INDIABULLS COMMERCIAL CREDIT LIMITED

Our Company was incorporated as Indiabulls Commercial Credit Limited under the Companies Act, 1956 on July 7, 2006 with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**") and received a certificate for commencement of business from the RoC on February 20, 2008. Our Company's name was subsequently changed to Indiabulls Infrastructure Credit Limited on January 21, 2009 and thereafter to Indiabulls Commercial Credit Limited on March 12, 2015. The CIN of our Company is U65923DL2006PLC150632. Our Company is registered as a Non-Banking Financial Company under section 45-IA of the Reserve Bank of India Act, 1934. For further details regarding changes to the name and registered office of our Company, please see "*History and other Corporate Matters*" on page 90.

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001, India.
Telephone No.: +91 11 3025 2900; **Fascimile No.**: +91 11 3015 6901
Corporate Office: "Indiabulls House", Tower I, 17th Floor, Indiabulls Finance Centre, S. B. Marg, Elphinstone Road, Mumbai 400 013
Telephone No.: +91 22 6189 1000; **Fascimile No.**: +91 22 6189 1421; **Website**: http://www.indiabullscommercialcredit.com **Email**: icclpublicncd2@indiabulls.com
Company Secretary and Compliance Officer: Mr.Ajit Kumar Singh; **Telephone No.**: +91 124 668 1199; **Facsimile No.**: +91 124 668 1240; E-mail: ajisingh@indiabulls.com

PUBLIC ISSUE BY INDIABULLS COMMERCIAL CREDIT LIMITED, ("COMPANY" OR "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("SECURED NCDs") FOR AN AMOUNT AGREEGATING UPTO ₹ 3,000 CRORES AND UNSECURED SUBORDINATED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("UNSECURED NCDs") FOR AN AMOUNT AGREEGATING UPTO ₹ 500 CRORES AGGREGATING UP TO THE SHELF LIMIT OF 3,500 CRORES ("SHELF LIMIT") ("ISSUE").THE UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR TIER II CAPITAL. THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHES UP TO 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 DOCUMENTS"). THE SECURED NCDS AND UNSECURED NCDS ARE TOGETHER HEREINAFTER REFERRED AS "DEBENTURES / NCDS". 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.

OUR PROMOTER

Our promoter is Indiabulls Housing Finance Limited. For further details refer to the section "*Our Promoter*" on page 115.

GENERAL RISKS

For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the Investor is invited to "*Risk Factors*" and "*Material Developments"* on page 14 and 127 respectively of the Shelf Prospectus and and in the relevant Tranche Prospectus of any Tranche Issue before making any 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**"), Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**") 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 the Shelf Prospectus and relevant Tranche Prospectus for a Tranche Issue does contains and will contain all information with regard to the Issuer and revelavnt Tranche Issue, which is material in the context of the Issue. The information contained in this Draft Shelf Prospectus read together Shelf Prospectus and relevant Tranche Prospectus is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Shelf Prospectus as a whole or any of part of such information or the exfpression 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 and Redemption Amount of the NCDs, see "*Terms of the Issue*" on page 176. For details relating to Eligible Investors please see "*Issue related information*" on page 172.

CREDIT RATINGS

The Secured NCDs proposed to be issued under this Issue have been rated CRISIL AAA (pronounced as Triple A; Outlook: Stable) for an amount of ₹ 3,000 crores, by CRISIL *vide* their letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019, CARE:AAA; Stable (pronounced as Triple A; Outlook:Stable) for an amount of ₹ 3000 crores, by CARE *vide* their letter no. CARE/RL/HO/2018-19/4420 dated January 11, 2019.The Unsecured NCDs proposed to be issued under this Issue have been rated CRISIL AAA (pronounced as Triple A; Outlook Stable) for an amount of ₹ 500 crores, by CRISIL *vide* their letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019, CARE:AAA; Stable (pronounced as Triple A; Outlook:Stable) for an amount of ₹ 500 crores, by CARE *vide* their letter no. CARE/HO/RL/2018-19/4422 dated January 11, 2019 The rating of NCDs by CRISIL and CARE indicate that instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry the lowest credit risk. For the rationale for these ratings, see Annexure A & B of this Draft Shelf Prospectus. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. These ratings are 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 relevant Tranche Prospectus are proposed to be listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" along with BSE, the "**Stock Exchanges**"). Our Company has received an 'in-principle' approval from BSE *vide* its letter no. [●] dated [●] and NSE *vide* its letter no. [●] dated [●]. For the purposes of the Issue NSE shall be the Designated Stock Exchange.

PUBLIC COMMENTS

This Draft Shelf Prospectus dated January 18, 2019 has been filed with BSE and NSE, pursuant to Regulation 6(2) 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 Designated Stock Exchange. All comments on this Draft Shelf Prospectus are to be forwarded to the attention of the Compliance Officer of our Company. Comments may be sent through post, facsimile or e-mail.

LEAD MANAGERS TO THE ISSUE

EDELWEISS FINANCIAL SERVICES LIMITED Edelweiss House, Off CST Road, Kalina, Mumbai - 400 098, Maharashtra, India **Telephone No.**: +91 22 4086 3535 **Facsimile No.**: +91 22 4086 3610 **Email**: Icclncd@edelweissfin.com **Investor Grievance Email**: customerservice.mb@edelweissfin.com **Website**: www.edelweissfin.com **Contact Person**: Mr. Lokesh Singhi **SEBI Registration No.**: INM0000010650 **CIN**: L99999MH1995PLC094641	**A.K.CAPITAL SERVICES LIMITED** 30-39, Free Press House 3rd Floor, Free Press Journal Marg 215, Nariman Point, Mumbai 400 021 **Telephone No.**: +91 22 6754 6500 **Facsimile No.**: +91 22 6610 0594 **Email**: icclncd2019@akgroup.co.in **Investor Grievance Email:** investor.grievance@akgroup.co.in **Website**: www.akgroup.co.in **Contact Person**: Ms.Shilpa Pandey/Mr. Krish Sanghvi **SEBI Registration No.**: INM000010411 **CIN:** L74899MH1993PLC274881	**AXIS BANK LIMITED** Axis House, 8th Floor, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025, Maharashtra, India **Telephone No.**: +91 22 6604 3293 **Facsimile No.**: +91 22 2425 3800 **Email**: iccl.2019@axisbank.com **Investor Grievance Email**: investor.grievance@axisbank.com **Website**: www.axisbank.com **Contact Person**: Mr. Vikas Shinde **SEBI Registration No.**: INM000006104 **CIN**:L65110GJ1993PLC020769	**TRUST INVESTMENT ADVISORS PRIVATE LIMITED** 109/110, Balarama, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051, Maharashtra, India **Telephone No.**: +91 22 4084 5000 **Facsimile No.**: +91 22 4084 5007 **Email**: mbd.trust@trustgroup.in **Investor Grievance Email:** customercare@trustgroup.in **Website**: www.trustgroup.in **Contact Person**: Ms. Vikram Thirani **SEBI Registration No.**: INM000011120 **CIN:** U67190MH2006PTC162464

DEBENTURE TRUSTEE**

IDBI TRUSTEESHIP SERVICES LIMITED
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001
Telephone No.: +91 22 40807018
Facsimile No.: +91 22 40807080
Email: anjalee@idbitrustee.com
Investor Grievance Email: response@idbitrustee.com
Website: www.idbitrustee.com
Contact Person: Mrs. Anjalee Athalye
SEBI Registration No.: IND000000460
CIN: U65991MH2001GOI131154

REGISTRAR TO THE ISSUE

KARVY FINTECH PRIVATE LIMITED (FORMERLY KCPL ADVISORY SERVICES PRIVATE LIMITED)***
Karvy Selenium Tower B, Plot No – 31 & 32,
Financial District, Nanakramguda, Serilingampally
Hyderabad Rangareddy, Telangana– 500 032
Telephone No.: +91 40 6716 2222; **Facsimile No.**: +91 40 2343 1551
Email: iccl.ncdtranche2@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karvyfintech.com
Contact Person: Mr. M Murali Krishna
SEBI Registration. No.: INR000000221
CIN: U72100TG2017PTC117649

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 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated in the relevant Tranche Prospectus, 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 Bond Issue Committee thereof subject to receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or extended date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by BSE and NSE. For further details, please see "General Information"on page 39.*

*** IDBI Trusteeship Services Limited under regulation 4(4) of SEBI Debt Regulations has by its letter dated January 10, 2019 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in Offer Document and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. For further details, please see Annexure C of this Draft Shelf Prospectus.*

A copy of the Shelf Prospectus and relevant Tranche Prospectus shall be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana, in terms of section 26 and 31 of the Companies Act, 2013, applicable as on date of the Shelf Prospectus along with the endorsed/certified copies of all requisite documents. For further details, please see "Material Contracts and Documents for Inspection" on page 237.

****The SEBI registration no. is currently under the name of Karvy Computershare Private Limited. Karvy Fintech Private Limited has filed an application with the SEBI for obtaining registration under its name, which is currently pending.*

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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 "ICCL" are to Indiabulls Commercial Credit Limited, a public limited company incorporated under the Companies Act, 1956, as amended and replaced from time to time, having its registered office at M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001, India. Unless the context otherwise indicates, all references in this Draft Shelf Prospectus to "we" or "us" or "our" are to our Company and its Subsidiary, on a consolidated basis.

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Shelf Prospectus, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended from time to time.

Company related terms

Term	Description
Articles/ Articles of Association/AoA	Articles of Association of our Company
Board/ Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Bond Issue Committee	The committee constituted and authorised by our Board of Directors to take necessary decisions with respect to the Issue by way a board resolution dated August 13, 2018
Chairman	The chairman of our Board of Directors, Mr. Ajit Kumar Mittal
Corporate Office	"Indiabulls House", Tower I, 17th Floor, Indiabulls Finance Centre, S. B. Marg, Elphinstone Road, Mumbai 400 013
Director(s)	Director of our Company, unless otherwise specified
Equity Shares	Equity shares of our Company of face value of ₹10 each
IHFL	Indiabulls Housing Finance Limited
Key Managerial Personnel	The Key Managerial Personnel of the Company appointed in accordance with the provisions of SEBI ICDR Regulations and the Companies Act, 2013
Limited Review Financial Statements	The limited review financial statements of our Company as of and for the six-month period ended September 30, 2018
Memorandum/ Memorandum of Association/ MoA	Memorandum of Association of our Company
Promoter	The promoter of our Company, being Indiabulls Housing Finance Limited
Promoter Group	Includes the Promoter and entities covered by the definition under regulation 2(1)(pp) of the SEBI ICDR Regulations
Reformatted Financial Statements	The reformatted statement of assets and liabilities as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the reformatted statement of profit and loss for the Fiscal 2018, 2017, 2016, 2015 and 2014 and the reformatted statement of cash flow statements for the Fiscal 2018, 2017, 2016, 2015 and 2014 and schedule and notes forming part thereof as examined by the statutory auditor of our Company, namely Ajay Sardana Associates, Chartered Accountants Our audited financial statements as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 form the basis for such Reformatted Financial Statements
Registered Office	M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001, India
RoC	Registrar of Companies, National Capital Territory of Delhi and Haryana
Statutory Auditor/Auditor	The statutory auditor of our Company, being Ajay Sardana Associates, Chartered Accountants
Subsidiary	The subsidiary of our Company, namely, Indiabulls Asset Management Mauritius

Issue related terms

Term	Description
Abridged Prospectus	A memorandum containing the salient features of the Shelf Prospectus and respective Tranche Prospectus
Allotment/ Allot/ Allotted	The issue and allotment of the NCDs to successful Applicants pursuant to the Issue
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/ Investor	A person who applies for the issuance and Allotment of NCDs pursuant to the terms of this Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus, the Abridged Prospectus and the Application Form for any Tranche Issue
Application	An application to subscribe to the NCDs (whether physical or electronic) offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed under the Shelf Prospectus and respective Tranche Prospectus(es)
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for the Issue
Application Form/ASBA Form	The form in terms of which the Applicant shall make an offer to subscribe to the NCDs through the ASBA process and which will be considered as the Application for Allotment of NCDs in terms of the Shelf Prospectus and respective Tranche Prospectus
"ASBA" or "Application Supported by Blocked Amount" or "ASBA Application"	The application used by an ASBA Applicant to make an Application by authorizing the SCSB to block the bid amount in the specified bank account maintained with such SCSB
ASBA Account	An account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the appropriate Application Amount of an ASBA Applicant
ASBA Applicant	Any Applicant who applies for NCDs through the ASBA process
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 Account will be opened by our Company in respect of the Issue, and as specified in the Shelf Prospectus and relevant Tranche Prospectus for each Tranche Issue
Base Issue	As will be specified in the relevant Tranche Prospectus for each Tranche Issue
Basis of Allotment	As will be 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 Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Broker Centres	Broker Centres notified by the Stock 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
CARE	CARE Ratings Limited
Category I Investor	• Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institution which are authorised to invest in the NCDs; • Provident funds & pension funds with minimum corpus of ₹25 crores, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; • Alternative Investment Funds, subject to investment conditions applicable to

Term	Description
	them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Venture Capital Funds registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • 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; • 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 ₹500 crores as per the last audited financial statements; and • Mutual Funds registered with SEBI
Category II Investor	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Societies registered under the applicable laws in India and authorised to invest in the NCDs; • Statutory Bodies/Corporations; • Co-operative bank 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	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
Category IV Investor	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10 lakhs across all series of NCDs in Issue
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 under respective Tranche Prospectus(es)
Consortium Members	As specified under respective Tranche Prospectus(es)
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
Credit Rating Agencies	For the present Issue, the credit rating agencies, being CARE and CRISIL
CRISIL	CRISIL Limited
Coupon/ Interest Rate	As specified in the relevant Tranche Prospectus
Debenture Trustee Agreement	The agreement dated January 17, 2019 entered into between the Debenture Trustee and our Company
Debenture Trust Deed(s)	The trust deed to be entered into between the Debenture Trustee and our Company
Debenture Trustee/ Trustee	Debenture Trustee for the NCD Holders, in this Issue being IDBI Trusteeship Services Limited

Term	Description
Debt Application Circular	Circular no. CIR/IMD/DF – 1/20/ 2012 issued by SEBI on July 27, 2012
Deemed Date of Allotment	The date on which the Board of Directors or the Bond Issue Committee approves the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors or the Bond Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the NCD Holders from the Deemed Date of Allotment
Demographic Details	The demographic details of an Applicant, such as his address, occupation, bank account details, Category, PAN for printing on refund orders 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)
Direct Online Application	The Application made using the online interface and online payment facility of the Stock Exchanges, as applicable. This facility is available only for demat account holders who wish to hold the NCDs pursuant to the Issue in dematerialized form
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 Intermediary(ies)	Collectively, the Lead Managers, the Consortium Members, sub-brokers, agents, SCSBs, Trading Members, CDPs and RTAs, who are authorised to collect Application Forms from the Applicants in the Issue
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchange
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 Stock Exchange	NSE
Draft Shelf Prospectus	This Draft Shelf Prospectus dated January 18, 2019 filed by our Company with the Designated Stock Exchange for receiving public comments, in accordance with the provisions of the SEBI Debt Regulations and to SEBI for record purpose
Edelweiss	Edelweiss Financial Services Limited
ICRA	ICRA Limited
IHFL	Indiabulls Housing Finance Limited
Interest/ Coupon Payment Date	Interest Payment Date as specified in the in the relevant Tranche Prospectus for the relevant Tranche Issue
Issue	Public issue by our Company of secured redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating upto ₹ 3,000 crores and unsecured subordinate redeemable non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating to ₹ 500 crores.
Issue Agreement	Agreement dated January 18, 2019 between our Company and the Lead Managers
Issue Closing Date	As specified in the relevant Tranche Prospectus
Issue Opening Date	As specified in the relevant Tranche Prospectus
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

Term	Description
	Forms
Lead Managers/ LMs	Edelweiss Financial Services Limited, A.K.Capital Services Limited, Axis Bank Limited and Trust Investment Advisors Private Limited
Market Lot	One NCD
NCDs	Secured redeemable non-convertible debentures and/or unsecured subordinate redeemable non-convertible debentures of face value of ₹1,000 each. The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for Tier II capital
NCD Holder(s)/ Debenture Holder(s)/Bond Holder(s)	Secured NCD Holder and/or Unsecured NCD Holder
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% (sixty percent) by NRIs including overseas trusts, in which not less than 60% (sixty percent) of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA.OCBs are not permitted to invest in the Issue
Offer Document	This Draft Shelf Prospectus, the Shelf Prospectus and the relevant Tranche Prospectus
Preference Shares	10% cumulative compulsorily convertible preference shares of the face value of ₹10/- each of the Company
Public Issue Account	An account opened with the Banker(s) to the Issue to receive monies for allotment of NCDs from the ASBA Accounts on the Designated Date as specified for respective Tranche Prospectus
Public Issue Account Bank	As specified in the relevant Tranche Prospectus
Public Issue Account Agreement	As specified in the relevant Tranche Prospectus
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be [●] days (as specified under respective Tranche Prospectus) prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors or the Bond Issue Committee from time to time in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchanges, as the case may be In case Record Date falls on a day when Stock Exchanges are having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date
Redemption Amount	As specified in the relevant Tranche Prospectus
Redemption Date	As specified in the relevant Tranche Prospectus
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 Secured Debenture Holders	The Register of Secured NCD Holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013
Register of Unsecured Debenture Holders	The Register of Unsecured NCD Holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013
Registrar to the Issue/ Registrar	Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited)
Registrar Agreement	Agreement dated January 18, 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 and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Consortium and eligible to procure Applications from Applicants

Term	Description
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
Security	The Secured NCDs proposed to be issued will be secured by a first ranking *pari passu* charge on present and future receivables of the Issuer for the principal amount and interest thereon. The Secured NCDs will have an asset cover of one time on the principal amount and interest thereon. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on *pari passu* basis thereon for its present and future financial requirements, without requiring the consent of, or intimation to, the Secured NCD holders or the Debenture Trustee in this connection, provided that a minimum security cover of one time on the principal amount and interest thereon, is maintained. No security will be created for Unsecured NCD in the nature of subordinated debt.
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 http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html or at such other website as may be prescribed by SEBI from time to time
Shelf Limit	The aggregate limit of the Issue, being ₹3,500 crore to be issued under this Draft Shelf Prospectus, the Shelf Prospectus through one or more Tranche Issues
Shelf Prospectus	The Shelf Prospectus to be filed by our Company with the SEBI, NSE, BSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations The Shelf Prospectus shall be valid for a period as prescribed under section 31 of the Companies Act, 2013
Specified Cities/Specifed Locations	Bidding Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Consortium Members, Broker Centres for Trading Members, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Stock Exchanges	BSE and NSE
Syndicate or Members of the Syndicate	Collectively, the Consortium Members appointed in relation to the Issue
Syndicate ASBA	Applications through the Members of the Syndicate or the Designated Intermediaries
Syndicate ASBA Application Locations	ASBA Applications through the Lead Managers, Consortium Members or the Trading Members of the Stock Exchanges only in the Specified Cities
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Member of the Syndicate, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html 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 NBFC and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiary and companies in the same group exceeding, in aggregate, ten percent of the owned fund and perpetual debt instruments issued by a Systemically important 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

Term	Description
	equity; (b) revaluation reserves at discounted rate of fifty five percent; (c) General Provisions (including that for Standard Assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt; and (f) perpetual debt instruments issued by a systemically important 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 as specified in the relevant Tranche Prospectus
Transaction Registration Slip or TRS	The acknowledgement slip or document issued by any of the Designated Intermediary to an Applicant upon demand as proof of registration of the Application Form
Trading Members	Intermediaries registered with a Broker or a Sub-Broker under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 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 July 15, 2016 among our Company, the Registrar and CDSL and tripartite agreement dated July 1, 2010 among our Company, the Registrar and NSDL
Unsecured NCDs	Unsecured subordinate redeemable non-convertible debentures of face value of ₹1,000 each. The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for tier II capital
Unsecured Debenture Holder (s) / Unsecured NCD Holder(s)	Holder of unsecured subordinate redeemable non-convertible debenture of face value of ₹1000 each. The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for tier II capital
Working Day(s)	Working Day means 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 stock exchanges excluding Sundays and bank holidays in Mumbai, as per SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, however, with reference to payment of interest/redemption of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai.
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

Conventional and general terms or abbreviation

Term/Abbreviation	Description/ Full Form
₹ or Rupees or Rs. or Indian Rupees or INR	The lawful currency of India

Term/Abbreviation	Description/ Full Form
AGM	Annual General Meeting
AS	Accounting Standards issued by Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
AUM	Asset Under Management
CDSL	Central Depository Services (India) Limited
Companies Act	The Companies Act, 1956 or the Companies Act 2013, to the extent notified by the Ministry of Corporate Affairs and in force as on the date, as the case may be, as amended and replaced from time to time
Companies Act, 1956	Companies Act, 1956, as amended and as applicable
Companies Act, 2013	The Companies Act, 2013, as amended
CRAR	Capital to Risk-Weighted Assets Ratio
CSR	Corporate Social Responsibility
ECS	Electronic Clearing Scheme
Depositories Act	Depositories Act, 1996, as amended
Depository(ies)	CDSL and NSDL
DIN	Director Identification Number
DP/ Depository Participant	Depository Participant as defined under the Depositories Act, 1996
DRR	Debenture Redemption Reserve
FCNR	Foreign Currency Non-Repatriable
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/ Fiscal/ FY	Period of 12 months ended March 31 of that particular year
FIR	First Information Report
GDP	Gross Domestic Product
GoI or Government	Government of India
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income Tax Act, 1961, as amended
Income Tax Rules	Income Tax Rules, 1962, as amended
India	Republic of India
IND AS	Indian Accounting Standard - as per Indian Companies (Indian Accounting Standards) Rules, 2015, as amended notified under section 133 and other relevant provisions of the Companies Act, 2013
Indian GAAP	Generally Accepted Accounting Principles followed in India in terms of Accounting Standards as per the Companies (Accounting Standards) Rules, 2006 notified under Section 133 and other relevant provisions of the Companies Act, 2013
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
MCA	Ministry of Corporate Affairs, GoI
MoF	Ministry of Finance, GoI
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Company, as defined under applicable RBI guidelines
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	Negotiable Instruments Act, 1881, as amended
NPA	Non-Performing Assets
NRI or "Non-Resident"	A person resident outside India, as defined under the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum

Term/Abbreviation	Description/ Full Form
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
RTGS	Real Time Gross Settlement
SARFAESI Act	Securitisation & Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
WCDL	Working Capital Demand Loan

Business/ Industry related terms

Term/Abbreviation	Description/ Full Form
Adjusted CRAR	Adjusted standalone capital to risk (weighted) assets ratio (Considering nil risk weightage on mutual fund investments)
ASSOCHAM	The Associated Chambers of Commerce and Industry of India
ALM	Asset Liability Management
CAGR	Compounded Annual Growth Rate
CIBIL	Credit Information Bureau (India) Limited
EMI	Equated monthly instalment
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
FSI	Floor Space Index
ICRA April-2018 Report	"Indian Retail Non-Banking Finance Market: Growth revival supports asset quality and profitability" dated April 2018 by ICRA Limited
ICRA June-2018 Report	"Indian Retail Non-Banking Finance Market Overall demand drivers intact; access to funding to determine performance" dated June 2018 by ICRA Limited
ICRA Research Report	ICRA April-2018 Report and ICRA June-2018 Report
KYC	Know Your Customer
LAP	Loan Against Property
LTV	Loan-to-value ratio
Net NPAs	Gross NPAs less provisions for NPAs
PMLA	Prevention of Money Laundering Act,2002
ROE	Return on Equity
SCB	Scheduled Commercial Bank
Stage 1 Asset	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 Asset	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 Asset	Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under IND AS

Term/Abbreviation	Description/ Full Form
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
Gross NPAs/GNPAs	Aggregate of receivable from financing business considered as non-performing assets (secured and unsecured which has been shown as part of short term loans and advances and long term loans and advances) and non performing quoted and unquoted credit substitute forming part of stock in trade

Notwithstanding anything contained herein, capitalised terms that have been defined in "*Capital Structure*", "*Regulations and Policies*", "*History and other Corporate Matters*", "*Statement of Tax Benefits*", "*Our Management*", "*Financial Statements",* "*Financial Indebtedness*", "*Outstanding Litigations and Defaults"* and "*Issue Procedure*" on pages 46, 93, 90, 54, 106, 127, 133, 152 and 193 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.

In this Draft Shelf Prospectus, unless otherwise specified or the context otherwise indicates or implies the terms, all references to "Indiabulls Commercial Credit Limited", "ICCL", "Issuer", "we", "us", "our" and "our Company" are to Indiabulls Commercial Credit Limited. Unless stated otherwise, all references to page numbers in this Draft Shelf Prospectus are to the page numbers of this Draft Shelf Prospectus. Unless stated otherwise, all references to financial numbers are on a standalone basis.

Unless stated otherwise, all references to page numbers in this Draft Shelf Prospectus are to the page numbers of this Draft Shelf Prospectus.

Presentation of Financial Information

Our Company publishes its financial statements in Rupees. Our Company's financial statements as at and 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 the Companies Act read with General Circular 8/2014 dated April 4, 2014. Our Company's Limited Review Financial Statements for the period ended September 30, 2018 have been prepared in accordance with Ind AS including the Accounting Standards notified under the Companies Act.

The reports on the Reformatted Financial Statements and the Limited Review Financial Statements as issued by the Statutory Auditor, Ajay Sardana Associates, Chartered Accountants, of our Company, are included in this Draft Shelf Prospectus in "*Financial Statements*" on page 127.

All financial data included in this Draft Shelf Prospectus is on a standalone basis unless it is specifically specified that such financial data is on a consolidated basis.

Unless stated otherwise, the financial data up to and for the year ended March 31, 2018 used in this Draft Shelf Prospectus is in accordance with Indian GAAP. Unless stated otherwise, the financial data from and after April 1, 2018 used in this Draft Shelf Prospectus is in accordance with Ind AS.

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

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 Shelf Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

Currency and Unit of Presentation

In this 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 crores.

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 Research Report, 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.

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

Exchange Rates

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

Currency	December 31, 2018	September 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
USD	69.79	72.55	65.04	64.84	66.33	62.59	60.10

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.

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 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 or disruptive technologies;
- change in the government regulations and/or directions issued by RBI;
- availability of adequate debt and equity financing at commercially acceptable terms;
- performance of the Indian debt and equity markets;
- 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;
- turndown in the real estate market; and
- other factors discussed in this Draft Shelf Prospectus, including under the chapter titled "*Risk Factors*" on page 14.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in ***"Our Business"*** and ***"Outstanding Litigations and Defaults"*** on pages 76 and 152 respectively. 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 the Lead Managers, our Company, its Directors and its officers, nor any of their respective affiliates or associates 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 Shlef Prospectus with the Stock Exchanges and relevant Tranche Prospectus with the RoC and the date of the Allotment.

SECTION II-RISK FACTORS

Prospective investors should carefully consider all the information in this Draft Shelf Prospectus, including the risks and uncertainties described below, and under the section "Our Business" on page 76 and under "Financial Statements" on page 127, before making an investment in the NCDs. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business prospects, results of operations, cash flows and financial condition. 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 and results of operations. If any of the following or any other risks actually occur, our business prospects, results of operations, cash flows and financial condition could be adversely affected and the price of and the value of your investment in the NCDs could decline and you may lose all or part of your redemption amounts and/ or interest amounts.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in the below risk factors. The numbering of risk factors has been done to facilitate ease of reading and reference, and does not in any manner indicate the importance of one risk factor over another.

In this section, unless the context otherwise requires, a reference to "our Company", is a reference to Indiabulls Commercial Credit Limited on a standalone basis and references to "we", "us", and "our" are to our Company and its Subsidiary on consolidated basis. Unless otherwise specifically stated in this section, financial information included in this section have been derived from our Reformatted Financial Statements.

The financial information for half year ended September 30, 2018 (which has been prepared under IND AS) and financial information upto and for the Fiscal 2018 (which has been prepared in accordance with Indian GAAP) are not comparable.

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.

Internal Risks and Risks Associated with our Business

1. ***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 past resulted from significant write downs of asset value of financial institutions including banks, housing finance companies and non-banking financial companies. As at March 31, 2018, the net non-performing assets of scheduled commercial banks in India (except State Bank of India and its associates) amounted to INR 5,206,794 million. 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. If the measures adopted by the central government in conjunction with the RBI on November 19, 2018, in relation to easing of liquidity constraints, is not implemented or if other sources of short term funding including funding from the capital markets are not available, at a commercially viable spread or at all, our Company's business, financial condition, results of operations, prospects and solvency, as well as the value of NCDs, could be materially adversely affected.

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

Our Company's business involves lending money 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 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, 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 RBI 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 152. Customer defaults could also adversely affect our Company's levels of NPAs and provisions made for its NPAs, which could in turn adversely affect our Company's operations, cash flows and profitability. Our Company's gross Stage 3 Assets as at September 30, 2018 were ₹ 79.83 crores and gross NPAs for the financial year ended March 31, 2018 were ₹ 49.49 crores. Our Company's NPAs have decreased to ₹ 49.49 crores in Fiscal 2018 from ₹ 63.54 crores in Fiscal 2017 (which constituted 0.60 %, and 1.78 %, of our AUM, respectively, during these periods) while our Company's net NPAs have decreased to ₹32.95 crores in the Fiscal ended March 31, 2018 from ₹ 47.88 crores in Fiscal 2017.

Moreover, as our Company's loan portfolio as per IND AS matures, our Company may experience increased defaults in principal or interest repayments. Thus, if our Company is not able to control or reduce its level of NPAs, the overall quality of its loan portfolio as per IND AS may deteriorate and its results of operations may be adversely affected. Our Company's Stage 3 Provision was ₹ 19.69 crores as at September 30, 2018 and our Company's total provisions for its NPAs were ₹ 16.55 crores and ₹ 15.66 crores in the Fiscal March 31, 2018 and in Fiscal 2017, respectively, and its provisioning coverage ratio (i.e., Stage 3 Assets for which Stage 3 Provision had been created/ gross NPAs for which provisions had been created) was 24.66%, 33.44%, and 24.65%, respectively, during these periods, which may not be comparable to that of other similar financial institutions. Moreover, there can be no assurance that there will be no further deterioration in our Company's provisioning coverage ratio or that the percentage of NPAs that our Company will be able to recover will be similar to its past experience in recovering its NPAs. In the event of any further deterioration in the quality of our Company's loan portfolio as per IND AS, there could be further adverse impact on its results of operations. Defaults for a period of more than 90 days result in such loans being classified as "non-performing". 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 portfolio as per IND AS, the proportion of NPAs in its loan portfolio as per IND AS could increase, which may, in turn, have a material adverse effect on our Company's business, financial condition, results of operation and future financial performance.

3. ***Our business has been growing consistently in the past. Any inability to manage and maintain our growth effectively may have a material adverse effect on our business, results of operations, financial condition and cash flows.***

We have experienced consistent growth in our business in the past. Our revenue from operations grew at a CAGR of 52.19%, from ₹364.10 crores in Fiscal 2016 to ₹843.37 crores in Fiscal 2018. Our profit after tax grew at a CAGR of 124.56%, from ₹50.55 crores in Fiscal 2016 to ₹254.90 crores in Fiscal 2018. Our assets

under management grew at a CAGR of 119.32%, from ₹1,718.01 crores as of March 31, 2016 to ₹8,263.57 crores as of March 31, 2018.

Our growth exposes us to a wide range of increased risks within India, including business risks, operational risks, fraud risks, regulatory and legal risks and the possibility that the quality of our AUM may decline. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key management personnel, maintaining effective risk management policies, continuing to offer products which are relevant to our target base of clients, developing managerial experience to address emerging challenges and ensuring a high standard of client service. Going forward, we may not have adequate processes and systems such as credit appraisal and risk management to sustain this growth.

Our results of operations depend on a number of internal and external factors, including demand for finance in India, competition, our ability to expand geographically and diversify our product offerings and also significantly on our net interest income. Further, we cannot assure you that we will not experience issues such as capital constraints, difficulties in expanding our existing business and operations, and hiring and training of new personnel in order to manage and operate our expanded business.

Our business depends significantly on our marketing initiatives. There can be no assurance in relation to the impact of such initiatives and any failure to achieve the desired results may negatively impact our ability to leverage its brand value. There can also be no assurance that we would be able to continue such initiatives in the future in a similar manner and on commercially viable terms. Furthermore, any adverse publicity, about or loss of reputation of, our Company could negatively impact our results of operations.

If our Company grows its loan book too rapidly, or fails to make proper assessments of credit risks associated with new borrowers or new businesses, a higher percentage of the Company's loans may become non-performing, which would have a negative impact on the quality of our Company's assets and its business, prospects, financial condition and results of operations.

Any or a combination of some or all of the above-mentioned factors may result in a failure to maintain the growth of our AUM which may in turn have a material adverse effect on our business, results of operations, financial condition and cash flows.

4. ***As at March 31, 2018 and September 30, 2018 mortgage loans constituted 98.21% and 97.25%, respectively of our Company's loan book. Any adverse development in the real estate sector would adversely affect its results of operations.***

As at March 31, 2018, our Company's loan book size as per Indian GAAP was ₹7,812.76 crores and as at September 30, 2018, our Company's loan book size as per IND AS was ₹ 12,745.17 crores. Mortgage loans constituted 98.21% and 97.25% of our Company's loan book as at March 31, 2018 and September 30, 2018, respectively. The demand for these loan products is generally affected by developments in the real estate sector. Any decline in conditions of the real estate markets could have an adverse impact on our Company's financial condition and results of operations. Further, as the underlying security on these loans is primarily mortgages or other form of security over the customers' other residential or commercial property, a significant portion of our Company's loan book is exposed to events affecting the real estate sector. In the event of a significant decline in property prices or a defect in the title of the property, our Company may not be able to realise the value of the collateral or recover its principal and interest in the event of a default. Also, if any of the projects which form part of the collateral are delayed for any reason, it may affect our Company's ability to enforce the security, hereby effectively diminishing the value of such security. Further, our Company is not an NBFC notified by the government for the purposes of SARFAESI Act and therefore the benefits of SARFAESI Act do not extend to us. There can be no assurance that our Company will be able to foreclose on collateral on a timely basis, or at all, and if it is able to foreclose on the collateral, that the value will be sufficient to cover the outstanding amounts owed to our Company which may result in a material adverse effect on its business, results of operations and financial condition.

5. ***We, our Promoter and certain of our Directors are party to certain legal proceedings and any adverse outcome in these or other proceedings may adversely affect our business.***

We are involved, from time to time, in legal and regulatory proceedings that are incidental to our operations and these involve proceedings filed by and against our Company. We, our Promoter and certain of our Directors are involved in legal and regulatory proceedings which include, criminal proceedings, civil proceedings,

arbitration cases, consumer proceedings, labour proceedings, tax investigations, cases filed by us under the Negotiable Instruments Act and applications under the SARFAESI Act challenging proceedings adopted by us towards enforcement of security interests. These proceedings are pending at different levels of adjudication before various courts, forums, authorities, tribunals and appellate tribunals. A significant degree of judgment is required to assess our exposure in these proceedings and determine the appropriate level of provisions, if any. There can be no assurance on the outcome of the legal proceedings or that the provisions we make will be adequate to cover all losses we may incur in such proceedings, or that our actual liability will be as reflected in any provision that we have made in connection with any such legal proceedings. For a summary of certain material legal proceedings involving our Company, our Promoter and Directors, see "*Outstanding Litigations and Defaults*" on page 152.

We may be required to devote management and financial resources in the defense or prosecution of such legal proceedings. If a significant number of these disputes are determined against our Company and if our Company is required to pay all or a portion of the disputed amounts or if we are unable to recover amounts for which we have filed recovery proceedings, there could be a material and adverse impact on our reputation, business, financial condition and results of operations.

6. ***Our top 20 borrowers have an exposure of 16.68 % of our total advances as per Indian GAAP as on March 31, 2018. 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 16.68% of our total advances as per Indian GAAP as on March 31, 2018. Our business 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 operation and thereby our profitability. In case we are unable to recover the complete the loan disbursed or any part of thereof, and the collateral is also not sufficient to recover our loan, our financial conditions may be adversely affected. We are dedicated to earning and maintaining the trust and confidence of our customers, and we believe that the good reputation created thereby, and inherent in our brand name, is essential to our business. As such, any damage to our reputation could substantially impair our ability to maintain or grow our business. There can be no assurance that we will be able to maintain the historic levels of business from these customers or that we will be able to replace these customers in case we lose any of them. The loss of any significant customer could have a material adverse effect on our results of operations. Moreover, failure to maintain sufficient credit assessment policies, particularly for small and medium enterprise borrowers, could adversely affect our credit portfolio, which could have a material and adverse effect on our results of operations and/ or financial condition.

7. ***We are vulnerable to the volatility in interest rates and we may face interest rate and maturity mismatches between our assets and liabilities in the future which may cause liquidity issues.***

Our operations are particularly vulnerable to volatility and mismatch in interest rates. Our net interest income and profitability directly depend on the difference between the average interest rate at which we lend and the average interest rate at which we borrow. The cost of our funding and the pricing of our loan products are determined by a number of factors, many of which are beyond our control, including the RBI's monetary policies, inflationary expectations, competition, domestic and international economic and political conditions and other factors. These factors could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest bearing liabilities. While any reduction in our cost of funds may be passed on to our customers, we may not have the same flexibility in passing on any increase in our cost of funds to our customers, thereby affecting our net interest income. Similarly, competition pressures may require us to reduce our cost of lending to our customers without a proportionate reduction in our cost of borrowing from our lenders. Further, if we do not pass on the reduced interest rates to our borrowers, it may result in some of the borrowers prepaying the loan to take advantage of the reduced interest rate environment, thereby impacting our growth and profitability. If interest rates rise, some or all of our lenders may increase the interest rates at which we borrow resulting in an increase in our effective cost of funds. We may or may not be able to pass on the increased interest rates to our borrowers simultaneously with the increase in our borrowing rates, or at all, thereby affecting our net interest income. Further, an increase in interest rates may result in some of our borrowers prepaying their loans by arranging funds from other sources, thereby impacting our growth and profitability.

Additionally, an increase in general interest rates in the economy could reduce the overall demand for finance and impact our growth. There can be no assurance that we will be able to adequately manage our interest rate risk in the future, and if we are unable to do so, this could have an adverse effect on our net interest income, which could in turn have a material adverse effect on our business, results of operations and financial condition. We may also face potential liquidity risks due to mismatch in the maturity of our assets and liabilities. As is typical for a company in the business of lending, a portion of our funding requirements is met through short and medium-term funding sources such as bank loans, non-convertible debentures, commercial paper, cash credit or overdraft facilities. Our inability to obtain additional credit facilities or renew our existing credit facilities for matching tenure of our liabilities in a timely and cost effective manner or at all, may lead to mismatches between our assets and liabilities, which in turn may adversely affect our operations and financial performance.

8. ***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 regulation 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 and financial performance. 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.

9. ***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 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, 1934 (the "**RBI Act**"), pursuant to which the RBI inspects the books of accounts of our Company and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the RBI or for obtaining any information which our Company may have failed to furnish when being called upon to do so. 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 and operations.

10. ***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 and financial condition.***

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 from our Promoter or through private equity investment. Our Company is also in the process of diversifying 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, 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 securitisation or direct assignment transactions or through private placements of non-convertible debentures can disrupt its sources of funding and as a consequence, could have a material adverse effect on our Company's liquidity and financial condition.

Our Company's total long term outstanding debt (including current maturity of secured long term debt) as at March 31, 2018 as per Indian GAAP was ₹ 4,327.00 crores and as at December 31, 2018 as per IND AS was ₹ 9,348.02 crores. 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.

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 and financial condition.

11. ***Our indebtedness and conditions and restrictions imposed by our financing arrangements could adversely affect our ability to conduct our business and operations.***

Our Company's outstanding borrowings (long term borrowings, short term borrowings and current maturity of long term debt) were ₹6,937.94 crores, as at March 31, 2018 as per Indian GAAP, and ₹9,677.72 crores as at December 31, 2018 as per IND AS. We have entered into agreements with certain banks and financial institutions for short-term and long-term borrowings. Some of our agreements require us to take the consent from our lenders for undertaking various actions, including, for:

- entering into any schemes of mergers, amalgamations, compromise or reconstruction;
- enter into any borrowing arrangement with any bank, financial institution, company or person;
- changing our registered office;
- effecting any change in our ownership or control;
- effecting any change in our capital structure;
- any material change in our management or business;
- any amendments to our Memorandum or Articles of Association;
- undertaking guarantee obligations on behalf of any third party;
- declare any dividends to our shareholders unless amounts owed to the lenders have been paid or satisfactory provisions made thereof;
- transfer or dispose of any of our undertakings;
- create or permit to subsist any security over any of its assets;
- entering into any agreements whereby our income or profits are or may be shared with any other person;
- revaluing our assets; and
- entering into any long-term contracts that significantly affect us.

Additionally, some of our loan agreements also require us to maintain certain periodic financial ratios.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which are only identified in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. We may be forced to sell some or all of the assets in our portfolio if we do not have sufficient cash or credit facilities to make repayments. Furthermore, some of our financing arrangements contain cross-default provisions which could automatically trigger defaults under other financing arrangements.

We cannot assure you that our business will generate sufficient cash to enable us to service our debt or to fund our other liquidity needs. In addition, we may need to refinance all or a portion of our debt on or before maturity.

We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all.

12. ***We are required to comply with various financial and other covenants under the loan agreements that we are a party to. If we are not in compliance with the covenants contained in such loan agreements, including obtaining the relevant consents from our lenders for the Issue, our lenders could accelerate their respective repayment schedules, and enforce their respective security interests, which would lead to an adverse effect on our business, results of operations and financial condition.***

We are required to comply with various financial and other covenants under the loan agreements that we are a party to, including but not limited to, amongst other things, obtaining, wherever applicable, prior consents from our existing lenders for further borrowings, including undertaking this Issue, maintenance of financial ratios and for creation of encumbrances over certain of our assets. While our Company has sought consents from its lenders for undertaking this Issue, our Company is yet to receive the consent of all of its lenders, namely, Andhra Bank, Bank of Maharashtra, Canara Bank, Central Bank of India, Dena Bank, HDFC Bank Limited, Industrial and Commercial Bank of China, Indian Bank, Karnataka Bank, National Bank for Agricultural and Rural Development, Oriental Bank of Commerce, Punjab and Sind Bank, Small Industries Development Bank of India, United Bank of India, Vijaya Bank, RBL Bank Limited, Nilgiri Financial Consultants Limited and Indiabulls Housing Finance Limited.

Undertaking the Issue without lender consents constitutes a default by our Company under the relevant financing documents and will entitle the relevant lenders to call a default against our Company and to enforce remedies under the terms of the financing documents, that include, amongst other things, acceleration of repayment of the amounts outstanding under the financing documents, enforcement of security interests created under the financing documents, and taking possession of the assets given as security pursuant to the financing documents. An event of default would affect our Company's ability to raise new funds or renew borrowings as needed to conduct our operations and pursue our growth initiatives. Further, such an event of default could also trigger a cross-default under certain other financing documents of our Company, or any other agreements or instruments of our Company containing a cross-default provision, which may have a material adverse effect on our Company's operations, financial position and credit rating.

Consequently, our Company may have to dedicate a substantial portion of its cash flow from operations to make payments under the financing documents, thereby reducing the availability of our Company's cash flow to meet its working capital requirements and use for other general corporate purposes. Further, we cannot assure you that our Company will have sufficient funds to meet its obligations with respect to the NCDs, including paying interest to the NCD holders or redeeming the NCDs in a timely manner. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts as they fall due.

We will file the Shelf Prospectus and respective Tranche Prospectus only upon obtaining the consent of all our lenders, namely, Andhra Bank, Bank of Maharashtra, Canara Bank, Central Bank of India, Dena Bank, HDFC Bank Limited, Industrial and Commercial Bank of China, Indian Bank, Karnataka Bank, National Bank for Agricultural and Rural Development, Oriental Bank of Commerce, Punjab and Sind Bank, Small Industries Development Bank of India, United Bank of India, Vijaya Bank and RBL Bank Limited.

13. ***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. In particular, private banks in India and many of our Company's competitors may have operational advantages in terms of access to cost-effective sources of funding and in implementing new technologies and rationalising branches as well as the related operational costs. 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.

14. ***Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to borrow on a competitive basis.***

We have the highest long-term credit ratings of "AAA" (for the long-term loans and non-convertible debentures) from CRISIL, CARE and Brickwork Ratings. Additionally, we have obtained a credit rating of "AAA" from CRISIL, CARE and Brickwork Ratings in relation to our subordinated debt programme. We also have the highest short-term credit rating of "A1+" (for the Issuer's commercial paper programme) from CRISIL, ICRA and CARE. Our ratings signify the highest degree of safety, regarding timely servicing of financial obligations and low credit risk. The Issuer believes that its ratings result in a lower cost of funds for the Issuer. Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to borrow on a competitive basis, which may adversely affect our business, financial condition, results of operations and cash flows. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of certain of our borrowings. 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.

15. ***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 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 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.

16. ***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 and results of operations.***

Our Company's secured loan portfolio was ₹ 12735.03 crores, ₹ 7,796.41 crores and ₹ 3,464.56 crores as at September 30, 2018 (as per IND AS), March 31, 2018 (as per Indian GAAP) and March 31, 2017 (as per Indian GAAP), respectively and represented 99.92 %, 99.79 % and 98.52 %, respectively, of the aggregate gross value of our Company's total loan book as per IND AS and loan book as per Indian GAAP of those dates. Our Company's unsecured loan portfolio was ₹ 10.14 crores, ₹ 16.34 crores and ₹ 52.10 crores as at September 30, 2018 (as per IND AS), March 31, 2018 (as per Indian GAAP) and March 31, 2017 (as per Indian GAAP), respectively, and represented 0.08%, 0.21 % and 1.48 %, respectively, of the aggregate gross value of our Company's total loan book as per IND AS and loan book as per Indian GAAP 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 real estate sector in India 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, delays in obtaining regulatory approvals for the enforcement of such collaterals and operational risks such as employee negligence, petty theft, burglary and embezzlement and fraud by employees, agents, customers or third parties 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 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.

17. ***We may experience difficulties in expanding our business or pursuing new business opportunities in new regions and markets.***

As part of our growth strategy, we evaluate attractive growth opportunities to expand our business and pursue new business opportunities in new regions and markets. Factors such as competition, customer requirements, regulatory regimes, culture, business practices and customs in these new markets may differ from those in our current markets, and our experience in our current markets may not be applicable to these new markets.

As we continue to expand our geographic footprint, our present and/ or future businesses may be exposed to various additional challenges, including obtaining necessary governmental approvals, identifying and collaborating with local business and partners with whom we may have no previous working relationship; successfully marketing our products in markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility; falling under additional local tax jurisdictions; attracting and retaining new employees; expanding our technological infrastructure; maintaining standardized systems and procedures; and adapting our marketing strategy and operations to different regions of India or outside of India in which different languages are spoken. To address these challenges, we may have to make significant investments that may not yield desired results or incur costs that we may not recover. Our inability to expand our current operations or pursue new business opportunities may adversely affect our business prospects, financial conditions and results of operations.

18. ***We cannot assure you that we will be able to successfully execute our growth strategies, which could affect our operations, results, financial condition and cash flows.***

Our growth strategy includes increasing the number of loans we extend and expanding our customer base. For further details, see "*Our Business – Our Strategies*" on page 79. We expect that our growth strategy will place significant demands on our management, financial and other resources. While we intend to pursue existing and potential market opportunities, our inability to manage our business plan effectively and execute our growth strategy could have an adverse effect on our operations, results, financial condition and cash flows.

In order to manage growth effectively, we must implement and improve operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees, pursue new business, complete future strategic agreements or operate our business effectively. There can be no assurance that our existing or future management, operational and financial systems, procedures and controls

will be adequate to support future operations or establish or develop business relationships beneficial to future operations.

Our management may also change its view on the desirability of current strategies, and any resultant change in our strategies could put significant strain on our resources. Further, we may be unable to achieve any synergies or successfully integrate any acquired business into our portfolio. Any business that we acquire may have unknown or contingent liabilities, and we may become liable for the past activities of such businesses. Furthermore, any equity investments that we undertake may be subject to market and liquidity risks, and we may be unable to be realise any benefits from such investments, in a timely manner, or at all.

19. ***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. Please see "- *Internal Risks and Risks Associated with our Business - Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to borrow on a competitive basis."* on page 21. 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 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.

20. ***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 notification no. RBI/2006-07/205/DBOD.No. FSD.BC.46 / 24.01.028 /2006-07 dated December 12, 2006 ("**Notification**") has amended the regulatory framework governing banks to address concerns arising from divergent regulatory requirements for banks and NBFCs. This Notification reduces the exposure (both lending and investment, including off balance sheet exposures) of a bank to NBFCs like us. Accordingly, banks exposure limits on any NBFC are reduced from the 25% of the banks' capital funds to 10% of its capital funds (15% for on-lending to infrastructure sector). Furthermore, RBI has suggested that banks may consider fixing internal limits for their aggregate exposure to all NBFCs combined. This Notification limits a bank's exposure to NBFCs which consequently restricts our ability to borrow from banks.

This Notification 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.

21. ***Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on

competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted without onerous conditions, or at all. Limitations on raising foreign debt may have an adverse effect on our business, results of operations and financial condition.

22. ***Our investments are subject to market risk and our exposure to capital markets is subject to certain regulatory limits.***

We invest our surplus funds out of our borrowings and operations in mutual funds and / or fixed income securities. These securities include government securities, bonds carrying sovereign guarantee, bonds issued by state governments or public sector enterprises, mutual fund investments, fixed deposits with banks and other fixed income securities. The value of these investments depends on several factors beyond our 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 may have an adversely effect on our business, financial condition and results of operations.

23. ***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, 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 or renew its existing credit facilities 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 and financial performance.

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 and mutual funds, short and long-term general financing through the domestic debt markets and retained earnings, proceeds from securitization 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.

The following table describes the ALM of our Company as on September 30, 2018:

(₹ in crores)

	1 to 30/31 days (one month)	**Over 1 month to 2 months**	**Over 2 months to 3 months**	**Over 3 months to 6 months**	**Over 6 months to 1 year**	**Over 1 year to 3 years**	**over 3 to 5 years**	**Over 5 years**	**Total**
Deposits	-	-	-	-	-	-	-	-	-
Advances	361.45	220.94	224.21	690.48	1363.65	4,483.88	4,468.00	395.95	1,2208.56
Investments	153.33	398.87	5.50	26.25	21.33	-	-	1.55	606.83
Foreign Currency assets	-	-	43.11	-	-	-	-	-	43.11
Borrowings	487.50	1,092.00	130.19	234.36	1,025.12	4,744.25	2,529.52	410.74	10,653.68
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-

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 18.14%, 18.72% and 20.49%, as at September 30, 2018, March 31, 2018 and March 31, 2017, respectively, with Tier I Capital

comprising 15.33%, 15.26% and 20.49%, as at September 30, 2018, March 31, 2018 and March 31, 2017, respectively. The total capital adequacy ratio comprises 2.81% and 3.46% of Tier II Capital as at September 30, 2018 and March 31, 2018, respectively. If our Company continues to grow its loan portfolio 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. ***We may introduce new products for our customers, and there is no assurance that our new products will be profitable in the future.***

We may 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 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.

26. ***If the corporate undertakings provided by us in our assignment of receivables transactions are invoked, it may require outflow in respect of these undertakings and adversely affect our net income.***

We have in the past, assigned and/or securitised a portion of the receivables from our AUM to banks and other institutions. The assignment and/or securitisation transactions were conducted on the basis of our internal estimates of our funding requirements. Any change in the applicable government regulations in relation to assignments/ securitisations by NBFCs could have an adverse impact on our assignment/securitisation program.

Under some of the assignment and pass through certificate transactions that we undertake, we provide credit support in the form of corporate guarantee and/or cash collateral. In the case of increase in losses on such transactions, such guarantee or the cash collateral may be enforced.

27. ***If we fail to identify, monitor and manage risks and effectively implement our risk management policies, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We have devoted resources to develop our risk management policies and procedures and aim to continue to do so in the future. For details, see "*Our Business – Risk and Asset-Liability Management*" on page 84. Despite this, our policies and procedures to identify, monitor and manage risks of fraud, money laundering, any other credit, operational or other risks may not be fully effective. Further, some of our methods of managing risks are based upon the use of observed historical market behaviour. As a result, these methods may not accurately predict future risk exposures, which could be significantly greater than those indicated by the historical measures. To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risk are not effective, we may not be able to mitigate effectively our risk exposures in particular market environments or against particular types of risk.

Our investment and interest rate risk are dependent upon our ability to properly identify, and mark-to-market changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon the effectiveness of our management of changes in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses.

To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses. See "- *High levels of customer defaults and the resultant non-performing assets could adversely affect our Company's business, financial condition, results of operations and future financial performance*" on page 15.

If we fail to effectively implement our risk management policies, it could materially and adversely affect our business, financial condition, results of operations and cash flows.

28. ***We have contingent liabilities as at September 30, 2018 and our financial condition may be adversely affected if these contingent liabilities materialize.***

We have contingent liabilities (including capital commitments), which could adversely affect our business and results of operations. Our contingent liabilities aggregated to ₹ 0.64 crores as at September 30, 2018. The contingent liabilities consist primarily of liabilities on account of capital commitments on account of contracts remaining to be executed and not provided for. In the event that any of these contingent liabilities materialize, our results of operation and financial condition may be adversely affected. For further information, see "*Financial Statements*" on page 127.

29. ***Our business and operations significantly depend on senior management and key employees and may be adversely affected if we are unable to retain them.***

Our business and operations largely depend on the continued services and performance of our senior management and other key employees and our ability to attract and retain such personnel. Considering the compact nature of our management team, our ability to identify, recruit and retain our employees is critical. As common to the non-banking finance industry we also face a continuing challenge to recruit and retain a sufficient number of suitably skilled personnel, knowledgeable in sectors to which we lend. There is significant competition in India for such personnel, and it may be difficult to attract, adequately compensate and retain personnel we need in the future. Inability to attract and retain appropriate and adequate managerial personnel, or the loss of key personnel could adversely affect our business, prospects, results of operations, financial condition. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Hiring and retaining qualified and skilled managers are critical to our future, as our business model depends on our credit-appraisal and asset valuation mechanism, which are personnel-driven operations. The loss of the services of our senior members of our management team and key employees could seriously impair our ability to continue to manage and expand our business efficiently and adversely affect our business, results of operations and financial condition. Further, we also do not maintain any key man insurance policies, and as a result, we may be unable to compensate for the loss of service of our key personnel.

30. ***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 on the date of this Draft Shelf Prospectus, our Promoter holds 100% of our paid up share capital. Our Company is dependent on the goodwill and brand name of the Indiabulls. 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. There can be no assurance that the "Indiabulls" 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.

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

In the event Indiabulls 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 Indiabulls Group and/or our inability to have access to the infrastructure provided by other companies in the Indiabulls Group could adversely affect our ability to attract customers and to expand our business, which in turn could adversely affect our goodwill, operations and profitability.

31. ***Our business is dependent on relationships with our clients established through, amongst others, our branches. Closure of branches or loss of our key branch personnel may lead to damage to these relationships and a decline in our revenue and profits.***

Our business is dependent on the key branch personnel who directly manage client relationships. We encourage dedicated branch personnel to service specific clients since we believe that this leads to long-term client relationships, a trust based business environment and, over time, better cross-selling opportunities. Our business may suffer materially if a substantial number of branch managers either become ineffective or leave us.

32. ***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. 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.

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

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. Furthermore, our Company is exposed to many types of operational risks, including the risk of fraud or other misconduct by its employees and unauthorised transactions by its employees. Our Company's reputation may be adversely affected by significant frauds committed by its employees, customers or outsiders.

34. ***Our lending operations involve cash collection which may be susceptible to loss or misappropriation or fraud by our employees. This may adversely affect our business, operations and ability to recruit and retain employees.***

Our lending and collection operations involve handling of cash, including collections of instalment repayments in cash in certain cases. Cash collection exposes us to risk of loss, fraud, misappropriation or unauthorised transactions by our employees responsible for dealing with such cash collections. In addition, we may be subject to regulatory or other proceedings in connection with any such unauthorised transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. In addition, given the high volume of transactions involving cash processed by us, certain instance of fraud and misconduct by our employees or representatives may go unnoticed for some

time before they are identified and corrective actions are taken. Even when we identify instance of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, there can be no assurance that we will recover any amounts lost through such fraud or other misconduct. While we have internal control in place to minimise the likelihood or such frauds, there can be no assurance that these are sufficient and will be so in the future.

In addition to the above, our employees operating in remote areas may be required to transport cash due to lack of local banking facility. In the event of any adverse incident, our ability to continue operations in such areas will be adversely affected and our employee recruitment and retention efforts may be affected, thereby affecting our growth and expansion. In addition, if we determine that certain areas of India pose a significantly higher risk or crime or instability, our ability to operate in such areas will be adversely affected.

35. ***A failure, inadequacy or security breach in our information technology and telecommunication systems may adversely affect our business, results of operation and financial condition.***

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

36. ***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, business and results of operations.***

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 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, our Company's reputation, 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.

37. ***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 AML 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.

38. ***Our Company's insurance coverage may not adequately protect our Company against losses which could adversely affect our Company's business, financial condition 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. We currently maintain insurance coverage against fire and allied perils, burglary and housebreaking and damage to portable equipment at our offices and a money insurance coverage for cash that is maintained in our offices and cash in transit. We also maintain a director's and officers' liability policy covering our directors, officers and employees against claims arising out of legal and regulatory proceedings and monetary demands for damages. 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 and results of operations.

39. ***We do not own a majority of our branch offices including our registered office and corporate offices. Any termination or failure on our part to renew our Lease/Rent Agreements in a favourable, timely manner, or at all, could adversely affect our business and results of operations. Moreover many of the lease/rent agreements entered into by our Company may not be duly registered or adequately stamped.***

Most of our branch offices including our registered office and corporate offices are located on leased/rented premises. Some of the lease/rent agreements may have expired and we maybe currently involved in negotiations for the renewal of these lease/rent agreements. If these lease/rent agreements are not renewed or renewed on unfavourable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business and results of operations.

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

40. ***We have entered into a number of related party transactions and may continue to enter into related party transactions, which may involve conflicts of interest.***

We have entered into a number of related party transactions, within the meaning of AS-18, and may continue to enter into related party transactions, which may involve conflict of interest. Such transactions may give rise to current or potential conflicts of interest with respect to dealings between us and such related parties. Further, we have entered and may continue to enter into certain transactions with IHFL, our Promoter which may or may not be at an arm's length. However, such related party transactions are exempted under Section 188 of Companies Act, on account of our Company being a wholly owned subsidiary of IHFL. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

For further details, please refer to the statement of related party transactions in "*Financial Statements*" on page 127.

41. ***Our Company's Promoter, Directors and related entities may have interests in a number of entities which are in businesses similar to our Company's business and this may result in potential conflicts of interest with our Company.***

Certain decisions concerning our Company's operations or financial structure may present conflicts of interest among our Company's Promoter, other shareholders, Directors, executive officers and the holders of Equity Shares. Our Company's Promoter, Directors and related entities have interests in various entities that are engaged in businesses similar to our Company. Commercial transactions in the future between our Company and related parties may result in conflicting interests. A conflict of interest may occur directly or indirectly between our Company's business and the business of our Company's Promoter which could have an adverse effect on our Company's operations. Conflicts of interest may also arise out of common business objectives shared by our Company, our Company's Promoter, Directors and their related entities. Our Company's Promoter, Directors and their related entities may compete with our Company and have no obligation to direct any opportunities to our Company. Our Company cannot provide any assurance that these or other conflicts of interest will be resolved in an impartial manner.

42. ***We are subject to risks arising from exchange rate fluctuations, which could materially and adversely affect our business and financial conditions.***

As at September 30, 2018, as per IND AS, we had foreign currency borrowings (FCNR) amounting to ₹ 565.01 crores, representing 5.30 % of our total outstanding borrowings. Our Subsidiary does not have any foreign currency borrowings. The exchange rate between Indian Rupees and U.S. Dollars has changed substantially in recent years and may fluctuate substantially in the future. While we have entered into various hedging arrangements to hedge the entire balance sheet risk on our exposure to foreign exchange fluctuations, we cannot assure you that our existing hedging arrangements will adequately reduce our foreign currency exchange risk or protect us against any unfavourable exchange rate fluctuations. Any depreciation in the value of Indian Rupees against U.S. Dollars could cause an increase in our interest expenses, reduce the profitability of our business and have a material and adverse effect on our cash flows, results of operations and financial condition. We may also be unable to pass on any increase in our costs due to foreign currency fluctuations to our customers, and as a result, our revenue and profitability may decline.

For information on certain historical exchange rates between the Rupee and the U.S. dollar, see "*Certain Conventions, Use of Financial Industry and Market Data and Currency of Presentation - Exchange Rate*" on page 12.

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

Our Company has not made an application for and consequently does not own trademark registrations for certain logos used in our business. Accordingly, we may not be able to prohibit the use of our 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. 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, which can have a material adverse effect on our business and our financial condition.

Additionally, the Indiabulls brand that we operate under is shared between members of the Indiabulls group of companies, a diversified set of businesses in the financial services, real estate and securities sector (including, but not limited to, our Subsidiary). We use "Indiabulls" trademark as a 'common law licensee or permissive user' under implied permission and consent of IHFL. We have not, in the past, entered into, or do not currently have agreements to share this brand. Accordingly, we will have no recourse if we are restricted to use such trademark in the future, which could materially affect our reputation, business and results of operations.

44. ***We depend on third party selling agents for referral of a certain portion of our customers, who do not work exclusively for us.***

We depend on external direct selling agents ("**DSAs**"), who are typically proprietorships and self-employed professionals, to source a portion of our customers. Such DSAs pass on leads of any loan requirements of these small businesses to us. Our agreements with such DSAs typically do not provide for any exclusivity, and accordingly, such DSAs can work with other lenders, including our competitors. There can be no assurance that our DSAs will continue to drive a significant number of leads to us, and not to our competitors, or at all.

45. ***We rely on third-party service providers who may not perform their obligations satisfactorily or in compliance with law.***

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 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 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 and results of operations.

46. ***Certain of our documents may bear higher stamp duty than we have paid and as a result, our cash flows and results of operations may be adversely affected.***

In relation to assignment/ securitisation transactions executed by us in relation to our AUM, we have entered into certain documentation, wherein we have, in accordance with industry practice, agreed to bear all costs in relation to stamp duty payable in respect of the assignment/ securitisation documents. Most of these transactions involve loans (and underlying mortgages) situated across India, and not just the jurisdiction where the documents in relation to the assignment/ securitisation are stamped. If any of the transaction documents in relation to these assignment/ securitisation transactions, are for any reason, taken out of the state in which stamp duty has been paid, including for registration of the same in the state where the underlying property is situated, there may be an additional stamp duty implication us, to the extent of the difference between the stamp duty payable in such state and the stamp duty already paid. Any such liability may have a financial impact on our cash flows and results of operations.

47. ***We may be required to bear additional tax liability for previous assessment years, which could adversely affect our financial condition***.

According to extant guidelines from the RBI, an NBFC is not permitted to recognise income if the amount due in respect of a loan has not been paid by the borrower for 90 days or more and such amount is considered an NPA. However, under Section 43D read with rule 6EB of the Income Tax Rules, the definition of an NPA under the Income Tax Act is different from that provided by extant guidelines of the RBI in force at present.

While we have been following the guidelines of the RBI on income recognition, if the interpretation of the income tax department is different to ours, we may be required to bear additional tax liabilities for previous assessment years, as well as an increased tax liability in the future as a result of our income being recognized by the income tax department at a higher level than the income offered for taxation under the guidelines set out by the RBI.

48. ***The new Bankruptcy Code in India may affect our rights to recover loans from borrowers.***

The Insolvency and Bankruptcy Code, 2016 ("**Bankruptcy Code**") was notified on August 5, 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, 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 75% 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.

External Risks

49. ***A slowdown in economic growth in India may adversely affect our business and results of operations.***

Our financial performance and the quality and growth of our business depend significantly on the health of the overall Indian economy, the gross domestic product growth rate and the economic cycle in India. A substantial portion of our assets and employees are located in India, and we intend to continue to develop and expand our facilities in India.

Our performance and the growth of our business depend on the performance of the Indian economy and the economies of the regional markets we currently serve. These economies could be adversely affected by various factors, such as political and regulatory changes including adverse changes in liberalization policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in these economies could adversely affect the ability of our customers to afford our services, which in turn would adversely impact our business and financial performance and results of operations.

50. ***If inflation were to rise significantly in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers and our profits might decline.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. According to the Monthly Economic Report for June 2018 prepared by the Department of Economic Affairs, Ministry of Finance, GoI, the year-on year inflation in terms of the CPI (NS-Combined) was 5.0% for the month of June 2018 as compared to 1.5% in June 2017. The RBI's third bi-monthly monetary policy statement released on August 1, 2018 stated that CPI inflation Is expected to pick up from 5.0% in June 2018 to 4.6% in Q2-Fiscal 2019 , 4.8% in H2 –fiscal 2019 and 5.0% in Q1-Fiscal 2020. The main risks to the outlook are uncertainties such as volatility in oil prices and global financial markets, rise in households' inflation expectations, regional distribution of monsoon, fiscal slippage at centre and/or state level, increase in house rent allowance (including by state governments), according to the RBI.

In the event of increasing inflation in India, our costs, such as operating expenses, may increase, which could have an adverse effect on our business, results of operations and financial condition.

51. ***Our business and activities may be affected by the recent amendments to the Companies Act, 2013.***

The Companies (Amendment) Act, 2017 (the "Amendment Act") (post approval of both houses of the Parliament of India) received the assent of the President of India on January 3, 2018. The provisions of the Amendment Act, which proposes to introduce significant changes to the Companies Act, 2013, shall come into force on such date as notified by the Central Government. While, certain provisions of the Amendment Act have been notified, the remaining provisions are yet to be notified and may be notified and brought into force by the Central Government in the future. The provisions of the Amendment Act may have an adverse impact

on the business and activities of our Company. However, at this juncture it is unclear as to how the provisions of the Amendment Act would be implemented and hence, we cannot ascertain the impact the Amendment Act could have on our business and activities

52. ***Our business and activities may be affected by competition law in India.***

The Competition Act, 2002 was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the CCI to separate such practices. Under the Competition Act, any arrangement, understanding or action whether or not formal or informal which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void.

The Competition Act also prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be deemed guilty of the contravention and liable to be punished.

On March 4, 2011, the Government of India notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. The combination regulation provisions require that acquisition of shares, voting rights, assets or control or mergers or amalgamations which cross the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

If we are adversely impacted, directly or indirectly, by any provision of the Competition Act, or its application or interpretation, generally or specifically in relation to any merger, amalgamation or acquisition proposed by us, or any enforcement proceedings initiated by the CCI, either *suo moto* or pursuant to any complaint, for alleged violation of any provisions of the Competition Act, our business, financial condition and results of operations may be materially and adversely affected.

53. ***Our Company will be subject to a number of new accounting standards that may significantly impact its financial statements, which may adversely affect the manner in which it accounts for losses and its results of operations***

Our Company's results of operations and financial condition will be affected by certain changes to Indian GAAP, which are intended to align Indian GAAP further with IFRS. These new Indian Accounting Standards ("**IND AS**") will change our Company's methodology for estimating allowances for probable loan losses. New accounting standards may require our Company to value its non-performing loans by reference to their market value (if a ready market for such loans exists), or to calculate the present value of the expected future cashflows realisable from our Company's loans, including the possible liquidation of collateral (discounted at the loan's effective interest rate) in estimating allowances for probable losses. This may result in our Company recognizing higher allowances for probable loan losses in the future, which will adversely affect the results of its operations.

The Ministry of Corporate Affairs ("**MCA**") notified the Companies (Indian Accounting Standards) Rules 2015 on February 16, 2015 ("**IAS Rules**"). The MCA, via its notification dated March 30, 2016, requires NBFCs having a net worth of Rs 5,000 crores or more as of March 31, 2016, shall comply with IND AS for accounting periods beginning on or after April 1, 2018. Our Company has not determined with any degree of certainty the impact such adoption would have on its financial reporting. Pursuant to adoption of these changes in future there can be no assurance that our Company's financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under IND AS than under Indian GAAP. In any future transition to IND AS reporting, our Company may encounter difficulties in the ongoing process of implementing and enhancing its management information systems. Moreover, there is increasing competition for the small number of IND AS experienced accounting personnel available as more Indian companies begin to prepare IND AS financial statements. Further, there is no significant body of established practice on which to draw in forming judgments regarding the new system's implementation and application.

54. ***Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition.***

Our financial statements, including the financial statements provided in this Draft Shelf Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Shelf Prospectus, nor do we provide a reconciliation of its financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Shelf Prospectus will provide meaningful information entirely depends on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Shelf Prospectus should accordingly be limited.

55. ***Significant differences exist between Indian GAAP used to prepare our Company's financial statements and other accounting principles, such as Indian Accounting Standards (IND AS), with which investors may be more familiar***.

Our Company's Reformatted Financial Statements included in this Draft Shelf Prospectus are prepared in conformity with Indian GAAP and Limited Review Financial Statements have been prepared in conformity with IND AS. Indian GAAP differs in certain significant respects from IND AS and other accounting principles and standards. Our Company has not made any attempt to quantify the impact of IND AS on the financial data included in this Draft Shelf Prospectus, nor does our Company provide a reconciliation of its financial statements to those of IND AS. If our Company were to prepare its financial statements in accordance with such other accounting principles, our Company's results of operations, cash flows and financial condition may be substantially different. The significant accounting policies applied in the preparation of its Indian GAAP Reformatted Financial Statements are set forth in the notes to the Reformatted Financial Statements included in this Draft Shelf Prospectus. Prospective investors should review the accounting policies applied in the preparation of our Company's financial statements summarised in the section "Index to Financial Statements" and "Summary of Significant Differences between Indian GAAP and IND AS", and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Accordingly, the degree to which the financial statements included in this Draft Shelf Prospectus will provide meaningful information is entirely dependent on the investor's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Shelf Prospectus should accordingly be limited.

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

This Draft Shelf Prospectus includes certain unaudited financial information in relation to our Company, for the six months ended September 30, 2018 (prepared as per IND AS), in respect of which the Statutory Auditor of our Company have issued their Limited Review Report dated October 15, 2018. As this financial information has been subject only to limited review and not to an audit, any reliance by prospective investors on such unaudited financial information for the six months ended September 30, 2018 should, accordingly, be limited. Moreover, our financial results for any given fiscal quarter or period, including the six months ended September 30, 2018, may not be directly comparable with our financial results for any full fiscal or for any other fiscal quarter or period. Accordingly, prospective investors in the Issue are advised to read such unaudited financial information (as per IND AS) for the six months ended September 30, 2018 in conjunction with the audited financial information provided elsewhere in this Draft Shelf Prospectus in "*Financial Information*" on page 127.

57. ***The audited financial statements of the Company (as per Indian GAAP) for Fiscal 2017 and Fiscal 2018 have not been consolidated and prepared on standalone basis. Accordingly, the reliance on such financial information included in this Draft Shelf Prospectus should be limited.***

Our Company has a wholly owned subsidiary, Indiabulls Asset Management Mauritius, incorporated in June, 2016. The financial statements of Indiabulls Asset Management Mauritius has not been consolidated with the financial statements of the Company in accordance with the notification dated July 27, 2016 issued by MCA ("**MCA Notification**"). Pursuant to the MCA Notification, the proviso to Rule 6 of the Companies Accounts (Rules), 2014 has been substituted to exempt the company from consolidating the financial statements if the ultimate or any intermediate holding company files consolidated financial statements with the registrar in compliance with the applicable accounting standards. Accordingly, our Company has not consolidated the

financial statements of its Subsidiary, Indiabulls Asset Management Mauritius. Therefore, any reliance by prospective investors on such financial information for Fiscal 2017 and Fiscal 2018 should, accordingly, be limited.

58. ***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 an education cess on the tax and the surcharge, is currently 34.6%. 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.

There can be no assurance that our Company will pay adequate stamp duty as levied in all states where our Company functions or pay any stamp duty altogether, which may result in additional duty being levied on our Company and our Company getting exposed to statutory liabilities, which may have an adverse impact on our financial position and our reputation.

59. ***Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.***

Civil unrest, acts of violence including terrorism or war, may negatively affect the Indian stock markets and also materially and adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately materially and adversely affect our business. Although the governments of India and neighbouring countries have recently been engaged in conciliatory efforts, any deterioration in relations between India and neighbouring countries might result in investor concern about stability in the region, which could materially and adversely affect our business, results of operations and financial condition.

60. ***Financial instability in other countries could disrupt our business***.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries. Although economic conditions are different in each country, investors' reactions to developments in one country may have adverse effects on the economy as a whole, in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause 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, including the movement of exchange rates and interest rates in India. In the event that the current difficult conditions in the global credit markets continue or if the recovery is slower than expected or if there any significant financial disruption, this could have an adverse effect on our cost of funding, loan portfolio, business, prospects, results of operations and financial condition.

61. ***Any downgrading of India's debt rating by an international rating agency could adversely affect our business, results of operations and financial condition.***

In November 2017, Moody's Investor Service upgraded the Indian Sovereign Rating from Baa3 (stable) to Baa2 (positive). The rating upgrade by Moody's was the first in 14 years.

In 2017, Standard & Poor's retained Indian's sovereign rating with a stable outlook. While both Moody's and Standard & Poor's have taken a favourable view of the economic growth, Government reforms including fiscal consolidation, yet Standard & Poor's has also highlighted that the ratings were constrained by fiscal deficit, high government debt and low wealth levels with GDP per capital estimated to be US$ 2,000 in 2017.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our business, results of operations and financial condition.

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

A decline in India's foreign exchange reserves could affect the liquidity and result in higher interest rates in the Indian economy, which could adversely affect our business, our future financial performance, our results of operations and financial condition.

63. ***Natural disasters and other disruptions could adversely affect the Indian economy and could adversely affect our business, results of operations and financial condition***.

Our operations, including our branch network, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labor unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our branch network. Any of the above factors may adversely affect our business, results of operations and financial condition.

64. ***An outbreak of an infectious disease or any other serious public health concerns in India or elsewhere could adversely affect our business.***

The outbreak of an infectious disease in India or elsewhere or any other serious public health concern could have a negative impact on the global economy, financial markets and business activities worldwide, which could adversely affect our business. Although, we have not been adversely affected by such outbreaks in the past, we can give you no assurance that a future outbreak of an infectious disease or any other serious public health concern will not have a material adverse effect on our business.

Risks pertaining to this Issue

65. ***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.***

Regulation 16 of the SEBI Debt Regulations and Section 71 of the Companies Act, 2013 states that any company that intends to issue debentures must create a Debenture Redemption Reserve out of the profits of the company available for payment of dividend until the redemption of the debentures. Further, the Companies (Share Capital and Debentures) Rules, 2014 states that the Company shall create Debenture Redemption Reserve and 'the adequacy' of DRR will be 25% of the value of the debentures outstanding as on the date, issued through public issue as per present SEBI Debt regulations. Accordingly, if we are unable to generate adequate profits, the DRR created by us may not be adequate to meet the 25% of the value of the debentures outstanding as on the date. Further, every company required to create Debenture Redemption Reserve shall on or before the 30th day of April in each year, invest or deposit, as the case may be, a sum which shall not be less than fifteen percent, of the amount of its debentures maturing during the year ending on the 31st day of March of the next year, in any one or more of the following methods, namely: (i) in deposits with any scheduled bank, free from any charge or lien; (ii) in unencumbered securities of the Central Government or of any State Government; (iii) in unencumbered securities mentioned in sub-clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (iv) in unencumbered bonds issued by any other company which is notified under sub-clause (f) of Section 20 of the Indian Trusts Act, 1882; and (v) 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 provided that the amount remaining invested or deposited, as the case may be, shall not at any time fall below fifteen percent of the amount of the debentures maturing during the year ending on the 31st day of March of that year. If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to the Prospectus, which may have a bearing on the timely redemption of the NCDs by our Company.

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

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

67. ***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 issue. 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.

68. ***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, 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 minimum 100.00% asset cover for the NCDs, which shall be free from any encumbrances, 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.

69. ***Unsecured NCDs are subordinated obligations of our Company.***

The Unsecured NCDs will constitute unsecured and subordinated obligations of our Company and will be eligible for Tier II capital. Further, the Unsecured NCDs shall rank pari passu inter se; and particularly in the event of bankruptcy, liquidation or winding up, shall be subject to any obligations under applicable statutory and/or regulatory requirements. The Unsecured NCDs proposed to be issued under this Issue and all earlier issues of unsecured debentures (eligible for Tier II capital) outstanding in the books of our Company, if any, 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 and subject to applicable statutory and/or regulatory requirements.

70. ***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.

71. ***Our Company may raise further borrowings and charge its assets after receipt of necessary consents from its existing lenders.***

Our Company may, subject to receipt of all necessary consents from its existing lenders and the Debenture Trustee to the Issue, raise further borrowings and charge its assets. Our Company is free to decide the nature 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.

72. ***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 327 of the Companies Act, 2013. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.

73. ***You may be subject to taxes arising on the sale of the NCDs.***

Sales of NCDs by any holder may give rise to tax liability, as discussed in "*Statement of Tax Benefits*" on page 55.

74. ***There may be no active market for the non-convertible debentures on the WDM 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, 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.

75. ***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 the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company. For further details, see "*Objects of the Issue*" on page 52. 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.

76. ***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, (ii) withdrawal of the Issue, or (iii) failure to obtain the final approval from the Stock Exchanges 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.

SECTION III-INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated as Indiabulls Commercial Credit Limited under the Companies Act, 1956 on July 7, 2006 with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC") and received a certificate for commencement of business from the RoC on February 20, 2008. Our Company's name was subsequently changed to Indiabulls Infrastructure Credit Limited on January 21, 2009 and thereafter to Indiabulls Commercial Credit Limited on March 12, 2015. The CIN of our Company is U65923DL2006PLC150632. Our Company is registered as a Non-Banking Financial Company under section 45-IA of the Reserve Bank of India Act, 1934. For further details regarding changes to the name and registered office of our Company, please see "*History and other Corporate Matters*" on page 91.

We received a certificate of registration from the RBI to carry on the business of a non-banking financial institution without accepting public deposits in February 12, 2008 having registration number N-14.03136. Pursuant to change of name of the Company from Indiabulls Commercial Credit Limited to Indiabulls Infrastructure Credit Limited on January 21, 2009, the RBI issued fresh certificate of registration on January 30, 2009 to the Company. Further, pursuant to change in name of the Company from Indiabulls Infrastructure Credit Limited to Indiabulls Commercial Credit Limited on March 12, 2015, the RBI issued fresh certificate of registration on April 16, 2015 to the Company.

Registered Office

M-62 & 63, First Floor
Connaught Place
New Delhi – 110001
Telephone No.: +91 11 3025 2900
Facsimile No.: +91 11 3015 6901
Email: helpdesk@indiabulls.com
Website: http://www.indiabullscommercialcredit.com

Corporate Office

"Indiabulls House", Tower I, 17th Floor
Indiabulls Finance Centre, S. B. Marg
Elphinstone Road, Mumbai 400 013
Telephone No.: +91 22 6189 1000
Fascimile No.: +91 22 6189 1421
Email: helpdesk@indiabulls.com
Website: http://www.indiabullscommercialcredit.com
Registration No.: 150632
Corporate Identification Number: U65923DL2006PLC150632
Legal Entity Identifier: 33580063XY5DJRPSF215

Chief Financial Officer:

The details of our Chief Financial Officer are set out below:

Mr. Ashish Kumar Jain
Chief Financial Officer

Indiabulls House
448-451, Udyog Vihar
Phase - V
Gurugram - 122 016
Haryana
Telephone No.: + 91 124 668 1199
Facsimile No.: + 91 124 668 1240
Email: asjain@indiabulls.com

Compliance Officer and Company Secretary

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

Mr. Ajit Kumar Singh
Company Secretary & Compliance Officer

Indiabulls House
448-451, Udyog Vihar
Phase - V
Gurugram - 122 016
Haryana
Telephone No.: + 91 124 668 1199
Facsimile No.: + 91 124 668 1240
Email: ajisingh@indiabulls.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.

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 collection centre of the Members of the Consortium 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 center 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 respective Stock Exchanges.

