuring healthy quality of loan book in a credit challenged environment.

Our revenue from operations of were ₹ 3,17,489.97 lakhs and ₹ 5,60,726.58 lakhs for the six month period ended September 30, 2019 and for the year ended March 31, 2019 respectively, as compared to our revenue from operations of ₹ 4,43,824.08 lakhs for the year ended March 31, 2018. Further, our revenue from operations grew to ₹ 3,42,610.13 lakhs for the year ended March 31, 2017 from ₹ 1,78,032.83 lakhs for the year ended March 31, 2015.

Our profit before tax of ₹ 71,773.75 lakhs and ₹ 1,32,801.42 lakhs for the six month period ended September 30, 2019 and for the year ended March 31, 2019 respectively, as compared to our profit before tax of ₹ 1,05,088.76 lakhs for the year ended March 31, 2018. Further, profit before tax grew to ₹ 83,193.26 lakhs for the year ended March 31, 2017 from ₹ 41,084.56 lakhs for the year ended March 31, 2015.

In a growing credit market such as India, our consistent growth and operational efficiency position it well to take advantage of attractive opportunities enabling it to continue its upward trajectory.

Maintaining high asset quality with high growth

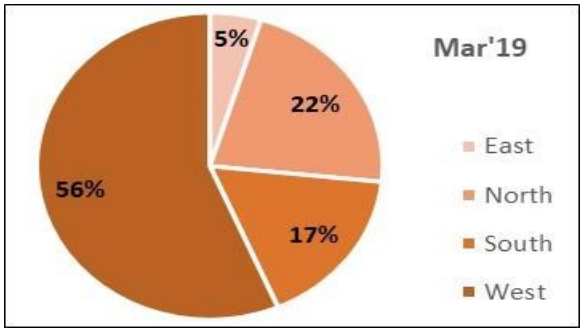
Efficient risk management and prudent client selection is clearly reflected in our low NPAs. With RBI's NPA recognition norms becoming stringent year on year, from 180 DPD in fiscal year 2015 to 150 DPD in fiscal year 2016, 120 DPD in fiscal year 2017 and 90 DPD in fiscal year 2018, we believe we have maintained lower NPA ratios in contrast to rising NPAs in the industry. Our robust risk management model has resulted in high asset quality. We have been able to ensure a high-quality book across all customer segments.

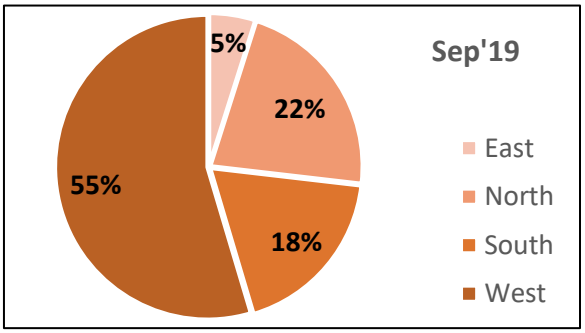
Our multi-pronged credit appraisal approach has helped in reducing bad loans. Further, we have processes in place to conduct regular monitoring including through its early warning stress model and in-depth analysis of cash flow and needs of the borrower. A lower cost of borrowing enables business verticals to be competitive in the lending space and bid for high quality assets. We leverage existing as well as new relationships with lenders to enhance its limits and borrow at competitive rates. This enables us to remain profitable while being selective in its lending.

Pan India presence with strong direct sourcing

We have a geographical footprint across the length and breadth of the country with 66 lending branches spread across 51 cities as of September 30, 2019. We believe that with its depth and breadth of product and service portfolio, it is deepening its presence across its retail and corporate customers. We have a balanced mix of sourcing through own channel and external channels.

Geographical Mix % of Loan Book derived as per Ind AS





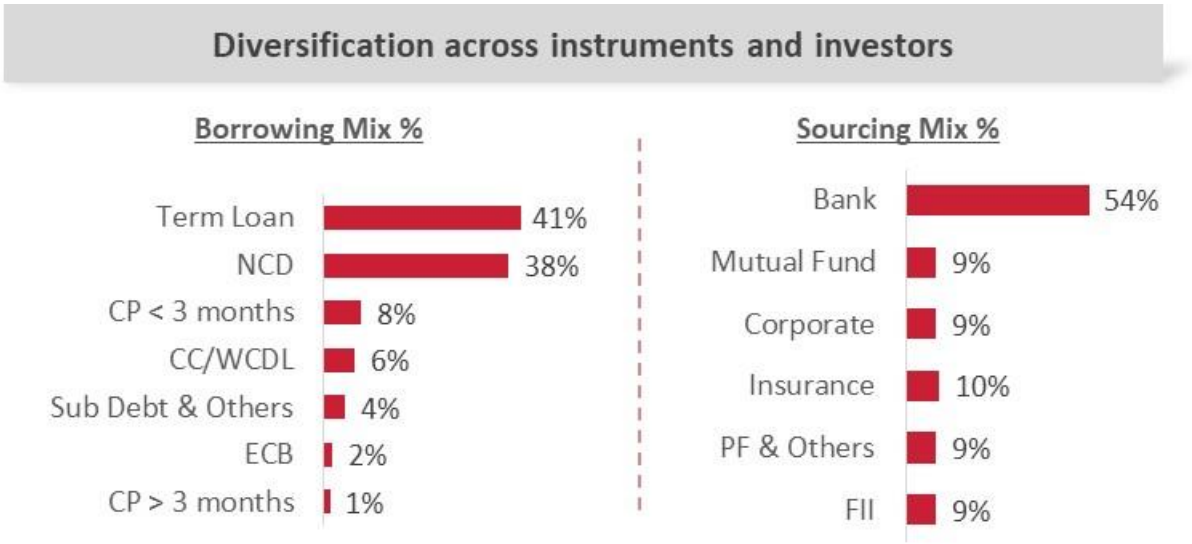
The focus is now on to leverage digital channels to acquire customers at scale. This pan-India geographic presence along with focus on digital channels coupled with strong brand recognition are our key advantages.

Differentiated Customer Experience

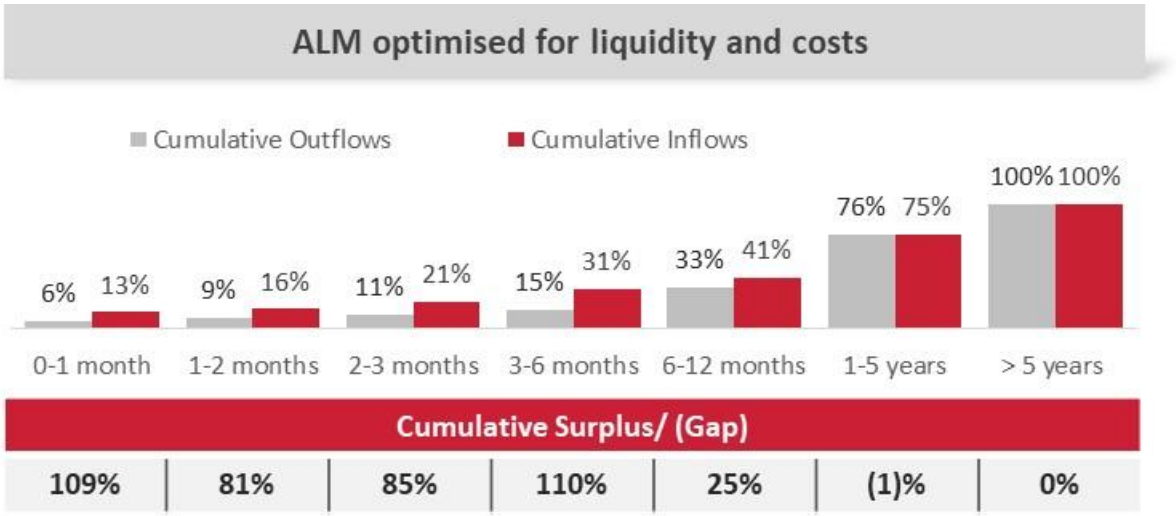
We believe that technology and automation are of paramount importance to the Company's business and it has leveraged the same for an efficient and effective system across its business lines. It has made significant investments in IT platforms to enable seamless on-boarding and servicing of its customers. Given the changing technological landscape, it has also developed digitised mode of acquiring and servicing customers. We have a customer centric approach focussed on consumer needs and quality of service and we aim to reduce the end to end turn-around time (**"TAT**") for customers by automating over 90% of the critical back-end processes which has created a differentiation for our customer service experience.

Efficient Treasury Management Supporting Growth

Our treasury team dynamically manages the borrowing mix to ensure availability of funds and to optimize the borrowing cost. Our borrowing mix of as of September 30, 2019 is indicated in the chart below:



Backed by our strong financials and Aditya Birla Group's brand equity, we are able to borrow at competitive rates. In line with changing asset profile and debt market scenario, our borrowing mix has gradually evolved from a high reliance on short term debt to a well-balanced borrowing mix at present. It also gives the needed flexibility to time the borrowings and take advantage of interest rate movements. We believe that a lower cost of borrowing enables business verticals to be competitive in the lending space and bid for high quality assets.



Our Key Strategies

Growing existing business and focus on further diversification and "retailisation" of the book through foray into new business lines / sub-segments

We have sought to build a strong and granular retail strategy through selection of new segments and achieving customer count targets while making sure that the portfolio quality remains high. Unsecured lending focused on personal and business loans is expected to continue to add customers while further diversifying into new sub-segments. Our mortgage business will continue to tap into fast growing retail, micro enterprises and SME segments taking advantage of increased demand for smaller ticket size loans.

With introduction of new products on a regular basis, we have created a customer base that spans the economic value chain and we propose to leverage this existing customer base by cross-selling and venturing into new business lines with high potential including healthcare financing, education loans and consumer durables finance.

We also plan on enhancing our risk management process by deploying alternative credit models through social scoring, transaction data etc. and early warning mechanism. We believe these steps will enable us to continue to grow our retail customer base as well as cross-sell new products to our existing customers.

Diversified product & customer strategy	Continue to focus on SME & Retail sectors to drive growth Recently launched new products in the retail consumer loan segment
Build a broad-based sourcing engine	Expand physical footprint in smaller cities with lean branches leading to lower ticket sizes Grow existing and build new partnerships for large-scale retail customer acquisition Program for cross-sell of loans and wealth products across lines of business Leverage broader ABG ecosystem
Investment in Technology & other capabilities	Automating customer journeys across business segments Further strengthen collections infrastructure including automation of processes
Risk Management	Continue with cash-flow based under-writing; Strengthen stress testing of cash flows

Increase cross selling including by leveraging technology and automation

Our Company's focus is on scaling up the online platform to launch multiple retail and other products. We plan to shift focus to platform creation and empower all functions and businesses to scale exponentially with emphasis on automated customer services and incorporating digital touch points for better service delivery by leveraging its technology, database and internal practices. This will be achieved through automated internal loan on-boarding and loan management systems for faster turn-around time. We also plan to incorporate digital on-boarding systems for faster lead generation and consequential growth in loan book.

We plan on acquiring new customers through online sourcing and credit appraisal as well introducing mobile/tab based on-boarding of customers. Emphasis on cross-sell and up-sell helps to capture higher wallet share per customer and achieve higher diversification of portfolio. We further plan to leverage the brand recall and customer bases of the Aditya Birla Group to increase the number of products per customer.

Enhance its customer centric approach across business lines

We seek to strengthen its products, underwriting, operations, service, systems, processes and people capabilities around the customer. This customer centric philosophy is supported on four pillars of 'Acquisition', 'Retention', 'Deepening of relationship' and 'Advocacy'. The dedicated customer service team works closely with business and support functions to ensure every customer is given a superlative end to end experience from prospecting to on-boarding to post sales service. As we evolve, we continue to transform our perspectives with being able to accurately profile and pre-empt customer needs. At the same time, our initiatives are also geared towards ensuring quality of service on a scalable and sustainable basis. Diversification in terms of customer base creates an extensive matrix with synergy across products to expand NBFC's share of credit availed by every user. This will be further augmented by an efficient use of the digital data available through partnerships as well as customer engagement, to create a unique customer experience which is a combination of human relationship and digital support. Thus, revamping and investing in its existing capabilities, skills and infrastructure to strengthen its "Service in Advance" proposition is our key for continued success.

Continue focus on risk management and governance framework

Our robust risk management processes enable us to maintain a healthy portfolio in accordance with its risk appetite. Our regular monitoring of risks and its governance frameworks such as risk based pricing framework, credit policies and procedures and exceptional approval matrices as well as our online monitoring tool enhances our supervision and control over our risk exposure. As our business continues to grow and in light of regulatory policies aimed at reducing NPAs, we will continue to undertake self-evaluation, improve risk management processes and adopt best practices in line with global standards.

Key Financial Parameters of our Company:

A summary of our key operational and financial parameters for the last three completed Financial Years, (standalone) are as follows:

A. A summary of our key operational and financial parameters as at and for the year ended March 31, 2018*** and March 31, 2019** are as follows:

(₹ in lakhs)

Financial Summary	March 31, 2018***	March 31, 2019**
Equity	64,567.65	65,624.52
Net Worth* (Note 1)	6,22,897.94	7,41,654.31
Total Debt of which		
Debt Securities	21,43,201.82	23,55,967.60
Borrowings (other than Debt Securities)	14,60,526.59	19,44,266.27
- Subordinated Liabilities	20,963.60	20,976.11
Net Fixed Assets (Note 2)	5,853.68	6,413.14
Other Financial Assets	42,11,043.70	50,22,558.24
Other Non-financial Assets (Note 3)	21,010.06	25,276.67
Cash and Cash Equivalents	7,089.29	5,908.01
Investments	1,32,751.88	1,57,650.71
Other Financial Liabilities (Note 4)	1,16294.34	1,41,060.68
Other Non-financial Liabilities	2,500.80	3,511.78
Loans (Note 5)	42,07,962.30	50,18,759.78
Off Balance Sheet Liabilities	25,773.63	13,589.67
Total Income	4,43,824.08	5,61,287.91
Interest Income	4,13,029.37	5,19,297.44
Finance Cost	2,59,676.30	3,27,601.31
Impairment on Financial Instruments	21,491.20	20,670.86
Profit for the Year	69,597.55	86,872.27
Stage 3 Asset as a percentage of Total Loan Book (%)	0.91	1.48
Net Stage 3 Asset as a percentage of Total Loan Book (%)	0.42	0.87
Tier I Capital Adequacy Ratio (%)	14.62	14.33
Tier II Capital Adequacy Ratio (%)	3.28	3.13

* Preference Share is presented under Borrowings as per Ind AS 32 therefore it is not considered for Net Worth calculation.

** Derived from Audited Standalone Financial Statements (under Ind AS)

*** Derived from the comparatives presented in the Ind AS financial statements

Notes: The below notes applicable to the key operational and financial parameters are as follows:

1. *"Net Worth" refers to the aggregate of equity share capital and reserves and surplus.*

2. *"Net Fixed Assets" refers to the aggregate of net block of property, plant and equipment and intangible assets and intangible assets under development.*

3. *"Other Non Financial Assets" includes current tax assets, deferred tax assets and other non-financial assets.*

4. *"Other Financial liabilities" includes trade payables, debt securities, borrowings (other than debt securities), subordinate debt and other financial liabilities.*

5. *"Loans" refers to loans relating to financing activity (net of allowances for non performing assets and standard assets).*

A summary of our key operational and financial parameters as at and for the six month period ended September 30, 2019.

(₹ in lakhs)

Financial Summary	September 30, 2019
Equity	65,624.52
Net Worth* (Note 1)	7,88,952.27
Total Debt of which	
Debt Securities	21,50,911.70
Borrowings (other than Debt Securities)	20,47,492.34
- Subordinated Liabilities	20,942.49
Net Fixed Assets (Note 2)	6,254.35
Other Financial Assets	47,38,497.87
Other Non-financial Assets (Note 3)	40,925.62
Cash and Cash Equivalents	66,767.30
Investments	3,49,808.89
Other Financial Liabilities (Note 4)	1,59,981.68
Other Non-financial Liabilities	2,988.54
Loans (Note 5)	47,36,271.03
Off Balance Sheet Liabilities	10,747.63
Total Income	3,18,029.17
Interest Income	2,88,485.62
Finance Cost	1,83,470.72
Impairment on Financial Instruments	23,068.28
Profit for the Period	48,079.90
Stage 3 Asset as a percentage of Total Loan Book (%)	1.85

Financial Summary	September 30, 2019
Net Stage 3 Asset as a percentage of Total Loan Book (%)	1.24
Tier I Capital Adequacy Ratio (%)	15.52
Tier II Capital Adequacy Ratio (%)	3.60

Notes: The below notes applicable to the key operational and financial parameters are as follows:

1. *"Net Worth" refers to the aggregate of equity share capital and reserves and surplus.*

2. *"Net Fixed Assets" refers to the aggregate of net block of property, plant and equipment and intangible assets and intangible assets under development.*

3. *"Other Non Financial Assets" includes current tax assets, deferred tax assets and other non-financial assets.*

4. *"Other Financial liabilities" includes trade payables, debt securities, borrowings (other than debt securities), subordinate debt and other financial liabilities.*

5. *"Loans" refers to loans relating to financing activity (net of allowances for non performing assets and standard assets).*

B. A summary of our key operational and financial parameters (as per IGAAP) as at March 31, 2017 are as follows:

(₹ in lakhs)

Parameters	March 31, 2017
Net worth (Note 1)	4,99,132.70
Total Borrowings of which	
- Long Term Borrowings	15,94,663.52
- Short Term Borrowings	9,91,251.54
- Current Maturities of Long Term Secured Borrowings	3,05,400.00
Net Fixed Assets (Note 2)	5,660.05
Non-Current Assets (Note 3)	24,67,681.39
Cash and Cash Equivalents	13,571.83
Current Investments	79,420.00
Other Current Assets (Note 4)	9,75,617.00
Non-Current Liabilities (Note 5)	36,406.00
Current Liabilities (Note 6)	1,15,096.51
Total Loans and Advances (Note 7)	33,29,219.58
Off Balance Sheet Loan	18,295.55
Total Revenue	3,42,610.13
Interest Income	3,16,563.8
Finance Cost	2,07,706.13
Provision & Write-Offs (Net)	9,891.36
Profit for the Year	58,525.40
Gross NPA as a % of Total Loans and Advances (Note 8)	0.47%
Net NPA to Total Advances (%) (Note 9)	0.21%
CRAR - Tier I Capital Ratio (%)	13.69
CRAR - Tier II Capital Ratio (%)	3.64

Notes: The below notes applicable to the key operational and financial parameters are as follows:

1. *"Net Worth" refers to the aggregate of equity share capital and reserves and surplus.*

2. *"Net Fixed Assets" refers to the aggregate of net block of property, plant and equipment and intangible assets and intangible assets under development.*

3. *"Non-Current Assets" refers to the aggregate of non-current investments, deferred tax assets, long term loans and advances, long term loans and advances towards financing activities and other non-current assets.*

4. *"Other Current assets" include trade receivables, short term loans and advances, short term loans & advances towards financing activities, stock of securities before current maturities, current maturities of long-term loans & advances towards financing activities and other current assets.*

5. *"Non-Current liabilities" refers to the aggregate of other long-term liabilities and long-term provisions.*

6. *"Current liabilities" refers to the aggregate of trade payables, other current liabilities and short-term provisions but excludes current maturities of secured long term debt.*

7. *"Total loans and advances" is the aggregate of our Company's long-term loans and advances (secured and unsecured), short term loans and advances (secured and unsecured) (Gross of allowances for non performing assets).*

8. *"Gross NPAs as a % of Total Loans and Advances" refers to Gross NPAs divided by total loans and advances as derived from IGAAP.*

9. *"Net NPAs to Total Advances" reflect our gross NPAs less provisions for NPAs and "net NPA (%)" refers to the ratio of net NPAs to total loans and advances*

Debt Equity Ratio of our Company:

Particulars	**September 30, 2019**
Before the issue of debt securities as at September 30, 2019	5.35
After the issue of debt securities*	5.98

**The debt-equity ratio post the Issue is indicative on account of the assumed inflow of ₹5,00,000 lakh from the proposed Issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment.*

Select Financial Information:

Certain select financial information of our Company on a standalone basis is as below: -

Please note that the numbers presented for September 30, 2019 in the tables herein below are numbers for the six month period ended and are accordingly not comparable with the numbers presented for the year ended March 31, 2019, March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015.

- **Revenue from operations as a percentage of total income under Ind AS**

(₹ in lakhs)

Particulars	**For the six month period ended September 30, 2019**	**For the year ended March 31, 2019**	**For the year ended March 31, 2018**
Revenue from operations (A)	3,17,489.97	5,60,726.58	4,43,638.64
Total Income (B)	3,18,029.17	5,61,287.91	4,43,824.08
Revenue from operations as a percentage of Total Income (A)/(B)	99.83%	99.90%	99.96%

- **Revenue from operations as a percentage of total revenue under IGAAP**

(₹ in lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Revenue from operations (A)	3,42,469.60	2,46,328.02	1,78,030.26
Total Revenue (B)	3,42,610.13	2,48,529.57	1,78,032.83
Revenue from operations as a percentage of Total Revenue (A)/(B)	99.96%	99.11%	100.00%

- **Stage 3 Asset as a percentage of total loan book (under Ind AS)**

(₹ in lakhs)

Particulars	For the six month period ended September 30, 2019	For the year ended March 31, 2019	For the year ended March 31, 2018
Stage 3 Loans (A)	88,555.18	75,249.79	38,572.95
Stage 3 Provision	29,232.81	31,295.80	20,732.52
Net Stage 3 Assets	59,322.37	43,953.99	17,840.43
Total Loan Book (B)	47,90,210.43	50,69,861.78	42,49,314.73
Stage 3 Asset as a percentage of total loan book (A)/(B)	1.85%	1.48%	0.91%
Net Stage 3 Asset as a percentage of total loan book (A)/(B)	1.24%	0.87%	0.42%

- **NPA and Net NPA percentage (under IGAAP)**

(₹ in lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
GNPA (A)	15,718.34	15,717.30	15,299.77
Provision (B)	8,659.66	10,143.55	7,514.69
Net NPA (A-B)	7,058.68	5,573.75	7,785.08
Total loans and advances (C)	33,29,219.58	24,96,423.62	17,09,794.30
GNPA as a percentage of the total loans and advances (A/C)	0.47%	0.63%	0.89%
NNPA as a percentage of the total loans and advances (B/C)	0.21%	0.22%	0.46%

- **Total interest income to Total income under Ind AS**

(₹ in lakhs)

Particulars	For the six month period ended September 30, 2019	For the year ended March 31, 2019	For the year ended March 31, 2018
Total interest income (A)	2,88,663.04	5,19,297.44	4,13,029.37
Total income (B)	3,18,029.17	5,61,287.91	4,43,824.08
% (A) / (B)	90.77%	92.52%	93.06%

- **Total interest income to Total revenue under IGAAP**

(₹ in lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Total interest income (A)	3,16,563.81	2,32,806.10	1,69,088.34
Total revenue (B)	3,42,610.13	2,48,529.57	1,78,032.83
% (A) / (B)	92.40%	93.67%	94.98%

- **Secured & Unsecured Loan Book as a percentage to total Loan Book as per Ind AS**

(₹ in lakhs)

Particulars	For the six month period ended September 30, 2019	For the year ended March 31, 2019	For the year ended March 31, 2018
Secured Loan Book (A)	38,99,041.04	41,20,776.48	34,15,784.88
Unsecured Loan Book (B)	8,91,169.39	9,49,085.30	8,33,529.85
Total Loan Book (Gross) (C =-A+B)	47,90,210.43	50,69,861.78	42,49,314.73
Secured Loan Book as % of Total Loan Book (A/C)	81.40%,	81.28%	80.38%
Unsecured Loan Book as % of Total Loan Book (B/C)	18.60%	18.72%	19.62%

- **Secured & Unsecured loans and advances as a percentage to total Loans and Advances as per IGAAP**

(₹ in lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Secured Loans and Advances (A)	26,96,151.83	20,69,680.51	14,11,281.07
Unsecured Loans and Advances (B)	6,33,067.75	4,26,743.11	2,98,513.23
Total Loans and Advances (Gross) (C =-A+B)	33,29,219.58	24,96,423.62	17,09,794.30
Secured Loans and Advances as % of Total Loans and Advances (A/C)	80.98%	82.91%	82.54%
Unsecured Loans and Advances as % of Total Loans and Advances (B/C)	19.02%	17.09%	17.46%

- **Net worth (as per Ind AS)**

(₹ in lakhs)

Particulars	For the six month period ended September 30, 2019	For the year ended March 31, 2019	For the year ended March 31, 2018
Equity Share Capital (A)	65,624.52	65,624.52	64,567.65
Other equity (B)	7,23,327.75	6,76,029.79	5,58,330.29
Net worth (A)+(B)	7,88,952.27	7,41,654.31	6,22,897.94

- **Net worth (under IGAAP)**

(₹ in lakhs)

Particulars	**Amount as on March 31, 2017**
Equity Share Capita (A)	62,740.86
Preference shares(B)	1,000.00
Other equity (C)	4,35,391.84
Net worth (A)+(B)+(C)	4,99,132.70

- **Return on Average Equity (ROE) and Return on Average Asset (ROA)**

(₹ in lakhs)

Particulars	September 30, 2019	Particulars	September 30, 2019
Return on Average Equity (A)/(D)	12.56%	Return on Average Assets (A)/(D)	1.96%
Profit for the period (A)	48,079.90	Profit for the period (A)	48,079.90
Equity as on September 30, 2019 (B)	7,88,952.27	Total Assets as on September 30, 2019 (B)	52,02,254.00
Equity as on March 31, 2019 (C)	7,41,654.31	Total Assets as on March 31, 2019 (C)	46,31,927.70
Average Equity [(B)+(C)]/2 = D	7,65,303.29	Average of Assets [(B) +(C)]/2 = D	49,17,090.85

(₹ in lakhs)

Particulars	March 31, 2019	Particulars	March 31, 2019
Return on Average Equity (A)/(D)	12.73%	Return on Average Assets (A)/(D)	1.81%
Profit for the year (A)	86,872.27	Profit for the year (A)	86,872.27
Equity as on March 31, 2019 (B)	7,41,654.31	Total Assets as on March 31, 2019 (B)	52,17,806.76
Equity as on March 31, 2018 (C)	6,22,897.94	Total Assets as on March 31, 2018 (C)	43,77,748.61
Average Equity [(B)+(C)]/2 = D	6,82,276.13	Average of Assets [(B) +(C)]/2 = D	47,97,777.69

(₹ in lakhs)

Particulars	March 31, 2018	Particulars	March 31, 2018
Return on Average Equity (A)/(D)	12.48%	Return on Average Assets (A)/(D)	1.76%
Profit for the year (A)	69,597.55	Profit for the year (A)	69,597.55
Equity as on March 31, 2018 (B)	6,22,897.94	Total Assets as on March 31, 2018 (B)	43,77,748.61
Equity as on April 1, 2017 (C)	4,92,406.97	Total Assets as on April 1, 2017 (C)	35,13,334.90
Average Equity [(B)+(C)]/2 = D	5,57,652.46	Average of Assets [(B)+(C)]/2 = D	39,45,541.76

(₹ in lakhs)

Particulars	March 31, 2017	Particulars	March 31, 2017
Return on Average Equity (A)/(D)	13.78%	Return on Average Assets (A)/(D)	1.90%
Profit for the year (A)	58,525.40	Profit for the year (A)	58,525.40
Equity as on March 31, 2017 (B)	4,98,132.70	Total Assets as on March 31, 2017 (B)	35,41,950.27
Equity as on March 31, 2016 (C)	3,51,080.39	Total Assets as on March 31, 2016 (C)	26,22,395.02
Average Equity [(B)+(C)]/2 = D	4,24,606.55	Average of Assets [(B)+(C)/2 = D]	30,82,172.65

(₹ in lakhs)

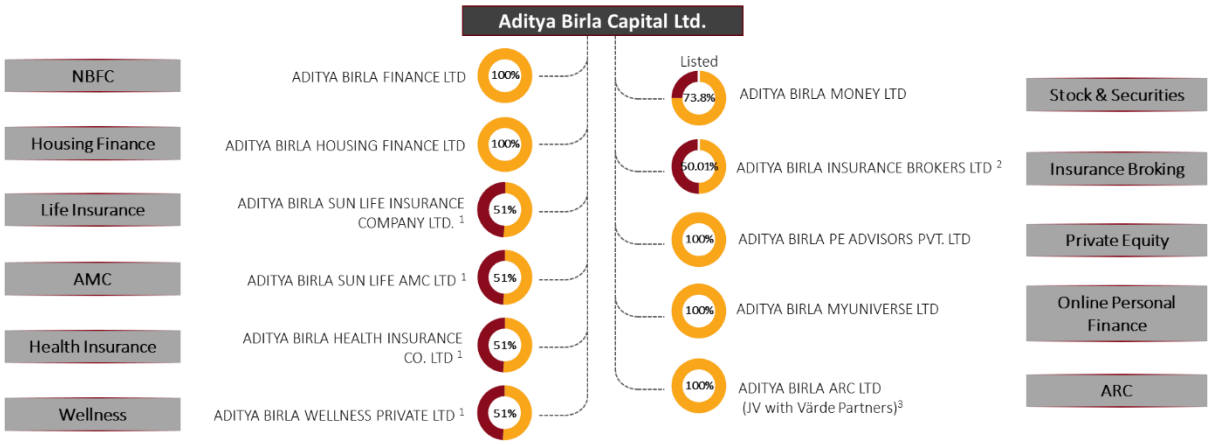
Particulars	March 31, 2016	Particulars	March 31, 2016
Return on Average Equity (A)/(D)	14.87%	Return on Average Assets (A)/(D)	1.85%
Profit for the year (A)	40,860.11	Profit for the Year (A)	40,860.11
Equity as on March 31, 2016 (B)	351080.39	Total Assets as on March 31, 2016 (B)	26,22,395.02
Equity as on March 31, 2015 (C)	198483.45	Total Assets as on March 31, 2015 (C)	17,95,724.92
Average Equity [(B)+(C)]/2 = D	274781.92	Average of Assets [(B)+(C)]/2 = D	22,09,059.97

(₹ in lakhs)

Particulars	March 31, 2015	Particulars	March 31, 2015
Return on Average Equity (A)/(D)	17.16%	Return on Average Assets (A)/(D)	1.90%
Profit for the year (A)	27,067.63	Profit for the year (A)	27,067.63
Equity as on March 31, 2015 (B)	1,98,483.45	Total Assets as on March 31, 2015 (B)	17,95,724.92
Equity as on March 31, 2014 (C)	1,16,922.82	Total Assets as on March 31, 2014 (C)	11,90,564.44
Average Equity [(B)+(C)]/2 = D	1,57,703.14	Average of Assets [(B)+(C)]/2 = D	14,93,144.68

Corporate Structure

The following chart outlines our corporate structure as on September 30, 2019



Above is not intended to show the complete organizational structure and all entities therein. It is intended to describe the key businesses of Aditya Birla Capital

Note: ABCL structure contains major subsidiaries and excludes step down subsidiaries, if any. Aditya Birla Sunlife Pension Management Limited is 100% subsidiary of Aditya Birla Sun Life Insurance Company Ltd.

1. Indicates JV.
2. 49.998% of ABIBL is held by Infocyber India Pvt Ltd
3. 50% JV subject to regulatory approvals

Our Key Customer Segments:

Since the year 2010, we have grown from being a niche NBFC to a well-diversified NBFC catering to a wide range of customer segments, as discussed below.

- **Retail / HNI / Business Owner / Micro Enterprise Segment**

  With economic growth and development in India, there is an increase in income levels and aspiration of our Company's target customers in the retail / HNI / business owner / micro enterprise segments. These segments are further expanding with the government's ongoing financial inclusion program.

  To fulfil such business, personal and investment needs of Retail / HNI / Business Owner / Micro Enterprise Segment customers and to help them meet their expansion plans, asset acquisition, etc our Company has built an entire spectrum of lending, financing and wealth management solutions. It includes (i) loans against property ("LAP"), (ii) unsecured personal loans, (iii) unsecured business loans, (iv) loan against securities ("LAS") which can be availed against marketable securities such as shares, mutual funds, bonds, etc. as well as insurance policies, (v) IPO financing which offer customers an opportunity to leverage their funds in primary markets to increase allotment quantum in IPO, and (vi) ESOP financing to employees of listed corporates with flexible repayment options. Our Company also offers wealth management solutions to such customers through distribution of third party products.

  Our Company has created an online financing platform with lead acquisition, assessment and servicing performed through an all-digital route. This platform, called ABFLDirect.com, caters to demand from SME and retail customers.

  Going forward, our Company's focus is on scaling up the online platform to launch multiple retail products such as education loans, etc. At the same time, the existing products (personal loans, loan against securities, etc.) are also be offered through the online platform, in addition to the offline routes.

- **Ultra HNIs**

  We also cater to ultra high net worth individuals and promoters of companies for their credit needs for growth and expansion viz. starting new operations, entering new markets and introducing new products or increasing stake in their companies through warrants conversion, subscribing to rights issues, equity infusion in other business.

  We provide solutions in the form of LAP, LAS, IPO financing, ESOP financing to allow this segment to raise funds quickly against security of shares, mutual fund units, bonds, property or a combination thereof. Similarly, we also offer promoter funding to meet such demands. Our Company offers debt syndication services by underwriting and syndicating loan transactions along with wealth management solutions through distribution of third party investment products.

- **SME Segment**

  With the Indian economy expected to emerge as one of the leading economies in the world, major impetus is being given to the SME sector which acts as the backbone of the Indian economy. With the larger goal of economic growth, government plans to make financial and technical support more accessible through initiatives such as 'Public Procurement Policy', 'Make in India', 'Startup India' and 'Skill India'. However, there is a lack of awareness of the various funding schemes available.

  Our Company caters to the needs of this segment arising from business financing requirements through solutions like term loans, LAP, LOC products, working capital loans and broker funding. We also cater to demand arising out of working capital requirements through supply chain finance solutions like vendor financing and channel financing. Our Company offers products like lease rental discounting ("LRD") to enable clients to finance business expansion and asset creation by monetizing and unlocking value of their property with rent from lessees becoming the source of repayment.

  Our Company targets to grow its SME loan book by serving manufacturers, exporters, large traders, dealers and vendors across the value chain of large and mid-corporate and Aditya Birla Group eco-system. To achieve this, it plans to expand branches mostly in Tier 2 & Tier 3 cities) across India. Over a period of time, our Company aims to build strong relationship with SMEs, which over a period of time will grow into mid-corporates.

- **Mid-Corporates**

  Mid-corporate clients seek customized and innovative solutions to meet their long term working capital requirements, short term business loans, acquisition finance and equity investment requirements, apart from the conventional balance sheet loans.

  We cater to this segment of customer through customised structured financing solutions. This segment is primarily catered through relationship managers. The products and solutions offered to this segment of customers include term loan, working capital demand loans, structured finance and construction finance. Our Company also offers debt syndication services by underwriting and syndicating loan transactions.

  Further, our Company helps the treasuries of mid-corporate companies by offering third party investment products such as mutual funds, commercial papers, non-convertible debenture and alternate assets through its wealth management services. Further, through a dedicated desk for debt capital markets, our Company offers innovative structures and products to this customer segment.

- **Large Corporate**

  In this segment, our Company serves large corporates across sectors such as manufacturing, infrastructure, hospitality, education, healthcare etc. This segment provides a wide range of opportunities for our Company to grow its asset book. However, our Company's strategy has been to be opportunistic and selective in this segment by targeting high quality corporate clients depending on the promoter and group profile, business fundamentals and growth prospects.

  Our Company caters to this segment with term loans as well as customized and innovative products such as structured finance. Our Company also provides project finance to large corporates by underwriting solutions for mid-sized projects, and for larger projects, by jointly underwriting transactions with other lenders such as banks and institutions. Additionally, our Company also offers debt syndication services.

Similar to mid-corporate segment, our Company helps the treasuries of large corporate clients by offering third party investment products such as mutual funds, commercial papers, non-convertible debentures and alternate assets through its wealth management services. Further, through a dedicated desk for debt capital markets, our Company offers innovative structures and products to this customer segment.

Our Company provides customized fixed income solutions through non-convertible debentures issued by large corporate clients in both primary and secondary markets. By tracking domestic and global financial markets closely, coupled with sound understanding of the prevailing macro-economics, debt markets, interest rates, foreign exchange rates, as well as the geo-political environment, our Company is well placed to identify suitable investment opportunities.

Our Products

The aforesaid customer segments are serviced with a diverse mix of products and solutions, as described below:

- **Term Loans**

  Term loans are business loans that may be borrowed for a variety of financial requirements such as expanding operations, acquiring equipment and manpower, upgrading existing processes, etc. This product is offered to companies across SME, Mid Corporate and Large Corporate Segment.

  In the SME space, the product is offered to those engaged in manufacturing, trading and services. It is offered through multiple channels, directly through relationship manager and indirectly through referral and channel partners. Here, the strategy is aggressive secured asset book growth by reaching out to the identified and targeted SME pockets with an approach for acquisition for the ones qualifying under the scorecard based internal credit criteria.

  In the Mid-Corporate segment, the product is offered to clients in the Mid-Corporate space with turnover in the range of ₹ 5,00,00,00,000 - ₹ 25,00,00,00,000. Our Company's core competence for this segment lies in its ability to offer customised offering through structured financing solutions. This product is offered through dual mode of direct relationship managers as well as syndication partners. The focused strategy is to aggressively grow the secured asset book with a risk reward balance.

  Large corporate term loan has positioned itself in a niche space wherein there is a plethora of possibilities for growing the asset book by conceding margins. However, our Company's strategy is to be opportunistic in this segment by targeting top 500 large corporate clients and drive profitability, thereby tactically opting for a moderate but stable scope of growth. This product is offered through dual mode of direct relationship managers as well as syndication partners.

- **Project Finance**

  This business capitalizes on the opportunities in infrastructure, core and manufacturing sectors by providing underwritten solutions for mid-sized projects and joint co-underwriting transactions with other project finance banks and institutions for the larger projects. The target customer segment is large corporates. Projects across a broad spectrum of sectors including infrastructure sectors, core sectors, manufacturing, hospitality, education and healthcare etc. are covered.

- **Structured Finance**

  Apart from conventional balance sheet loans, customers seek customized and innovative solutions to meet their long term working capital requirements, bridge loans, acquisition finance and equity investment requirements. Our balanced mix of wholesale corporate lending book complements the overall portfolio, thereby meeting the objectives of portfolio diversification, risk management and broad base of the customer profile. The strategy of maintaining a healthy proportion of structured finance in the overall portfolio has helped in establishing a deeper customer connect, bilateral ties and also at the same time has enhanced lending yields / return on equity, keeping project implementation risks under acceptable levels.

- **Construction Finance**

  Construction finance is aimed at providing financial assistance to top-category real estate developers for acquisition and construction costs. Our target customer segment are mid-corporates. Our Company is

currently serving customers in this segment across top 5 cities namely, Mumbai, Pune, NCR (National Capital Region), Bangalore and Chennai.

Our Construction finance team has direct relationships with established developers in the market and our team has been sourcing transactions directly from the borrowers. This provides better control on the structuring and negotiations which results in higher profitability. These exposures are adequately secured by proper assets and cash flows.

- **Working Capital Demand Loan**

  Our Company assists growing businesses to acquire a dependable source of steady revenue by way of working capital loans. Working capital finances boost operations and output, and businesses can expand their reach and area of influence. We offer working capital solutions to suit an array of short-term business requirements of companies in SME and mid-corporate segments.

- **Loan against Property**

  LAP facility enables the borrower to raise finance against owned property without selling it. Here, the target customer segment is retail, HNI, ultra HNI, promoter and MSME. The eligible loan amount is determined after assessing the historical as well as projected cash flows through balance sheet and profit and loss statements and therefore also forms the basis of repayment. This product is distributed through both, relationship managers and channel partners.

  Due to its lucrative risk-return profile, LAP market is intensely competitive. Our strategy to grow this business profitably is to leverage existing relationships, and our ability to structure transactions catering to the unique financing needs of this segment; controlling loan to value ratio with prudent assessment of cash flows while rigorously monitoring loan portfolio.

- **Lease Rental Discounting**

  LRD is essentially monetization / unlocking of the value in a property for the borrower, with rent from lessees occupying the underlying property, being the source of repayment. Eligibility is determined basis the contracted monthly rent payable by the lessee occupying the property being mortgaged. The credit worthiness of an LRD transaction is predicated also therefore on the quality of the lessee and the terms governing the rental arrangement between the borrower and the lessee(s). This product is offered primarily to SME segment.

- **Vendor Financing**

  This product is offered to the MSME segment. It enables them to convert its receivables into cash which in turn improves liquidity resulting into a healthy and continuous cash flow for their business. Besides regular bill discounting, we also service bill discounting backed by letter of credit. The strategy is to grow the asset book largely through the dealers and vendors across the value chain of existing clients in large corporate and mid-corporate and also through new anchor relationships across their dealers and vendors. This product is offered through direct client relationship.

- **Channel Financing**

  Channel financing products positions itself in the mass market in the transaction backed lending space across the value chain of the client. Our target customer segments are MSME, mid-corporate, large corporate and institutions. They are mainly channel partners of mid-corporate and large corporates. The product is offered through direct client relationship. The strategy is to grow the asset book largely through the channel partners across value chain of existing clients in large corporate and mid-market and also through new anchor relationships across their dealers and vendors.

- **Loan against Securities**

  The purpose of LAS is to fulfil investment, personal needs, to meet contingencies, or any unexpected liquidity crunch. Thus, LAS becomes a relatively quicker and easier source of liquidity. Loans can be availed against shares, mutual funds, bonds, etc. Our target customer segment is retail, HNI and ultra HNI. LAS can also be

used to expand a portfolio, financing against an existing investment in shares to reinvest in the stock market, purchase property, and expand business or to meet other financial objectives.

- **IPO Financing**

  IPO financing offers the opportunity to retail, HNI, ultra HNI and promoters to leverage their funds in primary markets, thereby increasing the allotment quantum manifold. IPO financing is an invaluable financial instrument that bridges the gap between required funds and the resources at hand at a pre-defined margin.

  As a pioneer of IPO financing, our Company is a prominent player in this segment. With positive market sentiments and attractive listing gains, demand for IPO financing is increasing among leverage investors.

- **ESOP Financing**

  ESOP financing is a specialized loan to help employees of listed companies to make the most out of their company ESOPs. This product helps to facilitate a quick and seamless transfer of the allotted shares of their company with flexible repayment options.

- **Promoter Funding**

  Our Company offers promoter funding as a solution to promoters to raise funds quickly against their own shareholding, to expand and grow bigger by way of starting new operations, entering new markets and introducing new products or for increasing stake in their companies. High degree of trust, speed in execution, structuring ability, service width, depth and quality of our Company plays as unique selling proposition. There is increased transparency in the process of extending this line of credit, with SEBI regulations making it mandatory for promoters to disclose the value of their pledged shares.

- **Unsecured Business Loans**

  Unsecured business loans offered to self-employed individuals, professional such as doctors, MSMEs, etc., primarily for their working capital and/or business expansion needs. This target customer segment is one of the most underserved in terms of credit availability – a significant part of it is still met through informal means of finance. Businesses availing these loans, contrary to perception, are usually high growth businesses requiring additional funds to meet their growth requirements.

  Our Company's strategy focuses on building a pan-India presence and growing the portfolio while keeping risk firmly under control. Both offline and online channels for customer acquisition are used for distribution.

- **Unsecured Personal Loans**

  Our primary customer segment is retail, specifically salaried individuals working in reputed corporates in India. Loans are utilized for several purposes – business or personal. As unsecured personal loans do not need any collateral, this is the simplest forms of loans with customer-friendly repayment terms.

  Over the last few years, personal loans have become one of the fastest growing segments in India with consumer credit penetration growing, availability of credit bureau data and higher awareness. Notably, this segment, salaried individuals, has much lower risk in credit performance as any delay or default in loan repayment will have serious repercussions on their credit score.

  The strategy for this product is to focus on leveraging digital channels to acquire customers at scale. Personal loans also offer a significant opportunity to build a foundation and customer base for future cross-sell.

- **Debt Syndication**

  Our Company provides a holistic solution to corporate clients for their projects, acquisitions, and general corporate requirements by underwriting and syndicating corporate debt across sectors as diverse as manufacturing, infrastructure, healthcare, hospitality, logistics, IT Parks etc. Excellent relationships with a wide range of public and private sector banks, developmental and other financial institutions, NBFCs, IDFs, and all partners in the lending space, allows it to create and offer tailor-made solutions for clients in a cost-effective and timely manner. This service successfully complements our Company's lending business by optimizing earnings as well as containing risk by limiting proprietary book exposures through its distribution capabilities.

- **Debt Capital Market**

  Our Company's debt capital market service encompasses managing, structuring, and placement of listed/unlisted corporate bonds for large corporate clients. It aims to provide solutions by leveraging its knowledge and insight of the debt capital markets in India. These are coupled with robust distribution and structuring capabilities. Our Company has successfully managed several debt issuances including plain vanilla bonds and structured transactions to address the specific requirements of the clientele and projects. The desk is involved in various initiatives to deepen the capital market offerings by offering innovative structures being subscribed by institutional investors.

- **Wealth Management Services**

  This business services through relationship model and distribution model offering third party products. These services are engineered to enable one to reach their personal financial milestones. This business leverages our Company's strong relationship with retail, HNI, ultra HNI, promoter, mid-corporate, large corporations and institutions, built over its lending business.

  Through this relationship model, our Company caters to retail, HNI, ultra HNI, promoter, mid-corporate, large corporations and institutions to manage their disposable surplus of money. We have a robust and proprietary model of selection of funds that considers factors across the spectrum on aspects of risk and eventually ascertains their suitability for clients. The product bouquet that we offer to clients includes but is not restricted to mutual funds, portfolio management services, broking for equity and bonds, private equity, structured products, real estate in physical and fund routes.

  Our core strategy is, therefore, based on an offering that is wide and diverse in choice of products across asset classes, positioning of the same in an unbiased format, accessibility of professionals including the business' senior leadership team, a reporting system that is consistent and technologically advanced offering not just access and clarity to results of decisions taken but also the potential of what was not done, all this while maintaining and living up to the reputation and lineage of the ABG.

  Through the distribution model, company caters to retail, HNI, ultra HNI, promoter, mid-corporate, large corporations and institutions. Our purpose is to provide business partners with the knowledge, tools, strategies and support essential to drive their success. We believe that, together, we can focus on taking our relationships, solutions, and services to the next level, which will ensure customers, are satisfied and confident in our abilities to meet their needs.

- **Proprietary Investments: Treasury Investments**

  With the aim of optimizing capital and generating enhanced returns, our Company set up a dedicated fixed income desk. The treasury investment desk of our Company undertakes proprietary investments in the fixed income market. Investments primarily includes non convertible debentures, spanning both primary and secondary markets. By tracking domestic and global financial markets closely, coupled with sound understanding of the prevailing macro-economics, debt markets, interest rates, foreign exchange rates, as well as the geo-political environment, the team is well placed to identify suitable investment opportunities. The desk also generates fee- based income by providing a variety of customized fixed income solutions to its wealth clients.

  Our Company is committed to growing its businesses, thus there is continuous evolution of its people, sourcing, underwriting and collections strategy and processes to ensure a healthy, growing and profitable portfolio.

- **Wealth management**

  Our wealth management division operates through 3 business segments:

Wealth Management

Wealth Management segment caters to the requirements of Individual HNI's and UHNI's and aims to provide customized investment options to meet their long term goals.

Business Partner Group

The Business Partner Group (BPG) caters to the IFA's and Channel Partners who work as agents for the organization to sell and advise third party financial products. Business partner works to boost sales, decrease time to market and provide access to competitive markets without the infrastructure cost.

Corporate and Treasury Services

The Corporate and Treasury Services (CTS) caters to the requirements of SMEs, Mid and Large Corporate and aims to provide customized Investment solutions to meet our short- and long-term investment requirements. This business works to develop and execute thoughtful investment solutions for the diverse corporate client base through our research and advisory.

Our Processes and key policies

Our Company addresses the various risks and follows the below processes, in servicing its customer segments with a diverse mix of products and solutions, as described below:

Credit Risk

Our Company is exposed to various types of risks including credit, market, liquidity, operational, legal compliance and reputation risks. In order to ensure that various risks are understood, measured and monitored, such policies and procedures are established to address these risks which are strictly adhered to by our Company. The key principles underlying the risk management framework at our Company are that the Board of Directors and ABFL-Risk Management Group (RMG) have an oversight on all the risks assumed by our Company. The Board of Directors has constituted the Risk Management Committee. The Risk Management Committee facilitates focused oversight of various risks associated with the business undertaken by our Company. Independent groups and sub groups have been constituted across our Company to facilitate independent evaluation, monitoring and reporting of various risks which function independent to the business groups/sub groups and do not have any business/sales target.

Our Company adopts an integrated Risk Management approach, which encompasses the risk philosophy and control of our Company.

The credit policy of our Company, is the principal document for the credit operations of our Company, duly approved by the Board of Directors and serves as the guiding document of our Company. The broad objectives of the credit policy is to ensure efficient delivery of credit with focus on asset growth and quality along with continuous growth of loan assets which remains performing and standard at all times. The credit policy interalia provides indicative guidelines specifying the measures to be taken for improving the credit delivery and customer satisfaction and to strengthen the risk management systems for appropriate pricing of credit risks and ensure close monitoring of the credit portfolio. The credit policy of our Company as also prescribes measures to prevent fresh slippages into NPAs along with various functionaries to innovate and evolve competitive products based on market requirements and also to suit our Company**'s** risk appetite. While our Company has been making efforts towards the risk management practices on an on-going basis, the credit policy emphasizes on initiating a paradigm transition towards a completely integrated risk management system.

The Credit Risk Management of our Company focuses on identification, measuring monitoring and managing the assumed risks which interalia includes a documented loan policy /product program(s), robust approval mechanism, effective loan administration in order to ensure overdue management and bad asset detection and remediation, loan review mechanism and portfolio management tool to manage portfolio level risks. Our Company also relies upon formal and conventional risk assessment viz the capacity and willingness of borrowers to repay and dependence primarily on cash flows for repayment with security taken to provide a secondary source of repayment, depending on respective product programs.

The management of credit risk is undertaken at three levels, namely –

1. Strategic or portfolio level, so as to ensure that no single event can have any significant adverse impact. Portfolio performance by way of collections and delinquencies are continuously monitored through regular portfolio MIS analysis.

2. Established and market-benchmarked credit policy, wherein modifications/refinements to individual programmes are made whenever considered necessary or appropriate.

3. Reliance on the competency of staff to identify and make sound credit decisions.

The Risk Management Group (RMG) of our Company ensures that the loan portfolio in our Company is strictly in line with this credit policy and is always in compliance with all internal policies and regulatory guidelines with on-going improvement of the credit processes. It also tracks relevant sectors/industry and assess key industry risks on an on-going basis along with carrying detailed credit analysis and providing independent opinion to sanctioning committees which ensure that all risks are clearly identified and steps to mitigate are set out and adhered to. Our Company also does portfolio monitoring and portfolio "stress-testing" including proactively reviewing the portfolio based on market conditions and take corrective actions when such portfolio triggers are breached. The RMG also builds a robust ongoing credit coverage discipline on individual borrowers or a group of borrowers, as applicable to each business segment. Further, the RMG also facilitates setting up a Company-wide de-dupe repository and comprehensive defaulters' list and the same is updated at regular intervals.

Any new product or variant of an existing product or review of any existing product is presented to the product approval committee in the form of a product program note, which is as per the format stipulated from time to time. The product program inter alia covers the following areas/subjects – product objective, product/program limit, target category of customers, target market which covers business models prevalent in the target market/customers, specific characteristics of the target market/target customers, specific characteristics of the target markets/customers which have a bearing on risk assessment, defined geographies, borrower profiles, etc and product features along with methodology for assessment of limits/loan amounts with approval matrix and deviation approval matrix with security and monitoring/MIS/overdues/reporting of irregularities with portfolio controls and diversification/delinquency rates and portfolio triggers and risk containment measures.

The credit assessment/appraisal process and guidelines are kept in view before a credit facility is approved/renewed and all the credit proposals are rigorously appraised. The credit appraisal process interalia involves an in-depth study of the industry, financial, commercial, technical and managerial aspects of the borrower as warranted by the product program. The Risk Management Group of our Company independently carries out an in-depth credit analysis and market checks of the company/obligor/counterparties/guarantor/promoter/group companies/related parties and provides independent opinion on all the aspects as warranted by the product program. Appropriate credit filters are also designed to weed out cases with weak credit profile and filters are never a proxy to in-depth credit analysis and market reference checks. Each credit proposals are prepared in an appropriate format and placed before the appropriate sanctioning authority. Credit appraisal format are as per the format in respective product program along with guidance notes. De-dupe is carried out as a best practice to check if the Borrower is already having a relationship with the Company. Our Company also obtains information from multiple lenders/bankers so as to stay updated on Borrower's credit health and account conduct with various lenders. Our Company also obtains independent opinion from various sources, including, from the existing bankers/lenders in respect of all new borrowers/parties to the loan on a "best-effort" basis, which are recorded along with reference checks. Our Company uses prudent assessment criteria, such that our Company avoids taking up/financing a majority part of borrowers' credit needs. Suitable methodologies are developed and used by our Company-RMG to assess the risks in structured transactions, including vetting the transactions structure by legal group of our Company. The Risk Management Group also articulates the key risks in any structured transactions including operational/transactional risks, legal risks, compliance risks, market risks, reputation risks, etc. and suggest suitable mitigants for the same. As a prudent lending practice, all current relevant information about any borrower are glanced from the files and over-reliance on information stored in the minds of the dealing officer or his private files are avoided. A robust internal credit rating framework is vital for effective credit risk management.

Our Company complies with RBI guidelines on wilful defaulter's. Penal measures are made applicable to all borrowers identified as wilful defaulters or the promoters involved in diversion/siphoning of funds with outstanding balance of INR 25 Lakhs or more without any exception. No additional facilities are granted by our Company to the listed wilful defaulters. The legal process, wherever warranted, against the borrowers/guarantors and foreclosure or recovery of dues are initiated expeditiously.

Project Finance loans are approved after a rigorous appraisal of the industry, financial, technical, managerial, and environmental and market related aspects of the project. Specific efforts are undertaken to evaluate the ability of the project sponsors to implement the project, especially for large projects. Loan covenants are also stipulated to take care of, as also to note, that our Company's loan during project implementation are in the nature of demand loans and a final repayment schedule is fixed on completion of the project.

The end-use of general-purpose corporate loans would normally be for meeting normal/routine expenditure, long term working capital and short term liquidity needs, as well as any other normal requirement of funds including repayment of high cost debt, insurance premium payments, license fee payments etc. The tenure of such loan can be short to long term.

Our Company follows the standard credit practices of analysing and monitoring credit limits and exposures to NBFC's. The below key areas are analysed for all NBFC's, besides the specific areas which are laid down in detail in the respective product programs and/or guidance notes-

- Earnings stability ands business model sustainability
- Asset Quality
- Capital Adequacy and leverage
- Management quality and operational capabilities
- ALM, Liquidity and treasury management
- Systematic and regulatory areas
- Type of collateral /security and enforceability
- Reporting, control and risk management systems

As per our Company's Loan monitoring system, further disbursements/discounting/debit transaction is auto-prevented by the system once the limit expiry date is reached. Thus, further drawl is not be permitted by the system as there is no "auto-renewal" of credit facilities/limits, which have expired/lapsed. Renewal can be done one or more times in a year when the credit facility/limit expires or borrowers applies for new limit with enhancements or borrowers applies for revalidations of lapsed/expired credit facility/limit. Renewals can be with or without enhancement – it can also be with 'reduction' in credit limit, renewal of stressed cases are dealt with based on merits of the individual credit proposals. Renewals depend on the credit quality of the borrower at the time of renewal and the renewal is subject to the discretion of the sanctioning committee. Further, the facility type and amount sanctioned, terms and conditions stipulated, pricing/interest rate etc. approved at the time of renewal may be different from what the borrower enjoyed in the previous year/cycle. The Company also maintains the MIS of all credit approvals and their corresponding expiry dates, which are used to take necessary actions.

Express renewal policy is also applicable for accounts/borrowers satisfying certain criteria at the time of application for express renewal, wherein amount has to be 'regular'(based on repayment method), asset quality classification is 'Standard', internal credit rating/grading score is within 'Investment grade' as per our Company's internal credit rating model or valid external rating. In case of unrated accounts, approving authority decides on express renewal.

The credit audit is a part of the overall audit framework of our Company. It is undertaken by an independent review of credit risk assessment process, compliance with internal policies, regulatory framework, terms and conditions of sanction and effectiveness of loan administration. The objective of credit audit is to ensure adherence to the implementation of laid down credit policies and procedures and identification of risks for non-compliance, compliance with internal checks and control to ensure soundness and effectiveness of operations and recommending for additional safeguards/improvements to strengthen the same, adequacy of documentation and monitoring of exception reports with feedback on regulatory compliance suggesting corrective actions to improve credit quality and administration ensuring quality/availability of collaterals pledged as security. The audit is conducted on an ongoing basis with reports issued at quarterly intervals. The audit covers all product classes and individual loan products sanctioned over a threshold value, the rest of the cases are verified on a random sampling basis. The audit coverage ensures that each loan class gets verified and at least a significant percentage of the loan book gets covered, stocks/collaterals inspection audits and visits to borrower's office for inspection of books of accounts would be conducted at random and legal documentation audit would be covered once in a year to examine adequacy and enforceability of all legal documentation. The audit is conducted at any of the pre-sanction, post-sanction and pre-disbursement, post-disbursement, pre-renewal and post-renewal stages so as to comprehensively cover all processes.

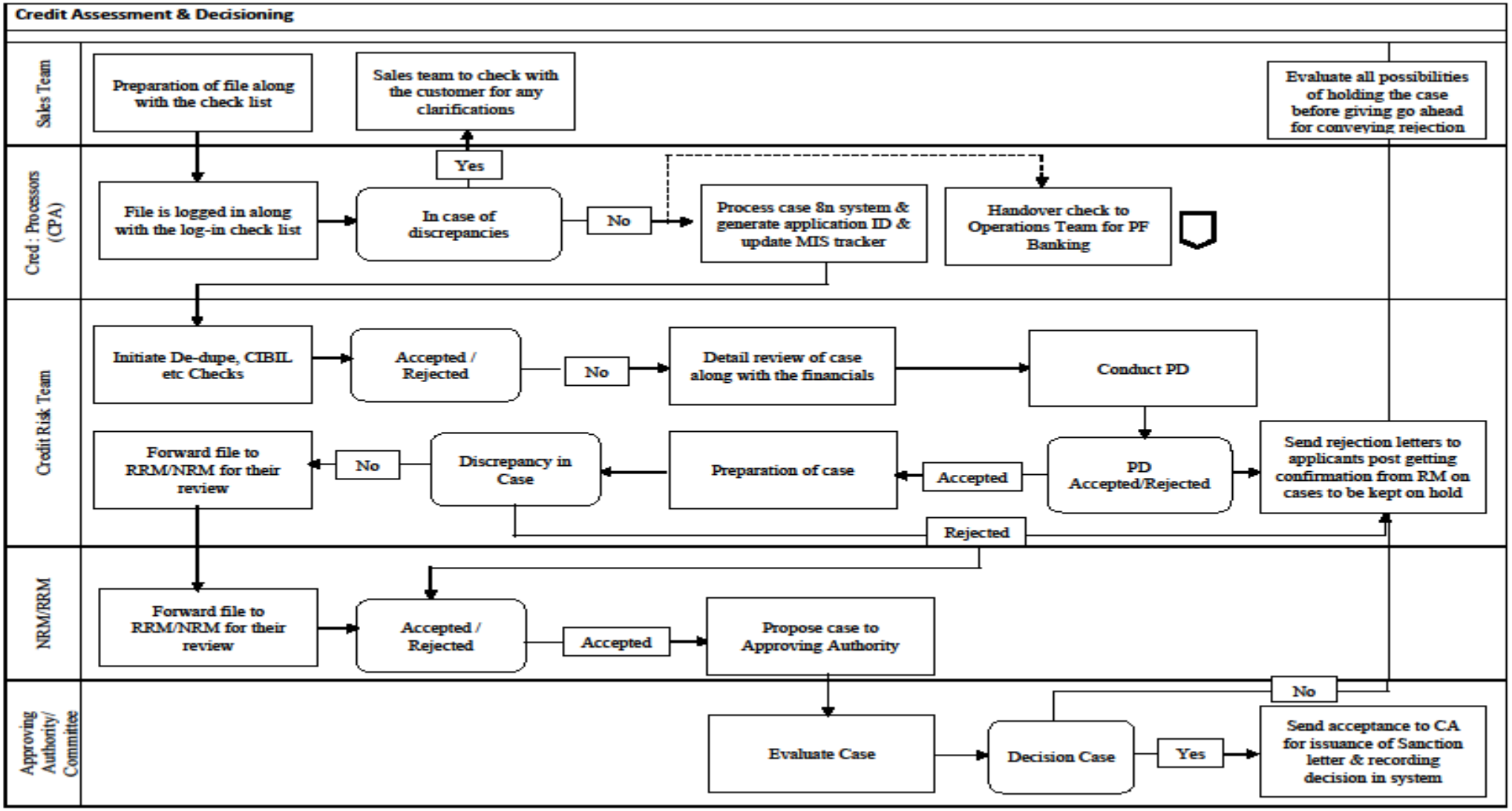
For the purpose of credit administration, a pre-condition checklist is made at the disbursement stage for any sanctioned credit facility (including term loans). However, in exceptional scenarios depending on the product and case applicable disbursement deviation may be awarded by deviation approving authority as per deviation delegation matrix. The post sanction monitoring and follow-up of borrowers assumes significance in order to ensure that the credit exposure should continue to remain within the acceptable level of risk during the tenure of the exposure, there is timely recovery of principal and interest from borrower and the security and security cover provided for our Company's exposure is

constantly monitored and safeguarded with effective and on-going follow-up and supervision of borrowal accounts, continue to be pillars in our Company's credit administration and risk management framework.

Monitoring of and ensuring end-use of funds is an important aspect of credit administration, as it mitigates risks involving diversion of funds other than that for the intended or stated use resulting in the increased credit risk of the borrower and risk of our Company unknowingly getting involved in financing of illegal/prohibited activities. It also helps in improving the quality of the loan portfolio, and in order to ensure that such risks are mitigated. The end-use of funds is monitored through one or more of the mechanisms as defined in the individual product program guidelines.

Our Company, after taking into account the degree of well-defined credit weaknesses and extant of dependence on collateral security for realization, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the classes. The class of assets are not be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for the upgradation. The class of assets being – (i) Standard assets, (ii) Sub-standard assets, (iii) Doubtful assets and (iv) Loss assets.

Our basic credit appraisal process broadly follows the following flow chart:



Market Risk

Our market risk management is governed by a comprehensive Board approved policy. It ensures risks underwritten across business activities are within the stipulated risk appetite of the Company. Policies have been benchmarked with industry best practices and RBI regulations. We also maintain an investment book of fixed income instruments including but not limited to debentures / bonds, commercial papers and certificate of deposits. This is managed through a well-defined Board approved investment policy, which caps exposures to various securities through stringent trading risk limits/triggers.

Liquidity Risk

Management of liquidity (asset liability and interest rate) and market risk is carried out using quantitative techniques such as sensitivity and stress testing. Our Asset Liability Committee reviews liquidity risk and the interest rate risk profile of the organization on a regular basis.

Operational Risk

The operational risk management policy is an integrated, enterprise-wide operational risk management framework, that supports excellence in business processes, system and facilities matured business decisions.
The operational risk management policy covers the potential for incurring losses in relation to employees, contractual specifications and documentation, technology infrastructure failure and disasters, projects, external influences and customer relationships. It also includes the risk of failing to comply with applicable laws, regulations, regulatory administrative actions or other policies. It is to ensure that senior management and the functions can fulfil their responsibilities in a transparent, aligned and in formalized operating structure. Thus, the policy ensures that operational risk is adequately identified, measured monitored, reported and actively managed and specifies an effective and efficient organizational structure and management processes.

Linkage with existing policies

There are certain operational policies existing, which form an offshoot to operational risk management, which would be a linkage to all the existing policies. This policy is applicable to all functions, that operate in our Company. The policy also covers product risk, processes risk, outsourcing risk and system risks in our Company. The operational risk management framework comprises of various policies and code of conduct like product approvals, KYC, fair practice code, interest rate, credit policy, investment policy, human resources policy, administration and procurement policy, outsourcing policy, compliance policy, fraud control policy, finance and accounts standard operating procedures, information technology policy, information security policy, business continuity policy and other policies as mandated by the regulators.

Managing Operational Risk

The keys elements of the operational risk management framework which aids to identify, manage and report the key operational risks are such assessment techniques which identify the operational risks on new products /services/systems, self-assessment of risks and control, key risk indicators, loss event data management and action planning along with reporting and monitoring.

Risk and Control Self-Assessment (RCSA)

Operational risk and control assessment provide a structured approach for the functional units in identifying, assessing and accepting risks and evaluating relevant controls for appropriateness, effectiveness and efficiency. Identified risk is mapped to the casual event categories. Risk is measured based on a combination of its likelihood of occurrence and its impact.

Key Risk Indicators

Key Risk Indicators (KRIs) are objective measures used to track the current risk and control environment and can act as early warning flags to potential risk and control issues. KRI is identified as part of risk and control identification and assessment process and act as independent validators of those assessments.

Sources of information to assist in the identification of KRIs, include the risk and control self-assessment, actual internal operational loss experiences, and relevant routine management reports that track effectiveness of operational controls. Additional sources may include Business planning documents, Audit reports, etc.

Loss Event Data Management

Losses reported in operational loss database are broadly covered under the following categories –

1. Internal fraud
2. External fraud
3. Employment practices and workplace safety
4. Clients, products and business practices
5. Damage to physical assets (disasters and other events)
6. Business disruptions and system failures
7. Execution, delivery and process management.

Incidents are categorised majorly under three heads – i) Actual loss, where an operational loss materialises, (ii) Potential loss, where an operational loss has not materialised but is likely to occur and (iii) Near misses, wherein an operational risk hazard has occurred, but the loss was averted by necessary action and such incidents are reviewed at functional level, necessary controls are put in place and/or amended to avoid such scenarios in future. Such near misses are also reported to the senior management as soon as detected as per extant operational risk incident reporting procedures.

Risk and Control Assessment

The process of risk assessment facilitates assessment of process risks and controls by the functions with the operational risk management team and identification of control implementation status.
The process identifies and circulates to all internal stakeholders the process lapses/probable control gaps that result in financial impact or major non-financial impact including statutory defaults and its analysis for effective control implementation across functions.

The approach towards risk and control assessment may consider a relevant combination of the methods like the use of specialist and expert judgment, sources of review quality data such as internal and external data, internal, concurrent and other audit reports, process evaluation done as part of management supervision and any regulatory audit reports or advisors and discussions with stakeholders in a given process along with relevant industry standards to assess a given processes.

The process document formulated on risk and control assessment by operational risk management framework lays down the detailed methodology of conducting process risk assessment, assessing inadequate controls and consequent corrective actions.

Reporting and monitoring

Operational risk reporting adopts a consistent approach for providing pertinent information to senior management across the entity. Results from the various methods employed to monitor operational risk, are summarized in reports that can be used for enterprise wide use and by relevant functions to understand, manage and control operational risk and losses.

High level reports are also produced periodically to the operational risk management committee and senior management wherein quantitative and qualitative data both are to be used as may be required

Roles and Responsibilities

Operational Risk Management Committee (ORMC)

The Operational Risk Management Committee is constituted under a charter approved by the CEO and discharge its responsibilities as specified under the charter. The committee comprises of all functional heads, and is chaired by the CEO, relevant management personnel nominated by their respective functional heads are standing invitees to the ORMC meetings, the nomination being based on their roles and responsibilities. The committee is also responsible for the review of the operational risk framework and overseeing the implementation of the operational risk management and analysing the reports to be presented to the management.

Operational Risk Management Unit

The unit performs the functions of the design and implementation of the operational risk management and compliance frameworks within the business environment along with developing strategies to identify, measure, monitor and control/mitigate operational risks and support functions in the identification and effective management of risks and also support the implementation of the program of operational risk management. It also monitors and reassess the audit issues having an impact on operational risk management key components like loss event database, risk and control self-assessment and also guide the timely closure of these identified audit finding.

Adherence

Compliance with the operational risk policy is mandatory and all functional units are required to implement risk toolkits, i.e. risk and control self assessments, incident reporting. Key risk indicators and issue and action plan management ensure that risk effectively identified, managed and reported to in a timely and proactive manner. Success of the operational risk management framework relies on the effective adherence of risk management processes and on positive operational risk culture inculcated through training and awareness programs across the organization.

Committee Structure & Monitoring

Our Company believes that good corporate governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Our Company also places great emphasis on values such as empowerment and integrity of its employees, safety of the employees and transparency in decision making processes, fair and ethical dealing with all and accountability to all the stakeholders.

The directors are responsible to set strategic objectives for the management and to ensure that the long term interests of all stakeholders are served by adhering to and enforcing the principles of sound corporate governance.

The role of the board is to determine the overall strategic direction and management of our Company, including monitoring its performance. The board is responsible to the shareholders and its conduct is determined by various provisions of the laws and the articles of association of our Company.

The Board in exercise of its power has set out clear roles and responsibilities, including those powers, which the board wishes to exercise by itself or through a formally constituted committee of the board to ensure the good governance. The Company has the set up the following Board Committees with terms of reference determined by the Board –

1. Audit Committee
2. Nomination and Renumeration Committee
3. Risk Committee
4. Asset Liability Management Committee
5. Corporate Social Responsibility Committee

Fraud Risk

Fraud control policy of our Company establishes and defines control which aids in detection, investigation and prevention of fraud against our Company. The policy interalia promotes consistent organizational behaviour by providing guidelines and assigning for development of control and to conduct investigation.

The Fraud control policy intends to reiterate the existing controls, incorporate learning and feedback from the team and all regulatory guidelines issued by RBI. It is envisaged, that the clear guidelines on fraud prevention would ensure (i) any party dealing with our Company would refrain from getting involved in any fraudulent activity and (ii) it would guide employees to take appropriate action against the suspected party.

Our Company also maintains a zero-tolerance policy in respect of internal fraud and malpractices based on definition of internal fraud in the policy.

Fraud Control Unit (FCU)

The FCU Team constitutes of our company permanent staff and outsourced agencies. These agencies assist our Company FCU Team in carrying out day to day activities. FCU agencies are empanelled and appointed by the FCU Team for various activities like

- Loan application screening/sampling
- Document verification
- Fraud sampling
- Fraud investigation and recovery
- Skip tracing
- Seeding/ mystery shopping
- Asset verification
- Collection settlement verification
- Pre- employment checks

The FCU agency deploy its executives in the loan processing centre of every location on a daily/ need basis agreed in the agreement for screening /sampling of loan applications and various other documents. The documents that are sampled are sent for verifications and the reports are submitted within the agreed turnaround time. Changes to sampling percentage can be decided with approval from CRO /CEO /FCU head. Additionally, if the document has been verified by the credit manager /FCU manager, then the same is included as sampled.

The fraud control activities can be segregated as proactive activities and follow up activities, wherein emphasis is to be given to proactive activities as they help in preventing fraud rather than following up on frauds that have already occurred.

Model

In order to eliminate fraud, fraud control unit performs various activities as listed below, however this list of activities shown below is not exhaustive but indicative in nature.

Proactive activities

1. Devising methods to prevent frauds.
2. Analysing fraud trends and training teams to watch out for early signs.
3. Review of customer financial /KYC documents.
4. Investigation of red alerts raised by other teams.

Follow up / monitoring activities

1. Build contacts with law enforcement agencies.
2. Developing information sources in the market and with other players to keep abreast of the latest fraud trends.
3. DSA and Referral Partner’s background checks prior to employment /engagement.
4. Integrity check on the business /credit teams by doing shadow mapping etc.
5. Fraud Control sample checks and seeding to identify gaps/frauds issues.

FCU Managers coordinate the efforts of all functions that contribute to fraud management to ensure the following–

1. Fraud management strategy developed for the business is correctly implemented.
2. Fraud management functions are adequately staffed.

3. Results are accurately reported.
4. Timely revisions are made in response to changes in fraud attack patterns.

Approach

The following methods are adopted to control frauds seeping in our Company eco-system –

1. Prevention and detection of fraud.
2. Continuous inputs – policy, product and processes.
3. Market intelligence.
4. Training and awareness

Fraud Control Management

The FCU team implements preventive measure by understanding the entire life cycle of a product and identifying the existence of a risk at various stages. Though fraud risk can be managed best by using preventive measures, there are activities performed exclusively by FCU as a proactive measure to detect fraud at an early stage of occurrence. These efforts are backed by a strong investigative team spread across the geography of the country and area of operations.

Fraud Control Management can be segregated in majorly 4 phases, which are interrelated to each other.

Prevention

All processes, policies and activities that help in preventing a fraud from occurring fall under this category. Some examples of such activities are:

- Fraud control policies, processes and controls for all products – involves studying fraud modus operandi and building the learning back into the processes and policies, vetting new processes for eliminating / minimizing fraud risks.
- Proactively identifying and block/highlight fraud transactions.
- Screening of customer application and sampling of critical documents.
- Reality checks on the implementation levels of fraud related policies.
- Pre-Recruitment check of collection vendors, builder checks, referral checks, quality checks on verification conducted by credit verification agency

Detection

All processes that help to detect fraud come under this category. Examples are system reviews to identify abnormal sourcing patterns processing and investigation into information received through various channels, cross checking the reports provided by verification agencies, recognition of fraudulent applications, at the processing stage, seeding activities to identify frauds etc.

Follow-up Action / Investigation

Investigation includes all activities that are to be conducted after fraud has occurred. The follow up /investigation activity is aimed at recovery of money, understand the modus operandi of the fraud or to identify the fraudsters and take penal action and thereby act as a deterrent for future attempts. This also enables strengthening of processes by building in checks and balances to prevent such frauds. Activities such as investigations, recovery, termination of employment, financial penalties, legal cases, etc fall under this category.

The FCU conduct investigation in a time bound fashion and the investigation includes (not restricted) the following –

- Retrieval of loan documents / relevant documents / validation of documents submitted.
- Physical verification at the customer's place.
- Discussion with concerned staff/vendor/channel/ dealer/DSA, etc.
- Any other check as may be required to identify the fraud in the loan process.

Upon completion of investigation, corrective measures and appropriate disciplinary action should be recommended to the concerned stakeholders.

Deterrence

Deterrence activities discourage fraud perpetrators from targeting, our Company and tend to lead to their arrest and prosecution. Deterrence activities include:

- Increase likelihood of perpetrators being caught / prosecuted through aggressive investigation and law enforcement efforts.
- Educating employees to immediately report fraudulent activity in their branch.
- Having adequately dedicated anti-fraud staff trained to fight the level of fraud immediately if it occurs.
- Fraud assessment processes measuring fraud management competency through self- assessments and confirmation received through audit/ peer reviews.

Cases Referred by Other Units

Suspected fraud cases can be highlighted to the fraud control unit either at the application stage or after disbursal. The regional/local fraud control officers investigate cases and investigation reports are made available to the concerned units. Results of investigations are used for addressing process gaps/ taking penal actions on the parties concerned.

Board Reporting

All frauds of Rs. 1 lakh and above are reported to the Boards promptly for their decision and such reports interalia take note of the failure on the part/consider action of and against the concerned officials.

Quarterly Review of Frauds

Information relating to frauds for the quarters ending March, June, September and December are placed before the Board of Directors, during the month following the quarter to which it pertains, accompanied by supplementary material analysing statistical information and details of each fraud so that the Board has adequate material to contribute effectively in regard to the punitive or preventive aspects of fraud.

Annual Review of Fraud

Our Company conducts an annual review of fraud and places a note, before the Board of Directors for information. The review for the year-ended December is put up to the Board before the end of March the following year.

RBI Reporting

Our Company nominates an official who is responsible for submitting all the FCU returns to RBI. The fraud reports in FMR-1 format are sent to the concerned officials. Our Company furnishes case-wise quarterly progress reports on frauds involving 1 Lakhs and above only to the Regional Office of the Reserve Bank of India, department of Non-Banking Supervision, under whose jurisdiction, the registration office of ABFL falls within 15 days of the end of quarter to which it relates.

Fraud Closure

Our Company closes the fraud cases only where the actions are complete and prior approval is obtained from the respective Regional Offices of DNBS. The action is considered complete when –

(i) The fraud cases pending with CBI/Police/Court are finally disposed of;

(ii) The examination of staff accountability has been complete;

(iii) The amount of fraud has been recovered or written off;

(iv) Insurance claims wherever applicable has been settled; and

(v) Our Company has reviewed the systems and procedures, identified as the causative factors and plugged the lacunae and the fact of which has been certified by the appropriate authority (Board/Audit committee of the board).

Employees

As of September 30, 2019, our Company employed 1,927 employees.

We have established training programmes for our employees on a continuous basis and we intend to continue investing in recruiting, training and maintaining a rewarding work environment. In addition to ongoing on-the-job training, we provide employees with courses in specific areas as required. To create a sense of ownership among and as a long-term incentive to our employees, our Company has adopted employee stock option schemes to issue options convertible into equity shares to select employees linked to their performance.

We also use the employee R&R platform – Udaan to recognise and reward employees who have made significant contribution to business.

This platform has 3 main categories:

- On the Spot awards for instant recognition;
- The Quarterly awards for individuals and team for exceptional performance over a quarter; and
- The Annual Awards across 10 individual and team categories for exceptional contribution in that year.

Awards and Accolades

We believe in continuous improvement and therefore continuous self-evaluation on global frameworks on business and HR excellence. Our efforts have been recognized and appreciated by external agencies. Set forth below are the awards and laurels that we have received recently:

- Recognized at Confederation of Indian Industry – HR Excellence Awards in 2016 under "Strong Commitment to Excellence" category

- Our Quality Circle team won "Par Excellence Trophy" at National Convention – Quality Circle Forum

- Awarded "Most admired service provider in Financial Sector" at Annual Lokmat: BFSI Award Category

- Won Skoch "Order of Merit Award" on "Making India $20 Trillion Economy" under "Business Strategy" category

Competition

We believe that our relationships with dealers, our knowledge of the semi-urban market, existing customer base and associated relationships, the continued expansion of our office network and our dealer relationships coupled with our proactive approach in providing flexible loan products and speedy service will enable us to remain competitive. Competition in our industry is expected to continue to increase. Our primary competitors are public sector banks, private banks (including foreign banks), co-operative banks, regional rural banks and NBFCs and private unorganised lenders. Banks are increasingly expanding into retail loans in semi-urban areas of India. We are exposed to the risk that these banks continue to expand their operations into semi-urban markets, which would result in greater competition and lower spreads on our loans, particularly because these banks have greater resources and access to cheaper funding than we do. Increasing competition from banks in semi-urban markets has already resulted in downward pressure on our interest margins.

Properties

Our registered office located at Indian Rayon Compound, Veraval, Gujarat – 362 266 and our corporate office located at One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 841 S.B Marg, Elphinstone Road, Mumbai – 400013, Maharashtra, India is leased by our Company.

Except for our office at 802, Samudra Annexe, Off C G Road, Near Hotel Classic Gold, Navrangpura, Ahmedabad - 380 009, Gujarat, which property is owned by us, our other offices and corporate office are located at premises leased or licensed by us. Our owned property has clear title subject to charge created for the secured non-convertible debentures issued by us.

Insurance

We have taken a corporate cover policy including a Professional indemnity, Crime manager, Commercial and General Liability, Office Package policy, in respect of our offices across India. We have a money insurance policy in respect of cash in safe and cash in transit. In addition, our directors are insured under directors' and officers' liability insurance policy.

Intellectual Property

Our Company, inter alia, uses the following trademarks pursuant to a trademark license agreement entered into between our Company and our Promoter ("Trademark License Agreement"). Pursuant to the Trademark License Agreement, our Company has been granted a royalty- free, non-exclusive, non-assignable and non-transferable license to use the below trademarks.

The Trademark License Agreement is valid until termination.

Mark (TM)	Logo	Class (TM)
Aditya Birla Capital		16, 35 and 36
Aditya Birla Capital		16, 35 and 36

Corporate Social Responsibility

As a part of its Corporate Social Responsibility, our Company undertook the following activities as on March 31, 2019.

Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Amount spent on the project/ programs (in ₹)
1.	Aditya Birla Health Services Ltd	Healthcare	4,38,00,000
2.	Cancer Patients Aid Association	Healthcare	97,00,000
3.	Department of Sports & Youth Welfare Govt. of MP	Promotion of Sports	23,19,059
4.	Army Central Welfare Fund	Women Empowerment & sustainable livelihood	1,50,00,000
5.	Gosports Foundation	Promotion of Sports	140,00,000
6.	Dodamarg Saptakroshi Bahuuddeshiya	Education	4,33,672
7.	Lords Education & Health Society (Wish Foundation)	Healthcare	1,36,51,182
8.	Myrada	Women Empowerment & sustainable livelihood	44,00,000

Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Amount spent on the project/ programs (in ₹)
9.	The Pride India	Healthcare	39,00,000
10.	Samhita Social Ventures Pvt Ltd	Impact Assessment (Overheads)	2,77,119
	Total		**10,74,81,032**

HISTORY, MAIN OBJECTS AND KEY AGREEMENTS

Brief background of our Company

Our Company was incorporated on August 28, 1991, with the Registrar of Companies, Maharashtra, Bombay (Registration Number 11-63111) under the name of Town Finance & Investments Private Limited with the Registrar of Companies, Maharashtra at Mumbai. Subsequently the name of the Company was changed to Town Finance & Investments Limited with effect from 17th day of March 1994. The name was further changed to BGFL Finance & Investments Limited and to Birla Global Asset Finance Company Limited and further changed to Birla Global Finance Company Limited with effect from 27th day of April 1995, 14th day of March 2001 and 21st day of July 2006, respectively. On December 21, 2009, the name of our Company was changed to Aditya Birla Finance Limited. Our Company is registered with the RBI as a Systemically Important Non-Deposit taking Non-Banking Finance Company (NBFC) and is one of India's most reputed NBFC. Headquartered in Mumbai, the financial services business has a wide network through its branches and associates across the country. Through its lending and financing solutions, the Company enables its customers to pursue ambitious growth strategies and execute value-creating transactions. For further details regarding our Promoter see, "**Our Promoter**" beginning on page 135 of this Draft Shelf Prospectus.

Registered Office and changes to Registered Office of our Company

The Registered Office of our Company is situated at Indian Rayon Compound, Veraval, Gujarat – 362 266. The Board of Directors of the Company at its meeting held on July 20, 2010 had, inter alia, approved shifting of the Registered Office of our Company from Apeejay, 2nd Floor, Shahid Bhagat Singh Road, Fort, Mumbai - 400001 to the present address, with effect from March 15, 2011. As a result, the Company Law Board vide its order 67/17/CLB/MB/2011/1218 dated March 15, 2011, had shifted its Registered Office from the state of Maharashtra to the state of Gujarat. The Registrar of Companies, Gujarat, Ahmedabad had, vide its certificate dated March 30, 2011, issued a new Registration Number U65990GJ1991PLC064603. The company is certified as ISO 9001:2015 across all its core and supporting functional processes in March 2013 by BSI, a leading global independent business services organization.

Key events, milestones and achievements

The table below sets forth the key events in the history of our Company:

Year	Particulars
1991	Foray in NBFC business- Engaged in Capital Market & Corporate Finance segments
2005	BGFL was merged with AB Nuvo to consolidate financial services businesses under one roof
2009	BGFCL renamed as Aditya Birla Finance Limited
2011	Diversified its portfolio by foray in Mortgages & Infrastructure Finance segments
2013	India Ratings & Research assigns long term rating of AA+ and short term rating of A1+ Certified as ISO 9001:2008 across all its core functional processes
2014	ICRA upgrades long term rating to AA+
2015	Total Loans and Advances derived as per IGAAP, of ₹ 1,709,794.30 lakhs in March 2015 Foray into Retail Unsecured
2016	Total Loans and Advances derived as per IGAAP, of ₹ 2,496,423.62 lakhs in March 2016
2017	Total Loans and Advances derived as per IGAAP, of ₹ 3,329,219.58 lakhs in March 2017 Foray into Digital Lending Rated AAA by India Ratings & Research (Fitch) & CARE Integrated the Wealth Management Business into ABFL effective April 1, 2016
2018	Loan Book derived as per Ind AS of ₹ 4,249,314.73 lakhs in March 2018 Rated AAA by ICRA
2019	Loan Book derived as per Ind AS of ₹ 5,069,861.78 lakhs in March 2019 Capital Adequacy ratio of 17.5% as of March 2019

Key terms of material agreements

Nil

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

- To finance industrial enterprises and to lend and advance money to such persons, firms or Companies and upon such terms and subject to such conditions as may seem expedient.

- To carry on the business of an Investment Company and for that purpose to invest in, acquire, underwrite, subscribe for hold shares bonds stocks securities, debenture stocks issued or guaranteed by any Company constituted and carrying on business in India or elsewhere and Government, state dominions, sovereign, Central or Provincial commissioners, Port Trust, Public Body or authority, supreme, municipal, local or otherwise whether in India or elsewhere and to invest in land and building and other property of any tenure.

- To promote industrial finance by way of advances, deposits or lend money, securities, and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise, with or without security and on such terms as may be determined from time to time; and to carry on and undertake the business of finance, Investment and trading hire-purchase, leasing and to finance lease of all kinds, purchasing, selling, hiring, or letting on hire all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind of description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles, or commodities of all and every kind of description upon any terms whatsoever and to purchase or otherwise deal in all forms of movable property including plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with any of them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and / or used.

- To act as financial consultants, management consultants, lead managers, issue advisors, registrars and transfer agents, brokers, underwriters, promoters, dealers, agents and to carry on the business of share broking and general brokers and service providers for shares, debentures, debenture-stocks, bonds, units, obligations, securities, commodities and commodity derivatives, bullion currencies, trading, hedging and to provide a complete range of personal financial services like investment planning, estate planning, tax planning, consultancy / counselling service in various fields, general administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, data processing, management information systems.

- To provide and to deal in all kinds of financial documents like commercial paper, bills of exchange, hundis, I.O.U.'s, promissory notes, and other negotiable Instruments and securities including Bill discounting, etc.

Holding company

As on the date of this Draft Shelf Prospectus, our Company's Promoter is Aditya Birla Capital Limited and Grasim Industries Limited is the Promoter of Aditya Birla Capital Limited.

Subsidiaries or associate companies

As on the date of this Draft Shelf Prospectus, our Company has no subsidiary or associate company.

OUR MANAGEMENT

Board of Directors

The general supervision, direction and management of our Company, its operations and business are vested in the Board, which exercises its power subject to the provisions of the Articles of Association of our Company and the requirements of the applicable laws. The Articles of Association sets out that the number of Directors in our Company shall not be less than the number prescribed as minimum or more than the maximum limit as specified by the Companies Act, 2013.

The composition of the Board is in conformity with section 149 of the Companies Act, 2013. As on date of this Draft Shelf Prospectus, our Company has 9 Directors including 1 (one) woman Director, 2 (two) Non-Executive Directors, 6 (six) Independent Directors (including the woman Director) and 1 (one) Managing Director and Chief Executive Officer.

Details relating to Directors:

Name, Designation, Age, DIN and Term of Appointment	Nationality	Director of our Company since	Address	Other Directorships
Mr. Bishwanath Puranmalka *Age:* 83 Years *Designation:* Non-Executive Director *DIN:* 00007432 *Term of Appointment:* Director liable to retire by rotation	Indian	March 31, 1999	Antariksha Apartment, Flat No. 182. 95/96 Kaka Saheb Gadgil Marg, Prabhadevi, Mumbai – 400025, Maharashtra, India	1. Aditya Birla Sunlife Insurance Company Limited 2. Aditya Birla Sun Life Trustee Private Limited
Mr. Darius Jehangir Kakalia *Age:* 69 Years *Designation:* Independent Director *DIN*: 00029159 *Term of Appointment:* 5 consecutive years w.e.f. March 9, 2018	Indian	March 15, 2001	Rebello House, 'B' Wing, 9th Floor, Flat No. 54, 132, Hill Road, Bandra (West), Mumbai – 400050, Maharashtra, India	1. Reliance Broadcast Network Limited 2. Reliance Power Limited 3. Rosa Power Supply Company Limited 4. Reliance Business Broadcast Newsholdings Limited
Mr. Ajay Srinivasan *Age:* 56 Years *Designation:* Non-Executive Director *DIN*: 00121181 *Term of Appointment:* Director liable to retire by rotation	Indian	July 31, 2007	2601 / 2603 Vivarea Building, Jacob Circle, Mahalaxmi, Mumbai 400 011, Maharashtra, India	1. Aditya Birla Sunlife Insurance Company Limited 2. Aditya Birla Sunlife AMC Limited 3. Aditya Birla Management Corporation Private Limited 4. Aditya Birla PE Advisors Private Limited 5. Aditya Birla Housing Finance Limited

Name, Designation, Age, DIN and Term of Appointment	Nationality	Director of our Company since	Address	Other Directorships
				6. Aditya Birla Health Insurance Co. Limited 7. Aditya Birla MyUniverse Limited 8. Aditya Birla ARC Limited 9. Aditya Birla Capital Foundation (Section 8 Company)
Mr. Jitender Balakrishnan *Age:* 70 Years *Designation:* Non Executive Independent Director *DIN*: 00028320 *Term of Appointment:* 5 consecutive years w.e.f March 9, 2018	Indian	July 20, 2010	208-Tower-2, Casa Grande, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India	1. Bharati Axa Life Insurance Company Limited 2. Bharati Axa General Insurance Company Limited 3. Bhoruka Power Corporation Limited 4. Polyplex Corporation Limited 5. Sarda Energy & Minerals Limited 6. India Glycols Limited 7. Bharti Infratel Limited 8. CG Power & Industrial Solutions Limited
Mr. Ashwani Kumar Puri *Age:* 62 Years *Designation:* Independent Director *DIN:* 00160662 *Term of Appointment:* 5 consecutive years w.e.f. March 9, 2018	Indian	September 13, 2010	28/2 Friends Colony West, New Delhi – 110065, India	1. NIIT Technologies Limited 2. Titan Company Limited
Ms. Alka Marezban Bharucha *Age:* 62 Years *Designation:* Independent Director *DIN:* 00114067 *Term of Appointment:* 5 consecutive years w.e.f. August 28, 2018	Indian	March 27, 2015	7E, Harbour Heights "A", N A Sawant Marg, Colaba, Mumbai 400 005, Maharashtra, India	1. Safalya Investments & Traders Private Limited 2. Honda Siel Power Products Limited 3. Honda Cars India Limited 4. Aditya Birla Sunlife AMC Limited 5. UltraTech Cement Ltd 6. Orient Electric Limited 7. Birla Estates Private Limited 8. Hindalco Industries Limited 9. Birlasoft Limited

Name, Designation, Age, DIN and Term of Appointment	Nationality	Director of our Company since	Address	Other Directorships
				10. Ultratech Nathdwara Cement Limited
Mr. Baldev Raj Gupta *Age:* 79 Years *Designation:* Independent Director *DIN*: 00020066 *Term of Appointment:* 5 consecutive years w.e.f. July 28, 2016	Indian	July 28, 2016	House No.1180, Urban Estate Phase-1, Jalandhar City, Punjab 144022	1. HOV Services Limited 2. Idea Telesystems Limited 3. Vodafone Idea Manpower Services Limited
Mr. Subhash Chandra Bhargava *Age:* 74 Years *Designation:* Independent Director *DIN*: 00020021 *Term of Appointment:* 5 consecutive years w.e.f. January 25, 2019	Indian	January 25, 2019	Crescent Bay L & T, Flat No. 3302, Tower 5, Bhoiwada, Parel, Mumbai 400012	1. Aditya Birla Capital Limited 2. A K Capital Services Limited 3. NBS International Limited 4. Mahindra Trucks and Buses Limited 5. Aditya Birla MyUniverse Limited 6. Aditya Birla Sun Life Pension Management Limited 7. OTC Exchange of India – nominee Director 8. CFM Asset Reconstruction Private Limited 9. Waacox Energy Private Limited 10. Mahindra Two Wheelers Limited
Mr. Rakesh Singh *Age:* 53 Years *Designation:* Managing Director & Chief Executive Officer *DIN*: 07006067 *Term of Appointment:* 5 consecutive years subject to the approval of shareholders w.e.f. July 23, 2019	Indian	July 23, 2019	C-3501, Lodha Bellissimo, N.M.Joshi Marg, Lower Parel, Mumbai 400011	1. Aditya Birla Housing Finance Limited 2. Aditya Birla Money Mart Limited 3. London Education Management Consultants (LEDMAC Ltd.)

No Director of our Company is a director or is otherwise associated in any manner with, any company that appears in the list of the vanishing companies as maintained by the Ministry of Corporate Affairs, wilful defaulter list maintained by the RBI and/or Export Credit Guarantee Corporation of India Limited.

None of the Directors' names are appearing in the CIBIL suit filed cases, except as under:

The name of Mr. Jitender Balakrishnan is appearing as a director of defaulter companies: Iridium India Telecom Limited and S Kumar Nationwide Limited. Mr. Balakrishnan has been the nominee director of IDBI Limited (financial institution) on the board of Iridium India Telecom Limited. For S Kumar Nationwide Limited, Punjab National Bank, the reporting bank to CIBIL had issued a letter dated June 16, 2016, to Mr. Balakrishnan appreciating his appointment as an Independent Director on the board of the defaulting company and in terms of the RBI circular on non-inclusion of names of Independent Director as wilful defaulters, the Bank has agreed to delete the name of Mr. Balakrishnan and restrict itself from inclusion of his name in its future reporting to credit information companies.

The name of Mr. Subhash Chandra Bhargava is appearing as a Director of defaulter companies: Jaiprakash Associates Limited, Jaiprakash Hydro Power Limited, Jaiprakash Enterprises Limited and Jaiprakash Power Enterprises Limited. As per MCA records, Mr. Subhash Chandra Bhargava was Director with Jaiprakash Enterprises Ltd. and Jaiprakash Power Enterprises Limited, which got merged in Fiscal Year 2009. Mr. Bhargava had resigned as an independent director from the board of directors of Jaiprakash Associates Limited in 2017 and from Jaiprakash Hydro Power Limited in 2014.

The name of Mr. Subhash Chandra Bhargava is appearing as a Director of Bank of Maharashtra. Mr. Bhargava had resigned from the Board of Bank of Maharashtra in 2008 wherein he was a Nominee Director of LIC of India.

Profile of Directors

- **Mr. Bishwanath Puranmalka**

  Age: 83 Years; Qualification: F.C.A., F.C.S., L.L.B.

  Mr. Puranmalka has decades of experience in implementation and running of Viscose Staple Fibre plant at Nagda (M.P.), Fertiliser (Urea) in U.P., Copper Smelter in Gujarat and Export Division of Grasim in Delhi. He looked after the development of Captive Power Plants and has been a Director of the Financial Services for many years.

- **Mr. Darius J. Kakalia**

  Age: 69 Years; Qualification: B.com, L.L.B.

  Mr. Kakalia commenced his practice as a commercial lawyer having built an extensive transaction practice and court practice having an extensive background in corporate commercial matters, setting up of Joint Ventures, Mergers and Acquisitions, American depository receipts and global depository receipts as well as real estate transactions and disputes and litigations related to these sectors and areas of practice.

  Over the years he has specialized in the power sector, acting for large Power Companies and has advised consortiums for the bids with respect to the 4000 Mw Ultra Mega Power projects that have recently been proposed by the Power Corporation of India. He has regularly appeared before the MERC, the Bombay High Court and in the Supreme Court of India with respect to various litigations relating to disputes in the power sector. He has extensive experience in power projects.

- **Mr. Ajay Srinivasan**

  Age: 56 Years; Qualification: B.A with Honours in Economics from St Stephens College, University of Delhi, and Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad

  Mr. Ajay Srinivasan is the Chief Executive at Aditya Birla Capital Limited (ABCL), the holding company of all the financial services businesses of the Aditya Birla Group. Mr. Ajay joined the Aditya Birla Group in the year 2007. Mr. Ajay's experience in the financial services industry spans across 3 decades, with 16 years of being a CEO of CEO's. He has a track record of setting up and successfully scaling multiple business entities, not just in India but also internationally. Before joining the Aditya Birla Group, Mr. Ajay was Chief Executive - Fund Management at Prudential Corporation Asia, based in Hong Kong between January 2001 and July 2007. Prior to his stint at Prudential, he was Deputy Chief Executive Officer and Chief Investment Officer for the India operations of ITC Threadneedle Asset Management.

- **Mr. Jitender Balakrishnan**

  Age: 70 years; Qualification: B.E. (Mech) National Institute of Technology (NIT), Madras University. Post Graduate Diploma in Industrial Management, Bombay University.

  Mr. Jitender Balakrishnan was a former Whole time Director of IDBI Bank Ltd designated as Deputy Managing Director & Group Head (Corporate). He was responsible for Credit advances of USD 25 billion. He served as a Member on IDBI's Credit Committee, Asset Liability Management Committee, and Investment Committee. He has wide experience through appraisal of projects in sectors like Oil & Gas, Refineries, Petrochemicals, Steel, Cement, Fertilizers, Paper, Hospitality, and Infrastructure Sector like Power, Telecom, Ports, Airports, Roads. Mr. Balakrishnan has been an Advisor to former IDFC Bank Ltd. He serves on the board of various companies. Besides He is also Chairman/ Member of various Committees of these Boards.

- **Mr. Ashwani Kumar Puri**

  Age: 62 Years; Qualification: Chartered Accountant, the Chartered Institute of Management Accountants, London.

  Mr. Puri is a financial and accounting professional with extensive experience in investment/ acquisition and advisory services, valuation and decision analysis, business and financial restructurings, dispute analysis and forensics. He was with PriceWater House Coppers (PwC) for 34 years, 22 of these as Partner/ Executive Director and has served in various positions. His selected clients include Asian Development Bank, Asset Reconstruction Company (India) Limited, Cerberus, Citigroup, Deutsche Bank, ICICI bank, IDBI, IFCI, Industrialization Fund for Developing Countries/ Denmark, Standard Chartered Bank, USAID, WL Ross and World Bank.

- **Ms. Alka Marezban Bharucha**

  Age: 62 Years; Qualification: B.A. (Hons) and LL.B from University of Bombay & LL.M from University of London. She is also practicing as a Solicitor, High Court, India and Supreme Court of England and Wales.

  Ms. Bharucha began her career with Mulla & Mulla & Craigie Blunt & Caroe and joined Amarchand & Mangaldas as partner in 1992. In 2008, she co-founded Bharucha & Partners which, since inception, has been ranked by RSG Consulting, London among top 30 firms in India. For years Ms. Alka has been ranked by Chambers Global, Legal 500 and Who's Who Legal etc. amongst India's leading lawyers.

  Ms. Bharucha chairs the transaction practice at Bharucha & Partners. Her core areas of expertise are mergers and acquisitions, joint venture, private equity, banking and finance. Ms. Bharucha's general corporate includes the establishment of mutual funds and providing regulatory advice to foreign institutional investors foreign venture capital investors, merchant bankers and other financial intermediaries.

  Ms. Bharucha has particular experience acting for financial services clients as well as those in the telecommunications, power and logistics sector and is also actively engaged in representing trans-national corporations for investments in retail, defense and manufacturing space.

- **Mr. Baldev Raj Gupta**

  Age: 79 Years; Qualifications: M.A. (English), LL.B, Fellow of Insurance Institutes of India.

  Mr. Gupta has served as director with Bank, Mutual Fund AMC, Primary Dealer, Stock Exchange, National Insurance Academy, worked as a member Secondary Market Committee of Security Exchange Board of India, Debt Market Committee of National Stock Exchange, Governing Board of National Insurance Academy & as Vice-President Insurance Institutes of India.

  Mr. Gupta has been a former Executive Director (Investments) of Life Insurance Corporation of India. After superannuation he was reappointed as Investment Advisor by LIC of India & Investment Consultant by General Insurance Corporation of India. He has around 5 decades of experience in Insurance, Investment and Financial Services Sector. Mr. Gupta has been a Director on the boards of ICICI Prudential Asset Management Company Ltd., National Stock Exchange of India Ltd., IDBI Capital Market Services Ltd., Mahindra and Mahindra Limited, Greaves Cotton Limited.

Mr. Gupta has also been an Advisor to IL&FS Academy for Insurance and Finance Ltd., (an initiative of IL&FS Group) for nearly a decade. He has also worked with Trinity Global Education Private Limited as an Advisor in the Financial Services Division. He was also associated as an Advisor with an Insurance Broking firm.

- **Mr. Subhash Chandra Bhargava**

  Age: 74 Years; Qualifications: Qualified Chartered Accountants.

  Mr. Bhargava is a retired Ex. Director (Investments) of L.I.C. He was in Investment department for 13 years and involved in almost all activities related to finance / investments like project financing, short term/long term loans, dealing in equity / debt / Government securities monitoring of corporates etc. Attended various programmes in IIM, Manchester School of Management etc. related to Finance. He was also a member of Technical Advisory of RBI on Money, Foreign Exchange and Govt Security Markets from May 2004 to July 2005.

- **Mr. Rakesh Singh**

  Age: 53 Years; Qualifications: Post-Graduation in International Relations from University of Lucknow, Advance Management Program from Harvard Business School & Executive Program in Business management from Indian Institute of Management, Calcutta

  Mr. Rakesh Singh is the Chief Executive Officer of Aditya Birla Finance Limited since July 2011. He has 24 years of experience in the financial services industry cutting across both large Banking and Non-Banking financial institutions. He is also leading the wealth management business of our Company.

  Mr. Singh joined our Company from Standard Chartered Bank where he spent 15 years, starting in Retail Assets (Mumbai and Kolkata) and moving on to become Head for Mortgages, India. His last assignment with Standard Chartered Bank was as General Manager & Head SME Banking, India.

Relationship between Directors

None of our Directors are related to each other. None of our Directors is, or was, a director of any listed company, which has been or was delisted from any recognised stock exchange, during the term of his/her directorship in such company

Remuneration of the Directors

The Nomination and Remuneration Committee ("**NRC**") of the Board reviews and assess Board composition, recommends appointment of new directors and suitable remuneration for such directors.

Details of remuneration paid to our Directors during the financial year ended March 31, 2019 and for the period April 1, 2019 upto September 30, 2019 by our Company are as follows:

Sl. No.	Name of the Director	Remuneration /Sitting Fees (₹) (FY 18-19)	Remuneration /Sitting Fees (April 01, 2019 - September 30, 2019) (₹)
1.	Mr. Ajay Srinivasan	Nil	Nil
2.	Mr. Bishwanath Puranmalka	Nil	Nil
3.	Mr. D J Kakalia	4,40,000	3,25,000
4.	Mr. Jitender Balakrishnan	3,70,000	2,30,000
5.	Mr. Ashwani Puri	4,15,000	2,65,000
6.	Ms. Alka Marezban	1,00,000	1,00,000
7.	Mr. Baldev Raj Gupta	2,50,000	1,50,000
8.	Ms. Vijayalakshmi Iyer*	2,20,000	Nil
9.	Mr. Subhash Chandra Bhargava#	50,000	1,50,000
10.	Mr. Rakesh Singh@	Nil	5,65,90,947

**Resigned with effect from November 16, 2018*

#Appointed with effect from January 25, 2019

@Appointed as Managing Director & CEO with effect from July 23, 2019

Mr. Rakesh Singh was appointed as Managing Director on 23 July 2019. However, he has not been paid any remuneration in his capacity as the Managing Director. He has been paid remuneration, during the financial year ended March 31, 2019, in his capacity as the CEO of the Company.

Pursuant to the resolutions passed by the Board at its meetings held on April 22, 2015 the Independent Directors and eligible Non-Executive Director(s) are entitled to fees/ remuneration as under:

Meeting	Overall limit per Director per meeting (₹)
Meetings of the Board of Directors	50,000
Meetings of Audit Committee	25,000
Meetings of Nomination and Remuneration Committee	20,000
Meetings of Corporate Social Responsibility Committee	20,000
Meetings of Stakeholders Relationship Committee	20,000
Meetings of IT Strategy & Information Security Steering Committee	20,000
Meetings of Finance Committee	20,000
Meetings of Risk Committee	20,000
Meeting of Forex Derivatives Committee	Nil

Appointment and Remuneration of Managing Director & Chief Executive Officer

Mr. Rakesh Singh was appointed as Managing Director & Chief Executive Officer w.e.f. July 23, 2019 for a period of five years

The remuneration paid/ payable to our Managing Director (MD) & Chief Executive Officer (CEO) in his capacity as the CEO is as follows:

1. Fixed Salary (including retirals thereon) of ₹ 3.78 crore (Rupees Three Crore Seventy-Eight Lakh only) per annum.

2. Variable Pay: ₹ 4.0162 crore (Rupees Four Crore One Lakh Sixty-Two Thousand only) per annum.

3. Long-term Incentive Compensation (LTIC) including employee stock option, restricted stock units, stock appreciation rights, phantom restricted stock units as per the scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or any other Incentive applicable to Senior Executives of the Company/Aditya Birla Group/ Aditya Birla Capital Group, in such manner and with such provisions as may be decided by the Board, considering the above.

A. **Perquisites**

(a) **Housing:** Company provided (furnished/ unfurnished) accommodation or House Rent Allowance in lieu of company provided accommodation.

(b) **Reimbursement of expenses:** At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per company policy.

(c) **Medical Expenses Reimbursement**: Reimbursement of all expenses incurred for self and family at **actuals** (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per company policy.

(d) **Leave Travel Expenses**: Leave Travel Expenses for self and family in accordance with the policy of the **Company**.

(e) **Club fees**: Fees of **One** Corporate Club in India (including admission and annual membership fee).

(f) **Car:** Two cars for use of Company's Business.

(g) **Reimbursement of entertainment, travelling and all other expenses** incurred for the business of the **company** as per policy of the company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.

(h) **Leave and encashment of leave**. As per the policy of the Company

(i) **Personal accident Insurance Premium**. As per the policy of the Company.

(j) **Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme** as per policy of the Company.

(k) **Gratuity** and /or contribution to the Gratuity Fund of Company: As per the policy of the Company.

(l) **Other Allowances/benefits, perquisites**: Any other allowances, benefits and perquisites as per the Rules **applicable** to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.

(m) Any other one time/ periodic retirement allowances/ benefits as may be decided by the Board at the time of retirement.

In case the executive, is elevated to the next higher level of the company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.

Annual remuneration review is effective July 01 each year, as per policy of the Company.

B. Subject as aforesaid, the MD and CEO shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

C. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Rakesh Singh, MD & CEO will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.

D. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit from time from time to time under Section 197, Section 198 and other applicable provisions of the Companies Act, 2013, (the Act) read with Schedule V to the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

E. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Rakesh Singh in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government if required.

F. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules and the Schedule of the Act, Mr. Rakesh Singh would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries/ Joint Ventures, approval is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending meetings of Board(s) of Directors/ Committee(s) of subsidiaries/ Joint Ventures of the Company or companies promoted by the Aditya Birla Group.

G. Mr. Rakesh Singh shall not be subject to retirement by rotation during his tenure as the MD & CEO of the Company. So long as Mr. Rakesh Singh functions as the MD & CEO, he shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company.

Appointment and Remuneration of Chief Financial Officer

Mr. Sanjay Kumar Miranka was appointed as Chief Financial Officer w.e.f. October 30, 2015.

The remuneration payable to our Chief Financial Officer is as follows:

Total Remuneration of ₹1,74,17,142 per annum, inclusive of basic salary, allowance and such other elements as may be applicable from time to time.

Borrowing Powers of the Board

At the meeting of the Board of Directors of our Company, held on October 26, 2018, the Directors approved the issue of NCDs to the public in one or more tranches, upto an amount not exceeding ₹ 5,00,000 Lakh (Indian Rupees Five Lakh Lakhs only). Further, the present borrowing is within the overall borrowing limits of ₹ 70,00,000 (Indian Rupees Seventy Lakh lakhs only) under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders vide the resolution passed at the annual general meeting of the Company on July 22, 2019.

Interest of the Directors

All the directors of our Company, including our Independent 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 and reimbursement of expenses payable to them. The Key Managerial Persons of our Company are interested to the extent of remuneration paid for services rendered as an officer or employee of our Company.

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

None of our Directors are interested in their capacity as a member of any firm or company and no sums have been paid or are proposed to be paid to any Director or to such firm of company in which he is interested, by any person, in cash or shares or otherwise, either to induce them or to help them qualify as a director or for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company. None of the Directors have any interest in immovable property acquired or proposed to be acquired by our Company in the preceding two years as of the date of this Draft Shelf Prospectus.

Our Company's directors have not taken any loan from our Company.

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

Debenture holding of Directors:

As on the date of filing of Draft Shelf Prospectus, none of the Directors of our Company hold any Debentures issued by our Company.

Changes in the Directors of our Company during the last three years:

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

Sr. No.	Name and Designation	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
1.	Ms. Vijayalakshmi Iyer Additional Director DIN- 05242960	October 26, 2017	Not Applicable	Appointed as an Additional (Independent) Director
2.	Ms. Vijayalakshmi Iyer Independent Director DIN- 05242960	November 16, 2018	October 26, 2017	Resigned as an Independent Director
3.	Mr. S C Bhargava Additional Director DIN-00020021	January 25, 2019	Not Applicable	Appointed as an Additional (Independent) Director

Sr. No.	Name and Designation	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
4.	Mr. Rakesh Singh Managing Director & Chief Executive Officer DIN-07006067	July 23, 2019	Not Applicable	Appointed as the Managing Director & Chief Executive Officer

Shareholding of Directors, including details of qualification shares held by our Directors

As on the date of this Draft Shelf Prospectus, our Directors hold the following number of the Equity Shares:

Nil

Details of various committees of the Board of Directors

Our Company has constituted the following committees:

1. Audit Committee

The Audit Committee was constituted on April 9, 2001 and last reconstituted on January 7, 2015. The members of the Audit Committee are:

- Mr. Ajay Srinivasan
- Mr. Ashwani Puri
- Mr. D J Kakalia

Terms of reference of the Audit Committee are in compliance with applicable law and inter alia include, while acting as a catalyst in helping the organization to achieve its objectives, also assist the Board of Directors in overseeing and reviewing:

- Work carried out in the financial reporting process by the Management, the Internal Auditor(s) and the Statutory Auditor(s) and processes and safeguards employed by them;
- Audit(s) of the Company's financial statements, appointment(s), independence and performance of Internal and statutory Auditors;
- Quality and integrity of the accounting, internal and external auditing and reporting practices of the Company adequacy and reliability of Internal Control system;
- Evaluation of internal financial controls and the risk management systems;
- Overall compliance by the Company with legal and regulatory requirements; and
- Any other area that the Board of Directors of the Company may mandate/direct the Audit Committee to take up.

2. Asset Liability Management Committee

The Asset Liability Management Committee was constituted on July 25, 2008 and last reconstituted on July 23, 2019. The members of the Asset Liability Management Committee are:

- Mr. Rakesh Singh
- Mr. Tushar Shah
- Mr. Sekhar Mosur
- Mr. Sanjay Miranka
- Mr. Ajay Singh
- Mr. Chandramohan Amritkar
- Mr. Sudesh Puthran

Terms of reference of the Asset Liability Management Committee are in compliance with applicable law and inter alia include:

- To monitor and maintain the adequate liquidity balance and ensure that the difference between Borrowing(s) and Lending are not exceeding the limits as prescribed by RBI and to review the

reports to be filed with the RBI

3. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted on December 30, 2014 and last reconstituted on March 27, 2015. The members of the Corporate Social Responsibility Committee are:

- Mr. Ajay Srinivasan
- Mr. B N Puranmalka
- Mr. Ashwani Puri

Terms of reference of the Corporate Social Responsibility Committee are in compliance with applicable law and inter alia include:

- To formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the Corporate Social Responsibility policy of the Company from time to time;
- Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

4. Finance Committee

The Finance Committee was constituted on October 10, 2002 and last reconstituted on October 22, 2008. The members of the Finance Committee are:

- Mr. Ajay Srinivasan
- Mr. B N Puranmalka
- Mr. D J Kakalia

Terms of reference of the Finance Committee are in compliance with applicable law and inter alia include:

- To borrow monies for the business of the Company by way of loans, advances, inter corporate deposits, term loan or any financial facilities from:

  (a) Public Financial Institutions specified under Section 4A of the Companies Act, 1956 or any other financial institutions participating in any one or more of the schemes of such institutions;
  (b) Any Commercial bank;
  (c) Any other financial institutions or company engaged in the business of providing loans, advances or other facilities, whatsoever in nature;
  (d) Any body corporate;
  (e) Mutual funds;
  (f) Insurance company;
  (g) Any other permissible lender

- To avail Working Capital facilities from Commercial banks of the following nature:

  (a) Cash credit facilities;
  (b) Short Term Loans

- To avail non-fund based limits for:

  (a) Bank Guarantees;
  (b) Letter of Credit; and
  (c) Other non-fund based limits.

- To authorise / approve/ sanction various lending proposals and / or discounting of bills of exchange and/or invoice and/or extending the finance facilities.
- To authorise the opening, closing and operation of bank / demat accounts of whatever nature and whether present or future;
- To authorise the execution of various deeds, documents, agreements, notes or other papers including security documents as may be necessary for availing any of the above facilities whether present and/or contingent financial facilities;
- To authorise the execution of various deeds, documents, agreements, and other writings in connection with the loan against securities/IPO Finance and / or corporate finance entered or to be entered into by the Company;
- To authorise various officials / authorized representatives of the Company to sign / execution of papers relating to Sales-tax matters, Income-tax matters or other matters in respect of any Direct or Indirect taxes, levies; duties, cess and Government dues;
- To authorise various officials / authorized representatives of the Company to sign / execute papers, documents as may be required and authoring them to appear before local authorities, corporate bodies, government, quasi-governmental bodies for various business and administrative purposes of the Company;
- To decide/modify terms and conditions for issue of the securities including preference shares;
- To approach/ invite various entities by making offer to subscribe to the proposed issue(s)
- To decide on the entities to whom to issue/allot securities.
- to approve transfer/transmission of securities;
- to appoint necessary agencies including advisors, solicitors, legal advisors, bankers, brokers, managers, lead managers, trustees, underwriters, printers, registrars and transfer agents as may be deemed necessary and expedient/ incidental to the above and on such terms and conditions including terms and conditions as to remuneration as may be in the best interest of the Company;
- to make application, enter into agreement, with NSDL, CDSL for issue of securities in electronic mode;
- to comply with such statutory formalities as may be necessary or required by any law for the time being in force or otherwise necessary to give effect to this resolution and with a view to obtain any sanction, permission or consent for the purpose of the issue;
- to enter into such contracts or agreements as may be deemed necessary or desirable on such terms and conditions as the Committee may think fit and proper for any of the purpose of this resolution;
- to authorize officials to attend, appear, prosecute and defend before any court(s), tribunals, authorities, forum(s) and other forms of judiciaries, including quasi judicial authorities; any disputes, litigations etc relating to and arising thereof in the ordinary course of business of the Company;
- to generally do or cause to be done all such acts, deeds, matters and things as may be consequential, supplemental or incidental to the issuance/allotment/redemption/conversion transfer/transmission/re-issue of the securities including preference shares and matter incidental to the aforesaid including to authorise various officials of the Company in respect of various matters as may be required to give effect to this resolution;
- to authorise the affixing of Common Seal of the company on any of the above documents in accordance with the Articles of the company; and
- to perform such other acts or deeds as may be delegated to the Committee by the Board from time to time.

5. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted on January 7, 2015. The members of the Nomination and Remuneration Committee are:

- Mr. Ajay Srinivasan
- Mr. Jitendra Balakrishnan
- Mr. B N Puranmalka
- Mr. D J Kakalia

Terms of reference of the Nomination and Remuneration Committee are in compliance with applicable law and inter alia include:

- To formulate and recommend to the Board, a NRC policy relating to remuneration for Directors, key managerial personnel and other employees;
- To formulate criteria for determining qualifications, positive attributes and independence of Directors;
- To ensure that remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals;
- Any other matter as the NRC Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

6. Risk Committee

The Risk Committee was constituted on July 25, 2008 and last reconstituted on October 22, 2014. The members of the Risk Management Committee are:

- Mr. Jitendra Balakrishnan
- Mr. Ajay Srinivasan
- Mr. B N Puranmalka
- Mr. A Dhananjaya
- Mr. Rakesh Singh
- Mr. Tushar Shah
- Mr. Sekhar Mosur
- Mr. Ajay Singh

Terms of reference of the Risk Committee are in compliance with applicable law and inter alia include:

- To monitor the risks associated with the Company and frame and implement policies to mitigate them.

7. Share Allotment Committee

The Share Allotment Committee was constituted on October 18, 2012 and last reconstituted on May 5, 2018. The members of the Share Allotment Committee are:

- Mr. Ajay Srinivasan
- Mr. B N Puranmalka
- Mr. Rakesh Singh
- Mr. Sanjay Miranka

Terms of reference of the Share Allotment Committee are in compliance with applicable law and inter alia include:

- Decide the amount of Rights issue to be issued in one or more tranche, subject to maximum amount not exceeding ₹ 1500,00,00,000;
- Decide on the issue price and premium, if any;
- Decide on the number of shares and the proportion at which the shares will be issued;
- Allot the Securities, in accordance with the terms of the offer(s) and all such shares shall rank pari passu inter-se and with the then existing equity shares of the Company in all respect;
- Authorise the issue of certificates for allotted Securities and/or allot the Securities in dematerialized form; and
- Authorise officials to do such other acts, deeds and things as may be necessary, including without limitation, the entering into arrangements for appointment of agencies for managing the issue, such as depository, custodian, registrar and to issue any offer document(s), including but not limited to prospectus, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its

absolute discretion, deem fit.

8. Stakeholders Relationship Committee

The Stakeholders and Relationship Committee was constituted on January 25, 2019. The members of the Stakeholders and Relationship Committee are:

- Mr. Ajay Srinivasan
- Mr. B N Puranmalka
- Mr. D J Kakalia

Terms of reference of the Stakeholders Relationship Committee are in compliance with applicable law and inter alia include:

- To consider and resolve the grievances of security holders of the Company.
- To consider and resolve the grievances of security holders of the Company.

9. IT Strategy & Information Security Steering Committee

The IT Strategy & Information Security Steering Committee was constituted on October 26, 2017 and last reconstituted on January 25, 2019. The members of the IT Strategy & Information Security Steering Committee are:

- Mr. Jitender Balakrishnan
- Mr. Rakesh Singh
- Mr. Sekhar Mosur
- Mr. Sanjay Miranka
- Mr. Ankur Kapoor
- Mr. Anindya Karmakar
- Mr. Gopakumar Panicker
- Mr. Sudesh Puthran

Terms of reference of the IT Strategy & Information Security Steering Committee are in compliance with applicable law and inter alia include:

- To carry out review and amend the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance;
- To approve IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- To ascertain that management has implemented processes and practices that ensure that the IT delivers value to the business
- To ensure that IT investments represent a balance of risks and benefits and that budgets are acceptable;
- To monitor the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources; To ensure proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls.

10. Forex Derivative Committee

The Forex Derivative Committee was constituted as Derivatives Risk Committee on February 3, 2016 and was re-named as the Forex Derivative Committee on March 27, 2019. The members of the Forex Derivative Committee are:

- Mr. Rakesh Singh
- Mr. Sanjay Miranka
- Mr. Sekhar Mosur

Terms of reference of the Forex Derivative Committee are in compliance with applicable law and *inter alia* include:

- to authorise the derivatives transactions that can be entered into by our Company and to authorise the officials of our Company to execute all documents in connection with the said transactions.

OUR PROMOTER

Profile of our Promoter

Our Promoter was originally incorporated on October 15, 2007 under the Companies Act, 1956 as 'Aditya Birla Financial Services Private Limited' with the Registrar of Companies, Maharashtra at Mumbai. The registered office of the Company was changed from the from the state of Maharashtra to the State of Gujarat i.e. under the jurisdiction of the Registrar of Companies, Ahmedabad, Gujarat with effect from December 15, 2019. The Promoter was converted from a private limited company to a public limited company and thereafter the name of the Promoter was changed from 'Aditya Birla Financial Services Private Limited' to 'Aditya Birla Financial Services Limited' with effect from December 04, 2014. The name of our Promoter was further changed to its present name 'Aditya Birla Capital Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Ahmedabad on June 21, 2017.

The Promoter has been registered with the RBI as a Non-Banking Finance Company- Non-Deposit taking-Systemically Important Core Investment Company (CIC-ND-SI) vide a certificate of registration dated October 16, 2015. As per this certificate of registration, our Company has been permitted to carry on the business of CIC-ND-SI and has to abide by all the instructions by the RBI on CIC-ND-SI as collated in Master Direction – Core Investment Companies (Reserve Bank) Directions, 2016 vide circular no. DNBR. PD.003/03.10.119/2016-17 dated August 25, 2016 and the instructions issued thereafter. Under this certificate of registration, RBI has provided the following disclaimer:

(a) Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for discharge of liability by the Company.

(b) Neither is there any provision in law to keep, nor does the Company keep any part of the deposits with the Reserve Bank and by issuing the certificate of registration to the Company, the Reserve Bank neither accepts any responsibility nor guarantee for the payment of the deposit amount to any depositor.

The Board of Directors of the Company at its Meeting held on August 11, 2016 approved a Composite Scheme of Arrangement between (erstwhile) Aditya Birla Nuvo Limited ("**ABNL**"), Grasim Industries Limited ("Grasim") and Aditya Birla Capital Limited (Formerly known as Aditya Birla Financial Services Limited) and their respective Shareholders and Creditors ("**the Composite Scheme**"). The Hon'ble National Company Law Tribunal, Bench at Ahmedabad sanctioned the Composite Scheme on June 01, 2017 and the certified true copy of the Scheme as received on June 07, 2017 was filed with the Registrar of Companies (ROC) on July 04, 2017, being the effective date. The Demerger Committee of Aditya Birla Capital Limited fixed July 20, 2017 as the record date for allotment of Equity Shares as per the Share Entitlement ratio pursuant to the Composite Scheme. The Equity Shares of Aditya Birla Capital Limited was allotted to each eligible Shareholder of Grasim Industries Limited, whose names were recorded in the register of Members of Grasim as on the record date i.e. July 20, 2017 was made on August 14, 2017, as per the Share Entitlement ratio pursuant to the Composite Scheme.

The Equity Shares of our Promoter are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (BSE and NSE shall together be collectively hereinafter referred to as "the Indian Stock Exchanges") and were admitted to trading on the Indian Stock Exchanges with effect from September 01, 2017. The Global Depositary Shares ("GDSs") issued pursuant to the Composite Scheme were listed on the official list of the Luxembourg Stock Exchange ("LSE") and admitted to trading on the Euro MTF market of LSE with effect from October 11, 2017.

Our Promoter is a non-deposit taking systemically important core investment company ("**CIC-ND-SI**") and our Promoter is the holding company of various companies having presence across several business sectors including NBFC, asset management, life insurance, health insurance and wellness, housing finance, private equity, general insurance broking, wealth management, broking, online personal finance management, pension fund management and Asset Reconstruction Company.

Interest of our Promoter in our Company

Except as stated under the chapter titled "***Related Party Transactions***" beginning on page 145 of this Draft Shelf Prospectus and to the extent of their shareholding in our Company, our Promoter does not have any other interest in our Company's business. Further, our Promoter has no interest in any property acquired by our Company in the last two years from the date of this Draft Shelf Prospectus, or proposed to be acquired by our Company, or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

Further as on March 31, 2019 and six month period ended September 30, 2019, our Company, has no outstanding bank facilities, which have been guaranteed by our Promoter.

Other Confirmations

Our Promoter has confirmed that it has not been identified as a wilful defaulter by the RBI or any government authority nor is it in default of payment of interest or repayment of principal amount in respect of debt securities issued by it, if any, for a period of more than six months.

There were no instances of non-compliance by our Promoter on any matter related to the capital markets, resulting in disciplinary action against our Company by the Indian Stock Exchanges or Securities & Exchange Board of India ("**SEBI**") or any other statutory authority, as disclosed in the chapter titled "***Outstanding Litigations and Defaults***" on page 201 of this Draft Shelf Prospectus.

Our Promoter has not been restrained or debarred or prohibited from accessing the capital markets or restrained or debarred or prohibited from buying, selling or dealing in securities under any order or directions passed for any reasons by SEBI or any other authority or refused listing of any of the securities issued by any stock exchanges in India or abroad.

Board of Directors of our Promoter as on the date of this Draft Shelf Prospectus

S. No.	Name	Designation
1	Mr. Kumar Mangalam Birla DIN: 00012813	Non-Executive Director (Chairman)
2	Dr. Santrupt Misra DIN: 00013625	Non-Executive Director
3	Mr. Sushil Agarwal DIN: 00060017	Non-Executive Director
4	Mr. Subhash Chandra Bhargava DIN: 00020021	Independent Director
5	Mrs. Vijayalakshmi Rajaram Iyer DIN: 05242960	Independent Director
6	Mr. Arun Kumar Adhikari DIN:00591057	Independent Director
7	Mr. Puranam Hayagreeva Ravikumar DIN: 00280010	Independent Director

Shareholding Pattern of our Promoter as on September 30, 2019:

Shareholding pattern of our Promoter is as follows:

Name of shareholders	Total number of Equity Shares held	Total shareholding as % of total no of Equity Shares
Promoter		
Grasim Industries Limited	1,23,22,40,000	55.95
Promoter Group		
Rajashree Birla	7,73,989	0.04
Kumar Mangalam Birla	51,790	0.00
Neerja Birla	1,02,286	0.00
Vasavadatta Bajaj	1,65,951	0.01
Aditya Vikram Kumar Mangalam Birla HUF	1,25,608	0.01
Birla Consultants Limited	1,22,334	0.01
Birla Industrial Finance (India) Limited	1,22,479	0.01
Birla Industrial Investments (India) Limited	26,119	0.00
ECE Industries Ltd.	4,71,931	0.02
Hindalco Industries Limited	3,95,11,455	1.79
Birla Group Holdings Private Limited	17,50,06,156	7.95
Rajratna Holdings Private Limited	938	0.00
Umang Commercial Company Private Limited	3,74,44,766	1.70
Vikram Holdings Pvt Ltd	1,050	0.00
Vaibhav Holdings Private Limited	938	0.00
Birla Institute of Technology And Science	9,25,687	0.04
Pilani Investment and Industries Corporation Ltd.	3,33,51,721	1.51
Renuka Investments & Finance Limited	3,39,059	0.02
IGH Holdings Private Limited	4,68,87,810	2.13
GDRs held by Promoter Group		
P.T. Indo Bharat Rayon	2,80,05,628	1.27
P T Sunrise Bumi Textiles	17,76,250	0.08
P T elegant Textile Industry	11,32,250	0.05
Thai Rayon Public Company Limited	26,95,000	0.12
Surya Kiran Investments Pte Limited	7,000	0.00
Total	**1,60,12,88,195**	**72.70**

Table I - Summary Statement holding of specified securities as on September 30, 2019

Category (I)	Category of shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of Shares underlying Depository Receipts (VI)	Total Nos. of shares Held (VII) = (IV)+ (V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter & Promoter Group	5	1,56,76,72,067	-	3,36,16,128	1,60,12,88,195	72.70	1,56,76,72,067.		1,56,76,72,067	72.86		72.70	1,31,24,79,531	81.96			1,60,12,88,195
(B)	Public	5,13,802	58,40,86,174		1,71,83,397	60,12,69,571	27.30	58,40,86,174		58,40,86,174.00	27.14		27.30	8,29,74,651	13.80			56,91,37,810
(C)	Non promoter-Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee Trusts																	

	Total:	**5,13,827**	**2,15,17,58,241**		**5,07,99,525**	**2,20,25,57,766**	**100**	**2,15,17,58,241.00**		**2,15,17,58,241**	**100.00**		**100**	**13,95,45,4182**	**63.36**			**2,17,04,26,005**

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category (I)	Category & Name of the Shareholders (II)	No. of shareholders (III)[$]	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	Nos. of Shares Underlying Depository Receipts (VI)	Total Nos. of shares held (VII=IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No.(a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
(1)	**INDIAN**																	
(a)	**Individuals/Hindu undivided Family**	**5**	**12,19,624**	**-**	**-**	**12,19,624**	**0.06**	**12,19,624**	**-**	**12,19,624**	**0.06**		**0.06**			**-**	**-**	**12,19,624**
	Rajashree Birla	1	7,73,989	-	-	7,73,989	0.04	7,73,989	-	7,73,989	0.04		0.04					7,73,989
	Kumar Mangalam Birla	1	51,790	-	-	51,790	0.00	51,790	-	51,790	0.00		0.00					51,790
	Neerja Birla	1	1,02,286	-	-	1,02,286	0.00	1,02,286	-	1,02,286	0.00		0.00					1,02,286
	Vasavadatta Bajaj	1	1,65,951	-	-	1,65,951	0.01	1,65,951	-	1,65,951	0.01		0.01					1,65,951
	Aditya Vikram Kumarmangalam Birla HUF	1	1,25,608	-	-	1,25,608	0.01	1,25,608	-	1,25,608	0.01		0.01					1,25,608
(b)	**Central Government/State Government(s)**																	
(c)	**Financial Institutions/ Banks**																	
(d)	**Any other (specify)**	**15**	**1,56,64,52,443**	**-**	**-**	**1,56,64,52,443**	**71.12**	**1,56,64,52,443**	**-**	**1,56,64,52,443**	**72.80**		**71.12**	**1,13,24,79,531**	**83.79**	**-**		**1,56,64,52,443**
	Birla Consultants Limited	1	1,22,334	-	-	1,22,334	0.01	1,22,334	-	1,22,334	0.01		0.01	-	-	-	-	1,22,334
	Birla Industrial Finance (India) Limited	1	1,22,479	-	-	1,22,479	0.01	1,22,479	-	1,22,479	0.01		0.01	-	-	-	-	1,22,479

	Birla Industrial Investments (India) Limited	1	26,119	-	-	26,119	0.00	26,119	-	26,119	-		0.00	-	-	-	-	26,119
	ECE Industries Ltd.	1	4,71,931	-	-	4,71,931	0.02	4,71,931	-	4,71,931	0.02		0.02	-	-	-	-	4,71,931
	Grasim Industries Limited	1	1,23,22,40,000	-	-	1,23,22,40,000	55.95	1,23,22,40,000	-	1,23,22,40,000	57.27		55.95	1,23,22,40,000	100.00	-	-	1,23,22,40,000
	Hindalco Industries Limited	1	3,95,11,455	-	-	3,95,11,455	1.79	3,95,11,455	-	3,95,11,455	1.84		1.79	-	-	-	-	3,95,11,455
	Birla Group Holdings Private Limited	1	17,50,06,156	-	-	17,50,06,156	7.95	17,50,06,156	-	17,50,06,156	8.13		7.95	-	-	-	-	17,50,06,156
	Rajratna Holdings Private Limited	1	938	-	-	938	0.00	938	-	938	-		0.00	-	-	-	-	938
	Umang Commercial Company Private Limited	1	3,74,44,766	-	-	3,74,44,766	1.70	3,74,44,766	-	3,74,44,766	1.74		1.70	-	-	-	-	3,74,44,766
	Vikram Holdings Pvt Ltd	1	1,050	-	-	1,050	0.00	1,050	-	1,050	-		0.00	-	-	-	-	1,050
	Vaibhav Holdings Private Limited	1	938	-	-	938	0.00	938	-	938	-		0.00	-	-	-	-	938
	Birla Institute of Technology and Science	1	9,25,687	-	-	9,25,687	0.04	9,25,687	-	9,25,687	0.04		0.04	-	-	-	-	9,25,687
	Pilani Investment and Industries Corporation Ltd.	1	3,33,51,721	-	-	3,33,51,721	1.51	3,33,51,721	-	3,33,51,721	1.55		1.51	3,33,51,721	100.00	-	-	3,33,51,721
	Renuka Investments & Finance Limited	1	3,39,059	-	-	3,39,059	0.02	3,39,059	-	3,39,059	0.02		0.02	-	-	-	-	3,39,059
	IGH Holdings Private Limited	1	4,68,87,810	-	-	4,68,87,810	2.13	4,68,87,810	-	4,68,87,810	2.18		2.13	4,68,87,810	100.00	-	-	4,68,87,810
	Sub-total (A) (1)	**20**	**1,56,76,72,067**	**-**	**-**	**1,56,76,72,067**	**71.18**	**1,56,76,72,067**	**-**	**1,56,76,72,067**	**72.86**		**71.18**	**1,31,24,79,531**	**83.72**	**-**		**1,56,76,72,067**
(2)	**FOREIGN**																	
	Any other (specify)	**5**	-	-	**3,36,16,128**	**3,36,16,128**	**1.53**		-	-	-	-	**1.53**	-	-	-	-	**3,36,16,128**
	P.T. Indo Bharat Rayon	1	-	-	2,80,05,628	2,80,05,628	1.27	-	-	-	-	-	1.27	-	-	-	-	2,80,05,628
	P T Sunrise Bumi Textiles	1	-	-	17,76,250	17,76,250	0.08	-	-	-	-	-	0.08	-	-	-	-	17,76,250
	P T elegant Textile Industry	1	-	-	11,32,250	11,32,250	0.05	-	-	-	-	-	0.05	-	-	-	-	11,32,250
	Thai Rayon Public Company Limited	1	-	-	26,95,000	26,95,000	0.12	-	-	-	-	-	0.12	-	-	-	-	26,95,000
	Surya Kiran Investments Pte Limited	1	-	-	7,000	7,000	0.00	-	-	-	-	-	0.00	-	-	-	-	7,000

	Sub-total (A) (2)	**5**	**-**	**-**	**3,36,16,128**	**3,36,16,128**	**1.53**	**-**	**-**	**-**	**-**	**-**	**1.53**	**-**	**-**	**-**	**-**	**3,36,16,128**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	**25**	**1,56,76,72,067**	**-**	**3,36,16,128**	**1,60,12,88,195**	**72.70**	**1,56,76,72,067**	**-**	**1,56,76,72,067**	**72.89**	**-**	**72.70**	**1,31,24,79,531**	**81.96**	**-**	**-**	**1,60,12,88,195**

Table III - Statement showing shareholding pattern of the Public Shareholder

Category & Name of the shareholders (I)	**PAN (II)**	**Nos. of shareholders (III)**	**No. of fully paid up equity shares held (IV)**	**Partly paid-up equity shares held (V)**	**No. of shares underlying Depository Receipts (VI)**	**Total nos. shares held (VII) = (IV)+(V)+ (VI)**	**Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VIII))**	**Number of Voting Rights held in each class of securities (IX)**				**No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)**	**Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)**	**Number of Locked in shares (XII)**		**Number of Shares pledged or otherwise encumbered (XIII)**		**Number of equity shares held in dematerialised form (XIV)**
								No of Voting Rights			**Total as a % of (A+B+C)**			**No. (a)**	**As a % of total Shares held (b)**	**No. (a)**	**As a % of total Shares held (b)**	
								Class eg: X	**Class eg: y**	**Total**								
Institutions																		
Mutual funds		52	30530707		0	3,053,0,707	1.39	3,05,30,707		3,05,30,707	1.42		1.39	0	0			3,04,70,026
Alternate Investment Funds		2	87462651			8,74,62,651	3.97	8,74,62,651		8,74,62,651	4.06		3.97	8,29,74,651	94.87			8,74,62,651
PI Opportunities Fund I		1	82974651			8,29,74,651	3.77	8,29,74,651		8,29,74,651	3.86		3.77	8,29,74,651	100.00			8,29,74,651

Foreign Portfolio Investors		135	61569828		0	6,15,69,828	2.80	6,15,69,828		6,15,69,828	2.86		2.80					6,15,51,848
Financial Institutions/Banks		183	5079389		0	50,79,389	0.23	50,79,389		50,79,389	0.23		0.23					48,58,670
Insurance Companies		16	63829495		0	6,38,29,495	2.90	6,38,29,495		6,38,29,495	2.90		2.90					6,37,92,367
Life Insurance Corporation of India		1	53445215			5,34,45,215	2.43	5,34,45,215		5,34,45,215	2.48		2,43	8,29,74,651	33.39			5,34,45,215
Sub-Total (B)(1)		388	248472070			24,84,72,070	11.28	24,84,72,070		24,84,72,070	11.55		11.28					24,81,35,562
Central Government/ State Government(s)/ President of India		2	11,068	-	-	11,068	0.00	11,068	-	11,068	0.00		0.00					11,068
Sub-Total (B)(2)		**2**	**11,068**	**-**	**-**	**11,068**	**0.00**	**11,068**	**-**	**11,068**	**0.00**		**0.00**					**11,068**
Non-Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Individuals. i. Individual shareholders holding nominal share capital upto Rs.2 lakhs		497994	211884953		0	21,18,84,953	9.62	21,18,84,953		21,18,84,953	9.85		9.62					20,12,28,884
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.		738	46747778		0	4,67,47,778	2.12	4,67,47,778		4,67,47,778	2.17		2.12					4,61,94,833
NBFCs registered with RBI		20	299598		0	2,99,598	0.01	2,99,598		2,99,598	0.01		0.01					2,99,598

Overseas Depositaries (holding DRs) (balancing figure)		1			1,71,83,397	1,71,83,397	0.78						0.78					1,71,83,397
Any other (specify)		14659	76670707			7,66,70,707	3.48	7,66,70,707		7,66,70,707	3.56		0.00					5,60,84,468
Foreign Nationals		14	33615	0		33,615	0.00	33,615		33,615	0.00		0.00					33,615
Bodies Corporate		3066	41984481	0		4,19,84,481	1.91	4,19,84,481		4,19,84,481	1.95		1.91					4,15,95,049
Clearing Members		202	946178	0		9,46,178	0.04	9,46,178		9,46,178	0.04		0.04					9,46,178
Non-Resident Indian (NRI)		11297	14557625	0		1,45,57,625	0.66	1,45,57,625		1,45,57,625	0.68		0.66					1,27,64,394
Overseas Corporate Bodies		10	18363256	0		1,83,63,256	0.83	1,83,63,256		1,83,63,256	0.85		0.83					0
Trusts		70	785552	0		7,85,552	0.04	7,85,552		7,85,552	0.04		0.04					7,45,232
Sub-Total (B)(3)		**513412**	**335603036**		**1,71,83,397**	**35,27,86,433**	**16.02**	**33,56,03,036**		**33,56,03,036**	**15.60**		**16.02**					**32,09,91,180**
Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)		**513802**	**584086174**		**1,71,83,397**	**60,12,69,571**	**27.30**	**58,40,86,174**		**58,40,86,174**	**27.14**		**27.30**	**8,29,74,651**	**13.80**			**56,91,37,810**

Promoter shareholding in our Company as on date as at September 30, 2019:

Sr No	Name of Equity Shareholders	No. of Shares	No. of Shares in Demat form	% of equity
1.	Aditya Birla Capital Ltd. (subsidiary of Grasim Industries Ltd.)	65,62,45,137	65,62,45,137	100
2.	ABCL jointly with ABNL Investment Limited	10	Nil	Negligible
3.	Mr. Manoj Shah*	10	Nil	Negligible
4.	Mr. Murlidhar Raut*	10	Nil	Negligible
5.	Ms. Pinky Mehta*	12	Nil	Negligible
6.	Mr. Ajay Kakar*	4	Nil	Negligible
7.	Mr. Subhro Bhaduri*	4	Nil	Negligible
8.	Mr. A. Dhananjaya*	4	Nil	Negligible
9.	Mr. Deepak Tripathi*	1	Nil	Negligible
10.	Mr. Goverdhan Gupta*	1	Nil	Negligible
11.	Mr. Bhadresh Khichi*	1	Nil	Negligible
12.	Mr. Dinesh Jain*	1	Nil	Negligible
13.	Mr. Gopal Pamnani*	1	Nil	Negligible
14.	Mr. R C Sharma*	1	Nil	Negligible
	Total (A)	65,62,45,197	65,62,45,137	100

**Nominees of Aditya Birla Capital Limited.*

RELATED PARTY TRANSACTIONS

For details of the related party transactions for the financial years 2018, 2017, 2016 and 2015 in accordance with the requirements under Accounting Standard 18 "Related Party Disclosures" in accordance with Section 133 of the Companies Act read with the Companies (Accounting Standards) Rules, 2014, as amended from time to time, see "*Financial Information*" on page 146 of this Draft Shelf Prospectus. For details of the related party transactions for the financial year 2019 in accordance with the requirements under Ind AS 24 "Related Party Disclosures" in accordance with Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, see "*Financial Information*" on page 146 of this Draft Shelf Prospectus.

SECTION V-FINANCIAL INFORMATION

FINANCIAL INFORMATION

Sr. No.	Particulars	Page No.
1.	Audit report and Audited Standalone Financial Statements (under Ind AS)	F-1
2.	Examination report and Reformatted Financial Information	F-108
3.	Interim Condensed Standalone Ind AS Financial Statements	F-174

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
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INDEPENDENT AUDITOR'S REPORT

To the Members of Aditya Birla Finance Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Aditya Birla Finance Limited ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SA), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of

our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Transition to IND AS accounting framework *(as described in note 2 of the Ind AS financial statements)*	
The financial statements under Indian Accounting Standards (Ind AS) are the first financial statements the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2018, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP). Accordingly, for transition to Ind AS, the Company has prepared financial statements for year ended 31 March 2019, together with the comparative period as at and for the year ended 31 March 2018 and the transition date balance sheet as at 1 April 2017 in accordance with Ind AS. The transition has involved significant change in the Company's policies and processes relating to financial reporting, including generation of reliable and supportable information. Further, the management has exercised significant judgement for giving an appropriate effect of principles of First-time Adoption of Indian Accounting Standards (Ind AS 101), as at transition date and to determine the impact of the new accounting framework on certain accounting and disclosure requirements prescribed under Indian GAAP and extant Reserve Bank of India ('RBI') directions. Further, certain provision of Financial Instruments (Ind AS 109) are different as compared to RBI guidelines.	Our audit procedures included considering the appropriateness of the processes laid down by the management to implement such transition combined with procedures performed as follows: • Reviewed the Ind AS assessment performed by the management to identify areas to be impacted on account of Ind AS transition. • Understood the changes made to the accounting policies in light of the requirements of the new framework. • Understood the financial statement closure process (including disclosures in notes to accounts) and the additional controls established by the Company for transition to Ind AS. We have tested the design and operating effectiveness of key controls for processes identified by the Company for impact assessment. • We read the disclosures with respect to the transition in accordance with the requirements of Ind AS 101, with respect to previous period. • Examined and performed test of details in respect of the Ind AS adjustments made by the Company (refer note 47) in the equity reconciliation and the reconciliation of the statement of profit and loss reported under erstwhile Indian GAAP to Ind AS. • Assessed the exemption availed by the management in applying the first-time adoption principles of Ind AS 101. • Understood the judgements applied by the Company in respect of areas where the accounting treatment adopted or the disclosures made under

Key audit matters	How our audit addressed the key audit matter
In view of the material impact and the complexity of implementation of the Ind AS framework, the transition to Ind AS was of particular importance for our audit as any error, misinterpretation of the standard or any omission could lead to material misstatement in the preparation and presentation of the Ind AS financial statements.	the new accounting framework were different from the extant RBI directions. • Performed test of details by inspection of contracts, documents and policies to assess the appropriateness of the Ind AS adjustments. • Tested the arithmetical accuracy of the Ind AS adjustments.
Impairment of financial assets (including provision for expected credit loss) *(as described in note 5.1 (v) of the Ind AS financial statements)*	

The Company's impairment provision for finance assets (designated at amortised cost and fair value through other comprehensive income) is based on the expected credit loss approach laid down under 'Ind AS 109 Financial instruments'. Under this approach, the management has been required to exercise significant judgement while applying principles and other requirements of the standard in addition to the identification and adequacy of these provisions in areas such as:
• Grouping of borrowers on the basis of homogeneity given the variety of products;
• Staging of loans and estimation of behavioral life;
• calculation of past default rates;
• assigning rating grades to loans for which external rating is not available;
• calibrating external ratings/scores - linked probability of default to align with past default rates;
• calibrating the loss given default where the impairment provision is calculated on a pool level;
• applying macro-economic factors to arrive at forward looking probability of default;
	• Our audit procedures included reading the Company's accounting policies for impairment of financial assets and assessing compliance with Ind AS 109.
	• We understood the process of ECL estimation and tested the design and operating effectiveness of key controls around data extraction and validation.
	• We performed test of controls on classification of receivables into various stages through inspection of evidence and re-performance of those controls.
	• We performed tests of details, on a sample basis and inspected the repayment schedule from the underlying borrower agreements and collections made on the due dates which formed the basis of the staging of loans.
	• We tested the ECL model and computation for its:
	  • Model/methodology used for various loan products including;
	  • Management's grouping of borrowers on basis of different product lines and customer segments with different risk characteristics;
	  • Staging of loans based on their past-due status and other loss indicators;
	  • Various assumptions for calculation of expected loss viz. probability of default, loss

Key audit matters	How our audit addressed the key audit matter
• significant assumptions regarding the probability of various scenarios and discounting rates for different loan products. In view of the high degree of estimation involved in the process of calculating impairment provision and considering its significance to the overall financial statements, whereby any error or omission in estimation may give rise to a material misstatement of the Ind AS financial statements, it is considered as a key audit matter.	• Various assumptions for calculation of expected loss viz. probability of default, loss given defaults, exposure at default, discounting factors applied by the management along with Management's governance process and documentation of its assumptions; • Basis of floor/ minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults; • Management overlays for macro-economic factors. • We performed test of details of the inputs information used in the ECL computation, on a sample basis. • We tested the arithmetical accuracy of computation of ECL provision performed by the Company in spreadsheets. • Performed analytical procedures by determining various ratios or percentage based measures to review overall reasonableness of the estimate determined by the management. • The management has also undertaken validation of the ECL assumptions and policies that it has adopted from an independent expert. We obtained and read the expert report, to note any exceptions. • We assessed the disclosures included in the Ind AS financial statements with respect to such allowance/estimate in accordance with the requirements of Ind AS 109 and Financial Instruments: Disclosures (Ind AS 107).
IT systems	
The reliability and security of IT systems play a key role in the business operations and financial accounting and reporting process of the Company. Since large volume of transactions are	• We included specialized IT auditors as part of the audit team for testing IT General Controls (logical access, change management and aspects of IT operations controls), and application controls and IT dependent manual controls implemented by

Key audit matters	How our audit addressed the key audit matter
processed daily, the IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner. Any gaps in the IT control environment could result in a material misstatement of the financial accounting and reporting records. Therefore, due to the pervasive nature and complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.	the Company, and testing the information produced by the Company relevant to financial accounting and reporting. • We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are critical to financial reporting; • We tested relevant IT dependent manual controls implemented by the Company, relevant to financial accounting and reporting; • Tested key application controls to evaluate their operating effectiveness; • Where deficiencies were identified, we tested compensating controls or performed alternate procedures.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information received by us comprises the information which we obtained prior to the date to this auditor's report, but does not include the Ind AS financial statements and our auditor's report thereon, and other elements of the Annual Report, which are expected to be made available to us after that date.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we have obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other elements of the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those Charged with Governance.

Responsibilities of Management and the Board of Directors for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 42(a) to the Ind AS financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
Place of Signature: Mumbai
Date: May 02, 2019

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: **Aditya Birla Finance Limited** ("the Company")

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.

(ii) The Company does not hold any securities in physical form. The securities held as stock in trade by the custodian are verified with the confirmation statement received by the management from the custodian at regular intervals.

The Company is maintaining proper records of securities held as stock in trade and no discrepancies were noticed on comparing the statement from custodian with book records/books of account.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to directors / to a company in which the director is interested to which provisions of section 185 of the Companies Act 2013 apply and the provisions of section 186 of the Companies Act 2013 are not applicable to the Company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the services of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and other statutory dues applicable to it. As explained to us the Company did not have any dues on account of sales-tax, duty of custom, duty of excise and value added tax.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, good and service tax and other applicable statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. As explained to us the Company did not have any dues on account of sales-tax, duty of custom, duty of excise and value added tax.

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Aditya Birla Finance Limited ("the Company")

(c) According to the records of the Company, the dues outstanding of income-tax and service tax dues disputed by the Company, are as follows:

Name of the statute	Nature of Dues	Amount (Rs. in Lacs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demands	213.94	AY 2000-01	Income Tax Appellate Tribunal (ITAT)
		23.92	AY 2001-02	
		62.74	AY 2002-03	
		14.91	AY 2003-04	
		9.20	AY 2004-05	
		7.02	AY 2005-06	
		4.79	AY 2007-08	
		55.38	AY 2007-08	Income Tax Appellate Tribunal (ITAT) has restored back the matter to the file of Assessing Officer
		25.9	AY 2008-09	Income Tax Appellate Tribunal (ITAT)
		11.02	AY 2009-10	
		4.71	AY 2010-11	
		3,234.12	AY 2011-12	
		50.41	AY 2012-13	
		189.42	AY 2012-13	Commissioner of Income Tax (Appeals)
		47.8	AY 2013-14	Assessing Officer (AO)
		54.78	AY 2014-15	
		0.36	AY 2015-16	
Finance Act, 1994 (Service Tax)	Service Tax Demand	370.51	FY 2008-09 to 2010-11	The customs excise and Service tax Appellate Tribunal (CESTAT)
		131.49	FY 2014-15 to 2015-16	Commissioner of Service Tax

*Net of payments made

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.

Further, monies raised by the Company by way of term loans were applied for the purpose for which those were raised, though idle/surplus funds which were not required for immediate utilization were gainfully invested in liquid assets payable on demand.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Aditya Birla Finance Limited ("the Company")

management, we report that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanations given to us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For S.R. Batliboi & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005



per Viren Mehta
Partner
Membership Number: 048749
Place of Signature: Mumbai
Date: May 02, 2019

Annexure 2 to the Independent Auditor's report of even date on the financial statements of Aditya Birla Finance Limited

Re: Aditya Birla Finance Limited ("the Company")

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Aditya Birla Finance Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable

Annexure 2 to the Independent Auditor's report of even date on the financial statements of Aditya Birla Finance Limited

Re: Aditya Birla Finance Limited ("the Company")

assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren Mehta
Partner
Membership Number: 048749
Place: Mumbai
Date: May 02, 2019

Aditya Birla Finance Limited
Balance Sheet as at 31 March, 2019
(Currency: ₹ in Lakhs)

Particulars	Notes	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
I ASSETS				
1 Financial assets				
Cash and cash equivalents	8	5,908.01	7,089.29	13,571.83
Trade and Other Receivables	9	975.10	2,260.45	1,101.95
Loans	10	50,18,759.78	42,07,962.30	33,32,035.03
Investments	11	1,57,650.71	1,32,751.88	1,50,553.55
Other financial assets	12	2,823.35	820.95	331.41
2 Non-financial assets				
Current tax assets (net)		1,087.12	3,031.41	891.54
Deferred tax assets (net)	36	19,639.32	13,970.77	9,206.20
Property, plant and equipments	13	2,083.33	1,911.28	1,390.54
Intangible assets under development	14	1,508.75	817.04	661.42
Other intangible assets	15	2,821.06	3,125.36	1,571.69
Other non-financial assets	16	4,550.23	4,007.88	2,019.74
Total assets		**52,17,806.76**	**43,77,748.61**	**35,13,334.90**
II LIABILITIES AND EQUITY				
Liabilities				
1 Financial liabilities				
Payables				
Trade & Other Payables				
- Micro and small enterprises		-	-	-
- Other than micro and small enterprises		4,852.32	5,813.42	6,025.74
Debt securities	17	23,55,967.60	21,43,201.82	18,47,117.51
Borrowings (other than debt securities)	18	19,44,266.27	14,60,526.59	10,43,168.85
Subordinated liabilities	19	20,976.11	20,963.60	1,080.57
Other financial liabilities	20	1,36,208.36	1,10,480.92	1,16,417.42
2 Non-financial liabilities				
Current tax liabilities (Net)		1,572.15	4,894.49	325.94
Provisions	21	8,797.86	6,469.03	5,661.29
Other non-financial liabilities	22	3,511.78	2,500.80	1,130.61
Total liabilities		**44,76,152.45**	**37,54,850.67**	**30,20,927.93**
Equity				
Equity share capital	23	65,624.52	64,567.65	62,740.86
Other equity	24	6,76,029.79	5,58,330.29	4,29,666.11
Total equity		**7,41,654.31**	**6,22,897.94**	**4,92,406.97**
Total liabilities and equity		**52,17,806.76**	**43,77,748.61**	**35,13,334.90**

The accompanying notes are forming part of the standalone financial statements.

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301008/E300009

per **Viren H. Mehta**
Partner
Membership No: 048749

Place: Mumbai
Date: 02 May, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

B.N. Puranmalka
(Director)
(DIN - 00007432)

Rakesh Singh
(Chief Executive Officer)

Sanjay Miranka
(Chief Financial Officer)

Sekhar Mosur
(Manager)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 02 May, 2019

Aditya Birla Finance Limited
Statement of Profit and Loss for the year ended 31 March, 2019
(Currency: ₹ in Lakhs)

	Particulars	Notes	Year ended 31 March, 2019	Year ended 31 March, 2018
	Revenue from operations			
	(i) Interest income	26	5,19,297.44	4,13,029.37
	(ii) Dividend income	27	1,100.02	86.21
	(iii) Fee and commission income	28	34,797.07	29,444.46
	(iv) Net gain on fair value changes	29	5,532.05	1,078.60
(I)	**Total revenue from operations**		**5,60,726.58**	**4,43,638.64**
(II)	Other income	30	561.33	185.44
(III)	**Total income (I + II)**		**5,61,287.91**	**4,43,824.08**
	Expenses			
	(i) Finance cost	31	3,27,601.31	2,59,676.30
	(ii) Impairment on financial instruments	32	20,670.86	21,491.20
	(iii) Employee benefit expenses	33	44,573.37	35,164.45
	(iv) Depreciation, amortization and impairment	34	2,477.19	1,480.97
	(v) Other expenses	35	33,163.76	20,922.40
(IV)	**Total expenses**		**4,28,486.49**	**3,38,735.32**
(V)	**Profit/(loss) before exceptional items and tax (III - IV)**		**1,32,801.42**	**1,05,088.76**
(VI)	Exceptional items		-	-
(VII)	**Profit/(loss) before tax (V- VI)**		**1,32,801.42**	**1,05,088.76**
(VIII)	Tax expense:			
	(1) Current tax	36	51,816.44	40,403.42
	(2) Deferred tax (credit)	36	(5,673.69)	(4,769.96)
	(3) Prior year adjustments	36	(213.60)	(142.25)
(IX)	**Profit/(loss) for the year**		**86,872.27**	**69,597.55**
(X)	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	Remeasurement gain/(loss) on defined benefit plan		(47.80)	369.82
	Income tax impact of above		16.70	(127.99)
			(31.10)	**241.83**
	Gain/(Loss) on FVTOCI Equity Instrument		62.50	23.45
	Income tax impact of above		(21.84)	(5.41)
			40.66	**18.04**
	Other comprehensive income for the year, net of tax		**9.56**	**259.87**
	Total comprehensive income for the year, net of tax		**86,881.83**	**69,857.42**
(XI)	**Earnings per equity share**			
	Basic (₹)	37	13.37	11.01
	Diluted (₹)	37	13.37	11.01
	Summary of significant accounting policies	5		

The accompanying notes are forming part of the standalone financial statements.

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 30100E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai
Date: 02 May, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan	**B.N. Puranmalka**	**Rakesh Singh**
(Director)	(Director)	(Chief Executive Officer)
(DIN - 00121121)	(DIN - 00007432)	
Sanjay Miranka	**Sekhar Mosur**	**Ankur Shah**
(Chief Financial Officer)	(Manager)	(Company Secretary)

Place: Mumbai
Date: 02 May, 2019

Aditya Birla Finance Limited
Statement of changes in Equity for the year ended 31 March, 2019
(Currency: ₹ in Lakhs)

a. Equity Share Capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	No. in lakhs	₹ in lakhs
As at 1 April, 2017	6,274.09	62,740.86
Issued during the year	182.68	1,826.79
As at 31 March, 2018	6,456.77	64,567.65
Issued during the year	105.69	1,056.87
As at 31 March, 2019	6,562.46	65,624.52

b. Other Equity

	Reserves and Surplus						Other comprehensive income	Total Other Equity
	Special reserve	Securities premium account	Capital Reserve	General Reserve	Equity Component for ESOP issued by Aditya Birla Capital Ltd (Holding Company)	Retained Earnings	Equity instruments through other comprehensive income	
Balance as at 1 April, 2017	**34,190.00**	**2,74,113.86**	**(1,722.05)**	**13,660.95**	**-**	**1,09,343.72**	**79.63**	**4,29,666.11**
Profit for the Year	-	-	-	-	-	69,597.55	-	69,597.55
Other comprehensive Income	-	-	-	-	-	241.83	18.04	259.87
Equity Component for ESOP	-	-	-	-	628.56	-	-	628.56
Total comprehensive Income	-	-	-	-	**628.56**	**69,839.38**	**18.04**	**70,485.98**
Issue of Share Capital	-	58,178.20	-	-	-	-	-	58,178.20
Transfer to/from retained earnings	14,620.00	-	-	-	-	(14,620.00)	-	-
Balance as at 31 March, 2018	**48,810.00**	**3,32,292.06**	**(1,722.05)**	**13,660.95**	**628.56**	**1,64,563.10**	**97.67**	**5,58,330.29**
Balance as at 1 April, 2018	48,810.00	3,32,292.06	(1,722.05)	13,660.95	628.56	1,64,563.10	97.67	5,58,330.29
Profit for the Year	-	-	-	-	(628.56)	86,872.27	-	86,243.71
Other comprehensive income	-	-	-	-	-	(31.10)	40.66	9.56
Total comprehensive Income	-	-	-	-	(628.56)	86,841.17	40.66	86,253.27
Issue of Share Capital	-	31,446.23	-	-	-	-	-	31,446.23
Transfer to/from retained earnings	17,377.79	-	-	-	-	(17,377.79)	-	-
Balance as at 31 March, 2019	**66,187.79**	**3,63,738.29**	**(1,722.05)**	**13,660.95**	**-**	**2,34,026.48**	**138.33**	**6,76,029.79**

As per our report of even date attached.
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 30100E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai
Date: 02 May, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan	**B.N. Puranmalka**	**Rakesh Singh**
(Director)	(Director)	(Chief Executive Officer)
(DIN - 00121121)	(DIN - 00007432)	
Sanjay Miranka	**Sekhar Mosur**	**Ankur Shah**
(Chief Financial Officer)	(Manager)	(Company Secretary)

Place: Mumbai
Date: 02 May, 2019

Aditya Birla Finance Limited
Cash Flow statement for the year ended March 31, 2019
(Currency: ₹ in Lakhs)

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Operating activities		
Profit before tax	1,32,801.42	1,05,088.76
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation/amortisation & Impairment	2,477.19	1,480.97
Provision for leave encashment	319.09	41.07
Provision for gratuity	1,042.94	101.01
Remeasurement of defined benefit plan	(47.81)	369.82
Provision for employee benefits	2,237.52	656.94
Impairment on financial instruments	21,903.86	21,590.89
(Gain)/Loss on sale of investments	(2,145.23)	(915.54)
(Gain)/Loss on sale of property, plant and equipment	(9.07)	(0.89)
Dividend income	(1,100.02)	(86.21)
Interest income on investment	(8,261.99)	(10,827.84)
Mark to market on investment	(744.82)	719.96
Deferred lease expense	(42.49)	(235.08)
Finance Cost	146.76	86.91
Operating Profit before Working Capital Changes	1,48,577.35	1,18,070.77
Working capital changes		
Loans	(8,21,236.07)	(8,92,102.98)
Trade receivables	1,285.35	(1,644.31)
Bonds	(25,097.58)	60,131.83
Other financial assets and Interest accrued but not due on loans and investments	(5,223.76)	(17,293.40)
Other non-financial assets	(515.29)	(979.88)
Trade payables	(961.10)	(212.32)
Other financial liability	23,994.24	(5,900.93)
Other non-financial liability	1,010.98	1,370.19
	(6,78,165.88)	(7,38,561.03)
Income tax paid	(52,964.44)	(37,944.08)
Net cash flows from/(used in) operating activities	(7,31,130.32)	(7,76,505.11)
Investing activities		
Purchase of property, plant and equipments	(1,106.47)	(1,336.75)
Purchase of Intangible assets including assets under development	(2,030.20)	(2,517.74)
Purchase of FVTPL investments	(94,878.37)	(1,10,596.12)
Sale of FVTPL Investments	89,575.23	80,335.54
Sale of property, plant and equipments	125.39	8.32
Dividend received	1,100.02	86.21
Interest received on investment measured at amortised cost, FVTOCI debt securities and deposits with bank	8,261.99	10,827.84
Net cash flows from/(used in) investing activities	1,047.59	(23,192.70)
Financing activities		
Proceeds from borrowings	64,41,025.22	74,77,198.02
Repayment of borrowings	(57,44,530.43)	(67,43,890.77)
Proceeds from issue of Equity Share Capital	1,056.87	1,826.79
Share Premium on proceeds from issue of Equity Share Capital	31,446.23	58,178.20
Interest on preference shares (subordinate debts)	(96.44)	(96.97)
Net cash flows from financing activities	7,28,901.45	7,03,215.27

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Aditya Birla Finance Ltd. Mumbai

Aditya Birla Finance Limited
Cash Flow statement for the year ended March 31, 2019
(Currency: ₹ in Lakhs)

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Net increase in cash and cash equivalents	(1,181.28)	(6,482.54)
Net foreign exchange difference	-	-
Cash and cash equivalents at 1 April	7,089.29	13,571.83
Cash and cash equivalents at 31 March	5,908.01	7,089.29
Components of cash and cash equivalents		
Cash / Cheques on hand	-	5,528.17
Balances with banks		
In current accounts	5,908.01	1,561.12
Total cash and cash equivalents	5,908.01	7,089.29

Note: For disclosures relating to changes in liabilities arising from financing activities, refer note 41.

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 30100E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 02 May, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan	**B.N. Puranmalka**	**Rakesh Singh**
(Director)	(Director)	(Chief Executive Officer)
(DIN - 00121121)	(DIN - 00007432)	
Sanjay Miranka	**Sekhar Mosur**	**Ankur Shah**
(Chief Financial Officer)	(Manager)	(Company Secretary)

Place: Mumbai
Date: 02 May, 2019

Aditya Birla Finance Ltd. Mumbai

1 Corporate information - Brief description about the Company

Aditya Birla Finance Limited ('ABFL' or 'the Company') is a public company domiciled in India incorporated on 28 August, 1991 under the provisions of the Companies Act, 1956.

The Company is registered with Reserve Bank of India (RBI) as non-deposit taking Non Banking Financial Company (NBFC) with Registration no.N-01.00500 and is certified as ISO 9001: 2015 for all its Business processes by British Standards Institution (BSi).

The Company is among the leading well-diversified financial services company in India offering end-to-end lending, financing and wealth management solutions to a diversified range of customers across the country.

The Company is one of the subsidiaries of Aditya Birla Capital Limited and the ultimate parent company is Grasim Industries Limited.

The registered office of the Company is Indian Rayon Compound, Veraval, Gujarat - 362266.

The financial statements were authorised for issue by the board of directors on May 02, 2019.

2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2017. The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant accounting standards. Accounting policies have been consistently applied to all periods presented, unless otherwise stated. These financial statements for the year ended 31 March, 2019 are the first the Company has prepared in accordance with Ind AS.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in Note 6 - Significant accounting judgements, estimates and assumptions.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lakh, except when otherwise indicated.

3 Presentation of financial statements:

The financial statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs, as notified by the Ministry of Corporate Affairs (MCA). Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

i. The normal course of business

ii. The event of default

iii. The event of insolvency or bankruptcy of the Company and/or its counterparties

3.1 Standards issued but not yet effective:

Ind AS 116 on Leases was notified on 30 March, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 30 March, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Aditya Birla Finance Ltd. Mumbai

4 Statement of compliance:

These separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

5 Significant accounting policies:

5.1 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Classification of financial instruments

The Company classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost
2. Financial assets to be measured at fair value through other comprehensive income
3. Financial assets to be measured at fair value through profit or loss account

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The business model is assessed on the basis of aggregated portfolios based on observable factors. These factors include:

- ► Reports reviewed by the entity's key management personnel on the performance of the financial assets.
- ► The risks impacting the performance of the business model (and the financial assets held within that business model) and its management thereof.
- ► The compensation of the managing teams (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- ► The expected frequency, value and timing of trades.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account.

The Company also assesses the contractual terms of financial assets on the basis of its contractual cash flow charateristics that are solely for the payments of principal and interest on the principal amount outstanding.

'Principal' is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Company classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss.

(ii) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Aditya Birla Finance Ltd. Mumbai

Subsequent measurement - Financial assets measured at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely for the payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate method (EIR). Amortised cost is calculated by taking into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in fee and commission income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

These financial assets comprise bank balances, trade receivables, loans and other financial assets.

Subsequent measurement - Financial assets measured at fair value through other comprehensive income

Debt Instruments

A 'debt instrument' is classified as at the Fair Value through Other Comprehensive Income (FVTOCI) if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent Solely Payment of Principal and Interest(SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. For all such equity investments, the Company may make an irrevocable election to present in OCI the subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the Fair Value through Profit or Loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

As at reporting date, investment in Birla Management Centre Services Limited is measured at FVTOCI.

Subsequent measurement - Items at fair value through profit or loss

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

At the reporting date, investments other than investment in Birla Management Centre Services Limited are recognised at FVTPL.

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Aditya Birla Finance Ltd. Mumbai

(iii) Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include borrowings including Company overdrafts and trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

(iv) Recognition and Derecognition of financial assets and liabilities

Recognition:

A financial asset or financial liability is recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument, which is generally on trade date. Loans and receivables are recognised when cash is advanced (or settled) to the borrowers. Financial assets at fair value through profit or loss are recognised initially at fair value. All other financial assets are recognised initially at fair value plus directly attributable transaction costs.

Derecognition:

Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

(a) The right to receive cash flows from the asset have expired, or

(b) The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(v) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments are measured at amortised cost e.g., loans, debt securities, deposits, and other balances

b) Financial assets that are measured as at FVTOCI

c) Loan commitments which are not measured as at FVTPL

d) Financial guarantee contracts which are not measured as at FVTPL.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

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The Company has established a policy to perform an assessment at the end of each reporting period of whether credit risk has increased significantly since initial recognition by considering the change in the risk of default occurring over the remaining life of the financial instrument.

To calculate ECL, the Company estimate the risk of a default occurring on the financial instrument during its expected life. ECLs are estimated based on the present value of all cash shortfalls over the remaining expected life of the financial asset i.e., the difference between the contractual cash flows that are due to the Company under the contract, and the cash flows that the Company expects to receive are discounted at the effective interest rate of the loan.

The Company groups its loans into Stage 1 and Stage 2, based on the applied impairment methodology, as described below:

Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

Stage 2: Lifetime ECL – not credit impaired

For exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

Stage 3: Lifetime ECL – credit impaired

Exposures are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

ECL impairment loss allowance (or reversal) during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'Impairment on financial instruments' in the Statement of Profit and Loss. On the other side, for financial assets measured as at amortised cost, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(vi) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(vii) Write-offs

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

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(viii) Determination of fair value

On initial recognition, all the financial instruments are measured at fair value. For subsequent measurement, the Company measures certain categories of financial instruments (as explained in note 5.1 (ii) and (iii)) at fair value on each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation at the end of each reporting period.

5.2 Revenue from operations

(i) Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the EIR. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Fees and cost which form an integral part of EIR of a financial instrument are recognised using the effective interest method and recorded in interest income on financial asset.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

(ii) Dividend Income

Dividend income is recognised

a. When the right to receive the payment is established which is generally when shareholders approve the dividend,

b. it is probable that the economic benefits associated with the dividend will flow to the entity and

c. the amount of the dividend can be measured reliably

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(iii) Rental Income

Rental income arising from operating leases is recognised on a straight-line basis over the lease term. In cases where the increase is in line with expected general inflation. Rental income is recognised as per the contractual terms.

Operating leases are leases where the Company does not transfer substantially all of the risk and benefits of ownership of the asset.

(iv) Fees & Commission Income

Fees and commissions are recognised when the Company satisfies the performance obligation, at fair value of the consideration received or receivable based on a five-step model as set out below, unless included in the effective interest calculation:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocate the transaction price to the performance obligations in the contract. For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.
Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

(v) Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss (refer Note 29), held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain/loss in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations in the statement of Profit and Loss. Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL is recognised in net gain / loss on fair value changes.
Similarly, any differences between the fair values of financial assets classified as fair value through other comprehensive income are disclosed in the OCI.
However, net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

5.3 Expenses

(i) Finance Costs

Finance costs represents interest expense recognised by applying the EIR to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL.
Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, provided these are incremental costs that are directly related to the issue of a financial liability.

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(ii) Retirement and other employee benefits

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.

Post employment employee benefit

a) Defined contribution schemes

The Company makes defined contribution to Government managed Employee Provident Fund, Government managed Employee Pension Fund, Employee Deposit Linked Insurance, Employee State Insurance and Superannuation Schemes which are recognised in Statement of Profit and Loss on accrual basis. Payments to defined contribution retirement benefit plans are recognised as an expenses when employee have rendered the service entitling them to the contribution.

If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Defined benefit expenses

The Company's liabilities under Payment of Gratuity Act and long term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Actuarial gain and losses are recognised immediately in Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

The Company presents the entire leave as a provision in the Balance Sheet, since it does not have any unconditional right to defer its settlement for twelve months after the reporting date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earliest of:

- ► The date of the plan amendment or curtailment, and
- ► The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation under employee benefit expenses in the Statement of Profit and Loss.

- ► Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements,
- ► Net interest expense or income.

An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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Other long-term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

The Company presents the Provision for compensated absences under provisions in the Balance Sheet.

(iii) Rent expense

For arrangements entered into prior to 1 April 2017, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Recognition of lease payments:

Rent Expenses representing operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term, unless the increase is in line with expected general inflation, in which case lease payments are recognised based on contractual terms.

Leases that do not transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased items are operating leases.

(iv) Other income and expenses

All Other income and expense are recognized in the period they occur.

(v) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

(vi) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

All other borrowing costs are expensed in the period in which they occur at amortised cost using Effective Interest Rate (EIR). Borrowing costs consist of interest and other costs that an entity incurs in connection with borrowing funds.

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(vii) Taxes

Current tax

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it becomes probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss account is recognised either in OCI or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehenshive Income (OCI) or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(viii) Functional and presentational currency

The financial statements are presented in indian rupees (rounded to the nearest lakhs) which is determined to be the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

5.4 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet and for the purpose of statement of cash flows comprise cash at bank and cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

5.5 Property, Plant and Equipments

All items of property, plant and equipments are stated at historical cost, net of accumulated depreciation and impairment loss if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

Depreciation methods, estimated useful lives and residual value

Depreciation on the property, plant and equipments is provided on straight line method using the rates arrived as per estimates made by the management supported by technical assessment which coincides with the useful lives of assets as specified in Schedule ii to the Companies Act, 2013, except for the assets specified below. The Company has used the following useful lives of the property, plant and equipments to provide depreciation.

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Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Asset	Useful Life as Prescribed by Schedule II of the Companies Act, 2013	Estimated Useful Life by Company
Office Computers and Electronic Equipments (including Plant & Machinery)	3 Years	4 Years
Vehicles	8 Years	5 Years
Furniture, Fixtures and Other Office Equipments	10 Years	7 Years
Leasehold Improvements	Over the primary period of the lease	3 Years

Useful life of assets different from prescribed in Schedule II has been estimated by management supported by technical assessment.
Depreciation on assets acquired / sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from/ till the date of acquisition or sale.
The residual values, useful lives and methods of depreciation of property, plant and equipments are reviewed at each financial year end and adjusted prospectively, if appropriate.

5.6 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses if any. Intangible assets are amortised on straight line basis over a period of 3 years.
The useful lives of intangible assets are assessed as finite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

5.7 Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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5.8 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

5.9 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share.

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to ordinary equity holders of Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to ordinary equity holders of Company (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, inclusive of tax) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

5.10 Segment Reporting

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.
Unallocated items include general corporate income and expense item which are not allocated to any business segment.

5.11 Dividend

The Company recognises a liability to make dividend distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity or Statement of profit or loss

6 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.
In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

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6.1 Business Model Assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

6.2 Estimation of defined benefit plans (gratuity benefits)

Refer Note 5.3 (ii)

6.3 Fair value measurement:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

6.4 Impairment of loans portfolio

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes which can result in different levels of allowances.

It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

The impairment loss on loans and advances is disclosed in more detail in Note 10.

6.5 Provisions other than impairment on loan portfolio and contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Company's business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

6.6 Effective Interest Rate (EIR) method

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

6.7 Recognition of deferred tax assets for carried forward losses

Refer Note 5.3 (vii)

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6.8 Estimation of useful life of property, plant and equipments and intangible assets
Refer note 5.5 and 5.6

7 First time adoption

These financial statements, for the year ended 31 March 2019, are the first financial statements the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2018, the Company had prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31 March, 2019, together with the comparative period data as at and for the year ended 31 March, 2018, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April, 2017, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April, 2017 and the financial statements as at and for the year ended 31 March, 2018.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

7.1 Property, plant and equipments and intangible assets

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipments and intangible assets as at 31 March 2017, measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipments and intangible assets as on 1st April 2017.

7.2 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVTOCI on the basis of facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in equity investments.

7.3 Leases

Appendix C to Ind AS 17 requires entity to assess whether contract or arrangement contains a lease. In accordance with same, this assessment should be carried out at the inception of arrangement. However, the company has used exemption under Ind AS 101 and assessed all arrangements based on conditions in place as on date of transition.

7.4 Estimates

The Company's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

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Note 8: Cash and cash equivalents

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Cash at Banks			
Balances with bank in			
- Current Accounts	5,908.01	1,561.12	13,571.83
Cheques in hand	-	5,528.17	-
Total	**5,908.01**	**7,089.29**	**13,571.83**

Note 9: Trade and Other Receivables

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Trade receivables			
Outstanding for a period exceeding six months			
Receivable considered good - Secured	-	-	-
Receivable considered good - Unsecured	65.78	69.40	60.05
Receivables which have significant increase in credit risk	-	-	-
Receivables - credit impaired	-	-	-
Less- Provision for impairment for:			
Receivable considered good - Secured	-	-	-
Receivable considered good - Unsecured	(65.78)	(69.40)	(60.05)
Receivables which have significant increase in credit risk	-	-	-
Receivables - credit impaired	-	-	-
Total	**-**	**-**	**-**
Other debts			
Receivable considered good - Secured	82.16	506.25	114.11
Receivable considered good - Unsecured	905.75	1,767.01	1,013.46
Receivables which have significant increase in credit risk	-	-	-
Receivables - credit impaired	-	-	-
Less- Provision for impairment for:			
Receivable considered good - Secured	-	-	-
Receivable considered good - Unsecured	(12.81)	(12.81)	(25.62)
Receivables which have significant increase in credit risk	-	-	-
Receivables - credit impaired	-	-	-
Total	**975.10**	**2,260.45**	**1,101.95**

Note:
No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies in which any director is a partner, a director or a member.

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Note 9: Trade and Other Receivables

Trade receivables days past due		Current	1-30 days past due	31-60 days past due	61-90 days past due	91-360 days past due	More than 360 days past due	Total
31 March, 2019	Estimated total gross carrying amount	968.14	-	-	-	19.77	65.78	**1,053.69**
	ECL-Simplified approach	(12.55)	-	-	-	(0.26)	(65.78)	**(78.59)**
	Net carrying amount	955.59	-	-	-	19.51	-	**975.10**
31 March, 2018	Estimated total gross carrying amount	2,257.11	-	-	-	16.15	69.40	**2,342.66**
	ECL-Simplified approach	(12.72)	-	-	-	(0.09)	(69.40)	**(82.21)**
	Net carrying amount	2,244.39	-	-	-	16.06	-	**2,260.45**
1 April, 2017	Estimated total gross carrying amount	1,102.62	-	-	-	24.95	60.05	**1,187.62**
	ECL-Simplified approach	(25.04)	-	-	-	(0.58)	(60.05)	**(85.67)**
	Net carrying amount	1,077.58	-	-	-	24.37	-	**1,101.95**

Reconciliation of impairment allowance on trade and other receivables:

Impairment allowance measured as per simplified approach	
Impairment allowance as per 1 April, 2017	(85.67)
Add/ (less): asset originated or acquired	3.45
Impairment allowance as per 31 March, 2018	(82.21)
Add/ (less): asset originated or acquired	3.62
Impairment allowance as per 31 March, 2019	**(78.59)**

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Note 10: Loans

Particulars	As at 31 March, 2019						As at 31 March, 2018						As at 1 April, 2017					
		At fair value						At fair value						At fair value				
	Amortised Cost	Through Other Comprehensive Income	Through profit and loss account	Designated at through profit and loss account	Sub-total	Total	Amortised Cost	Through Other Comprehensive Income	Through profit and loss account	Designated at through profit and loss account	Sub-total	Total	Amortised Cost	Through Other Comprehensive Income	Through profit and loss account	Designated at through profit and loss account	Sub-total	Total
Loans & Advances	50,67,322.21	-	-	-	-	50,67,322.21	42,46,922.48	-	-	-	-	42,46,922.48	33,54,591.82	-	-	-	-	33,54,591.82
Loan to Related Parties	45.34	-	-	-	-	45.34	26.68	-	-	-	-	26.68	243.87	-	-	-	-	243.87
Security Deposits	1,768.67	-	-	-	-	1,768.67	1,544.82	-	-	-	-	1,544.82	1,118.70	-	-	-	-	1,118.70
Other Advances	725.56	-	-	-	-	725.56	820.75	-	-	-	-	820.75	725.69	-	-	-	-	725.69
Total (A) - Gross	**50,69,861.78**	-	-	-	-	**50,69,861.78**	**42,49,314.73**	-	-	-	-	**42,49,314.73**	**33,56,680.08**	-	-	-	-	**33,56,680.08**
Less: Impairment loss allowance	51,102.00	-	-	-	-	51,102.00	41,352.43	-	-	-	-	41,352.43	24,645.05				-	24,645.05
Total (A) - Net	**50,18,759.78**	-	-	-	-	**50,18,759.78**	**42,07,962.30**	-	-	-	-	**42,07,962.30**	**33,32,035.03**	-	-	-	-	**33,32,035.03**
i) Secured by tangible assets	36,87,207.27	-	-	-	-	36,87,207.27	31,11,843.51	-	-	-	-	31,11,843.51	24,57,831.46	-	-	-	-	24,57,831.46
ii) Covered by bank and government guarantee	24,408.24	-	-	-	-	24,408.24	33,311.38	-	-	-	-	33,311.38	22,038.94	-	-	-	-	22,038.94
iii) Secured by book debts, inventories, fixed deposit and other working capital items	4,09,160.97	-	-	-	-	4,09,160.97	2,70,629.99	-	-	-	-	2,70,629.99	2,40,729.77	-	-	-	-	2,40,729.77
iv) Unsecured	9,49,085.30	-	-	-	-	9,49,085.30	8,33,529.85	-	-	-	-	8,33,529.85	6,36,079.91	-	-	-	-	6,36,079.91
Total (B) - Gross	**50,69,861.78**	-	-	-	-	**50,69,861.78**	**42,49,314.73**	-	-	-	-	**42,49,314.73**	**33,56,680.08**	-	-	-	-	**33,56,680.08**
Less: Impairment loss allowance	51,102.00	-	-	-		51,102.00	41,352.43	-	-	-	-	41,352.43	24,645.05	-	-	-	-	24,645.05
Total (B) - Net	**50,18,759.78**	-	-	-	-	**50,18,759.78**	**42,07,962.30**	-	-	-	-	**42,07,962.30**	**33,32,035.03**	-	-	-	-	**33,32,035.03**
Loans in India																		
i) Public Sector	43,219.14	-	-	-	-	43,219.14	56,034.93	-	-	-	-	56,034.93	22,548.57	-	-	-	-	22,548.57
ii) Others	50,26,642.64	-	-	-	-	50,26,642.64	41,93,279.80	-	-	-	-	41,93,279.80	33,34,131.51	-	-	-	-	33,34,131.51
Total - Gross	**50,69,861.78**	-	-	-	-	**50,69,861.78**	**42,49,314.73**	-	-	-	-	**42,49,314.73**	**33,56,680.08**	-	-	-	-	**33,56,680.08**
Less: Impairment loss allowance	51,102.00				-	51,102.00	41,352.43				-	41,352.43	24,645.05				-	24,645.05
Total - Net	**50,18,759.78**	-	-	-	-	**50,18,759.78**	**42,07,962.30**	-	-	-	-	**42,07,962.30**	**33,32,035.03**	-	-	-	-	**33,32,035.03**
Loans outside India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Impairment loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total - Net	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total (C)	**50,18,759.78**	-	-	-		**50,18,759.78**	**42,07,962.30**	-	-	-	-	**42,07,962.30**	**33,32,035.03**	-	-	-	-	**33,32,035.03**

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Note 10: Loans

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans is as follows:

Loans	As at 31 March, 2019				As at 31 March, 2018			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Opening	41,66,423.25	44,318.53	38,572.95	42,49,314.73	33,11,618.00	29,343.75	15,718.33	33,56,680.08
Net Movement	7,27,545.00	56,325.21	36,676.84	8,20,547.05	8,54,805.25	14,974.78	22,854.62	8,92,634.65
Closing	48,93,968.25	1,00,643.74	75,249.79	50,69,861.78	41,66,423.25	44,318.53	38,572.95	42,49,314.73

Reconciliation of ECL balance is given below:

ECL	As at 31 March, 2019				As at 31 March, 2018			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Opening	14,427.82	6,192.09	20,732.52	41,352.43	10,820.01	3,942.92	9,882.12	24,645.05
Net Movement	953.72	(1,767.44)	10,563.28	9,749.56	3,607.81	2,249.17	10,850.40	16,707.38
Closing	15,381.54	4,424.65	31,295.80	51,101.99	14,427.82	6,192.09	20,732.52	41,352.43

Stage 1 represents 'High Grade' internal rating.
Stage 2 represents 'Medium Grade' internal rating.
Stage 3 represents 'Credit-impaired'.

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Note 11: Investments

Particulars	Amortised Cost	At Fair value			Sub-total	Others	Total
		Through Other Comprehensive Income	Through profit and loss account	Designated at through profit and loss account			
As at 31 March, 2019							
i) Equity instruments	-	189.57	38.94	-	228.51	-	228.51
ii) Preference Shares	-	-	21,407.12	-	21,407.12	-	21,407.12
iii) PMS Investment	-	-	1,685.39	-	1,685.39	-	1,685.39
iv) Investment in Alternate Funds	-	-	15,339.26	-	15,339.26	-	15,339.26
v) Investment in Debentures	-	-	93,892.85	-	93,892.85	-	93,892.85
vi) Bonds	-	-	25,097.58	-	25,097.58	-	25,097.58
Total Gross (A)	-	**189.57**	**1,57,461.14**	-	**1,57,650.71**	-	**1,57,650.71**
(i) Investments in India	-	189.57	1,57,461.14	-	1,57,650.71	-	1,57,650.71
(ii) Investments outside India	-	-	-	-	-	-	-
Total (B)	-	**189.57**	**1,57,461.14**	-	**1,57,650.71**	-	**1,57,650.71**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net [D= (A)-(C)]	-	**189.57**	**1,57,461.14**	-	**1,57,650.71**	-	**1,57,650.71**
As at 31 March, 2018							
i) Equity instruments	-	127.07	47.94	-	175.01	-	175.01
ii) Preference Shares	-	-	22,736.15	-	22,736.15	-	22,736.15
iii) PMS Investment	-	-	1,552.26	-	1,552.26	-	1,552.26
iv) Investment in Alternate Funds	-	-	7,386.65	-	7,386.65	-	7,386.65
v) Investment in Debentures	-	-	1,00,901.81	-	1,00,901.81	-	1,00,901.81
vi) Bonds	-	-	-	-	-	-	-
Total Gross (A)	-	**127.07**	**1,32,624.81**	-	**1,32,751.88**	-	**1,32,751.88**
(i) Investments in India	-	127.07	1,32,624.81	-	1,32,751.88	-	1,32,751.88
(ii) Investments outside India	-	-	-	-	-	-	-
Total (B)	-	**127.07**	**1,32,624.81**	-	**1,32,751.88**	-	**1,32,751.88**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net [D= (A)-(C)]	-	**127.07**	**1,32,624.81**	-	**1,32,751.88**	-	**1,32,751.88**
As at 1 April, 2017							
i) Equity instruments	-	103.62	57.18	-	160.80	-	160.80
ii) Preference Shares	-	-	-	-	-	-	-
iii) PMS Investment	-	-	1,253.18	-	1,253.18	-	1,253.18
iv) Investment in Alternate Funds	-	-	6,183.19	-	6,183.19	-	6,183.19
v) Investment in Debentures	-	-	82,824.55	-	82,824.55	-	82,824.55
vi) Bonds	-	-	60,131.83	-	60,131.83	-	60,131.83
Total Gross (A)	-	**103.62**	**1,50,449.93**	-	**1,50,553.55**	-	**1,50,553.55**
(i) Investments in India	-	103.62	1,50,449.93	-	1,50,553.55	-	1,50,553.55
(ii) Investments outside India	-	-	-	-	-	-	-
Total (B)	-	**103.62**	**1,50,449.93**	-	**1,50,553.55**	-	**1,50,553.55**
Less : Impairment loss allowance (C)	-	-	-	-	-	-	-
Total - Net [D= (A)-(C)]	-	**103.62**	**1,50,449.93**	-	**1,50,553.55**	-	**1,50,553.55**

Notes:
1. More information regarding the valuation methodologies are provided in Note 45.
2. The Company received dividends of ₹ 1,100.02 (31 March, 2018: ₹ 86.21 lakhs, 01 April, 2017: ₹ 5.56 lakhs) from its FVTPL securities, recorded as dividend income.

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Note 12: Other financial assets

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Other Receivables	2,823.35	820.95	331.41
Total	**2,823.35**	**820.95**	**331.41**





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Note 13: Property, plant and equipments

Particulars	Building	Plant & Equipments	Furniture & Fixures	Vehicles	Office Equipments	Leasehold Improvements	Total
Costs:							
At 1 April, 2017	20.92	761.04	29.82	404.46	114.23	60.07	1,390.54
Additions	-	475.88	34.91	334.81	86.85	268.39	1,200.84
Disposals	-	0.54	0.13	5.77	2.90	0.00	9.34
At 31 March, 2018	**20.92**	**1,236.38**	**64.60**	**733.50**	**198.18**	**328.46**	**2,582.04**
Additions	-	138.46	41.76	642.61	118.36	181.57	1,122.76
Disposals	-	34.86	4.55	132.81	4.94	1.43	178.59
At 31 March, 2019	**20.92**	**1,339.98**	**101.81**	**1,243.30**	**311.60**	**508.60**	**3,526.21**
Depreciation and impairment:							
At 1 April, 2017							
Depreciation charge for the year	0.46	350.83	34.69	132.47	68.31	85.77	672.53
Disposals	-	0.14	-	1.04	0.59	-	1.77
At 31 March, 2018	**0.46**	**350.69**	**34.69**	**131.43**	**67.72**	**85.77**	**670.76**
Depreciation charge for the year	0.46	372.24	20.06	227.58	82.45	131.60	834.39
Disposals	-	14.14	1.46	41.46	3.78	1.43	62.27
At 31 March, 2019	**0.92**	**708.79**	**53.29**	**317.55**	**146.39**	**215.94**	**1,442.88**
Net book value:							
At 1 April, 2017	20.92	761.04	29.82	404.46	114.23	60.07	1,390.54
At 31 March, 2018	20.46	885.69	29.91	602.07	130.46	242.69	1,911.28
At 31 March, 2019	20.00	631.19	48.52	925.75	165.21	292.66	2,083.33

Notes:

1 Redeemable Non Convertible Debentures are secured by charge on immovable property of the Company.

2 Office Equipments include Gross Assets amounting to ₹ 2.19 lakhs (31 March, 2018 : ₹ 2.19 lakhs, 1 April, 2017 : ₹ 2.19 lakhs) held jointly with Aditya Birla Sun Life Insurance Company Limited.

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Note 14: Intangible assets under development

Particulars	Total
Costs:	
At 1 April, 2017	661.42
Additions	473.13
Disposals	-
Transfers	317.51
At 31 March, 2018	**817.04**
Additions	1,334.36
Disposals	2.39
Transfers	640.26
At 31 March, 2019	**1,508.75**

Note 15: Other intangible assets

Particulars	Total
Costs:	
At 1 April, 2017	1,571.69
Additions	2,362.11
Disposals	-
At 31 March, 2018	**3,933.80**
Additions	1,338.50
Disposals	-
At 31 March, 2019	**5,272.30**
Accumulated amortisation:	
At 1 April, 2017	
Disposals	-
Amortisation charge for the year	808.44
At 31 March, 2018	**808.44**
Disposals	-
Amortisation charge for the year	1,642.80
At 31 March, 2019	**2,451.24**
Net book value:	
At 1 April, 2017	1,571.69
At 31 March, 2018	3,125.36
At 31 March, 2019	2,821.06

Note:
All intangible assets are other than Internally generated.

Note 16: Other non-financial assets

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Deferred lease expenses	442.94	400.45	165.37
Prepaid expenses	1,713.63	954.07	857.00
Capital advances	166.39	182.68	46.77
Goods and Service Tax / Service Tax Receivable	910.69	1,154.96	272.15
Plan Assets of Gratuity Fund	1,316.58	1,315.72	678.45
	4,550.23	**4,007.88**	**2,019.74**

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Note 17: Debt securities

	As at 31 March, 2019				As at 31 March, 2018				As at 1 April, 2017			
	At amortised cost	At fair Value through profit and loss Acount	Designated at fair value through profit and loss account	Total	At amortised cost	At fair Value through profit and loss Acount	Designated at fair value through profit and loss account	Total	At amortised cost	At fair Value through profit and loss Acount	Designated at fair value through profit and loss account	Total
Redeemable non-convertible debentures (Secured)	15,45,347.04	-	-	15,45,347.04	10,95,938.60	-	-	10,95,938.60	9,70,357.87	-	-	9,70,357.87
Compulsory Convertible Debentures (Unsecured)	3,113.09	-	-	3,113.09	2,856.29	-	-	2,856.29	2,620.86	-	-	2,620.86
Commercial papers	6,33,198.80	-	-	6,33,198.80	8,95,076.49	-	-	8,95,076.49	7,41,274.35	-	-	7,41,274.35
Subordinate debt (Unsecured)	1,74,308.67	-	-	1,74,308.67	1,49,330.44	-	-	1,49,330.44	1,32,864.43	-	-	1,32,864.43
Total	**23,55,967.60**	-	-	**23,55,967.60**	**21,43,201.82**	-	-	**21,43,201.82**	**18,47,117.51**	-	-	**18,47,117.51**
Debt securities in India	23,55,967.60	-	-	23,55,967.60	21,43,201.82	-	-	21,43,201.82	18,47,117.51	-	-	18,47,117.51
Debt securities outside India	-	-	-	-	-	-	-	-	-	-	-	-
Total	**23,55,967.60**	-	-	**23,55,967.60**	**21,43,201.82**	-	-	**21,43,201.82**	**18,47,117.51**	-	-	**18,47,117.51**

Redeemable Non-Convertible Debentures are secured by way of mortgage on the immovable property and first pari-passu charge on certain Financial Assets of the company.

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Redeemable Non-Convertible Debentures			
Repayment Terms : Maturing within 1 year, Rate of Interest 7.65% to 10.00% p.a.	4,70,590.00	1,88,650.00	2,00,400.00
Repayment Terms : Maturing between 1 to 3 years, Rate of Interest 7.85% to 9.50% p.a.	8,17,798.26	6,58,690.00	5,28,240.00
Repayment Terms : Maturing after 3 years, Rate of Interest 7.60% to 9.50% p.a.	2,56,958.78	2,48,598.60	2,41,717.87
Total	**15,45,347.04**	**10,95,938.60**	**9,70,357.87**
0.10% Compulsory Convertible Debentures(CCD), (Convertible in March, 2023)*	3,113.09	2,856.29	2,620.86
Commercial Papers - Rate of Interest 6.90% to 9.30% p.a.	6,33,198.80	8,95,076.49	7,41,274.35
Subordinate Debts - Debentures 8.25% to 10.60% p.a. (Redeemable from May, 2019 to December, 2028)	1,74,308.67	1,49,330.44	1,32,864.43
Total	**23,55,967.60**	**21,43,201.82**	**18,47,117.51**

*1. Each CCD will be convertible into 1 (one) 0.10% Redeemable Non-Convertible Non-Cumulative Preference Shares (RNCNCPS) of Rs.100/- each at premium of Rs. 54 per RNCNCPS at the end of 5 (five) years from the date of its original issue by the Demerged Company i.e. 21/03/2021 or any such time as may be informed in writing at the option of the holder thereof.

*2. The said RNCNCPS shall be redeemed at premium of Rs. 83 per RNCNCPS at the end of 2 (two) years from the date of conversion i.e. 21/03/2023 or any such time as may be informed in writing at the option of the holder thereof.

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Note 18: Borrowings other than debt securities

Particulars	As at 31 March, 2019				As at 31 March, 2018				As at 1 April, 2017			
	Amortised cost	At fair value through profit and loss account	Designated at fair value through profit and loss account	Total	Amortised cost	At fair value through profit and loss account	Designated at fair value through profit and loss account	Total	Amortised cost	At fair value through profit and loss account	Designated at fair value through profit and loss account	Total
Term Loan from Banks (secured)	15,96,644.76	-	-	15,96,644.76	10,91,434.16	-	-	10,91,434.16	7,93,413.08	-	-	7,93,413.08
Cash Credit from Banks (secured)	1,86,521.51	-	-	1,86,521.51	1,70,092.43	-	-	1,70,092.43	1,25,255.77	-	-	1,25,255.77
Working capital demand loan from Banks	-	-	-	-	-	-	-	-	20,000.00	-	-	20,000.00
Unsecured	-	-	-	-	-	-	-	1,99,000.00	1,04,500.00	-	-	1,04,500.00
Secured	1,61,100.00	-	-	1,61,100.00	1,99,000.00	-	-	**14,60,526.59**	**10,43,168.85**	-	-	**10,43,168.85**
Total	**19,44,266.27**	-	-	**19,44,266.27**	**14,60,526.59**	-	-	14,60,526.59	10,43,168.85	-	-	10,43,168.85
Borrowings in India	19,44,266.27	-	-	19,44,266.27	14,60,526.59	-	-	-	-	-	-	-
Borrowings outside India	-	-	-	-	-	-	-	**14,60,526.59**	**10,43,168.85**	-	-	**10,43,168.85**
Total	**19,44,266.27**	-	-	**19,44,266.27**	**14,60,526.59**	-	-					

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Term Loan (Secured by way of first pari-passu charge on the receivables of the Company)			
Repayment Terms : Maturing within 1 year, Rate of Interest 8.27% to 9.50% p.a.	2,17,833.00	2,40,700.00	1,05,000.00
Repayment Terms : Maturing between 1 to 3 years, Rate of Interest 8.13% to 9.50% p.a.	7,96,197.82	4,25,533.32	3,41,724.39
Repayment Terms : Maturing after 3 years, Rate of Interest 7.75% to 9.50% p.a.	5,82,613.94	4,25,200.84	3,46,688.69
Total	**15,96,644.76**	**10,91,434.16**	**7,93,413.08**
Loans repayable on demand			
Cash Credit secured by way of first pari-passu charge on the receivables of the company	1,86,521.51	1,70,092.43	1,25,255.77
Working Capital Demand Loan secured by way of first pari-passu charge on receivables of the Company - Rate of Interest 8.25% to 8.95% p.a.	1,61,100.00	1,99,000.00	1,24,500.00
Total	**19,44,266.27**	**14,60,526.59**	**10,43,168.85**

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Note 19: Subordinated liabilities

Particulars	As at 31 March, 2019				As at 31 March, 2018				As at 1 April, 2017			
	Amortised cost	At fair value through profit and loss account	Designated at fair value through profit and loss account	Total	Amortised cost	At fair value through profit and loss account	Designated at fair value through profit and loss account	Total	Amortised cost	At fair value through profit and loss account	Designated at fair value through profit and loss account	Total
Perpetual debt instruments to the extent they do not qualify as equity instruments												
(i) from banks	-	-	-	-	-	-	-	-	-	-	-	-
(ii) from other parties	19,896.11	-	-	19,896.11	19,883.60	-	-	19,883.60	-	-	-	-
Preference shares other than those qualify as equity	1,080.00	-	-	1,080.00	1,080.00	-	-	1,080.00	1,080.57	-	-	1,080.57
Total	**20,976.11**	-	-	**20,976.11**	**20,963.60**	-	-	**20,963.60**	**1,080.57**	-	-	**1,080.57**
Subordinate liabilities in India	20,976.11	-	-	20,976.11	20,963.60	-	-	20,963.60	1,080.57	-	-	1,080.57
Subordinate liabilities outside India	-	-	-	-	-	-	-	-	-	-	-	-
Total	**20,976.11**	-	-	**20,976.11**	**20,963.60**	-	-	**20,963.60**	**1,080.57**	-	-	**1,080.57**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Perpetual Debts 8.70% p.a. (Maturing in July, 2027)	19,896.11	19,883.60	-
8% Cumulative Redeemable Preference Shares, redeemable at face value on or after March 25, 2019 but before March 25, 2029	1,080.00	1,080.00	1,080.57
Total	**20,976.11**	**20,963.60**	**1,080.57**

Note 20: Other financial liabilities

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Interest accrued but not due on borrowings	1,00,141.57	84,318.99	72,318.55
Book Overdraft	17,246.15	13,369.82	36,527.16
Margin Money from Customers	1,222.61	129.47	226.75
Trade payables for salaries, bonus and other employee benefits	6,564.59	5,613.60	4,278.54
Other Payable - Deposits and Others	11,033.44	7,049.04	3,066.42
Total	**1,36,208.36**	**1,10,480.92**	**1,16,417.42**

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Note 21: Provisions

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Employee benefit (Refer Note 39)			
- Gratuity	1,811.26	1,386.20	1,276.48
- Provision for compensated absences	1,267.76	948.66	907.59
- Long term Incentive Plans (LTIP)	5,718.84	4,134.17	3,477.22
Total	**8,797.86**	**6,469.03**	**5,661.29**

Note 22: Other non-financial liabilities

Revenue received in advance	2,224.09	1,221.81	822.11
Tax Deducted at Source Payable	229.15	218.83	199.91
Goods and Service Tax Payable	859.10	902.47	4.20
Other Statutory Dues Payable	199.44	157.69	104.39
Total	**3,511.78**	**2,500.80**	**1,130.61**

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Note 23: Issued Capital and reserves

	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Authorised			
1,270,000,000 (March 31, 2018 and April 1, 2017: 1,270,000,000) equity shares of ₹ 10/- each	1,27,000.00	1,27,000.00	1,27,000.00
Total	**1,27,000.00**	**1,27,000.00**	**1,27,000.00**
Issued, Subscribed and fully paid up			
656,245,197 (March 31, 2018: 645,676,477; April 1, 2017: 627,408,577) equity shares of ₹ 10/- each	65,624.52	64,567.65	62,740.86
Total	**65,624.52**	**64,567.65**	**62,740.86**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year is as under:

	No. in lakhs	₹ in lakhs
As at 1 April, 2017	6,274.09	62,740.86
Issued during the year	182.68	1,826.79
As at 31 March, 2018	**6,456.77**	**64,567.65**
Issued during the year	105.69	1,056.87
As at 31 March, 2019	**6,562.46**	**65,624.52**

Terms/ rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

In the event of liquidation of the Company, the holders of equity shares will be receiving remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.





Note 23: Issued Capital and reserves

Aggregate number of equity shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
(i) Equity shares of ₹ 10 each, fully paid up, allotted pursuant to the merger scheme for demerger of wealth undertaking of Aditya Birla Money Mart Limited	-	-	1,02,77,778	-	-
(ii) Equity shares of ₹ 10 each, fully paid up, allotted on conversion of 175,000,000 0.01% cumpulsory convertible cumulative preference shares of ₹ 10 each, fully paid up	-	-	1,15,13,158	-	-
(iii) Equity shares of ₹ 10 each, fully paid up, allotted pursuant to the amalgamation scheme with Madura Garments Lifestyle Retail Company Limited (MGLRCL).	-	-	-	5,34,55,883	-

Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates:

Name of Share holder	As at 31 March, 2019		As at 31 March, 2018		As at 1 April, 2017	
	Number	₹ In lakhs	Number	₹ In lakhs	Number	₹ In lakhs
(i) Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited), holding company	65,62,46,137	65,624.52	64,56,76,417	64,567.65	56,61,35,371	56,613.54
(ii) Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	-	-	6,12,73,146	6,127.32
	65,62,46,137	**65,624.52**	**64,56,76,417**	**64,567.65**	**62,74,08,517**	**62,740.86**

Details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March, 2019		As at 31 March, 2018		As at 1 April, 2017	
	Number	% of total paid-up	Number	% of total paid-up	Number	% of total paid-up
(i) Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited), holding company	65,62,46,137	100%	64,56,76,417	100%	56,61,35,371	90.23%
(ii) Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	-	-	6,12,73,146	9.77%

NBFC's objectives, policies and processes for managing capital:

For above disclosures Refer Note 44.

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Note 24: Other equity

Securities Premium Account	
At 1 April, 2017	2,74,113.86
Add: Additions during the year	58,178.20
At 31 March, 2018	**3,32,292.06**
Add: Additions during the Year	31,446.23
At 31 March, 2019	**3,63,738.29**
Special Reserve pursuant to Section 45-IC of the RBI Act, 1934	
At 1 April, 2017	34,190.00
Add: Transfer from surplus balance in the Statement of Profit and Loss	14,620.00
At 31 March, 2018	**48,810.00**
Add: Transfer from surplus balance in the Statement of Profit and Loss	17,377.79
At 31 March, 2019	**66,187.79**
Capital Reserve	
At 1 April, 2017	(1,722.05)
Add: Other Additions/ Deductions during the year	-
At 31 March, 2018	**(1,722.05)**
Add: Other Additions/ Deductions during the year	-
At 31 March, 2019	**(1,722.05)**
Equity Component for Employee Stock Option Plan issued by Aditya Birla Capital Limited (Holding Company)	
At 1 April, 2017	-
At 31 March, 2018	**628.56**
At 31 March, 2019	-
General Reserve	
At 1 April, 2017	13,660.95
Add: Amount transferred from surplus in the statement of profit and loss	-
At 31 March, 2018	**13,660.95**
Add: Amount transferred from surplus in the statement of profit and loss	-
At 31 March, 2019	**13,660.95**

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Note 24: Other equity

Surplus in Statement of Profit and Loss	
At 1 April, 2017	1,09,343.72
Add: Profit for the year	69,597.55
Less: Appropriations	
Re-measurement reserves on defined benefit plans	241.83
Transfer to Special Reserve	(14,620.00)
Total appropriations	(14,378.17)
At 31 March, 2018	**1,64,563.10**
Add: Profit for the year	86,872.27
Less: Appropriations	
Re-measurement reserves on defined benefit plans	(31.10)
Transfer to Special Reserve	(17,377.79)
Total appropriations	(17,408.89)
At 31 March, 2019	**2,34,026.48**
Other Comprehensive Income	
At 1 April, 2017	**79.63**
Add: Additions during the year	18.04
At 31 March, 2018	**97.67**
Add: Additions during the year	40.66
At 31 March, 2019	**138.33**
Total other equity	
At 1 April, 2017	4,29,666.11
At 31 March, 2018	5,58,330.29
At 31 March, 2019	6,76,029.79

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Note 25: Nature and purpose of reserve

Securities Premium Reserve: Security premium reserve is used to record the premium on the issue of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

Special Reserve:
Special reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act"). Appropriation from this Reserve Fund is permitted only for the purposes specified by RBI.

Capital Reserve: Capital reserve refers to difference on account of net assets taken over and purchase consideration paid for merger of wealth management undertaking of Aditya Birla Money Mart Limited with the Company.

General Reserve: This reserve is created on account of merger. As per court order, this reserve can be utilised for distribution of dividends.

FVTOCI Equity Investments: The Company has elected to recognise changes in the fair value of certain instruments in equity securities and debt instruments in other comprehensive income. These changes are accumulated with the FVTOCI reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are de-recognised.

Retained Earnings: Retained earnings refer to the percentage of net earnings not paid out as dividends, but retained by the Company to be reinvested in its core business, or to pay debts.

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Note 26: Interest income

Particulars	For the year ended 31 March, 2019				For the year ended 31 March, 2018			
	On Financial Assets measured at FVTOCI	On Financial Assets measured at Amortised cost	On Financial Assets classified at FVTPL	Total	On Financial Assets measured at FVTOCI	On Financial Assets measured at Amortised cost	On Financial Assets classified at FVTPL	Total
Interest on Loans	-	5,09,701.92	-	5,09,701.92	-	3,97,446.93	-	3,97,446.93
Interest income from investments	-	-	8,261.99	8,261.99	-	-	11,582.26	11,582.26
Interest income from bonds	-	-	1,333.53	1,333.53	-	-	4,000.18	4,000.18
Total	**-**	**5,09,701.92**	**9,595.52**	**5,19,297.44**	**-**	**3,97,446.93**	**15,582.44**	**4,13,029.37**

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Note 27: Dividend income

	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Dividend from Long Term Investment (FVTPL)	1,100.02	86.21
Total	**1,100.02**	**86.21**

Note 28: Fees and commission income

Syndication and Other Fee Income	28,413.95	20,256.66
Brokerage and Commission Income	6,383.12	9,187.80
Total	**34,797.07**	**29,444.46**

Note 29: Net gain on fair value changes

Net gain/ (loss) on financial instruments at fair value through profit or loss		
On Trading portfolio		
- Investments	2,759.04	(350.92)
- Bonds	2,773.01	1,429.52
Total	**5,532.05**	**1,078.60**

Fair Value changes:		
- Realised	4,918.24	2,345.06
- Unrealised	613.81	(1,266.46)
Total	**5,532.05**	**1,078.60**

Note 30: Other Income

Miscellaneous Income (Income tax refund and other income)	349.56	113.18
Other Interest Income-Security Deposit on Amortised Cost	211.77	72.26
Total	**561.33**	**185.44**

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Note 31: Finance Costs

Particulars	For the year ended 31 March, 2019			For the year ended 31 March, 2018		
	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost	Total	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost	Total
Debt Securities	-	1,92,787.75	1,92,787.75	-	1,70,170.11	1,70,170.11
Borrowings Other than Debt Securities	-	1,32,726.79	1,32,726.79	-	87,776.59	87,776.59
Subordinated Liabilities	-	1,832.51	1,832.51	-	1,159.01	1,159.01
Others	-	254.26	254.26	-	570.59	570.59
Total	**-**	**3,27,601.31**	**3,27,601.31**	**-**	**2,59,676.30**	**2,59,676.30**

Note 32: Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument :

Particulars	For the year ended 31 March, 2019			For the year ended 31 March, 2018		
	On Financial instruments measured at Fair Value through OCI	On Financial instruments measured at Amortised cost	Total	On Financial instruments measured at Fair Value through OCI	On Financial instruments measured at Amortised cost	Total
Bad debts/Advances Written off	-	12,007.45	12,007.45	-	4,783.82	4,783.82
Loans	-	8,663.41	8,663.41	-	16,707.38	16,707.38
Total	**-**	**20,670.86**	**20,670.86**	**-**	**21,491.20**	**21,491.20**

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Note 33: Employee benefit expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Salaries and Wages	40,691.59	31,211.12
Contribution to Provident Funds	982.14	1,153.81
Contribution to Gratuity Funds	445.52	87.33
Share based payments to Employees	1,332.79	1,333.29
Staff welfare expenses	1,121.33	1,378.90
Total	**44,573.37**	**35,164.45**

Note 34: Depreciation, amortization and impairment

Depreciation of tangible assets	834.39	672.53
Amortization of intangible assets	1,642.80	808.44
Total	**2,477.19**	**1,480.97**

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Note 35: Other expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Rent	4,276.89	2,806.32
Repairs and maintenance		
- Plant and machinery	11.32	14.54
- Others	2,484.79	1,290.11
Communication costs	443.98	449.11
Printing and stationery	417.40	308.34
Advertisement and publicity	583.04	549.75
Directors' fees, allowances and expenses	19.67	18.12
Auditor's fees and expenses	101.95	108.10
Legal and professional charges	5,219.23	2,142.32
Insurance	544.60	395.54
Other Expenses		
Travelling and conveyance	2,048.61	2,242.24
Water and Electricity expenses	414.51	316.07
Rates and taxes	707.17	967.78
Contract Service Charges	688.72	433.83
Information Technology Expenses	957.87	930.41
Business/ Sales Promotion Expenses	283.69	860.13
Postage Expenses	184.09	140.42
Bank charges	301.21	137.36
Brokerage and Commission	9,401.48	3,816.48
Corporate Social Responsibility (CSR) Expenses	1,108.37	534.19
Sub-Brokerage and Fees	488.71	987.31
Recruitment Expenses	241.59	256.79
Profit/loss on sale of fixed assets (net)	(9.07)	(0.89)
Miscellaneous expenses	2,243.94	1,218.03
Total	**33,163.76**	**20,922.40**

Auditor's Fees and Expenses	For the year ended 31 March, 2019	For the year ended 31 March, 2018
As auditor:		
For Statutory Audit (including Limited Review and Internal Control Financial Reporting (ICFR))	63.50	63.50
Tax audit	6.00	6.00
In any other capacity		
For Other Services (including Certificates)	27.25	30.50
For Reimbursement of Expenses	5.20	8.10
Total	**101.95**	**108.10**

Details of CSR Expenditure	For the year ended 31 March, 2019	For the year ended 31 March, 2018
a) Gross amount required to be spent by the Company during the year	1,704.75	1,243.42
b) Amount spent during the year-		
i) Construction/acquisition of any asset	-	-
ii) On purpose other than (i) above	1,108.37	534.19
Total	**1,108.37**	**534.19**

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Note 36: Income Tax

The components of income tax expense are as under:

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Current tax	51,816.44	40,403.42
Adjustment in respect of current income tax of prior years	(213.60)	(142.25)
Deferred tax relating to origination and reversal of temporary differences	(5,673.69)	(4,769.96)
Total tax charge	**45,929.15**	**35,491.21**
Current tax	51,602.84	40,261.17
Deferred tax	(5,673.69)	(4,769.96)

OCI section - Deferred tax related to items recognised in OCI are as under:

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Net loss/(gain) on remeasurements	5.14	133.40
Income tax expense charged to OCI	**5.14**	133.40

Reconciliation of the total tax charge:

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31 March, 2019 and 31 March, 2018 are as follows:

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Accounting profit before tax	1,32,801.42	1,05,088.76
At India's statutory income tax rate of 34.944% (2018: 34.608%)	46,406.13	36,369.14
Adjustment in respect of current income tax of prior years	(213.60)	(142.25)
Income tax effect of above	1,076.44	(111.59)
Non-deductible expenses for tax purposes	5,637.38	2,849.67
Deductible expenses for tax purposes	(7,726.83)	(3,790.61)
Income not subject to tax	(667.58)	(239.95)
Deductions / expenses allowable as per the provisions of Income Tax Act	(7,059.25)	(3,550.66)
Tax under other heads of income	749.63	316.85
Income tax expense reported in the statement of profit and loss	**45,929.15**	**35,491.21**
Effective income tax rate for the year	34.58%	33.77%

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Deferred Tax

The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	OCI
	31 March, 2019	31 March, 2019	2018-19	2018-19
Expected Credit Loss Allowances	10,573.97	-	(3,342.97)	-
Employee benefit provisions and other provisions	8,944.37	-	(2,148.09)	(5.14)
Depreciation	120.98	-	(182.63)	-
Total	**19,639.32**	**-**	**(5,673.69)**	**(5.14)**
Net	**19,639.32**			

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	OCI
	31 March, 2018	31 March, 2018	2017-18	2017-18
Expected Credit Loss Allowances	7,236.14	-	(1,430.71)	-
Employee benefit provisions and other provisions	6,796.28	-	(3,340.65)	(133.40)
Depreciation	-	61.65	1.40	-
Total	**14,032.42**	**61.65**	**(4,769.96)**	**(133.40)**
Net	**13,970.77**			

Particulars	Deferred Tax Assets	Deferred Tax Liabilities
	1 April, 2017	1 April, 2017
Expected Credit Loss Allowances	5,810.82	-
Employee benefit provisions and other provisions	3,455.63	-
Depreciation	-	60.25
Total	**9,266.45**	**60.25**
Net	**9,206.20**	

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Aditya Birla Finance Ltd. Mumbai

Note 37: Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
Net Profit after Tax	86,872.27	69,597.55
Less: Interest on Financial Liabilities (including taxes)	-	-
Net Profit after Tax available for equity shareholders	86,872.27	69,597.55
Weighted average number of ordinary shares for basic and diluted earnings per share	64,96,32,414	63,23,59,361
Earnings per share		
Basic earnings per share (₹)	**13.37**	**11.01**
Diluted earnings per share (₹)	**13.37**	**11.01**

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Note 38: Segment information

The Company is primarily engaged in financing activities. It operates in 3 segments namely financing activities, trading & other activities and wealth business and single geographical segment. The Company earned some treasury income, these income have been classified as "Trading Activities" as per requirements of IND AS- 108 on Segment Reporting.

Particulars	31 March, 2019				31 March, 2018				1 April, 2017			
	Financing Related Activities	Trading activities	Wealth Business	Total	Financing Related Activities	Trading activities	Wealth Business	Total	Financing Related Activities	Trading activities	Wealth Business	Total
Segment Revenue	5,53,555.41	1,349.38	6,383.12	5,61,287.91	4,29,651.07	4,965.37	9,207.64	4,43,824.08				
Segment Results (Profit before tax and after interest on financing segment)	1,33,491.64	1,318.77	(928.05)	1,33,882.36	1,00,867.49	4,936.85	1,841.37	1,07,645.71				
Less: Interest on trading activities	-	1,080.94	-	1,080.94	-	2,556.95	-	2,556.95				
Net profit before tax	1,33,491.64	237.83	(928.05)	1,32,801.42	1,00,867.49	2,379.90	1,841.37	1,05,088.76				
Less: Income taxes	-	-	-	45,929.15	-	-	-	35,491.21				
Net profit after tax				**86,872.27**				**69,597.55**				
Other Information												
Segment Assets	51,68,187.89	25,097.58	3,794.85	51,97,080.32	43,58,362.46	-	2,383.97	43,60,746.43	34,39,827.36	60,131.83	3,277.97	35,03,237.16
Unallocated Corporate Assets	-	-	-	20,726.44	-	-	-	17,002.18	-	-	-	10,097.74
Total Assets	**51,68,187.89**	**25,097.58**	**3,794.85**	**52,17,806.76**	**43,58,362.46**	**-**	**2,383.97**	**43,77,748.61**	**34,39,827.36**	**60,131.83**	**3,277.97**	**35,13,334.90**
Segment Liabilities	44,51,625.38	21,413.98	3,113.09	44,76,152.45	37,54,076.51	-	774.16	37,54,850.67	29,68,485.69	51,262.83	1,179.41	30,20,927.93
Total Liabilities	**44,51,625.38**	**21,413.98**	**3,113.09**	**44,76,152.45**	**37,54,076.51**	**-**	**774.16**	**37,54,850.67**	**29,68,485.69**	**51,262.83**	**1,179.41**	**30,20,927.93**
Capital expenditure	3,136.67	-	2,399.13	5,535.80	3,766.67	-	87.81	3,854.49				
Depreciation, Amortization and Impairment	2,364.66	-	112.53	2,477.19	1,352.95	-	127.98	1,480.93				
Other non-cash expenses	14,514.40	-	-	14,514.40	22,298.94	-	-	22,298.94				

Note :
No Revenue from transactions with a single external customer or counter party amounted to 10% or more of the total revenue of the company in the respective periods.

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Note 39: Retirement benefit plan

Defined Contribution Plan

The Company makes Provident Fund, Pension Fund, Superannuation Fund, Employee State Insurance Scheme, Maharashtra Labour Welfare Fund, and National Pension Scheme contributions which are defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
(i) Contribution to Government Employees Provident Fund	804.01	540.04	444.49
(ii) Contribution to Government Employees Pension Fund	223.13	155.13	109.49
(iii) Contribution to Superannuation Fund	0.83	5.85	4.02
(iv) Contribution to Employees State Insurance Corporation	0.79	2.19	0.94
(v) Contribution to Maharashtra Labour Welfare Fund	0.08	0.05	0.10
(vi) Contribution to National Pension Scheme	-	-	1.60

Defined Benefit Plan

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and last drawn salary. The fund is managed by Aditya Birla Sun Life Insurance Company Limited.

The following tables summarizes the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2019 are as under:

	Gratuity cost charged to profit or loss					Remeasurement gains/(losses) in other comprehensive income							
	1 April, 2018	Service cost	Net interest expense	Sub-total included in profit or loss	Benefits paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	Transfer in/out	31 March, 2019
Defined benefit obligation	(1,386.17)	(412.54)	(105.97)	(518.51)	133.46	-	-	(18.89)	(21.16)	(40.05)	-	-	(1,811.27)
Fair value of plan assets	1,315.69	-	100.58	100.58	(182.62)	12.47	-	-	-	12.47	70.48	-	1,316.60
Benefit liability	**(70.48)**	**(412.54)**	**(5.39)**	**(417.93)**	**(49.16)**	**12.47**	**-**	**(18.89)**	**(21.16)**	**(27.58)**	**70.48**	**-**	**(494.67)**

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Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2018 are as under:

	Gratuity cost charged to profit or loss					Remeasurement gains/(losses) in other comprehensive income							
	1 April, 2017	Service cost	Net interest expense	Sub-total included in profit or loss	Benefits paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	Transfer in/out	31 March, 2018
Defined benefit obligation	(1,276.48)	(346.95)	(91.77)	(438.72)	49.58	-	230.34	57.69	(8.58)	279.45	-	-	(1,386.17)
Fair value of plan assets	678.45	-	52.02	52.02	(49.58)	19.92	-	-		19.92	598.03	16.85	1,315.69
Benefit liability	(598.03)	(346.95)	(39.75)	(386.70)	-	19.92	230.34	57.69	(8.58)	299.37	598.03	16.85	(70.48)

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	31 March, 2019	31 March, 2018	1 April, 2017
Expected return on Plan assets	7.55%	7.65%	7.25%
Discount Rate	7.55%	7.65%	7.25%
Salary Escalation Rate	7.00%	7.00%	7.00%
Retirement age	60 years	60 years	60 years
Mortality rate	Indian Assured Lives mortality (2006-08)		

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields as at Balance Sheet date.

Disaggregation of plan assets:

	31 March, 2019	31 March, 2018	1 April, 2017
Unquoted investments:			
Insurer managed funds (Investments with Aditya Birla Sun Life Insurance Company Limited)	1,316.60	1,315.69	678.45
Total	1,316.60	1,315.69	678.45

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A quantitative sensitivity analysis for significant assumption is as shown below:

Assumptions	Discount rate		Salary	
Sensitivity level	**0.5% increase**	**0.5% decrease**	**0.5% increase**	**0.5% decrease**
Impact on defined benefit obligation - (31 March, 2019)	1,719.72	1,910.26	1,910.46	1,718.72
Impact on defined benefit obligation - (31 March, 2018)	1,318.78	1,458.83	1,458.93	1,318.08

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the year.

The following payments are expected contributions to the defined benefit plan in future years:

Expected payment for future years	31 March, 2019	31 March, 2018
Within the next 12 months (next annual reporting period)	127.10	79.09
Between 2 and 5 years	432.38	369.93
Between 6 and 9 years	652.56	492.93
10 years and above	3,550.73	2,607.05
Total expected payments	**4,762.77**	**3,549.00**

The Company expects to contribute ₹ 927.11 lakhs to the fund in the next financial year.
The weighted average duration of the defined benefit obligation as at 31 March, 2019 is 11 years (31 March, 2018: 10.09 years)

During the year the following cost has been incurred on account of Defined Benefit Plan:
Defined Benefit Plan

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Contribution to Company owned Provident Fund	-	80.73	75.26

The Guidance Note on implementation of IND AS-19, Employee Benefits, issued by the Institute of Chartered Accountants of India (ICAI) states that Provident Fund set up by the employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefits plan. The Company contributed 12% of salary for all eligible employees towards Provident Fund managed either by approved trusts or by the Central Government.

Other Long Term Incentive Benefits
Liability for the scheme is determined based on acturial valuations.

Employee Stock Option Plan (ESOP) by Aditya Birla Capital Limited
Pursuant to ESOP Plan being established by the holding company (i.e. Aditya Birla Capital Limited), stock options were granted to the employees of the Company. Total cost incurred by the holding company till date is being recovered from the Company over the period of vesting. Accordingly, a sum of ₹ 1,332.79 lakhs has been recovered from the Company during the year, which has been charged to the Statement of Profit and Loss. The balance sum of ₹ 1,226 .04 lakhs will be recovered in future periods.

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Note 40: Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

Particulars	31 March, 2019			31 March, 2018			1 April, 2017		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets									
Financial assets									
Cash and cash equivalents	5,908.01	-	5,908.01	7,089.29	-	7,089.29	13,571.83	-	13,571.83
Trade and Other Receivables	975.10	-	975.10	2,260.45	-	2,260.45	1,101.95	-	1,101.95
Loans	16,15,455.86	34,03,303.92	50,18,759.78	12,79,576.08	29,28,386.22	42,07,962.30	9,08,020.07	24,24,014.96	33,32,035.03
Investments	1,18,990.44	38,660.27	1,57,650.71	1,00,901.81	31,850.07	1,32,751.88	1,42,956.38	7,597.17	1,50,553.55
Other financial assets	2,823.35	-	2,823.35	820.95	-	820.95	331.41	-	331.41
Non-financial Assets									
Current tax asset (net)	-	1,087.12	1,087.12	-	3,031.41	3,031.41	-	891.54	891.54
Deferred tax assets (net)	-	19,639.32	19,639.32	-	13,970.77	13,970.77	-	9,206.20	9,206.20
Property, plant and equipments	-	2,083.33	2,083.33	-	1,911.28	1,911.28	-	1,390.54	1,390.54
Intangible assets under development	-	1,508.75	1,508.75	-	817.04	817.04	-	661.42	661.42
Other intangible assets	-	2,821.06	2,821.06	-	3,125.36	3,125.36	-	1,571.69	1,571.69
Other non financial assets	3,469.52	1,080.71	4,550.23	3,536.34	471.54	4,007.88	1,711.74	308.00	2,019.74
Total assets	**17,47,622.28**	**34,70,184.48**	**52,17,806.76**	**13,94,184.92**	**29,83,563.69**	**43,77,748.61**	**10,67,693.38**	**24,45,641.52**	**35,13,334.90**
Liabilities									
Financial Liabilities									
Trade payables-other than micro enterprises and small enterprises	4,852.32	-	4,852.32	5,813.42	-	5,813.42	6,025.74	-	6,025.74
Debt Securities	11,33,788.80	12,22,178.80	23,55,967.60	10,84,007.00	10,59,194.82	21,43,201.82	9,41,900.00	9,05,217.51	18,47,117.51
Borrowings (other than debt security)	5,65,657.53	13,78,608.74	19,44,266.27	6,09,616.03	8,50,910.56	14,60,526.59	3,54,413.40	6,88,755.45	10,43,168.85
Subordinated Liabilities	-	20,976.11	20,976.11	-	20,963.60	20,963.60	-	1,080.57	1,080.57
Other Financial liabilities	1,05,215.57	30,992.79	1,36,208.36	96,617.42	13,863.50	1,10,480.92	1,00,466.68	15,950.74	1,16,417.42
Non-financial Liabilities									
Current tax liabilities (net)	1,572.15	-	1,572.15	4,894.49	-	4,894.49	325.94	-	325.94
Provisions	6,123.71	2,674.15	8,797.86	2,779.13	3,689.90	6,469.03	4,420.59	1,240.71	5,661.29
Other non-financial liabilities	3,511.78	-	3,511.78	2,500.80	-	2,500.80	1,115.75	14.86	1,130.61
Total Liabilities	**18,20,721.86**	**26,55,430.59**	**44,76,152.45**	**18,06,228.29**	**19,48,622.38**	**37,54,850.67**	**14,08,668.10**	**16,12,259.83**	**30,20,927.93**
Net	**(73,099.58)**	**8,14,753.89**	**7,41,654.31**	**(4,12,043.37)**	**10,34,941.31**	**6,22,897.94**	**(3,40,974.72)**	**8,33,381.69**	**4,92,406.97**

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Note 41: Change in liabilities arising from financing activities

Particulars	As at 31 March, 2018	Cash Flows	Other(Non-Cash)	As at 31 March, 2019
Debt Securities	21,43,201.82	2,12,711.52	54.26	23,55,967.60
Borrowings other than debt securities	14,60,526.59	4,83,783.28	(43.60)	19,44,266.27
Subordinate Liabilities	20,963.60	-	12.51	20,976.11
Total liabilities from financing activities	**36,24,692.01**	**6,96,494.80**	**23.17**	**43,21,209.98**

Particulars	As at 1 April, 2017	Cash Flows	Other(Non-Cash)	As at 31 March, 2018
Debt Securities	18,47,117.51	2,95,960.99	123.32	21,43,201.82
Borrowings other than debt securities	10,43,168.85	4,17,346.26	11.48	14,60,526.59
Subordinate Liabilities	1,080.57	20,000.00	(116.97)	20,963.60
Total liabilities from financing activities	**28,91,366.93**	**7,33,307.25**	**17.83**	**36,24,692.01**

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Note 42: Contingent liabilities, commitments and leasing arrangements

(A) Contingent Liabilities

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Disputed Income Tax Liability*	4,010.42	4,010.42	831.04
Disputed Service Tax Liability**	502.00	440.35	370.51
Claims against the Company not acknowledged as debts***	512.00	512.00	512.00
Corporate guarantees given by the Company on behalf of the clients	1,267.93	2,534.92	3,270.77
Letter of comfort given by the Company on behalf of clients	7,297.32	18,275.94	13,311.23
Total	**13,589.67**	**25,773.63**	**18,295.55**

*** Disputed Income Tax Liability**

Particulars	As at 31 March, 2019	As at 31 March, 2018	As at 1 April, 2017
Disallowances of Depreciation on Intangibles, Disallowance of Expenses, Disallowance under Section 14A, Disallowance of Dividend under Section 10(33)	580.05	580.05	630.72
Disallowances of exceptional losses of Wealth Business	3,234.12	3,234.12	-
Interest on Non Performing Assets (NPA)	151.76	151.76	151.76
Disallowance of Leave Encashment under Section 43B	44.49	44.49	48.56
Total	**4,010.42**	**4,010.42**	**831.04**

** (i) Show Cause Notice F. No. ST/Audit-III/Gr.i/ABF/SCN/739/2015-16/4587 dated 15 October 2015 was issued to the Company seeking to recover, inter alia, CENVAT Credit of ₹ 120.44 lakhs under Rule 14 of the CENVAT Credit Rules, 2004 (hereinafter referred to as "CCR") along with interest of ₹ 129.63 lakhs (as applicable) and imposition of penalties of ₹ 120.44 lakhs under the extant provisions of CCR of the Finance Act, 1994.

**(ii) Show Cause cum demand Notice No. ST/Audit-III/P-3/Gr-7/Aditya Birla/SCN/2016 dated 09 May, 2017 was issued to the Company demanding Service Tax of ₹ 69.84 lakhs on penal/ default interest.

**(iii) Show Cause cum demand Notice No. 20/GST/ME/Aditya Birla/ADC/2018-19 dated 26.07.2018 was issued to the Company demanding Service Tax of ₹ 61.65 lakhs on penal interest.

*** The claims against the Company comprise of the following :
Two of the Company clients have filed the Claim Petition as per High Court Order dated 27.10.2009 for an amount of ₹ 512 lakhs(31 March 2018: ₹ 512.00 lakhs, 1 April, 2017: ₹ 512.00 lakhs) along with damages with interest. The matter is pending before Arbitrator.

(B) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 2,508.88 lakhs (31 March, 2018: ₹ 5,925.36 lakhs, 1 April, 2017 : ₹ 6,617.01 lakhs).

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Note 42: Contingent liabilities, commitments and leasing arrangements

(C) Lease Disclosures

As a lessee
Operating Lease :

Operating Lease Payments recognised in the Statement of Profit and Loss Account ₹ 4276.89 lakhs (31 March 2018 ₹ 2.806.32 lakhs; 31 March, 2017 ₹ 1,931.81 lakhs)
The Company has taken certain office premises on cancellable and non cancellable operating lease. There are no restrictions placed upon the company by entering into these leases.