Registrar of Companies, National Capital Territory of Delhi & Haryana

4th Floor, IFCI Tower
61, Nehru Place
New Delhi – 110 019

Lead Managers

Edelweiss Financial Services Limited

Edelweiss House
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Maharashtra, India
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Facsimile No.: +91 22 4086 3610
Email: icclncd@edelweissfin.com
Investor Grievance Email:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Mr. Lokesh Singhi/ Mr. Mandeep Singh
Compliance Officer: Mr. B. Renganathan
SEBI Registration No.: INM0000010650
CIN: L99999MH1995PLC094641

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Investor Grievance Email:
investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Shilpa Pandey/ Mr. Krish Sanghvi
Compliance Officer: Mr. Tejas Davda
SEBI Registration No.: INM000010411
CIN: L74899MH1993PLC274881

Axis Bank Limited

Axis House, 8th Floor, C-2,
Wadia International Centre, P.B. Marg,
Worli,
Mumbai – 400 025, Maharashtra, India
Telephone No.: +91 22 6604 3293
Facsimile No.: +91 22 2425 3800
Email: iccl.2019@axisbank.com
Investor Grievance Email:
investor.grievance@axisbank.com
Website: www.axisbank.com
Contact Person: Mr. Vikas Shinde
SEBI Registration No.: INM000006104
Compliance Officer: Sharad Sawant
CIN:L65110GJ1993PLC020769

Trust Investment Advisors Private Limited

109/110, Balarama
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051, Maharashtra, India
Telephone No.: +91 22 4084 5000
Facsimile No.: +91 22 4084 5007
Email: mbd.trust@trustgroup.in
Investor Grievance Email:
customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Mr. Vikram Thirani
SEBI Registration No.: INM000011120
Compliance Officer: Mr. Ankur Jain
CIN: U67190MH2006PTC162464

Consortium Members

As specified under relevant Tranche Prospectus(es)

Debenture Trustee

IDBI Trusteeship Services Limited

Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001
Telephone No.: +91 22 40807018
Facsimile No.: +91 22 40807080
Email: anjalee@idbitrustee.com
Investor Grievance Email: response@idbitrustee.com
Website: www.idbitrustee.com
Contact Person: Ms. Anjalee Athalye
SEBI Registration No.: IND000000460
CIN: U65991MH2001GOI131154

IDBI Trusteeship Services Limited has, pursuant to regulation 4(4) of SEBI Debt Regulations, by its letter dated January 10, 2019 given its consent for its appointment as Debenture Trustee to the Issue 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. Please see "Annexure – C".

All the rights and remedies of the NCD Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the NCD Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this 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 NCD 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 NCD Holders. For details on the terms of the Debenture Trust Deed, please see "*Issue Related Information*" on page 173.

Registrar

Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited)

Karvy Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda, Serilingampally
Hyderabad Rangareddy, Telangana – 500 032
Telephone No.: +91 40 6716 2222

Facsimile No.: +91 40 2343 1551
Email: iccl.ncdtranche2@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karvyfintech.com
Contact Person: Mr. M Murali Krishna
SEBI Registration No.: INR000000221
Compliance Officer: Mr. Rakesh Santhalia
CIN: U72100TG2017PTC117649

Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited) has by its letter dated January 17, 2019 given its consent for its appointment as Registrar to the Issue and for its name to be included in this Draft Shelf Prospectus, Shelf Prospectus and the relevant Tranche Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. The registration is currently under the name of Karvy Computershare Private Limited. Karvy Fintech Private Limited has filed an application with the SEBI for registration under its new name, which is currently pending.

Applicants or prospective investors may contact the Registrar to the Issue or the Company Secretary & Compliance Officer in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, demat credit 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 ("**DP**") and the collection centre of the relevant Designated Intermediary where the Application was submitted.

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

Statutory Auditor

Ajay Sardana Associates
Chartered Accountants

D – 118, Saket,
New Delhi – 110 017
Telephone No.: + 91 11 4166 3630
Email: asa-firm@outlook.com
Firm registration number: 016827N
Contact Person: Mr. Rahul Mukhi
Date of appointment as Statutory Auditor: September 8, 2017

Independent Chartered Accountant (for statement of tax benefits)

A Sardana & Co.
Chartered Accountants

D – 118, Basement, Saket,
New Delhi - 110017
Telephone No.: + 91 11 4166 3630
Email: info@asardanaco.in
Firm registration number: 021890N
Contact Person: Mr. Ajay Sardana

Credit Rating Agencies

CRISIL Limited
CRISIL House, Central Avenue,
Hiranandani Business Park,

CARE Ratings Limited
4th Floor, Godrej Colesium,
Somaiya Hospital Road,

Powai,
Mumbai – 400 076, India
Telephone No.: +91 22 3342 3000
Facsimile No.: +91 22 3342 3050
Email: crisilratingdesk@crisil.com
Website: www.crisil.com
Contact Person: Krishnan Sitaraman
SEBI Registration No.: IN/CRA/001/1999

Off Eastern Express Highway,
Sion (East), Mumbai – 400 022
Telephone No.: +91 22 6754 3528
Facsimile No.: +91 22 6754 3457
Email: Aditya.acharekar@careratings.com
Website: www.careratings.com
Contact Person: Aditya Acharekar
SEBI Registration No.: IN/CRA/004/1999

Legal Advisor to the Issue

Shardul Amarchand Mangaldas & Co

24th Floor, Express Tower,
Nariman Point,
Mumbai- 400021
Telephone No.: +91 22 4933 5555
Facsimile No.: +91 22 4933 5550

Bankers to the Issue

As specified under relevant Tranche Prospectus(es)

Lenders to our Company

Industrial and Commercial Bank of China Limited
8th floor, A wing, One BKC,
Plot No. C-66, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Telephone No.: +91 22 7111 0300
Facsimile No.: +91 22 7111 0353
Email: rajneesh.bhatia@india.icbc.com.cn
Contact Person: Mr. Rajneesh Bhatia

Self Certified Syndicate Banks

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

Syndicate SCSB Branches

In relation to ASBA Applications submitted to the Members of the Syndicates or the Trading Members of the Stock Exchange only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Members of the Syndicate or the Trading Members of the Stock Exchange is provided on http://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchange only in the Specified Cities, see the above mentioned web-link.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

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

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 ₹ 20 lakh or with both.

Underwriting

The Issue is not underwritten.

Arrangers to the Issue

There are no arrangers to the Issue.

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

Credit Rating and Rationale

The Secured NCDs proposed to be issued under this Issue have been rated CRISIL AAA (pronounced as Triple A; Outlook: Stable) for an amount of ₹ 3,000 crores, by CRISIL *vide* their letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019, CARE:AAA; Stable (pronounced as Triple A; Outlook:Stable) for an amount of ` 3000 crores, by CARE *vide* their letter no. CARE/RL/HO/2018-19/4420 dated January 11, 2019.The Unsecured NCDs proposed to be issued under this Issue have been rated CRISIL AAA (pronounced as Triple A; Outlook: Stable) for an amount of ₹ 500 crores, by CRISIL *vide* their letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019, CARE:AAA; Stable (pronounced as Triple A; Outlook:Stable) for an amount of ₹ 500 crores, by CARE *vide* their letter no. CARE/HO/RL/2018-19/4422 dated January 11, 2019 The rating of NCDs by CRISIL and CARE indicate that instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry the lowest credit risk. For the rationale for these ratings, see Annexure A & 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 52.

Issue Programme

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

** The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 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 Bond Issue 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 daily national newspaper with wide circulation on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges.*

Applications Forms for the 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), (i) by the Consortium, sub-brokers or the Trading Members of the Stock Exchange, as the case maybe, at the centres mentioned in Application Form through the non-ASBA mode or, (ii) in case of ASBA Applications, (a) directly by the Designated Branches of the SCSBs or (b) by the centres of the Consortium, sub-brokers 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 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, within each category of investors the Basis of Allotment under the Issue will be on a date priority basis except on the day of oversubscription, if any, where the Allotment will be proportionate.

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

CAPITAL STRUCTURE

1. Details of Share Capital and Securities Premium Account

The following table lays down details of our authorised, issued, subscribed and paid up share capital and securities premium account as on December 31, 2018:

(in ₹ crores, except share data)

		Aggregate value at face value (except for securities premium)
A.	**AUTHORISED SHARE CAPITAL**	
	112,500,000 Equity Shares	112.50
	22,500,000 Preference Shares	22.50
	Total Authorised Share Capital	**135.00**
B.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL**	
	107,649,324 Equity Shares	107.65
	22,500,000 Preference Shares	22.50
	Total Issued Subscribed and Paid-Up Capital	**130.15**
C.	**SECURITIES PREMIUM ACCOUNT**	
	Securities Premium Account *	1363.45

**Note: The securities premium account does not include impact of IND AS adjustments, if any.*

2. 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 Change	Authorized Share Capital (₹ in crores)	Particulars
March 26, 2013	32.50	(a) The authorised capital of the Company was reclassified from ₹ 30,00,00,000/- divided into 2,50,00,000 Equity Shares and 50,00,000 Preference Shares to ₹30,00,00,000/- divided into 1,00,00,000 Equity Shares and 2,00,00,000 Preference Shares. (b)Increase in authorized capital from ₹30,00,00,000/- divided into 1,00,00,000 Equity Shares and 2,00,00,000 Preference Shares to ₹32,50,00,000/- divided into 1,00,00,000 Equity Shares and 2,25,00,000 Preference Shares.
October 14, 2013	55.00	Increase in authorized capital from ₹32,50,00,000/- divided into 1,00,00,000 Equity Shares and 2,25,00,000 Preference Shares to ₹55,00,00,000/- divided into 3,25,00,000 Equity Shares and 2,25,00,000 Preference Shares.
Pursuant to the order dated March 15,2016 of the Hon'ble High Court of Delhi ("**Court**"), approving the scheme of arrangement between Indiabulls Finance Company Private Limited and the Company and their respective shareholders and creditors	66.00	Increase in authorized capital from ₹55,00,00,000/- divided into 3,25,00,000 Equity Shares and 2,25,00,000 Preference Shares to ₹66,00,00,000/- divided into 4,35,00,000 Equity Shares and 2,25,00,000 Preference Shares.
October 12, 2017	72.73	Increase in authorized capital from ₹ 660,000,000/- divided into 43,500,000 Equity Shares and 22,500,000 Preference Shares to

Date of Change	Authorized Share Capital (₹ in crores)	Particulars
		₹727,265,730/- divided into 50,226,573 Equity Shares and 22,500,000 Preference Shares.
March 1, 2018	85.00	Increase in authorized capital from ₹72,72,65,730/- divided into 50,226,573 Equity Shares and 22,500,000 Preference Shares to ₹ 85,00,00,000/- divided into 6,25,00,000 Equity Shares and 22,500,000 Preference Shares.
May 31, 2018	135.00	Increase in authorized capital from ₹85,00,00,000/- divided into 6,25,00,000 Equity Shares and 22,500,000 Preference Shares to ₹135,00,00,000/- divided into 112,500,000 Equity Shares and 22,500,000 Preference Shares.

3. Share Capital History of our Company

a. *Details of Equity Share Capital*

The history of the paid up Equity Share capital of our Company up to the quarter ended December 31, 2018, are as mentioned below:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Premium per equity share (₹)	Issue price per equity share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)	Nature of Allotment
July 10, 2006	50,000	10	-	10	Cash	50,000	5,00,000	Initial subscription to the Memorandum of Association [(1)]
July 29, 2006	98,00,000	10	15	25	Cash	98,50,000	9,85,00,000	Rights Issue[(2)]
July 31, 2006	1,50,000	10	20	30	Cash	1,00,00,000	10,00,00,000	Rights Issue [(3)]
March 31, 2016	3,28,26,288	10	N.A.	Allotment pursuant to the Scheme	Allotment pursuant to the Scheme	42,826,288	42,82,62,880	Allotment pursuant to the Scheme[(4)]
October 31, 2017	7,400,285	10	125.13	135.13	Cash	50,226,573	50,22,65,730	Rights Issue[(5)]
March 22, 2018	1,03,44,828	10	135	145	Cash	6,05,71,401	60,57,14,010	Rights Issue[(6)]
June 20, 2018	4,70,77,923	10	144	154	Cash	10,76,49,324	1,07,64,93,240	Rights Issue[(7)]

(1) The Company, on July 10, 2006, towards initial subscription of the Memorandum of Association of the Company had allotted 49,994 Equity Shares to Indiabulls Financial Services Limited and One Equity Share each to Anil Malan, Ashok Sharma, Vikas Saxena, Satish Chand, Tejinderpal Singh Miglani and Sanjeev Rajan.

(2) The Company, on July 29, 2006, on a rights issue basis had allotted 98,00,000 Equity Shares, at ₹ 25 per Equity Share (including the premium of ₹15 per Equity Share), for cash, to Indiabulls Financial Services Limited.

(3) The Company, on July 31, 2006, on a rights issue basis had allotted 1,50,000 Equity Shares, at ₹ 30 per Equity Share (including the premium of ₹20 per Equity Share), for cash, to Indiabulls Financial Services Limited.

*(4) The Company had issued 3,28,26,288 fully paid up Equity Shares to the shareholders of Indiabulls Finance Company Private Limited ("**IFCPL**") as on March 31, 2016 in the ratio of three Equity Shares as fully paid-up for every one equity share held in IFCPL. The said allotment had been made pursuant to the scheme of arrangement under sections 391-394 of the Companies Act, 1956 between IFCPL (the transferor company), Indiabulls Commercial Credit Limited (the transferee company) and their respective shareholders and creditors, which had been approved by Hon'ble High Court of Delhi, New Delhi on March 15, 2016 and upon receipt of a certified copy of the order on March 31, 2016, filed with the office of registrar of companies, NCT of Delhi & Haryana on March 31, 2016, which is the effective date.*

(5) The Company, on October 31, 2017, on a rights issue basis had allotted 74,00,285 Equity Shares, at ₹ 135.13 per Equity Share (including the premium of ₹125.13 per Equity Share), for cash, to Indiabulls Housing Finance Limited.

(6) The Company, on March 22, 2018, on a rights issue basis had allotted 1,03,44,828 Equity Shares, at ₹ 145 per Equity Share (including the premium of ₹135 per Equity Share), for cash, to Indiabulls Housing Finance Limited.

(7) The Company, on June 20, 2018, on a rights issue basis had allotted 4,70,77,923 Equity Shares, at ₹154 per Equity Share (including the premium of ₹144 per Equity Share), for cash, to Indiabulls Housing Finance Limited.

b. *Details of Preference Share Capital*

The history of the paid up Preference Share capital of our Company up to the quarter ended December 31, 2018, are as mentioned below:

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Premium per Preference Share (₹)	Issue price per Preference Share (₹)	Nature of Consideration	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)	Nature of Allotment
March 26, 2013	2,25,00,000	10	80	90	Cash	2,25,00,000	22,50,00,000	Rights Issue[(1)]

(1) The Company, on March 26, 2013, on a rights issue basis had allotted 2,25,00,000 Preference Shares, at ₹90 per Preference Share (including the premium of ₹80 per Preference Share), for cash, to Indiabulls Housing Finance Limited.

4. Equity shares issued for consideration other than cash

Except for allotment of Equity Shares pursuant to a Scheme as detailed under, there has not been any issue of Equity Shares for consideration other than cash:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason for Allotment	Cumulative number of Equity Shares	Cumulative Paid up Capital (₹)	Cumulative Share Premium (₹)
March 31, 2016	3,28,26,288	10	N.A.	Allotment pursuant to the Scheme	Allotment pursuant to the Scheme	42,826,288	42,82,62,880	Allotment pursuant to the Scheme[(1)]

*(1) The Company had issued 3,28,26,288 fully paid up Equity Shares to the shareholders of Indiabulls Finance Company Private Limited ("**IFCPL**") as on March 31, 2016 (Record Date) in the ratio of three Equity Shares as fully paid-up for every one Equity Share held in IFCPL.*

The said allotment had been made pursuant to the scheme of arrangement under sections 391-394 of the Companies Act, 1956 between IFCPL (the transferor company), Indiabulls Commercial Credit Limited (the transferee company) and their respective shareholders and creditors, which had been approved by Hon'ble High Court of Delhi, New Delhi on March 15, 2016 and upon receipt of a certified copy of the order on March 31, 2016, filed with the office of registrar of companies, NCT of Delhi & Haryana on March 31, 2016, which is the effective date.

5. Shareholding pattern of our Company as on last quarter end Dececmber 31, 2018

a. *Equity Shares*

S No.	Name of the Shareholders	Total No. of Equity Shares	No. of Equity Shares in demat form	% of holding
1.	Indiabulls Housing Finance Limited	10,76,49,300	Nil	99.99%
2.	Mr. Anil Malhan	1*	Nil	Negligible
3.	Mr. Pankaj Sharma	4*	Nil	Negligible
4.	Mr. Matbeer Singh	4*	Nil	Negligible
5.	Mr. Satish Chand	4*	Nil	Negligible
6.	Mr. Sanjeev Kashyap	4*	Nil	Negligible
7.	Mr. Ravinder	4*	Nil	Negligible
8.	Mr. Gagan Banga	3*	Nil	Negligible
	Total	**10,76,49,324**	Nil	**100.00%**

***** *Held as nominee of Indiabulls Housing Finance Limited*

b. *Preference Shares:*

Sr. No.	Name of the Shareholder	Total No. of Preference Shares	% of holding
1.	Indiabulls Housing Finance Limited	22,500,000	100.00%

6. Shareholding of the Promoter in our Company

S No.	Name of the Promoter	Total No. of Equity Shares	No. of Equity Shares in demat form	% of holding
1.	Indiabulls Housing Finance Limited	10,76,49,324*	Nil	100%

**Includes four Equity Shares each held by Mr. Pankaj Sharma, Mr. Matbeer Singh, Mr. Satish Chand, Mr. Sanjeev Kashyap and Mr. Ravinder, three Equity Shares held by Mr. Gagan Banga and one Equity Share held by Mr. Anil Malhan, as a nominee of IHFL.*

7. Statement of the aggregate number of securities of the Company purchased or sold by the promoter group and by the directors of the company which is a promoter of the Company and by the Directors of the Company and their relatives within six months immediately preceding the date of filing this Draft Shelf Prospectus:

Except as stated below none of the member of the promoter group or directors of the Company which is a Promoter of the Company or the directors of the Company and their relatives have purchased or sold any securities of the Company within six months immediately preceding the date of filing this Draft Shelf Prospectus:

a. None of the member of the promoter group or directors of the Company which is a promoter of the Company has purchased or sold any equity securities of the Company during the six months immediately preceding the date of filing of the Draft Shelf Prospectus.

b. During the last six months immediately preceding the date of filing of the Draft Shelf Prospectus, IHFL, the promoter of the Company, has purchased non-convertible debentures of the Company aggregating to ₹ 900.00 crores (at face value); and sold non-convertible debenture of the Company of an amount aggregating to ₹ 325.00 crores (at face value).

8. Details of top 10 equity shareholders of our Company as on December 31, 2018

Sr. No.	Name	No. of Equity Shares**	No. of Equity Shares in demat form	As a % of total number of shares
1.	Indiabulls Housing Finance Limited	10,76,49,300	Nil	~99.99%
2.	Mr. Anil Malhan	1*	Nil	Negligible
3.	Mr. Pankaj Sharma	4*	Nil	Negligible
4.	Mr. Matbeer Singh	4*	Nil	Negligible
5.	Mr. Satish Chand	4*	Nil	Negligible
6.	Mr. Sanjeev Kashyap	4*	Nil	Negligible
7.	Mr. Ravinder	4*	Nil	Negligible
8.	Mr. Gagan Banga	3*	Nil	Negligible
Total		**10,76,49,324**		**100.00%**

***** *Held as nominee of Indiabulls Housing Finance Limited*

9. Top 10 debenture holder (secured and unsecured) of our Company

For details of top 10 debenture holders of our Company, please see "*Financial Indebtedness*" on page 133.

10. Long term debt to equity ratio of the Company

(₹ in crores)

Particulars	Refer	Prior to the Issue (as of September 30, 2018)	Post Issue
Debt			
Long - term borrowings	(A)	6,596.51	10,096.51
Short - term borrowings	(B)	3,686.40	3,686.40
Current maturities of long term debt	(C)	370.77	370.77
Debt (A)+(B)+(C)	**(D)**	**10,653.69**	**14,153.69**
Less: Cash and cash equivalents as restated as per Cash Flow Statement	**(E)**	**877.88**	**877.88**
Total Debt (D - E)	**(F)**	**9,775.81**	**13,275.81**

Particulars	Refer	Prior to the Issue (as of September 30, 2018)	Post Issue
Shareholders' fund			
Equity share capital	(G)	107.65	107.65
Preference share capital		22.50	22.50
Reserves and surplus	(H)	2,094.56	2,094.56
Less: Deferred tax assets (net)	(I)	71.88	71.88
Total Shareholders funds (G + H - I)	**(J)**	**2,152.83**	**2,152.83**
Long term debt/ equity (A+C-E)/(J) (In times)	**(K)**	**2.83**	**4.45**
Total debt/ equity (F/J) (In times)	**(L)**	**4.54**	**6.17**
Notes:			
Note 1) The debt-equity ratio post the Issue is indicative on account of the assumed inflow of ` 3,500 crores from the proposed Issue as on September 30, 2018 only and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the date of Allotment.			
Note 2) This statement does not give effect to any movement in long - term borrowings or short - term borrowings or current maturities of long term debt or cash and cash equivalents as per cash flow statement post September 30, 2018, except stated in Note 1) above. Further, this statement also does not give effect to any movement in share capital and reserves and surplus post September 30, 2018.			

11. None of the Equity Shares have been pledged or otherwise encumbered by our Promoter and Promoter Group.

12. There has been no change in the promoter holding of our Company during the last financial year beyond 26% (as prescribed by RBI).

13. There has been no acquisition or amalgamation in last one year preceding the date of filing of this Draft Shelf Prospectus.

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

15. For details of the outstanding borrowing of our Company, please see "*Financial Indebtedness*" on page 133.

16. As on the date of this Draft Shelf Prospectus, our Company does not have any employee stock option plan.

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 of interest and principal of existing borrowings of the Company; and
2. General corporate purposes.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which our Company has been carrying on till date.

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

(₹ in crores)

Sr. No.	Description	Amount
1.	Gross Proceeds of the Issue	As per relevant Tranche Prospectus(es)
2.	Issue Related Expenses*	As per relevant Tranche Prospectus(es)
3.	Net Proceeds (i.e. Gross Proceeds *less* Issue related expenses)	As per relevant Tranche Prospectus(es)

**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 Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
2.	General corporate purposes*	Up to 25%
	Total	**100%**

**The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Issue, in compliance with the SEBI Debt Regulations.*

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 each Tranche Prospectus shall be specified in respective Tranche Prospectus.

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

Funding plan

NA

Summary of the project appraisal report

NA

Schedule of implementation of the project

NA

Interim Use of Proceeds

Our Board of Directors, 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 Bond Issue Committee from time to time.

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 2018-19, 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. Our Company shall utilize the proceeds of the Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchanges.

Other Confirmation

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

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.

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

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 shall not be used for buying, trading or otherwise dealing in equity shares of any other listed company.

The Issue proceeds from NCDs allotted to Banks will not be utilized for any purpose which may be in contravention of the RBI guidelines or bank financing to NBFCs including those relating to classification as capital market or any other sectors that are prohibited under the RBI Regulations.

Variation in terms of contract or objects

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

Utilisation of Issue Proceeds

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.

2. Details of all monies utilised out of each Tranche 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;

3. 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.

4. 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.

5. 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.

STATEMENT OF TAX BENEFITS

The Board of Directors
Indiabulls Commercial Credit Limited
M-62 & 63, 1st Floor, Connaught Place
New Delhi 110001
India

Dear Sirs,

1. We have performed the procedures agreed with you, vide the engagement letter dated January 10, 2019, and enumerated in paragraph 2 below with respect to the possible tax benefit available to the prospective holders of non – convertible debentures ("NCD Holders") in the Proposed public issue of secured, redeemable, non-convertible debentures of up to Rs. 3,000 crores and unsecured, redeemable non-convertible debentures of up to Rs. 500 crores (the "Issue") by Indiabulls Commercial Credit Limited ("the Company") , under the Income Tax Act, 1961, as amended (the "IT Act"), presently in force in India, in the enclosed **Annexure I**. Several of these benefits are dependent on the NCD Holder(s) fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of NCD Holder(s) to derive the tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives the NCD Holder(s) would face in future. The Debenture Holder(s) may not choose to fulfill such conditions. Our engagement was performed in accordance with the Standard on Related Services (SRS) 4400, "Engagement to Perform Agreed-upon Procedures regarding Financial Information", issued by The Institute of Chartered Accountants of India.

2. 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.

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

4. 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 Holder(s).

5. The tax benefits discussed in the enclosed statement are not exhaustive. The enclosed statement is only intended to provide general information to the NCD Holders and is neither designed nor intended to be a substitute for professional tax advice. NCD Holders are advised to consult their own tax consultant with respect to the tax implications arising out of their participation in the proposed Issue particularly in view of the individual nature of tax consequences and changing tax laws in India.

6. The contents of the enclosed annexure are based on information, explanation and representation obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

a) The NCD Holders will continue to obtain these benefits in future; or

b) The conditions prescribed for availing the benefits have been / would be met.

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

9. No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

10. We shall not be liable to any claims, liabilities or expenses relating to the facts mentioned in the enclosed statement.

11. The enclosed statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds under the Issue.

12. The enclosed statement covers only certain relevant benefits under the direct tax laws and does not cover benefits under any other law.

13. The enclosed statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2019-20. Several of these benefits are dependent on the NCD Holders fulfilling the conditions prescribed under the relevant provisions.

14. The stated benefits in the enclosed statement will be available only to the sole/ first named holder in case the debenture is held by joint holders, unless otherwise provided by law.

15. This certificate has been issued at the request of the Company for use in connection with the Issue and may accordingly be furnished as required to t he National Stock Exchange of India Ltd 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.

Yours faithfully,

For A Sardana & Co.
Chartered Accountants
Firm Registration No. 021890N

Ajay Sardana
Partner
Membership no. 089011
New Delhi, January 11, 2019

ANNEXURE I
STATEMENT OF TAX BENEFITS

The following tax benefits, inter-alia, will be available to the debenture holders as per the existing provisions of income tax law in India. The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The information given below lists out the possible benefits available to the Debenture Holder(s) of an Indian company in which public are substantially interested[1], in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of the debenture. The debenture holder is advised to consider the tax implications in respect of subscription to the debentures after consulting his tax advisor as alternate views are possible. We are not liable to the debenture holder in any manner for placing reliance upon the contents of this statement of tax benefits.

A. IMPLICATIONS UNDER THE INCOME-TAX ACT, 1961 ("I.T. ACT")

i) To the Resident Debenture Holder

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

   a) In case the payment of interest on debentures to a resident individual or a Hindu undivided family ("HUF") Debenture Holder does not or is not likely to exceed Rs. 5,000 in the aggregate during the Financial Year and the interest is paid by an account payee cheque.

   b) On any security issued by a company in a dematerialized form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made there under.

   c) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture Holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.

   d) (i) When the resident Debenture Holder with Permanent Account Number ("PAN") (not being a company or a firm) submits a declaration as per the provisions of Section 197A (1A) of the I.T. Act in the prescribed form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However under Section 197A(1B) of the I.T. Act, "form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in Section 194 of the I.T. Act, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax , as may be prescribed in each year Finance Act."

   To illustrate, as on April 01, 2018-

[1] Refer section 2(18)(b)(B) of the Income tax Act, 1961

- the maximum amount of income not chargeable to tax in case of individuals (other than senior citizens and super senior citizens) and HUFs is Rs. 2,50,000.00;
- in the case of every individual being a resident in India, who is of the age of 60 years or more but less than 80 years at any time during the Financial Year (Senior Citizen) is Rs. 3,00,000.00;
- in the case of every individual being a resident in India, who is of the age of 80 years or more at any time during the Financial Year (Super Senior Citizen) is Rs. 5,00,000.00 for Financial Year 2018-19.

Further, section 87A of the I.T. Act provides a rebate of 100% of income-tax or an amount of Rs. 2,500 whichever is less to a resident individual whose total income does not exceed Rs. 3,50,000.

(ii) Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration with Permanent Account Number (PAN) in the prescribed Form 15H for non deduction of tax at source in accordance with the provisions of Section 197A (1C) of the I.T. Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on total income of the person is NIL.

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

2. In case where tax has to be deducted at source while paying debenture interest, the Company is not required to deduct Surcharge, Health and Education cess.

3. Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T.Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A/195 of the Income Tax Act, 1961.

4. As per Section 2(29A) of the I.T. Act, read with Section 2(42A) of the I.T. Act, a listed debenture is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer. In all other cases of debentures, it is 36 months immediately preceding the date of its transfer. Under Section 112 of the I.T. Act, capital gains arising on the transfer of long term capital assets being listed securities are subject to tax at the rate of 20% of capital gains calculated after reducing indexed cost of acquisition or 10% of capital gains without indexation of the cost of acquisition. The capital gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition/indexed cost of acquisition of the debentures from the sale consideration.

However as per the third proviso to Section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of Section 48 of I.T. Act, is not available in case of bonds and debenture, except capital indexed bonds issued by government and Sovereign Gold Bond issued by the Reserve Bank of India. Thus, long term capital gains arising out of listed debentures would be subject to tax at the rate of 10% computed

without indexation as the benefit of indexation is not available in case of debentures. In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

5. Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described at Para 4 above would also apply to such short term capital gains.

6. Securities Transaction Tax ("STT") is a tax being levied on all transactions in specified securities done on the stock exchanges at rates prescribed by the Central Government from time to time. STT is not applicable on transactions in the Bonds.

7. In case the debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be depending whether the same is held as Stock in trade or investment. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterisation (especially considering the provisions explained in Para V below) and hold the such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.

8. As per Section 74 read with section 71 of the I.T. Act, short-term capital loss on debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

(ii) To the Non Resident Debenture Holder

1. A Non-Resident Indian has an option to be governed by Chapter XII-A of the I.T. Act, subject to the provisions contained therein which are given in brief as under:

   a) Under section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20%, whereas, long term capital gains on transfer of such Debentures will be taxable at 10% of such capital gains without indexation of cost of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.

   b) Under section 115F of the I.T. Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from capital gain tax if the net consideration is invested within six months after

the date of transfer of the debentures in any specified asset or in any saving certificates referred to in section 10(4B) of the I.T. Act in accordance with and subject to the provisions contained therein.

c) Under section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under section 115C and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the I.T. Act in accordance with and subject to the provisions contained therein.

d) Under section 115H of the I.T. Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.

2. In accordance with and subject to the provisions of section 115I of the I.T. Act, a Non-Resident Indian may opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case,
   a) Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
   b) Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act.
   c) Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.

3. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per section 115E**,** and normal tax rates for Short Term Capital Gains if the payee Debenture Holder is a Non Resident Indian.

4. As per Section 74 read with section 71 of the I.T. Act, short-term capital loss suffered during the year is allowed to be set- off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

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

   a) In the case of non-resident Indian surcharge at the rate of 10 % of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds Rs. 50,00,000.

   b) In the case of non-resident Indian surcharge at the rate of 15 % of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds Rs. 1,00,00,000.

c) In case of foreign companies, where the income paid or likely to be paid exceeds Rs. 1,00,00,000 but does not exceed Rs. 10,00,00,000 a surcharge of 2% of such tax liability is payable and when such income paid or likely to be paid exceeds Rs. 10,00,00,000, surcharge at 5% of such tax is payable.

Further, 4% Health and Education cess on the total income tax (including surcharge) is also deductible.

6. As per section 90(2) of the I.T. Act read with the Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes ('CBDT'), in the case of a remittance to a country with which a Double Taxation Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the I.T. Act or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of Tax Residency Certificate ('TRC') is a mandatory condition for availing benefits under any DTAA. Further, such non-resident investor would also be required to furnish Form 10F along-with TRC, if such TRC does not contain information prescribed by the CBDT vide its Notification No. 57/2013 dated 1 August 2013.

7. Alternatively, to ensure non deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under section 197(1) read with 195 of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest.

However, an application for the issuance of such certificate would not be entertained in the absence of PAN as per the provisions of section 206AA.

Further, Rule 37BC of the Income Tax Rules, inserted vide notification no.53 /2016, F.No.370 142/16/ 2016- provides that

(1) In the case of a non-resident, not being a company, or a foreign company (hereafter referred to as 'deductee') and not having permanent account number the provisions of section 206AA shall not apply in respect of payments in the nature of interest, royalty, fees for technical services and payments on transfer of any capital asset, if the deductee furnishes the details and the documents specified in sub-rule (2) to the deductor.

(2) The deductee referred to in sub-rule (1), shall in respect of payments specified therein, furnish the following details and documents to the deductor, namely:

(i) name, e-mail id, contact number

(ii) address in the country or specified territory outside India of which the deductee is a resident;

(iii) a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate

(iv) Tax Identification Number of the deductee in the country or specified territory of his residence and in 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.

8. Where, debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterization

(especially considering the provisions explained in Para V below) and hold the such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.

III. To the Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)

1. As per Section 2(14) of the I.T. Act, any securities held by FIIs which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FIIs as capital gains.

2. In accordance with and subject to the provisions of section 115AD of the I.T. Act, long term capital gains on transfer of debentures by FIIs are taxable at 10% (plus applicable surcharge and health and education cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and health and education cess). The benefit of cost indexation will not be available. Income other than capital gains arising out of debentures is taxable at 20% in accordance with and subject to the provisions of Section 115AD.

3. Section 194LD in the I.T. Act provides for lower rate of withholding tax at the rate of 5% on payment by way of interest paid by an Indian company to FIIs and Qualified Foreign Investor in respect of rupee denominated bond of an Indian company between June 1, 2013 and July 1, 2020 provided such rate does not exceed the rate as may be notified[2] by the Government.

4. In accordance with and subject to the provisions of section 196D(2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FIIs.

5. The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of I.T. Act.

6. The provisions at para II (4, 5 and 6) above would also apply to FIIs.

IV To the Other Eligible Institutions

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

V. General Anti-Avoidance Rule ('GAAR)

In terms of Chapter XA of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee may be

[2] Refer Notification No. 56/2013 [F.No.149/81/2013-TPL]/SO 2311(E), dated 29-7-2013. As per the said Notification, in case of bonds issued on or after the 1st day of July 2010, the rate of interest shall not exceed 500 basis points (bps) over the Base Rate of State Bank of India applicable on the date of issue of the said bonds

declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be inter alia denial of tax benefit, applicable w.e.f 1-04-2017. The GAAR provisions can be said to be not applicable in certain circumstances viz. the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated 23 September 2013.

VI Exemption under sections 54EE and 54F of the I.T. Act

1. As per provisions of Section 54EE inserted by the Finance Act 2016, long term capital gains arising to the Debenture Holder(s) on transfer of their debentures in the company shall not be chargeable to tax, if the whole amount of Capital Gain is invested in long term Specified Assets. If only part of the capital gain is so invested, the exemption shall be proportionately reduced.

   However, if the said notified units are transferred within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the units are transferred. Further, in case where loan or advance on the security of such notified units is availed, such notified units shall be deemed to have been transferred on the date on which loan or advance is taken. However, the amount of exemption with respect to the investment made in the aforesaid notified units during the financial year in which the debentures are transferred and the subsequent financial year, should not exceed Rs. 50 lacs.

2. As per the provisions of Section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset (not being residential house) arising to a Debenture Holder who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the condition that the debenture holder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such residential house is transferred. Similarly, if the Debenture Holder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

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

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

2. Section 206AA:

(a) Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIB (‘deductee’) to furnish his PAN to the deductor, failing which attracts tax shall be deducted at the higher of the following rates:

(i) at the rate specified in the relevant provision of the I.T. Act; or

(ii) at the rate or rates in force; or

(iii) at the rate of twenty per cent.

However, new rule 37BC of the Income Tax Rules provides that the provisions of section 206AA of the Act shall not apply on payments made to non-resident deductee who do not have PAN in India. The non-resident deductee in this regard, shall be required to furnish few prescribed details inter alia TRC and Tax Identification Number (TIN).

(b) A declaration under Sections 197A(1) or 197A(1A) 197A(1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per paragraph(a) above in such a case.

(c) Where a wrong PAN is provided, it will be regarded as non furnishing of PAN and paragraph (a) above will apply apart from penal consequences.

(d) As per the Finance Act 2016, with effect from June 1 2016, the provisions of section 206AA shall not apply to a non-resident, not being a company, or to a foreign company, in respect of:

(i) Payment of interest on long-term bonds as referred to in section 194LC; and

(ii) Payment in the nature of interest, royalty, fees for technical services and payments on transfer of any capital asset, subject to fulfillment of conditions specified vide Notification no. 53/2016 dated 24th June 2016.Rule 37BC of the Income Tax Rules, inserted vide notification no.53 /2016, F.No.370 142/16/ 2016- provides that

(3) In the case of a non-resident, not being a company, or a foreign company (hereafter referred to as 'deductee') and not having permanent account number the provisions of section 206AA shall not apply in respect of payments in the nature of interest, royalty, fees for technical services and payments on transfer of any capital asset, if the deductee furnishes the details and the documents specified in sub-rule (2) to the deductor.

(4) The deductee referred to in sub-rule (1), shall in respect of payments specified therein, furnish the following details and documents to the deductor, namely:

(i) name, e-mail id, contact number

(ii) address in the country or specified territory outside India of which the deductee is a resident;

(iii) a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate

(iv) Tax Identification Number of the deductee in the country or specified territory of his residence and in 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.

VIII Taxability of gifts received for nil or inadequate consideration or in advance in course of negotiations for transfer of capital asset

1. As per Section 56(2)(X) of the I.T. Act, where an individual or HUF receives debentures from any person on or after 1st April 2017::

a) without any consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;

(b) for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures as exceeds such consideration shall be taxable as the income of the recipient at the normal rates of tax. However, this provision would not apply to any receipt:

a) from any relative; or

b) on the occasion of the marriage of the individual; or

c) under a will or by way of inheritance; or

d) in contemplation of death of the payer or donor, as the case may be; or

e) from any local authority as defined in Section 10(20) of the I.T Act; or

f) from any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in Sec. 10(23C); or

g) from any trust or institution registered under Section 12AA;

h) From any trust or institution registered under section 12AA

i) By any fund/trust/institution/university/other educational institution/any hospital or other medical institution referred to in sub-clause (iv)/(v)/(vi)/(via) of clause 23C of Section 10

j) By way of transaction not regarded as transfer under clause (i)/(vi)/(via)/(viaa)/(vib)/ (vic)/(vica)/(vicb) /(vid)/(vii) of Section 47

k) From any individual by a trust created or established solely for the benefit of relative of the individual.

2. As per section 56 (2)(ix) of the income-tax Act with effect from the 1st day of April, 2015 any sum of money received as an advance or otherwise in the course of negotiations for transfer of a capital asset shall be chargeable to income tax under the head " Income from other sources" in the hands of recipient if:

(a) such sum is forfeited; and
(b) the negotiations do not result in transfer of such capital asset."

IX. Where the Debenture Holder is a person located in a Notified Jurisdictional Area ('NJA') under section 94A of the I.T. Act

Where the Debenture Holder is a person located in a NJA, as per the provisions of section 94A of the I.T. Act

- All parties to such transactions shall be treated as associated enterprises under section 92A of the I.T. Act and the transaction shall be treated as an international transaction resulting in application of transfer pricing regulations including maintenance of documentations, benchmarking, etc.
- No deduction in respect of any payment made to any financial institution in a NJA shall be allowed under the I.T. Act unless the assessee furnishes an authorisation in the prescribed form authorizing

the CBDT or any other income-tax authority acting on its behalf to seek relevant information from the said financial institution [Section 94A(3)(a) read with Rule 21AC and Form 10FC].

- No deduction in respect of any expenditure or allowance (including depreciation) arising from the transaction with a person located in a NJA shall be allowed under the I. T. Act unless the assessee maintains such documents and furnishes such information as may be prescribed [Section 94A(3)(b) read with Rule 21AC].
- If any assessee receives any sum from any person located in a NJA, then the onus is on the assessee to satisfactorily explain the source of such money in the hands of such person or in the hands of the beneficial owner, and in case of his failure to do so, the amount shall be deemed to be the income of the assessee [Section 94A(4)].
- Any sum payable to a person located in a NJA shall be liable for withholding tax at the highest of the following rates:

  (i) at the rate or rates in force;
  (ii) at the rate specified in the relevant provision of the I.T. Act; or
  (iii) at the rate of thirty per cent.

B. IMPLICATIONS UNDER THE WEALTH TAX ACT, 1957

The Finance Act, 2015 has abolished Wealth Tax Act, 1957 with effect from 1 April 2016 which shall then apply in relation to FY 2015-16 and subsequent years.

Notes

1. The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds.

2. The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and does not cover benefits under any other law.

3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2019-20 (considering the amendments made by Finance Act, 2018).

4. Further, several of these benefits are dependent on the Debenture Holder fulfilling the conditions prescribed under the relevant provisions.

5. This statement is intended only to provide general information to the Debenture Holder(s) and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each Debenture Holder is advised to consult his/her/its own tax advisor with respect to specific tax consequences of his/her/its holding in the debentures of the Company.

6. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.

7. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.

8. In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty.

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

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

not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

For A Sardana & Co.
Chartered Accountants
Firm Registration No. 021890N

Ajay Sardana
Partner
Membership no. 089011
New Delhi, January 11, 2019

SECTION IV-ABOUT OUR COMPANY

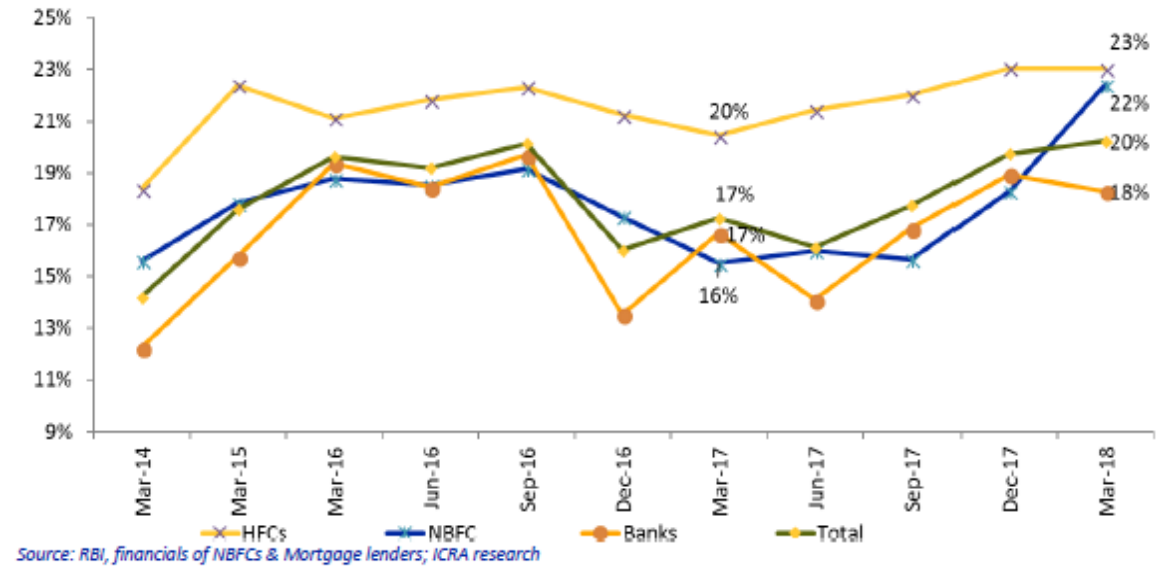
INDUSTRY OVERVIEW

An Overview of Non-banking Financial Companies

Overall retail credit growth to be driven by HFCs and NBFCs

The Indian retail credit market stood at Rs. 34.8 trillion as on March 31, 2018 registering a year on year growth of about 20%. As of March 2018, share of retail credit in the overall credit (scheduled commercials banks + NBFCs + housing finance companies) improved to 33% as compared with 31% in December 2016 (32% in September 2017). Competitive pressures for retail-focussed NBFCs to intensify going forward, especially in the large ticket size loan categories like M&HCV and mortgage in an increasing interest rate scenario. Nonetheless, ICRA expects NBFCs' niche positioning, differentiated product offering, good market knowledge and large customer outreach to enable them to continue to tap opportunities and grow their retail book. Share of (NBFCs + HFCs), driven by healthy a growth in HFCs, would expand to 46-47% of the total retail credit by March 2022 from about 44-45% in March 2018. (*Source: ICRA June-2018 Report*)

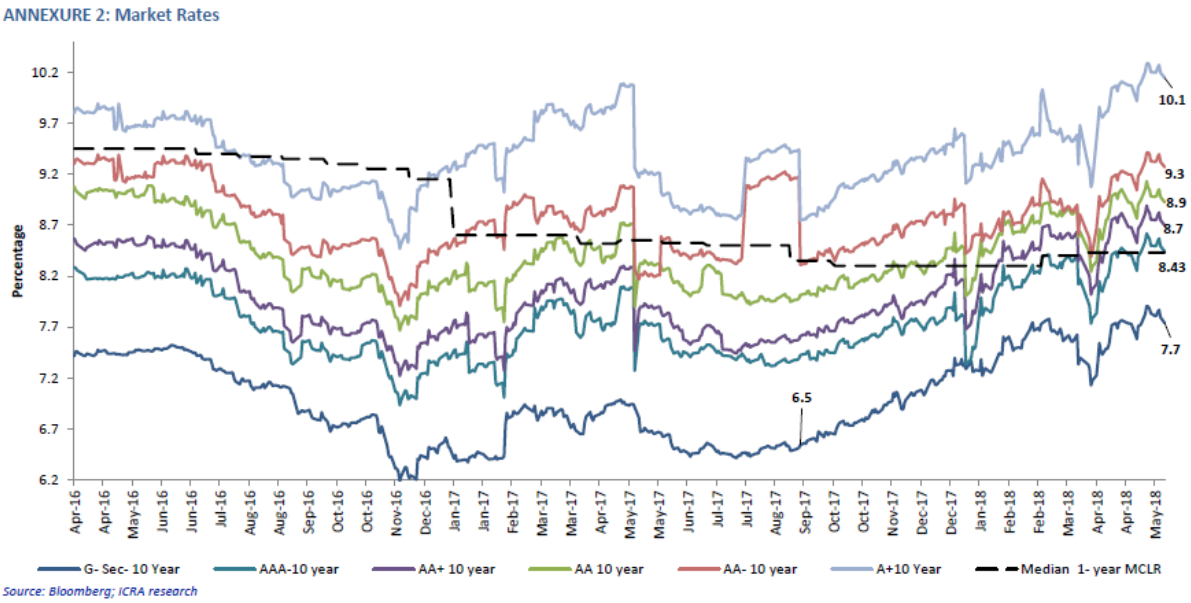
Exhibit 1: Segmental Retail Credit Growth Trends



Source: RBI, financials of NBFCs & Mortgage lenders; ICRA research
Bank retail consists of Personal loans as per the RBI sectoral break-up

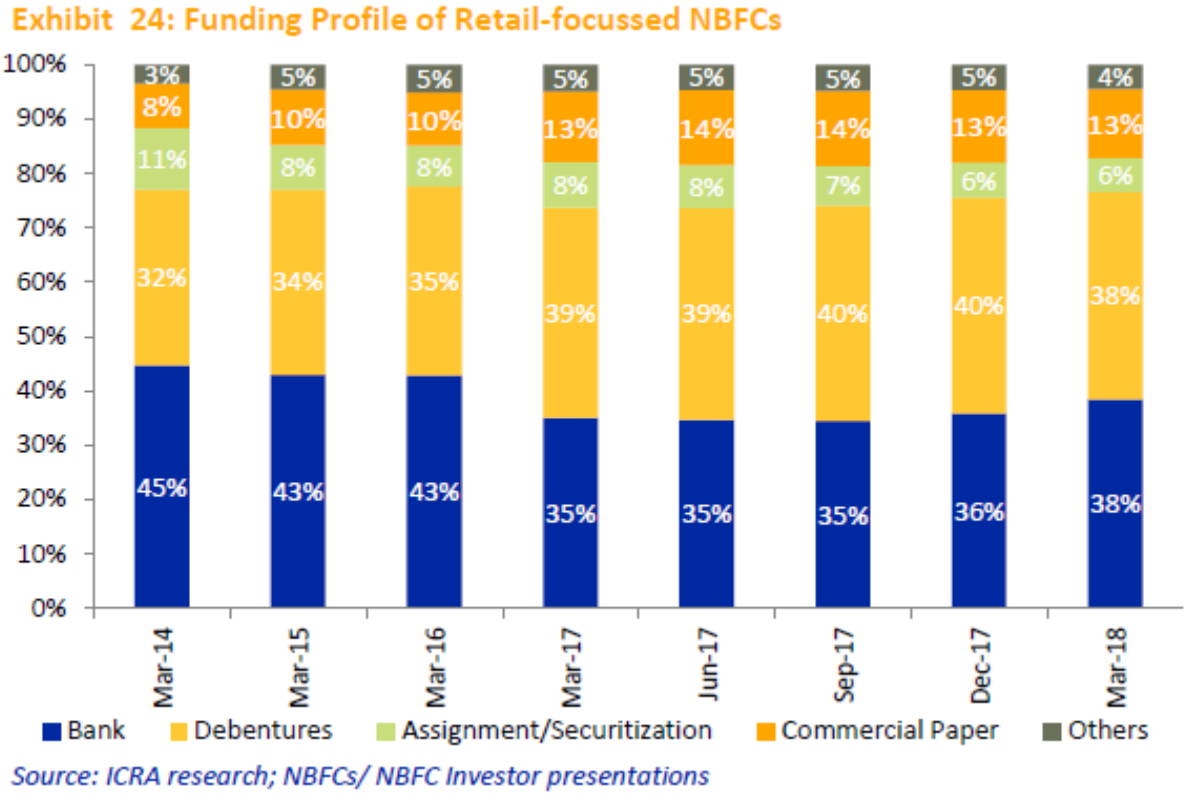
Limitations of key lending avenues could accentuate funding issues for NBFCs

The share of bank funding to NBFCs started increasing from the third quarter of Fiscal 2018 after witnessing a steady decline during Fiscal 2017 and the first six months of Fiscal 2018. Bank Credit outstanding to NBFCs grew by 30% year on year in May 2018 vis-à-vis the Bank Gross Credit growth of 11%. Bank credit to MSME and Commercial Real Estate has increased year on year by 1.5% and 3% respectively, after witnessing a 2% contraction in each, last year. Bank credit to NBFCs has been increasing since the second quarter of Fiscal 2018, largely mirroring the increase in bond yields while the marginal cost of fund-based lending rate ("**MCLR**") from banks remained largely stable during this period (refer to Annexure 2). Going forward, while banks are expected to increase their deposit rates and MCLRs in a steady manner in Fiscal 2019, they are likely to remain a competitive funding source for NBFCs, considering the current bond yields.



(*Source: ICRA June-2018 Report*)

Banks, however, would be constrained by their internal sectoral lending caps. This cap could vary from bank to bank depending upon their target lending segment and sectoral risk perception. ICRA Research expect's some banks to have already reached their internal sectoral thresholds, thus limiting their ability to take incremental exposure to NBFCs, until the same is revised upwards. Further, as overall banking sector credit growth is expected to remain muted at 7-8% in Fiscal 2019, coupled with restrictions because of the large exposure framework, which is applicable from Fiscal 2019, and tighter group exposure norms for banks, NBFCs would have to diversify their funding sources to support their envisaged growth in the medium to long term. (*Source: ICRA June-2018 Report*)



Liquidity and Funding Profile

The cost of funds continued to be moderate in the fourth quarter of Fiscal 2018 even as the systemic rates went-up, as NBFCs were able to tap on to the commercial paper market for their funding requirements; rates in CP-market continued to remain favourable versus bonds. Further NBFCs were able to secure bank funding at relatively favourable rates as bank-MCLR continued to remain largely stable. Entities were also able to secure loans at relatively competitive rates from banks, in the form of foreign currency borrowings and at borrowing rates, which are linked to market debt indices.

However, with tightening in liquidity and peaking in the exposure levels from the various funding sources, NBFCs are likely to witness higher pricing pressure as competition in the retail segment intensifies going forward. Larger NBFCs can tap the public issue route to partly alleviate their funding and liquidity concerns; impact would be more profound for the small and mid-sized NBFCs affecting their business growth and financial risk profile.

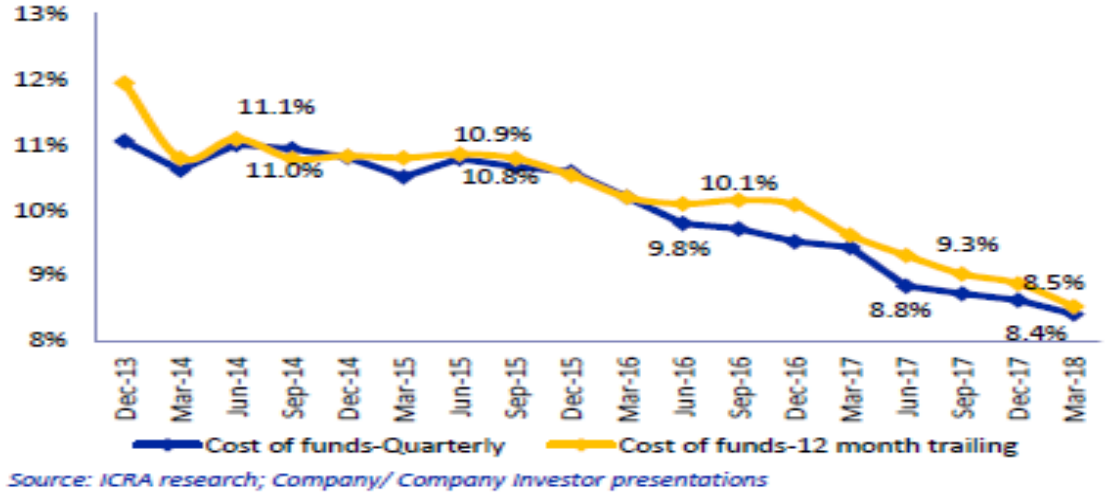
(*Source: ICRA June-2018 Report*)

NBFCs to face heightened pricing pressure from H2 FY2019 if systemic rates remain high

Based on the asset liability mismatch (ALM) analysis of large retail-NBFCs, ICRA Research notes that the debt redemptions are expected to happen at a slower pace compared to their advance maturities in the first six months of Fiscal 2019. This is likely to provide NBFCs with adequate time to adjust to the prevailing higher interest rate and competitive scenario and, accordingly reprice their incremental advances. (*Source: ICRA June-2018 Report*)

Retail-focussed NBFCs (retail-NBFCs), with an estimated portfolio size of Rs. 7.5 trillion in March 2018 would require about Rs. 3.8-4.0 trillion of fresh debt funding during FY2019 to support their envisaged portfolio growth of about 20%. The borrowing costs of retail-NBFCs moderated steadily over the last two years, with the 12-month trailing cost at 8.5% in March 2018. With the ICRA rating median for retail-NBFCs (excluding NBFC-MFIs) at AA-, the incremental weighted average funding cost for the sector is expected to be about 9.3-9.5% in FY 2019. (*Source: ICRA June-2018 Report*)

Exhibit 17: Movement in Cost of Funds *(12 month trailing; excluding MFIs)*



Source: ICRA research; Company/ Company Investor presentations

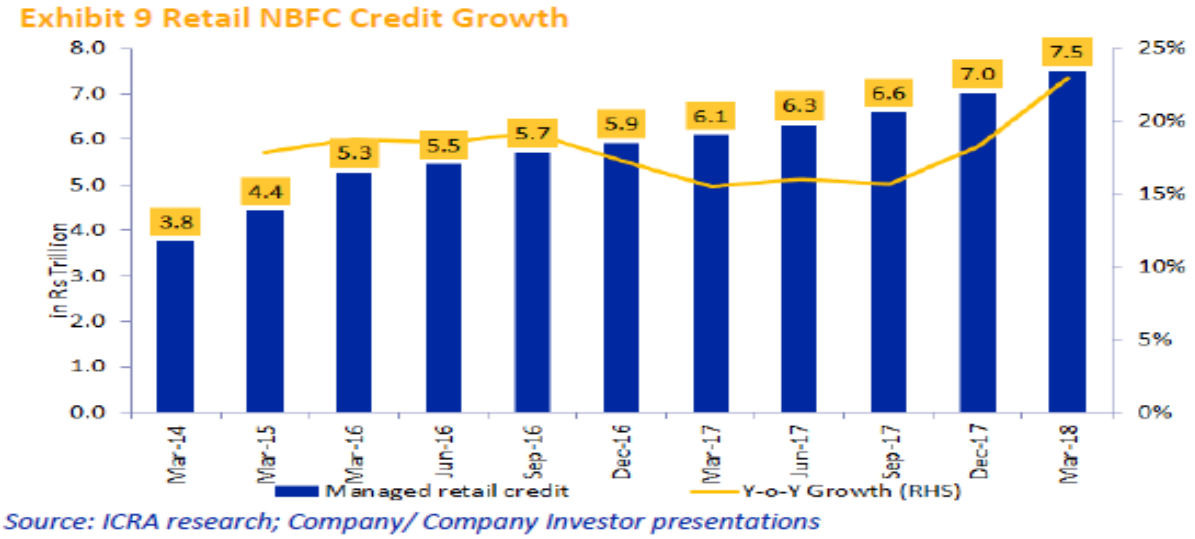
NBFC Retail Credit grew by 22% in FY 2018; fastest in the last 4 years

NBFC-retail credit grew at 22% during Fiscal 2018, highest in the last 4 years, to Rs. 7.5 trillion in March 2018. Revival was witnessed from the third quarter of Fiscal 2018 as impact of GST implementation and spill-over effects of demonetization, on some key asset segments, waned. Key segments contributing to overall growth were loans against property, loans to SMEs, commercial vehicle loans, personal credit (unsecured, including consumer durable)

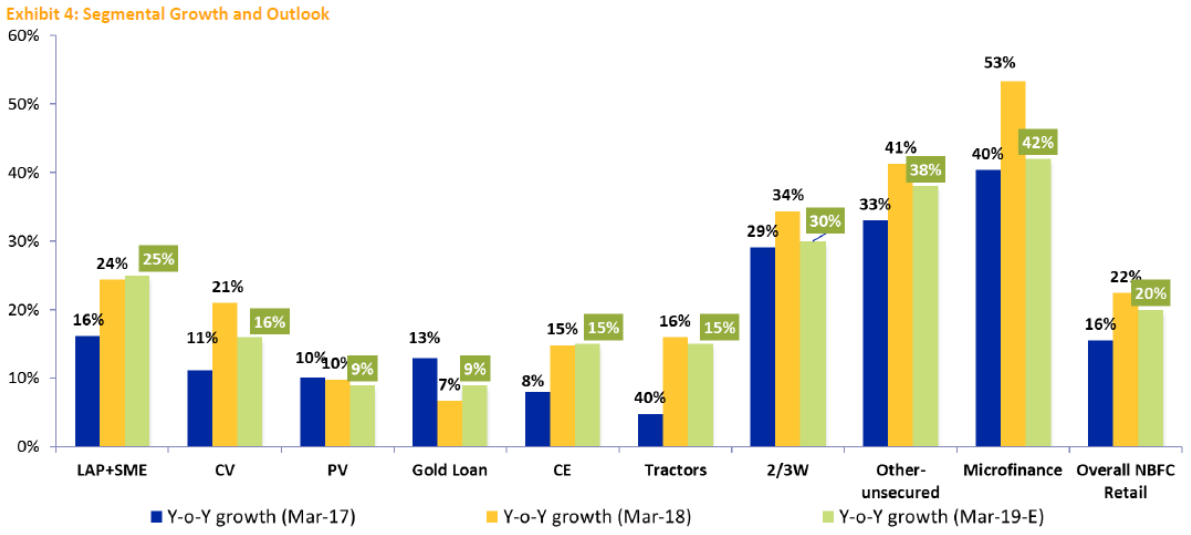
and microfinance, which in total account for 63% of the total NBFC-retail credit in March 2018. (*Source: ICRA June-2018 report*)

Growth in LAP + SME segment (25% of NBFC retail credit) improved with increased demand post GST implementation, limited credit availability from banks and as concerns around property valuation etc, reduced. Demand also increased post GST implementation, as working capital requirement for SMEs went-up and, bank credit to the segment continued to grow at moderate pace (10% in Fiscal 2018 and 8% in Fiscal 2017). Therefore, NBFCs were able to step-up credit to this segment; and credit grew at a robust 26% during Fiscal 2018 versus a 16% growth in Fiscal 2017. While the growth was still lower than the 33-34% rate witnessed in Fiscal 2015 and 2016, the revival indicates change in the lender's stance, as uncertainties around property valuation, amongst others, which prevailed post demonentisation, subsided. Lenders, however, continued to focus on lower ticket loans (less than Rs.10 million); emergence of new-age NBFCs with focus on micro and small enterprises also contributed to overall segmental growth. (*Source: ICRA June-2018 report*)

NBFCs turned to be the key funding source to SMEs and small businesses on the back of the large credit demand-supply gap and as working capital demand from these enterprises increased post GST implementation. Bank credit to segment grew by a relatively moderate pace during the period, which also pushed these entities towards NBFC financing. (*Source: ICRA June-2018 report*)



(*Source: ICRA June-2018 Report*)



Regulatory distinction between banks and NBFCs *

		NBFC - ND - SI	NBFC - D	Banks (Basel - III)
Minimum net owned funds required		₹ 200 Lakhs[3]	₹ 200 Lakhs	NA
Cash reserve ratio		NA	NA	4.0%
Statutory liquidity ratio		NA	15.0%[4]	19.5%
Capital adequacy		15.0%	15.0%[5]	9.0%[6]
Tier - I capital	March 31, 2015	7.5%	7.5%	7.0%
	March 31, 2016	8.5%	8.5%	7.0%
	March 31, 2017	10%	10%[7]	7.0%[8]
GNPA recognition	March 31, 2015	180 days	180 days	90 days
	March 31, 2016	150 days	150 days	90 days
	March 31, 2017	120 days	120 days	90 days
	March 31, 2018[9]	90 days	90 days	90 days
Standard Asset Provisioning	Mar-15	0.25%	0.25%	0.40%
	Mar-16	0.30%	0.30%	0.40%
	Mar-17	0.35%	0.35%	0.40%
	Mar-18[10]	0.40%	0.40%	0.40%
SARFAESI eligibility		Yes#	Yes#	Yes
Priority sector		NA	NA	40% of Adjusted Net Bank Credit[11]
Exposure norms		Single borrower: 15% (+10%for IFC) Group of borrowers: 25% (+15% for IFC)	Single borrower: 15% Group of borrowers: 25%[12]	Single borrower: 15% (+5% for infrastructure projects) Group of borrowers: 40% (+10% for infrastructure projects)[13]

[3] https://www.rbi.org.in/Scripts/FAQView.aspx?Id=92
[4] https://www.rbi.org.in/scripts/bs_viewcontent.aspx?Id=2618
[5] https://rbi.org.in/scripts/NotificationUser.aspx?Id=9327
[6] https://rbidocs.rbi.org.in/rdocs/content/pdfs/58BS300685FL.pdf
[7] https://www.rbi.org.in/scripts/NotificationUser.aspx?Id=11283&Mode=0
[8] https://rbidocs.rbi.org.in/rdocs/content/pdfs/58BS300685FL.pdf
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[10] https://rbi.org.in/scripts/NotificationUser.aspx?Id=9327
[11] https://rbi.org.in/scripts/FAQView.aspx?Id=87
[12] https://rbi.org.in/scripts/BS_NBFCNotificationView.aspx?Id=3181
[13] https://www.rbi.org.in/scripts/BS_ViewMasCirculardetails.aspx?id=9875

**The regulatory requirements are as on date and may be amended by RBI from time to time.* *Note: N.A: not applicable* *Minimum net owned funds for NBFC-MFI and NBFC-Factors is ` 500 Lakhs*[14]
#Under phase-wise implementation of Basel III by March 2018; numbers exclude capital conservation buffer of 2.5%
Union budget 2015-16 allowed NBFCs to use SARFAESI Act, NBFCs with asset base of ` 500 crore or above, in respect of loans worth `1 crore or above
*Source: RBI website (**rbi.org.in**)*

In January 2014, RBI aligned loan restructuring norms of NBFCs with those of banks. The guidelines are applicable to all NBFCs in corporate debt restructuring ("**CDR**") as well as non-CDR (bilateral) cases. The guidelines stipulate provisioning to be increased to 5% for fresh accounts (flow) with immediate effect while in case of stock, provisioning has to gradually increase to 5% by March 31, 2018. Restructuring of accounts were withdrawn from April 01, 2015, and any change in terms/conditions of lending with regards to interest rate and tenure would be considered as restructuring (except in cases where delay is on account of extension in date of commencement of commercial operations). Even gross NPA (GNPA) assets' recognition norms were aligned with those of banks by March 2018.

Provisioning Requirement for NBFCs

Standard assets	Provisioning requirements
- as of March 31, 2017[15]	0.35%
- as of March 31, 2018	0.40%

Restructured assets[16]	Provisioning requirements
On stock of loans classified as restructured before 1st June 2013	
- as of March 31, 2013	2.75%
- with effect from March 31, 2014	3.50%
- with effect from March 31, 2015	4.25%
- with effect from March 31, 2016	5.00%

Comparison of key financials for NBFC, Banks and HFCs during Fiscal 2018

	Net Interest Margin	Opex/Avg Assets	Provi/Avg Assets	PAT/Avg Assets	PAT/Avg Net Worth
NBFC Retail	**8.4%**	**3.7%**	**1.9%**	**2.0%**	**12.8%**
Public Sector Banks	**2.1%**	**1.7%**	**2.7%**	**-0.9%**	**16.7%**
Private Sector Banks	**3.3%**	**2.2%**	**1.4%**	**1.1%**	**10.3%**

[14] https://www.rbi.org.in/SCRIPTS/BS_ViewMasCirculardetails.aspx?id=9827
[15] https://rbi.org.in/scripts/NotificationUser.aspx?Id=9327
[16] https://rbi.org.in/Scripts/NotificationUser.aspx?Id=8128&Mode=0

	Net Interest Margin	Opex/Avg Assets	Provi/Avg Assets	PAT/Avg Assets	PAT/Avg Net Worth
HFCs	**3.3%**			**2.0%**	**18.2%**

(*Source: ICRA June-2018 Report*)

An Overview of the Micro Small and Medium Enterprises ("MSME") Sector

Loans against Property ("LAP") and Small and Medium scale Enterprises ("SME") Finance

Growth in this segment revived as SME credit grew at a healthy clip of about 40% while the LAP segment grew at a modest 11% year on year as in March 2018. SME loans include loans secured by mortgages, plant and machinery, inventory, and unsecured loans. Overall growth in LAP and SME segment went-up in Fiscal 2018 as compared with Fiscal 2017 as the lenders interest in the segment improved as the uncertainties post demonetisation, GST implementation and around property prices subsided. Overall credit growth in the LAP and SME segment was about 24% in aggregate during Fiscal 2018. (*Source: ICRA June-2018 Report*)

NBFCs are increasingly focussing on SME credit, for productive purposes vis a vis the conventional LAP, where the end use could be production or consumption. Larger NBFCs, in view of asset quality concerns and increased competitive pressure, have moderated their ticket sizes (focus largely on less than Rs. 10 million). Niche positioning of NBFCs along with a differentiated product offering, good market knowledge, and large unmet demand, is likely to support their credit growth. Also, the emergence of the new-age NBFCs (average ticket size around Rs. 1.0 million), with a focus on the small business loans segment, would provide them with the growth impetus going forward. ICRA Research expects the segment to grow at about 23-25% in Fiscal 2019. (*Source: ICRA June-2018 Report*)

The sharp dip in growth during Fiscal 2017 mirrors the decline in the LAP portfolio of some large players in the segment, while slowdown in the growth rate was witnessed for others. SME credit however, continued to register a healthy more than 30% growth in Fiscal 2017. LAP+SME portfolio of NBFCs registered a 17% growth in Fiscal 2017 as compared with a 33% and 34% growth in Fiscal 2015 and Fiscal 2016, respectively. (*Source: ICRA June-2018 Report*)

Non-banks to Support MSME Credit Growth over the Next 5 Years

ICRA expects MSME credit to grow at a CAGR of about 12-14%, over the next five years, to reach a portfolio of about Rs. 29 trillion compared to about Rs. 16 trillion in March 2017 on the back of an estimated 20-21% CAGR for non-banks (NBFCs and HFCs). On the other hand, bank credit growth in this segment is likely to remain moderate at 9-11% with private sector banks estimated to grow at a faster clip of about 16-18% compared to public sector bank growth 7-9%. (*Source: ICRA April-2018 Report*)

Large Un-met Demand

Credit penetration is quite low in this segment, with only 7% of the MSMEs (in numbers) having availed credit. Only 5% of all MSMEs have funding from institutional sources (*Source: SIDBI, AR 2015-16)*. With about 55 million MSMEs in the country, accounting for about 31% of the GDP, the scope for credit growth is quite immense. However, notwithstanding the envisioned credit growth over the next 5 years, ICRA Research Report expects the unmet credit to remain quite sizeable, despite the 12-13% growth during the period. Sizeable unmet credit demand provides ample scope for growth over the medium term for entities focusing on this segment. The emergence of new players, fintech companies, could help accelerate penetration levels and support non-bank credit growth. (*Source: ICRA April-2018 Report*)

Key Initiatives to Support Credit Flow to MSMEs

- Removal of lending cap on MSME (services) for priority sector classification;
- Establishment of institutions and systems including MUDRA, small finance banks (SFBs) and Trade Receivable Discounting System (TReDS), amongst others;

- Credit Linked Capital Subsidy Scheme (CLSS) for MSMEs, Credit Guarantee Fund Trust For Micro And Small Enterprises (CGTMSE) and streamlining credit flow for life-cycle funding requirements of MSMEs likely to result in timely credit availability;
- Specialised MSME bank branches and yearly targets for banks to grow MSME credit; and
- Proposed revision in MSME definition, based on turnover vis-à-vis investment in plant and machinery or equipment, would broaden the MSME credit space and align the MSME classification with the tax regime. This would, in turn, improve transparency, compliance and facilitate targeted extension of benefits to this segment. However, the impact of the above on credit flow to small sized businesses (turnover of less than Rs. 100 million) remains to be seen. (*Source: ICRA April-2018 Report*)

Share of Non-banks to Increase

Non-bank share in MSME credit would expand to about 22-23% by March 2022 compared to 16% in March 2017, as credit growth in this segment is expected to outpace banks. ICRA takes note of the recent public sector bank recapitalisation programme and the expected MSME-focused growth over the medium term. However, recent developments including the Punjab National Bank fraud are expected to result in muted credit flow to the industries segment in the near term, at least. While the emerging trends over the medium to long term would remain to be seen, the banks are saddled with higher NPAs in this segment, which is also likely to be a drag on credit flow to this segment. Thus, non-banks are likely to benefit because of their focused and customised loan offerings and faster turnarounds. (*Source: ICRA April-2018 Report*)

OUR BUSINESS

The following information is qualified in its entirety, and should be read together with the more detailed financial and other information included in this Draft Shelf Prospectus, including the information contained in "Financial Information" and "Risk Factors" on pages 127 and 14, respectively, of this Draft Shelf Prospectus. Except as indicated otherwise, all references in this section to "we", "us", "our" or "our Company" are to Indiabulls Commercial Credit Limited, and its Subsidiary, as appropriate.

OVERVIEW

We are a non-deposit taking NBFC registered with the RBI and a 100% subsidiary of one of the largest housing finance companies ("**HFCs**") in India. We are also a notified financial institution under the SARFAESI Act.

We focus primarily on long-term secured mortgage-backed loans. We offer loans against property to our target client base of salaried and self-employed individuals and small and medium-sized enterprises. We also offer mortgage loans to real estate developers in India in the form of lease rental discounting for commercial premises and construction finance for the construction of residential premises. As of March 31, 2018 and September 30, 2018, mortgage loans constituted 98.21% and 97.25%, respectively, of our AUM.

As of September 30, 2018, we had offices spread across India. Our network (including that of parent company IHFL) gives us a pan-India presence across Tier I, Tier II and Tier III cities in India which also allows us to interact with and service our customers at the local level, whilst ensuring that credit decisions are taken only at regional hubs in accordance with defined and identified internal parameters and protocols. As of September 30, 2018, we had a sales team of over 3,500 employees who were located across our network (including that of IHFL). We also rely on external channels such as direct sales agents and business associates for referring potential customers.

Our borrowings as at December 31, 2018, March 31, 2018 and 2017 amounted to ₹ 9,711.98 crores, ₹ 6,937.94 crores and ₹ 2,799.50 crores, respectively. We rely on long-term and medium-term borrowings from banks, amongst others, including issuances of non-convertible debentures and commercial papers. We have a diversified lender base comprising public sector undertakings ("**PSUs**"), private banks, mutual funds, provident funds, pension funds and others. We also sell down parts of our portfolio through securitization and/or direct assignment of loan receivables primarily to various banks, which results in an additional source of liquidity for us.

We have the highest long-term credit ratings of "AAA" (for the long-term loans and non-convertible debentures) from CRISIL, CARE and Brickwork Ratings. Additionally, we have obtained a credit rating of "AAA" from CRISIL, CARE and Brickwork Ratings in relation to our subordinated debt programme. We also have the highest short-term credit rating of "A1+" (for the Issuer's commercial paper programme) from CRISIL, ICRA and CARE. Our ratings signify the highest degree of safety, regarding timely servicing of financial obligations and low credit risk. The Issuer believes that its ratings result in a lower cost of funds for the Issuer.

As at March 31, 2018, 2017 and 2016, our gross NPAs as a percentage of our AUM were 0.60%,1.78% and 2.25%, respectively, and our net NPAs as a percentage of our AUM were 0.40%, 1.34% and 1.76%, respectively. As at September 30, 2018, as per IND AS our gross Stage 3 Assets as a percentage of our AUM was 0.63%. As of September 30, 2018, March 31, 2018, 2017 and 2016, our capital to risk (weighted) assets ratio ("CRAR") was 18.14%, 18.72%, 20.49% and 38.29% respectively.

For the Fiscal Years 2018, 2017 and 2016, our revenue from operations was ₹843.37 crores, ₹ 365.91 crores and ₹364.10 crores, respectively, and our profit after tax was ₹ 254.90 crores, ₹ 58.56 crores and ₹ 50.55 crores, respectively. As on September 30, 2018 our revenue from operations was ₹638.79 crores and our profit after tax was ₹182.91 crores. Our revenue from operations and profit after tax grew at a compound annual growth rate ("**CAGR**") of 52.19% and 124.56%, respectively, from Fiscal Year 2016 to Fiscal Year 2018.

Our revenue from operations increased by ₹ 477.46 crores from ₹ 365.91 crores for the Fiscal Year 2017 to ₹ 843.37 crores for the Fiscal Year 2018. Our profit after tax increased by ₹ 196.34 crores, from ₹ 58.56 crores for the Fiscal Year 2017 to ₹ 254.90 crores for the Fiscal Year 2018.

The key areas of focus for our Board of Directors and our Company are asset liability management and integrated risk management. We have formed an asset liability management committee and integrated risk management committee. The asset liability management committee reviews our asset and liability positions and gives

recommendations to our finance and treasury teams in managing the same. Our integrated risk management committee approves, reviews, monitors and modifies our credit and operation policy periodically, reviews regulatory requirements and implements appropriate mechanisms and guidelines related to risk management.

A summary of our key operational and financial parameters derived from Reformatted Financial Statements prepared in accordance with Indian GAAP for the last three completed Financial Years as specified below, are as follows:

(₹ in Crores)

Parameters	FY 2018	FY 2017	FY 2016
Networth[#]	1,250.78	752.50	699.12
Total Debt of which			
Non Current Maturities of Long Term Borrowing	3,826.57	1,127.10	487.80
Short Term Borrowing	2,610.94	1,460.43	658.77
Current Maturities of Long Term Borrowing	500.43	211.97	88.89
Net Fixed Assets	12.82	16.58	2.39
Non Current Assets (Excluding Fixed Assets)	6,906.97	2,979.44	1,228.78
Cash and Bank Balances	297.96	197.43	145.50
Current Investments	177.15	137.48	123.43
Current Assets (Excluding Cash and Bank Balances & Current Investments)	1,112.66	621.80	487.04
Current Liabilities (Excluding Short term borrowing , Current Maturities of Long Term Borrowing)	253.36	356.24	17.86
Non Current Liabilities (excluding long term borrowings)	32.93	14.39	7.17
Assets Under Management	8,263.59	3,564.23	1,718.01
Off Balance Sheet Assets*	450.83	47.57	111.33
Interest Income (Including Treasury Income)	745.93	307.50	331.80
Interest Expenses**	361.36	133.30	160.85
Provisioning & Write-offs (net of recoveries)	68.37	128.74	116.97
PAT	254.90	58.56	50.55
Gross NPA (%) of AUM***	0.60%	1.78%	2.25%
Net NPA (%) of AUM***	0.40%	1.34%	1.76%
Tier I Capital Adequacy Ratio (%)-Standalone	15.26%	20.49%	38.29%
Tier II Capital Adequacy Ratio (%)-Standalone	3.46%	0.00%	0.00%

**Sold down book*

*** Interest Expenses means the total finance cost*

 # Networth includes equity share capital + reserve and surplus – Deferred tax asset

**** Assets under Management is net of Off Balance Sheet Assets*

1. The Company has adopted Indian Accounting Standards ('IND AS') notified under Section 133 of the Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, from 1 April 2018 and the effective date of such transition is 1 April 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act. Accordingly, the impact of transition has been recorded in the opening reserves as at 1 April 2017 and the corresponding figures, presented in the results for the half year ended September 30, 2018, have been restated/ reclassified.

A summary of our key operational and financial parameters, prepared in accordance with IND AS, as at and for the half year ended September 30, 2018 are as follows:

(₹ in Crores)

Parameters	As at half year ended September 30, 2018
Equity	2,224.70
Total Borrowings of which	10,653.69
Debt securities	5,868.51
Borrowings (other than debt securities and subordinated liabilities)	4,441.55

Parameters	As at half year ended September 30, 2018
Subordinated Liabilities	343.63
Property, Plant and Equipment and Other Intangible assets	14.06
Financial assets (other than cash and cash equivalents)	12,562.45
Non-financial assets (including deferred tax assets)	265.45
Cash and cash equivalents	337.88
Bank balances other than cash and cash equivalents	66.31
Financial liabilities	10,915.55
Non-financial liabilities	105.89
Loan book as per IND AS	12,745.17
Interest Income	558.43
Finance Costs	339.20
Impairment on financial instruments	-
Total Comprehensive Income	186.13
Stage 3 Assets as a percentage of Loan Book As per Ind AS (%)	0.63%
Stage 3 Asset net of Stage 3 Provision as a percentage of Loan Book as per Ind AS (%)	0.47%
CRAR - Tier I Capital Ratio (%)	15.33%
CRAR - Tier II Capital Ratio (%)	2.81%

Our Company's Evolution

The Company, as an incorporated legal entity came into existence on July 7, 2006, under the Companies Act, 1956, having been registered on such date with the Registrar of Companies, National Capital Territory of Delhi and Haryana under registration no. U65923DL2006PLC150632 with the name Indiabulls Commercial Credit Limited.

The name of the Company was changed to Indiabulls Infrastructure Credit Limited on January 21, 2009, and further changed to Indiabulls Commercial Credit Limited on March 12, 2015.

The RBI had issued us a certificate of registration bearing No.N-14.03136 on February 12, 2008 to carry on the business of NBFC without accepting public deposit; and consequent to the change in the name of the Company, RBI had issued us a fresh Certificate of registration bearing No. N-14.03136 on April 16, 2015.

Brief Timeline:

Date/Period	Activities
July 7, 2006	Incorporated as Public Limited Company under the Companies Act, 1956, as a wholly owned subsidiary of erstwhile Indiabulls Financial Services Limited (now merged with Indiabulls Housing Finance Limited)
February 12, 2008	Registered with Reserve Bank of India to carry on the business of a non-banking financial institution without accepting public deposits.
February 20, 2008	Our Company obtained the Certificate of commencement of business
January 21, 2009	The name of the Company was changed to Indiabulls Infrastructure Credit Limited.
March 12, 2015	The name of the Company was changed to Indiabulls Commercial Credit Limited
April 16, 2015	RBI issued fresh Certificate of Registration No. N-14.03136 dated April 16, 2015 consequent to change in name to Indiabulls Commercial Credit Limited
March 31, 2016	Scheme of Arrangement under Sections 391-394 of the Companies Act, 1956 between Indiabulls Finance Company Private Limited (the Transferor Company), Indiabulls Commercial Credit Limited (the Company or the Transferee Company)

Date/Period	Activities
	and their respective shareholders and creditors, which became effective from April 1, 2015

We operate under the "Indiabulls" brand name, which is a reference to the Indiabulls group of companies, a diversified set of businesses in the financial services, real estate and securities sectors.

Our Company has one subsidiary, i.e. Indiabulls Asset Management Mauritius.

OUR STRENGTHS

Our primary strengths are as follows:

Support from parent and strong operational and business linkages:

We are part of the Indiabulls group, which is one of India's prominent financial services organization. We believe that our relationship with the Indiabulls group provides brand recall and we will continue to derive significant marketing and operational benefits.

We believe that the Indiabulls brand is well recognized and associated with governance and compliance structure, and high quality customer centric services. We believe that being part of the Indiabulls group significantly enhances our ability to attract new clients. We believe that the brand value and scale of the business operations of the Indiabulls group provides us with an advantage in an increasingly competitive market. We intend to continue to leverage the brand value of the Indiabulls group to grow our business.

Our Company draws upon a range of resources from our Promoter, IHFL, such as information technology and infrastructure. We leverage IHFL's experience in the various facets of the financial services sector which allows us to understand market trends and mechanics and helps us in designing our products to suit the requirements of our target customer base as well as to address opportunities that arise out of changes in market trends.

One of the fast growing NBFCs in India with strong financial performance, capitalization and credit ratings

We are a fast growing NBFC in India. During the period from Fiscal Year 2016 to Fiscal Year 2018, our standalone loan book outstanding grew at a CAGR of 120.51%, from ₹ 1,606.68 crores in Fiscal Year 2016 to ₹ 7,812.76 crores in Fiscal Year 2018. As at December 31, 2018, as per IND AS, our standalone borrowings (being the sum of the long-term borrowings, short-term borrowings and current maturities of long-term borrowings of the Issuer) outstanding were ₹ 9,711.98 crores.

We are a well-capitalised NBFC with strong financial track-record. We are adequately capitalized with Total CAR at 18.72% (Tier I CAR-15.26%) as on March 31, 2018 in comparison to Total CAR (entirely Tier-I) at 20.49% as on March 31, 2017. As on September 30, 2018, our Total CAR was 18.14% (Tier I CAR-15.33%). We earned a standalone profit after tax of ₹ 254.90 crores and ₹ 182.91 crores in Fiscal Year 2018 and September 30, 2018, respectively. We have the highest long-term credit ratings of "AAA" (for the long-term loans and non-convertible debentures) from CRISIL, CARE and Brickwork Ratings. Additionally, we have obtained a credit rating of "AAA" from CRISIL and CARE Ratings in relation to our subordinated debt programme. We also have the highest short-term credit rating of "A1+" (for the Issuer's commercial paper programme) from CRISIL, ICRA and CARE.

We believe that our strong financial record and high credit ratings position us to take advantage of the growth in the NBFC industry, provide us with significant competitive advantages, contribute to the growth of our business and provide a high degree of comfort to our stakeholders including shareholders, lenders and rating agencies.

Access to diversified and cost effective funding sources

Over the years, we have developed a diversified funding base and have established strong relationships with our lenders. Our lenders include PSU and private banks, mutual funds, insurance companies, provident funds and pension funds, amongst others.

Our borrowings were ₹ 9,677.72 crores as at December 31, 2018 (as per IND AS). We fund our capital requirements through multiple sources. Our primary sources of funding are commercial papers, and long-term loans. As at December 31, 2018, our borrowings were through banks and others (71.00% of our total borrowings), issuances of non-convertible debentures and other debt instruments, including subordinated debt (26.42% of our total borrowings), commercial paper (2.58% of our total borrowings). For December 31, 2018 and for the Fiscal 2018 and Fiscal 2017, our average monthly nominal interest cost of borrowed funds was 9.18%, 7.97% and 7.84%, respectively.

We believe that our strong financial performance, capitalisation levels and high credit ratings give comfort to our lenders and enable us to borrow funds at competitive rates, thereby lowering our overall cost of borrowings.

Prudent credit and processes leading to improved asset quality

Our credit policies specify the types of loans to be offered, the documentary requirements and limits placed on loan amounts, all aimed at ensuring underwriting of low risk, good quality and profitable loans. We have also established protocols and procedures to be followed when engaging with customers, as well as to determine the authority and levels to which credit decisions can be taken at various offices. Over the years, we have developed expertise in mortgage loan underwriting, and this is the cornerstone of our business.

We also have an experienced collection team, which has, with the support of our legal team, enabled us to maintain high collection efficiencies through economic cycles. Our centralized credit analysis processes combined with our dedicated collection team help maintain the quality and growth of our total AUM. As at March 31, 2018, our gross NPAs as a percentage of our AUM were 0.60% and our net NPAs (which reflect our gross NPAs less provisions for NPAs, as a percentage of AUM) were 0.40%. As at September 30, 2018, as per IND AS our gross Stage 3 Assets as a percentage of our AUM was 0.63% and our net Stage 3 Assets were 0.47%.

For further details on our information security measures, please see *"– Liability Management – Operational Risk Management*" on page 86.

OUR STRATEGIES

Our primary strategies are as follows:

Leverage our financial strength and improved ratings to increase our competitiveness, diversify our funding mix and reduce our funding costs

Our cost of borrowings is driven by our credit ratings, our financial discipline and our business performance. We have the highest long-term credit ratings of "AAA" (for our long-term loans and non-convertible debentures) from CRISIL, CARE and Brickwork Ratings. Additionally, we have obtained a credit rating of "AAA" from CRISIL Ratings, CARE and Brickwork Ratings in relation to our subordinated debt programme. We also have the highest short-term credit rating of "A1+" from, CRISIL, ICRA and CARE. These ratings signify a high degree of safety, and in certain cases as mentioned above, the highest degree of safety, regarding timely servicing of financial obligations and low credit risk, thus resulting in a lower cost of funds for us. Based on our ratings, we expect to continue to source funding at competitive rates from the debt capital markets and reduce our proportion of bank financing to reduce our overall funding costs. Reduction in our cost of borrowings in turn allows us to competitively price our products to our customers. We believe that this competitive pricing combined with our loan service levels will allow us to attract more customers with good credit records, to grow our portfolio and attain a higher incremental market share.

We also seek to continue to use a variety of funding sources to optimize funding costs, protect interest margins and maintain a diverse funding portfolio that will enable us to further achieve funding stability and liquidity.

Our funding mix is as follows:

(₹ in crores)

Source of funding	As at December 31, 2018*	FY 2018	FY 2017
Loans from banks and others	6,870.85	4,102.94	1,309.50
Non-convertible debentures and other debt instruments	2,213.06	290.00	40.00

Source of funding	As at December 31, 2018*	FY 2018	FY 2017
Commercial papers	250.00	2,295.00	1,450.00
Subordinated debt	343.81	250.00	-
Total	**9,677.72**	**6,937.94**	**2,799.50**

**Details of source of funding as at December 31, 2018 is as per IND AS.*

Continue to maintain prudent risk management policies for our assets under management

We believe that the success of our business is dependent on our ability to consistently implement and streamline our risk management policies. As we focus on building a large AUM with low credit risk, we will continue to maintain strict risk management standards to reduce credit risks and promote a robust recovery process.

Leverage on technology to improve customer reach and operating efficiency

We also intend to further develop and strengthen our technology platform to support our growth and improve the quality of our services. We will continue to update our systems and use latest technology to streamline out credit approval, administration and monitoring processes to meet customer requirements on a real-time basis. We believe that improvements in technology will also reduce our operational and processing time, thereby improving our efficiency and allowing us to provide better service to our customers.

Analytics driven customer prospecting

Our parent IHFL was the first company in India to launch eHome Loans, an end-to-end online mortgage loan technology platform. eHome Loans helps IHFL reduce costs, manpower requirement and turnaround time of loan processing.

We will be launching a comprehensive digital platform most likely through the first half of Fiscal 2020. This digital platform will integrate with our analytics engine drawing information from credit bureau history, banking information and tax filings to take real-time decisions on processioning of loans against property. The platform also plans to tie up access to GST filing database providing our credit teams authentic revenue information on small businesses for LAP underwriting. Present deliberate and long-drawn credit appraisal process will be considerably quicker with the analytics driven platform without any compromise in credit result. The platform will also reduce turn-around time and provide round-the-clock access to customers enhancing their loan experience.

The platform will also link developers and channel partners like DSAs which would enable their productivity in terms of loans processing. The platform would enhance DSAs' productivity and earning opportunities, ultimately increasing their loyalty to our company. Increased focus on technology results in a multiplier effect in terms of lower costs and increased business.

OUR LENDING AND OTHER FINANCIAL PRODUCTS

Our lending products primarily include loans against property and corporate mortgage loans. As of September 30, 2018, mortgage loans (comprising of loans against property and corporate mortgage loans) which constituted 97.25% of our AUM.

Loans against Property

We provide loans against property primarily to self-employed individuals, proprietorships and small businesses for working capital or business expansion needs, which are secured by mortgages against, among others, the self-occupied residential properties owned by our customers.

Corporate Mortgage Loans

We provide finance to real estate developers through corporate mortgage loans. Corporate mortgage loans are made available through two main types of structures: (i) residential construction finance and (ii) lease rental discounting loans for commercial properties.

Under residential construction finance, funding is for the construction of the residential units and/or projects. The land and the housing units and/ or projects being constructed, as well as all the sales and other receivables from such units and/ or projects are mortgaged or charged in our favour to secure the loan and other dues.

Lease rental discounting loans are loans provided against hypothecation of the rental receivables (which are routed through an escrow account) of an operational commercial property, which is the primary source of repayment/ payment of the loan and the other dues. The commercial property is also mortgaged to secure the loan and the other dues. Additionally, the shares of the mortgagor may be pledged to further secure the loan and other dues. A key consideration in the credit appraisal process is the enforceability of the mortgaged property and the other security.

LENDING POLICIES AND PROCEDURES

Overview

We are an NBFC registered with the RBI, which is the regulator for NBFC in India. The RBI stipulates prudential guidelines, directions and circulars in relation to NBFCs. For further details, please see *"Regulations and Policies"* on page 94.

Within the RBI guidelines, directions and circulars, NBFCs can establish their own credit approval processes. As such, once a company has obtained an NBFC license, the terms, credit levels, and interest rates of loans and any credit approvals would be based upon the NBFC's established internal credit approval processes framed in accordance with applicable regulations by the RBI. Each NBFC undergoes annual inspections by the RBI. The inspections are exhaustive and can last for a period of three to four weeks during which the regulators review the NBFC's adherence to regulatory guidelines, scrutinize the loan book and individual loan files, including security documents, review the functioning of the Board of Directors and its committees and their adherence to minutes of various internal meetings, review the NPA and delinquent cases, review and evaluate the credit approval policies and credit assessment standards, review implementation of decisions and policies of the Board of Directors and review adherence to prescribed formats in the filing of regulatory reports.

We have a strong team of experienced officers in our credit appraisal and risk management teams to develop and implement our credit approval policies. Our credit approval policies focus on credit structure, credit approval authority, customer selection and documentation provided by the customer. Our risk management and appraisal systems are regularly reviewed and upgraded to address changes in the external environment.

Customer Appraisal and Approval Process

We have dedicated units that appraise and approve loan applications operating at the branch office, master service centre and head office levels. Each office must independently approve a prospective customer's loan application before any loan offer is made. Additionally, our master service centres are staffed by more senior personnel who are involved in more complex credit decision making. We follow an exhaustive internal appraisal process that includes, amongst other things, checking the following:

- applicant's credit worthiness;
- quality, value and enforceability of the collateral;
- applicant's repayment sources and ability; and
- purpose and end-use of the loan.

We believe that our thorough credit approval process has, in part, allowed us to grow our high-quality AUM with low delinquency rates.

The customer appraisal process begins at the branch office level. All applications for mortgage loans by prospective customers must be submitted on our standardized forms. In addition to submitting a duly signed application form and processing fee cheque, prospective customers are required to submit certain KYC documents, including proof of name, date of birth, address and signature, as well as documents relating to the property to be purchased. To be eligible for a mortgage loan, each prospective customer must either be presently employed and receiving a salary from a corporation or be self-employed with an established business track record and sufficient earnings. Each such prospective customer is also required to provide requisite documentation for income verification purposes. If salaried, prospective customers are required to submit salary slips, bank statements and Form 16, a certificate issued to salaried personnel in India by their respective employers certifying the tax deducted at source from salary disbursements for such employees. If self-employed, prospective customers are required to submit income tax

returns along with financial statements and bank statements. Borrowers which are proprietorships or companies are also required to submit certain approvals maintained by them in respect of their business and operations.

Once a prospective customer has submitted a completed application, credit officers in the branch office verify various details and empanelled third-party agencies conduct various on-site checks to verify the prospective customer's work and home addresses, as well as telephone numbers. We check the credit history and credit worthiness of the customer on various credit bureaus to ascertain the financial obligations of the customer and to ensure that the customer has a clean repayment track record, such as consumer credit reports from CIBIL for delays/ defaults by the borrower. We also carry out various reference checks with the customer's bankers and debtors, creditors, as well as with the customer's neighbours. Internally, we check our databases for any information and feedback on the customer. We carry out title and legal checks, including CERSAI checks, on the collateral to ensure that we have the first and sole charge on it. We conduct property valuations internally and also engage external property valuers to assess the property. The lower of the two valuations is considered by the credit officer. Additional checks are also undertaken by our fraud control unit to make sure that the customer is genuine.

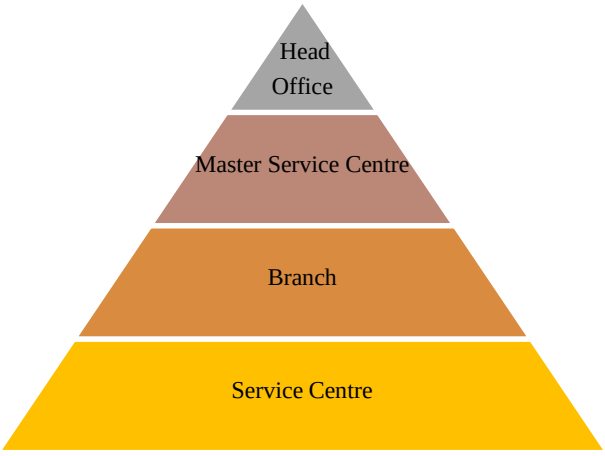
Once the application review process is completed, the loan is sanctioned by the mandated approval authority. A credit decision is then communicated to the customer.

Before disbursing the loan, we must receive either electronic clearance instructions or post-dated cheques from the customer for the EMI payments. We also receive an additional cheque for the principal amount of the loan, which we can present if the loan becomes pre-payable for any reason. Once the direct debit authorizations and/or cheques have been received, the funds are disbursed to the customer.

Direct Sales Team

Our customers are sourced by our in-house direct sales team ("**DST**"), external direct sales agents ("**DSA**s") and through branch walk-ins (including that of our parent IHFL). Our "feet-on-street" DST covers and penetrates the urban and semi-urban customer segments. As of September 30, 2018, we had a DST of over 3,500 employees located across our network (including that of our parent IHFL).

We also rely on DSAs for referring potential customers. Our DSAs are typically proprietorships and self-employed professionals like chartered accountants who primarily work with multiple small businesses providing consulting services. They pass on leads of any loan requirements of these small businesses to us. These DSAs do not work exclusively with us and may also work with other lenders, including our competitors. DSAs pass on leads to us and document collection, credit appraisal and eventual loan fulfilment are done by us in-house.



1. Presence of core credit committee
2. Joint decision making on credit proposals above certain predefined value
3. Regional credit hub manned by senior personnel
4. Underwriting of high value proposals that require more detailed credit analysis
5. Walk-in branches with decision making for lower value credit proposals
6. Customer interaction and service delivery

(a) Customer interaction and service delivery
(b) Recommendation of proposals but no decision making

Portfolio Monitoring

Our risk audit and collection department reviews and monitors our loan portfolio. This department monitors debt repayment levels of particular loan exposures on a weekly basis. This allows us to identify potentially problematic loans at an early stage and prepares us for immediate action if any principal or accrued interest repayment problems arise.

The portfolio is monitored by way of various analyses consisting of:

- bucket-wise ageing analysis (that is, the number of days past due) of the outstanding portfolio;
- concentration risk monitoring in segments of the portfolio;
- early warning delinquency analysis; and
- historical case review on a periodical basis, including review of credit risks and operational risks.

Asset Recovery and Non-Performing Loans

Once an account is classified as a NPA, in accordance with the RBI Directions, proceedings under the SARFAESI Act commence. The proceedings commence with the issuance of a notice to the borrower and/ or the guarantor calling upon them to pay the demanded amount within 60 days. In the case of non-compliance, another notice is issued for taking over symbolic possession of mortgaged property. Thereafter, applications seeking police assistance for taking physical possession of the mortgaged property are filed before the magistrates and collectors concerned.

We then obtain a valuation of the mortgaged property and fix the reserve price and put it up for auction. At times, the property is also sold through private arrangements after obtaining consent of the borrower. Portions of the portfolio where the likelihood of repayment is remote are written off. Subsequent recoveries on these portions are recognized directly in our income statement but the asset itself is not regularized and remains written off.

In addition to initiating proceedings under the SARFAESI Act, in the event that EMI or principal repayment cheques issued by our customers are dishonoured on account of insufficiency in funds, we undertake proceedings under the Negotiable Instruments Act, 1881 for asset recovery and NPAs. Upon the receipt of the relevant information and documents such as the physical cheque and bouncing memo, proceedings under the Negotiable Instruments Act may be initiated by serving a notice demanding payment. If no payment is received within the stipulated period, a criminal complaint is filed before the competent court having jurisdiction to try the case. After the trial, if the accused person(s) are convicted, they are liable for imprisonment or fine or both.

We also initiate arbitration proceedings based on arbitration clauses in our loan agreements. Once the arbitrator accepts the request for appointment, he/ she sends acceptance in writing to all the parties to the dispute and calls upon the claimant to file the statement of claim. We file our statement of claim before the arbitrator and if required, an application under the Arbitration and Conciliation Act seeking appropriate interim reliefs. If the respondent(s) do not appear in the arbitration proceedings even after due service, they are proceeded *ex-parte*. The proceedings are conducted as per procedure laid down in law and by the arbitrator. After adjudication, *ex-parte* or otherwise, an award is passed by the arbitrator.

The following table sets forth details of our non-performing loans (in absolute terms and also as a percentage of AUM) and our cumulative provision as at March 31, 2018, 2017 and 2016, as per Indian GAAP:

Particulars	**Standalone**		
	As at March 31,		
	2018	**2017**	**2016**
	(in ₹ crores, except percentages)		
Gross NPAs	49.49	63.54	38.74
% of gross NPAs to AUM	0.60%	1.78%	2.25%
Net NPAs	32.95	47.88	30.23
% of net NPAs to AUM	0.40%	1.34%	1.76%
Total cumulative provision – loans and other assets	48.96	27.86	14.07

The table below sets out the details on the Company's Stage 3 Assets as at September 30, 2018, as per IND AS:

(in ₹ crores, except percentages)

Particulars at the end of period	**September 30, 2018**
Loan Book as per IND AS	12745.17
Stage 3 Assets	79.83
Stage 3 Assets as a percentage of Loan Book As per IND AS (%)	0.63%

Particulars at the end of period	September 30, 2018
Stage 3 Provision	19.69
Stage 3 Assets net of Stage 3 Provision	60.14
Stage 3 Assets net of Stage 3 Provision as a percentage of Loan Book as per IND AS (%)	0.47%
Stage 3 Provision as a percentage of Stage 3 Assets/ Provision Coverage Ratio	0.25%
Stage 1 Provision and Stage 2 Provision	48.36
Total	68.05

LIABILITY MANAGEMENT

We have a robust liability management program that leads to stable borrowings at reasonable costs. We have lending relationships with Indian public sector banks, private banks, mutual funds, provident funds, pension funds, insurance companies and others financial institutions.

Our borrowing is mainly in the form of term loans from banks, non-convertible debentures and commercial paper, issued on a private placement basis. Our dependence on short-term borrowings is minimal and this lends stability to our liabilities, allowing us to manage our asset expansion accordingly.

Risk and Asset-Liability Management

Our Board of Directors has formed an Integrated Risk Management Committee and Asset Liability Management Committee to help prudently manage major risks within the company.

The Integrated Risk Management Committee is responsible for, among other things:

- Approve the Credit/Operation Policy and its review / modification from time to time.
- Review of Customer/Investor complaints received by Regulators, Courts, Legal body or internal complaints.
- Review of Grievance Redressal Mechanism & Customers Services
- Review of applicable regulatory requirements.
- Approve all the functional policies of the Company.
- Review of Branch Audit Report/Concurrent Audit Report of Treasury;
- Review Compliances of lapses;
- Place appropriate mechanism in the system to cater Fraud while dealing with customers/approval of loans etc.
- Review of profile of the high loan Customers and periodical review of the same.
- Review of implementation of FPCs, KYC and PMLA guidelines
- Define loan sanctioning authorities for various types/values of loans.
- Any other matter involving Risk to the asset /business of the Company.
- Evaluation of the risk management systems (in addition to the internal control systems)

The Asset Liability Management Committee is responsible for, among other things:

- Reviewing the Company's assets and liabilities position and liquidity risk;
- Managing and instructing the finance and treasury teams in the event of asset liability management mismatches beyond permissible limit as set out by the committee;
- Managing interest risk, product pricing and launches of new products;
- Reviewing periodically prime lending rates and recommend for changes for the benchmark rates of our Company;
- Approving of inter-corporate loans to subsidiaries/associate companies;

- Measuring future cash flows as per the given matrix in the RBI guidelines as fix up tolerance level in different time buckets as prescribed in the guidelines;
- Analyzing various risks, including liquidity risk, interest rate risk, investment risk and business risk;
- Assessing opportunity costs and maintenance of liquidity;
- Evaluating market risk involved in launching new products;
- Deciding our transfer pricing policy; and
- Approving and regularly reviewing our business plan and targets.

Our Board of Directors has constituted various other committees, namely the Investment Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholder Relationship Committee and the Bond Issue Committee, which act in accordance with the terms of reference determined by the Board of Directors, as well as applicable corporate governance requirements. These committees comprise independent directors on our Board of Directors along with experienced members of our management team who have put in place preventive measures to mitigate various risks. Our Company has a mechanism in place to ensure the ongoing review of systems, policies, processes and procedures to contain and mitigate risks that arise from time to time. The key principles we apply to address and mitigate interest rate risk, liquidity risk, credit risk and operational risk are summarized below.

Interest Rate Risk

We are in the business of lending. We borrow funds at floating and/ or fixed rates of interest, while we primarily extend credit at floating and/or fixed rates of interest. Our profitability is linked to interest rates. This exposes us to an interest rate risk. Consequently, exposure to interest rate fluctuations and increases needs to be managed in order to mitigate the risk.

As at March 31, 2018, a significant majority of our loan assets and borrowings were floating rate. Our business is impacted by a change in interest rates although the floating rate loans only re-price on a periodic basis. Our balance sheet consists of Indian Rupee denominated assets and liabilities and U.S. Dollar denominated liabilities. Consequently, movements in domestic as well as U.S. Dollar interest rates constitute the primary source of interest rate risk.

This risk is managed on the balance sheet by the management team with the guidance of our asset liability management committee. The committee actively reviews the assets and liabilities position of our Company and gives directions to the finance and treasury teams in managing the same.

For more information on our liquidity risk, see *"Risk Factors – We are vulnerable to the volatility in interest rates and we may face interest rate and maturity mismatches between our assets and liabilities in the future which may cause liquidity issues"* on page 17.

Foreign exchange risk

Substantially all of our revenue and our expenditure are denominated in Indian Rupees. However, we undertake foreign currency term loan in U.S. Dollars. Fluctuations in the exchange rate between the U.S. Dollars and Indian Rupees will affect our interest expenses, financial condition, cash flows and profitability. See also *"Risk Factors — We are subject to risks arising from exchange rate fluctuations, which could materially and adversely affect our business and financial conditions"* on page 30. In relation to foreign exchange exposure availed by us in past, we have entered into hedging arrangements to hedge our entire balance sheet risk on such foreign exchange exposure. However, such arrangements may not sufficiently reduce our exposure to fluctuation in interest rates or adequately protect us against any unfavorable fluctuations in exchange rates.

Liquidity Risk

Any liquidity risk arising due to non-availability of adequate funds at an appropriate cost is minimized through a mix of strategies, including asset securitization and assignment and temporary asset liability gap. We constantly monitor our liquidity under the guidance of the asset liability management committee and the investment committee.

We classify our assets and liabilities as current and non-current based on their contracted maturities. However, our classification of assets and liabilities into various maturity profiles reflects various adjustments for prepayments and renewals in accordance with the guidelines issued by the RBI. We manage our balance sheet while drawing new debt and extending credit so as to minimize potential asset-liability mismatches.

Capital Adequacy

NBFCs are required to maintain a minimum CRAR norm of 15% of the risk weighted assets and risk adjusted value of off-balance sheet items before declaring any dividends. The table below sets forth our standalone CRAR as at September 30, 2018, March 31, 2018, March 31, 2017 and March 31, 2016:

Particulars	**Standalone**			
	For the half year ended September 30,	**For the Fiscal Year ended March 31,**		
	2018	**2018**	**2017**	**2016**
CRAR[1]	18.14%	18.72%	20.49%	38.29%
CRAR – Tier I Capital	15.33%	15.26%	20.49%	38.29%
CRAR – Tier II Capital	2.81%	3.46%	0.00%	0.00%

Note:

1. CRAR is defined as a capital ratio consisting of Tier I and Tier II Capital to its aggregated risk weighted assets (as per the RBI Regulations) and risk adjusted value of off-balance sheet items.

Credit Risk

Credit risk is the risk of loss that may result from a borrower's or counterparty's failure to meet the contractual obligation of repaying debt as per the agreed terms. Credit risk is actively monitored and controlled by our integrated risk management committee. The committee reviews and updates the credit policy, which is strictly adhered to by our underwriting teams. We also employ advanced credit assessment procedures, which include verifying the identity and checking references of the prospective customer thoroughly at the lead generation stage. Our extensive local presence also enables us to maintain regular direct contact with our customers. The underwriting team works closely with our fraud control unit, which uses internal and external sources to identify all possible fraudulent loan applications.

Operational risk management

Operational risk is the risk of loss resulting from (i) inadequate or failed internal processes, (ii) people and systems, or (iii) external events. Operational risk is associated with human errors, system failures, and inadequate procedures and controls. Operational risk exists in any kind of products and business activities.

We have identified certain types of the operational risk events which are more likely to result in substantial losses to our business. These include (i) credit risk, (ii) technology risk, (iii) employee risk, (iv) regulatory risk and (v) the risks arising from fraud and anti-money laundering transactions.

We have implemented strategies and methods to safeguard against these risks:

Credit risk

We have an in-house internal audit team, which conducts periodic audits for all our businesses and functions.

Technology risk

We have an in-house IT team including that of IHFL, which ensures that the software and hardware systems are not only the best but also continuously upgraded and safeguarded against any kind of technology related threats. The IT team is responsible for ensuring that the occurrence and frequency of IT downtimes is kept to a minimum. The team is also responsible for the accessibility of our IT system to authorized users and password management.

Employee risk

We have implemented an effective screening programme to conduct pre-employment background checks. Adequate and proper reference checks and screening of the prospective employee's credentials are conducted prior to recruitment.

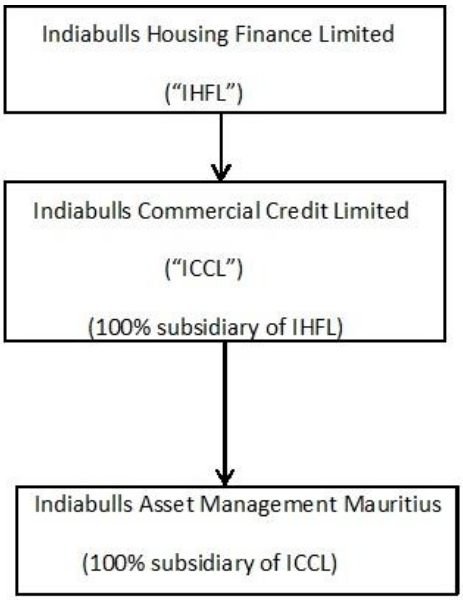
Regulatory risk

We require our employees to follow a clear procedure to ensure that all the regulatory clearances are obtained for the underlying projects before providing any types of financial support to such projects. Any communication received by us, including legal notices, customer letters, banks communications, regulatory notices or orders are promptly recorded and forwarded to the relevant departments who are required to process such communication in a timely manner. This process is managed by our in-house regulatory compliance team.

Fraud and anti-money laundering transactions

At the time of appraisal of a loan or a business proposal, we review the underlying documents from KYC as well as money laundering and fraud prevention perspectives. Our fraud control unit also conducts spot checks or a random basis. We also ensure the preservation of records in compliance with the Prevention of Money Laundering Act of 2002.

ORGANISATION STRUCTURE



The entities with which our Company has had related party transactions during the three financial years are 'group companies'as defined under SEBI regulations.

COMPETITION

We face competition in the lending business from domestic and international banks as well as other NBFCs.

SALES AND MARKETING

Our customer-oriented approach forms the basis of all our marketing activities and communications. Our marketing strategy revolves around the following:

- Make our brand relevant to the target audience; and
- Strengthen relationships with builders.

We have an in-house marketing and branding team (including that of our parent IHFL) which carries out various marketing and branding activities, implements our marketing strategy and ensures that our brand objectives are met

with. Our core brand objectives include creating awareness, generating leads and increasing sales. We also engage third party agencies to support our marketing and branding team to achieve these objectives.

We also rely on DSAs, referrals and walk-ins across our network; events and exhibitions and corporate tie-ups to increase sales and generate leads.

We also have a dedicated common call-center with that of our parent IHFL to address enquires generated from various mediums and also resolve customer queries.

TECHNOLOGY

We realize the importance of information technology and use both internally developed and externally subscribed tools, including SAP, FINNONE and Oracle, to improve our overall productivity. All our branches are connected through the Virtual Private Network to the central servers located in our Gurgaon data centre. Data are processed and analysed using various tools, enabling us to efficiently and cost-effectively manage our nationwide network of branches and appropriately monitor various risks.

Our IT systems have the capability of end-to-end customer data capture, computation of income, collateral data capture and repayment management. Loan approval is controlled by the loan application system and the monthly analytics reports, including through-the-door and credit information tracking to ensure risk management control and compliance. For our employees, many key workflow processes are accessible through hand-held devices and mobile apps.

CUSTOMER SERVICE AND GRIEVANCE REDRESSAL PROCESSES

We have implemented a grievance redressal policy and a well-defined structured system to resolve any issues faced by our customers in a just, fair and timely manner.

Customers can register their grievances through email, telephone or complaint books available at all our offices. Customer complaints are promptly recorded in a complaint book through our customer relationship management system. The relevant office where the complaint was lodged is primarily responsible for ensuring that the complaint is resolved to the customer's satisfaction. All escalations are further sent to our Head Office for guidance/ resolution. All complaints are acknowledged within three working days from receipt and are endeavored to be resolved within 30 days of receipt.

INSURANCE

We currently maintain insurance coverage against fire and allied perils, burglary and housebreaking and damage to portable equipment at our offices and a money insurance coverage for cash that is maintained in our offices and cash in transit. We also maintain a director's and officers' liability policy covering our directors, officers and employees against claims arising out of legal and regulatory proceedings and monetary demands for damages.

For a discussion of certain risks relating to our insurance coverage, please see *"Risk Factors – Our Company's insurance coverage may not adequately protect our Company against losses which could adversely affect our Company's business, financial condition and results of operations"* on page 29.

INTELLECTUAL PROPERTY

We conduct our operations under the "Indiabulls" brand name. The "Indiabulls" trademark is registered in the name of our Promoter, IHFL. We use "Indiabulls" trademark as a 'common law licensee or permissive user' under implied permission and consent of IHFL. See also *"Risk Factors – We may be unable to protect our logos, brand names and other intellectual property rights which are critical to our business."* on page 30.

LEGAL PROCEEDINGS

We are party to various legal proceedings which arise primarily in the ordinary course of our operations. For further details, please see *"Outstanding Litigations and Defaults"* on page 152.

PROPERTY

Our registered office is located at M-62 and 63, First Floor, Connaught Place, New Delhi – 110 001. Additionally, our other offices are located on leasehold premises.

EMPLOYEES

As of September 30, 2018, we had a dedicated workforce of 508 employees.

HISTORY AND OTHER CORPORATE MATTERS

Our Company was incorporated as Indiabulls Commercial Credit Limited under the Companies Act, 1956 on July 7, 2006 with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**ROC**") and received a certificate for commencement of business from the ROC on February 20, 2008. The name of the Company was changed to Indiabulls Infrastructure Credit Limited on January 21, 2009. Subsequently the name of the Company was changed to Indiabulls Commercial Credit Limited on March 12, 2015. The RBI had issued certificate of registration No.N-14.03136 on February 12, 2008 to carry on the business of non -banking financial institution without accepting public deposit. Pursuant to change of name of the Company from Indiabulls Commercial Credit Limited to Indiabulls Infrastructure Credit Limited, the RBI issued fresh certificate of registration in the name of Indiabulls Infrastructure Credit Limited. Subsequently with the change in the name of the Company from Indiabulls Infrastructure Credit Limited to Indiabulls Commercial Credit Limited, RBI issued fresh certificate of registration no. N-14.03136 dated April 16, 2015, in lieu of earlier certificate of registration no. N-14.03136 dated February 12, 2008. Our Company entered into scheme of arrangement under sections 391-394 of the Companies Act, 1956 between IFCPL (the transferor company), Indiabulls Commercial Credit Limited (the transferee company) and their respective shareholders and creditors, which had been approved by Hon'ble High Court of Delhi, New Delhi on March 15, 2016.

Our registered office is located at - M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001. We are registered with the ROC under corporate identity number U65923DL2006PLC150632.

Change in registered office of our Company

The registered office of our Company was shifted from F-60, Malhotra Building, 2nd Floor, Connaught Place, New Delhi – 110 001 to M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001 with effect from October 1, 2013.

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

1. To carry out infrastructure lending activities by providing credit facilities to different infrastructure projects.

2. To carry on the business of financing, leasing, installment financing, refinancing, money lending, corporate lending, consortium finance with other institutions or bodies corporate for development of infrastructure projects including construction, power, telecommunication, roads, ports etc.

3. To receive funds, deposits and investments from the public, Government agencies, financial institutions and corporate bodies; grant advances and loans; provide consultancy services for infrastructure projects, conduct advisory services related to banking activities, project financing, funding of mergers and acquisition activities; fund management and activities related to money market operations.

4. To hold investments in various step down subsidiaries for investing, acquiring, holding, purchasing or procuring equity shares, debentures, bonds, mortgages, obligations, securities of any kind issued or guaranteed by the company.

5. To act as financial consultants, investment, marketing and management consultants/advisors and provide consultancy in various fields including general administrative, secretarial, managerial, commercial, banking, financial, economic, public relations, personal and corporate finance and direct and indirect taxation and other levies.

6. To carry on the business of portfolio management services, investment advisory services; custodial services; asset management services; leasing and hire purchase; mutual fund services and to act as brokers of real estate and financial instruments.

7. To carry on the business of Long Term Finance or otherwise finance for Industrial or agricultural development, development of infrastructure facility, development of Housing in India or for constructions or purchase of residential houses/ residential projects in India.

8. To provide finance to any person or persons, co-operative society, association of persons, body of individuals, companies, institutions, firms, builders, developers, contractors and others with or without any security, for leasing, financing for acquisition of all types of vehicles including trucks, buses, taxis, auto rickshaws , motorize vehicles for earth moving, mining, road laying, fire brigade, ambulance, aircraft, water transport (boat, steamer, ship, oil tanker) etc. for commercial and/or for personal uses and/or for construction, erection, building, repair, remodeling, development, improvement, purchase of houses, apartments, flats, bungalows, rooms, shops, offices, commercial buildings, SEZs, townships and/or other buildings and real estate of all descriptions or convenience there on and/or other related activities.

9. (a) To engage in the business of the insurance intermediation and acting as corporate agent, composite insurance agent, insurance broker, insurance consultant etc. for the purpose of soliciting or procuring life or general insurance business for clients and insurance companies.
(b) To act as corporate insurance agent for life insurers and general insurers and procure business for them.
(c) To act as agents for insurance products such as life, pension, fire, motor & other products and to carry on the business of insurance either directly or as an insurance agent, insurance broker or otherwise.

10. To carry on the business of financing, borrowing, lending, advancing money or money's worth or to give credit to such persons / bodies / firms / customers and others having dealing with the Company on such terms, as may be expedient.

Key Milestones and Major Events

Date/Period	Activities
July 7, 2006	Incorporated as public limited company under the Companies Act, 1956, as a wholly owned subsidiary of erstwhile Indiabulls Financial Services Limited now merged with Indiabulls Housing Finance Limited.
February 12, 2008	Registered with RBI *vide* registration no. N-14.03136 to carry on the business of non -banking financial institution without accepting public deposit.
February 20, 2008	Our Company obtained the certificate of commencement of business
January 21, 2009	The name of the Company was changed to Indiabulls Infrastructure Credit Limited.
March 12, 2015	The name of the Company was changed to Indiabulls Commercial Credit Limited.
April 16, 2015	RBI had issued fresh certificate of registration no. N-14.03136 dated April 16, 2015, in lieu of earlier certificate of registration no. N- 14.03136 dated 12.02.2008 issued to Indiabulls Infrastructure Credit Limited by RBI, New Delhi.
March 31, 2016	Pursuant to order dated March 15, 2016, ("**Order**") the scheme of arrangement under sections 391-394 of the Companies Act, 1956 between Indiabulls Finance Company Private Limited (the transferor company), Indiabulls Commercial Credit Limited (the transferee company) and their respective shareholders and creditors, was approved by Hon'ble High Court of Delhi, New Delhi . The Order was filed with the office of Registrar of Companies, Delhi & Haryana on March 31, 2016, which is the effective date.

Key terms of our Material Agreements

Our Company has not entered into any material agreement other than in the ordinary course of business.

Our Subsidiary

As on the date of this Draft Shelf Prospectus our Company has the following one subsidiary:

Sl. No.	Name of the Entity	Equity Holding (%)	Registered Address	Activity undertaken by the entity
Subsidiary				
1.	Indiabulls Asset Management Mauritius	100	C/o Citco (Mauritius) Limited, 4th Floor, Tower A, 1 Cyber City Ebene, Republic of Mauritius	• To act as collective investment schemes manager under the provisions of Securities Act, 2005 and Securities (Collective Investment Schemes and Close-end Funds) Regulations, 2008 and other related businesses; • To engage in global business as permitted under the Fianancial Services Act, 2007 and any other laws for the time being in force of Republic of Mauritus; and other related business.

REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. Taxation statutes such as the IT Act, Central Sales Tax Act, 1956 and applicable local sales tax statutes, labour regulations such as the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Act, 1952, and other miscellaneous regulations such as the Trade and Merchandise Marks Act, 1958 and applicable Shops and Establishments statutes apply to us as they do to any other Indian company and therefore have not been detailed below. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye-laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely 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 Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

For the 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.

Investors shall carefully consider the information described below, together with the information set out in other sections of this Draft Shelf Prospectus including the financial statements before making an investment decision relating to the NCDs, as any changes in the regulations and policies could have a material adverse effect on our Company's business.

The major regulations governing our Company are detailed below:

We are a non-deposit taking (which does not accept public deposits), systemically important, NBFC. As such, our business activities are regulated by RBI Regulations applicable to non-public deposit accepting NBFCs ("NBFCND").

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 percent of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 percent 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-Systemically 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:

- Asset finance companies;
- Investment companies;
- Systemically Important Core Investment Company;
- Loan companies and/or
- 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.

Our Company has been classified as an NBFC-ND-SI.

Systemically Important NBFC-NDs

As per the NBFC Master Directions, the revised the 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 ₹500 crores and above as per the last audited balance sheet. Moreover, as per this amendment, all NBFCs-ND with assets of ₹500 crores 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%.

Rating of NBFCs

Pursuant to the RBI circular DNBS (PD) CC. No.134/03.10.001/2008-2009 dated February 04, 2009, all NBFCs with an asset size of ₹100 crores 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% 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% 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% 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% 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% 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% 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% 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%; (c) general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one-and-one-fourth percent of risk weighted assets; (d) hybrid debt capital instruments; and (e) 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% 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% of the owned funds of the systemically important NBFC-ND, while the credit exposure to a single group of borrowers shall not exceed 25% 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% of its owned funds, and in the shares of a single group of companies exceeding 25% 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% 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% of its owned funds to or in single party and 40% 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% for any single party and by 10% for a single group of parties, if the additional exposure is on account of infrastructure loan and/or investment.

Asset Classification
The Prudential Norms Directions require that every NBFC shall, after taking into account the degree of welldefined 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%.

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 ₹2 crores. 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% of (a) above.

Further, in accordance with RBI Notification No DNBR.007/CGM (CDS) 2015 dated March 27, 2015 which provides that a non banking financial company holding a certificate of registration issued by the RBI and having net owned fund of less than ₹2 crores may continue to carry on the business of non banking financial institution, if such company achieves net owned fund of:
(i) ₹1 crores before April 1, 2016; and
(ii) ₹2 crores before April 1, 2017

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% 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 the 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 NBFCND 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 ₹100 crores or more or holding public deposits of ₹200 crores 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 20 April 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 we may change our 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 our 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 our 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 lakhs and above,
and if the fraud is of ₹1 crores 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 auditor 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 Micro Finance Institutions (MFI).

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 quarterly 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 systemically 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 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 dated 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.

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. 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 lakhs, irrespective of whether they are accepting / holding public deposits or not, or holding public deposits of ₹2,000 lakhs or more (irrespective of the asset size) as per their audited balance sheet as of 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% of cash outflows of each time-bucket and the cumulative gap of up to one year should not exceed 15% of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

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 FIPB or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route may be brought in through the approval route. Approvals are accorded on the recommendation of the FIPB, which is chaired by the Secretary, DIPP, with the Union Finance Secretary, Commerce Secretary and other key Secretaries of the Government of India as its members.

As per the sector specific guidelines of the Government of India, 100% FDI/ Non-Resident Indian ("**NRI**") investments are allowed under the automatic route in certain NBFC activities subject to compliance with guidelines of the RBI in this regard.

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 defendant's 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.

The Prevention of Money Laundering Act, 2002

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 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 is 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

The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (the "**SARFAESI Act**") regulates the securitization and reconstruction of financial assets of banks and financial institutions. The SARFAESI Act provides for measures in relation to enforcement of security interests and rights of the secured creditor in case of default.

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 may sell financial assets to an asset reconstruction company provided the asset is a NPA. A bank or financial institution may sell a financial assets only if the borrower has a consortium or multiple banking arrangements and at least 75% by

value of the total loans to the borrower are classified as a NPA and at least 75% by the value of the banks and financial institutions in the consortium or multiple banking arrangement agree to the sale. These assets are to be sold on a "without recourse" basis only.

The SARFAESI Act provides for the acquisition of financial assets by securitisation 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 and enforcement of security.

Additionally, under the provisions of the SARFAESI Act, any securitization 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.

Insolvency and Bankruptcy Code, 2016 (the "IB Code")

The IB Code primarily enables time-bound reorganisation and insolvency resolution of debtors. The primary objectives of the IB Code are:

i. to consolidate and amend the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximisation of value of assets of such persons;

ii. to promote entrepreneurship, availability of credit and balance the interests of all the stakeholders, including alteration in the order of priority of payment of Government dues; and

iii. to establish an Insolvency and Bankruptcy Board of India.

The IB Code specifies two different sets of adjudicating authorities to exercise judicial control over the insolvency and liquidation processes:

i. In case of companies, limited liability partnerships and other limited liability entities, National Company Law Tribunals ("**NCLT**") shall act as the adjudicating authority; and appeals therefrom shall lie with the National Company Law Appellate Tribunal ("**NCLAT**").

ii. In case of individuals and partnerships, Debt Recovery Tribunal ("**DRT**") shall act as the adjudicating authority; and appeals therefrom shall lie with the Debt Recovery Appellate Tribunal ("**DRAT**").

The Supreme Court of India shall have appellate jurisdiction over NCLAT and DRAT. The IB Code governs two corporate insolvency processes, i.e. (i) insolvency resolution; and (ii) liquidation:

i. *Insolvency resolution:* Upon a default by a corporate debtor, a creditor or the debtor itself may initiate insolvency resolution proceedings. The IB Code prescribes a timeline of 180 days for the insolvency resolution process, subject to a single extension of 90 days, during which there shall be a moratorium on the institution or continuation of suits of the debtor, or interference with its assets. During such period, the creditors and the debtor will be expected to negotiate and finalise a resolution plan, with the assistance of insolvency resolution professionals to be appointed by a committee of creditors formed for this purpose. Upon approval of such a plan by the adjudicating authority, the same shall become binding upon the creditors and the debtor.

ii. *Liquidation:* In the event that no insolvency resolution is successfully formulated, or if the adjudicating authority so decides, a liquidation process may be initiated against the debtor. A liquidator is appointed, who takes the assets and properties of the debtor in his custody and verifies claims of creditors, before selling such assets and properties and distributing the proceeds therefrom to creditors.

The bankruptcy of an individual can be initiated by the debtor, the creditors (either jointly or individually) or by any partner of a partnership firm (where the debtor is a firm), only after the failure of the Insolvency Resolution Process (IRP) or non-implementation of repayment plan. The bankruptcy trustee is responsible for administration of the estate of the bankrupt and for distribution of the proceeds on basis of the priority set out in the Code.

In addition, the IB Code establishes and provides for the functioning of the Insolvency and Bankruptcy Board of India ("**IBBI**") which functions as the regulator for matters pertaining to insolvency and bankruptcy. The IBBI exercises a range of legislative, administrative and quasi-judicial functions, *inter alia* in relation to the registration, regulation and monitoring of insolvency professional agencies, insolvency professionals and information utilities; publish information, data, research and studies as may be specified; constitute committees as may be required; and make regulations and guidelines in relation to insolvency and bankruptcy.

Companies Act, 2013

The Companies Act, 2013 ("**Companies Act**") has been notified by the Government of India on August 30, 2013 (the "**Notification**"). Under the Notification, Section 1 of the Companies Act has come into effect and the remaining provisions of the Companies Act have and shall come into force on such dates as the Central Government has notified and shall notify. Section 1 of the Companies Act deals with the commencement and application of the Companies Act and among others sets out the types of companies to which the Companies Act applies. Further the Ministry of Corporate Affairs has by their notifications dated September 12, 2013 and March 26, 2014 notified certain sections of the Companies Act, which have come into force from September 12, 2013 and April 1, 2014.

The Companies Act provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act is complemented by a set of rules that set out the procedure for compliance with the substantive provisions of the Companies Act. As mentioned above, certain provisions of the Companies Act, 2013 have already come into force and the rest shall follow in due course.

Under the Companies Act every company having net worth of ₹500 crores or more, or turnover of ₹1,000 crores or more or a net profit of ₹5 crores or more during the immediately preceding financial year shall formulate a corporate social responsibility policy. Further, the board of every such company shall ensure that the company spends, in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years in pursuance of its corporate social responsibility policy.

Registration of a charge under the Companies Act 2013

Under the Companies Act 2013, our Company is required to register a charge on its property or assets or any of its undertakings, whether tangible or otherwise by filing the relevant form with the RoC along with the instrument creating this charge within 30 days of its creation by paying a prescribed fee. No charge created by a company will be taken into account by the liquidator or any other creditor unless it is duly registered and a certificate of registration of such charge is given by the Registrar of Companies.

If the particulars of a charge are not filed within the aforesaid period, but filed within a period of 300 days of such creation or modification, an additional fee shall be levied. Further, our Company is required to keep at its registered office a register of charges and enter therein particulars of all the charges registered with the RoC on any of the property, assets or undertakings of our Company as well as particulars of any modification of a charge and satisfaction of charge. The entries in the register of charges of the Company shall be made forthwith after the creation, modification or satisfaction of charge, as the case may be.

Where a charge is registered with the RoC, they will issue a certificate of registration of such charge to the person in whose favour the charge is created.

Laws Relating to Employment

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 and safety measures and wages for overtime work.

Labour Laws

India has stringent labour related legislations. Our Company is required to comply with various labour laws, including the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Wages Act, 1936, the

Payment of Gratuity Act, 1972 and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Laws relating to Intellectual Property

The Trade Marks Act, 1999 and the Indian Copyright Act, 1957 *inter-alia* govern the law in relation to intellectual property, including brand names, trade names and service marks and research works.

In addition to the above, our Company is required to comply with the provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, various tax related legislations and other applicable statutes.

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 Memorandum and Articles of Association of our Company and the requirements of the applicable laws. Under our Articles of Association, we are required to have not less than three directors and not more than 12 directors. Our Company currently has six Directors on its Board.

The composition of the Board is in conformity with section 149 of the Companies Act, 2013. At our Company's annual general meeting, one-third of the Directors for the time being who are liable to retire by rotation shall retire from office. A retiring director is eligible for re-election. The quorum for meetings of the Board of Directors is one-third of the total number of Directors, or two Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to two-third of the total strength the number of remaining Directors present at the meeting, being not less than two, shall be the quorum.

Out of the six Directors, we have one Chairman and Non-Executive Director, one Managing Director, two Non-Executive Directors and two are Independent Directors on our Board.

The following table sets forth details regarding the Board at the date of this Draft Shelf Prospectus:

Name, Address, DIN and Date of Appointment/Re-Appointment	Age	Designation	Other Directorships (as on the date of the Draft Shelf Prospectus)
Mr. Ajit Kumar Mittal **Address:** A-403, Ashok Garden, Thokarsi Jivraj Road, Shivadi, Mumbai-400015, Maharashtra. **DIN:** 02698115 **Occupation:** Service **Date of appointment:** September 30, 2013 **Date of re-appointment:** August 14, 2017 (Change of designation from Executive Director to Chairman, Non-Executive Director) **Term:** Liable to retire by rotation **Nationality:** Indian	59	Chairman and Non-Executive Director	• Indian Commodity Exchange Limited • Indiabulls Venture Capital Trustee Company Limited • Indiabulls Housing Finance Limited • Indiabulls Trustee Company Limited • Indiabulls Asset Reconstruction Company Limited • Indiabulls Consumer Finance Limited (Formerly known as IVL Finance Limited) • OakNorth Bank Limited • Indiabulls Life Insurance Company Limited • Indiabulls Integrated Services Limited (formerly known as SORIL Holdings and Ventures Limited & Indiabulls Wholesale Services Limited)
Mr. Ripudaman Bandral **Address:** Flat No-2203, Building No-2, G Block, Oberoi Splender, Jogeshwari Vikhroli Linking Road, Opp. Majas Depot,	44	Managing Director	Nil

Name, Address, DIN and Date of Appointment/Re-Appointment	Age	Designation	Other Directorships (as on the date of the Draft Shelf Prospectus)
Andheri (E), Mumbai – 400060, Maharashtra. **DIN:** 07910257 **Occupation:** Service **Date of appointment:** August 16, 2017 **Date of re-appointment:** N.A. **Term:** Five years **Nationality:** Indian			
Mr. Anil Malhan **Address:** 320, E-Space, Narvana Country, Gurgaon-122018, Haryana. **DIN:** 01542646 **Occupation:** Service **Date of appointment:** July 7, 2006 **Date of re-appointment:** August 21, 2007 **Term:** Liable to retire by rotation **Nationality:** Indian	46	Non-Executive Director	• Habitat Recreations Private Limited • Indiabulls Buildcon Limited • Indiabulls Collection Agency Limited • Airmid Aviation Services Limited • Aspire Land Development Private Limited • SORIL Infra Resources Limited
Mrs. Priya Jain **Address:** House No. 924, Gordhan Ji Ki Gali, Chouda Rasta, Ward No. 42, Jaipur -302003, Rajasthan. **DIN:** 07257863 **Occupation:** Service **Date of appointment:** July 11, 2016 **Date of re-appointment:** NA	34	Non-Executive Director	• Lorena Builders Limited

Name, Address, DIN and Date of Appointment/Re-Appointment	Age	Designation	Other Directorships (as on the date of the Draft Shelf Prospectus)
Term: Liable to retire by rotation **Nationality:** Indian			
Mr. Prem Prakash Mirdha **Address:** Mirdha Farm, Sirsi Road, Jaipur-302012, Rajasthan **DIN:** 01352748 **Occupation:** Business **Date of appointment:** March 16, 2015 **Date of re-appointment:** NA **Term:** For a period of five years, with effect from March 16, 2015 **Nationality:** Indian	63	Independent Director	• SORIL Infra Resources Limited • Happy Tummy Kitchens Private Limited • Indiabulls Housing Finance Limited • Indiabulls Estate Limited • Airmid Developers Limited • Indiabulls Insurance Advisors Limited • Airmid Aviation Services Limited
Mr. Shamsher Singh Ahlawat **Address:** 96A, Eastern Avenue, Sainik Farm, Khanpur, New Delhi-110062. **DIN:** 00017480 **Occupation:** Former Banker **Date of appointment:** March 16, 2015 **Date of re-appointment:** NA **Term:** For a period of five years, with effect from March 16, 2015 **Nationality:** Indian	70	Independent Director	• Indiabulls Real Estate Limited • Indiabulls Integrated Services Limited (formerly known as SORIL Holdings and Ventures Limited & Indiabulls Wholesale Services Limited) • Indiabulls Housing Finance Limited • Airmid Aviation Services Limited • Indiabulls Infraestate Limited • Citra Properties Limited

Brief biographies of our Directors

Mr. Ajit Kumar Mittal, aged 59 years, is a Non-Executive Director and Chairman on our Board. He holds a bachelor's degree in arts, a master's degree in economics from Kurukshetra University, and a master's degree in science (business administration programme) from the University of Illinois, USA. Prior to joining our Company, Mr. Mittal was associated with the RBI in various positions, including as its general manager (banking supervision).

Mr. Ripudaman Bandral, aged 44 years, is a Managing Director on our Board. He has been part of Indiabulls group for around 8 years. He holds a degree of masters of finance and control from Punjabi University, Patiala and is a bachelor of commerce from Jammu University. Before joining our Company, he was with Indiabulls Housing Finance Limited as its National Business Manager. Before IHFL, he was associated with ICICI Bank as Assistant General Manager. Prior to ICICI Bank, he was associated with HDFC Limited, Transamerica Apple Distribution Finance Limited, and Varinder Agro Chemicals Limited.

Mr. Anil Malhan, aged 46 years, is a Non-Executive Director on our Board.

Mrs. Priya Jain, aged 34 years, is a Non-Executive Director on our Board. She is a qualified company secretary and is having an experience of about 12 years in the field of corporate governance & compliances of various corporate laws and other related laws.

Mr. Prem Prakash Mirdha, aged 63 years, is an Independent Director on our Board. He is an enrolled member of the merchant navy, qualified as a "second mate" of foreign going ships as certified by the Directorate General of Shipping, Mumbai and has also completed a course on radar observations on merchant shicps approved by the Ministry of Transport, GoI.

Mr. Shamsher Singh Ahlawat, aged 70 years, is an Independent Director on our Board. He holds a bachelor's degree and master's degree in arts from the Delhi University. He has over 20 years of experience in commercial banking. Prior to joining our Company, he was associated with the State Bank of India in various managerial positions.

Relationship with other Directors

None of the directors of the Company are related to each other.

Confirmations

None of our Directors have been identified as a 'wilful defaulter' by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution.

Compensation of Directors

The Nomination and Remuneration Committee determines and recommends to the Board the compensation to Directors. The Board of Directors or the shareholders, as the case may be, approve the compensation to Directors.

a. The following table sets forth the compensation paid by our Company, to our Executive Director for the Fiscal 2018:

(₹in crores)

Executive Director	Total remuneration (including salary and other benefits)
	Fiscal Year 2018
Mr. Ripudaman Bandral	1.37

Terms of appointment and remuneration of our Executive Director

The details of remuneration of Mr. Ripudaman Bandral are as under:

(₹in crores)

Particulars	Remuneration
Salary	1.10
Perquisites	0.00

Particulars	Remuneration
Provident Fund	-
Gratuity	0.16
Post-retirement/ termination benefits	0.04
Earned leave	0.07
Performance related pay/incentive	-
Sitting fees	-

b. In Fiscal 2018 no sitting fees has been paid by our Company to its existing Non-Executive Directors and Independent Directors.

c. No remuneration was paid or payable by the Subsidiary to the Directors currently on board of the Company in Fiscal 2018.

Borrowing Powers of the Board

Pursuant to a resolution passed by the shareholders at their extraordinary general meeting held on August 1, 2018, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies, our Board has been authorised to borrow monies from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company's bankers in its ordinary course of business), upto a limit at any time not exceeding ₹ 20,000 crores.

Interest of Directors/ Promoter of our Company

Our Managing Director may be deemed to be interested to the extent of remuneration paid by our Company, as well as to the extent of reimbursement of expenses payable to them. Our Non-executive Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other reimbursement of expenses and profit linked incentives payable to them.

Our Directors, including Independent Directors, may also be regarded as interested in the Equity Shares, if any, held by them. The Directors, including Independent Directors, may also be regarded as interested in the Equity Shares held by or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners or trustees.

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. Except as otherwise stated in this Draft Shelf Prospectus and statutory registers maintained by our Company in this regard, we have not entered into any contract, agreements, arrangements during the preceding two years from the date of this Draft Shelf Prospectus in which our Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements, arrangements which are proposed to be made with them. None of the Directors have any interest in immovable property acquired or proposed to be acquired by the Company in the preceding two years as of the date of this Draft Shelf Prospectus.

None of the 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 the Company

Other than as disclosed in this Draft Shelf Prospectus, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested. Further, our Company has not availed any loans from the Directors which are currently outstanding.

Our Company believes that good corporate governance is an important constituent in enhancing stakeholder value. Our Company has in place processes and systems whereby it complies with the requirements to the corporate governance provided in SEBI Listing Regulations. The corporate governance framework is based on an effective independent Board, separation of the supervisory role of the Board from the executive management team and constitution of the committees of the Board, as required under applicable law.

Our Company believes that its Board is constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Shareholding of the Directors

As on December 31, 2018, except the following, none of the Directors hold any Equity Shares in our Company:

Name of Director	Designation	Number of equity shares	Percentage shareholding (%)
Mr. Anil Malhan	Non-Executive Director	1*	Negligible

** Held as Nominee of Indiabulls Housing Finance Limited.*

As on December 31, 2018, the Company does not have any employee stock option scheme in place and therefore no options have been granted by our Company to its Directors.

Shareholding of Directors in our Subsidiary

None of our Directors' hold equity shares in our Subsidiary.

Shareholding of Directors in our Promoter

As on December 31, 2018, except the following, none of the Directors hold any equity shares in IHFL:

Name of Director	Designation	Number of equity shares
Mr. Ajit Kumar Mittal	Chairman, Non-Executive Director	92,600
Mr. Anil Malhan	Non-Executive Director	58,735
Mr. Ripudaman Bandral	Managing Director	31,000
Mr. Prem Prakash Mirdha	Independent Director	300

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

None of our Directors' relatives have been appointed to an office or place of profit.

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	DIN	Date of appointment/ resignation	Director of the Company since (in case of resignation)	Reasons
1.	Mrs. Priya Jain, Non-Executive Director	07257863	July 11, 2016	-	Appointment
2.	Mr. Ripudaman Bandral, Managing Director	07910257	August 16, 2017	-	Appointment
3.	Mr. Ashok Sharma, Non-Executive Director	00010912	August 26, 2016	July 7, 2006	Resignation

Committees of Board of Directors

1. Audit Committee

   The Audit Committee was last reconstituted on March 16, 2015. The terms of reference of this committee were last amended on July 21, 2017. The Audit Committee comprises three members: Mr. Anil Malhan, Mr. Shamsher Singh Ahlawat and Mr. Prem Prakash Mirdha. Mr. Anil Malhan is the Chairman of the Audit Committee.

The terms of reference of the Audit Committee, *inter-alia*, include:

- To oversee the financial reporting process and disclosure of financial information;
- To review with management, annual financial statements and ensure their accuracy and correctness before submission to the Board;
- To review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans/reports and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;
- To recommend the appointment of the auditors and their remuneration;
- To review and approve required provisions to be maintained as per IRAC norms and write off decisions and regulatory requirements on Balance Sheet Disclosures.
- To hold discussions with the Auditors.
- Review and monitoring of the auditor' independence and performance and effectiveness of the audit process.
- Examination of the auditor' report on financial statements of the Company (in addition to the examination of the financial statements) before submission to the Board.
- Approval of any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings and assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing the utilization of the funds so raised for purpose other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard.
- Review and monitoring of the performance of the statutory auditor and effectiveness of the audit process.
- To hold post audit discussions with the auditors to ascertain any area of concern
- To review the whistle blower mechanism.
- Approval to the appointment of the Chief Financial Officer after assessing the qualifications , experience and background etc. of the candidate.
- Review of information system audit of the internal systems and processes to assess the operational risks faced by the Company and also ensures that the information system audit of internal systems and processes is conducted periodically.

2. Nomination and Remuneration Committee ("**NRC**")

The NRC was last reconstituted on March 16, 2015. The terms of reference of this committee were last amended on July 21, 2017. The NRC comprises three members: Mr. Anil Malhan, Mr. Shamsher Singh Ahlawat and Mr. Prem Prakash Mirdha. Mr. Anil Malhan is the Chairman of the NRC Committee.

The terms of reference of the Nomination and Remuneration Committee, *inter-alia*, include:

- To ensure 'fit and proper' status of all the directors on a continuing basis.
- To identify & advice Board in the matter of appointment of new Director.

3. Corporate Social Responsibility Committee ("**CSR**")

CSR was last reconstituted on August 14, 2016. The terms of reference of this committee were last amended on July 21, 2017. CSR comprises three members: Mr. Anil Malhan, Mr. Shamsher Singh Ahlawat and Mr. Prem Prakash Mirdha. Mr. Anil Malhan is the Chairman of the CSR Committee.

The terms of reference of the Corporate Social Responsibility Committee, *inter-alia*, include:

- To recommend to the Board, the CSR activities to be undertaken by the Company.
- To approve the expenditure to be incurred on the CSR activities.
- To oversee and review the effective implementation of the CSR activities.

- To ensure compliance of all related applicable regulatory requirements.

4. Bond Issue Committee

Bond Issue Committee was constituted on August 13, 2018. Bond Issue Committee comprises three members: Mr. Ajit Kumar Mittal, Mr. Anil Malhan and Mr. Prem Prakash Mirdha. Mr. Ajit Kumar Mittal is the Chairman of the Bond Issue Committee.

The revised terms of reference of the Bond Issue Committee was approved by the Board of Directors of the Company in its meeting held on October 15, 2018. The revised terms of reference of the Bond Issue Committee, *inter-alia*, include:

- authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the NCDs;
- giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- appointing the lead managers, legal counsels, rating agency, trustee, registrar and any other intermediary to the issue in accordance with the provisions of the Debt Regulations and other applicable laws;
- seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the NCDs;
- deciding, modifying or altering the pricing and terms and conditions of the NCDs, and all other related matters, including the determination of the size of the NCDs issue up to the maximum limit prescribed by the Board and the minimum subscription, number of the NCDs to be issued, the timing, nature of debt permitted by applicable laws, type, pricing, type of investors and such other terms and conditions of the issue including coupon rate, yield, retention of oversubscription, if any, etc., in consultation with the lead managers;
- approval of the draft prospectus/prospectus/draft shelf prospectus/shelf prospectus/tranche prospectus/ any other offering document,as the case may be (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead managers, in accordance with all applicable laws, rules, regulations and guidelines;
- seeking the listing of the NCDs on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- finalization of, and arrangement for, the submission of the Draft Prospectus and Prospectus(es) to be submitted to the Stock Exchange(s) and SEBI for receiving comments from the public and the Prospectus to be filed with the Stock Exchange(s), Registrar of Companies, and any corrigendum, amendments supplements thereto;
- authorization of the maintenance of a register of holders of the debentures;
- finalization of the basis of allotment of the NCDs including in the event of over-subscription;
- finalization of the allotment of the NCDs on the basis of the applications received;
- acceptance and appropriation of the proceeds of the Issue;
- to generally do any other act and/or deed, to negotiate and execute any document/s, including finalising the issue agreement with lead managers, agreement with registrar to the Issue, consortium agreement, escrow agreement, , underwriting agreement, other agreements, listing agreement, tripartite agreements, execution of all such deeds, documents, instruments, applications and writings as it may, at its discretion, deem necessary and desirable for such purpose including without limitation the utilization of the issue proceeds, modify or alter any of the terms and conditions, including size of the Issue, as it may deem expedient, extension of Issue and/or early closure of the Issue and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue;
- to generally finalise any security offered for this Issue and execute documents in relation to the security creation including mortgage deed/deed of hypothecation/ debenture trust deed, debenture trustee agreement and all such deeds, documents, instruments, applications and writings as it may, at its discretion, deem necessary and desirable for such purpose as it deems fit or as may be necessary or desirable with regard to the security for the Issue; and

- to approve issue and allotment of the NCDs and to approve all other matters relating to the Issue including issuing debenture certificates and do all such acts, deeds, matters and things in relation to the allotment of NCDs.

5. Stakeholder Relationship Committee ("**SRC**")

The SRC was constituted on October 15, 2018. The SRC comprises three members: Mr. Anil Malhan, Mr. Shamsher Singh Ahlawat and Mr. Prem Prakash Mirdha. Mr. Anil Malhan is the Chairman of the SRC Committee.

The terms of reference of the Stakeholder Relationship Committee, *inter-alia*, include:

- To consider and resolve the grievances of security holders of the Company.
- To approve requests for NCDs transfers and transmissions.
- To approve the requests pertaining to remat of NCDs/sub division/consolidation/issue of renewed and duplicate NCDs certificates etc.

6. Integrated Risk Management Committee

Integrated Risk Management Committee was reconstituted on August 26, 2016. Integrated Risk Management Committee comprises four members: Mr. Anil Malhan, Mr. Naveen Uppal, Mr. Mukesh Garg and Mr. Sachin Chaudhary. Mr. Anil Malhan is the Chairman of the Integrated Risk Management Committee.

The terms of reference of the Integrated Risk Management Committee, *inter-alia*, include:

- Approve the Credit/Operation Policy and its review / modification from time to time.
- Review of Customer/Investor complaints received by Regulators, Courts, Legal body or internal complaints.
- Review of Grievance Redressal Mechanism & Customers Services
- Review of applicable regulatory requirements.
- Approve all the functional policies of the Company.
- Review of Branch Audit Report/Concurrent Audit Report of Treasury;
- Review Compliances of lapses;
- Place appropriate mechanism in the system to cater Fraud while dealing with customers/approval of loans etc.
- Review of profile of the high loan Customers and periodical review of the same.
- Review of implementation of FPCs, KYC and PMLA guidelines
- Define loan sanctioning authorities for various types/values of loans.
- Any other matter involving Risk to the asset /business of the Company.
- Evaluation of the risk management systems (in addition to the internal control systems)

7. Investment Committee

Investment Committee was reconstituted on January 17, 2018. Investment Committee comprises three members: Mr. Ajit Kumar Mittal, Mr. Ripudaman Bandral and Mr. Ashish Jain. Mr. Ajit Kumar Mittal is the Chairman of the Investment Committee.

The terms of reference of the Investment Committee, *inter-alia*, include:

- To help the Company to gainfully deploy the surplus funds available from time to time and creation of long term assets for the Company.
- To periodically review and ensure that all the investments made by the Company are in consonance / compliance with the Investment Policy adopted by the Company.
- To review and approve the amendments in the Investment Policy.
- To decides on engagement of brokers, its terms & conditions, commissions etc,
- To decides and periodical review of classification of investment as well as on inter-changing of the classifications of investment (e.g, Held to Maturity, Held for Trading, Held for Sale)

8. Asset Liability Management Committee.

Asset Liability Management Committee was reconstituted on August 26, 2016. Asset Liability Management Committee comprises six members: Mr. Anil Malhan, Mr. Mukesh Garg, Mr. Subhankar Ghosh, Mr. Sukhjit Singh Makkar, Mr. Naveen Uppal and Mr. Akhil Gupta. Mr. Subhankar Ghosh is the Chairman of the Asset Liability Management Committee.

The terms of reference of the Asset Liability Management Committee, *inter-alia*, include:

- Review of Assets and Liabilities position of the Company and Liquidity risk Management and give directions to Finance/Treasury Team in the event of ALM mismatches beyond permissible limit as set out by the Committee.
- Management of Interest Risk and product pricing, launching of new products
- Periodical review of PLR and recommend for change for the benchmark rate of the Company
- Approval of Inter corporate loans to holding company and the associate companies.
- To measure the future cash flow as per maturity profile.
- Analyzing various risks like liquidity risk, interest rate risk, investment risk and business risks.
- Assessment of opportunity cost and maintenance of liquidity.
- Evaluate market risk involved in launching of new products.
- Decide the transfer pricing policy of the Company.
- To approve the business plan, targets and their regular reviews.

Key Managerial Personnel of our Company

Following are the Key Managerial Personnel of our Company:

Sr. No.	Name	Designation
1.	Mr. Ripudaman Bandral	Managing Director
2.	Mr. Ashish Kumar Jain	Chief Financial Officer
3.	Mr. Ajit Kumar Singh	Company Secretary and Compliance Officer

Related Party Transactions

For details in relation to the related party transactions entered by our Company during the Fiscal 2018, 2017, 2016, 2015 and 2014, as per the requirements under "Accounting Standard 18 – Related Party Transactions" specified under the Companies Act, refer to the chapter "*Financial Statements*" on page 127.

OUR PROMOTER

Profile of our Promoter

Our promoter is Indiabulls Housing Finance Limited ("**IHFL**").

IHFL was incorporated under the Companies Act, 1956 on May 10, 2005, with the Registrar of Companies, National Capital Territory of Delhi and Haryana and received a certificate for commencement of business from the RoC on January 10, 2006.

IHFL is one of the largest housing finance company in India. It received a certificate of registration from the NHB to carry on the business of a housing finance institution in December 28, 2005 having registration number 02.0063.05. It is also a notified financial institution under the SARFAESI Act.

IHFL focus primarily on long-term secured mortgage-backed loans. It offers housing loans and loans against property to its target client base of salaried and self-employed individuals and small and medium-sized enterprises. It also offers mortgage loans to real estate developers in India in the form of lease rental discounting for commercial premises and construction finance for the construction of residential premises. The majority of its assets under management comprise housing loans, including in the affordable housing segment.

IHFL has the highest long-term credit ratings of "AAA" (for the long-term loans and non-convertible debentures) from CRISIL, ICRA, CARE and Brickwork Ratings. Additionally, IHFL has obtained a credit rating of "AAA" from CRISIL, ICRA, CARE Ratings and Brickwork Ratings in relation to its subordinated debt programme. IHFL also has the highest short-term credit rating of "A1+" (for the Issuer's commercial paper programme) from CRISIL, ICRA and CARE. These ratings signify the highest degree of safety, regarding timely servicing of financial obligations and low credit risk. IHFL believes that its ratings result in a lower cost of funds.

Awards and Recognitions

IHFL received a number of awards and recognitions in the past, including, amongst others:

Financial Year	Particulars
2016-17	Most Promising Brand for Housing Finance of the Year 2016 by 24MRC Network in association with Zee Business
	Housing Finance Company of the Year 2016 by Navabharat
	BFSI Digital Innovators Award" in the Customer Experience category by the Indian Express Group
	SKOCH Smart Technologies Sustainable Growth - Silver Award for e-Home Loans by SKOCH
	Excellence in Cost Management 2016 by the Institute of Cost Accountants of India (ICAI)
	Housing Finance Company of the Year at the '30th National Real Estate Accommodation Times Awards' in Fiscal 2016
	Excellence in Home Loan Banking' at the 'My FM Stars of Industry Awards'
	Gold Level – Arogya World Healthy Workplace
	Most Innovative Citizen Engagement Through Technology at the Business World Digital India Summit
2017-18	Awards for Annual Report, Brand Film and Table Calendar 2017-18 by public relations council of India
	Best use of Digital Media – 100% Dad Campaign at the Abby's – 2017
2018-19	Named among the top 10 non convertible debenture issuers in India by CRISIL in its yearbook on the Indian Debt Market 2018

Interest of our Promoter in our Company

Our Promoter does not have any interest in our Company other than the dividend paid as our shareholder, loans provided to us by our Promoter, sharing infrastructure and common services. For further details, please see related party transactions in the section "*Financial Statements*" on page 217.

Other understandings and confirmations

IHFL has confirmed that it has not been identified as willful defaulter by the RBI or any other governmental authority.

Other than as mentioned below, there are no violations of securities laws has been committed by IHFL in the past or is currently pending against IHFL:

IHFL has paid a sum of ₹ 14,39,900 to SEBI for settlement of notice dated July 18, 2016 received under rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 by IHFL in relation to certain alleged irregularities with the filing of shareholding patterns by IHFL (between 2010 and 2012) with the stock exchanges pursuant to the erstwhile equity listing agreement that all listed entities in India were required to enter into with the stock exchanges.

IHFL is not debarred or prohibited from accessing the capital markets or restrained 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 such entity by any stock exchange in India or abroad. For details relating to litigation against our promoter, please see section "*Outstanding Litigations and Defaults*" on page 152.

Details of shareholding of IHFL in our Company as on December 31, 2018:

Total number of Equity Shares*	**Number of Equity Shares in demat form**	**Total shareholding as % of total number of Equity Shares**	**Number of Equity Shares pledged**	**% of Equity Shares pledged with respect to the Equity Shares owned by IHFL**
10,76,49,324	Nil	100	Nil	Nil

**Includes four Equity Shares each held by Mr. Pankaj Sharma, Mr. Matbeer Singh, Mr. Satish Chand, Mr. Sanjeev Kashyap and Mr. Ravinder, three Equity Shares held by Mr. Gagan Banga and one Equity Share held by Mr. Anil Malhan as a nominee of IHFL*

Shareholding pattern of our Promoter as on December 31, 2018

The following are the statements representing the shareholdifng pattern of IHFL:

Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								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: Equity Shares	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	8	91994807	0	0	91994807	21.67	91994807	0	91994807	21.53	0	20.94	0	0.00	11700000	12.72	91994807
(B)	Public	99507	332619551	0	0	332619551	78.33	332619551	0	332619551	77.83	14761154	79.06	0	0.00	N.A.	N.A.	332611824
(C)	Non Promoter - Non Public																	
(C1)	Shares Underlying DRs	1	0	0	2750521	2750521	N.A.	2750521	0	2750521	0.64	0	N.A.	0	0.00	N.A.	N.A.	2750521
(C2)	Shares held by Employes Trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0.	0	0.00	N.A.	N.A.	0.00
	Total	**99516**	**424614358**	**0.**	**2750521**	**427364879**	**100.00**	**427364879**	**0**	**427364879**	**100.00**	**14761154**	**100.00**	**0**	**0.00**	**11700000**	**2.74**	**427357152**

Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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 eg: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Indian																		
(a)	Individuals / Hindu Undivided Family		1	500000	0	0	500000	0.12	500000	0	500000	0.12	0	0.11	0	0.00	0	0.00	500000
	SAMEER GEHLAUT		1	500000	0	0	500000	0.12	500000	0	500000	0.12	0	0.11	0	0.00	0	0.00	500000
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		7	91494807	0	0	91494807	21.55	91494807	0	91494807	21.41	0	20.82	0	0.00	11700000	12.79	91494807
	ORTHIA DEVELOPERS PRIVATE LIMITED		1	16512863	0	0	16512863	3.89	16512863	0	16512863	3.86	0	3.76	0	0.00	1500000	9.08	16512863
	ORTHIA LAND DEVELOPMENT PRIVATE LIMITED		1	17017165	0	0	17017165	4.01	17017165	0	17017165	3.98	0	3.87	0	0.00	0	0.00	17017165
	GYAN SAGAR REAL ESTATE PRIVATE LIMITED		1	10000000	0	0	10000000	2.36	10000000	0	10000000	2.34	0	2.28	0	0.00	7500000	75.00	10000000
	CLETA BUILDTECH PRIVATE LIMITED		1	6020000	0	0	6020000	1.42	6020000	0	6020000	1.41	0	1.37	0	0.00	1200000	19.93	6020000
	CLETA PROPERTIES		1	10800000	0	0	10800000	2.54	10800000	0	10800000	2.53	0	2.46	0	0.00	0	0.00	10800000

Category	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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 eg: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
	PRIVATE LIMITED																		
	ARBUTUS PROPERTIES PRIVATE LIMITED		1	3940000	0	0	3940000	0.93	3940000	0	3940000	0.92	0	0.90	0	0.00	1500000	38.07	3940000
	SG ADVISORY SERVICES PRIVATE LIMITED		1	27204779	0	0	27204779	6.41	27204779	0	27204779	6.37	0	6.19	0	0.00	0	0.00	27204779
	INUUS LAND DEVELOPMENT PRIVATE LIMITED		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	INUUS INFRASTRUCTURE PRIVATE LIMITED		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (A)(1)		**8**	**91994807**	**0**	**0**	**91994807**	**21.67**	**91994807**	**0**	**91994807**	**21.53**	**0**	**20.94**	**0**	**0.00**	**11700000**	**12.72**	**91994807**
2	Foreign																		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0

Category	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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 eg: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
	Sub Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		**8**	**91994807**	**0**	**0**	**91994807**	**21.67**	**91994807**	**0**	**91994807**	**21.53**	**0**	**20.94**	**0**	**0.00**	**11700000**	**12.72**	**91994807**

Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Institutions																		
(a)	Mutual Fund		24	12159394	0	0	12159394	2.86	12159394	0	12159394	2.85	0	2.77	0	0.00	N.A.	N.A.	12159394
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(c)	Alternate Investment Funds		3	31291	0	0	31291	0.01	31291	0	31291	0.01	0	0.01	0	0.00	N.A.	N.A.	31291
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(e)	Foreign Portfolio Investor/Foreign Institutional Investors		645	236367776	0	0	236367776	55.67	236367776	0	236367776	55.31	0	53.80	0	0.00	N.A.	N.A.	236367776
	NOMURA INDIA INVESTMENT FUND MOTHER FUND		1	5393424	0	0	5393424	1.27	5393424	0	5393424	1.26	0	1.23	0	0.00	N.A.	N.A.	5393424
	COLLEGE RETIREMENT EQUITIES FUND – STOCK ACCOUNT		1	5438037	0	0	5438037	1.28	5438037	0	5438037	1.27	0	1.24	0	0.00	N.A.	N.A.	5438037
	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS		1	5067059	0	0	5067059	1.19	5067059	0	5067059	1.19	0	1.15	0	0.00	N.A.	N.A.	5067059
	CORONATION GLOBAL EMERGING MARKETS EQUITY FUND		1	4617448	0	0	4617448	1.09	4617448	0	4617448	1.08	0	1.05	0	0.00	N.A.	N.A.	4617448
	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND		1	4913843	0	0	4913843	1.16	4913843	0	4913843	1.15	0	1.12	0	0.00	N.A.	N.A.	4913843
	GOVERNMENT PENSION FUND GLOBAL		1	5097568	0	0	5097568	1.20	5097568	0	5097568	1.19	0	1.16	0	0.00	N.A.	N.A.	5097568

Category	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
	JASMINE CAPITAL INVESTMENTS PTE LTD		1	17622124	0	0	17622124	4.15	17622124	0	17622124	4.12	0	4.01	0	0.00	N.A.	N.A.	17622124
	DF INTERNATIONAL PARTNERS		1	4985385	0	0	4985385	1.17	4985385	0	4985385	1.17	0	1.13	0	0.00	N.A.	N.A.	4985385
	CALSTRS MANAGED BY STATE STREET GLOBAL ADVISORS		1	4869837	0	0	4869837	1.15	4869837	0	4869837	1.14	0	1.11	0	0.00	N.A.	N.A.	4869837
	MORGAN STANLEY (FRANCE) S.A.		1	4782714	0	0	4782714	1.13	4782714	0	4782714	1.12	0	1.09	0	0.00	N.A	N.A.	4782714
	MONDRIAN EMERGING MARKETS EQUITY FUND L.P.		1	4699960	0	0	4699960	1.11	4699960	0	4699960	1.10	0	1.07	0	0.00	N.A.	N.A.	4699960
	STEADVIEW CAPITAL MAURITIUS LIMITED		1	6545329	0	0	6545329	1.54	6545329	0	6545329	1.53	0	1.49	0	0.00	N.A.	N.A.	6545329
	STAR FUNDS S.A., SICAV-SIF-STAR INTERNATIONAL FU		1	10055444	0	0	10055444	2.37	10055444	0	10055444	2.35	0	2.29	0	0.00	N.A.	N.A.	10055444
(f)	Financial Institutions / Banks		5	165300	0	0	165300	0.04	165300	0	165300	0.04	0	0.04	0	0.00	N.A.	N.A.	165300
(g)	Insurance Companies		1	45827373	0	0	45827373	10.79	45827373	0	45827373	10.72	0	10.43	0	0.00	N.A.	N.A.	45827373
	LIFE INSURANCE CORPORATION OF INDIA		1	45827373	0	0	45827373	10.79	45827373	0	45827373	10.72	0	10.43	0	0.00	N.A.	N.A.	45827373
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(i)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Sub Total (B)(1)		**678**	**294551134**	**0**	**0**	**294551134**	**69.37**	**294551134**	**0**	**294551134**	**68.92**	**0**	**67.04**	**0**	**0.00**	**N.A.**	**N.A.**	**294551134**
2	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0

Category	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
	Sub Total (B)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**N.A.**	**N.A.**	**0**
3	Non-Institutions																		
(a)	Individuals																		
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.		95726	14274518	0	0	14274518	3.36	14274518	0	14274518	3.34	11254254	5.81	0	0.00	N.A.	N.A.	14266791
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.		17	6791164	0	0	6791164	1.60	6791164	0	6791164	1.59	3506900	2.34	0	0.00	N.A.	N.A.	6791164
(b)	NBFCs registered with RBI		13	949543	0	0	949543	0.22	949543	0	949543	0.22	0	0.22	0	0.00	N.A.	N.A.	949543
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(d)	Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(e)	Any Other (Specify)		3073	16053192	0	0	16053192	3.78	16053192	0	16053192	3.76	0	3.65	0	0	N.A.	N.A.	16053192
	NON RESIDENT INDIANS		1904	609856	0	0	609856	0.14	609856	0	609856	0.14	0	0.14	0	0.00	N.A.	N.A.	609856
	CLEARING MEMBERS		291	665155	0	0	665155	0.16	665155	0	665155	0.16	0	0.15	0	0.00	N.A.	N.A.	665155
	IEPF		1	13788	0	0	13788	0.00	13788	0	13788	0.00	0	0.00	0	0.00	N.A.	N.A.	13788
	FOREIGN BODIES-DR		1	7439	0	0	7439	0.00	7439	0	7439	0.00	0	0.00	0	0.00	N.A.	N.A.	7439
	BODIES CORPORATES		876	14756954	0	0	14756954	3.48	14756954	0	14756954	3.45	0	3.36	0	0.00	N.A.	N.A.	14756954
	TUPELO CONSULTANCY LLP		1	6281964	0	0	6281964	1.48	6281964	0	6281964	1.47	0	1.43	0	0.00	N.A.	N.A.	6281964
	Sub Total (B)(3)		**98829**	**38068417**	**0**	**0**	**38068417**	**8.97**	**38068417**	**0**	**38068417**	**8.91**	**14761154**	**12.02**	**0**	**0.00**	**N.A.**	**N.A.**	**38060690**
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		**99507**	**332619551**	**0**	**0**	**332619551**	**78.33**	**332619551**	**0**	**332619551**	**77.83**	**14761154**	**79.06**	**0**	**0.00**	**N.A.**	**N.A.**	**332611824**

Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									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: Equity Shares	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Custodian/DR Holder		1	0	0	2750521	2750521	N.A.	2750521	0	2750521	0.64	0	N.A.	0	0.00	N.A.	N.A.	2750521
	DEUTSCHE BANK TRUST COMPANY AMERICAS (Equity shares underlying Global Depository Receipts (GDRs) held by the Depositary)		1	0	0	2750521	2750521	N.A.	2750521	0	2750521	0.64	0	N.A.	0	0.00	N.A.	N.A.	2750521
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		**1**	**0**	**0**	**2750521**	**2750521**	**N.A.**	**2750521**	**0**	**2750521**	**0.64**	**0**	**N.A.**	**0**	**0.00**	**N.A.**	**N.A.**	**2750521**

Board of Directors of IHFL as on date of the Draft Shelf Prospectus:

1. Mr. Sameer Gehlaut, Founder and Exeutive Chairman (DIN: 00060783)
2. Mr. Gagan Banga, Vice Chairman, Managing Director and CEO (DIN: 00010894)
3. Mr. Ajit Kumar Mittal, Executive Director (DIN: 02698115)
4. Mr. Ashwini Omprakash Kumar, Deputy Managing Director and an Executive Director (DIN: 03341114)
5. Mr. Sachin Chaudhary, Executive Director (DIN: 02016992)
6. Dr. Kamalesh Shailesh Chandra Chakrabarty, Independent Director (DIN: 00175892)
7. Mr. Subhash Sheoratan Mundra, Independent Director (DIN: 00979731)
8. Justice Bisheshwar Prasad Singh (Retd.), Independent Director (DIN: 06949954)
9. Brig. Labh Singh Sitara (Retd.), Independent Director (DIN: 01724648)
10. Mr. Shamsher Singh Ahlawat, Independent Director (DIN: 00017480)
11. Mr. Prem Prakash Mirdha, Independent Director (DIN: 01352748)
12. Justice Gyan Sudha Misra (Retd.), Independent Director (DIN: 07577265)

SECTION V-FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	Reformatted Financial Statements	F-1 to F-47
2.	Limited Review Financial Statements	F-48to F-59

Independent Auditors' Report on Reformatted Financial Statements

To,
The Board of Directors,

Indiabulls Commercial Credit Limited
M-62 & 63, First Floor, Connaught Place,
New Delhi – 110 001

Dear Sirs,

Sub: Proposed public issue of secured, redeemable, non-convertible debentures of up to Rs. 3,000 crores and unsecured, redeemable non-convertible debentures of up to Rs. 500 crores (the "Issue") by Indiabulls Commercial Credit Limited ("Company").