The future minimum lease rental payments in respect of non cancellable operating lease are as follows :

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Not later than one year	316.07	316.07	301.01
Later than one year and not later than five years	332.31	648.39	903.03
Later than five years	-	-	-

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Note 43: Related party disclosures

I)List of Related Parties as per IND AS -24 with whom transactions have taken place during the year:

(A) Holding Company:

Aditya Birla Capital Limited (Holding Company)
Grasim Industries Limited (Ultimate Holding Company)
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)

(B)Subsidiaries / Fellow Subsidiaries:

Fellow Subsidiaries

Aditya Birla MyUniverse Limited (ABMUL)
Aditya Birla Financial Shared Services Limited (ABFSSL)
Aditya Birla Money Limited (ABML)
Aditya Birla Insurance Brokers Limited (ABIBL)
Aditya Birla Money Mart Limited (ABMML)
Aditya Birla Money Insurance Advisory Services Limited (ABMIASL)
Aditya Birla Sun Life Insurance Company Limited (ABSLICL)
Aditya Birla Sun Life Asset Management Company Limited (ABSAMCL)
Aditya Birla Housing Finance Limited (ABHFL)
Aditya Birla ARC Limited (ABARCL)
Aditya Birla PE Advisors Private Limited (ABPEAPL)
Aditya Birla Health Insurance Company Limited (ABHICL)
Aditya Birla Commodities Broking Limited (ABCBL)

(C) Joint venture / Associates of Ultimate parent Company

Aditya Birla Management Corporation Private Limited (ABMCPL)

(D) Joint Venture/Associates

Aditya Birla Idea Payments Bank Limited
Vodafone Idea Limited(Upto 30 August, 2018)

(E)Key managerial personnel

Mr. Rakesh Singh
Mr. Sekhar Mosur
Mr. D J Kakalia
Mr. Jitender Balakrishnan
Mr. Ashwani Puri
Ms. Alka Bharucha
Mr. Baidev Raj Gupta
Mr. S C Bhargava (appointed w.e.f. January 25, 2019)
Mrs. Vijayalakshmi Iyer (resigned w.e.f. November 16, 2018)

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Notes to the Financial Statements
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Note 43 Related Party Disclosures *(Continued)*

II)Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year:

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Holding Company			
Reimbursement of Administrative expenses			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	
Aditya Birla Capital Limited	644.28	482.41	
Interest expenses			
Aditya Birla Capital Limited	82.40	81.74	
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	0.66	
Reimbursement of Rent expenses			
Aditya Birla Capital Limited	157.49	117.02	
Reimbursement of Legal and Professional expenses			
Aditya Birla Capital Limited	230.04	449.83	
Reimbursement of Employee cost			
Aditya Birla Capital Limited- ESOP	1,341.00	1,298.00	
Aditya Birla Capital Limited- OCI	(4.06)	(39.38)	
Aditya Birla Capital Limited	3,496.00	2,934.00	
Employee Cost Recovered			
Aditya Birla Capital Limited	16.75	-	
Inter Corporate Deposits Placed			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	83.00
Repayment of Inter Corporate Deposits (ICD)			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	250.94
Purchase of Asset Gross Value			
Aditya Birla Capital Limited	18.42	-	-
Conversion of Preference Shares			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	17,500.00
Issue of Equity Share Capital			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	921.00
Aditya Birla Capital Limited	1,056.87	1,826.79	5,863.30
Share Premium on issue of equity share capital			
Aditya Birla Capital Limited	31,446.23	58,178.20	68,664.41
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	13,078.20
Interest on Debentures			
Aditya Birla Capital Limited	256.80	235.43	
Preference Share Capital Outstanding			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	1,080.00
Aditya Birla Capital Limited	1,080.00	1,063.60	-
Equity Share Capital Outstanding			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	6,127.31
Aditya Birla Capital Limited	65,624.52	64,567.65	56,613.54
Equity Share Premium Outstanding			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	13,078.20
Aditya Birla Capital Limited	3,21,096.08	2,89,649.85	2,18,393.44
Payable			
Aditya Birla Capital Limited (Debenture) (Long term borrrowings)	3,113.09	2,856.29	2,620.86
Aditya Birla Capital Limited (Trade Payables)	252.11	600.43	1,912.70
Receivable			
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	3.52
Aditya Birla Capital Limited	3.52	3.52	-

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Note 43 Related Party Disclosures (Continued)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Remuneration of Key Management Personnel			
Mr. Rakesh Singh	942.84	568.72	
Mr. Sekhar Mosur	182.76	162.49	
Fellow Subsidiaries			
Brokerage			
Aditya Birla Money Limited	110.35	121.90	
Aditya Birla MyUniverse Limited	12.25	155.24	
Reimbursement of Administrative expenses			
Aditya Birla Money Limited	-	94.06	
Aditya Birla MyUniverse Limited	1.14	10.00	
Aditya Birla Sun Life Insurance Company Limited	2.13	36.51	
Aditya Birla Insurance Brokers Limited	1.19	-	
Aditya Birla Money Mart Limited	-	-	
Aditya Birla Financial Shared Services Limited	896.11	747.43	
Aditya Birla Housing Finance Limited	324.01	254.53	
Aditya Birla Management Corporation Private Limited	256.07	-	
Aditya Birla Health Insurance Company Limited	16.60	14.68	
Telephone/Internet Expenses			
Vodafone Idea Limited(Upto 30 August, 2018)	5.14	18.37	
Custodian Charges Expenses			
Aditya Birla Money Limited	40.33	43.29	
Interest expenses			
Aditya Birla Sun Life Insurance Company Limited	2,130.28	1,456.53	
Reimbursement of Rent expenses			
Aditya Birla Money Limited	6.94	10.39	
Aditya Birla Money Insurance Advisory Services Limited	-	29.78	
Aditya Birla Sunlife Asset Management Company Limited-Deferred lease Expense	-	-	
Aditya Birla MyUniverse Limited	-	-	
Aditya Birla Management Corporation Private Limited	32.57	-	
Aditya Birla Sun Life Insurance Company Limited	290.49	281.71	
Aditya Birla Sun Life Insurance Company Limited Notional Interest expense	6.35	5.86	
Aditya Birla Sun Life Insurance Company Limited Operating Lease Expenses	6.36	6.36	
Aditya Birla Financial Shared Services Limited	48.70	20.57	
Aditya Birla Housing Finance Limited	189.28	230.35	
Reimbursement of Legal and Professional expenses			
Aditya Birla Management Corporation Private Limited	188.12	-	
Aditya Birla Financial Shared Services Limited	244.40	157.95	
Reimbursement of Employee cost			
Aditya Birla Money Limited	216.24	82.75	
Aditya Birla MyUniverse Limited	7.25	-	
Aditya Birla ARC Limited	1.73	-	
Aditya Birla Insurance Brokers Limited	-	7.18	
Aditya Birla Sun Life Insurance Company Limited	-	0.82	
Aditya Birla Financial Shared Services Limited	669.02	595.55	
Aditya Birla Financial Shared Services Limited - Other Comprehensive Income (OCI)	(16.15)	(31.09)	
Aditya Birla Housing Finance Limited	37.38	89.84	
Aditya Birla Management Corporation Private Limited	263.68	-	
Aditya Birla Sunlife Asset Management Company Limited	4.53	-	
Insurance Premium Paid			
Aditya Birla Health Insurance Company Limited	89.96	147.64	
Interest Income (NCD/ICD Interest)			
Aditya Birla Idea Payments Bank Limited	-	86.94	
Vodafone Idea Limited(Upto 30 August, 2018)	170.52	-	
Aditya Birla MyUniverse Limited	-	2.11	
ESOP Expenses			
Aditya Birla Money Limited	0.75	-	
Aditya Birla Sunlife Asset Management Company Limited	0.27	-	

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Note 43 Related Party Disclosures (Continued)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Director Sitting fees			
Mr. D J Kakalia	4.40	4.35	
Mr. Jitender Balakrishnan	3.70	2.90	
Mr. Ashwani Puri	4.15	3.20	
Ms. Alka Bharucha	1.00	2.50	
Mrs. Vijayalakshmi Iyer	2.20	1.20	
Mr. S C Bhargava	0.50	-	
Mr. Baldev Raj Gupta	2.50	2.50	
Employee cost recovered			
Aditya Birla Money Limited	12.33	-	
Aditya Birla MyUniverse Limited	0.51	1.20	
Aditya Birla ARC Limited	146.82	-	
Aditya Birla Sun Life Insurance Company Limited	0.27	50.28	
Aditya Birla Sunlife Asset Management Company Limited	8.70	0.46	
Aditya Birla Money Mart Limited	0.44	-	
Aditya Birla Housing Finance Limited	-	28.00	
Aditya Birla Financial Shared Services Limited	-	6.76	
Referral Fees Income			
Aditya Birla Money Limited	41.08	64.75	
Legal and Professional expenses recovered			
Aditya Birla Financial Shared Services Limited	-	11.55	
Aditya Birla Housing Finance Limited	1.50	2.25	
Brokerage Income			
Aditya Birla Money Limited	633.31	1,386.68	
Aditya Birla Commodities Broking Limited	-	1.20	
Aditya Birla Sunlife Asset Management Company Limited	104.21	445.50	
Aditya Birla Housing Finance Limited	-	8.82	
Advertisement Income			
Aditya Birla Insurance Brokers Limited	-	-	
Rent recovered			
Aditya Birla Money Limited	3.55	12.83	
Aditya Birla Money Insurance Advisory Services Limited	2.12	3.74	
Aditya Birla MyUniverse Limited	-	-	
Aditya Birla Insurance Brokers Limited	0.48	0.60	
Aditya Birla Sunlife Asset Management Company Limited.	73.74	69.52	
Aditya Birla Sunlife Asset Management Company Limited.-Deferred Lease Income	-	-	
Aditya Birla Money Mart Limited	0.48	4.46	
Aditya Birla Housing Finance Limited	172.33	80.85	
Recovery of ESOP Expenses			
Aditya Birla Financial Shared Services Limited	0.66	-	
Administrative Income			
Aditya Birla Money Limited	-	0.28	
Aditya Birla Money Insurance Advisory Services Limited	2.96	-	
Aditya Birla MyUniverse Limited	7.14	-	
Aditya Birla ARC Limited	-	47.01	
Aditya Birla Insurance Brokers Limited	3.79	3.77	
Aditya Birla Sunlife Insurance Company Limited	1.00	-	
Aditya Birla Sunlife Asset Management Company Limited	1.74	-	
Aditya Birla Money Mart Limited	0.68	0.36	
Aditya Birla Financial Shared Services Limited	0.12	85.92	
Aditya Birla Housing Finance Limited	229.90	148.93	
Aditya Birla Management Corporation Private Limited	1.02	-	
Aditya Birla PE Advisors Private Limited	-	2.30	
Gratuity/Leave Encashment expenses recovery from			
Aditya Birla Money Mart Limited	-	-	
Security Deposits Received Back			
Aditya Birla Sunlife Asset Management Company Limited.	-	-	29.00

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Note 43 Related Party Disclosures (Continued)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Sale of assets			
Aditya Birla Money Limited	5.18	-	1.30
Aditya Birla Financial Shared Services Limited	15.14	-	-
Aditya Birla Money Insurance Advisory Services Limited	-	-	0.11
Aditya Birla MyUniverse Limited	-	-	5.42
Aditya Birla Sunlife Asset Management Company Limited.	11.38	-	3.55
Aditya Birla Money Mart Limited	-	-	0.14
Purchase of assets			
Aditya Birla Money Insurance Advisory Services Limited	-	-	0.63
Aditya Birla MyUniverse Limited	0.02	-	-
Aditya Birla Insurance Brokers Limited	-	4.43	-
Aditya Birla Sun Life Insurance Company Limited	22.17	1.28	1.13
Issue of NCD			
Aditya Birla Sun Life Insurance Company Limited	15,000.00	2,500.00	12,500.00
Redemption of NCD's			
Aditya Birla Sun Life Insurance Company Limited	-	1,500.00	-
Gratuity/Leave Encashment (LE)/Incentive transferred			
Aditya Birla Money Limited	-	-	
Aditya Birla MyUniverse Limited	-	-	
Gratuity/LE/Incentive transferred from			
Aditya Birla Money Limited	-	-	
Aditya Birla Money Insurance Advisory Services Limited	-	-	
Aditya Birla Sun Life Insurance Company Limited	-	-	
Aditya Birla Money Mart Limited	-	-	
Housing Loan /Deposit Transferred to			
Aditya Birla Money Limited	-	-	26.25
Aditya Birla MyUniverse Limited	-	-	24.97
Employee advance transferred from			
Aditya Birla Money Limited	-	-	5.00
Prepaid Expenses			
Aditya Birla Financial Shared Services Limited	56.25	50.29	-
Redeemable NCDs			
Aditya Birla Sun Life Insurance Company Limited	30,977.17	16,026.26	15,016.23
Interest accrued on NCDs			
Aditya Birla Sun Life Insurance Company Limited	1,444.04	1,073.20	999.18
Issue of Inter Corporate Deposits (ICD's)			
Aditya Birla Idea Payments Bank Limited	-	5,000.00	-
Aditya Birla MyUniverse Limited	-	7,000.00	-
Repayment of inter Corporate Deposits (ICD's)			
Aditya Birla Idea Payments Bank Limited	-	5,000.00	-
Aditya Birla MyUniverse Limited	-	7,000.00	-
Payable			
Aditya Birla MyUniverse Limited	0.56	17.12	190.09
Aditya Birla Insurance Brokers Limited	1.16	-	-
Aditya Birla Sun Life Insurance Company Limited	29.72	7.28	22.18
Aditya Birla Financial Shared Services Limited	312.80	-	46.95
Aditya Birla Money Insurance Advisory Services Limited	-	-	20.39
Aditya Birla Housing Finance Limited	-	142.20	56.01
Aditya Birla Management Corporation Private Limited	431.75	-	-
Aditya Birla Health Insurance Company Limited	4.63	7.71	10.82
Receivable			
Aditya Birla Money Limited	2.42	1.27	135.71
Aditya Birla MyUniverse Limited	-	-	7.66
Aditya Birla Commodities Broking Limited	-	0.09	3.99
Aditya Birla Insurance Brokers Limited	-	-	0.79
Aditya Birla Money Insurance Advisory Services Limited	5.91	0.02	-
Aditya Birla Housing Finance Limited	22.55	-	-
Aditya Birla ARC Limited	9.76	50.76	-
Aditya Birla Sun Life Assets Management Company Limited	11.89	21.36	11.75
Aditya Birla Money Mart Limited	3.47	2.13	96.69
Aditya Birla Financial Shared Services Limited(Prepaid)	-	98.18	15.80
Aditya Birla Health Insurance Company Limited	-	-	258.16
Aditya Birla PE Advisors Private Limited	-	2.48	0.88

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Note 43 Related Party Disclosures (Continued)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Security Deposit Receivable			
Aditya Birla Sun Life Insurance Company Limited Deferred Lease Asset on Security Deposit	6.36	12.73	-
Aditya Birla Sun Life Insurance Company Limited	81.41	75.06	88.30
Other Transaction- Advance paid for Expenses			
Aditya Birla Sun Life Insurance Company Limited	13.99	-	-
Other Transaction- Advance receivable for Expenses			
Aditya Birla Sun Life Insurance Company Limited	79.03	-	-

Notes:-

a)The related party relationships have been as identified by the management on the basis of the requirements of the Indian Accounting Standard IND AS–24 'Related Party Disclosures' and the same have been relied upon by the Auditors.

b)The relationships disclosed above are for the entities where control exists and with whom transactions have taken place during the year.

Compensation of key managerial personnel of the Company:

Key managerial personnel are those individuals who have the authority and responsibility for planning and exercising power to directly or indirectly control the activities of the Company and its employees. The Company considers the members of the Board of Directors which include independent directors (and its sub-committees) and Executive Committee to be key management personnel for the purposes of IND AS 24 Related Party Disclosures.

Particulars	31 March, 2019	31 March, 2018
Short–term employee benefits*	1,144.05	747.86
Post–employment pension (defined contribution)	-	-
Other long term employee benefits	-	-
Share based payments*	-	-
Termination benefits	-	-
Total	**1,144.05**	**747.86**

*The Charge for Share Based Payments is received at Company level and no separate break up for KMP is available and it does not include contribution to provident fund and LTIP payments which is being made at company level.

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Note 44: Capital

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a capital adequacy ratio, which is weighted assets divided by total capital derived as per the RBI requirements. As per the RBI guidelines, Company being a Non Banking Finance Company has to maintain 15% of capital adequacy ratio.

The actual Capital Adequacy Ratio is as under:

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Capital Adequacy Ratio	17.45%	17.90%	17.33%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019, 31 March, 2018 and 31 March, 2017.

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Note 45: Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained in Note 5.1 (viii).

Fair Value Hierarchy of assets and liabilities-

Fair Value measurement-

I. The carrying amount and fair value measurement hierarchy for assets and liabilities as at March 31, 2019 is as follows:
Assets valued at fair value on a recurring basis

Particulars	Fair Value through profit and loss					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Quoted Investments						
MOIL Limited	38.94	38.94	38.94	-	-	38.94
Preference Share						
TATA Motors Finance Limited (formerly known as Sheba Properties Limited) (8.20 % Compulsory Convertible Cumulative Preference Shares)	21,407.12	21,407.12	-	21,407.12	-	21,407.12
Other Investments						
PMS Investment	1,685.39	1,685.39	-	1,685.39	-	1,685.39
Investment in Alternate Funds	15,339.26	15,339.26	-	15,339.26	-	15,339.26
Investment in Debt Securities	93,892.85	93,892.85	93,892.85	-	-	93,892.85
Bonds	25,097.58	25,097.58	25,097.58	-	-	25,097.58

Particulars	Fair Value through other comprehensive income					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Equity Share						
Birla Management Centre Services Limited	189.57	189.57	-	-	189.57	189.57

II. The carrying amount and fair value measurement hierarchy for assets and liabilities as at March 31, 2018 is as follows:
Assets valued at fair value on a recurring basis

Particulars	Fair Value through profit and loss					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Quoted Investments						
MOIL Limited	47.94	47.94	47.94	-	-	47.94
Preference Share						
TATA Motors Finance Limited (formerly known as Sheba Properties Limited) (8.20 % Compulsory Convertible Cumulative Preference Shares)	20,607.12	20,607.12	-	20,607.12	-	20,607.12
Vedanta Limited (7.50 % Non-Cumulative Non Convertible Redeemable Preference Shares)	2,129.03	2,129.03	2,129.03	-	-	2,129.03
Other Investments						
PMS Investment	1,552.26	1,552.26	-	1,552.26	-	1,552.26
Investment in Alternate Funds	7,386.65	7,386.65	-	7,386.65	-	7,386.65
Investment in Debt Securities	1,00,901.81	1,00,901.81	1,00,901.81	-	-	1,00,901.81

Particulars	Fair Value through Other Comprehensive Income					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Equity Share						
Birla Management Centre Services Limited	127.07	127.07	-	-	127.07	127.07

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Note 45: Fair value measurement

III. The carrying amount and fair value measurement hierarchy for assets and liabilities as at April 01, 2017 is as follows:

Assets valued at fair value on a recurring basis

Particulars	Fair Value through profit and loss					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Quoted Investments						
MOIL Limited	38.44	38.44	38.44	-	-	38.44
HDFC Bank Limited	18.74	18.74	18.74	-	-	18.74
Other Investments						
PMS Investment	1,253.18	1,253.18	-	1,253.18	-	1,253.18
Investment in Alternate Funds	6,183.19	6,183.19	-	6,183.19	-	6,183.19
Investment in Debt Securities	82,824.55	82,824.55	82,824.55	-	-	82,824.55
Bonds	60,131.83	60,131.83	60,131.83	-	-	60,131.83

Particulars	Fair Value through Other Comprehensive Income					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Equity Share						
Birla Management Centre Services Limited	103.62	103.62	-	-	103.62	103.62

Valuation techniques

Quoted investments: The equity instruments are actively traded on public stock exchanges with readily available active prices on a regular basis. Such instruments are classified as Level 1.

Investment in Preference Shares: The preference shares are fair valued on the basis of a similar compulsorily convertible preference shares issued by Tata Motors Finance Limited. Hence, they are classified as Level 2.

PMS Investments: The fair values of such investments is based on the report received from the Portfolio Manager.

Investment in Alternate funds: Units held in funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Such instruments are generally Level 2. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Investment in Debt Securities: Debt securities are valued as per the valuation report received from CRISIL based on the FIMMDA valuation technique.

Bonds: Bonds are valued as per the valuation report received from ICRA based on the ICRA valuation technique.

Equity shares measured at Fair Value through Other Comprehensive Income: Equity shares measured at fair value through other comprehensive income are fair valued on the basis of the net worth of the investee company and classified as Level 3.

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Note 45: Fair value measurement

Movements in Level 3 financial instruments measured at fair value

The following tables show a reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities which are recorded at fair value:

31 March, 2019	As at 1 April, 2018	Purchase	Sales	Transfers into Level 3	Transfers from Level 3	Net interest income, net trading income and other income	Other compreh ensive income	At 31 March, 2019
Equity Share								
Birla Management Centre Services Limited	127.07	-	-	-	-	-	62.50	189.57
Total financial investments at FVTOCI	**127.07**	**-**	**-**	**-**	**-**	**-**	**62.50**	**189.57**
Total financial assets measured at fair value on a recurring basis	**127.07**	**-**	**-**	**-**	**-**	**-**	**-**	**189.57**

The following tables show the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value:

31 March, 2018	As at 1 April, 2017	Purchase	Sales	Transfers into Level 3	Transfers from Level 3	Net interest income, net trading income and other income	Other compreh ensive income	At 31 March, 2018
Equity Share								
Birla Management Centre Services Limited	103.62	-	-	-	-	-	23.45	127.07
Total financial investments at FVTOCI	**103.62**	**-**	**-**	**-**	**-**	**-**	**23.45**	**127.07**
Total financial assets measured at fair value on a recurring basis	**103.62**	**-**	**-**	**-**	**-**	**-**	**-**	**127.07**

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Note 45: Fair value measurement

Impact on fair value of level 3 financial instruments measured at fair value of changes to key assumptions

The table summarises the valuation techniques together with the significant unobservable inputs used to calculate the fair value of the Group's Level 3 assets and liabilities.

Relationships between unobservable inputs have not been incorporated in this summary.

Particulars	Fair value		Valuation technique	Significant unobservable inputs
	Level 3 assets 31 March, 2019	Level 3 liabilities 31 March, 2019		
Equity Shares - Birla Management Centre Services Limited	189.57	-	Net worth of investee company	Instrument Price

Particulars	Fair value		Valuation technique	Significant unobservable inputs
	Level 3 assets 31 March, 2018	Level 3 liabilities 31 March, 2018		
Equity Shares - Birla Management Centre Services Limited	127.07	-	Net worth of investee company	Instrument Price

Quantitative analysis of significant unobservable inputs

Instrument Price
When specific market prices are not available, the Company uses net worth of the investee company. Given the nature of this approach, the actual range of prices used as inputs are usually quite wide. Therefore, the range is not indicative of the uncertainty associated with the fair value of the individual financial instrument.

Sensitivity of fair value measurements to changes in unobservable market data
The table below describes the effect of changing the significant unobservable inputs to reasonable possible alternatives.
Sensitivity data are calculated using a number of techniques, including adjusting model inputs to reasonable changes within the fair value methodology.

Particulars	31 March, 2019		31 March, 2018	
	Favourable changes(+5%)	Unfavourable changes(-5%)	Favourable changes(+5%)	Unfavourable changes(-5%)
Equity Shares - Birla Management Centre Services Limited	9.48	(9.48)	6.35	(6.35)

Fair value of financial instruments not measured at fair value
Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements.

This table does not include the fair values of non–financial assets and non-financial liabilities.

31 March, 2019	Notional amount	Fair Value			
		Level-1	Level-2	Level-3	Total
Financial assets:					
Cash and cash equivalents	5,908.01	5,908.01	-	-	5,908.01
Other receivables	975.10	-	975.10	-	975.10
Loans	50,18,759.78	-	7,73,003.00	42,15,527.78	49,88,530.78
Other financial assets	2,823.35	-	2,823.35	-	2,823.35
Total financial assets	50,28,466.24	5,908.01	7,76,801.45	42,15,527.78	49,98,237.24
Financial liabilities:					
Trade payables	4,852.32	-	4,852.32	-	4,852.32
Debt securities	23,55,967.60	15,82,935.43	8,09,435.24	-	23,92,370.67
Borrowings (other than debt securities)	19,44,266.27	-	19,44,266.27	-	19,44,266.27
Subordinated liabilities	20,976.11	-	20,356.86	-	20,356.86
Other financial liabilities	1,36,208.36	83,189.95	53,018.41	-	1,36,208.36
Total financial liabilities	44,62,270.66	16,66,125.38	28,31,929.10	-	44,98,054.48

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Note 45: Fair value measurement

31 March, 2018	Notional amount	Fair Value			
		Level-1	Level-2	Level-3	Total
Financial assets:					
Cash and cash equivalents	7,089.29	7,089.29	-	-	7,089.29
Other receivables	2,260.45	-	2,260.45	-	2,260.45
Loans	42,07,962.30	-	7,26,795.00	34,57,811.30	41,84,606.30
Other financial assets	820.95	-	820.95	-	820.95
Total financial assets	42,18,132.99	7,089.29	7,29,876.40	34,57,811.30	41,94,776.99
Financial liabilities:					
Trade payables	5,813.42	-	5,813.42	-	5,813.42
Debt securities	21,43,201.82	11,28,339.68	10,51,076.09	-	21,79,415.77
Borrowings (other than debt securities)	14,60,526.59	-	14,60,526.59	-	14,60,526.59
Subordinated liabilities	20,963.60	-	21,315.20	-	21,315.20
Other financial liabilities	1,10,480.92	71,412.32	39,058.03	10.57	1,10,480.92
Total financial liabilities	37,40,986.35	11,99,752.00	25,77,789.33	10.57	37,77,551.89

1 April , 2017	Notional amount	Fair Value			
		Level-1	Level-2	Level-3	Total
Financial assets:					
Cash and cash equivalents	13,571.83	13,571.83	-	-	13,571.83
Other receivables	1,101.95	-	1,101.95	-	1,101.95
Loans	33,32,035.03	-	5,23,217.00	28,13,755.03	33,36,972.03
Other financial assets	331.41	-	331.41	-	331.41
Total financial assets	33,47,040.22	13,571.83	5,24,650.36	28,13,755.03	33,51,977.22
Financial liabilities:					
Trade payables	6,025.74	-	6,025.74	-	6,025.74
Debt securities	18,47,117.51	9,89,694.64	8,80,526.51	-	18,70,221.15
Borrowings (other than debt securities)	10,43,168.85	-	10,43,168.85	-	10,43,168.85
Subordinated liabilities	1,080.57	-	1,080.57	-	1,080.57
Other financial liabilities	1,16,417.42	58,264.64	58,144.25	8.53	1,16,417.42
Total financial liabilities	30,13,810.09	10,47,959.28	19,88,945.92	8.53	30,36,913.73

Valuation methodologies of financial instruments not measured at fair value
Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only.

Short-term financial assets and liabilities
For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such amounts have been classified as Level 2 on the basis that no adjustments have been made to the balances in the balance sheet.

Loans
Loans can be categorized into two main categories based on the rate of interest charged on such loans:
- A) Floating rate Loans: Floating rate loans are loans in which the interest rates are reset at a periodic interval based on a pre-decided reference rate.
- B) Fixed Rate Loans: Fixed rate loans are loans in which the interest rates are decided at the time of sanction of the loan and are not reset automatically.

Floating Rate Loans:
The floating rate loans are valued on the basis of MCLR + Spread specific to the Company. This MCLR rate is being reset on periodic intervals based on the pre-decided reference rate. Hence, they are classified as Stage 3.

Fixed Rate Loans:
1. A fixed rate loan given can be viewed as a plain vanilla bond purchased that pays a fixed rate of interest and has fixed redemption date with no options or variable terms attached to it. Value of a Bond is equal to the present value of coupon payments and the redemption price discounted at the yield to maturity ('YTM') as on the Valuation Date of a similar loan. Accordingly, the Company has used the present value technique for valuation of the Fixed Rate Loans given by the Company.
2. In the current case, the loans are a financial asset and the contractual cash flows are defined over the tenure of the loan. Since the loans are not traded on active markets and company does not have any active markets for identical assets, the Company has not used any level 1 inputs as per INDAS 113. Company has used the prevailing risk free rate as the valuation date and the credit default spread based on FIMMDA-PDAI GIt curve for Valuation of Corporate Bonds-Corporates Valuation Matrix, being a level 2 input, as on the valuation date, to determine the discount factor for arriving at the fair value of these loans using the present value technique.

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Note 45: Fair value measurement

Borrowings

Floating Rate Borrowings:

The floating rate borrowings are valued on the basis of MCLR + Spread.

Fixed Rate Borrowings:

The methodology to arrive at yield and bond price is similar and is used in valuation for mutual fund industry. Trades reported may be analysed based on polls received and internal spread models of iMaCS to arrive at final yield for the security using the process mentioned below.

1. Last traded Yield/price that has been reported on NSE, BSE, MCX , FTRAC and NDS-OM is used for valuation as per existing rules for trade size and outliers used for Scrip level valuation. However polls are carried out for outliers trades.
2. In case above conditions are not met, yield is calculated considering trades in same issuer of similar maturity in line with overall market movement and market data collected. Polls may be carried out for outliers and for final valuation yield. .
3. In case the above two conditions are not met, matrix movement(benchmark movement of relevant maturity bucket as analysed based on overall trades available/bid-ask and or poll on the similar securities shall be applied on previous day's yield to arrive at Yield/Price for the day.
4. If yield/price is not determinable based on above steps due to non-availability of data, outliers and/or such exceptional events, valuation shall be provided based on previous days Yield/Price.

Note 46: Risk management

Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to finance and support the company's operations. The Company's principal financial assets include loans, investments, cash and cash equivalents and other receivables that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Risk Management Committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Risk Committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

The Company has identified and implemented comprehensive policies and procedures to assess, monitor and manage risk throughout the Company. The risk management process is continuously reviewed, improved and adapted in the changing risk scenario and the agility of the risk management process is monitored and reviewed for its appropriateness in the changing risk landscape. The process of continuous evaluation of risks includes taking stock of the risk landscape on an event-driven basis.

The Company has an elaborate process for risk management. Major risks identified by the businesses and functions are systematically adressed through mitigating actions on a continuing basis.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. In the case of the Company, market risk primarily comprises of interest rate risk. Financial instruments affected by market risk include loans and borrowings.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity, other post-retirement obligations and provisions.

The following assumptions have been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2019, 31 March 2018 and 31 March 2017.

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Note 46: Risk management

Total market risk exposure

Particulars	31 March, 2019			31 March, 2018			1 April, 2017			
	Carrying amount	Traded risk	Non-traded risk	Carrying amount	Traded risk	Non-traded risk	Carrying amount	Traded risk	Non-traded risk	Primary risk sensitivity
Assets										
Cash and cash equivalent	5,908.01	-	5,908.01	7,089.29	-	7,089.29	13,571.83	-	13,571.83	
Loans	50,18,759.78	-	50,18,759.78	42,07,962.30	-	42,07,962.30	33,32,035.03	-	33,30,916.33	Interest rate
Trade receivables	975.10	-	975.10	2,260.45	-	2,260.45	1,101.95	-	1,101.95	
Financial investments–FVTPL	1,57,461.14	1,57,461.14	-	1,32,624.81	1,32,624.81	-	1,50,449.93	1,50,449.93	-	Equity price
Financial investments–FVTOCI	189.57	-	189.57	127.07	-	127.07	103.62	-	103.62	
Other Financial assets	2,823.35	-	2,823.35	820.95	-	820.95	331.41	-	331.41	Interest rate
Total	**51,86,116.95**	**1,57,461.14**	**50,28,655.81**	**43,50,884.87**	**1,32,624.81**	**42,18,260.07**	**34,97,593.78**	**1,50,449.93**	**33,46,025.15**	
Liabilities										
Debt Securities	23,55,967.60	-	23,55,967.60	21,43,201.82	-	21,43,201.82	18,47,117.51	-	18,47,117.51	Interest rate
Borrowings (other than Debt Securities)	19,44,266.27	-	19,44,266.27	14,60,526.59	-	14,60,526.59	10,43,168.85	-	10,43,168.85	Interest rate
Subordinated liabilities	20,976.11	-	20,976.11	20,963.60	-	20,963.60	1,080.57	-	1,080.57	Interest rate
Trade payables	4,852.32	-	4,852.32	5,813.42	-	5,813.42	6,025.74	-	6,025.74	
Other financial liabilities	1,36,208.36	-	1,36,208.36	1,10,480.92	-	1,10,480.92	1,16,417.42	-	1,16,417.42	Interest rate
Total	**44,62,270.66**	**-**	**44,62,270.66**	**37,40,986.35**	**-**	**37,40,986.35**	**30,13,810.09**	**-**	**30,13,810.09**	

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Note 46: Risk management

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.
The Company has bank borrowings which are primarily at floating rate of interest and hence the Company is not significantly exposed to Interest rate risk.

Interest rate sensitivity

Since the Company manages its interest rate risk on borrowings by ensuring, at maximum, its long term borrowings from banks at floating rate of interest and in case of reduction in interest rate, it initiates negotiations with bankers for realigning the interest rate and/or repaying the high interest rate exposures, the interest rate change in market as such doesn't affect Company's profitability materially.

Market indices	Change in Interest rate	31 March, 2019		31 March, 2018		01 April, 2017	
		Impact on profit before tax	Impact on equity	Impact on profit before tax	Impact on equity	Impact on profit before tax	Impact on equity
Interest rate	25 Basis Point down	4,860.67	3,179.61	3,651.32	2,418.17	2,607.92	1,823.18
	50 Basis Point down	9,721.33	6,359.23	7,302.63	4,836.34	5,215.84	3,646.36
	25 Basis Point Up	(4,860.67)	(3,179.61)	(3,651.32)	(2,418.17)	(2,607.92)	(1,823.18)
	50 Basis Point Up	(9,721.33)	(6,359.23)	(7,302.63)	(4,836.34)	(5,215.84)	(3,646.36)

Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and for geographical and industry concentrations, and by monitoring exposures in relation to such limits.
The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties, including regular collateral revisions. Counterparty limits are established by the use of a credit risk classification system, which assigns each counterparty a risk rating. Risk ratings are subject to regular revision. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective action.

Note 46: Risk management
Impairment assessment

The ECL model Credit loss provisioning approach has now moved from incurred model. This forces entity to understand the significance of credit risk and its movement since its initial recognition. This model ensures (a) timely recognition of ECLs (b) assessment of significant increase in credit risk which will provide better disclosure (c) ascertainment of better business ratios.

The references below show where the Company's impairment assessment and measurement approach is set out in this report. It should be read in conjunction with the Summary of significant accounting policies in Note 5.

- An explanation of the Company's internal grading system (Note 'Definition of default and cure' below)
- How the Company defines, calculates and monitors the probability of default, exposure at default and loss given default) (Note 'The Company's internal rating and PD estimation process', 'Probability of Default' 'Exposure at Default' below)
- When the Company considers there has been a significant increase in credit risk of an exposure (Note 'Significant increase in credit risk' below)
- The Company's policy of segmenting financial assets where ECL is assessed on a collective basis (Note 'Grouping financial assets measured on a collective basis' below)
- The details of the ECL calculations for Stage 1, Stage 2 and Stage 3 assets (Notes 'Probability of default', 'Exposure at default' and 'loss given default' below)

Definition of default and cure

The Company considers a financial instrument defaulted and therefore Stage 3 (credit impaired) for ECL calculations in all cases when the borrower becomes 90 days past due on its contractual payments.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events include:

a) Significant financial difficulty of the borrower or issuer;

b) A breach of contract such as a default or past due event;

c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;

d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

e) The disappearance of an active market for a security because of financial difficulties and the customer has delay in his repayments over a month.





Note 46: Risk management

The Company's internal rating and PD estimation process

a. Internal Rating: A robust internal credit rating framework is vital for effective credit risk management. It is specified by RBI on credit risk management that lenders should have an internal rating framework and the lenders must have independent Credit Risk Control Units (CRCU) or equivalents that are responsible for the design or selection, implementation and performance of their internal rating systems. Accordingly we also have an internal rating framework developed along with CRISIL, with ratings being assigned to all the customer/ portfolio pool – (eligible customers for Ratings) and used extensively in internal decision-making.

b. It is further specified in the policy that Internal rating/grading/scoring of the borrower/client is at least Investment grade rating as per ABFL's internal credit rating model or valid/live external rating.

Probability of Default(PD)

PD is calculated basis likelihood that the borrower will default within one year horizon(Basis for Stage 1), For Stage 2 – it is defined as significant increase in credit risk and probability is defined as borrower's probability to default in lifetime.

Exposure at Default

Gross exposure/potential gross exposure under a facility (i.e. the amount that is legally owed to the lender) at the time of default by a borrower. Exposure at Default gives an estimate of the amount outstanding.

Loss Given Default(LGD)

LGD is usually shown as the percentage of Exposure at Default that the lender might lose in case the borrower defaults. It depends, among others, on the type of collateral, it's value, borrower rating and the expected proceeds from the sale (e.g. sales proceeds from sales of collaterals/securities) of the assets, NPV net of recovery costs.

Significant increase in credit risk

a. There is significant increase in credit risk, when there is deterioration in account performance and expected resolution is not available.
b. Further, for large borrowers after assessing the following Risks in totality and deterioration in each factor , it is then assessed whether there is a significant increase in credit risk
i. Industry Risk
ii. Business Risk
iii. Management Risk
iv. Financial Risk
v. Banking Conduct & Facility level Conduct.
c. Significant increase in credit risk is also gauged through Credit Rating. Credit rating is an opinion of capacity of borrower to meet its financial obligations to the depositor or bondholder (i.e. lender of money) on a particular issue or type of instrument (i.e. a domestic or foreign currency: short-term or medium or long-term, etc.) in a timely manner. The rating measures the relative risk of an issuers ability and willingness to repay both interest and principal over the period of the rated instrument. i.e rating signifies the risk of default of the borrower that is rated.

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Note 46: Risk management

Grouping financial assets measured on a collective basis

The Company calculates ECLs either on a collective or an individual basis.

Asset classes where the Group calculates ECL on an individual basis include:
1. Corporate Portfolio

Asset classes where the Group calculates ECL on a collective basis include:
1. Retail Portfolio

The ECL methodology allows for individual assessment for corporates and therefore these loans are generally measured individually as each of these exposures have unique characteristics and structuring. For retail exposures and exposures which can be clubbed in homogenous pools, ECL is measured on a collective basis. This has been arrived at based on common characteristics like nature of product, customer profile etc .

Analysis of risk concentration

Concentration analysis are presented for Portfolio pool, Location, Top borrower exposures, Group exposures etc. These are regularly analysed and presented for further review/action.

Liquidity risk and funding management

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities. The Asset Liability Management of the Company is periodically reviewed by its Asset Liability Management Committee.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The Company also has lines of credit that it can access to meet liquidity needs. In accordance with the Company's policy, the liquidity position is assessed under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the Company. Net liquid assets consist of cash. The ratios during the year were, as follows:

Advances to borrowings ratios

	2019	2018
Year-end	116.14%	117.16%
Maximum	116.92%	117.44%
Minimum	114.64%	113.08%
Average	115.98%	115.73%

Borrowings from banks and financial institutions and issue of debentures are considered as important sources of funds to finance lending to customers. They are monitored using the advances to borrowings ratio, which compares loans and advances to customers as a percentage of secured and unsecured borrowings.

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Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the discounted cash flows of the Company's financial assets and liabilities as at 31 March:

As at 31 March, 2019

Particulars	upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Financial assets									
Cash and cash equivalents	5,908.01	-	-	-	-	-	-	-	**5,908.01**
Trade and Other receivables	487.55	487.55	-	-	-	-	-	-	**975.10**
Loans	262,395.62	238,982.35	209,019.17	312,025.11	593,033.61	1,311,053.21	674,403.62	1,417,847.09	**5,018,759.78**
Investments	-	-	118,990.44	-	-	-	-	38,660.27	**157,650.71**
Other financial assets	-	2,823.35	-	-	-	-	-	-	**2,823.35**
Financial liabilities									
Trade Payables									
- Micro and small enterprises	-	-	-	-	-	-	-	-	**-**
- Other than micro and small enterprises	4,852.32	-	-	-	-	-	-	-	**4,852.32**
Debt securities	294,744.43	165,787.43	212,326.78	173,912.72	287,017.44	819,940.00	184,640.00	217,598.80	**2,355,967.60**
Borrowings (other than debt securities)	29,375.01	-	21,250.00	81,333.00	433,699.52	800,934.18	477,703.00	99,971.56	**1,944,266.27**
Subordinated liabilities	-	-	-	-	-	-	-	20,976.11	**20,976.11**
Other financial liabilities	21,647.24	38,031.26	6,090.03	24,096.14	15,350.90	28,470.40	2,522.39	-	**136,208.36**

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As at 31 March, 2018

Particulars	upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Financial assets									
Cash and cash equivalents	7,089.29	-	-	-	-	-	-	-	**7,089.29**
Trade and Other receivables	1,130.22	1,130.23	-	-	-	-	-	-	**2,260.45**
Loans	1,91,129.13	2,38,222.70	1,10,303.84	2,05,970.68	4,73,210.21	9,87,098.39	7,76,483.92	12,25,543.43	**42,07,962.30**
Investments	7,386.65	-	1,23,035.43	-	957.48	-	-	1,372.32	**1,32,751.88**
Other financial assets	-	820.95	-	-	-	-	-	-	**820.95**
Financial liabilities									
Trade Payables									
- Micro and small enterprises	-	-	-	-	-	-	-	-	**-**
- Other than micro and small enterprises	5,813.42	-	-	-	-	-	-	-	**5,813.42**
Debt securities	42,560.00	4,83,477.97	4,56,789.03	40,530.00	60,650.00	6,88,690.00	2,00,550.00	1,69,954.82	**21,43,201.82**
Borrowings (other than debt securities)	3,125.00	-	6,250.00	85,000.00	5,28,467.43	3,95,831.90	4,41,852.26	-	**14,60,526.59**
Subordinated liabilities	-	-	-	-	-	-	-	20,963.60	**20,963.60**
Other financial liabilities	27,307.04	33,207.28	10,465.00	17,805.00	8,209.00	13,074.00	413.60	-	**1,10,480.92**

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As at 1 April, 2017

Particulars	upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
Financial assets									
Cash and cash equivalents	13,571.83	-	-	-	-	-	-	-	**13,571.83**
Trade and Other receivables	550.97	550.98	-	-	-	-	-	-	**1,101.95**
Loans	3,59,097.52	77,139.45	75,098.84	1,23,689.30	2,67,765.83	8,40,456.26	5,99,640.56	9,89,147.27	**33,32,035.03**
Investments	6,183.19	-	1,44,370.36	-	-	-	-	-	**1,50,553.55**
Other financial assets	-	331.41	-	-	-	-	-	-	**331.41**
Financial liabilities									
Trade Payables									
- Micro and small enterprises	-	-	-	-	-	-	-	-	-
- Other than micro and small enterprises	6,025.74	-	-	-	-	-	-	-	**6,025.74**
Debt securities	3,61,200.00	2,24,700.00	2,09,000.00	11,000.00	1,36,000.00	5,58,240.00	1,80,050.00	1,66,927.51	**18,47,117.51**
Borrowings (other than debt securities)	-	10,000.00	10,000.00	17,500.00	3,17,256.00	3,41,750.00	3,46,662.85	-	**10,43,168.85**
Subordinated liabilities	-	-	-	-	-	-	-	1,080.57	**1,080.57**
Other financial liabilities	64,509.85	9,379.00	4,057.00	7,942.00	11,284.00	15,730.29	220.72	3,294.56	**1,16,417.42**

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Borrowing Transactions with Related Party - Aditya Birla Sunlife Insurance Company Limited are as under :

Particulars	upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
As at 31 March, 2019	-	100.00	-	-	-	15,000.00	-	15,877.17	**30,977.17**
As at 31 March, 2018	-	-	-	-	-	1,000.00	5,000.26	10,026.00	**16,026.26**
As at 1 April, 2017	-	1,000.00	-	500.00	-	1,000.00	5,003.23	7,513.00	**15,016.23**

The table below shows the contractual expiry by maturity of the Company's contingent liabilities and commitments. Each undrawn loan commitment is included in the time band containing the earliest date it can be drawn down. For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
As at 31 March, 2019						
Other undrawn commitments to lend	2,233.21	595.25	4,946.61	790.18	-	**8,565.25**
Total	**2,233.21**	**595.25**	**4,946.61**	**790.18**	-	**8,565.25**
As at 31 March, 2018						
Other undrawn commitments to lend	2,420.78	48.28	5,650.86	12,690.94	-	**20,810.86**
Total	**2,420.78**	**48.28**	**5,650.86**	**12,690.94**	-	**20,810.86**
As at 1 April, 2017						
Other undrawn commitments to lend	2,050.55	43.69	12,795.76	1,692.00	-	**16,582.00**
Total	**2,050.55**	**43.69**	**12,795.76**	**1,692.00**	-	**16,582.00**

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Note 47: First-time adoption of Ind AS

These financial statements, for the year ended 31 March 2019, are the first financial statements the Company and has been prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2018, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).
Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March, 2019, together with the comparative period data as at and for the year ended 31 March, 2018 as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April, 2017, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2017 and the financial statements as at and for the year ended 31 March, 2018.

Exemptions applied:
Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

a. Deemed Costs
The Company has elected to use the previous GAAP carrying amount of items of property, plant and equipments or intangible assets at the date of transition to Ind AS as deemed cost. At the date of transition to Ind AS, Company has tested for impairment in accordance with Ind AS 36 each item for which this exemption is used.

Accordingly the Company has elected to regard carrying values of property as deemed cost at the date of transition.

b. Designation of previously recognised financial instruments
Ind AS 101 allows an entity to designate investments in equity instruments at FVTOCI on the basis of facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in equity investments - Birla Management Centre Services Limited.

c. Leases
Appendix C to IND AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangements. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.
The Company has elected to apply this exemption for such contracts/ arrangements.

Estimates:
The estimates at 1 April, 2017 and at 31 March, 2018 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of Indian GAAP did not require estimation:
> FVTPL / FVTOCI – equity and debt instrument
> Impairment of financial assets based on expected credit loss model
The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1 April, 2017, the date of transition to Ind AS and as of 31 March, 2018.

Equity reconciliation for 1 April 2017

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		13,571.83	-	13,571.83
Receivables		1,114.76	(12.81)	1,101.95
Loans	3,6	33,41,873.40	(9,838.37)	33,32,035.03
Investments		1,47,280.34	3,273.21	1,50,553.55
Other financial assets	5	331.41	-	331.41
Total (A)		**35,04,171.74**	**(6,577.97)**	**34,97,593.77**
Non-financial assets				
Current tax assets (net)		891.54	-	891.54
Deferred tax assets (net)		7,678.81	1,527.39	9,206.20
Property, plant and equipment		1,390.54	-	1,390.54
Intangible assets under development		661.42	-	661.42
Other intangible assets		3,608.11	(2,036.42)	1,571.69
Other non-financial assets		1,854.37	165.37	2,019.74
Total (B)		**16,084.79**	**(343.66)**	**15,741.13**
Total Assets (A+B)		**35,20,256.53**	**(6,921.63)**	**35,13,334.90**

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Equity reconciliation for 1 April 2017 (contd)

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
Liabilities and equity				
Liabilities				
Financial liabilities				
Payables		6,025.74	-	6,025.74
Debt securities	2	18,48,084.91	(967.40)	18,47,117.51
Borrowings (other than debt securities)		10,43,230.16	(61.31)	10,43,168.85
Subordinated Liabilities		1,000.00	80.57	1,080.57
Other financial liabilities	5	1,16,665.18	(247.76)	1,16,417.42
Total (C)		**30,15,005.99**	**(1,195.90)**	**30,13,810.09**
Non-financial liabilities				
Current tax liabilities (Net)		325.94	-	325.94
Provisions		5,661.29	-	5,661.29
Other non-financial liabilities		1,130.61	-	1,130.61
Total (D)		**7,117.84**	**-**	**7,117.84**
Total Liabilities (C+D)		**30,22,123.83**	**(1,195.90)**	**30,20,927.93**
Equity share capital		62,740.86	-	62,740.86
Other equity	1, 2, 3, 5, 7	4,35,391.84	(5,725.73)	4,29,666.11
Total equity		**4,98,132.70**	**(5,725.73)**	**4,92,406.97**
Total liabilities and equity		**35,20,256.53**	**(6,921.63)**	**35,13,334.90**

Note:
The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Equity reconciliation for 31 March 2018

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		7,089.29	-	7,089.29
Receivables		2,273.26	(12.81)	2,260.45
Loans	3, 6	42,23,768.65	(15,806.35)	42,07,962.30
Investments		1,30,639.47	2,112.41	1,32,751.88
Other financial assets	5	820.95	-	820.95
Total (A)		**43,64,591.62**	**(13,706.75)**	**43,50,884.87**
Non-financial assets				
Current tax assets (net)		3,031.41	-	3,031.41
Deferred tax assets (net)		10,207.82	3,762.95	13,970.77
Property, plant and equipment		1,911.28	-	1,911.28
Intangible assets under development		817.04	-	817.04
Other Intangible assets		4,652.66	(1,527.30)	3,125.36
Other non-financial assets		3,607.43	400.45	4,007.88
Total (B)		**24,227.64**	**2,636.10**	**26,863.74**
Total Assets (A+B)		**43,88,819.26**	**(11,070.65)**	**43,77,748.61**
Liabilities and equity				
Liabilities				
Financial liabilities				
Payables		7,727.84	(1,914.42)	5,813.42
Debt securities	2	21,44,045.90	(844.08)	21,43,201.82
Borrowings (other than debt securities)		14,60,576.42	(49.83)	14,60,526.59
Subordinated Liabilities		21,000.00	(36.40)	20,963.60
Other financial liabilities	5	1,10,480.92	-	1,10,480.92
Total (C)		**37,43,831.08**	**(2,844.73)**	**37,40,986.35**
Non-financial liabilities				
Current tax liabilities (net)		4,894.49	-	4,894.49
Provisions		6,469.03	-	6,469.03
Other non-financial liabilities		2,500.80	-	2,500.80
Total (D)		**13,864.32**	**-**	**13,864.32**
Total Liabilities (C+D)		**37,57,695.40**	**(2,844.73)**	**37,54,850.67**
Equity share capital		64,567.65	-	64,567.65
Other equity	1, 2, 3, 5, 7	5,66,556.21	(8,225.92)	5,58,330.29
Total equity		**6,31,123.86**	**(8,225.92)**	**6,22,897.94**
Total liabilities and equity		**43,88,819.26**	**(11,070.65)**	**43,77,748.61**

Note:
The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

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Profit reconciliation for the year ended 31 March 2018

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
Revenue from operations				
Interest income	3	4,10,439.58	2,589.79	4,13,029.37
Dividend income		86.21	-	86.21
Fee and commission income		35,128.90	(5,684.44)	29,444.46
Net gain on fair value changes		2,262.89	(1,184.29)	1,078.60
Total revenue from operations		**4,47,917.58**	**(4,278.94)**	**4,43,638.64**
Other income		113.18	72.26	185.44
Total income		**4,48,030.76**	**(4,206.68)**	**4,43,824.08**
Expenses				
Finance costs	2	2,59,589.39	86.91	2,59,676.30
Impairment on financial instruments	6	14,368.25	7,122.95	21,491.20
Employee benefits expenses	1	34,166.07	998.38	35,164.45
Depreciation, amortisation and impairment		1,990.04	(509.07)	1,480.97
Other expenses	5	26,990.13	(6,067.73)	20,922.40
Total expenses		**3,37,103.88**	**1,631.44**	**3,38,735.32**
Profit /(loss) before exceptional items and tax		1,10,926.88	(5,838.12)	1,05,088.76
Exceptional items		-	-	-
Profit/(loss) before tax		**1,10,926.88**	**(5,838.12)**	**1,05,088.76**
Tax Expense:				
(1) Current tax		40,515.00	(111.58)	40,403.42
(2) Deferred tax (credit)	7	(2,528.98)	(2,240.98)	(4,769.96)
(3) Prior years adjustments		(142.25)	-	(142.25)
Profit/(loss) for the Year		**73,083.11**	**(3,485.56)**	**69,597.55**
Other comprehensive income				
(i) Items that will not be classified to profit or loss		-	393.27	393.27
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	(133.40)	(133.40)
Subtotal (A)		-	**259.87**	**259.87**
(i) Items that will be reclassified to profit or loss		-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
Subtotal (B)		-	-	-
Other Comprehensive Income		-	259.87	259.87
Total comprehensive income		**73,083.11**	**(3,225.69)**	**69,857.42**

Note:
The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Footnotes to the reconciliation of equity as at 1 April, 2017 and 31 March, 2018 and profit or loss for the year ended 31 March, 2018

1. Defined benefit liabilities
Both under Indian GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan (Gratuity) on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements (comprising of actuarial gains and losses, the effect of the asset ceiling and the return on plan assets) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus the employee benefit cost is reduced and remeasurement gains/ losses on defined benefit plans has been recognized in the OCI net of tax.

2. Borrowings
Under Indian GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to statement of profit and loss for the period. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

3. Financial Assets (Loans)
Under Indian GAAP, all transaction costs and fee income in connection with loans are amortised upfront and charged to statement of profit or loss for the period. Under Ind AS, all loan acquisition costs and fee income are included in the initial recognition amount of financial asset and charged/credited to profit or loss using the effective interest method.

4. Investments
Under Indian GAAP, the Company accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the Company has measured such investments as FVTPL and FVTOCI investments. Ind AS requires FVTPL and FVTOCI investments to be measured at fair value. At the date of transition to Ind AS, difference between the instruments fair value and Indian GAAP carrying amount has been recognised in Statement of Profit and Loss or as a separate component of equity, in the FVTOCI reserve, net of related deferred taxes. Accordingly, investment in MOIL Limited is measured at FVTPL and investment in Birla Management Centre Services Limited is measured at FVTOCI.

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5. Fair valuation of security deposit

Under Indian GAAP, the Company had classified security deposit as long term and short term loans and advances . Ind AS requires security deposits to be valued at present value using SBI base rate and difference transferred to deferred rent expenses. Notional interest is recognised on amortised amount of security deposit.

6. Recording of impairment as per ECL

Under IGAAP, NPA and standard asset provisioning was computed based on the RBI guidelines. Under Ind AS, the impairment is computed based on Expected Credit Loss model. Under ECL, the Company impaired its trade receivable and loans to customers.

7. Deferred Tax

Indian GAAP requires deferred tax accounting using the statement of profit and loss approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

8. Reclassification of compulsorily convertible preference shares

The company had issued convertible preference shares. Under Indian GAAP, the preference shares were classified as equity and dividend payable thereon was treated as distribution of profit. Under Ind AS, convertible preference shares are classified as debt.

9. Interest income on NPA Assets

Under Indian GAAP, the interest income on NPA was not recognised. Under Ind AS, the interest income on the total NPA portfolio is accrued and recognised, net of ECL in the financial statements.

10. Reclassification of allowance for doubtful debts and other loans

The allowance for doubtful debts and other loans is reclassified from Provisions to Expected Credit Loss under Loans for IND AS reporting.

11. Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to statement of profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

12. Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

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48A. Disclosure in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

Sr No.	Particulars	31 March, 2019 Amount out-standing	31 March, 2019 Amount overdue	31 March, 2018 Amount out-standing	31 March, 2018 Amount overdue	1 April, 2017 Amount out-standing	1 April, 2017 Amount overdue
	Liabilities side :						
1)	**Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:**						
	(a) Debentures : Secured (including interest accrued but not due of ₹ 83,189.95 lakhs; 31 March 2018 : ₹ 71,412.32 lakhs ; 1 April, 2017 : ₹ 58,264.64 lakhs)	16,28,536.99	-	11,67,350.92	-	10,28,622.51	-
	: Unsecured (including interest accrued but not due of ₹ 7,975.27 lakhs ; 31 March 2018 : ₹ 7,213.84 lakhs ; 1 April, 2017 : ₹ 5,991.80 lakhs) (other than falling within the meaning of public deposits*)	1,85,397.03	-	1,59,400.57	-	1,41,506.58	-
	(b) Perpetual Debts (including interest accrued but not due of ₹ 1,195.41 lakhs; 31 March 2018 : ₹ 1,195.41 lakhs ; 1 April, 2017 : ₹ Nil)**	21,091.52	-	21,079.01	-	(29.48)	-
	(c) Deferred Credits	-	-	-	-	-	-
	(d) Term Loans (including interest accrued but not due of ₹ 4,408.70 lakhs ; 31 March 2018 : ₹ 4,408.70 lakhs; 1 April, 2017 : ₹ 8,062.38 lakhs)	17,65,518.26	-	12,94,931.58	-	9,25,975.18	-
	(e) Inter-corporate loans and borrowing (including interest accrued but not due of ₹ Nil)	-	-	-	-	-	-
	(f) Commercial Paper	6,33,206.24	-	8,95,076.49	-	7,41,274.35	-
	(g) Other Loans (Cash Credit, Preference Shares)	1,87,601.51	-	1,71,172.43	-	1,26,336.34	-
		44,21,351.55	-	37,09,011.00	-	29,63,685.48	-

* Please see Note 1 below and ** Please see Note 4 below.

		31 March, 2019 Amount out-standing	31 March, 2018 Amount out-standing	1 April, 2017 Amount out-standing
	Assets side :			
2)	**Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :**			
	(a) Secured	41,20,776.48	34,15,784.88	27,20,600.17
	(b) Unsecured	9,46,591.07	8,31,164.28	6,34,235.52
	(Includes those in nature of loans and excludes Advances Recoverable in cash or kind or for value to be received, Advance Payment of Taxes and Other Deposits)			
3)	**Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities :**			
	(i) Lease assets including lease rentals under sundry debtors :	-	-	-
	(a) Financial lease	-	-	-
	(b) Operating lease			
	(ii) Stock on hire including hire charges under sundry debtors:	-	-	-
	(a) Assets on hire	-	-	-
	(b) Repossessed Assets			
	(iii) Other loans counting towards AFC activities	-	-	-
	(a) Loans where assets have been repossessed	-	-	-
	(b) Loans other than (a) above			
		50,67,367.55	42,46,949.16	33,54,835.69

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48A. ***Continued***

	31 March, 2019 Amount out-standing	31 March, 2018 Amount out-standing	1 April, 2017 Amount out-standing
Assets side :			
4) Break-up of Investments :			
Short Term Investments :			
1. Quoted :			
(i) Shares : (a) Equity	-	-	-
(b) Preference	-	-	-
(ii) Debentures and Bonds	-	-	-
(iii) Units of mutual funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others (Commercial Paper)	-	-	-
2. Unquoted :			
(i) Shares : (a) Equity	-	-	-
(b) Preference	-	-	-
(ii) Debentures and Bonds	1,18,990.43	1,00,901.81	1,42,956.38
(iii) Units of mutual funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others (Commercial Paper)	-	-	-
Long Term Investments :			
1. Quoted :			
(i) Shares : (a) Equity	38.94	47.94	57.18
(b) Preference	-	2,129.03	-
(ii) Debentures and Bonds	-	-	-
(iii) Units of mutual funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others (Please specify)	-	-	-
2. Unquoted :			
(i) Shares : (a) Equity	189.57	127.07	103.62
(b) Preference	21,407.12	20,607.12	-
(ii) Debentures and Bonds	-	-	-
(iii) Units of mutual funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others (PMS and Alternate Fund)	17,024.65	8,938.91	7,436.37

5) Borrower group-wise classification of assets financed as in (2) and (3) above
Please see Note 2 below

Category	31 March, 2019 Net of Provisions			31 March, 2018 Net of Provisions			1 April, 2017 Net of Provisions		
	Secured	Unsecured	Total	Secured	Unsecured	Total	Secured	Unsecured	Total
1) Related Parties**									
(a) Subsidiaries	-	-	-	-	-	-	-	-	-
(b) Companies in the same group	12,500.00	30,766.09	43,266.09	12,600.00	17,020.68	29,620.68	41,622.56	15,000.00	56,622.56
(c) Other related parties	-	45.34	45.34	-	26.68	26.68	-	243.87	243.87
2) Other than related parties	41,08,276.48	9,15,779.64	50,24,056.12	34,03,184.88	8,14,116.92	42,17,301.80	26,78,977.61	6,18,991.65	32,97,969.26
	41,20,776.48	9,46,591.07	50,67,367.55	34,15,784.88	8,31,164.28	42,46,949.16	27,20,600.17	6,34,235.52	33,54,835.69

** As per Accounting Standard of ICAI (Please see Note 3)

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6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below	31 March, 2019		31 March, 2018		1 April, 2017	
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or	Book Value (Net of Provisions)
1) Related Parties**	-	-	-	-	-	-
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	1,57,650.71	1,49,323.04	1,32,751.88	1,16,984.03	1,50,553.55	1,44,186.09
2) Other than related parties	1,57,650.71	1,49,323.04	1,32,751.88	1,16,984.03	1,50,553.55	1,44,186.09

Note: Break up value derived from the latest available Balance Sheet of the Company.
** As per Accounting Standard of ICAI (Please see Note 3)

7) Other information :	31 March, 2019	31 March, 2018	1 April, 2017
(i) Gross Non-Performing Assets :	-	-	-
(a) Related parties	60,427.90	38,572.95	15,718.33
(b) Other than related parties			
(ii) Net Non-Performing Assets :	-	-	-
(a) Related parties	32,892.00	17,840.43	5,836.21
(b) Other than related parties			
(iii) Assets acquired in satisfaction of debt :	-	-	-

Notes:

1 As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

4 During the year ended 31 March, 2019 the Company has raised ₹ Nil (31 March, 2018 ₹ 20,000 lakhs ; 1 April 2017 ₹ Nil) through perpetual debt instrument. Closing balance as on 31 March, 2019 is ₹ 19,896.11 lakhs (31 March, 2018 ₹ 19,883.60 lakhs ; 31 March, 2017 ₹ Nil), the same is 2.70% of tier I Capital as on 31 March, 2019.

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48B. Disclosure in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

a) Capital Risk Adequacy Ratio (CRAR)

Sr. No.	Items	31 March, 2019	31 March, 2018	1 April, 2017
(i)	CRAR* (%)	17.45	17.90	17.33
(ii)	CRAR - Tier I capital (%)	14.33	14.62	13.69
(iii)	CRAR - Tier II Capital (%)	3.13	3.28	3.64
(iv)	Amount of subordinated debt raised as Tier-II capital (₹ in Crores)	1442.19	1499.00	1334.00
(v)	Amount raised by issue of Perpetual Debt Instruments	198.96	200.00	-

Notes:

1 The management has reduced the tenor of the subdebt of Rs 300 Crores, hence for the purpose of computation of CRAR, the subdebt of Rs 300 crores have not been considered in March 2019.

2 The figures shown above for 31 March, 2018 and 01 April, 2017 are as per I GAAP.

b) Unsecured Advances

(₹ in Crores)

Sr. No.	Particulars	31 March, 2019	31 March, 2018	1 April, 2017
(i)	Unsecured Advances (inclusive of doubtful advances)	9,465.91	8,311.64	6,342.36

c) Exposures

c.i) Exposure to Real Estate Sector

(₹ in Crores)

Category		31 March, 2019	31 March, 2018	1 April, 2017
Direct exposure				
i)	Residential Mortgages Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented;	136.78	1,541.07	1,095.32
ii)	Commercial Real Estate Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based limits;	7,760.83	9,920.62	6,016.13
iii)	Investments in Mortgage Backed Securities (MBS) and other securitised exposures a. Residential b. Commercial Real Estate	Nil Nil	Nil Nil	Nil Nil
Total Exposure to Real Estate Sector		7,897.61	11,461.69	7,111.45

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48B. ***Continued***

c.ii) Exposure to Capital Market

(₹ in Crores)

Particulars		31 March, 2019	31 March, 2018	1 April, 2017
i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	17.24	5.46	397.06
(ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	1,008.15	41.79	98.70
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	3,684.58	5,154.40	4,669.16
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	94.25	205.86	183.73
(vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources.	-	-	-
(vii)	Bridge loans to companies against expected equity flows / issues;	-	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	-	-	-
Total Exposure to Capital Market		**4,804.22**	**5,407.51**	**5,348.65**

c.iii) Asset Liability Management

Maturity pattern of certain items of Assets and Liabilities

(₹ in Crores)

Particulars	upto 30/31 days	Over 1 month and upto 2 months	Over 2 months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Deposits	0.46	0.39	0.07	0.05	4.45	7.17	3.62	1.46	**17.69**
Advances**	2,623.96	2,389.82	2,090.19	3,120.25	5,930.34	13,110.53	6,744.04	14,178.47	**50,187.60**
Investments	-	-	1,189.90	-	-	-	-	386.60	**1,576.51**
Borrowings*	3,241.19	1,657.87	2,335.77	2,552.46	7,207.17	16,208.74	6,623.43	3,385.46	**43,212.10**
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

* Net of Unamortized Discounting charges on Commercial Paper amounting to ₹ 74.19 Crores.

** a) Overdue Receivable on account of Corporate Finance Activities have been slotted in respective time bucket category as per instructions contained in Appendix 1 of Guidelines for Assets Liabilities Management (ALM) system in NBFC.

b) Advances includes Loan and Advances in the nature of Loans and excludes Advances Recoverable in cash or kind or for value to be received and Advance Payment of Taxes and Other Deposits.

49 Disclosure pursuant to RBI Notification No. DNBR. 019/CGM (CDS) - 2015 dated April 10, 2015

49.1 Registration/ license/ authorization obtained from financial sector regulators:

The Company has received certificate of registration as a non deposit taking NBFC from RBI dated August 9, 2011 having COR number N-01.00500 in lieu of earlier COR number B-13.01163 dated February 12, 1999.

49.2 Penalties levied if any during the year:

Nil

49.3 Investments

(₹ in Crores)

	Particulars	31 March, 2019	31 March, 2018	1 April, 2017
(1)	Value of investments			
	Net Value of investments			
	(a) In India	1,576.51	1,327.52	1,505.54
	(b) Outside India,	-	-	-

49.4 Provisions and Contingencies

(₹ in Crores)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of P&L	31 March, 2019	31 March, 2018	1 April, 2017
Bad debts/Advances Written off	120.07	47.84	49.46
Expected Credit Loss Allowance on Loans and Advances	86.63	167.07	69.57
Provision made towards Income tax (Net of Deferred Tax)	459.29	354.91	250.69

49.5 Concentration of Advances

(₹ in Crores)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Total Advances to twenty largest borrowers	6,402.91	5,687.81	5,285.07
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	12.64%	13.39%	15.75%

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49.6 Concentration of Exposures

(₹ in Crores)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Total Exposure to twenty largest borrowers / customers*	6,402.91	5,687.81	5,285.07
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	12.64%	13.39%	15.75%

* The above calculation is as per loans outstanding as at year end.

49.7 Concentration of NPAs

(₹ in Crores)

Particulars	31 March, 2019	31 March, 2018	1 April, 2017
Total Exposure to top four NPA accounts	287.60	195.93	82.22

49.8 Sector-wise NPAs

Sr No.	Sector	31 March, 2019 Percentage of NPAs to Total Advances in that sector	31 March, 2018 Percentage of NPAs to Total Advances in that sector	1 April, 2017 Percentage of NPAs to Total Advances in that sector
1	Agriculture & allied activities	2.32%	30.81%	99.61%
2	MSME	1.55%	0.00%	0.00%
3	Corporate borrowers	1.38%	0.87%	0.41%
4	Services	0.30%	0.78%	0.01%
5	Unsecured working capital loans	3.28%	0.00%	0.00%
6	Auto loans	0.00%	0.00%	0.00%
7	Other personal loans	2.56%	1.58%	1.10%

49.9 Movement of NPAs

(₹ in Crores)

	Particulars		31 March, 2019	31 March, 2018
(i)	**Net NPAs to Net Advances (%)**		0.65%	0.42%
(ii)	**Movement of NPAs (Gross)**			
	(a)	Opening balance	385.73	157.18
	(b)	Additions during the year	391.71	298.37
	(c)	Reductions during the year	(173.16)	(69.82)
	(d)	Closing balance	604.28	385.73
(iii)	**Movement of Net NPAs**			
	(a)	Opening balance	178.40	59.88
	(b)	Additions during the year	208.47	140.51
	(c)	Reductions during the year	(57.95)	(21.98)
	(d)	Closing balance	328.92	178.40
(iv)	**Movement of provisions for NPAs (Stage 3 Provision)**			
	(a)	Opening balance	207.33	97.30
	(b)	Provisions made during the year	183.24	157.87
	(c)	Write-off / write-back of excess provisions	(115.21)	(47.84)
	(d)	Closing balance	275.36	207.33

Note : Closing provision as on 31 March, 2019 does not include Stage 3 provision made for 2 clients amounting to Rs 37.60 Crores as these clients are not included in Gross NPA.

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49.10 Credit Rating

Instrument	Credit Rating Agency	31 March, 2019	31 March, 2018	1 April, 2017
Commercial Paper	ICRA Limited	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+
	India Ratings & Research Private Limited	IND A1+	IND A1+	-
Non Convertible Debentures (NCD)	CARE Limited	-	-	CARE AA+
	ICRA Limited	[ICRA] AAA Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
	India Ratings & Research Private Limited	IND AAA Stable	IND AAA Stable	IND AA+ Stable
Sub Debt	CARE Limited	CARE AAA Stable	CARE AA+ Positive	CARE AA+
	ICRA Limited	[ICRA] AAA Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
	India Ratings & Research Private Limited	IND AAA Stable	IND AAA Stable	IND AA+ Stable
Unsecured NCD	ICRA Limited	[ICRA] AAA Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
Perpetual Debt	ICRA Limited	[ICRA] AA+ (hyb) Stable	[ICRA] AA+ (hyb) Stable	-
	India Ratings & Research Private Limited	IND AA+ Stable	IND AA+ Stable	-
Long Term Bank Loans	ICRA Limited	[ICRA] AAA Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
	India Ratings & Research Private Limited	IND AAA Stable	-	-
Short Term Bank Loans	ICRA Limited	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+
	India Ratings & Research Private Limited	IND AAA Stable	-	-

49.11 Customer Complaints

Sr. No.	Particulars	31 March, 2019	31 March, 2018	1 April, 2017
(a)	No. of complaints pending at the beginning of the year	8	-	3
(b)	No. of complaints received during the year	264	340	45
(c)	No. of complaints redressed during the year	266	332	48
(d)	No. of complaints pending at the end of the year	6	8	-

49.12 The disclosures given above under note 49 pursuant to RBI Notification are only to the extent they are applicable to the Company.

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Aditya Birla Finance Limited
Notes to the Financial Statements
for the year ended 31 March, 2019
(Currency: ₹ in Lakhs)

50. Information in respect of restructured assets in accordance with review of guidelines on restructuring of advances by NBFC (RBI/2013-14/459) DNBS. CO. PD. No. 367/03.10.01/2013-14

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring:-

Sr. no.	Type of Restructuring / Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2018**										
	No. of borrowers	-	1	-	-	1	-	-	-	-	-
	Amount outstanding	-	957.27	-	-	957.27	-	-	-	-	-
	Provision thereon	-	957.27	-	-	957.27	-	-	-	-	-
2	**Fresh restructuring during the year ended March 31, 2019**										
	No. of borrowers	-	-	-	-	-	1	-	-	-	-
	Amount outstanding	-	-	-	-	-	12,230.86	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2019**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2018, which cease to attract higher provisioning and/or additional risk weight at March 31, 2019 and hence need not be shown as restructured standard advances at April 1, 2019**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2019**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2019**										
	No. of borrowers	-	1	-	-	1	-	-	-	-	-
	Amount outstanding	-	957.27	-	-	957.27	-	-	-	-	-
	Provision thereon	-	957.27	-	-	957.27	-	-	-	-	-
7	**Restructured Accounts at March 31, 2019**										
	No. of borrowers	-	-	-	-	-	1	-	-	-	1
	Amount outstanding	-	-	-	-	-	12,230.86	-	-	-	12,230.86
	Provision thereon	-	-	-	-	-	-	-	-	-	-

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Aditya Birla Finance Ltd. Mumbai

Information in respect of restructured assets *(Continued)*

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring :

Sr. no.	Type of Restructuring / Asset Classification Details	Others					Total				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2018**										
	No. of borrowers	-	-	1	-	1	-	1	1	-	2
	Amount outstanding	-	-	989.40	-	989.40	-	957.27	989.40	-	1,946.66
	Provision thereon	-	-	989.65	-	989.65	-	957.27	989.65	-	1,946.92
2	**Fresh restructuring during the year ended March 31, 2019**										
	No. of borrowers	-	37	-	-	-	1	37	-	-	38
	Amount outstanding	-	851.02	-	-	-	12,230.86	851.02	-	-	13,081.88
	Provision thereon	-	274.58	-	-	-	-	274.58	-	-	274.58
3	**Upgradations to restructured standard category during the year ended March 31, 2019**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2018, which cease to attract higher provisioning and/or additional risk weight at March 31, 2019 and hence need not be shown as restructured standard advances at April 1, 2019**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2019**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2019**										
	No. of borrowers	-	-	-	-	-	-	1	-	-	1
	Amount outstanding	-	-	-	-	-	-	957.27	-	-	957.27
	Provision thereon	-	-	-	-	-	-	957.27	-	-	957.27
7	**Restructured Accounts at March 31, 2019**										
	No. of borrowers	-	37	1	-	38	1	37	1	-	39
	Amount outstanding	-	851.02	989.40	-	1,840.42	12,230.86	851.02	989.40	-	14,071.28
	Provision thereon	-	274.58	989.65	-	1,264.24		274.58	989.65	-	1,264.24

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50. Information in respect of restructured assets in accordance with review of guidelines on restructuring of advances by NBFC (RBI/2013-14/459) DNBS. CO. PD. No. 367/03.10.01/2013-14

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring:-

Sr. no.	Type of Restructuring / Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2017**										
	No. of borrowers	-	2	-	-	2	-	-	-	-	-
	Amount outstanding	-	5,488.84	-	-	5,488.84	-	-	-	-	-
	Provision thereon	-	5,489.09	-	-	5,489.09	-	-	-	-	-
2	**Fresh restructuring during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2017, which cease to attract higher provisioning and/or additional risk weight at March 31, 2018 and hence need not be shown as restructured standard advances at April 1, 2018**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	1	-	-	1	-	-	-	-	-
	Amount outstanding	-	4,531.57	-	-	4,531.57	-	-	-	-	-
7	**Restructured Accounts at March 31, 2018**										
	No. of borrowers	-	1	-	-	1	-	-	-	-	-
	Amount outstanding	-	957.27	-	-	957.27	-	-	-	-	-
	Provision thereon	-	957.27	-	-	957.27	-	-	-	-	-

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Notes to the Financial Statements
for the year ended 31 March, 2019
(Currency: ₹ in Lakhs)
Information in respect of restructured assets *(Continued)*
The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring :

Sr. no.	Type of Restructuring / Asset Classification Details	Others					Total				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2017**										
	No. of borrowers	2	-	1	-	3	2	2	1	-	5
	Amount outstanding	15,253.34	-	989.40	-	16,242.74	15,253.34	5,488.84	989.40	-	21,731.58
	Provision thereon	1,223.00	-	989.65	-	2,212.65	1,223.00	5,489.09	989.65	-	7,701.74
2	**Fresh restructuring during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2018**										
	No. of borrowers	(2.00)	-	-	-	(2.00)	-	-	-	-	-
	Amount outstanding	(15,253.34)	-	-	-	(15,253.34)	-	-	-	-	-
	Provision thereon	(1,223.00)	-	-	-	(1,223.00)	-	-	-	-	-
4	**Restructured standard advances at April 1, 2017, which cease to attract higher provisioning and/or additional risk weight at March 31, 2018 and hence need not be shown as restructured standard advances at April 1, 2018**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	1	-	-	1
	Amount outstanding	-	-	-	-	-	-	4,531.57	-	-	4,531.57
7	**Restructured Accounts at March 31, 2018**										
	No. of borrowers	-	-	1	-	1	-	1	1	-	2
	Amount outstanding	-	-	989.40	-	989.40	-	957.27	989.40	-	1,946.66
	Provision thereon	-	-	989.65	-	989.65	-	957.27	989.65	-	1,946.92

Note:The outstanding amount and number of borrowers as at 31 March, 2019 and 31 March, 2018 is after considering recoveries during the year.

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51 The Company is in the process of identifying the parties which are covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). As of 31 March, 2019 the Company is not aware of any party which gets covered under MSMED Act. The Company does not have any outstanding balance due to any such party as on 31 March, 2019.

52 **Expenditure in Foreign Currency:**

	31 March, 2019	31 March, 2018
Business / Sales Promotion / Staff Training and Seminar	271.21	82.16

53 Previous year/ period's figures have been regrouped/ rearranged, wherever considered necessary, to confirm with Current year/ period's presentation.

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 30100E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai
Date: 02 May, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

B.N. Puranmalka
(Director)
(DIN - 00007432)

Rakesh Singh
(Chief Executive Officer)

Sanjay Miranka
(Chief Financial Officer)

Sekhar Mosur
(Manager)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 02 May, 2019

Auditors' Report on the reformatted standalone statement of assets and liabilities as at March 31, 2018, 2017, 2016 and 2015 and reformatted standalone statement of profit and loss and cash flows for the each of the years ended March 31, 2018, 2017, 2016 and 2015 of Aditya Birla Finance Limited (collectively, the "Reformatted Standalone Financial Statements")

The Board of Directors
Aditya Birla Finance Limited
One India Bulls centre, Tower 1,
18th Floor, Jupiter Mill Compound,
841 Senapati Bapat Marg, Elphinstone Road,
Mumbai 400 013

Dear Sirs / Madams,

1. We have examined the attached Reformatted Standalone Financial Statements of Aditya Birla Finance Limited (the "Company") as at March 31, 2018, 2017, 2016 and 2015 and for each of the years ended March 31, 2018, 2017, 2016 and 2015, annexed to this report and prepared by the Company for the purpose of inclusion in the offer document in connection with its proposed issue of Secured Redeemable Non-Convertible Debentures of face value of Rs. 1,000 (Indian Rupees One Thousand) each ("Secured NCDs") and / or Unsecured, Subordinated, Redeemable Non-Convertible Debentures of face value of Rs. 1,000 (Indian Rupees One Thousand) each ("Unsecured NCDs") (collectively "Issue of NCDs"). The Reformatted Standalone Financial Statements, which have been approved by the Finance Committee of the Board of Directors of the Company, have been prepared by the Company in accordance with the requirements of:

   a) Section 26 of Chapter III of The Companies Act, 2013, as amended (the "Act"); and

   b) relevant provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('the Regulations') issued by the Securities and Exchange Board of India ("SEBI"),as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992 (the "SEBI Act").

Management's Responsibility for the Reformatted Standalone Financial Statements

2. The preparation of Reformatted Standalone Financial Statements, which are to be included in the Draft Shelf Prospectus, Shelf Prospectus and tranche prospectus is the responsibility of the Management of the Company for the purpose set out in paragraph 16 below. The Management's responsibility includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Reformatted Standalone Financial Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act and the Regulations.

Auditors' Responsibilities

3. We have examined such Reformatted Standalone Financial Statements taking into consideration:

   a) the terms of reference and our engagement agreed with you vide our engagement letter dated August 12, 2019, requesting us to carry out work on such Reformatted Standalone Financial Statements in connection with the Company's Issue of NCDs;

   b) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "Guidance Note"); and

   c) the requirements of Section 26 of the Act and the Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the Regulations in connection with the Issue of NCDs.

4. The Company proposes to make an offer which comprises an issue of NCDs by the Company, as may be decided by the Board of Directors of the Company.

Reformatted Standalone Financial Statements

5. The Reformatted Standalone Financial Statements have been compiled by the management from the audited standalone financial statements of the Company as at and for each of the years ended March 31, 2018, 2017, 2016 and 2015 which have been approved by the Board of Directors at their meeting held on May 05, 2018, May 08, 2017, May 03, 2016 and April 30, 2015 respectively.

6. For the purpose of our examination, we have relied on Auditors' Report issued by us dated May 05, 2018, May 08, 2017, May 03, 2016 and April 30, 2015 on the standalone financial statement of the Company as at and for each of the years ended March 31, 2018, 2017, 2016 and 2015, respectively, as referred in Para 5 above;

7. Taking into consideration the requirements of Section 26 of Part I of Chapter III of the Act, the Regulations and the terms of our engagement agreed with you, we further report that:

   a) the reformatted standalone statement of assets and liabilities and notes forming part thereof, the reformatted standalone statement of profit and loss and notes forming part thereof, the reformatted standalone statement of cash flows ("Reformatted Standalone Financial Statements") of the Company as at and for each of the years ended March 31, 2018, 2017, 2016 and 2015 have been examined by us, as set out in Annexure 1 to Annexure 3 to this report. These Reformatted Standalone Financial Statements have been prepared after regrouping as in management's opinion were appropriate and more fully described in Significant Accounting policies and notes (Refer Annexure 4).

   b) based on our examination as above:

i) the Reformatted Standalone Financial Statements have to be read in conjunction with the notes given in Annexure 4; and

ii) the figures of earlier periods have been regrouped (but not restated retrospectively for changes in accounting policies), wherever necessary, to conform to the classification adopted for the Reformatted Standalone Financial Statement as at and for the year ended March 31, 2018.

8. In the preparation and presentation of Reformatted Standalone Financial Statements based on audited standalone financial statements as referred to in paragraph 6 above, no adjustments have been made for any events occurring subsequent to dates of the audit reports specified in paragraph 6 above.

9. In the preparation and presentation of the Reformatted Standalone Financial Statements based on audited standalone financial statements as referred to in paragraph 6 above, there were modifications in (i) the Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2016 on the standalone financial statement for the years ended March 31, 2018, 2017 and 2016 and (ii) the Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2015 on the standalone financial statement for the years ended March 31, 2015. The said modifications are stated in Annexure 6 to this report.

10. As stated in our auditor's reports referred to in paragraph 6 above, we conducted our audits of the financial statements referred to therein, in accordance with the auditing standards generally accepted in India to enable us to issue an opinion on the general purpose standalone financial statements. Those standards require we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free of material misstatements. An audit involves performing procedures to obtain audit evidence supporting the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the standalone financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

11. Our audits referred to in paragraph 6 above were carried out for the purpose of expressing an opinion on the general purpose standalone financial statements taken as a whole. For none of the periods referred to in paragraph 6 above, did we perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

Other Financial Information

12. At the Company's request, we have also examined the following standalone financial information proposed to be included in the Draft Shelf Prospectus, Shelf Prospectus and tranche prospectus prepared by the Management and approved by the Finance Committee which is authorized by the Board of Directors of the Company and annexed to this report relating to the Company, as at and for each of the years ended March 31, 2018, 2017, 2016 and 2015:

    i. Statement of dividend paid, enclosed as Annexure 5

13. In our opinion the Reformatted Standalone Financial Statements and the other information referred to in paragraph 12 above, as disclosed in the Annexures to this report, read with respective significant accounting policies disclosed in Annexure 4, and after making adjustments and regroupings as considered appropriate and disclosed has been prepared by the Company by taking into consideration the requirement of Section 26 of Part I of Chapter III of the Act and the Regulations.

14. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

16. This report is intended solely for use of the management for inclusion in the Draft Shelf Prospectus, Shelf Prospectus and tranche prospectus to be filed with SEBI, National Stock Exchange of India Limited and BSE Limited in connection with the proposed Issue of NCDs of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours faithfully,

For S. R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749
UDIN: 19048749AAABEN4238
Mumbai
December 30, 2019

Aditya Birla Finance Limited

ANNEXURE 1 - REFORMATTED BALANCE SHEET
(Currency: ₹ in Lakhs)

		Notes	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
I.	**EQUITY AND LIABILITIES**					
	(1) SHAREHOLDERS' FUNDS					
	(a) Share Capital					
	(i) Equity	*1*	**64,567.65**	**62,740.86**	**55,956.56**	**45,035.97**
	(ii) Preference	*1*	**1,000.00**	**1,000.00**	**18,500.00**	**60,000.00**
	(b) Reserves and Surplus	*2*	**5,66,556.21**	**4,35,391.84**	**2,95,123.83**	**1,53,447.48**
			6,32,123.86	**4,99,132.70**	**3,69,580.39**	**2,58,483.45**
	(2) NON-CURRENT LIABILITIES					
	(a) Long-term borrowings	*3a*	**19,30,823.12**	**15,94,663.52**	**13,10,213.74**	**8,78,628.12**
	(b) Other Long-term liabilities	*5a*	**13,863.50**	**15,965.60**	**15,484.01**	**1,820.44**
	(c) Long-term provisions	*6a*	**30,432.99**	**20,440.40**	**16,527.43**	**13,661.11**
			19,75,119.61	**16,31,069.52**	**13,42,225.18**	**8,94,109.67**
	(3) CURRENT LIABILITIES					
	(a) Short-term borrowings	*3b*	**12,64,449.19**	**9,91,251.54**	**6,81,832.52**	**3,94,485.56**
	(b) Trade payables	*4*				
	- Micro and small enterprises		**-**	**-**	**-**	**-**
	- Other than micro and small enterprises		**13,341.44**	**10,552.04**	**5,091.43**	**4,205.95**
	(c) Other current liabilities	*5b*	**5,22,854.60**	**4,02,668.27**	**2,15,355.82**	**2,40,366.37**
	(d) Short-term provisions	*6b*	**11,607.05**	**7,276.20**	**8,309.68**	**4,073.92**
			18,12,252.28	**14,11,748.05**	**9,10,589.45**	**6,43,131.80**
	Total		**44,19,495.75**	**35,41,950.27**	**26,22,395.02**	**17,95,724.92**
II.	**ASSETS**					
	(1) NON-CURRENT ASSETS					
	(a) Fixed assets					
	(i) Property, Plant and Equipments	*7*	**1,911.45**	**1,390.52**	**955.02**	**788.52**
	(ii) Intangible assets	*7*	**4,652.66**	**3,608.11**	**396.30**	**494.61**
	(iii) Intangible assets under development		**817.05**	**661.42**	**711.99**	**526.71**
	(b) Non current investments	*8a*	**29,675.15**	**6,487.57**	**2,760.17**	**1,692.86**
	(c) Deferred tax assets (Net)	*9*	**10,207.80**	**7,678.81**	**7,475.06**	**5,740.07**
	(d) Loans and advances	*10a*	**29,75,616.54**	**24,53,515.01**	**16,62,160.23**	**9,44,954.62**
			30,22,880.65	**24,73,341.44**	**16,74,458.77**	**9,54,197.38**
	(2) CURRENT ASSETS					
	(a) Current investments	*8b*	**87,308.88**	**79,420.00**	**46,500.00**	**2,431.06**
	(b) Stock of securities		**-**	**58,278.52**	**33,020.01**	**46,756.69**
	(c) Trade receivables	*11*	**2,830.12**	**1,185.82**	**583.69**	**34.42**
	(d) Cash and Cash Equivalent	*12*	**7,089.29**	**13,571.83**	**112.46**	**15,891.96**
	(e) Loans and advances	*10b*	**12,43,460.42**	**8,75,704.57**	**8,34,263.39**	**7,64,839.68**
	(f) Other current assets	*13*	**55,926.39**	**40,448.09**	**33,456.70**	**11,573.72**
			13,96,615.10	**10,68,608.83**	**9,47,936.25**	**8,41,527.54**
	Total		**44,19,495.75**	**35,41,950.27**	**26,22,395.02**	**17,95,724.92**

Summary of significant accounting policies *22*

The accompanying notes are an integral part of the financial statements. *23*

As per our report of even date attached.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

per Viren H. Mehta
Partner
Membership No: 048749

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and Chief Executive Officer)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Place: Mumbai
Date: 30 December, 2019

ANNEXURE 2 - REFORMATTED PROFIT AND LOSS

(Currency: ₹ in Lakhs)

	Particulars	Notes	Year ended 31 March, 2018	Year ended 31 March, 2017	Year ended 31 March, 2016	Year ended 31 March, 2015
I.	**Revenue from Operations**	*14*	**4,47,999.75**	**3,42,469.60**	**2,46,328.02**	**1,78,030.26**
II.	**Other Income**	*15*	**113.18**	**140.53**	**2,201.55**	**2.57**
III.	**Total Revenue**		**4,48,112.93**	**3,42,610.13**	**2,48,529.57**	**1,78,032.83**
IV.	**Expenses :**					
	Finance costs	*16*	**2,59,589.39**	**2,07,706.13**	**1,54,358.11**	**1,10,845.77**
	Employee benefit expenses	*17*	**34,166.07**	**24,985.00**	**14,185.91**	**11,354.98**
	Other expenses	*18*	**26,990.11**	**15,365.50**	**7,969.95**	**7,688.38**
	Depreciation and amortization expenses	*7*	**1,990.03**	**1,468.88**	**760.11**	**670.93**
	Provisions and write - offs (Net)	*19*	**14,450.42**	**9,891.36**	**8,619.88**	**6,388.21**
V.	**Total Expenses**		**3,37,186.02**	**2,59,416.87**	**1,85,893.96**	**1,36,948.27**
VI.	**PROFIT BEFORE TAX (III - V)**		**1,10,926.91**	**83,193.26**	**62,635.61**	**41,084.56**
VII.	**Tax expenses :**					
	(a) Current Tax		**40,515.00**	**25,069.00**	**23,437.00**	**15,510.00**
	(b) Deferred Tax (Benefits)/ Expenses - (Net)		**(2,528.98)**	**(203.75)**	**(1,734.99)**	**(1,500.26)**
	(c) (Excess)/ Short Provisions of Earlier years		**(142.25)**	**(197.39)**	**73.49**	**7.19**
VIII.	**PROFIT FOR THE PERIOD/YEAR (VI - VII)**		**73,083.14**	**58,525.40**	**40,860.11**	**27,067.63**
IX.	**Basic and Diluted Earnings per share (Face value ₹ 10/-)**	*20*	**11.54**	**10.13**	**8.74**	**7.95**

The accompanying notes are an integral part of the financial *23*

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per Viren H. Mehta

Partner
Membership No: 048749

Place: Mumbai
Date: 30 December, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and Chief Executive Officer)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Aditya Birla Finance Limited

ANNEXURE 3 - REFORMATTED CASH FLOW STATEMENT

(Currency: ₹ in Lakhs)

	Particulars		For the year ended 31 March, 2018		For the year ended 31 March, 2017		For the year ended 31 March, 2016		For the year ended 31 March, 2015
A.	**Cash Flow from operating activities**								
	Profit before tax		**1,10,926.91**		83,193.26		62,635.61		41,084.56
	Adjustments for:								
	Depreciation / Amortisation	**1,990.03**		1,468.88		760.11		670.93	
	Provision for leave encashment	**41.07**		351.92		163.93		88.83	
	Provision for gratuity	**(527.56)**		395.95		108.43		52.89	
	Bad debts and Provision for Non-Performing Assets (Net)	**7,432.36**		3,452.05		5,205.31		1,582.81	
	Contingent provision on standard assets	**5,276.38**		4,190.65		3,272.43		1,420.64	
	General contingency provision	**209.54**		-		(1,980.93)		152.61	
	Provision for Premium on Investment written back	-		-		(336.87)		-	
	Provision for diminution on Investments (Net)	**(21.47)**		207.28		697.50		28.05	
	Provision for Diminution in value of Current Investments	**121.12**		-		(192.00)		-	
	Provision for employee benefits	**656.94**		(457.21)		1,564.99		973.60	
	Provision for Soft Accounts	**1,450.00**		2,023.00		-		-	
	(Gain)/Loss on sale of investments	**(915.54)**		(878.88)		(87.52)		(406.42)	
	(Gain)/Loss on sale of fixed assets	**(0.89)**		0.98		8.84		2.71	
	Dividend income	**(86.21)**		(5.56)		(8.41)		(6.53)	
	Interest income on investments	**(10,827.84)**		(3,449.17)		(2,068.11)		-	
	Sundry Balances written back	-		(55.61)		(130.86)		-	
			4,797.93		7,244.28		6,976.84		4,560.12
	Operating Profit before Working Capital changes		**1,15,724.84**		**90,437.54**		**69,612.45**		**45,644.68**
	Adjustments for:								
	(Increase)/Decrease in Trade Receivables	**(1,644.31)**		(602.12)		(549.42)		(2.03)	
	(Increase)/Decrease in Loans and Advances	**(8,92,365.41)**		(8,37,933.93)		(7,88,253.71)		(5,66,109.05)	
	Decrease/(Increase) in Stock of Securities	**58,278.52**		(25,258.51)		13,736.68		(35,084.21)	
	(Increase)/Decrease in Other Liabilities and Trade Payable	**(3,076.39)**		36,665.44		26,975.42		25,169.25	
	(Increase)/Decrease in Other assets	**(15,478.29)**		(6,859.87)		(22,032.66)		(2,680.12)	
			(8,54,285.88)		(8,33,988.99)		(7,70,123.69)		(5,78,706.16)
	Cash used in Operations		**(7,38,561.04)**		(7,43,551.45)		(7,00,511.24)		(5,33,061.48)
	Direct Taxes Paid	**(37,944.08)**		(26,763.66)		(22,310.13)		(15,807.25)	
			(37,944.08)		(26,763.66)		(22,310.13)		(15,807.25)
	Net Cash used in Operating Activities (A)		**(7,76,505.12)**		(7,70,315.11)		(7,22,821.37)		(5,48,868.73)
B.	**Cash flow from investing activities**								
	Purchase of property, plant and equipments	**(1,336.75)**		(914.03)		(553.89)		(694.45)	
	Purchase of intangible assets including assets under development	**(2,517.74)**		(4,053.63)		(480.79)		(458.87)	
	Purchase of investments	**(1,10,596.12)**		(83,482.32)		(48,488.26)		(2,364.75)	
	Sale of investments	**80,335.54**		47,407.09		2,701.30		19,100.48	
	Dividend received	**86.21**		5.56		8.41		6.53	
	Sale of tangible assets	**8.32**		15.63		23.93		8.89	
	Interest income on investments	**10,827.84**		3,449.17		2,068.11		-	
			(23,192.69)		(37,572.53)		(44,721.19)		15,597.83
	Net Cash used in Investing Activities (B)		**(23,192.69)**		(37,572.53)		(44,721.19)		15,597.83
C.	**Cash flow from financing activities**								
	Dividend on Preference Share and Corporate Dividend Tax	**(96.97)**		(98.39)		(7.20)		(7.02)	
	Proceeds from borrowings (Net)	**7,33,307.25**		7,50,418.49		6,81,525.27		93,94,607.04	
	Proceeds from issue of Equity Share Capital	**1,826.79**		5,632.98		5,575.00		13,472.23	
	Share Premium on proceeds from issue of Equity Share Capital	**58,178.20**		65,393.93		64,670.00		41,027.79	
			7,93,215.27		8,21,347.01		7,51,763.06		5,49,160.97
	Net Cash from Financing Activities (C)		**7,93,215.27**		8,21,347.01		7,51,763.06		5,49,160.97
	Net (Decrease)/Increase in Cash and Cash Equivalents (A+B+C)		**(6,482.54)**		13,459.37		(15,779.50)		15,890.07
	Cash and Cash Equivalents (Opening Balances)		**13,571.83**		112.46		15,891.96		1.89
	Cash and Cash Equivalents (Closing Balances)		**7,089.29**		13,571.83		112.46		15,891.96
Note to Cash Flow Statement									
	Components of Cash and Cash Equivalents								
	Cheques in hand		**5,528.17**		-		-		-
	Balances with Banks in Current Accounts		**1,561.12**		13,571.83		112.46		15,891.96
			7,089.29		13,571.83		112.46		15,891.96

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai

Date: 30 December, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and Chief Executive Officer)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Notes to the Reformatted Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
1. Share Capital				
Authorised Shares				
1,270,000,000 (31 March, 2017: 1,270,000,000 ; 31 March, 2016: 1,270,000,000 ; 31 March, 2015: 1,000,000,000) equity shares of ₹ 10/- each	**1,27,000.00**	1,27,000.00	1,27,000.00	1,00,000.00
1,010,000,000 (31 March, 2017: 1,010,000,000 ; 31 March, 2016: 1,010,000,000 ; 31 March, 2015 : 1,000,000,000) preference shares of ₹ 10/- each	**1,01,000.00**	1,01,000.00	1,01,000.00	1,00,000.00
	2,28,000.00	2,28,000.00	2,28,000.00	2,00,000.00
Issued, Subscribed and Fully Paid up Shares				
Equity Share Capital				
645,676,477 (31 March, 2017: 627,408,577 ; 31 March, 2016: 559,565,581 ; 31 March, 2015: 450,359,698) equity shares of ₹ 10/- each, fully paid up	**64,567.65**	**62,740.86**	**55,956.56**	**45,035.97**
	64,567.65	62,740.86	55,956.56	45,035.97
Preference Share Capital				
10,000,000 (31 March, 2017: 10,000,000 ; 31 March, 2016: 10,000,000 ; 31 March, 2015: NIL) 8% Cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid up*	**1,000.00**	**1,000.00**	**1,000.00**	**-**
NIL (31 March, 2017: NIL ; 31 March, 2016: 75,000,000 ; 31 March, 2015: 75,000,000) 0.01% Compulsory Convertible Cumulative Preference Shares of Rs 10 each, fully paid up**	**-**	-	**7,500.00**	**7,500.00**
NIL (31 March, 2017: NIL ; 31 March, 2016: 100,000,000 ; 31 March, 2015: 225,000,000) 0.01% Compulsory Convertible Cumulative Preference Shares of Rs 10 each, fully paid up*** (Refer note 23(11))	**-**	-	**10,000.00**	**22,500.00**

Notes to the Reformatted Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

NIL (31 March, 2017: NIL ; 31 March, 2016: NIL ; 31 March, 2015: 300,000,000) 0.01% Compulsory Convertible Cumulative Preference Shares of Rs 10 each, fully paid up**** (Refer note 23(11))	-	-	-	**30,000.00**
	1,000.00	**1,000.00**	**18,500.00**	**60,000.00**

A) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Description	**31 March, 2018**		**31 March, 2017**		**31 March, 2016**		**31 March, 2015**	
I) Equity Share	**Number**	**₹ in lakhs**	**Number**	**₹ in lakhs**	**Number**	**₹ in lakhs**	**Number**	**₹ in lakhs**
Number of Shares outstanding at the beginning of the year	**62,74,08,577**	**62,740.86**	55,95,65,581	55,956.56	45,03,59,698	45,035.97	31,56,37,442	31,563.74
Number of Shares issued during the year (Refer note D (i) and (ii))	**1,82,67,900**	**1,826.79**	6,78,42,996	6,784.30	10,92,05,883	10,920.59	13,47,22,256	13,472.23
Number of Shares outstanding at the end of the year	**64,56,76,477**	**64,567.65**	62,74,08,577	62,740.86	55,95,65,581	55,956.56	45,03,59,698	45,035.97
II) 0.01% Compulsory Convertible Cumulative Preference Shares								
Number of Shares outstanding at the beginning of the year	-	-	17,50,00,000	17,500.00	60,00,00,000	60,000.00	60,00,00,000	60,000.00
Number of Shares converted during the year (Refer note D (ii))	-	-	(17,50,00,000)	(17,500.00)	-	-	-	-
Number of Shares cancelled on account of merger (Refer note D (iii))	-	-	-	-	(42,50,00,000)	(42,500.00)	-	
Number of Shares outstanding at the end of the year	-	-	-	-	17,50,00,000	17,500.00	60,00,00,000	60,000.00
III) 8% Cumulative Redeemable Preference Shares								
Number of Shares outstanding at the beginning of the year	**1,00,00,000**	**1,000.00**	1,00,00,000	1,000.00	-	-	-	-
Number of Shares issued on account of merger (Refer note D (iv))	-	-	-	-	1,00,00,000	1,000.00	-	-
Number of Shares outstanding at the end of the year	**1,00,00,000**	**1,000.00**	1,00,00,000	1,000.00	1,00,00,000	1,000.00	-	-

B) Term/right attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be receiving remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of the equity shares held by the shareholders.

Notes to the Reformatted Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

C) Term of conversion/redemption of Preference Shares

Preference shares carry cumulative dividend. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company before conversion/ redemption of Cumulative Redeemable Preference Shares (CRPS), the holders of CRPS will have priority over equity shares in the payment of dividend and repayment of capital.

* CRPS 10,000,000 @ 8% of ₹ 10/- each fully paid up (31 March, 2017, 10,000,000) are redeemable at face value on or after March 25, 2019 but before March 25, 2029.

** a) Compulsory Convertible Cumulative Preference Shares (CCCPS) 50,000,000 0.01% of Rs. 10 each fully paid up (31st March, 2015: 50,000,000) allotted on 30th November, 2007 shall be compulsorily and automatically converted into fully paid up equity shares of the Company at any time after three months from the date of allotment at a price (including premium, if any) and time to be decided by the Board of Directors of the Company without any application or any further act on part of the Preference Shareholder. In the event these CCCPS are not converted into fully paid up equity shares prior to date of maturity (period not exceeding 10 years from the date of allotment), then these CCCPS shall be converted into appropriate numbers of fully paid up equity shares and at twice the fair value of equity shares as on the date of conversion, as per the terms of issue of CCCPS.

** b) Compulsory Convertible Cumulative Preference Shares (CCCPS) 25,000,000 0.01% of Rs. 10 each fully paid up (31st March, 2015: 25,000,000) allotted on 31st December, 2007 shall be compulsorily converted into fully paid up equity shares of the Company at any time after three months from the date of allotment at a price (including premium, if any) and time to be decided by the Board of Directors of the Company without any application or any further act on part of the Preference Shareholder. In the event these CCCPS are not converted into fully paid up equity shares prior to date of maturity (period not exceeding 10 years from the date of allotment), then these CCCPS shall be converted into appropriate numbers of fully paid up equity shares and at twice the fair value of equity shares as on the date of conversion, as per the terms of issue of CCCPS.

*** a) Compulsory Convertible Cumulative Preference Shares (CCCPS) 100,000,000 @ 0.01% of Rs. 10 each fully paid up (31st March, 2015 : 200,000,000), allotted on 20th July, 2012 will be convertible into equity shares of the Company on or before 5 years from the date of allotment at the fair value on the date of conversion or such other ratio as may be mutually agreed. Out of 200,000,000 CCCPS of previous year, 100,000,000 CCCPS are cancelled on account of merger with Madura Garments Lifestyle Retail Company Limited. (Refer note 23(11)).

*** b) Compulsory Convertible Cumulative Preference Shares (CCCPS) Nil (31st March, 2015 : 25,000,000), 0.01% of Rs. 10 each fully paid up are cancelled on account of merger with Madura Garments Lifestyle Retail Company Limited. (Refer note 23(11)).

** Compulsory Convertible Cumulative Preference Shares (CCCPS) Nil (31st March, 2015 : 300,000,000), 0.01% of Rs. 10 each fully paid up are cancelled on account of merger with Madura Garments Lifestyle Retail Company Limited. (Refer note 23(11)).

Notes to the Reformatted Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

D) Aggregate number of shares issued for consideration other than cash

	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
(i) Equity shares of Rs 10/- each, fully paid up allotted pursuant to the merger scheme for demerger of wealth undertaking of Aditya Birla Money Mart Limited (Refer note 23(11)).	-	1,02,77,778	-	-
(ii) Equity shares of Rs 10/- each, fully paid up allotted on conversion of 175,000,000 0.01% compulsory convertible cumulative preference shares of Rs 10 each, fully paid up.	-	1,15,13,158	-	-
(iii) Equity shares of Rs 10 each, fully paid up allotted on merger of Madura Garments Lifestyle Retail Company Limited (MGLRCL) (Refer note 23 (11) (ii)).	-	-	5,34,55,883	-
(iv) 8% Cumulative Redeemable Preference shares of Rs 10 each, fully paid up allotted on merger of MGLRCL (Refer note 23 (11) (ii)).	-	-	1,00,00,000	-

E) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

Name of Share Holder	**31 March, 2018**		**31 March, 2017**		**31 March, 2016**		**31 March, 2015**	
I) Equity Share	**Number**	**Rs in lakhs**	Number	Rs in lakhs	Number	Rs in lakhs	Number	Rs in lakhs
(i) Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited), holding company	**64,56,76,417**	**64,567.64**	56,61,35,371	56,613.54	50,61,09,697	50,610.97	45,03,59,697	45,035.97
(ii) ABNL Investment Limited, fellow subsidiary company	-	-	-	-	13,92,738	139.27	1	0.00
(iii) Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	6,12,73,146	6,127.31	5,20,63,146	5,206.31	-	-
II) 0.01% Compulsory Convertible Cumulative Preference Shares of ₹10 each, fully paid up								
Madura Garments Lifestyle Retail Company Limited, fellow subsidiary company	-	-	-	-	-	-	42,50,00,000	42,500.00
Aditya Birla Financial Services Limited, holding company	-	-	-	-	17,50,00,000	17,500.00	17,50,00,000	17,500.00
III) 8 % Cumulative Redeemable Preference Shares of ₹10/- each, fully paid up								
Aditya Birla Capital Limited, holding company	**1,00,00,000**	**1,000.00**	-	-	-	-	-	-
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	1,00,00,000	1,000.00	1,00,00,000	1,000.00	1,00,00,000	1,000.00

Notes to the Reformatted Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

F) Shares in the Company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Share Holder	31 March, 2018		31 March, 2017		31 March, 2016		31 March, 2015	
I) Equity Share of ₹10/- each, fully paid up	**Number**	**% of total paid-up**	**Number**	**% of total paid-up equity capital**	**Number**	**% of total paid-up equity capital**	**Number**	**% of total paid-up equity capital**
(i) Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited), holding company	**64,56,76,417**	**100.00%**	56,61,35,371	90.23%	50,61,09,697	90.45%	45,03,59,697	100.00%
(ii) Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	6,12,73,146	9.77%	5,20,63,146	9.30%	-	-

II) 0.01% Compulsory Convertible Cumulative Preference Shares of ₹10/- each, fully paid up	**Number**	**% of total paid-up**	**Number**	**% of total paid up preference**	**Number**	**% of total paid up preference**	**Number**	**% of total paid up preference**
Madura Garments Lifestyle Retail Company Limited, fellow subsidiary company	-	-	-	-	-	-	42,50,00,000	70.83%
Aditya Birla Financial Services Limited, holding company	-	-	-	-	17,50,00,000	100.00%	17,50,00,000	29.17%

III) 8% Cumulative Redeemable Preference Shares of ₹10/- each, fully paid up	**Number**	**% of total paid-up**	Number	% of total paid-up preference capital	Number	% of total paid-up preference capital	Number	% of total paid-up preference capital
(i) Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited), holding company	**1,00,00,000**	**100.00%**	-	-	-	-	-	-
(ii) Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	-	-	1,00,00,000	100.00%	1,00,00,000	100.00%	-	-

G) Proposed Dividend

	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
(i) Proposed dividend on 10,000,000 8% CRPS of ₹10/- each, fully paid up	**80.00**	80.57	-	-
(ii) Dividend Distribution Tax on proposed dividend	**16.29**	16.40	-	-
	96.29	96.97	-	-

Notes to the Reformatted Financial Statements (Continued)
(Currency: ₹ in Lakhs)

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
2. Reserves and Surplus				
(I) Special Reserve *				
Opening Balance	**34,190.00**	22,480.00	14,300.00	8,880.00
Addition: Amount transferred from surplus balance in the Statement of Profit and Loss	**14,620.00**	11,710.00	8,180.00	5,420.00
Closing Balance	**48,810.00**	34,190.00	22,480.00	14,300.00
(II) Share Premium Account				
Opening Balance	**2,74,113.86**	1,92,371.25	85,059.04	44,031.25
Addition on account of shares issued during the period/year	**58,178.20**	81,742.61	64,670.00	41,027.79
Addition on account of merger (Refer note 23(11))	**-**	-	42,642.21	-
Closing Balance	**3,32,292.06**	2,74,113.86	1,92,371.25	85,059.04
(III) General Reserve				
Opening Balance	**13,660.95**	13,660.95	-	-
General Reserve on account of merger (Refer note 23(11))	**-**	-	13,660.95	-
Closing Balance	**13,660.95**	13,660.95	13,660.95	-
(V) Surplus as per statement of Profit and Loss				
Opening Balance	**1,13,427.03**	66,611.63	54,088.44	32,447.83
Addition				
Profit for the period/year	**73,083.14**	58,525.40	40,860.11	27,067.63
Less: Appropriation				
Transfer to Special Reserve	**14,620.00**	11,710.00	8,180.00	5,420.00
Dividend on Preference Shares	**80.57**	-	81.75	6.00
Tax on Dividend	**16.40**	-	16.82	1.02
Loss on account of merger (Refer note 23(11))	**-**	-	20,062.60	-
Add: Appropriation				
Dividend on Preference Shares on account of merger	**-**	-	4.25	-
Closing Balance	**1,71,793.20**	1,13,427.03	66,611.63	54,088.44
	5,66,556.21	4,35,391.84	2,95,123.83	1,53,447.48

*Special Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act"). In terms of Section 45-IC of the RBI Act, a Non-banking Finance Company is required to transfer an amount not less than 20 per cent of its net profit to a Reserve Fund before declaring any dividend. Appropriation from this Reserve Fund is permitted only for the purposes specified by RBI.

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
3a. Long-Term Borrowings				
Secured				
Redeemable Non Convertible Debentures	**9,07,740.00**	7,70,390.00	5,13,100.00	3,00,320.00
Term Loan from Banks	**8,50,783.99**	6,88,474.39	7,27,463.74	5,23,308.12
	17,58,523.99	14,58,864.39	12,40,563.74	8,23,628.12
Unsecured				
Subordinate Debts - Debentures	**1,49,900.00**	1,33,400.00	69,650.00	55,000.00
Perpetual Debts	**20,000.00**	-	-	-
Compulsory Convertible Debentures	**2,399.13**	2,399.13	-	-
	1,72,299.13	1,35,799.13	69,650.00	55,000.00
	19,30,823.12	15,94,663.52	13,10,213.74	8,78,628.12
3b. Short-Term Borrowings				
Secured				
Demand Loan from Banks	**1,99,000.00**	1,04,500.00	22,000.00	7,500.00
Loan repayable on demand from Banks (Cash Credit)	**1,70,092.43**	1,25,255.77	2,27,059.71	1,19,716.91
	3,69,092.43	2,29,755.77	2,49,059.71	1,27,216.91
Unsecured				
Term Loan / Demand Loan from Banks	**-**	20,000.00	20,000.00	30,000.00
Commercial Papers*	**8,95,356.76**	7,41,495.77	4,12,772.81	2,37,268.65
	8,95,356.76	7,61,495.77	4,32,772.81	2,67,268.65
	12,64,449.19	9,91,251.54	6,81,832.52	3,94,485.56

* Commercial papers shown net of unamortised discounting charges ₹ 12,143.24 lakhs (31 March, 2017 ₹ 8,504.17 lakhs ; 31 March, 2016 Rs. 4,727.19 lakhs ; 31 March, 2015 Rs. 2,731.35 lakhs).

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)	2018		2017		2016		2015	
	Current	**Non Current**	Current	Non Current	Current	Non Current	Current	Non Current
I) Secured Long Term Borrowings								
"The term loan from banks are secured by way of first pari passu charge on the receivables of the Company." The repayment terms and rate of interest of term loans are as under-								
Repayment Terms : Maturing within 1 year, Rate of Interest 7.40 % to 8.35 % p.a. (31 March 2017 : 8.15 % to 9.40 % p.a. ; 31 March 2016 : 9.50 % to 9.75 % p.a. ; 31 March 2015 : 10.20 % to 10.35 % p.a.)	**2,40,700.00**	-	1,05,000.00	-	63,330.31	-	1,33,997.63	-
Repayment Terms : Maturing between 1 to 3 years, Rate of Interest 7.35 % to 8.45 % p.a. (31 March 2017 : 7.75 % to 9.52 % p.a. ; 31 March 2016 : 8.80 % to 9.75 % p.a. ; 31 March 2015 : 9.65 % to 10.35 % p.a.)	-	**4,25,533.32**	-	3,41,724.39	-	4,93,814.54	-	5,23,308.12
Repayment Terms : Maturing after 3 years, Rate of Interest 7.60 % to 8.45 % p.a. (31 March 2017 : 8.15 % to 8.95 % p.a. ; 31 March 2016 : 9.35 % to 9.75 % p.a. ; 31 March 2015 : N.A.)	-	**4,25,250.67**	-	3,46,750.00	-	2,33,649.20	-	-
Debentures Secured by way of mortgage on the immovable property and first pari- passu charge on current assets of the Company:								
Repayment Terms : Maturing within 1 year, Rate of Interest 7.45 % to 9.63 % p.a. (31 March 2017 : 8.20 % to 10.07 % p.a. ; 31 March 2016 : 8.86 % to 10.20 % p.a. ; 31 March 2015 : 8.75 % to 10.59 % p.a.)	**1,88,650.00**	-	2,00,400.00	-	85,520.00	-	52,260.00	-
Repayment Terms : Maturing between 1 to 3 years, Rate of Interest 7.28 % to 9.49 % p.a. (31 March 2017 : 7.60 % to 10.15 % p.a. ; 31 March 2016 : 8.61 % to 10.15 % p.a. ; 31 March 2015 : 8.86 % to 10.20 % p.a.)	-	**6,58,690.00**	-	5,28,240.00	-	3,24,050.00	-	3,00,320.00
Repayment Terms : Maturing after 3 years, Rate of Interest 7.26 % to 10.25 % p.a. (31 March 2017 : 7.70 % to 9.15 % p.a. ; 31 March 2016 : 8.55 % to 10.00 % p.a. ; 31 March 2015 : N.A.)	-	**2,49,050.00**	-	2,42,150.00	-	1,89,050.00	-	-
	4,29,350.00	**17,58,523.99**	3,05,400.00	14,58,864.39	1,48,850.31	12,40,563.74	1,86,257.63	8,23,628.12
II) Unsecured Long term Borrowing								
Subordinate Debts - Debentures 8.25 % to 10.60 % p.a. (Redeemable from May, 2019 to May, 2027) (31 March 2017 : 8.25 % to 10.60 % p.a. ; 31 March 2016 : 9.10 % to 10.60 % p.a.; 31 March 2015 : 9.45 % to 10.60 % p.a.)	-	**1,49,900.00**	-	1,33,400.00	-	69,650.00	-	55,000.00
Perpetual Debts 8.31% p.a. (Maturing in July, 2027)	-	**20,000.00**	-	-	-	-	-	-
0.10% Compulsory Convertible Debentures (Convertible in March, 2023)	-	**2,399.13**	-	2,399.13	-	-	-	-
	-	**1,72,299.13**	-	**1,35,799.13**	-	**69,650.00**	-	**55,000.00**
	4,29,350.00	**19,30,823.12**	**3,05,400.00**	**15,94,663.52**	**1,48,850.31**	**13,10,213.74**	**1,86,257.63**	**8,78,628.12**
III) Secured Short Term Borrowings								
Cash Credit secured by way of first pari-passu charge on receivables of the Company	**1,70,092.43**	-	1,25,255.77	-	2,27,059.71	-	1,19,716.91	-
Working Capital Demand Loan secured by way of first pari-passu charge on receivables of the Company - Rate of Interest 7.25% to 8.10 % p.a. (31 March 2017 : 7.67% to 9.25 % p.a.)	**1,99,000.00**	-	1,04,500.00	-	22,000.00	-	7,500.00	-
IV) Unsecured Short Term Borrowings								
Demand Loan from Banks - Rate of Interest 9.25% to 9.50 % p.a. (31 March 2017 : 9.25% to 9.50 % p.a. ; 31 March 2016 : 9.70 % to 9.90 % p.a. ; 31 March 2015 : 10.40 % to 11.05 % p.a.)	-	-	20,000.00	-	20,000.00	-	30,000.00	-
Commercial Papers - Rate of Interest 6.75 % to 7.92 % p.a. (31 March 2017 : 6.52 % to 7.30 % p.a.)	**8,95,356.76**	-	7,41,495.77	-	4,12,772.81	-	2,37,268.65	-
Loan from Related Parties	-	-	-	-	-	-	-	-
	12,64,449.19	-	9,91,251.54	-	6,81,832.52	-	3,94,485.56	-

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
4. Trade Payables				
Other than micro and small enterprises				
Trade payables	7,727.84	6,273.50	2,551.55	2,139.35
Trade payables for salaries, bonus and other employee benefits	5,613.60	4,278.54	2,539.88	2,066.60
	13,341.44	10,552.04	5,091.43	4,205.95
5a. Other Long Term Liabilities				
Interest accrued	13,863.50	15,950.74	15,484.01	1,820.44
Income received in advance	-	14.86	-	-
	13,863.50	15,965.60	15,484.01	1,820.44
5b. Other Current Liabilities				
Current maturities of Long Term Borrowings (Refer note 3a (I))	2,40,700.00	1,05,000.00	63,330.31	1,33,997.63
Current maturities of Redeemable Non Convertible Debentures (Refer note 3a (I))	1,88,650.00	2,00,400.00	85,520.00	52,260.00
Interest accrued on Borrowings	70,455.49	56,332.19	24,486.41	28,698.41
Book Overdraft	13,369.82	36,527.16	39,480.02	22,599.33
Income received in advance	1,221.81	807.25	730.80	449.81
Others				
TDS Payable	218.83	199.91	232.50	130.70
Goods and Service Tax/Service Tax Payable	902.47	4.20	5.99	4.62
Other Statutory dues payable	157.69	104.39	89.24	45.97
Margin Money from Customers	129.47	226.76	190.57	195.88
Other Payable	7,049.02	3,066.41	1,289.98	1,984.02
	5,22,854.60	4,02,668.27	2,15,355.82	2,40,366.37
6a. Long Term Provisions				
Provision for Employee benefits	3,689.90	1,240.72	1,449.49	2,369.44
Other Provisions				
Provision for diminution on account of restructuring	-	-	-	192.00
Contingent Provision against Standard Assets	11,816.29	8,517.02	4,934.39	2,322.15
Provision for Doubtful Debts and Advances	11,308.17	8,659.66	10,143.55	7,514.69
Provision for Soft Accounts	3,473.00	2,023.00	-	-
General Contingency Provision	145.63	-	-	1,262.83
	30,432.99	20,440.40	16,527.43	13,661.11
6b. Short Term Provisions				
Provision for Employee benefits	444.27	2,236.51	2,484.95	-
Provision for Leave Benefits	948.66	907.59	555.67	391.75
Provision for Gratuity (Refer note 23 (5))	70.48	598.03	202.08	93.66
Other Provisions				
Contingent Provision against Standard Assets	5,185.24	3,208.13	2,600.11	1,939.92
Proposed Dividend on Preference Shares	-	-	81.75	6.00
Provision for Corporate Dividend Tax	-	-	16.64	1.02
Provision for Income Tax (Net of advance tax ₹. 35,620.51 lakhs 31 March, 2017 ₹. 48,180.06 lakhs ; 31 March, 2016 Rs. 21,068.52 lakhs ; 31 March, 2015 Rs. 14,923.40 lakhs)	4,894.49	325.94	2,368.48	586.60
General Contingency Provision	63.91	-	-	1,054.97
	11,607.05	7,276.20	8,309.68	4,073.92

(Currency: ₹ in Lakhs)

Note 7

Property, Plant & Equipments

	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Leasehold Improvements	Total
Gross Block							
As at 31 March, 2014	**26.27**	**467.89**	**74.45**	**112.49**	**110.77**	**276.81**	**1,068.68**
Additions	-	229.73	31.85	114.86	57.46	260.57	**694.48**
Deletions/Adjustment	-	0.50	0.11	16.26	0.06	0.45	**17.38**
As at 31 March, 2015	**26.27**	**697.12**	**106.19**	**211.09**	**168.17**	**536.93**	**1,745.77**
Additions	-	259.96	16.26	166.76	58.55	64.04	**565.57**
Deletions/Adjustment	-	0.50	-	57.37	0.10	0.10	**58.07**
As at 1 April, 2016	**26.27**	**956.58**	**122.45**	**320.48**	**226.62**	**600.87**	**2,253.27**
Acquisition from Merger (Refer note 23 (11))	-	266.47	133.96	3.17	117.59	155.36	**676.55**
Additions	-	505.05	10.58	266.80	86.22	14.97	**883.62**
Deletions/Adjustment	-	109.93	53.01	14.92	79.57	131.70	**389.13**
As at 31 March, 2017	**26.27**	**1,618.17**	**213.98**	**575.53**	**350.87**	**639.50**	**3,424.31**
Additions	-	475.88	34.91	334.81	86.85	268.39	**1,200.84**
Deletions/Adjustment	-	9.86	11.82	11.48	16.23	25.43	**74.83**
As at 31 March, 2018	**26.27**	**2,084.20**	**237.07**	**898.86**	**421.49**	**882.46**	**4,550.32**
Accumulated Depreciation							
As at 31 March, 2014	**4.04**	**291.63**	**47.93**	**36.85**	**79.10**	**236.77**	**696.32**
Additions	0.39	105.05	14.61	35.43	21.63	89.61	**266.72**
Deletions/Adjustment	-	0.08	0.11	5.10	0.06	0.43	**5.78**
As at 31 March, 2015	**4.43**	**396.60**	**62.43**	**67.17**	**100.67**	**325.96**	**957.26**
Additions	0.46	137.45	26.49	46.93	39.11	115.86	**366.29**
Deletions/Adjustment	-	0.25	-	24.86	0.08	0.10	**25.30**
As at 1 April, 2016	**4.89**	**533.79**	**88.93**	**89.24**	**139.69**	**441.71**	**1,298.25**
Acquisition from Merger (Refer note 23 (11))	-	205.33	113.66	0.30	110.24	143.17	**572.70**
For the year	0.46	225.31	33.35	90.27	64.66	119.53	**533.58**
Deletions/Adjustment	-	107.30	51.77	8.75	77.96	124.96	**370.74**
As at 31 March, 2017	**5.35**	**857.13**	**184.16**	**171.06**	**236.63**	**579.46**	**2,033.79**
Additions	0.46	350.83	34.66	132.47	68.31	85.76	**672.48**
Deletions/Adjustment	-	9.47	11.66	6.75	13.92	25.60	**67.40**
As at 31 March, 2018	**5.81**	**1,198.49**	**207.17**	**296.78**	**291.02**	**639.60**	**2,638.87**
Net block as at 31 March, 2018	**20.46**	**885.70**	**29.90**	**602.08**	**130.47**	**242.86**	**1,911.45**
Net block as at 31 March, 2017	**20.92**	**761.04**	**29.82**	**404.47**	**114.24**	**60.04**	**1,390.52**
Net block as at 31 March, 2016	**21.38**	**422.79**	**33.52**	**231.24**	**86.93**	**159.15**	**955.02**
Net block as at 31 March, 2015	**21.84**	**300.53**	**43.76**	**143.92**	**67.51**	**210.97**	**788.52**

Intangible Assets

	Goodwill	Trade Names and Other Business Rights	Software	Total
Gross Block				
As at 31 March, 2014	**-**	**-**	**1,237.34**	**1,237.34**
Additions	-	-	211.78	**211.78**
Deletions/Adjustment	-	-	-	**-**
As at 31 March, 2015	**-**	**-**	**1,449.12**	**1,449.12**
Additions	-	-	295.50	**295.50**
Deletions/Adjustment	-	-	-	**-**
As at 1 April, 2016	**-**	**-**	**1,744.62**	**1,744.62**
Acquisition from Merger (Refer note 23 (11))	-	367.18	301.25	**668.43**
Additions	2,545.52	-	1,558.68	**4,104.20**
Deletions/Adjustment	-	-	16.80	**16.80**
As at 31 March, 2017	**2,545.52**	**367.18**	**3,587.75**	**6,500.45**
Additions	-	-	2,362.11	**2,362.11**
Deletions/Adjustment	-	-	-	**-**
As at 31 March, 2018	**2,545.52**	**367.18**	**5,949.86**	**8,862.56**
Accumulated Depreciation				
As at 31 March, 2014	**-**	**-**	**550.27**	**550.27**
Additions	-	-	404.24	**404.24**
Deletions/Adjustment	-	-	-	**-**
As at 31 March, 2015	**-**	**-**	**954.51**	**954.51**
Additions	-	-	393.81	**393.81**
Deletions/Adjustment	-	-	-	**-**
As at 1 April, 2016	**-**	**-**	**1,348.32**	**1,348.32**
Acquisition from Merger (Refer note 23 (11))	-	367.18	258.22	**625.40**
For the year	509.10	-	426.18	**935.29**
Deletions/Adjustment	-	-	16.66	**16.66**
As at 31 March, 2017	**509.10**	**367.18**	**2,016.06**	**2,892.35**
Additions	509.10	-	808.44	**1,317.54**
Deletions/Adjustment	-	-	-	**-**
As at 31 March, 2018	**1,018.21**	**367.18**	**2,824.50**	**4,209.89**
Net block as at 31 March, 2018	**1,527.31**	**-**	**3,125.36**	**4,652.66**
Net block as at 31 March, 2017	**2,036.41**	**-**	**1,571.69**	**3,608.09**
Net block as at 31 March, 2016	**-**	**-**	**396.30**	**396.30**
Net block as at 31 March, 2015	**-**	**-**	**494.61**	**494.61**

Notes :

1) Redeemable Non Convertible Debentures are secured by charge on immovable property of the Company .

2) Office Equipments include Gross Assets amounting to ₹ 2.19 lakhs (31 March, 2017 : ₹ 2.19 lakhs; 31 March, 2016 : ₹ 2.19 lakhs; 31 March, 2015 : ₹ 2.19 lakhs; 31 March, 2014 : ₹ 2.19 lakhs) held jointly with Aditya Birla Sun Life Insurance Company Limited.

Reformatted Notes to the Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

8a. Non Current Investments

Long Term, Fully Paid up	Face value (₹)	As at 31 March, 2018 Numbers	As at 31 March, 2018 ₹ in lakhs	As at 31 March, 2017 Numbers	As at 31 March, 2017 ₹ in lakhs	As at 31 March, 2016 Numbers	As at 31 March, 2016 ₹ in lakhs	As at 31 March, 2015 Numbers	As at 31 March, 2015 ₹ in lakhs
(A) Equity Shares									
Trade Investment									
Unquoted									
Investment in Subsidiary									
Aditya Birla Online Fashion Private Limited (Formerly known as Aditya Birla Securities Private Limited)	10	-	-	-	-	-	-	-	-
Quoted									
HDFC Bank Limited	2	-	-	1,300	0.04	1,300	0.04	1,300	0.04
MOIL Limited	10	**24,490**	**45.92**	12,245	45.92	12,245	45.92	12,245	45.92
Unquoted									
Birla Management Centre Services Limited	10	**2,000**	**0.20**	2,000	0.20	2,000	0.20	2,000	0.20
Birla Sun Life Trustee Company Private Limited	10	-	-	-	-	-	-	-	-
SWAWS Credit Corporation Private Limited	10	-	-	-	-	-	-	3,93,748	39.37
(B) Preference Shares									
Non Trade Investment									
Quoted									
Vedanta Limited 7.50 % Non-Cumulative Non Convertible Redeemable Preference Shares	10	**2,13,32,924**	**2,129.03**	-	-	-	-	-	-
Unquoted									
Share Microfin Limited 0.001 % Optionally Convertible Cumulative Redeemable Preference Shares	10	**95,72,750**	**957.28**	95,72,750	957.28	98,54,834	985.48	1,16,82,000	1,168.20
Tata Motors Finance Limited (formerly known as Sheba Properties Limited) 8.20 % Compulsory Convertible Cumulative Preference Shares	100	**1,00,00,000**	**20,000.00**	-	-	-	-	-	-
(C) Debentures									
Non Trade Investment									
Unquoted									
SWAWS Credit Corporation Private Limited Optionally Convertible Debentures carrying fixed coupon rate of 12 % p.a. (Refer note 23 (13))	100	-	-	-	-	-	-	13,125	13.13
(D) Others									
Non Trade Investment									
Unquoted									
PMS Investment			**500.00**		500.00		500.00		500.00
Investment in Alternate Fund			**7,000.00**		5,962.87		2,000.00		-
Total (A+B+C)			**30,632.43**		7,466.31		3,531.64		1,766.86
Less: Provision for diminution on investments			**(957.28)**		(978.74)		(771.47)		(74.00)
			29,675.15		6,487.57		2,760.17		1,692.86
i) Aggregate amount of Quoted Investments			**2,174.95**		45.96		45.96		45.96
ii) Aggregate amount of Unquoted Investments			**27,500.20**		6,441.61		2,714.21		1,646.90
iii) Aggregate market value of Quoted Investments			**2,176.96**		57.19		40.55		47.12
iv) Aggregate market value of PMS Investments			**1,552.26**		1,253.18		974.63		1,009.66

v) Aggregate provision for diminution in value of investments ₹ 957.28 lakhs (31 March, 2017 : ₹ 978.74 lakhs)

vi) Non Current Investments valued at cost unless otherwise stated.

Reformatted Notes to the Financial Statements *(Continued)*

(Currency: ₹ in Lakhs)

8b. Current Investments

	Face value (₹)	As at 31 March, 2018 Numbers	As at 31 March, 2018 ₹ in lakhs	As at 31 March, 2017 Numbers	As at 31 March, 2017 ₹ in lakhs	As at 31 March, 2016 Numbers	As at 31 March, 2016 ₹ in lakhs	As at 31 March, 2015 Numbers	As at 31 March, 2015 ₹ in lakhs
Trade Investment									
Non Convertible Debentures									
Unquoted									
Mahindra Worldcity Jaipur Limited	10,00,000	-	-		-	1,650	16,500.00	-	-
AU Financiers (India) Limited	10,00,000	-	-		-	1,000	10,000.00	-	-
Dalmia Cement Bharat Limited	10,00,000	-	-		-	1,000	10,000.00	-	-
KKR Financial Services Private Limited	1,00,00,000	-	-	100	10,000.00	50	5,000.00	-	-
Indiabulls Housing Finance Company Limited	10,00,000	-	-		-	500	5,000.00	-	-
Karvy Financial Services Private Limited (CP)	10,00,000	-	-	-	-	-	-	500	2,431.06
RHC Holding Private Limited	10,00,000	-	-	-	-	-	-	-	-
Vijaya Bank	10,00,000	**8**	**80.00**	1,947	19,470.00	-	-	-	-
OBC Bank	10,00,000	-	-	1,070	10,700.00	-	-	-	-
SD Corp Private Limited	1,00,00,000	**50**	**5,000.00**	50	5,000.00	-	-	-	-
Bank of Baroda	10,00,000	**1,212**	**12,120.00**	1,250	12,500.00	-	-	-	-
Allahabad Bank	10,00,000	-	-	175	1,750.00	-	-	-	-
ICICI Bank Limited	10,00,000	-	-	1,000	10,000.00	-	-	-	-
Axis Bank Limited	10,00,000	-	-	1,000	10,000.00	-	-	-	-
Hindalco Industries Limited	10,00,000	**850**	**8,500.00**	-	-	-	-	-	-
HPCL- MITTAL Pipelines Limited	10,00,000	**2,000**	**20,000.00**	-	-	-	-	-	-
Corporation Bank	10,00,000	**250**	**2,487.00**	-	-	-	-	-	-
Punjab And Sind Bank	10,00,000	**686**	**6,860.00**	-	-	-	-	-	-
Yes Bank	10,00,000	**192**	**1,913.49**	-	-	-	-	-	-
UCO Bank	10,00,000	-	-	-	-	-	-	-	-
Punjab National Bank	10,00,000	**285**	**2,755.69**	-	-	-	-	-	-
State Bank of India	10,00,000	**450**	**4,500.00**	-	-	-	-	-	-
Classic Mall Development Limited	10,00,000	**450**	**4,500.00**	-	-	-	-	-	-
U.P. Power Corporation Ltd	10,00,000	**260**	**2,592.70**	-	-	-	-	-	-
Sunny View Estates Private Limited	10,00,000	**1,600**	**16,000.00**	-	-	-	-	-	-
			87,308.88		79,420.00		46,500.00		2,431.06
i) Aggregate amount of Unquoted Investments			87,308.88		79,420.00		46,500.00		2,431.06
ii) Aggregate amount of Quoted Investments			-		-		-		-
iii) Aggregate market value of Quoted Investments			-		-		-		-
iv) Aggregate provision for diminution in value of investments ₹. 121.12 lakhs(31 March, 2017 : ₹. Nil)			-		-		-		-

v) Current Investments are stated at lower of cost and market/fair values.

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
9. Deferred Tax Assets (Net)				
Deferred Tax Assets				
Depreciation			22.64	
Provision for Doubtful Debts	1,279.71	1,752.98	3,510.48	2,554.24
Contingent Provisions against Standard Assets	5,883.89	4,057.84	2,607.54	1,448.68
General Contingency Provision	72.52	-	-	787.82
Other Provisions	3,033.33	1,928.24	1,334.40	971.30
Deferred Tax Liabilities				
Depreciation	(61.65)	(60.25)		(21.97)
	10,207.80	7,678.81	7,475.06	5,740.07
10a. Long-Term Loans and Advances				
a. Secured, considered good				
Loans	25,40,911.98	20,60,317.43	15,09,326.02	8,71,903.64
	25,40,911.98	20,60,317.43	15,09,326.02	8,71,903.64
b. Unsecured, considered good				
(i) Loans	3,91,031.55	3,75,187.05	1,35,693.51	56,955.85
(ii) Other Advances				
-Advance Income Taxes (Net of provision for taxation ₹ 64,016.00 lakhs 31 March, 2017 : ₹ 38,947.00 lakhs ; 31 March, 2016 : Rs 26,520.00 lakhs ; 31 March, 2015 Rs 16,780.00 lakhs)	3,031.41	891.54	1,042.03	374.35
- Security Deposits	1,873.28	1,204.26	347.68	375.81
- Prepaid Expenses	12.69	149.62	17.33	17.16
- Capital Advances	182.68	46.77	16.36	28.05
	3,96,131.61	3,77,479.24	1,37,116.91	57,751.22
c. Doubtful*				
Loans	38,572.95	15,718.34	15,717.30	15,299.77
	38,572.95	15,718.34	15,717.30	15,299.77
	29,75,616.54	24,53,515.01	16,62,160.23	9,44,954.62

* Represents non-performing assets classified as sub-standard and doubtful in accordance with norms for classification of assets as per RBI Prudential norms for Non-Banking Finance Companies.

10b. Short-Term Loans and Advances				
a. Secured, considered good				
Loans	8,45,706.23	6,35,834.40	5,60,354.48	5,39,377.43
	8,45,706.23	6,35,834.40	5,60,354.48	5,39,377.43
b. Unsecured, considered good				
(i) Loans	3,94,728.70	2,38,117.52	2,72,742.80	2,24,999.89
(ii) Other Advances				
- Loans and Advances to Related Parties	26.68	243.87	28.33	53.66
- Security Deposits	94.24	90.52	290.01	18.54
- Prepaid Expenses	941.38	707.38	372.15	179.28
- Goods and Service Tax/Service Tax Input Credit Receivable	1,154.96	248.44	12.75	63.79
- Other Advances	808.23	462.44	462.87	147.09
	3,97,754.19	2,39,870.17	2,73,908.91	2,25,462.25
	12,43,460.42	8,75,704.57	8,34,263.39	7,64,839.68

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015
11. Trade Receivables				
Outstanding for a period exceeding six months				
Doubtful	**69.40**	**60.05**	**-**	**-**
Less: Provision for Doubtful Debts	**(69.40)**	**(60.05)**	**-**	**-**
	-	**-**	**-**	**-**
Other Receivables				
Secured, considered good	**1,063.10**	**185.17**	**583.69**	**34.42**
Unsecured, considered good	**1,767.02**	**1,000.65**	**-**	**-**
Doubtful	**-**	**12.81**	**-**	**-**
Less: Provision for Doubtful Debts	**-**	**(12.81)**	**-**	**-**
	2,830.12	**1,185.82**	**583.69**	**34.42**
	2,830.12	**1,185.82**	**583.69**	**34.42**
12. Cash and Cash Equivalent				
Cheques in hand	**5,528.17**	**-**	**-**	**-**
Balances with Banks in Current Accounts	**1,561.12**	**13,571.83**	**112.46**	**15,891.96**
	7,089.29	**13,571.83**	**112.46**	**15,891.96**
13. Other Current Assets				
Other receivables	**80.98**	**505.39**	**37.69**	**31.38**
Interest Accrued but not due/Interest/Premium Receivable	**55,845.41**	**39,942.70**	**33,419.01**	**11,542.34**
	55,926.39	**40,448.09**	**33,456.70**	**11,573.72**

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)

	Year ended 31 March, 2018	Year ended 31 March, 2017	Year ended 31 March, 2016	Year ended 31 March, 2015
14. Revenue From Operations				
Interest Income on				
Loans	**3,94,857.14**	**3,08,024.40**	**2,27,520.42**	**1,65,502.38**
Investments	**11,582.26**	**3,830.87**	**2,148.02**	**389.09**
Stock of Securities	**4,000.18**	**4,708.54**	**3,137.66**	**3,196.87**
	4,10,439.58	**3,16,563.81**	**2,32,806.10**	**1,69,088.34**
Other Financial Income				
Gain on sale of Investments (Net)	**915.54**	**878.88**	**87.52**	**406.42**
Gain on Stock of Securities (Net)	**1,429.52**	**2,088.22**	**1,462.32**	**765.81**
Syndication and Other Fee Income	**25,941.10**	**17,043.32**	**11,963.67**	**7,763.16**
Brokerage and Commission Income	**9,187.80**	**5,889.81**	**-**	**-**
Dividend Income on Investments	**86.21**	**5.56**	**8.41**	**6.53**
	37,560.17	**25,905.79**	**13,521.92**	**8,941.92**
	4,47,999.75	**3,42,469.60**	**2,46,328.02**	**1,78,030.26**
15. Other Income				
Miscellaneous Income	**113.18**	**140.53**	**2,201.55**	**2.57**
	113.18	**140.53**	**2,201.55**	**2.57**
16. Finance Costs				
Interest Expenses	**1,96,237.66**	**1,61,324.58**	**1,24,411.84**	**80,226.72**
Discounting charges on Commercial Paper	**62,290.62**	**45,540.88**	**29,439.06**	**30,129.29**
Other Borrowing Costs	**1,061.11**	**840.67**	**507.21**	**489.76**
	2,59,589.39	**2,07,706.13**	**1,54,358.11**	**1,10,845.77**
17. Employee Benefit Expenses				
Salaries, Bonus and Allowances	**31,211.12**	**22,984.53**	**12,924.26**	**10,551.31**
Contribution to Provident and Other Funds	**871.32**	**1,067.97**	**582.15**	**371.71**
Staff Welfare Expenses	**1,378.90**	**932.50**	**679.50**	**431.96**
Employee Stock Option Plan Expenses	**704.73**	**-**	**-**	**-**
	34,166.07	**24,985.00**	**14,185.91**	**11,354.98**

Notes to the Reformatted Financial Statements (Continued)

(Currency: ₹ in Lakhs)

	Year ended 31 March, 2018	Year ended 31 March, 2017	Year ended 31 March, 2016	Year ended 31 March, 2015
18. Other Expenses				
Rent	**2,722.52**	**1,860.28**	**1,028.97**	**899.29**
Travelling and Conveyance	**2,242.24**	**1,560.97**	**916.93**	**804.16**
Water and Electricity	**316.07**	**249.53**	**109.67**	**87.99**
Repairs and Maintenance:				
Plant and Machinery	**14.54**	**6.54**	**2.00**	**1.89**
Others	**1,290.11**	**743.28**	**367.32**	**440.91**
Insurance	**395.54**	**254.49**	**189.01**	**107.78**
Communication Expenses	**449.11**	**277.65**	**162.34**	**117.47**
Legal and Professional Charges	**3,917.08**	**2,323.12**	**1,430.27**	**1,399.04**
Profit/Loss on Sale of Fixed Assets (Net)	**(0.89)**	**0.98**	**8.84**	**2.71**
Rates and Taxes	**967.78**	**754.28**	**497.53**	**450.08**
Printing and Stationery	**308.34**	**195.56**	**108.62**	**108.56**
Contract Service Charges	**433.83**	**217.58**	**140.28**	**92.04**
Information Technology Expenses	**930.41**	**475.25**	**250.87**	**233.48**
Business / Sales Promotion Expenses	**1,877.80**	**413.00**	**329.92**	**271.44**
Advertisement Expenses	**549.75**	**420.14**	**380.85**	**636.91**
Postage Expenses	**140.42**	**67.84**	**44.67**	**31.74**
Bank Charges	**125.86**	**97.10**	**144.75**	**63.96**
Brokerage and Commission	**7,308.69**	**2,892.79**	**1,416.66**	**1,604.88**
Corporate Social Responsibility (CSR) Expenses	**534.19**	**859.38**	**314.15**	**-**
Sub-Brokerage and Fees	**973.81**	**1,101.57**	**-**	**-**
Recruitment Expenses	**256.79**	**123.45**	**28.08**	**37.09**
Miscellaneous Expenses	**1,236.12**	**470.72**	**98.22**	**296.96**
	26,990.11	**15,365.50**	**7,969.95**	**7,688.38**
19. Provisions and Write - offs (Net)				
Bad debts/Advances Written off	**4,783.82**	**4,946.42**	**2,523.95**	**3,017.05**
Investments Written off	**-**	**-**	**52.50**	**-**
Provision for Doubtful Debts and Advances	**7,318.01**	**3,455.41**	**5,074.50**	**4,601.34**
Provision for Doubtful Debts written back	**(4,669.50)**	**(4,949.77)**	**(2,445.64)**	**(3,018.53)**
Provision for Diminution in value of Current Investments	**121.12**	**22.08**	**3.71**	**-**
Provision for Diminution in value of long term Investments	**(16.87)**	**207.28**	**750.00**	**28.05**
Provision for diminution in Investments written back	**(22.08)**	**(3.71)**	**(274.70)**	**187.05**
Diminution in AIF investment	**-**	**-**	**-**	**-**
Provision for Premium on Investments written back	**-**	**-**	**(336.87)**	**-**
Contingent Provisions against Standard Assets	**5,276.38**	**4,190.65**	**3,272.43**	**1,420.64**
Provision for Soft Accounts	**1,450.00**	**2,023.00**	**-**	**-**
General Contingency Provision	**209.54**	**-**	**0.00**	**152.61**
	14,450.42	**9,891.36**	**8,619.88**	**6,388.21**

(Currency: ₹ in Lakhs)

20. Earnings Per Share (EPS)

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Net Profit after Tax	**73,083.14**	**58,525.40**	**40,860.11**	**27,067.63**
Less: Dividend on Preference Shares (including Corporate Dividend Tax)	**96.29**	**96.97**	**98.57**	**7.02**
Net Profit after Tax available for equity shareholders	**72,986.85**	**58,428.43**	**40,761.54**	**27,060.61**
Weighted average number of equity shares outstanding (Numbers)	**63,23,59,361**	**57,69,32,519**	**46,62,05,849**	**34,05,38,512**
Basic and Diluted Earnings per share (₹)	**11.54**	**10.13**	**8.74**	**7.95**

Note: In absence of the rate at which, 0.01% Compulsory Convertible Cumulative Preference Shares of the Company shall be converted, its effect on diluted EPS has not been worked out.

Notes to the Reformatted Financial Statements (Continued)
(Currency: ₹ in Lakhs)

21A. Disclosure in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

Sr No.	Particulars	31 March, 2018		31 March, 2017		31 March, 2016	
	Liabilities side :	Amount out-standing	Amount overdue	Amount out-standing	Amount overdue	Amount out-standing	Amount overdue
1)	**Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:**						
	(a) Debentures : Secured (including interest accrued but not due of ₹ 71,412.32 lakhs, 31 March, 2017 : ₹ 58,264.64 lakhs,31 March, 2016 :₹ 34,009.00 lakhs)	**11,67,802.32**	-	**10,29,054.64**	-	**6,32,629.00**	-
	: Unsecured (including interest accrued but not due of ₹ 7,213.84 lakhs, 31 March, 2017 : ₹ 5,991.80 lakhs, 31 March, 2016 : ₹ 3,093.36 lakhs) (other than falling within the meaning of public deposits*)	**1,59,512.97**	-	**1,41,790.93**	-	**72,743.36**	-
	(b) Perpetual Debts(including interest accrued but not due of ₹ 1,195.41 lakhs, 31 March, 2017 : ₹ Nil)**	**21,195.41**	-	**0.00**	-	-	-
	(c) Deferred Credits	**0.00**	-	**0.00**	-	-	-
	(d) Term Loans(including interest accrued but not due of ₹ 4,408.70 lakhs, 31 March, 2017 : ₹ 8,062.38 lakhs, 31 Marc	**12,94,892.69**	-	**9,26,036.77**	-	**8,35,661.98**	-
	(e) Inter-corporate loans and borrowing (including interest accrued but not due of ₹ Nil)				-	-	-
	(f) Commercial Paper	**8,95,356.76**	-	**7,41,495.77**	-	**4,12,772.81**	-
	(g) Other Loans (Cash Credit)	**1,70,092.43**	-	**1,25,255.77**	-	**2,27,059.71**	-
		37,08,852.58	-	29,63,633.88	-	**21,80,866.85**	-

* Please see Note 1 below and ** Please see Note 4 below.

		31 March, 2018	31 March, 2017	31 March, 2016
	Assets side :	Amount out-standing	Amount out-standing	Amount out-standing
2)	**Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :**			
	(a) Secured :	**33,86,618.21**	**26,96,151.84**	**20,69,680.50**
	(b) Unsecured :	**8,24,359.88**	**6,29,221.49**	**4,24,170.84**
	(includes those in nature of loans and excludes Advances Recoverable in cash or kind or for value to be received, Advance Payment of Taxes and Other Deposits)			
3)	**Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities :**			
	(i) Lease assets including lease rentals under sundry debtors :			
	(a) Financial lease	-	-	-
	(b) Operating lease	-	-	-
	(ii) Stock on hire including hire charges under sundry debtors:			
	(a) Assets on hire	-	-	-
	(b) Repossessed Assets	-	-	-
	(iii) Other loans counting towards AFC activities			
	(a) Loans where assets have been repossessed	-	-	-
	(b) Loans other than (a) above	-	-	-
		42,10,978.09	**33,25,373.33**	**24,93,851.34**

Notes to the Reformatted Financial Statements (Continued)
(Currency: ₹ in Lakhs)

21A. ***Continued***

Assets side :	**31 March, 2018 Amount out-standing**	**31 March, 2017 Amount out-standing**	**31 March, 2016 Amount out-standing**	
4) Break-up of Investments :				
Short Term investments :				
1. Quoted :				
(i) Shares : (a) Equity	-	-	-	-
(b) Preference	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of mutual funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others (Commercial Paper)	-	-	-	-
2. Unquoted :				
(i) Shares : (a) Equity	-	-	-	-
(b) Preference	-	-	-	-
(ii) Debentures and Bonds	**87,308.88**	**79,420.00**	**46,500.00**	-
(iii) Units of mutual funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others (Commercial Paper)	-	-	-	-
Long Term investments :				
1. Quoted :				
(i) Shares : (a) Equity	**45.92**	**24.49**	**24.49**	-
(b) Preference	**2,129.03**	-	-	-
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of mutual funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others (Please specify)	-	-	-	-
2. Unquoted :				
(i) Shares : (a) Equity	**0.20**	**0.20**	**0.20**	**0.00**
(b) Preference	**20,000.00**	**-**	**235.48**	**0.00**
(ii) Debentures and Bonds	-	-	-	-
(iii) Units of mutual funds	-	-	-	-
(iv) Government Securities	-	-	-	-
(v) Others (PMS and Alternate Fund)	**7,500.00**	**6,562.33**	**2,500.00**	**0.00**

5) Borrower group-wise classification of assets financed as in (2) and (3) above :
Please see Note 2 below

Category	**31 March, 2018 Net of Provisions**				**31 March, 2017** Net of Provisions			31 March, 2016 Net of Provisions		
	Secured	**Unsecured**	**Unsecured**	**Total**	Secured	Unsecured	Total	Secured	Unsecured	Total
1) Related Parties**										
(a) Subsidiaries	-	-	-	-	-	-	-	-	-	-
(b) Companies in the same group	**12,600**	**-**	**17,021**	**29,621**	**41,623**	**15,000**	**56,623**	**23,424.81**	**31,678.99**	**55,103.80**
(c) Other related parties	**-**	**-**	**27**	**27**	**-**	**244**	**244**	**-**	**28.33**	**28.33**
2) Other than related parties	**33,74,018**	**-**	**8,07,313**	**41,81,331**	**26,54,529**	**6,13,978**	**32,68,507**	**20,46,255.69**	**3,92,463.52**	**24,38,719.21**
	33,86,618.21	**-**	**8,24,359.88**	**42,10,978.09**	26,96,151.84	6,29,221.49	33,25,373.32	20,69,680.51	4,24,170.84	24,93,851.34

** As per Accounting Standard of ICAI (Please see Note 3)

Notes to the Reformatted Financial Statements (Continued)
(Currency: ₹ in Lakhs)

21A. ***Continued***

6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Please see note 3 below

Category	31 March, 2018		31 March, 2017		31 March, 2016	
	Market Value / Break up or fair value or NAV	**Book Value (Net of Provisions)**	**Market Value / Break up or fair value or NAV**	**Book Value (Net of Provisions)**	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1) Related Parties**						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2) Other than related parties	**1,31,160.96**	**1,16,984.02**	**87,015.12**	**86,007.02**	**49,840.85**	**49,260.17**
	1,31,160.96	**1,16,984.02**	**87,015.12**	**86,007.02**	**49,840.85**	**49,260.17**

Note: Break up value derived from the latest available Balance Sheet of the Company.
** As per Accounting Standard of ICAI (Please see Note 3)

7) Other information :

	31 March, 2018	**31 March, 2017**	**31 March, 2016**	
(i) Gross Non-Performing Assets :				
(a) Related parties	-	-	-	-
(b) Other than related parties	**38,572.96**	**15,718.33**	**15,717.31**	**-**
(ii) Net Non-Performing Assets :				
(a) Related parties	-	-	-	-
(b) Other than related parties	**27,275.26**	**7,069.14**	**5,573.76**	**-**
(iii) Assets acquired in satisfaction of debt :	-	-		

Notes:

1 As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

4 During the year ended 31 March, 2018 the Company has raised ₹ 20,000 lakhs (31 Match, 2017 ₹ Nil) through perpetual debt instrument. Closing balance as on 31 March, 2018 is ₹ 20,000 lakhs (31 March, 2017 ₹ Nil), the same is 3.15% of tier I Capital as on 31 March, 2018.

Notes to the Reformatted Financial Statements (Continued)

(Currency: Rupees in Lakhs)

21A. Disclosure in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

Sr No.	Particulars	31 March 2015	
	Liabilities side :	**Amount out-standing**	**Amount overdue**
1)	**Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:**		
	(a) Debentures : Secured (including interest accrued but not due of Rs.18,910.71 lakhs, Rs.13,384.77 lakhs)	3,71,490.71	-
	: Unsecured (including interest accrued but not due of Rs.9,471.94 lakhs, Rs.5,704.68 lakhs) (other than falling within the meaning of public deposits*)	64,471.94	-
	(b) Deferred Credits	-	-
	(c) Term Loans	6,87,305.75	-
	(d) Inter-corporate loans and borrowing (including interest accrued but not due of Rs. nil)	-	-
	(e) Commercial Paper	2,37,268.65	-
	(f) Other Loans (Working Capital) & Others	1,19,716.91	-
		14,80,253.96	-
	* Please see Note 1 below		

	Assets side :	**Amount out-standing**
2)	**Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :**	
	(a) Secured :	14,11,270.97
	(b) Unsecured :	2,97,309.16
	(includes those in nature of loans and excludes Advances Recoverable in cash or kind or for value to be received, Advance Payment of Taxes and Other Deposits)	
3)	**Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities :**	
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	-
	(b) Operating lease	-
	(ii) Stock on hire including hire charges under sundry debtors:	
	(a) Assets on hire	-
	(b) Repossessed Assets	-
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	-
	(b) Loans other than (a) above	-
		17,08,580.13

21A. ***Continued***

Assets side :	**Amount out-standing**
4) Break-up of Investments :	
1. Quoted :	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (Commercial Paper)	-
2. Unquoted :	
(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (Commercial Paper / Certificate of Deposits)	2,431.06
Long Term investments :	
1. Quoted :	
(i) Shares : (a) Equity	24.49
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (Please specify)	-
2. Unquoted :	
(i) Shares : (a) Equity	0.20
(b) Preference	1,168.20
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (PMS)	371.47

5) Borrower group-wise classification of assets financed as in (2) and (3) above :

Please see Note 2 below

Category	**Net of Provisions**		
	Secured	**Unsecured**	**Total**
1) Related Parties**			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	53.66	53.66
(c) Other related parties	-	-	-
2) Other than related parties	14,11,270.97	2,97,255.50	17,08,526.47
	14,11,270.97	**2,97,309.16**	**17,08,580.13**

21A. ***Continued***

6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Please see note 3 below

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1) Related Parties**		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2) Other than related parties	4,070.36	3,995.43
	4,070.36	**3,995.43**

Note: Break up value derived from the latest available Balance Sheet of the Company.

** As per Accounting Standard of ICAI (Please see Note 3)

7) Other information :

(i) Gross Non-Performing Assets :	
(a) Related parties	-
(b) Other than related parties	15,299.77
(ii) Net Non-Performing Assets :	
(a) Related parties	-
(b) Other than related parties	7,785.08
(iii) Assets acquired in satisfaction of debt :	-

Notes:

1 As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

Notes to the Reformatted Financial Statements (Continued)

21B. Disclosure in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

a) Capital Risk Adequacy Ratio (CRAR)

Sr. No.	Items	2018	2017	2016	2015
(i)	CRAR* (%)	**17.90**	17.33	16.15	16.94
(ii)	CRAR - Tier I capital (%)	**14.62**	13.69	13.64	13.98
(iii)	CRAR - Tier II Capital (%)	**3.28**	3.64	2.51	2.96
(iv)	Amount of subordinated debt raised as Tier-II capital (₹ in Crores)	**1499.00**	1334.00	696.50	550.00
(v)	Amount raised by issue of Perpetual Debt Instruments	**200.00**	-	-	-

* The management has reduced the tenor of the subdebt of Rs 300 Crores, hence for the purpose of computation of CRAR, the subdebt of Rs 300 crores have been taken at 20% value.

b) Unsecured Advances

(₹ in Crores)

Sr. No.	Particulars	2018	2017	2016	2015
(i)	Unsecured Advances (Inclusive of doubtful advances)	**8,243.60**	6,292.21	4,241.71	2,973.09

c) Exposures

c.i) Exposure to Real Estate Sector

(₹ in Crores)

Category		2018	2017	2016	2015
Direct exposure					
i)	Residential Mortgages Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented;	**1,541.07**	1,095.32	312.67	54.10
ii)	Commercial Real Estate Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based limits;	**9,920.62**	6,016.13	5,733.54	3,860.85
iii)	Investments in Mortgage Backed Securities (MBS) and other securitised exposures				
	a. Residential	**Nil**	Nil	Nil	Nil
	b. Commercial Real Estate	**Nil**	Nil	Nil	114.57
Total Exposure to Real Estate Sector		**11,461.69**	**7,111.45**	**6,046.21**	**4,029.52**

Notes to the Reformatted Financial Statements (Continued)

21B. ***Continued***

c.ii) Exposure to Capital Market

(₹ in Crores)

	Particulars	2018	2017	2016	2015
i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	**5.46**	397.06	334.29	473.96
(ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	**41.79**	98.70	30.48	44.88
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	**5,154.40**	4,669.16	4,591.31	3,405.60
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	**-**	-	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	**205.86**	183.73	267.12	529.29
(vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	**-**	-	-	-
(vii)	Bridge loans to companies against expected equity flows / issues;	**-**	-	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	**-**	-	-	-
	Total Exposure to Capital Market	**5,407.52**	5,348.65	5,223.20	4,453.73

c.iii) Asset Liability Management

Maturity pattern of certain items of Assets and Liabilities

2018 **(₹ in Crores)**

Particulars	upto 30/31 days	Over 1 month and upto 2 months	Over 2 months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	**Total**
Deposits	0.26	-	-	0.13	0.55	9.60	3.10	6.04	**19.68**
Advances**	1,912.51	2,382.23	1,103.04	2,059.71	4,732.10	9,905.54	7,764.84	12,249.55	**42,109.51**
Investments	873.09	-	-	-	21.29	-	-	275.46	**1,169.84**
Borrowings*	456.85	4,554.36	4,910.29	1,255.30	5,890.22	11,163.71	5,530.45	2,485.04	**36,246.22**
Foreign Currency Assets	-	-	-	-	-	-	-	-	**-**
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	**-**

2017 **(Rs.in Crores)**

Particulars	upto 30/31 days	Over 1 month and upto 2 months	Over 2 months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	**Total**
Deposits	0.39	-	0.21	-	0.30	4.97	4.43	2.64	**12.95**
Advances**	3,649.40	774.30	702.86	1,130.89	2,625.17	8,403.97	5,934.15	10,014.39	**33,235.13**
Investments	117.50	207.00	194.70	225.00	50.00	-	-	65.87	**860.07**
Borrowings*	4,845.54	2,327.63	2,160.82	160.00	3,179.03	8,493.14	5,963.00	1,783.99	**28,913.15**
Foreign Currency Assets	-	-	-	-	-	-	-	-	**-**
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	**-**

2016 **(Rs.in Crores)**

Particulars	upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	**Total**
Deposits	-	-	-	-	-	-	-	-	**-**
Advances**	2,625.22	917.42	1,080.57	1,746.10	1,961.47	5,446.21	3,705.62	7,455.63	**24,938.24**
Investments	-	-	465.00	-	-	-	-	26.20	**491.20**
Borrowings*	870.61	3,631.06	149.25	280.75	3,374.99	8,178.67	3,855.64	1,068.00	**21,408.97**
Foreign Currency Assets	-	-	-	-	-	-	-	-	**-**
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	**-**

Notes to the Reformatted Financial Statements (Continued)

2015

(Rs.in Crores)

Particulars	upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	**Total**
Deposits	-	-	-	-	-	-	-	-	**-**
Advances**	3,010.46	871.89	945.71	1,363.65	1,578.66	3,735.95	1,703.22	3,875.72	**17,085.26**
Investments	-	-	24.31	-	-	-	-	15.64	**39.95**
Borrowings*	549.30	2,031.98	444.72	197.52	2,583.93	5,103.03	3,123.23	560.00	**14,593.71**
Foreign Currency Assets	-	-	-	-	-	-	-	-	**-**
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	**-**

* Net of Unamortized Discounting charges on Commercial Paper amounting to ₹ 121.43 Crores (2017-₹ 85.04 Crores, 2016-₹ 47.27 Crores, 2015-₹ 27.31 Crores)

** a) Overdue Receivable on account of Corporate Finance Activities have been slotted in respective time bucket category as per instructions contained in Appendix 1 of Guidelines for Assets Liabilities Management (ALM) system in NBFC.

b) Advances includes Loan and Advances in the nature of Loans and excludes Advances Recoverable in cash or kind or for value to be received and Advance Payment of Taxes and Other Deposits.

Aditya Birla Finance Limited

ANNEXURE 4 - NOTES TO REFORMATTED FINANCIAL STATEMENTS

(Currency: ₹ in Lakhs)

Notes forming part of Accounts 22

Significant Accounting Policies

1.Corporate information - Brief description about the Company

Aditya Birla Finance Limited ('ABFL' or 'the Company') is a public company domiciled in India incorporated on 28 August, 1991 under the Companies Act, 1956.
The Company is registered with Reserve Bank of India (RBI) as non-deposit taking Non Banking Financial Company (NBFC) with Registration no.N-01.00500 and was certified as ISO 9001:2008(upgraded to ISO 9001:2015) across all its core functional processes in March, 2013 by British Standards Institution (BSI), a leading global independent business services organization.

2.Basis of Preparation

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention and on an accrual basis to comply in all material respects of the Accounting Standards (AS) notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 & Amendments Rules, 2016 and the guidelines issued by RBI as applicable to NBFC's. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year except for the changes in accounting policies mentioned below. The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/ liabilities are classified as non current.

3.Change in accounting policy

2018- During the current year, pursuant to RBI Notification no. DNBR CC. No.011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from four months to three months. Had the Company continued to use the earlier policy of classification of NPA, provisions for the year ended 31 March, 2018 would have been lower by ₹ 111.07 lakhs and profit before tax would have been higher by ₹ 111.07 lakhs (net of tax ₹ 73.18 lakhs).

2017- During the current year, pursuant to RBI Notification no. DNBR CC. No.011/CGM (CDS) dated March 27, 2015, the Company has revised its recognition norms of Non-Performing Assets (NPA) from five months to four months. Had the Company continued to use the earlier policy of classification of NPA, provisions for the year ended 31 March, 2017 would have been lower by Rs.16.00 lakhs and profit before tax would have been higher by Rs.16.00 lakhs (net of tax Rs. 10.46 lakhs).

2017- As per the requirements of pre-revised Accounting Standard (AS) 4, the Company used to create a liability for dividend proposed/ declared after the balance sheet date if dividend related to periods covered by the financial statements. Going forward, as per AS 4(R), the Company cannot create provision for dividend proposed/ declared after the balance sheet date unless a statute requires otherwise. The Company need to disclose the same in notes to the financial statements.
Accordingly, the Company has disclosed dividend proposed by Board of Directors after the balance sheet date in the notes.
Had the Company continued with creation of provision for proposed dividend, its surplus in the statement of profit and loss account would have been lower by Rs. 96.97 lakhs and current provision would have been higher by Rs. 96.97 lakhs (including dividend distribution tax of Rs. 16.40 lakhs).

2016- The management based on its judgement provides general contingency provision on standard assets in addition to regulatory provision, however the Company has discontinued this contingency provision in the current year, accordingly the Company has reversed General contingency provision of Rs 1,980.93 lakhs lying in the books of accounts as on March 31, 2015. Accordingly the Profit before tax is higher by Rs. 1,980.93 lakhs in the current year.

2016-The Company has revised recognition norms of Non-Performing Assets (NPA) from six months to five months and increased provisions on standard assets from 0.25% to 0.30% pursuant to Reserve Bank of India (RBI) notification no. DNBR. 009/CGM (CDS) - 2015 dated March 27, 2015 which resulted in additional provision on loan portfolio of Rs. 1,255.75 lakhs in current year. Accordingly the Profit before tax is lower by Rs. 1,255.75 lakhs in the current year.

2015- Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. Effective from 1st April, 2014, the Company has provided depreciation on fixed assets based on useful lives as provided in Schedule II of the Companies Act, 2013 or as re-assessed by the Company. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.
Further, on application of Schedule II to the Companies Act, 2013, the Company has changed the manner of depreciation for its fixed assets. Now, the Company identifies and determines separate useful life for each major component of the fixed asset, if they have useful life that is materially different from that of the remaining asset.
Based on transitional provision given in Schedule II to the Companies Act, 2013, Had there been no change in useful lives of fixed assets, the charge to the Statement of Profit and Loss would have been higher by Rs. 0.92 lakhs.

Change in accounting estimate

2015- The Company makes General Contingency provision which is over and above the provision as prescribed by RBI. During the current year, the Company has revised downward the provision as a percentage of overall exposures under different Risk Categories. This change in the provision percentage has resulted into increase in profit for the year by Rs 842.00 lakhs.

4.Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

5.Property, Plant and Equipments

Property, Plant and Equipments are stated at cost, less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Significant Accounting Policies (Continued)

Depreciation on Property, Plant and Equipments

Depreciation on Property, Plant and Equipments is provided on straight line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following useful life to provide depreciation on its property, plant and equipments

Asset	Useful Life as Prescribed by Schedule II of the Companies Act, 2013	Estimated Useful Life by Company
Building	60 Years	60 Years
Office Computers and Electronic Equipments (including Plant & Machinery)	3 Years	4 Years
Vehicles	8 Years	5 Years
Furniture, Fixtures and Other Office Equipments	10 Years	7 Years
Leasehold Improvements	3 Years	3 Years

Useful life of assets different from prescribed in Schedule II has been estimated by management supported by technical assessment.

Property, Plant and Equipments costing below Rs 5,000 is capitalized and 100% depreciation is charged in the year of acquisition.

Depreciation on assets acquired / sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from/ till the date of acquisition or sale.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

6.Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and impairment losses, if any.
Amount of Depreciation on the Intangible Assets added/disposed off/discarded during the year is provided on pro-rata basis with reference to the month of addition/disposal/discarding.

Intangible Assets acquired are measured on initial recognition at cost. Following initial recognition, Intangible Assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated Intangible Assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets, viz. Trade Names and other business rights, Goodwill and Computer Software are amortised on a straight line basis over a period of ten years , five years and three years respectively.

Intangible Assets are assessed for impairment whenever there is an indication that the Intangible Asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

7.Impairment of Property, Plant and Equipments and Intangible Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Significant Accounting Policies (Continued)

8.Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

9.Stock of Securities

Stock of Securities are valued at lower of cost and fair value on individual investment basis. Cost includes cost of purchase and other directly attributable cost towards purchase costs.

10.Revenue Recognition

(i) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(ii) Interest income is recognised in the Statement of Profit and Loss on accrual basis, except in the case of non-performing assets.

(iii) Income recognised and remaining unrealised after instalments become overdue for three months or more in case of secured/unsecured loans are reversed and are accounted as income when these are actually realised.

(iv) Income on discounted instruments is recognised over the tenor of the instrument on a straight line basis.

(v) Processing Fees and Syndication income is recognised on accrual basis.

(vi) Commission and Brokerage Fee income is recognised on completion of transaction or service.

(vii) Dividend income on investments is accounted for when the right to receive the payment is established by the reporting date.

(viii) Profit and Loss on sale of investment is computed based on weighted average cost.

11.Income Taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing differences.

Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Significant Accounting Policies (Continued)

12.Retirement and Other Employee Benefits

i) Defined Contribution Plan

The Company makes defined contribution to Government managed Employee Provident Fund, Government managed Employee Pension Fund, Employee Deposit Linked Insurance, Employee State Insurance and Superannuation Schemes which are recognised in Statement of Profit and Loss on accrual basis.

(ii) Defined Benefit Plan

The Company's liabilities under Payment of Gratuity Act and long term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Actuarial gain and losses are recognised immediately in Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

The Company presents the estimated cost of compensated absences and gratuity as a current liability in the Balance Sheet, since it does not have any unconditional right to defer its settlement for twelve months after the reporting date.

In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Ultimate Holding Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of the year and any shortfall in the fund size maintained by the Trust set up by the Ultimate Holding Company is additionally provided for. Actuarial losses/ Gains are recognized in Statement of Profit and Loss in the year in which they arise.

(iii) Other Long Term Incentive Benefits

Other Long Term Incentive Benefits includes future encashment or availment, at the option of the employee subject to the rules framed by the Company which are expected to be availed or encashed beyond 12 months from the end of the year and long term incentive payable to employees on fulfilment of criteria prescribed by the Company.
The cost of providing benefits under these plans are determined on the basis of actuarial valuation or working based on specified parameters at each year end. The Company treats accumulated costs expected to be carried forward beyond 12 months, as long term employee benefits and the balance as short term employee benefits.

13.Borrowing Costs

Borrowing Costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of an asset.

All other borrowing costs are expensed in the period they occur.

14.Cash and Cash Equivalent

Cash and Cash Equivalents for the purpose of cash flow statement comprise Cash/Cheques in Hand and Cash at Bank including Fixed Deposit with original maturity period of less than three months.

Significant Accounting Policies (Continued)

15.Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

16.Provision and Contingencies

Provisions are recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Non performing loans are written off / provided for, as per management estimates, subject to the minimum provision required as per Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

2018- During the current year, pursuant to RBI Notification no. DNBR CC. No.011/CGM (CDS) dated March 27, 2015, the Company has increased provisions on standard assets from 0.35% to 0.40%. Had the Company continued to use the earlier policy for provision on standard assets, provisions and write-off for the year ended 31 March, 2018 would have been lower by ₹ 2,125.19 lakhs and profit before tax would have been higher by ₹ 2,125.19 lakhs (net of tax ₹ 1,400.16 lakhs).
Management has amended the Company's provisioning policy to include an accelerated provisioning on Unsecured NPA's and General contingency provision on unsecured standard assets. These additional provisions would be over and above the provisioning on standard assets and NPA as required by RBI. Based on the amended policy, an additional provision of ₹ 1,060.37 lakhs and ₹ 209.54 lakhs has been created on unsecured NPA loans and on unsecured standard asset as at 31 March, 2018 respectively. Had the Company followed its earlier provisioning policy, the provision charge for the year ended 31 March, 2018 would have been lower by ₹ 1,269.91 lakhs and the profit before tax for the year ended 31 March, 2018 would have been higher by ₹ 1,269.91 lakhs (net of tax ₹ 836.67 lakhs).

2017- During the current year, pursuant to RBI Notification no. DNBR CC. No.011/CGM (CDS) dated March 27, 2015, the Company has increased provisions on standard assets from 0.30 to 0.35%. Had the Company continued to use the earlier policy for provision on standard assets, provisions and write-off for the year ended 31 March, 2017 would have been lower by Rs.1,675.02 lakhs and profit before tax would have been higher by Rs.1,675.02 lakhs (net of tax Rs. 1,095.33 lakhs).

2016- Provision on Standard Assets is made @ 0.30% as per the notification DNBR. 009/CGM (CDS) – 2015 dated March 27, 2015 issued by Reserve Bank of India.

2015- Non performing loans are written off / provided for, as per management estimates, subject to the minimum provision required as per Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
The management based on its judgement provides additional contingency provision on standard assets.
Provision on Standard Assets is made @ 0.25% as per the notification DNBS.PD.CC.No.207/ 03.02.002 /2010-11 issued by Reserve Bank of India.

Contingent Liabilities are possible but not probable obligations as on Balance Sheet date, based on the available evidence.
Contingent Liabilities are not provided for and disclosed by way of notes.
Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date.

17.Leases

Leases where significant portion of risk and reward of ownership are retained by the Lessor are classified as Operating Leases and lease rentals thereon are charged to Statement of Profit and Loss on straight line basis over the lease term.

18.Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company.

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Unallocated items include general corporate income and expense item which are not allocated to any business segment.

Notes forming part of Accounts 23

1. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 5,925.36 lakhs (31 March, 2017 ₹ 6617.01 lakhs,31 March, 2016 ₹ 576.70 lakhs, 31 March, 2015 ₹ 209.61 lakhs.

2. Contingent Liabilities not provided for

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Disputed Income Tax Liability*				
Disputed Service Tax Liability**	440.35	370.51	120.44	-
Claims against the Company not acknowledged as debts***	512.00	512.00	812.00	812.00
Corporate guarantees given by the Company on behalf of the clients	2,534.92	3,270.77	588.15	878.74
Letter of comfort given by the Company on behalf of clients	18,275.94	13,311.23	24,472.00	21,494.48

*** Disputed Income Tax Liability**

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Disallowances of Depreciation on Intangibles, Disallowance of Expenses, Disallowance under Section 14A, Disallowance of Dividend under Section 10(33)	580.05	630.72	71.57	71.57
Disallowances of exceptional losses of Wealth Business	3,234.12	-	-	-
Interest on Non Performing Assets (NPA)	151.76	151.76	97.47	50.41
Disallowance of Leave Encashment under Section 43B	44.50	48.56	48.56	48.56

**(i) Show Cause Notice F. No. ST/Audit-III/Gr.i/ABF/SCN/739/2015-16/4587 dated 15 October 2015 was issued to the Company seeking to recover, inter alia, CENVAT Credit of ₹ 120.44 lakhs under Rule 14 of the CENVAT Credit Rules, 2004 (hereinafter referred to as "CCR") along with interest of ₹ 129.63 lakhs (as applicable) and imposition of penalties of ₹ 120.44 lakhs under the extant provisions of CCR as also the Finance Act, 1994.

**(ii) Show Cause cum demand Notice No. ST/Audit-III/P-3/Gr-7/Aditya Birla/SCN/2016/2126 dated 09 May, 2017 was issued to the Company demanding Service Tax of ₹ 69.84 lakhs on penal/ default interest.

*** The claims against the Company comprise of the following :

Two of the Company clients have filed the Claim Petition as per High Court Order dated 27.10.2009 for an amount of ₹ 512.00 lakhs(31 March, 2017 ₹ 512.00 lakhs, 31 March, 2016 ₹ 812.00 lakhs, 31 March, 2015 ₹ 812.00 lakhs) along with damages with interest. The matter is pending before Arbitrator.

3. The Company is in the process of identifying the parties which are covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). As of 31 March, 2018, the Company is not aware of any party which gets covered under MSMED Act. The Company does not have any outstanding balance due to any such party as on 31 March, 2018 (31 March, 2017 ₹ Nil).

4.Related Party Disclosures

I)List of Related Parties as per AS -18 with whom transactions have taken place during the year.

(A)Holding Company

Aditya Birla Capital Limited (Holding Company)
Grasim Industries Limited (Ultimate Holding Company)
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)

(B)Subsidiaries / Fellow Subsidiaries

Fellow Subsidiaries

Aditya Birla MyUniverse Limited (ABMUL)
Aditya Birla Financial Shared Services Limited (ABFSSL)
Aditya Birla Money Limited (ABML)
Aditya Birla Insurance Brokers Limited (ABIBL)
Aditya Birla Money Mart Limited (ABMML)
Aditya Birla Money Insurance Advisory Services Limited (ABMIASL)
Aditya Birla Sun Life Insurance Company Limited (ABSLICL)
Aditya Birla Sun Life Asset Management Company Limited (ABSAMCL)
Aditya Birla Housing Finance Limited (ABHFL)
Aditya Birla ARC Limited (ABARCL)
Aditya Birla PE Advisors Private Limited (ABPEAPL)
Aditya Birla Health Insurance Company Limited (ABHICL)
Aditya Birla Commodities Broking Limited (ABCBL)

(C)Key Management Personnel

Mr. Rakesh Singh
Mr. Sekhar Mosur

4.Related Party Disclosures *(Continued)*

II)Disclosure in respect of transactions of the same type with related parties during the year are as under:-

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Holding Company				
Dividend Paid				
Aditya Birla Capital Limited	**0.57**	1.75	1.75	1.75
Madura Garments Lifestyle Retail Company Limited	**-**	-	-	4.25
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**80.00**	80.00	-	-
Reimbursement of Administrative expenses				
Aditya Birla Capital Limited	**482.41**	395.88		19.15
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	0.29		
Interest expenses				
Aditya Birla Capital Limited	**2.40**	2.40		
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited) (Interest on Inter Corporate Deposits (ICD))	**-**	24.98		
Reimbursement of Rent expenses				
Aditya Birla Capital Limited	**117.02**	85.34	66.15	51.86
Reimbursement of Legal and Professional expenses				
Aditya Birla Capital Limited	**449.83**	107.93		
Reimbursement of Employee cost				
Aditya Birla Capital Limited	**3,684.73**	2,559.43	875.44	763.78
ICD's Placed				
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	83.00		
Repayment of ICD's				
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	250.94		
Conversion of Preference Shares				
Aditya Birla Capital Limited	**-**	17,500.00		
Issue of Preference Share Capital				
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	-	1,000.00	
Issue of Equity Share Capital				
Aditya Birla Capital Limited	**1,826.79**	5,863.30	5,575.00	13,472.23
ABNL Investment Limited	**-**	-	139.27	
ABNL IT & ITES Limited	**-**	-	2426.47	
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	921.00	2779.84	
Share Premium on issue of equity share capital				
Aditya Birla Capital Limited	**58,178.20**	68,664.41	64,670.00	41,027.79
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	13,078.20	-	
Preference Share Capital Outstanding				
Aditya Birla Capital Limited	**1,000.00**	-		
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	1,000.00	1,000.00	
Equity Share Capital Outstanding				
Aditya Birla Capital Limited	**64,567.65**	56,613.54	50,610.97	
ABNL Investment Limited	**-**	-	139.27	
ABNL IT & ITES Limited	**-**	-	2,426.47	
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	6,127.31	2,779.84	
Equity Share Premium Outstanding				
Aditya Birla Capital Limited	**2,89,649.85**	2,18,393.44	1,49,729.03	
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	13,078.20	-	
Redeemable Non Convertible Debentures (NCD)				
Aditya Birla Capital Limited	**2,399.13**	2,399.13		
Payable				
Aditya Birla Nuvo Limited	**-**	-	0.45	
Aditya Birla Capital Limited (Trade Payables)	**600.43**	1,912.70	139.31	87.65
Receivable				
Aditya Birla Capital Limited	**3.52**	-		
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	3.52		

4.Related Party Disclosures *(Continued)*

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Remuneration				
Mr. Rakesh Singh	**568.72**	1,244.81		
Mr. Sekhar Mosur	**162.49**	324.28	115.01	97.49
Fellow Subsidiaries:				
Brokerage expenses				
Aditya Birla Money Limited	**121.90**	121.80		
Aditya Birla Money Mart Limited	**-**	-	27.78	13.58
Aditya Birla MyUniverse Limited	**155.24**	312.93		
Preference Share Capital Outstanding				
Madura Garments Lifestyle Retail Company Limited				42,500.00
Aditya Birla Financial Services Limited	**-**	-	17,500.00	17,500.00
Reimbursement of Administrative expenses				
Aditya Birla Money Limited	**94.06**	27.58	63.10	3.34
Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited)	**-**	-	0.72	0.51
Aditya Birla Financial Services Limited	**-**	-	202.99	123.12
Aditya Birla MyUniverse Limited	**10.00**	2.82	-	
Aditya Birla Sun Life Insurance Company Limited	**36.51**	-	0.11	11.45
Aditya Birla Money Mart Limited	**-**	0.13	-	
Aditya Birla Financial Shared Services Limited	**747.43**	480.54	213.25	81.33
Aditya Birla Housing Finance Limited	**254.53**	140.32	75.88	
Birla Sun Life Asset Management Company Limited	**-**	-	-	3.81
Aditya Birla Insurance Brokers Limited	**-**	-	-	0.10
Aditya Birla Customer Services Private Ltd				
Aditya Birla Minacs Worldwide Ltd				
Aditya Birla Health Insurance Company Limited	**14.68**	16.21	-	
Interest expenses				
Aditya Birla Insurance Brokers Limited	**-**	-	-	174.58
Aditya Birla Sun Life Insurance Company Limited	**1,430.49**	1,049.54	315.25	293.50
Custodian Charges Expenses				
Aditya Birla Money Limited	**43.29**	38.82		
Reimbursement of Rent expenses				
Aditya Birla Money Limited	**10.39**	22.44	2.70	2.55
Aditya Birla Money Insurance Advisory Limited	**29.78**	183.84	-	-
Aditya Birla MyUniverse Limited	**-**	7.89	-	-
Aditya Birla Money Mart Limited	**-**	-	20.46	19.64
Aditya Birla Sun Life Insurance Company Limited	**281.71**	241.46	231.58	193.97
Aditya Birla Financial Shared Services Limited	**20.57**	8.13	2.70	4.74
Birla Sun Life Asset Management Company Limited				
Aditya Birla Housing Finance Limited	**230.35**	147.12	110.38	46.87
Reimbursement of Legal and Professional expenses				
Aditya Birla Financial Services Limited	**-**	-	137.54	74.77
Aditya Birla Housing Finance Limited	**-**	-	2.25	0.00
Birla Sun Life Asset Management Company Limited				
Aditya Birla Financial Shared Services Limited	**157.95**	124.23	43.36	23.36
Reimbursement of Employee cost				
Aditya Birla Money Limited	**82.75**	656.47	-	
Aditya Birla MyUniverse Limited	**-**	11.76	-	
Aditya Birla Insurance Brokers Limited	**7.18**	-		
Aditya Birla Sun Life Insurance Company Limited	**0.82**	-		2.99
Aditya Birla Financial Shared Services Limited	**564.47**	424.97	193.51	141.90
Aditya Birla Nuvo Limited				5.59
Aditya Birla Housing Finance Limited	**89.84**	-		
Aditya Birla Sunlife Asset Management Company Limited	**-**	18.30	26.54	39.33
Insurance Premium Paid				
Aditya Birla Health Insurance Company Limited	**147.64**	43.78	43.68	59.39
Interest Income (ICD Interest)				
Aditya Birla MyUniverse Limited	**2.11**	-		

Employee cost recovered				
Aditya Birla MyUniverse Limited	**1.20**	2.04		
Aditya Birla Nuvo Limited	**-**	-	1.21	1.59
Aditya Birla Sun Life Insurance Company Limited	**50.28**	4.60		3.62
Aditya Birla Sunlife Asset Management Company Limited	**0.46**	9.49		
Aditya Birla Financial Shared Services Limited	**6.76**	8.76		1.24
Aditya Birla Housing Finance Limited	**28.00**	-		54.76
Referral Fees Income				
Aditya Birla Money Limited	**64.75**	37.46		
Interest Income				
Aditya Birla Housing Finance Limited	**-**	-	4.06	1.47
Legal and Professional expenses recovered				
Aditya Birla Financial Shared Services Limited	**11.55**	-		0.60
Aditya Birla Housing Finance Limited	**2.25**	3.00	6.00	
Brokerage Income				
Aditya Birla Money Limited	**1,386.68**	381.44	37.28	
Aditya Birla Commodities Broking Limited	**1.20**	3.79		
Aditya Birla Sunlife Asset Management Company Limited	**445.50**	799.73		
Aditya Birla Housing Finance Limited	**8.82**	1.30		

4.Related Party Disclosures *(Continued)*

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Advertisement Income				
Aditya Birla Insurance Brokers Limited	**-**	0.75		
Rent recovered				
Aditya Birla Money Limited	**12.83**	40.94		
Aditya Birla Money Insurance Advisory Limited	**3.74**	25.99		
Aditya Birla MyUniverse Limited	**-**	0.18		
Aditya Birla Insurance Brokers Limited	**0.60**	1.17		
Aditya Birla Sunlife Asset Management Company Limited.	**69.52**	65.19		
Aditya Birla Money Mart Limited	**4.46**	0.99		
Aditya Birla Housing Finance Limited	**80.85**	77.64	48.43	
Administrative Expenses Recovered				
Aditya Birla Money Limited	**0.28**	-		
Aditya Birla ARC Limited	**47.01**	-		
Aditya Birla Insurance Brokers Limited	**3.77**	3.16	3.11	1.67
Aditya Birla Money Mart Limited	**0.36**	-		
Birla Sunlife Asset Management Company Limited				
Aditya Birla Nuvo Limited				
Aditya Birla Financial Shared Services Limited	**85.92**	-		
Aditya Birla Housing Finance Limited	**148.93**	107.61	194.18	14.86
Aditya Birla PE Advisors Private Limited	**2.30**	0.76		
Gratuity/Leave Encashment expenses recovery				
Aditya Birla Money Mart Limited	**-**	32.30		
Security Deposits Received Back				
Aditya Birla Sunlife Asset Management Company Limited.	**-**	29.00		
Purchase of Shares / others				
Aditya Birla Online Fashion Private Limited	**-**	-	-	-
Proceeds from Sale of Shares				
Aditya Birla Financial Services Limited	**-**	-	-	0.04
Profit on sale of shares				
Aditya Birla Financial Services Limited	**-**	-	-	0.03
Trading Securities Sales income transferred				
Aditya Birla Housing Finance Limited	**-**	-	-	0.12
Sale of assets				
Aditya Birla Money Limited	**-**	1.30		
Birla Sun Life Insurance Company Limited	**-**	-	0.62	
Aditya Birla Money Insurance Advisory Limited	**-**	0.11		
Aditya Birla MyUniverse Limited	**-**	5.42		
Aditya Birla Sunlife Asset Management Company Limited.	**-**	3.55		
Aditya Birla Nuvo Limited	**-**	-	-	3.91
Aditya Birla Financial Shared Services Limited	**-**	-	-	1.03
Aditya Birla Housing Finance Limited	**-**	-	-	56.05
Aditya Birla Money Mart Limited	**-**	0.14		
Purchase of assets				
Aditya Birla Nuvo Limited				
Aditya Birla Minacs Worldwide Limited				
Aditya Birla Money Limited				
Aditya Birla Money Insurance Advisory Limited	**-**	0.63		
Aditya Birla Insurance Brokers Limited	**4.43**	-		
Aditya Birla Sun Life Insurance Company Limited	**1.28**	1.13		
Issue of NCD's				
Aditya Birla Sun Life Insurance Company Limited	**2,500.00**	12,500.00		2,500.00
Redemption of NCD's				
Aditya Birla Sun Life Insurance Company Limited	**1,500.00**	-	1000.00	
Gratuity/Leave Encashment/Incentive transferred to				
Aditya Birla Money Limited	**-**	51.53		
Aditya Birla MyUniverse Limited	**-**	3.78		
Gratuity/Leave Encashment/Incentive transferred from				
Aditya Birla Money Limited	**-**	110.94		
Aditya Birla Money Insurance Advisory Services Limited	**-**	54.33		
Aditya Birla Sun Life Insurance Company Limited	**-**	0.38		
Aditya Birla Money Mart Limited	**-**	63.40		

Housing Loan /Deposit Transferred to				
Aditya Birla Money Limited	-	26.25		
Aditya Birla MyUniverse Limited	-	24.97		
Loan obtained (including ICBs)				
Aditya Birla Housing Finance Limited				1,240.00
Aditya Birla Nuvo Limited				
Aditya Birla Insurance Brokers Limited	-	-	0.00	3,769.00
Loans repaid (including ICBs)				
Aditya Birla Housing Finance Limited				1,240.00
Aditya Birla Nuvo Limited				
Aditya Birla Insurance Brokers Limited	-	-	0.00	6,764.66
Loan given				
Aditya Birla Housing Finance Limited	-	-	8360.00	
Loan received back				
Aditya Birla Housing Finance Limited	-	-	8360.00	
Employee advance transferred from				
Aditya Birla Money Limited	-	5.00		
Prepaid Expenses				
Aditya Birla Financial Shared Services Limited	**50.29**	-		
Redeemable NCDs				
Aditya Birla Sun Life Insurance Company Limited	**16,000.00**	15,000.00	2,500.00	3,500.00
Interest accrued on NCDs				
Aditya Birla Sun Life Insurance Company Limited	**1,073.20**	999.18	192.34	222.05

4.Related Party Disclosures *(Continued)*

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Issue of ICD's				
Aditya Birla MyUniverse Limited	**7,000.00**	-		
Repayment of ICD's				
Aditya Birla MyUniverse Limited	**7,000.00**	-		
Payable				
Aditya Birla MyUniverse Limited	**17.12**	190.09	-	
Aditya Birla Insurance Brokers Limited (Loan)				
Aditya Birla Sun Life Insurance Company Limited	**7.28**	22.18	25.43	24.27
Aditya Birla Money Mart Limited	**-**	-	11.42	13.86
Aditya Birla Financial Shared Services Limited	**-**	46.95	14.69	21.25
Aditya Birla Minacs Worldwide Limited				
Aditya Birla Money Insurance Advisory Services Limited	**-**	20.39	0.77	0.77
Aditya Birla Housing Finance Limited	**142.20**	56.01		
Birla Sun Life Assets Management Company Limited				6.27
Aditya Birla Money Limited	**-**	-	2.14	4.01
Aditya Birla Health Insurance Company Limited	**7.71**	10.82		
Receivable				
Aditya Birla Money Limited	**1.27**	135.71		
Aditya Birla Commodities Broking Limited	**0.09**	3.99		
Aditya Birla Money Insurance Advisory Services Limited	**0.02**	-		
Aditya Birla MyUniverse Limited	**-**	7.66		
Aditya Birla ARC Limited	**50.76**	-		
Aditya Birla Insurance Brokers Limited	**-**	0.79		1.61
Aditya Birla Sun Life Assets Management Company Limited	**21.36**	11.75		
Aditya Birla Money Mart Limited	**2.13**	96.69		
Aditya Birla Financial Shared Services Limited	**98.18**	15.80		
Aditya Birla Health Insurance Company Limited	**-**	258.16		
Aditya Birla Nuvo Limited				
Aditya Birla Online Fashion Private Limited				
Aditya Birla Housing Finance Limited	**-**	-	28.33	52.04
Aditya Birla PE Advisors Private Limited	**2.48**	0.88		
Security Deposit Receivable				
Aditya Birla Sun Life Insurance Company Limited	**88.30**	88.30	88.30	88.30

Notes:

a)The related party relationships have been as identified by the management on the basis of the requirements of the Accounting Standard AS–18 'Related Party Disclosures' issued by The Institute of Chartered Accountants of India (ICAI) and the same have been relied upon by the Auditors.

b)The relationships as mentioned above except where control exists pertain to those related parties with whom transactions have taken place during the year.

c)Expenses towards bonus, gratuity and leave encashment provisions are determined actuarially on an overall Company basis at the end of each year and accordingly, have not been considered in the above information.

5. Gratuity and Other Post Employment Benefits

The details of the Company's defined benefit plans for its employees are given below:

Amount recognized in the Balance Sheet in respect of gratuity (funded by the Company)

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Present Value of Funded defined benefit obligation at the end of the year	**1,386.17**	1,276.48	613.57	426.54
Fair Value of Plan Assets	**1,315.69**	678.45	411.49	332.88
Net Liability/(Assets)	**70.48**	598.03	202.08	**93.66**
Amount recognized in Salary, Wages and Employee Benefits in the Statement of Profit and Loss in respect of gratuity (funded by the Company):				
Current Service Cost	**323.50**	165.73	121.56	88.91
Interest on Defined Benefit Obligation	**115.20**	60.24	43.44	33.91
Expected Return on Plan Assets	**(52.01)**	(35.45)	(29.99)	(23.27)
Net Actuarial (Gains)/Loss recognized during the year	**(299.35)**	179.62	67.07	(5.89)
Net Gratuity Cost	**87.33**	370.14	202.08	**93.66**
Actual Return on Plan assets	**71.93**	79.65	8.58	51.77
Change in present value of the defined obligation are as follows:				
Opening Defined Benefit Obligation	**1,276.48**	613.57	426.54	295.00
Current Service Cost	**323.50**	165.73	121.56	88.91
Interest Cost	**115.20**	60.24	43.44	33.91
Actuarial (Gains)/Losses	**(279.43)**	223.82	45.65	22.60
Liabilities assumed on acquisition (settled on divesture)	**-**	227.89	-	-
Benefit Paid	**(49.58)**	(14.77)	(23.62)	(13.88)
Closing Defined Benefit Obligation	**1,386.17**	1,276.48	613.57	426.54
Change in fair value of Plan Assets are as follows:				
Opening Fair Value of the Plan Assets	**678.45**	411.49	332.88	254.23
Expected Return on Plan Assets	**52.01**	35.45	29.99	23.27
Actuarial Losses/(Gains)	**19.92**	44.20	(21.41)	28.50
Contributions by the Employer	**598.03**	202.08	93.65	40.76
Assets acquired on acquisition/ (distributed on divesture)	**16.85**	-	-	-
Benefit Paid	**(49.58)**	(14.77)	(23.62)	(13.88)
Closing Fair Value of the Plan Assets	**1,315.69**	678.45	411.49	332.88
Category of Plan Assets as a percentage of fair value of total Plan Assets is as under:				
100% of plan assets are invested with Insurer Managed Funds.	**1,315.69**	678.45	-	-

Experience Adjustment	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Defined Benefit Obligation	**1,386.17**	1,276.48	613.57	426.54
Plan Assets	**1,315.69**	678.45	411.49	332.88
Surplus/(Deficit)	**(70.48)**	(598.03)	(202.08)	(93.66)
Experience Adjustment on Plan Liabilities	**8.58**	129.23	29.07	(26.49)
Experience Adjustment on Plan Assets	**19.92**	44.20	(21.41)	28.50
Discount Rate (p.a.)	**7.65%**	7.25%	7.80%	8.00%
Expected Rate of return on Assets (p.a.)	**7.65%**	7.25%	7.80%	8.50%

5. Gratuity and Other Post Employment Benefits (Continued)

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields as at Balance Sheet date.

Investment in Plan Asset with Aditya Birla Sun Life Insurance Company Limited is ₹ 1,315.69 lakhs (31 March, 2017 ₹ 678.45 lakhs, 31 March, 2015 ₹ 332.88 lakhs).

Estimated amount of contribution expected to be paid to the Gratuity Fund during the annual period after the Balance Sheet date is ₹ 100.00 lakhs (31 March, 2017 ₹ 100.00 lakhs, 31 March, 2016 ₹ 100.00 lakhs,31 March, 2015 ₹ 45.00 lakhs).

During the year the following cost has been incurred on account of :

Defined Benefit Plan

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Contribution to Company owned Provident Fund	**80.73**	75.26	72.26	78.3

The Guidance Note on implementation of AS 15 Employee Benefits (Revised 2005), issued by the ICAI states that Provident Fund set up by the employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefits plan. The Company contributes 12% of salary for all eligible employees towards provident fund managed either by approved trusts or by the Central Government.

Defined Contribution Plans

Amount recognised as an expense and included in "Note 17 - Contribution to Provident and Other Funds"

Sr. No.	Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
i)	Contribution to Government Employees Provident	**540.04**	444.49	243.02	143.04
ii)	Contribution to Government Employees Pension	**155.13**	109.49	54.59	35.55
iii)	Contribution to Superannuation Fund	**5.85**	4.02	0.74	3.16
iv)	Contribution to Employees State Insurance	**2.19**	0.94	0.04	0.07
v)	Contribution to Maharashtra Labour Welfare	**0.05**	0.10	0.01	0.01
vi)	Contribution to National Pension Scheme	**-**	1.60	-	0.00

*The above is inclusive of group company costs allocated to the company by its holding company.

Other Long Term Incentive Benefits

Liability for the scheme is determined based on management estimates.

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Discount rate	6.93% per annum	6.57% per annum	7.38% per annum	7.96% per annum
Mortality rate	d Lives Mortality (2006-08) Ultimate			
Attrition rate	10% p.a.	10% p.a.	10% p.a.	10% p.a.

6. Details of Auditors Remuneration

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
As Auditors				
For Statutory Audit (including Limited Review and Internal Control Financial Reporting (ICFR))	**63.50**	53.00	43.00	**36.00**
For Tax Audit	**6.00**	6.00	4.00	**4.00**
In Other Capacity				
For Other Services (including Certificates and IND - AS)	**30.50**	28.23	7.50	**2.00**
For Reimbursement of Expenses	**8.10**	4.04	1.81	**1.47**

7. Aditya Birla Management Corporation Private Limited (ABMCPL), a Company limited by guarantee, has been formed to provide a common pool of facilities and resources to its members, with a view to optimize the benefits of specialization and minimize cost to each member. The Company's share of expenses under the common pool has been accounted for under the appropriate heads of account.

8.Segment Reporting

The Company is primarily engaged in financing activities. It operates in 3 segments namely financing activities, trading & other activities and wealth business and single geographical segment. The Company earned some treasury income, these income have been classified as "Trading Activities" as per requirements of AS- 17 on Segment Reporting.

Particulars	31 March, 2018				31 March, 2017			
	Financing and Related Activities	Trading activities	Wealth Business	Total	Financing and Related Activities	Trading activities	Wealth Business	Total
Segment Revenue	4,33,475.59	5,429.70	9,207.64	4,48,112.94	3,29,923.56	6,796.76	5,889.81	3,42,610.13
Segment Results (Profit before tax and after interest on financing segment)	1,06,005.88	5,401.19	2,076.80	1,13,483.87	81,597.66	6,770.97	(1,095.25)	87,273.38
Less: Interest on trading activities	-	2,556.95	-	2,556.95	-	4,080.12	-	4,080.12
Net profit before tax	1,06,005.88	2,844.23	2,076.80	1,10,926.91	81,597.66	2,690.85	(1,095.25)	83,193.26
Less: Income taxes	-	-	-	37,843.77	-	-	-	24,667.86
Net profit after tax	-	-	-	73,083.14	-	-	-	58,525.40
Other Information								
Segment Assets	44,03,872.57	-	2,383.97	44,06,256.54	34,71,747.00	58,278.52	3354.40	35,33,379.92
Unallocated Corporate Assets	-	-	-	13,239.21	-	-	-	8,570.36
Total Assets	44,03,872.57	-	2,383.97	44,19,495.75	34,71,747.00	58,278.52	3,354.40	35,41,950.27
Segment Liabilities	37,87,054.89	-	317.00	37,87,371.89	29,89,712.82	49,682.87	3,421.89	30,42,817.57
Total Liabilities	37,87,054.89	-	317.00	37,87,371.89	29,89,712.82	49,682.87	3,421.89	30,42,817.57
Capital expenditure	3,766.67	-	87.81	3,854.48	2,161.82	-	2805.84	4,967.66
Depreciation	1,862.05	-	127.98	1,990.03	1356.39	-	112.49	1,468.88
Other non-cash expenses	14,278.97	-	-	14,278.97	9,578.44	-	-	9,578.44

Particulars	31 March, 2016				31 March, 2015			
	Financing and Related Activities	Trading activities	Wealth Business	Total	Financing and Related Activities	Trading activities	Wealth Business	Total
Segment Revenue	2,43,929.58	4,599.99	-	2,48,529.57	1,74,070.15	3,962.68	-	1,78,032.83
after interest on financing segment)	61,239.19	4,574.68	-	65,813.87	40,437.28	3,937.51	-	44,374.79
Less: Interest on trading activities	-	3,178.26	-	3,178.26	-	3,290.23	-	3,290.23
Net profit before tax	61,239.19	1,396.42	-	62,635.61	40,437.28	647.28	-	41,084.56
Less: Income taxes	-	-	-	21,775.50	-	-	-	14,016.93
Net profit after tax	-	-	-	40,860.11	-	-	-	27,067.63
Other Information			-				-	
Segment Assets	25,80,857.92	33,020.01	-	26,13,877.93	17,42,853.81	46,756.69	-	17,89,610.50
Unallocated Corporate Assets	-	-	-	8,517.09	-	-	-	6,114.42
Total Assets	25,80,857.92	33,020.01	-	26,22,395.02	17,42,853.81	46,756.69	-	17,95,724.92
Segment Liabilities	22,24,652.29	28,162.34	-	22,52,814.63	14,97,442.62	39,798.85	-	15,37,241.47
Total Liabilities	22,24,652.29	28,162.34	-	22,52,814.63	14,97,442.62	39,798.85	-	15,37,241.47
Capital expenditure	1,034.68	-	-	1,034.68	1,153.32	-	-	1,153.32
Depreciation	760.11	-	-	760.11	670.93	-	-	670.93
Other non-cash expenses	10,456.22	-	-	10,456.22	7,502.53	1.00	-	7,503.53

9.Expenditure in Foreign Currency:

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Business / Sales Promotion / Staff Training and Seminar	**82.16**	55.24	50.72	**11.36**

10.CSR Expenses

Particulars	31 Mar 18	31 Mar 17	31 Mar 16	31 Mar 15
Gross Amount Required to be spent during the year	**1,243.42**	859.25	540.00	322.00
Amount Spent during the year				
(i) Construction / acquisition of any asset	-	-	-	-
(ii) On purposes other than (i) above	**534.19**	859.38	314.15	-

11.Merger

(i) Aditya Birla Money Mart Limited (Wealth Division)

Pursuant to the approval of the Honourable High Court of Gujarat vide its order O/42988/2016 dated November 24, 2016 to the Scheme of Arrangement under the provisions of Sections 391 to 394 read with Sections 100 to 103 and other relevant provisions of the Companies Act, 1956 (including corresponding provisions of the Companies Act, 2013 as may be applicable) in the manner provided for in the Scheme and in compliance with the provisions of the Income Tax Act, 1961, including Section 2(19AA) thereof, the wealth management undertaking of Aditya Birla Money Mart Limited ('ABMML), was vested in Aditya Birla Finance Limited ('the Company') with effect from the appointed date viz., April 1, 2016 in accordance with the Scheme so sanctioned. The Scheme was made effective by the Company upon filing with the Registrar of Companies ("ROC") on December 31, 2016 and made effective and accordingly effect of the same was given in the financial statements from the appointed date. Both ABMML and the Company were wholly owned subsidiaries of Erstwhile Aditya Birla Nuvo Limited (merged on 1 July, 2017 with Grasim Industries Limited).

In accordance with the said scheme all the assets and liabilities of the wealth management undertaking of ABMML vested in the Company pursuant to the Scheme and in accordance with Accounting Standard - 10 "Fixed Assets" notified under Companies (Accounting Standards) amendment Rules 2016, are recorded at their respective book values appearing in the books of ABMML as at April 01, 2016.

In terms of the Scheme, the consideration paid to the shareholders of ABMML was:

(a) 3 (Three) equity shares of the face value of ₹ 10/- (Rupees Ten only) each fully paid up of the Company for every 8 (Eight) equity shares of the face value of ₹ 10/- (Rupees Ten only) each fully paid up of ABMML to the equity shareholders of ABMML; and

(b) 1 (One) equity share of the face value of ₹ 10/-(Rupees Ten only) each fully paid up of the Company for every 36 (Thirty Six) preference shares of the face value of ₹ 10/-(Rupees Ten only) each fully paid up of ABMML to the preference shareholders of ABMML.

Accordingly the Company had issued and allotted 10,277,778 equity shares of ₹ 10 each, fully paid up of the Company to the shareholders of ABMML.

Based on the terms of the Scheme, the Company had acquired net liabilities of ₹ 1,517.74 lakhs of the wealth management undertaking from ABMML and the consideration of ₹ 1027.78 lakhs was settled by way of issue of fully paid up equity shares of the Company to the shareholders of ABMML. As a result of this, goodwill of ₹ 2,545.52 lakhs was recognised in the financial statements and the said goodwill will be amortised over a period of 5 years from the appointed date. The brought forward losses pertaining to the wealth management undertaking was set off against the taxable income of the Company during the previous year in accordance with the provisions of Income Tax Act, 1961.

(ii) Madura Garments Lifestyle Retail Company Limited

(ii) During previous year ended 31 March, 2016 Madura Garments Lifestyle Retail Company Limited (MGLRCL), a fellow subsidiary of the Company, was amalgamated with the Company in terms of the Scheme of Amalgamation (the Scheme) under Sections 391 to 394 of the Companies Act, 1956 including corresponding provisions of the Companies Act, 2013, as approved by the Hon'ble High Court of Gujarat vide its order O/Comp/392/2015 dated December 21, 2015 with an appointed date of July 01, 2015. The Scheme was made effective by the Company upon filing of Form INC - 28 with the Registrar of Companies, Gujarat on January 25, 2016.

Both MGLRCL and the Company are wholly owned subsidiaries of Aditya Birla Nuvo Limited.

In accordance with the said Scheme, the assets, liabilities and reserves of MGLRCL have been accounted at the values at which they were appearing in the books of MGLRCL as at July 01, 2015 and the difference between the net assets (assets and liabilities) and reserves of MGLRCL transferred to the Company is shown in the general reserves of the Company. The amalgamation has been accounted for under the "Pooling of Interest method" as prescribed by "Accounting Standard 14 (AS-14) Accounting for Amalgamation" notified under Section 133 of the Companies Act 2013.

The consideration payable to the shareholders of MGLRCL in terms of the Scheme was:

(a) 9 (Nine) equity shares of the face value of Rs.10/- (Rupees Ten only) each fully paid-up of the Company for every 32 (Thirty Two) equity shares of the face value of Rs.10/- (Rupees Ten only) each fully paid-up of MGLRCL to the equity shareholders of MGLRCL; and

(b) 1 (One) 8% Cumulative Redeemable Preference Shares of the face value of Rs.10/- (Rupees Ten only) each fully paid-up of the Company for every 1 (One) 8% Cumulative Redeemable Preference Shares of the face value of Rs.10/- (Rupees Ten only) each fully paid-up of MGLRCL to the preference shareholder of MGLRCL.

Accordingly, the Company has issued and allotted 53,455,883 equity shares of the face value of Rs. 10/- (Rupees Ten only) each fully paid up to the equity shareholders of MGLRCL and 10,000,000 8% Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up to the preference shareholders of MGLRCL.

In terms of the Scheme, the Company has acquired assets having Net Book Value of Rs. 42,586.15 Lakhs as detailed hereunder:

Particulars	**Rs. in Lakhs**
Investments	42,500.00
Short term Loans and Advances	86.15
Net Book Value	42,586.15

The difference between the net book value, after adjusting reserves of MGLRCL and the Equity and Preference shares issued to shareholders of MGLRCL is charged to General Reserve, in

Particulars		Rs. in Lakhs
Net Book Value (as above)	(A)	42,586.15
Less: Deficit in Profit and Loss account considered as Profit and Loss account of the Company		-20,062.60
Add: Securities Premium considered as Securities Premium of the Company		42,642.21
	(B)	22,579.61
Balance	(C) = (A) - (B)	20,006.54
Equity Shares issued to Shareholders of MGLRCL	(D)	5,345.59
Preference Shares issued to Shareholders of MGLRCL	(E)	1,000.00
Amount Transferred To General reserve	(F) = (C) - (D) - (E)	13,660.95

The Preference Shares issued by the Company and held by MGLRCL viz. 425,000,000, 0.01% Compulsorily Convertible Preference Shares of Rs. 10/ - (Rupees Ten Only) each, aggregating to Rs.
Increase in Authorised Share Capital of the Company on account of merger was as under:

Particulars	No. of Shares	Rs in Lakhs
Equity Shares of Rs. 10 each	27,00,00,000	27,000.00
8 % Cumulative Redeemable Preference Shares of Rs. 10 each	1,00,00,000	1,000.00

12.Details of Opening Stock, Purchases, Sales and Closing Stock in respect of trading in Securities are as follows:

Particulars/Year	Opening Stock	Purchases	Sales	Closing Stock
Units of Mutual Funds 2017-2018 (Nos.)	**Nil**	**28,03,16,007.57**	**28,03,16,007.57**	**Nil**
Units of Mutual Funds 2016-2017 (Nos.)	Nil	11,64,52,707.94	11,64,52,707.94	Nil
Units of Mutual Funds 2015-2016 (Nos.)	Nil	29,44,97,071.77	29,44,97,071.77	Nil
Units of Mutual Funds 2014-2015 (Nos.)	Nil	12,70,28,662.65	12,70,28,662.65	Nil
Stock of Securities 2017-2018 (₹ in lakhs)	58,278.52	8,17,640.03	8,75,918.55	Nil
Stock of Securities 2016-2017 (₹ in lakhs)	33,020.01	11,19,946.25	10,94,687.74	58,278.52
Stock of Securities 2015-2016 (Rs. in lakhs)	46,756.69	6,91,233.35	7,05,977.21	33,020.01
Stock of Securities 2014-2015 (Rs. in lakhs)	11,707.63	7,98,509.92	7,63,937.14	46,756.69

13. Pursuant to Employee Stock Option Plan (ESOP) being established by the holding company (i.e. Aditya Birla Capital Limited), stock options were granted to the employees of the Company during the financial year. Total cost incurred by the holding company till date is being recovered from the Company over the period of vesting. Accordingly, a sum of ₹ 704.73 lakhs has been recovered from the Company during the year, which has been charged to the Statement of Profit and Loss. The balance sum of ₹ 1,433.92 lakhs will be recovered in future periods.

14. LEASES

(a) Operating Lease Payments recognised in the Statement of Profit and Loss Account ₹ 2,722.52 lakhs (31 March, 2017 ₹ 1,860.28 lakhs).
The Company has taken certain office premises on cancellable and non cancellable operating lease. There are no restrictions placed upon the Company by entering into these leases.

(b) The future minimum lease rental payments in respect of non cancellable operating lease are as follows :

Particulars	31 March, 2018	31 March, 2017
Not later than one year	316.07	301.01
Later than one year and not later than five years	648.39	903.03
Later than five years	-	-

(Currency: ₹ in Lakhs)

15. Information in respect of restructured assets in accordance with review of guidelines on restructuring of advances by NBFC (RBI/2013-14/459) DNBS. CO. PD. No. 367/03.10.01/2013-14
The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring:-

Sr. no.	Type of Restructuring / Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2017**										
	No. of borrowers	-	2	-	-	2	-	-	-	-	-
	Amount outstanding	-	5,488.84	-	-	5,488.84	-	-	-	-	-
	Provision thereon	-	5,489.09	-	-	5,489.09	-	-	-	-	-
2	**Fresh restructuring during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2017, which cease to attract higher provisioning and/or additional risk weight at March 31, 2018 and hence need not be shown as restructured standard advances at April 1, 2018**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	1	-	-	1	-	-	-	-	-
	Amount outstanding	-	4,531.57	-	-	4,531.57	-	-	-	-	-
7	**Restructured Accounts at March 31, 2018**										
	No. of borrowers	-	1	-	-	1	-	-	-	-	-
	Amount outstanding	-	957.27	-	-	957.27	-	-	-	-	-
	Provision thereon	-	957.27	-	-	957.27	-	-	-	-	-

Aditya Birla Finance Limited

Notes to the Financial Statements (Continued)

(Currency: ₹ in Lakhs)

Information in respect of restructured assets (Continued)

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring

Sr. no.	Type of Restructuring / Asset Classification Details	Others					Total				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2017**										
	No. of borrowers	2	-	1	-	3	2	2	1	-	5
	Amount outstanding	15,253.34	-	989.40	-	16,242.74	15,253.34	5,488.84	989.40	-	21,731.58
	Provision thereon	1,223.00	-	989.65	-	2,212.65	1,223.00	5,489.09	989.65	-	7,701.74
2	**Fresh restructuring during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2018**										
	No. of borrowers	(2)	-	-	-	(2)	(2)	-	-	-	(2)
	Amount outstanding	(15,253.34)	-	-	-	(15,253.34)	(15,253.34)	-	-	-	(15,253.34)
	Provision thereon	(1,223.00)	-	-	-	(1,223.00)	(1,223.00)	-	-	-	(1,223.00)
4	**Restructured standard advances at April 1, 2017, which cease to attract higher provisioning and/or additional risk weight at March 31, 2018 and hence need not be shown as restructured standard advances at April 1, 2018**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2018**										
	No. of borrowers	-	-	-	-	-	-	1	-	-	1
	Amount outstanding	-	-	-	-	-	-	4,531.57	-	-	4,531.57
7	**Restructured Accounts at March 31, 2018**										
	No. of borrowers	-	-	1	-	1	-	1	1	-	2
	Amount outstanding	-	-	989.40	-	989.40	-	957.27	989.40	-	1,946.66
	Provision thereon	-	-	989.65	-	989.65	-	957.27	989.65	-	1,946.92

(Currency: ₹ in Lakhs)

15. Information in respect of restructured assets in accordance with review of guidelines on restructuring of advances by NBFC (RBI/2013-14/459) DNBS. CO. PD. No. 367/03.10.01/2013-14
The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring:-

Sr. no.	Type of Restructuring / Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2016**										
	No. of borrowers	1	1	-	1	3	-	-	-	-	-
	Amount outstanding	2,733.71	2,922.07	-	200.00	5,855.77	-	-	-	-	-
	Provision thereon	750.00	2,488.50	-	200.00	3,438.50	-	-	-	-	-
2	**Fresh restructuring during the year ended March 31, 2017**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2017**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2016, which cease to attract higher provisioning and/or additional risk weight at March 31, 2017 and hence need not be shown as restructured standard advances at April 1, 2017**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2017**										
	No. of borrowers	(1)	1	-	-	-	-	-	-	-	-
	Amount outstanding	(2,733.71)	2,733.71	-	-	-	-	-	-	-	-
	Provision thereon	(750.00)	750.00	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2017**										
	No. of borrowers	-	-	-	1	1	-	-	-	-	-
	Amount outstanding	-	-	-	200.00	200.00	-	-	-	-	-
7	**Restructured Accounts at March 31, 2017**										
	No. of borrowers	-	2	-	-	2	-	-	-	-	-
	Amount outstanding	-	5,488.84	-	-	5,488.84	-	-	-	-	-
	Provision thereon	-	5,489.09	-	-	5,489.09	-	-	-	-	-

Aditya Birla Finance Limited

Notes to the Financial Statements (Continued)

(Currency: ₹ in Lakhs)

Information in respect of restructured assets (Continued)

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring

Sr. no.	Type of Restructuring / Asset Classification Details	Others					Total				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2016**										
	No. of borrowers	-	-	1	-	1	1	1	1	1	4
	Amount outstanding	-	-	4,083.08	-	4,083.08	2,733.71	2,922.07	4,083.08	200.00	9,938.85
	Provision thereon	-	-	4,083.33	-	4,083.33	750.00	2,488.50	4,083.33	200.00	7,521.84
2	**Fresh restructuring during the year ended March 31, 2017**										
	No. of borrowers	2.00	-	-	-	2	2	-	-	-	2
	Amount outstanding	15,253.34	-	-	-	15,253.34	15,253.34	-	-	-	15,253.34
	Provision thereon	1,223.00	-	-	-	1,223.00	1,223.00	-	-	-	1,223.00
3	**Upgradations to restructured standard category during the year ended March 31, 2017**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2016, which cease to attract higher provisioning and/or additional risk weight at March 31, 2017 and hence need not be shown as restructured standard advances at April 1, 2017**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2017**										
	No. of borrowers	-	-	-	-	-	(1)	1	-	-	-
	Amount outstanding	-	-	-	-	-	(2,733.71)	2,733.71	-	-	-
	Provision thereon	-	-	-	-	-	(750.0)	750.0	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2017**										
	No. of borrowers	-	-	1	-	1	-	-	1	1	2
	Amount outstanding	-	-	3,050.00	-	3,050.00	-	-	3,050.00	200.00	3,250.00
7	**Restructured Accounts at March 31, 2017**										
	No. of borrowers	2	-	1	-	3	2	2	1	-	5
	Amount outstanding	15,253.34	-	989.40	-	16,242.74	15,253.34	5,488.84	989.40	-	21,731.58
	Provision thereon	1,223.00	-	989.65	-	2,212.65	1,223.00	5,489.09	989.65	-	7,701.74

Information in respect of restructured assets in accordance with RBI circular no. (RBI/2013-14/459) DNBS. CO. PD. No. 367/03.10.01/2013-14 on restructuring of advances by NBFC .

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring

	Type of Restructuring	Under CDR Mechanism					Under SME Debt Restructuring Mechanism				
Sr. no.	Asset Classification Details	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2015**										
	No. of borrowers	-	2	1	-	-	-	-	-	-	-
	Amount outstanding	-	7,305.26	207.08	-	-	-	-	-	-	-
	Provision thereon	-	3,426.83	207.08	-	-	-	-	-	-	-
2	**Fresh restructuring during the year ended March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2015, which cease to attract higher provisioning and/or additional risk weight at March 31, 2016 and hence need not be shown as restructured standard advances at April 1, 2016**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2016**										
	No. of borrowers	-	-	1	-	-	-	-	-	-	-
	Amount outstanding	-	-	4,083.08	-	-	-	-	-	-	-
	Provision thereon	-	-	4,083.08	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2016**										
	No. of borrowers	-	-	1	-	-	-	-	-	-	-
	Amount outstanding	-	-	207.08	-	-	-	-	-	-	-
7	**Restructured Accounts at March 31, 2016**										
	No. of borrowers	-	1	1	-	-	-	-	-	-	-
	Amount outstanding	-	2,922.07	4,083.08	-	-	-	-	-	-	-
	Provision thereon	-	2,488.50	4,083.08	-	-	-	-	-	-	-

Information in respect of restructured assets *(Continued)*

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring

	Type of Restructuring	Others					Total				
Sr. no.	Asset Classification Details	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2015**										
	No. of borrowers	-	-	-	-	-	-	2	1	-	-
	Amount outstanding	-	-	-	-	-	-	7,305.26	207.08	-	-
	Provision thereon	-	-	-	-	-	-	3,426.83	207.08	-	-
2	**Fresh restructuring during the year ended March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2015, which cease to attract higher provisioning and/or additional risk weight at March 31, 2016 and hence need not be shown as restructured standard advances at April 1, 2016**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	-	1	-	-
	Amount outstanding	-	-	-	-	-	-	-	4,083.08	-	-
	Provision thereon	-	-	-	-	-	-	-	4,083.08	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	-	1	-	-
	Amount outstanding	-	-	-	-	-	-	-	207.08	-	-
7	**Restructured Accounts at March 31, 2016**										
	No. of borrowers	-	-	-	-	-	-	1	1	-	-
	Amount outstanding	-	-	-	-	-	-	2,922.07	4,083.08	-	-
	Provision thereon	-	-	-	-	-	-	2,488.50	4,083.08	-	-

Information in respect of restructured assets in accordance with RBI circular no. (RBI/2013-14/459) DNBS. CO. PD. No. 367/03.10.01/2013-14 on restructuring of advances by NBFC .

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring

	Type of Restructuring	Under CDR Mechanism					Under SME Debt Restructuring Mechanism				
Sr. no.	Asset Classification Details	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2014**										
	No. of borrowers	-	-	1	-	-	-	-	-	-	-
	Amount outstanding	-	-	207.08	-	-	-	-	-	-	-
	Provision thereon	-	-	207.08	-	-	-	-	-	-	-
2	**Fresh restructuring during the year ended March 31, 2015**										
	No. of borrowers	-	1	1	-	-	-	-	-	-	-
	Amount outstanding	-	4,383.19	2,922.07	-	-	-	-	-	-	-
	Provision thereon	-	1,513.33	1,913.50	-	-	-	-	-	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2014, which cease to attract higher provisioning and/or additional risk weight at March 31, 2015 and hence need not be shown as restructured standard advances at April 1, 2015**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
7	**Restructured Accounts at March 31, 2015**										
	No. of borrowers	-	1	2	-	-	-	-	-	-	-
	Amount outstanding	-	4,383.19	3,129.15	-	-	-	-	-	-	-
	Provision thereon	-	1,513.33	2,120.58	-	-	-	-	-	-	-

Information in respect of restructured assets *(Continued)*

The following tables set forth, for the periods indicated, details of loan assets subjected to restructuring

Sr. no.	Type of Restructuring / Asset Classification Details	Others					Total				
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	**Restructured Accounts at April 1, 2014**										
	No. of borrowers	-	-	-	-	-	-	-	1	-	-
	Amount outstanding	-	-	-	-	-	-	-	207.08	-	-
	Provision thereon	-	-	-	-	-	-	-	207.08	-	-
2	**Fresh restructuring during the year ended March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	1	1	-	-
	Amount outstanding	-	-	-	-	-	-	4,383.19	2,922.07	-	-
	Provision thereon	-	-	-	-	-	-	1,513.33	1,913.50	-	-
3	**Upgradations to restructured standard category during the year ended March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
4	**Restructured standard advances at April 1, 2014, which cease to attract higher provisioning and/or additional risk weight at March 31, 2015 and hence need not be shown as restructured standard advances at April 1, 2015**										
	No. of borrowers	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Amount outstanding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Provision thereon	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5	**Downgradations of restructured accounts during the year ended March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
	Provision thereon	-	-	-	-	-	-	-	-	-	-
6	**Write-offs of restructured accounts during the year ended March**										
	No. of borrowers	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-
7	**Restructured Accounts at March 31, 2015**										
	No. of borrowers	-	-	-	-	-	-	1	2	-	-
	Amount outstanding	-	-	-	-	-	-	4,383.19	3,129.15	-	-
	Provision thereon	-	-	-	-	-	-	1,513.33	2,120.58	-	-

Notes to the Reformatted Financial Statements (Continued)

16 Disclosure pursuant to RBI Notification No. DNBR. 019/CGM (CDS) - 2015 dated April 10, 2015

16.1 Registration/ license/ authorization obtained from financial sector regulators:

The Company has received certificate of registration as a non deposit taking NBFC from RBI dated August 9, 2011 having COR number N-01.00500 in lieu of earlier COR number B-13.01163 dated February 12, 1999.

16.2 Penalties levied if any during the year: **Nil**

16.3 Investments

(₹ in Crores)

	Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
(1)	**Value of Investments**				
(i)	Gross Value of Investments				
	(a) In India	**1180.62**	869.86	498.91	40.69
	(b) Outside India,	**-**	-	-	-
(ii)	Provisions for Depreciation				
	(a) In India	**10.83**	9.79	7.71	0.74
	(b) Outside India,	**-**	-	-	-
(iii)	Net Value of Investments				
	(a) In India	**1169.79**	860.07	491.20	39.95
	(b) Outside India,	**-**	-	-	-
(2)	**Movement of provisions held towards depreciation on investments.**				
(i)	Opening balance	**9.79**	7.71	0.74	0.46
(ii)	Add : Provisions made during the year	**1.25**	2.08	7.50	0.28
(iii)	Less : Write-off / write-back of excess provisions during the year	**0.21**	-	0.53	-
(iv)	Closing balance	**10.83**	9.79	7.71	0.74

16.4 Provisions and Contingencies

(₹ in Crores)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of P&L	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Provision for depreciation on Investment	**(0.17)**	2.08	7.50	0.28
Provision towards Non Performing Assets	**73.18**	35.94	50.75	46.01
Provision made towards Income tax (Net of Deferred Tax)	**378.44**	246.68	217.75	140.17
Other Provision and Contingencies (with details)				
- Investments Written off	**-**	-	0.52	-
- Bad debts/Advances Written off	**47.84**	49.46	25.24	30.17
- Provision for Doubtful Debts and advances written back	**(46.69)**	(50.89)	(24.46)	(30.19)
- Provision for diminution in Current Investment written back	**(0.22)**	(0.04)	(2.22)	(0.35)
- Change in Carrying Value of Current Investment	**1.21**	0.22	0.04	2.22
- Provision for diminution in Long Term Investment (written back)	**-**	-	(0.52)	-
- Provision for diminution on account of restructuring	**-**	-	-	-
- Provision for Premium on Investment (written back)	**-**	-	(3.37)	-
- General Contingency Provision	**2.10**	**-**	**-**	**1.53**
Provision for Standard Assets	**52.76**	41.91	32.72	14.21
Provision for Soft Accounts	**14.50**	20.23	-	-

16.5 Concentration of Advances

(₹ in Crores)

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Total Advances to twenty largest borrowers	**5,687.81**	5,285.07	4,440.22	3,367.28
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	**13.51%**	15.89%	17.80%	19.71%

16.6 Concentration of Exposures

(₹ in Crores)

Particulars	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
Total Exposure to twenty largest borrowers / customers*	**5,687.81**	5,285.07	4,440.22	3,367.28
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	**13.51%**	15.89%	17.80%	19.71%

* The above calculation is as per loans outstanding as at year end.

Notes to the Reformatted Financial Statements (Continued)

16.7 Concentration of NPAs

				(₹ in Crores)
Particulars	**31 March, 2018**	31 March, 2017	31 March, 2016	31 March, 2015
Total Exposure to top four NPA accounts	**195.93**	82.22	106.95	104.12

16.8 Sector-wise NPAs

Sr No.	Sector	**31 March, 2018**	31 March, 2017	**31 March, 2016**	**31 March, 2015**
		Percentage of NPAs to Total Advances in that sector	Percentage of NPAs to Total Advances in that sector	**Percentage of NPAs to Total Advances in that sector**	**Percentage of NPAs to Total Advances in that sector**
1	Agriculture & allied activities	**30.81%**	99.61%	**98.94%**	**100.00%**
2	MSME	**0.00%**	0.00%	**0.01%**	**0.00%**
3	Corporate borrowers	**0.87%**	0.41%	**0.60%**	**0.84%**
4	Services	**0.78%**	0.01%	**0.01%**	**1.05%**
5	Unsecured working capital loans	**0.00%**	0.00%	**0.00%**	**0.00%**
6	Auto loans	**0.00%**	0.00%	**0.00%**	**0.00%**
7	Other personal loans	**1.58%**	1.10%	**1.31%**	**0.88%**

16.9 Movement of NPAs

(₹ in Crores)

	Particulars	**31 March, 2018**	31 March, 2017	31 March, 2016	31 March, 2015
(i)	**Net NPAs to Net Advances (%)**	**0.65**	0.21	**0.22**	0.46
(ii)	**Movement of NPAs (Gross)**				
(a)	Opening balance	**157.18**	157.17	**152.99**	147.11
(b)	Additions during the year*	**298.37**	57.91	**45.22**	51.97
(c)	Reductions during the year	**(69.82)**	(57.90)	**(41.04)**	46.09
(d)	Closing balance	**385.73**	157.18	**157.17**	152.99
(iii)	**Movement of Net NPAs**				
(a)	Opening balance	**70.69**	55.73	**77.84**	87.79
(b)	Additions during the year	**225.18**	28.18	**(5.53)**	5.95
(c)	Reductions during the year	**(23.12)**	(13.22)	**(16.58)**	15.90
(d)	Closing balance	**272.75**	70.69	**55.73**	77.84
(iv)	**Movement of provisions for NPAs (excluding provisions on standard assets)**				
(a)	Opening balance	**86.49**	101.44	**75.15**	59.32
(b)	Provisions made during the year	**73.18**	29.72	**50.75**	46.02
(c)	Write-off / write-back of excess provisions	**(46.69)**	(44.67)	**(24.46)**	30.19
(d)	Closing balance**	**112.98**	86.49	**101.44**	75.15

*As on 31st March, 2018, Gross Non Performing Assets (GNPA) equivalent to 0.20% of the loan book is on account of exposure getting

** Provision for Doubtful Debts in Notes 6a includes provision for other advances also.

16.10 Credit Rating

Instrument	Credit Rating Agency	**31 March, 2018**	31 March, 2017	31 March, 2016	31 March, 2015
Commercial Paper	ICRA Limited	**[ICRA] A1+**	[ICRA] A1+	A1+	A1+
	India Ratings & Research Private Limited	**IND A1+**	-	-	-
Non Convertible	CARE Limited	-	CARE AA+	CARE AA+	CARE AA+
Debentures (NCD)	ICRA Limited	**[ICRA] AA+ Stable**	[ICRA] AA+ Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
	India Ratings & Research Private Limited	**IND AAA Stable**	IND AA+ Stable	IND AA+ Stable	IND AA+ Stable
Sub Debt	CARE Limited	**CARE AA+ Positive**	CARE AA+	CARE AA+	CARE AA+
	ICRA Limited	**[ICRA] AA+ Stable**	[ICRA] AA+ Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
	India Ratings & Research Private Limited	**IND AAA Stable**	IND AA+ Stable	IND AA+ Stable	IND AA+ Stable
Unsecured NCD	ICRA Limited	**[ICRA] AA+ Stable**	[ICRA] AA+ Stable	-	-
Perpetual Debt	ICRA Limited	**[ICRA] AA+ (hyb) Stable**	-	-	-
	India Ratings & Research Private Limited	**IND AA+ Stable**	-	-	-
Long Term Bank Loans	ICRA Limited	**[ICRA] AA+ Stable**	[ICRA] AA+ Stable	[ICRA] AA+ Stable	[ICRA] AA+ Stable
Short Term Bank Loans	ICRA Limited	**[ICRA] A1+**	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+

16.11 Customer Complaints

Sr. No.	Particulars	**31 March, 2018**	31 March, 2017	31 March, 2016	31 March, 2015
(a)	No. of complaints pending at the beginning of the year	-	3	-	-
(b)	No. of complaints received during the year	**340**	45	31	39
(c)	No. of complaints redressed during the year	**332**	48	28	39
(d)	No. of complaints pending at the end of the year	**8**	-	3	-

16.12 The disclosures given above under note 23(16) pursuant to RBI Notification are only to the extent they are applicable to the Company.

Notes to the Reformatted Financial Statements (Continued)

17.Details of Specified Bank Notes (SBN) held and transacted during the period 8 November, 2016 to 30 December, 2016

	SBNs	Other denomination notes	Total
Closing cash in hand as on 8 November, 2016	-	-	-
(+) Permitted receipts (Refer note below)	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30 December, 2016	-	-	-

Note:
During the notified period the customers of the Company have directly deposited cash amounting to Rs.69.40 lakhs in the bank account of the Company held with scheduled banks. Company has not transacted in the SBN's and accordingly the Company did not have any cash balance as on 08.11.2016 and 30.12.2016.

18. Previous year/period's figures have been regrouped/ rearranged, wherever considered necessary, to conform with Current year/ period's presentation.

19. FY 2017 Pursuant to merger of wealth management undertaking of Aditya Birla Money Mart Limited(ABMML) (Refer note 23 (11 (i))), the figures of current year are not comparable to those of the previous year.

Aditya Birla Finance Limited

ANNEXURE 5 - STATEMENT OF DIVIDEND -

Particulars	2018	2017	2016	2015
Equity shares - Face value – (Rs.)	10	10	10	10
% of Dividend	Nil	Nil	Nil	Nil
Final dividend	Nil	Nil	Nil	Nil
Preference shares - Face value – (Rs.)	10	10	10	10
% of Dividend	8.06%	0%	0.44%	0.01%
Final dividend	80.57	-	81.75	6.00

Annexure 6 : List of qualification/modification

2015

1. According to the records of the Company, the dues outstanding of income-tax on account of any dispute are as follows:

Nature of the Statute	Nature of dues	Amount (Rs. in lakhs)	Year to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income-tax	55.33	A.Y. 2007 – 08	Income Tax Appellate Tribunal (ITAT)*
Income Tax Act, 1961	Income-tax	64.81	A.Y. 2008 – 09	Income Tax Appellate Tribunal (ITAT)
Income Tax Act, 1961	Income-tax	50.41	A.Y. 2012 – 13	CIT (Appeals)

*ITAT has restored the matter back to AO

2. We have been informed that during the year under audit two borrowers of the Company have defrauded the company by submitting made forged documents at the time of borrowing and consequently such loans amounting to Rs. 794.89 lakhs have become doubtful of recovery and the same have been fully provided for by the Company.

2016

1. According to the records of the Company, the dues outstanding of income-tax, value added tax and service tax dues disputed by the Company, are as follows:

Name of the statute	**Nature of dues**	**Amount (Rs. In lakhs)**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act, 1961	Income Tax	55.33	A.Y. 2007-08	Income Tax Appellate Tribunal (ITAT)has restored back the matter to the file of A.O.
Income Tax Act, 1961	Income Tax	64.81	A.Y. 2008-09	Income Tax Appellate Tribunal (ITAT)
Income Tax Act, 1961	Income Tax	50.41	A.Y. 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax	47.05	A.Y 2013-14	CIT (Appeals)
Finance Act, 1994 (Service tax)	Service tax demand	120.44	F.Y 2008-09 to F.Y 2010 - 11	Commissioner, Service Tax, Audit III

2017

1. According to the records of the Company, the dues outstanding of income-tax and service tax dues disputed by the Company, are as follows:

Name of the statute	**Nature of dues**	**Amount (Rs in lakhs)**	**Period to which the amount relates**	**Forum where dispute is pending**
Income tax Act, 1961	Income tax demands	213.94	AY 2000-01	Income Tax Appellate Tribunal (ITAT)
		23.92	AY 2001-02	
		53.98	AY 2002-03	
		14.91	AY 2003-04	
		9.20	AY 2004-05	
		6.39	AY 2005-06	
		4.79	AY 2007-08	
		55.33	AY 2007-08	Income Tax Appellate Tribunal (ITAT) has restored back the matter to the file of Assessing Officer
		90.46	AY 2008-09	Income Tax Appellate Tribunal (ITAT)
		5.17	AY 2009-10	
		4.67	AY 2010-11	
		196.52	AY 2012-13	
		50.41	AY 2012-13	Commissioner of Income Tax (Appeals)
		47.05	AY 2013-14	
		54.30	AY 2014-15	
Finance Act, 1994 (Service tax)	Service tax demand	370.51	FY 2008-09 to 2010-11	The Customs Excise and Service Tax Appellate Tribunal (CESTAT)

2018

1. According to the records of the Company, the dues outstanding of income-tax and service tax dues disputed by the Company, are as follows:

Name of the statute	Nature of Dues	Amount (Rs. in Lakhs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demands	213.94	AY 2000-01	Income Tax Appellate Tribunal (ITAT)
		23.92	AY 2001-02	
		62.74	AY 2002-03	
		14.91	AY 2003-04	
		9.20	AY 2004-05	
		7.02	AY 2005-06	
		4.79	AY 2007-08	
		55.33	AY 2007-08	Income Tax Appellate Tribunal (ITAT) has restored back the matter to the file of Assessing Officer
		25.90	AY 2008-09	Income Tax Appellate Tribunal (ITAT)
		11.02	AY 2009-10	
		4.71	AY 2010-11	
		54.41	AY 2012-13	
		189.42	AY 2012-13	Commissioner of Income Tax (Appeals)
		47.80	AY 2013-14	Assessing Officer (AO)
		54.78	AY 2014-15	
		0.36	AY 2015-16	
Finance Act, 1994 (Service Tax)	Service Tax Demand	361.48	FY 2008-09 to 2010-11	The customs excise and Service tax Appellate Tribunal (CESTAT)
		69.84	FY 2014-15 to 2015-16	Commissioner of Service Tax

*Net of payments made

Limited Review Report

Review Report to
The Board of Directors
Aditya Birla Finance Limited

1. We have reviewed the accompanying interim condensed standalone Ind AS financial statement of Aditya Birla Finance Limited (the "Company"), which comprise the interim condensed standalone balance sheet as at September 30, 2019, and the related interim condensed standalone Statement of Profit and Loss, interim condensed standalone Statement of Comprehensive Income, interim condensed standalone Statement of Cash Flows and interim condensed standalone Statement of Changes in Equity for the period ended September 30, 2019, and a summary of select explanatory notes (together hereinafter referred to as the "Interim Condensed Standalone Ind AS Financial Statement"). As more fully described in Note 1.1, the Interim Condensed Standalone Ind AS Financial Statement have been prepared by the Company to include in offer document for the purpose of NCD issue.