1. We have examined the Reformatted Statement of Assets and Liabilities and Notes forming part thereof, the Reformatted Statement of Profit and Loss and Notes forming part thereof and the Reformatted Statement of Cash Flows (together referred to as "Reformatted Financial Statements") of Indiabulls Commercial Credit Limited ('ICCL' or 'the Company'), for the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 annexed to this report for the purpose of inclusion in the Draft Shelf Prospectus, Shelf Prospectus and the respective Tranche Prospectus(es) (herein referred as "Offer Document") to be filed by the Company in connection with its proposed public issue of secured, redeemable, non-convertible debentures of up to Rs. 3,000 crores and unsecured, redeemable non-convertible debentures of up to Rs. 500 crores (the "Issue") by Indiabulls Commercial Credit Limited ("Company") ("the Issue"), which has been approved by the Board of Directors of the Company by taking into consideration the requirements of:

   (a) Section 26 of Part i of Chapter III of the Companies Act, 2013 ("the Act") read with Rule 4 to Rule 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules"); and

   (b) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time ("SEBI Regulations"), issued by the Securities and Exchange Board of India, in pursuance of the Securities and Exchange Board of India Act, 1992,

2. The preparation of the Reformatted Financial Statements, in accordance with Section 26 of the Act read with Rule 4 to Rule 6 of the Rules and the SEBI Regulations is the responsibility of the Management of the Company. Our responsibility is to report on such information based on our procedures.

3. The Reformatted Financial Statements have been extracted by management from the audited Financial Statements of the Company for the year ended 31 March 2018 which were approved by the Board of Directors of the Company and which have been audited by us and in respect of which we have issued audit opinion dated 20 April 2018 to the Members of the Company. The Reformatted Financial Statements for the years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 have been extracted by management from the Audited

AJAY SARDANA ASSOCIATES Chartered Accountants

Office : D-118, Saket, New Delhi-110 017 Phone : +91-11-41663630, 40524636

Financial Statements of the Company which were approved by the Board of Directors of the Company and which have been audited by other auditors *viz.* A. Sardana & Co. and in respect of which the other auditors have issued their audit opinion dated 24 April 2017, 22 April 2016, 24 April 2015 and 22 April 2014 respectively, to the Members of the Company, and whose reports have been furnished to us by the management of the Company. Our opinion on the Reformatted Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors as furnished to us.

4. We have examined the Reformatted Financial Statements taking into consideration:

   (a) the terms of reference received from the Company requesting us to carry out work on such financial information, proposed to be included in the Offer Document of the Company in connection with its Issue; and

   (b) the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

5. In accordance with the requirements of section 26(1)(b) of the Companies Act 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations and the terms of our engagement agreed with you, we further report that:

   The Reformatted Financial Statements referred to above, relating to profits, assets and liabilities and cash flows of the Company, as at and for the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014, as examined by us are contained in the following annexures to this report:

   (a) Annexure I containing the 'Reformatted Statement of Assets and Liabilities' of the Company as at March 31, 2018, 2017, 2016, 2015 and 2014.

   (b) Annexure II containing the 'Reformatted Statement of Profit and Loss' of the Company for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.

   (c) Annexure III containing the 'Reformatted Statement of Cash Flow' of the Company for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014.

   (d) Annexure IV and V containing significant accounting policies and notes to financial statements of the Company and the Reformatted Financial Statements have to be read in conjunction with these notes.

6. Based on our examination as above, we further report that:

   (a) the figures of earlier years have been regrouped (but not restated retrospectively for changes in accounting policies), wherever necessary, to conform primarily to the requirements of the Schedule III to the Companies Act, 2013 and have been prepared in accordance with Section 26 of the Act read with Rule 4 to Rule 6 of the Rules and the SEBI Regulations; and

   (b) in the preparation and presentation of Reformatted Financial Statements based on audited financial statements as referred to in paragraph 3 above, no adjustments have been made for any events occurring subsequent to dates of the audit reports specified in paragraph 3 above.

AJAY SARDANA ASSOCIATES Chartered Accountants

(c) There is no qualification or adverse remark in the auditor's reports on the audited Financial Statements as at and for each of the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 that requires adjustments to the Reformatted Financial Statements.

7. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2018. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2018. We have undertaken a limited review for the six month period ended September 30, 2018 of the unaudited financial information, prepared in accordance with the recognition and measurement principles laid down in applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India, and provided to us by the Company. We conducted our review as aforesaid in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the ICAI. 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 is limited primarily to inquiries of Company personnel and analytical procedures applied to unaudited financial data and thus provides less assurance than an audit. We have not performed an audit for the six month period ended September 30, 2018, and accordingly, we do not express an audit opinion. Therefore, we are unable to and do not express any audit opinion on the financial position, results of operations, or cash flows as of any date or for any period subsequent to March 31, 2018 and any other interim period of the Company.

8. (i) At the Company's request, we have also examined the following "Other Financial Information" relating to the Company as at and for the years ended on March 31, 2018, 2017, 2016, 2015 and 2014 proposed to be included in the Draft Shelf Prospectus, Shelf Prospectus and the Tranche Prospectus(es) as approved by the Board of Directors annexed to this report;

a) Statement of Accounting Ratios, as appearing in (Annexure VI)

b) Statement of Dividend, as appearing in Annexure (VII)

(ii) At the Company's request, we have also examined the following "Other Financial Information" relating to the Company as at and for the six month period ended on September 30, 2018 proposed to be included in the Draft Shelf Prospectus, Shelf Prospectus and the Tranche Prospectus(es) as approved by the Board of Directors annexed to this report;

a) Statement of Capitalisation, as appearing in Annexure (VIII)

9. In our opinion, the Reformatted Financial Statements and other financial information as disclosed in the Annexures to this report read with the significant accounting policies and notes disclosed in Annexures IV and V has been prepared in accordance with the requirements of section 26(1)(b) of the Companies Act 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

10. This report should not, in any way, be construed as a re-issuance or re-dating of any of the previous audit reports nor should this be construed as a new opinion on any of the financial statements referred to herein.

AJAY SARDANA ASSOCIATES Chartered Accountants

11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

12. This report is issued at the specific request of the Company for your information and for inclusion in the Draft Shelf Prospectus, the Shelf Prospectus and the respective Tranche Prospectus(es) to be filed by the Company with the Stock Exchanges, Securities and Exchange Board of India and Registrar of Companies, in connection with the proposed Issue and is not to be used, referred to or distributed for any other purpose without our prior consent.

For Ajay Sardana Associates
Chartered Accountants
Firm Registration No. 016827N





Rahul Mukhi
Partner
Membership No.: 099719
Place: New Delhi
Date: January 10, 2019

Indiabulls Commercial Credit Limited
(formerly Indiabulls Infrastructure Credit Limited)
Reformatted Statement of Assets And Liabilities

Annexure: I

Particulars	Note No.	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
I. Equity and liabilities						
Shareholders funds						
(a) Share capital	3	83.07	65.33	65.33	32.50	32.50
(b) Reserves and surplus	4	1,200.25	717.27	661.31	308.51	284.43
		1,283.33	**782.60**	**726.64**	**341.01**	**316.93**
Non - current liabilities						
(a) Long-term borrowings	5	3,826.57	1,127.10	487.80	472.22	272.46
(b) Long term provisions	6	32.93	14.39	7.17	4.76	3.97
		3,859.50	**1,141.49**	**494.97**	**476.98**	**276.43**
Current liabilities						
(a) Short-term borrowings	7	2,610.94	1,460.43	658.77	870.00	700.00
(b) Other current liabilities	8	693.95	556.53	97.72	96.52	98.46
(c) Short-term provisions	9	59.84	11.69	9.03	7.22	12.35
		3,364.73	**2,028.64**	**765.52**	**973.74**	**810.81**
Total		**8,507.56**	**3,952.73**	**1,987.14**	**1,791.73**	**1,404.17**
II. Assets						
Non - current assets						
(a) Fixed assets	10					
Tangible assets		6.59	7.89	2.39	1.36	0.35
Intangible assets		6.23	8.69	-	-	-
(b) Deferred tax assets (net)	11	10.04	7.60	5.02	3.76	2.22
(c) Non-current investments	12	0.85	0.20	-	-	-
(d) Long term loans and advances	13	6,894.38	2,953.75	1,203.80	1,060.14	941.74
(e) Other non-current assets	14	1.70	17.90	19.96	62.94	40.95
		6,919.79	**2,996.02**	**1,231.17**	**1,128.20**	**985.25**
Current assets						
(a) Current investments	15	177.15	137.48	123.43	80.81	-
(b) Cash and bank balances	16	297.96	197.43	145.50	128.45	34.48
(c) Short-term loans and advances	17	979.81	603.54	449.04	417.62	371.51
(d) Other current assets	18	132.85	18.27	38.00	36.65	12.92
		1,587.77	**956.71**	**755.97**	**663.53**	**418.92**
Total		**8,507.56**	**3,952.73**	**1,987.14**	**1,791.73**	**1,404.17**

The above statement should be read with the Significant Accounting Policies and Notes forming part of Reformatted Financial Statements, in Annexures IV and V respectively.

As per our report of even date

For Ajay Sardana Associates
Chartered Accountants
Firm Registration No.016827N

Rahul Mukhi
Partner
Membership No. 099719
New Delhi, January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors of
Indiabulls Commercial Credit Limited

Ripudaman Bandral
Managing Director
DIN : 07910257
New Delhi, January 10, 2019

Anil Malhan
Non Executive Director
DIN : 01542646

Ashish Kumar Jain
Chief Financial Officer

Ajit Kumar Singh
Company Secretary

Indiabulls Commercial Credit Limited
(formerly Indiabulls Infrastructure Credit Limited)
Reformatted Statement of Profit and Loss

Annexure: II

Particulars	Note No.	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	For the year ended March 31, 2014
		Amount (Rs. In Crore)	Amount (Rs. In Crore)	Amount (Rs. In Crore)	Amount (Rs. In Crore)	Amount (Rs. In Crore)
Income						
I. Revenue from operations	19	843.37	365.91	364.10	170.95	169.34
II. Other income	20	87.77	42.69	19.75	18.66	4.48
III. Total revenue		**931.14**	**408.60**	**383.85**	**189.61**	**173.82**
IV. Expenses:						
Employee benefits expense	21	33.20	30.15	33.04	28.81	18.64
Finance costs	22	361.36	133.30	160.85	104.51	96.61
Depreciation and amortisation	10	4.53	2.08	0.59	0.24	0.03
Other expenses	23	154.62	163.66	126.33	24.16	24.25
V. Total expenses		**553.71**	**329.19**	**320.81**	**157.72**	**139.53**
VI. Profit/ (Loss) before exceptional and extraordinary items and tax (III-V)		**377.43**	**79.41**	**63.04**	**31.89**	**34.29**
VII. Exceptional items		-	-	-	-	-
VIII. Profit/ (Loss) before extraordinary items and tax (VI- VII)		**377.43**	**79.41**	**63.04**	**31.89**	**34.29**
IX. Extraordinary items		-	-	-	-	-
X. Profit/ (Loss) before tax (VIII-IX)		**377.43**	**79.41**	**63.04**	**31.89**	**34.29**
XI. Tax expense:						
Current tax		124.97	23.42	13.66	7.83	11.60
Less: Tax adjustment in respect of earlier years		-	-	0.09	-	-
Less: MAT credit entitlement		-	-	0.95	0.72	-
Net current tax expense		**124.97**	**23.42**	**12.62**	**7.12**	**11.60**
Deferred tax expense/ (credit)		(2.45)	(2.57)	(0.13)	(1.55)	(1.77)
		122.53	**20.85**	**12.49**	**5.57**	**9.83**
XII. Profit/ (Loss) from the year from continuing operations (X-XI)		**254.90**	**58.56**	**50.55**	**26.32**	**24.46**
XIII. Profit/(Loss) from discontinuing operations		-	-	-	-	-
XIV. Tax expense of discontinuing operations		-	-	-	-	-
XV. Profit/(Loss) from discontinuing operations after tax (XIII - XIV)		-	-	-	-	-
XVI. Profit/ (Loss) for the year (XII + XV)		**254.90**	**58.56**	**50.55**	**26.32**	**24.46**
XVII. Earning per equity share:	31					
(1) Basic		54.70	13.15	11.28	24.08	22.22
(2) Diluted		37.11	8.96	7.74	8.10	7.53
(2) Nominal value per Equity Share		10.00	10.00	10.00	10.00	10.00

The above statement should be read with the Significant Accounting Policies and Notes forming part of Reformatted Financial Statements, in Annexures IV and V respectively.

As per our report of even date

For Ajay Sardana Associates
Chartered Accountants
Firm Registration No.016827N

Rahul Mukhi
Partner
Membership No. 099719
New Delhi, January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors of
Indiabulls Commercial Credit Limited

Roudaman Bandral
Managing Director
DIN : 07910257

Anil Malhan
Non Executive Director
DIN : 01542646

Ashish Kumar Jain
Chief Financial Officer

Ajit Kumar Singh
Company Secretary

New Delhi, January 10, 2019

Indiabulls Commercial Credit Limited
(formerly Indiabulls Infrastructure Credit Limited)
Reformatted Statement of Cash Flows

Annexure: III

	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
A Cash flow from operating activities :					
Net Profit before tax	377.43	79.41	63.04	31.89	34.29
Adjustment for:					
Provision for gratuity	1.01	1.00	0.89	0.59	0.50
Provision for compensated absences	0.10	0.23	0.34	0.14	0.05
Contingent Provision against standard Assets / Provision for Loan assets / Bad Debts Written Off	22.20	97.34	-	0.37	2.08
Provision for loan assets	-	-	(3.77)	7.67	2.78
Balances written back	(0.04)	(0.95)	(0.06)	(0.31)	(0.00)
Bad debts written off	-	-	102.50	3.76	9.68
Unrealised gain on mutual fund investments (Current Investments) (net)	(3.83)	(3.58)	(2.02)	(5.21)	(3.16)
Depreciation and amortisation	4.53	2.08	0.59	0.24	0.03
Operating Profit before working capital changes	**401.40**	**175.53**	**161.52**	**39.14**	**46.24**
Changes in working capital:					
Other current liabilities	(151.00)	336.68	(1.32)	(1.63)	8.96
Long-term and short-term provisions	(7.30)	(15.86)	(0.65)	(0.26)	0.97
Long-term loans and advances	(3,941.60)	(1,832.92)	393.71	(165.94)	(470.76)
Short-term loans and advances	(360.65)	(147.97)	182.13	(50.27)	(360.87)
Other non-current assets	16.20	2.06	16.39	(22.00)	(10.26)
Other current assets	(114.58)	19.73	18.81	(23.72)	(11.24)
Cash (used in)/generated from operations	**(4,157.52)**	**(1,462.75)**	**770.58**	**(224.68)**	**(796.97)**
Income tax paid(net)	(90.74)	(30.09)	(30.44)	(17.09)	(4.71)
Net cash (used in)/genertaed from operating activities	**(4,248.26)**	**(1,492.84)**	**740.14**	**(241.77)**	**(801.68)**
B Cash flow from investing activities					
Purchase of tangible fixed assets	(0.77)	(6.44)	(1.61)	(1.25)	(0.38)
Purchase of intangible assets	-	(9.84)	-	-	-
Movement in capital advances	(0.46)	8.01	(7.77)	(0.18)	(0.03)
(Investment in) / Proceeds from deposit/margin money accounts	(11.00)	12.61	(0.09)	(0.08)	(30.69)
Investment in subsidiary company	(0.65)	(0.20)	-	-	-
Gain on mutual fund investments	3.58	2.02	5.21	-	19.16
Net cash (used in)/ generated from investing activities	**(9.30)**	**6.16**	**(4.25)**	**(1.51)**	**(11.94)**
C Cash flow from financing activities					
Proceeds from issue of equity shares(including Securities Premium)	250.00	-	-	-	-
Loan taken/given from/to fellow subsidiary company (net)	4.10	1.66	8.77	-	(43.00)
Proceeds from /(repayment of)loan taken from Holding Company(net)	80.00	(104.47)	58.47	(11.35)	11.35
Proceeds from issue of secured redeemable non-convertible debentures	250.00	40.00	-	43.00	4.57
Proceeds from issue of subordinate debt	250.00	-	-	-	-
Debentures issue expenses(net of tax effect)	(1.93)	(0.34)	-	-	-
Proceeds from commercial papers(net)	845.00	800.00	(720.00)	320.00	350.00
Proceeds from working capital loan(net)	51.41	-	-	(150.00)	150.00
Proceeds from term loans(net)	2,657.94	826.84	(88.89)	211.11	350.00
Net cash generated from/(used in) financing activities	**4,386.52**	**1,563.70**	**(741.65)**	**412.76**	**822.92**
D Net increase/(decrease) in cash and cash equivalents (A+B+C)	128.96	77.02	(5.76)	169.48	9.30
E Cash and cash equivalents at the beginning of the year	311.83	234.80	202.97	33.48	24.18
Cash and cash equivalents received under Scheme of Arrangement (Refer Note 1 of notes to financial statements)	-	-	37.59	-	-
F Cash and cash equivalents at the close of the year (D+E)	**440.78**	**311.83**	**234.80**	**202.97**	**33.48**

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited
(formerly Indiabulls Infrastructure Credit Limited)
Reformatted Statement of Cash Flows

Note :

1 Figures for the previous year have been regrouped wherever considered necessary.

2 The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in Accounting Standard (AS) - 3 'Cash Flow Statements' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

3 Margin Deposits of Rs.Nil (2016-17 Rs. 18.08 Crores, 2015-16 Rs. 30.69 Crores, 2014-15 Rs. 30.69 Crores, 2013-14 Rs. 30.69 Crores) have been placed as collateral for assignment deals on which assignees have a paramount lien.

4 Deposits of Rs.30.25 Crores (2016-17 Rs.1.42 Crores, 2015-16 Rs.1.42 Crores, 2014-15 Rs.1.08 Crores, 2013-14 Rs.1.00 Crores) are under lien.

5 Reconciliation of Cash and bank balances with cash and cash equivalents as at the close of the year:

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Cash and Bank Balances (Refer Note 16)	297.96	197.43	145.50	128.45	34.48
Current investments in units of mutual funds / other current investments considered as temporary deployment of funds	177.15	137.48	123.43	80.81	-
	475.11	**334.91**	**268.93**	**209.26**	**34.48**
Less: In deposit accounts	30.50	19.50	32.11	1.08	1.00
Less: Unrealised gain on mutual fund investments (current investments)	3.83	3.58	2.02	5.21	-
Cash and cash equivalents as at the close of the year	**440.78**	**311.83**	**234.80**	**202.97**	**33.48**

The above statement should be read with the Significant Accounting Policies and Notes forming part of Reformatted Financial Statements, in Annexures IV and V respectively.

As per our report of even date

For Ajay Sardana Associates
Chartered Accountants
Firm Registration No.016827N

Rahul Mukhi
Partner
Membership No. 099719
New Delhi, January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors of
Indiabulls Commercial Credit Limited

Ripudaman Bandral
Managing Director
DIN : 07910257
New Delhi, January 10, 2019

Anil Malhan
Non Executive Director
DIN : 01542646

Ashish Kumar Jain
Chief Financial Officer
New Delhi, January 10, 2019

Ajit Kumar Singh
Company Secretary

Annexure: IV

Note - 1

Corporate information:

Indiabulls Commercial Credit Limited (formerly Indiabulls Infrastructure Credit Limited) ("the Company") was incorporated on July 07, 2006 and is engaged in the business of financing, investment and allied activities. On February 12, 2008, the Company was registered under section 45-IA of the Reserve Bank of India Act, 1934 to carry on the business of a Non Banking Financial Company but does not have permission from the Reserve Bank of India to accept public deposits.

In accordance with the provisions of section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the members of the company at their Extraordinary General Meeting held on March 02, 2015, accorded their approval to change the name of the Company. The Company has since received fresh certificate of incorporation consequent upon change of name from the Registrar of Companies, National Capital Territory of Delhi & Haryana dated March 12, 2015, in respect of the said change. Accordingly, the name of the Company was changed from Indiabulls Infrastructure Credit Limited to Indiabulls Commercial Credit Limited.

In accordance with the approval of the members of the Company, at their Extraordinary general meeting held on June 12, 2015 and of the Registrar of Companies, National Capital Territory of Delhi & Haryana, and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder, new set of Memorandum of Association (MOA) of the Company in accordance with Table A of Schedule I of the Companies Act, 2013, inter alia modifying sub clause 5 of the erstwhile main object of the MOA, as reproduced below, be and is hereby adopted as follows:

"To act as financial consultants, investment, marketing and management consultants/advisors and provide consultancy in various fields including general administrative, secretarial, managerial, commercial, banking, financial, economic, public relation, personal and corporate finance and direct and indirect taxation and other levies".

The Board of Directors of Indiabulls Finance Company Private Limited ("IFCPL") and the Company at their meeting held on April 16, 2015 had approved, the Scheme of Arrangement, involving the merger of IFCPL, on an ongoing basis, into the Company, pursuant to and in terms of the provisions of Section 391 – 394 of the Companies Act, 1956, as amended from time to time ("Scheme of Arrangement"). The appointed date of the proposed merger fixed under the Scheme of Arrangement was April 01, 2015. The Hon'ble High Court of Delhi, vide its order dated March 15, 2016, received by the Company on March 31, 2016, approved the Scheme of Arrangement (Order). In terms of the court approved Scheme of Arrangement, with the filing of the copy of the Order, on March 31, 2016 with the office of ROC, NCT of Delhi & Haryana (the Effective Date), the Scheme of Arrangement came into effect and IFCPL, as a going concern, stands amalgamated with the Company with effect from the Appointed Date, being April 01, 2015 (in accordance with AS-14-Accounting for Amalgamations, under the Pooling of Interests Method). Consequent to the Scheme of Arrangement becoming effective, the Board of Directors of the Company at their meeting held on March 31, 2016, issued and allotted 32,826,288 Equity Shares of Rs. 10 each of the Company to the Equity Share Holders of IFCPL, against their share holding in such equity shares as on March 31, 2016. The issue of equity shares by the Company in the ratio of 3:1, was in terms of the Share Exchange Ratio as mentioned in the Court approved Scheme of Arrangement.

On account of merger as mentioned above, the Earnings per Equity Share and the figures in respect of the year ended March 31, 2016 are not comparable with the previous comparable year presented.

Note - 2

Summary of significant accounting policies:

i) Basis of accounting:

The financial statements are prepared under the historical cost convention on an accrual basis in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and Accounting Standards (AS) under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act") as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the F.Y. 2016-17, F.Y. 2015-16 & F.Y. 2014-15 and except F.Y. 2013-14 for change in the accounting policy for depreciation.

ii) Prudential norms:

F.Y. 2013-14:

The Company hitherto followed the Prudential Norms prescribed by the Reserve Bank of India Non Banking Finance Companies Prudential Norms, 1998 for revenue recognition, Asset classification and provisioning. The Reserve Bank of India ("RBI") directions in respect of "Non Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 ("RBI Directions, 2007"), dated February 22, 2007 in respect of income recognition, income from investments, accounting of investments, asset classification, disclosures in the balance sheet and provisioning are followed by the Company. Accounting Standards (AS) as notified by the Companies (Accounting Standards) Rules, 2006 as amended and Guidance Notes issued by The Institute of Chartered Accountants of India ("ICAI") are followed insofar as they are not inconsistent with the RBI Directions, 2007.

F.Y.2014-15 and F.Y. 2015-16:

The Company follows the Reserve Bank of India ("RBI") Directions in respect of "Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 ("RBI Directions, 2015"), dated March 27, 2015, in respect of income recognition, income from investments, accounting of investments, asset classification, disclosures in the Balance Sheet and provisioning. Accounting Standards (AS) and Guidance Notes issued by The Institute of Chartered Accountants of India ("ICAI") are followed insofar as they are not inconsistent with the RBI Directions, 2015.

F.Y.2016-17:

The Company follows the Reserve Bank of India ("RBI") Directions in respect of "Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Directions, 2016"), dated September 1, 2016 updated as on March 09, 2017, in respect of income recognition, income from investments, accounting of investments, asset classification, disclosures in the Balance Sheet and provisioning. Accounting Standards (AS) and Guidance Notes issued by The Institute of Chartered Accountants of India ("ICAI") are followed insofar as they are not inconsistent with the RBI Directions, 2016.

F.Y.2017-18:

The Company follows the Reserve Bank of India ("RBI") Directions in respect of "Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("RBI Directions, 2016"), dated September 1, 2016 updated as on February 23, 2018, in respect of income recognition, income from investments, accounting of investments, asset classification, disclosures in the Balance Sheet and provisioning. Accounting Standards (AS) and Guidance Notes issued by The Institute of Chartered Accountants of India ("ICAI") are followed insofar as they are not inconsistent with the RBI Directions, 2016.

iii) Use of estimates:

The presentation of financial statements in conformity with GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised.

iv) Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

v) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

vi) Revenue recognition:

Interest income from financing activities and others is recognised on an accrual basis. In terms of the RBI Directions, 2016, interest income on Non-performing assets ('NPAs') is recognised only when it is actually realised.

Processing fees received in respect of loans is accounted for in year in which loan is disbursed.

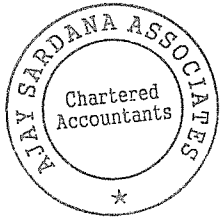
Additional /overdue interest/ charges is recognised only when it is reasonably certain that the ultimate collection will be made.

Repayment of loans is as stipulated in the respective loan agreements or by way of Equated Monthly Installments ('EMIs') comprising principal and interest. EMIs commence once the loan is disbursed. Pending commencement of EMIs, Pre-EMI interest is payable every month and accounted for an accrual basis.

Income from service fees are accounted on accrual basis.

Interest income is accounted on accrual basis.

Dividend on Units of Mutual Fund held by NBFC Companies is recognised on cash basis, as per RBI Directions, 2016.



vii) Securitisation/Assignment of loan portfolio:
Derecognition of loans assigned/securitised in the books of the Company, recognition of gain / loss arising on securitisation /assignment and accounting for credit enhancements provided by the Company is based on the guidelines issued by The Institute of Chartered Accountants of India.

Derecognition of loans assigned / securitised in the books of the Company is based on the principle of surrender of control over the loans resulting in a "true sale" of loans.

Residual income on Assignment / Securitisation of Loans is being recognised over the life of the underlying loans and not on an upfront basis.

Credit enhancement in the form of cash collateral, if provided by the Company, by way of deposits is included under Cash and bank balances / Loans and Advances, as applicable.

viii) Fixed assets:

(a) Tangible assets:
Tangible fixed assets are stated at cost, less accumulated depreciation / impairment losses, if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

(b) Intangible assets:
Intangible assets are stated at cost, less accumulated amortisation / impairment losses, if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition.

ix) Depreciation / Amortisation:
Depreciation on tangible fixed assets is provided on straight-line method at the rates specified in Schedule II to the Companies Act, 2013, except in respect of the following categories of assets:

Vehicles are amortised on a straight line basis over a period of five years from the date when the assets are available for use. The life has been assessed based on past usage experience and considering the change in technology.

Depreciation on additions to fixed assets is provided on a pro-rata basis from the date the asset is put to use. Leasehold improvements are amortised over the period of Lease. Depreciation on sale / deduction from fixed assets is provided for up to the date of sale / deduction, as the case may be.

Assets costing less than Rs. 5,000 each are fully depreciated in the year of capitalisation.

Intangible assets consisting of Software are amortised on a straight line basis over a period of four years from the date when the assets are available for use.

x) Impairment of assets:
The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

xi) Investments:
Investments are classified as non-current and current investments. Non-current investments are carried at cost less provision, if any, for any diminution other than temporary in their value .Current investments are valued at lower of cost and fair value. In terms of the RBI Directions, 2016, unquoted current investments in equity shares are valued at cost or break-up value, whichever is lower. Unquoted current investments in units of mutual funds are valued at the net asset value declared by the mutual fund in respect of each particular scheme. Other Current investments are valued at lower of cost and fair value.

xii) Borrowing cost:
Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of cost of the asset. All other borrowing costs are charged to the Statement of Profit and Loss.

xiii) Commercial papers:
The liability at the time of issue of commercial papers is recognized at face value of the commercial papers. Discount on issue of the commercial papers is amortized over the tenure of the commercial papers.

xiv) Employee benefits:
The Company's contribution to Provident Fund and Employee State Insurance Scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees. The Company has unfunded defined benefit plans as Compensated Absences and Gratuity for all eligible employees, the liability for which is determined in accordance with Accounting Standard 15 (AS 15) (Revised 2005) - Employee Benefits (as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended) on the basis of an actuarial valuation at the end of the year using the 'Projected Unit Credit Method'. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised in the Statement of Profit and Loss as income or expenses, as applicable. Actuarial gains and losses comprise experience adjustments and the effects of change in actuarial assumptions and are recognised in the Statement of Profit and Loss as income or expenses as applicable.

xv) Deferred employee stock compensation cost:
Deferred employee stock compensation cost for stock options are recognised on the basis of generally accepted accounting principles and are measured by the difference between the intrinsic value of the Company's shares of stock options at the grant date and the exercise price to be paid by the option holders. The compensation expense is amortised over the vesting period of the options. The fair value of options for disclosure purpose is measured on the basis of a valuation certified by an independent firm of Chartered Accountants in respect of stock options granted.

xvi) Taxes on income:
Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax resulting from timing differences between book and tax profits is accounted for at the current rate of tax / substantively enacted tax rates at the Balance Sheet Date as applicable to the extent that the timing differences are expected to crystallise.

Deferred Tax Assets are recognized where realization is reasonably certain whereas in case of carried forward losses or unabsorbed depreciation deferred tax assets are recognized only if there is a virtual certainty of realization backed by convincing evidence. Deferred Tax Assets are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

xvii) Share/Debenture issue expenses and premium/discount on issue:
Share / Debenture issue expenses, net of tax, are adjusted against the Securities Premium Account, as permissible under Section 52(2) of the Companies Act, 2013, to the extent of balance available and thereafter, the balance portion is charged to the Statement of Profit and Loss, as incurred.

Premium / Discount on Issue of debentures, net of tax, are adjusted against the Securities Premium Account, as permissible under 52(2) of the Companies Act, 2013, to the extent of balance available and thereafter, the balance portion is charged to the Statement of Profit and Loss, as incurred.

xviii) Leases:
In case of assets taken on operating lease, the lease rentals are charged to the Statement of Profit and Loss on a straight line basis in accordance with Accounting Standard (AS) 19 – Leases (as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

xix) Preliminary expenses:
Preliminary expenses are adjusted against securities premium account (net of tax) to the extent of balance available and thereafter the balance portion is charged off to the Statement of Profit and Loss as incurred.

xx) Segment reporting:
The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities.

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xxi) Provisions contingent liabilities and contingent assets:
Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.
Contingent liability is disclosed for:

(1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

xxii) Earnings per share:
Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year except where the results would be anti-dilutive.

xxiii) Foreign currency transactions and translations:
i. Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

ii. Monetary items denominated in foreign currencies at the year end are translated at year end rates. In case of Forward Foreign Exchange Contract (FEC), the difference between the year-end rate and the rate on the date of the contract is recognised as exchange difference and the premium on such forward contracts is recognised over the life of the forward contract. Any profit/loss arising on cancellation or renewal of forward contract is recognised as income or expense for the period in which such cancellation or renewal is made.

iii. Non monetary foreign currency items are carried at cost.

iv. Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

v. The exchange differences arising on settlement / restatement of long-term monetary items which do not relate to acquisition of depreciable fixed assets are amortised over the maturity period / upto the date of settlement of such monetary items, whichever is earlier, and charged to the Statement of Profit and Loss. The unamortised exchange differences are carried in the Balance Sheet as "Foreign Currency Monetary Item Translation Difference Account" net of the tax effect thereon, where applicable.

xxiv) Derivative instruments and hedging activities:
The Company's activities expose it to the financial risks of changes in foreign exchange rates and interest rates. The Company uses derivative contracts such as foreign exchange forwards and foreign currency futures to hedge its exposure to movements in foreign exchange rates. The use of these foreign exchange and forward contracts reduce the risk or cost to the Company and the Company does not use those for trading or speculation purposes.

The Company uses hedging instruments that are governed by the policies of the Company which are approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Company.

Derivative financial instruments are initially measured at fair value on the contract date and are subsequently re-measured to fair value at each reporting date. Derivatives are classified as assets when the fair value is positive (positive marked to market value) or as liabilities when the fair value is negative (negative marked to market value). Derivative assets and liabilities are recognised on the balance sheet at fair value. Changes in the fair value of derivatives other than those designated as hedges are recognised in the Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, no longer qualifies for hedge accounting or the Company chooses to end the hedging relationship.

All outstanding Forward Currency Contracts(FC) are marked-to-market as at the year end. Losses are recognised in the Statement of Profit and Loss based on category of contracts and gains towards category of contracts are ignored, in line with the Announcement made by the ICAI dated March 29, 2008. Any profit/loss arising on cancellation/unwinding of FC contracts are recognised as income or expenses for the period. Premium / discount on FC contract are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date, except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

Effective April 1, 2017, the Company has designated certain equity futures contracts on recognized stock exchange as hedging instruments. Equity futures contracts are held to manage the risk of change in fair value of the Company's investment in quoted equity shares and are designated as fair value or cash flow hedges, as applicable. In accordance with the Guidance Note on Accounting for Derivative Contracts, issued by the Institute of Accounting Standards of India, the Company records a derivative liability/derivative asset based on the fair value (determined based on quoted market rates available on recognized stock exchange) (MTM) of the equity futures contract with a corresponding debit to the Statement of Profit and Loss. Further, the increase in investments for the change in fair value as a hedge accounting adjustment through Statement of Profit and Loss. The investments in equity shares is carried at cost/lower of cost or fair market value as applicable.



Annexure: V

Note - 3

Share capital:

	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)
Authorised:[1 to 4]										
Equity Shares of face value of Rs. 10 each	62,500,000	62.50	43,500,000	43.50	43,500,000	43.50	32,500,000	32.50	32,500,000	32.50
Preference Shares of face value of Rs. 10 each	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50

(1) In pursuance of Section 95 and other applicable provisions, if any, of the Companies Act, 1956, members of the Company in their meeting held on March 26,2013 granted their approval for reclassification the authorized share capital from Rs.300,000,000, divided into 25,000,000 equity shares of face value of Rs.10 each and 5,000,000 preference shares of face value of Rs.10 each, to Rs. 100,000,000, divided into 10,000,000 equity shares of face value of Rs.10 each and Rs. 200,000,000, divided into 20,000,000 preference shares of face value of Rs.10 each.

In pursuance of Section 97 and other applicable provisions, if any, of the Companies Act, 1956, members of the Company in their meeting held on March 26,2013 granted their approval for increase in the authorized share capital from Rs.300,000,000 to Rs.325,000,000, divided into 10,000,000 equity shares of face value of Rs.10 each and 22,500,000 preference shares of face value of Rs.10 each. As a consequence of the above, as at March 31, 2013, the authorised share capital was increased from Rs. 300,000,000 to Rs. 325,000,000.

(2) In pursuance of Section 97 and other applicable provisions, if any, of the Companies Act, 1956, members of the Company in their meeting held on October 14, 2013 granted their approval for increase in the authorized share capital from Rs.325,000,000 to Rs.550,000,000, divided into 32,500,000 equity shares of face value of Rs.10 each and 22,500,000 preference shares of face value of Rs.10 each. As a consequence of the above, as at March 31, 2014, the authorised share capital was increased from Rs. 325,000,000 to Rs. 550,000,000.

(3) Pursuant to and in terms of the Scheme of Arrangement as approved by the Hon'ble High Court of Delhi vide its order dated March 15, 2016, the authorised share capital of the Company was increased from Rs. 55.00 Crores to Rs. 66. Crores, divided into 43,500,000 equity shares of face value of Rs.10 each and 22,500,000 preference shares of face value of Rs.10 each.

(4) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013,and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on October 12, 2017 the Company's authorised share capital was increased from Rs. 66.00 Crore to Rs. 72.73 Crores, divided in to 50,226,573 equity shares of face value of Rs.10 each and 22,500,000 preference shares of Rs. 10 each.

(5) In pursuance of Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013,and pursuant to the approval of the members of the Company in their extra ordinary general meeting held on March 1, 2018 the Company's authorised share capital was increased from Rs. 72.73 Crore to Rs. 85.00 Crore divided in to 62,500,000 equity shares of face value of Rs.10 each and 22,500,000 preference shares of Rs. 10 each.

	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)
Issued, subscribed and paid up :[1 & 2]										
Equity Shares of face value of Rs. 10 each fully paid up	60,571,401	60.57	42,826,288	42.83	42,826,288	42.83	10,000,000	10.00	10,000,000	10.00
10% Compulsory Convertible Preference Shares of Rs. 10 each fully paid up	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50
As per Balance Sheet		**83.07**		**65.33**		**65.33**		**32.50**		**32.50**

(1) On February 7, 2011, the Board of Directors of the Company approved the revision in the terms of issue of the 4,000,000 10% Compulsorily Convertible Preference Shares allotted on March 31, 2010 to Indiabulls Financial Services Limited ("the Holding Company"). Further to the revision in terms, the said Preference Shares were designated as 4,000,000 10% Optionally Convertible Preference Shares, redeemable at the option of the Holding Company, within period of 19 years from the date of issuance.

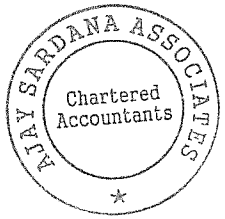
(2) On March 21, 2011, the Board of Directors of the Company, upon request received from the Holding Company, approved the redemption of 4,000,000 10% Optionally Convertible Preference Shares of face value of Rs. 10 per share amounting to Rs. 40,000,000 at a premium of Rs. 990 per share. The premium payable on redemption of Rs. 3,960,000,000 was paid out by utilizing the balance in the Securities Premium account, as permitted under the Companies Act, 1956. As the Company has redeemed the preference shares out of its profits, capital redemption reserve equal to the face value of the redeemed preference of Rs, 40,000,000 was created. Consequently, the paid-up Preference Share Capital of the Company was fully repaid as at March 31, 2011.

(3) On March 26, 2013 ("the Company"), pursuant to the approval granted by the Members of the Company, at the meeting held on March 26, 2013, has issued 22,500,000 10% Compulsory Convertible Preference Shares of face value Rs.10 per share at a premium Rs.990 to its holding Company Indiabulls Housing Finance Limited ("IHFL").

As a consequence of the above, as at March 31, 2013, the Issued, Subscribed and Paid-up Share Capital was increased from Rs. 100,000,000 to Rs. 325,000,000.

(4) Consequent upon the increase in authorised share capital, on October 12, 2017, and upon receipt of consideration in cash, the Board of Directors of the Company, at their meeting held on October 31, 2017 granted their approval and the Company issued and allotted 7,400,285 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 135.13 per equity share fully paid (including securities premium of Rs. 125.13 per share), ranking pari passu with existing shares.

(5) Consequent upon the increase in authorised share capital, on March 1, 2018, and upon receipt of consideration in cash, the Board of Directors of the Company, at their meeting held on March 22, 2018 granted their approval and the Company issued and allotted 10,344,828 equity shares respectively of face value Rs. 10 per share to its Holding Company, Indiabulls Housing Finance Limited ("IHFL") at Rs. 145 per equity share fully paid (including securities premium of Rs. 135 per share), ranking pari passu with existing shares.



Annexure: V

Note : 3 - continued

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

(i) Equity Shares

	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares*	Amount (Rs. In Crore)	No. of Shares*	Amount (Rs. In Crore)	No. of Shares*	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)
Shares outstanding at beginning of the reporting year	42,826,288	42.83	42,826,288	42.83	10,000,000	10.00	10,000,000	10.00	10,000,000	10.00
Add: Equity shares issued during the year in accordance with the Scheme of Arrangement	-	-	-	-	32,826,288	32.83	-	-	-	-
Shares issued during the year	17,745,113	17.75	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-
Shares outstanding at end of the reporting year	**60,571,401**	**60.57**	**42,826,288**	**42.83**	**42,826,288**	**42.83**	**10,000,000**	**10.00**	**10,000,000**	**10.00**

* 3,28,26,288 equity shares were allotted by the Company, for consideration other than cash, to the shareholders of IFCPL, pursuant to and in terms of the Scheme of Arrangement, approved by the Hon'ble High Court of Delhi vide its order dated March 15, 2016, which came into effect on March 31, 2016, with effect from the Appointed Date April 1, 2015 (Refer Note 1).

(ii) 10% Compulsory Convertible Preference Shares

	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)	No. of Shares	Amount (Rs. In Crore)
Shares outstanding at beginning of the reporting year	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50	22,500,000	22.50
Shares issued during the year	-	-	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-
Shares outstanding at end of the reporting year	**22,500,000**	**22.50**	**22,500,000**	**22.50**	**22,500,000**	**22.50**	**22,500,000**	**22.50**	**22,500,000**	**22.50**

b. (i) Terms/ rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Terms/rights attached to 10% Compulsory Convertible Preference Shares:

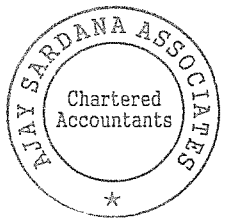
On March 26, 2013 ("the Company"), pursuant to the approval granted by the Members of the Company, at the meeting held on March 26, 2013, has issued 22,500,000 10% Compulsory Convertible Preference Shares of face value Rs.10 per share at a premium Rs.80 to its holding Company Indiabulls Housing Finance Limited ("IHFL"). The said preference shares carry cumulative dividend @ 10% per annum. The Company declares and pays dividends 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. Each holder of the Preference Shares is entitled to one vote per share only on resolutions placed before the Company which directly affects the rights attached to the Preference Shares.

The Preference Shares are convertible into equity shares, at any time at the option of the Preference Shareholders or on the expiry of 20 years from the date of allotment viz., March 26, 2013.

c. Detail of Shareholders holding 5% or more shares:

No. of shareholders	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares of face value of Rs. 10 each fully paid up										
The entire share capital is held by Indiabulls Housing Finance Limited ("the holding Company") and its nominees	60,571,401	100%	42,826,288	100%	42,826,288	100%	10,000,000	100%	10,000,000	100%
10% Compulsory Convertible Preference Shares of Rs. 10 each fully paid up										
The entire share capital is held by Indiabulls Housing Finance Limited ("the holding Company") and its nominees	22,500,000	100%	22,500,000	100%	22,500,000	100%	22,500,000	100%	22,500,000	100%

As per records of the Company, including its register of members/shareholders, and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



Annexure V

d. Employee stock option plans: (Refer Note 28)

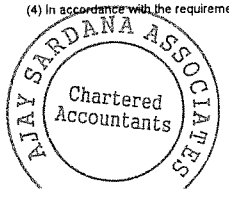
	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 4					
Reserves and surplus:					
(a) Capital reserve	0.17	0.17	0.17	0.17	0.17
(b) Capital redemption reserve	4.00	4.00	4.00	4.00	4.00
(c) Securities premium account					
Opening balance	458.24	458.58	194.79	194.79	194.79
Add: Transferred from Indiabulls Finance Company Private Limited pursuant to scheme of arrangement (Refer Note 1)			263.78		
Add: Additions during the year on account of issue of equity shares	232.25	-	-	-	-
	690.49	458.58	458.58	194.79	194.79
Less: Utilised for Redeemable non convertible debenture issue expenses (Net of tax effect Rs 0.92 Crore (2016-17 Rs 0.12 Crore, 2015-16 Rs. Nil, 2014-15 Rs. Nil and 2013-14 Rs. Nil)	1.93	0.34	-	-	-
Closing balance	688.57	458.24	458.58	194.79	194.79
(d) Other reserves					
(i) Special Reserve u/s 36(1)(viii) of the Income Tax Act, 1961					
Opening balance	32.13	24.19	5.40	3.74	0.74
Add: Transferred from Indiabulls Finance Company Private Limited pursuant to scheme of arrangement (Refer Note 1)	-	-	14.15	-	-
Add: Amount transferred during the year from surplus in the Statement of Profit and Loss[1]	10.77	7.95	4.64	1.66	3.00
Closing balance	42.90	32.13	24.19	5.40	3.74
(ii) Reserve fund u/s 45-IC of the R.B.I. Act, 1934					
Opening balance	87.72	76.01	23.46	18.20	13.30
Add: Transferred from Indiabulls Finance Company Private Limited pursuant to Scheme of Arrangement (Refer Note 1)	-	-	42.44	-	-
Add: Amount transferred during the year from Surplus in the Statement of Profit and L	50.98	11.71	10.11	5.27	4.89
Closing balance	138.70	87.72	76.01	23.46	18.20
(e) Surplus / (Deficit) in Statement of Profit and Loss					
Opening balance	135.01	98.37	80.68	63.53	49.20
Add: Transferred from Indiabulls Finance Company Private Limited pursuant to scheme of arrangement (Refer Note 1)	-	-	6.02	-	-
Less: Adjustment on account of scheme of arrangement [1] (Refer Note 1)	-	-	21.88	-	-
Add : Profit /(Loss) during the year	254.90	58.55	50.55	26.33	24.47
Amount available for appropriations [A]	389.92	156.92	115.37	89.86	73.67
Less: Adjustment on account of change in useful life of Fixed Assets (Refer Note 4)	-	-	-	0.00	-
Amount available for appropriations [A]	389.92	156.92	115.37	89.86	73.67
Appropriations:					
Transferred to Special Reserve u/s 36(1)(viii) of the Income Tax Act, 1961	10.77	7.95	4.64	1.66	3.00
Transferred to Reserve Fund u/s 45-IC of the R.B.I. Act, 1934	50.98	11.71	10.11	5.27	4.89
Provision for dividend on preference shares	2.25	2.25	2.25	2.25	2.25
Total appropriations [B]	64.00	21.91	17.00	9.17	10.14
Balance of surplus carried forward [A-B]	325.91	135.01	98.37	80.68	63.53
As per Balance Sheet	1,200.25	717.27	661.31	308.51	284.43

(1) In terms of Section 36(1)(viii) of the Income Tax Act, 1961, a deduction is allowed for income from eligible business viz, Income from providing long-term infrastructure finance, long-term finance for the construction or purchase houses in India for residential purposes and the business of providing long-term finance for industrial or agricultural development etc. The Company claims the deduction as it falls under some of the categories of eligible business as defined under Section 36(1)(viii) of the Income Tax Act, 1961. Consequently the Company has, as at year end, transferred an amount of Rs.10.77 Crores (2016-17 Rs. 7.95 Crores, 2015-16 Rs. 4.64 Crores, 2014-15 Rs. 1.66 Crores and 2013-14 Rs. 3.00 Crores) to the special reserve account to claim deduction in respect of eligible business under the said section.

(2) In terms of Section 45-IC of the RBI Act, 1934, the Company is required to transfer at least 20% of its Net Profits (after tax) to a reserve before any dividend is declared. As at the year end, the Company has transferred an amount of Rs. 50.98 Crores (2016-17 Rs. 11.71 Crores, 2015-16 Rs. 10.11 Crores, 2014-15 Rs. 5.27 Crores, 2013-14 Rs. 4.89 Crores) to the reserve fund.

(3) Difference between the carrying amount of investment in Indiabulls Finance Company Private Limited held by Indiabulls Housing Finance Limited and the amount of share capital issued earlier has been adjusted from surplus in statement of profit and loss as per Scheme of Arrangement on cancellation of said investments.

(4) In accordance with the requirements of Schedule II of the Companies Act, 2013, the Company has reassessed the useful lives and residual value of its fixed assets and amount of Rs. 0.00 Crores has been charged to the opening balance of retained earnings in respect of fixed assets whose useful life was Nil as at April 01, 2014.



Annexure V

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 5					
Long-term borrowings:					
Secured					
(a) Redeemable non convertible debentures (1 & 2)	40.00	40.00	-	-	-
(b) Term Loan					
- from banks (3 & 6)	3,456.57	1,087.10	383.33	472.22	261.11
(c) Other Loan					
- from Holding Company - Indiabulls Housing Finance Limited (4 to 6)	80.00	-	104.47	-	11.35
Unsecured					
- Subordinated Debt (7)(refer note 24)	250.00	-	-	-	-
	3,826.57	**1,127.10**	**487.80**	**472.22**	**272.46**

(1) 9.05 % Redeemable Non convertible Debentures of Face value of Rs. 0.10 each Redeemable (At Par) on July 07, 2023 and is listed on the Wholesale Debt Market segment of National Stock Exchange of India Limited. The Company has fully utilised the proceeds from the issue of Redeemable Non-convertible Debentures as per terms of the issue.

(2) Redeemable Non-Convertible Debentures are secured against mortgage of immovable property, hypothecation of current assets and current and future loan assets of the Company except such receivable specifically charged (including investment).
(3) Secured by hypothecation of loan receivables(Current and Future), current assets (including cash and cash equivalents) of the Company(including investment).
(4) Repayable at any time before expiry at the end of 36 months from the date of disbursement for the year ended March 31, 2018 (2016-17: 60 months, 2015-16: 60 months, 2014-15: Nil and 2013-14: 33 months)
(5) Secured by hypothecation of receivables(Current and Future), and/or current assets of the Company
(6) Linked to reference rate used by respective lenders.
(7) The Company has fully utilised the proceeds from the issue of Subordinated Debt as per terms of the issue.
There is no continuing default in the repayment of the aforesaid loans or interest thereon as at the respective balance sheet date.

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 6					
Long-term provisions:					
(a) Provision for employee benefits (Refer Note 28)					
Provision for gratuity	3.42	2.87	2.13	1.47	1.13
Provision for compensated absences	1.28	1.22	0.99	0.64	0.53
(b) Contingent provisions against standard assets (Refer Note 35)	28.23	10.29	4.05	2.64	2.31
As per Balance Sheet	**32.93**	**14.39**	**7.17**	**4.76**	**3.97**

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 7					
Short-term borrowings:					
Secured					
Redeemable non convertible debentures (1)	250.00	-	-	-	-
Loans repayable on demand					
From banks-cash credit facility (2 & 4)	51.41	-	-	-	150.00
Unsecured					
Other Loans and advances					
Commercial papers	2,295.00	1,450.00	650.00	870.00	550.00
Other Loan from Nilgiri Financial Consultants Limited (3 & 4)	14.53	10.43	8.77	-	-
As per Balance Sheet	**2,610.94**	**1,460.43**	**658.77**	**870.00**	**700.00**

(1) 8.24% Redeemable Non convertible Debentures of Face value of Rs. 0.10 each Redeemable (At Par) on June 7, 2018) are listed on the Wholesale Debt Market segment of National Stock Exchange of India Limited and are secured by first ranking pari passu charge on the current assets (including investments); both current and future; of the Company and all present and future loan assets of the Company, including all monies receivable from principal and interest thereon. The Company has fully utilised the proceeds from the issue of Redeemable Non-convertible Debentures as per terms of the issue.
(2) The Company has availed Cash credit revolving facility from a bank with the tenor of 12 months and the same is repayable on demand. The cash credit facility is secured by way of pari passu charge on current assets including loans and advances and receivables of the Company with a minimum security cover of 1.25 times and a letter of comfort issued by the Holding Company.
(3) The unsecured loan from Nilgiri Financial Consultants Limited is granted for a period of 12 months. The Company, may at its option, prepay the loan before expiry.
(4) Linked to reference rate used by lender.
There is no default in repayment of aforesaid loans or interest thereon.

AJAY SARDANA ASSOCIATES
Chartered Accountants

Annexure V

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 8					
Other current liabilities					
Current maturity of long term debt-term loan[1]	500.43	211.97	88.89	88.89	88.89
Interest accrued but not due[2]	26.72	2.67	-	-	0.13
Temporary overdrawn bank balance as per books	103.20	326.53	0.39	0.02	0.59
Amount payable on assigned loans	22.90	-	2.24	4.36	5.51
Foreign currency forward payable	20.88	3.47	-	-	-
Other current liabilities including statutory dues and expense provisions	19.82	11.89	6.20	3.25	3.35
As per Balance Sheet	**693.95**	**556.53**	**97.72**	**96.52**	**98.46**
(1) Current maturities of long term debt					
Term loans from banks (Refer note 24)	500.43	211.97	88.89	88.89	88.89
	500.43	**211.97**	**88.89**	**88.89**	**88.89**
(2) Interest accrued but not due					
Term loans from banks	3.02	0.02	-	-	-
On secured redeemable non convertible debentures	19.48	2.65	-	-	-
On Subordinate Debt	4.22	-	-	-	-
On Overdraft facility	-	-	-	-	0.13
	26.72	**2.67**	**-**	**-**	**0.13**

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 9					
Short term provisions					
(a) Provision for employee benefits (Refer Note 28)					
Provision for gratuity	0.10	0.07	0.06	0.05	0.04
Provision for compensated absences	0.04	0.04	0.03	0.02	0.02
	0.14	**0.10**	**0.09**	**0.07**	**0.05**
(b) Provision for dividend on preference shares	11.29	9.04	6.79	4.54	2.29
(c) Provision for tax	44.23	0.63	0.63	1.69	9.12
[net of advance tax, tax deducted at source Rs. 107.76 Crores (2016-17 Rs. 26.09 Crores, 2015-16 Rs. 26.09 Crores, 2014-15 Rs. 9.91 Crores, 2013-14 Rs. 2.48 Crores)]					
(d) Contingent provisions against standard assets (Refer Note 35)	4.19	1.91	1.52	0.92	0.88
	59.71	**11.58**	**8.94**	**7.15**	**12.29**
As per Balance Sheet	**59.84**	**11.69**	**9.03**	**7.22**	**12.35**

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 10					
Fixed assets					
(A) Tangible assets:					
Computers					
Opening Balance	1.47	1.32	0.17	0.09	0.01
Addition on account of Scheme of Arrangement	-	-	0.01	-	-
Addition during the Year	0.18	0.15	1.14	0.08	0.08
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	**1.64**	**1.47**	**1.32**	**0.17**	**0.09**
Opening Balance of Depreciation	**0.77**	**0.33**	**0.06**	**0.02**	**0.01**
Addition on account of Scheme of Arrangement	-	-	0.00	-	-
Depreciation Provided during the year	0.47	0.44	0.27	0.04	0.01
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	1.24	0.77	0.33	0.06	0.02
Net Closing Balance	**0.40**	**0.69**	**0.99**	**0.11**	**0.07**

AJAY SARDANA ASSOCIATES
Chartered Accountants

Annexure V

Note - 10
Fixed assets (continued)

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
(A) Tangible assets: (continued)					
Furniture and Fixtures					
Opening Balance	0.49	0.43	0.04	0.04	0.00
Addition on account of Scheme of Arrangement	-	-	-	-	-
Addition during the Year	0.06	0.06	0.40	0.00	0.03
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	**0.55**	**0.49**	**0.43**	**0.04**	**0.04**
Opening Balance of Depreciation	0.08	0.04	0.02	0.01	0.00
Addition on account of Scheme of Arrangement	-	-	-	-	-
Depreciation Provided during the year	0.05	0.05	0.02	0.00	0.01
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	0.13	0.08	0.04	0.02	0.01
Net Closing Balance	**0.42**	**0.41**	**0.40**	**0.02**	**0.02**
Land					
Opening Balance	0.10	-	-	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Addition during the Year	-	0.10	-	-	-
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	**0.10**	**0.10**	**-**	**-**	**-**
Opening Balance of Depreciation	-	-	-	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Depreciation Provided during the year	-	-	-	-	-
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	-	-	-	-	-
Net Closing Balance	**0.10**	**0.10**	**-**	**-**	**-**
Leasehold Improvements					
Opening Balance	0.10	-	-	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Addition during the Year	0.01	0.10	-	-	-
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	**0.12**	**0.10**	**-**	**-**	**-**
Opening Balance of Depreciation	0.01	-	-	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Depreciation Provided during the year	0.01	0.01	-	-	-
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	0.02	0.01	-	-	-
Net Closing Balance	**0.10**	**0.10**	**-**	**-**	**-**
Office Equipments					
Opening Balance	0.39	0.38	0.30	0.27	0.00
Addition on account of Scheme of Arrangement	-	-	-	-	-
Addition during the Year	0.08	0.02	0.07	0.03	0.27
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	**0.47**	**0.39**	**0.38**	**0.30**	**0.27**
Opening Balance of Depreciation	0.24	0.15	0.08	0.01	0.00
Addition on account of Scheme of Arrangement	-	-	-	-	-
Adjustment during the year [1]	-	-	-	0.00	-
Depreciation Provided during the year	0.09	0.08	0.07	0.07	0.01
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	0.32	0.24	0.15	0.08	0.01
Net Closing Balance	**0.15**	**0.16**	**0.22**	**0.23**	**0.26**

AJAY SARDANA ASSOCIATES
Chartered Accountants

Annexure V

Note - 10
Fixed assets (continued)

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Vehicles					
Opening Balance	7.15	1.14	1.14	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Addition during the Year	0.45	6.01	-	1.14	-
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	7.60	7.15	1.14	1.14	-
Opening Balance of Depreciation	0.72	0.36	0.13	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Transition adjustment recorded against surplus Balance in Statement of Profit and Loss	-	-	-	-	-
Depreciation Provided during the year	1.45	0.35	0.23	0.13	-
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	2.17	0.72	0.36	0.13	-
Net Closing Balance	5.43	6.43	0.78	1.00	-
Total (A)	6.59	7.89	2.39	1.36	0.35
B) Intangible Assets					
Software					
Opening Balance	9.84	-	-	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Addition during the Year	-	9.84	-	-	-
Adjustments/ Sales during the Year	-	-	-	-	-
Closing Balance	9.84	9.84	-	-	-
Opening Balance of Depreciation	1.15	-	-	-	-
Addition on account of Scheme of Arrangement	-	-	-	-	-
Transition adjustment recorded against surplus Balance in Statement of Profit and Loss	-	-	-	-	-
Amortisation during the year	2.46	1.15	-	-	-
Adjustments/ Sales during the Year	-	-	-	-	-
Total Amortisation	3.61	1.15	-	-	-
Net Closing Balance	6.23	8.69	-	-	-
Total (B)	6.23	8.69	-	-	-
Gross Block	40.60	21.53	6.80	4.54	2.29
Opening Depreciation	2.97	0.88	0.29	0.05	0.02
Transition adjustment recorded against surplus Balance in Statement of Profit and Loss	-	-	-	0.00	-
Depreciation Provided during the year	4.53	2.08	0.59	0.24	0.03
Adjustments/ Sales during the Year	-	-	-	-	-
Total Depreciation	7.50	2.97	0.88	0.29	0.05
Total (A+B)	12.82	16.58	2.39	1.36	0.35

(1) In accordance with the requirements of Schedule II of the Companies Act, 2013, the Company has reassessed the useful lives and residual value of its fixed assets and amount of Rs. 0.02 Crores has been charged to the Statement of Profit and Loss representing the additional depreciation on the carrying value of its assets as at April 01, 2014 due to change in useful lives of the assets.

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 11					
Deferred tax assets: (Net)					
Deferred tax assets:					
Arising on account of temporary differences due to:					
Provision for employee benefits	1.69	1.45	1.11	0.76	0.20
Provision for loan assets and contingent provision against standard assets	17.11	9.64	4.87	4.85	2.03
Disallowance under section 35DD of the Income Tax Act,1961	0.02	0.03	0.04	-	-
	18.82	11.13	6.02	5.60	2.23
Deferred tax liabilities:					
Arising on account of temporary differences due to:					
Difference between book balance and tax balance of fixed assets	0.58	0.86	0.12	0.04	0.01
Difference between accounting income and taxable income on investments	0.49	1.51	0.88	1.80	-
Provision for bad debts under section 36(1)(viia) of the Income Tax Act,1961	7.70	1.16	-	-	-
	8.78	3.53	1.00	1.84	0.01
As per Balance Sheet	10.04	7.60	5.02	3.76	2.22

In compliance with AS-22 "Accounting for Taxes on Income", as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, the Company has credited deferred tax of Rs. 2.45 Crores (2016-17 Rs. 2.57 Crores, 2015-16 Rs. 0.13 Crore (net of adjustment on account of Scheme of Arrangement of Rs. 1.13 Crores) (Refer Note (1), 2014-15 Rs. 1.55 Crores, 2013-14 Rs. 1.77 Crores) to the Statement of Profit and Loss for the year ended March 31, 2018, 2017, 2016, 2015 and 2014.

MAVAT SARDANA & ASSOCIATES Chartered Accountants

Annexure V

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 12					
Non-current investments (at cost)					
Long Term - Trade - Unquoted					
In Wholly owned Subsidiary Company:					
1,30,000 (Previous Year 30,000) Fully paid up					
Equity shares of face value USD 1 each in Indiabulls Asset Management Mauritius[1]	0.85	0.20	-	-	-
	0.85	0.20	-	-	-
Aggregate book value of unquoted investments	0.85	0.20	-	-	-
Aggregate book value of quoted investments	-	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-	-

N.A.-Not Applicable

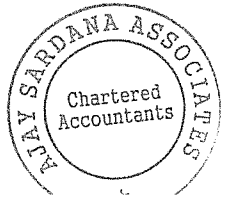
(1) During the year ended March 31, 2018, the Company has invested Rs . 0.65 Crores (2016-17 Rs 0.20 Crores, 2015-16 Rs. Nil, 2014-15 Rs. Nil, 2013-14 Rs. Nil) in Indiabulls Asset Management Mauritius by subscribing to 100,000 shares (Previous year 30,000 shares) of face value of USD 1 per share forming a wholly owned subsidiary company registered in Mauritius, which is a private Company limited by shares holding a Category 1 Global Business License.

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 13					
Long-term loans and advances:					
(i) Loans and other credit facilities					
(a) Secured loans[1 & 2]					
- Considered good[3]	7,230.36	2,943.68	1,124.40	1,170.08	999.14
- Considered doubtful	13.83	-	3.70	-	-
Less : Securitised/Assigned[refer note 3b]	389.06	22.17	46.17	109.60	193.99
	6,855.13	2,921.51	1,081.93	1,060.48	805.15
Secured Loans to related parties					
- to fellow subsidiary Company - Indiabulls Finance Company Private Limited	-	-	-	-	43.00
(b) Unsecured loans					
- Considered good[3]	8.84	1.22	89.40	0.26	92.50
	8.84	1.22	89.40	0.26	92.50
	6,863.97	2,922.73	1,171.33	1,060.74	940.65
Total loan	9.71	0.04	1.97	6.29	2.78
Less: Provision for loan assets [4&5]	6,854.26	2,922.68	1,169.36	1,054.45	937.88
(ii) Other unsecured loans and advances (considered good)					
Capital advances	0.47	0.02	8.03	0.21	0.03
Security deposit for rent	1.13	0.18	0.20	0.34	0.53
MAT credit entitlement	-	-	1.66	0.72	-
Balances with government authorities					
Income taxes	38.23	28.87	20.54	4.42	3.30
[Net of provision for tax Rs. 90.16 Crores (2016-17 Rs 89.09 Crores, 2015-16 Rs. 67.45 Crores, 2014-15 Rs. 27.87 Crores, 2013-14 Rs. 23.54 Crores)]					
Others including prepaid expenses and employee advances	0.29	2.01	4.00	-	-
As per Balance Sheet	6,894.38	2,953.75	1,203.80	1,060.14	941.74

(1) (a) Secured loan includes housing loan to an erstwhile officer (upto August 14, 2017) for Rs.1.86 Crores (2016-17 Rs 1.88 Crores, 2015-16 Rs. 0.05 Crores, 2014-15 Rs. Nil and 2013-14 Rs. Nil).
(b) Secured loan includes loan to Director for Rs.0.56 Crores (2016-17 Rs Nil, 2015-16 Rs. Nil, 2014-15 Rs. Nil and 2013-14 Rs. Nil).

(2) Secured loans and other credit facilities given to customers amounting to Rs. 6,855.13 Crores (2016-17 Rs. 2,921.51 Crores, 2015-16 Rs.1,081.93 Crores, 2014-15 Rs.1,060.48 Crores, 2013-14 Rs. 848.15 Crores) are secured / partly secured by :
(a) Equitable mortgage of property and / or
(b) Pledge of shares / debentures, units, other securities, assignment of life insurance policies and / or
(c) Hypothecation of assets and / or
(d) Company guarantees and / or
(e) Personal guarantees and / or
(f) Negative lien and / or Undertaking to create a security.

(3) Includes Sub standard assets of Rs. 13.04 Crores (Secured Rs. 13.04 Crores and Unsecured Rs. Nil), (2016-17 Rs. 0.18 Crores (Secured Rs. 0.18 Crores and Unsecured Rs. Nil), (2015-16 Rs. Nil (Secured Rs. Nil and Unsecured Rs. Nil), 2014-15 Rs. Nil (Secured Rs. Nil and Unsecured Rs. Nil) and 2013-14 Rs. Nil (Secured Rs. Nil and Unsecured Rs. Nil)).



Annexure V

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
(4) Movement in provision for loan assets is as under :					
Opening balance	15.66	8.50	10.44	2.78	-
Add: Transfer from Indiabulls Finance Company Private Limited pursuant to scheme of arrangement (Refer Note 1)	-	-	1.83	-	-
Add: Addition during the year (net)	0.88	7.16	(3.77)	7.67	2.78
Closing balance	16.55	15.66	8.50	10.44	2.78

(5) Provision for loans and other credit facilities in respect of unsecured and secured loans granted is made as per the RBI Directions, 2016 for March 31, 2018 (2016-17: RBI Directions, 2016, 2015-16: RBI Directions, 2015, 2014-15: RBI Directions, 2015 and 2013-14: RBI Directions, 2007)

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 14					
Other non-current assets					
Margin Money Accounts having maturity greater than one year	-	-	-	30.69	30.69
Interest Accrued on Margin Money/Deposit accounts	-	-	-	1.37	0.34
Interest accrued on loans	1.70	17.90	19.96	30.89	9.91
As per Balance Sheet	1.70	17.90	19.96	62.94	40.95

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 15					
Current investments:					
(At lower of cost and fair value, unless otherwise stated)					
Investment in units of mutual funds (Non-trade, Unquoted)					
Indiabulls Gilt Fund - Direct Plan Growth [No. of units: 26,387.855 (2016-17 : 26,387.855, 2015-16: 26,387.855, 2014-15: 49,705.516 and 2013-14: Nil) NAV: Rs. 1583.3596 (2016-17 Rs.1,546.7356, 2015-16 Rs. 1,351.6985, 2014-15 Rs. 1,255.8802 and 2013-14 Rs. Nil) per unit]	4.18	4.08	3.57	6.24	-
Indiabulls Short Term Fund - Direct Plan Growth [No.of units NIL (2016-17: Nil, 2015-16: Nil, 2014-15 : 254,227.888 and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. Nil, 2015-16 Rs. Nil, 2014-15 Rs. 1,162.2438 and 2013-14 Rs. Nil) per unit]	-	-	-	29.55	-
Indiabulls Ultra Short Term Fund - Direct Plan Growth [No.of units NIL (2016-17: Nil, 2015-16: Nil, 2014-15 : 188,845.058 and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. Nil, 2015-16 Rs. Nil, 2014-15 Rs.1,350.8839 and 2013-14 Rs. Nil) per unit]	-	-	-	25.51	-
Indiabulls Liquid Fund - Direct- Growth [No.of units NIL (2016-17: 566,572.666, 2015-16: Nil, 2014-15 : Nil and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. 1,588.8567, 2015-16 Rs. Nil, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	-	90.02	-	-	-
JM Money Manager Fund-Super Plus Plan- (Direct) Growth Option [No.of units NIL (2016-17: 18,617,598.869, 2015-16: Nil, 2014-15 : Nil and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. 23.2989, 2015-16 Rs. Nil, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	-	43.38	-	-	-
JM Equity Fund Monthly Dividend Option [No.of units 35,793,030.381 (2016-17: Nil, 2015-16: Nil, 2014-15 : Nil and 2013-14: Nil) NAV Rs. 11.9585 (2016-17 Rs. Nil, 2015-16 Rs. Nil, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	42.80	-	-	-	-
JM Balanced Fund - (Direct) - Annual Dividend Option [No.of units 37,880,280.132 (2016-17: Nil, 2015-16: Nil, 2014-15 : Nil and 2013-14: Nil) NAV Rs. 19.8487 (2016-17 Rs. Nil, 2015-16 Rs. Nil, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	75.19	-	-	-	-
JM Arbitrage Advantage Fund - (Direct) - Bonus Option [No.of units Nil (2016-17: Nil, 2015-16: 27,679,904.146, 2014-15 : 18,605,959.316 and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. Nil, 2015-16 Rs. 10.7604, 2014-15 Rs.10.4860 and 2013-14 Rs. Nil) per unit]	-	-	29.78	19.51	-
JM Income Fund (Direct)-Growth Option [No.of units Nil (2016-17: Nil, 2015-16: 1,983,811.695, 2014-15 : Nil and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. Nil, 2015-16 Rs. 43.5976, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	-	-	40.04	-	-
ICICI Prudential Liquid-Direct Plan-Growth [No.of units Nil (2016-17: Nil, 2015-16: 1,784,980.372, 2014-15 : Nil and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. Nil, 2015-16 Rs. 224.2869, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	-	-	40.03	-	-
Reliance Liquid Fund-Treasury Plan-Direct Plan Growth Plan-Growth Option [No.of units Nil (2016-17: Nil, 2015-16: 27,088.522, 2014-15 : Nil and 2013-14: Nil) NAV Rs. Nil (2016-17 Rs. Nil, 2015-16 Rs. 3,695.0156, 2014-15 Rs.Nil and 2013-14 Rs. Nil) per unit]	-	-	10.01	-	-
Investment in equity shares of Reliance Industries Limited (Quoted) (Refer Note 20(1)) [No.of shares 665,000 (2016-17: Nil, 2015-16: Nil, 2014-15: Nil and 2013-14: Nil)]	54.99	-	-	-	-
As per Balance Sheet	177.15	137.48	123.43	80.81	-
Aggregate book value of unquoted investments	122.17	137.48	123.43	80.81	-
Aggregate book value of quoted investments	54.99	-	-	-	-
Aggregate market value of quoted investments	58.70	-	-	-	-

Annexure V

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 16					
Cash and bank balances					
i) Cash and cash equivalents:					
(a) Cash on hand	0.13	0.34	1.32	2.27	2.00
(b) Balances with banks					
-In current accounts	267.33	177.59	112.07	125.10	31.48
	267.46	177.93	113.39	127.37	33.48
ii) Other bank balances					
- In deposit accounts*	30.50	1.42	1.42	1.08	1.00
	30.50	19.50	32.11	1.08	1.00
As per Balance Sheet	297.96	197.43	145.50	128.45	34.48

*Of the above, balances in fixed deposits of Rs. 30.25 Crores (2016-17 Rs. 1.42 Crores, 2015-16 Rs. Nil, 2014-15 Rs. Nil and 2013-14 Rs. Nil) are under lien against cash credit facilities /overdraft facilities /investment in shares. The Company has the complete beneficial interest on the income earned from these deposits.

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 17					
Short-term loans and advances:					
(i) Loans and other credit facilities					
(a) Secured loans[1]					
- Considered good[2]	1,003.04	568.45	475.82	363.50	417.33
Less : Securitised/Assigned[Refer note 3a]	61.76	25.40	65.16	86.53	86.95
	941.28	543.05	410.66	276.97	330.38
(b) Unsecured loans					
- Considered good[2]	7.50	50.88	24.69	117.17	23.05
	7.50	50.88	24.69	117.17	23.05
Total loan	948.78	593.94	435.35	394.14	353.43
Less: Provision for loan assets [(3 below) & Note 13(4)]	6.83	15.62	6.53	4.15	-
	941.95	578.32	428.82	389.98	353.43
(ii) Other Unsecured loan and advances (considered good)					
Advance interest on commercial papers	30.80	19.87	9.03	9.76	8.47
Security deposit with others	0.00	0.00	9.00	9.00	9.00
Security deposit for rent	0.14	0.16	0.30	0.33	0.21
Amount receivable on assigned loans					
-from holding company (Net)	0.43	0.46	0.21	8.20	0.03
-from others	-	2.07	-	-	-
Others including prepaid expenses/cenvat credit and employee advance	6.49	2.66	1.68	0.36	0.36
As per Balance Sheet	979.81	603.54	449.04	417.62	371.51

(1) Secured loans and other credit facilities given to customers amounting to Rs. 941.28 Crores (2016-17 Rs. 543.05 Crores, 2015-16 Rs. Rs. 410.66 Crores, 2014-15 Rs. 276.97 Crores, 2013-14 Rs.330.38 Crores)) are secured / partly secured by :
- (a) Equitable mortgage of property and / or
- (b) Pledge of shares / debentures, units, other securities, assignment of life insurance policies and / or
- (c) Hypothecation of assets and / or
- (d) Company guarantees and / or
- (e) Personal guarantees and / or
- (f) Negative lien and / or Undertaking to create a security.

(2) Includes Sub standard Assets of Rs. 22.62 Crores (Secured Rs. 22.62 Crores and Unsecured Rs. Nil) (2016-17 Rs. 63.36 Crores (Secured Rs. 14.62 Crores and Unsecured Rs. 48.74 Crores), (2015-16 Rs. Nil (Secured Rs. Nil and Unsecured Rs. Nil), 2014-15 Rs. Nil (Secured Rs. Nil and Unsecured Rs. Nil) and 2013-14 Rs. Nil (Secured Rs. Nil and Unsecured Rs. Nil)).

(3) Provision for loans and other credit facilities in respect of unsecured and secured loans granted is made as per the RBI Directions, 2016 for March 31, 2018 (2016-17: RBI Directions, 2016, 2015-16: RBI Directions, 2015, 2014-15: RBI Directions, 2015 and 2013-14: RBI Directions, 2007)

	As at March 31, 2018 Amount (Rs. In Crore)	As at March 31, 2017 Amount (Rs. In Crore)	As at March 31, 2016 Amount (Rs. In Crore)	As at March 31, 2015 Amount (Rs. In Crore)	As at March 31, 2014 Amount (Rs. In Crore)
Note - 18					
Other current assets:					
Other receivables[Refer note 20(1)]	25.21	-	-	15.06	-
FCNR hedge premium[Refer note 22(1)]	19.14	2.39	-	-	-
Interest accrued on fixed deposits	0.24	0.11	0.21	0.00	0.00
Interest accrued on loans	88.26	15.76	37.79	21.59	12.92
As per Balance Sheet	132.85	18.27	38.00	36.65	12.92

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited
(formerly Indiabulls Infrastructure Credit Limited)
Significant Accounting Policies and Notes forming part of Reformatted Financial Statements

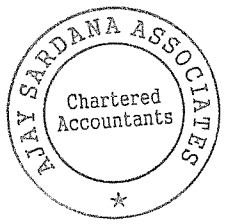
Annexure V

	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Note - 19					
Revenue from operations:					
(a) Income from financing and investing activities					
Income from financing activities[1]	658.21	265.79	312.57	155.15	165.70
(b) Income from other financial services					
Fee income from services	129.04	73.03	48.01	13.65	-
Other operating income[2]	56.12	27.09	3.51	2.16	3.64
As per Statement of Profit and Loss	843.37	365.91	364.10	170.95	169.34
(1) Income on financing activities includes:					
Interest on financing activity /Income from assignment	656.78	263.48	309.55	152.04	163.34
Interest on intercorporate deposits	-	-	-	-	-
Interest on Investments in Non Convertible Debentures	-	-	-	0.09	1.93
Interest on fixed deposits (Gross)	1.43	2.30	3.02	3.02	0.43
	658.21	265.79	312.57	155.15	165.70
(2) Other operating income includes:					
Loan processing fees	47.87	24.44	0.92	1.48	3.89
Foreclosure fees and other related income	9.63	3.24	2.61	0.72	1.06
Less: Direct Selling Agents Commission	-	-	-	-	1.09
Less: Client verification charges	1.32	0.59	0.02	0.04	0.23
Less: Cersai charges	0.05	-	-	-	-
As per Statement of Profit and Loss	56.12	27.09	3.51	2.16	3.64

	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Note - 20					
Other income					
Dividend income on units of mutual funds (current investments)	83.89	38.13	3.93	2.80	1.31
Profit on sale of current investments	-	-	13.27	10.29	3.16
Gain on mutual fund investments/ other current investments[1]	3.83	3.58	2.02	5.21	-
Miscellaneous income	0.00	0.03	0.47	0.06	0.01
Balances written back	0.04	0.95	0.06	0.31	0.00
As per Statement of Profit and Loss	87.77	42.69	19.75	18.66	4.48

1) In terms of its policy as approved by its Board of Directors which is consistent with its risk management strategy, the Company has hedged its exposure to variability of expected fair value of its investments in certain quoted securities by entering into a corresponding futures contracts of the securities. In accordance with the Guidance Note Accounting for Derivative Contracts, issued by the Institute of Accounting Standards of India, the Company has recorded a net gain of Rs. 0.18 Crore (2016-17 Rs. Nil, 2015-16 Rs. Nil, 2014-15 Rs. Nil and 2013-14 Rs. Nil), to the Statement of Profit and Loss against which accounting of fair value hedge has been adopted.