2. The preparation and presentation of these Interim Condensed Standalone Financial Statement is in accordance with the principles laid down in Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" specified under Section 133 of the Companies Act, 2013, as amended, read with the relevant rules issued thereunder and other accounting principles generally accepted in India, is the responsibility of the Company's management and have been approved by the Finance Committee of the Board of Directors of the Company. Our responsibility is to issue a report on the Interim Condensed Standalone Ind AS Financial Statement based on our review.

3. We conducted our review of the Interim Condensed Consolidated Financial Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the interim financial information is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Interim Condensed Standalone Financial Statement are not prepared and presented, in all material respects, in accordance with the Ind AS 34 specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India.

5. The comparative financial information for the corresponding six months ended September 30, 2018 included in these Interim Condensed Standalone Ind AS Financial

Statement of the Company are based on management certified accounts of the Company and have not been subjected to any review by us.

6. This report on the Interim Condensed Standalone Ind AS Financial Statement has been issued solely for the information and use of the management of the entity in connection with inclusion of Condensed Standalone Ind AS Financial Statement in offer documents for the purpose of NCD issue and should not be used or referred to for any other purpose or distributed to any other person.

For S.R. BATLIBOI & CO. LLP
ICAI Firm registration number: 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No.: 048749
UDIN: 19048749AAABEM4120
Mumbai,
December 30, 2019

Aditya Birla Finance Limited
Balance Sheet as at 30 September, 2019
(Currency: ₹ in Lakhs)

Particulars	As at 30 September, 2019	As at 31 March, 2019
I ASSETS		
1 Financial assets		
Cash and cash equivalents	66,767.30	5,908.01
Trade and Other Receivables	1,166.74	975.10
Loans	47,36,271.03	50,18,759.78
Investments	3,49,808.89	1,57,650.71
Other financial assets	1,060.10	2,823.35
2 Non-financial assets		
Current tax assets (net)	12,831.68	1,087.12
Deferred tax assets (net)	14,814.17	19,639.32
Property, plant and equipments	1,910.53	2,083.33
Intangible assets under development	2,207.55	1,508.75
Other intangible assets	2,136.27	2,821.06
Right to use of Assets	7,577.44	-
Other non-financial assets	5,702.33	4,550.23
Total assets	**52,02,254.03**	**52,17,806.76**
II LIABILITIES AND EQUITY		
Liabilities		
1 Financial liabilities		
Payables		
Trade & Other Payables		
- Micro and small enterprises	-	-
- Other than micro and small enterprises	8,747.25	4,852.32
Debt securities	21,50,911.70	23,55,967.60
Borrowings (other than debt securities)	20,47,492.34	19,44,266.27
Subordinated liabilities	20,942.49	20,976.11
Lease Liability	8,321.86	-
Other financial liabilities	1,59,981.68	1,36,208.36
2 Non-financial liabilities		
Current tax liabilities (Net)	2,912.72	1,572.15
Provisions	11,003.18	8,797.86
Other non-financial liabilities	2,988.54	3,511.78
Total liabilities	**44,13,301.76**	**44,76,152.45**
Equity		
Equity share capital	65,624.52	65,624.52
Other equity	7,23,327.75	6,76,029.79
Total equity	**7,88,952.27**	**7,41,654.31**
Total liabilities and equity	**52,02,254.03**	**52,17,806.76**

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per **Viren H. Mehta**

Partner
Membership No: 048749

Place: Mumbai
Date: 30 December, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and Chief Executive Officer)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Aditya Birla Finance Limited
Statement of Profit and Loss for the period ended 30 September, 2019
(Currency: ₹ in Lakhs)

	Particulars	Period ended 30 September, 2019	Period ended 30 September, 2018
	Revenue from operations		
(i)	Interest income	2,88,663.04	2,41,661.12
(ii)	Dividend income	820.00	820.00
(iii)	Fee and commission income	19,654.06	18,359.01
(iv)	Net gain on fair value changes	8,352.87	1,093.50
(I)	**Total revenue from operations**	**3,17,489.97**	**2,61,933.63**
(II)	Other income	539.20	349.82
(III)	**Total income (I + II)**	**3,18,029.17**	**2,62,283.45**
	Expenses		
(i)	Finance cost	1,83,470.72	1,52,853.43
(ii)	Impairment on financial instruments	23,068.28	7,886.98
(iii)	Employee benefit expenses	22,137.57	21,604.02
(iv)	Depreciation, amortization and impairment	2,257.43	1,164.74
(v)	Other expenses	15,321.42	13,556.75
(IV)	**Total expenses**	**2,46,255.42**	**1,97,065.91**
(V)	**Profit/(loss) before exceptional items and tax (III - IV)**	**71,773.75**	**65,217.53**
(VI)	Exceptional items	-	-
(VII)	**Profit/(loss) before tax (V- VI)**	**71,773.75**	**65,217.53**
(VIII)	Tax expense:		
	(1) Current tax	19,496.44	24,016.44
	(2) Deferred tax (credit)	5,036.72	(1,792.64)
	(3) Prior year adjustments	(839.31)	(45.01)
(IX)	**Profit/(loss) for the period**	**48,079.90**	**43,038.74**
(X)	**Other comprehensive income**		
	Items that will not be reclassified to profit or loss		
	Remeasurement gain/(loss) on defined benefit plan	(190.44)	3.76
	Income tax impact of above	47.93	(1.31)
		(142.51)	**2.45**
	Gain/(Loss) on FVTOCI Equity Instrument	(13.89)	-
	Income tax impact of above	3.50	-
		(10.39)	**-**
	Other comprehensive income for the period, net of tax	**(152.90)**	**2.45**
	Total comprehensive income for the period, net of tax	**47,927.00**	**43,041.19**
(XI)	**Earnings per equity share**		
	Basic (₹)	7.33	6.67
	Diluted (₹)	7.33	6.67

As per our report of even date attached.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai
Date: 30 December, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and Chief Executive Officer)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Aditya Birla Finance Limited
Cash Flow statement for the period ended September 30, 2019
(Currency: ₹ in Lakhs)

Particulars	Period ended 30 September, 2019	Period ended 30 September, 2018
Operating activities		
Profit before tax	71,773.75	65,217.53
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation/amortisation & Impairment	2,257.43	1,164.74
Impairment on financial instruments	23,068.28	7,886.98
(Gain)/Loss on sale of investments and securities	(6,085.48)	(1,532.16)
(Gain)/Loss on sale of property, plant and equipment	5.35	1.09
Interest income on investment and stock of securities	(5,115.86)	(5,020.43)
Net (gain)/loss on financial instruments at fair value through profit or loss (FVTPL)	(2,267.39)	438.66
Sundry Balances written back	(380.87)	-
Amortisation of Incomes / Expenses	(4,476.73)	(32.44)
Operating Profit before Working Capital Changes	**78,778.48**	**68,123.97**
Working capital changes		
Decrease / (Increase) in Loans	2,65,070.92	(4,96,333.81)
Decrease / (Increase) in Trade Receivables	(191.64)	132.42
Decrease / (Increase) in Other financial assets	1,763.25	(833.37)
Decrease / (Increase) in Other non-financial assets	(1,149.24)	(566.51)
Increase/ (Decrease) in Trade Payables	4,275.80	(1,915.37)
Increase/ (Decrease) in Other financial liabilities	23,773.32	(19,691.72)
Increase/ (Decrease) in Provisions	2,014.88	942.64
Increase/ (Decrease) in Other non-financial liabilities	(522.94)	328.72
	3,73,812.83	(4,49,813.03)
Income tax paid (net of refunds)	(29,009.69)	(24,242.44)
Net cash flows from/(used in) operating activities	**3,44,803.14**	**(4,74,055.47)**
Investing activities		
Purchase of property, plant and equipments	(306.11)	(514.94)
Purchase of Intangible assets including assets under development	(925.70)	(503.89)
Purchase of Long Term Investments	-	(4,475.00)
Sale of Long Term Investments	342.87	-
Net (Purchase) / Sale of Short Term Investments	(1,85,229.86)	27,750.98
Sale of property, plant and equipments	24.73	13.50
Interest received on investment measured at FVTPL	5,115.86	5,020.43
Net cash flows from/(used in) investing activities	**(1,80,978.21)**	**27,291.08**
Financing activities		
Lease Payments made	(1,070.08)	-
Proceeds from borrowings	5,95,990.80	6,93,618.83
Repayment of borrowings	(3,57,902.00)	(2,26,876.00)
(Repayment) / Proceeds from short term borrowings	(3,39,984.36)	(40,358.70)
Proceeds from issue of Equity Share Capital	-	771.70
Share Premium on proceeds from issue of Equity Share Capital	-	24,231.38
Net cash flows from/(used in) financing activities	**(1,02,965.64)**	**4,51,387.21**
Net increase/(Decrease) in Cash and Cash Equivalents	**60,859.29**	**4,622.82**
Cash and cash equivalents at 1 April	5,908.01	7,089.29
Cash and cash equivalents at 30 September	**66,767.30**	**11,712.11**
Components of cash and cash equivalents		
Cash / Cheques on hand	341.73	-
Balances with banks		
In current accounts	66,425.57	11,712.11
Total cash and cash equivalents	**66,767.30**	**11,712.11**
Cash Flow from Operations includes:		
Interest Received	**2,88,663.04**	**2,41,661.12**
Interest paid	**1,83,470.72**	**1,52,853.43**
Dividend Received	**820.00**	**820.00**

Aditya Birla Finance Limited
Statement of changes in Equity for the period ended 30 September, 2019
(Currency: ₹ in Lakhs)

a. Equity Share Capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	No. in lakhs	₹ in lakhs
As at 1 April, 2018	6,456.76	64,567.65
Issued during the period	77.17	771.70
As at 30 September, 2018	**6,533.93**	**65,339.35**
As at 1 April, 2019	**6,562.45**	**65,624.52**
Issued during the period	-	-
As at 30 September, 2019	**6,562.45**	**65,624.52**

b. Other Equity

	Reserves and Surplus						Other comprehensive income	Total Other Equity
	Special reserve	Securities premium account	Capital Reserve	General Reserve	Equity Component for ESOP issued by Aditya Birla Capital Ltd (Holding Company)	Retained Earnings	Equity instruments through other comprehensive income	
Balance as at 1 April, 2018	**48,810.00**	**3,32,292.06**	**(1,722.05)**	**13,660.95**	**628.56**	**1,64,563.13**	**97.67**	**5,58,330.32**
Profit for the Year	-	-	-	-	(628.56)	43,038.77	-	42,410.20
Other comprehensive income	-	-	-	-	-	2.45	-	2.45
Total comprehensive Income	**-**	**-**	**-**	**-**	**(628.56)**	**43,041.21**	**-**	**42,412.65**
Issue of Share Capital	-	24,231.38	-	-	-	-	-	24,231.38
Transfer to/from retained earnings	8,613.33	-	-	-	-	(8,613.33)	-	-
Balance as at 30 September, 2018	**57,423.33**	**3,56,523.44**	**(1,722.05)**	**13,660.95**	**-0.00**	**1,98,991.02**	**97.67**	**6,24,974.35**

	Reserves and Surplus						Other comprehensive income	Total Other Equity
	Special reserve	Securities premium account	Capital Reserve	General Reserve	Equity Component for ESOP issued by Aditya Birla Capital Ltd (Holding Company)	Retained Earnings	Equity instruments through other comprehensive income	
Transition Reserve created for Ind AS 116	-	-	-	-	-	(629.04)	-	(629.04)
Balance as at 1 April, 2019	66,187.79	3,63,738.29	-1,722.05	13,660.95	-	2,34,026.48	138.33	6,76,029.79
Profit for the Period	-	-	-	-	-	48,079.90	-	48,079.90
Other comprehensive income	-	-	-	-	-	(142.51)	(10.39)	(152.90)
Total comprehensive Income	**-**	**-**	**-**	**-**	-	47,937.39	(10.39)	47,927.00
Issue of Share Capital	-	-	-	-	-	-	-	-
Transfer to/from retained earnings	9,619.99	-	-	-	-	(9,619.99)	-	-
Balance as at 30 September, 2019	**75,807.78**	**3,63,738.29**	**(1,722.05)**	**13,660.95**	**-**	**2,71,714.84**	**127.94**	**7,23,327.75**

As per our report of even date attached.
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai
Date: 30 December, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and Chief Executive Officer)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Aditya Birla Finance Limited

Notes to the Condensed Interim Financial Statements

for the period ended 30 September, 2019

1 Notes to the Condensed Interim Balance Sheet as at 30 September, 2019, Condensed Interim Statement of Profit and Loss and Condensed Cash Flow for the period 01 April, 2019 to 30 September, 2019.

1.1 Basis of Preparation

Condensed Interim Financial Statements consists of Condensed Balance Sheet, Condensed Notes to accounts as at 30 September, 2019, Condensed Statement of Profit and Loss, Condensed Cash Flow and Condensed statement of changes in equity for the period 01 April, 2019 to 30 September, 2019 of Aditya Birla Finance Limited (the Company) has been prepared for the purpose of Public issue of Non Convertible Debentures.

The condensed interim financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) 34 prescribed under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The financial statements are presented in INR.

These condensed interim financial statements does not include all the notes of the type normally included in an annual financial statements. Accordingly, these condensed interim financial statements are to be read in conjunction with the annual financial statements for the year ended 31 March 2019.

The accounting policies adopted are consistent with the financial statements for the year ended March 31, 2019 except for the adoption of Ind AS 116 - Lease Accounting as shown in note 1.2 (iii) below.

1.2 Notes forming part of accounts

i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 3,459.65 lakhs (31 March, 2019: ₹ 2,508.88.36 lakhs).

ii) Contingent Liabilities not provided for as on 30 September, 2019:

(₹ in Lakhs)

Particulars	30 Sept, 2019	31 March, 2019
Disputed Income Tax Liability*	**4,025.98**	4,010.42
Disputed Service Tax Liability**	**502.00**	502.00
Claims against the Company not acknowledged as debts***	**512.00**	512.00
Corporate guarantees given by the Company on behalf of the clients	**1,074.03**	1,267.93
Letter of comfort given by the Company on behalf of clients	**4,633.62**	7,297.32
Total	**10,747.63**	**13,589.67**

*** Disputed Income Tax Liability**

(₹ in Lakhs)

Particulars	30 Sept, 2019	31 March, 2019
Disallowances of Depreciation on Intangibles, Disallowance of Expenses, Disallowance under Section 14A, Disallowance of Dividend under Section 10(33)	595.67	580.05
Disallowances of exceptional losses of Wealth Business	3,234.12	3,234.12
Interest on Non Performing Assets (NPA)	151.76	151.76
Disallowance of Leave Encashment under Section 43B	44.43	44.49

**(i) Show Cause Notice F. No. ST/Audit-III/Gr.i/ABF/SCN/739/2015-16/4587 dated 15 October 2015 was issued to the Company seeking to recover, inter alia, CENVAT Credit of ₹ 120.44 lakhs under Rule 14 of the CENVAT Credit Rules, 2004 (hereinafter referred to as "CCR") along with interest of ₹ 129.63 lakhs (as applicable) and imposition of penalties of ₹ 120.44 lakhs under the extant provisions of CCR as also the Finance Act, 1994.

**(ii) Show Cause cum demand Notice No. ST/Audit-III/P-3/Gr-7/Aditya Birla/SCN/2016/2126 dated 09 May, 2017 was issued to the Company demanding Service Tax of ₹ 69.84 lakhs on penal/ default interest.

**(iii) Show Cause cum demand Notice No. 20/GST/ME/Aditya Birla/ADC/2018-19 dated 26.07.2018 was issued to the Company demanding Service Tax of ₹ 61.65 lakhs for recovery of penal interest.

*** The claims against the Company comprise of the following :

Two of the Company clients have filed the Claim Petition as per High Court Order dated 27.10.2009 for an amount of ₹ 512.00 lakhs along with damages with interest. The matter is pending before Arbitrator.

iii) The Company has adopted Ind AS 116, which is effective from 1 April, 2019 and applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (1 April, 2019). Accordingly the Company has not restated comparative information, instead, the cumulative effect of initially applying the standard has been recognised as an adjustment to the opening balance of retained earnings as on 1 April, 2019. This has resulted in recognising a right-of-use asset of ₹ 8,205.69 lakhs, a corresponding lease liability of ₹ 9,046.30 lakhs and deferred tax assets created on the same for ₹ 211.57 lakhs by adjusting retained earnings by ₹ 629.04 lakhs as at 1 April, 2019. In the Profit and Loss account for the current period, the nature of expenses in respect of Operating Lease has changed from rent expenses in previous periods to depreciation cost for the right-to -use asset and finance cost for interest accrued on lease liability.

Change in Lease Accounting Policy

The Company has applied Ind AS 116 using the modified retrospective approach and therefore comparative information has not been restated. This means comparative information is still reported under Ind AS 17.

Company as a lessee:

For any new contracts entered into on or after 1 April 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as "a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Group assesses whether the contract is or contains lease.

Measurement and recognition:

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date. the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in- substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

Short term lease

The Company has elected not to recognise right of use asset and lease liabilities for short term leases of property that has lease term of 12 months or less. The Company recognises lease payment associated with these leases as an expenses on a straight line basis over lease term.

Under Ind AS 17: In the comparative period, as a lessee the Company classified leases that transfer substantially all the risk and reward of ownership as finance leases. Assets held under other leases are classified as operating lease and were not recognised in Company Balance sheet. Payment made under operating lease were recognised n profit and loss on a straight line basis over the term of lease, Company as lessor:

The Company's accounting policy under Ind AS 116 has not changed from the comparative period. As a lessor the Company classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

The impact on the Profit and Loss account for the quarter and six month ended 30 September, 2019 is as below:

(₹ in Lakhs)

Particulars	Amount without Ind AS 116 application	Amount due to Ind AS 116 Impact	Impact on PBT		
			For the six months ended	For the quarter ended	
			30 Sept, 2019	30 June, 2019	30 Sept, 2019
Rent Expense	2,148.61	1036.52 *	1,112.09	531.98	580.11
Depreciation	1,357.65	2,257.42	(899.77)	(426.53)	(473.24)
Interest Expense	1,83,125.08	1,83,470.72	(345.64)	(175.43)	(170.21)

*Rent expenses belong to rent paid for contract which is not covered by Ind AS 116.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per Viren H. Mehta
Partner
Membership No: 048749

Place: Mumbai
Date: 30 December, 2019

For and on behalf of the Board of Directors of
Aditya Birla Finance Limited

Ajay Srinivasan
(Director)
(DIN - 00121121)

Rakesh Singh
(Managing Director and CEO)
(DIN - 07006067)

Sanjay Miranka
(Chief Financial Officer)

Ankur Shah
(Company Secretary)

Place: Mumbai
Date: 30 December, 2019

Aditya Birla Finance Limited
Notes to the Financial Statements
for the period ended 30 September, 2019
(Currency: ₹ in Lakhs)

1. Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the period attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Particulars	Period ended 30 September, 2019	Period ended 30 September, 2018
Net Profit after Tax	48,079.90	43,038.74
Less: Interest on Financial Liabilities (including taxes)	-	-
Net Profit after Tax available for equity shareholders	48,079.90	43,038.74
Weighted average number of ordinary shares for basic and diluted earnings per share	65,62,45,197	64,56,76,477
Earnings per share		
Basic earnings per share (₹)	**7.33**	**6.67**
Diluted earnings per share (₹)	**7.33**	**6.67**

2. At the meeting of the Board of Directors held on September 10, 2019, the Board had approved the Scheme of Arrangement under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013, for merger of Transaction business of Aditya Birla MyUniverse Limited with the Company. Applications were made to National Company Law Tribunal, bench at Ahmedabad (NCLT) on September 12, 2019. NCLT passed an order on September 25, 2019 in favour of both the companies for dispensing the requirement of holding meetings of secured/ unsecured creditors, equity and preference shareholders. The petitions for the Merger were made to NCLT on October 17, 2019 and its hearing date is awaited. Both the companies are wholly owned subsidiaries of Aditya Birla Capital Limited.

3. Pursuant to The Taxation Laws (Amendment) Ordinance 2019, promulgated on 20 September 2019, the Company intends to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 to compute income tax at the revised rate (i.e. 25.17%) from the current financial year.

Accordingly, a benefit of ₹ 13.66 crores is recognised in the profit after tax which was a result of the gain arising due to reduction in income tax rate amounting to ₹ 68.60 crores for the half year ended 30 September, 2019 offset by a charge on account of re-measurement of opening deferred tax assets amounting to ₹ 54.94 crores.

Aditya Birla Finance Limited

Expected Credit Loss Disclosure

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans is as follows:

Book				
	Stage1	**Stage2**	**Stage3**	**Total**
Opening (Mar'19)	**48,93,968.25**	**1,00,643.74**	**75,249.79**	**50,69,861.78**
Addition	7,14,687.26	12,856.00	450.00	**7,27,993.26**
WriteOff	-	-	20,122.00	**20,122.00**
Upgrade				
From Stage2	19,501.00	(19,501.00)	-	**-**
From Stage3	2,792.00	2,899.00	(5,691.00)	**-**
Downgrade				
From Stage1	(1,94,678.00)	1,49,904.00	44,774.00	**-**
From Stage2	-	(15,120.00)	15,120.00	**-**
Repayment / Closed	(9,27,380.00)	(38,917.00)	(21,225.61)	**(9,87,522.61)**
Closing (Sept'19)	**45,08,890.51**	**1,92,764.74**	**88,555.18**	**47,90,210.43**

Provision				
	Stage1	**Stage2**	**Stage3**	**Total**
Opening (Mar'19)	**15,381.54**	**4,424.65**	**31,295.80**	**51,101.99**
Addition	3,270.00	5,789.00	18,775.00	**27,834.00**
WriteOff	-	-	20,503.00	**20,503.00**
Upgrade				
From Stage2	148.00	(148.00)	-	**-**
From Stage3	976.00	167.00	(1,143.00)	**-**
Downgrade				
From Stage1	(1,539.00)	1,095.00	444.00	**-**
From Stage2	-	(1,010.00)	1,010.00	**-**
Repayment / Closed	(3,791.60)	(56.00)	(645.99)	**(4,493.59)**
Closing (Sept'19)	**14,444.94**	**10,261.65**	**29,232.81**	**53,939.40**

Fair value measurement

The fair value of a fnancial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Corporation determines the fair value of fnancial instruments that are quoted in active markets using the quoted bid prices (fnancial assets held) or quoted ask prices (fnancial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash fow method, market comparable method, recent transactions happened in the company and other valuation models. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below :

Level 1: Level 1 hierarchy includes fnancial instruments measured using quoted prices. This includes listed equity instruments, units of mutual funds (open ended) and traded bonds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of fnancial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specifc estimates. If all signifcant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the signifcant inputs is not based on observable market data, the instrument is included in level 3.

I. The carrying amount and fair value measurement hierarchy for assets and liabilities as at September 30, 2019 is as follows:
Assets valued at fair value on a recurring basis

Particulars	Fair Value through profit and loss					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Quoted investments						
MOIL Limited	33.50	33.50	33.50	-	-	33.50
Preference Share						
TATA Motors Finance Limited (8.20 % Compulsory Convertible Cumulative Preference Shares)	22,509.53	22,509.53	-	-	22,509.53	22,509.53
Other Investments						
PMS Investment	1,683.22	1,683.22	-	1,683.22	-	1,683.22
Investment in Alternate Funds	15,724.01	15,724.01	-	15,724.01	-	15,724.01
Investment in Debt Securities	74,420.06	74,420.06	74,420.06	-	-	74,420.06
Bonds	2,35,262.84	2,35,262.84	2,35,262.84	-	-	2,35,262.84

Particulars	Fair Value through other comprehensive income					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Equity Share						
Birla Management Centre Services Limited	175.68	175.68	-	-	175.68	175.68

II. The carrying amount and fair value measurement hierarchy for assets and liabilities as at March 31, 2019 is as follows:
Assets valued at fair value on a recurring basis

Particulars	Fair Value through profit and loss					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Quoted investments						
MOIL Limited	38.94	38.94	38.94	-	-	38.94
Preference Share						
TATA Motors Finance Limited (8.20 % Compulsory Convertible Cumulative Preference Shares)	21,407.12	21,407.12	-	21,407.12	-	21,407.12
Other Investments						
PMS Investment	1,685.39	1,685.39	-	1,685.39	-	1,685.39
Investment in Alternate Funds	15,339.26	15,339.26	-	15,339.26	-	15,339.26
Investment in Debt Securities	93,892.85	93,892.85	93,892.85	-	-	93,892.85
Bonds	25,097.58	25,097.58	25,097.58	-	-	25,097.58

Particulars	Fair Value through Other Comprehensive Income					
	Carrying Value	Fair Value	Level-1	Level-2	Level-3	Total
Equity Share						
Birla Management Centre Services Limited	189.57	189.57	-	-	189.57	189.57

Valuation techniques

Equity instruments and units of mutual fund: The majority of equity instrument are actively traded on stock exchanges with readily available active prices on a regular basis. Such instruments are classified as Level 1. Units held in funds are measured based on their published net asset value(NAV), taking into account redemption and/or other restrictions. Such instruments are also classified as Level 1. Equity instruments in non-listed entities are initially recognised in transaction price and re-measured at each reporting date at valuation provided by external valuer at instrument level. Unlisted equity securities are classified at Level 3.

Investment in Preference Shares: As per latest guideline issued by FIMMDA, the Prefrence share which are not rated by a rating agency, the YTM method has be adopted. The preference shares are fair valued on the basis of YTM method. Hence, they are classified as Level 3. For the year ended March 19, The preference shares were fair valued on the basis of a similar compulsorily convertible preference shares issued by Tata Motors Finance Limited. Hence, they were classified as Level 2 for the year ended March 19.

Investment in Alternate funds and PMS investments : Units held in funds of AIF are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Such instruments are generally Level 2. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors. The fair values of investments made in securities through PMS is based on net asset value (NAV) which is provided in report received from the Portfolio Manager as at the reporting period and the same are classified under Level 2.

Investment in Debt Securities and Bonds : Fair value of these instrument is derived based on the indicative quote of price and yields prevaling in the market as at reporting date. Company has used quoted price of national stock exchange wherever bonds are traded actively. In cases where debt securities are not actively traded company has used CRISIL corporate bond valuer model for measuring fair value i.e. fair value has been computed using the Fixed Income Money Market and Derivatives Association of India ('FIMMDA') data on corporate bond spreads.

Equity shares measured at Fair Value through Other Comprehensive Income: Unquoted equity shares are measured at fair value through other comprehensive income on the basis of the net worth of the investee company and are classified as Level 3.

Fair value measurement

Movements in Level 3 financial instruments measured at fair value

The following tables show a reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities which are recorded at fair value:

30 September, 2019	As at 1 April, 2019	Purchase	Sales	Transfers into Level 3	Transfers from Level 3	Net interest income, net trading income and other income	Other comprehensive income	At 30 September, 2019
Equity Share								
Birla Management Centre Services Limited	189.57	-	-	-	-	-	(13.89)	175.68
TATA Motors Finance Limited	-	-	-	22,509.53	-	-	-	22,509.53
Total financial investments at FVTOCI	**189.57**	**-**	**-**	**22,509.53**	**-**	**-**	**(13.89)**	**22,685.21**
Total financial assets measured at fair value on a recurring basis	**189.57**	**-**	**-**	**-**	**-**	**-**	**-**	**22,685.21**

The following tables show the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value:

31 March, 2019	As at 1 April, 2018	Purchase	Sales	Transfers into Level 3	Transfers from Level 3	Net interest income, net trading income and other income	Other comprehensive income	At 30 September, 2018
Equity Share								
Birla Management Centre Services Limited	127.07	-	-	-	-	-	-	127.07
Total financial investments at FVTOCI	**127.07**	**-**	**-**	**-**	**-**	**-**	**-**	**127.07**
Total financial assets measured at fair value on a recurring basis	**127.07**	**-**	**-**	**-**	**-**	**-**	**-**	**127.07**

Impact on fair value of level 3 financial instruments measured at fair value of changes to key assumptions

The table summarises the valuation techniques together with the significant unobservable inputs used to calculate the fair value of the Group's Level 3 assets and liabilities.

Relationships between unobservable inputs have not been incorporated in this summary.

	Fair value			
Particulars	**Level 3 assets 30 September, 2019**	**Level 3 liabilities 30 September, 2019**	**Valuation technique**	**Significant unobservable inputs**
Equity Shares - Birla Management Centre Services Limited	175.68	-	Net worth of investee company	Instrument Price
Preference Share - TATA Motors Finance Limited	22,509.53	-	YTM Method	Instrument Price
	Fair value			
Particulars	**Level 3 assets 31 March, 2019**	**Level 3 liabilities 31 March, 2019**	**Valuation technique**	**Significant unobservable inputs**
Equity Shares - Birla Management Centre Services Limited	189.57	-	Net worth of investee company	Instrument Price

Quantitative analysis of significant unobservable inputs

Instrument Price
When specific market prices are not available, the Company uses net worth of the investee company. Given the nature of this approach, the actual range of prices used as inputs are usually quite wide. Therefore, the range is not indicative of the uncertainty associated with the fair value of the individual financial instrument.

Sensitivity of fair value measurements to changes in unobservable market data
The table below describes the effect of changing the significant unobservable inputs to reasonable possible alternatives.
Sensitivity data are calculated using a number of techniques, including adjusting model inputs to reasonable changes within the fair value methodology.

	30 September, 2019		31 March, 2019	
Particulars	**Favourable changes(+5%)**	**Unfavourable changes(-5%)**	**Favourable changes(+5%)**	**Unfavourable changes(-5%)**
Equity Shares - Birla Management Centre Services Limited	8.78	(8.78)	9.48	(9.48)
Preference Share - TATA Motors Finance Limited	1,125.48	(1,125.48)	N.A.	N.A.

Fair value measurement

Fair value of financial instruments not measured at fair value
Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements.

This table does not include the fair values of non–financial assets and non-financial liabilities.

30 September, 2019	Notional amount	Fair Value			
		Level-1	Level-2	Level-3	Total
Financial assets:					
Cash and cash equivalents	66,767.30	66,767.30	-	-	66,767.30
Other receivables	1,166.74	-	1,166.74	-	1,166.74
Loans	47,36,271.03	-	9,14,071.00	38,03,879.03	47,17,950.03
Other financial assets	1,060.10	-	1,060.10	-	1,060.10
Total financial assets	**48,05,265.17**	**66,767.30**	**9,16,297.84**	**38,03,879.03**	**47,86,944.17**
Financial liabilities:					
Trade payables	8,747.25	-	8,747.25	-	8,747.25
Debt securities	21,50,911.70	16,67,065.83	5,44,289.80	-	22,11,355.62
Borrowings (other than debt securities)	20,47,492.34	-	20,47,492.34	-	20,47,492.34
Subordinated liabilities	20,942.49	-	20,488.11	-	20,488.11
Other financial liabilities	1,59,981.68	1,02,448.32	57,533.36	-	1,59,981.68
Total financial liabilities	**43,88,075.46**	**17,69,514.15**	**26,78,550.85**	**-**	**44,48,065.00**

31 March, 2019	Notional amount	Fair Value			
		Level-1	Level-2	Level-3	Total
Financial assets:					
Cash and cash equivalents	5,908.01	5,908.01	-	-	5,908.01
Other receivables	975.10	-	975.10	-	975.10
Loans	50,18,759.78	-	7,73,003.00	42,15,527.78	49,88,530.78
Other financial assets	2,823.35	-	2,823.35	-	2,823.35
Total financial assets	**50,28,466.24**	**5,908.01**	**7,76,801.45**	**42,15,527.78**	**49,98,237.24**
Financial liabilities:					
Trade payables	4,852.32	-	4,852.32	-	4,852.32
Debt securities	23,55,967.60	15,82,935.43	8,09,435.24	-	23,92,370.67
Borrowings (other than debt securities)	19,44,266.27	-	19,44,266.27	-	19,44,266.27
Subordinated liabilities	20,976.11	-	20,356.86	-	20,356.86
Other financial liabilities	1,36,208.36	83,189.95	53,018.41	-	1,36,208.36
Total financial liabilities	**44,62,270.66**	**16,66,125.38**	**28,31,929.10**	**-**	**44,98,054.48**

Valuation methodologies of financial instruments not measured at fair value
Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only.

Short-term financial assets and liabilities
For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such amounts have been classified as Level 2 on the basis that no adjustments have been made to the balances in the balance sheet.

Loans
Loans can be categorized into two main categories based on the rate of interest charged on such loans:
• A) Floating rate Loans: Floating rate loans are loans in which the interest rates are reset at a periodic interval based on a pre-decided reference rate.
• B) Fixed Rate Loans: Fixed rate loans are loans in which the interest rates are decided at the time of sanction of the loan and are not reset automatically.

Floating Rate Loans:

The floating rate loans are valued on the basis of MCLR + Spread specific to the Company. This MCLR rate is being reset on periodic intervals based on the pre-decided reference rate. Hence, they are classified as Level 3.

Fixed Rate Loans:

1. A fixed rate loan given can be viewed as a plain vanilla bond purchased that pays a fixed rate of interest and has fixed redemption date with no options or variable terms attached to it. Value of a Bond is equal to the present value of coupon payments and the redemption price discounted at the yield to maturity ('YTM') as on the Valuation Date of a similar loan. Accordingly, the Company has used the present value technique for valuation of the Fixed Rate Loans given by the Company.

2. In the current case, the loans are a financial asset and the contractual cash flows are defined over the tenure of the loan. Since the loans are not traded on active markets and company does not have any active markets for identical assets, the Company has not used any level 1 inputs as per INDAS 113. Company has used the prevailing risk free rate as the valuation date and the credit default spread based on FIMMDA-PDAI Gilt curve for Valuation of Corporate Bonds-Corporates Valuation Matrix, being a level 2 input, as on the valuation date; to determine the discount factor for arriving at the fair value of these loans using the present value technique.

Fair value measurement

Borrowings

Floating Rate Borrowings:

The floating rate borrowings are valued on the basis of MCLR + Spread.

Fixed Rate Borrowings:

The methodology to arrive at yield and bond price is similar and is used in valuation for mutual fund industry. Trades reported may be analysed based on polls received and internal spread models of IMaCS to arrive at final yield for the security using the process mentioned below.

1. Last traded Yield/price that has been reported on NSE, BSE, MCX , FTRAC and NDS-OM is used for valuation as per existing rules for trade size and outliers used for Scrip level valuation. However polls are carried out for outliers trades.
2. In case above conditions are not met, yield is calculated considering trades in same issuer of similar maturity in line with overall market movement and market data collected. Polls may be carried out for outliers and for final valuation yield. .
3. In case the above two conditions are not met, matrix movement(benchmark movement of relevant maturity bucket as analysed based on overall trades available/bid-ask and or poll on the similar securities shall be applied on previous day's yield to arrive at Yield/Price for the day.
4. If yield/price is not determinable based on above steps due to non-availability of data, outliers and/or such exceptional events, valuation shall be provided based on previous days Yield/Price.

Aditya Birla Finance Limited

Segment Reporting

(₹ in Lakhs)

Particulars	Quarter Ended		Six months ended		Year ended
	30 Sept, 2019 (Unaudited)	30 Sept, 2018 (Unaudited)	30 Sept, 2019 (Unaudited)	30 Sept, 2018 (Unaudited)	31 March, 2019 (Audited)
Segment Revenue					
Financing Activities	1,51,568.39	1,32,113.88	3,10,166.89	2,56,985.15	5,50,782.40
Trading Activities	3,669.86	903.64	5,743.68	1,559.02	4,122.39
Wealth Business	825.91	1,960.63	2,118.60	3,739.28	6,383.12
Total Segment Revenue	**1,56,064.16**	**1,34,978.15**	**3,18,029.17**	**2,62,283.45**	**5,61,287.91**
Segment Results					
Financing Activities	28,494.42	31,497.44	67,042.05	64,697.94	1,30,718.62
Trading Activities	3,485.92	459.35	5,251.80	680.13	3,010.84
Wealth Business	(273.43)	(260.04)	(520.10)	(160.54)	(928.05)
Total profit before Tax	**31,706.90**	**31,696.74**	**71,773.75**	**65,217.53**	**1,32,801.42**
Capital Employed					
Financing Activities	7,25,415.54	6,71,030.00	7,25,415.54	6,71,030.00	7,16,562.51
Trading Activities	35,729.21	-	35,729.21	-	3,683.60
Wealth Business	161.67	1,906.43	161.67	1,906.43	681.76
Unallocated Corporate Assets	27,645.85	17,377.28	27,645.85	17,377.28	20,726.44
Total Capital Employed	**7,88,952.27**	**6,90,313.71**	**7,88,952.27**	**6,90,313.71**	**7,41,654.31**

Aditya Birla Finance Limited

(Currency: ₹ in Lakhs)

Related Party Transactions

Particulars	Quarter Ended		Six months ended		Year Ended
	30 September, 2019 (Unaudited)	30 September, 2018 (Unaudited)	30 September, 2019 (Unaudited)	30 September, 2018 (Unaudited)	31 March, 2019 (Audited)
Holding Company					
Reimbursement of Administrative expenses					
Aditya Birla Capital Limited	**183.94**	153.38	**301.01**	303.58	644.28
Interest expenses					
Aditya Birla Capital Limited	**19.57**	20.76	**40.11**	41.31	82.40
Reimbursement of Rent expenses					
Aditya Birla Capital Limited	**3.04**	43.06	**37.86**	76.80	157.49
Reimbursement of Legal and Professional expenses					
Aditya Birla Capital Limited	**42.93**	57.18	**72.83**	93.29	230.04
Reimbursement of Employee cost					
Aditya Birla Capital Limited- ESOP	**139.77**	385.15	**446.93**	753.65	1,341.00
Aditya Birla Capital Limited- OCI	**4.75**	10.44	**54.04**	8.72	(4.06)
Aditya Birla Capital Limited	**829.40**	968.05	**1,642.37**	2,038.79	3,496.00
Employee Cost Recovered					
Aditya Birla Capital Limited	**-**	-	**5.24**	15.90	16.75
Purchase of Asset Gross Value					
Aditya Birla Capital Limited	**-**	-	**-**	18.42	18.42
Issue of Equity Share Capital					
Aditya Birla Capital Limited	**-**	771.70	**-**	771.70	1,056.87
Share Premium on issue of equity share capital					
Aditya Birla Capital Limited	**-**	24,231.38	**-**	24,231.38	31,446.23
Interest on Debentures					
Aditya Birla Capital Limited	**71.23**	64.20	**141.25**	128.40	256.80
Preference Share Capital Outstanding					
Aditya Birla Capital Limited	**1,040.11**	1,040.11	**1,040.11**	1,040.11	1,080.00
Equity Share Capital Outstanding					
Aditya Birla Capital Limited	**65,624.52**	65,339.35	**65,624.52**	65,339.35	65,624.52
Equity Share Premium Outstanding					
Aditya Birla Capital Limited	**3,21,096.08**	3,13,881.23	**3,21,096.08**	3,13,881.23	3,21,096.08
Payable					
Aditya Birla Capital Limited (Debenture) (Long term borrrowings)	**3,253.14**	2,984.69	**3,253.14**	2,984.69	3,113.09
Aditya Birla Capital Limited (Trade Payables)	**947.57**	855.49	**947.57**	855.49	252.11
Receivable					
Aditya Birla Capital Limited	**3.52**	3.52	**3.52**	3.52	3.52
Fellow Subsidiaries					
Brokerage					
Aditya Birla Money Limited	**26.03**	30.82	**48.44**	57.10	110.35
Aditya Birla MyUniverse Limited	**-**	0.90	**-**	11.43	12.25
Reimbursement of Administrative expenses					
Aditya Birla MyUniverse Limited	**-**	1.14	**-**	1.14	1.14
Aditya Birla Sun Life Insurance Company Limited	**0.21**	-	**0.43**	1.61	2.13
Aditya Birla Insurance Brokers Limited	**-**	-	**-**	-	1.19
Aditya Birla Financial Shared Services Limited	**243.30**	164.31	**619.32**	485.34	924.91
Aditya Birla Housing Finance Limited	**60.60**	91.50	**123.71**	167.04	324.01
Aditya Birla Special Situations Fund - I	**(0.05)**	**-**	**-**	**-**	**-**
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**133.42**	-	**278.67**	-	256.07
Aditya Birla Health Insurance Company Limited	**4.25**	3.81	**8.39**	7.59	16.60
Telephone/Internet Expenses					
Vodafone Idea Limited (upto 30 August, 2018)	**-**	4.38	**-**	5.83	5.14
Custodian Charges Expenses					
Aditya Birla Money Limited	**4.07**	7.58	**7.90**	24.36	40.33
Interest expenses					
Aditya Birla Sun Life Insurance Company Limited	**664.50**	460.12	**1,332.82**	803.32	2,130.28
Reimbursement of Rent expenses					
Aditya Birla Money Limited	**2.16**	1.74	**3.24**	3.44	6.94
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**33.43**	-	**59.80**	-	32.57
Aditya Birla Sun Life Insurance Company Limited	**72.75**	72.62	**145.50**	145.24	290.49
Aditya Birla Sun Life Insurance Company Limited Notional Interest expense	**1.70**	1.57	**9.73**	3.11	6.35
Aditya Birla Sun Life Insurance Company Limited Operating Lease Expenses	**1.59**	1.59	**9.55**	3.18	6.36
Aditya Birla Financial Shared Services Limited	**1.14**	10.21	**14.04**	22.40	48.70
Aditya Birla Housing Finance Limited	**29.32**	48.76	**56.86**	104.36	189.28
Reimbursement of Legal and Professional expenses					
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**263.02**	-	**365.76**	-	188.12
Aditya Birla Sunlife Asset Management Company Limited	**4.20**	-	**4.20**	-	-
Aditya Birla Financial Shared Services Limited	**71.21**	46.20	**130.75**	78.54	244.40

Aditya Birla Finance Limited

(Currency: ₹ in Lakhs)

Related Party Transactions (Continued)

Particulars	Quarter Ended		Six months ended		Year Ended
	30 September, 2019 (Unaudited)	30 September, 2018 (Unaudited)	30 September, 2019 (Unaudited)	30 September, 2018 (Unaudited)	31 March, 2019 (Audited)
Reimbursement of Employee cost					
Aditya Birla Money Limited	**81.10**	49.18	**127.91**	97.56	216.24
Aditya Birla Money Insurance Advisory Services Limited	**18.83**	-	**18.83**	-	-
Aditya Birla MyUniverse Limited	**-**	-	**-**	-	7.25
Aditya Birla ARC Limited	**-**	-	**-**	-	1.73
Aditya Birla Financial Shared Services Limited	**196.79**	157.88	**360.84**	304.73	607.91
Aditya Birla Financial Shared Services Limited - Other Comprehensive Income (OCI)	**(2.69)**	12.73	**3.97**	14.45	16.15
Aditya Birla Housing Finance Limited	**-**	37.38	**4.71**	37.38	37.38
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**369.48**	-	**694.31**	-	263.68
Aditya Birla Sunlife Asset Management Company Limited	**-**	4.53	**-**	4.53	4.53
Insurance Premium Paid					
Aditya Birla Health Insurance Company Limited	**18.00**	-	**18.00**	-	89.96
Interest Income					
Aditya Birla Special Situations Fund - I	**(0.42)**	-	**-**	-	-
Vodafone Idea Limited (upto 30 August, 2018)	**-**	396.64	**-**	404.51	170.52
ESOP Expenses					
Aditya Birla Money Limited	**-**	-	**-**	-	0.75
Aditya Birla Sunlife Asset Management Company Limited	**-**	-	**-**	-	0.27
Employee cost recovered					
Aditya Birla Money Limited	**-**	-	**-**	1.01	12.33
Aditya Birla MyUniverse Limited	**-**	-	**6.29**	-	0.51
Aditya Birla ARC Limited	**85.83**	39.01	**111.19**	89.38	146.82
Aditya Birla Sun Life Insurance Company Limited	**22.23**	-	**31.42**	-	0.27
Aditya Birla Sunlife Asset Management Company Limited	**-**	-	**2.37**	-	8.70
Aditya Birla Money Mart Limited	**-**	-	**-**	-	0.44
Aditya Birla Housing Finance Limited	**160.00**	-	**266.04**	-	-
Aditya Birla Financial Shared Services Limited	**-**	-	**0.36**	-	-
Referral Fees Income					
Aditya Birla Money Limited	**6.17**	12.06	**11.80**	24.21	41.08
Legal and Professional expenses recovered					
Aditya Birla Housing Finance Limited	**1.00**	0.75	**4.50**	1.50	1.50
Brokerage Income					
Aditya Birla Money Limited	**60.30**	184.58	**73.89**	478.28	633.31
Aditya Birla Commodities Broking Limited	**-**	0.26	**-**	1.04	-
Aditya Birla Sunlife Asset Management Company Limited	**8.88**	17.38	**15.86**	90.92	104.21
Rent recovered					
Aditya Birla Money Limited	**-**	0.80	**-**	3.55	3.55
Aditya Birla Money Insurance Advisory Services Limited	**3.15**	0.64	**3.15**	0.64	2.12
Aditya Birla Sun Life Insurance Company Limited Notional Interest expense	**-**	-	**-**	-	-
Aditya Birla Insurance Brokers Limited	**1.51**	0.12	**3.02**	0.24	0.48
Aditya Birla Sunlife Asset Management Company Limited.	**21.13**	17.38	**42.58**	34.76	73.74
Aditya Birla Money Mart Limited	**-**	0.48	**-**	0.48	0.48
Aditya Birla Housing Finance Limited	**44.48**	39.21	**91.51**	81.09	172.33
Recovery of ESOP Expenses					
Aditya Birla Financial Shared Services Limited	**-**	0.66	**-**	0.66	0.66
Administrative Expenses Recovered					
Aditya Birla Money Insurance Advisory Services Limited	**0.06**	0.87	**0.06**	0.87	2.96
Aditya Birla MyUniverse Limited	**-**	-	**1.96**	0.40	7.14
Aditya Birla Insurance Brokers Limited	**-**	-	**-**	-	3.79
Aditya Birla Sunlife Insurance Company Limited	**-**	1.00	**-**	1.00	1.00
Aditya Birla Sunlife Asset Management Company Limited	**-**	1.00	**-**	1.74	1.74
Aditya Birla Money Mart Limited	**-**	0.68	**-**	0.68	0.68
Aditya Birla Financial Shared Services Limited	**-**	-	**-**	-	0.12
Aditya Birla Housing Finance Limited	**75.22**	53.93	**127.87**	110.58	229.90
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**-**	-	**-**	-	1.02
Sale of assets					
Aditya Birla Money Limited	**-**	-	**-**	-	5.18
Aditya Birla Housing Finance Limited	**6.81**	-	**6.81**	-	-
Aditya Birla Financial Shared Services Limited	**-**	-	**-**	-	15.14
Aditya Birla Sunlife Asset Management Company Limited.	**-**	-	**-**	-	11.38
Purchase of assets					
Aditya Birla MyUniverse Limited	**-**	-	**-**	-	0.02
Aditya Birla Housing Finance Limited	**3.57**	-	**3.57**	-	-
Aditya Birla Sun Life Insurance Company Limited	**-**	-	**-**	-	22.17

Aditya Birla Finance Limited

(Currency: ₹ in Lakhs)

Related Party Transactions (Continued)

Particulars	Quarter Ended		Six months ended		Year Ended
	30 September, 2019 (Unaudited)	30 September, 2018 (Unaudited)	30 September, 2019 (Unaudited)	30 September, 2018 (Unaudited)	31 March, 2019 (Audited)
Issue of NCD					
Aditya Birla Sun Life Insurance Company Limited	-	-	-	5,000.00	15,000.00
Vodafone Idea Limited (upto 30 August, 2018)	-	20,000.00	-	30,000.00	-
Redemption of NCD's					
Aditya Birla Sun Life Insurance Company Limited	-	-	**1,500.00**	-	-
Investment in funds					
Aditya Birla Special Situations Fund - I	**0.05**	-	**15.36**	-	-
Prepaid Expenses					
Aditya Birla Health Insurance Company Limited	**18.00**	-	**18.00**	-	-
Aditya Birla Financial Shared Services Limited	**163.31**	149.49	**163.31**	149.49	56.25
Redeemable NCDs					
Aditya Birla Sun Life Insurance Company Limited	**29,477.74**	20,975.59	**29,477.74**	20,975.59	30,977.17
Interest accrued					
Aditya Birla Special Situations Fund - I	-	-	-	-	-
Aditya Birla Sun Life Insurance Company Limited	**930.95**	476.89	**930.95**	476.89	1,444.04
Investment in fund outstanding					
Aditya Birla Special Situations Fund - I	**16.21**	-	**16.21**	-	-
Payable					
Aditya Birla MyUniverse Limited	-	0.75	-	0.75	0.56
Aditya Birla Money Limited	**78.99**	-	**78.99**	-	-
Aditya Birla Insurance Brokers Limited	-	-	-	-	1.16
Aditya Birla Sun Life Insurance Company Limited	**41.36**	47.90	**41.36**	47.90	29.72
Aditya Birla Financial Shared Services Limited	**373.08**	114.83	**373.08**	114.83	312.80
Aditya Birla Housing Finance Limited	-	69.11	-	69.11	-
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**383.29**	-	**383.29**	-	431.75
Aditya Birla Money Insurance Advisory Services Limited	**17.92**	-	**17.92**	-	-
Aditya Birla Health Insurance Company Limited	**5.09**	4.56	**5.09**	4.56	4.63
Receivable					
Aditya Birla Money Limited	-	31.68	-	31.68	2.42
Aditya Birla Commodities Broking Limited	-	0.11	-	0.11	-
Aditya Birla Insurance Brokers Limited	**0.21**	0.14	**0.21**	0.14	-
Aditya Birla Money Insurance Advisory Services Limited	-	1.77	-	1.77	5.91
Aditya Birla Housing Finance Limited	**221.16**	-	**221.16**	-	22.55
Aditya Birla ARC Limited	**113.22**	89.38	**113.22**	89.38	9.76
Aditya Birla Sun Life Assets Management Company Limited	**4.06**	-	**4.06**	-	11.89
Aditya Birla Money Mart Limited	**3.47**	3.47	**3.47**	3.47	3.47
Aditya Birla MyUniverse Limited	-	-	-	-	-
Aditya Birla Sun Life Insurance Company Limited	-	7.44	-	7.44	-
Vodafone Idea Limited (upto 30 August, 2018)	-	-	-	-	-
Security Deposit Receivable					
Aditya Birla Management Corporation Private Limited (w.e.f. 01 January 2019)	**284.00**	-	**284.00**	-	-
Aditya Birla Sun Life Insurance Company Limited Deferred Lease Asset on Security Deposit	**3.18**	-	**3.18**	-	6.36
Aditya Birla Sun Life Insurance Company Limited	**84.78**	78.17	**84.78**	78.17	81.41
Other Transaction- Advance paid for Expenses					
Aditya Birla Health Insurance Company Limited	-	-	-	-	13.99
Other Transaction- Advance receivable for Expenses					
Aditya Birla Housing Finance Limited	-	-	-	-	79.03

Notes:-

a)The related party relationships have been as identified by the management on the basis of the requirements of the Indian Accounting Standard IND AS–24 'Related Party Disclosures' and the same have been relied upon by the Auditors.

b)The relationships disclosed above are for the entities where control exists and with whom transactions have taken place during the period/year.

MATERIAL DEVELOPMENTS

Save and except as disclosed below and in this Draft Shelf Prospectus, there have been no material developments since March 31, 2019 and there have risen no circumstances that materially or adversely affects the operations or financial condition or profitability of our Company or the value of our assets or our ability to pay our material liabilities over the next 12 months.

1. Appointment of Managing Director and Chief Risk Officer

Mr. Rakesh Singh, the Chief Executive Officer of our Company was appointed as the Managing Director and Chief Executive Officer with effect from July 23, 2019.

Further, our Company, as per the extant directions of the RBI appointed Mr. Sekhar Mosur as the Chief Risk Officer and Mr. Sekhar Mosur resigned as the Manager of our Company with effect from July 22, 2019.

2. *However, the Board of Directors of our Company vide resolution passed at the meeting held on September 10, 2019 approved the merger of transaction business of Aditya Birla My Universe Limited with our Company ("Proposed Merger").*

On September 10, 2019, our Company vide resolution passed at the meeting of the Board of Directors ("**Resolution**"), approved the merger of transaction business of Aditya Birla My Universe Limited with our Company. The scheme of arrangement, based on the recommendations of the Audit Committee of the Company, obtained the consent and approval of the Board of Directors of the company. The proposed Arrangement between the two companies is in compliance with the provisions of the Companies Act, 2013 ('Act'), as notified or as may be amended from time to time and including any statutory replacement or re-enactment thereof, if any, read along with the Companies (Comprises, Arrangements and Amalgamations) Rules, 2016 and other rules, order, circular and notification made under the Act, as may be applicable and in accordance with the relevant provisions of the memorandum of association and articles of association of the company. Our Company, post the aforesaid Resolution, has vide application dated September 12, 2019 applied to the Hon'ble National Company Law Tribunal, bench at Ahmedabad (NCLT) interalia for the dispensation from holding the meetings of the Equity shareholders, sole preference shareholder, secured creditors (including secured Debenture holders) and unsecured creditors (including unsecured Debenture holders) which approval was granted on September 25, 2019 vide order of the NCLT. Further, the petitions for the merger were made to NCLT on October 17, 2019 and the order approving the scheme of arrangement was delivered on December 12, 2019.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

Sr. No.	Ind AS No.	Particulars	Indian GAAP	Ind AS
1	Ind AS 1	Presentation of Financial Statements	**Other Comprehensive Income:** There is no concept of 'Other Comprehensive Income' under Indian GAAP.	**Other Comprehensive Income:** Ind AS 1 introduces the concept of Other Comprehensive Income ("OCI"). Other comprehensive income comprises items of income and expenses (including reclassification adjustments) that are not recognized in profit or loss as required or permitted by other Ind AS.
			Extraordinary items: Under Indian GAAP, extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.	**Extraordinary items:** Under Ind AS, presentation of any items of income or expense as extraordinary is prohibited.
			Change in Accounting Policies: Indian GAAP requires changes in accounting policies to be presented in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material. If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same should be appropriately disclosed.	**Change in Accounting Policies:** Ind AS requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.
2	Ind AS 12	Deferred Taxes	Under Indian GAAP, the Company determines deferred tax to be recognized in the financial statements with reference to the income statement approach i.e. with reference to the timing differences between profit offered for income taxes and profit as per the financial statements.	As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/ liabilities and their respective tax base. Using the balance sheet approach, there could be additional deferred tax charge/income on account of all Ind AS opening balance sheet adjustments
3	Ind AS 19	Accounting for Employee benefits	Currently, under Indian GAAP the Company recognizes all short term and long term employee benefits in the profit and loss account as the services are received. For long term employee	Under Ind AS 19, the change in liability is split into changes arising out of service, interest cost and re-measurements and the change in asset is split between

Sr. No.	Ind AS No.	Particulars	Indian GAAP	Ind AS
			benefit, the Company uses actuarial valuation to determine the liability.	interest income and re-measurements. Changes due to service cost and net interest cost/ income need to be recognized in the income statement and the changes arising out of re-measurements are to be recognized directly in OCI.
4	Ind AS 24	Related parties	Under Indian GAAP, the scope of related parties is limited	Under Ind AS, the scope of related parties is extensive.
5	Ind AS 27	Separate Financial Statements	Accounting for investments in subsidiaries is governed by Accounting Standard 13 depending on the classification of the investment as current or long term	Accounting for investments in subsidiaries is governed by Ind AS 27 which gives an option to account the same at cost or in accordance with Ind AS 109
6	Ind AS 37	Provisions, contingent liabilities and contingent assets	Under Indian GAAP, provisions are recognised only under a legal obligation. Also, discounting of provisions to present value is not permitted	Under IND AS, provisions are recognised for legal as well as constructive obligations. IND AS requires discounting the provisions to present value, if the effect of time value of money is material
7	Ind AS 102	Share based payments	Under Indian GAAP, company has an option to account for share based payments on the basis of intrinsic value or fair value. The company followed the intrinsic value method and gave a proforma disclosure for the fair valuation.	Under Ind AS, the share based Payments have to be mandatorily accounted basis the fair value and the same has to be recorded in the Statement of Profit or Loss over the vesting period. The fair valuation of the unvested options as on the transition date have to be adjusted against retained earnings
8	Ind AS 32/ 107/ 109	Presentation and classification of Financial Instruments and subsequent measurement	Currently, under Indian GAAP, the financial assets and financial liabilities are recognised at the transaction value. The Company classifies all its financial assets and liabilities as short term or long term. Long term investments are carried at cost less any permanent diminution in the value of such investments determined on a specific identification basis. Current investments are carried at lower of cost and fair value. Financial liabilities are carried at their transaction values. Disclosures under Indian GAAP are limited. Currently under Indian GAAP, processing fees and/or fees of similar nature are recognized upfront in the Statement of Profit and Loss. Currently, the de-recognition of financial assets under securitization/assignment transactions are governed by RBI guidelines for NBFCs	Ind AS 109 requires all financial assets and financial liabilities to be recognised on initial recognition at fair value. Financial assets have to be either classified as measured at amortized cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss, (FVTPL), or recognized in other comprehensive income (FVOCI). Financial assets include equity and debts investments, interest free deposits, loans, trade receivables etc. Assets classified at amortized cost and FVOCI and the related revenue (including interest subsidy, processing fees and fees of similar nature) net of related costs have to be measured using the Effective Interest Rate (EIR) method. Interest subsidy and loan processing fees and/or fees of similar nature would be measured and recognized using the Effective Interest Rate (EIR) method over the period of loan.

Sr. No.	Ind AS No.	Particulars	Indian GAAP	Ind AS
				There are two measurement categories for financial liabilities – FVTPL and amortized cost. Fair value adjustment on transition shall be adjusted against opening retained earnings on the date of transition. Disclosures under Ind AS are extensive. Ind AS 109 prescribes transfer of risk and rewards of ownership for de-recognition of financial assets
9	Ind AS 32/ 107/ 109	Financial Instruments Impairment	Under Indian GAAP, the Company assesses the provision for doubtful debts at each reporting period, which in practice, is based on relevant information like past experience, financial position of the debtor, cash flows of the debtor, guidelines issued by the regulator etc.	The impairment model in Ind AS is based on expected credit losses and it applies equally to debt instruments measured at amortized cost or FVOCI, lease receivables, contract assets within the scope of Ind AS 15 (currently deferred) and certain written loan commitments and financial guarantee contracts.
10.	Ind AS 32/ 107/ 109	Presentation and classification of Financial liabilities	Financial instruments are classified based on legal form-redeemable preference shares will be classified as equity. Preference dividends are always recognised similar to equity dividend and are never treated as interest expense.	Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement, (and not its legal form), and the definition of financial liabilities and equity instruments. Dividends on financial instruments classified as financial liability is recognised as an interest expense in the statement of profit or loss and other comprehensive income. Hence if preference shares meet the definition of financial liability, the preference dividend shall be treated as an interest expense.

FINANCIAL INDEBTEDNESS

The outstanding borrowings of our Company as on September 30, 2019 are as follows:

Sr. No.	Nature of Borrowing	Principal Amount (₹ in lakhs)	%
1.	Secured Borrowings	3,654,869.68	86.60
2.	Unsecured Borrowings	565,400.00	13.40
Total borrowings		**4,220,269.68**	**100.00**

Set forth below, is a summary of the borrowings by our Company as at September 30, 2019 together with a brief description of certain significant terms of such financing arrangements.

A. DETAILS OF SECURED BORROWINGS:

Our Company's secured borrowings as on September 30, 2019 amount to ₹ 2,047,690.15 lakhs. Out of this, our Company's secured term loans amount to ₹ 1,783,218.48 lakhs. The working capital demand loans / cash credit amount to ₹ 264,471.20 lakhs. The details of the borrowings are set out below:

1. **Term Loans from Banks**:**

(*₹ in lakhs*)

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
Axis Bank	December 24, 2018	50,000	50,000	December 22, 2023	Twelve Equal Quarterly repayments starting from end of 24 Months from date of first Disbursement	1. Post 2 years the Company will have the option to prepay: (a) Without any prepayment penalty: (i) On all interest reset date (ii) In case the Bank modifies the rate of interest, whether on interest reset date or otherwise. (b) At any other time, with the payment of prepayment penalty of 1% of the amount prepaid

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
						The amount prepaid shall be applied in the inverse order of maturity. Any amount prepaid shall not be redrawn. 2. During the said two years if as per the RBI mandate or otherwise the benchmark is required to be changed from 1Y MCLR of Axis Bank to some external benchmark as may be advised by RBI, then the said spread of 0.35% will be accordingly changed such that the total effective rate of interest for the borrower as on the date of change of benchmark remains unchanged.
Bank of Bahrain & Kuwait	March 26, 2018	3,833	3,833	March 25, 2021	3 Years, 3 Annual Installment	Waiver of Pre payment charges if Pre payment is made with 5 Days prior written notice
	Undrawn#	1,900	-	-	Bullet Repayment	Waiver of Pre payment charges if Pre payment is made with 5 Days prior written notice
Bank of Baroda	February 14, 2017	20,000	20,000	February 11, 2022	Bullet Repayment	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
	June 6, 2018	20,000	20,000	June 6, 2023	Bullet Repayment	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice,

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
						or else 1 % on the amount prepaid
	August 20, 2018	18,000	18,000	August 18, 2023	5 Years, 5 annual repayments starting from 12 month of date of first disburement	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
	September 3, 2018	32,000	32,000	August 18, 2023	5 Years, 5 annual repayments starting from 12 month of date of first disburement	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
	September 26, 2018	60,000	60,000	August 18, 2023	5 Years, 5 annual repayments starting from 12 month of date of first disburement	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
	October 31, 2018	90,000	90,000	October 31, 2023	5 Years, Twenty Equal Quarterly repayments from the end of Third Month from the date of First Disbursement	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
	November 5, 2018	90,000	90,000	October 31, 2023	5 Years, Twenty Equal Quarterly repayments from the end of Third Month from the date of First Disbursement	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
Bank of India	Undrawn[#]	75,000	-	-	5 Years, Eight Half Yearly Repayments from the end of12th Month from the date of First Disbursement	Waiver of Pre payment charges if Pre payment is made with 15 Days prior written notice, or else 1 % on the amount prepaid
Canara Bank	February 18, 2016	20,000	20,000	February 17, 2021	5 Years, Bullet Repayment	Nil, if prepaid with 15 days prior notice. Otherwise

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
						1% p.a. on the amount prepaid, unless paid out of own sources / internal accruals.
	March 15, 2016	30,000	30,000	March 15, 2021	5 Years, Bullet Repayment	Nil, if prepaid with 15 days prior notice. Otherwise 1% p.a. on the amount prepaid, unless paid out of own sources / internal accruals.
	February 23, 2017	10,000	10,000	February 22, 2022	5 Years, 2 equal installment falling due at the end of 54th month and 60th month	No prepayment charges, if prepayment is with 15 days notice. Otherwise payment charges of 1% p.a. of the amount prepaid will be collected
	May 5, 2017	20,000	20,000	February 22, 2022	5 Years, 2 equal installment falling due at the end of 54th month and 60th month	No prepayment charges, if prepayment is with 15 days' notice. Otherwise payment charges of 1% p.a. of the amount prepaid will be collected
	June 28, 2017	25,000	25,000	June 28, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	No prepayment charges, if prepayment is with 15 days notice. Otherwise payment charges of 1% p.a. of the amount prepaid will be collected
	March 28, 2019	50,000	50,000	March 28, 2024	Repayment will be in 8 half yearly equal installments to commence after one year moratorium from the date of first drawdown.	No prepayment charges, if prepayment made with 15 days notice,otherwise 2% of amount prepaid.
Deutsche Bank	June 28, 2019	15,000	15,000	June 28, 2022	Bullet Repayment	NIL on reset dates, else 1 % prepayment

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
						penalty by giving a 7 days prior notice
	July 25,2019	10,000	10,000	July 26, 2022	Bullet Repayment	NIL on reset dates, else 1 % prepayment penalty by giving a 7 days prior notice
	July 26,2019	10,000	10,000	July 27, 2022	Bullet Repayment	NIL on reset dates, else 1 % prepayment penalty by giving a 7 days prior notice
HDFC Bank	January 31, 2017	7,500	7,500	January 29, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	February 14, 2017	7,500	7,500	February 12, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	February 27, 2017	7,500	7,500	February 26, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	March 17, 2017	7,500	7,500	March 17, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	March 29, 2017	7,500	7,500	March 29, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	June 27, 2017	25,000	25,000	June 25, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
	October 31, 2017	15,625	15,625	October 29, 2021	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	April 30, 2018	22,500	22,500	April 30, 2022	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	June 25, 2018	52,500	52,500	June 24, 2022	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	June 25, 2018	37,500	37,500	June 24, 2022	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	April 26,2019	40,000	40,000	April 25, 2023	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	June 27,2019	25,000	25,000	June 26, 2023	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	July 31, 2019	50,000	50,000	August 01, 2023	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
	August 28, 2019	25,000	25,000	August 30, 2023	48 Months 8 Equal repayments starting from 6 month from	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
					each date of drawdown	
	Undrawn#	60,000	-	-	48 Months 8 Equal repayments starting from 6 month from each date of drawdown	Nil for repayment after 1 year (in part or full) with a prior notice of 15 days Nil for repayment after 1 year (in part or full) with a prior notice of 15 days
HSBC	December 18, 2018	30,000	30,000	December 18, 2021	Three Annual equal installments from the date first disbursement	5 Days Notice if at time of Interest Reset or 7 Days prior Notice anytime during the year subject to breakage cost
ICICI Bank	June 25, 2018	20,000	20,000	May 25, 2021	Bullet Repayment at the end of 35th month	The Borrower will have the option to prepay the loan without any prepayment penalty within 60 days of such increase in "Spread" provided an irrevocable notice to prepay the loan has been given by the borrower to the Bank within 15 days of such increase in "Spread". At each interest reset date, if the Borrower wishes to prepay the Facility, it may do so without payment of prepayment premium subject to the Borrower giving at least 15 days prior written notice of the same to the Bank. In case total loan book of the Borrower eligible for bank financing

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
						goes below bank funding, borrower can prepay the loan availed by giving at least 15 days prior notice to the bank without any prepayment penalty. Except mentioned elsewhere, if the Borrower wishes to prepay the Facility, it may do so with payment of Prepayment Premium of 0.50% on principal amount of the loan prepaid subject to the Borrower giving at least 15 days prior written notice of the same to the Bank.
Indian Bank	September 28, 2018	20,000	20,000	September 28, 2022	Eight Half Yearly Installments with a moratorium of 12 months from the date of Each Drawdown (Door to door Tenor of 60 Months)	At Anytime by giving 30 day prior day notice
Karnataka Bank	December 29, 2017	10,000	10,000	December 29, 2022	5 years, Equal Inst at the end of 4th & 5th year	On reset date, if the rate is not agreeable by the Company, At any time with 15 days notice; nil charges
Kotak Bank	September 27, 2017	6,667	6,667	September 27, 2021	4 years, Equal Inst at the end of 2, 3 & 4th year	Pre payment of the loan, shall attract penalty which will be mutually agreed at time of pre payment. After 6 months of disbursement of tranche, no pre payment charges shall apply trache

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
	December 22, 2017	5,000	5,000	December 22, 2021	4 years, Equal Inst at the end of 2, 3 & 4th year	Pre payment of the loan, shall attract penalty which will be mutually agreed at time of pre payment. After 6 months of disbursement of tranche, no pre payment charges shall apply trache
	March 26, 2018	20,000	20,000	March 25, 2022	4 years, Equal Inst at the end of 2, 3 & 4th year	Pre payment of the loan, shall attract penalty 1% of the outstanding amount 1 % . After 6 months of disbursement of tranche, no pre payment charges shall apply trache
Mizuho Bank	February 07,2019	12,500	12,500	February 4, 2022	Bullet repayment, payable at the end of 3 years from the date of disbursement.	Permitted, subject to break cost funding.
	March 28,2019	12,500	12,500	March 25, 2022	Bullet repayment, payable at the end of 3 years from the date of disbursement.	Permitted, subject to break cost funding.
Oriental Bank Of Commerce	May 29, 2018	25,000	25,000	May 29, 2023	Two Equal annual installments payable at end of 48th and 60th month	15 days notice; nil charges
Punjab And Sindh Bank	June 26, 2018	30,000	30,000	June 26, 2023	Bullet at the end of 60th month	Nil with 7 days notice
	June 28, 2018	20,000	20,000	June 26, 2023	Bullet at the end of 60th month	Nil with 7 days notice
State Bank of India	December 30, 2015	20,000	20,000	December 30, 2020	Bullet Repayment at end of 60 Months from date of first disbursement	Nil Waived

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
	December 31, 2015	10,000	10,000	December 30, 2020	Bullet Repayment at end of 60 Months from date of first disbursement	Nil Waived
	January 6, 2017	1,500	1,500	January 6, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	Nil Waived
	July 27, 2017	10,000	10,000	January 6, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	Nil Waived
	September 12, 2017	10,000	10,000	January 6, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	Nil Waived
	October 31, 2017	28,500	28,500	January 6, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	Nil Waived
State Bank of India (erstwhile SBBJ)	March 31, 2016	5,000	5,000	March 31, 2020	Four Half yearly installments after moratorium of 24 Months from the date of each disbursement	Penalty of 2 % of the prepaid amount shall be waived if pre paid on reset dates with a notice of 30 days
State Bank of India (erstwhile SBOP)	March 30, 2016	4,629	4,629	March 30, 2021	Bullet Repayment at end of 60 Months from date of first disbursement	NIL - 15 days notice; Else 2 % penalty
Syndicate Bank	March 27, 2017	30,000	30,000	March 25, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	Anytime prepayment with 15 days Prior Notice; Nil
	August 18, 2017	13,500	13,500	August 18, 2022	Bullet Repayment at end of 60 Months from	Anytime prepayment with 15 days Prior Notice; Penalty of

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
					date of first disbursement	1% on the prepaid amount to be paid if it is pre paid within one year from the date of first drawdown
	September 7, 2017	16,500	16,500	August 18, 2022	Bullet Repayment at end of 60 Months from date of first disbursement	Anytime prepayment with 15 days Prior Notice; Penalty of 1% on the prepaid amount to be paid if it is pre paid within one year from the date of first drawdown
	March 19, 2018	50,000	50,000	March 17, 2023	Bullet Repayment at end of 60 Months from date of first disbursement	Anytime prepayment with 15 days Prior Notice; Nil
	March 26,2019	50,000	50,000	March 26, 2024	16 quarterly installments after moratorium period of one year from date of 1st disbursement.	Nil. Company can prepay at any time with 15 days notice.
	Sept26,2019	60,000	30,000	September 30, 2024	16 quaterely installments after moratorium period of one year from date of 1st disbursement.	Nil. Company can prepay at any time with 15 days notice.
The Federal Bank Ltd	September 28, 2018	10,000	10,000	October 28, 2021	Bullet Repayment at end of 37 Month from date of first disbursement	2 % p.a
	September 30, 2019	40,000	40,000	September 30, 2022	3 Annual installment of INR133.33 Crores	2 % p.a, on reset date without any penalty with 30 days notice
The Jammu And Kashmir Bank Ltd	March 1, 2016	9,997	9,997	March 1, 2021	Bullet at the end of 60 months from first drawdown	At any time with 15 days notice; nil charges

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
	February 22, 2018	10,000	10,000	February 22, 2023	Bullet at the end of 60 months from first drawdown	At any time with 15 days notice; nil charges
Union Bank Of India	March 10, 2017	25,000	25,000	March 9, 2022	Three Equal installments of 20000 Lakhs each payable at end of 48th, 54 and 60th month	Anytime prepayment with 15 days Prior Notice - NIL; 1 % Penalty if there is no notice
	March 17, 2017	20,000	20,000	March 9, 2022	Three Equal installments of 20000 Lakhs each payable at end of 48th, 54 and 60th month	Anytime prepayment with 15 days Prior Notice - NIL; 1 % Penalty if there is no notice
	March 22, 2017	15,000	15,000	March 9, 2022	Three Equal installments of 20000 Lakhs each payable at end of 48th, 54 and 60th month	Anytime prepayment with 15 days Prior Notice - NIL; 1 % Penalty if there is no notice
	September 7, 2017	20,000	20,000	September 7, 2022	Three Equal installments of 16667 Lakhs each payable at end of 48th, 54 and 60th month	Nil if prepaid within 15 days prior notice else 1 % p.a. penalty if no prior notice
	December 28, 2017	30,000	30,000	September 7, 2022	Three Equal installments of 16667 Lakhs each payable at end of 48th, 54 and 60th month	Nil if prepaid within 15 days prior notice else 1 % p.a. penalty if no prior notice
United Bank Of India	February 24, 2016	10,000	10,000	February 24, 2021	Two Equal installments payable at end of 54th and 60th month from the date of first disbursement	Nil if 30 day prior notice

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Prepayment Penalty if Any
	March 24, 2017	14,000	14,000	March 24, 2022	Bullet repayment at end of 60th month from date of first drawdown	Nil if 15 day prior notice
	December 27, 2018	12,500	12,500	December 27, 2023	Bullet repayment at end of 60th month from date of first drawdown	Nil if 7 day prior notice
	Total	**1,779,151**	**1,612,251**			

The total outstanding Term Loans after Ind AS adjustment on account of Effective Interest Rate is ₹ 1,712,053.66 Lakhs.
***Secured by first ranking pari-passu charge over the receivables of the Company held by a common security trustee acting on behalf of all lenders*
*#**Note**: This is a sanctioned facility that remains undrawn and therefore, there is no outstanding payable by our Company as on September 30, 2019.*

2. **External Commercial Borrowings:**

(*₹ in lakhs*)

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Pre-payment penalty, if any
International Finance Corporation	October 1, 2018	1,00,000.00	1,00,000.00	October 1, 2025	7 Years, Bullet Repayment	Without the consent of International Finance Corporation, the Borrower shall not prepay during any Financial Year (whether voluntarily or involuntarily) 25% or more of its Long-Term Debt (other than the Loan) outstanding as of the end of the previous Financial Year, unless the Borrower gives an advance notice of not less than 30 days of its intention to make the proposed prepayment and, if IFC so requires, contemporaneously makes a proportional prepayment of the Loan (together with all accrued interest and any other amount as set out in this Agreement including Default Rate

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Pre-payment penalty, if any
						Interest, Make Whole Amount and Unwinding Cost). Notwithstanding anything contained herein, the Borrower shall ensure that after giving effect to such prepayment, the Borrower continues to be in compliance with Section 5.03 (Financial Covenants).
MUFG/ Mizuho Singapore	September 17, 2019	35,671.51	35,671.51	September 17, 2022	3 Years, Bullet Repayment	(a) The Borrower may, if it gives the Agent not less than 3 Business Days' prior notice, prepay on the last day of an Interest Period applicable thereto the whole or any part of any Loan (but, if in part, being an amount that reduces the amount of that Loan by a minimum amount of the Japanese Yen Equivalent of US$10,000,000 and an integral multiple of Japanese Yen Equivalent of US$1,000,000). (b) A Loan may be prepaid only after the last day of the Availability Period or, if earlier, the day on which the Available Facility is zero and if all other sums then due and payable under the Finance Documents have been paid and discharged in full. (c) Any prepayment under this Clause 7.3 shall satisfy the obligations under Clause 6.1 (Repayment of Loans) pro rata and be applied rateably among the participations of all Lenders
MIZUHO/ MUFG Singapore	September 30, 2019	35,295.98	35,295.98	September 30, 2022	3 Years, Bullet Repayment	(a) The Borrower may, if it gives the Agent not less than 3 Business

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Pre-payment penalty, if any
						Days' prior notice, prepay on the last day of an Interest Period applicable thereto the whole or any part of any Loan (but, if in part, being an amount that reduces the amount of that Loan by a minimum amount of the Japanese Yen Equivalent of US$10,000,000 and an integral multiple of Japanese Yen Equivalent of US$1,000,000). (b) A Loan may be prepaid only after the last day of the Availability Period or, if earlier, the day on which the Available Facility is zero and if all other sums then due and payable under the Finance Documents have been paid and discharged in full. (c) Any prepayment under this Clause 7.3 shall satisfy the obligations under Clause 6.1 (Repayment of Loans) pro rata and be applied rateably among the participations of all Lenders
Sumito Mitsui Banking Corporation, Singapore	Undrawn[#]	53,099.00	-	-	3 Years, Bullet Repayment	(a) The Borrower may, if it gives the Agent not less than 10 Business Days' (or such shorter period as the Majority Lenders may agree) prior notice, prepay on the last day of an Interest Period applicable thereto the whole or, subject to the pro rata prepayment of the Tranche A Loan and the Tranche B Loan (subject to the increase of the Tranche B Commitments), any part of any Loan (but, if in part, being an amount that reduces the amount

Lender's Name	Date of Disbursement	Amount Sanctioned	Amount Outstanding as on September 30, 2019	Maturity Date	Repayment schedule	Pre-payment penalty, if any
						of that Loan by a minimum amount of JPY 1,000,000,000 or US$10,000,000 (as applicable) and an integral multiple of JPY 100,000,000 or US$1,000,000 (as applicable)). (b) A Loan may be prepaid only after the last day of the Availability Period or, if earlier, the day on which the Available Facility is zero and if all other sums then due and payable under the Finance Documents have been paid and discharged in full. (c) Any prepayment under this Clause 7.5 shall satisfy the obligations under Clause 6.1 (Repayment of Loans) pro rata and be applied rateably among the participations of all Lenders.
		2,24,066.48	1,70,967.48			

The total outstanding Term Loans and ECB after Ind AS adjustment on account of Effective Interest Rate is ₹ 1,712,053.66 Lakhs (including International Finance Corporation) and ₹ 70,967.47 Lakhs, respectively.
***Secured by Secured by first ranking pari-passu charge over the receivables of the Company held by a common security trustee on behalf of all lenders*
*#**Note**: This is a sanctioned facility that remains undrawn and therefore, there is no outstanding payable by our Company as on September 30, 2019.*

3. **Cash Credit including WCDL from Banks (Utilised)**:**

Sr. No.	Particulars	Date of Disbursement	Amount Sanctioned	Principal Amount outstanding as on September 30, 2019	Repayment Schedule
1.	Allahabad Bank	Not Applicable	20,000	19,151.66	Repayable on demand.
2.	Axis Bank Ltd	Not Applicable	20,000	-	Repayable on demand.

Sr. No.	Particulars	Date of Disbursement	Amount Sanctioned	Principal Amount outstanding as on September 30, 2019	Repayment Schedule
3.	Bank of America	Not Applicable	60,000	59,945.17	Repayable on demand.
4.	Bank of Baroda	Not Applicable	30,000	28,861.42	Repayable on demand.
5.	Bank of Maharashtra	Not Applicable	10,000	-	Subject to annual renewal.
6.	Canara Bank	Not Applicable	10,000	-	Minimum 15 days Maximum One Month with reinstatement to branch specifically for Working Capital Demand Loan
7.	DBS	Not Applicable	30,000	-	Working Capital Demand Loan is maximum upto One Year.
8.	DCB Bank	Not Applicable	7,500	7,000.00	Repayable on demand.
9.	First Rand Bank	Not Applicable	5,300	3,300.00	Repayable on demand.
10.	HDFC Bank	Not Applicable	50,000	17,044.64	30 Days / As Mutually Agreed (No Prepayment allowed within the first seven (7) days from the loan booking date) specifically for Working Capital Demand Loan
11.	HSBC Bank	Not Applicable	10,000	-	Cash Credit is Repayable on Demand, Working Capital Demand Loan is maximum 10 or 12 months.
12.	Indian Bank	Not Applicable	15,000	14,500.00	Repayable on demand
13.	IndusInd Bank Ltd	Not Applicable	1,00,000	-	Working Capital Demand Loan repayable in 7 days of respective drawdown.
14.	Karnataka Bank	Not Applicable	5,000	4,800.00	Repayable on demand.
15.	Kotak Mahindra Bank Ltd	Not Applicable	25,000	15,000.00	Repayable on Demand and Working Capital Demand Loan tenure is maximum One year
16.	Mizuho Bank	Not Applicable	17,500	-	Repayable on demand.
17.	MUFG	Not Applicable	16,000	16,000.00	Working Capital Demand Loan is repayable till May 31, 2020.

Sr. No.	Particulars	Date of Disbursement	Amount Sanctioned	Principal Amount outstanding as on September 30, 2019	Repayment Schedule
18.	Oriental Bank of Commerce	Not Applicable	5,000	-	Repayable on demand.
19.	Punjab National Bank	Not Applicable	20,000	19,410.48	Repayable on demand.
20.	Punjab & Sind Bank Ltd.	Not Applicable	7,500	6,933.39	Repayable on demand.
21.	Qatar National Bank	Not Applicable	4,500	4,500.00	Repayable on demand.
22.	State Bank of India	Not Applicable	1,55,000	46,024.42	Repayable on demand.
23.	Standard Chartered Bank	Not Applicable	12,500	-	Repayable on demand.
24.	Syndicate Bank	Not Applicable	20,000	-	Cash Credit facility is repayable on Demand and Working Capital Demand Loan minimum tenure is 3 months.
25.	Union Bank of India	Not Applicable	10,000	-	Repayable on demand.
26.	United Bank of India	Not Applicable	2,500	2,000.00	Repayable on demand.
27.	United Overseas Bank	Not Applicable	7,000	-	Repayable on demand.
	Total		**6,75,300**	**2,64,471.19**	

The outstanding Cash Credit and the Working Capital Demand Loans after Ind AS adjustment on account of Effective Interest Rate is ₹ 1,14,083.67 lakhs and ₹ 1,50,387.53 lakhs, respectively which aggregates to ₹ 2,64,471.19

***Security: Secured by first ranking pari-passu charge over the receivables of the Company held by a common security trustee on behalf of all lenders.*

4. **Working Capital Demand Loans from Banks**:**

(₹in lakhs)

Sr. No.	Lender's Name	Date of disbursement	Maturity date	Amount outstanding as on September 30, 2019
1	Allahabad Bank	September 18, 2019	October 18, 2019	12,000.00
2	Bank Of America	September 24, 2019	October 24, 2019	30,000.00
3	Bank Of America	September 25, 2019	October 07, 2019	6,000.00

Sr. No.	Lender's Name	Date of disbursement	Maturity date	Amount outstanding as on September 30, 2019
4	Bank of Baroda	September 19, 2019	October 11, 2019	18,000.00
5	First Rand Bank	September 17, 2019	October 17, 2019	3,300.00
6	HDFC Bank	September 24, 2019	October 1, 2019	787.53
7	Karnataka Bank	September 23, 2019	October 20, 2019	4,800.00
8	Kotak Mahindra Bank	September 16, 2019	October 15, 2019	15,000.00
9	MUFG	June 21, 2019	December 18, 2019	16,000.00
10	Punjab & Sindh Bank	September 20, 2019	October 04, 2019	4,500.00
11	Qatar National Bank	May 27, 2019	November 22, 2019	4,500.00
12	United Bank of India	September 13, 2019	October 11, 2019	2,000.00
13	DCB	September 20, 2019	November 8, 2019	7,000.00
14	Punjab National Bank	September 20, 2019	October 4, 2019	12,000.00
15	Indian Bank	September 16, 2019	October 16, 2019	14,500.00
	Total			**1,50,387.53**

***Secured by Secured by first ranking pari-passu charge over the receivables of the Company held by a common security trustee on behalf of all lenders.*

5. **Secured Non-Convertible Debentures as on September 30, 2019**

Our Company has issued secured redeemable non-convertible debenture of face value of ₹ 10,00,000 each on a private placement basis, amounting to ₹ 16,07,180 lakhs of which ₹ 16,07,180 lakhs is outstanding as on September 30, 2019, the details of which are set forth below. Redemption date represents actual maturity date and does not consider call/put option**

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
1	10% Secured Redeemable Non Convertible Debentures. Series ABFL NCD P FY 2012-13.	2,556	ICRA AAA (Stable)' from ICRA.	10.00%	November 27, 2012	7,250	November 27, 2019
2	10% Secured Redeemable Non Convertible Debentures. Series ABFL NCD P FY 2012-13.	2,555	ICRA AAA (Stable)' from ICRA.	10.00%	November 30, 2012	1,450	November 29, 2019
3	9.65% Secured Redeemable Non Convertible Debentures. Series	1,823	ICRA AAA (Stable)' from ICRA.	9.65%	October 28, 2014	6,000	October 25, 2019

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	ABFL NCD P FY 2014-15.						
4	9.15% Secured Redeemable Non Convertible Debentures Series ABFL NCD AK FY 2014-15.	2,557	ICRA AAA (Stable)' from ICRA.	9.15 % p.a	January 13, 2015	1,000	January 13, 2022
5	9% Secured Redeemable Non Convertible Debentures Series ABFL NCD BK FY 2014-15.	1,823	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.00% p.a	March 31, 2015	2,000	March 27, 2020
6	8.95% Secured Redeemable Non Convertible Series ABFL NCD A19 FY 2015-16.	1,821	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.95% p.a	April 16, 2015	12,700	April 10, 2020
7	8.87% Secured Redeemable Non Convertible Debentures Series ABFL NCD B6 FY 2015-16.	1,822	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.87% p.a	April 22, 2015	2,500	April 17, 2020
8	8.88% Secured Redeemable Non Convertible Debentures Series ABFL NCD F1 FY 2015-16.	1,820	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.88% p.a	June 19, 2015	1,500	June 12, 2020
9	8.85% Secured Redeemable Non Convertible Debentures Series ABFL NCD L1 FY 2015-16.	2,556	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.85% p.a	September 10, 2015	2,000	September 9, 2022
10	8.77% Secured Redeemable Non Convertible Debenture Series ABFL NCD N1 FY 2015-16.	2,557	'IND AAA Stable' from India Ratings & [ICRA] AAA	8.77% p.a	October 7, 2015	6,000	October 7, 2022

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
			(Stable) from ICRA.				
11	8.77% Secured Redeemable Non Convertible Debenture Series ABFL NCD O1 FY 2015-16.	2,557	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.77% p.a	October 12, 2015	2,100	October 12, 2022
12	8.75% Secured Redeemable Non Convertible Debenture Series ABFL NCD P1 FY 2015-16.	1,827	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.75% p.a	October 12, 2015	10,500	October 12, 2020
13	8.77% Secured Redeemable Non Convertible Debenture Series ABFL NCD Q1 FY 2015-16.	3,651	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.77% p.a	October 19, 2015	1,500	October 17, 2025
14	8.71% Secured Redeemable Non Convertible Debenture Series ABFL NCD S1 FY 2015-16.	3,650	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.71% p.a	November 3, 2015	50,000	50% on November 01, 2024 & 50% on October 31, 2025
15	8.71% Secured Redeemable Non Convertible Debenture Series ABFL NCD T5 FY 2015-16.	1,827	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.7100 % p.a.	December 9, 2015	6,000	December 9, 2020
16	8.70% XIRR Secured Redeemable Non Convertible Debenture Series ABFL NCD U2 FY 2015-16.	1,981	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.7000 % on XIRR basis	January 7, 2016	1,500	June 10, 2021
17	8.70% Secured Redeemable Non Convertible Debenture Series	1,827	'IND AAA Stable' from India Ratings &	8.7000 % p.a.	January 7, 2016	500	January 7, 2021

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	ABFL NCD U3 FY 2015-16.		[ICRA] AAA (Stable) from ICRA.				
18	8.75% Secured Redeemable Non Convertible Debenture Series ABFL NCD V1 FY 2015-16.	1,827	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.7500 % p.a	January 25, 2016	1,000	January 25, 2021
19	8.85% Secured Redeemable Non Convertible Debenture Series ABFL NCD W2 FY 2015-16.	1,827	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.8500 % p.a	February 23, 2016	500	February 23, 2021
20	8.85% Secured Redeemable Non Convertible Debenture Series ABFL NCD W3 FY 2015-16.	3,653	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.8500 % p.a	February 23, 2016	1,000	February 23, 2026
21	8.90% Secured Redeemable Non Convertible Debenture Series ABFL NCD X1 FY 2015-16.	3,649	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % p.a.	March 9, 2016	1,000	March 6, 2026
22	8.90% XIRR Secured Redeemable Non Convertible Debenture Series ABFL NCD X2 FY 2015-16.	1,962	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % on XIRR basis	March 9, 2016	350	July 23, 2021
23	8.90% XIRR Secured Redeemable Non Convertible Debenture Series ABFL NCD X3 FY 2015-16.	1,993	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % on XIRR basis	March 9, 2016	200	August 23, 2021
24	8.9% Secured Redeemable Non	1,826	'IND AAA Stable' from	8.9000 % p.a.	March 11, 2016	1,000	March 11, 2021

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Convertible Debenture Series ABFL NCD Y1 FY 2015-16.		India Ratings & [ICRA] AAA (Stable) from ICRA.				
25	8.90% Secured Redeemable Non Convertible Debenture Series ABFL NCD Z2 FY 2015-16.	1,824	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % p.a.	March 21, 2016	2,000	March 19, 2021
26	8.90% Secured Redeemable Non Convertible Debenture Series ABFL NCD Z3 FY 2015-16.	3,651	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % p.a.	March 21, 2016	500	March 20, 2026
27	8.90% Secured Redeemable Non Convertible Debenture Series ABFL NCD AB3 FY 2015-16.	1,816	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % p.a.	March 29, 2016	2,000	March 19, 2021
28	8.70% Secured Redeemable Non Convertible Debenture Series ABFL NCD A3 FY 2016-17.	1,823	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.7000 % p.a.	April 12, 2016	1,000	April 9, 2021
29	8.75% Secured Redeemable Non Convertible Debenture Series ABFL NCD B4 FY 2016-17.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.7500 % p.a.	May 6, 2016	3,900	May 6, 2021
30	8.67% Secured Redeemable Non Convertible Debenture Series ABFL NCD C1 FY 2016-17.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.6700 % p.a.	June 2, 2016	500	June 2, 2021

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
31	8.75% Secured Redeemable Non Convertible Debenture Series ABFL NCD C4 FY 2016-17.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.7500 % p.a.	June 24, 2016	5,000	June 24, 2021
32	8.20% Secured Redeemable Non Convertible Debenture Series ABFL NCD F2 FY 2016-17.	1,186	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.2000 % p.a.	September 6, 2016	20,000	December 6, 2019
33	8.20% XIRR Secured Redeemable Non Convertible Debenture Series ABFL NCD F3 FY 2016-17.	1,187	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.2000 % (On XIRR basis)	September 9, 2016	12,500	December 10, 2019
34	8.183% Secured Redeemable Non Convertible Debenture Series ABFL NCD F6 FY 2016-17.	1,187	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.1830 % p.a.	September 9, 2016	2,500	December 10, 2019
35	7.77% Secured Redeemable Non Convertible Debenture Series ES ABFL NCD H3 FY 2016-17.	1,094	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.7700 % p.a.	November 23, 2016	10,000	November 22, 2019
36	7.65% Secured Redeemable Non Convertible Debenture Series ABFL NCD I 1 FY 2016-17.	1,093	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.6500 % p.a.	December 8, 2016	2,500	December 6, 2019
37	7.70% Secured Redeemable Non Convertible Debenture Series ABFL NCD J 2 FY 2016-17.	1,095	'IND AAA Stable' from India Ratings & [ICRA] AAA	7.70% p.a	January 17, 2017	2,500	January 17, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
			(Stable) from ICRA.				
38	7.70% XIRR Secured Redeemable Non Convertible Debenture Series ABFL NCD J 3 FY 2016-17.	1,239	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.70% XIRR	January 17, 2017	400	June 9, 2020
39	7.70% Secured Redeemable Non Convertible Debenture Series ABFL NCD J 4 FY 2016-17.	1,095	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.70% p.a	January 31, 2017	20,000	January 31, 2020
40	7.90% Secured Redeemable Non Convertible Debenture Series ABFL NCD K 1 FY 2016-17.	1,092	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.90% p.a	February 17, 2017	2,500	February 14, 2020
41	7.90% Secured Redeemable Non Convertible Debenture Series ABFL NCD K 2 FY 2016-17.	1,184	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.90% p.a	February 23, 2017	20,000	May 22, 2020
42	7.88% Secured Redeemable Non Convertible Debenture Series ABFL NCD K 3 FY 2016-17.	1,095	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.88% p.a	February 28, 2017	2,500	February 28, 2020
43	7.88% XIRR Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 1 FY 2016-17.	1,096	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.8800 % XIRR	March 2, 2017	2,500	March 2, 2020
44	7.90% Secured Rated Listed Redeemable Non Convertible	1,180	'IND AAA Stable' from India Ratings &	7.90% p.a	March 3, 2017	20,000	May 26, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Debentures Series ABFL NCD L 2 FY 2016-17.		[ICRA] AAA (Stable) from ICRA.				
45	8% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 3 FY 2016-17.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.00% p.a	March 10, 2017	25,000	March 10, 2022
46	8% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 4 FY 2016-17.	1,824	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.00% p.a	March 20, 2017	20,000	March 18, 2022
47	8% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 5 FY 2016-17.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.00% p.a	March 24, 2017	14,000	March 24, 2022
48	7.88% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 6 FY 2016-17.	1,096	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.88% p.a	March 27, 2017	2,000	March 27, 2020
49	7.9% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 7 FY 2016-17.	1,094	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.90% p.a	March 29, 2017	40,000	March 27, 2020
50	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 8 FY 2016-17.	1,002	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85%p.a	March 30, 2017	15,000	December 27, 2019
51	7.90% Secured Rated Listed	1,187	'IND AAA Stable' from	7.90% p.a	March 31, 2017	25,000	June 30, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Redeemable Non Convertible Debentures Series ABFL NCD L 9 FY 2016-17.		India Ratings & [ICRA] AAA (Stable) from ICRA.				
52	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B1 FY 2016-17.	1,096	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 5, 2017	5,000	May 5, 2020
53	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B2 FY 2017-18.	1,093	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 8, 2017	5,000	May 5, 2020
54	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B3 FY 2017-18.	1,092	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 9, 2017	5,000	May 5, 2020
55	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B4 FY 2017-18.	1,090	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 11, 2017	5,000	May 5, 2020
56	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B5 FY 2017-18.	1,086	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 15, 2017	50,000	May 5, 2020
57	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD B6 FY 2017-18.	1,095	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% XIRR	May 16, 2017	10,000	May 15, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
58	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B7 FY 2017-18.	1,085	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 16, 2017	5,000	May 5, 2020
59	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD B8 FY 2017-18.	1,096	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% XIRR	May 19, 2017	25,000	May 19, 2020
60	7.85% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B9 FY 2017-18.	1,079	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% p.a	May 22, 2017	2,500	May 5, 2020
61	8% XIRR Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C1 FY 2017-18.	3,650	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.0000 % XIRR	June 13, 2017	70,000	June 11, 2027
62	7.80% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C3 FY 2017-18.	1,824	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.80% p.a	June 19, 2017	5,000	June 17, 2022
63	7.8% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C4 FY 2017-18.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.80% p.a	June 29, 2017	20,000	June 29, 2022
64	7.60% XIRR Secured Rated Listed Redeemable Non Convertible Debentures Series	1,123	'IND AAA Stable' from India Ratings & [ICRA] AAA	7.60% XIRR	July 24, 2017	5,000	August 20, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	ABFL NCD D1 FY 2017-18.		(Stable) from ICRA.				
65	7.6% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD D2 FY 2017-18.	1,146	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.60 % p.a	July 28, 2017	15,000	September 16, 2020
66	7.6% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E1 FY 2017-18.	1,172	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.60 % p.a	August 1, 2017	6,000	October 16, 2020
67	7.70% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E2 FY 2017-18.	1,824	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.70% p.a	August 14, 2017	5,000	August 12, 2022
68	7.60% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E3 FY 2017-18.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.60% p.a	August 18, 2017	10,000	August 18, 2022
69	7.60% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E4 FY 2017-18.	1,791	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.60% p.a	August 23, 2017	15,000	July 19, 2022
70	7.60% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD F1 FY 2017-18.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.60% p.a	September 7, 2017	32,500	September 7, 2022
71	7.7937% Secured Rated Listed Redeemable Non Convertible	1,523	'IND AAA Stable' from India Ratings	7.7937 % p.a	December 28, 2017	25,000	February 28, 2022

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Debentures Series ABFL NCD I FY 2017-18.						
72	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD B1 FY 2018-19.	1,096	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	May 18, 2018	40,000	May 18, 2021
73	8.60% XIRR Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C1 FY 2018-19.	729	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.6000 % (On XIRR Basis)	June 7, 2018	10,000	June 5, 2020
74	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD C2 FY 2018-19.	1,095	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	June 26, 2018	45,000	June 25, 2021
75	8.90% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C3 FY 2018-19.	1,186	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.90 % p.a	June 26, 2018	2,500	September 24, 2021
76	8.90% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C4 FY 2018-19.	2,557	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.90 % p.a	June 26, 2018	5,100	June 26, 2025
77	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD C2 FY 2018-19.	1,085	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	July 6, 2018	1,850	June 25, 2021
78	8.90% Secured Rated Listed Redeemable Non	1,176	'IND AAA Stable' from India	8.90 % p.a	July 6, 2018	5,500	September 24, 2021

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Convertible Debentures Series ABFL NCD C3 FY 2018-19.		Ratings & [ICRA] AAA (Stable) from ICRA.				
79	7.6% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E1 FY 2017-18.	829	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.60 % p.a	July 10, 2018	5,000	October 16, 2020
80	T-Bill Linked Secured Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD D1 FY 2018-19.	1,096	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.58% p.a	July 20, 2018	26,000	July 20, 2021
81	8.90% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD D2 FY 2018-19.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % p.a	July 27, 2018	1,500	July 27, 2023
82	8.81% XIRR Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E1 FY 2018-19.	1,088	'IND AAA Stable' from India Ratings	8.8100 % on XIRR	August 3, 2018	7,600	July 26, 2021
83	8.90% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C3 FY 2018-19.	1,142	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.90 % p.a	August 9, 2018	5,000	September 24, 2021
84	8.5855% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD E3 FY 2018-19.	500	'IND AAA Stable' from India Ratings	8.5855 % p.a	August 14, 2018	28,500	December 27, 2019
85	8.75% Secured Rated Listed	731	'IND AAA Stable' from	8.7500 % p.a	August 14, 2018	10,000	August 14, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Redeemable Non Convertible Debentures Series ABFL NCD E4 FY 2018-19.		India Ratings				
86	8.90% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD C3 FY 2018-19.	1,116	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.90 % p.a	September 4, 2018	20,000	September 24, 2021
87	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B1 FY 2018-19.	984	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	September 7, 2018	4,020	May 18, 2021
88	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G1 FY 2018-19.	410	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	October 22, 2018	15,000	December 6, 2019
89	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G2 FY 2018-19.	543	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	October 26, 2018	18,500	April 21, 2020
90	9.4753% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G3 FY 2018-19.	795	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.4753 % p.a	October 26, 2018	13,500	December 29, 2020
91	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G4 FY 2018-19.	1,082	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	October 26, 2018	6,620	October 12, 2021

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
92	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G5 FY 2018-19.	1,260	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	October 26, 2018	15,900	April 8, 2022
93	Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G6 FY 2018-19.	546	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.3900 % p.a	October 31, 2018	5,300	April 29, 2020
94	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G7 FY 2018-19.	1,020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	October 31, 2018	14,500	August 16, 2021
95	9.4750% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G8 FY 2018-19.	1,234	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.4750 % p.a	October 31, 2018	11,500	March 18, 2022
96	9.3225% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G9 FY 2018-19.	394	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.3225 % p.a	October 31, 2018	50,000	November 29, 2019
97	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G2 FY 2018-19.	532	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	November 6, 2018	4,550	April 21, 2020
98	9.4753% Secured Rated Listed Redeemable Non Convertible Debentures Series	784	'IND AAA Stable' from India Ratings & [ICRA] AAA	9.4753 % p.a	November 6, 2018	2,280	December 29, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	ABFL NCD G3 FY 2018-19.		(Stable) from ICRA.				
99	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G5 FY 2018-19.	1,249	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	November 6, 2018	1,790	April 8, 2022
100	9% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD BK FY 2014-15.	487	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.00% p.a (9.3800 % Yeild on XIRR basis)	November 26, 2018	5,000	March 27, 2020
101	7.9% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 7 FY 2016-17.	487	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.90% p.a (yield 9.3800 % On XIRR Basis)	November 26, 2018	2,500	March 27, 2020
102	Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G2 FY 2018-19.	512	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon	November 26, 2018	7,000	April 21, 2020
103	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G2 FY 2018-19.	497	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon (yield 9.3500 % On XIRR Basis)	December 11, 2018	11,000	April 21, 2020
104	7.9% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD L 7 FY 2016-17.	472	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.90% p.a (yield 9.2500 % On XIRR Basis)	December 11, 2018	20,000	March 27, 2020
105	9.15% Secured Rated Listed Redeemable Non Convertible	1,129	'IND AAA Stable' from India Ratings &	9.15 % p.a (yield 9.4000	December 11, 2018	28,000	January 13, 2022

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Debentures Series ABFL NCD AK FY 2014-15.		[ICRA] AAA (Stable) from ICRA.	% On XIRR Basis)			
106	8.90% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD D2 FY 2018-19.	1,689	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	8.9000 % p.a (yield 9.4000 % On XIRR Basis)	December 11, 2018	14,500	July 27, 2023
107	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G5 FY 2018-19.	1,214	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon (yield 9.3500 % On XIRR Basis)	December 11, 2018	11,900	April 8, 2022
108	Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G6 FY 2018-19.	505	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.3900 % p.a (yield 9.3500 % On XIRR Basis)	December 11, 2018	9,000	April 29, 2020
109	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B6 FY 2017-18.	518	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	7.85% XIRR (yield 9.0500 % On XIRR Basis)	December 14, 2018	8,500	May 15, 2020
110	Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G6 FY 2018-19.	502	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.3900 % p.a (yield 9.0500 % On XIRR Basis)	December 14, 2018	10,000	April 29, 2020
111	9.15% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD I 1 FY 2018-19.	1,826	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.15% p.a	December 21, 2018	7,000	December 21, 2023
112	9.15% Secured Rated Listed	3,653	'IND AAA Stable' from	9.15% p.a	December 21, 2018	1,500	December 21, 2028

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Redeemable Non Convertible Debentures Series ABFL NCD I 2 FY 2018-19.		India Ratings & [ICRA] AAA (Stable) from ICRA.				
113	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD B6 FY 2017-18.	505	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Yield 9.05% (Original Zero Coupon; 7.85% XIRR Basis)	December 27, 2018	2,500	May 15, 2020
114	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G5 FY 2018-19.	1,198	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon (yield 9.3500 % On XIRR Basis)	December 27, 2018	5,000	April 8, 2022
115	Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G6 FY 2018-19.	489	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	YIELD 9.000% (9.3900 % Coupon)	December 27, 2018	2,500	April 29, 2020
116	9.15% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD I 1 FY 2018-19.	1,820	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	YIELD 9.100% (9.1500 % Coupon)	December 27, 2018	8,100	December 21, 2023
117	9.15 Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD I 2 FY 2018-19.	3,647	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	YIELD 9.100% (9.1500 % Coupon)	December 27, 2018	6,900	December 21, 2028
118	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G5 FY 2018-19.	1,187	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon - 8.9000 % XIRR	January 7, 2019	3,200	April 8, 2022

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
119	9.15% Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD I 1 FY 2018-19.	1,809	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 9.1500 % - 9.0000 % XIRR	January 7, 2019	1,600	December 21, 2023
120	Principal Protected (10 Year G-Sec Price Linked) Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD Series PPMLD J1 FY 2018-19	729	IND-PPMLD AAA' emr from India Ratings	Coupon - 8.6613 % p.a. - 8.6500 % XIRR	January 17, 2019	24,390	January 15, 2021
121	Principal Protected (10 Year G-Sec Price Linked) Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD Series PPMLD J2 FY 2018-19	547	IND-PPMLD AAA' emr from India Ratings	Coupon 8.4978 % p.a. - 8.5500 % XIRR	January 23, 2019	8,990	July 23, 2020
122	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debentures Series ABFL NCD G5 FY 2018-19.	1,169	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Zero Coupon - 8.9000 % XIRR	January 25, 2019	3,050	April 8, 2022
123	10 Year G-Sec Linked Principal Protected Secured Rated Listed Redeemable Non Convertible Debenture Series PPMLD J3 FY 2018-19.	772	IND-PPMLD AAA' emr from India Ratings	Coupon 8.7434 % p.a. - 8.7500 % XIRR	January 28, 2019	9,300	March 10, 2021
124	Principal Protected (10 Year G-Sec Linked) Principal Protected Secured Rated Listed Redeemable Non Convertible	541	IND-PPMLD AAA' emr from India Ratings	Coupo - 8.6613 % p.a - 8.5500 % XIRR	January 29, 2019	2,490	July 23, 2020

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Debenture Series ABFL NCD Series PPMLD J2 FY 2018-19						
125	Principal Protected (10 Year G-Sec Linked) Principal Protected Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD Series PPMLD J1 FY 2018-19	715	IND-PPMLD AAA' emr from India Ratings	Coupo - 8.6613 % p.a - 8.6500 % XIRR	January 31, 2019	2,500	January 15, 2021
126	9.15% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD I 2 FY 2018-19.	3,600	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 9.1500 % - 9.0500 % XIRR	February 12, 2019	3,850	December 21, 2028
127	10 Year G-Sec Linked Principal Protected Secured Rated Listed Redeemable Non Convertible Debenture Series PPMLD K1 FY 2018-19.	810	IND-PPMLD AAA' emr from India Ratings	8.6819 % p.a. (8.70% XIRR (Annualized yield))	February 14, 2019	5,000	May 4, 2021
128	8.9% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD Y1 FY 2015-16.	750	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 8.9000 % - 8.7000 % XIRR	February 20, 2019	16,000	March 11, 2021
129	9.15% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD I 2 FY 2018-19.	3,555	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 9.1500 % - 8.6500 % XIRR	March 29, 2019	15,000	December 21, 2028
130	Zero Coupon Secured Rated Listed Redeemable Non Convertible Debenture Series	1,079	'IND AAA Stable' from India Ratings & [ICRA] AAA	Zero Coupon - 8.9000 % XIRR	April 25, 2019	7,500	April 8, 2022

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	ABFL NCD G5 FY 2018-19.		(Stable) from ICRA.				
131	10 Year G-Sec Linked Principal Protected Secured Rated Listed Redeemable Non Convertible Debenture Series PPMLD K1 FY 2018-19.	739	IND-PPMLD AAA' emr from India Ratings	Scenario If performance of underlying on final fixing date Coupon 1 Greater than 50% of Digital Level 8.6819 % p.a. (8.70% XIRR (Annualized yield)) 2 Less than or equal to 50% of Digital Level 0 %	April 26, 2019	3,800	May 4, 2021
132	10 Year G-Sec Linked Principal Protected Secured Rated Listed Redeemable Non Convertible Debenture Series PPMLD B1 FY 2019-20.	1,113	IND-PPMLD AAA' emr from India Ratings	1 Greater than 50% of Digital Level 8.3026 % p.a. (8.30% XIRR (Annualized yield)) 2 Less than or equal to 50% of Digital Level 0 %	May 8, 2019	3,790	May 25, 2022

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
133	10 Year G-Sec Linked Principal Protected Secured Rated Listed Redeemable Non Convertible Debenture Series PPMLD K1 FY 2018-19.	719	IND-PPMLD AAA' emr from India Ratings	1 Greater than 50% of Digital Level 8.6819 % p.a. (8.70% XIRR (Annualized yield)) 2 Less than or equal to 50% of Digital Level 0 %	May 16, 2019	2,410	May 4, 2021
134	9% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD B2 FY 2019-20.	3,651	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	9.0000 % p.a.	May 20, 2019	150,000	50% - May 19, 2028 50% - May 18, 2029
135	8.90% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD Z2 FY 2015-16.	658	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon - 8.9000 % p.a - 8.3470 % on XIRR Basis	May 31, 2019	15,000	March 19, 2021
136	8.75% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD B4 FY 2016-17.	706	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon - 8.7500 % p.a. - 8.45% on XIRR Basis	May 31, 2019	15,000	May 6, 2021
137	8.67% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD C1 FY 2016-17.	721	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon - 8.6700 % p.a - 8.65% on XIRR basis	June 12, 2019	1,000	June 2, 2021
138	8.65% Secured Rated Listed	1,827	'IND AAA Stable' from	8.65% p.a.	June 12, 2019	17,300	June 12, 2024

Sr. No.	Description	Tenor / Period of Maturity (Days)	Credit Rating	Coupon	Date of Allotment	Amount outstanding as on September 30, 2019 (*₹ in lakhs*)	Redemption/ Maturity Date
	Redeemable Non Convertible Debenture Series ABFL NCD C1 FY 2019-2020.		India Ratings & [ICRA] AAA (Stable) from ICRA.				
139	8.65% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD C1 FY 2019-2020.	1,815	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 8.65% p.a. - 8.6500 % on XIRR Basis	June 24, 2019	19,800	June 12, 2024
140	8.65% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD C1 FY 2019-2020.	1,811	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 8.65% p.a. - 8.6500 % on XIRR Basis	June 28, 2019	11,160	June 12, 2024
141	8.70% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD D1 FY 2019-2020.	3,653	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 8.70% p.a. - 8.700% on XIRR Basis	July 4, 2019	2,920	July 4, 2029
142	8.65% Secured Rated Listed Redeemable Non Convertible Debenture Series ABFL NCD C1 FY 2019-2020.	1,785	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.	Coupon 8.65% p.a. - 8.500% on XIRR Basis	July 24, 2019	9,870	June 12, 2024
	Total					**1,607,180**	

The Secured Redeemable Non-Convertible Debentures after Ind AS adjustment on account of Effective Interest Rate is ₹ 1,606,944.71 Lakhs.

***Security: Secured by first ranking pari-passu charge over the Movable Property of the Company and first ranking pari-passu charge over the immoveable property of the Company situated at Samudra Annexe, OFF C G Road, Near Hotel Classic Gold, Navarangpura, situate within Village Sim of Mouje Changispur of City Taluka TP 3 FP 322/2, Ahmedabad – 380 009. The term 'Movable Property' shall mean and include such current assets of the Company, receivables arising from unsecured loans / receivable on bills discounting, trade advances given by the Company and such other future assets which the Company*.

***NCDs which already have been redeemed.*

Please refer below to the details of the corresponding Debenture Trust Deeds with respect to the secured NCDs of our Company as on September 30, 2019:

(₹ in lakhs)

DTD date	Value	Amount Outstanding
February 14, 2012 and November 21, 2013	2,00,000	1,96,390
November 19, 2013	2,00,000	1,97,790
December 1, 2014	2,00,000	1,99,250
May 7, 2015	3,00,000	2,99,480
April 26, 2016	3,00,000	2,99,756
February 23, 2017	3,00,000	2,96,229
July 6, 2017	5,00,000	5,00,000
September 10, 2018	5,00,000	3,21,430
May 14, 2019	5,00,000	1,50,000
Total	**30,00,000**	**24,60,325**

Restrictive Covenants under our Financing Arrangements:

Some of the corporate actions for which our Company requires the prior written consent of lenders include the following:

1. Undertake or permit any merger, consolidation, reorganisation, scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction;
2. Voluntarily suffer any act, which has a substantial effect on its business profits, production or sales;

B. <u>DETAILS OF UNSECURED BORROWINGS</u>:

Our Company's unsecured borrowings as on September 30, 2019 amount to ₹ 5,65,400.00 lakhs. The details of the individual borrowings are set out below:

Details of Unsecured Non-Convertible Debentures as on September 30, 2019

Our Company has issued unsecured redeemable subordinated non-convertible debenture of face value of ₹ 10,00,000.00 each on a private placement basis amounting to ₹ 1,64,900.00 lakh of which ₹ 1,64,900.00 lakh is outstanding as on September 30, 2019 the details of which are set forth below. Redemption date represents actual maturity date.

(₹ in lakhs)

Sr. No.	Description (Debenture Series)	Tenor/ Period of Maturity (Years)	Coupon	Amount	Date of Allotment	Redemption Date	Latest Credit Rating
1.	10.60% Unsecured Non-Convertible Debenture. Letter of Allotment. Series- '1' 2011-12. Option- A.	10	10.60% p.a	2,000.00	February 22, 2012	February 15, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
2.	10.60% Unsecured Non-Convertible Debenture. Letter of Allotment. Series- '1' 2011-12. Option- B.	10	10.60% p.a.	1,000.00	February 22, 2012	May 20, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
3.	10.50% Unsecured Redeemable Non	10	10.50% p.a.	2,500.00	May 25, 2012	May 20, 2022	'IND AAA Stable' from India Ratings &

Sr. No.	Description (Debenture Series)	Tenor/ Period of Maturity (Years)	Coupon	Amount	Date of Allotment	Redemption Date	Latest Credit Rating
	Convertible Debenture ABFL Sub Debt Series 1 2012-13.						[ICRA] AAA (Stable) from ICRA.
4.	9.85% Unsecured Redeemable Non Convertible Debentures ABFL Sub Debt Series 1 2013-14.	10	9.85% p.a.	10,000.00	June 4, 2013	June 2, 2023	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
5.	9.75% Unsecured Redeemable Non Convertible Debentures Series ABFL Sub Debt Series A 2014-15.	10	9.75% p.a.	5,000.00	December 12, 2014	December 12, 2024	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
6.	9.45% Unsecured Redeemable Non Convertible Debentures Series ABFL Sub Debt Series B 2014-15.	10	9.45% p.a.	4,500.00	January 9, 2015	January 9, 2025	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
7.	9.25% Unsecured Redeemable Taxable Non Convertible Subordinate Debentures Series ABFL Sub Debt A1 FY 2015-16.	10	9.25% p.a.	2,500.00	June 17, 2015	June 6, 2025	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
8.	9.25% Unsecured Redeemable Taxable Non Convertible Subordinate Debentures Series ABFL Sub Debt B1 FY 2015-16.	10	9.25% p.a.	3,000.00	July 14, 2015	July 11, 2025	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
9.	9.25% Unsecured Redeemable Taxable Non Convertible Subordinate Debentures Series ABFL Sub Debt C1 FY 2015-16.	10	9.25% p.a.	3,300.00	August 25, 2015	August 22, 2025	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
10.	9.10% Unsecured Redeemable Non Convertible Debentures Series ABFL Sub Debt D1 FY 2015-16.	10	9.10% p.a.	2,500.00	March 8, 2016	March 6, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
11.	9.10% Unsecured Redeemable Non Convertible Debentures. Series ABFL Sub Debt E1 FY 2015-16.	10	9.10% p.a.	800.00	March 10, 2016	March 10, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
12.	9.10% Unsecured Redeemable Non	10	9.10% p.a.	2,550.00	March 18, 2016	March 10, 2026	'IND AAA Stable' from

Sr. No.	Description (Debenture Series)	Tenor/ Period of Maturity (Years)	Coupon	Amount	Date of Allotment	Redemption Date	Latest Credit Rating
	Convertible Debentures. Series ABFL Sub Debt F1 FY 2015-16.						India Ratings & [ICRA] AAA (Stable) from ICRA.
13.	9.10% Unsecured Redeemable Non Convertible Subordinate Debentures. Series ABFL Sub Debt SC1 FY 2016-17.	10	9.10% p.a.	5,250.00	June 23, 2016	June 23, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
14.	8.97% Unsecured Redeemable Non Convertible Subordinate Debentures Series ABFL Sub Debt SD1 FY 2016-17.	10	8.97% p.a.	10,000.00	July 28, 2016	July 28, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
15.	8.95% Unsecured Redeemable Non Convertible Subordinate Debentures Series ABFL Sub Debt SD 2 FY 2016-17.	10	8.95% p.a.	7,500.00	July 28, 2016	July 28, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
16.	8.90% Unsecured Redeemable Non Convertible Debentures Series ABFL Sub Debt SF1 FY 2016-17.	10	8.9% p.a.	20,000.00	September 29, 2016	September 29, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
17.	8.90% Unsecured Redeemable Non Convertible Debentures Series ABFL Sub Debt SH1 FY 2016-17.	10	8.9% p.a.	20,000.00	November 21, 2016	November 20, 2026	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
18.	8.25% Unsecured Rated Listed Taxable Redeemable Non Convertible Subordinated Debentures Series ABFL Sub Debt SL1 FY 2016-17.	10	8.25% p.a.	1,000.00	March 9, 2017	March 9, 2027	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
19.	8.50% Unsecured Rated Listed Taxable Redeemable Non Convertible Debentures Series ABFL Sub Debt SB1 FY 2017-18.	10	8.5% p.a.	16,500.00	May 18, 2017	May 18, 2027	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
20.	9.76% Unsecured Rated Listed Non Convertible Debenture Series SL 1.	10	9.76% p.a.	25,000.00	December 4, 2018	December 4, 2028	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.

Sr. No.	Description (Debenture Series)	Tenor/ Period of Maturity (Years)	Coupon	Amount	Date of Allotment	Redemption Date	Latest Credit Rating
21.	8.95% Unsecured Rated Listed Non Convertible Debenture Series SC 1.	10	8.95% p.a	20,000	June 6, 2019	June 6, 2029	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
			TOTAL	**1,64,900.00**			

The Unsecured Redeemable Subordinate Debt Non-Convertible Debentures after Ind AS adjustment on account of Effective Interest Rate is ₹ 1,64,269.04 Lakhs.
**NCDs which already have been redeemed.*

Perpetual Debts (Face Value: ₹ 1000000)

Sr.no	Description	Tenor/ Period of Maturity (Years)	Coupon	Amount Issued and Outstanding as on September 30, 2019 (*₹ in lakhs*)	Date of Allotment	Redemption Date	Latest Credit Rating
1	8.7% Unsecured Rated Listed Taxable Redeemable Non Convertible Perpetual Debentures. Series ABFL Perpetual PD 1 FY 2017-18.	Perpetual	8.70% p.a.	20,000	July 21, 2017	Perpetual	'IND AA+' from INDIA Ratings and 'AA+' from ICRA
			TOTAL	**20,000**			

The Perpetual Debts after Ind AS adjustment on account of Effective Interest Rate is ₹ 19,902.38 Lakhs.

Please refer below to the details of the corresponding Debenture Trust Deeds ("**DTD**") with respect to the Subordinate Debt (Tier II) NCDs of our Company as on September 30, 2019:

(₹ in lakhs)

DTD date	DTD Value	Amount Outstanding
March 5, 2012	25,000	25,000
September 28, 2012	30,000	30,000
February 3, 2015	40,000	39,900
September 23, 2016	55,000	55,000
June 14, 2017	1,00,000	25,000
Total	**2,50,000**	**174,900**

Please refer below to the details of the corresponding Debenture Trust Deeds with respect to the Perpetual Debt NCDs of our Company as on September 30, 2019:

(₹ in lakhs)

DTD date	DTD Value	Amount Outstanding
June 14, 2017	70,000	20,000
Total	**70,000**	**20,000**

Corporate Guarantee.

Our Company has not issued any corporate guarantee in favour of its Joint Venture entity, group company as on September 30, 2019

Commercial Paper:

Our Company has issued unsecured Commercial Paper of ₹ 3,80,500.00 lakh on a private placement basis of which ₹ 3,80,500.00 lakh is outstanding as on September 30, 2019 the details of which are set forth below:

(₹ in lakhs)

Sr.No.	ISIN	Amount Issued (Maturity Value)	Amount Outstanding as on Sept 30, 2019	Maturity Date
1	INE860H14J16	10,000	10,000	October 21, 2019
2	INE860H14J16	5,000	5,000	October 21, 2019
3	INE860H14M78	12,500	12,500	March 13, 2020
4	INE860H14M78	12,500	12,500	March 13, 2020
5	INE860H14N10	5,000	5,000	June 19, 2020
6	INE860H14N28	10,000	10,000	October 11, 2019
7	INE860H14N28	15,000	15,000	October 11, 2019
8	INE860H14N28	7,500	7,500	October 11, 2019
9	INE860H14N28	20,000	20,000	October 11, 2019
10	INE860H14N28	22,500	22,500	October 11, 2019
11	INE860H14N28	10,000	10,000	October 11, 2019
12	INE860H14N36	7,500	7,500	June 25, 2020
13	INE860H14N44	30,000	30,000	October 17, 2019
14	INE860H14N51	93,000	93,000	October 24, 2019
15	INE860H14N69	50,000	50,000	October 31, 2019
16	INE860H14N77	20,000	20,000	July 7, 2020
17	INE860H14N85	50,000	50,000	November 7, 2019
	Total	**380,500**	**380,500**	

The Commercial Paper after Ind AS adjustment on account of Effective Interest Rate is ₹ 376,444.81Lakhs.

Details of 0.1% Compulsorily Convertible Debenture (CCD) of face value of ₹100 each, as on September 30, 2019

Sr. No	Name of Debenture Holder	No of Debentures
1	Aditya Birla Capital Ltd.	23,99,134
	Total	23,99,134

The Compulsorily Convertible Debentures after Ind AS adjustment on account of Effective Interest Rate is ₹ 3,253.14 Lakhs.

Other confirmations

As on the date of this Draft Shelf Prospectus, there has been no rescheduling, default/s and/or delay in payments of interest and/or principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by our Company, in the past 5 years.

There are no outstanding borrowings taken/ debt securities issued were taken/ issued (i) for consideration other than cash, whether in whole or in part, or (ii) in pursuance of an option as on September 30, 2019 No outstanding borrowings taken/ debt securities issued were taken/ issued at a premium or discount, other than as disclosed below:

The below debentures have a face value of ₹ 10,00,000 per debenture aggregating and outstanding as on September 30, 2019 to ₹ 4,24,450.00lakhs

Sr. No.	Description (Debenture Series)	Secured/ Unsecured	Premium / Discount issued at	Tenor/ Period of Maturity (in days)	Coupon	Face Value (Amount Outstanding, if different than Face Value)	Date of Allotment	Final Redemption Date	Latest Credit Rating
1	SERIES ABFL NCD C2 FY 2018-19.	Secured	Premium	1,085	Zero Coupon 8.9000% XIRR basis	1,850.00	July 6, 2018	June 25, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
2	SERIES ABFL NCD C3 FY 2018-19.	Secured	Discount	1,176	Coupon 8.90 % p.a. 8.9100% XIRR	5,500.00	July 6, 2018	September 24, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
3	SERIES ABFL NCD E1 FY 2017-18.	Secured	Discount	829	7.6000% p.a. - 8.9000% XIRR basis	5,000.00	July 10, 2018	October 16, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
4	SERIES ABFL NCD C3 FY 2018-19.	Secured	Premium	1,142	8.9000% p.a. - 8.8100% XIRR basis	5,000.00	August 9, 2018	September 24, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
5	SERIES ABFL NCD C3 FY 2018-19.	Secured	Premium	1,116	Coupon - 8.9000% p.a - 8.8100% XIRR	20,000.00	September 4, 2018	September 24, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
6	SERIES ABFL NCD B1 FY 2018-19.	Secured	Discount	984	Zero Coupon - 8.7500% XIRR basis	4,020.00	September 7, 2018	May 18, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
7	SERIES ABFL NCD G2 FY 2018-19.	Secured	Premium	532	Original Zero Coupon – 9.4500% XIRR basis 9.4300% XIRR basis	4,550.00	November 6, 2018	April 21, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
8	SERIES ABFL NCD G3 FY 2018-19.	Secured	Premium	784	Coupon - 9.4753% p.a - 9.4500% XIRR	2,280.00	November 6, 2018	December 29, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
9	SERIES ABFL NCD G5 FY 2018-19.	Secured	Premium	1,249	Zero Coupon - 9.5000% XIRR basis	1,790.00	November 6, 2018	April 8, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
10	SERIES ABFL NCD BK FY 2014-15.	Secured	Discount	487	9.0000% p.a. - 9.3800% XIRR basis	5,000.00	November 26, 2018	March 27, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
11	SERIES ABFL NCD L 7 FY 2016-17.	Secured	Discount	487	7.9000% p.a. - 9.3800% XIRR basis	2,500.00	November 26, 2018	March 27, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
12	SERIES ABFL NCD G2 FY 2018-19.	Secured	Premium	512	Zero Coupon - 9.4000% XIRR	7,000.00	November 26, 2018	April 21, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
13	SERIES ABFL NCD G2 FY 2018-19.	Secured	Premium	497	Zero Coupon - 9.3500% XIRR basis	11,000.00	December 11, 2018	April 21, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.

Sr. No.	Description (Debenture Series)	Secured/ Unsecured	Premium / Discount issued at	Tenor/ Period of Maturity (in days)	Coupon	Face Value (Amount Outstanding, if different than Face Value)	Date of Allotment	Final Redemption Date	Latest Credit Rating
14	SERIES ABFL NCD L 7 FY 2016-17.	Secured	Discount	472	7.9000% p.a. - 9.2500% XIRR basis	20,000.00	December 11, 2018	March 27, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
15	SERIES ABFL NCD AK FY 2014-15.	Secured	Discount	1,129	9.15 % p.a. - 9.4000% XIRR basis	28,000.00	December 11, 2018	January 13, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
16	SERIES ABFL NCD D2 FY 2018-19.	Secured	Discount	1,689	8.9000% p.a. - 9.4000% XIRR basis	14,500.00	December 11, 2018	July 27, 2023	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
17	SERIES ABFL NCD G5 FY 2018-19.	Secured	Premium	1,214	Zero Coupon - 9.4000% XIRR basis	11,900.00	December 11, 2018	April 8, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
18	SERIES ABFL NCD G6 FY 2018-19.	Secured	Premium	505	9.3900% p.a. - 9.3500% XIRR basis	9,000.00	December 11, 2018	April 29, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
19	SERIES ABFL NCD B6 FY 2017-18.	Secured	Discount	518	Zero Coupon - 9.0500% XIRR basis	8,500.00	December 14, 2018	May 15, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
20	SERIES ABFL NCD G6 FY 2018-19.	Secured	Premium	502	9.3900% p.a. - 9.0500% XIRR basis	10,000.00	December 14, 2018	April 29, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
21	SERIES ABFL NCD B6 FY 2017-18.	Secured	Discount	505	Zero Coupon - 9.0500% XIRR basis	2,500.00	December 27, 2018	May 15, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
22	SERIES ABFL NCD G5 FY 2018-19.	Secured	Premium	1,198	Zero Coupon - 9.1500% XIRR basis	5,000.00	December 27, 2018	April 8, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
23	SERIES ABFL NCD G6 FY 2018-19.	Secured	Premium	489	9.3900% p.a. - 9.0000% XIRR basis	2,500.00	December 27, 2018	April 29, 2020	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
24	SERIES ABFL NCD I 1 FY 2018-19.	Secured	Premium	1,820	Coupon 9.1500% - 9.1000% XIRR	8,100.00	December 27, 2018	December 21, 2023	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
25	SERIES ABFL NCD I 2 FY 2018-19.	Secured	Premium	3,647	9.1500% - 9.1000% XIRR basis	6,900.00	December 27, 2018	December 21, 2028	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
26	SERIES ABFL NCD G5 FY 2018-19.	Secured	Premium	1,187	Zero Coupon - 8.9000% XIRR	3,200.00	January 7, 2019	April 8, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
27	SERIES ABFL NCD I 1 FY 2018-19.	Secured	Premium	1,809	9.1500% - 9.0000% XIRR basis	1,600.00	January 7, 2019	December 21, 2023	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
28	SERIES ABFL NCD G5 FY 2018-19.	Secured	Premium	1,169	Zero Coupon - 8.9000% XIRR basis	3,050.00	January 25, 2019	April 8, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
29	SERIES PPMLD J2 FY 2018-19 – JULY 23, 2020.	Secured	Discount	541	Coupon linked to performance of Underlying / Reference Index Scenario: If performance of	2,490.00	January 29, 2019	July 23, 2020	IND PP-MLD AAA emr/Stable

Sr. No.	Description (Debenture Series)	Secured/ Unsecured	Premium / Discount issued at	Tenor/ Period of Maturity (in days)	Coupon	Face Value (Amount Outstanding, if different than Face Value)	Date of Allotment	Final Redemption Date	Latest Credit Rating
					underlying on final fixing date Coupon 1 Greater than 50% of Digital Level 8.4978% p.a. (8.55% XIRR (Annualized yield)) 2 Less than or equal to 50% of Digital Level 0 %				
30	SERIES PPMLD J1 FY 2018-19	Secured	Discount	715	Coupon linked to performance of Underlying / Reference Index Scenario: If performance of underlying on final fixing date Coupon 1 Greater than 50% of Digital Level 8.6613% p.a. (8.6500% XIRR (Annualized yield)) 2 Less than or equal to 50% of Digital Level 0 %	2,500.00	January 31, 2019	January 15, 2021	IND PP-MLD AAA emr/Stable
31	SERIES ABFL NCD I 2 FY 2018-19.	Secured	Premium	3,600	9.1500% - 9.0500% XIRR basis	3,850.00	February 12, 2019	December 21, 2028	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
32	SERIES ABFL NCD Y1 FY 2015-16.	Secured	Premium	750	8.9000% - 8.7000% XIRR basis	16,000.00	February 20, 2019	March 11, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
33	SERIES ABFL NCD I 2 FY 2018-19.	Secured	Premium	3,555	9.1500% - 8.6500% XIRR basis	15,000.00	March 29, 2019	December 21, 2028	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
34	SERIES ABFL NCD G5 FY 2018-19.	Secured	Premium	1,079	Zero Coupon - 8.4700% XIRR basis	7,500.00	April 25, 2019	April 8, 2022	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
35	SERIES PPMLD K1 FY 2018-19.	Secured	Premium	739	Scenario: If performance of underlying on final fixing date Coupon 1 Greater than 50% of Digital Level 8.6819% p.a. (8.15% XIRR (Annualized yield)) 2 Less than or equal to 50% of Digital Level 0 %	3,800.00	April 26, 2019	May 4, 2021	IND PP-MLD AAA emr/Stable
36	SERIES PPMLD K1 FY 2018-19.	Secured	Premium	719	Scenario: If performance of underlying on final fixing date Coupon 1 Greater than 50% of Digital Level 8.6819% p.a. (8.15% XIRR (Annualized yield)) 2 Less than or equal	2,410.00	May 16, 2019	May 4, 2021	IND PP-MLD AAA emr/Stable

Sr. No.	Description (Debenture Series)	Secured/ Unsecured	Premium / Discount issued at	Tenor/ Period of Maturity (in days)	Coupon	Face Value (Amount Outstanding, if different than Face Value)	Date of Allotment	Final Redemption Date	Latest Credit Rating
					to 50% of Digital Level 0 %				
37	SERIES ABFL NCD Z2 FY 2015-16.	Secured	Premium	658	8.9000% p.a. - 8.3470% on XIRR basis	15,000.00	May 31, 2019	March 19, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
38	SERIES ABFL NCD B4 FY 2016-17.	Secured	Premium	706	8.7500% p.a. - 8.45% on XIRR basis	15,000.00	May 31, 2019	May 6, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
39	SERIES ABFL NCD C1 FY 2016-17.	Secured	Premium	721	8.6700% p.a. - 8.10% on XIRR basis	1,000.00	June 12, 2019	June 2, 2021	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
40	SERIES ABFL NCD C1 FY 2019-2020.	Secured	Discount	1,815	8.65% p.a. - 8.6500% on XIRR basis	19,800.00	June 24, 2019	June 12, 2024	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
41	SERIES ABFL NCD C1 FY 2019-2020.	Secured	Discount	1,811	8.65% p.a. - 8.6500% on XIRR basis	11,160.00	June 28, 2019	June 12, 2024	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
42	SERIES ABFL NCD C1 FY 2019-2020. DATE OF MATURITY 12/06/2024	Secured	Premium	1,785	Coupon 8.65% p.a. - 8.5000% on XIRR Basis	98,700.00	July 24, 2019	June 12, 2024	'IND AAA Stable' from India Ratings & [ICRA] AAA (Stable) from ICRA.
Total						4,24,450.00			

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company is subjected to various legal proceedings from time to time, mostly arising in the ordinary course of its business. The legal proceedings are initiated by us and also by customers, past employees and other parties. These legal proceedings are primarily in the nature of (a) consumer complaints, (b) tax disputes, (c) petitions pending before appellate authorities, (d) criminal complaints, and (e) civil suits. We believe that the number of proceedings in which we are involved in is not unusual for a company of our size in the context of doing business in India.

As on the date of the Draft Shelf Prospectus, there are no failures or defaults to meet statutory dues, institutional dues and dues towards instrument holders including holders of debentures, fixed deposits, and arrears on cumulative preference shares, etc., by our Company.

For the purpose of disclosures in this Draft Prospectus, our Company has considered the following litigation as "material litigation":

- all pending proceedings whether civil, arbitral, tax related litigations, or otherwise, of value exceeding more than 2% of our profit after tax as on March 31, 2019, i.e. more than Rs. 17 crores;
- any other outstanding legal proceeding which is likely to have a material adverse effect on the financial position, profitability and cash flows of our Company ("**Materiality Policy**").

With respect to litigations / disputes / regulatory actions with impact, the Materiality Policy sets thresholds which are determined on the basis of financial statements of last audited Fiscal.

Save as disclosed below, there are no:

1. litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoter of our Company during the last five years immediately preceding the year of the issue of the Draft Shelf Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;

2. litigation involving our Company, Promoter, Directors, group companies or any other person, whose outcome could have material adverse effect on the position of our Company;

3. pending proceedings initiated against our Company for economic offences;

4. defaults or non-payment of statutory dues, etc

5. inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies' law, or reservations, qualifications or adverse remarks of the auditors of our Company in the last five years immediately preceding the year of issue of this Draft Shelf Prospectus against our Company.

Litigations involving our Company

Litigations against our Company

Criminal

1. ABFL had advanced an Invoice Discounting Facility ("**IDF**") to the tune of Rs. 12 Crore in 2011 to M/s. Biotor Industries Limited ("**Borrower**"). M/s. Biotor Industries Limited defaulted in repayment of the said facility. ABFL initiated criminal proceedings under Section 138 of Negotiable Instruments Act, 1881 at 13th MM Court Dadar Bhoiwada. The court has convicted all the accused (The company, and its directors Mr. Rajesh Kapadia and Mr. Bharat Kapadia) and directed them to pay the amounts mentioned on the cheque (INR 146 lacs and INR 163 lacs) along with compensation vide an order dated February 15, 2011. Later, the appeal against the said order has been dismissed in the Court of Sessions at Sewree.

   Against the impugned orders of the MM Court the Borrower preferred an appeal before the sessions court. The Sessions Court directed the Borrowers to pay 25% of the imposed amount for hearing of their

appeal vide an order dated February 15, 2012. The borrowers deposited the said amount in the Sessions Court. The Sessions Court upheld the order passed by the MM Court.

Against the said order passed by the Sessions Court the Borrowers has filed a revision application before the Bombay High Court. The Bombay High Court has directed the borrowers to pay 40% of the amount for hearing the matter and the Borrowers have deposited the same. The court also allowed ABFL to withdraw the deposited amount. The said revision application is currently pending before the Bombay High Court.

2. Mr. Pravin Tayal and family have been chargesheeted under section 5 of the Prevention of Money Laundering Act, 2002 ("**PMLA**"). Mr. Sanjay Tayal and 4 companies have availed loan from ABFL mortgaging four properties which are being scrutinised by the Enforcement Directorate. New Delhi. Aditya Birla Finance Limited through its authorised representatives have been showcaused by Enforcement Directorate. ABFL received show-cause notice dated October 28, 2016 by the Adjudicating Authority, PMLA providing an opportunity of being heard in the matter of Provisional Attachment Order dated September 24, 2016. Accordingly, ABFL has filed its written submission on December 3, 2016 praying for setting aside the provisional attachment order in respect of the mortgaged properties and escrow account.

On 21 March 2017, the Adjudicating Authority (PMLA Delhi) passed an order confirming the attachment of the mortgaged property, however, the security interest of ABFL in the mortgaged property was secured. The aforesaid properties were purchased from Nusli N. Wadia and Ferani Developers by way of a Registered Agreement dated October 4, 2005. The loan was to be utilized for the purpose of takeover of existing loan of Deewan Housing Finance Corporation Ltd. ("**DHFCL**") and balance for acquiring new property. This property was leased out by the Mr. Pravin Tayal and family to Multi Screen Media Private Limited vide registered indenture of lease dated December 19, 2014. It was stated that ABFL shall have the right to claim the property/interest at the time of confiscation of the property.

Aggrieved by the aforesaid order, ABFL filed an appeal before the Appellate Tribunal, PMLA, who vide its order dated November 9, 2017 defreezed the attached escrow account by ED basis undertaking from ABFL that if it was found that the mortgaged property was acquired through criminal proceedings then ABFL shall be liable to pay back/ restitute the amounts withdrawn from the designated escrow account only towards repayment of EMIs and not the amenities/charges. ABFL was also permitted to operate the escrow accounts and withdraw the amounts lying in the escrow accounts.

On 9 February 2018, the Enforcement Directorate filed an appeal before the Bombay High Court against the impugned order dated November 9, 2017 passed by the Appellate Tribunal, PMLA. The matter was extensively argued on April 16, 2019 at the Bombay High Court. The matter is now reserved for Orders. The borrowers have also filed an appeal against the Provisional Attachment Order for lifting the attachment. The same is pending before Appellate Tribunal PMLA.

3. Two collection officers were visiting the premises of M/S. A.S. Retail. M/S. A.S. Retail has made allegations against collections manager of ABFL for foul behaviour in his business premises and a criminal complaint has been filed in the Alipore Police Station under Section 323,341,354,504 & 509 of the Indian Penal Code, 1860. The matter is currently pending for hearing.

4. The Enforcement Directorate, Chennai ("**ED**") showcaused ABFL under section 3 and 5 of Prevention of Money Laundering Act, 2002 ("**PMLA**"). Properties mortgaged to ABFL and ABHFL by to M/s. Nathella Sampathu Chetty & Co (Nathella Group) have been attached by ED. An order has been passed by the adjudicating authority confirming the provisional attachment order. ABFL/ABHFL have filed appeals before the Appellate Tribunal, PMLA Court Delhi which is currently pending.

5. The Enforcement Directorate ("ED") has issued a show cause Notice to ABFL under Section 8 of PMLA. The properties owned by Nathella Sampatthu Group mortgaged to ABFL have been attached. ED issued Provisional Attachment Order which has been confirmed by the Adjudicating Authority, PMLA Court, on January 16, 2019. ABFL challenged the Provisional Attachment Order by filing an Appeal before Appellate Tribunal on March 3, 2019. The said matter is currently pending. The amount involved is Rs. 62 Crores.

6. The Enforcement Directorate ("**ED**") has issued a show cause notice to ABFL under Section 8 of PMLA. The properties of Rossette leasing, Upright Leasing and Oak Leasing ("**Borrowers**") were attached and the escrow accounts have been frozen by ED. The Adjudicating Member of ED passed the order confirming provisional attachment order. Subsequently, ABFL filed an appeal for interim relief of defreezing the account before the Appellate Tribunal, Delhi, which has been granted on July 27, 2017 and November 9, 2017 respectively. Against the Appellate Tribunal Order dated November 9, 2017, ED filed an Appeal before Hon'ble Bombay High Court. The said matter is currently pending. The said matter is closed for orders. ABFL is neither an accused nor a complainant. ABFL is a formal party to the case being the lender to the Borrowers mentioned above.

7. The Enforcement Directorate ("ED") has issued a show cause Notice to ABFL under Section 5 sub section (1) PMLA. The properties owned by DSK Motors Pvt. Ltd & DSK Developers Ltd mortgaged to ABFL have been attached by Enforcement Directorate. The matter was listed before the Adjudicating Authority PMLA Court, New Delhi on May 20, 2019. The Adjudicating Authority confirmed the Provisional Attachment Order vide its Order dated August 5, 2019. ABFL filed the Appeal before the Appellate Tribunal, PMLA Delhi. The Appellate Tribunal passed the Order on September 16, 2019 thereby maintaining the status quo.

Civil

1. Pinnacle Educational Trust ("**Plaintiff**") had applied for a term loan and subsequently paid the processing fees of Rs. 5,75,000. The Plaintiff requested ABFL to stop the loan disbursement. Now the Plaintiff is demanding the refund of processing fees and has filed a suit against ABFL and all its directors. ABFL filed the written statement, the mater is currently pending.

2. M/s Biotor Industries Limited ("Biotor") filed a suit against ABFL alleging fraud in connivance with employees of Biotor. This is a civil matter for a claim made by Biotor Industries against multiple persons, including financial institutions, amongst which ABFL is one of them. ABFL has filed its written statement denying all the allegations of the plaintiff. The matter is pending before Bombay High Court and the amount claimed is ₹3,900 million against various lenders including ABFL. ABFL has recovered its dues in section 138 proceedings against the plaintiff. The matter is currently pending.

   Mr. C.E. Fernandes had filed 3 contempt petitions against the company including the CEO and Authorised officer the financial exposure of which is amounting up to ₹21 crores. The said petitions have become infructuous as Bombay High Court has passed the order dated October 5, 2018 discharging the Court Receiver from the property.

Taxation proceedings

1. The Income Tax Authority for the Financial year 2010- 2011 has proceeded against our Company for disallowance of Depreciation/Exceptional Losses – wealth having tax effect of INR 3234.11 lakhs. The matter is pending before the Hon'ble Income Tax Appellate Tribunal.

Litigations by our Company

Criminal

1. Our Company has filed numerous complaints, FIRs and cases of fraud and cheating against customers on account of loan defaults, cash misappropriation, cheating, forgery, assault on employees of our Company. In certain cases, our Company has also filed cases under section 420 of the Code of Criminal Procedure, 1973 ("**Cr PC**") for the criminal breach of trust and misappropriation of property.

2. Our Company has filed numerous cases under section 138 of the Negotiable Instruments Act, 1881, against our customers for dishonour of cheques which were presented to our Company. These cases are pending across different courts in India. Further, in some of the cases, our customers have filed appeal against our Company.

Civil

1. Aditya Birla Finance Limited ("**ABFL**") had extended a rupee loan facility of Rs. 70 Crore to Coastal Projects Limited ("**CPL**") which was backed by, inter alia, charge over certain cash-flows and personal

guarantee from their promoter Mr. Surendra. CPL defaulted in payment of its due to the lenders and was under the corporate debt restructuring process when ABFL initiated arbitration (against both CPL and Mr. Surendra) to recover its dues. Subsequently the arbitrator passed a consent award in favour of ABFL for an amount of INR. 79,72,34,425. The present proceeding is to execute the said consent order passed in the Arbitration Proceeding. ABFL has initiated the execution proceedings before the Bombay High Court against CPL and the promoter to execute the said consent order. A chamber summon application has also been filed in connection with the aforementioned execution proceeding which is presently pending for disposal.

2. Aditya Birla Finance Limited ("**ABFL**") had had extended a loan of INR 100 crore to Korba West Power Company Limited ("**KWPCL**"). KWPCL defaulted on the said loan and loans extended to it by other lenders. KWPCL was referred under Section 10 of the Insolvency and Bankruptcy Code, 2016 ("**IBC**") for initiation of the corporate insolvency resolution process in the in the NCLT, Ahmedabad. NCLT, Ahmedabad has admitted the same and the regular process for resolution under the IBC is under process. The NCLT, Ahmedabad allowed for an additional extension of 90 days to the corporate insolvency resolution process. The NCLT has approved the resolution plan approved by the Committee of Creditors on June 24, 2019. Further, the approved resolution plan submitted by the resolution applicant has been completely implemented by July 20, 2019 and accordingly the same may be considered as the implementation date of the plan.

3. ABFL had extended a rupee loan facility of Rs. 180 Crore to Chennai Nashri Tunnelway Limited ("**CNTL**") which was required to be secured by cash DSRA to be created by CNTL and/or IL&FS Transportation Networks Limited. The loan was subsequently recalled by ABFL due to various defaults on the part of the CNTL/other obligors. Since CNTL failed to cure the defaults, ABFL initiated proceeding under section 9 of the Arbitration Act before the Delhi High Court seeking certain interims reliefs. On 18 September 2018, the Delhi High Court passed an order granting certain reliefs to ABFL ("**Order**"). Thereafter, Delhi High Court on December 07, 2018 passed another order to maintain the position it has obtained in the Order. The last date of hearing was September 6, 2019 and the next date of hearing is 9 January 2020.

4. Aditya Birla Finance Limited ("**ABFL**") had extended a rupee loan facility of Rs. 100 crores to Pune Sholapur Road Development Company Limited ("**PSRDC**L") which was required to be secured by cash DSRA to be created by PSRDCL and/or IL&FS Transportation Networks Limited. The loan was subsequently recalled by ABFL due to various defaults on the part of the Borrower/other obligors. Since PSRDC failed to cure the defaults ABFL initiated proceeding under section 9 of the Arbitration Act before the Delhi High Court seeking certain interims reliefs for an amount of INR 56,36,43,939. On 18 September 2018, the Delhi High Court passed an order granting certain reliefs to ABFL ("**Order**"). Thereafter, Delhi High Court on December 07, 2018 passed another order to maintain the position it has obtained in the Order. The last date of hearing was September 6, 2019 and the next date of hearing is 9 January 2020.

5. Aditya Birla Finance Limited ("**ABFL**") had extended certain rupee term loans extended to Himachal Sorang Power Private Limited ("**HSPL**") (as part of a consortium of lenders) for setting up of a hydro power project in Himachal Pradesh. In connection with the aforementioned loan, ABFL along with three other lenders had entered into an arrangement with TAQA India Power Ventures Private Limited ("**TAQA**") and NCC Limited ("**NCC**") / NCC Infrastructure Holdings Limited (separately with each of them) wherein the Lenders agent was required to hold original copies of certain Bank Guarantees (Approximately of Rs. 59 Cr) issued by NCC in favour of TAQA. The Lender's agent was required to release the said bank guarantees to NCC upon satisfaction/completion of certain conditions. However, few days before expiration of the validity of the guarantees TAQA and NCC raised contradictory claims regarding satisfaction of the conditions for release of the guarantees to NCC and hence the guarantees where not released to NCC. Since the Lenders are not privy to the facts leading to these contradictory claims, the lenders (with ABFL) approached Bombay High Court so that under Section 88 and order XXXV of the Civil procedure Code, 1908, the Court directs TAQA and NCC resolves the disputes between themselves regarding the satisfaction of the conditions for release of the bank guarantees. Pursuant to the direction of the high court the lenders have already deposited the bank guarantees with the Bombay High Court. Borrower/HSPPL was under apprehension of initiation of coercive action by HUDCO, one of the lender of consortium who did not accede to the refinancing documents pursuant to Corrective Action Plan by JLF. Hence, the Borrower filed a writ petition before High Court of Delhi seeking a direction to HUDCO to comply with the terms of the CAP. Other lenders have been made

proforma defendants in the petition. The said petition is presently pending before the Delhi High Court. The next date of hearing was September 13, 2019. The lenders of HSPL including ABFL have received a notice from the Debt Recovery Tribunal-I, Chandigarh, from which it appears that HUDCO has initiated proceeding before the DRT Chandigarh against HSPL. The other lenders have been made party to this proceeding. Vide order dated May 22, 2019 Delhi high court has directed HSPL and HUDCO both the parties, i.e., petitioner no.2 and respondent no.1 make a joint request before the DRT to defer the hearing of the Original Application beyond a date fixed by Delhi High Court.

6. ILFS has filed an application for filing a proposed Scheme of Section 230 of the Companies Act 2013, asking for moratorium of legal proceeding against group companies. Since ABFL had existing exposures to several companies of the ILFS group companies (CNTL, PSRDCL etc) against whom ABFL had already initiated legal proceedings, ABFL intervened in the process is opposing, inter alia, the prayer of moratorium before the NCLT, Mumbai.

7. The Government of India has filed an application under Sections 241-242 of the Companies Act, 2013 for ILFS re-structuring and the present application is for impleading Aditya Birla Finance Limited ("**ABFL**") into the proceedings before the NCLAT, New Delhi.

8. In relation to non-payment of dues by ICSA India Limited ("**ICSA**") to various lenders, proceedings are pending before the Board for Industrial and Financial Reconstruction ("BIFR") wherein ICSA has been declared sick. SBI has been appointed as an operating agency. BIFR directed SBI to do a techno-economic viability study and ICSA to submit revised proposal. SBI had rejected restructuring proposal given by company. BIFR had directed all lenders to restrain from taking any coercive action. The amount involved in the instant case is ₹ 300 million. The company has been admitted to insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 and the first committee of creditors meeting was conducted on 29 November 2019.

9. ABFL has filed civil complaint against Mr. C E Fernandes for the default in payments of EMI with respect to LAP facility availed by him. ABFL has invoked arbitration proceedings to claim the outstanding amount post recall of the loan. ABFL has received an award which is pending for execution. ABFL has also initiated proceedings under SARFAESI Act to attach and auction the mortgaged property to recover the dues, the amount involved in SARFAESI proceedings is ₹286 million and ABFL has received possession order .ABFL took physical possession of the residential property on 31 October 2018. ABFL conducted 3 auction via Private treaty and by public auction which failed. The fresh auction notice has been provided to the borrower on September 27, 2019.

10. ABFL invoked arbitration against M/s. Vasan Healthcare Private Limited **("Borrower")** and filed statement of claim before sole arbitrator. The Borrower failed to file their written statement and the award was pronounced in ABFL's favour on March 20, 2017. The execution of the award is pending as ABFL has initiated proceedings under SARFAESI Act against the Customer and received possession order/s. Against that the borrower/s has gone before DRT and obtained status quo. ABFL filed an appeal before DRAT, against the order and the order is pending. The amount involved in the instant case is ₹280 million. The company has been admitted to insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 and the first committee of creditors meeting was conducted on 29 November 2019.

11. ABFL has jointly with other lenders filed a suit against Brahmani River Pellets Limited ("**BRPL**") and other co-borrowers to obtain an injunction against certain third party payments by the BRPL. The amount involved in the instant case is ₹287.80 million. However, ABFL has transferred its entire outstanding exposure in BRPL to Indostar Capital Finance Limited in October 2017. Accordingly, ABFL does not have any exposure in the Borrower and the matter may be considered infructuous for ABFL.

12. ABFL had subscribed to Rs. 70 crore worth of CCPS issued by McNally Bharat Engineering Company Limited. Certain group entities had provided to ABFL a put option in relation to the said CCPS and the put option was secured inter alia by pledge of certain listed shares. Due to fall in security cover, ABFL had initiated an arbitration proceeding against all the relevant obligors in relation to the transaction and had asked for security cover of INR 49,95,02,093/-. The arbitrator has passed an order dated July 15, 2019 whereby the respondents have to provide various securities to ABFL which include, inter alia, mortgage of certain land, charge on the receivables / proceeds in connection with certain shares and pledge of shares. The next date for hearing under the proceeding was on August 20, 2019. However,

since the respondents had not been able to complete all the security creation, they had requested the arbitrator for an adjournment before the hearing. The matter is currently pending.

13. ABFL had acquired NCDs worth INR 62.5 crores issued by Sintex Prefab and Infra Limited (SPIL). In this connection, pursuant to severe deterioration in the financial condition of SPIL, ABFL has filed a suit against SPIL and Vistra ITCL Limited (as proforma defendant) in the Bombay High Court to recover the amounts due under the NCDs. The last hearing was on September 23, 2019 where the Hon'ble Court observed that the parties ought to explore settlement and find a reasonable approach to put an end to the dispute and in the event the parties are unable to settle the matter, which is pending and the Court will hear the Motion for Ad-Interim.

14. ABFL had provided terms loan facility of Rs. 150 Crore to Williamson Financial Services Limited which was *inter alia* secured by mortgage (paripassu with other lenders) over a property located at Kolkata. The tenants of the said mortgaged property have filed a title suite no. 804 of 2019 before the 2nd Civil Judge (Senior Division) at Alipore claiming adverse possession over the said mortgaged property. The matter is currently pending before the Hon'ble 2nd Civil Judge (Senior Division) at Alipore.

Litigations involving our Promoter

Except as disclosed below, there are no other material legal proceedings involving our group companies.

Civil proceedings

Against our Promoter:

NIL

By our Promoter:

NIL

Criminal proceedings

Against our Promoter:

NIL

By our Promoter:

NIL

Taxation Proceedings

NIL

Other Proceedings

NIL

Litigation involving our group companies

Except as disclosed below, there are no other material legal proceedings involving our group companies.

Civil proceedings

Against our group companies:

Aditya Birla Sun Life Insurance Company Limited ("ABSLI")

1. Mr. Arun Pandey, his wife Mrs. Pushpa Pandey and Mrs. Ruby Dubey have been blackmailing ABSLI ("the Company") of committing suicide and have made several criminal complaints against the Company which have been dismissed as baseless, and in one case investigation is still ongoing. They have on several occasions tried to forcefully enter the premises of the various branch offices as well as the head office of the Company. Even after repeated attempts, the police has not taken any action against the miscreants, therefore the company has prayed for relief before the Judicial Magistrate at Allahabad, Uttar Pradesh.

Grasim Industries Limited ("Grasim")

1. Grasim Industries Limited had constructed a reservoir of storage of 55 MCFT water in 2006 at village Takrawada on a piece of land which included government land of 16.46 hectares. The said land was exchanged for the company's land pursuant to Collector's order dated 9 March 2006. Mr. Ramlal and 19 others resident at Takrawada village filed a civil suit No. 21 A/09 (PIL) on 14 March 2006 for permanent injunction against the said land exchange order of the Collector and declared said exchange land survey nos. government land as charnoi (cattle grazing land), road and temple land. Grasim Industries Limited filed an application under Order 7 Rule 11 of Civil Procedure Code, 1908 and challenged jurisdiction of court. Court dismissed that case in the Grasim Industries Limited 's favour by order dated September 11, 2012. Mr. Ramlal and others filed an Appeal in Additional District Judge, Khachrod vide case No. 43/2012. In this appeal the Additional District Judge passed order on 18 June 2015 and restored the above case before Civil Judge, Nagda . Grasim Industries Limited has filed an undertaking to the Court to restore the land to its original form and hand over the same to the government in the event of the order being passed against Grasim Industries Limited. The estimated cost of the restoring the land is Rs 50 crore which has been considered as contingent liability.

2. In the year 2016, the Sub-Divisional Magistrate, Nagda has initiated civil proceedings involving Grasim for alleged cutting of trees. Appeal filed by Grasim in this matter is pending before the Collector, Ujjain for adjudication.

3. In the year 2016, there is one outstanding civil proceeding involving Grasim initiated by the Provident Commissioner, Kolkata in relation to imposition of penalty for late payment of provident fund contributions. Appeal filed by Grasim is pending for adjudication before the High Court of Calcutta.

4. In the year 1996, there is one outstanding civil proceeding involving Grasim initiated by the Divisional Controller, Junagadh in relation to accumulation of dirty domestic waste water. This matter is pending before the District and Session Court, Junagadh for adjudication.

5. In the year 1988, there is one civil outstanding proceeding involving Grasim initiated by the Circle Inspector, Mamlatdar Office, Talala in relation to encroachment of government land. This matter is pending before the District and Session Court for adjudication.

6. In the 2014 a civil proceeding initiated by Tehsildar against Grasim under section 248 of the Madhya Pradesh Land Revenue Code, 1959 in relation to alleged encroachment of BCI land stands dismissed in favour of Grasim. Revenue Board has heard the matter and passed an order in our favour on December 21, 2018. State has preferred an appeal before SC against the MP HC Order dated April 3, 2018 - SLP. We have filed a caveat before SC and written to State's advocate to give us an advance copy. Matter is not listed yet for admission.

7. In the year 2017, there are two outstanding civil proceedings involving Grasim initiated by the Irrigation Department, State of Gujarat in relation to demand for water usage charges of 230 Crores. The appeals filed by the State of Gujarat in these matters are pending before the High Court of Gujarat for adjudication. The matters are for similar subject matter. The matter will be taken up together at the High Court.

8. There is a civil outstanding proceeding involving Grasim initiated by the Water Resources Department, Government of Jharkhand ("**Department**") in relation to payment of arrears with respect to water charges. Arbitral Tribunal, Ranchi passed an award in favour of Grasim. Aggrieved by this, the Department filed an appeal before the civil court which is pending for adjudication.

9. In the year 2012, there is a outstanding civil proceeding involving Grasim initiated by the State of West Bengal for alleged non-submission of return under the Contract Labour (Regulation and Abolition) Act, 1970. This matter is pending before the Magistrate's Court (West Bengal) for adjudication.

10. In the year 1986, there are two civil outstanding proceedings involving Grasim initiated by the Jharkhand State Electricity Board in relation to demand of annual minimum guarantee of Rs 2.14 Crores. On November 5, 2004, the order resulted into a refund to us a sum of Rs. 17.80 lacs. JSEB being aggrieved by the above order moved the petition before Court. Hence one more civil proceeding pending is pending as JSEB has filed an appeal in the High Court.

11. In the year 2001, there are one civil outstanding proceedings involving Grasim initiated by the Jharkhand State Electricity Board in relation to demand Fuel Surcharge. These matters are pending before the High Court of Jharkhand for adjudication.

12. In the year 2012, there are two outstanding civil proceedings involving Grasim initiated by the State of Madhya Pradesh for levy of energy development cess. These matters are pending before the High Court of Madhya Pradesh for adjudication. These are related matters.

13. In the year 2015, there is one outstanding civil proceeding involving Grasim initiated by the State of Jharkhand for alleged violations of the Drugs and Cosmetics Act, 1940. This matter is pending before the High Court of Jharkhand for adjudication.

14. In 2014, Mr. Bholasingh filed a Civil Suit along with a pauper application against Grasim Industries Limited, for recovery of claims aggregating to Rs. 36.15 Crores. He had prayed for recovery of dues and release of his machinery and costs with interest of his confiscated machinery. This pauper application was rejected by the court. After rejection of his pauper application, he appealed before the Principle District Judge, Vadodara. The appeal before the Principal District Judge also got rejected. Hence, he filed a Special Civil Application No. 505/2019. The matter is currently pending.

15. Indo-Gulf Fertilizers and Chemicals Corporation Limited has entered into a lease agreement dated February 11, 1986 with Uttar Pradesh State Industrial Development Corporation (UPSIDC) and subsequently a fresh lease agreement dated October 17, 2007 was signed with UPSIDC post-merger of Indo Gulf Fertilisers Limited (IGFL) with ABNL. In the respect of the said lease agreement, UPSIDC has initiated a civil proceeding bearing no. 12573/2010/MISB, claiming maintenance charges amounting to Rs. 48.79 crore (Rs. 28.93 Crore principal amount and 19.83 crore as interest) on land allotted to Indo-Gulf Fertilizers and Chemicals Corporation Limited in the year 1983. The matter is pending for hearing with High Court of Lucknow.

By our group companies:

Aditya Birla Real Estate Fund

1. Aditya Birla Real Estate Fund ("ABREF") had invested Rs. 150 crores in Amrapali Smart City Developers Privete Ltd ("the Company"), one of the group company of the Amrapali Group in the form of secured Optionally Convertible Debentures ("OCDs") in two tranches of Rs. 100 crores in November 2013 and Rs. 50 crores in December 2013 respectively. The project sales slowed down in 2016 which led to delays in the working capital cycle, thereby delaying construction. ABREF issued various notices for payment of interest from May, 2016 onwards and issued an event of default notice on 2nd November, 2017 to pay the outstanding interest and principal amounts. Due to the failure by the Company to pay outstanding interest and principal amounts, ABREF filed a petition under section 7 of the Insolvency and Bankruptcy Code, 2016 in NCLT, Delhi. ABREF also deposited the post-dated cheques issued by the Promoters worth Rs. 150 crores and on return of the same due to insufficiency of the funds, initiated criminal proceedings under section 138 of the Negotiable Instrument Act on January 10, 2018 in Bhoiwada Magistrate Court, Mumbai. Various home buyers (including of the project where ABREF made an investment) approached the Hon'ble Supreme Court to treat them at par with financial creditors under IBC.

   Considering the writ petition filed by the home buyers is pending in the Hon'ble Supreme Court, NCLT is not proceeding with the ABREF application under IBC and directed to approach the Hon'ble Supreme Court for appropriate relief. Hence, ABREF filed an intervention application with Hon'ble Supreme Court and the same is admitted. Considering the above, there are no hearings taking place before the Magistrate Court and the NCLT, Delhi until the order from the Supreme Court has been received.

2. Aditya Birla Real Estate Fund ("ABREF") had filed an intervention application before Supreme Court against Amrapali Smart City Developers Private Ltd ("the Company"). Apart from this application there were various writ petitions which were filed before the Supreme Court by all the homebuyers and creditors and all of them were clubbed together. The Supreme Court had appointed a forensic auditor to investigate into the affairs of the Amrapali Group.

   The Supreme Court vide its Order dated July 23, 2019 has issued a set of directions to protect the interest of the homebuyers and to ensure completion as well as delivery of promised projects to the homebuyers. Further, the Supreme Court has appointed Mr. R Venkataramani as the Court Receiver to facilitate transfer of completed flats to homebuyers. Since, the Supreme Court is seized of the matter, proceedings before other statutory bodies such as DRT/NCLT are going as per the directions issued by the Supreme Court from time to time.

3. Aditya Birla Real Estate Fund ("ABREF") invested Rs. 100 crores by subscribing to OCD's of CSN Estates Pvt Ltd ("CSN") by execution of a share subscription agreement and shareholders agreement dated September 29, 2013 (SSA and SHA) pursuant to which the Accused, a promoter of Siddhartha Buildhome and CSN had handed over 4 cheques in favour of ABREF. As per the terms of the SSA and SHA, an interest of 23.5% IRR was payable every quarter and the term of the OCD's expired on September 30, 2016. CSN failed to pay the interest and/or redeem the OCD's which resulted in an event of default under the SSA and SHA to which various notices were sent to CSN and the promoters to repay the outstanding amounts. Consequently, ABREF deposited the 4 cheques at HDFC Bank on June 4, 2018 however all the 4 cheques were returned dishonoured and a legal notice sent to the Accused to repay the amounts within 15 days. ABREF filed the present complaint against the Accused on the failure to repay the amounts after 15 days. The matter is currently pending.

Grasim Industries Limited ("Grasim")

1. Grasim has entered into an agreement with Greater Calcutta Gas Supply Corporation Limited, Calcutta on April 13, 2007 for supply of Coal Gas from Dankuni Coal complex. Pursuant to the said agreement, Grasim Industries Limited filed a civil complaint against Greater Calcutta Gas Supply Corporation Limited for supply of bad quality of Gas claiming an amount aggregating to Rs. 96,07,60,871.

   The matter is pending for hearing before Calcutta High Court.

2. Grasim has filed a writ petition bearing no. CWJC 9910038/2000 against Bihar State Electricity Board (BSEB) for charging Grasim incorrectly on the basis of increased rates. On June 26, 2000, Court opined that the formula on the basis of which fuel surcharge is computed is not challengeable but inclusion of certain components in the said formula is not in accordance with law. In this regard, an IA was filed by the Grasim in October 2016 which is pending for hearing before Jharkhand High Court. The amount involved is Rs. 62,15,00,000.00.

Criminal proceedings:

Against our group companies:

Aditya Birla Sun Life Insurance Company Limited ("ABSLI")

ABSLI has filed several criminal cases with respect to the claims mentioned in the below table. The cases below are pending before high courts and various judicial magistrates in different states of India.

Type of claim	Number of cases
Mis-selling of policy	3
Death claim (Material suppression of fact pertaining to age)	2

Mis- selling (Single Pay/Product & Features Different from that promised/Term/Premium/Charges/not as promised)	6
Seeking directions for police investigation	1

Aditya Birla Nuvo Limited ("ABNL")

1. Master Eshan Panday, son of Mr. Parivesh Pandey, ex- teacher at ABPS Jagdishpur died of electrocution. A FIR was lodged by his father, Mr. Parivesh Pandey before police station at Kamruli under sections 287, 201,304A, 504 and 506 of the Indian Penal Code, 1860 against Ms. Anjali Srivastava, Principal ABPS Jagdishpur, Mr. JR Mohan Ex. JP(HR) and Mr. S K Jain Ex- Senior President IGF Jagdishpur. All the three accused appeared before the Chief Judicial Magistrate, Sultanpur, and bail was granted to all the accused. Subsequently, the accused moved an application before the High Court at Lucknow for staying the lower court proceedings. The High Court stayed the proceedings before the Chief Judicial Magistrate, Sultanpur.The proceeding of the lower court has been stayed by the High Court-Lucknow.

2. The Labour Inspector has issued notice for non-compliance of the provisions of the Factories acts against the factory manager. This matter was filed by the Labour Inspector under Section 22 of the Contract Labour (Regulation and Abolition) Act, 1970. The Labour Inspector had alleged that the company had not provided relevant documents during inspection. He has subsequently not made appearance in court, and the court has given the APO a final opportunity to produce him. The matter is currently pending.

3. Mr. Parivesh Panday, ex-teacher of ABPS filed a complaint against Ms. Anjali Srivastava (Principal, ABPS Jagdishpur) & Mr. Aloke Ranjan (Head HR) under section 384 of the Indian Penal Code, 1860 before the police station at Kamruli. A charge sheet was submitted before the Chief Judicial Magistrate of Sultanpur. ABNL took bail from court and thereafter filed an application for preliminary hearing on behalf of Mr. Aloke Ranjan before framing of charge. After arguments were heard by the Chief Judicial Magistrate of Sultanpur, Mr. Aloke Ranjan was discharged from the charge sheet on 04.09.2014. The court ordered the framing of charges against Ms. Anjali Srivastava, the principal of ABPS school. ABNL has received permanent exemption for appearance before the court. Matter is currently pending before the Chief Judicial Magistrate.

4. A case was filed before the magistrate courts for a fatal accident resulting in the death of a contract workman in the factory premises of Aditya Birla Nuvo Limited. The said contract workman was covered under ESIC. The matter is pending before Magistrate Court, Srerampore. Factories Directorate placed their evidences and matter is in argument stage. The matter is currently pending.

5. A case was filed before the Chief Judicial Magistrate (Meerut) for misbranding of pesticides. The case is pending for appearance of non-applicants i.e. Mr. P H Dave & Mr. Yogesh Chandra, who are ex-employees of marketing in Indo Gulf Fertilizers Limited.

6. The Factory Inspector, Junagadh had filed a criminal case against the then Factory Manager Shri S. S. Bhati in connection with chlorine gas leakage on 12.09.1997 from caustic soda plant of the factory of Aditya Birla Nuvo Limited.

7. A complaint under Section 133 of the Code of Criminal Procedure, 1973 has been filed against Aditya Birla Nuvo Limited ("the Company") in connection with the alleged dumping of the Company's waste in public spaces, posing imminent health risks for the public residing around the area.

8. The Police Inspector, Veraval has filed a criminal case under Sections 278 and 114 of the Indian Penal Code, 1860 for negligence by the officers of Aditya Birla Nuvo Limited ("the Company") in connection with emission of gases causing pollution. This case directly not filed against the company but in the particular names of the company.

9. On October 8, 2012, a Criminal complaint bearing no. C.R. 390/2012 was filed by Inspector of Factories against Aditya Birla Nuovo Limited for Violation of Factory Act under provision 51 A of West Bengal Factory Rule 1958. A fatal accident occurred in the factory on May 10, 2012 leading to death

of a contract workmen. The contract workmen involved was covered under ESIC. The matter is pending for hearing at Magistrate Court.

10. A Criminal case bearing no. 112 of 2019 is filed by the Splinter Union against Aditya Birla Nuovo Limited for breach of Sec.22A of Minimum Wages Act, 1948 and breach of Rules 21(3) of Gujarat Minimum Wage Rules,1961. The matter is at admission stage before the Labour Court Godhra for unfair deduction and labour practice. The matter is currently pending.

11. A Criminal case bearing no. 114 of 2019 is filed by Factory Inspector- DISH against the Factory Manager (Anupam Gupta) of Aditya Birla Nuovo Limited for non-compliance of safety laws inside the plant. The matter is at appearance stage before the Labour Court Godhra for Breach, violation of section 21(1)(4)(C) under Factory Act 1948. The matter is pending before the Labour Court of Godhra.

12. A Criminal case bearing no. 115 of 2019 is filed by the Factory Inspector- DISH against the Factory Manager (Anupam Gupta) of Aditya Birla Nuovo Limited for non-compliance issue / Periodical Test Report , Audiometric Test and Chest Report and not updating the Form-32 accordingly as per Factory Act,1948. The matter is at appearance stage before the Labour Court Godhra for Breach of provisions under section under Rule 68T of Gujarat Factory Rules,1963. The matter is pending before the Labour Court of Godhra.

13. A Criminal case bearing no. 116 of 2019 is filed by the Factory Inspector- DISH against the Factory Manager (Anupam Gupta) of Aditya Birla Nuovo Limited for Unit non-compliance / Not providing the details in Form-32 & OT details accordingly as per Factory Act,1948. The matter is at appearance stage before the Labour Court Godhra for Breach of provisions under Rule 85 of Gujarat Factory Rules,1963. The matter is pending before the Labour Court of Godhra.

14. A Criminal case bearing no. 117 of 2019 is filed by the Factory Inspector- DISH against the Factory Manager (Anupam Gupta) of Aditya Birla Nuovo Limited for Unit non-compliance / Not fixing of Lightning arrestor as a protection system near Fuel Tank as per Factory Act,1948. The matter is at appearance stage before the Labour Court Godhra for Breach of provisions under Rule 66(a)3 of Gujarat Factory Rules, 1963. The matter is pending before the Labour Court of Godhra.

A Criminal case bearing no. 118 of 2019 is filed by the Factory Inspector- DISH against the Occupier, (O.P. Rungta) of Aditya Birla Nuovo Limited for Unit non-compliance / Not wearing Dust Mask in ball mill area during feeding of Quartz powder and Other as per Factory Act,1948. The matter is at appearance stage before the Labour Court Godhra for Breach of provisions under section 7A (2) of Factory Act, 1948. The matter is pending before the Labour Court of Godhra.

Grasim Industries Limited ("Grasim")

1. In the year 2012, the Factory inspector filed a criminal proceeding (C.R 292 of 2012) against Grasim and BN Mondal and Co for violations under section 12(1) and 35 (2) of the Contract Labout (R&A) Act 1970. The Factory Inspector had visited the factory of JST on February 6, 2012 and found that the Labour Contractor namely B N Mondal & Co who deployed more than 14 workers at site had not filed Half yearly return in form XXIV and also had no licence. Summon and show cause notice was issued against the contractor & another along with Jaya Shree Textiles, as principal employer, for alleged violation of section 12(1) & 35(2)(n) of the Contract Labour (R & A) Act'1970 but reply was not satisfactory. The matter is currently pending before the Magistrate Court.

2. In the year 2012, criminal proceeding (criminal proceeding number 1831 of 2018) was filed by the Factory inspector under the Factories Act, 1948 for grievous injury to contract workman, Mr. S. Vikas due to a fatal accident in the factory. The matter is pending for recording the evidence of the victim, in the in the District Court (Halol).

3. Mr. Mukesh Kumar Sharma of After Treatment department met with an accident on May 17, 2010, while cleaning half press of baling press No.10, and got head injury which resulted in his death. The Factory Inspector has filed a criminal proceeding (C.P No. 6580/10) against Mr. S. G. Subramaniyam (Occupier) and Mr. Rajiv Nayan (Factory Manager) for alleged violation of Sec. 7A(2)(a), 7A(2)(c) &

32(c) of Factories Act read with Rule 73 of the M.P Factories Rules, before the Chief Judicial Magistrate, Ujjain, against Grashim. The Factory. The matter is pending in the CJM Ujjain.

4. On January 31, 2010, criminal proceeding was filed by Factory inspector (C.P. No. 2549/10) under section 105 of the Factories Act, 1948 against the suspects i.e. Shri S.G. Subramaniyam & Shri Rajeev Nayan, as a Dead Body was found in Viscose tank. Later, Shri S.G. Subramaniyam expired on December 27, 2011, so the case dropped against him. Shri Rajeev Nayan has procured bail on August 27, 2019. The matter is pending with CJM Ujjain for further hearing.

5. In the year 2011, criminal proceeding filed by Factory inspector under the Factories Act, 1948 due to Body dis- balanced while working on top of fence causing fatal accident. The matter is pending in the CJM Ujjain.

6. In the year 2012, a criminal proceeding filed by Factory inspector under the Factories Act, 1948 due to Head injury case and burn injury to body. The matter is pending in the CJM Ujjain.

7. Mr. Radheshyam and Mr. Arjun, apprentice in EC-1 Department met with an accident at the isolator on August 17, 2012 resulting in burn injuries, due to which the Factory Inspector has filed a criminal complaint (C.C. No. 5436/12) before the Chief Judicial Magistrate, Ujjain, against Mr. Shailendra Jain (Occupier) & Mr. Birendra Mohapatra (Factory Manager) for alleged violation of Rule 73(e) of the Madhya Pradesh Factories Rules. The matter is pending in the Chief Judicial Magistrate, Ujjain.

8. Mr. Rajendrasingh, a labour of contactor S.S. Construction met with an accident on December 28, 2011, while pulling an empty tank with a chain block. As a result of the accident he got injuries on his left knee and left ankle. A criminal proceeding (C.P. No. 1421/12) was filed by Factory inspector before the Chief Judicial Magistrate, Ujjain against Mr. Shailendra Jain (Occupier) and Mr. S.P.S Baghel (Factory Manager) under Sec. 7A of the Factories Act, 1948 read with Rule 73(e) of the M.P Factories Rules. The matter is currently pending before the Chief Judicial Magistrate, Ujjain.

9. Mr. Kalusingh of CS2 department met with an accident on October 15, 2012 while attempting start-up operation at the factory causing injuries on his right hand. The Factory inspector filed a criminal complaint (CC No. 1009/2013) before the Additional Chief Judicial Magistrate, Ujjain, against Mr. Shailendra Jain (Occupier) and Mr. Birendra Mohapatra (Factory Manager) for alleged violation of Sec. 7A(e), 32, and 88 of Factories Act read with Rule 73(e) and 108 of Madhya Pradesh Factories Rules. The matter is pending before the Additional Chief Judicial Magistrate, Ujjain.

10. Mr. Gopal Singh Card of Viscose -2 department met with an accident on February 26, 2013 while cleaning a dissolver in the factory. As a result of this accident Mr. Gopal Singh sustained internal injuries to his back. A criminal complaint (CC No. 2447/13) was filed by the Factory Inspector before the Chief Judicial Magistrate, Ujjain under Section 105 of the Factories Act, 1948 read with Section 92, against Mr. Shailendra Jain (Occupier) and Mr. Birendra Mohapatra (Factory Manager). The matter is currently pending before the Chief Judicial Magistrate, Ujjain.

11. In the year 2014, a criminal proceeding filed by Factory inspector under the Factories Act, 1948 due to Head injury leading to death of a person on spot. Mr. Ramprasad (employee of Contractor Nilesh Jain) met with an accident while shifting vacuum pump at the factory, due to which he sustained fatal head injuries which led to his death. The Factory Inspector filed a criminal complaint (CC No. 4726/14) before the Chief Judicial Magistrate, Ujjain, against Mr. Shailendra Jain (Occupier) and Mr. V.K. Sharma (Factory Manager) for alleged violation of Sec. 7A, 29, 34(1) and 32(a) of Factories Act read with Rule 62 and 73(e) of Madhya Pradesh Factories Rules. The matter is pending before the Chief Judicial Magistrate, Ujjain.

12. Mr. Ramchandra met with an accident at the factory while bringing tools from cutter trolley for fabricating the pipeline. This accident resulted in his death and hence the Factory inspector filed a criminal complaint (CC No. 6486/14), before the Chief Judicial Magistrate, Ujjain, under Section 105 of the Factories Act, 1948 read with Section 92 against Mr. Shailendra Jain (Occupier) and Mr. V.K. Sharma (Factory Manager) for violation of the provisions of Factories Act, 1948 read with the Madhya Pradesh Factories Rules The matter is currently pending before the Chief Judicial Magistrate, Ujjain.

13. Mr. Satyanarayan, a contractor employee, met with an accident on May 26, 2018 and sustained head injuries which subsequently led to his death. The Factory inspector filed a criminal complaint (CC No. 2469/18) before the Chief Judicial Magistrate, Ujjain, against Grasim for violation of Sec. 7-A of Factories Act, 1948 & Rule 7(e) of Madhya Pradesh Factories Rules. The matter is currently pending before the Chief Judicial Magistrate, Ujjain

14. Mukesh Kuwal, a contract labour, met with an accident on June 14, 2018 when he was working in the pulp go-down at the factory. This accident resulted in his death and hence the Factory inspector filed a criminal complaint (CC No. 2470/18) before the Chief Judicial Magistrate, Ujjain against Grasim for violation of provision of section 7A, section 32 of Factories Act 1948 and Rule 73 (e) of Madhya Pradesh Factories Rules. The matter is currently pending before the Chief Judicial Magistrate, Ujjain.

15. In the year 2011, a criminal proceeding filed by Factory inspector in Rehla for a fatal accident and the matter is pending in the District Court. Mr. Pradeep Singh, contractor workman of Balaji Logistic met with an accident on December 11, 2010 which resulted in his death. The Factory Inspector filed a complaint (CC No. 977/11) before the District Court against Mr. Shailendra Jain (Occupier) and Mr. Rajeev Nayan (Factory Manager) for alleged violation of 7A(2)(c) of Factories Act, 1948 read with Rule 73F of Madhya Pradesh Factories Rules. The matter is currently pending before the District Court.

16. On June 30, 2016, one female contract labourer, while carrying stone chips basket on her head inside the plant premises, was hit from back side with a moving tanker of third party transporter. She was immediately shifted to Sub Divisional Govt. Hospital, Chatrapur District Ganjam, where she was declared dead. In the year 2017, a criminal proceeding was filed by Factory inspector in Ganjam for the above fatal accident and the matter is stayed by Orissa High Court.

17. In the year 2006, There is a criminal outstanding proceeding involving Grasim initiated by an inspector under the Essential Commodities Act, 1955 ("Act") for violations of the Fertilizer Control Order, 1985 ("FCO") and the Act in relation to samples of Di-Ammonium Phosphate collected at the dealer site allegedly failing to meet the standards prescribed by the FCO. The proceedings in this matter have been stayed by the High Court of Gujarat in favour of Grasim.

18. In the year 1997, a criminal proceeding bearing case no. 3153 of 1997 was filed by the Factory Inspector, Junagadh for breach of Clause 13(1) of Schedule19, of Rule 102 of Gujarat Factories Rules read with Section 92 of the Factories Act, 1948 involving Grasim in relation to a gaseous chlorine leakage from the factory. The matter is pending before the Magistrate Court.

19. In the year 2017, the Madhya Pradesh Pollution Control Board filed a criminal proceedings (No. 4877/17) against Grasim and its very senior officers for alleged violation of Section 44 and 47 of Water (Prevention and Control of Pollution) Act, 1974. The matter is pending before Judicial Magistrate First Class, Ujjain.

20. In the year 2015, the Madhya Pradesh Pollution Control Board filed a criminal proceeding (no. 8174/15) before the Chief Judicial Magistrate, Ujjain, against Grasim and its officers for alleged violation of Section 37, 38, 39 and 40 of The Air (Prevention and Control of Pollution) Act, 1981. The matter is currently pending before Chief Judicial Magistrate, Ujjain.

21. The Madhya Pradesh Pollution Control Board has filed a criminal complaint under Sections 44 and 47 of the Water (Prevention and Control of Pollution) Act, 1974 against senior of the Grasim against alleged violations of the complaint. A revision petition was filed on behalf of company, which was decided in favour of Grasim and case was remanded with direction to magistrate for reapplication of mind.

22. The Madhya Pradesh Pollution Control Board has filed a complaint (criminal complaint no. 11088/2014) under Sections 24, 25 and 26 of the Water (Prevention and Control of Pollution) Act, 1974 against senior of the Grasim against alleged violations of the complaint. The complaint is pending for appearance of accused persons before the court in which summons have been issued by the court.

23. In July 2013, Drug inspector filed a complaint petition in the court of Chief Judicial Magistrate Palamau against the Grasim and factory manager alleging therein interalia that bleaching powder, which is a sole drug manufactured and distributed without license and further alleged that management of Grasim did

not allow the complainant to collect the sample of the said bleaching powder and obstructed the drug inspector in discharge of his duties. Vide Cr. M.P. No. 1624 of 2014 filed before the High Court of Jharkhand, Ranchi, the Ld. Court has stayed the proceedings before the Judicial Magistrate, 1st Class, Palamau at Daltonganj. No further proceedings have been recorded in the matter.

24. Vide an Order dated March 14, 2019, issued by the Deputy Commissioner of Income Tax (DCIT) a demand of Rs. 5,872.13 Crore has been raised on Grasim on account of Dividend Distribution Tax (including interest). The DCIT, interalia, held that as the demerger of the demerged undertaking (as defined in the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited (now known as ABCL) and their respective shareholders and creditors) is not in compliance with Section 2(19AA) of the Act, the value of shares allotted by ABCL to the shareholders of Grasim, in consideration of the transfer and vesting of the Demerged Undertaking into ABCL, amounted to Dividend within the meaning of the Act. Grasim is of the view that the aforesaid Order is not tenable in law. The necessary action(s) against the order is being taken by Grasim.

25. A complaint (criminal prosecution of case no. 15/2011) has been filed in the Magistrate Court by Avinash Tirkey, factory inspector wherein it has been alleged that the petitioners who are working as Occupier and Senior General Managers cum factory manager have not ensured the compliance of the safety appliances at its factory at Rehla as a result of which are labour namely Prabhu Choudhary who was replacing the eparatel sheet met with an accident and died on May 20, 2011. The matter is still pending in the Court.

26. Chief Agricultural Officer Ludhiana found Bantonite sample substandard and they filed a case under section 3 and 7 of Environment Conservation Act and under section 21 of Forest Conservation Act before Chief Judicial Magistrate Ludhiana. Though Indo Gulf is marketing this product, one of our Employee along with Grasim has also received summon as responsible officer before the Chief Judicial Magistrate. The matter is being heard. Grashim has also filed a petition before the High Court for quashing the said complaint.

27. On 18th August 2011, FIR lodged by Ishak Ansari against the company officers alleging that injury due to leakage of chlorine gas. Offence lodged u/s 284,285,287, 307/34 of Indian Penal Code Act in the Magistrate Court Palamau, Daltonganj. In order to quash the said criminal complaint Grasim filed a Criminal Revision under No. Cr.M.P/1241/2017 before the High Courts at Ranchi. The matter is pending for admission.

28. One Mr. Anand Shah alleged that a truck bearing no. U.P.-65 AR/2392, under the ownership of Mr. Ravinder Singh Anand Road Lines, Daltonganj, while carrying the cholorine gas cylinder from ABCIL Ltd. Rehla Plant to Lucknow, met with leakage of Chlorine gas at Bilaspur market on the National High way-75 on February 01, 2014 at midnight due to negligence on the part of the Grasim, as the company did not take proper safety measures and subsequently chlorine gas was leaked in the open market in broad daylight which caused enormous loss to the people of village Gangti and Bilaspur, resulting into illness of human beings, killing of animals, Birds, damage of livestock, crops and polluting of the environment. The matter is currently pending

29. On 3rd January 2011 a criminal complaint (CRL/242/2 /12) was lodged by Mr. Suresh Goel, MD of M/s Cosco Sales & Services Ltd., Delhi under Indian Penal Code section(s) 406, 120B against Grasim, its directors and officers for committing offence of cheating, breach of trust, at the Magistrate Court Delhi etc. This complaint was filed for conspiracy and withholding of original title deed of the property with dishonest intensions. The matter is posted for arguments. Bail bonds of Accused S.K. Maheshwari, Gajendra Vyas & Bimal Kumar have been verified and accepted pending the trial. Grasim filed a Permanent Exemption application on behalf of S.K. Maheshwari, A.S. Kothari, Gajendra Vyas, Dharam Chand, Naresh Agarwal & Bimal Kumar on April 20, 2013. The application for permanent exemption was allowed on August 1, 2013. The matter is currently pending.

30. Vinay Ram s/o Late Nanhku Ram filed a Complaint Case No. 1833/2018 in the office of CJM, Palamau. CJM sent the complaint under 156(3) CrPC to Rehla Police Station for lodgement of FIR. Rehla police lodged a FIR No. 21/2019 against three named accused Mr. Rajeev Dubey, Sr. Manager ER, Mr. JJ Singh, Sr. Manager Security and Mr. Vijay Dandiwala, AVP-HR; and two un-named persons. The FIR

is lodged U/s 341, 323, 506, 120(B), 34 of IPC and U/s 3/4 of SC/ST Act. The matter has been committed to the Court of District and Addl. Sessions Judge (SC/ST Court) and is running under the head of appearance. The matter is currently pending.

31. On February 23, 2005, one Mr. Bholasingh served legal notices to Grasim for non- payment of dues demanding an outstanding of Rs. 6,46,117. Pursuant to the reply of Grasim to the legal notice, Mr. Bholsasingh filed a criminal complaint against Mr. Anil Khosla (then General Manager-Purchase of Grasim) vide C.C. No. 22883/2008 on July 9, 2008 under Sections 406, 506 and 114 of the Indian Penal Code. The said criminal complaint was rejected by the Hon'ble Court vide order dated April 29, 2017. Subsequently, he filed a criminal revision application no. 176/2017 before Additional Sessions and District Judge, Vadodara which was also rejected vide order dated April 18, 2018. Hence, he subsequently filed a Criminal Quashing Application before Gujarat High Court on June 15, 2018. The matter is currently pending before the Court.

32. On January 15, 2016, Anwar Mansoori reached general office with his colleagues to complain management to retain worker on work orally. Then, Mr. V.K Sharma, Rajesh Sharma, Rajesh Matai & Rajendra Mathur started abusing and beating Mr. Anwar. He has complaint the issue to CSP Nagda but he did not responded, hence filed complaint before JMFC Nagda to register the matter under sections 323,351,294,506/34 of IPC. JMFC Nagda registered the case under section 323 of IPC and issued notice to company officers. We have received notice and facing trial before JMFC.

33. On December 19, 2017, Complaint filed by Pollution control board, Ujjain against the company and its very senior officers for alleged violation of Section 44 and 47 of Water (Prevention and Control of Pollution) Act, 1974. Revision filed on behalf of company has been decided in favour of company and matter again remanded to the lower court.

34. The Dy. Director & Assistant Director (I.H.S) have visited the plant of Grasim and inspected the records of contract workmen. They have sent show cause notice to Occupier & Factory Manager. Grasim has submitted reply of show cause notice and later received a letter dated November 2, 2013 stating that Dy. Director, Industrial Health & Safety will file a case against FM GRCD on November 11, 2013 in the court of CJM, Ujjain. The matter is at Order stage and is currently pending.

35. Factory inspector has raised the Complaint against the Factory Manager & Occupier for Non-compliance of Rule 14 sub section 131(A, B, C) & 45 IN Factory Act with MP Rules 1962. The matter is pending for hearing with District & Sessions Court.

Aditya Birla Money Limited ("*ABML*")

1. Ms. Ashima Das, a broking client of Aditya Birla Money Limited had filed a complaint case against ABML on July 17, 2012. The client has alleged that she was caused a loss of Rs. 5,12,000/- in addition to an earlier loss of Rs. 19,00,000/- by way of unauthorised purchase and sale of securities in her trading account by a franchisee of the Aditya Birla Money Limited. The criminal case is pending on the file of the Additional Chief Judicial Magistrate, Alipore. ABML has filed criminal revision petitions (CRR Nos: 3439, 3440, 3441/ 2012) at the Kolkata High Court, seeking to quash the complaint case (A C 1804 / 2012) on 28th September, 2012 and also sought for stay of all further proceedings in the said case. The said petition has been admitted and Stay of all further proceedings in the complaint case has been granted by the Kolkata High Court.

2. Ms. Pallav Pal, a client of ABML has filed a criminal complaint under Section.406, 420, 466, 506 & 34 of the Indian Penal Code, 1860 alleging criminal breach of trust and cheating by trading without authorization. The charge sheet has been filed and the same is pending before the Additional Chief Judicial Magistrate, Jhargram.

3. Ms. Ronen Mookerjee, a client of ABML has filed a criminal complaint under Sections 406, 420, 467, 468, 471, 477A, and 120B of the Indian Penal Code, 1860 alleging criminal breach of trust and cheating by trading without authorization. The complaint is under investigation.

4. Mr. Harinder Singh Bajwa, a client of ABML has filed a criminal complaint under Sections 406, 420 & 120 B of the Indian Penal Code, 1860 alleging criminal breach of trust and cheating by trading without authorization. The complaint is under investigation.

By our group companies:

1. Our group companies have filed numerous cases under section 138 of the Negotiable Instruments Act, 1881, against their vendors, customers for dishonour of cheques which were presented to our group companies. These cases are pending across different courts in India. Further, in some of the cases, the vendors, customers have filed appeals against our group companies.

2. Aditya Birla Money Limited has filed a plea for quashing of complaint case No. 25768 of 2012 and setting aside of order dated August 2, 2012 passed by Chief Judicial Magistrate, Alipore which is pending. The stay order in the present case has been extended.

3. *Aditya Birla Nuvo Limited*

   (a) A contempt petition has been filed against 11 persons for non-compliance of court orders and nuisance and unlawful activities in the factor premises.

   (b) Khasra no. 1449 measuring 3.14.01 BBD has been leased to Aditya Birla Nuvo Limited ("the Company") by UPSIDC in 1986 as per lease deed dated February 11, 1986. Due to an error in the revenue records, Khasra no .1449 (3.14.01) BBD was not recorded in the Company's name. Hidayat Ali, a resident of Banbhariya claimed right over the said piece of land. The company clarified from UPSIDC that the said land was acquired by UPSIDC on December 9, 1976. The Company therefore filed an application before the SDM, Musafirkhana under section 145 of the Code of Criminal Procedure, 1973 to restrain Hidayat Ali from activities that would cause breach of peace.

   (c) The sample of DAP collected from our dealer on 17/06/93 was not found matching to the FCO norms, hence a complaint was filed under section 7 of E.C. Act and under section 19(1) (a) of the Fertilizer Control Orders, 1995, in the court of Special Judge at Moga on 20.01.1995 against the dealer and partners as well as responsible Indo Gulf Fertilizers Limited Official in the capacity of the manufacturer. On receipt of notice, IGFCCL i.e. Indo Gulf Fertilisers & Chemical Corporation Limited on behalf of Mr. KK Agarwal filed a petition under section 482 of the Code of Criminal Procedure, 1973 before the High Court of Punjab and Haryana and prayed for exemption from personal appearance and stay/quashing of proceedings against the petitioner KK Agarwal at the lower court at Moga on the plea that petitioner has already left the Company on 07-03-1995. On 30.05.05 Mr. Agarwal appeared before the Special Court, Moga and obtained bail and moved an application through counsel for exemption for personal appearance citing the High Court's order. Application was allowed and exemption was granted to Mr. Agarwal. Subsequently on 15.09.05 all the other Indo Gulf Fertilizers Limited officers filed a petition under section 482 of the Code of Criminal Procedure, 1973 in the High Court of Punjab and Haryana. The High Court has stayed the proceedings against the employees (B N Puranmalika, R S Chhabra, and Pukhraj Mittal) of Indo Gulf Fertilizers Limited in Criminal Revision no. 1527 of 2005, CRM-M-3378 of 2006 (O&M) and CRR No. 728 of 2006 (O & M) and because of the proceedings have been stayed by the High Court, the lower court has not proceeded further in respect of all the employees of Indo Gulf Fertilizers Limited. The Company has now engaged Senior Advocate Mr. Cheema to contest their case before Punjab and Haryana High Court on merits.

   (d) Aditya Birla Nuvo Limited ("the Company") had filed a criminal case under Section 630 of the Companies Act, 1956 for vacation of the company's accommodation after striking the concerned employee off the company. Final verdict was made by the Gujarat High Court on 08.12.2016, however the ex-employee did not hand over concerned quarters within the time fixed by the court. Thereafter, an application under section 388 of the Code of Criminal Procedure, 1973 was filed by the Company.

   (e) Aditya Birla Nuvo Limited has filed a criminal complaint against the Cargo Planner Private Limited and Capt. Rajiv Kapoor before the Magistrate Court under sections 420, 423, 463, 464, 467, 471 & 477 of the Indian Penal Code for forging of commercial documents to claim

Rs.25.00 Lakhs from Grasim against alleged supply of 'sodium sulphate' to the Co., resulting in wrongful loss. The matter is currently pending for hearing.

(f) Aditya Birla Nuvo Limited ("the Company") had appointed Vinod Kumar and Company as whole-sellers for the supply of fertilizers manufactured by Indo Gulf Fertilizers Limited. The said whole-seller had not paid the consideration for the fertilizers supplied, and subsequently a cheque of Rs. 5,35,621 issued by the whole seller in favour of Indo Gulf Fertilizers Limited was dishonored by the bank. A notice was issued to the whole-seller intimating the bouncing of cheque, however the dues were still not cleared. Thereafter, a complaint under section 138 of the Negotiable Instruments Act was filed by Indo Gulf Fertilizers Limited before the Magistrate, Lucknow. The opponents appeared before the court and subsequently obtained an order from the High Court, Lucknow bench, to stay the proceedings at the lower court level. The company has filed a rejoinder before the High Court at Lucknow.

(g) A criminal complaint was filed by ABNL against Mr. Sanjay Jha, an ex- employee of Indo Gulf Fertilizers Limited, posted at Hyderabad for offences under sections 406, 420 and 477-A of the Indian Penal Code.

(h) A petition was filed by Anjali Srivastava, Principal of ABPS Jagdishpur, J.R Mohan and S.K Jain under Sections 287, 304A, 201, 504 and 506 of the Indian Penal Code, 1860 for quashing the proceedings of the lower court (pending before the Chief Judicial Magistrate, Sultanpur), to quash summons order of the Chief Judicial Magistrate Court, Sultanpur. The High Court has stayed the proceedings of the lower court till further order. Matter is still pending before the court.

4. Grasim Industries Limited ("Grasim")

(a) On August 5, 2009, Grasim has filed a criminal case bearing no. 3925/09 against Mohd. Samim under section 630 of the Companies Act for vacating company's quarter from labour colony. Summons have been issued to accused. The matter is pending before CJM court Ujjain.

(b) On January 23, 2003, Grasim filed a criminal case bearing number 4717/04 against M/s Cosco Sales & Services Ltd., Delhi for fraud and negligence issues under section 120B and 420 of Indian Penal Code, 1860. The matter is at evidence stage in the Magistrate court of Judicature at Ujjain.

(c) This Revision petition no. Cr. M.P. 1111/2016 is filed against the order passed by the Ld. Additional Sessions Judge III, Palamau, at Daltongunj in Sessions Trial Case No 209 of 2015 arising from C G Case No. 3/2013 whereby the said Ld Court without giving any further opportunity of hearing to the Petitioner issued a NBW against the Petitioner by cancelling the so called bail bond of the Petitioner despite the fact that the Petitioner was never on bail and no bail bond whatsoever has been furnished on his behalf.

(d) Grasim has filed a Criminal Appeal bearing no. MCRC 4759/13 against the order of the ADJ court rejecting our petition for vacation of company house against Rajendra Raghuvanshi. High Court has admitted our appeal for Final Hearing. The matter is pending for hearing at High Court of MP Bench at Indore.

Other Proceedings

Grasim Industries Limited ("Grasim")

1. On application for pollution monitoring and environment protection in Singrauli region, National Green Tribunal, on 06.12.2017, directed to form a committee (GRCD) to look after the recommendation of Core Committee for Environment Protection. There are 3 initial and 2 final recommendations for GRCD, Renukoot, for which Grasim's unit is providing compliance status to the District Committee in its monthly meeting. The applicant has Petition to the effect that no proper compliance of recommendations are made by industries, including Grasim Industries Limited. The matter is currently pending.

2. Writ Petition Civil No. 79 of 2005 was filed before the Supreme Court of India by the Occupational Health and Safety Association for ensuring occupational health and safety of workmen in Industries especially in thermal power plants in India. The Supreme Court vide order dated January 31, 2014 directed all High Courts to initiate suo moto proceedings in the larger interest of the workers working in coal fired thermal power plants (CFTPPs) in the respective States by examine these issues with the assistance of the State Governments after calling for necessary Reports from the CFTPPs situated in their respective States. The Jharkhand High Court has filed the suo-moto public interest litigation on February 21, 2014 as directed. Under the direction of High Court, a committee is formed to examine these issues with the assistance of the State Government after calling for necessary Reports from the CFTPPs situated in Jharkhand State. No action has been taken by the State Government against Grasim.

3. In 1986, Bihar State Electricity Board, raised a bill for AMG for a sum of Rs. 2.14 crores on account of shortfall in consumption of unit charges in the first year of electricity supply i.e. 1984-85. On 05.11.2004 the forum to which the matter was recommended gave its verdict in favor of Grasim Industries Limited ("the Company") granting the Company substantial relief both in respect of remission under clause 13 and DPS over DPS charged on initial amount of Annual Minimum Guarantee bill. The order resulted into a refund of a sum of Rs. 17.80 lacs to the Company. JSEB being aggrieved by the above order moved the petition before the Jharkhand High Court at Ranchi.

4. A local NGO filed petition against Grasim Industries Limited before National Green Tribunal, Pune and now the matter is sub-judice in the National Green Tribunal, Pune for violations of the Environment Protection Act, 1986 and the NGT Act,2010. Now the matter is transferred to National Green Tribunal, Delhi due to non-availability of the Pune Bench.

5. Complaint has been filed against Grasim Industries Limited raising the issue of pollution being caused in the river Chambal due to effluents from the industries before the National Green Tribunal, Bhopal for violations of the Water Act, 1977 and Air Act, 1981. The matter is pending for hearing.

6. A Special Civil Application was filed by the State of Gujarat ("the State") through the Executive Engineer, Irrigation Department of Gujarat with a prayer to set aside the order passed by the collector of Junagadh on 16.10.2009. The irrigation department is demanding water usage charges from 1999, even though Grasim Industries Limited has sized the channel from the Hiram Dam. The State has also filed Civil Application No. 7465/2017 in LPA Stamp No. 1042/2017 which is pending for hearing on condonation of delay in filing LPA against order/ judgement dated September 21, 2015 passed by the single judge in Special Civil application No. 17953 of 2011. The delay is 563 days mentioned in the application. In the Civil Application filed in LPA the State has challenged the order passed by the High Court of Gujarat in SCA No. 17953/2011 in 2015 where the High Court had held that the government does not have the authority to issue show cause notice under power of supervision and control and held the order of the collector proper. Now in this petition the State has specifically challenged the order of the Collector Junagadh passed on October 16, 2009. The matter is currently pending.

7. Application has been was filed that Rehla Unit of Grasim Industries Limited ("the Unit") is polluting water by fly ash and discharging effluents in river without safeguards affecting the public health in Palamu District. By order date 15.12.2018, the report was sought from Jharkhand State Pollution Control Board (JSPCB). Inspection were done by Board in January 2019 and March 2019 and vide report submitted in April 2019, the JSPCB made many recommendations. The JSPCB also required performance guarantee of Rs. 1 crore for one year in January 2019, which was duly deposited by the Unit. Grasim is taking this matter to Supreme Court as the JSPCB rejected its intervening application to be heard before any orders are passed in the matter for the Grasim Rehla unit.

8. The state of Gujarat has filed a special leave petition against order dated January 22, 2013 passed by the Gujarat High Court in the Green Cess matter i.e. Spl. C.A. No. 6116 of 2012. The Gujarat High Court has declared Green Cess unconstitutional/ Ultra vires and void under the provisions of the Gujarat Green Cess Act & Rules, 2011. The Supreme Court has granted leave to the State and the SLP(C)/018493-018515/2013 is converted to Civil Appeal/005135-005157/2013. The operation of the impugned judgment of the High court has been stayed. In addition, the Supreme Court has directed that it will be open to the appellants i.e. the State of Gujarat to determine the Cess under the Gujarat Green Cess Act, 2011 and raise demand on the respondents. However, such demand shall not be enforced against the respondents until disposal of the Appeals. Moreover, determination of such Cess shall be

subject to the final decision in the Appeals SLP 15300/2011. The State of Gujarat, through urban development department had filed a SLP in the Apex Court against order dated July 09, 2010 passed by the Hon'ble Gujarat High Court in Company's House Tax matter i.e. Spl. C.A. 11495/2009 under the provisions of Gujarat Municipalities Act. The Company has already paid the amount. First the company had challenged the validity of section 99(A) of Gujarat Municipality Act 1963 to the extent of its delegation power to state Govt. to prescribe factors by Rules for determining property tax and to declare it null and void on July 09, 2010. The company had challenged the same before the High Court of Gujarat and the High Court declared it null and void and set aside the notification. Against which the State Govt has filed this petition in between as per direction of the SC we have deposited House Tax amount. The Company has filed counter affidavit and has submitted an application for change of name to our advocate.

9. The NHAI through Special Land Acquisition Officer (SLAO) had acquired land belonging to Grasim Industries Limited ("the Company") bearing Sy. No. 34 at Kavalettu Village total admeasuring 10595 Sq. Mtrs and determined compensation as Rs. 10,44,823. Being aggrieved by the amount of compensation Company initiated Arbitration proceedings. The DC-Haveri also Arbitrator vide order dated February 23, 2011 enhanced the compensation to Rs. 47,62,874/- along with interest @ 9% from the date of taking possession till the date of payment. Accordingly, NHAI paid Rs.47,62,874/- towards the value of the land and Rs.37,33,188/- towards interest totally Rs.84,96,062. But Company submitted that interest was payable from the 3D notification and not the date of possession, which was not allowed by SLAO. Company claiming additional interest filed execution Petition No. 406/2012 under Order 21, Rule, 11 C.P.C claiming interest @9% from the date of 3D notification on December 20, 2001 before the Court of District & Session Judge-Haveri, which allowed the petition of the Company ex-parte on April 26, 2013 directing to make payment of the balance amount Rs. 6,15,839 by May 27, 2013. The recall application filed by NHAI was also dismissed by the District Judge vide order dated July 25, 2014. Being aggrieved by the Order dated July 25, 2014 in E.P.No.406/2012, passed by the Court of the Prl. District & Session Judge, Haverei, the NHAI prefer this CRP. Matter is pending for disposal before the High Court.

10. The petitioner has filed a writ application against the order of demand dated April 16, 2014 for Rs.2,02,35,566 passed by P.F. Commissioner-II , towards penalty of damages for late payment of P.F. contribution by Grasim under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

11. Summary Criminal Case is filed before CJM, Thane against the Occupier of Grasim as there was an accident within the premises of the factory on 15/02/2018, Filed under sections 7(A) (2) (a), 73(N) (1) (d), 92 of the Maharashtra Factories Act. Summons not received yet. The matter is currently pending.

Taxation proceedings:

1. Grasim Industries Limited

There are 143 outstanding Direct tax litigations involving Grasim in relation to various provisions of the Income tax Act, 1961, beginning from the assessment years 1977-1978 to 2018-2019. In the case of Grasim (including matters related to Aditya Birla Nuvo Limited), as on March 31, 2019, six income tax matters are pending wherein the disputed demand is outstanding. The aggregate demand outstanding in these litigations is Rs. 6536 crores. Except the disclosed case below there are no individual case which exceeds Rs. 500 Million.

S. No.	Appeal/ Application Pending Before	Appeal filed by Company	Category	Year in which case filed	Appeal No.	Subject matter & Brief Summary of the case / litigation	Outstanding Tax Demand as on 30.09.19 (In INR crores)
1	CIT(A)-47, Mumbai	Company	Direct Tax Litigations	2019	972372761300819	Appeal against Order u/s.115Q r.w.s.115-O dated March 14, 2019 passed by Assessing Officer for AY 2018-19	5,872.13
2	Assessing Officer	Company	Direct Tax Litigations	2019	-	Rectification application filed u/s 154 of the Act against Order u/s.143(1) dated March 30, 2019 passed by CPC-Bangalore for AY 2017-18	565.37
3	CIT(A)-56, Mumbai	Company	Direct Tax Litigations	2019	426779591270219	Appeal against Order u/s 143(3) dated February 18, 2019 passed by Assessing Officer for AY 2015-16	56.15

There are over two hundred and fifty outstanding indirect tax litigations involving Grasim in relation to, inter alia, service tax, customs duty, entry tax, excise duty, value added tax and green cess. The aggregate amount involved in these litigations, to the extent quantifiable, is approximately Rs.3044.17 million.

Litigations against our Directors

1. Pinnacle Educational Trust ("**Plaintiff**") had applied for a term loan and subsequently paid the processing fees of Rs. 5,75,000. The Plaintiff requested ABFL to stop the loan disbursement. Now the Plaintiff is demanding the refund of processing fees and has filed a suit against ABFL and all its directors. ABFL filed its written statement, the matter is currently pending.

2. Luthfa Foundation ("**Plaintiff**") had applied for a term loan and subsequently paid the processing fees of Rs. 5,75,000. The Plaintiff requested ABFL to stop the loan disbursement. Now the Plaintiff is demanding the refund of processing fees and has filed a suit against ABFL and all its directors. ABFL filed its written statement, the matter is currently pending.

3. The shareholder of Bank of Rajasthan ("**Complainant**") file a criminal complaint in the court of ACJ cum MM21 Jaipur, Rajasthan on December 7, 2002, against the erstwhile Bank of Rajasthan and all its

Directors/ Office bearer/s including Mr. Baldev Raj Gupta alleging commission of offences under section 406, 420 and 120B IPC on their part. Mr. Baldev Raj Gupta was a Non-Executive Director/ Independent Director of Bank of Rajasthan from the year 1999 till the year 2006. In 2010, Bank of Rajasthan got amalgamated with ICICI bank.

The complainant, being a shareholder of Bank of Rajasthan who demanded compensation of around Rs. 26 lacs from Bank of Rajasthan on the ground that market prices of shares of Bank of Rajasthan had fallen down and he had suffered a loss due to delay in listing of shares.

A Special Leave Petition was filed on April 9, 2014, in the Supreme Court against the order of the High Court of Rajasthan, dated February 18, 2014 and later got dismissed. Further, on December 17, 2019, 3 nominee directors of RBI, 5 Non executive / independent directors including Mr. Baldev Raj Gupta, 2 directors of large shareholders/ promoter group and Company Secretary appeared before the court of ACJ cum MM21 Jaipur and Mr. Baldev Raj Gupta along with all other Directors who appeared, were granted bail by the court.

Details of inquiries, inspections or investigations initiated or conducted under the Companies Act, 1956 or the Companies Act, 2013 against our Company in the last three years along with Section wise details of prosecutions filed (whether pending or not), fines imposed or compounding of offences against our Company in the last three years

NIL

Details of litigation or legal action pending or taken by any ministry or government department or statutory authority against our Promoter during the last five years and any direction issued by any such ministry or department or statutory authority upon conclusion of such litigation or legal action, as on date of this Draft Prospectus.

NIL

Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon.

NIL

Summary of reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of circulation of this offer letter and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks.

NIL

Details of acts of material frauds committed against our Company in the last five years, if any, and if so, the action taken by our Company.

There have been instances of fraud, which are inherent in the nature of the business of our Company. However, there is no material fraud committed against our Company in the last five Fiscals except as mentioned below:

September 30, 2019	**For the year ended March 31, 2019**	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
Nil	Nil	Nil	Nil	Nil	1 instance of fraud aggregating to ₹ 300 lakhs was reported

REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations and policies as prescribed by the Government of India and other regulatory bodies, which are applicable to the Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In addition to the regulations and policies specified herein below, taxation laws, labour law, intellectual property law, environmental law and other miscellaneous laws apply to the Company as they do to any other Indian company. For purposes of this section, references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification are to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended from time to time.

Certain key regulations governing our Company are detailed below:

The Company is a non-deposit taking (which does not accept public deposits), systemically important, NBFC. As such, the business activities are regulated by RBI Regulations applicable to non-public deposit accepting NBFCs.

As at September 1, 2016, the RBI issued an *updated Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, (as updated from time to time)* applicable to all NBFC-NDSI's.

Regulations governing NBFCs

As per the RBI Act, a financial institution has been defined as a company which includes a non-banking institution carrying on as its business or part of its business the financing activities, whether by way of making loans or advances or otherwise, of any activity, other than its own and it is engaged in the activities of loans and advances, acquisition of shares/stock/bonds/debentures/securities issued by the Government of India or other local authorities or other marketable securities of like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of carrying out any agricultural or industrial activities or the sale/purchase/construction of immovable property.

As per prescribed law any company that carries on the business of a non-banking financial institution as its 'principal business' is to be treated as an NBFC. The term 'principal business' has not been defined in any statute, however, RBI has clarified through a press release (Ref. No. 1998-99/1269) issued in 1999, that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide a company's principal business. The company will be treated as an NBFC if its financial assets are more than 50 (%) per cent. of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 (%) per cent. of the gross income. Both these tests are required to be satisfied in order to determine the principal business of a company.

Every NBFC is required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalisation of the balance sheet and in any case, not later than December 30 of that year, stating that it is engaged in the business of non-banking financial institution requiring it to hold a certificate of registration.

NBFCs are primarily governed by the RBI Act, the Master Direction – Non-Banking Financial Company – Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, Peer to Peer Lending Platform (Reserve Bank) Directions, 2017 ("**Peer to Peer Regulations**"), Reserve Bank Commercial Paper Directions, 2017 ("**Commercial Papers Directions**") and the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016. In addition to these regulations, NBFCs are also governed by various circulars, notifications, guidelines and directions issued by the RBI from time to time.

Although by definition, NBFCs are permitted to operate in similar sphere of activities as banks, there are a few important and key differences. The most important distinctions are:

- An NBFC cannot accept deposits repayable on demand – in other words, NBFCs can only accept fixed term deposits. Thus, NBFCs are not permitted to issue negotiable instruments, such as cheques which are payable on demand; and

- NBFCs are not allowed to deal in foreign exchange, even if they specifically apply to the RBI for approval in this regard.

Section 45-IA of the RBI Act makes it mandatory for every NBFC to get itself registered with the Reserve Bank in order to be able to commence any of the aforementioned activities.

Further, an NBFC may be registered as a deposit accepting NBFC ("**NBFC-D**") or as a non-deposit accepting NBFC ("**NBFC-ND**"). NBFCs registered with RBI are further classified as:

- Investment and Credit companies;
- Systemically Important Core Investment Company;
- Infrastructure finance companies.
- Infrastructure debt fund - NBFCs;
- NBFC - micro finance institutions;
- NBFC –Factors;
- Mortgage guarantee companies;
- NBFC- non-operative financial holding company; and
- Non-Banking Financial Company-Peer to Peer Lending Platform.

The Company has been classified as an NBFC-ND-SI.

Systemically Important NBFC-NDs

As per the NBFC Master Directions, the revised threshold for defining systemic significance for NBFCs-ND in the light of the overall increase in the growth of the NBFC sector. NBFCs-ND-SI will henceforth be those NBFCs-ND which have asset size of ₹5,000 million and above as per the last audited balance sheet. Moreover, as per this amendment, all NBFCs-ND with assets of ₹5,000 million and above, irrespective of whether they have accessed public funds or not, shall comply with prudential regulations as applicable to NBFCs-ND-SI. NBFCs- ND-SI is required to comply with conduct of business regulations if customer interface exists.

All systemically important NBFCs are required to maintain a minimum Capital to Risk-Weighted Assets Ratio of 15 per cent (%).

Rating of NBFCs

Pursuant to the RBI circular DNBS (PD) CC. No.134/03.10.001/2008-2009 dated February 4, 2009, all NBFCs with an asset size of ₹1,000 million are required to, as per RBI instructions to, furnish information about downgrading or upgrading of the assigned rating of any financial product issued by them within 15 days of a change in rating.

Prudential Norms

The RBI Master Circular on Non-Banking Financial Company – Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 ("**ND-SI-Directions**"), amongst other requirements prescribe guidelines on NBFC-ND regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/investment and norms relating to infrastructure loans. The ND-SI-Directions state that the credit/ investment norms shall not apply to a systemically important non-banking financial company not accessing public funds in India, either directly or indirectly, and not issuing guarantees.

Corporate governance norms

As per the ND-SI-Directions, all NBFC-ND-SI are required to adhere to certain corporate governance norms, including constitution of an audit committee, a nomination committee, an asset liability management committee and risk management committee. NBFCs are required to furnish to the RBI a quarterly statement on change of directors, and a certificate from the managing director of the NBFC that fit and proper criteria in selection of the directors has been followed. Further, all applicable NBFCs shall have to frame their internal guidelines on corporate governance with the approval of its board of directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the above guidelines and it shall be published on the company's web-site, if any, for the information of various stakeholders constitution of a nomination committee, a risk management committee and certain other norms in connection with disclosure, transparency and connected lending has also been prescribed in the RBI Master Circular. Further, RBI *vide* notification dated November 10, 2014 has mandated the

Audit Committee to ensure that an information systems audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the company. RBI has also mandated the NBFCs to have a policy to ascertain the 'fit and proper criteria' at the time of appointment of directors and on a continuing basis.

Provisioning Requirements

An NBFC-ND, after taking into account the time lag between an account becoming non-performing, its recognition, the realisation of the security and erosion overtime in the value of the security charged, shall make provisions against sub-standard assets, doubtful assets and loss assets in the manner provided for in the Prudential Norms Directions.

In the interests of counter cyclicality and so as to ensure that NBFCs create a financial buffer to protect them from the effect of economic downturns, RBI *vide* their circular no. DNBS.PD.CC. No.207/ 03.02.002 /2010-11 dated January 17, 2011, introduced provisioning for Standard Assets by all NBFCs. NBFCs are required to make a general provision at 0.25 (%) per cent. of the outstanding standard assets. RBI vide their circular no. DNBR (PD) CC No. 037/03.01.001/2014-15 dated June 11, 2015 raised the provision for standard assets to 0.40 (%) per cent. to be met by March 2018. The provisions on standard assets are not reckoned for arriving at net NPAs. The provisions towards Standard Assets are not needed to be netted from gross advances but shown separately as 'Contingent Provisions against Standard Assets' in the balance sheet. NBFCs are allowed to include the '*General Provisions on Standard Assets*' in Tier II capital which together with other 'general provisions/ loss reserves' will be admitted as Tier II capital only up to a maximum of 1.25 (%) per cent. of the total risk-weighted assets.

Capital Adequacy Norms

Every systemically important NBFC-ND is required to maintain, with effect from April 1, 2007, a minimum capital ratio consisting of Tier I and Tier II capital of not less than 15 (%) per cent. of its aggregate risk weighted assets on balance sheet and of risk adjusted value of off-balance sheet items is required to be maintained. Also, the total of the Tier II capital of a NBFC-MFI shall not exceed 100 (%) per cent. of the Tier I capital.

Tier-I Capital, has been defined in the ND-SI Directions as, owned funds as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10 (%) per cent. of the owned fund and perpetual debt instruments issued by a systemically important NBFC-ND in each year to the extent it does not exceed 15 (%) per cent. of the aggregate Tier I capital of such company as on March 31 of the previous accounting year.

Owned Funds, has been defined in the ND-SI Directions as, paid-up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account; capital reserve representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of assets; less accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any.

Tier - II Capital has been defined in the ND-SI Directions, includes the following (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55 (%) per cent.; (c) general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one-and-one-fourth (%) per cent. of risk weighted assets; (d) hybrid debt capital instruments; and (e) subordinated debt to the extent the aggregate does not exceed Tier - I capital; and (f) perpetual debt instrument issued by a systemically important NBFC-ND, which is in excess of what qualifies for Tier I Capital to the extent that the aggregate Tier-II capital does not exceed 15 (%) per cent. of the Tier -I capital.

Hybrid debt means, capital instrument, which possess certain characteristics of equity as well as debt.

Subordinated debt means a fully paid up capital instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of the NBFC. The book value of such instrument is subjected to discounting as prescribed.

Exposure Norms

In order to ensure better risk management and avoidance of concentration of credit risks, the RBI has, in terms of the Master Direction, prescribed credit exposure limits for financial institutions in respect of their lending to

single/ group borrowers. Credit exposure to a single borrower shall not exceed 15 (%) per cent. of the owned funds of the systemically important NBFC-ND, while the credit exposure to a single group of borrowers shall not exceed 25 (%) per cent. of the owned funds of the systemically important NBFC-ND. Further, the systemically important NBFC-ND may not invest in the shares of another company exceeding 15 (%) per cent. of its owned funds, and in the shares of a single group of companies exceeding 25 (%) per cent. of its owned funds. However, this prescribed ceiling shall not be applicable on a NBFC-ND-SI for investments in the equity capital of an insurance company to the extent specifically permitted by the RBI. Any NBFC-ND-SI not accessing public funds, either directly or indirectly may make an application to the RBI for modifications in the prescribed ceilings Any systemically important NBFC-ND classified as asset finance company by RBI, may in exceptional circumstances, exceed the above ceilings by 5 (%) per cent. of its owned fund, with the approval of its Board of Directors. The loans and investments of the systemically important NBFC-ND taken together may not exceed 25 (%) per cent. of its owned funds to or in single party and 40 (%) per cent. of its owned funds to or in single group of parties. A systemically important ND-NBFC may, make an application to the RBI for modification in the prescribed ceilings. Further, NBFC ND SI may exceed the concentration of credit/investment norms, by 5 (%) per cent. for any single party and by 10 (%) per cent. for a single group of parties, if the additional exposure is on account of infrastructure loan and/or investment.

Further, RBI vide circular bearing reference number RBI/2018-19/130 DNBR (PD) CC.No.097/03.10.001/2018-19 dated February 22, 2019, has harmonised different categories of NBFCs into fewer ones, based on the principle of regulation by activity rather than regulation by entity. Accordingly, RBI has merged the three categories of NBFCs viz. Asset Finance Companies (AFC), Loan Companies (LCs) and Investment Companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC). Further differential regulations relating to bank's exposure to the three categories of NBFCs viz., AFCs, LCs and ICs were harmonised. Further, a deposit taking NBFC-ICC shall invest in unquoted shares of another company which is not a subsidiary company or a company in the same group of the NBFC, an amount not exceeding twenty per cent of its owned fund.

Asset Classification

The Prudential Norms Directions require that every NBFC shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes:

- Standard assets;
- Sub-standard Assets;
- Doubtful Assets; and
- Loss assets

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such upgradation. At present every NBFC is required to make a provision for standard assets at 0.40 (%) per cent.

Other stipulations

All NBFCs are required to frame a policy for demand and call loan that includes provisions on the cut-off date for recalling the loans, the rate of interest, periodicity of such interest and periodical reviews of such performance.

The prudential norms also specifically prohibit NBFCs from lending against its own shares.

Net Owned Fund

Section 45-IA of the RBI Act provides that to carry on the business of a NBFC, an entity would have to register as an NBFC with the RBI and would be required to have a minimum net owned fund of ₹20 million. For this purpose, the RBI Act has defined "net owned fund" to mean:

Net Owned Fund - The aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance sheet of the company, after deducting (i) accumulated balance of losses, (ii) deferred revenue expenditure, (iii) deferred tax asset (net); and (iv) other intangible assets; and further reduced by the amounts representing,

(i) investment by such companies in shares of (i) its subsidiaries, (ii) companies in the same group, (iii) other NBFCs; and

(ii) the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (i) subsidiaries of such companies; and (ii) companies in the same group, to the extent such amount exceeds 10 (%) per cent. of (a) above.

Reserve Fund

In addition to the above, Section 45-IC of the RBI Act requires NBFCs to create a reserve fund and transfer therein a sum of not less than 20 (%) per cent. of its net profits earned annually before declaration of dividend. Such a fund is to be created by every NBFC irrespective of whether it is a ND NBFC or not. Such sum cannot be appropriated by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation is required to be reported to the RBI within 21 days from the date of such appropriation.

Maintenance of liquid assets

The RBI through notification dated January 31, 1998, as amended has prescribed that every NBFC shall invest and continue to invest in unencumbered approved securities valued at a price not exceeding the current market price of such securities an amount which shall, at the close of business on any day be not less than 10% in approved securities and the remaining in unencumbered term deposits in any scheduled commercial bank; the aggregate of which shall not be less than 15% of the public deposit outstanding at the last working day of the second preceding quarter.

NBFCs such as our Company, which do not accept public deposits, are subject to lesser degree of regulation as compared to a NBFC-D and are governed by the RBI's Non- Deposit Accepting Companies Directions.

An NBFC-ND is required to inform the RBI of any change in the address, telephone no's, etc. of its Registered Office, names and addresses of its directors/auditors, names and designations of its principal officers, the specimen signatures of its authorised signatories, within one month from the occurrence of such an event. Further, an NBFC-ND would need to ensure that its registration with the RBI remains current.

All NBFCs (whether accepting public deposits or not) having an asset base of ₹ 1,000 million or more or holding public deposits of ₹ 2,000 million or more (irrespective of asset size) as per their last audited balance sheet are required to comply with the RBI Guidelines for an Asset-Liability Management System.

Similarly, all NBFCs are required to comply with "Know Your Customer Guidelines - Anti Money Laundering Standards" issued by the RBI, with suitable modifications depending upon the activity undertaken by the NBFC concerned.

Reserve Bank of India (Know Your Customer (KYC)) Master Directions, 2016 dated February 25, 2016, as amended ("RBI KYC Directions")

The RBI KYC Directions are applicable to every entity regulated by the RBI, specifically, scheduled commercial banks, regional rural banks, local area banks, primary (urban) co-operative banks, state and central co-operative banks, all India financial institutions, NBFCs, miscellaneous non-banking companies and residuary non-banking companies, amongst others. In terms of the RBI KYC Directions, every entity regulated thereunder is required to formulate a KYC policy which is duly approved by the board of directors of such entity or a duly constituted committee thereof. The KYC policy formulated in terms of the RBI KYC Directions is required to include four key elements, being customer acceptance policy, risk management, customer identification procedures and monitoring of transactions. It is advised that all NBFC's adopt the same with suitable modifications depending upon the activity undertaken by them and ensure that a proper policy framework of anti-money laundering measures is put in place. The RBI KYC Directions provide for a simplified procedure for opening accounts by NBFCs. It also provides for an enhanced and simplified due diligence procedure. It has prescribed detailed instructions in relation to, inter alia, the due diligence of customers, record management, and reporting requirements to Financial Intelligence Unit – India. The RBI KYC Directions have also issued instructions on sharing of information while ensuring secrecy and confidentiality of information held by Banks and NBFCs. The regulated entities must also adhere to the reporting requirements under Foreign Account Tax Compliance Act and Common Reporting Standards.

The RBI KYC Directions also require the regulated entities to ensure compliance with the requirements/obligations under international agreements. The regulated entities must also pay adequate attention to any money-laundering and financing of terrorism threats that may arise from new or developing technologies, and ensure that appropriate KYC procedures issued from time to time are duly applied before introducing new products/services/technologies. The RBI KYC Directions were updated on April 20, 2018 to enhance the

disclosure requirements under the Prevention of Money-Laundering Act, 2002 and in accordance with the Prevention of Money-Laundering Rules vide Gazette Notification GSR 538 (E) dated June 1, 2017 and the final judgment of the Supreme Court in the case of Justice K.S. Puttaswamy (Retd.) & Another v. Union of India (Writ Petition (Civil) 494/2012). The Directions were updated to accommodate authentication as per the AADHAR (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 and use of an Indian resident's Aadhar number as a document for the purposes of fulfilling KYC requirement.

Accounting Standards & Accounting policies

Subject to the changes in Indian Accounting Standards ("**IAS**") and regulatory environment applicable to a NBFC the Company may change the accounting policies in the future and it might not always be possible to determine the effect on the statement of profit and loss of these changes in each of the accounting years preceding the change. In such cases the profit/loss for the preceding years might not be strictly comparable with the profit/loss for the period for which such accounting policy changes are being made. The Ministry of Corporate Affairs has amended the existing IAS *vide* Companies (Indian Accounting Standards) (Amendment) Rules, 2017 on March 17, 2017 and the same is applicable to the Company from April 1, 2018.

Master Direction dated September 29, 2016 on Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016

All NBFC-ND-SIs shall put in place a reporting system for frauds and fix staff accountability in respect of delays in reporting of fraud cases to the RBI. An NBFC-ND-SI is required to report all cases of fraud of ₹1 lac and above, and if the fraud is of ₹10 million or above, the report should be sent in the prescribed format within three weeks from the date of detection thereof. The NBFC-ND-SI shall also report cases of fraud by unscrupulous borrowers and cases of attempted fraud.

Reporting by Statutory Auditor

The statutory auditor of the NBFC-ND is required to submit to the Board of Directors of the company along with the statutory audit report, a special report certifying that the Directors have passed the requisite resolution mentioned above, not accepted any public deposits during the year and has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it. In the event of non-compliance, the statutory auditors are required to directly report the same to the RBI.

Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016

In addition to the report made by the auditor under Section 143 of the Companies Act, 2013 on the accounts of an NBFC-ND-SI, the auditor shall make a separate report to the Board of Directors of the company on, inter alia, examination of validity of certificate of registration obtained from the RBI, whether the NBFC is entitled to continue to hold such certificate of registration in terms of its Principal Business Criteria (financial asset / income pattern) as on March 31 of the applicable year, whether the NBFC is meeting the required net owned fund requirement, whether the board of directors has passed a resolution for non-acceptance of public deposits, whether the company has accepted any public deposits during the applicable year, whether the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it, whether the capital adequacy ratio as disclosed in the return submitted to the Bank in form NBS- 7, has been correctly arrived at and whether such ratio is in compliance with the minimum CRAR prescribed by the Bank, whether the company has furnished to the Bank the annual statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) within the stipulated period, and whether the non-banking financial company has been correctly classified as NBFC Investment and Credit company.

Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016

All NBFCs are required to put in place a reporting system for filing various returns with the RBI. An NBFC-ND-SI is required to file on a quarterly basis a return on important financial parameters, including components of assets and liabilities, profit and loss account, exposure to sensitive sectors etc., NBS-7 on prudential norms on a quarterly basis, multiple returns on asset-liability management to address concerns regarding, inter alia, asset liability mismatches and interest rate risk, quarterly report on branch information, and Central Repository of Information on Large Credits ("**CRILC**") on a monthly basis as well as all Special Mention Accounts-2 ("**SMA-2**") status on a weekly basis to facilitate early recognition of financial distress, prompt steps for resolution and fair recovery for lenders.

Master Direction on Information Technology Framework for the NBFC Sector, 2017

All systematically important NBFCs must implement the security enhancement requirements under the Master Direction with respect to enhancing security of its Information Technology/Information Security Framework ("**IT**") business continuity planning, disaster recovery and management. NBFCs must constitute a IT Strategy Committee and IT Steering Committee and formulate an IT and Information Security Policy in furtherance of the same. Further, a Cyber Crisis Management Plan must be formulated to address cyber intrusions and attacks. It has to be implemented by applicable NBFCs by June 2018.

Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs, 2017

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, the RBI has issued directions on managing risks and code of conduct in outsourcing of financial services by NBFCs ("**Risk Management Directions**"). The Risk Management Directions specify that core management functions like internal auditing, compliance functions, decision making functions such as compliance with KYC norms shall not be outsourced by NBFCs. Further, the Risk Management Directions specify that outsourcing of functions shall not limit its obligations to its customers.

Financing of NBFCs by bank

The RBI has issued guidelines *vide* a circular bearing number DBOD No. FSD. BC.46/24.01.028/2006-07 dated December 12, 2006 relating to the financial regulation of systemically important NBFC-NDs and the relationship of banks with such institutions. In particular, these guidelines prohibit banks from lending to NBFCs for the financing of certain activities, such as (i) bill discounting or rediscounting, except where such discounting arises from the sale of commercial vehicles and two wheelers or three wheelers, subject to certain conditions; (ii) unsecured loans or corporate deposits by NBFCs to any company; (iii) investments by NBFCs both of current and long term nature, in any company; (iv) all types of loans and advances by NBFCs to their subsidiaries, group companies//entities; and (v) further lending to individuals for the purpose of subscribing to an initial public offer. Additionally, RBI vide its circulated dated December 05, 2018 bearing number DBR.BP.BC.No.12/21.04.048/2018-19 has mandated that in respect of borrowers having aggregate fund based working capital limit of ₹1500 million and above from the banking system, a minimum level of 'loan component' of 40 percent shall be effective from April 1, 2019 and 60 percent from July 1, 2019. Accordingly, for such borrowers, the outstanding 'loan component' (working capital loan) must be equal to at least 40 percent of the sanctioned fund based working capital limit, including ad hoc limits. Hence, for such borrowers, drawings up to 40 percent of the total fund based working capital limits shall only be allowed from the 'loan component'. Drawings in excess of the minimum 'loan component' threshold may be allowed in the form of cash credit facility.

Also, the RBI through its notification bearing number DBR.BP.BC.No.25/21.06.001/2018-19 dated February 22, 2019 it was specified that that exposures to all NBFCs, excluding Core Investment Companies (CICs), will be risk weighted as per the ratings assigned by the rating agencies registered with SEBI and accredited by the RBI, in a manner similar to that of corporates as prescribed under extant RBI guidelines.

Norms for excessive interest rates

In addition, the RBI has introduced *vide* a circular bearing reference number RBI/ 2006-07/ 414 dated May 24, 2007 whereby RBI has requested all NBFCs to put in place appropriate internal principles and procedures in determining interest rates and processing and other charges. In addition to the aforesaid instruction, the RBI has issued a Master Circular on Fair Practices Code dated July 1, 2015 for regulating the rates of interest charged by the NBFCs. These circulars stipulate that the board of each NBFC is required to adopt an interest rate model taking into account the various relevant factors including cost of funds, margin and risk premium. The rate of interest and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers are required to be disclosed to the borrowers in the application form and expressly communicated in the sanction letter. Further, this is also required to be made available on the NBFCs website or published in newspapers and is required to be updated in the event of any change therein. Further, the rate of interest would have to be an annualised rate so that the borrower is aware of the exact rates that would be charged to the account.