	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Note - 21					
Employee benefits expense:					
Salaries	31.32	28.39	31.47	27.74	17.81
Contribution to provident fund and other statutory funds[Refer note 2b]	0.74	0.48	0.24	0.22	0.10
Provision for gratuity[Refer note 2b]	1.01	1.00	0.89	0.59	0.50
Provision for compensated absences[Refer note 2b]	0.10	0.23	0.34	0.14	0.05
Staff welfare	0.03	0.05	0.11	0.12	0.19
As per Statement of Profit and Loss	33.20	30.15	33.04	28.81	18.64



Indiabulls Commercial Credit Limited
(formerly Indiabulls Infrastructure Credit Limited)
Significant Accounting Policies and Notes forming part of Reformatted Financial Statements

Annexure V

	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Note - 22					
Finance costs:					
Interest on loan	215.19	83.50	87.86	42.91	63.25
Interest on commercial papers	103.08	46.59	72.89	60.87	32.81
Interest on non convertible debentures	20.44	2.65	-	-	-
Interest on taxes	0.02	0.00	0.01	0.40	0.00
Interest on subordinate debt	4.22	-	-	-	-
Bank charges towards borrowings	0.11	0.12	0.09	0.01	0.01
FCNR hedge premium[1]	15.94	0.14	-	-	-
Processing and other fee	2.35	0.31	-	0.32	0.53
As per Statement of Profit and Loss	**361.36**	**133.30**	**160.85**	**104.51**	**96.61**

(1) During the year ended March 31, 2018, the Company has recognised premium amounting to Rs. 15.94 Crores (2016-17 Rs. 0.14 Crores, 2015-16 Rs.Nil), 2014-15 Rs. Nil and 2013-14 Rs. Nil) in the Statement of Profit and Loss on account of foreign currency forward exchange contracts entered into to hedge foreign currency risk of term loans from banks. Amount of loss on restatement of the forward exchange contract at the closing exchange rates as at March 31, 2018, which offsets the gain on restatement of foreign currency term loans has been recognized as part of Foreign Currency Translation Adjustment. Derivative instruments outstanding as at March 31, 2018 are given below:
a) Forward contracts entered into for hedging purposes and outstanding as at March 31, 2018 in respect of seven forward exchange contracts (2016-17 one contract) is USD 10.95 Crores (2016-17 USD 1.53 Crores, 2015-16 USD Nil, 2014-15 USD Nil and 2013-14 USD Nil) against cross currency of Rs. 702.87 Crores (2016-17 Rs. 100.00 Crores, 2015-16 Rs. Nil, 2014-15 Rs. Nil and 2013-14 Rs. Nil).

	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Note - 23					
Other expenses:					
Collection charges	0.11	0.36	0.77	0.16	0.12
Loss on sale of investment(net)	77.23	27.72	-	-	-
Depository charges	0.07	0.04	0.02	0.03	0.01
Stamp paper	1.26	0.38	0.15	0.20	0.43
Service charges	0.05	0.13	0.12	0.11	0.11
Rates and taxes	0.18	0.02	0.02	0.07	0.18
Communication expenses	0.11	0.15	0.23	0.28	0.44
Legal and professional fees	0.77	0.68	0.68	8.58	1.79
Rent and other charges[1]	3.23	2.38	2.77	3.11	2.98
Electricity expenses	0.28	0.31	0.37	0.28	0.37
Repair & maintenance	0.98	1.28	1.99	2.05	1.60
Recruitment expenses	0.00	0.00	0.00	-	0.03
Printing and stationery	0.09	0.09	0.07	0.06	0.22
Travelling and conveyance	0.57	0.59	0.78	0.99	0.99
Business promotion	-	-	0.00	-	-
Auditor's remuneration	0.08	0.08	0.08	0.01	0.01
Provision for loan assets /Bad debts written off(net of recovery)	68.37	128.74	116.97	7.46	12.46
Contingent provision against standard assets / Provision for loan assets / Bad debts written off(net of recoveries) [2] & (Refer Note 35)	-	-	-	0.37	2.08
Expenditure on corporate social responsibility[3]	1.12	0.64	1.08	0.32	-
Trusteeship fees	0.07	0.03	0.01	0.01	-
Membership fees	0.02	0.00	0.00	-	-
Advertisement expenses	0.01	0.00	-	-	0.40
Miscellaneous expenses	0.03	0.05	0.24	0.07	0.05
As per Statement of Profit and Loss	**154.62**	**163.66**	**126.33**	**24.16**	**24.25**

(1) The Company has taken office premises on Lease and Leave & License basis at various locations in India. Lease rent / License fees aggregating to Rs. 3.23 Crores (2016-17 Rs. 2.38 Crores, 2015-16 Rs. 2.77 Crores, 2014-15 Rs. 3.11 Crores, 2013-14 Rs.2.98 Crores) in respect of the same have been charged to the Statement of Profit and Loss. The agreements are executed for periods ranging from 11 months to 9 years (2016-17: 11 months to 6 years, 2015-16: 11 months to 6 years, 2014-15: 11 months to 6 years and 2013-14: 11 months to 6 years) with a renewable clause. In many cases, the agreements also provide for termination at will by either party by giving a prior notice period between 30 to 90 days. The minimum lease rentals outstanding as at March 31, 2018, are as under:

	Minimum Lease Rentals				
Particulars	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Within one year	2.00	1.23	1.85	1.53	3.01
One to five years	5.06	3.06	4.45	1.80	4.11
Above five years	2.85	0.16	0.33	0.11	0.23
	9.90	4.46	6.64	3.44	7.35

(2) Contingent provision against standard assets / provision for loan assets / bad debts written off (net of recoveries) includes;

Particulars	For the year ended March 31, 2018 Amount (Rs. In Crore)	For the year ended March 31, 2017 Amount (Rs. In Crore)	For the year ended March 31, 2016 Amount (Rs. In Crore)	For the year ended March 31, 2015 Amount (Rs. In Crore)	For the year ended March 31, 2014 Amount (Rs. In Crore)
Contingent provisions against standard assets	20.21	6.63	-	-	-
Provision for loan assets / bad debt / advances written off*	48.16	122.11	-	-	-
Total	68.37	128.74	-	-	-

*Net of bad debt recovery of Rs. 2.91 Crores (netted of by bad debt /advances written off of Rs. 1.11 Crores) [(2016-17 net of bad debt recovery of Rs. 0.24 Crore (Netted of by bad debt /advances written off of Rs. 83.55 Crores), 2015-16 Rs. Nil, 2014-15 Rs. Nil and 2013-14 Rs. Nil].

(3) In respect of Corporate social responsibility activities, gross amount required to be spent by the Company during the year was Rs. 1.12 Crores (2016-17 Rs. 0.64 Crore, 2015-16 Rs. 1.08 Crores, 2014-15 Rs. 0.32 Crore, 2013-14 Rs.Nil) and Company has paid/spent Rs. 1.12 Crores (2016-17 Rs. 0.64 Crore, 2015-16 Rs. 1.08 Crores, 2014-15 Rs. 0.32 Crore, 2013-14 Rs. Nil)

VIJAY SADANA ASSOCIATES Chartered Accountants

Annexure V

Note - 24

(a)(i) Term Loans from banks as at March 31, 2018 includes[1]:

Particulars	As at March 31, 2018 (Rs. In Crore)
Term loan taken from bank(s), This loan is repayable in quarterly installment with moratorium period of 6 month from the date of disbursement. The balance tenure for this loan is 6 months from the Balance Sheet date.[1]	27.78
Term loan taken from bank(s), These loans are repayable in quarterly installment from the date of disbursement. The balance tenure for these loans is 18 months (average) from the Balance Sheet date.[1]	114.58
Term loan taken from bank(s), This loan is repayable in yearly installment with the moratorium period of 3 years from the date of disbursement. The balance tenure for this loan is 53 months from the Balance Sheet date.[1]	830.00
Term loan taken from bank(s), These loans are repayable in half yearly installment with moratorium period of 2 years from the date of disbursement. The balance tenure for these loans is 33 months (average) from the Balance Sheet date.[1]	100.00
Term loan taken from bank(s), These loans are repayable in quarterly installment with moratorium period of 1 year from the date of disbursement. The balance tenure for these loans is 30 months (average) from the Balance Sheet date.[1]	300.00
Term loan taken from bank(s), These loans are repayable in quarterly installment with moratorium period of 1 year from the date of disbursement. The balance tenure for these loans is 63 months (average) from the Balance Sheet date.[1]	575.00
Term loan taken from bank(s), These loans are repayable in yearly installment with the moratorium period of 2 years from the date of disbursement. The balance tenure for these loans is 47 months (average) from the Balance Sheet date.[1]	1,300.00
Term loan taken from bank(s), These loans are repayable in yearly installment with the moratorium period of 2 years from the date of disbursement. The balance tenure for these loans is 48 months (average) from the Balance Sheet date.[2]	506.57
Term loan of taken from bank(s), These loans are repayable in bullet at the end of the tenure from the date of disbursement. The balance tenure for these loans is 5 months (average) from the Balance Sheet date.[2]	203.07
Total	**3,957.00**

* Includes current maturity of long term debt

(a)(ii) Term Loans from banks as at March 31, 2017 includes[1]:

Particulars	As at March 31, 2017 (Rs. In Crore)
Term loan taken from bank(s), This loan is repayable in quarterly installment with moratorium period of 6 month from the date of disbursement. The balance tenure for this loan is 18 months from the Balance Sheet date.[1]	83.33
Term loan taken from bank(s), These loans are repayable in quarterly installment from the date of disbursement. The balance tenure for these loans is 27 months (average) from the Balance Sheet date.[1]	116.67
Term loan taken from bank(s), This loan is repayable in yearly installment with the moratorium period of 3 years from the date of disbursement. The balance tenure for this loan is 61 months from the Balance Sheet date.[1]	200.00
Term loan taken from bank(s), These loans are repayable in yearly installment with the moratorium period of 2 years from the date of disbursement. The balance tenure for these loans is 44 months (average) from the Balance Sheet date.[1]	800.00
Term loan taken from bank(s), This loan is repayable in yearly installment with the moratorium period of 2 years from the date of disbursement. The balance tenure for this loan is 61 months from the Balance Sheet date.[2]	99.07
Total	**1,299.07**

* Includes current maturity of long term debt
(1) Linked to reference rate used by respective lenders
(2) Linked to Libor

(a)(iii) Term Loans from banks as at March 31, 2016 includes:

Particulars	As at March 31, 2016 (Rs. In Crore)
Term Loan taken from Bank(s), This loan is repayable in quarterly installment with moratorium period of 6 month from the date of disbursement. The balance tenure for these loans is 30 months from the Balance Sheet date.	138.89
Term Loan taken from Bank(s), This loan is repayable in yearly installment from the date of disbursement. The balance tenure for this loan is 12 months from the Balance Sheet date.	33.33
Term Loan taken from Bank(s), This loan is repayable in yearly installment with the moratorium period of 2 years from the date of disbursement. The balance tenure for this loan is 45 months from the Balance Sheet date.	150.00
Term Loan taken from Bank(s), This loan are repayable in yearly installment with the moratorium period of 2 years from the date of disbursement. The balance tenure for this loan is 48 months from the Balance Sheet date.	150.00
Total	**472.22**

* Includes current maturity of long term debt
(1) Linked to reference rate used by respective lenders
(2) Linked to Libor

(a)(iv) Term Loans from banks as at March 31, 2015 includes:

Particulars	As at March 31, 2015 (Rs. In Crore)
This loan is secured by way of hypothecation on book debts/receivables and current assets.This loan is repayable in 18 equal quarterly installments after a moratorium period of 6 months from the date of disbursement. The balance tenure for this loan is 42 months from the Balance Sheet date.	194.44
This loan is secured by way of hypothecation on book debts/receivables. This loan is repayable in 3 yearly installments from the end of the first year from the date of disbursement. The balance tenure for this loan is 24 months from the Balance Sheet date.	66.67
This loan is secured by way of hypothecation on book debts/receivables. This loan is repayable in 3 yearly installments from the end of the third year from the date of first disbursement. The balance tenure for this loan is 57 months from the Balance Sheet date.	150.00
This loan is secured by way of hypothecation on book debts/receivables. This loan is repayable in 3 yearly installments from the end of the third year from the end of the moratorium period of 24 months from the date of disbursement. The balance tenure for this loan is 60 months from the Balance Sheet date.	150.00
	561.11

* Includes current maturity of long term debt

AJAY SARDANA ASSOCIATES
Chartered Accountants

Annexure V

Note - 24 (continued)

(a)(v) Term Loans from banks as at March 31, 2014 includes:

Particulars	As at March 31, 2014 (Rs. In Crore)
This loan is secured by way of hypothecation on book debts/receivables and current assets.This loan is repayable in 18 equal quarterly installments with a moratorium period of 6 months from the date of disbursement. The balance tenure for this loan is 54 months from the Balance Sheet date.*	250.00
This loan is secured by way of hypothecation on book debts/receivables. This loan is repayable in 3 yearly installments from the end of the first year from the date of disbursement. The balance tenure for this loan is 36 months from the Balance Sheet date.*	100.00
This loan is secured by hypothecation of first exclusive charge on receivable and current assets (including cash and cash equivalents) of the Company. This loan is repayable in bullet at the end of the tenure.The balance tenure for this loan is 33 months from the Balance Sheet date.	11.35
Total	**361.35**

* Includes current maturity of long term debt

(b) Subordinated debt (unsecured) (repayable at par)

Particulars	As at March 31, 2018 (Rs. In Crore)	As at March 31, 2017 (Rs. In Crore)	As at March 31, 2016 (Rs. In Crore)	As at March 31, 2015 (Rs. In Crore)	As at March 31, 2014 (Rs. In Crore)
8.45% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on November 08, 2027	60.00	-	-	-	-
8.45% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on November 30, 2027	40.00	-	-	-	-
8.45% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on January 05, 2028	50.00	-	-	-	-
8.85% Subordinated Debt of Face value of Rs. 100,000 each Redeemable on March 28, 2028	100.00	-	-	-	-
Total	**250.00**	-	-	-	-

Note - 25

Contingent Liability and Commitments :

i) Contingent liabilities not provided for in respect of:

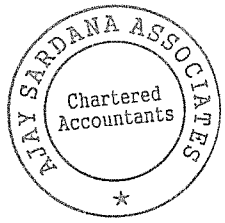
(a) Income tax of Rs. Nil (2016-17 Rs. 0.06 Crore, 2015-16 Rs. 0.06 Crore, 2014-15 Rs. Nil, 2013-14 Rs.NiL) with respect to Financial Year 2012-13 on account of disallowance U/s 37 of the Income Tax Act,1961 against which the Company had preferred an appeal before the Commissioner of Income Tax (Appeals). The said appeal was voluntarily withdrawn by the Company and accordingly, the said appeal was dismissed by the Commissioner of Income Tax (Appeals) during the year ended March 31, 2018.

(b) There are no other contingent liabilities to be reported as at March 31, 2018 (2016-17 Rs. Nil, 2015-16 Rs. Nil , 20114-15 Rs. Nil , 2013-14 Rs. Nil).

ii) Capital commitments not provided for:

(a) Capital commitments (net of capital advances Rs. 0.47 Crore (2016-17 Rs. 0.02 Crore, 2015-16 Rs. 8.03 Crores, 2014-15 Rs. 0.22 Crore, 2013-14 Rs. 0.03 Crores) on account of contracts remaining to be executed and not provided for, are estimated at Rs. 5.13 Crores (2016-17 Rs. 0.00 Crores, 2015-16 Rs. 2.80 Crores, 2014-15 Rs. 0.24 Crores, 2013-14 Rs. 0.04 Crores).

(b) There are no other commitments to be reported as at March 31, 2018 (2016-17 Rs. Nil, 2015-16 Rs. Nil, 2014-15 Rs. Nil, 2013-14 Rs. Nil).



Annexure V

Note - 26
As at March 31, 2018
Employees Stock Options Plans of Indiabulls Housing Finance Limited ("the Holding Company" "IHFL"):

(a) Stock option plans of the erstwhile Holding Company including plans in lieu of stock options plans of its erstwhile subsidiary Indiabulls Credit Services Limited transferred under the Court approved Plan of Arrangement:

ERSTWHILE PLANS	New PLANS*
1. IBFSL – ICSL Employees Stock Option Plan 2006	IHFL- IBFSL Employees Stock Option Plan 2006
2. IBFSL - ICSL Employees Stock Option Plan II – 2006	IHFL - IBFSL Employees Stock Option Plan II – 2006
3. Employees Stock Option Plan 2008	IHFL - IBFSL Employees Stock Option – 2008

*The name of the plans has been revised by the approval of the Shareholders of the Holding Company in the 8th Annual General Meeting held on July 1, 2013.

(b) Indiabulls Housing Finance Limited Employees Stock Option Plan-2013
The members of IHFL at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 plan consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of IHFL to be issued in one or more tranches to its eligible employees or to eligible employees of its subsidiaries / step down subsidiaries . The Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on October 11, 2014, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 394.75, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on October 10, 2014 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. October 11, 2015, whereby the options vest on each vesting date as per the vesting schedule provided in the Plan.

During the current financial year the Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on August 10, 2017, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 1,156.50, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on August 10, 2017 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. August 12, 2018, whereby the options vest on each vesting date as per the vesting schedule provided in the Scheme

During the current financial year the Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on March 24, 2018, granted, 100,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 1,200.40, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on March 23, 2018 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. March 25, 2019, whereby the options vest on each vesting date as per the vesting schedule provided in the Scheme.

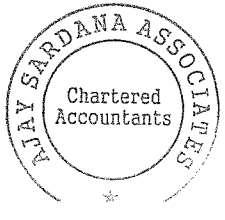
(c) The other applicable disclosures in respect of the Stock Option Plans of the Holding Company are as under:-

Particulars	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008- Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option – 2008 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 -Regrant
Total Options under the Plan	720,000	7,500,000	39,000,000	39,000,000	39,000,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	720,000	7,500,000	10,500,000	10,500,000	100,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year	N.A.	N.A.	N.A.	N.A.	N.A.
First Vesting Date	1st November, 2008	8th December, 2009	12th October, 2015	12th August, 2018	25th March, 2019	31st December, 2010	16th July, 2011	27th August, 2010	11th January, 2012	27th August, 2010
Revised Vesting Period & Percentage	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	N.A.	NA	NA	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	100	95.95	394.75	1156.50	1200.40	125.9	158.5	95.95	153.65	100.00
Exercisable Period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	16,344	724,178	6,695,081	10,500,000	100,000	19,710	78,610	158,000	6,000	87,600
Regrant Addition	N.A	N.A	N.A	N.A	N.A.	N.A	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A	N.A	N.A	N.A	N.A	December 31, 2009	July 16, 2010	August 27, 2009	January 11, 2011	August 27, 2009
Options vested during the year (Nos.)	-	411,715	2,032,400	-	-	6,390	19,440	39,500	1,500	21,900
Exercised during the year (Nos.)	15,192	383,124	2,132,700	-	-	4,140	20,290	79,000	1,500	43,800
Expired during the year (Nos.)	-	-	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-	-	-
Lapsed during the year	-	930	14,000	-	-	-	-	-	-	-
Re-granted during the year	-	-	-	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Outstanding at the end of the year (Nos.)	1,152	340,124	4,548,381	10,500,000	100,000	15,570	58,320	79,000	4,500	43,800
Exercisable at the end of the year (Nos.)	1,152	134,263	497,581	-	-	2,790	-	-	-	-
Remaining contractual Life (Weighted Months)	43	63	70	88	96	72	75	71	69	71

N.A - Not Applicable

Indiabulls Financial Services Limited (IBFSL) and its erstwhile subsidiary, Indiabulls Credit Services Limited had announced the above ESOS/ESOP plans for its employees and the employees of other group companies wherein each option represents one Equity Share of the Holding Company. The Company had adopted the ESOS/ESOP plan in respect of its employees. A Compensation Committee constituted by the Board of Directors of the Holding Company administers each of the above plans.

There is no impact on the Company's net profit and earnings per share in respect of the above plans had the compensation cost for the stock options granted been determined based on the fair value approach.



Annexure V

Note - 26 (continued)

As at March 31, 2017
Employees Stock Options Plans of Indiabulls Housing Finance Limited ("the Holding Company" "IHFL"):

(a) Stock option plans of the erstwhile Holding Company including plans in lieu of stock options plans of its erstwhile subsidiary Indiabulls Credit Services Limited transferred under the Court approved Plan of Arrangement:

ERSTWHILE PLANS	New PLANS*	
1. IBFSL – ICSL Employees Stock Option Plan 2006	IHFL- IBFSL Employees Stock Option Plan 2006	
2. IBFSL - ICSL Employees Stock Option Plan II – 2006	IHFL - IBFSL Employees Stock Option Plan II – 2006	
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(b) Indiabulls Housing Finance Limited Employees Stock Option Plan-2013
The members of IHFL at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 plan consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of IHFL to be issued in one or more tranches to its eligible employees or to eligible employees of its subsidiaries / step down subsidiaries . The Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on October 11, 2014, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 394.75, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on October 10, 2014 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. October 11, 2015, whereby the options vest on each vesting date as per the vesting schedule provided in the Plan.

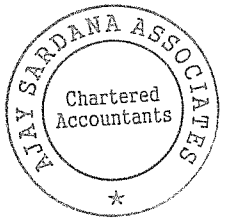
(c) The other applicable disclosures in respect of the Stock Option Plans of the Holding Company are as under:-

Particulars	IHFL-IBFSL Employees Stock Option Plan – 2006	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008-Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option – 2009 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 -Regrant
Total Options under the Plan	1,440,000	720,000	7,500,000	39,000,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	1,440,000	720,000	7,500,000	10,500,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Date	1st April	1st November	8th December	12th October	31st December	16th July	27th August	11th January	27th August
Revised Vesting Period & Percentage	Eight years, 12% each year for 7 years and 16% during the 8th year	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	N.A.	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	41.67	100.00	95.95	394.75	125.90	158.5	95.95	153.65	100.00
Exercisable Period	4 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	58,536	46,422	1,228,919	8,686,025	33,840	97,810	237,000	7,500	131,400
Regrant Addition	N.A	N.A	N.A	N.A	N.A	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A	N.A	N.A	N.A	December 31, 2009	July 16, 2010	August 27, 2009	January 11, 2011	August 27, 2009
Options vested during the year (Nos.)	55,656	24,168	412,335	2,062,000	6,390	19,440	39,500	1,500	21,900
Exercised during the year (Nos.)	55,656	29,682	493,666	1,830,144	11,430	19,200	79,000	1,500	43,800
Expired during the year (Nos.)	-	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-	-
Lapsed during the year	2,880	396	11,075	160,800	2,700	-	-	-	-
Re-granted during the year	-	-	-	-	N.A	N.A	N.A	N.A	N.A
Outstanding at the end of the year (Nos.)	-	16,344	724,178	6,695,081	19,710	78,610	158,000	6,000	87,600
Exercisable at the end of the year (Nos.)	-	16,344	105,672	597,881	540	850	39,500	-	21,900
Remaining contractual Life (Weighted Months)	NA	49	70	76	80	81	71	87	71

N.A - Not Applicable

Indiabulls Financial Services Limited (IBFSL) and its erstwhile subsidiary, Indiabulls Credit Services Limited had announced the above ESOS/ESOP plans for its employees and the employees of other group companies wherein each option represents one Equity Share of the Holding Company. The Company had adopted the ESOS/ESOP plan in respect of its employees. A Compensation Committee constituted by the Board of Directors of the Holding Company administers each of the above plans.

There is no impact on the Company's net profit and earnings per share in respect of the above plans had the compensation cost for the stock options granted been determined based on the fair value approach.



Annexure V

Note - 26 (continued)

As At March 31, 2016
Employees Stock Options Plans of Indiabulls Housing Finance Limited ("the Holding Company" "IHFL"):

(a) Stock option plans of the erstwhile Holding Company including plans in lieu of stock options plans of its erstwhile subsidiary Indiabulls Credit Services Limited transferred under the Court approved Plan of Arrangement:

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3. Employees Stock Option Plan 2008	IHFL - IBFSL Employees Stock Option – 2008

*The name of the plans has been revised by the approval of the Shareholders of the Holding Company in the 8th Annual General Meeting held on July 1, 2013.

(b) Indiabulls Housing Finance Limited Employees Stock Option Plan-2013
The members of IHFL at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 plan consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of IHFL to be issued in one or more tranches to its eligible employees or to eligible employees of its subsidiaries / step down subsidiaries . The Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on October 11, 2014, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 394.75, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on October 10, 2014 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. October 11, 2015, whereby the options vest on each vesting date as per the vesting schedule provided in the Plan.

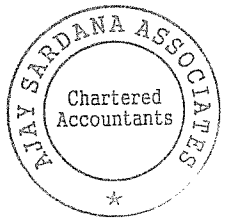
(c) The other applicable disclosures in respect of the Stock Option Plans of the Holding Company are as under:-

Particulars	IHFL-IBFSL Employees Stock Option Plan – 2006	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008- Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option – 2008 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 -Regrant
Total Options under the Plan	1,440,000	720,000	7,500,000	39,000,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	1,440,000	720,000	7,500,000	10,500,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Date	1st April	1st November	8th December	12th October	31st December	16th July	27th August	11th January	27th August
Revised Vesting Period & Percentage	Eight years, 12% each year for 7 years and 16% during the 8th year	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	N.A.	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	41.67	100.00	95.95	394.75	125.90	158.5	95.95	153.65	100.00
Exercisable Period	4 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	104,526	63,126	1,596,088	10,468,000	37,440	123,450	237,000	10,700	131,400
Regrant Addition	N.A	N.A	N.A	N.A	N.A	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A	N.A	N.A	N.A	December 31, 2009	July 16, 2010	August 27, 2009	January 11, 2011	August 27, 2009
Options vested during the year (Nos.)	44,334	21,753	417,300	2,088,400	6,840	19,440	39,500	1,500	21,900
Exercised during the year (Nos.)	45,414	13,464	357,731	1,706,375	3,600	19,640		3,200	-
Expired during the year (Nos.)	-	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-	-
Lapsed during the year	576	3,240	9,438	75,600	-	6,000	-	-	-
Re-granted during the year	-	-	-	-	N.A	N.A	N.A	N.A	N.A
Outstanding at the end of the year (Nos.)	58,536	46,422	1,228,919	8,686,025	33,840	97,810	237,000	7,500	131,400
Exercisable at the end of the year (Nos.)	-	22,254	189,153	382,025	6,480	610	79,000	-	43,800
Remaining contractual Life (Weighted Months)	48	58	73	83	80	87	71	93	71

N.A - Not Applicable

Indiabulls Financial Services Limited (IBFSL) and its erstwhile subsidiary, Indiabulls Credit Services Limited had announced the above ESOS/ESOP plans for its employees and the employees of other group companies wherein each option represents one Equity Share of the Holding Company. The Company had adopted the ESOS/ESOP plan in respect of its employees. A Compensation Committee constituted by the Board of Directors of the Holding Company administers each of the above plans.

There is no impact on the Company's net profit and earnings per share in respect of the above plans had the compensation cost for the stock options granted been determined based on the fair value approach.



Annexure V

Note - 26 (continued)

As At March 31, 2015
Employees Stock Options Schemes of Indiabulls Housing Finance Limited ("the Holding Company" "IHFL"):

(a) Stock option schemes of the erstwhile Holding Company including schemes in lieu of stock options schemes of its erstwhile subsidiary Indiabulls Credit Services Limited transferred

ERSTWHILE PLANS	New PLANS*
1. IBFSL – ICSL Employees Stock Option Plan 2006	IHFL- IBFSL Employees Stock Option Plan 2006
2. IBFSL - ICSL Employees Stock Option Plan II – 2006	IHFL - IBFSL Employees Stock Option Plan II – 2006
3. Employees Stock Option Plan 2008	IHFL - IBFSL Employees Stock Option – 2008

*The name of the schemes has been revised by the approval of the Shareholders of the Holding Company in the 8th Annual General Meeting held on July 1, 2013.

(b) Indiabulls Housing Finance Limited Employees Stock Option Scheme-2013
The members of IHFL at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 scheme consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of IHFL to be issued in one or more tranches to its eligible employees or to eligible employees of its subsidiaries / step down subsidiaries . The Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on October 11, 2014, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 394.75, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on October 10, 2014 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. October 11, 2015, whereby the options vest on each vesting date as per the vesting schedule provided in the Scheme

(c) The other applicable disclosures in respect of the Stock Option Schemes of the Holding Company are as under:-

Particulars	IHFL-IBFSL Employees Stock Option Plan – 2006	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008- Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option – 2008 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 -Regrant
Total Options under the Scheme	1,440,000	720,000	7,500,000	39,000,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	1,440,000	720,000	7,500,000	10,500,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Date	1st April	1st November	8th December	11th October	31st December	16th July	27th August	11th January	27th August
Revised Vesting Period & Percentage	Eight years, 12% each year for 7 years and 16% during the 8th year	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	N.A.	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	41.67	100.00	95.95	394.75	125.90	158.5	95.95	153.65	100.00
Exercisable Period	4 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	205,668	99,951	2,324,002	10,500,000	58,050	143,550	276,500	148,500	153,300
Regrant Addition	N.A	N.A	N.A	N.A	N.A	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A	N.A	N.A	N.A	December 31, 2009	July 16, 2010	August 27, 2009	January 11, 2011	August 27, 2009
Options vested during the year (Nos.)	60,534	25,581	420,310	-	6,840	20,440	39,500	1,500	21,900
Exercised during the year (Nos.)	57,294	29,145	471,874	-	20,610	20,100	39,500	5,300	21,900
Expired during the year (Nos.)	-	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-	-
Lapsed during the year	43,848	7,680	256,040	32,000	-	-	-	132,500	-
Re-granted during the year	-	-	-	-	N.A	N.A	N.A	N.A	N.A
Outstanding at the end of the year (Nos.)	104,526	63,126	1,596,088	10,468,000	37,440	123,450	237,000	10,700	131,400
Exercisable at the end of the year (Nos.)	1,080	15,153	129,584	-	3,240	810	39,500	1,700	21,900
Remaining contractual Life (Weighted Months)	55	67	81	90	90	93	83	93	83

N.A - Not Applicable

Indiabulls Financial Services Limited (IBFSL) and its erstwhile subsidiary, Indiabulls Credit Services Limited had announced the above ESOS/ESOP schemes for its employees and the employees of other group companies wherein each option represents one Equity Share of the Holding Company. The Company had adopted the ESOS/ESOP scheme in respect of its employees. A Compensation Committee constituted by the Board of Directors of the Holding Company administers each of the above plans.

There is no impact on the Company's net profit and earnings per share in respect of the above schemes had the compensation cost for the stock options granted been determined based on the fair value approach.



Annexure V

Note - 26 (continued)

As At March 31, 2014
Employees Stock Options Schemes of Indiabulls Housing Finance Limited ("the Holding Company" "IHFL"):

(a) Stock option schemes of the erstwhile Holding Company including schemes in lieu of stock options schemes of its erstwhile subsidiary Indiabulls Credit Services Limited transferred under the Court approved Scheme of Arrangement:

ERSTWHILE ICSL PLANS	New PLANS*
1. IBFSL – ICSL Employees Stock Option Plan 2006	IHFL- IBFSL Employees Stock Option Plan 2006
2. IBFSL - ICSL Employees Stock Option Plan II – 2006	IHFL - IBFSL Employees Stock Option Plan II – 2006
3. Employees Stock Option Plan 2008	IHFL - IBFSL Employees Stock Option Plan – 2008

*The name of the schemes has been revised by the approval of the Shareholders of the Holding Company in the 8th Annual General Meeting held on July 1, 2013.

(b) IHFL ESOS-2013
The members of the Holding Company at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 scheme consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of the Holding Company to be issued in one or more tranches to eligible employees of the Holding Company or to eligible employees of its subsidiaries. The same has not yet been granted till March 31, 2014.

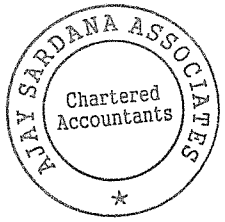
(c) The other applicable disclosures in respect of the Stock Option Schemes of the Holding Company are as under:-

Particulars	IHFL-IBFSL Employees Stock Option Plan 2006	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option Plan - 2008	IHFL-IBFSL Employees Stock Option Plan - 2008 -Regrant	IHFL-IBFSL Employees Stock Option Plan - 2008-Regrant	IHFL-IBFSL Employees Stock Option Plan 2006- Regrant	IHFL-IBFSL Employees Stock Option Plan - 2008-Regrant	IHFL-IBFSL Employees Stock Option Plan II - 2006-Regrant
Total Options under the Scheme	1,440,000	720,000	7,500,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	1,440,000	720,000	7,500,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Date	1st April	1st November	8th December	31st December	16th July	27th August	11th January	27th August
Revised Vesting Period & Percentage	Eight years, 12% each year for 7 years and 16% during the 8th year	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	41.67	100.00	95.95	125.90	158.50	95.95	153.65	100.00
Exercisable Period	4 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	296,910	132,762	3,043,559	87,915	171,720	316,000	163,000	175,200
Regrant Addition	N.A	N.A	N.A	N.A	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A	N.A	N.A	December 31, 2009	July 16, 2010	August 27, 2009	January 11, 2011	August 27, 2009
Options vested during the year (Nos.)	63,558	25,581	480,588	9,840	20,440	39,500	20,000	21,900
Exercised during the year (Nos.)	78,570	27,693	626,693	2,250	20,170	39,500	14,500	21,900
Expired during the year (Nos.)	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-
Lapsed during the year	12,672	5,118	92,864	27,615	8,000	-	-	-
Re-granted during the year	-	-	-	N.A	N.A	N.A	N.A	N.A
Outstanding at the end of the year (Nos.)	205,668	99,951	2,324,002	58,050	143,550	276,500	148,500	153,300
Exercisable at the end of the year (Nos.)	3,888	21,489	186,803	17,010	470	39,500	8,500	21,900
Remaining contractual Life (Weighted Months)	60	72	87	82	99	89	103	89

N.A. - Not Applicable

IBFSL and its erstwhile subsidiary, Indiabulls Credit Services Limited had announced the above ESOS/ESOP schemes for its employees and the employees of other group companies wherein each option represents one Equity Share of the Holding Company. The Company had adopted the ESOS/ESOP scheme in respect of its employees. A Compensation Committee constituted by the Board of Directors of the Holding Company administers each of the above plans.

There is no impact on the Company's net profit and earnings per share as regards issue of the above schemes and their respective valuation methodology.



Annexure V

Note - 27

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at March 31, 2018 Amount (Rs. in crores)	As at March 31, 2017 Amount (Rs. in crores)	As at March 31, 2016 Amount (Rs. in crores)	As at March 31, 2015 Amount (Rs. in crores)	As at March 31, 2014 Amount (Rs. in crores)
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil	Nil	Nil	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil	Nil	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil	Nil	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil	Nil	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil	Nil	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil	Nil	Nil	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note - 28

Employee benefits:

(a) Defined contribution plans

Contributions are made to Government Provident Fund and Family Pension Fund, ESIC and other statutory funds which cover all eligible employees under applicable Acts. Both the employees and the Company make predetermined contributions to the Provident Fund and ESIC. The contributions are normally based on a certain proportion of the employee's salary. The Company has recognised an amount of Rs. 0.74 Crores (2016-17 Rs. 0.48 Crores, 2015-16 Rs. 0.24 Crores, 2014-5 Rs. 0.09 Crores and 2013-14 Rs. 0.0045 Crores) in the Statement of Profit and Loss towards Employers contribution for the above mentioned funds.

(b) Defined benefits plan

Provision for Gratuity and Compensated Absences for all employees is based upon actuarial valuation done at the end of every financial year/period. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. After the issuance of the Accounting Standard 15 (Revised 2005) - 'Employee Benefits', commitments are actuarially determined using the 'Projected Unit Credit' method. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.

Disclosures in respect of Gratuity and Compensated Absences:

Amount (Rs. In Crore)

Particulars	March 31, 2018		March 31, 2017		March 31, 2016		March 31, 2015		March 31, 2014	
	Gratuity (unfunded)	Compensated absences (unfunded)	Gratuity (unfunded)	Compensated absences (unfunded)	Gratuity (unfunded)	Compensated absences (unfunded)	Gratuity (unfunded)	Compensated absences (unfunded)	Gratuity (unfunded)	Compensated absences (unfunded)
Reconciliation of liability recognized in the Balance Sheet:										
Present value of commitments (as per actuarial valuation)	3.52	1.32	2.94	1.26	2.19	1.03	1.52	0.67	1.17	0.55
Fair value of plans	-	-	-	-	-	-	-	-	-	-
Net liability in the Balance Sheet (Actual)	3.52	1.32	2.94	1.26	2.19	1.03	1.52	0.67	1.17	0.55
Movement in net liability recognized in the Balance Sheet:										
Net liability as at beginning of the year	2.94	1.26	2.19	1.03	1.52	0.67	1.17	0.55	0.12	0.08
Net expense/(gain) recognized in the Statement of Profit and Loss	1.01	0.10	1.00	0.23	0.89	0.34	0.59	0.14	0.50	0.05
Less: Benefits paid during the year	(0.36)	-	(0.24)	-	(0.16)	-	(0.19)	-	(0.16)	-
Transferred from Indiabulls Finance Company Private Limited pursuant to Scheme of Arrangement (Refer Note:1)	-	-	-	-	0.29	0.16	-	-	-	-
Contribution during the year	-	-	-	-	-	-	-	-	-	-
Acquisition Adjustment (net of settlement amount)	(0.07)	(0.04)	-	-	(0.35)	(0.14)	(0.04)	(0.02)	0.70	0.42
Net liability as at end of the year	3.52	1.32	2.94	1.26	2.19	1.03	1.52	0.67	1.17	0.55
Expense recognized in the Statement of Profit and Loss										
Current service cost	0.55	0.24	0.55	0.29	-	-	-	-	0.29	0.17
Past service cost	0.16	-	-	-	0.52	0.32	0.36	0.20	-	-
Interest cost	0.22	0.09	0.17	0.08	0.14	0.07	0.10	0.05	0.01	0.01
Expected return on plan assets	-	-	-	-	-	-	-	-	-	-
Actuarial (gains)/ losses	0.09	(0.23)	0.27	(0.14)	0.22	(0.04)	0.13	(0.11)	0.20	(0.13)
Expense/(Income) charged to the Statement of Profit and Loss	1.01	0.10	1.00	0.23	0.89	0.34	0.59	0.14	0.50	0.05
Return on plan assets:					-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-	-	-	-	-
Actuarial (gains)/ losses	-	-	-	-	-	-	-	-	-	-
Actual return on plan assets	-	-	-	-	-	-	-	-	-	-
Reconciliation of defined-benefit commitments:										
As at beginning of the year	2.94	1.26	2.19	1.03	1.52	0.67	1.17	0.55	0.12	0.08
Current service cost	0.55	0.24	0.55	0.29	0.29	0.16	-	-	0.29	0.17
Past service cost	0.16	-	-	-	0.52	0.32	0.36	0.20	-	-
Interest cost	0.22	0.09	0.17	0.08	0.14	0.07	0.10	0.05	0.01	0.01
Less: Benefits paid during the year	0.36	-	0.24	-	0.16	-	0.19	-	0.16	-
Actuarial (gains)/ losses	0.09	(0.23)	0.27	(0.14)	0.22	(0.04)	0.13	(0.11)	0.20	(0.13)
Acquisition Adjustment (net of settlement amount)	(0.07)	(0.04)	-	-	(0.35)	(0.14)	(0.04)	(0.02)	0.70	0.42
Commitments as at end of the year	3.52	1.32	2.94	1.26	2.19	1.03	1.52	0.67	1.17	0.55
Reconciliation of plan assets:										
Plan assets as at beginning of the year	-	-	-	-	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-	-	-	-	-
Contributions during the year	-	-	-	-	-	-	-	-	-	-
Paid benefits	-	-	-	-	-	-	-	-	-	-
Actuarial (gains)/ losses	-	-	-	-	-	-	-	-	-	-
Plan assets as at end of the year	-	-	-	-	-	-	-	-	-	-

VIJAY SARDANA & ASSOCIATES Chartered Accountants

Annexure V

Note - 28
Employee benefits: (continued)

Amount (Rs. In Crore)

Experience adjustments:

Particulars	Gratuity (Unfunded)							
	Financial years							
	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
On plan liabilities gain/(loss)	(0.34)	0.02	(0.22)	(0.07)	(0.30)	N.A.	N.A.	N.A.
On plan assets gain/(loss)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Present value of benefit obligation	3.52	2.94	2.19	1.52	1.17	0.12	0.02	N.A.
Fair value of plan assets	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Excess of (obligation over plan assets)/plan assets over obligation	3.52	2.94	2.19	1.52	1.17	0.12	0.02	N.A.

Particulars	Compensated absences (Unfunded)							
	Financial years							
	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
On plan liabilities gain/(loss)	0.13	0.26	0.04	0.11	0.09	N.A.	N.A.	N.A.
On plan assets gain/(loss)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Present value of benefit obligation	1.32	1.26	1.03	0.67	0.55	0.08	0.01	N.A.
Fair value of plan assets	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Excess of (obligation over plan assets)/plan assets over obligation	1.32	1.26	1.03	0.67	0.55	0.08	0.01	N.A.

The actuarial calculations used to estimate commitments and expenses in respect of Gratuity and Compensated Absences are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expense.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Discount rate – gratuity and compensated absences	7.80%	7.35%	8.00%	8.25%	8.50%
Expected return on plan assets	N.A.	N.A.	N.A.	N.A.	N.A.
Expected rate of salary increase	6.00%	6.00%	6.00%	5.00%	5.00%
Mortality table	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)

N.A.: Not Applicable

The employer best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards Gratuity is Rs. 1.02 Crores (2016-17 Rs. 0.97 Crores, 2015-16 Rs. 0.90 Crores, 2014-15 Rs. 0.63 Crores, 2013-14 Rs. 0.50 Crores) and Compensated Absences is Rs. 0.39 Crores (2016-17 Rs. 0.40 Crores, 2015-16 Rs. 0.39 Crores, 2014-15 Rs. 0.24 Crores, 2013-14 Rs. 0.21 Crores) respectively.

Note 29
Segment information for the year ended March 31, 2018, as per Accounting Standard (AS)-17 "Segment Reporting" :
(a) Primary segment information (by business segment)

Amount (Rs.In Crore)

Particulars	Reporting period ended	Investing and financing related activities	Fee income based activity	Total
Segment Revenue#	2017-18	802.05	129.04	931.09
	2016-17	306.87	73.03	379.90
	2015-16	335.31	48.01	383.32
	2014-15	175.60	13.65	189.25
Segment Results	2017-18	249.99	128.63	378.62
	2016-17	6.56	72.66	79.21
	2015-16	16.66	47.64	64.30
	2014-15	19.19	13.65	32.84
Add: Unallocated income (net of other unallocated expenditure)	2017-18	-	-	-
	2016-17	-	-	-
	2015-16	-	-	-
	2014-15	-	-	-
Less: Unallocated expenditure (net of other unallocated income)	2017-18	-	-	1.20
	2016-17	-	-	(0.18)
	2015-16	-	-	1.26
	2014-15	-	-	0.94
Less: Income taxes and Deferred tax (credit)	2017-18	-	-	122.53
	2016-17	-	-	20.85
	2015-16	-	-	12.49
	2014-15	-	-	5.57
Profit after tax	2017-18	-	-	254.90
	2016-17	-	-	58.55
	2015-16	-	-	50.55
	2014-15	-	-	26.33
Segment Assets	2017-18	8,453.78	-	8,453.78
	2016-17	3,909.63	-	3,909.63
	2015-16	1,956.22	-	1,956.22
	2014-15	1,763.74	15.06	1,778.79
Unallocated Corporate Assets	2017-18	-	-	53.78
	2016-17	-	-	43.10
	2015-16	-	-	30.92
	2014-15	-	-	12.94

M. SARDANA ASSOCIATES Chartered Accountants

Annexure V

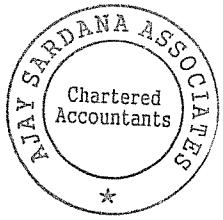
Note 29
Segment information for the year ended March 31, 2018, as per Accounting Standard (AS)-17 "Segment Reporting" : (continued)

(a) Primary segment information (by business segment) (continued)

Amount (Rs.In Crore)

Particulars	Reporting period ended	Investing and financing related activities	Fee income based activity	Total
Total Assets	2017-18	-	-	8,507.56
	2016-17	-	-	3,952.73
	2015-16	-	-	1,987.14
	2014-15	-	-	1,791.73
Segment Liabilities	2017-18	7,164.02	-	7,164.02
	2016-17	3,154.38	-	3,154.38
	2015-16	1,251.73	-	1,251.73
	2014-15	1,443.73	-	1,443.73
Unallocated Corporate Liabilities	2017-18	-	-	60.22
	2016-17	-	-	15.75
	2015-16	-	-	8.76
	2014-15	-	-	6.99
Total Liabilities	2017-18	-	-	7,224.24
	2016-17	-	-	3,170.13
	2015-16	-	-	1,260.50
	2014-15	-	-	1,450.72
Capital Expenditure	2017-18	0.77	-	0.77
	2016-17	16.28	-	16.28
	2015-16	9.38	-	9.38
	2014-15	0.29	-	0.29
Unallocated Capital Expenditure	2017-18	-	-	-
	2016-17	-	-	-
	2015-16	-	-	-
	2014-15	-	-	1.14
Total Capital Expenditure	2017-18	-	-	0.77
	2016-17	-	-	16.28
	2015-16	-	-	9.38
	2014-15	-	-	1.43
Depreciation / Amortisation	2017-18	3.08	-	3.08
	2016-17	1.73	-	1.73
	2015-16	0.36	-	0.36
	2014-15	0.11	-	0.11
Unallocated Depreciation	2017-18	-	-	1.45
	2016-17	-	-	0.35
	2015-16	-	-	0.23
	2014-15	-	-	0.13
Total Depreciation / Amortisation	2017-18	-	-	4.53
	2016-17	-	-	2.08
	2015-16	-	-	0.59
	2014-15	-	-	0.24
Non-Cash expenditure other than depreciation	2017-18	23.31	-	23.31
	2016-17	98.57	-	98.57
	2015-16	99.96	-	99.96
	2014-15	12.53	-	12.53
Unallocated Non-Cash expenditure other than depreciation	2017-18	-	-	-
	2016-17	-	-	-
	2015-16	-	-	-
	2014-15	-	-	-
Total Non-Cash Expenditure other than depreciation	2017-18	-	-	23.31
	2016-17	-	-	98.57
	2015-16	-	-	99.96
	2014-15	-	-	12.53

#Includes Dividend Income on units of Mutual Fund, Gain on Mutual Fund Investments and Profit on sale of current investments included in other income.
b) The Company operates solely in one Geographic segment namely "Within India" and hence no separate information for Geographic segment wise disclosure is required.
c) The Company's primary business activities are to carry on the business of investing and finance related activities and fee income which mainly comprises of financial service related Fee income from services and other related ancillary services.
d) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.
e) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as disclosed in Significant Accounting Policies (Refer Note 2) above.
(f) In respect of Financial year: 2013-2014, the Company's primary business segment is reflected based on principal business activities carried on by it. The Company is engaged in the single primary business segment of financing and related activities.The Company operates solely in one Geographic segment namely "Within India". No further disclosures are required under Accounting Standard 17, Segment Reporting, as notified under the Companies (Accounting Standards) Rules, 2006 as amended, other than those already provided in the financial statements.



Annexure V

Note - 30

Disclosures in respect of AS - 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended:

(a) Details of related parties:	2017-18	2016-17	2015-16	2014-15	2013-14
Description of relationship	Names of related parties	Names of related parties	Names of related parties	Names of related parties	Names of related parties
(i) Where control exists					
Holding company	Indiabulls Housing Finance Limited	Indiabulls Housing Finance Limited	Indiabulls Housing Finance Limited	Indiabulls Housing Finance Limited	Indiabulls Housing Finance Limited#
Subsidiary company	Indiabulls Asset Management Mauritius (w.e.f. July 18, 2016)	Indiabulls Asset Management Mauritius (w.e.f. July 18, 2016)	N.A.	N.A.	N.A.
Fellow subsidiary companies (including step down subsidiaries)	Indiabulls Advisory Services Limited	Indiabulls Advisory Services Limited	Indiabulls Advisory Services Limited	Indiabulls Advisory Services Limited	Indiabulls Advisory Services Limited
	Indiabulls Asset Reconstruction Company Limited (Subsidiary of Indiabulls Advisory Services Limited) upto October 2, 2016	Indiabulls Asset Reconstruction Company Limited (Subsidiary of Indiabulls Advisory Services Limited) upto October 2, 2016	Indiabulls Asset Reconstruction Company Limited (Subsidiary of Indiabulls Advisory Services Limited)	Indiabulls Asset Reconstruction Company Limited (Subsidiary of Indiabulls Advisory Services Limited)	Indiabulls Asset Reconstruction Company Limited ** (Subsidiary of Indiabulls Advisory Services Limited)
	Indiabulls Capital Services Limited	Indiabulls Capital Services Limited	Indiabulls Capital Services Limited	Indiabulls Capital Services Limited	Indiabulls Capital Services Limited
	Indiabulls Insurance Advisors Limited	Indiabulls Insurance Advisors Limited	Indiabulls Insurance Advisors Limited	Indiabulls Insurance Advisors Limited	Indiabulls Insurance Advisors Limited
	Nilgiri Financial Consultants Limited (Subsidiary of Indiabulls Insurance Advisors Limited)	Nilgiri Financial Consultants Limited (Subsidiary of Indiabulls Insurance Advisors Limited)	Nilgiri Financial Consultants Limited (Subsidiary of Indiabulls Insurance Advisors Limited)	Nilgiri Financial Consultants Limited (Subsidiary of Indiabulls Insurance Advisors Limited)	Nilgiri Financial Consultants Limited (Subsidiary of Indiabulls Insurance Advisors Limited)
	Indiabulls Asset Holding Company Limited	Indiabulls Asset Holding Company Limited	Indiabulls Asset Holding Company Limited	Indiabulls Asset Holding Company Limited	Indiabulls Asset Holding Company Limited
	Indiabulls Collection Agency Limited	Indiabulls Collection Agency Limited	Indiabulls Collection Agency Limited	Indiabulls Collection Agency Limited	Indiabulls Collection Agency Limited
	Indiabulls Asset Management Company Limited	Indiabulls Asset Management Company Limited	Indiabulls Asset Management Company Limited	Indiabulls Asset Management Company Limited	Indiabulls Asset Management Company Limited
	-	-	Indiabulls Finance Company Private Limited (Up to March 31, 2015) (Refer Note:1)	Indiabulls Finance Company Private Limited	Indiabulls Finance Company Private Limited
	Indiabulls Life Insurance Company Limited till December 8, 2017	Indiabulls Life Insurance Company Limited	Indiabulls Life Insurance Company Limited	Indiabulls Life Insurance Company Limited	Indiabulls Life Insurance Company Limited
	Indiabulls Trustee Company Limited	Indiabulls Trustee Company Limited	Indiabulls Trustee Company Limited	Indiabulls Trustee Company Limited	Indiabulls Trustee Company Limited
	Ibulls Sales Limited	Ibulls Sales Limited	Ibulls Sales Limited	Ibulls Sales Limited	Ibulls Sales Limited
	Indiabulls Holdings Limited	Indiabulls Holdings Limited	Indiabulls Holdings Limited	Indiabulls Holdings Limited	Indiabulls Holdings Limited
	Indiabulls Venture Capital Management Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Management Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Management Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Management Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Management Company Limited (Subsidiary of Indiabulls Holdings Limited)
	Indiabulls Venture Capital Trustee Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Trustee Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Trustee Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Trustee Company Limited (Subsidiary of Indiabulls Holdings Limited)	Indiabulls Venture Capital Trustee Company Limited (Subsidiary of Indiabulls Holdings Limited)
(ii) Other related parties					
Associate of holding company	Oaknorth Holdings Limited (w.e.f. November 13, 2015)	Oaknorth Holdings Limited (w.e.f. November 13, 2015)	Oaknorth Holdings Limited (w.e.f. November 13, 2015)	N.A.	N.A.
Key management personnel	Mr. Ajit Kumar Mittal – Non-Executive Chairman (with effect from August 14, 2017) (Whole Time Director upto August 14, 2017)	Mr. Ajit Kumar Mittal – (Whole Time Director)	Mr. Ajit Kumar Mittal – (Whole Time Director)	Mr. Ajit Kumar Mittal – (Whole Time Director) w.e.f. 30.09.2013	Mr. Ajit Kumar Mittal – (Whole Time Director) w.e.f. 30.09.2013
	Mr. Ripudaman Bandral – Managing Director (with effect from August 16, 2017)				
				Mr. Vivek Tukaram Sutar - Whole Time Director (Up to 30.09.2013)	Mr. Vivek Tukaram Sutar - Whole Time Director (Up to 30.09.2013)
				Mr. Ashok Kumar Sharma - Director	Mr. Ashok Kumar Sharma - Director
					Mr. Anil Malhan - Director
					Mr. Rajiv Rattan - individual exercising significant influence
					Mr. Sameer Gehlaut - individual exercising significant influence
					Mr. Saurabh Mittal - individual exercising significant influence
					Mr. Gagan Banga - individual exercising significant influence
	Mr.Ashish Kumar Jain - Chief Financial Officer	Mr.Ashish Kumar Jain - Chief Financial Officer	Mr.Ashish Kumar Jain - Chief Financial Officer		

The Board of directors of the IBFSL at their meeting held on April 27, 2012 had approved the Scheme of Arrangement involving merger of Indiabulls Financial Services Limited (IBFSL, the Holding Company) with Indiabulls Housing Finance Limited("IHFL") in terms of the provisions of Section 391 to 394 of the Indian Companies Act, 1956 (the "Scheme"). The appointed date of the proposed merger fixed under the Scheme was April 1, 2012. The Hon'ble High Court of Delhi, vide its order dated December 12, 2012, received by IHFL on February 8, 2013, approved the Scheme (Order). In terms of the court approved Scheme, with the filing of the copy of the Order, on March 08, 2013, with the office of The Registrar of Companies, NCT of Delhi & Haryana (the Effective Date), IBFSL, as a going concern, stands amalgamated with IHFL with effect from the Appointed Date, being April 1, 2012 . Consequent to the Scheme becoming effective, all the assets and liabilities of IBFSL stand merged with IHFL. Consequently IHFL has become the Holding Company of the Company effective April 1, 2012.

** Indiabulls Asset Reconstruction Company Limited ("IARCL") became subsidiary of Indiabulls Advisory Services Limited with effect from January 11, 2013. Prior to January 11, 2013 IARCL was an associate of IBFSL.

AJAY SARDANA ASSOCIATES Chartered Accountants

Annexure V

Note - 30

Disclosures in respect of AS - 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended: (continued)

(b) Significant transactions with related parties:

Amount (Rs.In Crore)

Nature of Transaction	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Finance					
Issue of Equity Shares					
Holding Company	250.00	-	-	-	-
Loan taken (Maximum balance outstanding at any time during the year)	-	-	-	-	-
Holding Company	1,640.00	1,450.00	792.15	187.85	562.00
Fellow Subsidiary Companies	14.88	10.95	8.82	-	-
Loan Given (Maximum balance outstanding at any time during the year)					
Fellow Subsidiary Companies	-	-	-	38.00	47.82
Issue of Commercial Papers					
Holding Company	-	-	-	147.96	231.43
Redemption of Commercial Papers					
Holding Company	-	-	-	525.00	235.00
Loans and advances					
Purchase of Loan Receivables	-	-	-	298.21	138.58
Total	1,904.88	1,460.95	800.97	1,197.02	1,214.83
Investments					
Investments in equity shares					
Subsidiary Company	0.65	0.20	-	-	-
Total	0.65	0.20	-	-	-
Income					
Interest Income					
Fellow Subsidiary Companies	-	-	-	0.16	0.41
Total	-	-	-	0.16	0.41
Expenses					
Interest expenses					
Holding Company	61.37	36.69	31.49	2.82	43.16
Fellow Subsidiary Companies	1.14	0.95	0.47	-	-
Interest on Commercial Papers					
Holding Company	-	-	-	3.50	3.57
Service charges	-	-	-	-	-
Holding Company	0.05	0.13	-	0.10	0.10
Salary / Remuneration (including perquisite and retirement benefits)	-	-	-	-	-
Key Management Personnel	1.37	-	-	-	-
Total	63.93	37.77	31.96	6.43	46.84
Other receipts and payments					
Employee benefits transfer received / (paid)(net)					
Holding Company	-	-	(0.49)	(0.37)	-
Purchase of investment in commercial paper					
Holding Company	-	-	79.36	-	-
Sale of Current Investments in Commercial Papers					
Holding Company	-	-	-	-	40.41
Total	-	-	78.87	(0.37)	40.41

(c) Statement of material transactions:

Amount (Rs.In Crore)

Particulars	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	For the year ended March 31, 2014
Issue of Equity Shares					
-Indiabulls Housing Finance Limited	250.00	-	-	-	-
Loan taken					
-Indiabulls Housing Finance Limited	1,640.00	1,450.00	792.15	187.85	562.00
-Nilgiri Financial Consultants Limited	14.88	10.95	8.82	-	-
Loan given					
- Indiabulls Life Insurance Company Limited	-	-	-	-	4.82
- Indiabulls Finance Company Private Limited	-	-	-	38.00	43.00
Purchase of Loan Receivables					
-Indiabulls Housing Finance Limited	-	-	-	298.21	138.58
Investment in equity shares					
-Indiabulls Asset Management Mauritius	0.65	0.20	-	-	-
Interest on loans given					
- Indiabulls Life Insurance Company Limited	-	-	-	-	0.33
- Indiabulls Finance Company Private Limited	-	-	-	0.16	0.08
Purchase of investment in commercial Paper					
-Indiabulls Housing Finance Limited	-	-	79.36	-	-
Interest on loans taken					
-Indiabulls Housing Finance Limited	61.37	36.69	31.49	2.82	43.16
-Nilgiri Financial Consultants Limited	1.14	0.95	0.47	-	-
Interest on Commercial Papers					
-Indiabulls Housing Finance Limited	-	-	-	3.50	3.57
Service charges					
-Indiabulls Housing Finance Limited	0.05	0.13	-	0.10	0.10
Issue of Commercial Papers					
-Indiabulls Housing Finance Limited	-	-	-	147.96	231.43
Redemption of Commercial Papers					
-Indiabulls Housing Finance Limited	-	-	-	525.00	235.00
Sale of Current Investments in Commercial Papers					
-Indiabulls Housing Finance Limited	-	-	-	-	40.41
Salary / Remuneration/Retiral Benefits to Managing Director					
Salary/Remuneration					
-Ripudaman Bandral	1.10	-	-	-	-
Retirement benefits transfer received / (paid) (net)					
-Ripudaman Bandral	0.27	-	-	-	-
-Indiabulls Housing Finance Limited	-	-	(0.49)	(0.37)	-

AJAY SARDANA ASSOCIATES
Chartered Accountants

Annexure V

Note - 30
Disclosures in respect of AS - 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended: (continued)

Amount (Rs.In Crore)

(d) Outstanding at year end:

Nature of Transaction	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Loans taken					
Holding Company					
Indiabulls Housing Finance Limited	80.00	-	104.47	-	11.35
Loans taken					
Fellow Subsidiary Companies					
- Indiabulls Finance Company Private Limited	-	-	-	-	43.00
Nilgiri Financial Consultants Limited	14.53	10.43	8.77	-	-
Amount receivable on assigned loans					
Holding Company					
Indiabulls Housing Finance Limited	0.43	0.46	0.21	8.20	0.03

In accordance with AS 18, disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed. Related Party relationships are given above are as identified by the Company and relied upon by the Auditors.

Note - 31
Earnings per share:
Basic earnings per share is computed by dividing the net profit/(loss) attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share are computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The number of equity shares and potential diluted equity shares are adjusted for stock split and bonus shares as appropriate.

Amount (Rs.In Crore)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Net Profit/(Loss) after tax (Rs.In crores)	254.90	58.56	50.55	26.32	24.46
Less: Provision for dividend on preference shares	2.25	2.25	2.25	2.25	2.25
Net Profit/(Loss) available for equity shareholders for computing Basic earnings per share (Rs.in crores)	252.65	56.30	48.30	24.08	22.22
Weighted average number of equity shares used for computing Basic earnings per share	4.62	4.28	4.28	1.00	1.00
Earnings per share – Basic (Rs. per share)	54.70	13.15	11.28	24.08	22.22
Net Profit/(Loss) available for equity shareholders for computing Diluted earnings per share (Rs. in crores)	254.90	58.55	50.55	26.33	24.47
Weighted average number of equity shares used for computing Diluted earnings per share	6.87	6.53	6.53	3.25	3.25
Earnings per share – Diluted (Rs. per share)	37.11	8.96	7.74	8.10	7.53
Nominal value of equity shares – (Rs. per share)	10.00	10.00	10.00	10.00	10.00

Note - 32
Disclosures in terms of Annex I Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company;

Amount (Rs.In Crore)

Particulars	March 31, 2018		March 31, 2017		March 31, 2016		March 31, 2015		March 31, 2014	
Liabilities side:	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:										
(a) Debentures : Secured[1]	309.48	Nil	42.65	Nil	Nil	Nil	Nil	Nil	Nil	Nil
: Unsecured	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(other than falling within the meaning of public deposits)	-	-	-	-	-	-	-	-	-	-
(b) Deferred Credits	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) Term Loans[2]	3,960.02	Nil	1,299.09	Nil	472.22	Nil	561.11	Nil	350.00	Nil
(d) Inter-corporate loans and borrowing	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-	Nil
(e) Commercial Paper	2,295.00	Nil	1,450.00	Nil	650.00	Nil	870.00	Nil	550.00	Nil
(f) Other Loans – (specify nature)										
– Overdraft Facility (including interest accrued but not due)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	150.13	Nil
– Loan from Holding Company	80.00	Nil	Nil	Nil	104.47	Nil	Nil	Nil	11.35	Nil
– Loan from Fellow Subsidiary	14.53	Nil	10.43	Nil	8.77	Nil	Nil	Nil	Nil	Nil
– Subordinate Debt[3]	254.22	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
– From Banks-Cash Credit Facility	51.41	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Includes interest accrued but not paid for Rs. 194,766,028 (2016-17 Rs. 26,480,549, 2015-16 Rs. Nil)
(2) Includes interest accrued but not paid for Rs. 30,200,153 (2016-17 Rs. 200,913, 2015-16 Rs. Nil)
(3) Includes interest accrued but not paid for Rs. 42,224,384 (2016-17 Rs. Nil, 2015-16 Rs. Nil)



Annexure V

Note - 32

Disclosures in terms of Annex I Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company (Continued)

Amount (Rs.In Crore)

Assets side:	Amount Outstanding				
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below:]					
(a) Secured	7,796.41	3,464.56	1,492.59	1,337.45	1,178.53
(b) Unsecured	16.35	52.10	114.09	150.75	137.49
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities					
(i) Lease assets including lease rentals under sundry debtors					
(a) Financial lease	Nil	Nil	Nil	Nil	Nil
(b) Operating lease	Nil	Nil	Nil	Nil	Nil
(ii) Stock on hire including hire charges under sundry debtors:					
(a) Assets on hire	Nil	Nil	Nil	Nil	Nil
(b) Repossessed Assets	Nil	Nil	Nil	Nil	Nil
(iii) Other loans counting towards AFC activities					
(a) Loans where assets have been repossessed	Nil	Nil	Nil	Nil	Nil
(b) Loans other than (a) above	Nil	Nil	Nil	Nil	Nil

Amount (Rs.In Crore)

(4) Break-up of Investments:	Amount Outstanding				
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Current Investments					
1. Quoted:					
(i) Shares : (a) Equity	54.99	Nil	Nil	Nil	Nil
(b) Preference	Nil	Nil	Nil	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil	Nil	Nil	Nil
(iii) Units of mutual funds	Nil	Nil	Nil	Nil	Nil
(iv) Government Securities	Nil	Nil	Nil	Nil	Nil
(v) Others (please specify)	Nil	Nil	Nil	Nil	Nil
2. Unquoted:					
(i) Shares : (a) Equity	Nil	Nil	Nil	Nil	Nil
(b) Preference	Nil	Nil	Nil	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil	Nil	Nil	Nil
(iii) Units of mutual funds	122.17	137.48	123.43	80.81	Nil
(iv) Government Securities	Nil	Nil	Nil	Nil	Nil
(v) Others (please specify)	Nil	Nil	Nil	Nil	Nil
Long Term investments :					
1. Quoted :					
(i) Shares : (a) Equity	Nil	Nil	Nil	Nil	Nil
(b) Preference	Nil	Nil	Nil	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil	Nil	Nil	Nil
(iii) Units of mutual funds	Nil	Nil	Nil	Nil	Nil
(iv) Government Securities	Nil	Nil	Nil	Nil	Nil
(v) Others (please specify)	Nil	Nil	Nil	Nil	Nil
2. Unquoted :					
(i) Shares : (a) Equity	0.85	0.20	Nil	Nil	Nil
(b) Preference	Nil	Nil	Nil	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil	Nil	Nil	Nil
(iii) Units of mutual funds	Nil	Nil	Nil	Nil	Nil
(iv) Government Securities	Nil	Nil	Nil	Nil	Nil
(v) Others (please specify)	Nil	Nil	Nil	Nil	Nil

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:

Amount (Rs.In Crore)

Category	Amount net of provisions								
	March 31, 2018			March 31, 2017			March 31, 2016		
	Secured	Unsecured	Total	Secured	Unsecured	Total	Secured	Unsecured	Total
1.Related Parties	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(a) Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) Other related parties	7,779.87	16.35	7,796.21	3,463.08	37.92	3,501.00	1,489.99	108.19	1,598.18
2. Other than related parties*	7,779.87	16.35	7,796.21	3,463.08	37.92	3,501.00	1,489.99	108.19	1,598.18
Total									

*Excludes Provision against loan assets of Rs. 16.55 Crores (2016-17 Rs 15.66 Crores, 2015-16 Rs. 8.50 Crores, 2014-15 Rs. 10.44 Crores and 2013-14 Rs. 2.78 Crores)

(5) Borrower group-wise classification of assets financed as in (2) and (3) above: (Continued)

Amount (Rs.In Crore)

Category	Amount net of provisions (Rs.)			Amount net of provisions		
	March 31, 2015			March 31, 2014		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1.Related Parties	Nil	Nil	Nil	Nil	Nil	Nil
(a) Subsidiaries	Nil	Nil	Nil	43.00	Nil	43.00
(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil
(c) Other related parties	1,337.45	117.42	1,454.88	1,135.53	115.55	1,251.08
2. Other than related parties*	1,337.45	117.42	1,454.88	1,178.53	115.55	1,294.08
Total						

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(iv) Government Securities

Disclosures in terms of Annex I Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company (Continued)

(6) Investor group-wise classification of all investments (Current and Long term) in shares and securities (both quoted and unquoted):

Amount (Rs.In Crore)

Category	March 31, 2018		March 31, 2017		March 31, 2016		March 31, 2015		March 31, 2014	
	Market Value / Break up or fair value or NAV (Rs.)	Book Value (Net of Provision) (Rs.)	Market Value / Break up or fair value or NAV (Rs.)	Book Value (Net of Provision) (Rs.)	Market Value / Break up or fair value or NAV (Rs.)	Book Value (Net of Provision) (Rs.)	Market Value / Break up or fair value or NAV (Rs.)	Book Value (Net of Provision) (Rs.)	Market Value / Break up or fair value or NAV (Rs.)	Book Value (Net of Provision) (Rs.)
1. Related Parties										
(a) Subsidiaries	0.85	0.85	0.20	0.20	Nil	Nil	Nil	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Other than related parties:										
Investment in equity shares(quoted)	58.70	54.99	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Investment in Units of mutual funds	122.17	122.17	137.48	137.48	123.43	123.43	80.81	80.81	Nil	Nil
Total	181.72	178.00	137.68	137.68	123.43	123.43	80.81	80.81	-	-

(7) Other information:

Amount (Rs.In Crore)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(i) Gross Non-Performing Assets					
(a) Related parties	Nil	Nil	Nil	Nil	Nil
(b) Other than related parties	49.49	63.54	38.74	30.53	18.50
(ii) Net Non-Performing Assets					
(a) Related parties	Nil	Nil	Nil	Nil	Nil
(b) Other than related parties	32.95	47.88	30.23	20.08	15.73

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the Auditors.

Note - 33

Disclosures in terms of Annex XII Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company;

(i) Disclosure of Capital to Risk Assets Ratio (CRAR):

Items	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
CRAR (%)	18.72%	20.49%	38.29%	19.08%	20.67%
CRAR - Tier I Capital (%)	15.26%	20.49%	38.29%	19.08%	20.67%
CRAR - Tier II Capital (%)	3.46%	0.00%	0.00%	0.00%	0.00%
Amount of subordinated debt raised as Tier-II capital (Rs in Crores)	0.00	Nil	Nil	Nil	Nil
Amount raised by issue of Perpetual Debt Instruments	Nil	Nil	Nil	Nil	Nil

(ii)(a) Exposure to Real Estate Sector:

Amount (Rs.In Crore)

Category	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Direct Exposure					
(a) Residential Mortgages -					
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Individual housing loans up to Rs.15 lakh are Rs. Nil (Previous year Rs. 0.59 Crore).	2.11	995.52	110.80	218.51	86.90
(b) 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 (NFB) limits;	7,628.04	2,248.04	1,060.16	531.17	267.41
(c) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -				Nil	Nil
(i) Residential	Nil	Nil	Nil		
(ii) Commercial Real Estate.	Nil	Nil	Nil	Nil	Nil
Total Exposure to Real Estate Sector	7,630.15	3,243.55	1,170.96	749.68	354.31

(ii)(b) Exposure to Capital Market:

Amount (Rs.In Crore)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(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;	172.98	-	29.78	-	-
(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;	-	-	-	-	-
(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;	15.53	10.37	7.47	30.36	109.59
(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;	-	-	-	-	-
(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	188.50	10.37	37.26	30.36	109.59

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Note - 33

Disclosures in terms of Annex XII Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company; (continued)

(iii) Maturity pattern of certain items of assets and liabilities:

Particulars	Reporting period ended	Amount(in Rs. crores)					
		Deposits	Advances	Investments	Borrowings	Foreign Currency assets	Foreign Currency Liabilities
1day to 30/31 days (one month)	2017-18	-	200.17	1.25	51.41	-	-
	2016-17	-	83.49	138.65	-	-	-
	2015-16		76.47	-	-	-	-
	2014-15	-	132.15	-	90.00	-	
	2013-14		100.54	-	90.00		
Over one month to 2 months	2017-18	-	142.59	142.17	410.00	-	-
	2016-17	-	135.60	-	-	-	-
	2015-16		21.32	123.43	260.00	-	-
	2014-15		24.73	80.81	158.00	-	
	2013-14		24.35	-	-		
Over 2 months to 3 months	2017-18	-	174.67	-	792.72	-	-
	2016-17	-	42.70	-	607.99	-	-
	2015-16		101.24	-	13.89	-	-
	2014-15		33.78	-	113.89	-	
	2013-14		110.09	-	143.89		
Over 3 months to 6 months	2017-18	-	365.77	63.99	272.74	-	5.55
	2016-17	-	119.93	-	27.99	-	3.47
	2015-16		72.95	-	13.89	-	-
	2014-15	-	69.83	-	13.89	-	
	2013-14		128.27	-	88.89		
Over 6 months to 1 year	2017-18	-	839.75	0.25	207.50	-	15.33
	2016-17	-	236.21	18.33	166.41	-	-
	2015-16		219.99	32.11	69.88	-	-
	2014-15		223.78	31.77	61.11	-	
	2013-14		158.72	19.08	136.11		
Over 1 year to 3 years	2017-18	-	2,555.98	-	1,935.77	-	-
	2016-17	-	948.30	-	1,352.26	-	-
	2015-16		674.67	-	777.80	-	-
	2014-15	-	587.59	-	766.44	-	
	2013-14		527.82	12.61	507.78		
Over 3 years to 5 years	2017-18	-	2,447.80	-	2,490.05	-	-
	2016-17	-	700.95	-	604.84	-	-
	2015-16		360.34	-	100.00	-	-
	2014-15		284.20	-	227.78	-	
	2013-14		181.89	-	94.68		
Over 5 years	2017-18	-	1,281.52	0.85	777.75	-	-
	2016-17	-	1,326.26	0.20	40.00	-	-
	2015-16		279.53	-	-	-	-
	2014-15	-	302.67	-	-	-	
	2013-14		104.73	-	-		
Total	2017-18	-	8,008.25	208.51	6,937.94	-	20.88
	2016-17	-	3,593.44	157.18	2,799.50	-	3.47
	2015-16	-	1,806.51	155.54	1,235.46	-	-
	2014-15	-	1,658.73	112.58	1,431.11	-	-
	2013-14	-	1,336.39	31.69	1,061.35	-	-

Note: In computing the above information certain estimates, assumptions and adjustments have been made by the Management for its regulatory submission which have been relied upon by the auditors.

(iv) Disclosures of Investments

Amount (Rs. In crores)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(1) Value of Investments					
(i) Gross Value of Investments					
a) In India	177.15	137.48	123.43	80.81	Nil
b) Outside India	0.85	0.20	Nil	Nil	Nil
(ii) Provision for Depreciation					
a) In India	Nil	Nil	Nil	Nil	Nil
b) Outside India	Nil	Nil	Nil	Nil	Nil
(iii) Net Value of Investments					
a) In India	177.15	137.48	123.43	80.81	Nil
b) Outside India	0.85	0.20	Nil	Nil	Nil
(2) Movement of provisions held towards depreciation on investments					
(i) Opening balance	Nil	Nil	Nil	Nil	Nil
(ii) Add: Provisions made during the year	Nil	Nil	Nil	Nil	Nil
(iii) Less: Write-off/write-back of excess provisions during the year	Nil	Nil	Nil	Nil	Nil
(iv) Closing balance	Nil	Nil	Nil	Nil	Nil

(v) Disclosures of Derivatives

(a) Forward Rate Agreement/Interest Rate Swap

Amount (Rs. In crores)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	As at March 31, 2015	As at March 31, 2014
(i) The notional principal of swap agreements	Nil	Nil	Nil	Nil	Nil
(ii) Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	Nil	Nil	Nil	Nil	Nil
(iii) Collateral required by the NBFC upon entering into swaps	Nil	Nil	Nil	Nil	Nil
(iv) Concentrations of credit risk arising from swaps	Nil	Nil	Nil	Nil	Nil
(v) The fair value of the swap book	Nil	Nil	Nil	Nil	Nil

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Note - 33
Disclosures in terms of Annex XII Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company; (continued)

(v) Disclosures of Derivatives (continued)

(b) Exchange Traded Interest Rate (IR) Derivatives #

Amount (Rs. In crores)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
(i) Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument-wise)	Nil	Nil	Nil	Nil
(ii) Notional principal amount of exchange traded IR derivatives outstanding (instrument-wise)	Nil	Nil	Nil	Nil
(iii) Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective"(instrument-wise)	Nil	Nil	Nil	Nil
(iv) Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective"(instrument-wise)	Nil	Nil	Nil	Nil

For year ended March 31, 2014 the above disclosure was not applicable

(c) Disclosures on Risk Exposure in Derivatives

Qualitative Disclosure

In the ordinary course of its business, the Company is exposed to risks resulting from changes in foreign currency exchange rates. It manages its exposure to these risks through derivative financial instruments. It uses derivative instruments such as forwards to manage these risks, in terms of its policy as approved by its Board of Directors which is consistent with its risk management strategy. These derivative instruments reduce the impact of both favourable and unfavourable fluctuations. The Company's risk management activities are subject to the management, direction and control of Risk Management Committee of its Board of Directors, which reports to the Board on the scope of its activities. The Company has appropriately segregated the functions and activities pertaining to its derivative transactions. All derivative transactions entered into by the Company are reported to the Board, and the mark-to-market gain/loss on its portfolio is monitored regularly by the senior management. As at March 31, 2018, the Company has seven forward exchange contracts outstanding and entered into, to hedge foreign currency risk on the notional principal amount of Rs 7,028,685,783 (Previous year Rs. 1,000,000,000) in respect of terms loans from banks.

Quantitative Disclosures #

Amount (Rs. In crores)

Particulars	March 31, 2018		March 31, 2017		March 31, 2016		March 31, 2015	
	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)								
For hedging	702.87	Nil	100.00	Nil	Nil	Nil	Nil	
(ii) Marked to Market Positions(1)								
(a) Asset(+)	9.64	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Liability(-)	Nil	Nil	(1.22)	Nil	Nil	Nil	Nil	Nil
(iii) Credit Exposure(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(iv) Unhedged Exposures	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

For year ended March 31, 2014 the above disclosure was not applicable

(vi)(a) Details of Financial Assets sold to Securtisation/Reconstruction Company for Asset Reconstruction

Amount (Rs. In crores)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(i) No. of accounts	Nil	Nil	Nil	Nil	Nil
(ii) Aggregate value (net of provisions) of accounts sold to SC/RC	Nil	Nil	Nil	Nil	Nil
(iii) Aggregate consideration	Nil	Nil	Nil	Nil	Nil
(iv) Additional consideration realized in respect of accounts transferred in earlier years	Nil	Nil	Nil	Nil	Nil
(v) Aggregate gain/loss over net book value	Nil	Nil	Nil	Nil	Nil

(vi)(b) Disclosures relating to Securitisation #

Amount (Rs. In crores)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
(1) Total amount of securitised assets	Nil	15.76	72.04	149.64
(2) Total amount of exposures retained by the NBFC to comply with MRR as on the date of balance sheet				
a) Off-balance sheet exposures				
* First loss	Nil	Nil	Nil	Nil
* Others	Nil	Nil	Nil	Nil
b) On-balance sheet exposures				
* First loss	Nil	Nil	Nil	Nil
* Others	Nil	Nil	Nil	Nil
(3) Amount of exposures to securitisation transactions other than MRR				
a) Off-balance sheet exposures				
i) Exposure to own securitisations				
* First loss	Nil	18.08	30.69	30.69
* loss			Nil	
ii) Exposure to third party securitisations				
* First loss	Nil	Nil	Nil	Nil
* Others	Nil	Nil	Nil	Nil
b) On-balance sheet exposures				
i) Exposure to own securitisations				
* First loss	Nil	Nil	Nil	Nil
* Others	Nil	Nil	Nil	Nil
ii) Exposure to third party securitisations				
* First loss	Nil	Nil	Nil	Nil
* Others	Nil	Nil	Nil	Nil

For year ended March 31, 2014 the above disclosure was not applicable

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Note - 33

Disclosures in terms of Annex XII Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company; (continued)

(vi)(c) Details of Assignment transactions undertaken by NBFCs

Amount (Rs. In crores)

Particulars	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	For the year ended March 31, 2014
(i) No. of accounts	256.00	Nil	Nil	Nil	Nil
(ii) Aggregate value (net of provisions) of accounts sold	542.90	Nil	Nil	Nil	Nil
(iii) Aggregate consideration	488.61	Nil	Nil	Nil	Nil
(iv) Additional consideration realized in respect of accounts transferred in earlier years	Nil	Nil	Nil	Nil	Nil
(v) Aggregate gain/loss over net book value	Nil	Nil	Nil	Nil	Nil

(vi)(d) Details of non-performing financial assets purchased/sold

A. Details of non-performing financial assets purchased:

Amount (Rs. In crores)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1. (a) No. of accounts purchased during the year	Nil	Nil	Nil	Nil	Nil
(b) Aggregate outstanding	Nil	Nil	Nil	Nil	Nil
2. (a) Of these, number of accounts restructured during the year	Nil	Nil	Nil	Nil	Nil
(b) Aggregate outstanding	Nil	Nil	Nil	Nil	Nil

B. Details of non-performing financial assets sold:

Amount (Rs. In crores)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1. No. of accounts sold	Nil	Nil	Nil	Nil	Nil
2. Aggregate outstanding	Nil	Nil	Nil	Nil	Nil
3. Aggregate consideration received	Nil	Nil	Nil	Nil	Nil

(vii) No penalties have been imposed on the Company by RBI and other regulators for the Financial Year ended March 31, 2018 (Previous year Nil).