Supervisory Framework

In order to ensure adherence to the regulatory framework by systemically important ND-NBFCs, the RBI has directed such NBFCs to put in place a system for submission of an annual statement of capital funds, and risk

asset ratio etc. as at the end of March every year, in a prescribed format. This return is to be submitted electronically within a period of three months from the close of every financial year. Further, a NBFC is required to submit a certificate from its statutory auditor that it is engaged in the business of non-banking financial institution with requirement to hold a certificate of registration under the RBI Act. This certificate is required to be submitted within one month of the date of finalisation of the balance sheet and in any other case not later than December 30 of that particular year. Further, in addition to the auditor's report under Section 143 of the Companies Act, 2013 the auditors are also required to make a separate report to the Board of Directors on certain matters, including correctness of the capital adequacy ratio as disclosed in the return NBS-7 to be filed with the RBI and its compliance with the minimum CRAR, as may be prescribed by the RBI. Where the statement regarding any of the items referred relating to the above, is unfavorable or qualified, or in the opinion of the auditor the company has not complied with the regulations issued by RBI, it shall be the obligation of the auditor to make a report containing the details of such unfavourable or qualified statements and/or about the non-compliance, as the case may be, in respect of the company to the concerned Regional Office of the Department of Non-Banking Supervision of the Bank under whose jurisdiction the registered office of the company is located.

Asset Liability Management

The RBI has prescribed the Guidelines for Asset Liability Management ("**ALM**") System in relation to NBFCs ("**ALM Guidelines**") that are applicable to all NBFCs through a Master Circular on Miscellaneous Instructions to All Non-Banking Financial Companies dated July 1, 2015 and Asset Liability Management (ALM) System for NBFCs – Guidelines dated June 27, 2001. As per this Master Circular, the NBFCs (engaged in and classified as equipment leasing, hire purchase finance, loan, investment and residuary non-banking companies) meeting certain criteria, including, an asset base of ₹10,000 lacs, irrespective of whether they are accepting / holding public deposits or not, or holding public deposits of ₹2,000 lacs or more (irrespective of the asset size) as per their audited balance sheet as at March 31 2001, are required to put in place an ALM system. The ALM Guidelines mainly address liquidity and interest rate risks. In case of structural liquidity, the negative gap (i.e. where outflows exceed inflows) in the 1 to 30/31 days' time-bucket should not exceed the prudential limit of 15 (%) per cent. of cash outflows of each time-bucket and the cumulative gap of up to one year should not exceed 15 (%) per cent. of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

Foreign Investment Regulations

Foreign investment in Indian securities is regulated through the Consolidated Foreign Direct Investment ("**FDI**") Policy and Foreign Exchange Management Act, 1999 ("**FEMA**"). The government bodies responsible for granting foreign investment approvals are the concerned ministries/ departments of the Government of India and the RBI. The Union Cabinet has approved phasing out the Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the office memorandum dated June 5, 2017, issued by the Department of Economic Affairs, Ministry of Finance, approval of foreign investment under the FDI policy has been entrusted to concerned ministries/departments. Subsequently, the Department of Industrial Policy & Promotion ("**DIPP**") issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "**SOP**"). The SOP provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route, but which required Government approval earlier as per the extant policy during the relevant period, the concerned administrative ministry/department shall act as the competent authority (the "**Competent Authority**") for the grant of post facto approval of foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP shall identify the Competent Authority. The DIPP has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendment to FEMA. In case of any conflict, FEMA prevails.

The Consolidated FDI Policy consolidates the policy framework in place as on August 27, 2017. Further, on January 4, 2018 the RBI released the Master Direction on Foreign Investment in India. Under the approval route, prior approval from the relevant ministry and competent authorities, as per the procedure established under the Standard Operating Procedure for Processing FDI Proposals ("**SOP**") dated June 29, 2017 or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route may be brought in through the approval route. Approvals are accorded on the recommendation of the FIPB, which is chaired by the Secretary, DIPP, with the Union Finance Secretary, Commerce Secretary and other key Secretaries of the Government of India as its members.

As per the sector specific guidelines of the Government of India, 100 (%) per cent. FDI/ Non-Resident Indian ("**NRI**") investments are allowed under the automatic route in certain NBFC activities subject to compliance

with guidelines of the RBI in this regard. Further, the External Commercial Borrowing (ECB) regime has been liberalized pursuant to RBI A.P. (DIR Series) Circular No. 17 dated January 16, 2019 and RBI master direction on External Commercial Borrowings, trade credits and structured obligations dated March 26, 2019.

The Recovery of Debts due to Banks and Financial Institutions Act, 1993

The Recovery of Debts due to Banks and Financial Institutions Act, 1993 (the "**DRT Act**") provides for establishment of the Debts Recovery Tribunals (the "**DRTs**") for expeditious adjudication and recovery of debts due to banks and public financial institutions or to a consortium of banks and public financial institutions. Under the DRT Act, the procedures for recovery of debt have been simplified and time frames have been fixed for speedy disposal of cases. The DRT Act lays down the rules for establishment of DRTs, procedure for making application to the DRTs, powers of the DRTs and modes of recovery of debts determined by DRTs. These include attachment and sale of movable and immovable property of the defendant, arrest of the defendant and his detention in prison and appointment of receiver for management of the movable or immovable properties of the defendant.

The DRT Act also provides that a bank or public financial institution having a claim to recover its debt, may join an ongoing proceeding filed by some other bank or public financial institution, against its debtor, at any stage of the proceedings before the final order is passed, by making an application to the DRT.

Anti-Money Laundering

The RBI has issued a Master Circular dated July 1, 2015 to ensure that a proper policy frame work for the Prevention of Money Laundering Act, 2002 ("**PMLA**") is put into place. The PMLA seeks to prevent money laundering and provides for confiscation of property derived from, or involved in money laundering and for other matters connected therewith or incidental thereto. It extends to all banking companies, financial institutions, including NBFCs and intermediaries. Pursuant to the provisions of PMLA and the RBI guidelines, all NBFCs are advised to appoint a principal officer and a designated director for internal reporting of suspicious transactions and cash transactions and to maintain a system of proper record (i) for all cash transactions of value of more than ₹ 10 lakhs; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 10 lakhs where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 10 lakhs . Further, all NBFCs are required to take appropriate steps to evolve a system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. Further, NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity.

Additionally, NBFCs should ensure that records pertaining to the identification of their customers and their address are obtained while opening the account and during the course of business relationship, and that the same are properly preserved for at least ten years after the business relationship is ended. The identification records and transaction data are to be made available to the competent authorities upon request.

RBI Notification dated December 3, 2015 titled "Anti-Money Laundering (AML)/ Combating of Financing of Terrorism (CFT) – Standards" states that all regulated entities (including NBFCs) are to comply with the updated FATF Public Statement and document 'Improving Global AML/CFT Compliance: on-going process' as on October 23, 2015.

The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI Act")

The SARFAESI Act regulates the securitization and reconstruction of financial assets of banks and financial institutions. The RBI has issued guidelines to banks and financial institutions on the process to be followed for sales of financial assets to asset reconstruction companies. These guidelines provide that a bank or a financial institution or an NBFC may sell financial assets to an asset reconstruction company provided the asset is a Non-Performing Asset ("**NPA**"). Securitisation Companies and Reconstruction Companies ("**SCs/RCs**") are required to obtain, for the purpose of enforcement of security interest, the consent of secured creditors holding not less than 60 (%) per cent of the amount outstanding to a borrower as against 75 (%) per cent. While taking recourse to the sale of secured assets in terms of Section 13(4) of the SARFAESI Act, a SC/RC may itself acquire the secured assets, either for its own use or for resale, only if the sale is conducted through a public auction.

As per the SARFAESI Amendment Act of 2004, the constitutional validity of which was upheld in a recent Supreme Court ruling, non-performing assets have been defined as an asset or account of a borrower, which has been classified by a bank or financial institution as sub-standard, doubtful or loss asset in accordance with

directions or guidelines issued by the RBI. In case the bank or financial institution is regulated by a statutory body/authority, NPAs must be classified by such bank in accordance with guidelines issues by such regulatory authority. The RBI has issued guidelines on classification of assets as NPAs. Further, these assets are to be sold on a "without recourse" basis only.

The SARFAESI Act provides for the acquisition of financial assets by Securitization Company or Reconstruction Company from any bank or financial institution on such terms and conditions as may be agreed upon between them. A securitization company or reconstruction company having regard to the guidelines framed by the RBI may, for the purposes of asset reconstruction, provide for measures such as the proper management of the business of the borrower by change in or takeover of the management of the business of the borrower, the sale or lease of a part or whole of the business of the borrower and certain other measures such as rescheduling of payment of debts payable by the borrower; enforcement of security.

Additionally, under the provisions of the SARFAESI Act, any securitisation company or reconstruction company may act as an agent for any bank or financial institution for the purpose of recovering its dues from the borrower on payment of such fee or charges as may be mutually agreed between the parties.

Various provisions of the SARFAESI Act have been amended by the Enforcement of Security Interest and Recovery of Debt Laws and Miscellaneous Provisions (Amendment) Act, 2016 as also the Insolvency and Bankruptcy Code, 2016 (which amended S.13 of SARFAESI). As per this amendment, the Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016 shall by order declare moratorium for prohibiting *inter alia* any action to foreclose, recover or enforce any security interest created by the corporate debtor in respect of its property including any action under the SARFAESI Act. Recently, Ministry of Finance vide its circular dated August 5, 2016, NBFCs registered with RBI and having asset size of ₹ 500,00,00,000 (Indian Rupees Five hundred crores) and above will be considered for notifications as 'financial institution' in terms of the SARFAESI Act.

Insolvency and Bankruptcy Code, 2016

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

Shops and Establishments legislations in various states

The provisions of various Shops and Establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter-alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health, termination of services and safety measures and wages for overtime work.

Labour Laws

India has stringent labour related legislations. The Company is required to comply with certain labour laws, which include the Employees' Provident Funds and Miscellaneous Provisions Act 1952, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Workmen Compensation Act, 1923, the Payment of Gratuity Act, 1972 and the Payment of Wages Act, 1936, amongst others.

Intellectual Property

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulations imposed by the central and state government and other authorities for over day to day business, operations and administration.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

At the meeting of the Board of Directors of our Company, held on October 26, 2018, the Directors approved the issue of NCDs to the public in one or more tranches, upto an amount not exceeding ₹ 5,00,000 lakh (Indian Rupees Five Lakh lakhs only). Further, the present borrowing is within the overall borrowing limits of ₹ 70,00,000 Lakhs (Indian Rupees Seventy Lakh Lakhs only) under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders vide the resolution passed at the annual general meeting of the Company on July 22, 2019.

Prohibition by SEBI

Our Company, persons in control of our Company and/or our Directors and/or our Promoter have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Our Company, our Directors and/or our Promoter have not been categorised as a wilful defaulter by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED, A. K. CAPITAL SERVICES LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED. HAVE CERTIFIED THAT THE 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 THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED, A. K. CAPITAL SERVICES LIMITED* AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [•], WHICH READS AS FOLLOWS:**

[•]

******In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, A. K. Capital Services Limited will be involved only in marketing of the Issue.***

DISCLAIMER CLAUSE OF THE BSE

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

A. WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR

B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR

C. TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;

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

DISCLAIMER CLAUSE OF NSE

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

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS ISSUER.

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

DISCLAIMER CLAUSE OF THE RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED AUGUST 9, 2011 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.

DISCLAIMER CLAUSE OF INDIA RATINGS

ALL CREDIT RATINGS ASSIGNED BY INDIA RATINGS ARE SUBJECT TO CERTAIN

LIMITATIONS AND DISCLAIMERS. PLEASE READ THESE LIMITATIONSAND DISCLAIMERS BY FOLLOWING THIS LINK: HTTPS://WWW.INDIARATINGS.CO.IN/RATING-DEFINITIONS. IN ADDITION, RATING DEFINITIONS ANDTHE TERMS OF USE OF SUCH RATINGS ARE AVAILABLE ON THE AGENCY'S PUBLIC WEBSITE WWW.INDIARATINGS.CO.IN. PUBLISHED RATINGS, CRITERIA, AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. INDIA RATINGS' CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTSOF INTEREST, AFFILIATE FIREWALL, COMPLIANCE, AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE CODE OFCONDUCT SECTION OF THIS SITE.

DISCLAIMER STATEMENT OF ICRA

ICRA RATINGS SHOULD NOT BE TREATED AS RECOMMENDATION TO BUY, SELL OR HOLD THE RATED DEBT INSTRUMENTS. ICRA RATINGS ARE SUBJECT TO A PROCESS OF SURVEILLANCE, WHICH MAY LEAD TO REVISION IN RATINGS. AN ICRA RATING IS A SYMBOLIC INDICATOR OF ICRA'S CURRENT OPINION ON THE RELATIVE CAPABILITY OF THE ISSUER CONCERNED TO TIMELY SERVICE DEBTS AND OBLIGATIONS, WITH RESPECT TO THE INSTRUMENT RATED. PLEASE VISIT OUR WEBSITE WWW.ICRA.IN OR CONTACT ANY ICRA OFFICE FOR THE LATEST INFORMATION ON ICRA RATINGS OUTSTANDING. ALL INFORMATION CONTAINED HEREIN HAS BEEN OBTAINED BY ICRA FROM SOURCES BELIEVED BY IT TO BE ACCURATE AND RELIABLE, INCLUDING THE RATED ISSUER. ICRA HOWEVER HAS NOT CONDUCTED ANY AUDIT OF THE RATED ISSUER OR OF THE INFORMATION PROVIDED BY IT. WHILE REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE INFORMATION HEREIN IS TRUE, SUCH INFORMATION IS PROVIDED 'AS IS' WITHOUT ANY WARRANTY OF ANY KIND, AND ICRA IN PARTICULAR MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED AS TO THE ACCURACY, TIMELINES OR COMPLETENESS OF ANY SUCH INFORMATION. ALSO, ICRA OR ANY OF ITS GROUP COMPANIES MAY HAVE PROVIDED SERVICES OTHER THAN RATING TO THE ISSUER RATED. ALL INFORMATION CONTAINED HEREIN MUST BE CONSTRUED SOLELY AS STATEMENT OF OPINION, AND ICRA SHALL NOT BE LIABLE FOR ANY LOSSES INCURRED BY USERS FROM ANY USE OF THIS PUBLICATION OR ITS CONTENTS.

DISCLAIMER STATEMENT FROM THE ISSUER

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

Track record of past public issues handled by the Lead Managers

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

Name of Lead Manager	Website
Edelweiss Financial Services Limited	www.edelweissfin.com
A. K. Capital Services Limited*	www.akgroup.co.in
Trust Investment Advisors Private Limited	www.trustgroup.in

**In compliance with the proviso to Regulation 21A (1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, A. K. Capital Services Limited will be involved only in marketing of the Issue.*

Listing

An application has been made to the BSE and NSE for permission to deal in and for an official quotation of our NCDs. BSE has been appointed as the Designated Stock Exchange.

If permissions to deal in and for an official quotation of our NCDs are not granted by BSE or NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Draft Shelf Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities and approvals for listing

and commencement of trading at the Stock Exchange mentioned above, are taken within 6 (six) Working Days from the date of closure of the relevant Issue.

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

Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer (c) Chief Financial Officer (d) Lead Managers; (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) the Debenture Trustee (i) Bankers to our Company; and (j) ICRA for the industry report, to act in their respective capacities, have been obtained and the same will be filed along with a copy of this Draft Shelf Prospectus, Shelf Prospectus and Tranche Prospectus with the ROC as required under Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Draft Shelf Prospectus with the Stock Exchange.

The consent of the Statutory Auditors of our Company, namely S.R. Batliboi & Co. LLP, Chartered Accountants for inclusion of their name as the Statutory Auditors and to include their (i) examination report, dated December 30, 2019 on our Reformatted Standalone Financial Information; (ii) their report dated December 30, 2019 on the statement of special tax benefits; (iii) Audit Report dated May 2, 2019 on the Audited Standalone Financial Statements (under Ind AS) for the year ended March 31, 2019; and (iv) Review report on the Interim Condensed Standalone Ind AS Financial Statements dated December 30, 2019, in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus.

Expert Opinion

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

Our Company has received written consent dated December 30, 2019, from the Statutory Auditors namely, S.R. Batliboi & Co. LLP, Chartered Accountants to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI Debt Regulations in this Draft Shelf Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Statutory Auditor and in respect of their (i) examination report dated December 30, 2019 on our Reformatted Standalone Financial Information; (ii) their report dated December 30, 2019 on the statement of special tax benefits; (iii) Audit Report dated May 2, 2019 on the Audited Standalone Financial Statements (under Ind AS) for the year ended March 31, 2019; (iv) Review report dated December 30, 2019 Interim Condensed Standalone Ind AS Financial Statements, included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act, 1933.

Common form of Transfer

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

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75% of the Base Issue the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 working days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 working days from the Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Under Section 39(3) of the Companies Act 2013 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 Amount received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar to the Issue, refunds will be made to the account prescribed. However, where our Company and/or Registrar to the Issue do not have the necessary information for making such refunds, our Company and/or Registrar to the Issue will follow the guidelines prescribed by SEBI in this regard including in the Debt Application Circular and circular regarding Strengthening the Guidelines and Raising Industry Standard for CRTA, Issuer Companies and Banker to an Issue bearing no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018

Filing of this Draft Shelf Prospectus

A copy of this Draft Self Prospectus has been filed with the BSE and NSE in terms of the SEBI Debt Regulations for dissemination on their websites.

Filing of the Shelf Prospectus and Tranche Prospectus with the RoC

Our Company is eligible to file a Shelf Prospectus as per requirements of Section 6A of SEBI Debt Regulations. A copy of the Shelf Prospectus and relevant Tranche Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Debenture Redemption Reserve

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, any non banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Draft Shelf Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. The Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 3lst day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at fifteen percent of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

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

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

Reservation

No portion of this Issue has been reserved.

Underwriting

As per the Tranche Prospectus

Public / Rights Issues

Public / Rights Issues by our Company as on this Draft Shelf Prospectus:

Our Company has not undertaken any public issue prior to the date of this Draft Shelf Prospectus.

Public / Rights Issues (to the public) by our Group Companies in the last 5 (five) years from this Draft Shelf Prospectus:

Our Group Companies have not undertaken any public issue in the last 5 (five) years from the date of this Draft Shelf Prospectus.

Rights Issue:

Our Company has undertaken the following rights issue of equity shares of face value of ₹ 10 each in the last 5 (five) years.

Date of allotment	No. of Equity Shares	Issue price (₹)	Consideration in cash/ other than cash	Cumulative			Details of Utilisation
				No. of Equity Shares	Equity Share capital (₹)	Share premium account (₹)	
29th September 2014	34,722,222	36	Cash	350,359,664	3,503,596,640	5,305,902,364	For on lending and for debt repayment
23rd January 2015	23,809,524	42	Cash	374,169,188	3,741,691,880	6,067,807,132	For on lending and for debt repayment
13th February 2015	16,666,700	42	Cash	390,835,888	3,908,358,880	6,601,141,532	For on lending and for debt repayment
27th March 2015	59,523,810	42	Cash	450,359,698	4,503,596,980	8,505,903,452	For on lending and for debt repayment
17th November, 2015	10,000,000	126	Cash	460,359,698	4,603,596,980	9,665,903,452	For on lending and for debt repayment
29th December, 2015	4,000,000	126	Cash	464,359,698	4,643,596,980	10,129,903,452	For on lending and for debt repayment
9th February, 2016	8,000,000	126	Cash	525,815,581	5,258,155,810	15,322,124,842	For on lending and for debt repayment
24th February, 2016	7,000,000	126	Cash	532,815,581	5,328,155,810	16,134,124,842	For on lending and for debt repayment
3rd March, 2016	8,000,000	126	Cash	540,815,581	5,408,155,810	17,062,124,842	For on lending and for debt repayment
29th March, 2016	18,750,000	126	Cash	559,565,581	5,595,655,810	19,237,124,842	For on lending and for debt repayment
29th July,2016	9,210,000	152	Cash	580,288,739	5,802,887,390	22,179,813,278	For on lending and for debt repayment
8th March, 2017	4,600,000	152	Cash	595,166,517	5,951,665,170	22,833,013,278	For on lending and for debt repayment
24th March, 2017	1,31,50,000	152	Cash	608,316,517	6,083,165,170	24,700,313,278	For on lending and for debt repayment
27th March, 2017	1,34,86,800	152	Cash	621,803,317	6,218,033,170	26,615,438,878	For on lending and for debt repayment

Date of allotment	No. of Equity Shares	Issue price (₹)	Consideration in cash/ other than cash	Cumulative			Details of Utilisation
				No. of Equity Shares	Equity Share capital (₹)	Share premium account (₹)	
30th March, 2017	56,05,260	152	Cash	627,408,577	6,274,085,770	27,411,385,798	For on lending and for debt repayment
18th September, 2017	39,55,700	316	Cash	631,364,277	6,313,642,770	28,621,829,998	For on lending and for debt repayment
29th September, 2017	39,55,700	316	Cash	635,319,977	6,353,199,770	29,832,274,198	For on lending and for debt repayment
28th December, 2017	29,60,000	338	Cash	638,279,977	6,382,799,770	30,803,154,198	For on lending and for debt repayment
28th March, 2018	73,96,500	338	Cash	645,676,477	6,456,764,770	33,229,206,198	For on lending and for debt repayment
27th September, 2018	77,17,000	324	Cash	653,393,477	6,533,934,770	35,652,344,198	For on lending and for debt repayment
28th March, 2019	28,51,720	253	Cash	65,62,45,197	6,56,24,51,970	36,37,38,29,358	For on lending and for debt repayment

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

As on September 30, 2019 our Company has listed rated/ unrated, secured/ unsecured, non-convertible redeemable debentures and listed subordinated debt. For further details see chapter titled "***Financial Indebtedness***" on page 151 of this Draft Shelf Prospectus.

Save and except as stated below, our Company has not issued any preference shares as on September 30, 2019.

Particulars	Amount in ₹
1,00,00,000 8.00% Cumulative Redeemable Preference Shares of ₹ 10 /- each, fully paid up	10,00,00,000

Further, save and except as mentioned in this Draft Shelf Prospectus and hereinbelow, the Company has not issued any other debentures:

Details of 0.1% Compulsorily Convertible Debenture (CCD) of face value of ₹ 100 each: as on September 30, 2019

Sr. No	Name of Debenture Holder	No. of Debentures
1	Aditya Birla Capital Ltd.	23,99,134
	Total	**23,99,134**

Dividend

Our Company has no stated dividend policy. The declaration and payment of dividends on our shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition.

The Company has not declared any dividend on its equity shares for the Fiscals 2019, 2018, 2017, 2016 and 2015.

Revaluation of assets

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

Mechanism for redressal of investor grievances

The Registrar Agreement dated August 29, 2019 between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the Allotment Advice, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of NCDs applied for, amount paid on application and the bank branch or collection centre where the application was submitted. The contact details of Registrar to the Issue are as follows:

KFIN Technologies Private Limited
(formerly known as Karvy Fintech Private Limited)
Selenium Tower-B, Plot 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad – 500 032,
Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
Email: einward.ris@kfintech.com
Investor Grievance mail: abfl.ncdipo@kfintech.com
Website: kfintech.com
Contact Person: Mr. M Murali Krishna
Registration Number: INR000000221
CIN: U72400TG2017PTC117649

The Registrar shall endeavour to redress complaints of the investors within three (3) days of receipt of the complaint during the currency of this MoU and continue to do so during the period it is required to maintain records under the CRTA Regulations and our Company shall extend necessary co-operation to the Registrar for its complying with the said regulations. However, the Registrar shall ensure that the time taken to redress investor complaints does not exceed seven (7) days from the date of receipt of complaint. The Registrar shall provide a status report of investor complaints and grievances on a fortnightly basis to our Company. Similar status reports should also be provided to our Company as and when required by our Company.

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

Mr. Ankur Shah
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mill Compound
841, Senapati Bapat Marg
Elphinstone Road, Mumbai 400 013
Tel: 022- 43567296 / 43567100 (B)
Fax: 022-43567266
Email: debtinvestors@adityabirlacapital.com

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

Change in Auditors of our Company during the last three years

S.R. Batliboi & Co. LLP has been appointed as Auditor from the year 2013-14 and there has been no change in Auditors of our Company since last three years.

Details of overall lending by our Company as of March 31, 2019

A. Type of loans:

The detailed break-up of the type of loans including bills receivables given by our Company as on March 31, 2019 is as follows:

(₹ in lakhs)

S. No.	Type of Loans	Amount
1.	Secured Loan Book	41,20,776.48
2.	Unsecured Loan Book	9,49,085.30
	Less: Impairment Loss Allowance	(51,102.00)
Total		**50,18,759.78**

B. Sectoral Exposure as on March 31, 2019

S. No	Segment-wise break-up of AUM	Percentage of AUM (%)
1	**Retail**	
a	Digital	2.41%
b	Loan Against Property	5.07%
c	Loan Against Shares	1.00%
d	Unsecured	4.90%
2	**HNI**	
a	High Net Individual	2.14%
b	Promoter	7.22%
3	**Large Corporate**	
a	Project Finance	13.77%
b	Structured Finance	5.03%
c	Term Loan/ Working Capital Demand Loan	10.93%
4	**Mid Corporate**	
a	Construction Finance	7.03%
b	Project Finance	0.51%
c	Structured Finance	1.74%
d	Supply Chain	0.00%
e	Term Loan/ Working Capital Demand Loan	8.22%
5	**Small and Medium Enterprises**	
a	Broker	0.46%
b	Loan Against Property	6.23%
c	**Lease Rental Discounting**	5.72%
d	Structured Finance	2.41%
e	Supply Chain	1.25%
d	Term Loan/ Working Capital Demand Loan	10.57%
6	**Other**	
a	Investments	1.81%
b	Term Loan/ Working Capital Demand Loan	8.22%
	Total	100.00%

C. Denomination of the loans outstanding by ticket size* as on March 31, 2019:

Sl. No.	Ticket size (in ₹)	Percentage of AUM
1.	Upto 2 Lakhs	0.73%
2.	2 to 5 Lakhs	1.52%
3.	5 to 10 Lakhs	1.17%
4.	10 to 25 Lakhs	2.34%
5.	25 to 50 Lakhs	1.66%
6.	50 lakh-1 Crores	1.76%
7.	1 - 5 Crores	10.21%
8.	5 - 25 Crores	19.64%
9.	25 - 100 Crores	32.48%
10.	Above 100 Crores	28.49%
Total		100.00%

*Ticket size at time of origination

D. Denomination of loans outstanding by LTV* as on March 31, 2019

Sl. No.	LTV	Percentage of AUM
1.	Upto 40%	15%
2.	40%-50%	11%
3.	50%-60%	37%
4.	60%-70%	9%
5.	70%-80%	5%
6.	80%-90%	2%
7.	Above 90%	21%
	Total	100%

*LTV as at March 31, 2019

E. Geographical classification of our borrowers as on March 31, 2019:

Sl. No.	Top 5 States / UT	Percentage of AUM
1.	Maharashtra	50.94%
2.	Delhi	20.48%
3.	Karnataka	5.80%
4.	Gujarat	5.34%
5.	West Bengal	4.58%
	Total	87.13%

F. (a) Details of top 20 borrowers with respect to concentration of advances as on March 31, 2019:

(₹ in lakhs)

Particulars	Amount
Total advances to twenty largest borrowers	6,40,291.39
Percentage of advances to twenty largest borrowers to total advances to our Company	12.64%

(b) Details of top 20 borrowers with respect to concentration of exposure as on March 31, 2019:

(₹ in lakhs)

Particulars	Amount
Total exposure to twenty largest borrowers	6,40,291.39
Percentage of exposure to twenty largest borrowers to total exposure to our Company	12.64%

G. Details of loans overdue and classified as non-performing in accordance with RBI's guidelines as on March 31, 2019:

1. Movement of Gross NPAs

(₹ in lakhs)

Sl. No.	Particulars	Amount
1.	Opening balance	38,573.48
2.	Additions during the year	39,170.66
3.	Reductions during the year	17,316.14
4.	Closing balance	60,428.00

2. Movement of provisions for NPAs (excluding provisions on standard assets)

(₹ in lakhs)

Sl. No.	Particulars	Amount
1.	Opening balance	20,733.04
2.	Provisions made during the year	18,323.50
3.	Write-off / write-back of excess provisions	11,520.74
4.	Closing balance	27,535.80

3. Segment-wise gross NPA as on March 31, 2019:

S. No	Segment-wise gross NPA	Gross NPA (%)
1	**Retail**	
a	Digital	0.18%
b	Loan Against Property	0.09%
c	Loan Against Shares	0.00%
d	Unsecured	0.11%
2	**HNI**	
a	Promoter	0.00%
3	Large Corporate	
a	Structured Finance	0.46%
b	Term Loan/ Working Capital Demand Loan	0.03%
4	Small and Medium Enterprises	0.18%
a	Loan Against Property	0.05%
b	Structured Finance	0.03%
c	Supply Chain	0.04%
d	Term Loan/ Working Capital Demand Loan	0.19%
Total		1.37%

4. Our Company has not provided any loans/advances to associates, entities/person relating to the board, senior management, Promoter expect as provided for in the chapter titled "Related Party Transaction" on page 145 of this Draft Shelf Prospectus.

Onward lending to borrowers forming part of the "Group" as defined by RBI:

Name of the Borrower (A)	Amount of advances / exposures to such Borrower (Group) (₹ in lakhs)	Percentage of exposure (C) = B/Total AUM
Nil	Nil	Nil

5. Residual/ Asset Liability Management Maturity pattern of certain items of Assets and Liabilities (As of March 31, 2019)

(₹ in lakhs)

Particulars	Up to 30/31 days	Over 1 month up to 2 months	Over 2 months up to 3 months	Over 3 months up to 6 months	Over 6 months up to 1 year	Over 1 year months up to 3 years	Over 3 year months up to 5 years	Over 5 years	Total
Deposits	46.46	39.16	7.20	5.40	445.46	717.18	361.98	146.01	**1,768.84**
Advances	262,395.62	238,982.35	209,019.17	312,025.11	593,033.61	1,311,053.21	674,403.62	1,417,847.10	**5,018,759.79**
Investments (Net)	-	-	118,990.44	-	-	-	-	38,660.27	**157,650.71**
Borrowings	324,119.44	165,787.43	233,576.78	255,245.72	720,716.96	1,620,874.18	662,343.00	338,546.47	**4,321,209.98**
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

6. Concentration of Exposure and NPA as of March 31, 2019

(₹ in lakhs)

Particulars	Amount
Concentration of NPAs	
Total Exposure to top four NPA accounts	28760.00

(a) Credit policy: For details on Credit policy please see the chapter titled "***Our Business***" on page 81 of this Draft Shelf Prospectus.

(b) Classification of loans/advances given to associates, entities/person relating to the board, senior management, Promoter: As disclosed in the chapter titled "***Financial Information****"* on page 146 of this Draft Shelf Prospectus.

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 SEBI Debt Regulations. Material updates, if any, between the date of filing of this Draft Shelf Prospectus with ROC and the date of release of the statutory advertisement will be included in the statutory advertisement.

Auditor's Remarks

Other than as disclosed in the chapter titled "*Risk Factors*", on page 18 of this Draft Shelf Prospectus, there are no reservations or qualifications or adverse remarks in the financial statements of our company in the last five financial years immediately preceding this Draft Shelf Prospectus.

Trading

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

Caution

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
"Any person who:
(a) makes or abets making of an application in a fictitious name to a company for acquiring or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of securities to him, or any other person in a fictitious name shall be liable for action under section 447."

SECTION VII- ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The following are the key terms of the NCDs. This section should be read in conjunction with and is qualified in its entirety by more detailed information in the chapter titled "***Terms of the Issue***" on page 249 of this Draft Shelf Prospectus.

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

Issuer	Aditya Birla Finance Limited
Type of instrument/ Name of the security	Secured Redeemable, Non-Convertible Debentures and/or Unsecured Subordinated Redeemable Non-Convertible Debentures.
Nature of Indebtedness and Ranking / Seniority	Secured Redeemable Non-Convertible Debentures and/or Unsecured Subordinated Redeemable Non-Convertible Debentures. The Unsecured Subordinated Redeemable NCD shall be eligible for Tier II Capital, subject to applicable RBI requirements and other applicable statutory and/or regulatory provisions.
Mode of the issue	Public issue
Lead Managers	Edelweiss Financial Services Limited, A. K. Capital Services Limited* and Trust Investment Advisors Private Limited
Debenture Trustee	Vistra ITCL (India) Limited
Depositories	NSDL and CDSL
Registrar	KFIN Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Issue	As specified in the relevant Tranche Prospectus for each Tranche Issue
Base Issue Size	As specified in the relevant Tranche Prospectus for each Tranche Issue
Option to retain Oversubscription Amount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Total Issue Size	As specified in the relevant Tranche Prospectus for each Tranche Issue
Eligible investors	See "***Issue Procedure – Who are eligible to apply for NCDs?***" on page 263 of this Draft Shelf Prospectus
Objects of the Issue	See the chapter titled "***Objects of the Issue***" on page 59 of this Draft Shelf Prospectus
Details of utilization of the proceeds	See the chapter titled "***Objects of the Issue***" on page 59 of this Draft Shelf Prospectus.
Interest rate	As specified in the relevant Tranche Prospectus for each Tranche Issue
Security	The principal amount of the Secured NCDs to be issued in terms of this Draft Shelf Prospectus and Shelf Prospectus together with all interest due on the Secured NCDs in respect thereof shall be secured by way of pari passu charge in favour of the Debenture Trustee on present and/or future receivables/assets/immovable property, (other than present and/or future receivables/assets/immovable property that are/may be exclusively charged) as may be decided mutually by our Company and the Debenture Trustee. The consents to create such pari passu charge have been obtained from the lenders/creditors. Our Company will create appropriate security (by way of mortgage/ hypothecation) in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the Secured NCDs (along with the interest due thereon). The Issuer undertakes that the necessary documents for the creation of the security, including the Debenture Trust Deed would be executed within the time frame prescribed as per applicable law and the same would be uploaded on the website of the Designated Stock exchange, within five working days of execution of the same. No security will be created for the Unsecured NCDs to be issued in terms of this Issue.

	For further details see "***Terms of the Issue – Security***" on page no. 249 of this Draft Shelf Prospectus.
Step up/ Step down interest rates	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest type	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest reset process	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issuance mode of the instrument	Demat
Frequency of interest payment	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest payment date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Day count basis	Actual/ Actual
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws
Tenor	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption Date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption Amount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Redemption premium/ discount	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issue Price (in ₹)	₹ 1,000 per NCD
Discount at which security is issued and the effective yield as a result of such discount.	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put option date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put option price	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call option date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call option price	As specified in the relevant Tranche Prospectus for each Tranche Issue
Put notification time	As specified in the relevant Tranche Prospectus for each Tranche Issue
Call notification time	As specified in the relevant Tranche Prospectus for each Tranche Issue
Face value	₹ 1,000/- per NCD
Minimum Application size and in multiples of NCD thereafter	As specified in the relevant Tranche Prospectus for each Tranche Issue
Market Lot/ Trading Lot	One NCD
Pay-in date	Application Date. The entire Application Amount is payable on Application.
Credit ratings	The NCDs proposed to be issued under this Issue have been rated [ICRA] AAA(stable) (pronounced as ICRA Triple A stable) for an amount of ₹ 5,00,000 lakhs, by ICRA vide their letter dated March 5, 2019 and revalidated by letter dated July 1, 2019 and further revalidated by letter dated August 29, 2019 and further revalidated by letter dated October 10, 2019 and further revalidated by letter dated November 15, 2019 and further revalidated by letter dated December 18, 2019 and 'IND AAA' Stable Outlook' (pronounced as Triple A stable) for an amount of ₹ 5,00,000 lakhs by India Ratings and Research Private Limited vide their letter dated March 13, 2019 and revalidated by letter dated June 19, 2019 and further revalidated by letter dated August 26, 2019 and further revalidated by letter dated October 7, 2019 and further revalidated by letter dated December 06, 2019. For the rating letter and rationale for these ratings, see Annexure A and Annexure B of this Draft Shelf Prospectus. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. This rating is subject to revision or withdrawal at any time by the assigning rating agencies and should be evaluated independently of any other ratings.

Listing	The NCDs are proposed to be listed on BSE & NSE. BSE shall be the Designated Stock Exchange for the Issue. The NCDs shall be listed within 6 (six) Working Days from the date of Issue Closing Date.
Issue size	As specified in the respective Tranche Prospectuses
Modes of payment	See ***Issue Procedure – Terms of Payment***" on page 277 of this Draft Shelf Prospectus.
Issuance mode of the Instrument	In dematerialised form only
Trading mode of the instrument	In dematerialised form only
Issue opening date	As specified in the relevant Tranche Prospectus for each Tranche Issue
Issue closing date**	As specified in the relevant Tranche Prospectus for each Tranche Issue ** The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated above, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or Finance Committee. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a reputed daily national newspaper with wide circulation on or before such earlier or extended date of Issue closure. On the Issue Closing Date Application Forms will be accepted only between 10.00 am and 3.00 pm (Indian Standard Time) and uploaded until 5.00 pm or such extended time as may be permitted by BSE and NSE.
Settlement mode of instrument	In dematerialised form only
Record date	15 (fifteen) days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus or such other period as maybe specified by the regulator. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or a non-Working Day, the preceding Working Day or a date notified by our Company to the stock exchanges shall be considered as Record Date.
Issue documents	This Draft Shelf Prospectus, the Shelf Prospectus, the respective Tranche Prospectus read with any notices, corrigenda, addenda thereto, the Debenture Trust Deed and other documents, if applicable, and various other documents/ agreements/ undertakings, entered or to be entered by our Company with Lead Managers and/or other intermediaries for the purpose of this Issue including but not limited to the Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Registrar Agreement, the Agreement with the Lead Managers. For further details see the chapter titled "***Material Contracts and Documents for Inspection***" on page 315 of this Draft Shelf Prospectus.
Conditions precedent to disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedents to disbursement.
Conditions subsequent to disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions subsequent to disbursement.
Events of default / cross default	See "***Terms of the Issue – Events of Default***" on page 251 of this Draft Shelf Prospectus
Deemed date of Allotment	The date on which the Board of Directors or the duly constituted Committee approve the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors or the duly constituted Committee and notified to the Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.
Roles and responsibilities of the Debenture Trustee	See "***Terms of the Issue – Trustees for the NCD holders***" on page 251 of this Draft Shelf Prospectus.
Governing law and jurisdiction	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in Mumbai, India, respectively.

Working Day convention	If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest /redemption payments shall be made only on the days when the money market is functioning in Mumbai.

**In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, A. K. Capital Services Limited will be involved only in marketing of the Issue.*

SPECIFIC TERMS FOR EACH SERIES OF NCDs

As specified in the relevant Tranche Prospectus.

Terms of payment

The entire face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser amount of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA account, in accordance with the terms of this Draft Shelf Prospectus.

Participation by any of the above-mentioned Investor classes in this Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

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

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.

In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

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

For further details, see the chapter titled "***Issue Procedure***" on page 262 of this Draft Shelf Prospectus.

TERMS OF THE ISSUE

GENERAL TERMS OF THE ISSUE

Authority for the Issue

At the meeting of the Board of Directors of our Company, held on October 26, 2018, the Directors approved the issue of NCDs to the public in one or more tranches, upto an amount not exceeding ₹ 5,00,000 lakh (Indian Rupees Five Lakh lakhs only). Further, the present borrowing is within the overall borrowing limits of ₹ 70,00,000 Lakhs (Indian Rupees Seventy Lakh Lakhs only) under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders vide the resolution passed at the annual general meeting of the Company on July 22, 2019.

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 Act, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the respective Tranche Prospectus(es), the Application Forms, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/BSE, RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of Secured NCDs

The Secured NCDs would constitute secured obligations of our Company and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of pari passu charge in favour of the Debenture Trustee on present and/or future receivables/assets of our Company, as may be decided mutually by our Company and the Debenture Trustee. Our Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets equal to the value one time of the debentures outstanding plus interest accrued thereon, and subject to any obligations under applicable statutory and/or regulatory requirements. The claims of the Secured NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements. The Secured NCDs proposed to be issued under the Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

Ranking of Unsecured NCDs

The Unsecured NCDs would constitute unsecured and subordinated obligations of our Company and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements. The Unsecured NCDs proposed to be issued under the Issue and all earlier issues of unsecured debentures outstanding in the books of our Company, shall rank pari passu without preference of one over the other except that priority for payment shall be as per applicable date of redemption. The claims of the Unsecured NCD holders shall be subordinated to those of the other creditors of our Company, subject to applicable statutory and/or regulatory requirements. Our Company may, subject to applicable RBI requirements and other applicable statutory and/or regulatory provisions, treat the Unsecured NCDs as Tier II Capital.

Security

The principal amount of the Secured NCDs to be issued in terms of this Draft Shelf Prospectus and Shelf Prospectus together with all interest due on the Secured NCDs in respect thereof shall be secured by way of pari passu charge in favour of the Debenture Trustee on present and/or future receivables/assets/immovable property, (other than present and/or future receivables/assets/immovable property that are/may be exclusively charged) as may be decided mutually by our Company and the Debenture Trustee. The consents to create such pari passu charge have been obtained from the lenders/creditors. Our Company will create appropriate security (by way of mortgage/ hypothecation) in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the Secured NCDs (along with the interest due thereon).

The Issuer undertakes that the necessary documents for the creation of the security, including the Debenture Trust Deed would be executed within the time frame prescribed as per applicable law and the same would be uploaded on the website of the Designated Stock exchange, within five working days of execution of the same.

No security will be created for the Unsecured NCDs to be issued in terms of this Issue.

Debenture Trust Deed (s)

Our Company intends to enter into Debenture Trust Deeds with the Debenture Trustee for the benefit of the NCD Holders, the terms of which will *inter alia* govern the powers, authorities and obligations of the Debenture Trustee. Our Company proposes to complete the execution of the Debenture Trust Deeds before the Allotment of NCDs.

Under the terms of the Debenture Trust Deeds, our Company will covenant with Debenture Trustee that it will pay the NCDs Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on the NCDs at the rates specified in the Prospectus and Debenture Trust Deeds. The Debenture Trust Deed will also provide that our Company may withdraw any portion of the Security or replace with another assets of the same or higher value. Further, Debenture Trust Deed, will also provide that our Company reserve the right to create pari passu charge on the said immovable property without seeking NOC from each NCDs Holders and the Debenture Trustee is empowered to issue NOC to create pari passu charge on the said immovable property for future issuances

Debenture Redemption Reserve

In accordance with recent amendments to the Companies Act, 2013, and the Companies (Share Capital & Debentures) Rules 2014, read with Rule 16 of the SEBI Debt Regulations, any non banking finance company that intends to issue debentures to the public are no longer required to create a DRR for the purpose of redemption of debentures. The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR. Pursuant to the amendment to the Companies (Share Capital & Debentures) Rules 2014, notified on August 16, 2019, and as on the date of filing of this Draft Shelf Prospectus, the Company is not required to create DRR for the purpose of redemption of the NCDs. Accordingly, no debenture redemption reserve shall be created by our Company for the purpose of redemption of the NCDs or in connection with the Issue. The Company shall, as per the Companies (Share Capital & Debentures) Rules 2014 and other laws applicable from time to time, invest or deposit, as the case may be, the applicable amounts, within the specified timelines, in respect of debentures maturing during the year ending on the 3lst day of March of the next year, in any one or more methods of investments or deposits stipulated under the applicable law. Provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below the specified percentage, which is presently stipulated at fifteen percent of the amount of the debentures maturing during the year ending on March 31 of the next year, in any of the following instruments or such other instruments as may be permitted under the applicable laws.

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

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

Face Value

The face value of each NCD shall be ₹ 1,000.

Trustees for the Secured NCD Holders

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

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

Trustees for the Unsecured NCD Holders

We have appointed Vistra ITCL (India) Limited to act as the Debenture Trustees for the Unsecured NCD Holders. The Debenture Trustee and us will execute the Debenture Trust Deed, inter alia, specifying the powers, authorities and obligations of the Debenture Trustee and us. The Unsecured NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Unsecured NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Unsecured NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the Unsecured NCD Holders shall discharge us pro tanto to the Unsecured NCD Holders. The Debenture Trustee will protect the interest of the Unsecured NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Trustees for the NCD Holders

We have appointed Vistra ITCL (India) Limited to act as the Debenture Trustee for the NCD Holders in terms of Regulation 4(4) of the Debt Regulations and Section 71 (5) of the Companies Act, 2013 and the rules prescribed thereunder. We and the Debenture Trustee will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holder(s). Any payment made by us to the Debenture Trustee on behalf of the NCD Holder(s) shall discharge us pro tanto to the NCD Holder(s).

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

Events of Default

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

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

NCD Holder not a Shareholder

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

Rights of Secured NCD Holders

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

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company's members/shareholders including, without limitation, the right to attend and/or vote at any general meeting of our Company's members/shareholders. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. In terms of Section 136(1) of the Companies

Act, 2013, holders of Secured NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.

2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including requirements of the RBI, the rights, privileges and conditions attached to the Secured NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Secured NCDs or with the sanction of a special resolution passed at a meeting of the concerned Secured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.

3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered Secured NCD Holders or in case of joint-holders, the one whose name stands first in the Register of Debenture Holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.

4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Prospectus, the Application Forms, the Abridged Prospectus, Corrigendum if any, addendum if any, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Secured NCDs.

5. For the Secured NCDs issued in dematerialized form, the Depositories shall also maintain the upto date record of holders of the Secured NCDs in dematerialized Form. For Secured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of Secured NCDs maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Secured NCD Holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the Secured NCD holders.

6 Subject to compliance with applicable statutory requirements, the Secured NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the Secured NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the Secured NCDs, who have not given their positive consent to the roll-over.

The aforementioned rights of the Secured NCD Holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of the Offer Document and the Debenture Trust Deed.

Rights of Unsecured NCD Holders

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

1. The Unsecured NCDs shall not, except as provided in the Companies Act, 2013, our Memorandum and Articles of Association and/or the Debenture Trust Deed, confer upon the holders thereof any rights or privileges available to our Company's members/shareholders including, without limitation, the right to attend and/or vote at any general meeting of our Company's members/shareholders. However, if any resolution affecting the rights attached to the Unsecured NCDs is to be placed before the members/shareholders of our Company, the said resolution will first be placed before the concerned registered Unsecured NCD Holders for their consideration. In terms of Section 136(1) of the Companies Act, 2013, holders of Unsecured NCDs shall be entitled to a copy of the balance sheet and copy of trust deed on a specific request made to our Company.

2. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, including

requirements of the RBI, the rights, privileges and conditions attached to the Unsecured NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Unsecured NCDs or with the sanction of a special resolution passed at a meeting of the concerned Unsecured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Unsecured NCDs, if the same are not acceptable to us.

3. Subject to applicable statutory/regulatory requirements and terms of the Debenture Trust Deed, the registered Unsecured NCD Holders or in case of joint-holders, the one whose name stands first in the Register of Debenture Holders shall be entitled to vote in respect of such Unsecured NCDs, either in person or by proxy, at any meeting of the concerned Unsecured NCD Holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Unsecured NCD Holders shall be in proportion to the outstanding nominal value of Unsecured NCDs held by him/her.

4. The Unsecured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Prospectus, the Application Forms, the Abridged Prospectus, Corrigendum if any, addendum if any, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Unsecured NCDs.

5. For the Unsecured NCDs issued in dematerialized form, the Depositories shall also maintain the upto date record of holders of the Unsecured NCDs in dematerialized Form. For Unsecured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Unsecured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register and index of beneficial of Unsecured NCDs maintained by a Depository for any Unsecured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Unsecured NCD Holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the Unsecured NCD holders.

6. Subject to compliance with applicable statutory requirements, the Unsecured NCDs can be rolled over only with the consent of the holders of at least 75% of the outstanding amount of the Unsecured NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the Unsecured NCDs, who have not given their positive consent to the roll-over.

The aforementioned rights of the Unsecured NCD Holders are merely indicative. The final rights of the Unsecured NCD Holders will be as per the terms of the Offer Document and the Debenture Trust Deed.

Nomination facility to NCD Holder

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

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

signature of the nominee is purely optional.

In accordance with Rule 19, any person who becomes a nominee by virtue of the Rule 19, will on the production of such evidence as may be required by the Board / Stakeholders Relationship Committee, elect either:

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

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

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

Jurisdiction

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

Application in the Issue

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

Form of Allotment and Denomination of NCDs

As per the Debt Regulations, the trading of the NCDs on the Stock Exchange shall be in dematerialized form only in multiples of 1 (one) NCD ("**Market Lot**"). Allotment in the Issue to all Allottees, will be in electronic form i.e. in dematerialised form and in multiples of one NCD.

For details of allotment refer to chapter titled "***Issue Procedure***" beginning on page no. 262 of this Draft Shelf Prospectus.

Transfer/Transmission of NCD(s)

The NCDs shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL/CDSL and the relevant DPs of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar.

In the absence of the same, interest will be paid/redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer or Registrar. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Please see "***Issue Structure – Interest***" on page 244 of this Draft Shelf Prospectus for the implications on the interest applicable to NCDs held by Individual Investors on the Record Date and NCDs held by Non Individual Investors on the Record Date.

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

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs allotted pursuant to this Issue except as may be required under RBI requirements and as provided in our Articles of Association. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 ("**SEBI LODR IV Amendment**"), NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018.

Title

The NCD Holder(s) for the time being appearing in the record of beneficial owners maintained by the Depository shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes.

Register of NCD Holders

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

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the debentures. In the event of demise of the sole or first holder of the Debentures, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

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

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.

2. Proof that the non-resident Indian is an Indian national or is of Indian origin.

3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Joint-holders

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

Period of Subscription

ISSUE PROGRAMME	
ISSUE OPENS ON	**As specified in the relevant Tranche Prospectus**
ISSUE CLOSES ON	**As specified in the relevant Tranche Prospectus**

Applications Forms for the Issue will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange, during the Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (a) directly by the Designated Branches of the SCSBs or (b) by the centers of the Consortium or the Trading Members of the Stock Exchange, as the case maybe, only at the Selected Cities. On the Issue Closing Date Application Forms will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. or such extended time as may be permitted by the Stock Exchange.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3.00 p.m (Indian Standard Time) on the 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 allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Lead Managers or Consortium or Trading Members of the Stock Exchange are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment under the Issue will be on a date priority basis in accordance with SEBI Circular dated October 29, 2013.

Interest

As specified in the relevant Tranche Prospectus.

Taxation

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

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

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day, in accordance with the Working Day Convention. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Subject to the terms and conditions in connection with computation of applicable interest on the Record Date as stated on page 246 of this Draft Shelf Prospectus, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft Shelf Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such NCDs or the deceased holder of NCDs, as the case may be, shall be entitled to any interest which may have accrued on the NCDs.

Day Count Convention:

Interest shall be computed on an actual / actual basis on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Effect of holidays on payments:

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act

or any statutory modification or re-enactment thereof for the time being in force.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

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

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 will be disclosed in the relevant Tranche Prospectus.

Maturity and Redemption

As specified in the relevant Tranche Prospectus.

Put / Call Option

As specified in the relevant Tranche Prospectus.

Application Size

Applicants can apply for any or all types of NCDs offered hereunder (any/all series) as specified in the relevant Tranche Prospectus.

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

Terms of Payment

The entire issue price of ₹ 1,000 per NCD is payable on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall refund the excess amount paid on application to the Applicant in accordance with the terms of this Draft Shelf Prospectus.

Manner of Payment of Interest / Refund

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

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption amount as the case may be. Applicants who are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to the Applicant at the Applicant's sole risk, and the Lead Managers, our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

Printing of Bank Particulars on Interest/Redemption Warrants

As a matter of precaution against possible fraudulent encashment of interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the warrants. In relation to NCDs held in dematerialized form, these particulars would be taken directly from the depositories. Bank account particulars will be printed on the warrants which can then be deposited only in the account specified

Loan against NCDs

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

Buy Back of NCDs

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

Our Company may from time to time invite the NCD Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may from time to time determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

Procedure for Redemption by NCD Holders

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

Payment on Redemption

The manner of payment of redemption is set out below:

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

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

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

Right to Reissue NCD(s)

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

Sharing of Information

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

Notices

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

Future Borrowings

We will be entitled to borrow/raise loans or avail of financial assistance in whatever form as also to issue debentures/ NCDs/other securities in any manner having such ranking in priority, pari passu or otherwise, subject to applicable consents, approvals 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.

Pre-Issue Advertisement

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

Impersonation

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

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

Pre-closure

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

Minimum Subscription

In terms of the SEBI Debt Regulations for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75 % of the Base Issue, prior to the Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 working days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 working days from the Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

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

Guarantee/Letter of Comfort

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

Utilisation of Issue Proceeds

(a) 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.

(b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an

appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; and

(c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.

(d) We shall utilize the Issue proceeds only up on (i) receipt of minimum subscription; (ii) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (iii) creation of security and confirmation of the same in terms of Secured NCDs and (iv) receipt of listing and trading approval from Stock Exchanges.

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

(f) Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.

Monitoring & Reporting of Utilisation of Issue Proceeds

There is no requirement for appointment of a monitoring agency in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended. Our Board shall monitor the utilization of the proceeds of the Issue. For the relevant quarters commencing from the financial year ending March 31, 2019, our Company will disclose in our quarterly financial statements, the utilization of the net proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue.

Lien

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

Lien on Pledge of NCDs

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

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 respective 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)

Filing of the Shelf Prospectus and Tranche Prospectus with the RoC

A copy of the Shelf Prospectus and relevant Tranche Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Listing

The NCDs offered through this Draft Shelf Prospectus are proposed to be listed on the BSE and the NSE. Our Company has obtained an 'in-principle' approval for the Issue from the BSE *vide* their letter dated [•] and from the NSE *vide* their letter dated [•]. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

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

Guarantee/Letter of Comfort

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

ISSUE PROCEDURE

This section applies to all Applicants. Pursuant to the circular (CIR/DDHS/P/121/2018) dated August 16, 2018 issued by SEBI, all Applicants are required to apply for in the Issue through the ASBA process. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. ASBA Applicants ensure that their respective ASBA accounts can be blocked by the SCSBs, in the relevant ASBA Accounts. Applicants should note that they may submit their Applications to the Lead Managers or Consortium Members or Registered Brokers at the Broker Centres or CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations or designated branches of SCSBs as mentioned on the Application Form.

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

*Please note that this section has been prepared based on the circular no. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI ("**Debt Application Circular**") as modified by circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI ("**ASBA Circular**").*

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 as provided for in the Debt Application Circular have been sought from the Stock Exchange.

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 2012 SEBI 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.

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

THE LEAD MANAGERS, THE CONSORTIUM MEMBERS AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMMISSIONS 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 RELEVANT STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GREIVANCES ARISING FROM APPLICATIONS THROUGH TRADING MEMBERS REGISTERED WITH SUCH STOCK EXCHANGE.

For purposes of the Issue, the term "Working Day" shall mean all days excluding Saturdays, Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post Issue period, i.e. period beginning from Issue Closure to listing of the securities on the Stock Exchange, Working Days shall mean all trading days of the Stock Exchange, excluding Sundays and Bank holidays as per the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018.

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

PROCEDURE FOR APPLICATION

Availability of this Draft Shelf Prospectus, the Shelf Prospectus, Tranche Prospectus, Abridged Prospectus, and Application Form

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

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

(a) Our Company's Registered Office and Corporate Office;

(b) Offices of the Lead Managers;

(c) Trading Members; and

(d) Designated Branches of the SCSBs.

Electronic copies of the Prospectus along with the downloadable version of the Application Form will be available on the websites of the Lead Managers, the Stock Exchange, SEBI and the SCSBs.

Electronic Application Forms may be available for download on the websites of the Stock Exchange and on the websites of the SCSBs that permit submission of ASBA Applications electronically. A unique application number ("**UAN**") will be generated for every Application Form downloaded from the websites of the Stock Exchange. Our Company may also provide Application Forms for being downloaded and filled at such websites as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

Trading Members of the Stock Exchange can download Application Forms from the websites of the Stock Exchange. Further, Application Forms will be provided to Trading Members of the Stock Exchange at their request.

On a request being made by any Applicant before the Issue Closing Date, physical copies of the Shelf Prospectus, the respective Tranche Prospectus and Application Form can be obtained from our Company's Registered and Corporate Office, as well as offices of the Lead Managers. Electronic copies of this Draft Shelf Prospectus, Shelf Prospectus and relevant Tranche Prospectus will be available on the websites of the Lead Managers, the Stock Exchange, SEBI and the SCSBs.

Who are eligible to apply for NCDs?

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

Category I	**Category II**	**Category III**	**Category IV**
Institutional Investors	**Non Institutional Investors**	**High Net-worth Individuals ("HNIs")**	**Retail Individual Investors**
• Public financial institutions scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs; • Provident funds, pension funds with a minimum corpus of ₹2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; • Mutual Funds registered with SEBI; • Resident Venture Capital Funds/ Alternative Investment Fund registered with SEBI subject to investment	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; • Co-operative banks and regional rural banks; • Public/private charitable/ religious trusts which are authorised to invest in the NCDs; • Scientific and/or industrial research organisations, which are authorised to	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lakhs across all series of NCDs in Issue	Retail Individual Investors which include Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lakhs across all series of NCDs in Issue

Category I	Category II	Category III	Category IV
Institutional Investors	**Non Institutional Investors**	**High Net-worth Individuals ("HNIs")**	**Retail Individual Investors**
conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Insurance Companies registered with IRDA; • State industrial development corporations; Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net worth of more than ₹50,000 lakh as per the last audited financial statements; and • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India.	invest in the NCDs; • Partnership firms in the name of the partners; • Limited liability partnerships formed and registered under the provisions of the • Limited Liability Partnership Act, 2008 (No. 6 of 2009); • Association of Persons; and • Any other incorporated and/ or unincorporated body of persons.		

Note: All categories of persons who are individuals or natural persons (including Hindu Undivided Families acting through their Karta) including without limitation HNIs and Retail Individual Investors who are eligible under applicable laws to hold the NCDs are collectively referred to as "**Individuals**".

All categories of entities, associations, organizations, societies, trusts, funds, partnership firms, Limited Liability Partnerships, bodies corporate, statutory and/or regulatory bodies and authorities and other forms of legal entities who are NOT individuals or natural persons and are eligible under applicable laws to hold the NCDs including without limitation Institutional Investors and Non Institutional Investors are collectively referred to as "Non Individuals".

Please note that it is clarified that Persons Resident Outside India shall not be entitled to participate in the Issue and any applications from such persons are liable to be rejected.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/ or regulatory provisions. Applicants are advised to ensure that they have obtained the

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

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue.

Who are not eligible to apply for NCDs?

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

(a) Minors without a guardian name* (A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);

(b) Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;

(c) Persons resident outside India and other foreign entities;

(d) Foreign Institutional Investors;

(e) Foreign Portfolio Investors;

(f) Qualified Foreign Investors; s

(g) Overseas Corporate Bodies; and

(h) Persons ineligible to contract under applicable statutory/regulatory requirements.

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

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

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

No offer to the public (as defined under Directive 20003/71/EC, together with any amendments and implementing measures thereto, the "**Prospectus Directive**") has been or will be made in respect of the Issue or otherwise in respect of the NCDs, in any Member State of the European Economic Area which has implemented the Prospectus Directive (a "**Relevant Member State**") except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue or otherwise in respect of the NCDs.

Please see "***Rejection of Applications***" on page 280 of this Draft Shelf Prospectus for information on rejection of Applications.

Method of Application

In terms of the SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, an eligible investor desirous of applying in this Issue can make Applications through the ASBA mechanism only.

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("**Direct Online Application Mechanism**"). In this regard, SEBI has, through the Debt Application Circular, directed recognized

Stock Exchange in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. 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.

All Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application form to any of the Designated Intermediaries.

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

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

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

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

APPLICATIONS FOR ALLOTMENT OF NCDs

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

Applications by Mutual Funds

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 dated February 22, 2017 ("SEBI Circular 2019"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20% of the net assets value of the scheme. A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which Application is being made. In case of Applications made by Mutual Fund registered with SEBI, a certified copy of their SEBI registration certificate must be submitted with the Application Form. The Applications must be also accompanied by certified true copies of (i) SEBI Registration Certificate and trust deed (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Application by Commercial Banks, Co-operative Banks and Regional Rural Banks

Commercial Banks, Co-operative banks and Regional Rural Banks can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. Failing this,

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

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

Application by Insurance Companies

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

Application by Indian Alternative Investment Funds

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

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

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

Applications by 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 authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/ or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.

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

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

Applications by Provident Funds, Pension Funds, Superannuation Funds and Gratuity Fund, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/Rules under which they are incorporated; (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) Board Resolution authorising investments; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) Specimen signature of authorized person; (vi) certified copy of the registered instrument for creation of such fund/trust; and (vii) Tax Exemption certificate issued by Income Tax Authorities, if exempt from Tax. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Applications by National Investment Fund

The application must be accompanied by certified true copies of: (i) resolution authorising investment and containing operating instructions; and (ii) Specimen signature of authorized person. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Companies, bodies corporate and societies registered under the applicable laws in India

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

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

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

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

The Application must be accompanied by certified true copies of: (i) Partnership Deed; (ii) Any documents evidencing registration thereof under applicable statutory/regulatory requirements; (iii) Resolution authorizing investment and containing operating instructions; (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.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney by Applicants who are Institutional Investors or Non Institutional Investors, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws must be submitted with the Application Form. In case of Applications made pursuant to a power of attorney by Applicants who are HNI Investors or Retail Individual Investors, a certified copy of the power of attorney must be submitted with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor. Our Company, in its absolute

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

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

APPLICATIONS FOR ALLOTMENT OF NCDs IN THE DEMATERIALIZED FORM

Submission of Applications

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

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by and/or uploaded by and/or accepted but not uploaded by Consortium Members, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount payable on Application has been blocked in the relevant ASBA Account. The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Consortium Members is available on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Consortium Members at Specified Locations, see the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time or any such other website as may be prescribed by SEBI from time to time. The list of Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the website of the Stock Exchange at www.bseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

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

(a) Physically or electronically to the Designated Branches of the SCSB(s) with whom an Applicant's ASBA Account is maintained. In case of ASBA Application in physical mode, the ASBA Applicant shall submit the Application Form at the relevant Designated Branch of the SCSB(s). The Designated Branch shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account and shall also verify that the signature on the Application Form matches with the Investor's bank records, as mentioned in the ASBA Application, prior to uploading such ASBA Application into the electronic system of the Stock Exchange. If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such ASBA Application and shall not upload such ASBA Application in the electronic system of the Stock Exchange. If sufficient funds are available in the ASBA Account, the Designated Branch shall block an amount equivalent to the Application Amount and upload details of the ASBA Application in the electronic system of the Stock Exchange. The Designated Branch of the SCSBs shall stamp the Application Form and issue an acknowledgement as proof of having accepted the Application. In case of Application in the electronic mode, the ASBA Applicant shall submit the ASBA Application either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for application and blocking funds in the ASBA Account held with SCSB, and accordingly registering such ASBA Applications.

(b) Physically through the Consortium, Lead Managers, or Trading Members of the Stock Exchange only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat), i.e. Syndicate ASBA. Kindly note that ASBA Applications

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

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

ASBA Applicants must note that:

(a) Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Lead Managers and Trading Members of the Stock Exchange at the Specified Cities; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchange at least one day prior to the Issue Opening Date. Application Forms will also be provided to the Trading Members of the Stock Exchange at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the Tranche Prospectus is made available on their websites.

(b) The Designated Branches of the SCSBs shall accept ASBA Applications directly from ASBA Applicants only during the Issue Period. The SCSB shall not accept any ASBA Applications directly from ASBA Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However, in case of Syndicate ASBA, the relevant branches of the SCSBs at Specified Cities can accept ASBA Applications from the Lead Managers or Trading Members of the Stock Exchange, as the case may be, after the closing time of acceptance of Applications on the Issue Closing Date. For further information on the Issue programme, please refer to the section titled "***Issue Related Information***" on page 244 of this Draft Shelf Prospectus.

(c) In case of Applications through Syndicate ASBA, the physical Application Form shall bear the stamp of the Lead Managers or Trading Members of the Stock Exchange, as the case maybe, if not, the same shall be rejected. Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

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

Submission of Direct Online Applications

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Issue.

In the event the Direct Online Application facility is implemented by the Stock Exchange, relevant "know your customer" details of such Applicants will be validated online from the Depositories, on the basis of the DP ID and Client ID provided by them in the Application Form. On successful submission of a Direct Online Application,

the Applicant will receive a system-generated UAN and an SMS or an e-mail confirmation on credit of the requisite Application Amount paid through the online payment facility with the Direct Online Application. On Allotment, the Registrar to the Issue shall credit NCDs to the beneficiary account of the Applicant and in case of refund, the refund amount shall be credited directly to the Applicant's bank account. Applicants applying through the Direct Online Application facility must preserve their UAN and quote their UAN in: (a) any cancellation/withdrawal of their Application; (b) in queries in connection with Allotment of NCDs and/or refund(s); and/or (c) in all investor grievances/complaints in connection with the Issue.

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

INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM

General Instructions

A. General instructions for completing the Application Form

- Applications must be made in prescribed Application Form only;
- Application Forms must be completed in block letters in English, as per the instructions contained in this Draft Shelf Prospectus, the Shelf Prospectus, the Tranche Prospectus and the Application Form.
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.
- Applicants applying for Allotment in dematerialised form must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchange by SCSBs, the Consortium Members at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- The minimum number of Applications and minimum application size shall be specified in the Tranche Prospectus. Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta.;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- No separate receipts will be issued for the money payable on the submission of the Application Form. However, the Lead Managers, Trading Members of the Stock Exchange or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application

Form prior to submission and receipt of acknowledgement from the relevant Lead Manager, Trading Member of the Stock Exchange or the Designated Branch of the SCSBs, as the case may be.

- Every Applicant should hold valid Permanent Account Number (PAN) and mention the same in the Application Form.
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form.
- ASBA will be the default "Mode of Application" as per the ASBA Circular.
- Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Lead Managers, Trading Member of the Stock Exchange in the data entries as such data entries will be considered for allotment.

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

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

B. Applicant's Beneficiary Account and Bank Account Details

Applicants applying for Allotment in dematerialized form must mention their DP ID and Client ID in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form for Allotment in dematerialized form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form for Allotment in dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock Exchange, the Registrar to the Issue will obtain from the Depositories the Demographic Details of the Applicant including PAN, address, bank account details for printing on refund orders/sending refunds through electronic mode, Magnetic Ink Character Recognition ("**MICR**") Code and occupation. These Demographic Details would be used for giving Allotment Advice and refunds (including through physical refund warrants, direct credit, NACH, NEFT and RTGS), if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in dispatch/credit of refunds to Applicants and delivery of Allotment Advice at the Applicants' sole risk, and neither our Company, the Lead Managers, Trading Members of the Stock Exchange, Public Issue Account Bank(s), SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same.

The Demographic Details would be used for correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders, or for refunds through electronic transfer of funds, as applicable. Allotment Advice and physical refund orders (as applicable) would be mailed at the address of the Applicant as per the Demographic Details received from the

Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at such Applicants sole risk and neither our Company, the Lead Managers, Trading Members of the Stock Exchange, Public Issue Account Banks, SCSBs, Registrar to the Issue nor the Stock Exchange shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in this Draft Shelf Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of Power of Attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of refund orders/ Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used. By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Issue.

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

C. Permanent Account Number (PAN)

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

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

D. Joint Applications

Applications made in joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to first named in the Application whose name appears in the Application Form and at the address mentioned therein.

If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form

E. Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs for the same or other series of NCDs, subject to a minimum application size and multiples as specified in the Tranche Prospectus. Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected. However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹1,000,000 shall be deem such individual Applicant to be a HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the basis of allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

Do's and Don'ts

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

Do's

1. Check if you are eligible to apply as per the terms of this Draft Shelf Prospectus, the Shelf Prospectus, the relevant Tranche Prospectus and applicable law;

2. Read all the instructions carefully and complete the Application Form in the prescribed form;

3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Issue.

4. Ensure that the DP ID and Client ID are correct and beneficiary account is activated for Allotment of NCDs in dematerialized form. The requirement for providing Depository Participant details shall be mandatory for all Applicants.

5. Ensure that you have mentioned the correct ASBA Account number in the Application Form;

6. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Intermediaries, as the case may be.

7. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;

8. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchange as per the procedures and requirements prescribed by each relevant Stock Exchange, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes.

9. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

10. Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange, match with the DP ID, Client ID and PAN available in the Depository database;

11. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;

12. Ensure that the Applications are submitted to the Lead Managers, Trading Members of the Stock

Exchange or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please see the section titled "***Issue Related Information***" on page 244 of this Draft Shelf Prospectus.

13. Ensure that the Demographic Details including PAN are updated, true and correct in all respects;

14. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek allotment of NCDs pursuant to the Issue;

15. Permanent Account Number: Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;

16. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;

17. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and

18. Tick the series of NCDs in the Application Form that you wish to apply for.

19. Check if you are eligible to Apply under ASBA;

20. Ensure that you give the correct details of your ASBA Account including bank account number/ bank name and branch;

21. Ensure that your Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Lead Managers or Trading Members of the Stock Exchange at the Specified Cities, and not directly to the Public Issue Account Banks (assuming that such bank is not a SCSB) or to our Company or the Registrar to the Issue;

22. In case of ASBA Applications through Syndicate ASBA, before submitting the physical Application Form to the Trading Members of the Stock Exchange, ensure that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at-least one branch in that Specified City for the Lead Managers or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Forms (A list of such branches is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries);

23. 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 utilised 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.

24. Ensure that the Application Form is signed by the ASBA Account holder in case the ASBA Applicant is not the account holder;

25. 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;

26. 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; and

27. Ensure that you receive an acknowledgement from the Designated Branch or the concerned Lead Manager or Trading Member of the Stock Exchange, as the case may be, for the submission of the Application Form.

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

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

Dont's:

1. Do not apply for lower than the minimum application size;

2. Do not pay the Application Amount in cash, by money order or by postal order or by stockinvest;

3. Do not send Application Forms by post; instead submit the same to the Consortium, Trading Members of the Stock Exchange or Designated Branches of the SCSBs, as the case may be;

4. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;

5. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;

6. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

7. Do not submit the Application Forms without the full Application Amount;

8. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;

9. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;

10. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;

11. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;

12. Do not apply if you are a person ineligible to apply for NCDs under the Issue including Applications by Persons Resident Outside India, NRI (*inter-alia* including NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA); and

13. Do not make an application of the NCD on multiple copies taken of a single form.

14. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted under the ASBA process;

15. Do not submit the Application Form to the Lead Managers or Trading Members of the Stock Exchange, as the case may be, at a location other than the Specified Cities.

16. Do not send your physical Application Form by post. Instead submit the same to a Designated Branch or the Lead Managers or Trading Members of the Stock Exchange, as the case may be, at the Specified Cities; and

17. Do not submit more than five Application Forms per ASBA Account.

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

Please see "*Rejection of Applications*" on page 280 of this Draft Shelf Prospectus for information on rejection of Applications.

TERMS OF PAYMENT

The entire issue price for the NCDs is payable on Application only. In case of Allotment of lesser number of NCDs than the number applied, the Registrar to the Issue shall instruct the SCSBs to unblock the excess amount in the ASBA Account.

Payment mechanism for ASBA Applicants

The ASBA Applicants shall specify the ASBA Account number in the Application Form.

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

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

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

The Application Amount shall remain blocked in the ASBA Account until approval of the Basis of Allotment and consequent transfer of the amount against the Allotted NCDs to the Public Issue Account(s), or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is approved, the Registrar to the Issue shall send an appropriate request to the controlling branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount pertaining to NCDs allotted to the successful ASBA Applicants to the Public Issue Account(s). The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 5 (five) Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Application, as the case may be. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Payment mechanism for Direct Online Applicants

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Issue.

SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
Applications	(i) If using physical Application Form, (a) to the Lead Managers or Trading Members of the Stock Exchange only at the Specified Cities ("**Syndicate ASBA**"), or (b) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (ii) If using electronic Application Form, to the SCSBs, electronically through internet banking facility, if available.

Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Issue.

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

Syndicate ASBA Applicants must ensure that their ASBA Applications are submitted to the Consortium or Trading Members of the Stock Exchange only at the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat). Kindly note that ASBA Applications submitted to the Lead Managers or Trading Members of the Stock Exchange at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Application, is maintained has not named at least one branch at that Specified City for the Lead Managers or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

For information on the Issue programme and timings for submission of Application Forms, please refer to section titled "***Issue Related Information***" on page 244 of this Draft Shelf Prospectus.

Electronic Registration of Applications

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

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

(b) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Consortium, Trading Members of the Stock Exchange and the SCSBs during the Issue Period. The Lead Managers and Trading Members of the Stock Exchange can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Issue Closing Date. On the Issue Closing Date, the Lead

Managers, Trading Members of the Stock Exchange 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 Lead Managers, Trading Members of the Stock Exchange and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Issue programme, please see section titled "***Issue Related Information***" on page 244 of this Draft Shelf Prospectus.

(c) With respect to ASBA Applications submitted directly to the SCSBs at the time of registering each Application, the Designated Branches shall enter the requisite details of the Applicants in the on-line system including:

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

(d) With respect to ASBA Applications submitted to the Consortium, or Trading Members of the Stock Exchange only at the Specified Cities, at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:

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

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

(f) Applications can be rejected on the technical grounds listed on page 280 of this Draft Shelf Prospectus or if all required information is not provided or the Application Form is incomplete in any respect.

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

Shelf Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.

(h) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for allocation/ Allotment. The Consortium, Trading Members of the Stock Exchange and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the Consortium, Trading Members of the Stock Exchange, the Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day (till 1:00 PM) after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

REJECTION OF APPLICATIONS

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

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

(i) 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;

(ii) Application Amount paid being higher than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;

(iii) Applications where a registered address in India is not provided for the Applicant;

(iv) In case of partnership firms, NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However, a Limited Liability Partnership firm can apply in its own name;

(v) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, except bids by Minors (applying through the guardian) having valid demat account as per demographic details provided by the Depository Participants;

(vi) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;

(vii) PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;

(viii) DP ID and Client ID not mentioned in the Application Form;

(ix) GIR number furnished instead of PAN;

(x) Applications by OCBs;

(xi) Applications for an amount below the minimum application size;

(xii) Submission of more than five ASBA Forms per ASBA Account;

(xiii) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;

(xiv) In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;

(xv) Applications accompanied by Stockinvest/ money order/ postal order/ cash;

(xvi) Signature of sole Applicant missing or, in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);

(xvii) Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.

(xviii) Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.

(xix) ASBA Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;

(xx) Application Forms submitted to the Lead Managers, or Trading Members of the Stock Exchange does not bear the stamp of the relevant Lead Manager or Trading Member of the Stock Exchange, as the case may be. ASBA Applications submitted directly to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the Lead Managers, or Trading Members of the Stock Exchange, as the case may be;

(xxi) ASBA Applications not having details of the ASBA Account to be blocked;

(xxii) In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;

(xxiii) 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;

(xxiv) SCSB making an ASBA application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;

(xxv) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;

(xxvi) Authorization to the SCSB for blocking funds in the ASBA Account not provided;

(xxvii) Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;

(xxviii) Applications by any person outside India;

(xxix) Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;

(xxx) Applications not uploaded on the online platform of the Stock Exchange;

(xxxi) Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;

(xxxii) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and this Draft Shelf Prospectus and as per the instructions in the Application Form, this Draft Shelf Prospectus and the relevant Tranche Prospectus;

(xxxiii) Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;

(xxxiv) Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;

(xxxv) ASBA Applications submitted to the Consortium, or Trading Members of the Stock Exchange at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and ASBA Applications submitted directly to a Public Issue Account Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;

(xxxvi) Applications tendered to the Trading Members of the Stock Exchange at centers other than the centers mentioned in the Application Form;

(xxxvii) Investor Category not ticked; and/or

(xxxviii) Application Form accompanied with cheque.

(xxxix) In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

(xl) Forms not uploaded on the electronic software of the Stock Exchange.

(xli) Applications for the allotment of NCDs in dematerialized form providing an inoperative demat account number.

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

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please see "***Information for Applicants***" on page 282 of this Draft Shelf Prospectus.

Information for Applicants

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

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

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

In case of Applications for a higher number of NCDs than specified for that category of Applicant, only the maximum amount permissible for such category of Applicant will be considered for Allotment.

BASIS OF ALLOTMENT

Basis of Allotment for NCDs

As specified in the relevant Tranche Prospectus.

Allocation Ratio

Reservations shall be made for each of the Portions as specified relevant Tranche Prospectus.

Retention of oversubscription

As specified in the relevant Tranche Prospectus

PAYMENT OF REFUNDS

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 5 Working Days of the Issue Closing Date.

ISSUANCE OF ALLOTMENT ADVICE

Our Company shall ensure dispatch of Allotment Advice as per the Demographic Details received from the Depositories. Instructions for credit of NCDs to the beneficiary account with Depository Participants shall be made within 5 (five) Working Days of the Issue Closing Date

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities and approvals for the commencement of trading at the Stock Exchange where the NCDs are proposed to be listed are taken within 5 Working Days from the Issue Closing Date.

OTHER INFORMATION

Withdrawal of Applications

ASBA Applicants can withdraw their ASBA Applications till the issue closure date by submitting a request for the same to the Consortium, Trading Member of the Stock Exchange or the Designated Branch, as the case may be, through whom the ASBA Application had been placed. In case of ASBA Applications submitted to the Lead Managers, or Trading Members of the Stock Exchange at the Specified Cities, upon receipt of the request for withdrawal from the ASBA Applicant, the relevant Lead Manager, or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn ASBA Application Form from the electronic system of the Stock Exchange. In case of ASBA Applications submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the ASBA Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn ASBA Application Form from the electronic system of the Stock Exchange and unblocking of the funds in the ASBA Account directly.

In case an Applicant wishes to withdraw the Application after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Early Closure

Our Company, in consultation with the Lead Managers reserves the right to close the Issue at any time prior to the Closing Date, subject to receipt of minimum subscription for NCDs aggregating to 75% of the Base Issue Size. Our Company shall allot NCDs with respect to the Applications received at the time of such early closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

If our Company does not receive the minimum subscription of 75% of Base Issue Size, the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 working days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within 6 working days from the Issue Closing Date, failing which our Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

Revision of Applications

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

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

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Issue Closing Date. However, in order that the data so captured is accurate, the Lead Managers, Trading Members of the Stock Exchange, the Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day (till 1:00 PM) after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL. The Stock Exchange shall validate the bid details with DP records by the end of each bidding day. The Registrar shall every day provide the bid file received from the Stock Exchange to all SCSBs for validation/reconciliation at their end.

Depository Arrangements

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

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

(i) Agreement dated August 9, 2019 between us, the Registrar to the Issue and NSDL, and dated August 6, 2019, between us, the Registrar to the Issue and CDSL, respectively for offering depository option to the investors.

(ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.

(iii) The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.

(iv) NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.

(v) Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to this Issue.

(vi) It may be noted that NCDs in electronic form can be traded only on the Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange has connectivity with NSDL and CDSL.

(vii) Interest or other benefits with respect to the NCDs held in 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 30 days.

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

Please see "***Instructions for filling up the Application Form - Applicant's Beneficiary Account and Bank Account Details***" on page 272 of this Draft Shelf Prospectus.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable premium and interest for such NCDs) prior to redemption of the NCDs.
PLEASE NOTE THAT TRADING OF NCDs ON THE FLOOR OF THE STOCK EXCHANGE SHALL BE IN DEMATERIALIZED FORM ONLY IN MULTIPLE OF ONE NCD.

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

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or first Applicant, Application Form number, Applicant's DP ID and Client ID, Applicant's PAN, number of NCDs applied for, date of the Application Form, name and address of the Lead Manager, Trading Member of the Stock Exchange or Designated Branch, as the case may be, where the Application was submitted, ASBA Account number in which the amount equivalent to the Application Amount was blocked. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB.

Applicants may contact our Compliance Officer (and Company Secretary) or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice, refunds or credit of NCDs in the respective beneficiary accounts, as the case may be.

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

Interest in case of Delay

Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refunds, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

Undertaking by the Issuer

Statement by the Board:

(a) 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.

(b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilized.

(c) Details of all unutilised monies out of issue of NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.

(d) The details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;

(e) We shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Draft Shelf Prospectus and on receipt of the minimum subscription of 75% of the Base Issue and receipt of listing and trading approval from the Stock Exchange.

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

(g) Undertaking by our Company for execution of Debenture Trust Deed.

Other Undertakings by our Company

Our Company undertakes that:

(a) Complaints received in respect of the Issue will be attended to by our Company expeditiously and satisfactorily;

(b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the NCDs are outstanding;

(c) Our Company will take necessary steps for the purpose of getting the NCDs listed within the specified time, i.e., within 6 Working Days of the Issue Closing Date;

(d) Funds required for refund or unblocking of application monies/Allotment Advice will be made available by our Company to the Registrar to the Issue;

(e) Our Company will forward details of utilisation of the proceeds of the Issue, duly certified by the Statutory Auditor, to the Debenture Trustee;

(f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Issue as contained in this Draft Shelf Prospectus;

(g) Our Company will disclose the complete name and address of the Debenture Trustee in our annual report and Website.

(h) Our Company shall make necessary disclosures/reporting under any other legal or regulatory requirement as may be required by our Company from time to time

SECTION VIII- MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

1. In these Articles, unless the context requires otherwise:

(a) "Board of Directors" or "Board", in relation to the company, means the collective body of the directors of the company.

(b) "month" and "year" means a calendar month and a calendar year respectively.

(c) "securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

(d) "Table F" shall have meaning as referred to in the Companies Act, 2013 and "Regulations" where used shall mean regulations contained in Table F.

(e) "the Act" shall mean the Companies Act, 2013 or any previous company law (to the extent applicable) and includes any statutory modification or re-enactment thereof for the time being in force and as amended from time to time and the relevant rules framed thereunder, as amended from time to time.

(f) "the Company" or "this Company" means **ADITYA BIRLA FINANCE LIMITED.**

(g) "the Office" means the registered office of the Company for the time being.

(h) "these Articles" means these Articles of Association as originally framed or as altered from time to time.

(i) "the Seal" means the common Seal of the Company.

(j) Words importing the singular shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing persons shall include bodies corporate and all other persons recognized by law as such.

(k) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Table 'F' Excluded	2. Unless the context otherwise requires, the words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date at which these Articles become binding on the Company: The Regulations contained in Table "F" of the Companies Act, 2013 (so far as in force from time to time) shall not apply to the Company, save and except so far such Regulations are embodied in these Articles and the Articles herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.
	3. A. (a) The authorised share capital of the Company will be as provided in Clause V of the memorandum of association of the Company with the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to classify and/or re-classify from time to time such shares into any class of shares and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions and to decide on the extent of variation in such rights as may be determined by/or in accordance with these Articles or as may be decided by the Board of Directors of the Company in general meeting, as applicable, in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue shares of higher or lower denominations in such manner as may be for the time being herein provided.
	(b) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class)

	may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
	(c) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.
	(d) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
	(e) Subject to the provisions of Section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of shares may, by special resolution, determine.
	3. B. (1) The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. (2) Subject to the provisions of Section 61, the Company may, by ordinary resolution- (a) consolidate and divide all or any of its share capita into shares of larger amount than its existing shares; (b) convert all or any of its fully paid- up shares into stock, and reconvert that stock into fully paid up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
	(3) Where shares are converted into stock- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively
	(4) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law- (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
Shares to be numbered progressively and no share to	4. Every share in the Company shall be distinguished by its distinctive number. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinbefore mentioned no share shall be sub-divided, every

be subdivided on allotment	forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
Restriction on allotment	5. The Board shall observe the restriction as to allotment of shares to the public contained in Section 39 of the Act and shall cause to be made the return as to allotment provided for therein.
Further issue of capital	6. (1) Where at any time, the Board decides to increase the capital of the Company by the issue of new shares, then subject to any directions to the contrary which may be given by the Company in the general meeting and subject only to those directions, such further shares shall be offered to (a) the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the conditions stipulated in Section 62 of the Act (b) to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed in the Act (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in (a) or (b); either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered value, subject to such conditions as may be prescribed in the Act.
	(2) Nothing contained in clause 6 (1) of these Articles shall apply to the increase of the subscribed capital caused by exercise of option as a term attached to debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company, provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loans by a special resolution passed by the Company in the general meeting except as otherwise stipulated in Section 62 (4) and Section 62 (5) of the Act.
Shares to be under control of the Board	7. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, which may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as it thinks fit and (subject to the provisions of Sections 52and 53of the Act) either at a premium or at par or at discount.
Acceptance Shares	8. Any application signed by or on behalf of any applicant for shares in the Company, followed by an allotment of any share herein shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the register of members and every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository shall for the purpose of these Articles be called a member.
Deposit and calls etc to be debt payable immediately	9. (1) The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the registrar of members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.
	(2) Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall, from time to time, in accordance with these Articles, require or fix for the payment thereof.
Liability members	10. Except as required by law or ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any benami, equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share (except only by these presents or by law otherwise provided) or any other rights in respect of ,any share, except in an absolute right to the entirely thereof in the registered holder.

Funds not to be applied in the purchase or its own shares	11. (a) None of the funds of the Company shall be applied in the purchase of applied in the any shares of the Company and it shall not give any financial assistance purchase or its own shares for or in connection with the purchase or subscription of any shares in the Company or in the company save as provided by Section 67 of the Act. (b) Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified Securities
Certificates	12. Share certificate shall be issued/ reissued in accordance with the provision of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or enactment thereof.
Members right to certificate	13. Every member shall be entitled to one certificate for all the shares registered in his name or if the Board so approves to several certificates each for one or more of such shares, but in respect of each additional certificate requested for there shall be paid to the Company fee of ₹ 2/-or such less sum as the Board may determine. The Board may in any case or generally waive the charging of such fees. Every certificate of shares shall specify the number and distinctive numbers of the shares in respect of which it is issued and the amount paid up thereon.
As to the issue of new certificate in place of one defaced, lost or destroyed	14. If any certificate be worn out or defaced, then upon production thereof to the Board, it may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Board deem adequate being given a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate.
Fees	15. For every certificate issued under the last preceding Article there shall be paid to the Company the sum of Rs. 2/- or such smaller sum as the Board may determine. The Board may in any case or generally waive the charging of such fee.
Commissions for placing shares and debentures and brokerage.	16. Subject to the provisions of Section 40 of the Act, the Company may pay commission to any person in connection with subscription or procurement of subscription, whether absolute or conditional, to its Securities subject to such conditions as may be prescribed under the Act. The rate of 'commission shall not exceed in the case of shares five per cent of the price at which the shares are issued, and in the case of debentures two and a half per cent of the price at which the debentures are issued. Such commission may be paid out of proceeds of the issue or the profit of the Company or both, and no commission shall be paid to any underwriter on Securities which are not offered to the public for subscription.
CALLS	
Calls	17. The Board may, from time to time, subject to Section 49 of the Act and subject to the terms on which any shares may have been issued, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or byway of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call A call may be made payable by installments or as otherwise prescribed. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
When call deemed to have been made and notice to call	18. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed. Not less than fourteen days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

Extension of time for payment of calls	19. The Board may, from time to time, insofar as permitted under the Act, at its discretion extend the time fixed for the payment of any call and may extend such time as to call of any of the members who from residence at distance or other cause, the Board may deem fairly entitled to such extension; but no member shall be entitled to such extension save as a matter of grace and favour.
Interest on belated payment of calls	20. If any member fails to pay any call due from him on the day appointed for payment thereof as aforesaid or any such extension thereof as aforesaid insofar as permitted under the Act, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine and the Board shall be at liberty to waive payment of such interest either wholly or in part.
Amount payable at fixed times or by installments payable as calls	21. If by the terms of issue of any shares or otherwise any amount is made payable on allotment or any fixed date at fixed times, whether on account of the nominal value of the share or by way of premium, every such amount or installment shall be payable as If it were a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of the Act shall apply as if such sum had become payable by virtue of a call duly made and notified. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid.
Evidence in action by Company against shareholders	22. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt of or money claimed to be due to the Company in respect of his shares, it shall be prima facie evidence for the matter that the name of the defendant is or was when the claim arose on the register of members of the Company as a holder as one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as said in the books of the Company and it shall not be necessary to prove the appointment of the directors who made any call, nor that quorum of directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of matters aforesaid shall be conclusive evidence of the debt.
Payment of Calls in advance	23. The Board (a) may if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him due upon the shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Moneys so paid in excess of the amount of calls shall not rank for dividends or participate in profits. The Board may at any time repay the amount so advanced upon giving to such members three months' notice in writing.
JOINT HOLDERS	
Joint Holders	24. Where two or more persons are registered as holders of any shares, they shall be deemed to hold the same as joint holders with benefits of survivorship subject to the following and other provisions contained in these Articles.
To which of the joint holder to be issued.	a. Shares may be registered In the name of any person, company or other body corporate but not more than three persons shall be registered jointly as members in respect of any shares.
	b. The certificate of shares registered in the names of two or more persons shall be delivered to the person first named on the register and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to the joint holders.
Several Liabilities of Joint holders	c. The joint holders of share shall be jointly and severally liable to pay all calls in respect thereof.
The first named joint holder to be	d. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder

deemed soleholder	or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Death of one or more joint holders	e. In the case of the death of anyone or more of the persons named in the register of members as the joint holders of any share, the survivors shall be the only persons authorized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
Vote of Joint members	f. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles be deemed joint holders thereof.
Service of Notice.	g. A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the document or notice on or to the joint holder named first in the register of members in respect of the share.
FOREFEITURE AND LIEN	
Notice For payment of calls	25. If any member fails to pay any calls or installment on or before appointed day for the payment of the same, the Board may at anytime thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued.
Form of notice	26. The notice shall name a further day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of at or before the time and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeiture.
If notice not complied with shares may be forfeited	27. If the requirements of any such notice as aforesaid be not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before the payment required under the notice has been made, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
Notice after forfeiture	28. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name is stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register but in so far as permissible under law, no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Forfeited share to become property of the company	29. Any share so forfeited shall be deemed to be property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit.
Powers to annul forfeiture	30. The Board may, at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof on such conditions as it thinks fit.
Arrears to be paid notwithstanding forfeiture	31. Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls installments interest and expenses, owing upon or in respect of such shares at the time of the forfeiture together with interest thereon, from the time of forfeiture until payment at 18 per cent per annum, and the Board may enforce the payment thereof without any deduction of allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so.
Extinction of interest and claims	32. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by the Act or these Articles are expressly saved.
Evidences of forfeiture	33. A duly verified declaration in writing, that the declarant is a director or secretary of the Company and that certain shares in the Company have been duly forfeited on a date

	stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons, claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof shall constitute a good title to such shares and the person to whom the shares are sold shall be registered as the holder of such shares and shall not be bound to see to the application of the purchase money nor shall his title to such shares be effected by any irregularity or invalidity in the proceeding in reference to such forfeiture, sale or disposal.
Company's lien on shares	34. (a) The Company shall have first and paramount lien upon all the shares (not being fully paid) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such shares solely or jointly with any other person to the Company whether the period for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created. Such Iien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. No member shall exercise any voting right in respect of any shares registered in his name in regard to which the company has exercised any right of lien.
	(b) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made- (i) unless a sum in respect of which the lien exists is presently payable; or (ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. (c)To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
	(d) The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
As to enforcing lien by sale	35. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they think fit, but no sale shall be 'made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee, *curators bonis* or other legal curator and default shall have been made by him or them in the payment of moneys called in respect of such shares for seven days after such notice.
Application of proceeds of sale	36. The net proceeds of any such sale under Article 35 shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and residue, if any, shall (subject to alike lien for sums not presently payable, as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.
Validity of shares upon forfeiture	37. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person upon forfeiture to execute an instrument of transfer of the shares sold and cause the purchasers name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money.
Cancellation of old certificates	38. Upon any sale, re-allotment or other disposal under the provisions for forfeiture under the Act or these Articles, the certificate or certificates originally issued in certificate respect of the relative/share shall (unless the shares shall on demand, by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null

and issue of new certificate	and void and of no effect, and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto distinguishing it or them in such manner as they may think fit from the old certificate and certificates.
TRANSFER AND TRANSMISSION OF SHARES AND DEBENTURES	
Transfer	39. a. The 'instrument of transfer of any shares or debentures in the Company shall be executed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares or debentures as the case may be until the name of the transferee is entered in the register of members or debenture holders in respect thereof.
Mode of Transfer	b. The Company shall not register a transfer of Securities of the Company, unless proper instrument of transfer, in such form as may be prescribed under the Act, duly stamped and executed by or on behalf of the transferor and transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company by the transferor or the transferee within a period of sixty days from the date of execution, along with the certificate relating to the Securities or if no such certificate is in existence, along with the letter of allotment of Securities;
	provided that where on an application made in writing to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that instrument of transfer signed by or on behalf of the transferor and transferee has been lost or the instrument of transfer has not been delivered within the period prescribed under the Act, the Company may register the transfer on such terms as to indemnity or otherwise as the Board may think fit.
	c. An application for the registration of the transfer of any share or shares may be made either by the transferor or by the transferee, provided, that where such application is made by the transferor alone and relates to partly paid shares, no registration shall be effected unless the Company gives notice of the application, in the manner prescribed under the Act, to the transferee in accordance with Section 56 of the Act.
	d. For the purpose of sub-clause (c) notice to the transferee shall be deemed to have been duly given if despatched in the form as may be prescribed under the Act.
	e. Nothing In sub-clause (d) shall prejudice any power of Company to register, on receipt of an intimation of transmission of any right to Securities by operation of law from any person to whom such right has been transmitted.
Transfer books when closed	40. The Board shall have power on giving not less than seven days previous notice by advertisement in a newspaper circulating in the district in which the Office of the Company is situated to close the transfer books, the register of members or register of debentures at such time or times and for such period or periods, not exceeding thirty days at a time and exceeding not in the aggregate forty-five days in each year, as it may seem expedient.
Company may refuse to register transfers	41. Subject to the provisions of Section 58 of the Act, the Company may, without assigning any reason, within thirty days from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of a share upon which the Company has a lien 'provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever unless the Company has a lien on the shares. In case of refusal to transfer shares the Company shall within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer.
	42. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person authorized by the company as having any title to his interest in the shares.
	(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

	43. (1) Any persons becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence bring produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either: a) to be registered himself as holder of the share; or b) to make such transfer of the share as the deceased or insolvent member could have made. (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
	44. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or sent to the company notice in writing signed by him stating that he so elects. (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
	(3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
	45. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership In relation to meeting of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.
Registered instrument to remain with the Company	46. Every instrument of transfer which is registered shall remain in the custody of the Company until destroyed by order of the Board.
No fees for transfer or transmission	47. No fee shall be payable to the Company in respect of the transfer or transmission of any shares in the Company
BORROWING POWERS	
Power to borrow	49. Subject to the provisions of Section 179and 180 of the Act and of these Articles, the Board may, from time to time, at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members, either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money from the Company.
The payment or repayment of moneys borrowed	50. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board, or by special resolution in the event that the moneys borrowed exceed the limit as prescribed under the Act (and not by circular resolution) of the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being and debentures, debenture-stock and other Securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Terms of issue of Debentures	51. Any debentures, debentures-stock or other Securities may be issued at a discount, premium or otherwise and subject to the provisions of the Act may be issued on condition that they shall be convertible into shares of any denomination and with any privileges or conditions as to redemption surrender, drawing, allotment of shares and otherwise debentures with the right to conversion into or allotment of shares shall be issued, only with the consent of the Company in general meeting.
Debentures and Securities to be subject to control of Board	* 51 (a) Subject to the provisions of these articles and further subject to the receipt of the approvals as may be prescribed in this regard, including any resolution of the members of the Company as may be required, any debentures, debentures-stock or other Securities issued or to be issued/ re-issued/consolidated/ early redemption/ carry out such other action by the Company shall be under the control of the Board who may issue/ re-issue/ consolidate/carry out such other action upon such terms and conditions (including the granting of a power/right to the Company to undertake early redemptions of debentures prior to the maturity of the same as well as the granting of a power/right to the Company to re-issue any debentures that had been redeemed by the Company) and in such manner and for such consideration as the Board may deem fit for the benefit of the Company. * *inserted vide special resolution passed at extraordinary general meeting dated Nov. 27, 2017*
To comply with provision of the Act as regards registration of mortgage etc.	2. The Company shall comply with all the provisions of the Act in respect of the mortgages or charges created by the Company and the registration thereof and the transfer of the debentures of the Company and the register required to be kept in respect of such mortgages charges and debentures.
Indemnity may be given	53. If the directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board of Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
RESERVE AND DEPRECIATION FUNDS	
Reserve Fund	54. The Board of Directors may from time to time before recommending any dividend set apart any and such portion of the profits of the Company as may be statutorily required and besides as it thinks fit as a reserve fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion think conducive to the interest of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with
	and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve fund into such specific fund as they think fit, with full power to transfer the whole or any portion of a reserve fund to another reserve fund or a division of a reserve fund, with full powers carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve, and also with full power to employ the reserve fund or any part thereof in the business of the Company and that without being bound to kept the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board in its discretion to pay or allow to the credit or such funds interest at such rate as the Board may think proper.
Depreciation Fund	55. The Board of Directors may, from time to time before recommending any dividend set apart any and such portion of the profits of the Company, as required under the Act and further as it thinks fit, as a depreciation fund applicable at the discretion of the Board, for providing against any depreciation in the investments of the Company or for re-building resorting, replacing or for altering any part of the buildings, work, plant machinery or other property of the Company, destroyed or damage by fire, flood, storm, tempest, earthquake, accident, riot, wear and tear or any other means whatsoever and for repairing, altering and keeping in good condition and property of the Company or for extending and

	enlarging tile building, machinery and property of the Company with full power to employ the assets constituting such depreciation fund in the business of the Company and that without being bound to keep the same separate from the other assets.
Investment of moneys	56. All moneys earned to any reserve fund and depreciation fund respectively shall nevertheless remain and be profits of the Company applicable subject to due provisions being made for actual loss or depreciation, for the payment of dividend and such moneys and all other moneys of the Company, insofar as permitted under the Act and applicable law, may be invested by the Board in or upon such investments or securities as it selects or may be used as working capital or may be kept at any bank on deposit or otherwise as the Board may from time to time think proper.
GENERAL MEETINGS	
When general meetings to be held	57. (1) In addition to any other meetings, general meetings of the Company shall be held at such intervals as are specified in Section 96(1) of the Act and subject to the provisions of Section 96(2) of the Act at such times and places as may be determined by the Board. (2) Each such general meeting shall be called annual general meeting. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated.
Distinction between Ordinary and extra ordinary general meetings	58. All meetings of the Company other than those referred to in the preceding clause shall be called extraordinary general meeting.
When extra-ordinary general meeting can be called	59. The Board of Directors may, wherever it thinks fit and it shall, on the requisition of the holders, on the date of the receipt of the requisition, of not less than one tenth of the paid up capital of the Company as the date carries right of voting in regard to the matter in respect of which the requisition is made, forthwith proceed to convene an extraordinary general meeting of the Company and in the case of such requisition the provisions of Section 100of the Act shall apply. The requisitions as made shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the Company.
Notice of Meeting	60.A notice of not less than clear twenty one days' shall be provided for every general meeting, annual or extraordinary and by whomsoever called, either in writing or through electronic mode, in such manner as may be prescribed under the Act, specifying the day, place and hour of meeting and the general nature of the business to be transacted thereat shall be given in the manner hereinafter provided to such persons as are under these Articles or the Act entitled to receive notice from the Company provided that a meeting may be convened, by a shorter notice in the case of an annual general meeting, with consent in writing of all the members entitled to vote thereat and in case of any other meeting with consent of the members holding not less than 95 percent (95%) of the members entitled to vote at such meeting. In the case of an annual general meeting, if any business other than (i) the consideration of the financial statements and the reports of the Board of Directors and the auditors, (ii) the declaration of dividend, (iii) the appointment of directors in place of those retiring, and (iv) the appointment of and fixing of the remuneration of the auditors is to be transacted and in the case of any other meeting in any event, there shall be annexed to the notice of the meeting a statement setting out all the material facts concerning each such item of special business to be transacted, including in particular the nature and extent of the interest, if any, therein of (a) every director and the manager (if any); (b) every other key managerial personnel and (c) relatives of the persons at (a) and (b) . Where any item of business consists of the accord of approval to any documents by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid. Provided that where any item of special business to be transacted at a meeting of the Company relates to or affects any other company, the extent of shareholding interest in that other Company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two percent of the paid-up share capital of that Company, also be set out in the statement.

As to omission to give notice	61. The accidental omission to give any such notice to or the non-receipt of notice by any of the members of persons entitled to receive the, same shall not invalidate the proceedings at any such meeting.
Quorum at General Meeting	62. (a) Five members present in person if the number of members as on the date of the meeting is not more than one thousand (b) fifteen members present in person if the number of members as on the date of the meeting is more than one thousand but up to five thousand and (c) thirty members present in person if the number of members as on the date of the meeting exceeding five thousand shall be a quorum for a general meeting.
	A corporation being a member shall be deemed to be personally present if it is represented, in accordance with Section 113 of the Act. The President of India or the Governor of a State shall be deemed to be personally present if represented in accordance with Section 112 of the Act.
If quorum not present meeting to stand dissolved or adjourned	63. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company quorum shall not be present, the meeting, if convened by the requisition of members shall stand cancelled, but in any other case, the meeting shall stand adjourned to the same day in the next succeeding week which is not a public holiday at the same time and place or to such other day and at such other time and place as the Board may determine in which case the Company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.
Chairman of the General Meeting	64. The Chairman (if any) of the Board of Directors shall be entitled to take the Chair at every general meeting, whether annual or extra ordinary. If there be no such chairman of the Board of Directors or if at any meeting he shall not be present within ten minutes of the time appointed for holding such meeting or shall decline to take the chair, then any other director present thereat shall be entitled to take the chair and the members present shall elect another director as chairman and if no director be present or if all the directors present decline to take chair, then the members present shall elect one of the members to be the chairman.
Election of Chairman	65. The election of the chairman, if necessary, shall be carried out in accordance with Section 104 of the Act.
Business confined to election of Chairman whilst Chair vacant	66. No business shall be discussed at any general meeting except election of a chairman, whilst the chair is vacant.
Chairman with consent may adjourn meeting	67. The chairman with the consent of the meeting may and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Subject to the provisions of the Act, it shall not be necessary to give any notice of an adjournment or of the date, the time or the place of the adjourned meeting or of the business to be transacted there at.
Questions at general meeting how to decide	68. At any general meeting, a resolution put to the vote of the meeting, questions at shall be decided on a show of hands, unless a poll is demanded under section 109 or the voting is carried out electronically and a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the passing of such resolution or otherwise.
Chairman's casting vote	69. In the case of an equality of vote, the chairman shall, both on a show of hands, and at a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a member.
Poll to be taken in demanded	70. (*1*) Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf —

	(*a*) in the case a company having a share capital, by the members present in person or by proxy, here allowed, and having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed has been paid-up; and (*b*) in the case of any other company, by any member or members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power. (*2*) The demand for a poll may be withdrawn at any time by the persons who made the demand. (*3*) A poll demanded for adjournment of the meeting or appointment of chairman of the meeting shall be taken forthwith. (*4*) A poll demanded on any question other than adjournment of the meeting or appointment of chairman shall be taken at such time, not being later than forty-eight hours from the time when the demand was made, as the chairman of the meeting may direct.
Scrutineers at the poll	71. Where a poll is to be taken, the chairman of the meeting shall appoint such number of persons, as he deems necessary, to scrutinize the votes given on the poll to report thereon to him in the manner as may be prescribed. One of the scrutineers so appointment shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from the office and full vacancies in the office of scrutineer arising from such removal or from any other cause. Subject to the provisions of this section, the chairman of the meeting shall have power to regulate the manner in which the poll shall be taken.
In what case poll taken without adjournment	72. Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith. A poll demanded on any question other than adjournment of the meeting or appointment of chairman shall be taken at such time, not being later than forty-eight hours from the time when the demand was made, as the chairman of the meeting may direct.
Business to proceed notwithstanding demand to poll	73. The demand for a poll, except on the question of the election of the chairman and of an adjournment, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
VOTES OF MEMBERS	
Members in arrears not to vote	74. No member shall be entitled to vote either personally or by proxy for another member at any general meeting or meeting of a class of shareholders either upon a show of hands or upon poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has any right to lien and has exercised the same.
Voting rights of members	75. (a) On a show of hands, every member present shall have one vote and on a poll the voting right of every member shall be in proportion to his share in the paid up equity capital of the Company.
	b) Every member of the Company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the Company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the Company: Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

	Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the Company.
Casting of votes by a member entitled to more than one vote	76. On a poll taken at a meeting the Company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
How members non-components and minor may vote	77. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or a poll by his committee or other legal guardian and any such committee or guardian may on a poll, vote by proxy; if any member be a minor, the vote in respect of his share be given by his guardian or any one of his guardians, if more than one
Voting in person by proxy	78. (1) Subject to the provisions of the Act and these Articles, votes may be given either personally or by proxy. A corporation being a member may vote by representative duly authorized in accordance with Section 113 of the Act, and such representative shall be entitled to speak, demand a poll, vote, appoint a proxy and in all other respects exercise the rights of a member and shall be reckoned as a member for all purposes.
Appointment of proxy	(2) Every proxy (whether a member or not),shall be appointed, in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation, or the hand of its officer or an attorney, duly authorized by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.
Deposit of instrument of appointment of proxy	(3) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed orauthorized copy of that power or authority, shall be deposited at the Office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
Form of proxy	(5) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
Validity of vote given by proxy notwithstanding death of member	(6) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares inrespect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of themeeting or adjourned meeting at which the proxy is used.
Time for objections to votes	79. (1) No objection shall be made to the qualification of any voter, except at the meeting or the adjourned meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting or adjourned meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever unless otherwise provided in the Act.
Chairman of any meeting to be the Judge of validity of any vote	(2) Any objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
Minutes of General meetings and inspection	80. Subject to the provisions of Section 118 of the Act, the Company shall cause to be kept minutes of all proceedings of general meetings of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board which shall contain a fair and correct summary of the proceedings thereat and a book containing such minutes shall be kept at the Office

thereof by member	of the Company and shall be open during business hours, for such periods not being less in the aggregate than two hours in each day as the Board may determine for the inspection of any member without charge. The minutes aforesaid shall be kept by making within thirty days of the conclusion of every such meeting concerned entries thereof in the said book which shall have its pages consecutively numbered. Each page of the book shall initialed or signed and the last page of the record of the proceedings of each meeting in the book shall be dated and signed and the last page of the record of the proceedings of each meeting in the book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of the Chairman to sign as aforesaid within that period, by a director duly authorized by the Board for that purpose. In no case shall be minutes be attached to any such book by pasting or otherwise.
DIRECTORS	
	81. (1) Until otherwise determined by a general meeting and subject to section 149, the number of Directors shall not be more than fifteen, provided that a company may appoint more than fifteen directors after passing a special resolution.
	(2) The first directors of the Company shall be: 1. MR. GIRISH BHUTRA 2. MRS. MOHINI BHUTRA
Appointment of alternate Director	82. The Board of the Directors of the Company may appoint an alternate director to Act for as a director (hereinafter in this Article called "the original director") during the absence for a period of not less than three months from India. Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the Act.
	An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original director returns to India. Provided also that if the term of office of the original director is determined before he returns to India, any provision for the automatic re-appointment of retiring director in default of another appointment shall apply to the original and not to the alternate director.
Directors may fill up vacancies	83. The Board shall have the power at any time and from time to time to appoint any qualified person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. If the office of any director appointed by the Company in a general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.
Additional Directors	84. The Board shall also have power at any time and from time to time to appoint any other qualified person to be a director as an addition to the Board but so that the total number of directors shall not at any time exceed maximum fixed above. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next annual general meeting, but shall be eligible for re-election at such meeting.
Power to the financial institutions etc. to nominate Directors on the	85. The Company may agree with any financial institution, company or any other authority, person, state or institution that in consideration of any loan or financial assistance of any kind whatsoever which may be rendered by it, it shall have power to nominate such number of directors on the Board of Directors of the Company as may be agreed and from time to time remove and reappoint them and to fill in vacancy caused by such

Board and Debenture Directors	directors otherwise ceasing to hold office. Such nominated directors shall not be required to hold any qualification shares and shall, subject to the provisions of the Act, not be liable to retire by rotation.
Debenture Directors	86. Any Trust Deed for securing debentures or debenture-stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture-stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.
	The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.
Qualification of Directors	87. No share qualifications will be necessary for being appointed as or holding the office of a director of the Company.
Remuneration of Directors	88. Subject to the provisions of Section 197 of the Act as applicable the remuneration payable to the directors of the Company may be as hereinafter provided. The remuneration of each director for attending the meetings of the Board or Committee thereof shall be such sum not exceeding ₹ 250/- (Rupees two hundred fifty) or such higher amount as may be prescribed as maximum sitting fee under the Act for attending the Board meeting as may from time to time be fixed by the Board for each such meeting of the Board or Committee thereof attended by him. Subject to the provisions of the Act, the directors shall be paid such further remuneration (if any) as the Company in general meeting shall from time to time determine and such additional and, in default of such determination shall be divided among the directors equally.
Directors not resident of the place of the Company	89. Subject to limitations provided by the Act, the Board of Directors may allow and pay to any director who is not a resident of the place where the Office for the time being of the Company is situated or where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting of the Board or a Committee thereof such sum as the Board may consider fair compensation for travelling and incidental expenses, in addition to his fees for attending such meeting as specified above.
Special remuneration of Director performing extra services	90. Subject to the provisions of the Act and these Articles, if any director be called upon to perform extra service or special exertions or efforts (which expression shall include work done by a director as a member of any committee formed by the directors) the Board may arrange with such director for such special remuneration for such extra services or special exertions or efforts by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.
Directors may act notwithstanding vacancy	91. The continuing directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum number fixed, the directors shall not, except in emergencies or for the purpose of filling up vacancies or for summoning general meeting of the Company act as long as the number is below the minimum.
Retention of benefit from Associated Company	92. In so far as permitted under the Act, a director of a company may be or become a director of any company promoted by the Company or in which he may be interested as vendor, member or otherwise and no such director may be accountable for any benefit received as director or member of such company.
Rights of Directors	93. Except as otherwise provided under the Act or by these Articles the directors of the Company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the Company.