(viii)The Company has been assigned the following credit ratings: #

Instrument	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total Bank Loan Facilities Rated of Rs.2500 Crore (2016-17 Rs 2500 Crore, 2015-16 Rs 1500 Crore, 2014-15 Rs. 1500 Crore)	CRISIL AAA/Stable	CRISIL AA+/Stable(Reaffirmed)	CRISIL AA+/Stable(Reaffirmed)	CRISIL AA+/Stable
Non Convertible Debentures of Rs.1450 Crore (2016-17 Rs 1450 Crore, 2015-16 Rs 450 Crore, 2014-15 Rs 450 Crore)	CRISIL AAA/Stable	CRISIL AA+/Stable(Reaffirmed)	CRISIL AA+/Stable(Reaffirmed)	CRISIL AA+/Stable
Commercial Paper of Rs. 3000 Crore (2016-17 Rs 3000 Crore, 2015-16 Rs 1500 Crore, 2014-15 Rs 1500 Crore)	CRISIL A1+ (Reaffirmed)	CRISIL A1+ (Reaffirmed)	CRISIL A1+ (Reaffirmed)	CRISIL A1+ (Reaffirmed)
Subordinate Debt Rs. 500 Crore (2016-17 Rs Nil, 2015-16 Rs Nil)	CRISIL AAA/Stable	NA	NA	NA
Long Term Non Convertible Debentures of Rs. 2500 Crore (2016-17 Rs 1500 Crore, 2015-16 Rs 500 Crore)	CARE AAA ; Stable	CARE AA+(Double A Plus)	CARE AA+(Double A Plus)	NA
Long-term bank facilities of Rs 6,000.00 Crore (2016-17 Rs 2,500.00 Crore, 2015-16 Rs. Nil and 2014-15 Rs. Nil)	CARE AAA ; Stable	CARE AA+(Double A Plus)	NA	NA
Subordinate Debt Rs. 1200.00 Crore (2016-17 Rs Nil, 2015-16 Rs. Nil and 2014-15 Rs. Nil)	CARE AAA ; Stable	NA	NA	NA
Commercial Paper of Rs. 4000.00 Crore (2016-17 Rs 4000.00 Crore, 2015-16 Rs. Nil, 2014-15 Rs. Nil)	ICRA A1+	ICRA A1+	NA	NA
Bank Loan Facilities Rated of Rs.1500 Crore (2016-17 Rs 1500.00 Crore, 2015-16 Rs. Nil and 2014-15 Rs. Nil)	BWR AAA	BWR AAA	NA	NA
Non Convertible Debentures of Rs. 1500 Crore (2016-17 Rs 1500.00 Crore, 2015-16 Rs. Nil and 2014-15 Rs. Nil)	BWR AAA	BWR AAA	NA	NA
Subordinate Debt Rs. 500 Crore (2016-17 Rs Nil, 2015-16 Rs Nil and 2014-15 Rs. Nil)	BWR AAA	NA	NA	NA

For year ended March 31, 2014 the above disclosure was not applicable

(ix) Capital to Risk Assets Ratio (CRAR) (Proforma)

CRAR (Proforma)(considering Nil risk weightage on Mutual fund investments):-

CRAR	As at March 31, 2018	As at March 31, 2017
Items		
i) Adjusted CRAR-(Total)- Proforma	19.00%	21.28%
ii) Adjusted CRAR - Tier I Capital (%) - Proforma	15.50%	21.28%
iii) Adjusted CRAR - Tier II Capital (%) - Proforma	3.50%	0.00%



Annexure V

Note - 33
Disclosures in terms of Annex XII Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 updated as on February 23, 2018, to the extent applicable to the Company; (continued)

(x) Additional Disclosures

(a) Provisions and Contingencies

Amount (Rs. In crores)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Provisions for depreciation on Investment	Nil	Nil	Nil	Nil	Nil
Provision towards NPA	49.96	38.80	14.73	7.67	2.78
Provision made towards Income tax(including deferred tax and MAT Credit)	0.00	20.85	12.49	5.57	9.83
Provision for Standard Assets	0.00	6.63	-	0.37	2.08

(b) Concentration of Advances

Amount (Rs. In crores)

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total Advances to twenty largest borrowers	1,302.90	955.49	690.97	589.03
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	16.68%	27.17%	43.01%	40.49%

(c) Concentration of Exposures

Amount (Rs. In crores)

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total Exposure to twenty largest borrowers / customers	1,325.56	983.51	690.97	589.03
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	16.58%	27.97%	43.01%	40.49%

(d) Concentration of NPAs

Amount (Rs. In crores)

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total Exposure to top four NPA accounts	42.55	58.85	21.84	19.47

(e) Sector-wise NPAs #

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Sector	Percentage of NPAs to Total Advances in that sector			
Agriculture & allied activities	0.00%	0.00%	0.06%	0.16%
MSME	0.00%	0.00%	0.00%	0.00%
Corporate borrowers	1.99%	4.92%	54.07%	60.61%
Services	0.00%	0.00%	0.00%	0.00%
Unsecured personal loans	0.00%	0.00%	0.00%	0.00%
Other personal loans	0.00%	0.00%	0.00%	0.00%
Auto loans and Other Loans	0.15%	0.21%	45.87%	39.23%

For year ended March 31, 2014 the above disclosure was not applicable

(f) Movement of NPAs

Amount (Rs. In crores)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(i) Net NPAs to Net Advances (%)	0.42%	1.37%	1.89%	1.38%	1.26%
(ii) Movement of NPAs (Gross)					
a) Opening balance	63.54	38.74	30.53	18.50	-
b) Transferred from Indiabulls Finance Company Private Limited pursuant to Scheme of Arrangement (Refer Note 1)	-	-	18.25		
c) Additions during the year	37.89	63.54	12.75	12.03	18.50
d) Reductions during the year	51.94	38.74	22.79	-	-
e) Closing balance	49.49	63.54	38.74	30.53	18.50
(iii) Movement of Net NPAs					
a) Opening balance	47.88	30.24	20.09	15.72	-
b) Transferred from Indiabulls Finance Company Private Limited pursuant to Scheme of Arrangement (Refer Note 1)	-	-	16.43		
c) Additions during the year	-	24.74	-	4.36	15.72
d) Reductions during the year	14.93	7.10	6.27	-	-
e) Closing balance	32.95	47.88	30.24	20.08	15.72
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)					
a) Opening balance	15.66	8.50	10.44	2.78	-
b) Transferred from Indiabulls Finance Company Private Limited pursuant to Scheme of Arrangement (Refer Note 1)	-	-	1.83		
c) Additions during the year	49.96	38.80	14.73	7.67	2.78
d) Reductions during the year	49.08	31.64	18.50	-	-
e) Closing balance	16.55	15.66	8.50	10.45	2.78

(xi) Overseas Assets

Amount (Rs. In crores)

Name of Joint Venture/Subsidiary	Other Partner in the JV	Country	Total Assets				
			As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Indiabulls Asset Management Mauritius-Wholly Owned Subsidiary	N.A.	Mauritius	0.85	0.20	-	N.A.	N.A.

(xii) Disclosure of Complaints -Customer Complaints

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(a) No. of complaints pending at the beginning of the year	Nil	Nil	Nil	Nil	Nil
(b) No. of complaints received during the year	4	Nil	Nil	Nil	Nil
(c) No. of complaints redressed during the year	4	Nil	Nil	Nil	Nil
(d) No. of complaints pending at the end of the year	Nil	Nil	Nil	Nil	Nil

Note: In computing the above information and disclosures, certain estimates, assumptions and adjustments have been made by the Management for its regulatory submissions which have been relied upon by the Auditors.

(xiii) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC
The Company has not exceeded the limits for SGL / GBL

AJAY SARDANA ASSOCIATES Chartered Accountants

Annexure V

Note - 34

Disclosure of Foreign Currency Exposures:-

Particulars	Foreign Currency	Year ended March 31, 2018			Year ended March 31, 2017		
		Exchange Rate	Amount in Foreign Currency	Amount (Rs. In crores)	Exchange Rate	Amount in Foreign Currency	Amount (Rs. In crores)
I. Assets							
Receivables (trade & other)	NA	-	-	-	-	-	-
Other Monetary assets	NA	-	-	-	-	-	-
Total Receivables (A)	NA	-	-	-	-	-	-
Hedges by derivative contracts (B)	NA	-	-	-	-	-	-
Unhedged receivables (C=A-B)	NA	-	-	-	-	-	-
II. Liabilities							
Payables (trade & other)							
Borrowings (ECB and Others)	USD	65.0441	109,101,620	709.64	64.8386	15,278,839	99.07
Total Payables (D)	USD	65.0441	109,101,620	709.64	64.8386	15,278,839	99.07
Hedges by derivative contracts (E)	USD	65.0441	109,101,620	709.64	64.8386	15,278,839	99.07
Unhedged Payables F=D-E)	USD	65.0441	-	-	64.8386	-	-
III. Contingent Liabilities and Commitments							
Contingent Liabilities	NA	-	-	-	-	-	-
Commitments	NA	-	-	-	-	-	-
Total (G)	NA	-	-	-	-	-	-
Hedges by derivative contracts(H)	NA	-	-	-	-	-	-
Unhedged Payables (I=G-H)	NA	-	-	-	-	-	-
Total unhedged FC Exposures (J=C+F+I)	NA	-	-	-	-	-	-

Note: For the above disclosure, interest accrued on borrowings at respective year end has not been considered

For year ended March 31, 2016, March 31, 2015 and March 31, 2014 the above disclosure was not applicable

Note - 35

In terms of RBI Directions, every Non Banking Financial Company ("NBFC") is required to make an general provision on standard assets at 0.40 percent (2016-17 0.35 percent, 2015-16 0.30 percent, 2014-15 0.25 percent and 2013-14 0.25 percent) of the outstanding standard assets as at the year end. Accordingly, the Company has recognised Contingent Provisions against Standard Assets of Rs. 32.41 Crores as at March 31, 2018 (2016-17 Rs. 12.20 Crores, 2015-16 Rs. 5.57 Crores, 2014-15 Rs. 3.56 Crores and 2013-14 Rs. 3.19 Crores).

	As at March 31, 2018 Amount (Rs.In Crore)	As at March 31, 2017 Amount (Rs.In Crore)	As at March 31, 2016 Amount (Rs.In Crore)	As at March 31, 2015 Amount (Rs.In Crore)	As at March 31, 2014 Amount (Rs.In Crore)
Movement in contingent provisions against standard assets is as under :					
Opening Balance	12.20	5.57	3.56	3.19	1.10
Add: Transfer from Indiabulls Finance Company Private Limited pursuant to Scheme of Arrangement (Refer Note 1)	-	-	2.01	-	-
Add: Transfer from Statement of Profit and Loss	20.21	6.63	-	0.37	2.09
Closing Balance	32.41	12.20	5.57	3.56	3.19

Note - 36

There are no borrowing costs to be capitalised as at March 31, 2018 (Previous year Rs. Nil).

Note - 37

In the opinion of the Board of Directors, all current assets, loans and advances appearing in the balance sheet as at March 31, 2018 have a value on realization in the ordinary course of the Company's business at least equal to the amount at which they are stated in the balance sheet and no provision is required to be made against the recoverability of these balances.

Note - 38

The Company has not made any payments to Mr. Ajit Kumar Mittal, Whole-time Director during the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 during the currency of his tenure as Whole-time Director of the Company upto August 14, 2017. As no commission is payable to Directors, the computation of Net Profits in accordance with Section 197 (5) read with Section 198 of The Companies Act, 2013 has not been furnished.

Note - 39

In respect of amounts as mentioned under Section 124 of the Companies Act, 2013, there were no dues(Previous Year Rs. Nil) required to be credited to the Investor Education and Protection Fund as on March 31, 2018.

Note - 40

The Company has entered into various agreements for the assignment/securitisation of loans with assignees, wherein it has assigned/securitised a part of its secured loan portfolio aggregating to Rs. 787.22 Crores (2016-17 Rs. 444.99 Crores, 2015-16 Rs. 540.13 Crores, 2014-15 Rs. 540.13 Crores and 2013-14 Rs. 540.13 Crores) upto March 31, 2018, being the principal value outstanding as on the date of the deals that are outstanding as on the Balance Sheet date. The outstanding receivables in respect of the aforesaid assigned/securitised loans was Rs. 450.83 Crores (2016-17 Rs. 47.56 Crores, 2015-16 Rs. 111.33 Crores, 2014-15 Rs. 196.13 Crores, 2013-14 Rs. 280.93 Crores) as at March 31, 2018 for which the Company has provided credit enhancement in the form of cash collateral of Rs. Nil (2016-17 Rs. 18.08 Crores, 2015-16 Rs. 30.69 Crores, 2014-15 Rs. 30.69 Crores and 2013-14 Rs. 30.69 Crores) by way of fixed deposits and in the form of exposures which have been retained by the Company in respect of the assigned/securitised loans in compliance with Minimum Retention Requirements as specified in the RBI Directions.

The Company assigned/securitised various loan portfolios to banks and/or other institutions which are derecognised in the books of accounts of the Company in terms of accounting policy mentioned in Significant Accounting policies in Note 2 (vii) above and residual income on these Loans is being recognised over the life of the underlying loans and not on an upfront basis.



Annexure V

Note - 41
In terms of Circular no. RBI/2014-15/458, DNBR(PD).CC.No 019/03.10.01/2014-15 dated February 06, 2015, every NBFC is required to become a member of all Credit information Companies. As of the date of these financial statements, the Company has obtained the membership of Equifax Information Services Private Limited and CRIF High Mark Credit Information Services Private Limited, Experian Credit Information Company of India Private Limited and Credit Information Bureau (India) Limited.

Note - 42
The Company has complied with the Reserve Bank of India ("RBI") Directions in respect of RBI Directions, 2016.

Note - 43
Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosures.

As per our report of even date

For Ajay Sardana Associates
Chartered Accountants
Firm Registration No.016827N

Rahul Mukhi
Partner
Membership No. 099719
New Delhi, January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors
of Indiabulls Commercial Credit Limited

Ripudaman Bandral
Managing Director
DIN : 07910257
New Delhi, January 10, 2019

Anil Malhan
Non Executive Director
DIN : 01542646

Ashish Kumar Jain
Chief Financial Officer
New Delhi, January 10, 2019

Ajit Kumar Singh
Company Secretary

Indiabulls Commercial Credit Limited

Annexure - VI

Statement of Accounting Ratios

Particulars	Refer	Fiscal year ended 31 March				
		2018	2017	2016	2015	2014
		(I)	(II)	(III)	(IV)	(V)
Earnings Per Share : (In Rs.)						
Basic		54.70	13.15	11.28	24.08	22.22
Diluted		37.11	8.96	7.74	8.10	7.53
Return on Equity (In %)	Note 1	25.22%	7.76%	9.53%	7.93%	7.58%
Book Value Per Equity Share (In Rs.)	Note 2	206.50	175.69	163.23	314.75	292.21
Debt/Equity Ratio (In Times)	Note 3	5.19	3.31	1.43	3.90	3.52

Notes:

Particulars	Refer	Fiscal year ended 31 March				
		2018	2017	2016	2015	2014
		(I)	(II)	(III)	(IV)	(V)
Note 1) Return on Equity (In %)						
Profit for the Year (after tax) (Rs. in crores)	(A)	254.90	58.55	50.55	26.33	24.47
Less: Preference dividend for the year (Rs. in crores)		2.25	2.25	2.25	2.25	2.25
Profit for the Year (after tax and Preference Dividend) (Rs. in crores)		252.65	56.30	48.30	24.08	22.22
Net Worth						
Equity Share Capital (a) (Rs. in crores)		60.57	42.83	42.83	10.00	10.00
Reserve and surplus (b) (Rs. in crores)		1,200.25	717.27	661.31	308.51	284.43
Less: Deferred tax assets (net) (c) (Rs. in crores)		(10.04)	(7.60)	(5.02)	(3.76)	(2.22)
Net Worth at the end of the year (a+b-c) (Rs. in crores)	**(B)**	**1,250.78**	**752.50**	**699.12**	**314.75**	**292.21**
Net Worth in the beginning of the year (Rs. in crores)	(C)	752.50	699.12	314.75	292.21	294.27
Average Net Worth (Yearly) ((B+C)/2) (Rs. in crores)	(D)	1,001.64	725.81	506.94	303.48	293.24
Return on Equity (In %)	**(A/D)**	**25.22%**	**7.76%**	**9.53%**	**7.93%**	**7.58%**
Note 2) Book Value Per Equity Share (In Rs.)						
Number of Equity Shares outstanding at the end of year (In crores)	(E)	6.06	4.28	4.28	1.00	1.00
Net Worth at the end of the year	**(F)**	**1,250.78**	**752.50**	**699.12**	**314.75**	**292.21**
Book Value Per Equity Share (In Rs.) (F/E)	**(G)**	**206.50**	**175.69**	**163.23**	**314.75**	**292.21**
Note 3) Debt/Equity Ratio (In Times)						
Long-term borrowings (Rs. in crores)	(H)	3,826.57	1,127.10	487.80	472.22	272.46
Short-term borrowings (Rs. in crores)	(I)	2,610.94	1,460.43	658.77	870.00	700.00
Current maturities of long term debt (Rs. in crores)	(J)	500.43	211.97	88.89	88.89	88.89
Debt (H + I + J) (Rs. in crores)	(K)	**6,937.94**	**2,799.50**	**1,235.46**	**1,431.11**	**1,061.35**
Less: Cash and cash equivalents as restated as per Cash Flow Statement (Rs. in crores)	(L)	(440.78)	(311.83)	(234.80)	(202.97)	(33.48)
Total Debt (K - L) (Rs. in crores)	(M)	**6,497.16**	**2,487.67**	**1,000.66**	**1,228.14**	**1,027.87**
Debt/Equity Ratio (In Times)	**(M/F)**	**5.19**	**3.31**	**1.43**	**3.90**	**3.52**

Note :

(a) During Fiscal Year 2016, pursuant to a scheme of arrangement under the Companies Act, 1956, Indiabulls Finance Company Private Limited ("IFCPL") merged with Indiabulls Commercial Credit Limited ("ICCL"). As a result, ICCL's assets and liabilities at the end of Fiscal Year 2015 and Fiscal Year 2014 were on standalone basis and not comparable.

(b) Equity includes equity share capital and reserves and surplus less deferred tax assets (net).

For and on behalf of the Board of Directors of Indiabulls Commercial Credit Limited

Authorised Signatory
Name: Ripudaman Bandral
Designation: Managing Director
Date: January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

Indiabulls Commercial Credit Limited

Annexure - VII

Statement of Dividend

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Equity Share Capital (Rs. in crores)	60.57	42.83	42.83	10.00	10.00
No. of equity shares (crores)	6.06	4.28	4.28	1.00	1.00
Face value per equity share (Rs.)	10.00	10.00	10.00	10.00	10.00
Dividend %	-	-	-	-	-
Dividend per share (Rs.)	-	-	-	-	-
Preference Share Capital (Rs. in crores)	22.50	22.50	22.50	22.50	22.50
No. of preference shares (crores)	2.25	2.25	2.25	2.25	2.25
Face value per preference share (Rs.)	10.00	10.00	10.00	10.00	10.00
Dividend %	10%	10%	10%	10%	10%
Dividend per share (Rs.)	1.00	1.00	1.00	1.00	1.00

For and on behalf of the Board of Directors of Indiabulls Commercial Credit Limited

Indiabulls Commercial Credit Limited

Authorised Signatory
Name: Ripudaman Bandral
Designation: Managing Director
Date: January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

Indiabulls Commercial Credit Limited

Annexure - VIII

Statement of Capitalisation

Particulars		Prior to the Issue (as of September 30, 2018) - As per IND AS	Increase pursuant to the Issue*	Post-Issue
		(I)	(II)	(III)
Debt:				
Long-term borrowings (Rs. in crores)	(A)	6,596.51	3,500.00	10,096.51
Short-term borrowings (Rs. in crores)	(B)	3,686.40	-	3,686.40
Current maturities of long term debt (Rs. in crores)	(C)	370.77	-	370.77
Debt (A + B + C) (Rs. in crores)	(D)	**10,653.69**	**3,500.00**	**14,153.69**
Less: Cash and cash equivalents as restated as per Cash Flow Statement (Rs. in crores)	(E)	**(877.63)**		**(877.63)**
Total Debt (D - E) (Rs. in crores)	**(F)**	**9,776.06**		**13,276.06**
Shareholders Funds:				
Equity Share Capital (Rs. in crores)	(G)	107.65		107.65
Reserve and surplus (Rs. in crores)	(H)	2,094.56		2,094.56
Less: Deferred tax assets (net) (Rs. in crores)	(I)	(71.88)		(71.88)
Total Shareholders funds (G + H - I)	(J)	**2,130.33**	-	**2,130.33**
Long term Debt/Equity Ratio (In Times) (A+C-E)/(J)	(K)	**3.68**		**5.33**
Total Debt/Equity Ratio (In Times) (F/J)	**(L)**	**4.59**		**6.23**

Notes

1. The debt-equity ratio post the Issue is indicative on account of the assumed inflow of Rs. 3,500 crores from the proposed Issue as on September 30, 2018 only and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Date of Allotment.

2. This statement does not give effect to any movement in long - term borrowings or Short - term borrowings or Current maturities of long term debt or Cash and cash equivalents as per Cash Flow Statement post September 30, 2018, except stated in 1 above. Further, this statement also does not give effect to any movement in Share Capital and Reserves and Surplus post September 30, 2018.

* Does not include impact of adjustments on account of Ind AS, if any.

For and on behalf of the Board of Directors of Indiabulls Commercial Credit Limited

Authorised Signatory
Name: Ripudaman Bandral
Designation: Managing Director
Date: January 10, 2019

AJAY SARDANA ASSOCIATES
Chartered Accountants

Independent Auditor's Review Report
On Review of Interim Financial Information
To The Board of Directors of
Indiabulls Commercial Credit Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results of Indiabulls Commercial Credit Limited ("the Company") for the period from April 1, 2018 to September 30, 2018 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"). This Statement, which is the responsibility of the Company's Management and has also been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the 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 Statement is free of material misstatement. A review is limited, primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus, provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. The Statement includes the comparative figures for the period from April 1, 2017 to September 30, 2017, along with a reconciliation of net profit under Indian Accounting Standards with the net profit under previous Indian GAAP, which have not been audited or reviewed by us and have been included in the Statement solely based on the information provided by the Management of the Company. Our opinion is not modified in respect of these matters.

4. Based on our review conducted as stated above in paragraph 2 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters.

For Ajay Sardana Associates
Chartered Accountants
Firm Registration No. 016827N

AJAY SARDANA ASSOCIATES Chartered Accountants

Rahul Mukhi
Partner
Membership No. 099719
New Delhi, October 15, 2018

Office : D-118, Saket, New Delhi-110 017 Phone : +91-11-41663630, 40524636

Indiabulls Commercial Credit Limited
(Formerly known as Indiabulls Infrastructure Credit Limited)
(CIN: U65923DL2006PLC150632)
Unaudited Standalone Financial Results
for the six months ended September 30, 2018

(Rupees in Crores)

Statement of Standalone Unaudited Results for the six months ended September 30, 2018

	Particulars	Six Months ended	
		30.09.18	30.09.17
		(Unaudited)	(Unaudited)
1	Revenue from operations	638.79	325.65
2	Other income	17.59	15.83
3	Total revenue (1+2)	656.38	341.48
4	Expenses		
	Employee benefits expense	17.66	17.36
	Finance costs	339.20	136.28
	Depreciation and amortisation expense	2.51	2.25
	Other expenses	49.59	46.21
	Total expenses	408.98	202.10
5	Profit before tax (3-4)	247.40	139.38
6	Tax expense		
	Current tax expense	80.81	46.96
	Deferred Tax (Credit) / Charge	(16.32)	(4.71)
	Total Tax Expense	64.49	42.25
7	Profit for the Period (5-6)	182.91	97.13
8	Other comprehensive income		
	Other comprehensive income / (loss) (net of tax)	3.21	(1.07)
9	Total comprehensive income (after tax) (7+8)	186.12	96.06

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited

Particulars	Six Months ended	
	30.09.18 (Unaudited)	30.09.17 (Unaudited)
10. Paid-up equity share capital	107.65	42.83
11. Analytical Ratios		
(i) Capital Adequacy Ratio (%) (Refer Note 7)	18.14%	15.36%
(ii) Earnings per share (EPS)		
(EPS for the six months are not annualised)		
-Basic (Amount in Rs.)	21.01	22.68
-Diluted (Amount in Rs.)	21.01	22.68
-Face Value (Amount in Rs.)	10.00	10.00
Earnings per Share (EPS) after extraordinary items		
(EPS for the six months are not annualised)		
-Basic (Amount in Rs.)	21.01	22.68
-Diluted (Amount in Rs.)	21.01	22.68
-Face Value (Amount in Rs.)	10.00	10.00
12. NPA Ratios		
(a) Amount of Gross Non Performing Assets	79.83	56.82
(b) Amount of Net Non Performing Assets	60.14	43.61
(c) % of Gross Non Performing Assets	0.66%	1.04%
(d) % of Net Non Performing Assets	0.50%	0.80%
(e) Return on Assets	1.68%	1.98%
13. Items exceeding 10% of Total Expenses .		
Loss on sale of investment	-	9.06
ECL for Loan assets / Bad Debts Written Off (Net)	43.75	31.30

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited

Notes to the Financial Results:

1 The standalone financial results of Indiabulls Commercial Credit Limited ('ICCL', 'the Company') for the six months ended September 30, 2018 have been reviewed by the Audit Committee and subsequently approved at the meeting of the Board of Directors held on October 15, 2018.

2 This unaudited financial results of the Company for the period from April 1, 2018 to September 30, 2018 has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as prescribed under Section 133 of the Companies Act 2013 and other recognized accounting practices and policies, to the extent applicable. Beginning April 1, 2018 the Company has for the first time adopted Ind AS with the transition date of April 1, 2017. Accordingly, the comparative figures for the half year ended September 30, 2017 have been restated.

3 The Ind AS compliant corresponding figures for the period from April 1, 2017 to September 30, 2017 have not been subjected to review. However, the Company's management has exercised necessary due diligence to ensure that such financial information provides a true and fair view of its affairs.

4 The income received/recognised by the Company from its Cash equivalents and Current investments in the form of Dividend Income on Units of Mutual Funds, Profit on appreciation of Mutual Funds (Unquoted) and Profit on sale of Current Investments, is included in Other Income above.

5 The Company's main business is financing by way of loans for purchase or construction of residential houses, commercial real estate and certain other purposes in India. All other activities of the Company revolve around the main business. Accordingly, there are no separate reportable segments as per IND-AS 108 dealing with Operating Segment.

6 During the six months ended September 30, 2018, the Company raised INR 2,000 Crores by way of public issue of secured NCDs having a face value of INR 1,000 each. The said NCDs are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

7 Capital Adequacy Ratio (CRAR) for the six months ended September 30, 2017 is as reported to Reserve Bank of India and not adjusted as per Ind AS, hence not comparable to that extent.

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited

8 The Company has availed the exemption provided by Securities and Exchange Board of India (SEBI) vide Circular No. CIR/IMD/DF1/69/2016 dated August 10, 2016 in respect of disclosure requirements pertaining to disclosure of financial results and Statement of Assets and Liabilities for the year ended and as at March 31, 2018. Accordingly, the financial results and Statement of Assets and Liabilities for the year ended and as at March 31, 2018 is not disclosed.

9 **Reconciliation between net profit previously reported (Previous GAAP) and as per Ind AS:-**

	(Rupees in Crores)
Particulars	**Six Months ended**
	30.09.17
	(Unaudited)
Net profit as per Previous GAAP	**100.14**
Adjustment on account of effective interest rate / derivatives valuation / expected credit losses	(6.54)
Adjustment due to fair valuation of employee stock options	(0.43)
Tax impact on above	3.96
Net profit as per Ind AS	**97.13**
Other comprehensive income / loss (net of tax)	**(1.07)**
Total comprehensive income (after tax)	**96.06**

10 **CRISIL has reaffirmed / assigned the following Ratings:-**

Total Bank Loan Facilities of Rs. 25.0 Billion	CRISIL AAA/Stable
Subordinate debt of Rs. 5.0 Billion	CRISIL AAA/Stable
Non-Convertible Debentures of Rs. 14.5 Billion	CRISIL AAA/Stable
Non-Convertible Debentures (Public Issue of retail secured redeemable non-convertible debentures) of Rs. 30.0 Billion	CRISIL AAA/Stable
Commercial Paper of Rs. 30 Billion	CRISIL A1+

AJAY SARDANA ASSOCIATES Chartered Accountants

Commercial Credit Limited

11	**CARE has reaffirmed the following Ratings:-**	
	Public issue of secured redeemable non-convertible debentures of Rs. 30.00 Billion	CARE AAA; Stable
	Commercial Paper issue of Rs. 80.00 Billion	CARE A1+
	Long-term bank facilities of Rs. 60.0 Billion	CARE AAA; Stable
	Non-Convertible Debentures of Rs. 25.00 Billion	CARE AAA; Stable
	Subordinated debt of Rs. 12.00 Billion	CARE AAA; Stable
12	ICRA has reaffirmed [ICRA]A1+ rating to the Company's Commercial Paper Programme of Rs. 80.00 Billion (Enhanced from Rs. 40.00 Billion).	
13	**Brickwork has reaffirmed the following Ratings:-**	
	Non-Convertible Debentures of Rs. 15.00 Billion	BWR AAA
	Term Loans of Rs. 15.00 Billion	BWR AAA
	Subordinate debt of Rs. 7.50 Billion	BWR AAA
14	**Statement of Assets and Liabilities:**	**(Rupees in Crores)**
	Particulars	**As at 30.09.18 (Unaudited)**
	ASSETS	
	Non-current assets	
	Property, plant and equipment	9.06
	Other intangible assets	4.99
	Financial assets	
	-Investments	1.55
	-Loans	11,179.57
	Deferred tax assets (net)	71.88
	Other non-current assets	106.77
	Sub-total - Non-current assets	**11,373.82**

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited

	As at 30.09.18 (Unaudited)
Current assets	
Financial assets	
-Investments	539.75
-Cash and cash equivalents	337.88
-Bank Balances other than above	66.31
-Loans	836.53
-Other financial assets	5.04
Other current assets	86.81
Sub-total - Current assets	1,872.32
TOTAL- ASSETS	13,246.14
EQUITY AND LIABILITIES	
Equity	
Equity share capital	107.65
Preference share capital	22.50
Other equity	2,094.56
Total Equity	2,224.71

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited

	As at 30.09.18 (Unaudited)
Liabilities	
Non-current liabilities	
Financial Liabilities	
- Borrowings	6,596.51
Provisions	4.77
Sub-total - Non-Current Liabilities	6,601.28
Current liabilities	
Financial Liabilities	
- Borrowings	3,686.40
- Other financial liabilities	632.63
Other current liabilities	75.90
Current tax liabilities (net)	13.78
Provisions	11.44
Sub-total - Current Liabilities	4,420.15
TOTAL EQUITY AND LIABILITIES	13,246.14

AJAY SARDANA ASSOCIATES Chartered Accountants

Indiabulls Commercial Credit Limited

15 Figures for the prior year / period have been regrouped and / or reclassified wherever considered necessary.

Registered Office: M-62&63, First Floor, Connaught Place, New Delhi- 110 001.

For and on behalf of the Board of Directors

Place : Mumbai
Date : October 15, 2018

Ripudaman Bandral
Managing Director

India Bulls Commercial Credit Limited

AJAY SARDANA ASSOCIATES
Chartered Accountants

Indiabulls Commercial Credit Limited
(Formerly known as Indiabulls Infrastructure Credit Limited)
(CIN: U65923DL2009PLC196632)

Unaudited Standalone Financial Results for the six months ended September 30, 2018

Additional Information in Compliance with Chapter V (Obligations of Listed Entity Which has Listed its Non-Convertible Debt Securities) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

(a) Details of Credit Rating

(1) CRISIL has reaffirmed / assigned the following Ratings:-

Total Bank Loan Facilities of Rs. 25.0 Billion	CRISIL AAA/Stable
Subordinate debt of Rs. 5.0 Billion	CRISIL AAA/Stable
Non-Convertible Debentures of Rs. 14.5 Billion	CRISIL AAA/Stable
Non-Convertible Debentures (Public issue of retail secured redeemable non-convertible debentures) of Rs. 30.0 Billion	CRISIL AAA/Stable
Commercial Paper of Rs. 30 Billion	CRISIL A1+

(2) CARE has reaffirmed the following Ratings:-

Public issue of secured redeemable non-convertible debentures of Rs. 30.00 Billion	CARE AAA; Stable
Commercial Paper issue of Rs. 80.00 Billion	CARE A1+
Long-term bank facilities of Rs. 60.0 Billion	CARE AAA; Stable
Non-Convertible Debentures of Rs. 25.00 Billion	CARE AAA; Stable
Subordinated debt of Rs. 12.00 Billion	CARE AAA; Stable

(3) ICRA has reaffirmed [ICRA]A1+ rating to the Company's Commercial Paper Programme of Rs. 80.00 Billion (Enhanced from Rs. 40.00 Billion).

(4) Brickwork has reaffirmed the following Ratings:-

Non-Convertible Debentures of Rs. 15.00 Billion	BWR AAA
Term Loans of Rs. 15.00 Billion	BWR AAA
Subordinate debt of Rs. 7.50 Billion	BWR AAA

(b) Asset Cover available

The listed Non-Convertible Debentures of the Company aggregating Rs. 2,238.51 Crores as on 30th September 2018 are secured by way of paripassu charge on the Company's current assets (both present and future), current and future loans assets (including monies receivable thereunder) and certain properties. The asset cover thereof exceeds the required cover to be maintained for the said debentures.

Indiabulls Commercial Credit Limited

	Particulars	As on September 30, 2018
(c)	Debt Equity Ratio (Loan Funds / Own Funds)	4.84
(d)	Previous due dates for the payment of interest / repayment of principal of Non Convertible Debentures	Details as per Annexure 1
(e)	Next due date for the payment of interest/ dividend of Non-Convertible Preference Shares /Principal along with the amount of interest/ dividend of Non-Convertible Preference Shares payable and the redemption amount	N.A.
(f)	Debt Service Coverage Ratio [(Earnings before Interest and Tax for the period/year) + (Principal collected from Customers during the period/year)] / [(Interest Expense for the period/year) + (Principal repaid of the borrowings during the period/year)]	3.76
(g)	Interest Service Coverage Ratio (Earnings before Interest and Tax / Interest Expense)	1.74
(h)	Outstanding Redeemable Preference Shares (quantity and value)	N.A.
(i) 1	Capital Redemption Reserve (Rs. in Crores)	4.00
(i) 2	Debenture Redemption Reserve (Rs. in Crores)	2.68
(j)	Net worth (Rs. in Crores)	2,141.93
(k)	Net Profit after Tax (Rs. in Crores)	182.91
(l)	Earnings per Share (EPS) - Basic and Diluted (Amount in Rs.)	21.01

IndiaBulls Commercial Credit Limited

Annexure 1

Detail of Payment of Interest of Non Convertible Debentures from 1st April 2018 to 30th September 2018- Annexure -1 (a)

S.No.	ISIN No.	Date of issue	Date of Maturity	Principal Amount	Due Date of Interest
1	INE244L07036	07-Jun-17	07-Jun-18	2,500,000,000	7-Jun-18
2	INE244L07028	08-Jul-16	07-Jul-23	400,000,000	6-Jul-18

Detail of Repayment of Principal of Non Convertible Debentures from 1st April 2018 to 30th September 2018- Annexure -1 (b)

S.No.	ISIN No.	Date of Issue	Due Date	Principal Amount
1	INE244L07036	07-Jun-17	07-Jun-18	2,500,000,000

Details of Due date of Repayment of Principal of Non Convertible Debentures from 1st October 2018 to 31st March 2019- Annexure -1 ©

S.No.	ISIN No.	Date of Issue	Date of Maturity	Principal Amount	Due Date of Interest
N.A.					

Details of Due date of Payment of Interest on Non Convertible Debentures from 1st October 2018 to 31st March 2019- Annexure -1 (d)

S.No.	ISIN No.	Date of issue	Date of Maturity	Principal Amount	Due Date of Interest
1	INE244L07127	25-Sep-18	25-Sep-23	207,305,000	25-Oct-18
2	INE244L07150	25-Sep-18	25-Sep-28	600,000	25-Oct-18
3	INE244L07168	25-Sep-18	25-Sep-28	123,975,000	25-Oct-18
4	INE244L08018	08-Nov-17	08-Nov-28	600,000,000	8-Nov-18
5	INE244L08026	30-Nov-17	30-Nov-27	400,000,000	30-Nov-18
6	INE244L07127	25-Sep-18	25-Sep-23	207,305,000	25-Nov-18
7	INE244L07150	25-Sep-18	25-Sep-28	600,000	25-Nov-18
8	INE244L07168	25-Sep-18	25-Sep-28	123,975,000	25-Nov-18
9	INE244L07127	25-Sep-18	25-Sep-23	207,305,000	25-Dec-18
10	INE244L07150	25-Sep-18	25-Sep-28	600,000	25-Dec-18
11	INE244L07168	25-Sep-18	25-Sep-28	123,975,000	25-Dec-18
12	INE244L08034	05-Jan-18	05-Jan-28	500,000,000	4-Jan-19
13	INE244L07127	25-Sep-18	25-Sep-23	207,305,000	25-Jan-19
14	INE244L07150	25-Sep-18	25-Sep-28	600,000	25-Jan-19
15	INE244L07168	25-Sep-18	25-Sep-28	123,975,000	25-Jan-19
16	INE244L07127	25-Sep-18	25-Sep-23	207,305,000	25-Feb-19
17	INE244L07150	25-Sep-18	25-Sep-28	600,000	25-Feb-19
18	INE244L07168	25-Sep-18	25-Sep-28	123,975,000	25-Feb-19
19	INE244L07127	25-Sep-18	25-Sep-23	207,305,000	25-Mar-19
20	INE244L07150	25-Sep-18	25-Sep-28	600,000	25-Mar-19
21	INE244L07168	25-Sep-18	25-Sep-28	123,975,000	25-Mar-19
22	INE244L08042	28-Mar-18	28-Mar-28	1,000,000,000	28-Mar-19
			Total	4,491,280,000	

Indiabulls Commercial Credit Limited

MATERIAL DEVELOPMENTS

There have been no material developments since March 31, 2018 and there have arisen no circumstances that materially or adversely affect the operations, or financial condition or profitability or credit quality of the Company or the value of its assets or its ability to pay its liabilities with the next 12 months except as stated in the section "*Financial Information*" beginning on page 127.

There has been no material indebtedness incurred by our Company and no Equity Shares has been allotted by our Company since March 31, 2018, except as stated below:

1. Our Company has allotted 4,70,77,923 Equity Shares to IHFL pursuant to the Rights Issue on June 20, 2018 at a issue price of ₹ 154 per Equity Share.

2. Our Company issued secured redeemable non-convertible debentures of ₹ 200 crores on June 29, 2018. Further our Company availed of three term loans in June 2018 aggregating to ₹ 305 crores.

3. Our Company has issued secured redeemable non-convertible debentures aggregating to ₹ 2,000 crores on September 25, 2018 by way of a public issue in terms of SEBI ILDS Regulations.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND INDAS

The Reformatted Financial Information of the Issuer included in this Draft Shelf Prospectus are presented in accordance with Indian GAAP, which differs from Indian Accounting Standards ("**Ind AS**") in certain respects.

The Ministry of Corporate Affairs ("**MCA**"), in its press release dated January 18, 2016, issued a roadmap for implementation of Ind AS converged with IFRS for non-banking financial companies, scheduled 50 commercial banks, insurers, and insurance companies, which was subsequently confirmed by the RBI through its circular dated February 11, 2016. The notification further explains that NBFCs having a net worth of ₹ 50,000 lakh or more as of March 31, 2016, shall comply with Ind AS for accounting periods beginning on or after April 1, 2018, with comparatives for the periods ending on March 31, 2018. Therefore, the Issuer would be subject to this notification.

"Summary of Significant Differences among Indian GAAP and Ind AS", does not present all differences between Indian GAAP and Ind AS which are relevant to the Issuer.

Consequently, there can be no assurance that those are the only differences in the accounting principles that could have a significant impact on the financial information included in this Draft Shelf Prospectus.

Furthermore, the Issuer has made no attempt to identify or quantify the impact of these differences or any future differences between Indian GAAP and Ind AS which may result from prospective changes in accounting standards. The Issuer has not considered matters of Indian GAAP presentation and disclosures, which also differ from Ind AS. In making an investment decision, investors must rely upon their own examination of the Issuer's business, the terms of the offerings and the financial information included in this Draft Shelf Prospectus.

Potential investors should consult with their own professional advisors for a more thorough understanding of the differences between Indian GAAP and Ind AS and how those differences might affect the financial information included in this Draft Shelf Prospectus.

The Issuer cannot assure that it has completed a comprehensive analysis of the effect of Ind AS on future financial information or that the application of Ind AS will not result in a materially adverse effect on the Issuer's future financial information.

Topic	Indian GAAP	Ind AS
Presentation of Financial Statements	**Other Comprehensive Income:** There is no concept of 'Other Comprehensive Income' under Indian GAAP.	**Other Comprehensive Income:** Under Ind AS 1 there is a concept of Other Comprehensive Income ("OCI"). Other comprehensive income comprises items of income and expense (including reclassification adjustments) that are not recognised in profit or loss as required or permitted by other Ind AS. Such recognition of income and expenses in OCI is primarily governed by the income recognition norms and classification of financial instruments and assets as "Fair Value through OCI".
	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	**Change in Accounting Policies:** Ind AS requires retrospective application of changes in accounting policies by adjusting

Topic	Indian GAAP	Ind AS
	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.	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.
Deferred Taxes	Under Indian GAAP, the Company determines deferred tax to be recognised 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.
Property, plant and equipment – reviewing depreciation and residual value	Under Indian GAAP, the Company currently provides depreciation over the useful lives of the assets estimated by the Management.	Ind AS 16 mandates reviewing the method of depreciation, estimated useful life and estimated residual value of an asset at least once in a year. The effect of any change in the estimated useful and residual value shall be taken prospectively. Ind AS 101 allows current carrying value under Indian GAAP for items of property, plant and equipment to be carried forward as the cost under Ind AS.
Accounting for Employee benefits	Currently, under Indian GAAP the Company recognises all short term and long term employee benefits in the profit and loss account as the services are received. For long term employee benefit, the Company uses actuarial valuation to determine the liability.	Under Ind AS 19, the change in liability is split into changes arising out of service, interest cost and re-measurements and the change in asset is split between interest income and remeasurements. Changes due to service cost and net interest cost/ income need to be recognised in the income statement and the changes arising out of re-measurements comprising of actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are to be recognised directly in OCI and not reclassified to profit and loss in the subsequent period.
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
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.

Topic	Indian GAAP	Ind AS
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. The intrinsic value for the company was nil.	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 and Loss over the vesting period. The fair valuation of the unvested options as on the transition date have to be adjusted against retained earnings.
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 diminution other than temporary 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, loan processing fees and/or fees of similar nature are recognised upfront in the Statement of Profit and Loss.	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 amortised cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss, (FVTPL), or recognised in other comprehensive income (FVOCI). Financial assets include equity and debts investments, interest free deposits, loans, trade receivables etc. Assets classified at amortised cost and FVOCI and the related revenue (including processing fees and fees of similar nature) net of related costs have to be measured using the Effective Interest Rate (EIR) method. Loan processing fees and/or fees of similar nature would be measured and recognised using the Effective Interest Rate (EIR) method over the period of loan. There are two measurement categories for financial liabilities – FVTPL and amortised cost. Fair value adjustment on transition shall be adjusted against opening retained earnings on the date of transition. Disclosures under Ind AS are extensive.
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 amortised cost or FVOCI, financing receivables, lease receivables, trade receivables and certain written loan commitments and financial guarantee contracts.
Financial Instruments - Disclosure	Currently there are no detailed disclosure requirements for financial instruments. However, the ICAI has issued an Announcement in December 2005 requiring the following disclosures to be made in respect of derivative instruments in the financial statements: • Category-wise quantitative data about derivative instruments that are outstanding at the balance sheet date;	Requires disclosure of information about the nature and extent of risks arising from financial instruments: • qualitative disclosures about exposures to each type of risk and how those risks are managed; and • quantitative disclosures about exposures to each type of risk, separately for credit risk, liquidity risk and market risk (including sensitivity analysis).

Topic	Indian GAAP	Ind AS
	• The purpose, viz., hedging or speculation, for which such derivative instruments have been acquired; and The foreign currency exposures that are not hedged by a derivative instrument or otherwise.	
Segment Reporting	Under Indian GAAP there is a requirement to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources and in assessing performance.
Consolidated Financial Statements	Under Indian GAAP the consolidation is driven by the reporting entity's control over its investees namely subsidiaries, associates and joint ventures. Control is: (a) the ownership, directly or indirectly through subsidiary(ies), of more than one-half of the voting power of an entity; or (b) (b) control of the composition of the board of directors in the case of a company or of the composition of the corresponding governing body in case of any other entity so as to obtain economic benefits from its activities. Therefore, a mere ownership of more than 50% of equity shares is sufficient to constitute control under Indian GAAP, whereas this is not necessarily so under Ind AS.	Control is based on whether an investor has: (a) power over the investee; (b) exposure, or rights, to variable return from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amounts of the returns.
Consolidation - Exclusion of subsidiaries, associates and joint ventures	Excluded from consolidation, equity accounting or proportionate consolidation if the subsidiary/investment/interest was acquired with intent to dispose of in the near future (which, ordinarily means not more than 12 months, unless a longer period can be justified based on facts and circumstances of the case) or if it operates under severe long-term restrictions which significantly impair its ability to transfer funds to the parent/investor/venturer.	Consolidated financial statements include all subsidiaries and equity accounted associates and joint ventures. No exemption for "temporary control", "different lines of business" or "subsidiary / associate / joint venture that operates under severe long-term funds transfer restrictions".
Consolidation – Joint Ventures	Under Indian GAAP, Proportionate consolidation method is applied when the entity prepares consolidated financial statements.	The equity method, as described in Ind AS 28 is applied when the entity prepares consolidated financial statements.

FINANCIAL INDEBTEDNESS

Details of the borrowings of our company (on standalone basis) as on December 31, 2018:

Sr. No.	Nature of Borrowing	Amount (₹ in crores)*
1.	Secured Borrowings	9,101.12
2.	Unsecured Borrowings	610.86

**Represents actual outstanding balance of loans and does not include impact of adjustments to outstanding balances on account of Ind AS, if any.*

Set forth below, is a brief summary of the borrowings by our Company as at December 31, 2018 together with a brief description of certain significant terms of such financing arrangements.

Our Company's secured term loan and refinance facilities outstanding as on December 31, 2018 amount to ₹ 6,792.28 crores on a standalone basis. The details of the borrowings are set out below:

Term Loans

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
1.	Andhra Bank	Term Loan	200.00	200.00	August 23, 2022	Repayment in equated annual installments at the end of 48th and 60th months after initial moratorium period of 36 months	Waiver of prepayment charges if prepayment of term loan is made with prior notice of 30 days otherwise the Company shall pay prepayment charges i.e. 2% on the amount prepaid. No prepayment allowed before due date in respect of Foreign currency term loan.	If the interest and installments are not serviced in time, the finer rate of interest shall be subject to review and Andhra Bank reserves the right to charge interest rate as per the internal and external credit rating.
2.	Bank of Maharashtra	Term Loan	200.00	200.00	December 29, 2021	• Door to door tenure of 48 months, including moratorium period of 24 months.	Prepayment penalty at 1% on the amount prepaid. However, no prepayment penalty if the prepayment is	In default of payment of any one/ two installments of quarterly interest, the bank shall be entitled to demand payment of the entire amount then outstanding in respect

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
						• 100 crores at the end of 36th month from date of 1st disbursement, i.e. December 29, 2017. • 100 crores at the end of 48th month from date of 1st disbursement, i.e. December 29, 2017.	done with 15 days notice period.	of the said loan, as if the period for repayment has expired and shall also be entitled, on failure to pay the interest at the end of each quarter. to debit to the Company's loan account and capitalize the amount of such interest as if such amount was a fresh loan advanced by the bank to the Comoany and shall be entitled to charge like interest thereon, in addition to the charging penal interest at the rate of 2% p.a. from th date of default to the dale of payment of such defaulted interest.
3.	Canara Bank	Term Loan	300.00	262.50	September 29, 2020	Eight equated installments of ₹ 37.5 crores after a moratorium of twelve months.	Pre-payment penalty at the rate of 2% of the amount prepaid. However, no prepayment penalty is payable if prepayment is made with prior written notice of 30 days.	2% per annum on the outstanding amount for the period of such default i.e., from the due date to the date of actual payment.
4.	Central Bank of India	Term Loan	250.00	250.00	August 30, 2022	Repayable in 3 equal yearly instalments at the end of 3rd, 4th and 5th year from date of first draw down, in 2nd quarter of FY 2020, FY 2021 and FY 2022, after a moratorium of 2 years.	Nil, if paid with prior written notice of 15 days.	Penal rate of interest of 2% shall be charged for any delay in repayment of interest or installment. The bank reserves the right to recall the advance in case of any default of installments. Additional interest of 1% if fresh rating not obtained within 3 months from expiration of external rating and for non-compliance of security perfection within 6 months.

Sr. No.	Lender Name[#]	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
5.	Dena Bank	Term Loan	300.00	300.00	October 4, 2022	3 equal annual installments at the end of 3rd, 4th and 5th year after a moratorium period of 2 years.	Nil, after servicing of 30 days notice failing which a penal interest at the rate of 2% shall be payable.	The Company shall pay additional interest at 2% p.a. over and above the applicate interest rate, in case the Company defaults in paying the installments/ repaying the loan amount with interest and other charges and/or the account becoming irregular without prejudice to other rights and remedies of the bank. The Company shall pay additional interest at the rate of 2% p.a. for the following deficiencies: • Default in repayment of loan installments and/or servicing of interest. • Non-submission of Balance Sheet and Profit and Loss accounts within six months from the date of Balance Sheet. • Non-submission of information required for review of the account.
6.	HDFC Bank	Term Loan	75.00	50.00	December 12, 2020	36 months with quarterly principal repayment and monthly interest.	-	-
7.	Industrial and Commercial Bank of China	Term Loan	55.00	55.00	June 28, 2020	Bullet repayment at the end of the tenure of the term loan.	• No prepayment allowed, except for prepayment on the interest reset date and	2% p.a. over and above the normal interest rate shall be charged on unpaid sum, if the Company fails to pay any amount payable under the

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
							with at least 1 day prior notice to the bank. • Any prepayment or part prepayment of the term loan on days other than an interest reset date may be allowed only with the prior written permission of the bank and will be subject to the conditions stipulated by the bank including payment of prepayment charges as may be stipulated by the bank. However, prepayment charges shall not be applicable in case of prepayment of term loan on interest reset date with at least 1 day prior notice to the bank.	facility document on its due date or upon happening of event of default under the facility document or upon breach of any covenant under the facility document unless cured within the time period granted by the bank. The default interest shall be payable from the due date or date of breach of any covenant till the date of actual receipt of payment.
8.	Indian Bank	Term Loan	500.00	500.00	February 19, 2022	Three equated annual installments at the end of 36th , 48th and 60th months after a moratorium of 24 months. Monthly interest to be serviced as and when debited	Prepayment charges to be levied as per bank's norms if the Company does not give 30 days prior notice.	• In the event of default in payment of interest on the financial assistance and all other monies on respective due dates, such defaulted amount shall carryinterest at the rate of 2% over and above the interest chargable in case of

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
								downgrade migration in rating based on audited/provisional balance sheet • In case of default in payment of any installment of principal amount of the financial assistance, interest thereon or other monies (except liquidated damages) at the rate of 2% per annumfor the period of default
9.	Karnataka Bank	Term Loan	200.00	200.00	March 23, 2022	Repayable in two annual installments of ₹100 crores each at the end of 48th month (4th year) and 60th month (5th year) after initial holiday period of 3 years.	Pre closure charges are waived as a special case.	• Company shall pay penal interest at the rate of 2% for delayed servicing of interest/ excess drawings/ adhoc limits/ temporary over draft. • Company shall submit annual financial statement of the Company every year by the end of 31st December of that year failing which penal interest of 1% p.a. over and above sanctioned rate will be charged on the outstanding balance after the said date.
10.	Karnataka Bank	Term Loan	100.00	100.00	November 30, 2020	Repayable in two equal half yearly installments of ₹50 crores each at the end of 30th month and 36th month after an initial holiday period of	The term loan amount can be prepaid at any time any time during the entire tenor of the loan without any prepayment charges	The Company shall pay penal interest at the rate of 2% for delayed servicing of interest/excess drawings/ adhoc limits/temporary over draft.

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
						24 months after a moratorium of 2 years		
11.	Oriental Bank of Commerce	Term Loan	100.00	100.00	March 22, 2022	Three equal installment of ₹ 33.33 crores each at the end of 3rd and 4th year and ₹ 33.34 crores at the end of the 5th year.	As per bank's schedule. However, there shall be no prepayment penalty if the same is paid out of own sources.	Penal interest at the rate of 2% over and above the normal rate of interest with agreed rests under the loan agreement, in case Company defaults in repayment of any of the instalments, in case of any violation of any norms, conditions and provisions and undertakings by the Company under the loan agreement.
12.	Punjab and Sind Bank	Term Loan	500.00	500.00	September 28, 2022	Two equated annual installment at the end of 4th year and 5th year after a moratorium period of 36 months	Company is allowed waiver in prepayment charges if prepayment is made with prior written notice of 30 days.	Non submission of required financial papers for review/renewal of limit in cases where negotiated rate is being charged, the interest rate will be raised by +0.50% or by increase of spread which comes on account of downgrading of credit rating, whichever is higher.
13.	Punjab and Sind Bank	Term Loan	130.00	130.00	December 4, 2022	Two equated annual installment at the end of 4th year and 5th year after a moratorium period of 36 months	Company is allowed waiver in prepayment charges if prepayment is made with prior written notice of 30 days.	-
14.	RBL Bank Limited	Term Loan	100.00	76.92	September 29, 2022	Repayable in 13 equal quarterly installments with first installment due at the end of 3 months from the date of first disbursement i.e. June 26, 2018	• Prepayment part or full can be made without any charges by giving a prior written notice of 30 calender days to the bank. However if the mandatory prior written notice of 30	The Company shall pay penal interest at 2% above the applicable rate for • Non submission of stock statement/valid insurance;

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
							calender days is not given to the bank before making the prepayment, prepayment charges at the rate of 2% of the prepayment amount shall be applied to such prepayment. • Company shall prepay the facility (without any prepayment charges) in full/part if the bank so demands by giving a prior written notice to the Company of 30 calender days.	• Non submission of financials and other data as may be called for; • Non perfection of security within permitted timelines • Other non-compliances, if any; and • Irregularity/ overdrawings in the account.
15.	United Bank of India	Term Loan	250.00	250.00	September 7, 2022	Repayable in three equated annual installment at the end of 3rd, 4th and 5th year of ₹83.33 crores each after a moratorium period of 2years from the date of disbursement i.e., August 23, 2017.	Prepayment charges at the rate of 1% plus applicable service tax of the pre-paid amount. However, no prepayment penalty if the facility is pre-paid within 15 days of the reset rate of interest being communicated to the Company by the bank.	Penal charge shall be levied in case of following irregularities: • Default in repayment of loan installments and / or servicing of interest; • Non-submission of balance sheet and P/L accounts within six months from the date of balance sheet; • Non-submission of information required for review of the account; and • Non-compliance to any of the terms of sanction.

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
								Bank may levy penal interest at the rate of 1% at monthly rest per default for the period of default subject to cumulative maximum of 3% p.a. at monthly rest over and above the normal rate.
16.	Vijaya Bank	Term Loan	150.00	50.00	December 19 2019	Repayment of principal to be made in three equal annual installments at end of 3rd, 4th year and 5th year from the date of first disbursement, i.e. December 18, 2014. Door to door tenure of 5 years.	-	The Bank is at liberty to charge penal interest at 2% p.a, for any delayed/unpaid installments without any notice for the same or as stipulated in the information memorandum/agreed mong the participating banks.
17.	Vijaya Bank	Term Loan	100.00	100.00	September 29, 2022	Repayment of principal to be made in three equal annual installments at end of 3rd, 4th year and 5th year from the date of first disbursement, i.e. September 27, 2017. Door to door tenure of 5 years.	The company is allowed to prepay the facility without any prepayment charges by serving a 30 day notice period.	The Bank is at liberty to charge penal interest at 2% p.a, for any delayed/unpaid installments without any notice for the same. Please note that a default means any non-payment of the due amount as per the schedule of repayment drawn and executed between the Company and the bank on the due date. The amount due but not paid on the due date constitutes the default and penal interest will be levied on the amount so defaulted from the due date till its complete payment.
18.	Vijaya Bank	Term Loan	150.00	150.00	June 29, 2023	Repayment of principal to be made in two equated annual installments at end of		The Bank is at liberty to charge penal interest at 2% p.a, for any delayed/unpaid instalments without

Sr. No.	Lender Name#	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
						4th year and 5th year after a moratorium period of 36 months from the date of first disbursement, i.e. June 28, 2018. Door to door tenure of 5 years.		any notice for the same. Please note that a default means any non-payment of the due amount as per the schedule of repayment drawn and executed between the Company and the bank on the due date. The amount due but not paid on the due date constitutes the default and penal interest will be levied on the amount so defaulted from the due date till its complete payment.
19.	SIDBI	Term Loan	750.00	517.50	June 10, 2023	Repayable in 20 quarterly installments of ₹37.50 crore each, commencing from the 10th day of the month immediately after the expiry of 6 months from the date of first disbursement, i.e., February 13, 2018, out of the loan sanctioned by SIDBI.	The Company shall not prepay the outstanding principal amount of loan in full or in part thereof before the due dates except after obtaining prior approval of SIDBI in writing which may be granted subject to such conditions as SIDBI may deem fit including levy of interest (currently 1-3%) on such prepayment. However, at the time of reset of spread, the Company can within 2 working days from the date of intimation of new interest rate (excluding the date of intimation) serve a notice of 30 days and prepay	A charge of 2% p.a. over and above the applicable rate, by way of penal interest, will be levied for defaults in payment of principal, interest and other monies payable under the loan agreement. Arrears of penal interest shall carry interest at the rate applicable for the loan.

Sr. No.	Lender Name[#]	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)*	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
							the loan without any pre-payment penalty/ charges.	
20.	Indiabulls Housing Finance Limited	Term Loan	500.00	500.00	August 17, 2021	36 months from the date of the agreement.	-	-
21.	Indiabulls Housing Finance Limited	Term Loan	900.00	900.00	August 23, 2021	36 months from the date of the agreement.	-	-
22.	Indiabulls Housing Finance Limited	Term Loan	500.00	500.00	September 14, 2021	36 months from the date of the agreement.	-	-
23.	Indiabulls Housing Finance Limited	Term Loan	850.00	400.36	October 30, 2022	48 months from the date of the agreement.	-	-
24.	Indiabulls Housing Finance Limited	Term Loan	500.00	Nil	November 1, 2022	48 months from the date of the agreement.	-	-
25.	Indiabulls Housing Finance Limited	Term Loan	500.00	Nil	November 1, 2022	48 months from the date of the agreement.	-	-

**Represents actual outstanding balance of loans and does not include impact of adjustments to outstanding balances on account of Ind AS, if any.*

Refinance Facility

Sr. No.	Lender Name[#]	Facility	Sanctioned Amount (₹ in crore)	Amount outstanding (as on December 31, 2018) (in ₹ crores)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
1.	National Bank for Agriculture and Rural Development	Refinance	500.00	500.00	January 31, 2024	Repayable in half yearly installments	Prepayment of installment may be done by the Company by giving 3 days clear notice and the same will attract pre-payment charges as per the rate prevailing on the date of pre-payment	-

In addition to the above loans, we have taken the following cash credit and overdraft facilities:

Sr. No.	Lender Name	Facility	Sanctioned Amount (₹ in crores)	Amount Outstanding (as on December 31, 2018) (₹ in crores)	Prepayment Clause	Repayment Terms
1.	RBL Bank[#]	Cash Credit	50.00	50.28	NIL	Repayment on demand
2.	Axis Bank[##]	Overdraft	19.00	18.56	NIL	Repayment on demand
3.	HDFC Bank[##]	Overdraft	0.90	NIL	NIL	Repayment on demand

Security for above loans:
 # First pari passu charge on (i) all the current assets (including) investments of our Company, both present and future and (ii) all current and future loan assets of our Company and all monies receivable thereunder. The minimum asset cover required to be maintained by our Company for secured loan facilities mentioned above ranges from 110% to 125%.
Secured against fixed deposits.

Secured Non-Convertible Debentures

Our Company has issued secured redeemable non-convertible debentures of the following face values of which ₹ 2,240.00 crores is outstanding as of December 31, 2018, the details of which are set forth further below:

Particulars	Amount (₹ in crores)
2,400 secured redeemable non-convertible debentures of face value of ₹ 10 lakhs each	240.00
2,00,00,000 secured redeemable non-convertible debentures of face value of ₹ 1,000 each	2,000.00
Total	**2,240.00**

Redemption date represents actual maturity and does not consider call/put option:

Sr. No.	Description (ISIN)*	Tenor (in Years)	Coupon Rate	Amount (in ₹ crores)	Date of Allotment	Date of Redemption	Credit Rating
1.	INE244L07028	7	9.05%**	40.00	July 8, 2016	July 7, 2023	CRISIL AAA & CARE AAA
2.	INE244L07044	3	8.60%**	200.00	June 29, 2018	June 29, 2021	CRISIL AAA & CARE AAA
3.	INE244L07051	2	8.70%	0.10	September 25, 2018	September 25,2020	CRISIL AAA & CARE AAA
4.	INE244L07069	2	8.80%	8.73	September 25, 2018	September 25,2020	CRISIL AAA & CARE AAA
5.	INE244L07077	3	8.80%	0.07	September 25, 2018	September 25,2021	CRISIL AAA & CARE AAA
6.	INE244L07085	3	8.90%	19.07	September 25, 2018	September 25,2021	CRISIL AAA & CARE AAA

Sr. No.	Description (ISIN)*	Tenor (in Years)	Coupon Rate	Amount (in ₹ crores)	Date of Allotment	Date of Redemption	Credit Rating
7.	INE244L07093	3	8.80%	901.09	September 25, 2018	September 25,2021	CRISIL AAA & CARE AAA
8.	INE244L07101	3	8.90%	947.32	September 25, 2018	September 25,2021	CRISIL AAA & CARE AAA
9.	INE244L07127	5	8.66%	20.73	September 25, 2018	September 25,2023	CRISIL AAA & CARE AAA
10.	INE244L07135	5	8.90%	0.91	September 25, 2018	September 25,2023	CRISIL AAA & CARE AAA
11.	INE244L07143	5	9.00%	75.22	September 25, 2018	September 25,2023	CRISIL AAA & CARE AAA
12.	INE244L07150	10	8.75%	0.06	September 25, 2018	September 25,2028	CRISIL AAA & CARE AAA
13.	INE244L07168	10	8.84%	12.40	September 25, 2018	September 25,2028	CRISIL AAA & CARE AAA
14.	INE244L07176	10	9.10%	0.35	September 25, 2018	September 25,2028	CRISIL AAA & CARE AAA
15.	INE244L07184	10	9.20%	13.96	September 25, 2018	September 25,2028	CRISIL AAA & CARE AAA

**Secured redeemable non-convertible debentures are secured against immovable property and a first pari passu charge on (i) all the current assets (including investments) of our Company, both present and future and (ii) all current and future loan assets of our Company and all monies receivable thereunder. The minimum asset cover required to be maintained by our Company for each secured NCD ranges from 1.00 to 1.25 times*

***Penalty clause applicable to the privately placed secured non-convertible debentures – (i) In case of default in payment of interest and/or principal redemption on the due dates, additional interest of at least 2% per annum over the coupon rate shall be payable by our Company for the defaulting period*

Our Company's unsecured loan facilities are set out below:

Sr. No.	Lender Name	Facility	Sanctioned Amount (₹ in crores)	Amount outstanding (as on December 31, 2018) (in ₹ crores)	Final Maturity Date	Repayment Terms	Prepayment Clause	Penalty Clause
1.	Nilgiri Financial Consultants Limited	Intercorporate Deposit	20.00	10.86	August 9, 2019	The initial term of the agreement is for a period of one year from the date of agreement i.e. August 9, 2018. However, the term of the agreement may be enhanced/reduced with the consent of both the parties	The Company may, at its option, repay such amount of the the intercorporate deposit in part or in full, before expiration of the term, as it may deem fit, without paying any prepayment interest/penalty	-

Subordinated Debt

We obtain funds from the issuances of non-convertible subordinated debt securities. Our Company has issued unsecured redeemable subordinated non-convertible debenture of the following face values of which ₹ 350.00 crores is outstanding as on December 31, 2018, the details of which are set forth further below:

Particulars	Amount (₹ in crores)
35,000 unsecured NCDs of face value of ₹ 1 lakh each	350.00
Total	**350.00**

Redemption date represents actual maturity date.

Sr. No.	Description (ISIN)	Tenor (in Years)	Coupon Rate	Amount (in ₹ crores)	Date of Allotment	Date of Redemption	Credit Rating
1.	INE244L08018	10	8.45%	60.00	November 08, 2017	November 08, 2027	CARE AAA & BWR AAA
2.	INE244L08026	10	8.45%	40.00	November 30, 2017	November 30, 2027	CARE AAA & BWR AAA
3.	INE244L08034	10	8.45%	50.00	January 05, 2018	January 05, 2028	CARE AAA & CRISIL AAA
4.	INE244L08042	10	8.85%	100.00	March 28, 2018	March 28, 2028	CRISIL AAA & CARE AAA
5.	INE244L08059	10	8.80%	100.00	May 02, 2018	May 02, 2028	CRISIL AAA & CARE AAA

List of top 10 Debenture Holders (secured and unsecured) as on December 31, 2018:

Sr. No.	Name of Debenture Holder	Amount (in ₹ crores)
1.	Yes Bank Limited	900.84
2.	Indiabulls Housing Finance Limited	575.00
3.	Indiabulls Integrated Services Limited	325.00
4.	IDFC Bank	200.00
5.	Food Corporation of India CPF Trust	101.00
6.	ICICI Securities Primary Dealership Limited	57.30
7.	Edelweiss Commodities Services Limited	46.95
8.	The Provident Fund For Employees Of Indian Oil Corporation	40.00
9.	A. K. Capital Finance Limited	36.00
10.	A. K. Capital Services Limited	15.80

Commercial Papers

The total face value of commercial papers outstanding as on December 31, 2018:

Sr. No.	Maturity Date	Amount Outstanding (In ₹ crores)
1.	March 22, 2019	250

Details of corporate guarantees:

As on December 31, 2018, the amount of corporate guarantee issued by our Company in favour of its Subsidiary, group company, etc. is nil.

Restrictive Covenants under our Financing Arrangements:

Many of our financing arrangements include various restrictive conditions and covenants restricting certain corporate actions and our Company is required to take the prior approval of the lenders before carrying out such activities. For instance, our Company, *inter alia*, is required to obtain the prior written consent in the following:

i. To create or permit to submit any charge, pledge, lien or other encumbrances over the receivables in favour of any other party/person;
ii. To transfer, encumber, charge, pledge, hypothecate or mortgage the receivables in respect of the identified loans;
iii. To change or in way alter the capital structure of the borrowing concern;
iv. Effect any scheme of amalgamation or reconstitution;
v. Implement a new scheme or expansion or take up an allied line of business or manufacture;
vi. Enlarge the scope of the other manufacturing/trading activities, if any;
vii. Withdraw or allow to be withdrawn any moneys brought in by the promoters and directors or relatives and friends of the promoters or directors;
viii. Invest any funds by way of deposits, or loans or in share capital of any other concern (including subsidiaries) so long as any money is due;
ix. To change its constitution, more particularly change in promoter, directors or in the core management team or any merger/acquisition/amalgamation;
x. To undertake any new project/ any further expansion or acquire fixed assets;
xi. To obtain any fund bases/non fund bases credit facility from any financial institution or any other source;
xii. To effect any change in Company's capital structure;
xiii. To undertake any investment activity within group companies;
xiv. To enter into any scheme of expansion programme or take up any new activities;
xv. To invest or lend money except in the ordinary course of business or act as surety or guarantor;
xvi. To lease out or dispose of the building/ machinery/ vehicle/ other assets or any part of the building/ machinery/ vehicle/ other assets mortgaged/ hypothecated or shift of plant and machinery/ vehicle/ other assets to any other place;
xvii. To transfer, encumber, charge, alienate its movable/ immovable assets (both present and future) in any manner whatsoever which materially or substantially affect the business or interest and other money, etc.;
xviii. To enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, company or otherwise accept deposit;
xix. To permit any merger, consolidation, scheme or arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction;
xx. Implement any scheme of expansion/ diversification/ modernisation other than incurring routine capital expenditure;
xxi. Make any investments by way of share capital, or debentures or loan or to place deposits with any concern except giving trade credits;
xxii. Revalue its assets at any time;
xxiii. Permit any transfer of the controlling interest of promoters/ directors/ partners or make drastic change in the management set up;
xxiv. Enter into contractual obligations of long term nature or affecting the borrower's financial position to any significant extent;
xxv. Carry on general trading activity other than the sale of its own products;
xxvi. Purchase or sell capital goods on hire purchase basis or lease basis;

xxvii. Increase the remuneration of directors/ partners whether by way of salary, commission, perquisite, sitting fees, etc. or make any change in the existing practice with regard to payment of remuneration, salary, perquisite, sitting fees, etc.;
xxviii. To make investments in or giving loans to subsidiary or associate companies to effect mergers and acquisitions;
xxix. To pay dividend other than out of the current year's earnings after making the due provisions applicable only in the event of default;
xxx. To give guarantee on behalf of third parties except in the ordinary course of business;
xxxi. To make any amendment in our Company's memorandum and articles of association;
xxxii. To enter into partnership, profit sharing or royalty agreement or other similar arrangement whereby its income or profits are or might be shared with any other person, firm or company or enter into any management contract or similar arrangement whereby the business and operations of the borrower are managed by any person, firm or company; and
xxxiii. To change the registered office or the location of the borrower.

Events of Default under our Financing Arrangements:

Set forth below, is a list of the key events that constitute a default of covenants under our facility agreements for our financing arrangements and also attract a penal interest in some cases. These include, but are not limited to:

i. Default in the repayments of the loans by our Company;
ii. Entering into a composition with its creditors;
iii. If our Company becomes bankrupt or is adjudicated as insolvent or any insolvency petition is filed against our Company;
iv. Order or resolution passed for the winding up of our Company, or if a petition or a notice of a meeting to pass such a resolution has been initiated;
v. If any of the representations made by our Company in the application for granting credit facilities is found to be untrue or false;
vi. If any instalments of the principal money, due in respect of the loans, whether payment is demanded or not, remain unpaid on the due date for payment by our Company;
vii. Any interest due in respect of the loan remaining unpaid and in arrears after the same have become due;
viii. Any execution, attachment or distraint being enforced or levied against the whole or any part of our Company's property;
ix. A received being appointed in respect of the whole or any part of the property of our Company;
x. Ceasing or threatening to cease, to carry on the activity/ activities for the purpose for which loans are borrowed or availed;
xi. The occurrence of any circumstance which is prejudicial to or impairs, imperils or depreciates or is likely to depreciate the value of the security given to the bank by our Company;
xii. The occurrence of any event or circumstances which would likely or prejudicially or adversely affect in any manner the capacity of our Company to repay our loans;
xiii. Going into liquidation, except for the purpose of amalgamation or reconstruction;
xiv. Cross default;
xv. Failure on our Company's part to create the security as provided in the respective facility agreement;
xvi. Default in perfection of securities;
xvii. Inadequate insurance;
xviii. Invalidity or unenforceability of the documents of our Company;
xix. Nationalisation or expropriation of our Company's assets or operations;
xx. Downgrade in rating below present rating;
xxi. Non-compliance with RBI norms;

xxii. Change in ownership or management control of our Company; and
xxiii. Diversion of funds apart from the purpose for which the respective facilities are sanctioned by the banks.
xxiv. Any interest due in respect of the loan remaining unpaid and in arrears after the same have become due;
xxv. Any execution, attachment or distraint being enforced or levied against the whole or any part of our Company's property;
xxvi. A received being appointed in respect of the whole or any part of the property of our Company;
xxvii. Ceasing or threatening to cease, to carry on the activity/ activities for the purpose for which loans are borrowed or availed;
xxviii. The occurrence of any circumstance which is prejudicial to or impairs, imperils or depreciates or is likely to depreciate the value of the security given to the bank by our Company;
xxix. The occurrence of any event or circumstances which would likely or prejudicially or adversely affect in any manner the capacity of our Company to repay our loans;
xxx. Going into liquidation, except for the purpose of amalgamation or reconstruction;
xxxi. Cross default;
xxxii. Failure on our Company's part to create the security as provided in the respective facility agreement;
xxxiii. Default in perfection of securities;
xxxiv. Inadequate insurance;
xxxv. Invalidity or unenforceability of the documents of our Company;
xxxvi. Nationalisation or expropriation of our Company's assets or operations;
xxxvii. Downgrade in rating below present rating;
xxxviii. Non-compliance with RBI norms;
xxxix. Change in ownership or management control of our Company; and
xl. Diversion of funds apart from the purpose for which the respective facilities are sanctioned by the banks.

As on the date of this Draft Shelf Prospectus, there has been no rescheduling, default/s and/or delay in payments of interest and 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, (ii) at a premium or discount, or (iii) in pursuance of an option as on December 31, 2018.

Details of rest of the borrowings (if any, including hybrid debt like FCCB, Optionally Convertible Debentures/Preference Shares) as on December 31, 2018

Except as stated below our Company does not have any hybrid debt like FCCB, optionally convertible debentures/preference shares as on December 31, 2018:

Preference Shares:

The history of the paid up Preference Share capital of our Company up to the quarter ended December 31, 2018, are as mentioned below:

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Premium per Preference Share (₹)	Issue price per Preference Share (₹)	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)	Nature of Allotment
March 26, 2013	2,25,00,000	10	80	90	2,25,00,000	22,50,00,000	Rights Issue[(1)]

(1) The Company, on March 26, 2013, on a rights issue basis had allotted 2,25,00,000 Preference Shares, at ₹90 per Preference Share (including the premium of ₹80 per Preference Share), for cash, to Indiabulls Housing Finance Limited.

SECTION VI – LEGAL AND OTHE INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company and our group companies are subject 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 and other parties. These legal proceedings are primarily in the nature of (a) consumer complaints, (b) petitions pending before appellate authorities, (c) criminal complaints, (d) civil suits and (e) tax matters. 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. Except as disclosed below, there is no outstanding litigation including, suits, criminal or civil prosecutions and taxation related proceedings against our Company and group companies that would have a material adverse effect on our operations or financial position.

As on the date of this Draft Shelf Prospectus, there are no failures or defaults to meet statutory dues, institutional dues and dues towards instrument holders including holders of debentures, and fixed deposits and etc., by our Company.

For the purpose of disclosures in this Draft Shelf Prospectus, our Company has considered the following litigation as 'material; litigation:

- *all pending proceedings whether civil, arbitral, tax related litigations, or otherwise (other than proceedings involving IHFL), of value exceeding more than 1% of our net worth as on March 31, 2018, i.e. more than ₹ 20 crores;*
- *all pending proceedings whether civil, arbitral, tax related litigations, or otherwise, of IHFL, of value exceeding more than ₹ 100 crores; and*
- *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.*

Further, no outstanding litigation by or against any of our related parties identified in accordance with AS18 (notified under the Companies (Accounting Standards) Rules, 2006, as amended) in the Audited Financials for the Fiscal 2018 (other than Indiabulls Housing Finance Limited (being our Promoter)) for whom the material litigations have been disclosed below) have or are likely to have a material adverse effect on the financial position, profitability and cash flows of our Company, the Issue and on the Company's ability to service the NCDs.

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 our Promoter during the last five years immediately preceding the year of the issue of this Draft Shelf Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;*

2. *inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of this Draft Shelf Prospectus against our Company (irrespective of whether any prosecutions were filed); fines imposed or compounding of offences done by our Company and our Subsidiary in the last five years immediately preceding the year of this Draft Shelf Prospectus;*

3. *outstanding litigation involving our Company, our Promoter, Directors, Subsidiary, group companies or any other person, whose outcome could have material adverse effect on the position of our Company; and*

4. *pending proceedings initiated against our Company for economic offences.*

I. Involving our Company

A. Civil cases

Nil

B. Consumer cases

Our Company has approximately 8 consumer complaints / appeals in which we are respondents. These

primarily pertain to alleged deficiency in services. The issues involved in such complaints include *inter alia* forceful repossession of vehicles; sale of vehicles; non-issuance of no objection certificates and higher rate of interest and other charges.

C. Criminal Cases

Our Company, in the ordinary course of business, has 282 proceedings against defaulting customers under the Negotiable Instruments Act.

II. Involving our Promoter

D. Civil cases

1. MMTC Limited ("**MMTC**") had originally filed a company petition (No.123 (ND)/2011) before the Company Law Board. However, pursuant to the constitution of the National Company Law Tribunal (NCLT) the petition is now before the NCLT. MMTC had filed the company petition against IHFL, Indian Commodity Exchange Limited ("**ICEL**"), and Reliance Exchange Next Limited ("**REL**"). In this petition, MMTC has claimed that the transfer of 26% of the equity share capital of ICEL ("**ICEL Shares**") held by IHFL in favour of REL were in violation of the shareholders' agreement dated February 12, 2009 between the shareholders of ICEL ("**SHA**") to which IHFL, MMTC and REL were parties, and which set out the rights and obligations of the shareholders of ICEL, including restrictions in relation to transfer of the IECL Shares. MMTC has also claimed that the transfer of the ICEL Shares was in violation of the revised guidelines of the Forward Market Commission dated May 14, 2008 ("**FMC Guidelines**") as well as the provisions of articles of association of ICEL. MMTC has prayed, *inter alia*, for (i) a declaration that the transfer of the IECL Shares from IHFL to REL be declared null and void, (ii) an order reversing this transfer, and (iii) a declaration that the appointment of directors nominated by REL to the board of directors of ICEL is invalid. IHFL and the other respondents have filed their replies to this petition. Furthermore, IHFL has also filed an application (No. 71 of 2012) under Regulation 44 of the Company Law Board Regulations, 1991 for dismissal of this petition on various grounds, including, primarily, that the allegations made by MMTC and the other plaintiffs in the company petition were incorrect, materially inaccurate and fail to disclose any case of oppression and mismanagement, if analysed on its facts and under the FMC Guidelines. The matter has been argued, and written arguments have been filed.

2. IHFL had issued a notice dated March 8, 2013 to Deccan Chronicle Holdings Limited ("**DCHL**"), one of its borrowers, under Section 13(2) of the SARFAESI Act, demanding repayment of an aggregate sum of ₹93.04 crores (as on March 3, 2013) together with interest and penal interest. Subsequently, DCHL filed a writ petition (No.37381/2013) before the High Court of Andhra Pradesh in which it, inter alia, challenged the right of action of IHFL to issue the notice under Section 13(2) of the SARFAESI Act and praying for dismissal of such action on various grounds, including that the original loans which are the subject matter of the dispute were granted by Indiabulls Financial Services Limited ("**IFSL**") when it was not a notified financial institution under the SARFAESI Act and accordingly, the amalgamation with IHFL (which was a notified financial institution under the SARFAESI Act) could not, on its own, extend the jurisdiction of the SARFAESI Act to the present dispute. The High Court of Andhra Pradesh, by its order dated February 4, 2014, allowed DCHL's petition, stating, inter alia, that the SARFAESI Act did not govern the present matter. Against this order, IHFL has filed a special leave petition before the Supreme Court of India (No. 5752/2014), claiming, among other grounds, that the SARFAESI Act did not prohibit the initiation of SARFAESI proceedings by a notified financial institution in respect of outstanding debts of an entity that amalgamated into such institution. Supreme Court vide judgment dated February, 23, 2018, allowed special leave petition filed by IHFL and set aside the order dated February 4, 2014 passed by the Andhra Pradesh High Court.

Further, Canara bank filed a petition no. IB/41/7/HDB of 2017 with National Company Law Tribunal ("**NCLT**"), Hyderabad, under Section 7 of Insolvency and Bankruptcy Code, 2016 ("**IBC**"), against DCHL, that has been admitted by NCLT ("**NCLT Petition**"). Pursuant to allowance of special leave petition by Supreme Court, IHFL had issued notice for sale of the mortgaged property situated at Rajbhawan Road, Hyderabad belonging to the co-borrowers. Mr. T Vinayak Reddy, one of the co-borrower, filed an application in the NCLT Petition seeking stay of the auction claiming to be a guarantor and contending that moratorium under the Code is applicable to properties of guarantors, therefore mortgaged property could not be sold under SARFAESI Act by IHFL. NCLT vide its order dated May 15, 2018 dismissed the application filed by Mr. T Vinayak Reddy. Further, in the NCLT Petition, IHFL has

filed an application under Section 195(1)(b)(i) & 340 of Criminal Procedure Code, 1973 read with Section 199 of Indian Penal Code, 1860 for initiating proceedings for perjury ("**Application**") against Mr. T. Vinayak Reddy. The Application is currently pending adjudication.

DCHL has filed an application before NCLT under Section 14(1)(d) read with Section 60(5) of the Insolvency and Bankruptcy Code, 2016 seeking stay on the operation of order dated July 12, 2018 passed by Chief Metropolitan Magistrate and restraining IHFL from taking any coercive step in taking physical possession property bearing no. 36, Sarojini Devi Road, Secunderabad. NCLT observed that Deccan may raise its objections before Ld. Chief Metropolitan Magistrate and court receiver. NCLT has listed the matter for further proceedings. DCHL had filed objections before Chief Metropolitan Magistrate, which has been dismissed. Against the order of the CMM, DCHL has approached the Andhra Pradesh High Court in a writ, which was dismissed on October, 26, 2018 A special leave petition was filed by DCHL before the Supreme Court (No. 30497/2018) challenging the order dated October, 26, 2018 passed by Andhra Pradesh High Court. The Supreme Court by way of judgment dated December, 4, 2018, dismissed the special leave petition and granted DCHL time till January, 31, 2019 to vacate the property upon furnishing of an undertaking by DCHL. . T Venkat Ram Reddy and others have filed securtization application before the DRT-II, Delhi, challenging the sale notice mortgaged property situated at Rajbhawan Road, Hyderabad. IHFL has already auctioned the property.Arguments on application under Order 7 Rule 11 of Civil Procedure Code, 1908 and interim application for interim stay have been heard by the Tribunal. IHFL has filed its written arguments on August 9, 2018. The DRT-II by its order dated August 18, 2018 disallowed the application under Order 7 Rule 11 of the Civil Procedure Code, 1908 and has granted interim stay for three months. The injunction obtained by the applicants from the DRT-II has been set aside by the DRAT in an appeal filed by IHFL. Appeals have been filed by IHFL before DRAT against two separate orders of DRT disallowing IHFL's application under Order VII Rule 11 of Civil Procedure Code, 1908 and allowing SA applicant's application under Order VI, Rule 17 CPC. The appeal against disallowing IHFL's application under Order VII Rule 11 of Civil Procedure Code, 1908 is pending for arguments. Additionally, a notice has been issued in the appeal filed by IHFL challenging the allowing applicant's application under Order VI, Rule 17 CPC .

Additionally, Life Insurance Corporation of India ("**LIC**") has filed writ petition in High Court at Hyderabad claiming that DCHL has mortgaged the property situated at 36, Sarojani Devi Road, Secunderabad, Telangana in it's favor. LIC has challenged the order dated July 12, 2018 passed by the Chief Metropolitan Magistrate, Hyderabad under Section 14 of the SARFAESI Act. The High Court of Hyderabad by way of an *ex- parte* order dated December 3, 2018 has stayed the implementation of the order dated July 12, 2018. IHFL has filed application for vacation of stay.

IHFL has also filed two applications under Section 9 of the Arbitration Act before the Civil Court, Hyderabad (No. 377/13 and No. 378/13) for the grant of interim relief, including for DCHL to furnish security totaling to `93.04 crores and for the grant of an injunction restraining DCHL and others from, inter alia, creating any third party charge rights or interests or in any manner dealing with the secured assets. The Civil Court, Hyderabad by its order dated March 6, 2013 granted a temporary injunction restraining DCHL from alienating the relevant mortgaged properties in any manner.

3. Veritas Investment Research Corporation ("**Veritas**") published a research report titled "Bilking India" dated August 1, 2012 ("**Veritas Report**"), co-authored by Mr. Neeraj Monga and Mr. Nitin Mangal. The Veritas Report analysed certain information about, inter alia, IHFL and Indiabulls Real Estate Limited ("**IREL**"). After the report, the Indiabulls group issued a press release ("**Indiabulls Press Release**"), rebutting the allegations in the Veritas Report and stating that the Veritas Report was malicious and factually incorrect and that Mr. Monga had demanded monetary consideration for withholding the Veritas Report.

IHFL and IREL also filed two criminal complaints in the Udyog Vihar Police Station in Gurgaon on August 8, 2012 and in the Cyber Police Station, Mumbai on August 9, 2012 against Veritas, Mr. Neeraj Monga and Mr. Nitin Mangal alleging that the former had intentionally and maliciously authored the Veritas Report, which contained false figures and data and unfounded allegations, and was published with vengeance given that IHFL and IREL had not paid the monetary consideration for withholding the Veritas Report. Both the complaints have been registered as FIRs and investigations under are currently ongoing. Mr. Nitin Mangal approached various courts in India including filing two petitions before the Supreme Court of India which petitions were dismissed.

In August 2014, Veritas and Mr. Neeraj Monga filed a civil proceeding against IREL and IHFL before the Superior Court of Justice, Ontario, Canada (**"Ontario Superior Court**") alleging that the Indiabulls Press Release is false, defamatory, malicious, conspired with ill motive and is in abuse of the process of law, and led to loss of reputation and credibility of Veritas. Veritas and Mr. Neeraj Monga have claimed general and special damages amounting to Canadian $ 10 million, punitive damages amounting to Candian $ one million, costs, interest and any other reliefs that the Ontario Superior Court may grant. The Ontario Superior Court issued notices dated August 5, 2014 to IHFL and IREL to file a statement of defense. Subsequently, IHFL and IREL on February 27, 2015 moved an application challenging the jurisdiction of the Ontario Superior Court. This application has been filed, amongst others, on the ground of an anti suit injunction having been passed by the Delhi High Court in the civil suit (CS(OS) No.3199/2014), which is described below. Importantly, both Mr. Nitin Mangal and Mr. Neeraj Monga have failed to appear on the prefixed dates for cross examination in the Canadian proceedings.

IHFL filed a civil suit (CS(OS) No.3199/2014) before the Delhi High Court praying for permanent injunction against (i) Veritas and Mr. Neeraj Monga, restraining them from continuing the proceedings initiated in the Ontario Superior Court; and (ii) Veritas, Mr. Neeraj Monga and Mr. Nitin Mangal, restraining them from initiating any other proceedings against IHFL as well as grant of ad-interim injunctions in relation to the reliefs claimed above. A similar suit for permanent injunction (CS(OS) No. 2919 of 2014) was also filed by IREL. The Delhi High Court, by orders dated September 25, 2014 and October 27, 2014 granted these ad-interim injunctions restraining the defendants from continuing the proceeding in the Ontario Superior Court or filing any fresh proceedings till further orders. These interim injunctions were subsequently confirmed against Veritas, Neeraj Monga and Nitin Mangal. Pursuant to an appeal by Mr. Mangal a Division Bench of the High Court of Delhi on April 5, 2016 set aside the order whereby interim stay order passed earlier was confirmed. However, the Court upheld the interim stay order against Mr. Mangal.

Applications have been filed by Mr. Nitin Mangal for setting aside the injunction order and for dismissal of the suits on the ground that IHFL and IREL has taken part in proceedings before the Superior Court of Justice at Ontario and application challenging the territorial jurisdiction of the Delhi High Court and the absence of any cause of action on various grounds, including that Mr. Mangal was a resident of Indore, and therefore, not amenable to the personal jurisdiction of the Delhi High Court have been filed. Further, despite the anti-suit injunction by the Delhi High Court, Veritas, Mr. Neeraj Monga and Mr. Nitin Mangal filed affidavits in the proceedings before the Ontario Superior Court. Accordingly, we filed a contempt petition in the Delhi High Court against Mr. Neeraj Monga and Mr. Nitin Mangal, claiming, inter alia, that in their affidavits, Mr. Neeraj Monga and Mr. Nitin Mangal had made certain defamatory and contemptuous statements, as well as indicated their intention to violate the terms of the anti-suit injunction. The Delhi High Court has therefore *vide* order dated July 29, 2015 and April 15, 2015 issued a notice on the contempt petition against Veritas, Mr. Neeraj Monga and Mr. Nitin Mangal. Applications for challenging the jurisdiction of the Delhi High Court and application for dismissal of the suit on lack of cause of action have been filed by Nitin Mangal. The Delhi High Court *vide* order dated October 10, 2018 has permitted Veritas, Mr. Neeraj Monga and Mr. Nitin Mangal to give testimony in the motion filed by IHFL before the Ontario Superior Court seeking dismissal of the suit due to lack of jurisdiction.

Veritas and Mr. Neeraj Monga were initially abstaining from appearing before the Indian courts or joining investigations being conducted by Indian agencies. On October 2, 2015, Ontario Superior Court of Justice dismissed application filed by Veritas and Neeraj Monga seeking anti suit injunction from the Ontario Court against suit for damages filed by IHFL before Delhi High Court. In its order dated October 2, 2015, the Ontario Superior Court of Justice made adverse remarks on Veritas and Neeraj Monga. The order of rejection of stay motion was followed by order dated November 4, 2015, whereby cost of USD 27,500 was awarded in our favour. Post the adverse order dated October 2, 2015, Veritas and Neeraj Monga started appearing in court proceedings before the Delhi High Court. Mr. Nitin Mangal approached various courts in India including the Supreme Court and has been appearing before the Indian courts in the proceedings initiated by IREL and IHFL.

IHFL has also filed a civil proceeding (CS(OS) No. 1474/2015) against Veritas and Mr. Neeraj Monga before the Delhi High Court claiming, inter alia, (i) damages amounting to ₹2,000 million; (ii) a decree declaring the affidavits of Veritas and Mr. Neeraj Monga filed before the Ontario Superior Court to be set aside; and (iii) a decree for permanent injunction restraining Veritas and Mr. Neeraj Monga from circulating, referring to or relying upon any defamatory materials in the Ontario Superior Court. Veritas and Neeraj Monga have entered appearance in this suit.

In addition to these proceedings in India and Canada, we also initiated proceedings against an Editor for the Wall Street Journal (**"WSJ"**) and Dow Jones & Company (**"Dow Jones"**), the publisher of WSJ, seeking to restrain them from publishing contents of the affidavits filed before the Superior Court of Justice, Ontario. We believe these affidavits contain false and misleading allegations and derogatory statements relating to the Indian judicial and state mechanism, as well as Indiabulls. In April 2015, the Delhi High Court passed an injunction restraining the WSJ Editor, Dow Jones, Veritas and the authors of the Veritas report from publishing, disseminating or broadcasting reports pertaining to and arising out of the Veritas report or other connected reports. The Delhi High Court has since modified its order and has allowed the WSJ Editor involved to make a publication subject to compliance with the norms of journalistic conduct as issued by the Press Council of India (2010 edition) (**"Norms of Journalistic Conduct"**). In June 2015, Dow Jones and WSJ Editor filed appeals against the injunction passed in April 2015 before the Delhi High Court. Subsequently, on September 7, 2015 the Delhi High Court disposed the appeals on the consent of the parties involved with a direction that both Dow Jones and the WSJ reporter would adhere to the Norms of Journalistic Conduct in making any publications. Further, we were also directed by the Delhi High Court to respond to Editor of WSJ's queries in relation to the affidavits filed in the Superior Court of Ontario. Subsequent to this, articles on us may be published by the WSJ reporter or Dow Jones, which WSJ has since published in relation to the Veritas report.

4. South Asian Agro Industries Limited ("**SAAIL**") is a company engaged in the business of power generation, which had purchased land in Chhattisgarh in 2002 for setting up a 9.8 MW biomass power plant, and had, in this regard, obtained a loan of ₹28 crores from a consortium of several banks. Pursuant to subsequent discussions between Indiabulls Infrastructure Credit Limited ("**IICL**") and SAAIL and Suryachakra Global Enviro Power Limited ("**SGEPL**"), IICL sanctioned a loan of ₹35 crores each to SAAIL and SGEPL with Bhuvana Energy & Project Consultants Private Limited ("**Bhuvana**") being a co-borrower in the said loan. Loan sanctioned for SAAIL was used primarily for repaying the existing loan by the consortium as above. The loan sanctioned by IICL was secured by, certain assets of SAAIL, certain assests of SGEPL, pledge of shares held by SGEPL in a company owned by it and personal guarantees from director and shareholder of SAAIL *viz.* M. Seshavatharam ("**MS**") and Dr. S M Manepalli ("**SMM**").

Thereafter, Indiabulls Financial Services Limited ("**IFSL**") granted another loan facility to SGEPL for an amount of ₹50 crores, which was substantially used to repay the existing loan availed from IICL. Pursuant to the merger of IFSL with IHFL, IHFL, in its capacity as successor to IFSL, issued demand notices under Section 13 (2) of the SARFAESI Act on July 23, 2013 for a sum of approximately ₹55.58 crores by way of outstanding principal amount (including accrued late charges) and interest till July 22, 2013 along with future interest at 17.5% per annum and other charges with effect from July 23, 2013. Despite objections raised by the borrowers and security providers named above, IHFL on October 22, 2013 proceeded to issue a possession notice under Rule 8 (1) of the SARFAESI Rules, 2002 and subsequently a sale notice on November 30, 2015.

Suryachakra Power Corporation Limited ("**SPCL**") along with others have filed writ petition before High Court of Andhra Pradesh, claiming that it has 78% shareholding in SGEPL which in turn has 100% shareholding in SAAIL. It has been alleged that since IICL and IFSL could not have invoked measures under SARFAESI, therefore IHFL cannot invoke the provisions of SARFAESI Act. SPCL has also claimed that IHFL had invoked winding up proceedings against SAAIL and SGEPL in which official liquidator has been appointed, and because the properties vest in the official liquidator, IHFL could not have invoked the provisions of SARFAESI Act.

The Hon'ble High Court of Andhra Pradesh has issued notice on the writ petition but has refused to interfere with the auction and has allowed IHFL to proceed with the sale of the secured assets. The Hon'ble High Court has clarified that the sale would be subject to final adjudication in the writ petition. IHFL has sold the mortgaged property and has also issued the certificate of sale.

In separate proceedings, IDBI has filed applications in disposed off winding up petitions before Andhra Pradesh High Court seeking stay of the auction proceedings conducted by IHFL for sale of SAAIL and SGEPL's properties on the ground that the companies whose properties are being sold are under liquidation and the official liquidator is yet to take physical possession of the properties. IDBI has stated that if the properties are sold by official liquidator then the same would be beneficial for clearing dues of workers, secured and unsecured creditors. The said petitions are yet to be listed.

Further, IHFL has initiated arbitration proceedings against Bhuvana, MS and SMM for loans availed by SGEPL and SAAIL, to recover the amount outstanding pursuant to sale of mortgaged property. Justice J.D. Kapoor (former judge Delhi High court) has been appointed as the sole arbitrator. The matter is currently pending adjudication.

5. In July 2016, an on spot search was conducted at certain offices of IHFL by officials of the Income Tax Department under the Indian tax laws. In the course of the search, the tax officials inspected certain documents at the searched premises. Thereafter, IHFL has from time to time duly provided information requested by the officials of the Income Tax Department; however, no statutory notice or order creating a tax liability on IHFL has been received from the Income Tax Department.

6. Nimitaya Infotech Private Limited ("**Nimitaya**") approached IHFL to avail loans to meet the working capital requirements for business needs against the mortgage of certain immovable properties. Since, Nimitaya committed breach of the loan agreements *inter alia* by making defaults in payment of the monthly instalment due and payable to IHFL, proceedings have been initiated under Section 7 of Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal ("**NCLT**"), Delhi for admission of the petition and initiation of the Corporate Insolvency Resolution Process (the "**Petition**"). Nimitaya *vide* its letter dated September 26, 2018 had approached IHFL for settlement of the dues ("**Settlement Offer**"). On the basis of the Settlement Offer of Nimitaya, NCLT *vide* its order dated September 28, 2018 had disposed off the Petition with a liberty to IHFL to move appropriate application if necessity arises (the "**Disposal Order**"). Nimitaya failed to pay the dues in terms of the Settelment Offer. In acoordance with the Disposal Order IHFL on December 4, 2018, filed an application with NCLT for revival of its Petition ("**Revival Application**"). Upon filing of Revival Application notice was issued to Nimitya by NCLT and directed representatives of Nimitaya to appear before it. However, representatives of Nimitya did not appear on the date assigned by NCLT. On December 18, 2018 bailable warrants were issued in respect of two directors of Nimitya *viz* Mr. Sanjeev Mahajan and Mr. Sunil Kumar Verma with a condition that bail bonds be furnished to the satisfaction of the arresting officer with two sureties in the sum of ₹ 50,000 each. The matter is currently pending.

7. Shree Ram Urban Infrastructure Limited (Shree Ram) approached IHFL for availing loans for construction of a real estate project known as Palais Royale (Project). The loans were secured by the mortgage of the Project along with receivables arising out of the Project. Since, Shree Ram was unable to pay the dues, the loans were recalled and (i) IHFL initiated proceedings under SARFAESI Act, pursuant to which an application has been filed before Company Court in Bombay High Court seeking handover of the physical possession of the mortgaged properties by the provisional liquidator; and (ii) proceedings were initiated under Section 7 of Insolvency and Bankruptcy Code, 2016, as amended ("**IBC**") before NCLT, Mumbai for admission of the petition and initiation of the corporate insolvency resolution process. NCLT, Mumbai dismissed our petition filed under Section 7 of IBC holding that it does not have jurisdiction under IBC as Bombay High Court has already appointed a provisional liquidator in a separate winding up petition. This order passed by NCLT was challenged before National Company Law Appellate Tribunal ("**NCLAT**"). However, on account of earlier judgments, the order passed by NCLT was not interfered with by NCLAT. We have filed appeal challenging the order passed by NCLAT before the Supreme Court on the ground that irrespective of winding up proceedings in question, application under Section 7 of IBC is maintainable. The Hon'ble Supreme Court has admitted the appeal and issued notice thereon.

8. A special leave petition ("**SLP**") bearing (C) No.20417 of 2017 had been filed by Daiichi Sankyo Company Limited ("**DSCL**") against the order dated June 21, 2017 of the single Judge of the Delhi High Court refusing to grant injunction against disposal of properties and assets under control of Shivinder Mohan Singh, Malvinder Mohan Singh and certain other persons. During the pendency of the SLP, the Supreme Court passed an order of status quo with regard to the shares of Fortis Healthcare Limited held by Fortis Healthcare Holding Private Limited on August 11, 2017. Subsequently, DSCL filed contempt petition on August 30, 2017 ("**Contempt Petition 1**") before the Supreme Court against certain persons, including Shivinder Mohan Singh and Malvinder Mohan Singh, for wilful disobedience of order dated August 11, 2017. Further, the Supreme Court pursuant to order dated August 31, 2017 clarified its earlier order and held that there was no contempt made out.

As certain companies controlled by erstwhile promoters of Fortis - Malvinder Mohan Singh and Shivinder Mohan Singh had defaulted in repayment of loan facilities that had been availed from IHFL in years 2015, 2016 and till April 2017, IHFL had availed remedies under the loan agreement and law including the sale of encumbered shares of Fortis Healthcare Limited held by Fortis Healthcare Holding Private Limited. The

sale of encumbered shares was permitted by Hon'ble Supreme Court vide order dated February 15, 2018 in SLP (C) No.20417 of 2017 wherein it clarified that interim orders dated August 11 and August 31 of 2017 to mean that the status quo granted shall not apply to shares of Fortis Healthcare Limited held by Fortis Healthcare Holding Private Limited as may have been encumbered on or before the interim orders dated August 11, 2017 and August 31, 2017 of the Supreme Court. one Vinay Prakash Singh (Representative of DSCL) has filed an application against Malvinder Mohan Singh, Shivinder Mohan Singh, Vivek Singh, Japna Malvinder Singh, Aditi Shivinder Singh, Oscar Investments Ltd., RHC Holding Pvt. Ltd., IHFL and others alleging contempt of certain orders of Supreme Court claiming that the shares could not have been sold. The Supreme Court *vide* order dated December 14, 2018 issued notice to respondents including Mr. Sameer Gehlaut on the contempt petition filed by Vinay Prakash Singh.

E. Consumer cases

IHFL has approximately 230 consumer complaints / appeals in which we are respondents. These primarily pertain to alleged deficiency in service and there are some proceedings in which we are *pro forma* parties. The issues involved in such complaints include *inter alia* charging allegedly foreclosure charges / pre-payment penalty, excessive interest rate, unilateral increase in tenure, declaration of account as NPA, stay of possession of property, forceful repossession of vehicles; sale of vehicles; non-issuance of no objection certificates and higher rate of interest.

F. Criminal cases including cases under Section 138 of the Negotiable Instruments Act.

1. IHFL, in the ordinary course of business, has numerous proceedings against defaulting customers under section 138 of the Negotiable Instruments Act. Further, 30 of the pending cases filed against us are in the nature of criminal appeals filed against conviction in such cases initiated by us under section 138 of the Negotiable Instruments Act.

2. Gulab Singh Negi filed an application on March 29, 2014 under section 156 (3) of Criminal Procedure Code, 1973 before Chief Judicial Magistrate, Dehradun ("**Magistrate**") alleging that his son B.S.Negi has committed fraud by forging signatures in connivance with the officers of a number of banks and also IHFL ("**Matter**") and pleaded for appropriate action under Indian Penal Code, 1860 ("**IPC**"). Upon receipt of the application Magistrate directed Kotwali Nagar police station to lodge a first information report ("**FIR**"). Accordingly an FIR no. 310/2014 under section 420/467/468/466/471/120 of IPC was lodged on November 28, 2014 for the afore stated Matter. The Matter is currently pending adjudication.

3. A first information report ("**FIR**") was filed in Hennur police station, Bengaluru on August 6, 2011 under section 405/418/418/420120B/34 of Indian Penal Code, 1860 by Mrs. Minnie Varghese ("**Complainant**") against Mr. Prabin Pradhan, manager of Malleswaram local branch office of IHFL ("**Manager**") certain employees of IHFL and others. It has been alleged that the Manager and other accused conspired and wrongly sold a property of IHFL. After issuance of non-bailable warrants, a quashing petition was filed by employees of IHFL in High Court of Karnataka for quashing of FIR qua them. The Hon'ble High Court has stayed the proceedings of trial court and has ordered petitioners to voluntarily appear before the trial court. The matter is currently pending adjudication.

4. Uma Maheshwari, a co-borrower in a loan facility granted by IHFL has filed a complaint on December 14, 2009 with Egmore police station, Chennai through her father against certain individuals that is Mr. Venkatesh and his wife (who had been entrusted with the title deeds of immovable property) and against IHFL basis which FIR no. 49/2010 was registered by the police. It has been alleged that the said individuals have impersonated Uma Maheshwari, forged signatures and conspired with IHFL to create a mortgage without her consent. The matter is currently pending adjudication before Hon'ble High Court of Judicature at Madras.

5. Suryachkra Global Enviro Power Limited and others ("**Petitioners**") have on September 23, 2014 filed a writ petition no. 34368 of 2014 before the Hon'ble High Court of judicature at Hyderabad praying for issue of writ of mandamus for quashing the first information report no. 278 dated October 2, 2013 lodged with Udyog Vihar police station, Gurugram by IHFL against Petitioners for disclosing manipulated accounts for availing of loan from IHFL and non-repayment of the loan. The matter is currently pending adjudication.

6. Ms. Manisha Rajgaria had filed a complaint dated July 19, 2010 before Judicial Magistrate, Alipore,

Kolkata under section 406, 420 and 120B of Indian Penal Code, against IHFL, its promoter Mr. Sameer Gehlaut and others in relation to a dispute regarding loan transactions. It was alleged by the complainant that IHFL intended to defraud her from the inception of the transaction and that there had been a criminal breach of trust. Summons were issued on July 20, 2010 against IHFL and Mr. Sameer Gehlaut pursuant to which IHFL filed a petition for quashing the complaint and summoning the order passed by Judicial Magistrate, Alipore, Kolkata. The Hon'ble Calcutta High Court stayed the proceedings pending adjudication before Judicial Magistrate, Alipore,Kolkata. The matter is currently pending.

7. Raghani Property Holdings Private Limited (the "**Complainant**"), filed a criminal complaint dated April 19, 2017, under Sections 406, 409, 420 and 506 read with Sections 34 and 120B of the Indian Penal Code, 1860, before the Court of the Metropolitan Magistrate, Calcutta ("**Court**") against Lucina Land Development Limited, IHFL and directors of IHFL *viz.* Mr. Sameer Gehlaut, Mr. Gagan Banga, Mr. Prem Prakash Mirdha, Samesher Singh Ahlawat, Sachin Chaudhary, Ajit Kumar Mittal, Ashwini Omprakash Kumar, Kamlesh Shailesh Chandra Chakraborty, Manjari Ashok Kacker, Justice B P Singh and ohers (collectively, the "**Respondents**"). The Complainant has alleged that the Respondents have entered into criminal conspiracy and have cheated the Complainant. The Complainant has also alleged that the Respondents have engaged in an 'Interest Subvention Scheme' inducing proposed buyers of housing units in their project to avail financial support from them. On April 25, 2017, the Court issued summons against Respondents. IHFL and its directors filed an application under Section 397/401 read with Section 482 of Criminal Procedure Code, 1973 for quashing of the proceedings. Accordingly the proceeding pending before the Court qua the Respondents were stayed for a period of six weeks and the Respondents have also been given a liberty to seek extension of the stay of the proceedings from time to time. The matter is currently pending hearing.

8. One Pratap Singh (the "**Petitioner**") has approached the High Court of Haryana and Punjab under a criminal petition bearing number CRM-M-31714-2017 alleging that the respondents-complainant has filed a first information report with the police against the Petitioner despite offering to repay borrowed funds. The High Court of Haryana and Punjab passed an interim order dated August 29, 2017 wherein no coercive action should be taken against the Petitioner.

III. Involving our Directors

1. **Mr. Shamsher Singh Ahlawat and Mr. Prem Prakash Mirdha**

a. Mr. Ramesh Kumar Gupta had filed a complaint before the court of Judicial Magistrate, Kaithal (Haryana) ("**Judicial Magistrate**") against Indiabulls Ventures Limited ("**IVL**"), Mr. Sameer Gehlaut, Mr. Gagan Banga , Mr. Shamsher Singh Ahlawat, Mr. Prem Prakash Mirdha and others in relation to a dispute regarding certain transactions in his securities trading account (the "**Complaint**"). It was alleged by Mr. Ramesh Kumar Gupta that there was an unauthorized trading done in his trading account by the officials of IVL. The police investigation has been completed and the police authorities have filed its closure report stating that no cognizable offence had been made out. The matter is currently pending for closure before the Judicial Magistrate.

b. LeasePlan India Private Limited and LeasePlan Fleet Management India Private Limited (the "**Complainants**") filed a criminal complaint on April 24, 2012 in the court of Chief Metropolitan Magistrate, New Delhi ("**Chief Metropolitan Magistrate**") under section 200 of Crimnal Procedure Code, 1973 against Store One Retail India Limited (formerly known as Indiabulls Retail Services Limited and Piramyd Retail Limited), Mr. Samsher Singh Ahlawat, Mr. Prem Prakash Mirdha and others (collectively, the "**Accused Persons**") alleging that the Accused Persons have committed criminal breach of trust and cheating in criminal conspiracy with each other, against the Complainants by series of acts/omissions and induced the Complainants to part away from Ford Fiesta 4 wheeler car bearing registration number MH01VA2415, based on false promise/representation of the Accused Persons. The court of Chief Metropolitan Magistrate *vide.* its order dated March 30, 2017, dismissed the complaint filed by the Complainants ("**Order**"). The Complainants have filed a petition no. CRL.M.C.4724/2017 in the High Court of Delhi, seeking to quash the Order passed by the Chief Metropolitan Magistrate. The matter is currently pending for hearing.

2. **Mr. Shamsher Singh Ahlawat, Mr. Prem Prakash Mirdha, Mr. Ajit Kumar Mittal, Mr. Anil Malhan, Mr. Ripudaman Bandral and Mrs. Priya Jain**

a. Mr. Arveen Nehraw (the "**Complainant**") filed a consumer complaint on March 29, 2018 (the "**Complaint**") before the National Consumer Disputes Redressal Commission, New Delhi ("**NCDRC**") against our Company, Mr. Shamsher Singh Ahlawat, Mr. Prem Prakash Mirdha, Mr. Ajit Kumar Mittal, Mr. Anil Malhan, Mr. Ripudaman Bandral and Mrs. Priya Jain (collectively, the "**Directors**" and collectively with the Company, the "**Accused Persons**") alleging that the Accused Persons have levied illegal foreclosure charges on the loan availed by the Complainant from our Company. The Complainant has in its complaint prayed for refund of the foreclosure charge along with interest from date of payment to the disposal of the complaint. Our Company filed an application with NCDRC on November 18, 2018 seeking deletion of the name of the Directors from the array of parties of the Complaint. Also, our Company has filed with the NCDRC a written statment on December 28, 2018. The matter is currently pending for hearing.

3. **Mr. Ajit Kumar Mittal**

a. For details in relation to complaints filed by Raghani Property Holdings Private Limited and Ms. Manisha Rajgaria against Mr. Ajit Kumar Mittal, please see " -- *Criminal cases including cases under Section 138 of the Negotiable Instruments Act*" on page 157.

IV. Involving our Subsidiary

Nil

V. Involving Sameer Gehlaut, promoter of our Promoter Indiabulls Housing Finance Limited

A. Criminal cases

1. Mr. Ramesh Kumar Gupta had filed a complaint before the court of Judicial Magistrate, Kaithal (Haryana) ("**Judicial Magistrate**") against Indiabulls Ventures Limited ("**IVL**"), Mr. Sameer Gehlaut (in the capacity of Director of IVL), Mr. Gagan Banga (in the capacity of an official of IVL) and others in relation to a dispute regarding certain transactions in his securities trading account (the "**Complaint**"). It was alleged by Mr. Ramesh Kumar Gupta that there was an unauthorized trading done in his trading account by the officials of IVL. Through a letter dated October 6, 2006, IVL denied the allegations contained in the Complaint, and stated that Mr. Sameer Gehlaut had no role in the dispute and was not even director of IVL during the time of the allegations and Mr. Gagan Banga catered to policy matters and was not involved with day-to-day trading transactions, and hence he had no role in the dispute. The police investigation has been completed and the police authorities filed its closure report stating that no cognizable offence had been made out. The matter is currently pending for closure before the Judicial Magistrate.

2. Rishi Modi ("**Complainant**") on February 2, 2015 filed complaint under section 420/467/468/471/474/499/120-B of Indian Penal Code, 1860 ("**Complaint**") against Sameer Gehlaut and 2 others ("**Accused**") with Kowali police station, Patiala alleging that the Accused have committed fraud with the Complainant and his wife by taking illegal possession of their property and prayed that the Accused be summoned, tried and punished under the applicable provisions of law. Judicial magistrate, Patiala took the cognizance and *vide* summoning order dated November 4, 2016 summoned Accused to face trial for the offences punishable under sec 420,471,474 of Indian Penal Code, 1860 ("**Summon**"), against which Mr. Sameer Gehlaut has filed petition no. CRM-M-39947 of 2017 with Hon'ble High Court of Punjab and Haryana for quashing the said summon. The Hon'ble High Court of Punjab and Haryana *vide* its interim order dated October 25, 2017 has issued notice on the petition and ordered stay of the proceedings before the trial court. The matter is currently pending adjudication at Hon'ble High Court of Punjab and Haryana.

3. For details in relation to complaints filed by Raghani Property Holdings Private Limited and Ms. Manisha Rajgaria against Mr. Sameer Gehlaut, please see " -- *Criminal cases including cases under Section 138 of the Negotiable Instruments Act*" on page 157.

Other than as mentioned below, there are no litigation or legal action pending or taken by any ministry or department of the government or a statutory authority against the Promoter of our Company during the last five years immediately preceding the year of the issue of this Draft Shelf Prospectus and that there have been no direction issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action:

1. IHFL has paid a sum of ₹ 14,39,900 to SEBI for settlement of notice dated July 18, 2016 received under rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 by IHFL in relation to certain irregularities with the filing of shareholding patterns by IHFL (between 2010 and 2012) with the stock exchanges pursuant to the erstwhile equity listing agreement that all listed entities in India were required to enter into with the stock exchanges.

2. Mr. Sameer Gehlaut, the promoter of our Promoter, IHFL, received a show cause notice dated May 22, 2017 ("**Show Cause Notice**") in connection with compliances under the SEBI (Substantial Acquisition of Shares and Takeovers Regulations) 2011, pursuant to which Mr Sameer Gehlaut filed an application dated January 19, 2018 in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014. Thereafter, by way of settlement order dated December 10, 2018, upon payment of settlement charges of ₹ 47,93,473, the proposed adjudication proceedings set out in the Show Cause Notice were disposed of.

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.

Save as disclosed in this Draft Shelf Prospectus, there are no:

1. inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years immediately preceding the year of issue of this Draft Shelf Prospectus against our Company and Subsidiary;

2. pending litigation involving our Company, Promoter, Directors, Subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the position of our Company; and

3. pending proceedings initiated against our Company for economic offences.

4. outstanding defaults in the payment of statutory dues.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

At the meeting of the Board of Directors of our Company, held on January 10, 2019, the Directors approved the issue of NCDs to the public. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders at the extraordinary general meeting of our Company held on August 1, 2018

Prohibition by SEBI/ Eligibility of our Company to come out with the Issue

Our Company, persons in control of our Company and/or our Directors and/or our Promoters have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Wilful Defaulter

Our Company, our Directors and/or our Promoters have not been categorised as a wilful defaulter by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

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 MANAGERS, EDELWEISS FINANCIAL SERVICES LIMITED, A.K. CAPITAL SERVICES LIMITED, AXIS BANK LIMIITED 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 MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, EDELWEISS FINANCIAL SERVICES LIMITED, A.K. CAPITAL SERVICES LIMITED, AXIS BANK LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●].

Disclaimer Clause of NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN *VIDE* ITS LETTER REF.: [●] 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 DRAFT 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 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 PROMOTER, 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 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 THE STOCK EXCHANGE 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 DRAFT 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 PROMOTER, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;

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

Disclaimer Clause of the RBI

THE COMPANY HAS OBTAINED A CERTIFICATE OF REGISTRATION DATED APRIL 16, 2015 BEARING REGISTRATION NO. N -14.03136 ISSUED BY THE RBI TO CARRY ON THE ACTIVITIES OF AN NBFC UNDER SECTION 45 IA OF THE RBI ACT, 1934. HOWEVER A COPY OF THIS DRAFT SHELF PROSPECTUS HAS NOT BEEN FILED WITH OR SUBMITTED TO THE RESERVE BANK OF INDIA ("RBI"). IT IS DISTINCTLY UNDERSTOOD THAT THIS DRAFT SHELF PROSPECTUS SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO BE APPROVED OR VETTED BY RBI. RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE ISSUER OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE ISSUER AND FOR DISCHARGE OF LIABILITY BY THE ISSUER. BY ISSUING THE AFORESAID CERTIFICATE OF REGISTRATION DATED APRIL 16, 2015 TO THE ISSUER,

RBI NEITHER ACCEPTS ANY RESPONSIBILITY NOR GUARANTEE FOR THE PAYMENT OF ANY AMOUNT DUE TO ANY INVESTOR IN RESPECT OF THE PROPOSED NCDS.

Disclaimer in Respect of Jurisdiction

THE ISSUE IS BEING MADE IN INDIA, TO INVESTORS FROM CATEGORY I, CATEGORY II, CATEGORY III AND CATEGORY IV. THIS DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND RESPECTIVE TRANCHE PROSPECTUS WILL NOT, HOWEVER CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR THE NCDS OFFERED HEREBY IN ANY JURISDICTION OTHER THAN INDIA TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. ANY PERSON INTO WHOSE POSSESSION THIS DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS AND RESPECTIVE TRANCHE PROSPECTUS COMES IS REQUIRED TO INFORM HIMSELF OR HERSELF ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

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
Axis Bank Limited	www.axisbank.com
Trust Investment Advisors Private Limited	www.trustgroup.in

Listing

The NCDs proposed to be offered through this Issue are proposed to be listed on BSE and NSE. An application has been made to the BSE and NSE for permission to deal in and for an official quotation of our NCDs. NSE 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 the BSE and NSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Draft Shelf Prospectus, Shelf Prospectus and respective Tranche Propspectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange mentioned above are taken within six Working Days from the date of closure of the relevant Tranche 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.

Our Company shall pay interest at 15% (fifteen) per annum if Allotment is not made and refund orders/allotment letters are not dispatched and/or demat credits are not made to investors within six Working Days of the Issue Closing Date or date of refusal of the Stock Exchange(s), whichever is earlier. In case listing permission is not granted by the Stock Exchange(s) to our Company and if such money is not repaid within the day our Company becomes liable to repay it on such account, our Company and every officer in default shall, on and from expiry of 8 days, be liable to repay the money with interest at the rate of 15% as prescribed under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 26 of the 2013 Act, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.

Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) Bankers to our Company, (d) Lead Managers, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) ICRA Limited for ICRA Research Report (i) the Debenture Trustee; and (m) Chief Financial Officer have been obtained and the same will be filed along with a copy of the Shelf Prospectus and respective Tranche Prospectus with the ROC.

The consent of the Statutory Auditor of our Company, namely Ajay Sardana Associates, Chartered Accountants, for (a) inclusion of their name as the Statutory Auditor; (b) reports on Reformatted Financial Statements and (c) opinion on Limited Review Financial Statements in the form and context in which they appear in this Draft Shelf Prospectus have been obtained and it has not withdrawn such consent and the same will be filed with the ROC.

The consent of the independent chartered accountants, namely A. Sardana & Co., Chartered Accountants, for inclusion of statement of tax benefits dated January 11, 2019, issued by them, in this Draft Shelf Prospectus have been obtained and it has not withdrawn such consent and the same will be filed with the ROC.

Expert Opinion

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

1. Our Company has received consent from its Statutory Auditor, namely, Ajay Sardana Associates, Chartered Accountants, to include their name as required under Section 26 (1) (v) of the Companies Act, 2013 and as "Expert" as defined under Section 2(38) of the Companies Act, 2013 in this Draft Shelf Prospectus in respect of the reports of the Auditors dated January 10, 2019 included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus.

2. Our Company has received consent from A Sardana & Co., Chartered Accountants, to include their name as required under Section 26 (1) (v) of the Companies Act, 2013 and as "Expert" as defined under Section 2(38) of the Companies Act, 2013 in this Draft Shelf Prospectus in respect of statement of tax benefits dated January 11, 2019 included in this Draft Shelf Prospectus and such consent has not been withdrawn as on the date of this Draft Shelf Prospectus.

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, within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within 6 days from the date of closure of the Issue. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted In the event, there is a delay, by the Issuer in making the aforesaid refund, our Company will pay interest at the rate of 15% per annum for the delayed period.

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

Filing of the Draft Shelf Prospectus

A copy of the Draft Shelf Prospectus has to be filed with the Stock Exchanges in terms of SEBI Debt Regulations for dissemination on their website and to SEBI for record purpose.

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 the Companies Act, 2013.

Debenture Redemption Reserve

Pursuant to Regulation 16 of the Debt Regulations and Section 71 (4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Third Amendment Rules, 2016, dated July 19, 2016 further states that 'the adequacy' of DRR for NBFCs registered with the RBI under Section 45-lA of the RBI (Amendment) Act, 1997 shall be 25% of the value of outstanding debentures issued through a public issue as per the SEBI Debt Regulations. Accordingly our Company is required to create a DRR of 25% of the outstanding value of the NCDs issued through the Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. The Rules further mandate that every company required to maintain DRR shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (e) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The above mentioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during the year ending on the 31st day of March of that year.

Issue Related Expenses

The expenses of this Issue include, *inter alia*, lead management fees and selling commission to the Lead Managers, Consortium Members, fees payable to debenture trustees, underwriters, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company. The estimated break-up of the total expenses shall be as specified in the relevant Tranche Prospectus.

Reservation

No portion of this Issue has been reserved

Details of previous Issues

Other than as disclosed below, our Company has not made any rights issue of Equity Shares in the last five years:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Premium per equity share (₹)	Issue price per equity share (₹)	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)	Nature of Allotment*
October 31, 2017	7,400,285	10	125.13	135.13	Cash	50,226,573	50,22,65,730	Rights Issue
March 22, 2018	1,03,44,828	10	135	145	Cash	6,05,71,401	60,57,14,010	Rights Issue
June 20, 2018	4,70,77,923	10	144	154	Cash	10,76,49,324	1,07,64,93,240	Rights Issue

**Note: Our Company has utilized the proceeds of the rights issue in line with the objects for which such rights issue funds were raised*.

Other than as disclosed below, our Company has not made any rights issue of Preference Shares in the last five years:

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Premium per Preference Share (₹)	Issue price per Preference Share (₹)	Nature of Consideration	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)	Nature of Allotment
March 26, 2013	2,25,00,000	10	80	90	Cash	2,25,00,000	22,50,00,000	Rights Issue

**Note: Our Company has utilized the proceeds of the rights issue in line with the objects for which such rights issue funds were raised.*

Except as mentioned below, our Company has not made any public issuances of debentures:

Our Company undertook a public issuance of debentures in September 2018, the particulars of which have been setforth below:

Date of Opening	September 11, 2018	
Scheduled closing date	September 28, 2018	
Actual date of closing	September 14, 2018*	
Total issue size	₹ 20,000 million	
Date of allotment	September 25, 2018	
Objects of the issue (as per the prospectus)	**Object**	**Object % of amount proposed to be**
	Onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilization of issue proceeds	Fully utilized in accordance with the objects of the issue.	

***Pursuant to resolution of the Bond Issue Committee dated September 12, 2018, the issue was closed on September 14, 2018.*

Other than as mentioned above, our Company has raised funds for augmenting its capital adequacy requirements, long-term resources for meeting funding requirements for its business purposes and for general corporate purposes by way of private placement of debentures in the last three years. The funds have been fully utilized in accordance with the objects of the above mentioned issuance of debentures on private placement basis and issuance of Equity Shares and Preference Shares on rights issue basis.

Benefit/ interest accruing to Promoters/ Directors out of the object of the Issue

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

Details regarding the Company and other listed companies under the same management within the meaning of section 370(1B) of the Companies Act, which made any capital issue during the last three years

Nil

Details regarding the previous issues of the group company

Indiabulls Housing Finance Limited:

Date of Opening	September 15, 2016	
Scheduled closing date	September 23, 2016	
Actual date of closing	September 16, 2016*	
Total issue size	₹ 70,000 million	
Date of allotment	September 26, 2016	
Objects of the issue (as per the prospectus)	**Object**	**Object % of amount proposed to be**

	Onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company	At least 75%
	General Corporate Purposes	Maximum of up to 25%
Net utilization of issue proceeds	Fully utilized in accordance with the objects of the issue.	

***Pursuant to resolution of the bond issue committee of Indiabulls Housing Finance Limited dated September 15, 2016, the issue was closed on September 16, 2016.*

Other than as mentioned above, IHFL has raised funds for augmenting its capital adequacy requirements, long-term resources for meeting funding requirements for its business purposes and for general corporate purposes by way of private placement of debentures and qualified institutions placement of equity shares in the last three years. The funds have been fully utilized in accordance with the objects of the above mentioned issuance of debentures and equity shares on private placement basis.

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

As on December 31, 2018 our Company has listed rated/ unrated, secured/ unsecured, non-convertible redeemable debentures and listed subordinated debt. For further details, please see "*Financial Indebtedness*" on page 133.

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.

Our Company has not declared any dividend on the Equity Shares for the Fiscal 2018, Fiscal 2017, Fiscal 2016, Fiscal 2015 and Fiscal 2014.

The following table states the details of the provision for dividend made by our Company on the 10% cumulative compulsorily convertible preference shares of our Company ("**Preference Shares**") for the Fiscal 2018, Fiscal 2017, Fiscal 2016, Fiscal 2015 and Fiscal 2014:

Particulars	**Fiscal 2018**	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**
Preference Share Capital (₹ in crores)	22.50	22.50	22.50	22.50	22.50
Face Value Per Preference Share	10.00	10.00	10.00	10.00	10.00
Provision for dividend on Preference Shares for the year (₹ in crores) *	2.25	2.25	2.25	2.25	2.25
Dividend Rate (In %)	10%	10%	10%	10%	10%

**In accordance with the terms of the issuance of Preference Shares, the Company has only made provision for dividend and has not declared and paid divdened on the Preference Shares.*

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 January 18, 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 eight years from the last date of dispatch 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 center where the application was submitted. The contact details of Registrar to the Issue are as follows:

Karvy Selenium Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda,

Serilingampally,
Hyderabad Rangareddy – 500 032, Telangana, India
Telephone No.: +91 40 6716 2222
Facsimile No.: +91 40 2343 1551
Email: iccl.ncdtranche2@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karvyfintech.com
Contact Person: Mr. M Murali Krishna
SEBI Regn. Number: INR000000221
Compliance Officer: Rakesh Santhalia
CIN: U67200TG2017PTC117649

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 RTA Regulations and our Company shall extend necessary co-operation to the Registrar for its complying with the said regulations. However, the Registrar shall ensure that the time taken to redress investor complaints does not exceed fifteen (15) 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 Compliance Officer for the purposes of this Issue are set out below:

Mr. Ajit Kumar Singh
Company Secretary & Compliance Officer
Indiabulls House
448-451, Udyog Vihar
Phase - V
Gurugram - 122 016
Haryana
Telephone No.: + 91 124 668 1199
Facsimile No.: + 91 124 668 1240
Email: ajisingh@indiabulls.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.

Change in Auditors of our Company during the last three years

There has been no change(s) in the Statutory Auditor of our Company in the last 3 (three) Fiscals preceding the date of this Draft Shelf Prospectus except as stated below:

Name of the Auditor	Address	Date of change	Reason for change
M/s Ajay Sardana Associates	D – 118, Saket, New Delhi - 110017	September 8, 2017	Appointment
M/s A Sardana & Co	D – 118, Saket, New Delhi - 110017	September 8, 2017	Retired on September 8, 2017

Auditor Remarks

There have been no reservations or qualifications or adverse remarks of auditors in respect of our Financial Statements in the last five financial years from the date of this Draft Shelf Prospectus. For details in relation to emphasis of matter, please see "*Financial Statements*" on page 127.

Details regarding lending out of Issue proceeds and loans advanced by the Company

A. ***Lending Policy***

Please see "*Our Business*" at page 76 of this Draft Shelf Prospectus.

B. ***Loans given by the Company***

Loans/advances to associates, entities/persons relating to Board, senior management or Promoter or group entities out of the proceeds of previous issues

Not Applicable

*C. **Types of loans***

- Types of loan given by the Company as on March 31, 2018 are as follows:

S. No	Type of loans	Amount (₹ in crores)	Percentage (in %)
1	Secured	8,247.23	99.80
2	Unsecured	16.34	0.20
	Total assets under management (AUM)	8,263.57	100.00

- Denomination of loans outstanding by ticket size as on March 31, 2018

S. No.	Ticket size	Percentage of AUM
1	Upto ₹1 Cr	1.39
2	1 Cr – 5 Cr	36.49
3	₹> 5 Cr	62.12

- Denomination of loans outstanding by LTV* as on March 31, 2018

S. No	LTV	Percentage of AUM
1	Upto 60%	48.73
2	60-70%	39.16
3	70-80%	11.10
4	>80%	1.01
	Total	**100**

** LTV at the time of origination*.

- Geographical classification of borrowers as on March 31, 2018

Sr. No.	Regions	Percentage of AUM
1	North, East & Central	50.91
2	South	18.99
3	West	30.10
	Total	100.00

- Types of loans according to sectorial exposure as on March 31, 2018 is as follows:

Sr. No.	Segment wise breakup of loan book	Percentage of loan book
1	Mortgage Loans	98.21%
2	Commercial Vehicle Loans	0.09%
3	Other Loans	1.70%
	Total	100%

- Maturity profile of total loan portfolio of the Company as on March 31, 2018 is as follows:

Period	Amount (₹ in crores)
Less than 1 month	200.17
1-2 months	142.59
2-3 months	174.67
3-6 months	365.77
6 months -1 year	839.75
Above 1 year	6,285.30
Total	8,008.25

*D. **Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31,2018***

	Amount (₹ in crores)
Total Advances to twenty largest borrowers	1,302.90
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	16.68%

*E. **Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31,2018***

	Amount (₹ in crores)
Total Exposures to twenty largest borrowers/Customers	1,325.56
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances of the NBFC on borrowers/Customers	16.58%

*F. **Details of loans overdue and classified as non – performing in accordance with the RBI guidelines***

Movement of gross NPAs	Amount (₹ in crores)
(a) Opening balance	63.54
(b) Additions during the year	37.89
(c) Reductions during the year	51.94
(d) closing balance	49.49

Movement of provisions for NPAs	Amount (₹ in crores)
(a) Opening balance	15.66
(b) Provisions made during the year	49.96
(c) Write-off / write -back of excess provisions	49.08
(d) closing balance	16.55

*G. **Segment –wise gross NPA as on March 31, 2018***

S. No	Segment- wise breakup of gross NPAs	Gross NPA (%)
1	Mortgage Loans	0.45
2	Commercial Vehicle Loans	64.18
3	Other Loans	7.53
	Total	**0.63**

*H. **Classification of borrowings as on March 31, 2018***

S. No	Type of Borrowings	Amount (₹ in crores)	Percentage
1	Secured	4,378.41	63.11
2	Unsecured	2,559.53	36.89
	Total	**6,937.94**	**100.00**

*I. **Promoter Shareholding***

There is no change in promoter holdings in the Company beyond the threshold level stipulated at 26% during the last financial year.

*J. **Residual maturity profile of assets and liabilities as on March 31, 2018***

(₹ in crores)

	1 to 30/31 days (one month)	Over one month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	over 3 to 5 years	Over 5 years	Total
Deposits	-	-	-	-	-	-	-	-	-
Advances	200.17	142.59	174.67	365.77	839.75	2,555.98	2,447.80	1,281.52	**8,008.25**

Investments	1.25	142.17	-	63.99	0.25	-	-	0.85	**208.51**
Borrowings	51.41	410.00	792.72	272.74	207.50	1,935.77	2,490.05	777.75	**6,937.94**
Foreign Currency assets	-	-	-	-	-	-	-	-	**-**
Foreign Currency liabilities	-	-	-	5.55	15.33	-	-	-	**20.88**

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.

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 own risk.

SECTION VII- ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The following are the key terms of the NCDs. This chapter should be read in conjunction with and is qualified in its entirety by more detailed information in "*Terms of the Issue*" on page 177.

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

Issuer	Indiabulls Commercial Credit Limited
Type of instrument/ Name of the security/ Seniority	Secured redeemable non-convertible debentures and/or unsecured subordinate redeemable non-convertible debentures. The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for Tier II capital
Nature of the instrument	Secured redeemable non-convertible debentures and/or unsecured subordinate redeemable non-convertible debentures. The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for Tier II capital
Mode of the issue	Public issue
Lead Managers	Edelweiss Financial Services Limited, A.K.Capital Services Limited, Axis bank Limited and Trust Investment Advisors Private Limited
Debenture Trustee	IDBI Trusteeship Services Limited
Depositories	NSDL and CDSL
Registrar	Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited)
Issue	As specified in the relevant Tranche Prospectus for each Tranche Issue
Base Issue	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
Eligible investors	Please see "*Issue Procedure – Who can apply?*" on page 192
Objects of the Issue	Please see "*Objects of the Issue*" on page 52
Details of utilization of the proceeds	Please see "*Objects of the Issue*" on page 52
Lock-in	As specified in the relevant Tranche Prospectus for each Tranche Issue
Interest rate for each category of investors	As specified in the relevant Tranche Prospectus for each Tranche Issue
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 only*
Frequency of interest payment	As specified in the relevant Tranche Prospectus for each Tranche Issue
Mode of settlement	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
Face value	₹ 1,000 per NCD

Issue Price (in ₹)	As specified in the relevant Tranche Prospectus for each Tranche Issue
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
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 Secured NCDs proposed to be issued under this Issue have been rated CRISIL AAA (pronounced as Triple A; Outlook: Stable) for an amount of ₹ 3,000 crores, by CRISIL *vide* their letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019, CARE:AAA; Stable (pronounced as Triple A; Outlook:Stable) for an amount of ₹ 3000 crores, by CARE *vide* their letter no. CARE/RL/HO/2018-19/4420 dated January 11, 2019.The Unsecured NCDs proposed to be issued under this Issue have been rated CRISIL AAA (pronounced as Triple A; Outlook Stable) for an amount of ₹ 500 crores, by CRISIL *vide* their letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019, CARE: AAA; Stable (pronounced as Triple A; Outlook:Stable) for an amount of ₹ 500 crores, by CARE *vide* their letter no. CARE/HO/RL/2018-19/4422 dated January 11, 2019 The rating of NCDs by CRISIL and CARE indicate that instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry the lowest credit risk. For the rationale for these ratings, see Annexure A & B of this Draft Shelf Prospectus.
Listing	The NCDs are proposed to be listed on NSE and BSE. The NCDs shall be listed within six Working Days from the date of Issue closure
Issue size	As specified in the relevant Tranche Prospectus for each Tranche Issue
Modes of payment	Please see *"Issue Procedure – Terms of Payment*" on page 175
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
Record date	15 (fifteen) days prior to the relevant Interest Payment Date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption. In event the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date
Security and Asset Cover	The Secured NCDs proposed to be issued will be secured by a first ranking *pari passu* charge on present and future receivables of the Issuer for the principal amount and interest thereon. The Secured NCDs will have an asset cover of one time on the principal amount and interest thereon. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on *pari passu* basis thereon for its present and future financial requirements, without requiring the consent of, or intimation to, the Secured NCD holders or the Debenture Trustee in this connection, provided that a minimum security cover of one time on the principal amount and interest thereon, is maintained.

	No security will be created for Unsecured NCD in the nature of subordinated debt.
Issue documents	The Draft Shelf Prospectus, the Shelf Prospectus, the respective Tranche Prospectus(es) 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 Issue Agreement, Debenture Trust Deed, the Debenture Trustee Agreement, the Tripartite Agreements, the Registrar Agreement. For further details, see "*Material Contracts and Documents for Inspection*" on page 239.
Conditions precedent to disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent 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	Please see "*Terms of the Issue – Events of Default*" on page 192.
Deemed date of Allotment	The date on which the Board of Directors or the Bond Issue Committee approves the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors or the Bond Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the NCD Holders from the Deemed Date of Allotment
Roles and responsibilities of the Debenture Trustee	Please see "*Terms of the Issue – Trustees for the Secured NCD Holders*" and "*Terms of the Issue – Trustees for the Unsecured NCD Holders* on page 177.
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 New Delhi, India, respectively.
Working day convention / Effect of holidays on payment	Working Day means 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 stock exchanges excluding Sundays and bank holidays in Mumbai, as per SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, however, with reference to payment of interest/redemption of NCDs, Working Days shall mean those days wherein the money market is functioning in Mumbai. If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment. The interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

** In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. However, in terms of section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the NCDs in physical form will rematerialize the NCDs. However, trading in NCDs shall be compulsorily in dematerialized form.*

******* *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 in the relevant Tranche Prospectus, 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 Bond Issue Committee thereof subject to receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such*

earlier or extended date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the BSE and NSE.

SPECIFIC TERMS FOR SERIES OF NCDs*

As specified in the relevant Tranche Prospectus for each Tranche Issue.

Terms of payment

The entire 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 the Draft Shelf Prospectus, Shelf Prospectus and respective Tranche Prospectus (es).

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 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 (in case of Applicants applying for Allotment of the NCDs in dematerialized form) 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.

For further details, please see "*Issue Procedure*" on page 193.

TERMS OF THE ISSUE

GENERAL TERMS OF THE ISSUE

Authority for the Issue

This Issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at their meeting held on January 10, 2019. Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' *vide* their resolution approved at the extraordinary general meeting dated August 1, 2018.

Principal Terms & 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 Application Forms, the Abridged Prospectus, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/the Government of India/the Stock Exchanges, 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 and senior obligations of our Company and shall be first ranking *pari passu* with the existing secured creditors on all loans and advances/ book debts/ receivables, both present and future of our Company 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 Secured NCDs proposed to be issued under the Issue and all earlier issues of secured debentures outstanding in the books of our Company, shall be first ranking *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption. Our Company confirms that all permissions and/or consents for creation of a *pari passu* charge on the book debts/ loans and advances/ receivables, both present and future and immovable property as stated above, will be obtained from all relevant creditors, lenders and debenture trustees of our Company, who have an existing charge over the above mentioned assets, prior to filing of the Shelf Prospectus. Our Company may, subject to applicable RBI crequirements and other applicable statutory and/or regulatory provisions, treat the NCDs as Tier I capital.

Ranking of Unsecured NCDs

The Unsecured NCDs would constitute unsecured and subordinated obligations of the Company and shall rank *pari passu* inter se, and subject to any obligations under applicable statutory and/or regulatory requirements. The Unsecured NCDs proposed to be issued under the Issue and 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.

Debenture Redemption Reserve

Pursuant to Regulation 16 of the Debt Regulations and Section 71 (4) of the Companies Act, 2013 states that where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by Companies (Share Capital and Debentures) Third Amendment Rules, 2016, dated July 19, 2016, further states that 'the adequacy' of DRR for NBFCs registered with the RBI under Section 45-lA of the RBI (Amendment) Act, 1997 shall be 25% of the value of outstanding debentures issued through a public issue as per the SEBI Debt Regulations. Accordingly, our Company is required to create a DRR of 25% of the value of the NCDs, outstanding as on date, issued through the Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. The Rules further mandate that every company required to maintain DRR shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more

following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15% of the amount of debentures maturing during year ending on the 31st day of March of that year.

Face Value

The face value of each of the NCD shall be ₹ 1,000.

Trustees for the Secured NCD Holders

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustee for the Secured 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 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 authorized 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 Secured NCD Holder(s) shall discharge us *pro tanto* to the Secured 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 IDBI Trusteeship Services Limited to act as the Debenture Trustees for the Unsecured NCD Holders. The Debenture Trustee and our Company will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The 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.

Events of Default (Secured NCDs):

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 Secured 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 Secured 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:

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

Events of Default (Unsecured NCDs):

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 Unsecured NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or Unsecured by the NCD Holders to its satisfaction), give notice to our Company specifying that the NCDs and/or any particular

series of Unsecured 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:

(i) default is committed in payment of the principal amount of the Unsecured NCDs on the due date(s); and
(ii) default is committed in payment of any interest on the Unsecured 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 and such other rights as may be prescribed under the Companies Act, 2013 and the rules prescribed thereunder and the SEBI Listing Regulations.

Rights of Secured NCD Holders

Some of the significant rights available to the 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 receive notices or annual reports of, or 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 Holder or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such Secured 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 Debt Regulations, the Companies Act, 2013, the Memorandum and Articles of Association of our Company, the terms of this Draft Shelf Prospectus, the Shelf Prospectus, relevant Tranche Prospectus the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the NCDs.

5. The Depositories shall maintain the up to date record of holders of the Secured NCDs in dematerialized Form. 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 NCD in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Secured NCD holders for this purpose.

6. A register of Secured NCD Holders holding Secured NCDs in physical form pursuant to rematerialisation ("**Register of Secured NCD Holders**") will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of Secured NCD Holders as on the Record Date. For the Secured NCDs issued in dematerialized form, the Depositories shall also maintain the up to date record of holders of the Secured

NCDs in dematerialized Form. 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.

7. Subject to compliance with RBI 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 may redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

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

Rights of the 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 Unsecured NCD Holders thereof any rights or privileges available to our members including the right to receive notices or annual reports of, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Unsecured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Unsecured NCD Holders for their consideration. In terms of section 136 of the Companies Act, 2013, the Unsecured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the registered office of the Company during business hours.

2. Subject to applicable statutory/regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the 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. In case of Unsecured NCDs held in (i) dematerialised form, the person for the time being appearing in the register of beneficial owners of the Depository; and (ii) physical form, as entitled under Section 8(1) of the Depositories Act, 1996, 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 Unsecured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the 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, our Memorandum and Articles of Association, the terms of the Draft Shelf Prospectus, the Shelf Prospectus, respective Tranche Prospectus, the Application Forms, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Unsecured NCDs.

5. A register of Unsecured NCD Holders holding Unsecured NCDs in physical form ("**Register of Unsecured NCD Holders**") will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Unsecured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of Unsecured NCD Holders as on the Record Date. For the Unsecured NCDs issued in dematerialized form, the Depositories shall also maintain the up to date record of holders of the Unsecured NCDs in dematerialized Form. 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 NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of NCD holders for this purpose.

6. Subject to compliance with RBI requirements, Unsecured NCDs can be rolled over only with the consent of the Unsecured NCD Holders of at least 75.00% 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 may redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the Unsecured NCD Holders are merely indicative. The final rights of the Unsecured NCD Holders will be as per the terms of the Shelf Prospectus, respective Tranche Prospectus 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 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, elect either:

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

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

For all NCDs held in the dematerialized form, 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 in connection with NCDs held in the dematerialized form.

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.

Applicants who have opted for rematerialisation of NCDs and are holding the NCDs in the physical form should provide required details in connection with their nominee to our Company.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in New Delhi, India.

Application in the Issue

NCDs being issued through the Offer Document can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this Issue shall be made through the ASBA facility only.

In terms of Regulation 4(2)(d) of Debt Regulations, our Company will make public issue of the NCDs in the dematerilaised form only.

However in the terms of Section 8(1) of the Depositories Act, our Company at the request of the Investors who wish to hold the NCDs in physical form will rematerialise the NCDs.However, trading of the NCDs shall be compulsorily in dematerialized form 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 one 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.

A successful Applicant can also request for the issue of NCDs certificates in the denomination of 1 (one) NCD at any time post allotment of the NCDs.

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

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

Transfer/Transmission of NCD(s)

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013. The NCDs held in dematerialized form 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. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Please see "*Issue Structure – Interest rate for each category of investor*" on page 172 of this Draft Shelf Prospectus for the implications on the interest applicable to NCDs held by different category of Investors on the Record Date. Pursuant to the SEBI (Listing Obligations and Disclosure Requirments) (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 dematerialized form only.

Title

The NCD Holder 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.

Succession

Where NCDs are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving

his title to the debentures. In the event of demise of the sole or first holder of the Debentures, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Debentures only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of our Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.

2. Proof that the non-resident Indian is an Indian national or is of Indian origin.

3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Procedure for Re-materialization of NCDs

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. **Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to our Company and the DP. No proposal for rematerialization of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialization.**

Restriction on transfer of NCDs

There are no restrictions on transfers and transmission of NCDs allotted pursuant to this Issue. Pursuant to the SEBI LODR IV Amendment, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition, from December 4, 2018. However, any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialized form only.

Period of Subscription

ISSUE PROGRAMME	
ISSUE OPENS ON	As specified in respective Tranche Prospectus
ISSUE CLOSES ON	As specified in respective 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 in the relevant Tranche Prospectus, 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 Bond Issue Committee thereof subject to receipt of necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or extended date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by BSE and NSE.

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 Trading Members of the Stock Exchanges 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/Premium and Payment of Interest/ Premium

Interest on NCDs

As specified in the Tranche Prospectus.

Payment of Interest
As specified in the Tranche Prospectus.

Taxation (Secured NCD)

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 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialised form.

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

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

Subject to the terms and conditions in connection with computation of applicable interest on the Record Date, please note that in case the NCDs are transferred and/or transmitted in accordance with the provisions of this Draft 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.

Taxation (Unsecured NCDs)

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 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed Unsecured NCDs held in the dematerialised form.

Day Count Convention

Interest shall be computed on actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF/18/2013 dated October 29, 2013 and the SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Effect of holidays on payments

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day (the "**Effective Date**"), however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment. 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/18/2013 dated October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 will be a disclosed in the Prospectus.

Application Size

As specified in the relevant Tranche Prospectus.
Applicants can apply for any or all types of NCDs offered hereunder (any/all series) provided the Applicant has applied for minimum application size using the same Application Form.

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

Maturity and Redemption

As specified in the relevant Tranche Prospectus.

Put / Call Option

As specified in the relevant Tranche Prospectus.

Terms of Payment

The entire issue price of [●] per NCD is blocked in the ASBA Account on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall instruct the SCSBs to unblock the excess amount blocked on application in accordance with the terms of the Shelf Prospectus and relevant Tranche Prospectus.

Manner of Payment of Interest / Refund / Redemption

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

For NCDs held in physical form on account of rematerialsation

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

For NCDs applied / held in electronic form:

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure

to do so could result in delays in credit of 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.

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

1. **Direct Credit**

   Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

2. **NACH**

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

3. **RTGS**

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

4. **NEFT**

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

5. **Registered Post/Speed Post**

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

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

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

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

Printing of Bank Particulars on Interest/Redemption Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest/redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form either on account of rematerialisation or transfer, the investors are advised to submit their bank account details with our Company / Registrar at least 7 (seven) days prior to the Record Date failing which the orders / warrants will be dispatched to the postal address of the holder of the NCDs as available in the records of our Company. Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

Loan against NCDs

Pursuant to 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.

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 holiday of Depositories, the succeeding working day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date.

Procedure for Redemption by NCD Holders

NCDs held in physical form pursuant to rematerialisation of NCDs:

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

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

NCDs held in electronic form:

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

Payment on Redemption

The manner of payment of redemption is set out below*.

NCDs held in physical form on account of rematerialisation

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

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

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

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

NCDs held in electronic form

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

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

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

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

Issue of Duplicate NCD Certificate(s)

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

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

Right to reissue NCD(s)

Subject to the provisions of the Companies Act, 2013, where we have fully redeemed or repurchased any NCDs,

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 re-issue 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 re-issuing 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.

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 Shelf Prospectus and 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 herein and subject to applicable statutory and/or regulatory requirements. In the event of such early closure of the Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Issue Closing Date, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue have been given.

Minimum Subscription

In terms of the SEBI circular dated June 17, 2014, 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, within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within 12 Days from the date of closure of the Issue. In the event, there is a delay, by the Issuer in making the aforesaid refund, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period,

the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

Utilisation of Application Amount

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

Utilisation of Issue Proceeds

1. All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account with a scheduled commercial bank as referred to in sub-section (3) of section 40 of the Companies Act, 2013.

2. 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;

3. 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.

4. We shall utilize the Issue proceeds only upon execution of the documents for creation of security as stated in this Draft Shelf Prospectus and the Shelf Prospectus, on receipt of the minimum subscription and receipt of listing approval from the Stock Exchanges.

5. 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 or in the purchase of any business or in the purchase of an interest in any business.

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.

Arrangers to the Issue

There are no arrangers to 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.

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, 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.

Procedure for Rematerialisation of NCDs

NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to our Company and the DP. No proposal for rematerialization of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialization.

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 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.

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 relevant 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 of Companies Act, 2013.

Pre-Issue Advertisement

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

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 Members of the Syndicate or Registered Brokers at the Broker Centres or CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs as mentioned on the Application Form.

Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this 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 ("**Debt 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 Exchanges.

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 Exchanges, as opposed to the date and time of upload of each such application.

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

THE LEAD MANAGERS, THE CONSORTIUM MEMBERS AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE TRADING MEMBERS IN CONNECTION WITH THE RESPONSIBILITIES OF SUCH TRADING MEMBERS INCLUDING BUT NOT LIMITED TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE. FURTHER, THE RELEVANT STOCK EXCHANGES SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES 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 Exchanges, Working Days shall mean all trading days of the Stock Exchanges, 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 Members of Consortium are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Shelf Prospectus.

PROCEDURE FOR APPLICATION

Availability of this Draft Shelf Prospectus, the Shelf Prospectus, Abridged Prospectus, and Application Forms

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

Please note that there is a single Application Form for Applicants who are Persons Resident in India.

Physical copies of the Abridged Prospectus containing the salient features of the Shelf Prospectus, the respective Tranche Prospectus together with Application Forms may be obtained from:

1. Our Company's Registered Office and Corporate Office;
2. Offices of the Lead Managers;
3. Offices of the Trading Members;
4. Registrar to the Issue
5. Designated RTA Locations for RTAs;
6. Designated CDP Locations for CDPs; and
7. Designated Branches of the SCSBs.

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

Electronic Application Forms may be available for download on the websites of the Stock Exchanges and on the websites of the SCSBs that permit submission of Applications electronically. A unique application number ("UAN") will be generated for every Application Form downloaded from the websites of the Stock Exchanges.

Our Company may also provide Application Forms for being downloaded and filled at such websites as it may deem fit. In addition, brokers having online demat account portals may also provide a facility of submitting the Application Forms virtually online to their account holders.

Trading Members of the Stock Exchanges can download Application Forms from the websites of the Stock Exchanges. Further, Application Forms will be provided to Trading Members of the Stock Exchanges at their request.

Who can apply?

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 Individual, ("HNIs"), Investors**	**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 ₹25 crore, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; • Alternative Investment Funds, subject to	• Companies within the meaning of section 2(20) of the Companies Act, 2013; • Statutory Bodies/ Corporations; • 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	• Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lakhs across all series of NCDs in Issue	• 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

investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; • Mutual Funds registered with SEBI • Venture Capital Funds registered with SEBI; • Insurance Companies registered with IRDA; • State industrial development corporations; • Insurance funds set up and managed by the army, navy, or air force of the Union of India; • Insurance funds set up and managed by the Department of Posts, the Union of India; • Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹500 crore as per the last audited financial statements; • National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;	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.		

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 Members of Consortium 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:

1. 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);
2. 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;
3. Persons resident outside India and other foreign entities;
4. Foreign Institutional Investors;
5. Foreign Portfolio Investors;
6. Foreign Venture Capital Investors
7. Qualified Foreign Investors;
8. Overseas Corporate Bodies; and
9. 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.

Please refer to "*Rejection of Applications*" on page 207 for information on rejection of Applications.

Method of Applications

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 Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the RTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at https://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/2016/35 dated February 15, 2016 ("**SEBI Circular 2016**"), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 25.0% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector towards HFCs is reduced from 10.0% of net assets value to 5.0% of net assets value and single issuer limit is reduced to 10.0% of net assets value (extendable to 12% of net assets value, after trustee approval). The SEBI Circular 2016 also introduces group level limits for debt schemes and the ceiling be fixed at 20.0% of net assets value extendable to 25.0% of net assets value after trustee approval.

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 Systemically Important Non-Banking Financial Companies

Systemically Important Non-Banking Financial Companies can apply in the Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) their memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investments; and (ii) specimen signatures of authorised signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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 or Statutory Corporations, which are authorized to invest in the NCDs

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

Applications 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.**

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

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

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 Lead Brokers, Trading Members, Registered Brokers, CDPs, RTAs and SCSBs who are authorised to collect Application Forms from the Applicants in the Issue, or Applications accepted and uploaded without blocking funds in the ASBA Accounts by SCSBs. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount payable on Application has been blocked in the relevant ASBA Account.The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive Application Forms from the Members of the Syndicate is available on the website of SEBI (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 Syndicate 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 RTAs 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 Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Applications can be submitted through either of the following modes:

1. 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.

2. Physically through the Members of Consortium, or Trading Members of the Stock Exchanges 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 Members of Consortium or Trading Members of the Stock Exchanges 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 Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

Upon receipt of the Application Form by the Members of Consortium 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 Exchanges and the Application Form shall be forwarded to the relevant branch of the SCSB, in the relevant Specified City, named by such SCSB to accept such ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). 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.

Applicants must note that:

1. Physical Application Forms will be available with the Designated Branches of the SCSBs and with the Members of Consortium and Trading Members of the Stock Exchanges at the Specified Cities; and electronic Application Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the Issue Opening Date. Application Forms will also be provided to the Trading Members of the Stock Exchanges at their request. The Application Forms would be serially numbered. Further, the SCSBs will ensure that the Prospectus is made available on their websites.

2. The Designated Branches of the SCSBs shall accept Applications directly from Applicants only during the Issue Period. The SCSB shall not accept any Applications directly from Applicants after the closing time of acceptance of Applications on the Issue Closing Date. However the relevant branches of the SCSBs at Specified Cities can accept Applications from the Members of Consortium 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, if the Applications have been uploaded. For further information on the Issue programme, please refer to "*General Information – Issue Programme*" on page 45.

3. Application Forms directly submitted to SCSBs should bear the stamp of SCSBs, if not, the same are liable to be rejected.

Please note that ASBA 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 Exchanges.]

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

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

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, relevant 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.
- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialized form) and Applications should be made by Karta in case the Applicant is an HUF. Please ensure that such Applications contain the PAN of the HUF and not of the Karta.
- 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 Exchanges by SCSBs, the Members of the Syndicate at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- Applications must be for a minimum of 10 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 NCDs, an Applicant may choose to apply for 10 NCDs of the same series or across different series. Applicants may apply for one or more series of NCDs Applied for in a single Application Form.
- If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 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 Members of Consortium, Trading Members of the Stock Exchanges or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the Transaction Registration Slip (TRS). This TRS 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 Exchanges 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 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 Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment.

Applicants should note that neither the Members of Consortium, Trading Member of the Stock Exchange, 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 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 Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form for Allotment in dematerialized form is liable to be rejected. Further, Application Forms submitted by Applicants applying for Allotment in dematerialized form, whose beneficiary accounts are inactive, will be rejected.

On the basis of the DP ID and Client ID provided by the Applicant in the Application Form for Allotment in dematerialized form and entered into the electronic system of the Stock 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 Members of Consortium, Trading Members of the Stock Exchange, SCSBs, Registrar to the Issue nor the Stock Exchanges 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 (other than ASBA Applicants) 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 Members of Consortium, Trading Members of the Stock Exchange, SCSBs, Registrar to the Issue nor the Stock Exchanges shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in this 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 may be made in single or joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein. 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 of ₹ 10,000 and in multiples of ₹ 1,000 thereafter as specified in the 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 ₹ 10 lakhs shall be deemed such individual Applicant to be a HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the basis of allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN 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, Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated 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 the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder.

7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be.
8. Ensure that the Application Forms are submitted at the collection centres provided in the Application Forms, bearing the stamp of a member of the Consortium or Trading Members of the Stock Exchange, as the case may be.
9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock 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 NSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes.
12. Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground.
14. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;
15. Ensure that the Applications are submitted to the Members of Consortium, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date. For further information on the Issue programme, please see "*General Information – Issue Programme*" on page 45.
16. Ensure that the Demographic Details including PAN are updated, true and correct in all respects.
17. 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.
18. All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form and Tick the series of NCDs in the Application Form that you wish to apply for.

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

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.

Don'ts:

1. Do not apply for lower than the minimum application size.
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest.
3. Do not send Application Forms by post; instead submit the same to the Members of Consortium, sub-brokers, Trading Members of the Stock Exchanges or Designated Branches of the SCSBs, as the case may be.
4. Do not submit the Application Form to any non-SCSB bank or our Company.

5. Do not Bid on an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations.
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
8. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue.
9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account.
10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms.
11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872.
12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise.
13. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
14. 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).
15. Do not make an application of the NCD on multiple copies taken of a single form.
16. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Issue.
17. Do not submit more than five Application Forms per ASBA Account.

Kindly note that ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities 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 Specified City for the Members of Consortium or Trading Members of the Stock Exchange, as the case may be, to deposit such Application Forms (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes)).

Please refer to "*Rejection of Applications*" on page 207 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, our Company shall refund the excess amount paid on Application to the Applicant (or the excess amount shall be unblocked in the ASBA Account, as the case may be).

The ASBA Applicants shall specify the ASBA Account number in the Application Form.

For ASBA Applications submitted to the Members of Consortium or Trading Members of the Stock Exchanges at the Specified Cities, the ASBA Application will be uploaded onto the electronic system of the Stock Exchanges and deposited with the relevant branch of the SCSB at the Specified City named by such SCSB to accept such ASBA Applications from the Members of Consortium or Trading Members of the Stock Exchange, as the case may be (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Application Amount specified in the 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 Members of Consortium 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, and upon receipt of intimation from the Registrar, the controlling branch of the SCSB shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 12 (twelve) 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.

Payment mechanism for Direct Online Applicants

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

SUBMISSION OF COMPLETED APPLICATION FORMS

Mode of Submission of Application Forms	To whom the Application Form has to be submitted
ASBA Applications	(i) If using physical Application Form, (a) to the Members of Consortium or Trading Members of the Stock Exchanges 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 Exchanges.

No separate receipts will be issued for the Application Amount payable on submission of Application Form. However, the Members of Consortium/ Trading Members of Stock Exchanges will acknowledge the receipt of the Application Forms by stamping the date and returning to the Applicants a TRS which will serve as a duplicate Application Form for the records of the Applicant.

Electronic Registration of Applications

(a) The Members of Consortium, Trading Members of the Stock Exchanges and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchange. **The Members of Consortium, 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 Members of Consortium, Trading Members of the Stock Exchange, or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Members of Consortium, Trading Member of the Stock Exchanges in the data entries as such data entries will be considered for allotment/rejection of Application.

(b) The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Members of Consortium, Trading Members of the Stock Exchanges and the SCSBs during the Issue Period. The Members of Consortium and Trading Members of the Stock Exchanges

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 Members of Consortium, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Members of Consortium, Trading Members of the Stock Exchanges 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 refer to "*General Information – Issue Programme*" on page 45.

(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 Members of Consortium, or Trading Members of the Stock Exchanges 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 (TRS) will be given to the Applicant as a proof of the registration of each Application. **It is the Applicant's responsibility to obtain the acknowledgement from the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches of the SCSBs, as the case may be. The registration of the Application by the Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches 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 207 or if all required information is not provided or the Application Form is incomplete in any respect.

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

or endorse the correctness or completeness of any of the contents of this Draft Shelf Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.

(h) Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for allocation/ Allotment. The Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches 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 Members of Consortium, Trading Members of the Stock Exchanges and the Designated Braches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

REJECTION OF APPLICATIONS

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

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

i. Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, except bids by Minors (applying through the guardian) having valid demat account as per demographic details provided by the Depository Participants.
ii. Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant.
iii. 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.
iv. Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size.
v. Applications where a registered address in India is not provided for the Applicant.
vi. In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s).
vii. DP ID and Client ID not mentioned in the Application Form;
viii. GIR number furnished instead of PAN.
ix. Applications by OCBs.
x. Applications for an amount below the minimum application size.
xi. Submission of more than five ASBA Forms per ASBA Account.
xii. Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals.
xiii. In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted.
xiv. Applications accompanied by Stockinvest/cheque/ money order/ postal order/ cash.
xv. 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).
xvi. Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
xvii. Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form.
xviii. Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant.
xix. Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained.
xx. Application Forms submitted to the Members of Consortium or Trading Members of the Stock Exchanges or Designated Branches of the SCSBs does not bear the stamp of the relevant Member of Consortium or Trading Member of the Stock Exchange or Designated Branche of the SCSB, as the case may be.
xxi. 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 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 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 the Shelf Prospectus and relevant Tranche Prospectus and as per the instructions in the Application Form.

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. Applications for Allotment of NCDs in dematerialised form providing an inoperative demat account number.

xxxvi. Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained.

xxxvii. Applications tendered to the Trading Members of the Stock Exchanges at centers other than the centers mentioned in the Application Form.

xxxviii. Investor Category not ticked.

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.

Kindly note that Applications submitted to the Members of Consortium, or Trading Members of the Stock Exchanges 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 Members of Consortium, or Trading Members of the Stock Exchange, as the case may be, to deposit ASBA Applications (A list of such branches is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes).

For information on certain procedures to be carried out by the Registrar to the Offer for finalization of the basis of allotment, please refer to "- *Information for Applicants*" on page 209.

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

Information for Applicants

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship).

Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications

The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Issue Closing Date.

ISSUANCE OF ALLOTMENT ADVICE

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

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

Allotment Advices shall be issued, or Application Amount shall be unblocked within 15 (fifteen) days from the Issue Closing Date or such lesser time as may be specified by SEBI or else the application amount shall be unblocked in the ASBA Accounts of the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent. per annum for the delayed period.

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

OTHER INFORMATION

Withdrawal of Applications during the Issue Period

Withdrawal of Applications

Applicants can withdraw their Applications during the Issue Period by submitting a request for the same to Consortium Member, Trading Member of the Stock Exchanges or the Designated Branch, as the case may be, through whom the Application had been placed. In case of Applications submitted to the Consortium Member, or Trading Members of the Stock Exchanges at the Specified Cities, upon receipt of the request for withdrawal from the Applicant, the relevant Consortium Member, or Trading Member of the Stock Exchange, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange. In case of Applications submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchanges 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 of respective Tranche Prospectus, 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 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 of respective Tranche Prospectus, 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.

Revision of Applications

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE and notice No: NSE/CML/2012/0672 dated August 7, 2012 issued by NSE, 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 Consortium Member / 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 Consortium Member, Trading Members of the Stock Exchanges and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

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. Tripartite agreement dated July 15, 2016 among our Company, the Registrar and CDSL and tripartite agreement dated July 1, 2010 among our Company, the Registrar and NSDL, respectively for offering depository option to the investors.
ii. An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
iii. The Applicant must necessarily provide the DP ID and Client ID details in the Application Form.
iv. NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
v. Non-transferable Allotment Advice/ 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 Exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have 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 Exchanges shall be in dematerialized form only.

Please also refer to "- *Instructions for filling up the Application Form - Applicant's Beneficiary Account and Bank Account Details*" on page 201.

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 EXCHANGES 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 Exchanges or Designated Branch, as the case may be, where the Application was submitted, and cheque/ draft number and issuing bank thereof or with respect to ASBA Applications, 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.

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 as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
(b) Details of all monies utilised out of Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; 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) 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) Undertaking by our Company for execution of Debenture Trust Deed;
(f) We shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed as stated in this Draft Shelf Prospectus and the Shelf Prospectus, on receipt of the minimum subscription of 75% of the Base Issue and receipt of listing and trading approval from the Stock Exchange.
(g) 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 dealing of equity of listed companies or lending/investment in group companies.
(h) The allotment letter shall be issued or application money shall be refunded within 15 days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board of India, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid

to the applicants at the rate of 15% per annum for the delayed period.

Other Undertakings by our Company

Our Company undertakes that:

a) Complaints received in respect of the 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 dispatch of refund orders/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 on a half-yearly basis;
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 and the Shelf Prospectus.
g) Our Company shall make necessary disclosures/reporting under any other legal and regulatory requirement as may be required by our Company from time to time.
h) Our Company will disclose the complete name and address of the Debenture Trustee in its annual report.

SECTION VIII- MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

PRELIMINARY

1. *The regulations contained in Table F of Schedule I shall apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the management of the Company, so however that the Articles shall to the extent to which they are repugnant to and / or at variance with the provisions of the Companies Act 2013, various Schedules thereto and the Rules made thereunder (collectively referred to as "Act"), be deemed to have been replaced by the relevant provisions/rules in the Act so as to be in consonance and harmony therewith.*

DEFINITIONS AND INTERPRETATIONS

2. (i) In these Regulations :-

(a) 'Auditor' means the statutory auditors of the Company appointed by the Company in accordance with the provisions of the Act.

(b) 'Board' means the Board of Directors for the time being of the Company.

(c) "Beneficial Owner" means a person whose name is recorded as such with a Depository;

(d) 'Chairman' means the Chairman of the Board for the time being of the Company

(e) 'Director' means a member of the Board for the time being of the Company and includes an alternate director.

(f) 'Debenture' includes debenture stocks.

(g) "Depository" means a company formed and registered under the Companies Act, 1956 (1 of 1956), and which has been granted a certificate of registration under sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(h) 'Dividend' includes interim dividend.

(i) 'General Meeting' or 'Meeting' means a general meeting of the members.

(j) 'Managing Director' means the Managing Director(s) for the time being of the Company so appointed.

(k) 'Member' or 'Shareholder' means duly registered holder of the shares of the Company and whose name is entered in the Register and any other person whose name is entered as Beneficial Owner in the records of the Depository.

(l) 'Month' means calendar month.

(m) 'Office' means the Registered Office for the time being of the Company.

(n) 'Person' includes body corporate, firm, association of firms and society registered under the Societies Registration Act.

(o) 'Proxy' includes an Attorney duly constituted under a Power of attorney.

(p) 'Register' means the Register of members kept pursuant to Section 150 of the Act.

(q) 'Shares' mean voting shares in the capital of the Company and includes all rights and interests therein, bonus shares and any shares issued in exchange thereof by way of conversion or reclassification and any shares representing or deriving from such shares as a result of any increase in or reorganisation or variation of the capital of the Company.

(r) 'Seal' means the Common Seal for the time being of the Company.

(s) 'Table A' means the Table A of the First Schedule to the Act.

(t) 'The Company' means Indiabulls Commercial Credit Limited

(u) 'The Act' means the Companies Act, 1956 and includes any re-enactment or statutory modification thereof for the time being in force.

(v) 'These presents' means the Memorandum of Association and these Articles of Association of the Company for the time being in force.

(w) 'Whole time Director' means the Whole time Director for the time being of the Company.

(ii) (a) Unless the context otherwise requires, words or expression contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof.

(b) 'In writing' and 'written' includes printing, lithography and any other modes of representing or reproducing words in a visible form.

(c) Words importing the singular number shall include the plural number and vice versa.

SHARES

3. Copies of Memorandum and Articles of Association of the Company shall be furnished to every member of the Company at his request on payment of Rs. 1 (One) each.

4. The authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. The paid up capital of the company shall not be less than Rs. 5,00,000/- (Rupees Five Lac) or such higher sum as may be prescribed by the Act.

5. Subject to the provisions of Section 80 of the Companies Act, 1956, the Company may issue preference shares, which are or at the option of the Company are liable to be redeemed and/or converted into equity share capital, on such terms and in such manner and time, as the resolution authorising such issue shall prescribe.

6. Subject to the provisions of these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such person, on such terms and conditions, at such times, either at par or at a premium and for such consideration as the Board thinks fit.

7. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.

8. Unless the shares of the Company are held with a Depository, the shares in the Capital shall be numbered progressively according to their several denominations.

9. Except as required by law, no person shall be recognised by the Company as holding any shares 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 equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

10. The Company may pay commission to any person prescribed under Section 76 of Act and that such commission may be paid in cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares or debenture pay such brokerage as may be lawful.

11. Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase of or lent on the security of, shares of the Company. The Company shall not give, directly or indirectly, any financial assistance whether by way of loan, guarantee, security or otherwise any financial assistance for the purpose of or in connection with any purchase of or subscription for any shares in the Company.

12. Subject to the provisions of section 77A, 77AA and 77B and any statutory amendments or reenactments thereof and compliance of the provisions thereof by the Company, the Company is authorised to purchase its own shares or other specified securities.

13. Subject to the provisions of section 78 and section 79 of the Act, the Company may issue shares at a premium or at a discount.

14. The Company, subject to the provisions of section 79A of the Act, may issue sweat equity shares of a class of shares already issued. All the limitations, restrictions and provisions relating to equity shares shall apply to such sweat equity shares.

15. If, by the conditions of issue of any shares, the whole or part of amount of issue price thereof shall be payable in installments, every such installment shall, when due, be paid to the Company, by the person who, for the time being, shall be the registered holder of the share or by his executor or administrator as the case may be.

16. The Joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.

17. Share(s) may be registered in the name of any person, company or other body corporate. Not more than three persons shall be registered as joint holders of any shares. Shares may be registered in the name of any minor through a guardian only as fully paid shares.

FURTHER ISSUE OF SHARES

18 Where at the time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, which ever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares either out of the un-issued capital or out of the increased share capital then:

(a) such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the company, in proportion, as near as circumstances admit, to the capital paid up on those shares at the date.
(b) such offer shall be made by a notice specifying the number of shares offered and limiting a time, as prescribed under the applicable laws, as would be in force at the point of time of issuance of such notice, and the offer, if not accepted within such time, will be deemed to have been declined.
(c) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favor of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right. PROVIDED THAT the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him.
(d) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose off them in such manner and to such person(s) as they may think, in their sole discretion, fit.

19. Notwithstanding anything contained in clause 18 thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (18) hereof) in any manner whatsoever.

(a) If a special resolution to that effect is passed by the Company in General Meeting, or

(b) Where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the Chairman) by the members who, being entitled to do so, vote in

person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board in this behalf that the proposal is most beneficial to the Company.

20. Nothing in sub-clause (c) of clause 18 hereof shall be deemed:

(a) to extend the time within which the offer should be accepted; or
(b) to authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

21. Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company:

(i) to convert such debentures or loans into shares in the Company: or
(ii) to subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

(a) either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf: and
(b) In the case of debentures or loans or other than debentures issued to or loans obtained from Government or any Institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or raising of the loans.

EMPLOYEE STOCK OPTIONS/STOCK PURCHASE

22. Subject to the provisions of Section 81 of the Act and other applicable law, the Company may issue options to the whole-time directors, officers or employees of the Company, its subsidiaries or its parent, which would give such directors, officers or employees, the benefit or right to purchase or subscribe at a future date, the securities offered by the Company at a pre-determined price, in term of schemes of employee stock options or employees share purchase or both.

INCREASE AND REDUCTION OF CAPITAL

23. The Company in General Meeting may, from time to time, by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.

24. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

25. Before the issue of any new shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium or at a discount. In case no such provision is made by the Company in General Meeting, the new shares may be dealt with according to the provisions of these Articles.

26. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the then existing capital of Company and shall be subject to

the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, voting, surrender and otherwise.

27. If, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty arising in the allotment of such new shares or any of them amongst the members shall, in the absence of any direction in the resolution creating the shares or by the Company in general meeting, be determined by the Board.

28. Subject to the provisions of sections 100 to 103 of the Act, the Company may, from time to time in any manner, by special resolution and subject to any consent required under sections 100 to 103 of the Act, reduce:
    a. its share capital
    b. any capital redemption reserve
    c. any share premium account.

29. Subject to provisions of sections 100 to 105 of the Act, the Board may accept from any member the surrender, on such terms and conditions as shall be agreed, of all or any of his shares.

ALTERATION OF SHARE CAPITAL

30. The Company, by ordinary resolution may, from time to time:
    a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
    b) sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
    c) 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 and diminish the amount of its share capital by the amount of share so cancelled.

31. Where any share capital is sub-divided, the Company in General Meeting, subject to the provisions of Section 85, 87 and 106 of the Act, may determine that as between the holders of the shares resulting from sub-division, one or more of such shares shall have same preferential or special rights as regards dividend, payment of capital, voting or otherwise.

VARIATION OF SHARE HOLDER'S RIGHTS

32. If at any time the share capital is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise prohibited by the terms of issue of the shares of that class) may, subject to the provisions of sections 106 and 107 of the Act, whether or not the Company is being wound up, be modified, commuted, affected, abrogated, varied or dealt with by the consent in writing of the holders of not less than 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 three fourths of the issued shares of that class. To every such separate meeting the provisions of these regulations relating to general meeting shall mutatis mutandis apply but so that necessary quorum shall be five members or all the members holding or represented by proxy of the entire issued share of the class in the question.

SHARE CERTIFICATES

33. Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up there on and shall be in such form as the Directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder..

    The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

Nothing contained herein shall apply to transfer of a security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository

34. The certificate of shares registered in the name of two or more persons shall be delivered to the person first named in the Register.

35. If any certificate be worn out, defaced, mutilated or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an & new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificate under the Article shall be issued without payment of such fees (not exceeding Rs. 2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the each thereof for endorsement of transfer.

Provided that notwithstanding what is slated above the Board shall comply with such Rules or Regulation or requirement of any stock exchange or the Rules made under the Securities Contract Regulations Act, 1956 or the Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

36. If the securities of the Company are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such securities.

CALLS

37. The Board may, from time to time, subject to terms on which any shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times. Each member shall pay the amount of every call so made on him to the persons and the times and places appointed by the Board, provided that option or right to make call on shares shall not be given to any person except with the sanction of the Company in a General Meeting. A call may be made payable by installment and be deemed to have been made at the time when the resolution of the Board authorising such call was passed at a meeting of Board.

38. No call shall exceed one fourth of the nominal amount of a share or be made payable at less than one month from date fixed for the payment of the last preceding call. Not less than fourteen days' notice of any call shall be given specifying the time and place of payment and the person or persons to whom such call, shall be paid. Provided that, before the time for payment of such call the Board, may, by notice in writing to the members, revoke the same or extend the time for payment thereof.

39. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the nominal amount of the share or by way of premium, every such amount or installment shall be payable as if it were call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls or otherwise shall relate to such amount or installment accordingly.

40. If the sum payable of any call or installment be not paid on or before the day appointed for payment, the holder for the time being of the shares in respect of which the call shall have been made or the installment shall be due, shall pay interest for the same at such rate not exceeding 18 % (Eighteen percent) per annum from the day appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine from time to time. The Directors may in their absolute discretion waive the payment of interest, wholly or in part in the case of any person liable to pay such call or installment.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

41. The Board may, if they think fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares hold by him beyond the sums actually called for and upon the amount so paid or satisfied in advances, or so much thereof as from time to time exceeds the amount of the calls than made upon the shares in respect of which such advance has been made, the Company may pay interest provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The Company may pay interest at such rate not exceeding 18 % (Eighteen) or as determined by the Board from time to time unless the Company in General Meeting shall otherwise direct.

42. The members shall not be entitled to any voting rights in respect of the moneys so paid by them the same would but for such payment, become presently payable.

43. The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

44. Subject to the provisions of the law of Evidence and Procedure, on the trial or hearing or any action or suit brought by the Company against any share holder or his representative to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose on the Register of the Company as a holder or 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 paid 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 a 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 by the proof of the matters aforesaid shall be conclusive evidence of the debt.

45. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company 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 exercised any right of lien.

46. A call may be revoked or postponed at the discretion of the Board.

47. The Directors may from time to time, at their discretion extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of residence at a distance or some other cause, may be deemed fairly entitled to such extension, but no member shall, as a matter of right, be entitled to such extension (save as a matter of grace and favour).

48. Every member, his executors or administrators shall pay to the Company the proportion of the Capital represented by his share or shares which may for the time being, remain unpaid thereon in such amount at such time or times and in such manner as the Directors shall, from time to time, in accordance with the Company's regulations, require or fix for the payment thereto.

SHARES AT THE DISPOSAL OF THE DIRECTORS

49. Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares. Provided that option or right to call on shares shall not be given to any person or persons without the sanction of the Company in a General Meeting.

FORFEITURE OF SHARES

50. If a member fails to pay any sum payable in respect of any call or any installment of a call, on or before the day appointed for payment thereof, the Board may at any time there after during such time as any part of the said call or installment remains unpaid, serve a notice on such member requiring payment of so much of the call or

installment as is unpaid together with any interest which may have accrued and all expenses that they may have been incurred by the Company by reason of such non-payment.

51. The notice aforesaid shall name a further day not being earlier than the expiry of thirty days from the date of service of notice, on or before which such call or payment required by notice, is to be made and a place at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall state that in the event of non-payment, on or before the date so named the shares in respect of which such call or installment was payable shall be liable to be forfeited.

52. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter, before the payment of calls or installment, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such Forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture, subject to section 205 A of the Act.

53. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall in any manner be invalidated by any omission or failure to give such notice or to make such entry as aforesaid.

54. Any share so forfeited shall be deemed to be property of the Company, and may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.

55. The Board may at any time before any share so forfeited shall have been sold or otherwise disposed off, annul the forfeiture upon such terms and conditions, as it thinks fit.

56. i). A person whose shares have been forfeited shall cease to be member in respect of forfeited shares, but shall not withstanding the forfeiture remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares.
ii). The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
iii). The forfeiture of a share shall involve the extinction of all interest in and also for all claims and demands against the Company in respect of the shares and all other rights, incidental to the share except any such of those rights as by these Articles are expressly saved.

57. A duly verified declaration in writing that the declarant is a Director 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 share. The Company may receive the consideration, if any, given for the shares on any sale or disposal thereof and may execute a transfer of share in favour of the person to whom the share is sold or disposed of. On receipt by the Company of the consideration, if any given for the shares on the sale or disposition thereof, the transferee shall be registered as the holder of such shares and the purchaser shall not be bound to see to the application of purchase money, nor shall his title to such shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

58. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same has been payable by virtue of a call duly made and notified.

59. When any shares under the powers in that behalf herein contained are sold by the Directors and the certificate has not been delivered to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered.

60. Neither the receipt by the Company of a portion of any money which shall from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Board from thereafter proceeding to enforce a forfeiture of such shares as provided in these regulations for non-payment of the whole or any balance due in respect of the shares.

CONVERSION OF SHARES INTO STOCK

61. The Company may, by ordinary resolution:

    i) convert any paid-up shares into stock; and
    ii) reconvert any stock into paid-up shares of any denomination.

62. 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.

COMPANY'S LIEN ON SHARES

63. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonus from time to time declared in respect of such shares subject to section 205A of the Act. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any on such shares. The Directors may, at any time declare any share wholly or in part to be exempt from the provisions of this clause.

64. For the purpose of enforcing such lien the Board may sell the shares in such manner as it thinks fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or other legal representative as the case may be and default shall have been made by him or them in payment of the sum payable as aforesaid in respect of such share for fourteen days after the date of such notice.

65. The net proceeds of the sale 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 the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon share before the sale) be paid to the person entitled to the share at the date of the sale.

66. Upon any sale after forfeiture or surrender or for enforcing a lien purported in exercise of the powers herein conferred, the Board may appoint some person to execute the instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the share sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money. After his name has been entered into the Register in respect of such share, the validity of the sale shall not be impeached by any person on any ground whatsoever and the remedy of any person aggrieved by such sale shall be in damages only and against the Company exclusively.

TERM OF ISSUE OF DEBENTURE

67. Any debentures, debentures stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

67A The Company may carry out consolidation and re-issuance of its debt securities, pursuant to and in terms of the provisions of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended, from time to time."

TRANSFER AND TRANSMISSION

68. Save as provided in Section 108 of the Act, no transfer of share shall be registered unless a proper instrument duly stamped and executed by or on behalf of the transferor and by or on behalf of transferee and specifying the name, address and occupation of the transferee has been delivered to the Company along with the certificate relating to the shares or if no such certificate is in existence along with the letter of allotment of the shares, in accordance with the provisions of Section 108 of the Act. The transferor shall be deemed to remain a member in respect of such share until the name of the transferee is entered in the Register in respect thereof. The signature of one credible witness who shall add his address shall duly attest each signature to such transfer. Provided, that, where on application in writing made 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 that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as the Board may think fit so as to indemnify the Company.

69. Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in the case of the partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

70. Every instrument of transfer of shares shall be in the form prescribed under the Act or as near thereto as the circumstances may admit and shall be in accordance with the provisions of Section 108 of the Act, from time to time.

71. No fee shall be charged for transfer of shares/ debentures or for effecting transmission or for registering any letters of probate, letters of administration and similar other documents.

72. Nothing contained in Article 70 and 71 shall apply to transfer of a security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.

73. No fee may be charged:
    a). For splitting up, sub-division and consolidation of shares and debenture certificates and for splitting up and sub-division of Letters of Allotment and splitting, consolidation, renewal into denomination corresponding to the market Units of trading as per Rules of Stock Exchange concerned.
    b). For sub-division of right shares offered to share holders.
    c). For issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilised.
    d). For registration of any power of attorney, probate or will, Letter of Administration or similar other documents.

74. Subject to the provisions of Section 111A of the Act the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not as affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares, transfer of shares/debentures in whatever lot shall not be refused.

75. Every instrument of transfer shall be left at the office of the Company for registration, accompanied by the certificate, of the shares to be transferred or if there is no certificate, the letter of Allotment thereto and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. The Board may waive the production of any certificates upon production of evidence to them of its having been lost or destroyed. The Company shall retain every instrument of transfer, which shall be registered,, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

76. Subject to the provisions of Section 154 of the Act, the registration of transfer may be suspended at such times and for such periods as the Board may from time to time determine. Provided that, such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

77. If the Board refuses to register the transfer of or the transmission by operation of law of the right to any share, the Company shall within two months from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, give notice of such refusal.

78. The executor or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member. In case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only person recognised by the Company as having any title to or interest in such shares. But nothing herein contained shall be taken to release Board may require him to obtain a Grant of Probate or letters of Administration or other legal representation as the case may be from some competent court. Provided nevertheless that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with the production of Probatory letters of Administration or such other legal representation upon such terms as to indemnify or otherwise as the Board in its absolute discretion may consider necessary.

79. Any committee or guardian of a lunatic or infant member or any person be coming entitled to transfer of shares in consequence of the death, bankruptcy, insolvency of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under the Articles or of the title as the Board thinks sufficient, may with consent of the Board (which it shall not be under any obligation to give) be registered as a member in respect of such shares or any subject to the regulations as to transfer herein before contained.(The Article is hereinafter referred to as 'The transmission Article).

80. Subject to Sec.205A of the Act, the Directors may retain the dividend payable upon the share to which any person becomes entitled to under Article 83 until such person shall become a member in respect of the shares.

81. a) If the person becoming entitled to shares under Article 83 shall elect to be registered as member in respect of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
b) If the person aforesaid shall elect to transfer the shares, he shall testify his election by execution of an instrument of transfer of shares.
c) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of share shall be applicable to any such notice or transfer as aforesaid as if the death, insanity, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

82. A person so becoming entitled under the transmission Articles to a share by reason of death, lunacy, bankruptcy or insolvency of a member shall, subject to the provision of the Articles or Section 206 of the Act, be entitled to the same dividend and other advantages to which he would be entitled if he was the member registered in respect 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 meetings 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 money payable in respect of the share, until the requirements of the notice have been complied with.

83. The Company shall incur no liability or responsibility in consequence of its registering to give effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to be prejudice or persons having or claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard or attend to any such notice and give effect thereto.

BORROWING POWERS

84. The Board may from time to time subject to the sections 58A, 292 and 293 of the Act, at their discretion raise or borrow any sum or sums of money for the purpose of the Company and subject to the applicable provisions of the Act may secure payment or repayment of same in such manner and upon such terms and conditions in all respect as may be prescribed by the Board, in particular by the creation of any mortgage or charge or other encumbrances on any of the immovable properties of the company or hypothecation, pledge or charge on and over the Company's stocks, book debts and other movable properties.

85. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property (both movable and immovable) of the Company both present and future including its uncalled capital for the time being or by giving, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or other negotiable instruments and no debenture shall carry any voting right whether generally or in respect of any particular class or classes of business.

86. If any uncalled capital is included in or charged by any mortgage of other security, the Directors may, by instrument under the Seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the member in respect of such uncalled capital, and the provisions herein before contained in regard to calls shall, mutatis mutandis apply to calls, made under such authority and may be made exercisable either conditionally and either presently or contingently and either, to the exclusion of the Director's powers or otherwise, and shall be assignable if expressed so to do.

87. Any debenture-stock or other securities may be issued at a discount premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges such as warrants etc. and conditions as to redemption, surrender, drawing, allotment of shares, attending at General Meeting, appointment of Directors and otherwise. The power to issue debenture stock or other securities with a right to allotment of or conversion into shares of any denomination shall only be exercised by the Company in the General Meeting.

88. Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificates of the debentures.

89. If the Board refuses to register the transfer of any debentures of the Company, it shall within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.

90. Subject to section 201 of the Act, if any Director or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security cover for effecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or any person so becoming liable, as aforesaid, from any loss in respect of such liability.

91. Subject to Section-58A, 292 and 293 of the Act and the Companies (Acceptance of Deposits) Rules, 1975 the Company may receive deposits on such terms and conditions and bearing interest at such rates as the Board may decide and fix and which may be made payable monthly, quarterly, half yearly or yearly. .

92. The Company may subject to the provisions of Section 208 of the Act, pay interest on so much of the share capital as is for the time being paid up and was issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which can not be made profitable for a lengthy period.

93. Debentures/debenture stock, loan/loan stock, bonds or other securities conferring the right to allotment or conversion into shares or the option or right to call for allotment of shares shall not be issued except with the sanction of the Company in General Meeting.

PROCEEDINGS AT GENERAL MEETING

94. In addition to any other meetings, a general meeting of the Company shall be held within such interval as specified in Section 166(1) of the Act, and subject to the provisions of Section 166(2) of the Act, at such times and places as may be determined by the Board. Each such general meeting shall be called an 'Annual General Meeting' and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an Extra Ordinary General Meeting.

95. The Board may, whenever it thinks fit, call an Extra Ordinary General Meeting. If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, the Directors present in India may call an Extra Ordinary General Meeting, in the same manner and as nearly as possible as that in which such a meeting may be called by the Board.

96. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members or other persons entitled to receive such notice shall not invalidate any resolution passed at any such meeting.

97. No business shall be transacted at General Meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to commence business. Five members present in person shall be the quorum for the meeting of the Company. No business shall be transacted at any General Meeting unless the requisite quorum shall be present throughout the meeting.

98. Any act or resolution which, under these Articles or the Act is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed if effected by an ordinary resolution as defined in Section 189(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a special resolution as defined in Section 189(2) of the Act.

99. The Chairman of the Board shall take the chair at every General Meeting. If there be no such Chairman or if at any meeting he shall not be present within fifteen minutes, or is unwilling to act, or if any of the Directors present decline to take the chair, then the members present shall choose one of their members being a member entitled to vote to be the Chairman of the meeting.

100. If at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the Meeting if convened by or upon the requisition of Members shall stand dissolved. In any other case the Meeting shall stand adjourned in the same day in the next week or if that day is public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such other time and place in the city or town in which the office of Company is for the time being situate, as the Board may determine, 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.

101. a) Every question submitted to a meeting shall be decided, in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote to which he may be entitled as a member.
b) A declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without further proof.

102. The Chairman of a General Meeting may adjourn the same 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. When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

103. At any General Meeting unless a poll is demanded before or on the declaration of the result of the voting on any resolution and on the show of hands demanded by the Chairman or by members holding not less than one-tenth of the total voting power in respect of the resolution or by members holding shares on which an aggregate sum of not less than fifty thousand rupees has been paid up, a declaration by the Chairman that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes to the proceedings of the meeting of the Company shall be

conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour or against the resolution.

104. a) If a poll is demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of a Chairman of the meeting.
b) The person or persons who made the demand may withdraw the demand for a poll at any time before the poll is taken.
c) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers, at least one of whom shall be a member (not being an officer /employee of the Company) present at the meeting, provided such a member is available and willing to be appointed, to scrutinise the votes given on the poll and to report thereon to him.
d) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. On poll a member entitled to more than one vote or his proxy or other persons entitled to vote for him, as the case may be need not, if he votes, use all his votes or casting the same way all the votes he uses.
e) The demand for poll shall not prevent the meeting from transacting any business other than the business in respect of which a poll has been demanded.

VOTES OF MEMBERS

105. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
a) on a show of hands, every member present in person, shall have one vote, and
b) on a poll, the voting rights of Members shall be as laid down in Section 87 of the Act.

106. Except as conferred by Section 87 of the Act the holders of preference shares shall have no voting right. Where the holder of any preference share has a right to vote on any resolution in accordance with the provisions of Sub-Section 2 of Section 87 of the Act, his voting right on a poll as the holder of such share shall subject to the provision of Section 89 and sub-section (2) of Section 92 of the Act be in the same proportion as the Capital paid in respect of the preference share bears to the total paid up equity capital of the Company.

107. Where a Company or body-corporate (hereinafter called "Member Company") is a member of the Company a person duly appointed by resolution in accordance with Section 187 of the Act to represent such member Company at a meeting of the Company shall not by reason of such appointment, be deemed to be a proxy and the production at the meeting of the copy of such resolution duly signed by one director of such member company and certified by him as true copy of the resolution shall, on production thereof at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the same member company or body-corporate which he represents, as that member Company or body corporate could exercise if it were an individual member.

108. Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of the said persons so present whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint-holders thereof.

109. If any Member were unsound mind he may vote whether on show of hands or at a poll by his committee curator bonis or other legal curator and such last mentioned persons may give their vote by proxy on a poll. If any Member is a minor, his guardian may give the vote in respect of his share. If more than one person claim to exercise the right of vote under this clause, the Chairman of the Meeting may select in his absolute discretion any one person and will accept his vote.

110. No Member not present in person shall be entitled to vote on a show of hands, unless such member is a company or corporation present by a representative who may vote on the resolution as if he were a member of the Company.

111. On a poll, votes may be given either personally or by proxy or in the case of a Company, by a representative duly authorised as aforesaid.

112. Any Member of a Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person whether a member or not, as his proxy to attend and vote instead of himself but the proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.

113. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer is a body corporate under its common seal or under the hand of its attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called a special proxy. Any other proxy shall be called a general proxy.

114. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

115. 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 instrument of proxy or of the authority under which the proxy was executed or transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Chairman at the office before the commencement of the Meeting provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

116. Every instrument appointing a special proxy shall, as nearly as circumstances admit, be in any of the forms as set out in Schedule IX to the Act or a form as near thereto as circumstances admit.

117. No Member shall be entitled to exercise any voting rights, either personally or by proxy, at any meeting of the Company 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 exercised any right of lien.

118. i). Any objection as to the admission or rejection of a vote, on a show of hands or on a poll made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such decisions shall be final and conclusive.

ii). No objection shall be raised to the qualification of any voter except at meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

DIRECTORS

119. a) The number of Directors of the Company shall not be less than three and not more than twelve (maximum).

b) The first Directors of the Company were

1. Mr. Anil Malhan
2. Mr. Vikas Saxena
3. Mr. Ashok Sharma

120. The management of the Company shall vest in the Board of Directors.

121. Not less than two-thirds of total number of Directors of the Company shall:

(a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and

(b) save as otherwise expressly provided in the Act or these presents be appointed by the Company in General Meeting.

122. The Company in the General Meeting may, subject to provision of these presents and Section 259 of the Act, by special resolution, increase or reduce the number of its Directors.

123. The Directors shall have powers at any time and from time to time to appoint any other person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only up to the date of the next following Annual General Meeting of the Company but shall be eligible for re-election at such meeting.

124. Subject to the provisions of Section 313 of the Act or any statutory modification thereof, the Board shall have power to appoint any person to act as alternate director for a director during the latter's absence for a period of not less than three months from the State in which meetings of the Directors are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to notice of meetings of the Board and to attend and vote there at accordingly but he shall not be required to hold any qualification shares, if any, and shall 'ipso facto' vacate his office if and when the original Director returns to the State in which meetings of the Board are ordinarily held or if the original director vacates his office as director.

125. A director need not hold any share in the Company in his name as his qualification, but nevertheless shall be entitled to attend, speak and preside at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

126. Each Director, other than the whole time paid Directors, may be paid such fee as may be notified by the Central Government from time to time pursuant to Section 310 of the Act and as approved by the Board, for each meeting of the Board of Directors or a Committee thereof attended by him. The Directors may also be paid the expenses as decided by Board, from time to time, in attending the meeting of the Board or a Committee of Board.

127. In addition to the fee payable to the Directors under Article 126 hereof, the Directors may be paid reasonable traveling, hotel and other expenses in attending and returning from the meetings of the Board of Directors or any Committee thereof or in connection with the business of the Company as decided by the Board.

128. Subject to Section 198, 309, 310 and 314 of the Act, if any Director or Directors being willing shall be called upon to undertake and /or perform extra professional or other services or to make any special exertion in going or residing outside the office for any of the purposes of the Company or in giving special attention to the whole of or any part of the Business of the Company, the Board may remunerate such Director.

129. The continuing Directors may act notwithstanding any vacancy in the Board but, if and so long as their number is reduced below the quorum fixed by these presents for a meeting of the Board, the continuing Directors or Director may act for the purposes of increasing the number of Directors to that fixed for the quorum or of summoning of general meeting of the Company, but for no other purpose.

130. Subject to the approval of the Board of Directors, a Director of the Company may be or become a Director of any company promoted by this Company or in which it may be interested as vendor, shareholder or otherwise and no such directors shall be accountable for any benefits received as a Director or member of such company.

131. Subject to the fulfillment of the requirements of the provisions of Sections 297 to 301 of the Act, a Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company and any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or Director be void, and any Director so contracting or being such member so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding this office or of the fiduciary relation thereby established.

132. The Company may, subject to the provisions of Sec.284 of the Act by ordinary resolution of which special notice according to Section 190 of the Act has been given, remove any Director before the expiry of his period of office and may by ordinary resolution of which special notice has been given, appoint another person instead of the removed Director. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provisions of this Article is not so filled by the meeting at which he is removed, the Board may at any time thereafter fill such vacancy under the provisions of these Articles.

133. If the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire, in the normal course, the resulting vacancy may be filled by the Board at a meeting of the Board, but 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 so vacated, provided that the Board shall not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under these Articles.

134. Subject to Section 259 of the Act the Company may by special resolution from time to time, increase or reduce the number of Directors, and may either alter their qualification and the Company may (subject to the provision of requirement Section 284 of the Act) remove any Director before the expiration of his period of office and appoint another 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 removed.

PROCEEDINGS OF DIRECTORS' MEETINGS

135. a) The Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings and proceedings as they may think fit, subject to the provision of Section 285 of the Act.

b) The Chairman, Director or any officer authorised by the Directors may call a meeting of the Board of Directors.

c) Subject to the provisions of Section 316, 372A(2) and 386 of the Act, questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote.

136. Notice of every meeting of the Board or a Committee thereof shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

137. Subject to Section 287 of the Act, the quorum for the meeting of the Board shall be one third of its total strength 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 in number, the remaining Directors, that is to say, the number of Directors who are not interested, present at the Meeting being not less than two, shall be the quorum during such meeting.

138. a) The Board shall appoint from amongst its members a Chairman.

b) If at any meeting of the Board the Chairman shall not be present within thirty minutes of the time appointed for holding the same or if he is unable or unwilling to take the Chair then the Board may elect one of their other members to act as the Chairman of that meeting.

139. A meeting of Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles or the Act for the time being vested in or exercisable by the Board.

140. Subject to the provisions of Section 292 and 293 of the Act, the Board may from time to time delegate any of its powers to a committee consisting of such member or members of their body, managers and other officer(s) of the Company as it may think fit and may revoke such delegation. Any Committee so formed shall, in exercise of the power so delegated, conform to any regulation that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereof and are not superseded by any regulations made by the Directors under this Clause.

141. All acts done at any meetings of the Directors or of a Committee or by any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or person had been duly appointed and was qualified to be a Director or a member of a Committee.

142. Save for the purpose of Sections 262, 292, 297,316, 372A and 386 of the Act, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or of the Committee thereof duly called and constituted if it is 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 at their usual address in India and has been approved by such of the Directors or members as are then in India or by a majority of such of them as are entitled to vote on the resolution.

POWERS OF THE BOARD

143. Subject to the provisions of the Act, the Board shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised 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 Association 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 powers or doing any such Act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles or in any regulations made by the Company in General Meeting but no regulations, made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

144. The Company may exercise the powers conferred on it by Sections 157 and 158 of the Act with regard to keeping of a foreign Register and the Board may (Subject to the provisions of these sections) make and vary such regulations as it may think fit in respect of the keeping of any such register.

145. Every debenture or other instrument issued by the Company for securing the payment of the money may be so framed that the moneys thereby secured shall be assigned free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture-stock, bonds or other instruments or securities may be issued at a discount, premium or otherwise and may be issued on a condition that they shall be convertible into any shares of any denomination and with any special privileges as to redemption surrender, drawing and allotment of shares or otherwise, provided that the debentures with right to conversion into or allotment of shares shall not be issued without consent of the Company in General Meeting.

146. Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book kept for that purpose.

147. The following powers shall be exercised by the Board or any Committee of the Board, or otherwise by the Company as may be so required:
a) To voluntarily liquidate the Company.
b) To increase or reduce the Company's capital.
c) To issue and allot new shares.
d) To make any Rights Issue of shares.
e) To adopt any resolution to alter the Memorandum and Articles of Association.
f) To join any other company or to invest in any other company.
g) To Issue Debentures.
h) To undertake or permit any merger, consolidation or reorganisation of the Company.
i) To decide on the declaration of dividends and appropriation of profits.
j) Subject to the provisions of Section 372-A of the Act, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by any body corporate.

MANAGING / WHOLE TIME DIRECTORS

148. The Company by ordinary resolution or the Board of Directors may, subject to the provisions of sections 268, 269 and 314 and schedule XIII of the Act, from time to time appoint one or more of the Directors to be Managing Director(s) or other Whole time Director(s) of the Company, for a term not exceeding five years at a time and may from time to time (subject to the provisions of any contract between him or them and the Company) remove him or them from office by following the statutory procedures and appoint another or others in his or their place or places.

149. Subject to the provisions of Sections 198, 309, 310 and 311 of the Act, a Managing Director or whole-time Director shall in addition to the usual remuneration payable to him as a director of the Company under these Articles, receive such additional remuneration as may from time to time be sanctioned by the Company and may be by way of fixed salary or at a specified percentage of the net profits of the Company or both, or in any other manner and extent otherwise determined. The Remuneration of Managing Director / whole time Director shall be deemed to accrue from day to day.

MANAGER

150. Subject to the provisions of section 197 A and 388 of the Act, the Board shall have power to appoint or employ any person to be the Manager of the Company upon such terms and conditions as the Board thinks fit and the Board may, subject to the provisions of Section 292 of the Act, vest in such manager such of powers, vested in

the Board, as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to restrictions as it may determine and at such remuneration as it may think fit.

151. A Director may be appointed as General Manager/ Manager subject to Section 197 A, 314 and 388 of the Act.

SECRETARY

152. Subject to the section 383A of the Act, the Board may from time to time appoint or employ any person to be secretary of the Company upon such terms, conditions and remuneration as it thinks fit to perform any functions which by the Act or the Article for the time being of the Company are to be performed by the secretary and to execute any other purely ministerial or administrative duties which may from time to time be assigned to the secretary by the Board. The Board may, subject to the provisions of the Act, also at any time appoint some person (who need not be the secretary) to keep the registers required to be kept by the Company.

153. Subject to the provisions of the Act, a Director may be appointed as a secretary.

THE SEAL

154. a) The Directors shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy and substitute a new seal in lieu thereof and provide for its safe custody.

b) The seal shall not be affixed to any instrument except in the presence of a Director or an officer duly authorised who shall sign every instrument to which the seal shall be affixed. Provided, nevertheless, that any instrument other than a share certificate bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same. Provided further that in respect of issue of share certificates the provisions of the Companies (Issue of Shares Certificates) Rules, 1960 shall apply.

c) Subject to the provisions of Sections 50 of the Act the Directors may provide for use of an official seal in any territory outside India.

ANNUAL RETURN

155. The Company shall make the requisite Annual Return in accordance with Section 159 and 161 of the Act.

RESERVE

156. The Board may subject to Section 205 (2A) of the Act from time to time, before recommending any dividend set apart any portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company or for equalisation of dividends or for repairing, improving or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company and may, subject to the provisions of Sections 372A of the Act, invest the several sums so set aside upon such investments (other than shares in the Company) as it may think fit and may 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 reserves into such special funds as it thinks fit, with full power to employ the reserve or any part thereof in the business of the Company and that without being bound to keep the same separated from the other assets. The Board may also carry forward any profits, which it may think prudent not to divide without setting them aside as a reserve.

157. All moneys carried to the reserves shall nevertheless remain and be the profits of the Company available. Subject to due provisions being made for actual loss or depreciation, for the payment of dividends and such moneys and all other moneys of the Company not immediately required for the purpose of the Company may, subject to the provisions of Section 372A of the Act, be invested by the Board in or upon such investments or securities as it may select or may be used as working capital or be kept at any Bank or deposit or otherwise as the Board may from time to time think proper.

CAPITALISATION OF PROFITS / RESERVES

158. (1)The Company in General Meeting may, upon the recommendation of Board, resolve:

a) To capitalise whole or any part of the amount for the time being standing to the credit of any of the Company's reserve account, or to the credit of the profit and loss account or otherwise available for distribution and

b) That such sum be accordingly set free for distribution in the manner specified in sub-clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in sub-clause (3) below, either in or towards:

a) Paying up any amounts for the time being unpaid on any shares held by such members respectively.

b) Paying up in full, un-issued shares of the Company to be allotted and distributed, credited as fully paid up, to and among such members in the proportion aforesaid or,

c) Partly in the way specified in (i) and partly in that specified in (ii) above.

(3) A share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of un-issued shares to be issued to members of the Company as fully paid bonus shares or for any other purpose specified in Section 78 of the Act.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

159.1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

a) Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any; and

b) Generally do all acts and things required to give effect thereto.

2) The Board shall have full power:

a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions and,

b) To authorise any person to enter, on behalf of the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares.

3) Any agreement made under such authority shall be effective and binding on all such members.

DIVIDENDS

160. Subject to the rights of members entitled to a share (if any) with preferential or special rights attached thereto the profits of the Company which shall from time to time be determined to be divided in respect of any year or other period shall be applied in the payment of dividend on the Equity Shares of the Company, but so that the holder of a partly paid up share shall be only entitled to such proportion of the distribution upon a fully paid up share proportionately to the amount paid or credited thereon during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.

161. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles shall be divisible among the Members in the proportion of the amount of capital paid or credited as paid up on the shares held by them respectively.

162. The Company in Annual General Meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may, subject to the provisions of Section 207 of the Act, fix the time for payment.

163. No larger dividend shall be declared than that recommended by the Board, but the Company in general meeting may declare a smaller dividend.

164. No dividend shall be payable except out of profits of the Company or out of moneys provided by the Central or State Government for the payment of Dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company.

165. The Directors, if in their opinion the position of the Company justifies, may from time to time, without the sanction of a general meeting pay interim dividend to one or more classes of shares to the exclusion of others at rates, which may be differing from class to class. When declaring such dividend they should satisfy themselves that the preference shares, which have a prior claim in respect of payment of dividend, should have their entire rated dividend at the time of final preparation of the accounts of the period

166. No members shall be entitled to receive payment of any dividend or interest in respect of his share or shares whilst any money be due or owing from him as is presently payable to the Company in respect of such share or shares otherwise on account of any debts, liabilities or engagements of the members of the Company either alone or jointly with any other person or persons and the Directors may deduct from the dividend or interest payable to any member all sums of money so due from him to the Company Subject to Section 205 A of the Act.

167. Any general meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the member, be set of against the call Subject to Section 205 A of the Act. The making of a call under this Article shall be deemed ordinary business of an annual general ordinary meeting which declares dividend.

168. A transfer of share shall not pass the right to any dividend declared thereto before the registration of the transfer by the Company.

169. Subject to Section 205 A of the Act the Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission Article entitled to become a member or which any person under that Article is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.

170. The Directors may retain any dividend on which the Company has lien and may apply the same in or towards satisfaction of the debts, liabilities or engagement in respect of which the lien exists subject to Section 205 A of the Act.

171. Anyone of several persons who are members registered jointly in respect of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such shares.

172. Notice of any dividends, whether interim or otherwise, shall be given to the person entitled to share therein in the prescribed manner, if any.

173. Unless otherwise directed in accordance with Section 206 of the Act, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to the registered address of that one whose name stands first on the register in respect of the joint holding or to such person and at such address as the member or person entitled or sub joint-holders as the case may be, direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be, may direct.

UNPAID OR UNCLAIMED DIVIDEND

174. Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of Indiabulls Commercial Credit Limited" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

175. Subject to the provisions of Section 205B of the Act any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund ("Fund") and that no claim by any person to any money transferred to the Fund shall lie on or after the commencement of the Companies (Amendment) Act, 1999.

176. No unclaimed or unpaid dividend shall be forfeited by the Board and all unclaimed and unpaid dividends shall be dealt with as per Section 205 A and 205 B of the Act and the rules made there under.

177. The Company shall not be responsible for the loss of any cheque, dividend warrant or postal order sent by post in respect of dividends, whether by request or otherwise, at the registered address or the address communicated

to the office before hand by the member or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.

BOOKS AND DOCUMENTS

178. The Directors shall cause to be kept in accordance with Section 209 of Act, proper books of account with respect to:

a) All sums of money received and spent by the Company and the matters in respect of which the receipts and expenditures take place including the Profit & Loss Account and cash flow statement.

b) All sales and purchase of goods by the Company.

c) The Balance Sheet depicting the assets and liabilities of the Company.

179. The books of accounts shall be kept at the Registered office or at such other place as the Board thinks fit and shall be open to inspection by the Directors during business hours.

180. The Directors shall from time to time, subject to the provisions of sections 163, 209 and 209 A of the Act, determine whether and to what extent and at what time and places and under what conditions, the documents and registers or any of them maintained by the Company of which inspection allowed by the Act, shall be kept open for the inspection of the members. Till decided otherwise by the Board, such documents and registers shall be kept open for inspection to the persons entitled thereto between 11 A.M. and 1 P.M. on all working days. No member (not being a Director) shall have any right to inspection of any account or book or document of the Company except as conferred by law or by Act or authorised by the Directors or by resolution of the Company in General Meeting and no member, not being a director shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process used by the Company.

AUDIT

181. Once at least in every year the books of accounts of the Company shall be examined and audited by one or more Auditor or Auditors.

182. The Company at each annual general meeting shall appoint an auditor or auditors to hold office until the next annual general meeting and their appointment, remuneration, rights and duties shall be regulated by sections 224 to 227 of the Act.

183. Where the Company has a branch office, the provision of section 228 of the Act shall apply.

184. All notices of and other communications relating to any General Meeting of the Company which any member of the Company is entitled to have been sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.

185. The Auditors' Report shall be read before the Company in Annual General Meeting and shall be open to inspection for any member of the Company.

186. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in Annual General Meeting shall be conclusive, in respect of transactions of the Company for the relevant year.

SERVICE OF NOTICE AND DOCUMENTS

187. The Company shall comply with the provisions of Section 53, 172 and 190 of the Act as to the service of notices.

188. The accidental omission to give notice to or the non-receipt of notice, by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

189. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share which previous to his name and address being entered in the register, shall have been duly given to the person from whom he derives his titles to such share.

190. The Signature to any notice to be given by the Company may be written, printed or lithographed.

191. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member then deceased and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share whether registered solely or jointly with other persons, until some other person be registered in his stead as the member in respect thereof and such service for all purposes of the Articles be deemed a sufficient service of such notice or document on his/her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such share.

192. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these Articles or by the Act shall be sufficiently given if given by the advertisement.

193. Any notice required to be or which may be given by the advertisement shall be advertised once in vernacular newspapers circulating in the neighborhood of the registered office and once in English newspaper.

RECONSTRUCTION

194. On any sale of the whole or any part of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, whether incorporated in India or not either then existing or to be formed for the purchase in the whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in winding up) may distribute such shares or securities or any other property of the company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the member, contributors of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall subject to the provisions of Section 395 of the Act be bound to accept as shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only in case the Company is proposed to be or is in course of being wound up and subject to the provisions of Section 494 of the Act as are incapable of being varied or excluded by these Articles.

WINDING UP

195. On winding up preference shares rank as regards capital in priority to equity shares to the extent of the paid up value of the said shares but to no other rights or participating in its assets.

196. Subject to law of the land for the time being in force, if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of said paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively, and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of winding up then the excess shall be distributed amongst the members in proportion to the paid up capital at the commencement of the winding up held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions, if any.

197. 1) In the event of the Company being wound up the holders of preference share, if any, shall be entitled to have the surplus assets available for distribution amongst members as such applied in the first place in repayment to them the amount paid up on the preference shares held by them respectively and any arrears of dividend upto the commencement of the winding up, whether declared or not. If the surplus assets available as aforesaid shall be insufficient to repay the whole of the amount paid up on the preference shares and any arrears of dividend, such assets shall be distributed amongst the holders of preference shares so that the losses shall be borne by the holders of preference shares as nearly as may be in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up and the arrears of Dividend as aforesaid.

2). The assets, if any, available for distribution after payment to the preference share holders as aforesaid shall be distributed amongst the holders of equity shares in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares in respect of which they were respectively registered.
3) The Article is to be without prejudice to the rights and privileges amongst the holders of preference shares of different series.

SECRECY CLAUSE

198. Subject to the provisions of the Act, every Director, Manager, Auditor, trustee, Member of the Committee, Officer, servant, agent, accountant or other person employed in the business of the Company shall if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of account with individuals and in matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

199. No member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company or to enter upon the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Board or subject to Article 195 require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of trade secret mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will not be in the interest of the Company to communicate.

INDEMNITY

200. Subject to Section 201 of the Act, Every Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed Auditor shall be indemnified out of the funds of the Company, against all bonafied liability incurred by him as such Director, Manager, Secretary, Officer, employee or Auditor in defending any bonafied proceedings, whether civil or criminal or in which judgment is given in his favour or in which he is acqutteed, or in connection with any application under Section 633 of the Act in which relief if granted to him by the Court.

SECTION IX- 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 Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone road, Mumbai – 400 013 between 10:00 am to 5:00 pm on any Working Day (Monday to Friday) from the date of the filing of this Draft Shelf Prospectus with Stock Exchanges until the Issue Closing Date

MATERIAL CONTRACTS

1. Issue Agreement dated January 18, 2019 between our Company and the Lead Managers.
2. Registrar Agreement dated January 18, 2019 between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated January 17, 2019 executed between our Company and the Debenture Trustee.
4. The agreed form of the Debenture Trust Deed to be executed between the Company and the Debenture Trustee.
5. Tripartite agreement dated July 15, 2016 among our Company, the Registrar and CDSL.
6. Tripartite agreement dated July 1, 2010 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 July 7, 2006, issued by Registrar of Companies, National Capital Territory of Delhi and Haryana.
3. Certificate of registration dated April 16, 2015 bearing registration no. N-14.03136 issued by RBI.
4. Copy of shareholders resolution passed at the extraordinary general meeting of the Company held on August 1, 2018, under sectin 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 January 10, 2019, approving the issue of NCDs.
6. Copy of the resolution passed by Bond Issue Committee at its meeting held on January 18, 2019, approving the Draft Shelf Prospectus.
7. Letter no. INDBIC/215376/NCD/011/62019 dated January 16, 2019 by CRISIL assigning credit rating of CRISIL AAA; Stable (pronounced as triple A; outlook: stable) for issue of Secured NCDs and Unsecured NCDs.
8. Letter no. CARE/RL/HO/2018-19/4420 dated January 11, 2019 by CARE assigning credit rating of CARE AAA; Stable (pronounced as triple A; outlook: stable) for issue of Secured NCDs.
9. Letter no. CARE/HO/RL/2018-19/4422 dated January 11, 2019 by CARE assigning credit rating of CARE AAA; Stable (pronounced as triple A; outlook: stable) for issue of Unsecured NCDs.
10. Consents of the Directors, Chief Financial Officer, our Company Secretary and Compliance Officer, Lead Managers, Legal Advisor to the Issue, Credit Rating Agencies, ICRA Limited for inclusion of ICRA Research Report, Registrar to the Issue and the Debenture Trustee for the NCDs, to include their names in this Draft Shelf Prospectus, in their respective capacities.
11. Consent of the Statutory Auditor of our Company, for inclusion of their name and the report on the Reformatted Financial Statements and opinion on the Limited Review Financial Statements in the form and context in which they appear in this Draft Shelf Prospectus.
12. Consent of independent chartered accountants, namely A Sardana & Co., Chartered Accountants for inclusion of their name and statement of tax benefits dated January 11, 2019, in the form and context in which they appear in this Draft Shelf Prospectus.
13. The report dated January 10, 2019 in relation to the Reformatted Financial Statements included therein.
14. Limited Review Financial Statements dated October 15, 2018.
15. Statement of tax benefits dated January 11, 2019 issued by A Sardana & Co., Chartered Accountants.
16. Annual Report of our Company for the last five Fiscals.
17. In-principle listing approval from BSE by its letter no. [●] dated [●], 2019.
18. In-principle listing approval from NSE by its letter no. [●] dated [●], 2019.
19. 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 NCD 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 applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, relevant provisions of Companies Act, 1956, as applicable 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 this 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 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. Ajit Kumar Mittal
Chairman, Non-Executive Director

Mr. Ripudaman Bandral
Managing Director

Mr. Anil Malhan
Non-Executive Director

Mr. Shamsher Singh Ahlawat
Independent Director

Ms. Priya Jain
Non-Executive Director

Mr. Prem Prakash Mirdha
Independent Director

Place: Mumbai

Date: January 18, 2019

ANNEXURE A

CRISIL Limited Credit Rating and Rationale

For the annexure, please see the page below.

Ratings

CRISIL
An S&P Global Company

CONFIDENTIAL

INDBIC/215376/NCD/01162019
January 16, 2019

Mr. Ashwini Kumar Hooda
Managing Director
Indiabulls Commercial Credit Limited
Indiabulls Finance Centre,Tower 1,
17th floor, Senapati Bapat Marg,
Elphinstone
Mumbai – 400 013

Dear Mr. Hooda,

Re: CRISIL Rating on the Rs.2000 Crore Non-convertible debenture* of Indiabulls Commercial Credit Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL has, after due consideration, assigned a **"CRISIL AAA/Stable"** (pronounced "CRISIL triple A rating with stable outlook") rating to the captioned Debt instrument. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

Further, in view of your decision to accept the CRISIL Rating, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Rama Patel
Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings

CRISIL

** Public issue of retail secured redeemable non-convertible debenture*

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Details of the Rs.2000 Crore Non-convertible Debenture of Indiabulls Commercial Credit Limited

	1st tranche		*2nd tranche*		*3rd tranche*	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

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CONFIDENTIAL

INDBIC/215376/NCD/011620191
January 16, 2019

Mr. Ashwini Kumar Hooda
Managing Director
Indiabulls Commercial Credit Limited
Indiabulls Finance Centre,Tower 1,
17th floor, Senapati Bapat Marg,
Elphinstone
Mumbai – 400 013

Dear Mr. Hooda,

Re: CRISIL Rating on the Rs.500 Crore Non-convertible debenture* of Indiabulls Commercial Credit Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL has, after due consideration, assigned a **"CRISIL AAA/Stable"** (pronounced "CRISIL triple A rating with stable outlook") rating to the captioned Debt instrument. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

Further, in view of your decision to accept the CRISIL Rating, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Rama Patel
Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings



** Public issue of retail unsecured redeemable non-convertible debenture*

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Details of the Rs.500 Crore Non-convertible Debenture of Indiabulls Commercial Credit Limited

	1st tranche		*2nd tranche*		*3rd tranche*	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

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Ratings

CRISIL
An S&P Global Company

Rating Rationale

January 16, 2019 | Mumbai

Indiabulls Commercial Credit Limited

'CRISIL AAA/Stable' assigned to NCDs

Rating Action

Total Bank Loan Facilities Rated	**Rs.2500 Crore**
Long Term Rating	**CRISIL AAA/Stable (Reaffirmed)**

Rs.2000 Crore Non Convertible Debentures*	**CRISIL AAA/Stable (Assigned)**
Rs.500 Crore Non Convertible Debentures@	**CRISIL AAA/Stable (Assigned)**
Rs.3000 Crore Non Convertible Debentures*	**CRISIL AAA/Stable (Reaffirmed)**
Non-Convertible Debentures Aggregating Rs.1450 Crore	**CRISIL AAA/Stable (Reaffirmed)**
Rs.500 Crore Subordinated Debt	**CRISIL AAA/Stable (Reaffirmed)**
Rs.3000 Crore Commercial Paper Programme	**CRISIL A1+ (Reaffirmed)**

1 crore = 10 million
Refer to annexure for Details of Instruments & Bank Facilities
**public issue of retail secured redeemable non-convertible debenture*
@ public issue of retail unsecured redeemable non-convertible debenture

Detailed Rationale

CRISIL has assigned its **'CRISIL AAA/Stable'** rating to Rs.2000 crore and Rs.500 crore Non convertible debenture of Indiabulls Commercial Credit Limited (ICCL) and reaffirmed its 'CRISIL AAA/Stable/CRISIL A1+' to its existing debt instruments and bank facilities.

Rating on the bank facilities and debt instruments of ICCL continue to reflect the ICCL's strategic importance to, and expectation of support from its parent, Indiabulls Housing Finance Limited (IBHFL; rated 'CRISIL AAA/Stable/CRISIL A1+'). The ratings also factor in ICCL's diversified resource profile and comfortable capitalisation. These strengths are partially offset by high proportion of exposure to large-ticket commercial credit portfolio.

Analytical Approach

The ratings reflect the support that ICCL receives from its parent, IBHFL given the strategic importance of the entity, shared name and 100% direct shareholding by the parent. Also, IBHFL and ICCL have extensive business, managerial and operational linkages common brand and being a wholly owned subsidiary, ICCL's financials are consolidated with IBHFL's.

Key Rating Drivers & Detailed Description

Strengths

*** Expectation of support from the parent, IBHFL**

ICCL is an important subsidiary for IBHFL, as it undertakes loan against property and commercial credit business and supports IBHFL's product offering and revenue profile. Further, there exists strong operational and managerial integration between ICCL and IBHFL. The latter benefits from the robust retail franchise and nation-wide branch infrastructure of the parent. ICCL also has board representation from IBHFL. ICCL is the wholly own subsidiary of IBHFL and CRISIL believes IBHFL will provide both funding and capital assistance to ICCL if & when required. The extensive business and financial linkages, along with 100% holding and shared brand name, imply a support from IBHFL to ICCL.

*** Diversified resource profile:**

The resource profile of ICCL is diversified as borrowing mix primarily comprises of Capital market (55%), Banks (39%) and Securitisation (6%) as at September 30, 2018. Being a part of Indiabulls group, company has successfully tapped into the debt capital markets by raising medium- and long-term debt from several investors. Cost of borrowing, was at 8.37% for the first half of fiscal 2018 (7.97% as of March 31, 2018), which compares well with peers.

*** Comfortable capitalisation:**

ICCL is well capitalised, with networth and gearing of Rs 2225 crore and 4.8 times, respectively, as on September 30, 2018. The overall and tier-I capital adequacy ratio stood at 18.2% and 15.4%, respectively, as on same date. Given the healthy asset quality, asset side risk cover also remains comfortable, with a networth to net NPA ratio at 56 times as on September 30, 2018. Capitalisation is expected to remain comfortable backed by steady internal cash accrual, and capital support from IBHFL as and when needed.

Weakness

*** Susceptibility to asset quality risks, arising from high proportion of commercial credit portfolio**

Asset-quality risks arising from the sizeable large-ticket commercial credit portfolio persist, and could impact the company's portfolio performance in an economic downturn scenario. The commercial segment mainly comprises lease rental discounting and construction finance. Given the chunkiness of loans in this segment (average ticket size of Rs 150 crore), stress in even a few large accounts could impact asset quality. Nevertheless, the company follows prudent lending practises and also ensures

sufficient collateral cover against these loans. While the delinquencies in the commercial lending portfolio remains low, it will continue to be a key monitorable over the medium term.

Outlook: Stable
CRISIL believes ICCL will continue to benefit from the managerial, operational and financial linkages with IBHFL and will maintain its comfortable capitalisation and resource profile. The outlook may be revised to 'Negative' if there is significant change in the extent of the IBHFL's ownership of ICCL, or diminution in the expected support from the parent.

Liquidity
Liquidity is comfortable with cash and cash equivalent and investments (Rs 507 crore), and further cushion available through unutilised bank lines (Rs 2,450 crore) as on December 31, 2018. This is sufficient to cover the upcoming repayments of Rs 405 crore for the next three months until March 31, 2019. As on December 31, 2018, outstanding debt of the company was approximately Rs 9,600 crore. The asset liability management profile was comfortable as on September 30, 2018, with positive cumulative mismatches in the up to 1 year bucket. The company also benefits being wholly owned subsidiary of IBHFL.

About the Company
ICCL was incorporated in 2006 and is a wholly owned subsidiary of IBHFL, with total assets of Rs 13,246 crore as on September 30, 2018. ICCL is a Non-Banking Finance Company (NBFC), registered with Reserve Bank of India (RBI). The company, continues to focus on asset classes such as LAP and commercial credit. As of September 30, 2018 LAP constituted 57% of the book and remaining 43% was commercial credit.

For the fiscal 2018, ICCL had a profit after tax (PAT) of Rs 255 crore on a total income of Rs 931 crore as against a PAT of Rs 59 crore on a total income of Rs 409 crore for the previous fiscal.

During H1FY19, ICCL had a profit after tax (PAT) of Rs 183 crore on a total income of Rs 656 crore as against a PAT of Rs 100 crore on a total income of Rs 354 crore for the same period in previous fiscal.

Key Financial Indicators

Particulars	Unit	2019	2018
Total Assets	Rs. Cr.	13246	5,937
Total income	Rs. Cr.	656	354
Profit After Tax	Rs. Cr.	183	100
Gross NPA	%	0.62	1.04
Return on average assets	%	3.36	4.05

Any other information
ICCL gross non-performing assets (NPAs) and net NPAs stood at 0.6% and 0.3%, respectively, as on September 30, 2018. ICCL has sound credit underwriting and collection practices.

Note on complexity levels of the rated instrument:
CRISIL complexity levels are assigned to various types of financial instruments. The CRISIL complexity levels are available on www.crisil.com/complexity-levels. Users are advised to refer to the CRISIL complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of Instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (Rs. Crore)	Outstanding rating with Outlook
INE244L07028	Non-Convertible Debentures	8-Jul-16	9.05%	7-Jul-23	40	CRISIL AAA/Stable
INE244L07036	Non-Convertible Debentures^	7-Jun-17	8.24%	7-Jun-18	250	CRISIL AAA/Stable
NA	Non-Convertible Debentures*	NA	NA	NA	3000	CRISIL AAA/Stable
NA	Non-Convertible Debentures*	NA	NA	NA	1160	CRISIL AAA/Stable
NA	Non-Convertible Debentures*	NA	NA	NA	2000	CRISIL AAA/Stable
NA	Non-Convertible Debentures@*	NA	NA	NA	500	CRISIL AAA/Stable
NA	Subordinated Debt*	NA	NA	NA	500	CRISIL AAA/Stable
NA	Term Loan 1^	NA	NA	30-Jun-18	50	CRISIL AAA/Stable
NA	Term Loan 2	NA	NA	25-Mar-20	150	CRISIL AAA/Stable
NA	Term Loan 3^	NA	NA	17-Sep-18	97.21	CRISIL AAA/Stable
NA	Term Loan 4^	NA	NA	18-Mar-17	33.34	CRISIL AAA/Stable
NA	Term Loan 5	NA	NA	19-Dec-19	150	CRISIL AAA/Stable
NA	Proposed Long Term Bank Loan Facility	NA	NA	NA	2019.45	CRISIL AAA/Stable
NA	Commercial Paper#	NA	NA	7-365 days	3000.0	CRISIL A1+

**Not yet issued*
#Total rated amount

^CRISIL is awaiting independent confirmation of redemption before withdrawing ratings on these facility
@Unsecured

Annexure - Rating History for last 3 Years

	Current			2019 (History)		2018		2017		2016		Start of 2016
Instrument	**Type**	**Outstanding Amount**	**Rating**	**Date**	**Rating**	**Date**	**Rating**	**Date**	**Rating**	**Date**	**Rating**	**Rating**
Commercial Paper	ST	3000.00	CRISIL A1+			16-08-18	CRISIL A1+	29-12-17	CRISIL A1+	19-12-16	CRISIL A1+	CRISIL A1+
								29-11-17	CRISIL A1+	23-06-16	CRISIL A1+	
								29-04-17	CRISIL A1+			
								20-03-17	CRISIL A1+			
								20-02-17	CRISIL A1+			
Non Convertible Debentures	LT	290.00 16-01-19	CRISIL AAA/Stable			16-08-18	CRISIL AAA/Stable	29-12-17	CRISIL AAA/Stable	19-12-16	CRISIL AA+/Stable	CRISIL AA+/Stable
								29-11-17	CRISIL AAA/Stable	23-06-16	CRISIL AA+/Stable	
								29-04-17	CRISIL AA+/Positive			
								20-03-17	CRISIL AA+/Stable			
								20-02-17	CRISIL AA+/Stable			
Subordinated Debt	LT	500.00 16-01-19	CRISIL AAA/Stable			16-08-18	CRISIL AAA/Stable	29-12-17	CRISIL AAA/Stable		--	--
Fund-based Bank Facilities	LT/ST	2500.00	CRISIL AAA/Stable			16-08-18	CRISIL AAA/Stable	29-12-17	CRISIL AAA/Stable	19-12-16	CRISIL AA+/Stable	CRISIL AA+/Stable
								29-11-17	CRISIL AAA/Stable	23-06-16	CRISIL AA+/Stable	
								29-04-17	CRISIL AA+/Positive			
								20-03-17	CRISIL AA+/Stable			
								20-02-17	CRISIL AA+/Stable			

All amounts are in Rs.Cr.

Annexure - Details of various bank facilities

Current facilities			Previous facilities		
Facility	**Amount (Rs.Crore)**	**Rating**	**Facility**	**Amount (Rs.Crore)**	**Rating**
Long Term Bank Facility	**480.55**	**CRISIL AAA/Stable**	**Long Term Bank Facility**	**480.55**	**CRISIL AAA/Stable**
Proposed Long Term Bank Loan Facility	**2019.45**	**CRISIL AAA/Stable**	**Proposed Long Term Bank Loan Facility**	**2019.45**	**CRISIL AAA/Stable**
Total	**2500**	**--**	**Total**	**2500**	**--**

Links to related criteria
CRISILs Bank Loan Ratings - process, scale and default recognition
Rating Criteria for Finance Companies
CRISILs Criteria for rating short term debt

For further information contact:

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ANNEXURE B

CARE Ratings Limited Credit Rating and Rationale

For the annexure, please see the page below.

CARE Ratings
Professional Risk Opinion

CELEBRATING 25 Years Analytical Excellence

CARE/RL/HO/2018-19/4420

Mr. Ramnath Shenoy,
Executive Vice President
Indiabulls Commercial Credit Limited,
Indiabulls Finance Centre, Tower – I,
17th Floor, Elphinstone Mills,
Senapati Bapat Marg,
Mumbai – 400 013

January 11, 2019

Confidential

Dear Sir,

Credit rating for public issue of secured redeemable non-convertible debentures

Please refer to our letter dated September 21, 2018 and your request for enhancement in the rating of public issue of secured redeemable non-convertible debentures of your company.

The Rating Committee has reviewed the following ratings:

Instruments	Amount (Rs. crore)	Amount Utilized* (Rs. crore)	Rating[1]	Rating Action
Proposed public issue of secured redeemable non-convertible debentures	5,000 (enhanced from Rs.3,000 crore)	2,000	**CARE AAA; Stable [Triple A; Outlook: Stable]**	Reaffirmed
Total	**5,000 (Rs. Five Thousand Crore only)**	**2,000 (Rs. Two Thousand Crore only)**		

**as on December 31, 2018*

2. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors

3. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

[1] *Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.*

4. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instrument, CARE shall carry out the review on the basis of best available information throughout the life time of such instrument. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
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Thanking you,

Yours faithfully,

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Encl.: As above

Disclaimer

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In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

CARE Ratings
Professional Risk Opinion

CELEBRATING 25 Years Analytical Excellence

CARE/HO/RL/2018-19/4422
Mr. Ramnath Shenoy,
Executive Vice President
Indiabulls Commercial Credit Limited,
Indiabulls Finance Centre, Tower – I,
17th Floor, Elphinstone Mills,
Senapati Bapat Marg,
Mumbai – 400 013

January 11, 2019

Confidential

Dear Sir,

Credit rating for proposed public issue of unsecured redeemable non-convertible debentures

Please refer to your request for rating of proposed public issue of unsecured redeemable non-convertible debentures aggregating to Rs.500 crore of your company. The proposed public issue of secured redeemable non-convertible debentures would have tenure of upto 10 years.

The following ratings have been assigned by our Rating Committee:

Instrument	Amount (Rs. crore)	Rating[1]	Rating Action
Proposed public issue of unsecured redeemable non-convertible debentures	500 [Rs. Five Hundred Crore only]	**CARE AAA; Stable [Triple A; Outlook: Stable]**	Assigned

2. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of six months from the date of our initial communication of rating to you (that is January 11, 2019)
3. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.
4. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors

5. Kindly arrange to submit to us a copy of each of the documents pertaining to the bond issue, including the offer document and the trust deed.

[1] *Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.*

6. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
7. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instrument, CARE shall carry out the review on the basis of best available information throughout the life time of such instrument. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
8. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.

If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE.

Thanking you,

Yours faithfully,

[Karan Ved]
Deputy Manager
karan.ved@careratings.com

[Aditya Acharekar]
Assistant General Manager
aditya.acharekar@careratings.com

Encl.: As above

Disclaimer

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In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

Indiabulls Commercial Credit Limited

January 14, 2019

Ratings

Facilities/Instruments	Amount (Rs. crore)	Rating[1]	Rating Action
Public issue of secured redeemable non-convertible debentures	5,000 (enhanced from Rs.3,000 crore)	**CARE AAA; Stable [Triple A; Outlook: Stable]**	Reaffirmed
Proposed Public issue of unsecured redeemable non-convertible debentures	500	**CARE AAA; Stable [Triple A; Outlook: Stable]**	Assigned
Total	**5,500 (Rs. Five Thousand Five Hundred Crore only)**		

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The ratings assigned to various debt instruments of Indiabulls Commercial Credit Limited (ICCL) takes into account continued support from its parent, Indiabulls Housing Finance Ltd. (IBHFL; rated 'CARE AAA; Stable / CARE A1+'), ICCL being a 100% subsidiary. The rating largely factors in strong operational and business linkages of ICCL with IBHFL, ICCL's adequate capitalization levels, increase in scale of operations over the last couple of years, capital infusion in Q1FY19 (refers to period from April 01 to June 30), comfortable liquidity position and asset quality. Further, CARE expects IBHFL to continue to support ICCL in terms of funding, management, common brand and operations over the medium term.

Credit profile and continued support from IBHFL, asset quality, profitability and capitalization are the key rating sensitivities.

Detailed description of the key rating drivers

Key Rating Strengths

Support from parent and strong operational and business linkages: ICCL is 100% owned subsidiary of IBHFL and therefore enjoys parent support with common key management, common business and credit team, treasury operations, branches and brand name.

Adequate capitalization levels: ICCL is adequately capitalized as the parent has infused equity capital to the tune of Rs.725 crore in Q1FY19 (refers to period from April 01 to June 30) to the period resulting into total capital adequacy ratio (CAR)[2] of 18.96% with Tier I CAR at 16.03% as on September 30, 2018 (March 31, 2018 - Total CAR: 19.00% and Tier I CAR: 15.50%).

Comfortable asset quality: On standalone basis, ICCL reported Gross NPA ratio and Net NPA ratio of 0.66% (March 31, 2018: 0.63%) and 0.33% (March 31, 2018: 0.42%) respectively as on September 30, 2018. The Net NPA to Net worth ratio stood at 2.60% as on March 31, 2018 (P.Y: 6.25%). On consolidated basis, IBHFL has maintained its asset quality of its moderately seasoned portfolio with Gross NPA Ratio and Net NPA Ratio [on AUM basis] of 0.77% (March 31, 2018: 0.77%) and 0.58%[3] (March 31, 2018: 0.34%) as on September 30, 2018. The Net NPA to tangible net-worth ratio stood at 3.15% as on March 31, 2018 (P.Y: 2.73%).

Comfortable liquidity profile: In addition to the matched asset liability maturity profile, the group's liquidity profile derives comfort from its policy of maintaining 15-20% of its total assets in cash & cash equivalent along with adequate unutilized bank lines. This helps the company in better liquidity management and overcome any liquidity fluctuation in the market. ICCL, as a wholly owned subsidiary, benefits from IBHFL's support in raising resources as well as in times of liquidity pressure. The parent company IBHFL has a common treasury team to raise resources for IBHFL and its subsidiaries. The liquidity profile as on November 30, 2018 was comfortable considering adequate liquid investments and unutilized credit lines from banks.

Key Rating Weaknesses

[1] *Complete definition of the ratings assigned are available at www.careratings.com and other CARE publications*

[2] *Adjusted for mutual fund investments*

[3] *as per Ind AS*

Limited track record & modest scale of operations: The non-housing loan portfolio of Indiabulls group, which comprises of Loan against Property (LAP) and corporate mortgage loans is booked in ICCL. As the portfolio is built in the past few years and the composition has been very dynamic in nature, and therefore, the seasoning of the loan portfolio remains moderate. The assets under management (AUM) of ICCL stood at Rs.12,799 crore as on September 30, 2018 as against Rs. 8,264 crore as on March 31, 2018.

Analytical approach: CARE has analyzed ICCL's credit profile by considering the consolidated financial statements of IBHFL owing to financial and operational linkages between the parent and its subsidiaries and common management. The entities considered for consolidation includes:

1. Indiabulls Housing Finance Limited (Standalone)
2. Indiabulls Commercial Credit Limited
3. Indiabulls Collection Agency Limited
4. Ibulls Sales Limited
5. Indiabulls Insurance Advisors Limited
6. Indiabulls Capital Services Limited
7. Nilgiri Financial Consultants Limited
8. Indiabulls Advisory Services Limited
9. Indiabulls Asset Holding Company Limited
10. Indiabulls Asset Management Company Limited
11. Indiabulls Trustee Company Limited
12. Indiabulls Holdings Limited
13. Indiabulls Venture Capital Management Company Limited
14. Indiabulls Venture Capital Trustee Company Limited
15. IBHFL Lender Repayment Trust
16. Indiabulls Asset Management Mauritius

Applicable Criteria

Criteria on assigning Outlook to Credit Ratings
CARE Policy on Default Recognition
Rating Methodology: Factoring Linkages in Ratings
Rating Methodology- Non-Banking Finance Companies
Financial ratios - Financial Sector

Liquidity Position

ICCL is a wholly owned subsidiary of IBHFL and therefore the assessment of the liquidity position is considered on a consolidated level. IBHFL has been able to manage its liquidity profile by maintaining adequate liquid investments and back up lines of credit. Further, the company has been able to maintain good asset quality which ensures regular cash inflows from its loan portfolio. As on November 30, 2018, the company's ALM profile showed cumulative positive mismatches upto 1 year bucket considering the contractual maturity of the inflows and outflows on account of CP redemptions. As on December 31, 2018, IBHFL had cash and liquid investments of Rs.20,285 crore along with unutilized bank lines of Rs.5,950 crore.

About the Company

Incorporated on July 7, 2006, as 'Indiabulls Infrastructure Credit Limited', Indiabulls Commercial Credit Ltd. (ICCL – NBFC-ND-SI) is a wholly-owned subsidiary of Indiabulls Housing Finance Ltd. (IBHFL; rated 'CARE AAA; Stable'). The company was renamed to 'Indiabulls Commercial Credit Limited' in 2015. The group's non-housing loan portfolio is funded under ICCL comprising Loan against Property (LAP) loans and corporate mortgage loans.

Brief Financials (Rs. crore)	FY17 (A)	FY18 (A)
Total income	408.60	931.13
PAT	58.55	254.90
Asset under management (AUM)	3,564.23	8,263.59
Total Assets (net of intangibles)	3,936.45	8,491.29
Net NPA (%)	1.37	0.42
ROTA (%)	1.98	4.10

A: Audited

Status of non-cooperation with previous CRA: Not Applicable

Any other information: Not Applicable

Rating History for last three years: Please refer Annexure-2

Note on complexity levels of the rated instrument: *CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.*

Analyst Contact:
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Tel: 022- 6754 3528
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About CARE Ratings:
CARE Ratings commenced operations in April 1993 and over two decades, it has established itself as one of the leading credit rating agencies in India. CARE is registered with the Securities and Exchange Board of India (SEBI) and also recognized as an External Credit Assessment Institution (ECAI) by the Reserve Bank of India (RBI). CARE Ratings is proud of its rightful place in the Indian capital market built around investor confidence. CARE Ratings provides the entire spectrum of credit rating that helps the corporates to raise capital for their various requirements and assists the investors to form an informed investment decision based on the credit risk and their own risk-return expectations. Our rating and grading service offerings leverage our domain and analytical expertise backed by the methodologies congruent with the international best practices.

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Annexure-1: Details of Instruments/Facilities

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
Debentures- Public issue of Secured Non-Convertible Debentures-ZCB	25-Sep-18	NA	25-Sep-20	0.10	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures-ZCB	25-Sep-18	NA	25-Sep-20	8.73	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures-ZCB	25-Sep-18	NA	25-Sep-21	0.07	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures-ZCB	25-Sep-18	NA	25-Sep-21	19.07	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	8.80%	25-Sep-21	901.09	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	8.90%	25-Sep-21	947.32	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	8.66%	25-Sep-23	20.73	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	8.90%	25-Sep-23	0.91	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	9.00%	25-Sep-23	75.22	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	8.75%	25-Sep-28	0.06	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	8.84%	25-Sep-28	12.40	CARE AAA; Stable
Debentures- Public issue of Secured Non-Convertible Debentures	25-Sep-18	9.10%	25-Sep-28	0.35	CARE AAA; Stable
Debentures- Public issue of Secured Non-	25-Sep-18	9.20%	25-Sep-28	13.96	CARE AAA; Stable

Convertible Debentures					
Debentures- Public issue of Secured Non-Convertible Debentures (Proposed)	-	-	-	1,000.00	CARE AAA; Stable
Debentures- Public issue of Unsecured Non-Convertible Debentures (Proposed)	-	-	-	500.00	CARE AAA; Stable

Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Rated Amount (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018	Date(s) & Rating(s) assigned in 2016-2017	Date(s) & Rating(s) assigned in 2015-2016
1.	Debentures-Non Convertible Debentures	LT	2,500	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-18)	1)CARE AAA; Stable (15-Mar-18) 2)CARE AAA; Stable (02-Nov-17) 3)CARE AAA; Stable (17-Jul-17)	1)CARE AA+ (23-Nov-16) 2)CARE AA+ (14-Jul-16)	1)CARE AA+ (17-Mar-16)
2.	Fund-based - LT-Term Loan	LT	6,000	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-18)	1) CARE AAA; Stable (27-Mar-18) 2) CARE AAA; Stable (17-Jul-17)	1)CARE AA+ (23-Nov-16)	-
3.	Debt-Subordinate Debt	LT	1,200	CARE AAA; Stable	1)CARE AAA; Stable (06-Jul-18)	1)CARE AAA; Stable (15-Mar-18) 2)CARE AAA; Stable (02-Nov-17)	-	-
4.	Commercial Paper issue	ST	8,000	CARE A1+	1)CARE A1+ (25-Jul-18) 2) CARE A1+ (12-Sep-18)	-	-	-
5.	Public issue of secured redeemable non-convertible debentures	LT	3,000	CARE AAA; Stable	1)CARE AAA; Stable (17-Aug-18)	-	-	-
6.	Public issue of unsecured redeemable non-convertible debentures	LT	500	CARE AAA; Stable	-	-	-	-

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CIN - L67190MH1993PLC071691

ANNEXURE C

Consent letter from Debenture Trustee

For the annexure, please see the page below.

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

IDBI trustee

Ref: - 9919/ITSL/OPR/2018-19
Date: - 10th January 2019

Indiabulls Commercial Credit Limited
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001

Dear Sir/ Madam,

Sub: Proposed public issue of secured, redeemable, non-convertible debentures of up to Rs. 3,000 crores and unsecured, redeemable non-convertible debentures of up to Rs. 500 crores (the "Issue") by Indiabulls Commercial Credit Limited (the "Company"). The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for Tier II capital.

We, the undersigned, hereby consent to act as the 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 from time to time and to our name being inserted as the Debenture Trustee to the Issue in the Draft Shelf Prospectus / Shelf Prospectus / Tranche Prospectus(es) to be filed with the National Stock Exchange of India Limited, BSE Limited ("**Stock Exchanges**") and the Securities and Exchange Board of India ("**SEBI**") and the Shelf Prospectus / Tranche Prospectus(es) to be filed with the Registrar of Companies, Delhi and Haryana ("**RoC**"), which the Company intends to issue in respect of the Issue of NCDs and also in all related advertisements and communications sent pursuant to the Issue of NCDs.

The following details with respect to us may be disclosed:

Name:	IDBI Trusteeship Services Limited
Address:	Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.
Tel:	022-40807018
Fax:	022-40807080
Email:	anjalee@idbitrustee.com
Website:	www.idbitrustee.com
Contact Person:	Ms. Anjalee Athalye
Investor Grievance e-mail:	response@idbitrustee.com
SEBI Registration No:	IND000000460

We confirm that we are registered with the SEBI and that such registration is valid as on date of this letter. We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format in Annexure A. We also certify that we have not been prohibited by SEBI to act as an intermediary in capital market issues. We also authorize you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory authority as required by law.

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.

We undertake that we shall immediately intimate the Company and the Lead Managers to the Public Issue of any changes in the aforestated details until the listing and trading of the NCDs on the Stock Exchanges. In absence of any such communication from us, the above information should be taken as

Exchanges. In absence of any such communication from us, the above information should be taken as updated information until the listing and trading of NCD on the Stock Exchange.

We also confirm that we are not disqualified to be appointed as Debenture Trustee within the meaning of Rule 18(2)(c) of the Companies (Share Capital and Debentures) Rules, 2014.

Sincerely,

For IDBI Trusteeship Services Limited

Authorised Signatory

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

Annexure A

Date: - 10th January 2019

Indiabulls Commercial Credit Limited
M-62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001

Dear Sir/ Madam,

Sub: Proposed public issue of secured, redeemable, non-convertible debentures of up to Rs. 3,000 crores and unsecured, redeemable non-convertible debentures of up to Rs. 500 crores (the "Issue") by Indiabulls Commercial Credit Limited (the "Company"). The unsecured redeemable non-convertible debentures will be in the nature of subordinated debt and will be eligible for Tier II capital.

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Debenture Trustee is true and correct:

S. No.	Particulars	Details
1.	Registration Number	IND000000460
2.	Date of registration/ date of last renewal of registration/ date of application for renewal of registration	February 14,2017
3.	Date of expiry of registration	This Certificate of registration shall be valid unless it is suspended or Cancelled by the Board
4.	Details of any communication from SEBI prohibiting from acting as an intermediary	There is no such communication from SEBI prohibiting from acting as an intermediary
5.	Details of any pending inquiry/ investigation being conducted by SEBI	There is no pending inquiry/investigation being conducted by SEBI
6.	Details of any penalty imposed by SEBI	There is no penalty imposed by SEBI

We shall immediately intimate the Company of any changes, additions or deletions in respect of the matters covered in this certificate till the date when the securities of the Issuer, offered, issued and allotted pursuant to the Issue, are traded on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the listing and trading of the Non-convertible Debentures on the Stock Exchanges.

Sincerely

For IDBI Trusteeship Services Limited

Authorised Signatory

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

000263

(विनियम 8)
(Regulation 8)

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

IDBI TRUSTEESHIP SERVICES LIMITED
ASIAN BUILDING, GROUND FLOOR
17, R. KAMANI MARG
BALLARD ESTATE
MUMBAI-400 001

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 **IND000000460**

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 **This certificate of registration shall be valid unless it is 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 : **FEBRUARY14, 2017**

M J Sonparote

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प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

Jai Kaushal