Retirement and rotation of Directors	94. The provisions of subsections (6) and (7) of Section 152 of the Act read with sub-section (13) of Section 149 of the Act shall apply to retirement of directors by rotation.
Ascertainment of Directors retiring by rotation and filling of vacancies	95. Subject to provisions of the Act the Company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto. Further, Company may provide for the appointment of not less than two-thirds of the total number of the directors of a company in accordance with the principle of proportional representation, whether by the single transferable vote or by a system of cumulative voting or otherwise and such appointments may be made once in every three years and casual vacancies of such directors shall be filled as provided in sub-section (4) of section 161 of the Act.
Company to appoint successors increase or reduction in the member of Directors and removal of Directors	96 Subject to the provisions of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of directors and may alter their qualifications and the Company may (subject to the provisions of the Act) remove any director before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been so removed.
Disclosure by Director of appointment to any other body corporate	97. (a) No person, not being a retiring director, shall be eligible for election to the office of director at any general meeting unless he or some other member intending to propose him has at least fourteen clear days before the meeting, left at the Office a notice in writing under his hand signifying his candidature for the office of director or the intention of such member to propose him as a candidate for that office. (b) On the receipt of the notice referred to the Clause (a) of this Article, the Company shall inform its members of the candidature of a person for the office of director or the intention of a member to propose such person as a candidate for that office, by serving individual notice on the members, through electronic mode to such members who have provided their e-mail addresses to the company and in writing to all other members, not less than seven days before the meeting providing that it shall not be necessary for the Company to serve individual notice upon the member if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the district in which the Office of the Company is situated of which one is published in the English language and the other in the regional language.
Disclosure by Director of appointment to any other body corporate	98. (a) Every director, managing director, secretary and key managerial personnel of the Company shall, within twenty days of his appointment to or as the case may be, relinquishment of any of the above office in any other body corporate disclose to the Company the particulars relating to his office as maybe prescribed under the Act. (b) On the receipt of the notice referred to in Clause (a) of this Article, every managing director, secretary and key managerial personnel of the Company shall respond to the notice issued by the Company furnishing such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of the Act.
PROCEEDINGS OF DIRECTORS	
Meeting of Directors	99. (1) Subject to the provisions of Section 173 of the Act, the Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit.
Quorum	(2) Subject to Section 174 of the Act, quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two directors, whichever is higher provided that where at any time the number of interested directors exceeds or is equal to two-thirds of the total

	strength the number of the remaining directors, that is to say, the number of directors who are not interested shall be the quorum during such time provided such number is not less than two.
Adjournment of meeting for want of quorum	(3) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, which are capable of recording the participation of the directors and of recording and storing the proceedings of such meetings along with date and time.
When meeting to be convened	100. If a meeting of the Board could not be held for want of quorum, then the meeting shall stand adjourned to such other time, date and place as may be fixed by the directors present not being later than fifteen days from the date originally fixed for the meeting.
	101. The chairman, if any or the managing director of his own motion or the secretary of the Company shall upon the request in writing of two directors of the Company or if directed by the managing director or chairman, if any, convene a meeting of the Board by giving a notice at his registered address to every other director.
Chairperson	102. Directors may from time to time elect from among their number, a chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the chairman is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their members to be chairman of the meeting.
Questions at Board	103. Questions arising at any meeting of the Board shall be decided by a majority of votes and in case of equality of votes, the chairman shall have a second or casting vote.
Meetings how decided Power of Board at a meeting	104. A meeting of the Board for the time being at which quorum is present shall be competent to exercise all or any of the authorities power and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.
Directors may appoint committees and delegate it's powers	105. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to a committee consisting of such director or directors as it thinks fit or to the managing directors, the manager or any other principal officer of the Company or a branch office or to one or more of them together and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes.
	Provided that such delegation shall not be in respect of matters enumerated in sub-clauses (d) to (f) of sub-section (3) of Section 179 save and except that the said powers may be delegated only to the extent permitted by and subject to the restrictions and limitations contained in clauses the proviso to sub-section (3) of Section 179 of the Act.
Meeting of Committee how to be governed	106. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulations made by the directors under the last preceding Article.
Resolution of Circular	107. A resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, if the resolution, has been circulated in draft, together with the necessary papers, if any, to all the directors or to all the members of the committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or committee, as the case may be) and to all other directors or members of the committee at their latest address registered with the Company in India by hand delivery, or by post or by courier or by electronic means has been approved by such of the directors or

	members of the committee as are then in India or by a majority of such of them as are entitled to vote on the resolution
Acts of Board or Committees valid notwithstanding invalid appointment	108. All acts done by any meeting of the Board or by a committee of the Board or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such director or persons acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, was qualified to be a director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have terminated.
Minutes of proceeding of Directors and Committee to be kept	109. The Company shall cause minutes to be duly entered in a book or books provided for the purpose: (i) Of the names of the directors present at such meetings of the Board, and of any committee of the Board; (ii) Of all orders made by the Board and committees of the Board; (iii) Of all resolutions and proceedings of the meetings of the Board and committees of the Board; and (iv) In the case of each resolution passed at a meeting of the Board, or committees of the Board, or committees of the Board the names of those directors, if any dissenting from or not concurring in the resolution. Every such book shall be maintained and the minutes entered therein and signed in the manner laid down by Section 118 of the Act and the minutes as conclusive evidence of the proceedings recorded therein.
POWERS OF THE BOARD	
Powers of the Board	110. Subject to the provisions of the Act, the control of the Company shall be vested in the Board which shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other statute or by the memorandum of the Company or by these Articles or otherwise to be exercised or done by the Company in general meeting provided further that in exercising any such power or doing any such act or things, the Board shall be subject to the provisions in that behalf contained in the Act or in any other Act or in the memorandum of the Company or these Articles or any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if those regulations had not been made.
Further powers of the board	111. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by the Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Board shall have the following powers, that is to say, power : (1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (2) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of Sections 40(6) of the Act. (3) Subject to Sections 179 and 188 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to

	acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and if any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory. (4) Subject to Section 188 of the Act, at their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partly in cash or in shares, bonds, debentures, mortgages or other Securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages, or other Securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or may not be so charged upon. (5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit. (6) To accept from any member, so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as shall be agreed. (7) To accept any person to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees. (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any differences to arbitration either according to Indian law or according to any foreign law and either in India or abroad, and observe, perform or challenge any award made thereon. (9) To act on behalf of the Company in all matters relating to bankruptcy or insolvency. (10) To make and give receipts, release and other discharges for moneys payable to the Company for the claims and demands of the Company. (11) Subject to the provisions of Section 179, 181(b), 186, 187(1) of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investment shall be made and held in the Company's own name. (12) To execute in the name and on behalf of the Company in favour of any director or other person who may incur any personal liability whether as principal or surety for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, provisions, covenants and arrangements as shall be agreed upon. (13) To determine from time to time who shall be entitled to sign, on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose. (14) To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and

	to charge such bonus or commission as part of the working expenses of the Company. (15) To provide for the welfare of directors or ex-directors or employees or ex-employees of the Company and the wives, widows and families or the dependants or connection of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, or trust and by providing or subscribing or contributing towards places of interest and recreation, hospitals and dispensaries, medical and other attendance and other assistance subject to the limits laid down by Section 180 and 181 of the Act as the Board shall think fit and subject to provisions of the Act to subscribe or contribute or otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national, or other institutions, bodies and objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or public and general utility or otherwise. (16) To appoint and at their discretion, remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments or remuneration and to require security in such instances and of such amount as they may think fit and from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India or elsewhere in such manner as they think fit. (17) To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary or expedient to comply with. (18) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Board and to fix their remuneration. (19) Subject to Section 179 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board and authorize the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board thinks fit and may at any time remove any persons so appointed and may annual or vary such delegation. (20) At any time and from time to time by their resolution or by powers of attorney under the Seal of the Company to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the powers to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board think fit) be made in favour of the members of any of the members of any local Board established as aforesaid or in favour of any company or the shareholders, directors, nominees or managers of any company or firm or otherwise in favour any fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contained such powers enabling any such delegate or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

	(21) Subject to Section 174 and 188 of the Act, for or in relation to any of the matters or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient. (22) Subject to Section 180 of the Act, to sell, lease or otherwise dispose any of the properties or undertakings of the Company. (23) pon the Company entering into a partnership with any other person or company for the purposes of carrying on the business as per the object clause of the memorandum and Articles of Association the Company may obtain, possess, have or retain all such powers as are available to partners under the Indian Partnership Act, 1932 ("the Act") or under any other law which may for the time being be in force and may perform, execute and/or do all such acts and things that a partner is required to or can or may perform, execute and/or do all such acts and things that a partner is required to or can or may perform, execute and/or do. For this purpose, the Board of Directors may authorize and/or appoint such one or more directors, officers or other representatives from time to time to do such acts, deeds or things as may be necessary for the purpose of obtaining, holding, exercising or enforcing the rights and powers of a partner and performing will apply mutatis mutandis where a company becomes member of an association of persons or a body of individuals, including representing the Company at a meeting of the partners. (24) The Board of Directors may authorize from time to time or accept to act as constituted attorney for any person or persons resident or non-resident in India and exercise through any director or directors or any person authorized by a resolution of the Board, all powers obtained in Company by the document of power of attorney.
MANAGING DIRECTORS, WHOLE-TIME DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	
Appointment of Managing Director and Whole-time Directors	A. 112. (a) The Board may from time to time with such sanction of the Central Government as may be required by law and if applicable, appoint any person as a managing director or managing directors or whole-time director(s) and the terms and conditions of such appointment and remuneration shall be subject to approval by a resolution at the next general meeting of the Company. (b) The Board may from time to time resolve that there shall be either one or more managing directors or whole-time directors or Manger. (c) In the event of any vacancy arising in the office of a managing director or whole-time directors or Manager, the vacancy shall be filled by the Board of Directors at a meeting of the Board within a period of six months from the date of such vacancy and the managing director or whole-time director or Manager so appointed shall hold the office for such period as the Board of Directors may fix. (d) If the managing director or whole-time director or Manager ceases to hold office as director, he shall ipso facto and immediately cease to be a managing director/whole-time director. (e) The managing director or whole-time director or manager shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.

Power to appoint Managing Directors	113. Subject to the provisions of Section 152, 196 and 203 of the Act, the Board may, from time to time appoint one or more directors to be managing director or managing directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is/are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
Remuneration of Managing Director	114. Subject to the provisions of Section 179 and 197 of the Act a managing director shall, in addition to any remuneration that might be payable to him as a director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
Powers of Managing Director	115. Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof the Board may from time to time entrust to and confer upon the managing director or managing directors for the time being such of the powers exercisable under these presents by the directors as they may think fit; and may confer such powers for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as they think fit; and they may confer such powers, either collaterally with, or the exclusion of, and in substitution for all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
Special position of Managing Director	116. Subject to the provisions of the Act the managing director or managing directors shall not, while he or they continue to hold that office, be subject to retirement by rotation in accordance with Section 152(6) of the Act. B. (a) Subject to the provisions of the Act- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. (b) A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
SEAL	
The seal, its custody and use	117. The Board shall provide a common Seal for the purpose of the Company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given and in the presence of director of the Company or some other person appointed by the directors for the purpose as stipulated in Article 126. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India if so approved by the directors in a meeting of the Board of Directors.

Affixture of common seal	18. Every deed or other instruments to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by one director and the secretary or some other person appointed by the Board for the purposes, provided nevertheless that certificate of shares may be sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or the statutory modification or re-enactment thereof for the time being in force.
DIVIDENDS	
Now profits shall be divisible	119. Subject to the provisions of the Act and the Companies (Declaration and Payment of Dividend) Rules, 2014 to the rights of members entitled to shares (if any) with preferential or special rights attached thereto the profits of the Company which it shall from time to time be determined to divide in respect of any year or other period shall be applied in the payment of a dividend on the equity shares of the Company but so that a partly paid-up share shall only entitle the holder with respect thereto such proportion of the distribution upon a fully paid-up share as the amount paid thereon bears to the nominal amount of such share and so that where capital is paid-up in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to participate in profits.
Declaration of dividends	120. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for payment.
Board to recommend dividends	121. No larger dividend shall be declared than is recommended by the Board but the Company in general meeting may declare a smaller dividend than that recommended by the Board.
Dividends to be paid out of profits	122. No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits and no dividend shall carry interest as against the Company.
Ascertainment of amount available for dividends	123. Where any assets, business or property is bought by the Company as from a past date upon the terms that the Company shall as from the date take the profits and bear the losses thereof, such profits and losses as the case may be shall, at the discretion of the Board, be so credited or debited wholly or in part to the profit and loss account and in that case the amounts so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or Securities are purchased with dividend or interest such dividend or interest when paid may at the discretion of the Board be treated as revenue and it shall not be obligatory to capitalize the same or any part thereof.
What to be deemed net profits	124. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.
Interim dividends	125. The Board may from time to time pay to the members such interim dividends as in its judgment the position of the Company justifies.
Debt may be reduced	126. The Board may retain dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts liabilities or engagements in respect of which the lien exits.
No member to receive dividend whilst indebted to the company and right of reimbursement thereout	127. No member shall be entitled to receive payment of any interest or receive dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

Transfer of shares must be registered	128. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
Dividends; how remitted	129. Unless otherwise directed any dividend may be paid by cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant, sent through the post to the registered address of the, member or person entitled or in case of joint holders to that one of them first named in the register of members in respect of the joint-holding or through any electronic mode. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means. If several persons are registered as joint-holders of any shares, any one of them can give effectual receipts for any dividends or other moneys payable in respect thereof. The Board may annul such forfeiture and pay any such dividend.
CAPITALISATION	
Surplus money	131. A general meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investment representing the same or any other undistributed profits of the Company not subject to charge for income-tax, be distributed among the members on the footing that they receive the same as capital.
Fractional certificates	132. For the purpose of giving effect to any resolution under the preceding two Articles, the Board may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend capitalized fund as may seem expedient to the Board. Where requisite a proper contract shall be tiled in accordance with Section 39 of the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend capitalized fund and such appointment shall be effective.
BOOKS AND DOCUMENTS	
Books of Accounts to be kept	133.The Board shall cause to be kept proper books of accounts in accordance with Section 128 of the Act with respect to: (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place; (b) all sales and purchases of goods by the Company; (c) the assets and liabilities of the Company; (d) the items of cost as may be prescribed under section 148 of the Act read with Companies (Cost Accounting Records) Rules, 2013 if applicable to the Company from time to time.
Where to be kept	134. The books of accounts shall be kept at the Office or subject to the provision of Section 128 of the Act at such other place as the Board think fit and shall be open to inspection by the directors during the business hours.
Inspection by members	135. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions of these Articles, the account and books of the Company or any of them shall be open to the inspection of the members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board.
Statement of accounts to be	136. The Board of Directors shall from time to time, in accordance with Sections 128, 129 and 134 of the Act, cause to be prepared and to be laid before the Company in general

furnished to general meeting	meeting such profit and loss accounts, balance sheet and reports as are referred to in those Sections.
Accounts to be sent to each member	137. A copy of every such profit and loss account and balance sheet (including the audit'rs' eport and every other document required by law to be annexed or attached to the balance sheet) shall, at least twenty-one days before the meeting at which the same are to be laid before the members, be sent to the members of the Company, (to holders of debentures issued by the Company not being debentures which ex-facie are payable to the bearer of the thereof) to trustees for the holders of such debentures and to all persons entitled to receive notices of general meeting of the Company. Provided that so long as the shares of the Company are listed on any recognized stock exchange, the provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at the office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the Company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.
AUDIT	
Accounts to be audited	138. Auditors shall be appointed, and their rights and duties regulated in accordance with Section 141 to 146 of the Act.
Accounts when audited and approved to be conclusive except as to errors discovered	139. The accounts of the Company when audited and approved by general meeting shall be conclusive except as regards any error discovered therein. When any such error is discovered the accounts shall forthwith conclusive.
DOCUMENTS AND NOTICE	
Service of documents or notices on members by the Company	140. (1) A documents or notice may be served or given by the Company on any member or an officer thereof either personally or by sending it by registered post, speed post or by courier service or by electronic transmission to him to his registered address for serving documents or notices on him. (2) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to have been effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted.
By advertisement	141. A document or notice advertised in a newspaper circulating in the neighbourhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India for the service of documents on him or the sending or notice to him.
On personal representatives etc.	142. A document or notice may be served or given by the Company on a member or to a person entitled to a shares in consequence of the death or insolvency of a member by sending it through the registered post, speed post or by courier service or by electronic mode addressed to him by name or by the title or representative of the deceased or assignee of the insolvent or by any like description, at the registered

	address (supplied for the purpose by the person claiming to be so entitled or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been if the death or insolvency had not occurred.
To whom documents or notices must be served or given	143. Documents or notices of every general meeting shall be served or given in same manner hereinbefore authorized on or to (a) every member (b) every person entitled to the shares in consequence of the death or insolvency of a member and (c) the auditor or auditors for the time being of the Company.
Members bound by documents or notices served on or given to previous holders	144. Every person who, by operation of Iaw, transfer on other means whatsoever, shall become entitled to any shares, shall be bound by every document or notice in respect of each share, prior to his name and address being entered on the register of members, shall have been duly served on the person from whom he derives his title to such share.
Documents or notice by company and signature thereto	145. Any document or notice to be served or given by the Company may be signed by a director or such person duly authorized by the Board for such purpose and the signature may be written, printed or lithographed.
Service of document or notice by member	146. All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending them to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.
AUTHENTICATION OF DOCUMENTS	
Authentication of documents and proceedings	147. Save as otherwise expressly provided in the Act or these articles documents or proceedings requiring authentication by the Company may be signed by a director, key managerial personnel or authorised officer of the Company and need not be under its Seal.
Liquidator may divided assets in specie	148. To liquidator or any winding-up (whether voluntary, under supervision, or compulsory) may with the sanction of a special resolution but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the Company and may, with the like sanction, vest any part of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit.
BUY BACK OF SHARES	
Buy Back of shares	Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
INDEMNITY AND RESPONSIBILITY	
Indemnity	149. Subject to provisions of the Act, every director, manager, officer or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor shall be indemnified out of the funds of the Company against all claims out of the funds of the Company and the Company shall pay all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own willful misconduct, neglect or default including expenses and in particulars and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such director, manager, officer or auditor in defending any proceedings whether civil and criminal in which judgment is in his favour or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the court.

Individual Responsibility	150. Subject to the provisions of the Act, no director, auditor or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act or conformity or for any loss or expenses or happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the director for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom any moneys, Securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
Secrecy	151. No member shall be entitled to visit or inspect any works of the Company without the permission of the Board or to require discovery or of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board would be inexpedient in the interest of the Company to disclose.

SECTION IX- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Shelf Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected on Working Days at the Corporate Office of our Company situated at Indian Rayon Compound, Veraval, Gujarat 362266 between 10 am to 5 pm on any Working Day (Monday to Friday) during which issue is open for public subscription under the respective Tranche Prospectus.

MATERIAL CONTRACTS

1. Issue Agreement dated December 30, 2019 executed between our Company and the Lead Managers.
2. Registrar Agreement dated August 29, 2019 executed between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated August 30, 2019 executed between our Company and the Debenture Trustee.
4. Tripartite agreement dated August 6, 2019 among our Company, the Registrar and CDSL.
5. Tripartite agreement dated August 9, 2019 among our Company, the Registrar and NSDL.

MATERIAL DOCUMENTS

1. Memorandum and Articles of Association of our Company, as amended to date.
2. Certificate of Incorporation of our Company dated August 28, 1991 and March 30, 2011, issued by Registrar of Companies, Ahmedabad, Gujarat (previously Registrar of Companies, Mumbai, Maharashtra).
3. Certificate of Registration as an NBFC dated August 9, 2011 issued by RBI u/s 45 IA of the Reserve Bank of India, 1934.
4. Copy of shareholders resolution dated July 22, 2019 under section 180 (1)(c) of the Companies Act, 2013 on overall borrowing limits of the Board of Directors of our Company.
5. Copy of the resolution by the Board of Directors dated October 26, 2018 approving the issue of NCDs.
6. Copy of the resolution dated December 30, 2019 passed by way of circulation by the Finance Committee approving this Draft Shelf Prospectus.
7. Credit rating rationale dated March 12, 2019; Credit rating Letter dated March 13, 2019, and revalidated by letter dated June 19, 2019 and further revalidated by letter dated August 26, 2019 and further revalidated by letter dated October 7, 2019 and further revalidated by letter dated December 06, 2019 by India Ratings assigning a rating of 'IND AAA' Stable Outlook' (pronounced as Triple A stable) to the long term borrowing programme of our Company.
8. Credit rating rationale dated November 22, 2019; Credit rating Letter dated March 5, 2019, and revalidated by letter dated July 1, 2019 and further revalidated by letter dated August 29, 2019 and further revalidated by letter dated October 10, 2019 and further revalidated by letter dated November 15, 2019 and further revalidated by letter dated December 18, 2019 by ICRA assigning a rating of [ICRA] AAA (stable) (pronounced as ICRA Triple A stable) to the long term borrowing programme of our Company.
9. Consents of the Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Lead Managers, Legal Advisor to the Issue, Registrar to the Issue, the Debenture Trustee for the Issue, Banker to the Company, ICRA for the Industry Report and Credit Rating Agencies to include their names in this Draft Shelf Prospectus, in their respective capacities.
10. Consent letter dated December 30, 2019, from the Statutory Auditors namely, S.R. Batliboi & Co. LLP, Chartered Accountants to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI Debt Regulations in this Draft Shelf Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Current Statutory

Auditor and in respect of their (i) examination report, dated December 30, 2019 on our Reformatted Standalone Financial Information; (ii) their report dated December 30, 2019 on the statement of special tax benefits, (iii) Audit Report dated May 2, 2019 on the Audited Standalone Financial Statements (under Ind AS) for the year ended March 31, 2019, and (iv) Review Report dated December 30, 2019 on the Interim Condensed Standalone Ind AS Financial Statements included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act, 1933.

11. Annual Report of our Company for the last five Fiscals.

12. In-principle listing approval from BSE by its letter no. [•] dated [•].

13. In-principle listing approval from NSE by its letter no. [•] dated [•].

14. Examination Report dated December 30, 2019 issued by S.R. Batliboi & Co. LLP, Chartered Accountants along with the Reformatted Financial Information dated December 30, 2019.

15. The audit report of the Current Statutory Auditors dated May 2, 2019 in relation to the Audited Standalone Financial Statements (under Ind AS) for the year ended March 31, 2019.

16. Review Report on Interim Condensed Standalone Ind AS Financial Statements dated December 30, 2019

17. Industry report titled "Infrastructure Debt Funds" dated January 2019 and "Retail – NBFC Credit Trends" dated April 2019, (the "**Report**") issued by ICRA Limited.

18. Due Diligence Certificate dated [•] filed by the Lead Managers with SEBI

Any of the contracts or documents mentioned above may be amended or modified at any time, without reference to the Debenture holders, in the interest of our Company in compliance with applicable laws.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue, including the relevant provisions of the Companies Act and rules prescribed thereunder to the extent applicable as on this date, the guidelines issued by the Government of India and the regulations and guidelines and circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, provisions under the Securities Contracts (Regulation) Act, 1956, as amended, and rules made thereunder, including the Securities Contracts (Regulation) Rules, 1957, as amended, in connection with the Issue have been complied with and no statement made in Draft Shelf Prospectus is contrary to the relevant provisions of any acts, rules, regulations, guidelines and circulars as applicable to this Draft Shelf Prospectus.

We further certify that all the disclosures and statements in this Draft Shelf Prospectus are in conformity with the applicable law and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Draft Shelf Prospectus does not contain any misstatements.

Signed by the Board of Directors of the Company

_____
Mr. Bishwanath Puranmalka, Non-Executive Director

_____
Mr. Darius Jehangir Kakalia, Independent Director

_____
Mr. Ajay Srinivasan, Non-Executive Director

_____
Mr. Ashwani Kumar Puri, Independent Director

_____
Mr. Jitender Balakrishnan, Independent Director

_____
Ms. Alka Bharucha, Independent Director

_____
Mr. Baldev Raj Gupta, Independent Director

_____
Mr. Subhash Chandra Bhargava, Independent Director

_____
Mr Rakesh B Singh, Managing Director & CEO (Additional Director)

Date: December 30, 2019
Place: Mumbai

ANNEXURE A

CREDIT RATING LETTER AND RATING RATIONALE FROM ICRA LIMITED

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ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2018-19/MUM/1773
Date: March 5, 2019

M/s Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
841, Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400013

Dear Sir/ Madam,

Re: ICRA Credit Rating for the Rs. 5,000 crore Retail NCD Programme of Aditya Birla Finance Limited

Please refer to the Rating Agreement dated February 20, 2019, for carrying out the rating of the aforesaid NCD Programme. The Rating Committee of ICRA, after due consideration, has assigned **[ICRA] AAA(stable) (pronounced as ICRA Triple A stable)** rating to the captioned NCD Programme. Instruments with this rating are considered to have highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk. The Outlook on the long-term rating is Stable.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as [ICRA] AAA(Stable). We would request if you can sign the acknowledgement and send it to us latest by **March 11, 2019** as acceptance on the assigned rating. In case you do not communicate your acceptance / non-acceptance of the assigned credit rating, or do not appeal against the assigned credit rating by the aforesaid date, the credit rating will be treated by us as non-accepted and shall be disclosed on ICRA's website accordingly. This is in accordance with requirements prescribed in the circular dated June 30, 2017 on 'Monitoring and Review of Ratings by Credit Rating Agencies (CRAs)' issued by the Securities and Exchange Board of India.

Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you and shall be deemed acceptance of the rating.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned. ICRA reserves the right to review and/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 bonds, debentures and/ or other instruments of like nature to be issued by you.

As mentioned above and in accordance with the aforesaid circular issued by SEBI, you are requested to furnish a monthly 'No Default Statement (NDS)' (in the format enclosed) on the first working day of every month, confirming the timeliness of payment of all obligations against the rated debt programme.

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We look forward to your communication and assure you of our best services.

With kind regards,

For ICRA Limited

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

PARVATHY S
Analyst
parvathy.s@icraindia.com

ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2019-20/MUMR/0372
July 1, 2019

M/s Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
841, Senapati Bapat Marg, Elphinstone Road,
Mumbai - 400013

Dear Sir/Madam,

Re: ICRA Rating for Rs. 5,000 crore Retail NCD Programme of Aditya Birla Finance Limited

This is with reference to your email dated June 19, 2019 for re-validating your rating for the Retail NCD Programme of Rs. 5,000 crore.

We confirm that the rating of **"[ICRA]AAA" (pronounced ICRA triple A) with a Stable Outlook,** assigned to the captioned Retail NCD Programme of your company and last communicated to you vide our letter dated March 5, 2019 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref No: 2018-19/MUM/1773 dated March 5, 2019.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

SAHIL UDANI
Assistant Vice President
sahil.udani@icraindia.com

ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2019-20/MUMR/0531
August 29, 2019

M/s Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
841, Senapati Bapat Marg, Elphinstone Road,
Mumbai - 400013

Dear Sir/Madam,

Re: ICRA Rating for Rs. 5,000 crore Retail NCD Programme of Aditya Birla Finance Limited

This is with reference to your email dated August 22, 2019 for re-validating your rating for the Retail NCD Programme of Rs. 5,000 crore.

We confirm that the rating of **"[ICRA]AAA" (pronounced ICRA triple A) with a Stable Outlook,** assigned to the captioned Retail NCD Programme of your company and last communicated to you vide our letter dated March 5, 2019 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref No: 2018-19/MUM/1773 dated March 5, 2019.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

PARVATHY S
Analyst
parvathy.s@icraindia.com

ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2019-20/MUMR/0676
October 10, 2019

M/s Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
841, Senapati Bapat Marg, Elphinstone Road,
Mumbai - 400013

Dear Sir/Madam,

Re: ICRA Rating for Rs. 5,000 crore Retail NCD Programme of Aditya Birla Finance Limited

This is with reference to your email dated October 4, 2019 for re-validating your rating for the Retail NCD Programme of Rs. 5,000 crore.

We confirm that the rating of **"[ICRA]AAA" (pronounced ICRA triple A) with a Stable Outlook,** assigned to the captioned Retail NCD Programme of your company and last communicated to you vide our letter dated March 5, 2019 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref No: 2018-19/MUM/1773 dated March 5, 2019.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

PARVATHY S
Analyst
parvathy.s@icraindia.com

ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2019-20/MUM/1396
Date: November 15, 2019

M/s Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
841, Senapati Bapat Marg, Elphinstone Road,
Mumbai - 400013

Dear Sir,

Re: ICRA Credit Rating for Rs. 5,000 crore Retail Non-Convertible Debenture Programme of Aditya Birla Finance Limited (instrument details in *Annexure*)

In terms of the Rating Agreement executed between your Company and ICRA Limited (ICRA), ICRA is required to review the rating, on an annual basis, or as and when the circumstances so warrant. Please note that the Rating Committee of ICRA, after due consideration of the latest development in your company, has reaffirmed the rating of your retail non-convertible debenture (NCD) programme at **[ICRA]AAA (pronounced as ICRA triple A)**. The Outlook on the long-term rating is stable. Instruments with this rating indicate are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry the lowest credit risk.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as **[ICRA]AAA(stable)**.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to review and/ or, revise the above rating 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 instruments issued by you.

You are requested to furnish a monthly *'No Default Statement (NDS)'* (in the format enclosed) on the first working day of every month, confirming the timeliness of payment of all obligations against the rated debt programme. This is in line with requirements as prescribed in circular dated June 30, 2017 on ***'Monitoring and Review of Ratings by Credit Rating Agencies (CRAs)'*** issued by the Securities and Exchange Board of India

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,
Yours sincerely,
For ICRA Limited

AASHAY CHOKSEY
Assistant Vice President
aashay.choksey@icraindia.com

PARVATHY S
Analyst
parvathy.s@icraindia.com

ICRA

Annexure

LIST OF ALL INSTRUMENT RATED (WITH AMOUNT OUTSTANDING)

Rated Instrument	Rated Amount (In Crores)	Rating Action
Retail NCD	5,000	[ICRA]AAA(stable); reaffirmed

ICRA

ICRA Limited

CONFIDENTIAL

Ref: MUM/19-20/1693
December 18, 2019

M/s Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
841, Senapati Bapat Marg, Elphinstone Road,
Mumbai - 400013

Dear Sir/Madam,

Re: ICRA Rating for Rs. 5,000 crore Retail NCD Programme of Aditya Birla Finance Limited

This is with reference to your email dated December 11, 2019 for re-validating your rating for the Retail NCD Programme of Rs. 5,000 crore.

We confirm that the rating of **"[ICRA]AAA" (pronounced ICRA triple A) with a Stable Outlook,** assigned to the captioned Retail NCD Programme of your company and last communicated to you vide our letter dated November 15, 2019 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref No: 2019-20/MUM/1396 dated November 15, 2019.

With kind regards,

Yours faithfully,
For ICRA Limited

ABHISHEK DAFRIA
Vice President
abhishek.dafria@icraindia.com

PARVATHY S
Analyst
parvathy.s@icraindia.com

November 22, 2019

Aditya Birla Finance Limited: Rating assigned on enhancement in bank lines and other ratings reaffirmed

Summary of rated instruments

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Bank lines	23,883.00	24,543.87	[ICRA]AAA(stable) / [ICRA]A1+; reaffirmed
Commercial paper programme	12,000.00	12,000.00	[ICRA]A1+; reaffirmed
Commercial paper programme (IPO financing)	5,000.00	5,000.00	[ICRA]A1+; reaffirmed
Non-convertible debenture programme	18,763.40	18,763.40	[ICRA]AAA(stable); reaffirmed
Perpetual debt programme	700.00	700.00	[ICRA]AA+(hyb)(stable); reaffirmed
Retail non-convertible debenture programme	5,000.00	5,000.00	[ICRA]AAA(stable); reaffirmed
Subordinated debt programme	2,500.00	2,500.00	[ICRA]AAA(stable); reaffirmed
Unsecured non-convertible debenture programme	1,500.00	1,500.00	[ICRA]AAA(stable); reaffirmed
Total	**69,346.40**	**70,007.27**	

*Instrument details are provided in Annexure-1

Rationale

ICRA has used the consolidated financials for Aditya Birla Capital Limited collectively referred as "ABCL" as the basis for the rating. For a detailed rationale on ABCL, please refer here.

The ratings factor in the strong ultimate parentage of Grasim Industries Limited (Grasim, rated [ICRA]AAA/Stable/[ICRA]A1+) and the strategic fit and importance of Aditya Birla Capital Limited (ABCL) group, which houses all the financial services entities (lending, asset management and insurance), to Aditya Birla Group. The support from promoter group is demonstrated in the strong capital, operational and managerial support from the group and stated intent by the parent to support adequate capitalisation and liquidity of ABCL group. The ratings also consider the improving diversity in the company's revenue profile and management's vast experience in the financial services domain. The ratings factor in the company's adequate risk management systems and processes, comfortable asset quality indicators (gross and net NPAs of 1.65% and 1.12%, respectively for lending businesses, as on September 30, 2019), diversified funding profile and improving capitalisation for the current scale of operations. ABCL's capitalisation profile has been supported by both internal capital generation and regular capital infusion from the parent.

ICRA takes note of the limited vintage of some of the company's business lines like digital finance, unsecured retail lending and housing finance. The company's ability to manage asset quality in these segments as the book seasons, will remain a key rating monitorable. The rating is partially offset by the high share of corporate lending in its portfolio (60% of portfolio including large & mid-corporate contributing 38% and SME lending contributing 22% as on September 30, 2019), with concentration of top 20 borrowers contributing ~10% of the total loan book, as of March 2019 ICRA also takes note of the profitability of the group impacted by to the health insurance and housing finance businesses that are

in growth phase. However, ICRA notes the diversification of revenue profile of the group, with income from lending, asset management, insurance and other businesses. Going forward, the company's ability to manage its asset quality indicators while maintaining its solvency, with further growth in the business in the current challenging business environment, will remain a key rating sensitivity.

Key rating drivers

Credit strengths

Strong ultimate parentage of Grasim; key management personnel with vast experience in financial services domain

ABCL

ABCL, which is a subsidiary of Grasim with a shareholding of 56% as of September 2019, while the other promoters hold 17% stake in the entity. It is the holding company to all the financial services entities of Aditya Birla Group and is a prominent growth driver to the group. The strategic significance of the entity to the Group is reflected in the regular capital support from the parent (Rs. 4,783 crore in the last four years). ABCL group enjoys strong financial flexibility by virtue of being a part of Aditya Birla group. Of the Rs. 2,100 crore proposed capital infusion, the promoters have infused their share of Rs. 1,000 crore in October 2019. ICRA expects Grasim to maintain more than 51% shareholding in the entity. ICRA also takes into consideration the vast experience of ABCL's key management personnel in the financial services domain.

Aditya Birla Finance Limited (ABFL)

Aditya Birla Finance Limited (ABFL) is a wholly owned subsidiary of ABCL. It is registered as a non-banking finance company and lends corporate loans, project finance, mortgage loans, retail unsecured loans, real estate loans etc. and also carries out wealth management business. Its portfolio stood at Rs. 48,368 crore as on September 30, 2019, with retail, HNI (high net worth individuals) & others, small and medium enterprises (SME) and large & mid-corporate segments forming 16%, 10%, 28% and 46% of the portfolio respectively.

Capitalisation to be improved and consolidated gearing expected to reduce

ABCL

ABCL's capitalisation would improve significantly post capital infusion of Rs. 2,100 crore from promoters and external investors. This is expected to help deleverage the holding company and improve its profitability. The current profit accretions at consolidated level, are moderate compared to peers, as housing finance and health insurance business is in growth phase. Moreover, its current leverage is high with an adjusted gearing (borrowings divided by adjusted net worth) of at 7.23X as on March 31, 2019 (6.49X as on March 31, 2018). This is high, on the back of high corporate lending book, however ICRA expects this to reduce by end of current fiscal (with the capital infusion). ICRA also notes the historical support through equity infusion by the parent.

ABFL

Gearing of ABFL improved to 5.50 in September 2019, from 5.96 in March 2019 (5.95 in March 2018). It is adequately capitalised with a capital adequacy of 19.1% as of September 2019 as against a regulatory minimum of 15% (17.5% as on March 31, 2019).

Diversified funding profile with access to market-based instruments

ABCL

ABCL's (lending businesses) borrowing profile remains diversified with bank borrowings, debentures, subordinated debt, commercial paper and external commercial borrowings (ECB) forming 52%, 31%, 4% and 13%, respectively, of the total borrowing profile as on September 30, 2019. The share of commercial paper borrowings has reduced to 12% in September 30, 2019, from 16% in March 2019. On-balance sheet liquidity at consolidated level has also improved in FY2020, with positive cumulative surplus in the asset liability maturity across short term buckets up to 1 year. The group maintains adequate unutilised bank lines and has a board approved inter corporate deposit (ICD) lines from Grasim, which can be utilised in the event of a liquidity crunch. Aditya Birla Finance Limited (ABFL) received sanction of Rs. 1,225 crore (USD 175 million) via ECB at competitive rates in H1 FY2020 while Aditya Birla Housing Finance Limited (ABHFL) received sanction of Rs. 700 crore (USD 100 million) during the period which indicates the strong fund raising ability of the group, especially in the current tight liquidity environment.

ABFL

Borrowing profile of ABFL comprised of bank borrowings, commercial papers, non-convertible debentures, ECB and subordinated debt & others with a share of 47%, 9%, 38%, 2% and 4% respectively as on September 30, 2019, with proportion of commercial paper borrowings reducing to 9% in September 2019 from 15% as of March 2019 (25% as of March 2018). ICRA also notes the diversification by borrower profile as ABFL has borrowings from corporate treasuries, banks, mutual funds, , insurance companies and HNIs.

Credit challenges

Asset quality indicates a marginal deterioration, with sizeable unseasoned loan assets

ABCL

ABCL has reported consolidated gross and net NPAs for lending businesses at 1.65% and 1.12%, respectively, as on September 30, 2019, compared to 1.09% and 0.63%, respectively, as on March 31, 2019. Increase in delinquencies from March 2019 are seen in segments like corporate loans, digital loans and mortgage loans, while the overall weak environment is expected to impact the asset quality of the portfolio. ABFL, which was primarily a capital market lender till FY2012, has successfully diversified across segments and has scaled up its portfolio significantly in the past few years through both, new product offerings and geographical expansion, while ABHFL began its lending operations in FY2015. However, with significant ramp up in its retail loan book over the last few years, the company has sizeable unseasoned long-term loan assets like housing finance and retail mortgage loans. ABFL has an exposure of Rs. 388 crore to IL&FS group, of which loans amounting to Rs. 220 crore are in stage 3 (of which 28% has been provided for). Going ahead, the ability of the company to manage its asset quality with scaling up its operations, increasing share of unsecured retail lending and seasoning of housing and mortgage loans would remain a key rating sensitivity.

ABFL

Gross and net stage 3 asset levels of ABFL stood at 1.85% and 1.24% respectively as on September 30, 2019, which were at 1.49% and 0.87% as on March 31,2019, excluding IL&FS 1.39% and 0.91% as on September 30, 2019 which were 1.05% and 0.55% as on March 31,2019.. Net stage 3 assets / net worth increased to 7.52% in September 2019 from 5.93 in March 2019.

High share of non retail lending in portfolio

ABCL

Consolidated lending book of ABCL stood at Rs. 60,447 crore in September 2019, with corporate lending (large & mid-corporate contributing 38% and SME lending contributing 22%) contributing a share of 60% (62% in March 2019 and 67% in March 2018), while the balance being retail, HNI and treasury investments. While the mix of corporate business continues to improve with increased focus on retail loans like mortgage, digital, unsecured loans and housing loans, exposures to top 20 borrowers which forms 10% of the portfolio (81% of the adjusted net worth). ICRA notes loans extended to holding companies of corporate groups, which have limited operations, however these have adequate collateral coverage. ICRA also notes that the total portfolio is secured (80% of ABFL's portfolio and 100% of ABHFL's portfolio). ICRA notes that a large proportion of the portfolio is secured (80% of ABFL's portfolio and 100% of ABHFL's portfolio), which helps to reduce the losses in the event of defaults. ICRA also notes the group plans to reduce the concentration of its top exposures and largely limit its lending to operating companies, going forward. Strong growth in retail lending and cautious lending to corporate is expected to improve the granularity of the portfolio in the long term.

ABFL

Corporate loans (large & mid-corporate loans 46% and SME loans 28%) formed 74% of the portfolio as on September 30, 2019, of which real estate loans (construction finance and lease rental discounting) formed 13% of the portfolio.

Moderate profitability indicators, with health and housing in initial stages of operations requiring capital support

ABCL

ABCL reported PAT (before minority interest) / average net worth of 8.99% in FY2019 (6.78% in FY2018), which is low compared to its peers of similar size. The muted profits from life insurance subsidiary and losses from health insurance subsidiary impacted the overall profitability while the strong profitability from lending business and asset management subsidiary helped to support the profits. Excluding the insurance companies, the profitability indicator would have been 13.85% in FY2019 (11.50% in FY2018). Capital requirements are also seen in lending, health insurance business and asset reconstruction business (~Rs. 500 crore - Rs. 600 crore in FY2020 as per management assessment, depending on growth estimates). However, ICRA notes the diverse revenue stream of the group with income from lending companies, asset management business, life insurance business etc., which will help the company to tide over weak economic cycles better in the long term. Going forward, the profitability of the new businesses is expected to improve with lower capital requirements, which would boost the profitability of the group.

ABFL

ABFL's net interest margins (NIMs) improved marginally to 4.18% during Q1 FY2020 as compared to 4.02% in FY2019. This is attributable to increasing share of retail loans and a contracting asset base, with degrowth in portfolio. With growing presence across different regions, operating expenses had increased to 1.67% of average total assets (ATA) in FY2019 from 1.45% in FY2018, which moderated to 1.48% in Q1 FY2020. Credit costs spiked to 0.72% of ATA in Q1 FY2020 from 0.43% of ATA in FY2019, on account of increasing stage 3 assets. Consequently, ABFL reported net profit of Rs. 262 crore (return on ATA, ROA of 1.97%) in Q1 FY2020 as compared to net profit of Rs. 869 crore (ROA of 1.81%) in FY2019. Impact on profitability of increasing credit costs and maintaining operating expenses with the current slowdown in loan book growth will be the key monitorables for ABFL.

Liquidity Position : Strong (consolidated)

As on September 30, 2019, ABCL group has total debt of Rs. 10,209 crore of debt maturing by March 2020, against which it has cash and liquid assets of Rs. 3,656 crore, scheduled inflows of Rs. 10,690 crore and unutilised bank lines of Rs. 7,424 crore and. In addition, the equity pipeline of Rs. 2,100 crore is also available (of which Rs. 1,100 crore has already

been received in October 2019). The liquidity profile of the group is also supported by board approved ICD line from Grasim. The liquidity buffer is strong in comparison with the debt maturities falling due over the period from October 2019 to March 2020. ICRA does not foresee any liquidity risk in the near term.

At the standalone level of ABFL, as on September 30, 2019, the company has debt amounting to Rs. 7,224 crore maturing by March 2020, against which, advances of Rs. 11,181 crore, cash and liquid investments worth Rs. 3,020 crore, and undrawn bank lines of Rs. 5,777 crore.

Rating Sensitivities

Negative triggers:

Material change in expected level of support or material deterioration of credit risk profile of parent could warrant a rating downgrade. Negative pressure on rating could arise if, there is a deterioration in solvency levels (net stage 3 assets divided by net worth adjusted for net worth of insurance companies) remaining weaker than 20% on a sustained basis or adjusted gearing remaining above 7.5 on a sustained basis.

Analytical approach:

Analytical Approach	Comments
Applicable Rating Methodologies	ICRA's Credit Rating Methodology for Non-Banking Finance Companies Impact of Parent or Group Support on an Issuer's Credit Rating
Parent/Group Support	Parent / Investor: Grasim Industries Limited (Grasim, rated [ICRA]AAA/Stable/[ICRA]A1+) ICRA factors in the strategic fit and importance of ABCL to Aditya Birla Group, which is demonstrated in the strong capital, operational and managerial support from the parent.
Consolidation / Standalone	The ratings are based on the consolidated financial statements of the issuer.

About the company:

Aditya Birla Capital Limited (ABCL) is a non-deposit taking systemically important core investment company (CIC-ND-SI) registered with the Reserve Bank of India. It is the holding company of the financial services businesses of Aditya Birla Group. Pursuant to the merger of Aditya Birla Nuvo Limited and Grasim Industries Limited (GIL), ABCL got listed on the Bombay Stock Exchange and the National Stock Exchange in September 2017. As on September 30, 2019, the promoter group held a stake of 72.70% stake (of which GIL holds 55.95%) in ABCL.

On a consolidated basis, it posted a net profit of Rs. 811 crore in FY2019 on an asset base of Rs. 1,09,703.3 crore, as against a net profit of Rs. 513.6 crore in FY2018 on an asset base of Rs. 93,714.2 crore. In H1 FY2020, net profit was Rs. 499.0 crore, as compared with net profit of Rs. 348.1 crore in H1 FY2019.

Aditya Birla Finance Limited (ABFL) is a step-down subsidiary of Grasim Industries Limited (rated ICRA]AAA(Stable)/[ICRA]A1+) and is registered with the Reserve Bank of India (RBI) as a systemically important non-deposit taking non-banking finance company. ABFL offers loan products to different customer segments like retail, HNI, SME and corporates. In FY2019, the company reported a net profit of 869 crore on a total asset base of Rs. 52,178 crore as of March 2019 as compared to a net profit of Rs. 696 crore in FY2018 on a total asset base of Rs. 43,777 crore as of

March 2018. In H1 FY2020, the company has reported a net profit of Rs. 481 crore as compared with a net profit of Rs. 430 crore in H1 FY2019.

About Grasim Industries Limited

Grasim Industries Limited ('Grasim'), the flagship company of the Aditya Birla Group ('the Group'), is a ~US$ 6 billion conglomerate comprising businesses in cement, chemicals and viscose staple fibre (VSF). It started as a textiles manufacturer in India in 1947. It is a leading global player in VSF, with a global market share of ~9% in terms of installed capacity, and the largest cement (through UltraTech Cement Limited–UTCL; grey cement capacity of 93 million metric tonnes per annum–MTPA) and chlor-alkali producer in India.

On August 11, 2016, the Group proposed merger of Aditya Birla Nuvo Limited ('ABNL') with Grasim, through a composite scheme of amalgamation; post all the regulatory approvals, the stage 1 of the scheme (merger of ABNL with Grasim) was made effective on July 01, 2017 and the stage 2 (demerger of financial services business from the merged entity) was made effective on July 04, 2017. Post the scheme becoming effective, Grasim has emerged as a diversified conglomerate with presence in sunrise sectors such as financial services (life insurance, asset management, non-banking finance company (NBFC), private equity, broking, wealth management, housing finance, online money management, health insurance and general insurance advisory), solar, payments bank and telecommunication, and a leadership position in various manufacturing businesses such as VSF, cement, chemicals, linen, agri-business, rayon and the insulators business.

Key financial indicators – ABFL (Standalone)

In Rs. crore	FY2018	FY2019	Q1 FY2020
Total income	4,438	5,613	1,620
Profit after tax	696	869	262
Net worth	6,229	7,417	7,673
Total portfolio	43,242	51,714	50,171
Total assets	43,777	52,178	54,582
Return on average assets	1.76%	1.81%	1.97%
Return on average equity	12.41%	12.73%	13.91%
Gearing	5.95	5.96	6.00
Gross Stage 3, / Gross Advances	0.92%	1.49%	1.69%
Net stage 3 / Net Advances	0.65%	0.87%	1.04%
Net stage 3 / Net worth	2.86%	5.93%	6.72%
Tier I capital ratio	14.62%	14.33%	14.28%
Capital adequacy ratio	17.90%	17.45%	17.64%

Key financial indicators – ABCL (Consolidated)

In Rs. crore	FY2018	FY2019	H1 FY2020
Total income	11,527	15,172	7,634
Profit after tax	693	811	499
Net worth	8,538	9,512	10,068
Total portfolio	51,380	63,119	60,477
Total assets	93,714	1,09,703	1,12,060
Return on average assets	0.81%	0.80%	0.90%
Return on average equity	6.78%	8.99%	10.20%
Adjusted gearing	6.49	7.23	NA
Gross NPA* / gross advances	0.85%	1.10%	1.64%
Net NPA* / net advances	0.42%	0.63%	1.11%
Net NPA* / adjusted net worth	3.04%	5.00%	NA

**consolidated Gross and Net NPA are arrived at using Gross and Net NPA of ABFL and ABHFL*

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for last three years

S. No.	Instrument	Current Rating (FY2020)			Chronology of Rating History for the past 3 years										
							FY2019						FY2018		FY2017	
		Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	22-Nov-19	16-Apr-19	13-Mar-19	30-Jan-19	04-Sep-18	28-Aug-18	25-July-18	28-June-18	30-Oct-17	04-Aug-17	23-Feb-17	03-Nov-16
1	Commercial Paper Programme (IPO financing)	Short Term	5,000	NA	[ICRA] A1+	[ICRA] A1+	-	-	-	-	-	-	-	-	-	-
2	Retail Non-Convertible Debenture	Long Term	5,000	-	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	-	-	-	-	-	-	-	-	-
3	Non-Convertible Debenture	Long Term	18,763.40	16,997.60	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)
4	Cash Credit / WCDL / Short	Long Term /	7,493	NA	[ICRA] AAA (stable)/	[ICRA] AAA (stable)/	[ICRA] AAA (stable)/	[ICRA] AAA (stable)/	[ICRA] AAA (stable)/	[ICRA] AAA (stable)/	[ICRA] AA+ (stable)/	[ICRA] AA+ (stable)/	[ICRA] AA+ (stable)/	[ICRA] AA+ (stable)/	[ICRA] AA+ (stable)/	[ICRA] AA+ (stable)/

S. No.	Instrument	Current Rating (FY2020)			Chronology of Rating History for the past 3 years											
							FY2019						FY2018		FY2017	
		Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	22-Nov-19	16-Apr-19	13-Mar-19	30-Jan-19	04-Sep-18	28-Aug-18	25-July-18	28-June-18	30-Oct-17	04-Aug-17	23-Feb-17	03-Nov-16
	Term Loans	Short Term			[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+
5	Term Loans	Long Term / Short Term	16,390	NA	[ICRA] AAA (stable)/ [ICRA] A1+	[ICRA] AAA (stable)/ [ICRA] A1+	[ICRA] AAA (stable)/ [ICRA] A1+	[ICRA] AAA (stable)/ [ICRA] A1+	[ICRA] AAA (stable)/ [ICRA] A1+	[ICRA] AAA (stable)/ [ICRA] A1+	[ICRA] AA+ (stable)/ [ICRA] A1+	[ICRA] AA+ (stable)/ [ICRA] A1+	[ICRA] AA+ (stable)/ [ICRA] A1+	[ICRA] AA+ (stable)/ [ICRA] A1+	[ICRA] AA+ (stable)/ [ICRA] A1+	[ICRA] AA+ (stable)/ [ICRA] A1+
6	Unsecured Non-Convertible Debenture	Long Term	1,500.00	-	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	-	-	-
7	Subordinated Debt Programme	Long Term	2,500.00	1,499.00	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AAA (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)	[ICRA] AA+ (stable)
8	Perpetual Debt	Long	700.00	200.00	[ICRA] AA+	[ICRA] AA+	[ICRA] AA+	[ICRA] AA+	[ICRA] AA+	[ICRA] AA+	[ICRA] AA	[ICRA] AA	[ICRA] AA	[ICRA] AA	-	-

S. No.	Instrument	Current Rating (FY2020)			Chronology of Rating History for the past 3 years											
							FY2019						FY2018		FY2017	
		Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	22-Nov-19	16-Apr-19	13-Mar-19	30-Jan-19	04-Sep-18	28-Aug-18	25-July-18	28-June-18	30-Oct-17	04-Aug-17	23-Feb-17	03-Nov-16
	Programme	Term			(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)	(hyb) (stable)		
9	Commercial Paper Programme	Short Term	12,000.00	NA	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+

Complexity level of the rated instrument:

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website www.icra.in

Annexure-1: Instrument Details

Sl. No.	ISIN No.	Instrument	Date of Issuance	Coupon Rate	Maturity Date	Rated Amount (Rs. in crore)	Rating Assigned along with Outlook
1	INE860H07284	Non-convertible debenture	27-Nov-12	10.00%	27-Nov-18	36.25	[ICRA]AAA (stable)
2	INE860H07284	Non-convertible debenture	27-Nov-12	10.00%	27-Nov-19	72.5	[ICRA]AAA (stable)
3	INE860H07292	Non-convertible debenture	30-Nov-12	10.00%	30-Nov-18	7.25	[ICRA]AAA (stable)
4	INE860H07292	Non-convertible debenture	30-Nov-12	10.00%	29-Nov-19	14.5	[ICRA]AAA (stable)
5	INE860H07540	Non-convertible debenture	10-Jul-14	9.65%	10-Jul-19	115	[ICRA]AAA (stable)
6	INE860H07573	Non-convertible debenture	22-Aug-14	9.70%	22-Aug-19	10	[ICRA]AAA (stable)
7	INE860H07581	Non-convertible debenture	27-Aug-14	9.65%	27-Aug-19	20	[ICRA]AAA (stable)
8	INE860H07615	Non-convertible debenture	18-Sep-14	9.73%	18-Sep-19	50	[ICRA]AAA (stable)
9	INE860H07656	Non-convertible debenture	28-Oct-14	9.65%	25-Oct-19	60	[ICRA]AAA (stable)
10	INE860H07797	Non-convertible debenture	13-Jan-15	9.15%	13-Jan-22	10	[ICRA]AAA (stable)
11	INE860H07AF0	Non-convertible debenture	31-Mar-15	9.00%	27-Mar-20	20	[ICRA]AAA (stable)
12	INE860H07AY1	Non-convertible debenture	16-Apr-15	8.95%	10-Apr-20	127	[ICRA]AAA (stable)
13	INE860H07BE1	Non-convertible debenture	22-Apr-15	8.87%	17-Apr-20	25	[ICRA]AAA (stable)
14	INE860H07BH4	Non-convertible debenture	5-Jun-15	Zero Coupon	24-Dec-18	10	[ICRA]AAA (stable)
15	INE860H07BJ0	Non-convertible debenture	19-Jun-15	8.88%	12-Jun-20	15	[ICRA]AAA (stable)
16	INE860H07BL6	Non-convertible debenture	8-Jul-15	Zero Coupon	2-Jul-18	35	[ICRA]AAA (stable)
17	INE860H07BM4	Non-convertible debenture	8-Jul-15	Zero Coupon	5-Jul-18	34.5	[ICRA]AAA (stable)
18	INE860H07BN2	Non-convertible debenture	17-Jul-15	Zero Coupon	26-Jul-18	44	[ICRA]AAA (stable)
19	INE860H07BO0	Non-convertible debenture	17-Jul-15	Zero Coupon	12-Jul-18	21.8	[ICRA]AAA (stable)
20	INE860H07BP7	Non-convertible debenture	17-Aug-15	8.85%	14-Aug-19	150	[ICRA]AAA (stable)
21	INE860H07BQ5	Non-convertible debenture	24-Aug-15	8.80%	24-Aug-18	5	[ICRA]AAA (stable)
22	INE860H07BR3	Non-convertible debenture	24-Aug-15	Zero Coupon	24-Aug-18	15	[ICRA]AAA (stable)
23	INE860H07BS1	Non-convertible debenture	10-Sep-15	8.85%	9-Sep-22	20	[ICRA]AAA (stable)
24	INE860H07BT9	Non-convertible debenture	1-Oct-15	Zero Coupon	8-Oct-18	33	[ICRA]AAA (stable)
25	INE860H07BU7	Non-convertible debenture	7-Oct-15	8.77%	7-Oct-22	60	[ICRA]AAA (stable)
26	INE860H07BV5	Non-convertible debenture	12-Oct-15	8.77%	12-Oct-22	21	[ICRA]AAA (stable)
27	INE860H07BW3	Non-convertible debenture	12-Oct-15	8.75%	12-Oct-20	105	[ICRA]AAA (stable)
28	INE860H07BX1	Non-convertible debenture	19-Oct-15	8.77%	17-Oct-25	15	[ICRA]AAA (stable)
29	INE860H07BZ6	Non-convertible debenture	3-Nov-15	8.71%	1-Nov-24	250	[ICRA]AAA (stable)
30	INE860H07BZ6	Non-convertible debenture	3-Nov-15	8.71%	31-Oct-25	250	[ICRA]AAA (stable)
31	INE860H07CC3	Non-convertible debenture	9-Dec-15	Zero Coupon	29-Nov-18	10	[ICRA]AAA (stable)
32	INE860H07CD1	Non-convertible debenture	9-Dec-15	8.65%	7-Dec-18	20	[ICRA]AAA (stable)
33	INE860H07CE9	Non-convertible debenture	9-Dec-15	8.71%	9-Dec-20	60	[ICRA]AAA (stable)
34	INE860H07CF6	Non-convertible debenture	7-Jan-16	8.70%	7-Jan-19	10	[ICRA]AAA (stable)

35	INE860H07CG4	Non-convertible debenture	7-Jan-16	Zero Coupon	10-Jun-21	15	[ICRA]AAA (stable)
36	INE860H07CH2	Non-convertible debenture	7-Jan-16	8.70%	7-Jan-21	5	[ICRA]AAA (stable)
37	INE860H07CI0	Non-convertible debenture	25-Jan-16	8.75%	25-Jan-21	10	[ICRA]AAA (stable)
38	INE860H07CJ8	Non-convertible debenture	23-Feb-16	8.85%	22-Feb-19	120	[ICRA]AAA (stable)
39	INE860H07CK6	Non-convertible debenture	23-Feb-16	8.85%	23-Feb-21	5	[ICRA]AAA (stable)
40	INE860H07CL4	Non-convertible debenture	23-Feb-16	8.85%	23-Feb-26	10	[ICRA]AAA (stable)
41	INE860H07CM2	Non-convertible debenture	9-Mar-16	8.90%	6-Mar-26	10	[ICRA]AAA (stable)
42	INE860H07CN0	Non-convertible debenture	9-Mar-16	Zero Coupon	23-Jul-21	3.5	[ICRA]AAA (stable)
43	INE860H07CO8	Non-convertible debenture	9-Mar-16	Zero Coupon	23-Aug-21	2	[ICRA]AAA (stable)
44	INE860H07CP5	Non-convertible debenture	11-Mar-16	8.90%	11-Mar-21	10	[ICRA]AAA (stable)
45	INE860H07CQ3	Non-convertible debenture	21-Mar-16	8.90%	21-Mar-19	25	[ICRA]AAA (stable)
46	INE860H07CR1	Non-convertible debenture	21-Mar-16	8.90%	19-Mar-21	20	[ICRA]AAA (stable)
47	INE860H07CS9	Non-convertible debenture	21-Mar-16	8.90%	20-Mar-26	5	[ICRA]AAA (stable)
48	INE860H07CT7	Non-convertible debenture	28-Mar-16	8.90%	26-Apr-19	175	[ICRA]AAA (stable)
49	INE860H07CU5	Non-convertible debenture	29-Mar-16	8.90%	19-Mar-19	10	[ICRA]AAA (stable)
50	INE860H07CV3	Non-convertible debenture	29-Mar-16	Zero Coupon	17-Jul-19	5	[ICRA]AAA (stable)
51	INE860H07CW1	Non-convertible debenture	29-Mar-16	8.90%	19-Mar-21	20	[ICRA]AAA (stable)
52	INE860H07CX9	Non-convertible debenture	29-Mar-16	8.90%	26-Apr-19	35	[ICRA]AAA (stable)
53	INE860H07CY7	Non-convertible debenture	12-Apr-16	8.70%	12-Apr-19	30	[ICRA]AAA (stable)
54	INE860H07CZ4	Non-convertible debenture	12-Apr-16	Zero Coupon	12-Apr-19	50	[ICRA]AAA (stable)
55	INE860H07DA5	Non-convertible debenture	12-Apr-16	8.70%	9-Apr-21	10	[ICRA]AAA (stable)
56	INE860H07DB3	Non-convertible debenture	22-Apr-16	8.70%	22-Jul-19	100	[ICRA]AAA (stable)
57	INE860H07DC1	Non-convertible debenture	6-May-16	Zero Coupon	30-May-19	4	[ICRA]AAA (stable)
58	INE860H07DD9	Non-convertible debenture	6-May-16	Zero Coupon	15-Jul-19	5.4	[ICRA]AAA (stable)
59	INE860H07DE7	Non-convertible debenture	6-May-16	8.70%	6-May-19	25	[ICRA]AAA (stable)
60	INE860H07DF4	Non-convertible debenture	6-May-16	8.75%	6-May-21	39	[ICRA]AAA (stable)
61	INE860H07DG2	Non-convertible debenture	2-Jun-16	8.67%	2-Jun-21	5	[ICRA]AAA (stable)
62	INE860H07DH0	Non-convertible debenture	9-Jun-16	8.75%	10-Jun-19	92	[ICRA]AAA (stable)
63	INE860H07DI8	Non-convertible debenture	15-Jun-16	8.86%	13-Sep-19	300	[ICRA]AAA (stable)
64	INE860H07DJ6	Non-convertible debenture	24-Jun-16	8.75%	24-Jun-21	50	[ICRA]AAA (stable)
65	INE860H07DK4	Non-convertible debenture	20-Jul-16	8.65%	20-Jul-18	100	[ICRA]AAA (stable)
66	INE860H07DL2	Non-convertible debenture	20-Jul-16	8.70%	19-Jul-19	12.5	[ICRA]AAA (stable)
67	INE860H07DM0	Non-convertible debenture	11-Aug-16	8.37%	10-Aug-18	50	[ICRA]AAA (stable)
68	INE860H07DN8	Non-convertible debenture	11-Aug-16	Zero Coupon	10-Aug-18	50	[ICRA]AAA (stable)
69	INE860H07DO6	Non-convertible debenture	18-Aug-16	Zero Coupon	17-Aug-18	50	[ICRA]AAA (stable)
70	INE860H07DP3	Non-convertible debenture	18-Aug-16	8.26%	16-Aug-19	50	[ICRA]AAA (stable)
71	INE860H07DQ1	Non-convertible debenture	24-Aug-16	8.26%	26-Aug-19	25	[ICRA]AAA (stable)
72	INE860H07DR9	Non-convertible debenture	25-Aug-16	8.20%	26-Aug-19	120	[ICRA]AAA (stable)
73	INE860H07DS7	Non-convertible debenture	6-Sep-16	8.20%	6-Sep-19	150	[ICRA]AAA (stable)
74	INE860H07DT5	Non-convertible debenture	6-Sep-16	8.20%	6-Dec-19	200	[ICRA]AAA (stable)

75	INE860H07DU3	Non-convertible debenture	9-Sep-16	Zero Coupon	10-Dec-19	125	[ICRA]AAA (stable)
76	INE860H07DV1	Non-convertible debenture	9-Sep-16	8.20%	10-Sep-19	25	[ICRA]AAA (stable)
77	INE860H07DX7	Non-convertible debenture	9-Sep-16	8.18%	10-Dec-19	25	[ICRA]AAA (stable)
78	INE860H07DY5	Non-convertible debenture	23-Sep-16	Zero Coupon	12-Sep-19	45	[ICRA]AAA (stable)
79	INE860H07DZ2	Non-convertible debenture	28-Sep-16	Zero Coupon	30-Sep-19	200	[ICRA]AAA (stable)
80	INE860H07EB1	Non-convertible debenture	23-Nov-16	7.76%	23-Nov-18	200	[ICRA]AAA (stable)
81	INE860H07EC9	Non-convertible debenture	23-Nov-16	7.77%	22-Nov-19	100	[ICRA]AAA (stable)
82	INE860H07ED7	Non-convertible debenture	8-Dec-16	7.65%	6-Dec-19	25	[ICRA]AAA (stable)
83	INE860H07EE5	Non-convertible debenture	17-Jan-17	7.70%	17-Jan-19	25	[ICRA]AAA (stable)
84	INE860H07EF2	Non-convertible debenture	17-Jan-17	7.70%	17-Jan-20	25	[ICRA]AAA (stable)
85	INE860H07EG0	Non-convertible debenture	17-Jan-17	Zero Coupon	9-Jun-20	4	[ICRA]AAA (stable)
86	INE860H07EH8	Non-convertible debenture	31-Jan-17	7.70%	31-Jan-20	200	[ICRA]AAA (stable)
87	INE860H07EI6	Non-convertible debenture	17-Feb-17	7.90%	14-Feb-20	25	[ICRA]AAA (stable)
88	INE860H07EJ4	Non-convertible debenture	23-Feb-17	7.90%	22-May-20	200	[ICRA]AAA (stable)
89	INE860H07EK2	Non-convertible debenture	28-Feb-17	7.88%	28-Feb-20	25	[ICRA]AAA (stable)
90	INE860H07EL0	Non-convertible debenture	2-Mar-17	Zero Coupon	2-Mar-20	25	[ICRA]AAA (stable)
91	INE860H07EM8	Non-convertible debenture	3-Mar-17	7.90%	26-May-20	200	[ICRA]AAA (stable)
92	INE860H07EN6	Non-convertible debenture	10-Mar-17	8.00%	10-Mar-22	250	[ICRA]AAA (stable)
93	INE860H07EO4	Non-convertible debenture	20-Mar-17	8.00%	18-Mar-22	200	[ICRA]AAA (stable)
94	INE860H07EP1	Non-convertible debenture	24-Mar-17	8	24-Mar-22	140	[ICRA]AAA (stable)
95	INE860H07EQ9	Non-convertible debenture	27-Mar-17	7.88%	27-Mar-20	20	[ICRA]AAA (stable)
96	INE860H07ER7	Non-convertible debenture	29-Mar-17	7.90%	27-Mar-20	400	[ICRA]AAA (stable)
97	INE860H07ES5	Non-convertible debenture	30-Mar-17	7.85%	27-Dec-19	150	[ICRA]AAA (stable)
98	INE860H07ET3	Non-convertible debenture	31-Mar-17	7.90%	30-Jun-20	250	[ICRA]AAA (stable)
99	INE860H07EU1	Non-convertible debenture	5-May-17	7.85%	5-May-20	50	[ICRA]AAA (stable)
100	INE860H07EV9	Non-convertible debenture	8-May-17	7.85%	5-May-20	50	[ICRA]AAA (stable)
101	INE860H07EW7	Non-convertible debenture	9-May-17	7.85%	5-May-20	50	[ICRA]AAA (stable)
102	INE860H07EX5	Non-convertible debenture	11-May-17	7.85%	5-May-20	50	[ICRA]AAA (stable)
103	INE860H07EY3	Non-convertible debenture	15-May-17	7.85%	5-May-20	500	[ICRA]AAA (stable)
104	INE860H07EZ0	Non-convertible debenture	16-May-17	Zero Coupon	15-May-20	100	[ICRA]AAA (stable)
105	INE860H07FA0	Non-convertible debenture	16-May-17	7.85%	5-May-20	50	[ICRA]AAA (stable)
106	INE860H07FB8	Non-convertible debenture	19-May-17	Zero Coupon	19-May-20	250	[ICRA]AAA (stable)
107	INE860H07FC6	Non-convertible debenture	22-May-17	7.85%	5-May-20	25	[ICRA]AAA (stable)
108	INE860H07FD4	Non-convertible debenture	13-Jun-17	Zero Coupon	11-Jun-27	700	[ICRA]AAA (stable)
109	INE860H07FE2	Non-convertible debenture	15-Jun-17	7.65%	14-Jun-19	50	[ICRA]AAA (stable)
110	INE860H07FF9	Non-convertible debenture	19-Jun-17	7.80%	17-Jun-22	50	[ICRA]AAA (stable)
111	INE860H07FG7	Non-convertible debenture	29-Jun-17	7.80%	29-Jun-22	200	[ICRA]AAA (stable)
112	INE860H07FH5	Non-convertible debenture	24-Jul-17	Zero Coupon	20-Aug-20	50	[ICRA]AAA (stable)
113	INE860H07FI3	Non-convertible debenture	28-Jul-17	7.60%	16-Sep-20	150	[ICRA]AAA (stable)
114	INE860H07FJ1	Non-convertible debenture	1-Aug-17	7.60%	16-Oct-20	60	[ICRA]AAA (stable)

115	INE860H07FK9	Non-convertible debenture	14-Aug-17	7.70%	12-Aug-22	50	[ICRA]AAA (stable)
116	INE860H07FL7	Non-convertible debenture	18-Aug-17	7.60%	18-Aug-22	100	[ICRA]AAA (stable)
117	INE860H07FM5	Non-convertible debenture	23-Aug-17	7.60%	19-Jul-22	150	[ICRA]AAA (stable)
118	INE860H07FN3	Non-convertible debenture	7-Sep-17	7.60%	7-Sep-22	325	[ICRA]AAA (stable)
119	INE860H07FP8	Non-convertible debenture	18-May-18	Zero Coupon	18-May-21	400	[ICRA]AAA (stable)
120	INE860H07FQ6	Non-convertible debenture	7-Jun-18	8.60%	5-Jun-20	100	[ICRA]AAA (stable)
121	INE860H07FR4	Non-convertible debenture	26-Jun-18	Zero Coupon	25-Jun-21	450	[ICRA]AAA (stable)
122	INE860H07FS2	Non-convertible debenture	26-Jun-18	8.90%	24-Sep-21	25	[ICRA]AAA (stable)
123	INE860H07FT0	Non-convertible debenture	26-Jun-18	8.90%	26-Jun-25	51	[ICRA]AAA (stable)
124	INE860H07FR4	Non-convertible debenture	6-Jul-18	Zero Coupon	25-Jun-21	18.5	[ICRA]AAA (stable)
125	INE860H07FS2	Non-convertible debenture	6-Jul-18	8.90%	24-Sep-21	55	[ICRA]AAA (stable)
126	INE860H07FJ1	Non-convertible debenture	10-Jul-18	7.60%	16-Oct-20	50	[ICRA]AAA (stable)
127	INE860H07FU8	Non-convertible debenture	20-Jul-18	8.58%	20-Jul-21	260	[ICRA]AAA (stable)
128	INE860H07FV6	Non-convertible debenture	27-Jul-18	8.90%	27-Jul-23	15	[ICRA]AAA (stable)
129	INE860H07FW4	Non-convertible debenture	3-Aug-18	8.81%	26-Jul-21	76	[ICRA]AAA (stable)
130	INE860H07FS2	Non-convertible debenture	9-Aug-18	8.90%	24-Sep-21	50	[ICRA]AAA (stable)
131	INE860H07FS2	Non-convertible debenture	4-Sep-18	8.90%	24-Sep-21	200	[ICRA]AAA (stable)
132	INE860H07FP8	Non-convertible debenture	7-Sep-18	Zero Coupon	18-May-21	40.2	[ICRA]AAA (stable)
133	INE860H07GA8	Non-convertible debenture	22-Oct-18	Zero Coupon	6-Dec-19	150	[ICRA]AAA (stable)
134	INE860H07GB6	Non-convertible debenture	26-Oct-18	Zero Coupon	21-Apr-20	185	[ICRA]AAA (stable)
135	INE860H07GC4	Non-convertible debenture	26-Oct-18	9.48%	29-Dec-20	135	[ICRA]AAA (stable)
136	INE860H07GD2	Non-convertible debenture	26-Oct-18	Zero Coupon	12-Oct-21	66.2	[ICRA]AAA (stable)
137	INE860H07GE0	Non-convertible debenture	26-Oct-18	Zero Coupon	8-Apr-22	159	[ICRA]AAA (stable)
138	INE860H07GF7	Non-convertible debenture	31-Oct-18	9.39%	29-Apr-20	53	[ICRA]AAA (stable)
139	INE860H07GG5	Non-convertible debenture	31-Oct-18	Zero Coupon	16-Aug-21	145	[ICRA]AAA (stable)
140	INE860H07GH3	Non-convertible debenture	31-Oct-18	9.48%	18-Mar-22	115	[ICRA]AAA (stable)
141	INE860H07GI1	Non-convertible debenture	31-Oct-18	9.32%	29-Nov-19	500	[ICRA]AAA (stable)
142	INE860H07GB6	Non-convertible debenture	6-Nov-18	Zero Coupon	21-Apr-20	45.5	[ICRA]AAA (stable)
143	INE860H07GC4	Non-convertible debenture	6-Nov-18	9.48%	29-Dec-20	22.8	[ICRA]AAA (stable)
144	INE860H07GE0	Non-convertible debenture	6-Nov-18	Zero Coupon	8-Apr-22	17.9	[ICRA]AAA (stable)
145	INE860H07AF0	Non-convertible debenture	26-Nov-18	9.00%	27-Mar-20	50	[ICRA]AAA (stable)
146	INE860H07ER7	Non-convertible debenture	26-Nov-18	7.90%	27-Mar-20	25	[ICRA]AAA (stable)
147	INE860H07GB6	Non-convertible debenture	26-Nov-18	Zero Coupon	21-Apr-20	70	[ICRA]AAA (stable)
148	INE860H07GB6	Non-convertible debenture	11-Dec-18	Zero Coupon	21-Apr-20	119	[ICRA]AAA (stable)
149	INE860H07ER7	Non-convertible debenture	11-Dec-18	7.90%	27-Mar-20	200	[ICRA]AAA (stable)
150	INE860H07797	Non-convertible debenture	11-Dec-18	9.15%	13-Jan-22	90	[ICRA]AAA (stable)

151	INE860H07FV6	Non-convertible debenture	11-Dec-18	8.90%	27-Jul-23	110	[ICRA]AAA (stable)
152	INE860H07GE0	Non-convertible debenture	11-Dec-18	Zero Coupon	8-Apr-22	145	[ICRA]AAA (stable)
153	INE860H07GF7	Non-convertible debenture	11-Dec-18	9.39%	29-Apr-20	280	[ICRA]AAA (stable)
154	INE860H07EZ0	Non-convertible debenture	14-Dec-18	7.85%	15-May-20	85	[ICRA]AAA (stable)
155	INE860H07GF7	Non-convertible debenture	14-Dec-18	9.39%	29-Apr-20	100	[ICRA]AAA (stable)
156	INE860H07GL5	Non-convertible debenture	21-Dec-18	9.15%	21-Dec-23	70	[ICRA]AAA (stable)
157	INE860H07GM3	Non-convertible debenture	21-Dec-18	9.15%	21-Dec-28	15	[ICRA]AAA (stable)
158	INE860H07GL5	Non-convertible debenture	27-Dec-18	9.10%	21-Dec-23	81	[ICRA]AAA (stable)
159	INE860H07GM3	Non-convertible debenture	27-Dec-18	9.10%	21-Dec-28	69	[ICRA]AAA (stable)
160	INE860H07GE0	Non-convertible debenture	27-Dec-18	Zero Coupon	8-Apr-22	50	[ICRA]AAA (stable)
161	INE860H07EZ0	Non-convertible debenture	27-Dec-18	Zero Coupon	15-May-20	25	[ICRA]AAA (stable)
162	INE860H07GF7	Non-convertible debenture	27-Dec-18	9.39%	29-Apr-20	25	[ICRA]AAA (stable)
163	INE860H07GE0	Non-convertible debenture	7-Jan-19	Zero Coupon	8-Apr-22	32	[ICRA]AAA (stable)
164	INE860H07GL5	Non-convertible debenture	7-Jan-19	9.15%	21-Dec-23	16	[ICRA]AAA (stable)
165	INE860H07GN1	Non-convertible debenture	17-Jan-19	8.66%	15-Jan-21	243.9	[ICRA]AAA (stable)
166	INE860H07GO9	Non-convertible debenture	23-Jan-19	8.50%	23-Jul-20	89.9	[ICRA]AAA (stable)
167	INE860H07GE0	Non-convertible debenture	25-Jan-19	8.90%	8-Apr-22	30.5	[ICRA]AAA (stable)
168	INE860H07GP6	Non-convertible debenture	28-Jan-19	8.74%	10-Mar-21	93	[ICRA]AAA (stable)
169	INE860H07GO9	Non-convertible debenture	29-Jan-19	8.66%	23-Jul-20	24.9	[ICRA]AAA (stable)
170	INE860H07GN1	Non-convertible debenture	31-Jan-19	8.66%	15-Jan-21	25	[ICRA]AAA (stable)
171	INE860H07GM3	Non-convertible debenture	12-Feb-19	9.15%	21-Dec-28	25	[ICRA]AAA (stable)
172	INE860H07GQ4	Non-convertible debenture	14-Feb-19	8.68%	4-May-21	50	[ICRA]AAA (stable)
173	INE860H07CP5	Non-convertible debenture	20-Feb-19	8.90%	11-Mar-21	160	[ICRA]AAA (stable)
174	NA	Non-convertible debenture*	-	-	-	4,241.70	[ICRA]AAA (stable)
175	NA	Unsecured non-convertible debenture*	-	-	-	1,500.00	[ICRA]AAA (stable)
176	INE860H08DL0	Subordinated debt programme	17-Jun-15	9.25%	6-Jun-25	25	[ICRA]AAA (stable)
177	INE860H08DM8	Subordinated debt programme	14-Jul-15	9.25%	11-Jul-25	30	[ICRA]AAA (stable)
178	INE860H08DN6	Subordinated debt programme	25-Aug-15	9.25%	22-Aug-25	33	[ICRA]AAA (stable)
179	INE860H08DP1	Subordinated debt programme	8-Mar-16	9.10%	6-Mar-26	25	[ICRA]AAA (stable)
180	INE860H08DQ9	Subordinated debt programme	10-Mar-16	9.10%	10-Mar-26	8	[ICRA]AAA (stable)
181	INE860H08DR7	Subordinated debt programme	18-Mar-16	9.10%	10-Mar-26	25.5	[ICRA]AAA (stable)
182	INE860H08DS5	Subordinated debt programme	23-Jun-16	9.10%	23-Jun-26	52.5	[ICRA]AAA (stable)
183	INE860H08DT3	Subordinated debt programme	28-Jul-16	8.97%	28-Jul-26	100	[ICRA]AAA (stable)
184	INE860H08DU1	Subordinated debt programme	28-Jul-16	8.95%	28-Jul-26	75	[ICRA]AAA (stable)

185	INE860H08DV9	Subordinated debt programme	29-Sep-16	8.90%	29-Sep-26	200	[ICRA]AAA (stable)
186	INE860H08DW7	Subordinated debt programme	21-Nov-16	8.90%	20-Nov-26	200	[ICRA]AAA (stable)
187	INE860H08DX5	Subordinated debt programme	9-Mar-17	8.25%	9-Mar-27	10	[ICRA]AAA (stable)
188	INE860H08DY3	Subordinated debt programme	18-May-17	8.50%	18-May-27	165	[ICRA]AAA (stable)
189	INE860H08EA1	Subordinated debt programme	4-Dec-18	9.76%	4-Dec-28	250	[ICRA]AAA (stable)
190	NA	Subordinated debt programme*	-	-	-	1,301.00	[ICRA]AAA (stable)
191	INE860H08DZ0	Perpetual Debt Programme	21-Jul-17	8.70%	-	200	[ICRA]AA+ (hyb) (stable)
192	NA	Perpetual Debt Programme*	-	-	-	500	[ICRA]AA+ (hyb) (stable)
193	NA	Cash Credit / WCDL / Short Term Loans	-	-	-	7,493	[ICRA]AAA(stable) / [ICRA]A1+
194	NA	Term Loans	2013-14	-	2021-22	16,390	[ICRA]AAA(stable) / [ICRA]A1+
195	NA	Commercial Paper	-	-	7-365 days	12,000.00	[ICRA]A1+

**Proposed; as on March 31, 2019*
Source: Aditya Birla Capital Limited

Annexure-2: List of entities considered for consolidated analysis

Company name	Ownership	Consolidated approach
Aditya Birla PE Advisors Private Limited	100%	Full consolidation
Aditya Birla MyUniverse Limited	100%	Full consolidation
Aditya Birla Trustee Company Private Limited	100%	Full consolidation
ABCAP Trustee Company Private Limited	100%	Full consolidation
Aditya Birla Money Limited	73.80%	Full consolidation
Aditya Birla Commodities Broking Limited	100%	Full consolidation
Aditya Birla Financial Shared Services Limited	100%	Full consolidation
Aditya Birla Finance Limited	100%	Full consolidation
Aditya Birla Housing Finance Limited	100%	Full consolidation
Aditya Birla Health Insurance Co. Limited	51%	Full consolidation
Aditya Birla Sun Life Insurance Company Limited	51%	Full consolidation
Aditya Birla Sun Life Pension Management Limited	51%	Full consolidation
Aditya Birla Insurance Brokers Limited	50.002%%	Full consolidation
Aditya Birla Money Mart Limited	100%	Full consolidation
Aditya Birla Money Insurance Advisory Services Limited	100%	Full consolidation
Aditya Birla ARC Limited	100%	Full consolidation
ABCSL – Employee Welfare Trust	100%	Full consolidation
Aditya Birla Stressed Asset AMC Private Limited	100%	Full consolidation
ABARC-ARC-001-Trust	100%	Full consolidation
Aditya Birla Sun Life Trustee Private Limited	50.85%	Equity method
Aditya Birla Wellness Private Limited	51%	Equity method
Aditya Birla Sun Life AMC Company Limited	51%	Equity method

Aditya Birla Sun Life AMC (Mauritius) Ltd.	51%	Equity method
Aditya Birla Sun Life Asset Management Company Ltd., Dubai	51%	Equity method
Aditya Birla Sun Life Asset Management Company Pte. Ltd., Singapore	51%	Equity method

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ANNEXURE B

CREDIT RATING LETTER AND RATING RATIONALE FROM INDIA RATINGS AND RESEARCH PRIVATE LIMITED

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India Ratings & Research

Fitch Group

Mr. Chandramohan Amritkar
Head Treasury
Aditya Birla Finance Limited,
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
Elphinstone Road,
Mumbai – 400013

March 13, 2019

Dear Mr. Amritkar,

Re: Rating of Aditya Birla Finance Limited's (ABFL) non-convertible debentures

India Ratings (see definition below) assigns the following debt rating to ABFL:-

INR50 bn secured redeemable non-convertible debentures [public issue]: 'IND AAA' with Stable Outlook (the rated limit is interchangeable with unsecured subordinated redeemable non-convertible debentures [public issue])

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

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

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

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

India Ratings & Research

Fitch Group

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

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

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In this letter, "**India Ratings**" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact us at +91 22 4000 1700.

Sincerely,

India Ratings

Rakesh Valecha
Senior Director

Prakash Agarwal
Director

India Ratings & Research

Fitch Group

Mr. Chandramohan Amritkar
Head Treasury
Aditya Birla Finance Limited,
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
Elphinstone Road,
Mumbai – 400013

June 19, 2019

Dear Mr. Amritkar,

Re: Rating of Aditya Birla Finance Limited's (ABFL) non-convertible debentures

India Ratings (see definition below) communicates the following debt rating to ABFL:-

INR50 bn secured redeemable non-convertible debentures [public issue]: 'IND AAA' with Stable Outlook (the rated limit is interchangeable with unsecured subordinated redeemable non-convertible debentures [public issue])

The limits on NCD are unutilized and yet to be issued.

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

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

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

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

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Sincerely,

India Ratings

Rakesh Valecha
Senior Director

Jindal Haria
Director

India Ratings & Research

Fitch Group

Mr. Chandramohan Amritkar
Head Treasury
Aditya Birla Finance Limited,
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
Elphinstone Road,
Mumbai – 400013

August 26, 2019

Dear Mr. Amritkar,

Re: Rating of Aditya Birla Finance Limited's (ABFL) non-convertible debentures

India Ratings (see definition below) communicates the following debt rating to ABFL:-

INR50 bn secured redeemable non-convertible debentures [public issue]: 'IND AAA' with Stable Outlook (the rated limit is interchangeable with unsecured subordinated redeemable non-convertible debentures [public issue])

The limits on NCD are unutilized and yet to be issued.

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

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

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

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India Ratings & Research

Fitch Group

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Mr. Chandramohan Amritkar
Head Treasury
Aditya Birla Finance Limited,
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
Elphinstone Road,
Mumbai – 400013

October 7, 2019

Dear Mr. Amritkar,

Re: Rating of Aditya Birla Finance Limited's (ABFL) non-convertible debentures

India Ratings (see definition below) communicates the following debt rating to ABFL:-

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Mr. Chandramohan Amritkar
Head Treasury
Aditya Birla Finance Limited,
One Indiabulls Centre, Tower 1,
18th Floor, Jupiter Mills Compound,
Elphinstone Road,
Mumbai – 400013

December 06, 2019

Dear Mr. Amritkar,

Re: Rating of Aditya Birla Finance Limited's (ABFL) non-convertible debentures

India Ratings (see definition below) communicates the following debt rating to ABFL:-

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Sincerely,

India Ratings

Rakesh Valecha
Senior Director

Jindal Haria
Director

India Ratings & Research
A Fitch Group Company

India Ratings Assigns Aditya Birla Finance's Additional NCDs 'IND AAA'/Stable

12 MAR 2019

By Jinay Gala

India Ratings and Research (Ind-Ra) has assigned Aditya Birla Finance Limited's (ABFL) additional non-convertible debentures (NCDs) rating as follows:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
NCDs^ (public issue)*	-	-	-	INR50,000	IND AAA/Stable	Assigned

^The rated limit is interchangeable with unsecured subordinated redeemable NCDs,* limit stands unutilised

Analytical Approach: The ratings reflect the strong credit profile of Grasim Industries Limited ('IND AAA'/Stable), which is the ultimate parent of ABFL through Grasim Industries' ownership in Aditya Birla Capital Ltd. The ratings factor in Ind-Ra's expectation of increasing importance of financial services to Grasim Industries and the larger Aditya Birla group franchise from a long-term perspective. ABFL continues to be a high growth business, though its share in the consolidated balance sheet and profitability of the ultimate parent and the group is modest.

Ind-Ra understands that financial services remains a strong focus area for the Aditya Birla Group and has a close oversight from the top management, increasing the likelihood of active support in the event of liquidity tightness or even through timely availability of growth capital, as and when required. ABFL has created a sizeable franchise in the non-banking financial services domain with a fairly diversified portfolio across segments.

KEY RATING DRIVERS

Stronger Parent with High Propensity and Ability to Support: Ind-Ra expects timely financial support to ABFL from Grasim Industries. The Aditya Birla Group considers ABFL's lending business critical to its long-term growth prospects for the financial services segment. ABFL received regular equity infusions (INR34.2 billion over FY13-FY18) from its erstwhile parent Aditya Birla Nuvo Ltd and subsequently from Aditya Birla Capital. Grasim Industries has a strong operating profile with adequate resources in terms of on-book liquidity to support ABFL's requirements. The Aditya Birla Group has articulated that there is close co-ordination between the management of the group companies and the flow of resources from Grasim Industries for catering to the growth and liquidity needs of the financial services business.

Established Franchise with Spread out Portfolio: ABFL has a diversified book across segments (3QFY19: loan book: INR493.0 billion, equity: INR71 billion) and is a fairly large player in the non-banking finance company domain. ABFL's loan book expanded at a CAGR of 40% over FY13-FY18, during which it entered into other businesses across semi-wholesale/wholesale business segments such as loan against property/small and medium-sized enterprises, project finance and corporate lending from its earlier portfolio of largely capital market business (FY12: 44% of book; FY18: 13%).

Stable Asset Quality: ABFL's asset quality has remained stable, with gross non-performing asset ratio of1.17% in 3QFY19. However, there could be a rise in credit cost and doubling of gross non-performing asset if Infrastructure Leasing & Financial Group assets are classified as non-performing in the medium term. ABFL's exposure is limited to operating assets in the distressed company and resolution of the same would help contain the risk. Incrementally, the company has entered into new retail segments such as business, personal and digital loans, to improve its blended margin, aid growth and diversification. These segments are characterised by high levels of competition, both by banks and non-banking finance companies.

The company's portfolio-wide delinquency and credit costs have been fairly low till date. However, its high growth also results in a sizeable portfolio in few segments that has been recently originated or under moratorium and life cycle credit costs could be established only post reasonable seasoning during a stable growth phase.

Diversified Funding, though Moderate On-book Liquidity: ABFL's funding profile remains comfortable, diversified across banks, financial institutions and capital markets. The company also raises a sizeable amount of its funds through commercial papers (CPs) (9MFY19: 15.5% of the total funding mix) and incrementally the reliance on CPs would be moderated. While there are marked gaps in its short-term assets-liability maturity tenors (12.1% of total assets in 1HFY19 excluding committed lines), the company maintains unutilised lines from banks (1HFY19: INR45 billion), and can also access the liquidity of the ultimate parent, if required.

Incrementally, ABFL would be looking to match its asset liability profile through a higher portion of short-term assets and reducing reliance on short-term borrowings..

Moderate Profitability: ABFL's return on assets was 1.9% in FY18 (FY17: 2.0%). While the company yields are low, its net interest margins are supported by low borrowing costs. This, coupled with moderate operating expenses and low credit costs (FY18: 22bp) supports profitability. ABFL's ability to manage its credit costs and pass on incremental rising interest rate to end-customers would be a key determinant of its profitability.

Modest Capitalisation: ABFL's equity to assets was modest at 14.1% in 9MFY19 (FY18: 14.6%), particularly in view of its largely semi-wholesale/wholesale portfolio spread across multiple segments. While the company has been receiving regular capital infusions, the impact has been offset by its high portfolio growth. However, as the loan portfolio has become reasonably large, ABFL could support its growth through its internal accruals once the portfolio growth moderates. Ind-Ra estimates 14%-16% of growth could be supported by internal accruals; growth of around 18% could require an INR3.1 billion equity infusion by FY20. Ind-Ra expects the company to maintain a stable state debt to equity of around 5.5x (FY18: 5.7x).

RATING SENSITIVITIES

Negative: Dilution of support expectations either on account of inability to manage asset quality, especially in view of the high loan growth strategy, resulting in higher-than-expected losses or diminished business prospects, or otherwise could lead to a Long-Term Issuer Rating downgrade. Lack of timely support in terms of equity capital for growth or a liquidity event would also lead to a negative rating action. Any deterioration in the credit profile of Grasim Industries is also likely to impact the rating.

COMPANY PROFILE

Formed in 1991, ABFL was formerly known as Birla Global Finance. It now stands as a subsidiary of the newly listed Aditya Birla Capital. ABFL was previously largely engaged in short-term finance. However, it entered into project finance, corporate lending and mortgage financing businesses in FY12. Moreover, the company is engaged in the debt and syndication advisory business.

ABFL is an indirect subsidiary of Grasim Industries which holds a 55.98% stake in Aditya Birla Capital which holds 100% stake in ABFL; the promoters hold an additional 16.77% and the public 27.24% in Aditya Birla Capital.

FINANCIAL SUMMARY

Particulars	FY18	FY17
Total assets (INR billion)	441.9	354.2
Total equity (INR billion)	63.21	49.91
Net profit (INR billion)	7.31	5.85
Return on average assets (%)	1.9	2.0
Equity/assets (%)	14.3	14.1
Tier 1 capital (%)	14.6	13.7
Source: ABFL		

RATING HISTORY

Instrument Type	Current Rating/Outlook			Historical Rating/Outlook		
	Rating Type	Rated Limits (million)	Rating/Outlook	8 January2019	3 November 2017	30 March 2017
Issuer rating	Long term/Short term		IND AAA/Stable/IND A1+	IND AAA/Stable/IND A1+	IND AAA/Stable/IND A1+	IND AA+/Stable/IND A1+
NCDs*	Long-term	INR194,668(reduced from INR197,218)	IND AAA/Stable	IND AAA/Stable	IND AAA/Stable	IND AA+/Stable
Lower tier 2 Subordinated debt*	Long-term	INR21,500	IND AAA/Stable	IND AAA/Stable	IND AAA/Stable	IND AA+/Stable
Perpetual debt*	Long-term	INR7,000	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable	-
CP*	Short term	INR170,000	IND A1+	IND A1+	IND A1+	-
Bank loan	Long-term	INR250,000	IND AAA/Stable	IND AAA/Stable	-	-
Principal protected market-linked debenture*	Long-term	INR10,000	IND PP-MLD AAA emr/Stable	IND PP-MLD AAA emr/Stable	-	-
NCDs (public issue)	Long-term	INR50,000	IND AAA/Stable			

*Details are in Annexure below

ANNEXURE

Instrument	ISIN	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (million)	Rating/Outlook
NCDs	INE860H07409	17 January 2014	10.07	17 January 2019	INR600	WD
NCDs	INE860H07417	12 February 2014	10.15	8 February 2019	INR400	WD
NCDs	INE860H07CF6	7 January 2016	8.7000% p.a.	7 January 2019	INR100	WD
NCDs	INE860H07CJ8	23 February 2016	8.8500% p.a.	22 February 2019	INR1,200	WD
NCDs	INE860H07EE5	17 January 2017	7.70% p.a.	17 January 2019	INR250	WD
NCDs	INE860H07466	28 May 2014	9.75	4 April 2019	INR150	IND AAA/Stable
NCDs	INE860H07474	28 May 2014	9.75	24 May 2019	INR200	IND AAA/Stable
NCDs	INE860H07524	12 June 2014	9.65	12 June 2019	INR550	IND AAA/Stable

NCDs	INE860H07540	10 July 2014	9.65	10 July 2019	INR1,150	IND AAA/Stable
NCDs	INE860H07AF0	31 March 2015	9.00	27 March 2020	INR200	IND AAA/Stable
NCDs	INE860H07AY1	16 April 2015	8.95% p.a.	10 April 2020	INR1,270	IND AAA/Stable
NCDs	INE860H07BE1	22 April 2015	8.87% p.a.	17 April 2020	INR250	IND AAA/Stable
NCDs	INE860H07BJ0	19 June 2015	8.88% p.a.	12 June 2020	INR150	IND AAA/Stable
NCDs	INE860H07BP7	17 August 2015	8.85%	14 August 2019	INR1,500	IND AAA/Stable
NCDs	INE860H07BS1	10 September 2015	8.85%	9 September 2022	INR200	IND AAA/Stable
NCDs	INE860H07BU7	7 October 2015	8.77% p.a.	7 October 2022	INR600	IND AAA/Stable
NCDs	INE860H07BV5	12 October 2015	8.77% p.a.	12 October 2022	INR210	IND AAA/Stable
NCDs	INE860H07BW3	12 October 2015	8.75% p.a.	12 October 2020	INR1,050	IND AAA/Stable
NCDs	INE860H07BX1	19 October 2015	8.77% p.a.	17 October 2025	INR150	IND AAA/Stable
NCDs	INE860H07BZ6	3 November 2015	8.71% p.a.	50% on 1 November 2024 & 50% on 31 October 2025	INR5,000	IND AAA/Stable
NCDs	INE860H07CE9	9 December 2015	8.7100% p.a.	9 December 2020	INR600	IND AAA/Stable
NCDs	INE860H07CG4	7 January 2016	8.7000% on XIRR basis	10 June 2021	INR150	IND AAA/Stable
NCDs	INE860H07CH2	7 January 2016	8.7000% p.a.	7 January 2021	INR50	IND AAA/Stable
NCDs	INE860H07CI0	25 January 2016	8.7500% p.a.	25 January 2021	INR100	IND AAA/Stable
NCDs	INE860H07CK6	23 February 2016	8.8500% p.a.	23 February 2021	INR50	IND AAA/Stable
NCDs	INE860H07CL4	23 February 2016	8.8500% p.a.	23 February 2026	INR100	IND AAA/Stable
NCDs	INE860H07CM2	9 March 2016	8.9000% p.a.	6 March 2026	INR100	IND AAA/Stable
NCDs	INE860H07CN0	9 March 2016	8.9000% on XIRR basis	23 July 2021	INR35	IND AAA/Stable
NCDs	INE860H07CO8	9 March 2016	8.9000% on XIRR basis	23 August 2021	INR20	IND AAA/Stable
NCDs	INE860H07CP5	11 March 2016	8.9000% p.a.	11 March 2021	INR100	IND AAA/Stable
NCDs	INE860H07CQ3	21 March 2016	8.9000% p.a.	21 March 2019	INR250	IND AAA/Stable
NCDs	INE860H07CR1	21 March 2016	8.9000% p.a.	19 March 2021	INR200	IND AAA/Stable
NCDs	INE860H07CS9	21 March 2016	8.9000% p.a.	20 March 2026	INR50	IND AAA/Stable
NCDs	INE860H07CT7	28 March 2016	8.9000% p.a.	26 April 2019	INR1,750	IND AAA/Stable
NCDs	INE860H07CU5	29 March 2016	8.9000% p.a.	19 March 2019	INR100	IND AAA/Stable
NCDs	INE860H07CV3	29 March 2016	8.9000% on XIRR basis	17 July 2019	INR50	IND AAA/Stable
NCDs	INE860H07CW1	29 March 2016	8.9000% p.a.	19 March 2021	INR200	IND AAA/Stable
NCDs	INE860H07CX9	29 March 2016	8.9000% p.a.	26 April 2019	INR350	IND AAA/Stable
NCDs	INE860H07CY7	12 April 2016	8.7000% p.a.	12 April 2019	INR300	IND AAA/Stable
NCDs	INE860H07CZ4	12 April 2016	Zero Coupon	12 April 2019	INR500	IND AAA/Stable
NCDs	INE860H07DA5	12 April 2016	8.7000% p.a.	9 April 2021	INR100	IND AAA/Stable
NCDs	INE860H07DC1	6 May 2016	8.7000% p.a. on XIRR basis	30 May 2019	INR40	IND AAA/Stable
NCDs	INE860H07DD9	6 May 2016	8.7000% p.a. on XIRR basis	15 July 2019	INR54	IND AAA/Stable
NCDs	INE860H07DE7	6 May 2016	8.7000% p.a.	6 May 2019	INR250	IND AAA/Stable
NCDs	INE860H07DF4	6 May 2016	8.7500% p.a.	6 May 2021	INR390	IND AAA/Stable
NCDs	INE860H07DG2	2 June 2016	8.6700% p.a.	2 June 2021	INR50	IND AAA/Stable
NCDs	INE860H07DH0	9 June 2016	8.7500% p.a.	10 June 2019	INR920	IND AAA/Stable

NCDs	INE860H07DI8	15 June 2016	8.8649% p.a.	13 September 2019	INR3,000	IND AAA/Stable
NCDs	INE860H07DJ6	24 June 2016	8.7500% p.a.	24 June 2021	INR500	IND AAA/Stable
NCDs	INE860H07DL2	20 July 2016	8.7000% p.a.	19 July 2019	INR125	IND AAA/Stable
NCDs	INE860H07DP3	18 August 2016	8.2600% p.a.	16 August 2019	INR500	IND AAA/Stable
NCDs	INE860H07DQ1	24 August 2016	8.2600% p.a.	26 August 2019	INR250	IND AAA/Stable
NCDs	INE860H07DR9	25 August 2016	8.2000% p.a.	26 August 2019	INR1,200	IND AAA/Stable
NCDs	INE860H07DS7	6 September 2016	8.2000% p.a.	6 September 2019	INR1,500	IND AAA/Stable
NCDs	INE860H07DT5	6 September 2016	8.2000% p.a.	6 December 2019	INR2,000	IND AAA/Stable
NCDs	INE860H07DU3	9 September 2016	8.2000% (On XIRR basis)	10 December 2019	INR1,250	IND AAA/Stable
NCDs	INE860H07DV1	9 September 2016	8.2000% p.a.	10 September 2019	INR250	IND AAA/Stable
NCDs	INE860H07DX7	9 September 2016	8.1830% p.a.	10 December 2019	INR250	IND AAA/Stable
NCDs	INE860H07DY5	23 September 2016	8.0800% (On XIRR basis)	12 September 2019	INR450	IND AAA/Stable
NCDs	INE860H07DZ2	28 September 2016	Zero Coupon	30 September 2019	INR2,000	IND AAA/Stable
NCDs	INE860H07EC9	23 November 2016	7.7700% p.a.	22 November 2019	INR1,000	IND AAA/Stable
NCDs	INE860H07ED7	8 December 2016	7.6500% p.a.	6 December 2019	INR250	IND AAA/Stable
NCDs	INE860H07EF2	17 January 2017	7.70% p.a.	17 January 2020	INR250	IND AAA/Stable
NCDs	INE860H07EG0	17 January 2017	7.70% XIRR	9 June 2020	INR40	IND AAA/Stable
NCDs	INE860H07EH8	31 January 2017	7.70% p.a.	January 31, 2020	INR2,000	IND AAA/Stable
NCDs	INE860H07EI6	17 February 2017	7.90% p.a.	14 February 2020	INR250	IND AAA/Stable
NCDs	INE860H07EJ4	23 February 2017	7.90% p.a.	22 May 2020	INR2,000	IND AAA/Stable
NCDs	INE860H07EK2	28 February 2017	7.88% p.a.	28 February 2020	INR250	IND AAA/Stable
NCDs	INE860H07EL0	2 March 2017	7.8800% XIRR	2 March 2020	INR250	IND AAA/Stable
NCDs	INE860H07EM8	3 March 2017	7.90% p.a.	26 May 2020	INR2,000	IND AAA/Stable
NCDs	INE860H07EN6	10 March 2017	8.00% p.a.	10 March 2022	INR2,500	IND AAA/Stable
NCDs	INE860H07EO4	20 March 2017	8.00% p.a.	18 March 2022	INR2,000	IND AAA/Stable
NCDs	INE860H07EP1	24 March 2017	8.00% p.a.	24 March 2022	INR1,400	IND AAA/Stable
NCDs	INE860H07EQ9	27 March 2017	7.88% p.a.	27 March 2020	INR200	IND AAA/Stable
NCDs	INE860H07ER7	29 March 2017	7.90% p.a.	27 March 2020	INR4,000	IND AAA/Stable
NCDs	INE860H07ES5	30 March 2017	7.85% p.a.	27 December 2019	INR1,500	IND AAA/Stable
NCDs	INE860H07ET3	31 March 2017	7.90% p.a.	30 June 2020	INR2,500	IND AAA/Stable
NCDs	INE860H07EU1	5 May 2017	7.85% p.a.	5 May 2020	INR500	IND AAA/Stable
NCDs	INE860H07EV9	8 May 2017	7.85% p.a.	5 May 2020	INR500	IND AAA/Stable
NCDs	INE860H07EW7	9 May 2017	7.85% p.a.	5 May 2020	INR500	IND AAA/Stable
NCDs	INE860H07EX5	11 May 2017	7.85% p.a.	5 May 2020	INR500	IND AAA/Stable
NCDs	INE860H07EY3	15 May 2017	7.85% p.a.	5 May 2020	INR5,000	IND AAA/Stable
NCDs	INE860H07EZ0	16 May 2017	7.85% XIRR	15 May 2020	INR1,000	IND AAA/Stable
NCDs	INE860H07FA0	16 May 2017	7.85% p.a.	5 May 2020	INR500	IND AAA/Stable
NCDs	INE860H07FB8	19 May 2017	7.85% XIRR	19 May 2020	INR2,500	IND AAA/Stable
NCDs	INE860H07FC6	22 May 2017	7.85% p.a.	5 May 2020	INR250	IND AAA/Stable

NCDs	INE860H07FD4	13 June 2017	8.0000% XIRR	11 June 2027	INR7,000	IND AAA/Stable
NCDs	INE860H07FE2	15 June 2017	7.65% p.a.	14 June 2019	INR500	IND AAA/Stable
NCDs	INE860H07FF9	19 June 2017	7.80% p.a.	17 June 2022	INR500	IND AAA/Stable
NCDs	INE860H07FG7	29 June 2017	7.80% p.a.	29 June 2022	INR2,000	IND AAA/Stable
NCDs	INE860H07FH5	24 July 2017	7.60% XIRR	20 August 2020	INR500	IND AAA/Stable
NCDs	INE860H07FI3	28 July 2017	7.6% p.a.	16 September 2020	INR1,500	IND AAA/Stable
NCDs	INE860H07FJ1	1 August 2017	7.60 % p.a.	16 October 2020	INR600	IND AAA/Stable
NCDs	INE860H07FK9	14 August 2017	7.70% p.a.	12 August 2022	INR500	IND AAA/Stable
NCDs	INE860H07FL7	18 August 2017	7.60% p.a.	18 August 2022	INR1,000	IND AAA/Stable
NCDs	INE860H07FK9	23 August 2017	7.60% p.a.	19 July 2022	INR1,500	IND AAA/Stable
NCDs	INE860H07FN3	7 September 2017	7.60% p.a.	7 September 2022	INR3,250	IND AAA/Stable
NCDs	INE860H07FO1	28 December 2017	7.7937%	28 February 2022	INR2,500	IND AAA/Stable
NCDs	INE860H07FP8	18 May 2018	Zero Coupon	18 May 2021	INR4,000	IND AAA/Stable
NCDs	INE860H07FQ6	7 June 2018	8.60% p.a.	5 June 2020	INR1,000	IND AAA/Stable
NCDs	INE860H07FR4	26 June 2018	Zero Coupon	25 June 2021	INR4,500	IND AAA/Stable
NCDs	INE860H07FS2	26 June 2018	8.90% p.a.	24 September 2021	INR250	IND AAA/Stable
NCDs	INE860H07FT0	26 June 2018	8.90% p.a.	26 June 2025	INR510	IND AAA/Stable
NCDs	INE860H07FR4	6 July 2018	Zero Coupon	25 June 2021	INR185	IND AAA/Stable
NCDs	INE860H07FS2	6 July 2018	8.90% p.a.	24 September 2021	INR550	IND AAA/Stable
NCDs	INE860H07FJ1	10 July 2018	7.60 % p.a.	16 October 2020	INR500	IND AAA/Stable
NCDs	INE860H07FU8	20 July 2018	8.58% p.a.	20 July 2021	INR2,600	IND AAA/Stable
NCDs	INE860H07FV6	27 July 2018	8.9000% p.a.	27 July 2023	INR150	IND AAA/Stable
NCDs	INE860H07FW4	3 August 2018	8.8100% on XIRR	26 July 2021	INR760	IND AAA/Stable
NCDs	INE860H07FS2	9 August 2018	8.90 % p.a.	24 September 2021	INR500	IND AAA/Stable
NCDs	INE860H07FX2	14 August 2018	8.5180% p.a.	26 September 2019	INR500	IND AAA/Stable
NCDs	INE860H07FY0	14 August 2018	8.5855% p.a.	27 December 2019	INR2,850	IND AAA/Stable
NCDs	INE860H07FZ7	14 August 2018	8.7500% p.a.	14 August 2020	INR1,000	IND AAA/Stable
NCDs	INE860H07FS2	4 September 2018	8.90 % p.a.	24 September 2021	INR2,000	IND AAA/Stable
NCDs	INE860H07FP8	7 September 2018	Zero Coupon	18 May 2021	INR402	IND AAA/Stable
NCDs	INE860H07GA8	22 October 2018	Zero Coupon	6 December 2019	INR1,500	IND AAA/Stable
NCDs	INE860H07GB6	26 October 2018	Zero Coupon	21 April 2020	INR1,850	IND AAA/Stable
NCDs	INE860H07GC4	26 October 2018	9.4753% p.a.	29 December 2020	INR1,350	IND AAA/Stable
NCDs	INE860H07GD2	26 October 2018	Zero Coupon	12 October 2021	INR662	IND AAA/Stable
NCDs	INE860H07GE0	26 October 2018	Zero Coupon	8 April 2022	INR1,590	IND AAA/Stable
NCDs	INE860H07GF7	31 October 2018	9.3900% p.a.	29 April 2020	INR530	IND AAA/Stable
NCDs	INE860H07GG5	31 October 2018	Zero Coupon	16 August 2021	INR1,450	IND AAA/Stable
NCDs	INE860H07GH3	31 October 2018	9.4750% p.a.	18 March 2022	INR1,150	IND AAA/Stable
NCDs	INE860H07GI1	31 October 2018	9.3225% p.a.	29 November 2019	INR5,000	IND AAA/Stable

NCDs	INE860H07GB6	6 November 2018	Zero Coupon	21 April 2020	INR455	IND AAA/Stable
NCDs	INE860H07GC4	6 November 2018	9.4753% p.a.	29 December 2020	INR228	IND AAA/Stable
NCDs	INE860H07GE0	6 November 2018	Zero Coupon	8 April 2022	INR179	IND AAA/Stable
NCDs	INE860H07AF0	26 November 2018	9.00% p.a. (9.3800% Yield on XIRR basis)	27 March 2020	INR500	IND AAA/Stable
NCDs	INE860H07ER7	26 November 2018	7.90% p.a. (yield 9.3800% On XIRR Basis)	27 March 2020	INR250	IND AAA/Stable
NCDs	INE860H07GB6	26 November 2018	Zero Coupon	21 April 2020	INR700	IND AAA/Stable
NCDs	INE860H07GB6	11 December 2018	Zero Coupon (yield 9.3500% On XIRR Basis)	21 April 2020	INR1,190	IND AAA/Stable
NCDs	INE860H07ER7	11 December 2018	7.90% p.a. (yield 9.2500% On XIRR Basis)	27 March 2020	INR2,000	IND AAA/Stable
NCDs	INE860H07797	11 December 2018	9.15 % p.a. (yield 9.4000% On XIRR Basis)	13 January 2022	INR900	IND AAA/Stable
NCDs	INE860H07FV6	11 December 2018	8.9000% p.a. (yield 9.4000% On XIRR Basis)	27 July 2023	INR1,100	IND AAA/Stable
NCDs	INE860H07GE0	11 December 2018	Zero Coupon (yield 9.3500% On XIRR Basis)	8 April 2022	INR1,450	IND AAA/Stable
NCDs	INE860H07GF7	11 December 2018	9.3900% p.a. (yield 9.3500% On XIRR Basis)	29 April 2020	INR2,800	IND AAA/Stable
NCDs	INE860H07EZ0	14 December 2018	7.85% XIRR (yield 9.0500% On XIRR Basis)	15 May 2020	INR850	IND AAA/Stable
NCDs	INE860H07GF7	14 December 2018	9.3900% p.a. (yield 9.0500% On XIRR Basis)	29 April 2020	INR1,000	IND AAA/Stable
NCDs	INE860H07GL5	21 December 2018	9.1500% p.a.	21 December 2023	INR700	IND AAA/Stable
NCDs	INE860H07GM3	21 December 2018	9.1500% p.a.	21 December 2028	INR150	IND AAA/Stable
NCDs	INE860H07GL5	27 December 2018	9.1000% p.a.	21 December 2023	INR810	IND AAA/Stable
NCDs	INE860H07GM3	27 December 2018	9.1000% p.a.	21 December 2028	INR690	IND AAA/Stable
NCDs	INE860H07GE0	27 December 2018	Zero Coupon	8 April 2022	INR500	IND AAA/Stable
NCDs	INE860H07EZ0	27 December 2018	Zero Coupon	15 May 2020	INR250	IND AAA/Stable
NCDs	INE860H07GF7	27 December 2018	9.3900% p.a. (yield 9.0500% On XIRR Basis)	29 April 2020	INR250	IND AAA/Stable
NCDs	INE860H07GE0	7 January 2019	Zero Coupon - 8.9000% XIRR	8 April 2022	INR320	IND AAA/Stable
NCDs	INE860H07GL5	7 January 2019	Coupon 9.1500% - 9.0000% XIRR	21 December 2023	INR160	IND AAA/Stable
NCDs	INE860H07GE0	25 January 2019	Zero Coupon - 8.9000% XIRR	8 April 2022	INR305	IND AAA/Stable
NCDs	INE860H07GM3	12 February 2019	Coupon 9.1500% - 9.0500% XIRR	21 December 2028	INR385	IND AAA/Stable
NCDs	INE860H07CP5	20 February 2019	Coupon - 8.9000% p.a. - 8.700% XIRR	11 March 2021	INR1600	IND AAA/Stable
				Utilised limit	**INR144,815**	
				Unutilised limit	**INR49,853**	
				Total	**INR194,668**	

Instrument	ISIN	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook
Subordinated debt	INE860H08DL0	17 June 2015	9.250%	6 June 2025	INR250	IND AAA/Stable
Subordinated debt	INE860H08DM8	14 July 2015	9.250%	11 July 2025	INR300	IND AAA/Stable
Subordinated debt	INE860H08DN6	25 August 2015	9.250%	22 August 2025	INR330	IND AAA/Stable
Subordinated debt	INE860H08DP1	8 March 2016	9.100%	6 March 2026	INR250	IND AAA/Stable
Subordinated debt	INE860H08DQ9	10 March 2016	9.100%	10 March 2026	INR80	IND AAA/Stable
Subordinated debt	INE860H08DR7	18 March 2016	9.100%	10 March 2026	INR255	IND AAA/Stable

Subordinated debt	INE860H08DS5	23 June 2016	9.100%	23 June 2026	INR525	IND AAA/Stable
Subordinated debt	INE860H08DT3	28 July 2016	8.970%	28 July 2026	INR1,000	IND AAA/Stable
Subordinated debt	INE860H08DU1	28 July 2016	8.950%	28 July 2026	INR750	IND AAA/Stable
Subordinated debt	INE860H08DV9	29 September 2016	8.900%	29 September 2026	INR2,000	IND AAA/Stable
Subordinated debt	INE860H08DW7	21 November 2016	8.900%	20 November 2026	INR2,000	IND AAA/Stable
Subordinated debt	INE860H08DX5	9 March 2017	8.250%	9 March 2027	INR100	IND AAA/Stable
Subordinated debt	INE860H08DY3	18 May 2017	8.500%	18 May 2027	INR1,650	IND AAA/Stable
Subordinated debt	INE860H08EA1	4 December 2018	9.760%	4 December 2028	INR2,500	IND AAA/Stable
				Utilised limit	**INR11,990**	
				Unutilised limit	**INR9,510**	
				Total	**INR21,500**	

Instrument	ISIN	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (million)	Rating/Outlook
Perpetual debt	INE860H08DZ0	21 July 2017	8.70	Perpetual	INR2,000	IND AA+/Stable
	-	-	-	**Utilised limit**	**INR2,000**	-
	-	-	-	**Unutilised limit**	**INR5,000**	-
				Total	**INR7,000**	

Instrument	ISIN	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (INR million)	Rating/Outlook
NCDs	INE860H07GQ4	14 February 2019	8.6819% p.a. - 8.70% XIRR	4 May 2021	INR500	IND PP-MLD AAA emr/Stable
NCDs	INE860H07GP6	28 January 2019	8.7434% p.a. - 8.7500% XIRR	10 March 2021	INR930	IND PP-MLD AAA emr/Stable
NCDs	INE860H07GO9	29 January 2019	8.6613% p.a. - 8.5500% XIRR	23 July 2020	INR249	IND PP-MLD AAA emr/Stable
NCDs	INE860H07GO9	23 January 2019	8.4978% p.a. - 8.5500% XIRR	23 July 2020	INR899	IND PP-MLD AAA emr/Stable
NCDs	INE860H07GN1	17 January 2019	8.6613% p.a. - 8.6500% XIRR	15 January 2021	INR2,439	IND PP-MLD AAA emr/Stable
NCDs	INE860H07GN1	31 January 2019	8.6613% p.a. - 8.6500% XIRR	15 January 2021	INR250	IND PP-MLD AAA emr/Stable
				Utilised limit	**INR5,267**	IND PP-MLD AAA emr/Stable
				Unutilised limit	**INR4,733**	IND PP-MLD AAA emr/Stable
				Total	**INR10,000**	

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating/Outlook
CP	-	-	7 to 365 days	INR170,000	IND A1+

COMPLEXITY LEVEL OF INSTRUMENTS

For details on the complexity level of the instruments, please visit https://www.indiaratings.co.in/complexity-indicators.

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Ind-Ra currently maintains coverage of corporate issuers, financial institutions (including banks and insurance companies), finance and leasing companies, managed funds, urban local bodies and project finance companies.

Headquartered in Mumbai, Ind-Ra has seven branch offices located in Ahmedabad, Bengaluru, Chennai, Delhi, Hyderabad, Kolkata and Pune. Ind-Ra is recognised by the Securities and Exchange Board of India, the Reserve Bank of India and National Housing Bank.

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Applicable Criteria

Non-Bank Finance Companies Criteria
Rating FI Subsidiaries and Holding Companies

Analyst Names

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ANNEXURE C
CONSENT LETTER FROM DEBENTURE TRUSTEE

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VISTRA

Ref. No.: 7129

July 17, 2019

To,
Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1, 18th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400 013

Dear Ma'am/Sir

Sub: Proposed Public Issue ("Issue") of Secured and/or Unsecured (Subordinated), Redeemable, Non-convertible Debentures ("NCDs") by Aditya Birla Finance Limited ("Company") for an amount aggregating upto Rs 5,000 Crores. The Unsecured NCDs will be eligible for inclusion as Tier II Capital.

We, the undersigned, do hereby consent to act as a Debenture Trustee to the Issue pursuant to Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and to our name being inserted as the Debenture Trustee to the Issue in the Draft Prospectus to be filed by the Company with the National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges") and with Securities and Exchange Board of India ("SEBI") and the Shelf Prospectus/ Tranche Prospectus(es) to be filed with the the Registrar of Companies, Gujarat, Dadra and Nagar Havelli ROC Bhavan, Opp. Rupal Park Nr. Ankur Bus Stand, Naranpura Ahmedabad 380013, Gujarat ("**ROC**"), Stock Exchanges and SEBI which the Company intends to issue in respect of the Issue and also in all related advertisements and communications sent pursuant to the Issue. The following details with respect to us may be disclosed:

Name:	Vistra ITCL (India) Limited
Address:	The IL&FS Financial Centre, Plot C - 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel:	022 - 2659 3333
Fax:	022 - 26533297
E-mail:	itclcomplianceofficer@vistra.com
Investor Grievance e-mail:	itclcomplianceofficer@vistra.com
Website:	www.vistraitcl.com
Contact Person:	Mr. Jatin Chonani- Compliance Officer
SEBI Registration Number:	IND000000578

We confirm that we are registered with SEBI and that such registration is valid as on the date of this letter. We are enclosing herewith a copy of our registration certificate. We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues.

We further confirm that we have not received any communication from SEBI prohibiting us from acting as an intermediary.

We confirm that we will immediately (on being informed) inform you i.e. the Company and the Lead Manager of any change to the above mentioned information until the date when the NCDs commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the NCDs commence trading.

We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the Company in the form of a press release, (i) the nature and scope of this transaction; and (ii) our knowledge of the proposed transaction of the Company

This letter may be relied upon by you, the Lead Manager and the legal advisors to the Issue in respect of the Issue.

We hereby authorise you to deliver this letter of consent to Stock Exchanges, SEBI, the ROC and any other regulatory or statutory authority as required.

Sincerely,

For Vistra ITCL (India) Limited

Vistra ITCL (India) Limited

Authorised Signatory
Name: Sandesh Vaidya
Designation: Manager

CC:

- Lead Managers (LMs)
- Legal Counsel
  Khaitan & Co
  One Indiabulls Centre
  13th Floor, Tower 1, Senapati Bapat Marg,
  Mumbai 400 013 Maharashtra, India

Annexure A
Copy of the SEBI registration certificate to be annexed

डिबेंचर न्यासी

प्ररूप ख
FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनिमय बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993
(DEBENTURE TRUSTEE) REGULATIONS, 1993

000260

(विनियम 8)
(Regulation 8)

INITIAL REGISTRATION

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

1) बोर्ड, भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,

1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

VISTRA ITCL (INDIA) LIMITED
IL&FS FINANCIAL CENTRE,
PLOT NO C-22, G BLOCK,
BANDRA-KURLA COMPLEX, BANDRA (EAST)
MUMBAI - 400051

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कूट है।

2) Registration Code for the debenture trustee is **IND000000578**

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र से तक विधिमान्य है।

3) Unless renewed, the certificate of registration is valid from to

3) This Certificate of Registration shall be valid from 27/09/2016 to 26/09/2021, unless suspended or cancelled by the Board

आदेश से
भारतीय प्रतिभूति और विनिमय बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India

स्थान Place : **MUMBAI**

तारीख Date : **SEPTEMBER 27, 2016**

MJSonparote

MEDHA SONPAROTE
प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory