



MANAPPURAM FINANCE LIMITED

Manappuram Finance Limited (our “Company” or the “Issuer”) was incorporated as Manappuram General Finance and Leasing Limited on July 15, 1992 at Thrissur, Kerala, under the Companies Act, 1956 with corporate identity number L65910KL1992PLC006623 as a public limited company and obtained a certificate for commencement of business dated July 31, 1992. The name of our Company was changed to Manappuram Finance Limited pursuant to a fresh certificate of incorporation dated June 22, 2011. Further, our Company is registered as a Non-Banking Financial Company (“NBFC”) within the meaning of the Reserve Bank of India Act, 1934, as amended (the “RBI Act”). For further details, please see the section titled “History and Main Objects” on page 133 of the Shelf Prospectus.

Corporate Identity Number of our Company is L65910KL1992PLC006623
Registered and Corporate Office: IV/470A (Old) W/638A(New), “Manappuram House”, Valapad, Thrissur 680 567
Tel: (91 487) 305 0000; **Fax:** (91 487) 239 9298; **Website:** www.manappuram.com
Company Secretary and Compliance Officer: Manoj Kumar VR; **Tel:** (91 487) 305 0408; **Fax:** (91 487) 239 9298; **Email:** cs@manappuram.com

PUBLIC ISSUE BY OUR COMPANY OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs”), WITH A BASE ISSUE SIZE OF ₹ 1,500 MILLION WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 5,870 MILLION, AGGREGATING UP TO ₹ 7,370 MILLION (“TRANCHE II ISSUE / TRANCHE II ISSUE SIZE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 10,000 MILLION.

THIS TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE TERMS AND CONDITIONS OF THIS TRANCHE II PROSPECTUS (“TRANCHE II PROSPECTUS”) WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED OCTOBER 16, 2018 (“SHELF PROSPECTUS”) FILED WITH THE REGISTRAR OF COMPANIES, KERALA AND LAKSHADWEEP AT ERNAKULAM, THE STOCK EXCHANGE AND THE SECURITIES AND EXCHANGE BOARD OF INDIA UNDER 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 (THE “COMPANIES ACT, 2013”). THE SHELF PROSPECTUS AND THIS TRANCHE II PROSPECTUS CONSTITUTE THE PROSPECTUS (“PROSPECTUS”).

PROMOTERS			
Our Promoters are V. P. Nandakumar and Sushama Nandakumar. For further details, please see the section titled “Our Promoters” on page 151 of the Shelf Prospectus.			
GENERAL RISK			
For taking an investment decision, the investors must rely on their own examination of our Company and the Issue including the risks involved. Specific attention of the investors is invited to the sections titled “Risk Factors” on page 13 of the Shelf Prospectus and “Material Developments” on page 171 of the Shelf Prospectus and page 34 of this Tranche II Prospectus before making an investment in this Tranche II Issue. This Tranche II 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 Registrar of Companies, Kerala and Lakshadweep at Ernakulam (“RoC”) or any stock exchange in India.			
ISSUER’S ABSOLUTE RESPONSIBILITY			
Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Tranche II Prospectus read together with the Shelf Prospectus for this Tranche II Issue contains and will contain all information with regard to our Company and this Tranche II Issue, which is material in the context of this Tranche II Issue. The information contained in this Tranche II Prospectus for this Tranche II Issue is true and correct in all material respects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Tranche II Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.			
CREDIT RATING			
The NCDs proposed to be issued pursuant to this Tranche II Issue have been rated “CARE AA/Stable” by CARE Ratings Limited (“CARE”) for an amount of up to ₹ 10,000 million by way of its letter bearing reference number CARE/CRO/RL/2018-19/1239 and dated August 20, 2018, revalidated by way of its letter dated September 17, 2018 and further revalidated by way of its letters dated October 8, 2018, December 26, 2018 and January 21, 2019 and have been rated “BWR AA+/Stable” by Brickwork Ratings India Private Limited (“Brickwork”) for an amount up to ₹ 10,000 million by way of its letter bearing reference number BWR/NCD/HO/ERC/VS/0351/2018-19 and dated August 29, 2018, revalidated by way of its letter bearing reference number BWR/NCD/HO/ERC/VS/0458/2018-19 and dated October 11, 2018, further revalidated by way of its letter bearing reference number BWR/NCD/HO/ERC/VS/0598/2018-19 and dated December 24, 2018, and its letter bearing reference number BWR/NCD/ERC/RB/0664/2018-19 and dated January 21, 2019. The rating of the NCDs by CARE and Brickwork indicates high degree of safety regarding timely servicing of financial obligations. The ratings provided by CARE and Brickwork may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see Annexure A and Annexure B of this Tranche II Prospectus for rating letters and rationale for the aforementioned ratings.			
PUBLIC COMMENTS			
The Draft Shelf Prospectus dated September 26, 2018 was filed with the BSE Limited (“BSE”) pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of 7 (seven) Working Days from the date of filing the Draft Shelf Prospectus with the Designated Stock Exchange until 5:00 pm on October 4, 2018.			
LISTING			
The NCDs offered through this Tranche II Prospectus along with the Shelf Prospectus are proposed to be listed on BSE Limited (“BSE”). For the purposes of this Tranche II Issue, BSE shall be the Designated Stock Exchange. Our Company has received an ‘in-principle’ approval from BSE by way of its letter bearing reference number DCS/BM/PI-BOND/12/18-19 dated October 4, 2018.			
COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT AND ELIGIBLE INVESTORS			
For details pertaining to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, please see the section titled “General Terms of the Issue” on page 73 of this Tranche II Prospectus. For details relating to eligible investors please see the section titled “Issue Procedure” on page 89 of this Tranche II Prospectus.			
LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	
 A. K. Capital Services Limited 30-39, Free Press House, 3 rd Floor, Free Press Journal Marg 215, Nariman Point, Mumbai 400 021 Tel: (91 22) 6754 6500 Fax: (91 22) 6610 0594 Email: manappuram.2018ncd@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Shilpa Pandey/ Krish Sanghvi SEBI Registration Number: INM000010411	 Edelweiss Financial Services Limited Edelweiss House, Off CST Road Kalina Mumbai 400 098 Tel: (91 22) 4086 3535 Fax: (91 22) 4086 3610 Email: manappuram.2018ncd@edelweissfin.com Investor Grievance Email: customerservice.mb@edelweissfin.com Website: www.edelweissfin.com Contact Person: Lokesh Singhi/ Mandeep Singh SEBI Registration Number: INM0000010650	 Link Intime India Private Limited C-101, 1 st Floor, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai 400 083 Tel: (91 22) 4918 6200 Fax: (91 22) 4918 6195 Email: manappuram.ncd2019@linkintime.co.in Investor Grievance Email: manappuram.ncd2019@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058	 Catalyst Trusteeship Limited (formerly GDA Trusteeship Limited) ‘GDA House’, Plot No. 85, Bhusary Colony (Right), Kothrud, Pune 411 038, Tel: (91 22) 4922 0543 Fax: (91 20) 4922 0505 Email: complianceCTL-Mumbai@ctltrustee.com Investor Grievance Email: grievance@ctltrustee.com Website: www.catalysttrustee.com Contact Person: Umesh Salvi SEBI Registration. Number: IND000000034
ISSUE PROGRAMME*			
TRANCHE II ISSUE OPENS ON: January 28, 2019		TRANCHE II ISSUE CLOSES ON: February 27, 2019	

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

** Catalyst Trusteeship Limited pursuant to Regulation 4(4) of the SEBI Debt Regulations and by way of its letter dated August 24, 2018 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Shelf Prospectus and this Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche II Issue.

A copy of the Shelf Prospectus has been filed with the RoC, and a copy of this Tranche II Prospectus will be filed with the RoC, in terms of section 26 and 31 of the Companies Act, 2013, along with the certified copies of all requisite documents. For further details, please see the section titled “Material Contracts and Documents for Inspection” on page 121 of this Tranche II Prospectus.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Tranche II Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning ascribed to such definitions and abbreviations set forth. References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies as amended, supplemented or re-enacted from time to time until the date of this Tranche II Prospectus, and any reference to a statutory provision shall include any subordinate legislation notified from time to time pursuant to such provision.

The words and expressions used in this Tranche II Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such words and expressions under the SEBI Debt Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations notified thereunder.

General

Term	Description
“MFL” or “MAFIL” or “Company” or “the Company” or “the Issuer” or “our Company”	Manappuram Finance Limited, a public limited company incorporated under the Companies Act, 1956, registered as an NBFC with the RBI under Section 45-IA of the RBI Act and having its Registered and Corporate Office at IV/470A (Old) W/638A (New), “Manappuram House”, Valapad, Thrissur- 680 567
“we” or “us” or “our”	Unless the context otherwise requires, Manappuram Finance Limited
Subsidiaries	Subsidiaries of our Company namely, Asirvad Microfinance Limited, Manappuram Home Finance Limited and Manappuram Insurance Brokers Limited

Company Related Terms

Term	Description
“Articles” or “Articles of Association”	Articles of association of our Company
Asset Liability Management Committee	Asset Liability Committee of the Board of Directors as statutorily required by the RBI guidelines
Audit Committee	Audit committee of the Board of Directors as statutorily required by the Companies Act
“Auditors” or “Statutory Auditors”	The statutory auditors of the Company, Deloitte Haskins & Sells LLP
AML	Asirvad Microfinance Limited
“Board” or “Board of Directors”	Board of Directors of our Company or any duly constituted committee thereof
Corporate Social Responsibility Committee	Corporate Social Responsibility Committee of the Board of Directors as statutorily required by the Companies Act
Equity Shares	Equity shares of face value of ₹ 2 each of the Company
ESOS 2016	The Manappuram Finance Limited Employee Stock Option 2016
Limited Review Financial Information	The standalone and consolidated unaudited limited review financial information of the Company for the six months period ended September 30, 2018, along with the Statutory Auditors reports thereon
MAIBRO	Manappuram Insurance Brokers Limited
MBFL	Manappuram Benefit Fund Limited
MHFL	Manappuram Home Finance Limited
“Memorandum” or “Memorandum of Association”	Memorandum of association of our Company
Nomination, Compensation and Corporate Governance Committee	Nomination, compensation and corporate governance committee of the Board of Directors as statutorily required by the Companies Act
Promoter Group	Includes such persons and entities constituting the promoter group of our Company pursuant to Regulation 2 (1)(zb) of the SEBI ICDR Regulations
Promoters	The promoters of our Company V. P. Nandakumar and Sushama Nandakumar
Reformatted Summary Consolidated Financial Statements	The statement of reformatted consolidated assets and liabilities of the Company and its Subsidiaries as at March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 and the related statement of reformatted consolidated statement of profit and loss and the related statement of reformatted consolidated cash flow for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017

Term	Description
	and March 31, 2018 as examined by our Company's Statutory Auditor
Reformatted Summary Financial Statements	The Reformatted Summary Standalone Financial Statements and Reformatted Summary Consolidated Financial Statements
Reformatted Summary Standalone Financial Statements	The statement of reformatted standalone assets and liabilities of the Company as at March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 and the related statement of reformatted standalone statement of profit and loss and the related statement of reformatted standalone cash flow for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 as examined by our Company's Statutory Auditor
Registered and Corporate Office	The registered and corporate office of our Company, situated at IV/470A (Old) W/638 A (New), "Manappuram House", Valapad, Thrissur 680 567
Risk Management Committee	Risk management committee of the Board of Directors as statutorily required by the Companies Act
RoC	Registrar of Companies, Kerala and Lakshadweep, located at Ernakulam
Stakeholders Relationship and Security Transfer Committee	Stakeholders Relationship and Security Transfer Committee as set up by the Board of Directors

Issue Related Terms

Term	Description
Abridged Prospectus	A memorandum containing salient features of the Shelf Prospectus and this Tranche II Prospectus
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees in accordance with the Basis of Allotment
"Allotment", "Allot" or "Allotted"	Unless the context otherwise requires, the allotment of NCDs to the successful Applicants pursuant to this Tranche II Issue
Allottee	A successful Applicant to whom the NCDs will be/have been allotted
"Applicant" or "Investor"	Any person who applies for issuance of NCDs pursuant to the terms of the Shelf Prospectus, this Tranche II Prospectus and Abridged Prospectus and the Application Form for this Tranche II Issue
"Application" or "ASBA Application"	An application (whether physical or electronic) to subscribe to the NCDs offered pursuant to this Tranche II Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form
Application Form	Form in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process and which will be considered as the application for Allotment of NCDs in terms of the Shelf Prospectus and this Tranche II Prospectus
ASBA Account	An account maintained with a SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the Application Amount mentioned in the Application Form by an ASBA Applicant
Banker(s) to the Issue	Collectively, the Public Issue Account Bank and the Refund Bank
Base Issue Size	₹ 1,500 million
Basis of Allotment	The basis on which the NCDs will be allotted to the Applicants under this Tranche II Issue and as described under " <i>Issue Procedure – Basis of Allotment</i> " on page 104 of this Tranche II Prospectus
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Members of the Consortium, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Broker Centres	Broker centres notified by the Stock Exchange 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 Registered Brokers are available on the website of the Stock Exchange at www.bseindia.com

Term	Description
Category I (Institutional Investors)	<ul style="list-style-type: none"> • Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs • Provident funds and pension funds with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs • Alternative Investment Funds, subject to investment conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 • Resident Venture Capital Funds registered with SEBI • Insurance companies registered with the IRDAI • 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 registered with the RBI and having a net-worth of more than ₹ 5,000 million 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 • Mutual funds registered with SEBI
Category II (Non Institutional Investors)	<ul style="list-style-type: none"> • Companies within the meaning of Section 2(20) of the Companies Act, 2013 • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs • Co-operative banks and regional rural banks • Trusts including 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 • Any other incorporated and/ or unincorporated body of persons
Category III (High Net Worth Individual Investors)	High net-worth individual investors, resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in this Tranche II Issue
Category IV (Retail Individual Investors)	Retail individual investors, resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all options of NCDs in this Tranche II Issue
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications in the Issue, at the Designated CDP Locations
Consortium Agreement	The Consortium Agreement dated October 16, 2018, as amended and restated in accordance with the agreement dated January 21, 2019 between our Company and the Consortium
Consortium Members	Affiliates of the Lead Managers appointed as brokers to the Issue in accordance with the SEBI (Stock Brokers and Sub-brokers) Regulations, 1992, namely A.K. Stockmart Private Limited and Edelweiss Securities Limited
“Consortium” or “Members of the Consortium” (each individually, a Member of the Consortium)	The Lead Managers and Consortium Members
Credit Rating Agencies	Brickwork Ratings India Private Limited and CARE Ratings Limited
Debenture Committee	Debenture committee of the Board of Directors of our Company, constituted in accordance with applicable law

Term	Description
Debenture Trust Deed	Trust deed to be entered into between the Debenture Trustee and our Company
Debenture Trustee/ Trustee	Trustees for the NCD holders in this case being Catalyst Trusteeship Limited
Debt Listing Agreement	The listing agreement entered into between our Company and the relevant stock exchange(s) in connection with the listing of debt securities of our Company
Deemed Date of Allotment	The date on which the Board of Directors or the Debenture Committee approves the Allotment of the NCDs for this Tranche II Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment
Demographic Details	The demographic details of the Applicants such as their respective addresses, email, PAN, investor status, MICR Code and bank account detail
Designated Branches	Such branches of SCSBs which shall collect the ASBA Application and a list of which is available on www.sebi.gov.in or at such other website as may be prescribed by SEBI
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchange at www.bseindia.com
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 this Tranche II Prospectus and the Public Issue Account Agreement
Designated Intermediaries	The members of the Consortium, Sub-Consortium/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the website of the Stock Exchange at www.bseindia.com
Designated Stock Exchange	The designated stock exchange for the Issue, being the BSE Limited
Direct Online Application	The Application made using the online interface and online payment facility of the Stock Exchange, as applicable. Please note that the Direct Online Application facility will not be available to the Applicants for this Issue. For further details, please see the section titled, "Issue Procedure" on page 89 of this Tranche II Prospectus
Draft Shelf Prospectus	The draft shelf prospectus dated September 26, 2018 filed with the Designated Stock Exchange for receiving public comments and with, SEBI in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations
Issue	Public issue of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each aggregating to ₹ 10,000 million in one or more tranches
Tranche II Issue Closing Date	February 27, 2019
Tranche II Issue Opening Date	January 28, 2019
Tranche II Issue Period	The period between the Tranche II Issue Opening Date and the Tranche II Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms
Lead Managers	A. K. Capital Services Limited and Edelweiss Financial Services Limited
Market Lot	One NCD
"Maturity Amount" or "Redemption Amount"	In respect of NCDs Allotted to a NCD holder, repayment of the face value of the NCDs along with interest that may have accrued as on the Redemption Date. For details, refer to "Issue Structure" on page 77 of this Tranche II Prospectus.
"Maturity Date" or "Redemption Date"	The respective dates on which each Series of NCDs shall be redeemed and Redemption Amount shall be paid by our Company, at the end of the respective tenure of such Series of NCDs
NCD	Secured, redeemable, non-convertible debentures of our Company of face value of ₹ 1,000 each
NCD holder(s)	Any person holding the NCDs and whose name appears on the beneficial owners' list provided by the Depositories or whose name appears in the Register of NCD holders maintained by the Issuer/the Registrar

Term	Description
Public Issue Account	A bank account opened in accordance with the provisions of the Companies Act, 2013, with the Public Issue Account Bank to receive money from the ASBA Accounts on the Designated Date
Public Issue Account Agreement	Agreement dated October 15, 2018, as amended and restated in accordance with the agreement dated January 21, 2019 entered into amongst our Company, the Registrar to the Issue, the Public Issue Account Bank, the Refund bank and the Lead Managers for collection of the Application Amounts from ASBA Accounts and where applicable, refunds of the amounts collected from the Applicants, on the terms and conditions thereof
Public Issue Account Bank	Axis Bank Limited
Record Date	The date for payment of interest in connection with the NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the date of redemption under this Tranche II Prospectus. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchange, will be deemed as the Record Date
Refund Account	The account opened with the Refund Bank, from which refunds, if any, shall be made
Refund Bank	Axis Bank Limited
Register of NCD holders	The register of NCD holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013 and by the Depositories in case of NCDs held in dematerialised form, and/or the register of NCD holders maintained by the Registrar
Registrar Agreement	Agreement dated September 24, 2018, entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Consortium and eligible to procure Applications from Applicants
Registrar to the Issue or Registrar	Link Intime India Private Limited
Resident Individual	An individual who is a person resident in India as defined in the FEMA
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Application in this Tranche II Issue
Security	The principal amount of the NCDs to be issued in terms of the Shelf Prospectus together with all interest due on the NCDs, subject to any obligations under applicable statutory and/or regulatory requirements shall be secured by a first ranking <i>pari passu</i> charge by way of a mortgage over the Company’s specific immovable property and a first ranking <i>pari passu</i> charge on all current assets, book debts, receivables (both present and future) of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the NCDs and interest thereon is maintained at all time until the Maturity Date, more particularly as detailed in the section titled “ <i>Issue Structure - Security</i> ” on page 77 of this Tranche II Prospectus
“Self-Certified Syndicate Banks” or “SCSBs”	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
“Specified Cities” or “Specified Locations”	Bidding centres where the Consortium shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Syndicate ASBA	ASBA Applications submitted through the Members of the Consortium and the other Designated Intermediaries at the Syndicate ASBA Application Locations and a list of which is available on 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
Tranche II Issue	Public Issue by our Company of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“NCDs”), with a Base Issue size of ₹ 1,500 million with an option

Term	Description
	to retain oversubscription up to ₹ 5,870 million, aggregating up to ₹ 7,370 million (“Tranche II Issue” / “Tranche II Issue Size”) which is within the Shelf Limit of ₹ 10,000 million.
Tranche II Prospectus	This Tranche II Prospectus containing the details of NCDs including interest, other terms and conditions, credit rating and recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts, documents for inspection and other terms and conditions in respect of this Tranche II Issue
Transaction Documents	Transaction documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus read with any notices, corrigenda, addenda thereto, Issue Agreement, Registrar Agreement, Debenture Trust Deed, Public Issue Account Agreement, Tripartite Agreements and the Consortium Agreement executed or to be executed by our Company, as the case may be. For further details please see the section titled, "Material Contracts and Documents for Inspection" on page 121 of this Tranche II Prospectus
Acknowledgment Slip / Transaction Slip	The acknowledgement slip or document issued by any of the Members of the Consortium or the Designated Intermediaries as the case may be, to an Applicant upon demand as proof of registration of his application for the NCDs
Working Days	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Tranche II 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 Tranche II Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai

Conventional and General Terms or Abbreviations

Term/Abbreviation	Description/ Full Form
“₹”, “Rupees” or “Indian Rupees”	The lawful currency of the Republic of India
AGM	Annual General Meeting
ALM	Asset Liability Management
ALM Guidelines	Guidelines for ALM system in relation to NBFCs
AMC	Asset Management Company
AS	Accounting Standards
ASBA	Application supported by blocked amounts
Brickwork	Brickwork Ratings India Private Limited
BSE	BSE Limited
CAGR	Compounded annual growth rate over a specified period of time of a given value (the year-over-year growth rate)
CARE	CARE Ratings Limited
CCTV	Closed-circuit Television
CDSL	Central Depository Services (India) Limited
Companies Act	The Companies Act, 1956, or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956
Companies Act, 2013	Companies Act, 2013, to the extent notified by the MCA and in force as of the date of the Shelf Prospectus and the rules made thereunder
CRAR	Capital to risk-weighted assets ratio means (Tier I Capital + Tier II Capital)/ Total Risk Weighted Assets *100
CRISIL	CRISIL Limited
CSE	Cochin Stock Exchange
Debt Listing Agreement	The agreement for listing of NCDs on the BSE Limited
Depositories	CDSL and NSDL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number

Term/Abbreviation	Description/ Full Form
“DP” or “Depository Participant”	Depository Participant as defined under the Depositories Act, 1996
DRR	Debenture Redemption Reserve
EGM	Extraordinary General Meeting
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
“Financial Year”, “Fiscal” or “FY”	Period of 12 months ended March 31 of that particular year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
“GoI” or “Government”	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IEPF	Investor Education and Protection Fund
IFRS	International Financial Reporting Standards
“Income Tax Act” or “IT Act”	Income Tax Act, 1961
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
India	Republic of India
Indian GAAP	Accounting Standards specified under section 133 of the Act, read with the Companies (Accounting Standards) Amendment Rules, 2016
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology
KYC	Know Your Customer
LLP	Limited Liability Partnership
LLP Act	Limited Liability Partnership Act, 2008
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
Mn	Million
MoU	Memorandum of Understanding
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NHB	National Housing Bank
NBFC	Non-Banking Financial Company, as defined under Section 45-IA of the RBI Act
NEFT	National Electronic Fund Transfer
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
PAN	Permanent Account Number
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RBI Master Directions	Master Direction – Non-Banking Financial Company – Systemically Important Non Deposit taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016
RTGS	Real Time Gross Settlement
SBI	State Bank of India Limited
SCRA	Securities Contracts Regulation Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India

Term/Abbreviation	Description/ Full Form
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and circulars issued thereunder
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Technical and Industry Related Terms

Term/Abbreviation	Description/ Full Form
AD II license	Authorised Dealer II license
BBA	Indian Bullion and Jewellers Association Limited, formerly known as Bombay Bullion Association Limited
Gold Loans	Loans secured by gold jewellery
Hybrid Debt	A capital instrument, which possesses certain characteristics of equity as well as debt
LTV	Ratio of loan to the collateral value of gold jewellery
MFI	Microfinance institutions
NPA	Non-Performing Assets
NBFC-D	NBFC registered as a deposit accepting NBFC
NBFC-ND	NBFC registered as a non-deposit accepting NBFC
NBFC-ND-SI	Systematically important NBFC-ND
Owned Funds	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
PDI	Perpetual Debt Instruments
Prudential Norms	Prudential norms as provided under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016
SME	Small and Medium Enterprises
Tier I	Tier I capital means, owned fund as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the owned fund and perpetual debt instruments issued by a non-deposit taking NBFC 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	Tier-II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions 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

FORWARD-LOOKING STATEMENTS

Certain statements in this Tranche II 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 Tranche II Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- Impact of our in certain legal and other proceedings (including criminal proceedings);
- Our inability to successfully manage and maintain our growth;
- Volatility in the market price of gold;
- Increasing competition in our business;
- Our business is subject to various regulatory and legal requirements;
- Our inability to adequately manage our interest rate risk;
- Our inability to realise the full value of our pledged gold, which exposes us to potential loss;
- Certain non-compliances observed by RBI or NHB during inspections; and
- Received requests for information and show cause notices from RBI and SEBI indicating certain violations of RBI and SEBI norms.

For further discussion of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*” on page 13 of the Shelf Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the “*Industry Overview*”, “*Our Business*” and “*Legal and Other Information*” on pages 70, 115 and 205 respectively of the Shelf Prospectus.

The forward-looking statements contained in this Tranche II Prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, our 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 we, its Directors and officers, nor any of our respective affiliates or the Lead Managers have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI Debt Regulations, our Company and the Lead Managers will ensure that investors in India are informed of material developments between the date of filing the Shelf Prospectus and this Tranche II Prospectus with the RoC and the date of receipt of listing and trading permission being obtained from the Stock Exchange.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

General

In this Tranche II Prospectus, unless the context otherwise indicates or implies, references to "you", "offeree", "purchaser", "subscriber", "recipient", "investors" and "potential investor" are to the prospective investors in this Issue, references to our "Company", the "Company" or the "Issuer" are to Manappuram Finance Limited.

In this Tranche II Prospectus, references to "Rupees", "₹", "Rs.", "INR" are to the legal currency of India and references to "US\$" is to the legal currency of the United States. All references herein to the "U.S." or the "United States" are to the United States of America and its territories and possessions and all references to "India" are to the Republic of India and its territories and possessions, and the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

In this Tranche II Prospectus, any discrepancy in any table between total and the sum of the amounts listed are due to rounding off. Unless otherwise stated, references in this Tranche II Prospectus to a particular year are to the calendar year ended on December 31 and to a particular "fiscal" or "fiscal year" are to the fiscal year ended on March 31.

Unless otherwise stated all figures pertaining to the financial information in connection with our Company are on a consolidated basis. Additionally, unless stated otherwise all references to time in this Tranche II Prospectus are to Indian standard time.

Presentation of Financial Information

Our Company publishes its financial statements in Rupees, in million. Our Company's financial statements for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been prepared in accordance with Indian GAAP, applicable standards and guidance notes specified by the Institute of Chartered Accountants of India, applicable accounting standards prescribed by the Institute of Chartered Accountants of India, Companies Act, as applicable and other applicable statutory and / or regulatory requirements, and the Limited Review Financial Information included in this Tranche II Prospectus has been prepared in accordance with Ind AS, guidance notes specified by the Institute of Chartered Accountants of India, Companies Act, as applicable and other applicable statutory and / or regulatory requirements. In addition to the Limited Review Financial Information, all additional financial information included in the Shelf Prospectus as at and for the period ended June 30, 2018, and in this Tranche II Prospectus and for the period ended September 30, 2018, has been prepared in accordance with Ind AS.

The Reformatted Summary Standalone Financial Statements and the Reformatted Summary Consolidated Financial Statements are included in the Shelf Prospectus and collectively referred to hereinafter as the ("**Reformatted Summary Financial Statements**"). The reports on the Reformatted Summary Financial Statements, as issued by our Statutory Auditors, are included in the Shelf Prospectus in "*Financial Information*" on page A-1.

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

Industry and Market Data

There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources. The industry related information used in the Shelf Prospectus and this Tranche II Prospectus, as applicable, is reproduced from an industry report titled "NBFC Report 2018" dated August, 2018, prepared by CRISIL Research, a division of CRISIL Limited. Unless stated otherwise, all industry and market data cited throughout this Tranche II Prospectus has been obtained from industry publications and certain public sources and accordingly, all financial data forming part of the industry and market data cited throughout this Tranche II Prospectus, is based on such industry publications and certain public sources and represented in Rupees, in million, billions and trillions, as applicable. Industry publications generally state that the information contained in those publications have been obtained from sources believed to be reliable, but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that the industry and market data used in this Tranche II Prospectus is reliable, it has not been verified by us or any independent sources. Further, the extent to which the market and industry data presented in this Tranche II Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

Exchange Rates

The exchange rates (in ₹) of USD are provided below:

Currency	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
USD	69.7923	72.5474	68.5753	65.0441	64.8386	66.3329	62.5908	60.0998

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

In case March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered.

SECTION II: INTRODUCTION

GENERAL INFORMATION

Manappuram Finance Limited

Our Company was incorporated as Manappuram General Finance and Leasing Limited on July 15, 1992 at Thrissur, Kerala, under the Companies Act, 1956 with corporate identity number L65910KL1992PLC006623 as a public limited company and obtained a certificate for commencement of business dated July 31, 1992. The name of our Company was changed to Manappuram Finance Limited pursuant to a fresh certificate of incorporation dated June 22, 2011. Further, our Company is registered as an NBFC within the meaning of the RBI Act, 1934, as amended. For further details, regarding changes to our Registered and Corporate Office, please see the section titled “*History and Main Objects*” on page 133 of the Shelf Prospectus. For details of the business of our Company, please see the section titled “*Our Business*” on page 115 of the Shelf Prospectus.

Registered and Corporate Office

The Company has its Registered and Corporate Office at IV/470A (Old) W/638A (New), “Manappuram House”, Valapad P.O., Thrissur 680 567.

Corporate Identity Number, Registration Number and Legal Entity Identifier Number

Corporate Identity Number: L65910KL1992PLC006623

Registration Number: 6623

Legal Entity Identifier Number: 335800JL5WTUSKOSPN77

Registration

Corporate Identity Number: L65910KL1992PLC006623 issued by the RoC.

The certificate of incorporation dated July 15, 1992 and fresh certificate of incorporation dated June 22, 2011.

The Company was issued a certificate for commencement of business dated July 31, 1992 by the RoC. We received a certificate of registration no. 16.00029 dated May 25, 1998 issued by the RBI allowing our Company to commence/ carry on the business of a deposit accepting NBFC, under section 45-IA of the RBI Act. Subsequently our registration was changed to that of a non-deposit accepting NBFC vide certificate of registration no. B-16.00029 dated March 22, 2011. Further, pursuant to change in name of our Company, a fresh certificate of registration dated July 4, 2011, bearing registration number B-16.00029, was issued by RBI to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the RBI Act.

Chief Financial Officer

Bindu AL

Manappuram Finance Limited

Manappuram House

Valapad, Thrissur

Kerala – 680 567

Tel: (91 487) 305 0301

Fax: (91 487) 239 9298

Email: bindu@manappuram.com

Company Secretary and Compliance Officer

Manoj Kumar VR

Manappuram Finance Limited

Manappuram House

Valapad – 680 567

Tel: (91 487) 305 0408

Fax: (91 487) 239 9298

Email: cs@manappuram.com

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, transfers, as the case maybe. For information or clarifications in relation to the Issue, Investors may also contact us through the missed call alert number (828 782 4616) or the toll free number (1800 420 2233).

All grievances relating to this Tranche II 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 either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the Applicant, or (b) the concerned Designated Intermediary and the relevant Designated Branch of the SCSB in the event of an Application submitted by an Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, number of Secured NCDs applied for and amount blocked on Application.

Lead Managers

A. K. Capital Services Limited

30-39, Free Press House
3rd Floor, Free Press Journal Marg
215, Nariman Point
Mumbai 400 021
Tel: (91 22) 6754 6500
Fax: (91 22) 6610 0594
Email: manappuram.2018ncd@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Shilpa Pandey/ Krish Sanghvi
Compliance Officer: Tejas Davda
SEBI Registration No.: INM000010411
Corporate Identity Number: L74899MH1993PLC274881

Edelweiss Financial Services Limited

Edelweiss House
Off. C.S.T. Road
Kalina
Mumbai 400 098
Tel: (91 22) 4086 3535
Fax: (91 22) 4086 3610
E-mail: manappuram.2018ncd@edelweissfin.com
Website: www.edelweissfin.com
Investor Grievance E-mail: customerservice.mb@edelweissfin.com
Contact Person: Lokesh Singhi / Mandeep Singh
Compliance Officer: B. Renganathan
SEBI Registration No.: INM0000010650
Corporate Identity Number: L99999MH1995PLC094641

Consortium Members

A.K. Stockmart Private Limited

30-39, Free Press House, 3rd floor
Free Press Journal Marg, 215, Nariman Point
Mumbai – 400 021
Tel: +91 22 6754 6500
Fax: +91 22 6754 4666
E-mail: ankit@akgroup.co.in / ranjit.dutta@akgroup.co.in
Investor Grievance E-mail: investorgrievance@akgroup.co.in
Contact Person: Ankit Gupta / Ranjit Dutta
Compliance Officer: Ankit Gupta
SEBI Registration No.: INB231269532(NSE) / INB011269538(BSE)
Corporate Identity Number: U67120MH2006PTC158932

Edelweiss Securities Limited

2nd Floor, MB Towers
Plot No. 5, Road No. 2
Banjara Hills
Hyderabad – 500 034

Tel: +91 22 6747 1342
Fax: +91 22 6747 1347
E-mail: prakash.boricha@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Prakash Boricha
SEBI Registration No.: INZ000166136

Debenture Trustee

Catalyst Trusteeship Limited (formerly GDA Trusteeship Limited)

'GDA House', Plot No. 85
Bhusary Colony (Right)
Kothrud, Pune 411 038
Tel: (91 22) 4922 0543
Fax: (91 20) 4922 0505
Email: complianceCTL-Mumbai@ctltrustee.com
Investor Grievance Email: grievance@ctltrustee.com
Website: www.catalysttrustee.com
Contact Person: Umesh Salvi
SEBI Registration. Number: IND000000034

Catalyst Trusteeship Limited has, pursuant to regulation 4(4) of the SEBI Debt Regulations, by its letter dated August 24, 2018 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche II Issue.

All the rights and remedies of the Debenture Holders under this Tranche II Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Tranche II Issue without having it referred to the Debenture Holders. All investors under this Tranche II Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Tranche II Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed see, "*Issue Related Information*" on page 73 of this Tranche II Prospectus.

Registrar to the Issue

Link Intime India Private Limited

C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West)
Mumbai 400 083
Tel: (91 22) 4918 6200
Fax: (91 22) 4918 6195
Email: manappuram.ncd2019@linkintime.co.in
Investor Grievance Email: manappuram.ncd2019@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Link Intime India Private Limited has by its letter dated August 25, 2018 given its consent for its appointment as Registrar to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus or this Tranche II Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche II Issue.

Applicants or prospective investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, demat credit, transfers, etc. All grievances relating to this 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, DP ID, and the Bidding Centre 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 (i) the relevant Designated Branch of the SCSB where the Application Form was submitted by the Applicant, or (ii) the concerned Member of the Consortium and the relevant Designated Branch of the SCSB in the event of an Application submitted by an 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 Auditors

Deloitte Haskins & Sells LLP
Prestige Trade Tower, Level 19,
46, Palace Road, High Grounds,
Bengaluru – 560 001, Karnataka
Tel: +91 (80) 6188 6000
Fax: +91 (80) 6188 6011
Email: ssundaresan@deloitte.com
Firm's Registration No. : 117366W/W-100018

Independent Chartered Accountants of our Company

Manikandan & Associates
Room No 78, Second Floor, DD Oceana Mall
Marine Drive
Kochi 682 011
Tel: +91 94471 00504
Email: Manikandan_ck@yahoo.com
Firm Registration No.: 08520S

Credit Rating Agencies

Brickwork Ratings India Private Limited
3rd Floor, Raj Alkaa Park
Kalena Agrahara
Bannerghatta Road
Bengaluru
Karnataka 560076
Tel: (91 80) 4040 9940
Fax: (91 80) 40409941
Email: info@Brickworkratings.com
Website: www.brickworkratings.com
Contact Person: Mr K N Suvarna
SEBI Registration No.: IN/CRA/005/2008

CARE Ratings Limited (formerly known as Credit Analysis & Research Limited)
Unit No O-509/C, Spencer Plaza
5th Floor, No.769
Anna Salai
Chennai 600002
Tel: (91 44) 2849 7812/0876/0811
Fax: (91 44) 2849 7812
Email: pradeep.kumar@careratings.com
Contact Person: V. Pradeep Kumar
Website: www.careratings.com
SEBI Registration No.: IN/CRA/004/1999

Credit Rating and Rationale

The NCDs proposed to be issued pursuant to this Issue have been rated “CARE AA/Stable” by CARE Ratings Limited (“**CARE**”) for an amount of up to ₹ 10,000 million by way of its letter bearing reference number CARE/CRO/RL/2018-19/1239 and dated August 20, 2018 and revalidated by way of its letter dated September 17, 2018 and further revalidated by way of its letters dated October 8, 2018, December 26, 2018 and January 21, 2019 and have been rated “BWR AA+/Stable” by Brickwork Ratings India Private Limited (“**Brickwork**”) for an amount up to ₹ 10,000 million by way of its letter bearing reference number BWR/NCD/HO/ERC/VIS/0351/2018-19 and dated August 29, 2018, revalidated by way of its letter bearing reference number BWR/NCD/HO/ERC/VIS/0458/2018-19 and dated October 11, 2018, further revalidated by way of its letter bearing reference number BWR/NCD/HO/ERC/VIS/0598/2018-19 and dated December 24, 2018, and its letter bearing reference number BWR/NCD//ERC/RB/0664/2018-19 and dated January 21, 2019. The rating of the NCDs by CARE and Brickwork indicates high degree of safety regarding timely servicing of financial obligations. The ratings provided by CARE and Brickwork may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see Annexure A and Annexure B of the Shelf Prospectus for rating letters and rationale for the aforementioned ratings.

Disclaimer clause of rating agencies

Disclaimer clause of Brickwork Ratings India Private Limited

Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources,

which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presentation “as is” without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

Disclaimer clause of CARE Ratings Limited

CARE’s ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

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.

Legal Counsel to the Issue

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Tel: (91 22) 2496 4455
Fax: (91 22) 2496 3666

Banker(s) to our Company

Andhra Bank

No.17 Mill Road, Coimbatore – 641 001
Contact Person: Jhansi Rani
Telephone number: (0422) 2300503/ 2396464
E-mail: bm0083@andhrabank.co.in
Website: www.andhrabank.in

HDFC Bank Limited

SL Plaza, First Floor Palarivattom Kochi -682025
Contact Person: Rathish Surendrababu
Telephone number: (0484) 401 2571
E-mail: rathish.surendrababu@hdfcbank.com
Website: www.hdfcbank.com

ICICI Bank Limited

2nd Floor, Daffodils, K P Vallon Road,
Kadavanthara, Kochi – 682 020
Contact Person: Sajana Sreekumar
Telephone number: (0484) – 4011 355/365
E-mail : mailsajana.sreekumar@icicibank.com
Website: www.icicibank.com

Kotak Mahindra Bank Limited

27 BKC, 3rd Floor, Plot No C-27, G Block,
Bandra Kurla Complex | Bandra (E) | Mumbai – 400051
Contact Person: Vikash Chandak
Telephone number: (022) 6166 0363
E-mail: vikash.chandak@kotak.com
Website: www.kotak.com

South Indian Bank Limited

Thrissur Main Branch,
(084) XXV/2149, P.B.#81, Round South Thrissur,

Axis Bank Limited

2nd Floor, City Centre, Round West, Thrissur – 680 001
Contact Person: Prathap
Telephone number: (0487) 233 5820
E-mail: branchhead@axisbank.com
Website: www.axisbank.com

Federal Bank Limited

Sakthan Thampuran Nagar branch,
Federal Towers, Mission Quarters, Thrissur – 680001
Contact Person: Edwin A G
Telephone number: (0487) 244 0221/ 242 3116
E-mail: tcrb@federalbank.co.in
Website: www.federalbank.co.in

IDBI Bank Limited

Panampilly Nagar, Post Bag No, 4253,
Kochi 682 036
Contact Person: Amritha
Telephone number: (0484) – 231 0390
E-mail: amritha.nambiar@idbi.co.in
Website: www.idbi.com

Punjab National Bank

Palace Road, Thrissur – 680 020
Contact Person: Ajeesh
Tel: (0487) – 233 0127/ 2335560
E-mail:bo3314@pnb.co.in,
pnbpalaceroadtcr@pnb.co.in
Website: www.pnbindia.in

State Bank of India Limited

Thrissur – 686 001
Contact Person: Joji
Tel: (0487) 2424215
Email: br0084@sib.co.in
Website: www.southindianbank.com

Oriental Bank of Commerce

14th Floor, Maker Tower "F",
Cuffe Parade, Mumbai - 400 005
Contact Person: Hanif Naddaf
Telephone number: (022) 43023149
E-mail: bm0902@obc.co.in
Website: www.obcindia.co.in

Union Bank of India

Shakthan Arcade, 1st Floor,
ST Nagar, Thrissur – 680 001
Contact Person: Jayaram
Tel: (0487) - 2420335
E-mail: cmtrichur@unionbankofindia.com
Website: www.unionbankofindia.co.in

Karnataka Bank Limited

TC Street Branch
New No.324, Thambu Chetty Street
Chennai-600001
Contact Person: Thimmayya Hegde
Tel: (044) 23453232/23453233/23453234
E-mail: mad.tcst@ktkbank.com
Website: www.karnatakabank.com

Shinhan Bank

The Shinhan Bank
Survey No. 69/4A1, Bangalore Highway Road, Thandalam
Village, Sriperumbudur Taluk, Kancheepuram - 602 105
Contact person: Amit Ranjan
Tel: (044) 67144400
E-mail: credit.vel@shinhan.com
Website: www.in.shinhanglobal.com

Qatar National Bank S.A.Q

Qatar National Bank S.A.Q, G-1A, Ground Floor
4 North Avenue, Maker Maxity
Bandra Kurla Complex, Bandra East, Mumbai 400 051, India
Contact person: Neetu Mathew
Tel: (022) 62296309
E-mail: neetu.mathew@qnb.com
Website: www.qnb.com

Bajaj Finance Limited

The Capital, B-Wing, 16th Floor, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051
Contact person: Anand Soni / Nitesh Agrawal
Tel: (022) 39500513 / 0514
E-mail: Nitesh.agrawal@bajajfinserv.in
anand.soni@bajajfinserv.in
Website: www.bajajfinserv.in

Indian Bank

Shanmugham Road
Ernakulam – 682 031
Contact Person: Mr. Rajasekhar
Tel: (0484) 2354169
E-mail: ernakulam@indianbank.co.in
Website: www.indianbank.in

1st Floor, Vankarath Towers, Bye Pass Junction,
Padivattom, Kochi – 682 024
Contact Person: P V Viswanathan
Tel: (0484) 2340027/ 2340028
E-mail: sbi.04062@sbi.co.in, rm2.cbekm@sbi.co.in
Website: www.sbi.co.in

Syndicate Bank Limited

Palace Road, Thrissur – 680 020
Contact Person: Kiran
Tel: 0487-2331422
E-mail Id: kl.4550thris@syndicatebank.co.in,
br.4550@syndicatebank.co.in
Website: www.sbi.co.in

Vijaya Bank

Jose Annex, 1st Floor Jose Junction, MG Road
Ernakulam – 682 016
Contact Person: Suresh/Annie
Tel: (0484) 2365645/ 2351437
E-mail: ern.mgroad2022@vijayabank.co.in,
vb2022@vijayabank.co.in
Website: www.vijayabank.com

Catholic Syrian Bank Limited

Catholic Syrian Bank , Angelic Tower, Palakkad Main
Road, Near Lourde Church, East Fort Branch, Thrissur -
680 005
Contact person: Antony E V
Tel: (0487) 2333223
E-mail: thrissurcollege@csb.co.in
Website: www.csb.co.in

RBL Bank Limited

One Indiabulls Centre, Tower 2/B, 6th Floor, 841,
Senapati Bapat Marg, Lower Parel (W),
Mumbai 400 013
Contact Person: Karan Doshi
Tel: (022) 43020600
E-mail: Karan.Doshi@rblbank.com
Website: www.rblbank.com

Canara Bank

Thrissur Main Branch,
Ramraj Building Thrissur – 686 001
Contact Person: Lipin/Kushalakumari
Tel: (0487) 2422872/0487 2426943
Email: cb088@canarabank.co.in
Website: www.canarabank.com

IndusInd Bank Limited

First Floor, Gowrinarayan , Opp.to New Jayalakshmi
Silks) 40/8399,8400
MG Road, Kochi -682 035
Contact Person: Soby Abraham
Tel: (0484) 4216247
Email: soby.abraham@indusind.com
Website: www.indusind.com

Corporation Bank

Door No. 40/6185C9, First Floor, Swapnil Enclave, marine
Drive, Ernakulam- 682031
Contact Person: Bindu.P
Tel: (0484) 2353018
E-mail: cb077@corpbank.co.in
Website: www.corpbank.co.in

Dhanlaxmi Bank

Thrissur Main Branch, Kochu Bhavan,
MG Road, Thrissur -680004
Contact Person: Sijo Joseph
Tel: (0487) 2383083
E-mail: sijojoseph@dhanbank.co.in
Website: www.dhanbank.com

Banker(s) to the Issue**Axis Bank Limited**

Axis Bank Ltd., City Centre
2nd Floor, Round West
Thrissur 680 001
Tel: 0487 2335 820/ 2325 605
Fax: 0487 2325 605
E-mail: Thrissur.operationshead@axisbank.com
Website: www.axisbank.com
Contact Person: Vineeth G Nair
SEBI Registration No.: INBI00000017

Impersonation

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-Section (1) of Section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Section 38(1) of the Companies Act, 2013 provides that:

“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.”

Underwriting

This Issue will not be underwritten.

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 *i.e.* ₹ 1,125 million, within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be unblocked in the ASBA Accounts of the Applicants within six days from the date of closure of the Tranche II Issue 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 six working days from the Tranche II Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15% per annum for the delayed period.

Designated Intermediaries*Self-Certified Syndicate Banks*

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

Syndicate SCSB Branches

In relation to Bids submitted under the ASBA process 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 the ASBA Forms from the Members of the Consortium is available on the website of SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Registered Brokers / RTAs / CDPs

Applicants can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, *i.e.*, through the Registered Brokers at the Broker Centres.

The list of the Registered Brokers, RTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the websites of the BSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 for Registered Brokers and <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> for RTAs and CDPs, as updated from time to time.

In relation to Applications submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the ASBA Forms from the Registered Brokers is available on the website of the SEBI at www.sebi.gov.in and updated from time to time.

For further details, see “*Issue Procedure*” on page 89 of this Tranche II Prospectus.

Utilisation of Issue proceeds

For details on utilisation of Issue proceeds, see “*Objects of the Issue*” on page 23 of this Tranche II Prospectus.

Issue Programme

TRANCHE II ISSUE OPENS ON	January 28, 2019
TRANCHE II ISSUE CLOSES ON	February 27, 2019

This Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated in this Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board or the Debenture Committee of the Board of Directors of our Company. In the event of such an early closure of or extension subscription list of this Tranche II Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a leading daily national newspaper on or before such earlier date or extended date of closure.

Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchange, during the Tranche II Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (a) directly by the Designated Branches of the SCSBs or (b) by the centres of the Consortium, sub-brokers, or other Designated Intermediaries as the case maybe, only at the selected cities. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. 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 electronic platform of the Stock Exchange on the Tranche II Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche II Issue Closing Date and, no later than 3.00 p.m. on the Tranche II Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche II 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 Tranche II Issue Period. Neither our Company, nor the Members of the Consortium 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 will be as per this Tranche II Prospectus. In this regard, as per the SEBI circular CIR/IMD/DF/18/2013 dated October 29, 2013, the allotment in this Tranche II Issue would be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, in the event of oversubscription, on such date, the allotments would be made to the applicants on proportionate basis.

THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section titled "*General Terms of the Issue*" on page 73.

Common Terms of NCDs

Particulars	Details
Issuer	Manappuram Finance Limited.
Lead Managers	A. K. Capital Services Limited and Edelweiss Financial Services Limited.
Debenture Trustee	Catalyst Trusteeship Limited.
Registrar to the Issue	Link Intime India Private Limited.
Type and nature of instrument and seniority	Secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each.
Base Issue	₹ 1,500 million
Option to retain Oversubscription Amount	Up to ₹ 5,870 million, which is within the Shelf Limit of ₹ 10,000 million
Face Value (in ₹ / NCD)	1,000
Issue Price (in ₹ / NCD)	1,000
Minimum application and in multiples of NCDs thereafter	₹ 10,000 (10 NCDs) collectively across all Series and in multiples of ₹1,000 (1 NCD) thereafter across all Series
Mode of Issue	Public Issue.
Issue	Public issue by our Company of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating up to ₹ 10,000 million.
Tranche II Issue	Public Issue by our Company of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each ("NCDs"), with a Base Issue size of ₹ 1,500 million with an option to retain oversubscription up to ₹ 5,870 million, aggregating up to ₹ 7,370 million (" Tranche II Issue " / " Tranche II Issue Size ") which is within the Shelf Limit of ₹ 10,000 million.
Tranche II Issue Size	The Base Issue size of the Tranche II Issue is ₹ 1,500 million with an option to retain oversubscription up to ₹ 5,870 million, aggregating up to ₹ 7,370 million, which is within Shelf Limit.
Listing	The NCDs are proposed to be listed on BSE. BSE shall be the Designated Stock Exchange for the Issue. The NCDs shall be listed within six Working Days from the Tranche II Issue Closing Date.
Lock-in	Not applicable.
Mode of Allotment and Trading	Compulsorily in dematerialised form.
Market / Trading Lot	One NCD.
Depositories	NSDL and CDSL.
Security and Security Cover	The principal amount of the NCDs to be issued in terms of the Shelf Prospectus together with all interest due on the NCDs, subject to any obligations under applicable statutory and/or regulatory requirements shall be secured by a first ranking <i>pari passu</i> charge by way of a mortgage over the Company's specific immovable property and a first ranking <i>pari passu</i> charge on all current assets, book debts, receivables (both present and future) of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the NCDs and

Particulars	Details					
	interest thereon is maintained at all time until the Maturity Date, more particularly as detailed in the section titled " <i>Issue Structure - Security</i> " on page 78 of this Tranche II Prospectus.					
Who can apply/ Eligible Investors	Please see the section titled " <i>Issue Procedure</i> " on page 89 of this Tranche II Prospectus.					
Credit Ratings						
	Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in ₹ million)	Rating definition
	Brickwork Ratings India Private Limited	Secured, redeemable non-convertible debentures	'BWR AA+' / Stable	August 29, 2018, revalidated by letter dated October 11, 2018 and further revalidated by letters dated December 24, 2018 and January 21, 2019	₹10,000 million	Stable
CARE Ratings Limited	Secured, redeemable non-convertible debentures	'CARE AA' / Stable	August 20, 2018, revalidated on September 17, 2018 and further revalidated by letters dated October 8, 2018, December 26, 2018 and January 21, 2019	₹10,000 million	Stable	
	Please see Annexure A and Annexure B for rating letter and rationale for the above ratings. Please see the disclaimer clause of Brickwork Ratings India Private Limited and Care Ratings Limited under the section titled " <i>General Information</i> " on page 11 of this Tranche II Prospectus.					
Application money	The entire Application Amount is payable on submitting the Application.					
Record Date	The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchange, will be deemed as the Record Date.					
Objects of the Issue	Please see the section titled " <i>Objects of the Issue</i> " on page 23 of this Tranche II Prospectus.					
Details of the utilisation of Issue proceeds	Please see the section titled " <i>Objects of the Issue</i> " on page 23 of this Tranche II Prospectus.					
Discount at which security is issued and the effective yield as a result of such discount.	Not applicable.					
Redemption premium/discount	Not applicable.					
Step up/ Step down interest rates	Not applicable.					
Interest type	Fixed					
Interest reset process	Not applicable.					

Particulars	Details
Day count convention	Actual/Actual.
Working Days convention/Day count convention / Effect of holidays on payment	<p>Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Tranche II 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 Tranche II Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai</p> <p>If the date of payment of interest specified does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest, as the case may be (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, 1961 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) falls on a holiday, the interest/redemption payments shall be made only on the preceding Working Day, along with interest accrued on the NCDs until such date, however, excluding the date of such payment.</p>
Tranche II Issue Opening Date	January 28, 2019
Tranche II Issue Closing Date	February 27, 2019
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.
Put/Call Date/Price/notification time	Not applicable.
Call Notification Time / Put Notification Time	Not applicable.
Deemed Date of Allotment	The date on which the Board or the Debenture Committee approves the Allotment of the NCDs for this Tranche II Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.
Transaction documents	Transaction documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus read with any notices, corrigenda, addenda thereto, Issue Agreement, Registrar Agreement, Debenture Trust Deed, Public Issue Account Agreement, Tripartite Agreements and the Consortium Agreement, along with all amendments thereto, executed or to be executed by our Company, as the case may be. For further details please see the section titled, " <i>Material Contracts and Documents for Inspection</i> " on page 121 of this Tranche II Prospectus.
Conditions precedent and subsequent to the Issue	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent and subsequent to disbursement.
Events of default	Please see the section titled " <i>Issue Structure</i> " on page 77 of this Tranche II Prospectus.
Cross Default	Please see the section titled " <i>Issue Structure</i> " on page 77 of this Tranche II Prospectus.
Roles and responsibilities of the Debenture Trustee	Please see the section titled " <i>General Terms of the Issue</i> " on page 73 of this Tranche II Prospectus.
Governing law and jurisdiction	The Issue shall be governed in accordance with the laws of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai.

**This Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated in this Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as*

may be decided by the Board. In the event of such an early closure of or extension subscription list of this Tranche II Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. till 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Tranche II Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by BSE.

For the specific terms of each instrument to be issued pursuant to this Tranche II Issue, see “*Issue Structure - Specific terms and conditions in connection with each series of NCDs*” on page 80 of this Tranche II Prospectus.

Please see "*Issue Procedure*" on page 89 of this Tranche II Prospectus for details of category wise eligibility and allotment in this Tranche II Issue.

OBJECTS OF THE ISSUE

Issue proceeds

Public issue by our Company of NCDs, for an amount aggregating up to the Shelf Limit. The NCDs to be issued under this Tranche II Issue will be issued on terms and conditions as set out in this Tranche II Prospectus which should be read together with the Shelf Prospectus. The Issue is being made pursuant to the provisions of the SEBI Debt Regulations and the Companies Act, 2013.

The details of the proceeds of the Issue are summarized below:

Particulars	Estimated amount (in ₹ million)
Gross proceeds of Tranche II Issue*	7,370.00
Less: - Tranche II Issue related expenses*	173.10
Net proceeds	7,196.90

*Assuming this Tranche II Issue is fully subscribed and our Company retains oversubscription.

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

S. No.	Objects of this Tranche II Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment /prepayment of interest and principal of existing borrowings of our Company#	At least 75%
2.	General Corporate Purposes**	Maximum of up to 25%
Total		100%

#Our Company shall not utilize the proceeds of the Issue towards payment of prepayment penalty, if any.

**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.

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Managers/ Consortium Members/ Sub-Consortium Members/ Lead Brokers / Sub brokers/ Trading Members, RTAs and CDPs and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹ 10 per Application Form procured (plus service tax and other applicable taxes). However, it is clarified that in case of ASBA Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee.

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 Tranche II Issue.

Purpose for which there is a requirement of funds

As stated in this section.

Funding plan (Means of finance)

Not applicable.

Summary of the project appraisal report (if any)

Not applicable.

Schedule of implementation of the project

Not applicable.

Monitoring and reporting of utilisation of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Audit Committee of our Company shall monitor the utilisation of the proceeds of this Tranche II Issue. Our Company will disclose in our Company's financial statements for the relevant financial year commencing from Fiscal 2019, the utilisation of the proceeds of this Tranche II Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche II Issue

that has not been utilised thereby also indicating investments, if any, of such unutilised proceeds of this Tranche II Issue. Our Company shall utilize the proceeds of this Tranche II Issue only upon the execution of the Debenture Trust Deed and receipt of final listing and trading approval from the Stock Exchange.

Interim use of proceeds

The management of our Company, in accordance with the policies formulated by it from time to time, will have the flexibility in deploying the proceeds received from this Tranche II Issue. Pending utilisation of the proceeds out of this Tranche II 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 / Committee of Directors of our Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board or any committee thereof from time to time.

Issue Related Expenses

The expenses for this Tranche II Issue include, *inter alia*, 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 Tranche II Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for this Tranche II Issue shall be as follows:

Activity	Expenses (in ₹ million)
Fees to intermediaries (Lead Management Fee, brokerage, rating agency, registrar, legal advisors, Debenture Trustees, etc.)	136.80
Advertising and Marketing Expenses	30.00
Printing and Stationery	4.30
Other Miscellaneous Expenses	2.00
Total	173.10

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

Utilisation of Proceeds and Other Confirmations

Our Board of Directors certifies that:

- (i) all monies received out of this Tranche II Issue of the NCDs to the public shall be transferred to a separate bank account maintained with a scheduled bank;
- (ii) details of all monies utilised out of this Tranche II Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies were utilised;
- (iii) details of all unutilised monies out of this Tranche II Issue referred to in sub-item (i), if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested;
- (iv) We shall utilize proceeds of this Tranche II Issue subsequent to (a) receipt of minimum subscription; (b) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (c) creation of security; and (d) obtaining Listing and Trading approval as stated in the Shelf Prospectus in "Issue Structure" on page 77 of this Tranche II Prospectus.
- (v) Proceeds of this Tranche II Issue shall not be utilized for providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management.
- (vi) the allotment letters shall be issued or application money shall be refunded within the time specified in section titled "Issue Procedure" or such lesser time as may be prescribed by SEBI, 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;
- (vii) the Tranche II Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any property; and
- (viii) the Tranche II Issue proceeds shall be utilised in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI or any other statutory authority from time to time.

- (ix) The funds raised by us from previous bonds issues have been utilised for our business as stated in the respective offer documents.
- (x) In accordance with the SEBI Debt Regulations, our Company will not utilise the proceeds of this Tranche II Issue for providing loans to or acquisition of shares of any person who is a part of the same group as our Company or who is under the same management as our Company.
- (xi) The Tranche II Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (xii) No part of the proceeds from this Tranche II Issue will be paid by us as consideration to our Promoters, our Directors, Key Managerial Personnel, or companies promoted by our Promoters except in ordinary course of business.
- (xiii) No part of the proceeds from this Tranche II Issue will be utilized for buying, trading or otherwise dealing in equity shares of any listed company.
- (xiv) Further our Company undertakes that the Tranche II Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.
- (xv) Our Company confirms that it will not use the proceeds of this Tranche II Issue for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

The fund requirement as above is based on our current business plan and is subject to change in light of variations in external circumstances or costs, or in our financial condition, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirements and deployment of funds may also change.

Variation in terms of contract or objects in the Shelf Prospectus

Our 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 Tranche II Prospectus is issued, except as may be prescribed under the applicable laws and specifically under Section 27 of the Companies Act, 2013.

Benefit / interest accruing to Promoters/Directors out of the object of this Tranche II Issue

Neither the Promoters nor the Directors of our Company are interested in the Objects of this Tranche II Issue.

STATEMENT OF TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

The Board of Directors
Manappuram Finance Limited
IV/470A(old) W638A(new)
Manappuram House
Valapad, Thrissur
Kerala - 680567

Dear Sirs,

Statement of tax benefits in relation to proposed public issue by Manappuram Finance Limited (the “Company”) of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“NCDs”) aggregating up to ₹ 10,000 million through one or more tranches (the “Issue”)

1. We have performed the procedures agreed with you, *vide* the engagement letter dated 10th August, 2018, and enumerated in paragraph 2 below with respect to the possible tax benefits available to the Debenture Holder(s), under the Income Tax Act, 1961, as amended (the “IT Act”), presently in force in India, in the enclosed Annexure I. Our engagement was performed in accordance with the Standard on Related Services (SRS) 4400, “Engagements to Perform Agreed-upon Procedures regarding Financial Information”, issued by the Institute of Chartered Accountants of India.
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 Standard on Related Services (SRS) 4400, “Engagements to Perform Agreed-upon Procedures regarding Financial Information”, issued by the Institute of Chartered Accountants of India, we do not express any assurance on the Statement of Tax Benefits, as set out in Annexure I.
4. Had we performed additional procedures, or had we performed an audit or review of the financial information in accordance with the generally accepted auditing standards of India, other matters might have come to our attention that would have been reported to you.
5. 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).
6. Several of these benefits are dependent on the Debenture Holder(s) fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Debenture Holder(s) to derive the tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives the Debenture Holder(s) would face in the future. The Debenture Holder(s) may or may not choose to fulfill such conditions.
7. The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
8. The contents of the enclosed annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.
9. No assurance is given that the revenue authorities/ Courts will concur with the views expressed herein. Our views are based on existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

We hereby consent to inclusion of the extracts of this certificate in the Draft Shelf Prospectus, Shelf Prospectus, relevant Tranche Prospectus or any other document in relation to the Issue.

This certificate has been issued at the request of the Company for use in connection with the Proposed Public Issue of secured, redeemable NCDs and may accordingly be furnished as required BSE Limited or any other regulatory authorities, as required, and shared with and relied on as necessary by the Company’s advisors and intermediaries duly appointed in this regard.

For, MANIKANDAN & ASSOCIATES

**MANIKANDAN.C.K
(PARTNER)
CHARTERED ACCOUNTANTS
MEMBERSHIP No.208654
FIRM.No.008520S**

**Valappad
Dated 25th September, 2018**

Cc:

**Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013**

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

Under the existing provisions of law, the following tax benefits, inter-alia, will be available to the Debenture Holder(s). The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. 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, 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 in its own case, the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible. We are not liable to the Debenture Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

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

I. To the Resident Debenture Holder

1. Interest on NCD received by Debenture Holder(s) would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the rate of 10% at the time of credit/payment as per the provisions of Section 193 of the I.T. Act. However, no income tax is deductible at source in respect of the following:
 - a) On any security issued by a company in a dematerialized form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made there under.
 - b) In case the payment of interest on debentures to a resident individual or a Hindu Undivided Family ('HUF'), Debenture Holder does not or is not likely to exceed ₹ 5,000 in the aggregate during the Financial Year and the interest is paid by an account payee cheque.
 - c) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture Holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.
 - d) (i) When the resident Debenture Holder with Permanent Account Number ('PAN') (not being a company or a firm) submits a declaration as per the provisions of section 197A(1A) of the I.T. Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However under section 197A(1B) of the I.T. Act, "Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in section 194, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax".

To illustrate, as on 01.04.2018 –

- the maximum amount of income not chargeable to tax in case of individuals (other than senior citizens and super senior citizens) and HUFs is ₹ 2,50,000;
- 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 ₹ 3,00,000; and
- 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 ₹ 5,00,000 for Financial Year 2018-19

Further, section 87A provides a rebate of 100 percent of income-tax or an amount of ₹ 2,500 whichever is less to a resident individual whose total income does not exceed ₹ 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 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 u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any 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, education cess and secondary and higher education cess.

3. *Capital gains and other general provisions*

- a) As per the provisions of section 2(29A) of the IT Act, read with section 2(42A) of the I.T. Act, a listed debenture is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer. In all other cases, it is 36 months immediately preceding the date of its transfer.
- b) As per section 112 of the I.T. Act, capital gains arising on the transfer of long term capital assets being listed securities are subject to tax at the rate of 20% of capital gains calculated after reducing indexed cost of acquisition or 10% of capital gains without indexation of the cost of acquisition. The capital gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition/indexed cost of acquisition of the debentures from the sale consideration.
- c) 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. Accordingly, long term capital gains arising to the Debenture Holder(s), would be subject to tax at the rate of 10%, computed without indexation, as the benefit of indexation of cost of acquisition is not available in case of debentures.

4. *In case of an individual or HUF, being a resident, where the total income as reduced by such long-term*

- a) 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.
- b) Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described at para 3 above would also apply to such short term capital gains.
- c) As per Section 74 of the I.T. Act, short-term capital loss on debentures suffered during the year is allowed to be set-off against short-term 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.

5. *Classification of gains on transfer*

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.

II. To the Non Resident Debenture Holder

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:

1. *Interest on NCD and capital gains on transfer*

- 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.

(Exemption from long-term capital gains)

- 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.
2. *Others relaxations*
- a. 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.
 - b. Under section 115H of the I.T. Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.
3. In accordance with and subject to the provisions of section 115I of the I.T. Act, a Non-Resident Indian may opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case,
- a. Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
 - b. Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
4. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per section 115E, and 30% for Short Term Capital Gains if the payee Debenture Holder is a Non Resident Indian.
5. As per Section 74 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 (other than the long-term capital assets whose gains are exempt under Section 10(38) of the I.T. Act) 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.
6. The income tax deducted shall be increased by a surcharge as under:
- a. In the case of non-resident Indian surcharge at the rate of 10% of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹ 50,00,000 and 15 % of such tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds ₹ 1,00,00,000.
 - b. In case of foreign companies, where the income paid or likely to be paid exceeds ₹ 1,00,00,000 but does not exceed ₹ 10,00,00,000 a surcharge of 2% of such tax liability is payable and when such income paid or likely to be paid exceeds ₹ 10,00,00,000, surcharge at 5% of such tax is payable.
 - c. In case of domestic companies, where the income paid or likely to be paid exceeds ₹ 1,00,00,000 but does not exceed ₹ 10,00,00,000 a surcharge of 7% of such tax liability is payable and when such income paid or likely to be paid exceeds ₹ 10,00,00,000, surcharge at 12% of such tax is payable. Further, 4% health and education cess on the total income tax (including surcharge) is also deductible.

7. 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.
8. 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 195(2) & 195(3) 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.
9. 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 there from 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/FPIs)

1. As per Section 2(14) of the I.T. Act, any securities held by FIIs/FPIs which have 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/FPIs are taxable at 10% (plus applicable surcharge and cess) and short term capital gains are taxable at 30% (plus applicable surcharge and cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of section 48 of the I.T. Act will not apply.
3. Short Term capital gains arising out of debentures is taxable at 20% in accordance with and subject to the provisions of Section 115AD.
4. The Finance Act, 2013 (by way of insertion of a new section 194LD in the I.T. Act) provides for lower rate of withholding tax at the rate of 5% on payment by way of interest paid by an Indian company to FIIs/FPIs 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 notified² by the Government.
5. 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/FPIs.
6. The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the I.T. Act.

IV. To the Other Eligible Institutions

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India are exempt from tax on all their Income, including income from investment in Debentures under the provisions of Section 10(23D) of the I.T. Act subject to and in accordance with the provisions contained therein. Further, as per the provisions of section 196 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 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.

VI. Exemption under Sections 54EC and 54F of the I.T. Act

1. Under section 54EC of the I.T. Act, long term capital gains arising to the Debenture Holder(s) on transfer of their debentures in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds within six months after the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said notified bonds are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money. However, the amount of exemption with respect to the investment made in the aforesaid notified bonds during the financial year in which the debentures are transferred and the subsequent financial year, should not exceed ₹ 50 lacs. Where the benefit of section 54EC of the I.T. Act has been availed of on investments in the notified bonds, a deduction from the income with reference to such cost shall not be allowed under section 80C of the I.T. Act. However, Union Budget 2018 has discontinued for the above benefit on all asset except Land and Building.
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 a residential house within three years from the date of transfer. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis.

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

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

1. Sec.139A (5A)
Section 139A(5A) requires every person from whose income tax has been deducted at source under chapter XVII-B of the I.T. Act to furnish his PAN to the person responsible for deduction of tax at source.
2. Sec.206AA
 - a. Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIIB ('deductee') to furnish his PAN to the deductor, failing which tax shall be deducted at the highest of the following rates:
 - i. at the rate specified in the relevant provision of the I.T. Act; or
 - ii. at the rate or rates in force; or
 - iii. at the rate of twenty per cent.

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 Section 197A(1) or 197A(1A) or 197A(1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.
 - c. Where a wrong PAN is provided, it will be regarded as non furnishing of PAN and Para (a) above will apply apart from penal consequences.

VIII. Taxability of Gifts received for nil or inadequate consideration

As per section 56(2)x) of the I.T. Act, where an Individual or Hindu Undivided Family receives debentures from any person on or after 1st April 2017:

- i. without any consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;
- ii. for a consideration which is less than the aggregate fair market value of the 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. The above is subject to few exception as stated on section 56(2)(x) of the Act.

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. There is, therefore, no wealth tax obligation arising out of the investment in debentures.

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 nonresident 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 and applicable domestic law.
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.

MATERIAL DEVELOPMENTS

Other than as described below, there are no recent material developments in relation to our Company since the filing of the Shelf Prospectus and Tranche 1 Prospectus, each dated October 16, 2018, with the RoC, BSE and SEBI, including in respect of disclosure under the sections titled “Risk Factors”, “Capital Structure”, “Our Business”, “Our Management”, “Our Promoters”, “Disclosures on Existing Financial Indebtedness”, “Pending Proceedings and Statutory Defaults” and “Material Developments” of the Shelf Prospectus.

The Limited Review Financial Information for the period ended September 30, 2018 has been included in pages F-1 to F-10 of this Tranche II Prospectus. Our Company further confirms that this Tranche II Prospectus read with Shelf Prospectus contains all material disclosures which are true and adequate to enable prospective investors to make an informed investment decision in this Tranche II Issue, and does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances in which they were made, not misleading.

RISK FACTORS

1. The following information should be read with Risk Factor 5, ‘*Our business is subject to various regulatory and legal requirements. Also, future regulatory changes may have a material adverse effect on our business, results of operations and financial condition,*’ beginning on page 15 of the Shelf Prospectus:

Our capital adequacy ratio was 25.76% as of September 30, 2018, with Tier I capital comprising 25.35% and Tier II capital comprising 0.42%.

2. The following information should be read with Risk Factor 6, ‘*Our financial performance is particularly vulnerable to interest rate risk. If we fail to adequately manage our interest rate risk in the future it could have an adverse effect on our net interest margin, thereby adversely affecting our business, cash flows and financial condition,*’ beginning on page 17 of the Shelf Prospectus:

As on September 30, 2018 our consolidated borrowings amounted to ₹ 140,346.38 million of which 44.04% were at fixed rates of interest.

3. The following information should be read with Risk Factor 13, ‘*Our business requires substantial capital, and any disruption in funding sources would have an adverse effect on our liquidity, cash flows and financial condition,*’ beginning on page 21 of the Shelf Prospectus:

Aggregate value of current maturities of our consolidated unsecured long term borrowings and consolidated unsecured short term borrowings outstanding as at September 30, 2018 was ₹ 1,784.25 million and ₹ 29,257.53 million. These mature within one year from September 30, 2018.

4. Risk Factor 17 beginning on page 23 of the Shelf Prospectus shall be replaced with the following:

The Shelf Prospectus and this Tranche II Prospectus include certain unaudited financial information, which has been subjected to limited review, in relation to our Company and its Subsidiaries. Reliance on such information should, accordingly, be limited. Additionally, our Company may publish additional unaudited financial information during the Issue Period.

The Shelf Prospectus includes Limited Review Financial Information in relation to our Company and its Subsidiaries, for the three months ended June 30, 2018 in respect of which the Auditors have issued their Limited Review Report dated August 9, 2018. This Tranche II Prospectus includes Limited Review Financial Information in relation to our Company and its Subsidiaries, for the six months ended September 30, 2018 in respect of which the Auditors have issued their Limited Review Report dated November 6, 2018. As Limited Review Financial Information prepared by the Company in accordance with Regulation 52(2) of the SEBI Debt Regulations have been subject only to a limited review and as described in Standard on Review Engagements (SRE) 2410, “Review of Interim Financial Information” Performed by the Independent Auditor of the Entity” issued by the ICAI, and not to an audit, any reliance by prospective investors on such Limited Review Financial Information for the three months ended June 30, 2018 or the six months ended September 30, 2018 should, accordingly, be limited.

Additionally, in accordance with applicable law, our Company is required to publish its quarterly and half yearly financial information with the stock exchanges. Our Company may publish such information during the Issue Period. Any financial results published in the future may not be consistent with past performance. Accordingly, prospective investors should rely on their independent examination of our financial position and results of operations, and should not place undue reliance on, or base their investment decision solely on the financial information included in the Shelf Prospectus or this Tranche II Prospectus.

5. Risk Factor 18 beginning on page 23 of the Shelf Prospectus shall be replaced with the following:

Our ability to access capital depends on our credit ratings. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.

The cost and availability of capital is, amongst other factors, also dependent on our short term and long term credit ratings. For details of credit ratings for our short-term instruments and long-term instruments, please see the section titled “*Our Business*” on page 115 of the Shelf Prospectus.

Further, the NCDs proposed to be issued under this Issue have been rated “CARE AA/Stable” by CARE by way of its letter bearing reference number CARE/CRO/RL/2018-19/1239 and dated August 20, 2018, revalidated by way of its letter dated September 17, 2018 and further revalidated by way of its letters dated October 8, 2018, December 26, 2018 and January 21, 2019 and have been rated “BWR AA+/Stable” by Brickwork by way of its letter bearing reference number BWR/NCD/HO/ERC/VS/0351/2018-19 and dated August 29, 2018, revalidated by way of its letter bearing reference number BWR/NCD/HO/ERC/VS/0458/2018-19 and dated October 11, 2018, further revalidated by way of its letter bearing reference number BWR/NCD/HO/ERC/VS/0598/2018-19 and dated December 24, 2018, and its letter bearing reference number BWR/NCD//ERC/RB/0664/2018-19 and dated January 21, 2019. We cannot guarantee that these ratings will not be downgraded. The ratings provided by CARE and Brickwork may be suspended, withdrawn or revised at any time. Any revision or downgrading in the above credit ratings may lower the value of the NCDs and may also affect our Company’s ability to raise further debt. In addition to the credit ratings for the Issue, our Company currently enjoys AA- (Positive) from CRISIL Limited and AA- (Stable) from ICRA Limited.

Ratings reflect a rating agency’s opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. The rating agencies reserve the right to suspend, withdraw or revise ratings at any time based on new information or other circumstances. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would adversely affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements in the future. Any such adverse development could adversely affect our business, financial condition, cash flows and results of operations.

6. Risk Factor 19 beginning on page 23 of the Shelf Prospectus shall be replaced with the following:

A large number of our branches are located in southern India, and any downturn in the economy of southern India or adverse change in consumer preferences in that region could adversely affect our results of operations.

As of September 30, 2018, out of 3,330 branches, 2,222 of our branches of our Company were located in the southern states of Kerala, Tamil Nadu, Karnataka, Andhra Pradesh and Telangana. Out of ₹ 125,927.63 million advanced as Gold Loans as on September 30, 2018, ₹ 73,719.06 million of our Gold Loan advances as on September 30, 2018 were made through branches located in the southern states of Andhra Pradesh, Karnataka, Kerala and Tamil Nadu. Out of the South Indian advances, about ₹7,967.07 million were made through branches located in the state of Kerala alone as on September 30, 2018. Although we have branches in northern, eastern and western parts of India, our concentration in states located in southern India exposes us more strongly to any adverse geological, ecological, economic or political circumstance that may arise in that region as compared to other NBFCs or commercial banks that have a more diversified national presence. If there is a downturn in the economy of southern India or an adverse change in consumer preferences in that region, our business, financial condition, cash flows and results of operations may be adversely affected.

7. The following information should be read with Risk Factor 21, ‘*Our branches are vulnerable to various operational risks, including theft, fraud, burglary and embezzlement by our employees and customers due to high volume of cash and gold jewellery handled by us,*’ beginning on page 24 of the Shelf Prospectus:

We have filed cases and are diligently prosecuting such employees and other parties involved. The aggregate value of losses recorded in the books of account in this regard during the six month period ended September 30, 2018 is ₹ 5.98 million.

8. The following information should be read with Risk Factor 22, ‘*If we are unable to successfully manage the level of non-performing assets in our loan portfolio, our business and financial condition may be adversely affected,*’ beginning on page 24 of the Shelf Prospectus:

As of September 30, 2018, our gross NPAs were ₹941.63 million of ₹ 140,375.74 million of our total loans on a standalone basis, as compared to gross NPAs of ₹694.58 million, of ₹129,233.84 million of our loans on a standalone basis as of March 31, 2018.

9. Risk Factor 27 beginning on page 26 of the Shelf Prospectus shall be replaced with the following:

The success of our business depends on our ability to attract and retain our senior management and employees in critical roles, and the loss of their services could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

The success of our business depends on the continued service of our senior management and various professionals and specialists, information technology specialists, relationship managers and finance professionals (including tax and accounting specialists), legal professionals, risk management specialists, compliance specialists and specialists in other control functions. As a result of ever-increasing market competition, the market demand and competition for experienced management personnel, qualified professionals and specialists has intensified. Our business and financial condition could suffer if we are unable to retain our senior management, or other high-quality personnel, including management in professional departments of business, finance, internal controls and information technology, or cannot adequately and timely replace them upon their departure.

Moreover, we may be required to increase substantially the number of our professionals and specialists in connection with any future growth plans, and we may face difficulties in doing so due to the competition in the financial services industry for such personnel. For instance, upon resignation of Kapil Krishnan, our erstwhile Chief Financial Officer, with effect from June 30, 2018, the office of the Chief Financial Officer of the Company remained vacant until January 3, 2019, when Bindu AL, our EVP, Finance and Accounts, was designated as the Chief Financial Officer. This time period of such vacancy exceeded the prescribed maximum statutory limit of six months. Our failure to attract, hire or retain competent personnel could materially impair our ability to implement any plan for growth and expansion. Competition for quality employees among business institutions may also require us to increase compensation, which would increase operating costs and reduce our profitability.

Further, our businesses are dependent on our team of relationship managers who directly manage customer relationships. Our relationship managers also have an in-depth knowledge of the products or services that we provide to their customers. If we lose our relationship managers to our competitors or if we are otherwise unable to retain such relationship managers, in addition to the cost incurred in replacing them, we may lose the customer relationships that they helped maintain. Any such loss could have a material adverse effect of on our business and financial condition.

10. Risk Factor 49 beginning on page 31 of the Shelf Prospectus shall be replaced with the following:

Our foreign currency exchange business may be adversely affected by exchange rate fluctuations and is required to adhere to strict KYC norms.

Our income from foreign currency exchange business for the six month period ended September 30, 2018 and the financial year ended March 31, 2018 was ₹ 0.26 million and ₹ 0.40 million and forms 0.001% and 0.001% of our consolidated total revenue for the six month period ended September 30, 2018 and the financial year ended March 31, 2018, respectively from fee based services. We are authorised to conduct this business under the AD II license that has been granted to us by the RBI. Engaging in the foreign currency exchange business requires us to adhere to all the terms that are contained in our AD II license, including periodic statements to the RBI and strict compliance with KYC norms. Any failure by us to comply with such reporting requirements and KYC norms may result in the imposition of significant penalties, which could adversely affect our financial condition, cash flows and results of operations.

11. Risk Factor 50 beginning on page 31 of the Shelf Prospectus shall be replaced with the following:

Our money transfer business is strictly regulated by the RBI money transfer service scheme.

Our income from our money transfer business for the six month period ended September 30, 2018 was ₹ 17.99 million and constituted 0.09% of our consolidated total revenue for the six month period ended September 30, 2018 from fee based services. Our money transfer business is required to adhere to the requirements of the RBI money transfer service scheme with regard to the nature of transactions permitted to be undertaken. The RBI has imposed strict KYC requirements for agents as well as sub-agents of foreign principals who are engaged in providing money transfer services. These KYC requirements would require us to adapt our policies on customer acceptance, customer identification, monitoring of transactions and risk management in relation to our money transfer business. Compliance with these requirements may increase costs and could adversely affect our money transfer business.

12. Risk Factor 53 beginning on page 32 of the Shelf Prospectus shall be replaced with the following:

Our Promoters have pledged Equity Shares under the terms of certain loan agreements that they have entered into. Such agreements also contain certain restrictive provisions.

Further, pursuant to the terms contained in the sanction letters, our Promoter V. P. Nandakumar has pledged a total of 14,500,000 Equity Shares with Aditya Birla Money Limited as on December 31, 2018. This amounts to 1.72% of our paid up capital as on that date. As per the terms of the loan arrangement with Aditya Birla Money Limited, the Equity Shares are pledged at a margin of 50 % and in case of a margin shortfall, the same would have to be recouped by the pledge of additional Equity Shares. However, any margin shortfall due to a reduction in share price beyond 30 % would have to be recouped by way of

repayment. We cannot assure you that the interest and/or principal amount of these loans will be repaid on time or that an adequate margin will be maintained at all times, which could result in a sale by of the pledged shares.

A decrease in promoter holding below agreed thresholds could amount to an event of default under certain of our loan agreements. The occurrence of any of these risks may adversely affect our financial condition, cash flows and results of operations.

13. Risk Factor 58 beginning on page 33 of the Shelf Prospectus shall be replaced with the following:

If inflation were to rise significantly, 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 have been volatile in recent years, and such volatility may continue in the future. As per the RBI Weekly Statistical Supplement dated January 4, 2019, the Wholesale Price Index (“WPI”), stood at 121.8 % for the month of November, 2018 as against 116.4 % for the month of November, 2017 as compared to 121.7 % for the month of October, 2018 as against 115.6 % for the month of the October, 2017. The main risks to the outlook are uncertainties such as commodity prices, monsoon and weather-related disturbances, volatility in prices of seasonal items and spill overs from external developments through exchange rate and asset price channels, according to the RBI. In the event of increase in inflation, our costs, such as operating expenses, may increase, which could have an adverse effect on our business, results of operations and financial condition.

14. Risk Factor 59 beginning on page 34 of the Shelf Prospectus shall be replaced with the following:

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

According to the RBI Weekly Statistical Supplement dated January 4, 2019, India’s foreign exchange reserves totalled US\$ 393,404.3 million as of December 28, 2018. A decline in India’s foreign exchange reserves could impact the valuation of the Rupee and could result in reduced liquidity and higher interest rates which could adversely affect our future financial performance.

CAPITAL STRUCTURE

Details of share capital

The share capital of our Company as on December 31, 2018 is set forth below:

<i>(in ₹ unless stated otherwise)</i>	
Authorised share capital	Amount
980,000,000 Equity Shares of ₹ 2 each	1,960,000,000
400,000 Redeemable Preference Shares of ₹ 100 each	40,000,000
Issued, subscribed and paid up share capital before and after the Issue	
842,809,857 Equity Shares ₹ 2 each, fully paid up	1,685,619,714
Securities Premium Account	13,793,536,059

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

Notes to Capital Structure

- Changes in authorized share capital of our Company for the last five years preceding December 31, 2018 and as of December 31, 2018***

There has not been any change in the authorized capital of our Company in the last five years preceding December 31, 2018 and as of December 31, 2018.

- Equity Share capital history of our Company for the last five years preceding December 31, 2018 and as of December 31, 2018 is provided below:***

Except as provided in the Shelf Prospectus, our Company has not allotted any Equity Shares the last five years preceding December 31, 2018 and as of December 31, 2018.

- Preference Share capital history of our Company for the last five years preceding December 31, 2018 and as of December 31, 2018***

There has not been any change in the Preference Share capital history of our Company in the last five years preceding December 31, 2018 and as of December 31, 2018.

4. ***Issue of Equity Shares for consideration other than cash***

There has not been any issue of Equity Shares for consideration other than cash in the last five years preceding December 31, 2018 and as of December 31, 2018.

5. **Shareholding pattern of our Company as on December 31, 2018**

Shareholding pattern of our Company as on December 31, 2018:

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total number of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Shares Pledged of otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights Each share has I vote					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII = IV+V+VI)	(VIII)	Class X	Class Y	Total	(X)	(XI) = (VII)+(X) as a % of A+B+C2	(XII)		(XIII)		(XIV)
(A)	Promoter and Promoter Group	5	296,156,139	Nil	Nil	296,156,139	35.139	296,156,139	Nil	296,156,139	35.139	Nil	Nil	Nil	14,500,000	4.896	296,156,139
(B)	Public	133,353	546,653,718	Nil	Nil	546,653,718	64.861	546,653,718	Nil	546,653,718	64.861	Nil	Nil	Nil	Nil	Nil	541,113,092
(C)	Non Promoter-Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	133,358	842,809,857	Nil	Nil	842,809,857	100.00	842,809,857	0	842,809,857	100.00	Nil	Nil	Nil	14,500,000	1.720	837,269,231

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total number of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII)			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		Shares Pledged of otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights Each share has I vote					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI = III+IV+V)	(VII)	Class X	Class Y	Total	(IX)	(X) = (VI)+(IX) as a % of A+B+C2	(XI)	(XII)	(XIII)				
(A)	Shareholding of Promoter and Promoter Group2																	
1	Indian																	
(a)	Individuals/ Hindu Undivided Family	5	296,156,139	Nil	Nil	296,156,139	35.139	296,156,139	Nil	296,156,139	35.139	Nil	35.139	Nil	Nil	14,500,000	4.896	296,156,139
	NANDAKUMAR V P	1	243,672,171	Nil	Nil	243,672,171	28.912	243,672,171	Nil	243,672,171	28.912	Nil	28.912	Nil	Nil	14,500,000	5.951	243,672,171
	SOORAJ NANDAN	1	3,674	Nil	Nil	3,674	0.00	3,674	Nil	3,674	0.00	Nil	0.00	Nil	Nil	Nil	Nil	3,674
	SUSHAMA NANDAKUMAR	1	48,001,078	Nil	Nil	48,001,078	5.695	48,001,078	Nil	48,001,078	5.695	Nil	5.695	Nil	Nil	Nil	Nil	48,001,078
	SUHAS NANDAN	1	17,051	Nil	Nil	17,051	0.002	17,051	Nil	17,051	0.002	Nil	0.002	Nil	Nil	Nil	Nil	17,051
	JYOTHI	1	4,462,165	Nil	Nil	4,462,165	0.529	4,462,165	Nil	4,462,165	0.529	Nil	0.529	Nil	Nil	Nil	Nil	4,462,165
(b)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Others(Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total(A)(1)	5	296,156,139	Nil	Nil	296,156,139	35.139	296,156,139		296,156,139	35.139	Nil	35.139	Nil	Nil	14,500,000	4.896	296,156,139
2	Foreign	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b	Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d	Foreign Portfolio Investor	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e	Any Others(Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category & Name of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total number of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII)			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		Shares Pledged of otherwise encumbered		Number of equity shares held in dematerialized form
							No of Voting Rights Each share has I vote					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI = III+IV+V)	(VII)	Class X	Class Y	Total	(IX)	(X) = (VI)+(IX) as a % of A+B+C2	(XI)		(XII)		(XIII)
Sub Total(A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5	296,156,139	Nil	Nil	296,156,139	35.139	296,156,139		296,156,139	35.139	Nil	Nil	Nil	14,500,000	4.896	296,156,139

Table III - Statement showing shareholding pattern of the Public Shareholder

	Category & Name of Shareholders	Number of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total number of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Shares Pledged of otherwise encumbered		Number of equity shares held in dematerialized form	
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
																		No of Voting Rights Each share has I vote
(I)	(III)	(IV)	(V)	(VI)	(VII = IV+V+VI)	(VIII)	Class X	Class Y	Total	(X)	(XI) = (VII)+(X) as a % of A+B+C2	(XII)	(XIII)	(XIV)				
(1) Institutions																		
(a) Mutual Funds/		10	42,710,119	Nil		42,710,119	5.068	42,710,119		42,710,119	5.068	Nil	5.068	Nil	Nil	Nil	Nil	42,710,119
DSP BLACKROCK SMALL CAP FUND		1	25,163,758	Nil		25,163,758	2.986	25,163,758		25,163,758	2.986	Nil	2.986	Nil	Nil	Nil	Nil	25,163,758
(b) Venture Capital Funds		Nil	Nil	Nil		Nil	Nil	Nil		Nil	Nil		Nil					Nil
(c) Alternate Investment Funds		4	4,713,127	Nil		4,713,127	0.559	4,713,127		4,713,127	0.559	Nil	0.559	Nil	Nil	Nil	Nil	4,713,127
(d) Foreign Venture Capital Investors		Nil																
(e) Foreign portfolio Investors		145	332,397,366	Nil		332,397,366	39.439	332,397,366		332,397,366	39.439	Nil	39.439	Nil	Nil	Nil	Nil	332,397,366
Quinag Acquisition (FPI) Ltd		1	83,785,880	Nil		83,785,880	9.941	83,785,880		83,785,880	9.941	Nil	9.941	Nil	Nil	Nil	Nil	83,785,880
Fidelity Investment Trust Fidelity		1	28,648,894	Nil		28,648,894	3.399	28,648,894		28,648,894	3.399	Nil	3.399	Nil	Nil	Nil	Nil	28,648,894
Barclays Merchant Bank (Singapore) Ltd.		1	31,744,389	Nil		31,744,389	3.766	31,744,389		31,744,389	3.766	Nil	3.766	Nil	Nil	Nil	Nil	31,744,389
Baring India Private Equity Fund II Limited		1	26,453,439	Nil		26,453,439	3.139	26,453,439		26,453,439	3.139	Nil	3.139	Nil	Nil	Nil	Nil	26,453,439
Baring India Private Equity Fund III		1	47,616,584	Nil		47,616,584	5.650	47,616,584		47,616,584	5.650	Nil	5.650	Nil	Nil	Nil	Nil	47,616,584
Duro One Investments Limited		1	14,643,319	Nil		14,643,319	1.737	14,643,319		14,643,319	1.737	Nil	1.737	Nil	Nil	Nil	Nil	14,643,319
AB SICAV I- EMERGING MARKETS		1	10,870,338	Nil		10,870,338	1.290	10,870,338		10,870,338	1.290	Nil	1.290					10,870,338
(f) Financial Institutions / Banks		4	824,949	Nil		824,949	0.098	824,949		824,949	0.098	Nil	0.098	Nil	Nil	Nil	Nil	824,949
(g) Insurance Companies		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h) Provident Funds/Pension Funds		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i) Any Other (specify)		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(1)		163	380,645,561	0	0	380,645,561	45.164	380,645,561		380,645,561	45.164	Nil	45.164	Nil	Nil	Nil	Nil	380,645,561
(2) Central Government/ State Government(s)/ President of India		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(2)		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0.00	Nil	Nil	Nil	Nil	Nil
(3) Non-institutions																		
(a) Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		126,737	88,974,132	Nil	Nil	88,974,132	10.558	88,974,132	Nil	88,974,132	10.558	Nil	10.558	Nil	Nil	Nil	Nil	84,239,606
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		104	40,822,312	Nil	Nil	40,822,312	4.844	40,822,312	Nil	40,822,312	4.844	Nil	4.844	Nil	Nil	Nil	Nil	40,218,312
dolly khanna		1	8,706,360	Nil	Nil	8,706,360	1.033	8,706,360	Nil	8,706,360	1.033	Nil	1.033	Nil	Nil	Nil	Nil	8,706,360
(b) NBFCs registered with RBI																		
(c) Employee Trusts																		
(d) Overseas Depositories (holding DRs) (balancing figure)																		
(e) Any other (Specify)																		
Directors & Relatives		9	5,757,218	Nil		5,757,218	0.683	5,757,218		5,757,218	0.683	Nil	0.683	Nil	Nil	Nil	Nil	5,757,218
Bodies Corpoates		676	15,552,888	Nil		15,552,888	1.845	15,552,888		15,552,888	1.845	Nil	1.845	Nil	Nil	Nil	Nil	15,550,788
Trusts		2	3,000	Nil		3,000	0.000	3,000		3,000	0.000	Nil	0.000	Nil	Nil	Nil	Nil	3,000
Foreign Nationals		1	12,000	Nil		12,000	0.001	12,000		12,000	0.001	Nil	0.001	Nil	Nil	Nil	Nil	12,000
Non Resident Indians - Non Repatriable		901	2,148,677	Nil		2,148,677	0.255	2,148,677		2,148,677	0.255	Nil	0.255	Nil	Nil	Nil	Nil	2,148,677
Non Resident Indians - Repatriable		2,673	7,434,585	Nil		7,434,585	0.882	7,434,585		7,434,585	0.882	Nil	0.882	Nil	Nil	Nil	Nil	7,234,585
Clearing Members		287	2,381,943	Nil		2,381,943	0.283	2,381,943		2,381,943	0.283	Nil	0.283	Nil	Nil	Nil	Nil	2,381,943

Category & Name of Shareholders	Number of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total number of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Shares Pledged of otherwise encumbered		Number of equity shares held in dematerialized form	
							No of Voting Rights Each share has I vote		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)		
(I)	(III)	(IV)	(V)	(VI)	(VII = IV+V+VI)	(VIII)	Class X	Class Y	Total		(X)	(XI) = (VII)+(X) as a % of A+B+C2	(XII)		(XIII)		(XIV)
Hindu Undivided Families	1,799	2,631,480	Nil		2,631,480	0.312	2,631,480		2,631,480	0.312	Nil	0.312	Nil	Nil	Nil	Nil	2,631,480
Inv.Education and Protection Fund Auth.	1	289,922	Nil		289,922	0.034	289,922		289,922	0.034	Nil	0.034	Nil	Nil	Nil	Nil	289,922
Sub-Total(B)(3)	133,190	166,008,157	0	0	166,008,157	19.697	166,008,157		166,008,157	19.697	0	19.697	0	0.000	0	0.000	160,467,531
Total Public Shareholding (B)=(B)(1)+(B)(2)+B(3)	133,353	546,653,718	Nil	Nil	546,653,718	64.861	546,653,718	Nil	546,653,718	64.861	Nil	64.861	Nil	Nil	Nil	Nil	541,113,092

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public Shareholder

Category & Name of Shareholders	Number of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total number of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII)				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		Shares Pledged of otherwise encumbered		Number of equity shares held in dematerialized 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)	
(I)	(II)	(III)	(IV)	(V)	(VI = III+IV+V)	(VII)	Class X	Class Y	Total		(IX)	(X) = (VIII)+(IX) as a % of A+B+C2	(XI)		(XII)		(XIII)
(1) Custodian/DR Holder	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Non-Promoter- Non Public Shareholding (C)=(C)(1)+(C)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

6. Promoters Shareholding

As on December 31, 2018, the details of the Promoters shareholding in the Company is provided below:

Sr. No.	Name of the Shareholder	Total No. of Equity Shares held	No. of Equity Shares held in dematerialised form	Percentage of the Equity Shares held (%)	No of shares Pledged	Percentage of the Shares pledged with respect to shares owned (%)
i.	V. P. Nandakumar	243,672,171	243,672,171	28.91	14,500,000	5.95
ii.	Sushama Nandakumar	48,001,078	48,001,078	5.70	0	0

The aggregate number of securities of the Company that have been purchased or sold by the Promoter Group, Directors of the Company and their relatives within six months immediately preceding the date of this Tranche II Prospectus is provided below:

Particulars	Number of Securities	Amount (₹ in million)
Number of securities purchased	4,341,837	382.69
Number of securities sold	Nil	Nil

It is clarified that except as disclosed above, no securities including shares of our Company were either purchased or sold by the Promoters, members of the Promoter Group, Directors of our Company and their relatives within six months immediately preceding the date of this Tranche II Prospectus. For further details, please see the section titled "Other Regulatory and Statutory Disclosures" on page 108 of this Tranche II Prospectus.

It is further clarified that no securities including shares of Subsidiaries were either purchased or sold by the Promoters, members of the Promoter Group, Directors of our Company and their relatives within six months immediately preceding the date of this Tranche II Prospectus.

7. List of our top 10 shareholders of Equity Shares as on December 31, 2018 is as follows:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of the shareholding (%)
i.	Nandakumar V P	243,672,171	243,672,171	28.91
ii.	Quinag Acquisition (FPI) Ltd	83,785,880	83,785,880	9.94
iii.	Sushama Nandakumar	48,001,078	48,001,078	5.70
iv.	Baring India Private Equity Fund III	47,616,584	47,616,584	5.65
v.	Barclays Merchant Bank (Singapore) Ltd.	31,744,389	31,744,389	3.77
vi.	Fidelity Investment Trust Fidelity	28,648,894	28,648,894	3.40
vii.	Baring India Private Equity Fund II LIM1	26,453,439	26,453,439	3.14
viii.	DSP Small Cap Fund	25,163,758	25,163,758	2.99
ix.	Duro One Investments Limited	14,643,319	14,643,319	1.74
x.	AB SICAV I - Emerging Markets	10,870,338	10,870,338	1.29
Total		560,599,850	560,599,850	66.53

8. Debt - equity ratio:

Particulars	Amount (in ₹ million)	
	Prior to the Issue (as of September 30, 2018)	Post the Issue [#]
Secured Loan	84,231.61	94,231.61
Unsecured Loan	29,305.12	29,305.12
Total Debt [A]	113,536.73	123,536.73
Share Capital	1,685.62	1,685.62
Reserves	39,153.18	39,153.18
Total Shareholders' Funds [B]	40,838.80	40,838.80
Debt Equity Ratio (No. of Times)[#] [A]/[B]	2.78	3.02

[#] The debt to equity ratio of our Company as on September 30, 2018 (prior to this Issue) is based on a total outstanding debt of ₹ 113,536.73 million, and shareholders' funds amounting to ₹ 40,838.80 million which was 2.78 times as on

September 30, 2018. The debt to equity ratio post the Issue (assuming full subscription of the entire Shelf Limit, i.e., ₹ 10,000 million) would be 3.02 times, based on a total outstanding debt of ₹ 123,536.73 million and shareholders' fund (as on September 30, 2018) of ₹ 40,838.80 million. The actual debt equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

For details of the outstanding debt of our Company, please see “Material Developments - Disclosures on Existing Financial Indebtedness” on page 52 of this Tranche II Prospectus.

OUR BUSINESS

Overview

As of September 30, 2018, we disbursed Gold Loans to our customers from a network of 3,330 branches of our Company in 28 states and union territories of India, including 2,222 branches in the southern states of Andhra Pradesh, Telangana, Karnataka, Kerala and Tamil Nadu.

In the six month period ended September 30, 2018, our consolidated total revenue was ₹ 19,746.99 million and our consolidated profit for same period was ₹ 4,239.92 million.

In the six month period ended September 30, 2018, interest income from our Gold Loan business constituted 76.31% of our total revenue. As of September 30, 2018, our portfolio of Gold Loans under management in principal amount was ₹ 125,927.63 million. Further, approximately 67.38 tons of gold jewellery was held by us as security for our Gold Loans as of September 30, 2018. Gross non-performing Gold Loans assets were 0.49% of our Gold Loans portfolio as of for the six month period ended September 30, 2018, respectively.

The other business verticals of our Company includes Vehicle and Equipment Finance Business, Payments business, SME business and fee based services including forex and money transfer. Further, we have also expanded into other business verticals such as microfinance business through our Subsidiary AML, housing finance business through our Subsidiary MHFL and insurance broking through our Subsidiary MAIBRO.

In the six month period ended September 30, 2018, interest income from other businesses excluding income from bank and other deposits and Gold Loans constituted 20.77% of our total revenue on a consolidated basis.

Operational Data

The table below includes certain operational data for the six month period ended September 30, 2018 on a consolidated basis (unless otherwise specified).

		<i>Amount (in ₹ million)</i>
Sl. No	Particulars	Six month period ended September 30, 2018
1.	Net worth*	41,434.91
2.	Total debt of which:	140,346.38
	- Non-current maturities of long term borrowings	27,345.86
	- Current maturities of long term borrowings	23,290.57
	- Short term borrowings	89,709.95
3.	Net fixed assets of which:	2,888.41
4.	- Tangible Asset	2,671.22
5.	- Intangible Asset	217.19
6.	Non-current assets	21,032.44
7.	Cash and cash equivalents	3,674.98
8.	Current investments	0.00
9.	Current assets	166,760.26
10.	Current liabilities	120,472.97
11.	Assets under management (included Securitised and Direct Assignment Loan)**	171,907.18
12.	Off balance sheet assets (included in AUM)	2,613.29
13.	Interest income excluding insurance commission, processing fees and gain on securitization	19,049.15
14.	Interest expense***	6,116.38
15.	Provisioning and write-offs	316.81
16.	Profit after Taxation (“PAT”) [#]	4,201.67
17.	Gross NPA [^] (%)	0.68
18.	Net NPA [^] (%)	0.40
19.	Tier I ^{##} Capital Adequacy Ratio (%) [^]	25.35

Sl. No	Particulars	Six month period ended September 30, 2018
20.	Tier II ^{###} Capital Adequacy Ratio (%) [^]	0.42

* Net worth includes paid-up share capital and reserves and surplus

** Assets under management means total loans including securitised loan and direct assignment loan

*** Interest Expense includes other borrowing cost

[#] Profit after Taxation represents profit for the year.

Tier I^{###} Capital Adequacy Ratio means Tier I Capital/ Total Risk Weighted Assets*100

Tier II^{###} Capital Adequacy Ratio means Tier II capital/ Total Risk Weighted Assets *100.

[^]These figures are provided on a standalone basis.

Competitive Strengths

The total number of our branches of our Company grew from 3,293 branches in 27 states and union territories as at March 31, 2014 to 3,330 branches in 28 states and union territories as at September 30, 2018. Although we have historically had most of our branches in the southern states of India, we have expanded our branch network to the northern states and currently have 439 branches in other parts of India.

As of September 30, 2018, we had borrowing relationships with more than 39 banks.

Further, the details of credit ratings for our short-term instruments and long-term instruments, are provided as under:

Rating Agency	Rating	Nature of Securities
Brickwork	AA+ (Stable)	Non - Convertible Debentures aggregating to ₹ 30.00 million
CARE	AA (Stable)	Long Term Bank Facilities aggregating to ₹ 56,800.00 million
CARE	A1+	Short Term Bank Facilities aggregating to ₹ 33,200.00 million
CARE	AA (Stable)	Non - Convertible Debentures aggregating to ₹ 6,800.00 million
CARE	A1+	Commercial Paper aggregating to. ₹ 35,000.00 million
CRISIL	AA- (Positive)	Bank Loan Facilities aggregating to ₹ 2,500.00 million
CRISIL	AA- (Positive)	Non - Convertible Debentures aggregating to ₹ 27,070 million and Non - Convertible Debentures aggregating to ₹ 5,050.00 million
CRISIL	A1+	Commercial Paper aggregating to ₹ 35,000 million
ICRA	AA- (Stable)	Non - Convertible Debentures aggregating to ₹ 2,701.20 million

Our Business Operations

Our Gold Loan Business

As of September 30, 2018, we had approximately 3.92 million Gold Loan accounts, aggregating to ₹ 125,927.63 million in principal amount.

In the six month period ended September 30, 2018, our gross Gold Loan portfolio yield representing net interest income on gross gold loans as a percentage of gross average outstanding of gold loans (opening balance + closing balance)/2) of Gold Loan was 24.78%. In the six month period ended September 30, 2018, interest income from Gold Loans constituted 76.31% of our total revenue.

Marketing, Sales and Customer Care

For the six month period ended September 30, 2018, our total advertising and sales promotion expenditure was ₹ 167.72 million, to support our aggressive brand building initiatives.

Non-Performing Assets (NPAs)

Based on the Prudential Norms for asset classification, details of the classification of our gross NPAs for significant classes of our assets as of September 30, 2018 are provided below:

(₹ in million)

Asset Type	As of September 30, 2018
A) Gold Loan	
Standard	125,316.86
Sub-standard	279.72
Doubtful	270.32
Loss	60.73

Sub-Total (A)	125,927.63
B) Other Loans	
Standard Asset	14,047.25
Sub Standard Asset	96.02
Doubtful Asset	114.68
Loss Asset	120.16
Sub-Total (B)	14,378.11
Total (A+B)	140,305.74

Until March 31, 2018, loans were classified or provided for, as per management estimates, subject to the minimum provision required for Prudential Norms. Post March 31, 2018, loans are classified or provided for, based on expected credit loss method (ECL) as per IND AS. Hence, no bifurcation is made in case of other loans as of September 30, 2018, subject to the minimum provision required as per Prudential Norms as follows:

Classification of Gold and other loans

Asset Classification	Provisioning policy
Standard Assets	0.40%
Sub-standard assets	10.00%
Doubtful assets	100.00% of unsecured portion + 20.00% to 50.00% of secured portion.
Loss assets	100.00% provided if not written off in books.

We have written-off ₹ 52.58 million as of September 30, 2018. As of September 30, 2018, we have made a total provision of ₹ 381.82 million, which constituted 0.68% of our Gross NPAs. Details of Gold Loan provisions and amounts written off as of September 30, 2018 are provided in the table below

(₹ in million)

Particulars	As of September 30, 2018
Gross NPAs*	941.63
Provisions**	381.82
Net NPAs***	559.81
Net loans****	139,307.49
Gross NPAs/Net loans (%)	0.68
Net NPAs/Net loans (%)	0.40
Bad debts advances written off	52.58

*Gross NPA represents aggregate value of gross loans outstanding classified as Sub-standard assets, Doubtful assets and Loss assets.

**Provisions represents provisions made towards gross NPA.

*** Net NPA- Gross NPA less provisions made towards gross NPA.

****Net Loans represents loans outstanding less provision made towards gross NPA and provision made towards standard assets.

NPA Recovery

The following table provides information relating to bad debts recovered for the six month period ended September 30, 2018:

(₹ in million)

	Six months ended September 30, 2018
Bad debts recovered	9.76

Capital Adequacy Ratio

We are required to maintain 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 off-balance sheet items is required to be maintained. Further, we being, a NBFC primarily engaged in lending against gold jewellery (such loans comprising 50.00% or more of their financial assets), are required to maintain a minimum Tier I capital of 12.00%. We are also required to transfer up to 20.00% of our annual profit to a reserve fund and make provision for NPAs. We had a Capital to Risk Assets Ratio of 25.77% as of September 30, 2018. Capital adequacy ratios for the six month period ended September 30, 2018 is provided below:

Particulars	Six months ended September 30, 2018	
	Tier I	Tier II
Capital to Risk Assets Ratio	25.35	0.42

Funding Sources

Borrowings from banks and financial institutions constitute a significant portion of the total borrowings from secured and unsecured loans availed of by us as at September 30, 2018. We have executed loan agreements with several banks with the

object of availing funds from them on certain stipulated terms and conditions. As at September 30, 2018, we have outstanding amount of ₹ 18,918.92 million secured NCDs ranging between ₹ 1,000 and ₹ 1 million, each redeemable at par at the end of the term of each series of these debentures, which ranges from 12 months to 75 months. We pay interest ranging from 8.8%-12% per annum on these NCDs. For further details, please see the section titled “Material Developments - Disclosures on Existing Financial Indebtedness” on page 52 of this Tranche II Prospectus.

We also attempt to balance our interest-bearing liabilities, some of which bear floating interest rates, against our interest-earning assets, which bear fixed interest rates. As of September 30, 2018, 55.96% of our consolidated borrowings had floating rates of interest, comprising primarily working capital loans from banks and other financial institutions.

Branch Network

As of September 30, 2018, our Company had 3,330 branches located in 28 states and union territories in India.

Employees

As of September 30, 2018, our Company has 20,267 employees.

OUR MANAGEMENT

Details relating to Directors

Name, Designation, DIN, Term, Date of appointment and Address	Age (years)	Other Directorships
Jagdish Capoor <i>Independent and Non-Executive Chairman</i> DIN: 00002516 Nationality: Indian Term: 5 years Date of appointment: May 18, 2012 Date of re-appointment: July 31, 2014. Address: 1601 Brooke Ville, 359 Mogul Lane, Mahim (West), Mumbai, Maharashtra 400016	79	(i) Nitesh Estates Limited (ii) LIC Housing Finance Limited (iii) Spandana Sphoorty Financial Limited (iv) LIC Pension Fund Limited (v) HDFC Securities Limited (vi) Quantum Trustee Company Private Limited (vii) LICHFL Trustee Company Private Limited (viii) Banyan Tree Bank, Mauritius

Remuneration and Terms of Employment of the Directors

1. Executive Directors

For the quarter ended September 30, 2018, an amount of ₹ 22.22 million was paid as remuneration to V.P Nandakumar, Managing Director and Chief Executive Officer.

For the quarter ended September 30, 2018, an amount of ₹ 2.87 million was paid as remuneration to B.N. Raveendra Babu, Whole-time Director.

2. Non-Executive Directors

The following table sets forth all compensation recorded by the Company to the non-executive Directors for the six months ended September 30, 2018:

(Amount in ₹ million)

Names of Directors	Six months ended September 30, 2018	
	Commission	Sitting Fees
Jagdish Capoor	Nil	280,000
P. Manomohanan	Nil	425,000
V.R. Rajiven	Nil	365,000
V.R. Ramachandran	Nil	285,000
Dr. Amla Samanta	Nil	215,000
E.A. Kshirsagar	Nil	Nil
Gautam Narayan	Nil	Nil

3. Remuneration, if any, paid to the Directors by the Subsidiaries

For the six months ended September 30, 2018, (i) B.N. Raveendra Babu has received remuneration, as sitting fees, of ₹ 0.16 million from MAIBRO, (ii) V.R. Rajiven, has received ₹ 0.07 million as sitting fee from Asirvad Microfinance Limited, and (iii) V. R. Ramachandran has received ₹ 0.20 million as sitting fee from MAIBRO.

The following table indicates the ESOPs granted and exercised by the Directors and the Key Management Personnel as on December 31, 2018:

S. No.	Name Director/Key Management Personnel	Number of ESOPs granted	Number of ESOPs exercised
1.	B.N. Raveendra Babu	400,000	Nil
2.	Bindu AL*	230,000	50,000
	TOTAL	630,000	50,000

*Appointed as key management personnel with effect from January 3, 2019.

Shareholding of Directors

As on December 31, 2018, our Directors held the following number of Equity Shares:

Name of Director	Number of Equity Shares held
Jagdish Capoor	2,000
P. Manomohan	943,582
V.R. Rajiven	10,600
V.R. Ramachandran	1,145,000
Dr. Amla Samanta	0
E.A. Kshirsagar	0
V.P Nandakumar	243,672,171
B.N. Raveendra Babu	1,817,236

The following table sets forth the shareholding of our Directors in our subsidiaries as on December 31, 2018:

S. No.	Name of Director	Name of Associate/Subsidiary	No. of Shares		Shareholding (%)	
			Equity shares	Preference shares	Equity Share Capital	Preference Share Capital
1.	V.P Nandakumar	Asirvad Microfinance Limited	114,371	Nil	0.27%	Nil
2.	B.N. Raveendra Babu	Asirvad Microfinance Limited	40,493	Nil	0.09%	Nil
3.	V.R. Rajiven	Asirvad Microfinance Limited	6634	Nil	0.01%	Nil

Except as disclosed in this Tranche II Prospectus, as on December 31, 2018, our Directors did not hold any outstanding options.

Key Management Personnel of our Company

Manoj Kumar VR, aged 44 years, is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in commerce and a master's degree in commerce from the University of Calicut. He is a fellow member of the Institute of Company Secretaries of India. He has around 16 years of work experience. He has been working with our Company since January 3, 2019.

Bindu AL, aged 45 years, is the Chief Financial Officer of our Company. She holds a bachelor's degree in commerce from the University of Calicut. She is a member of the Institute of Chartered Accountants of India. She has over 21 years of work experience in Manappuram Finance Limited. She has been working with our Company since 1998.

Shareholding of Key Management Personnel

Except as provided below, as on December 31, 2018, our Key Management Personnel did not hold any Equity Shares in the Company:

S. No.	Name	Number of Equity Shares Held	% of shareholding
1	V.P. Nandakumar	243,672,171	28.91
2	B. N. Raveendra Babu	1,817,236	0.22
3	Bindu AL	51,000	0.01

*Appointed as key management personnel with effect from January 3, 2019.

Audit Committee

The Audit Committee was reconstituted *vide* board resolution dated November 6, 2018 and as on the date of this Tranche II Prospectus, it comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
P. Manomohanan	Chairman	Independent Director
E.A. Kshirsagar	Member	Nominee Director
V.R. Rajiven	Member	Independent Director
Dr. Amla Samanta	Member	Independent Director
Gautam Ravi Narayan	Member	Non-Executive Director

Nomination, Compensation and Corporate Governance Committee

The Nomination, Compensation and Corporate Governance Committee was reconstituted *vide* board resolution dated November 6, 2018 and as on the date of this Tranche II Prospectus, it comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Dr. Amla Samanta	Chairman	Independent Director
Jagdish Capoor	Member	Independent Director
V.R. Rajiven.	Member	Independent Director
E.A. Kshirsagar	Member	Nominee Director

Risk Management Committee

The Risk Management Committee was reconstituted *vide* board resolution dated November 6, 2018 and as on the date of this Tranche II Prospectus, it comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
P. Manomohanan	Chairman	Independent Director
E.A. Kshirsagar	Member	Nominee Director
V.R. Rajiven.	Member	Independent Director
V.P.Nandakumar	Member	Managing Director and Chief Executive Officer
Dr. Amla Samanta	Member	Independent Director
B.N. Raveendra Babu	Member	Executive Director
Gautam Ravi Narayan	Member	Non-Executive Director

OUR PROMOTERS

Our Promoters collectively hold 34.61% of the equity share capital in our Company as on December 31, 2018.

Details of Equity Shares held by our Promoters as on December 31, 2018 is set forth below:

Sr No	Name of Promoter	No. of Equity Shares held	No. of Equity Shares held in dematerialised form	Percentage of issued Equity Share Capital	No. of Equity Shares pledged*	Percentage of Equity Shares pledged
1.	V. P. Nandakumar	243,672,171	243,672,171	28.91	14,500,000	5.95
2.	Sushama Nandakumar	48,001,078	48,001,078	5.70	0	0

**Pledged as security in favour of Aditya Birla Money Limited in relation to personal borrowings availed by V.P Nandakumar.*

Our Promoter, V.P. Nandakumar, holds 114,371 equity shares in our subsidiary Asirvad Micro Finance Limited. Our Promoters hold 1 (one) share each on behalf of the Company (with the Company being the beneficial owner of the shares) in the Subsidiaries being Manappuram Home Finance Limited and Manappuram Insurance Brokers Limited.

Our Promoters' address is Vazhapully House, Kothakulam Beach Road, Kothakulam, Valappad, Thrissur, Kerala – 680 567.

The disclosure regarding 'Other understandings and confirmations' on pages 151-152 of the Shelf Prospectus is modified as provided below:

Other understandings and confirmations

Our Promoters and relatives of the Promoters (as defined in terms of the Companies Act, 2013) have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them.

None of our Promoters are 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 the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

The outstanding borrowings of the Company as on December 31, 2018 are as follows:

Sr. No.	Nature of borrowings	Amount (in ₹ millions)
1.	Secured borrowings	84,478.57
2.	Unsecured borrowings	29,427.55
Total		113,906.12

Set forth below, is a summary of the borrowings of our Company as at December 31, 2018 together with a brief description of certain significant terms of such financing arrangements. All amounts set out in this section (including outstanding amounts of our Company's secured and unsecured borrowings) have been prepared in accordance with Ind AS.

1) Details of Secured Borrowings

Our Company's secured term loans from banks as on December 31, 2018 amount to ₹ 9,885.71 million. The details of the borrowings are set out below. All our term loans have been secured by way of security as detailed below.

a) Term Loans availed by the Company:

S. No	Lender's Name	Date of Sanction	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date/Repayment Schedule	Penalty	Prepayment	Security
1.	Bajaj Finance Limited	June 26, 2018	750	623.66	3 years from the date of first drawdown and repayment in 12 equal quarterly installments with the first repayment starting from the last business day of 3 rd month from the date of first disbursement	2% per annum over and above the interest rate	The Company may voluntary prepay the facility in part or in whole at any time, without any prepayment premium with a prior notice of 30 business days	First ranking <i>pari-passu</i> charge on the assets, receivables while maintaining a minimum cover of 1.10 times V.P Nandakumar has given a personal guarantee
2.	Federal Bank	December 22, 2017	1,450	1,450	The Company shall repay (i)	1% for breach of compliance	Up to 12 months from	Hypothecation of (i) entire

	Limited				₹ 700 million at the end of 21 st month, (ii) ₹ 750 million at the end of 24 th month, or a bullet payment at the end of 24 th month	of any of the sanction order conditions, exceeding, overdrawing, arrears in the account, non-submission of renewal papers in time, non-submission of financial statements within 7 months from the close of the financial year	date of availability it shall be 2% of the balance outstanding, beyond 12 months, it shall be nil	gold loan receivables on a first <i>pari passu</i> basis with a margin of 20% and (ii) and other current assets of the Company both present and future on a <i>pari passu</i> basis with other lenders in multiple banking arrangements V.P Nandakumar has given a personal guarantee and it will be waived off subject to other banks providing such a waiver
3.	Karnataka Bank Limited	September 17, 2016	500	166.60	Repayable in 3 equal yearly installments	5% for delayed servicing of instalments, interest, excess drawings and ad hoc limits	Pre-closure/foreclosure charges 2% will be charged in case of takeover liabilities by other banks	First ranking <i>pari passu</i> charge on all present and future receivables and loans and advances of the Company with minimum security coverage ratio of 1.10 times V.P Nandakumar has given a personal guarantee
4.	Karnataka Bank Limited	November 28, 2017	1,000	999.44	Repayable at the end of 2 nd year as a bullet repayment	5% for delayed servicing of instalments, interest, excess drawings and	Nil	First ranking <i>pari passu</i> charge on all present and future receivables and loans and

						ad hoc limits		advances of the Company with a minimum security coverage ratio of 1.10 times
5.	Shinhan Bank	September 11, 2017	250	114.58	Principal to be repaid in 24 equal monthly instalments from subsequent month of disbursement	2% over and above the sanction rate of interest	Nil	First ranking <i>pari passu</i> charge on the present and future current assets including receivables to the extent of minimum 1.1 times the loan amount
6.	RBL Bank Limited (foreign currency term loan)	May 9, 2016 and December 22, 2016	1,000 (in relation to the sanction letter dated May 9, 2016) and 500 (in relation to the sanction letter dated December 22, 2016)	1,032.04 (in relation to the sanction letter dated May 9, 2016) and 511.89 (in relation to the sanction letter dated December 22, 2016)	Bullet repayment at the end of 36 months from the date of disbursement	2% above the applicable rate for non-submission of stock statements, financial and other data, non-perfection of security within permitted timelines and other non-compliances, if any, irregularities, over drawings, if any	RBL may permit the prepayment in its sole discretion	First ranking <i>pari passu</i> charge on the current assets, book debts and receivables including gold loan receivables of the Company covering minimum 1.15 times the principal and interest at any point of time during the currency of the facility V.P Nandakumar has given a personal guarantee and it will be waived off subject to other banks providing a waiver for the same
7.	National Bank for Agriculture and Rural Developme	November 9, 2018	5,000	4,987.50	Repayment is to be made in 11 half-yearly installments with the first	2% per annum over and above the interest rate at which the	Pre-payment charges are 2.5%, for the residual period of the amount	Assignment of the present and future book debts of the Company

nt				repayment starting from 31st January, 2019. In the first 6 installments, 15% each of the refinance will be repaid. In the last 5 installments, 2% each of the refinance will be repaid	refinance was disbursed	to be prepaid	for the purpose of refinancing of on lending to micro finance institutions and micro, small and medium enterprises
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b) * Cash Credit/ Working Capital Loans availed by the Company ±

Our Company's secured cash credit or working capital loans from banks as on December 31, 2018 amount to ₹ 56,136.47 million. The details of the borrowings are set out below.

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
1.	Andhra Bank	January 30, 2018	Cash credit facility and working capital term loan	2,000 (for the cash credit facility) and 4,000 (for the working capital term loan)	1,972.07 (for the cash credit facility) and 1,000 (for the working capital term loan)	Payable on demand for the cash credit facility and bullet repayment for the working capital term loan after the tenor from the date of disbursement (the tenor can vary from 1 – 30 days or 30-90 days)	Nil	First ranking <i>Pari passu</i> first charge by way of hypothecation of gold loan and other loan receivables and the underlying assets of the company for the loans disbursed by them to individuals against pledge of gold ornaments with minimum asset cover of 1.2 times <i>Pari-passu</i> first charge on other current asset including cash and

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
								bank balances and other current assets, loans and advances V.P. Nandakumar has given a personal guarantee
2.	Axis Bank Limited	August 17, 2017	Cash credit (Working capital demand loan – as a sublimit of the cash credit)	3,000 (including a sub limit of 2,500 for the working capital demand loan)	77.65 (in relation to the cash credit) and 2,500 (in relation to the working capital demand loan)	On demand for cash credit facility (on the due date for the working capital demand facility offered as a sublimit of the cash credit facility)	Prepayment charges will be as per bank's discretion	First ranking <i>pari-passu</i> charge on current assets of the Company while maintaining a minimum asset cover of 1 times the principal amount
3.	Canara Bank	March 17, 2018	Cash credit (working capital demand loan as a sublimit)	1,000 (50 for the cash credit facility and 950 for the working capital demand loan)	16.75 in relation to the cash credit facility and 950 in relation to the working capital demand loan	March 16, 2019 Payable 1 year from date of sanction	Nil	<i>Pari passu</i> charge on the entire current assets of the Company covering standard assets to the extent of 1.25 times of the loan amount at any point of time V.P. Nandakumar has given a personal guarantee
4.	Catholic Syrian Bank	June 26, 2018	Cash credit	500	453.71	Payable on demand	Nil	First <i>pari-passu</i> charge on current assets and book debts including

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
								loan assets, gold loan, receivables of the Company with 1.10 times cover being maintained at all times
5.	Federal Bank Limited	December 5, 2017	Cash credit (including sublimit of working capital demand loan)	50	Nil	Payable on demand	Up to 12 months from date of availment it shall be 2% of the balance outstanding, beyond 12 months, it shall be nil	First <i>pari passu</i> charge over current assets, book debts, loans and advances and receivables including gold loan receivables at the rate of 20% margin. V.P. Nandakumar has given a personal guarantee and it will be waived off subject to other banks providing such a waiver
6.	HDFC Bank Limited	January 22, 2018	Working capital facility	3,500	3,500	Payable on demand	In the event of a failed takeover, the bank reserves the right to charge the Company 1% over the total limits sanctioned as foreclosure charges	First ranking <i>pari passu</i> charge by way of hypothecation on the entire receivables and current assets
7.	ICICI Bank Limited	November 21, 2017	Working capital demand loan facility	7,500 (sub-limits including (i) one time demand loan	7,484.64 (7,450 in relation to the one time demand loan and 34.64 is in	The maximum tenor for each tranche is 180 days, and the	The company may prepay any of the outstanding tranches	First ranking <i>pari passu</i> floating charge on all current assets

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
				up to 7,500, (ii) cash credit up to 500 and (iii) FCNR up to 7,500)	relation to the cash credit limit)	minimum tenor for each tranche is 7 days. The principal amount of each tranche is to be repaid as bullet payment on the maturity date or in instalments as agreed upon	without any prepayment charges for drawals up to 3 months for working capital demand loans	and book debts including loan assets, gold loan, receivables of the Company with Working Capital Bankers and Debenture Trustees under multiple banking arrangements Personal Guarantee of V.P. Nandakumar will continue and will be waived once the waiver from State Bank of India Limited is obtained
8.	IDBI Bank Limited	February 17, 2018	Cash credit (with sub-limits of working capital demand loan) and bank guarantee)	5,000 (sub limits include 4,000 for the working capital demand loan and 100 for the bank guarantee)	2,336.28 (for the cash credit facility) and Nil (for the working capital demand loan)	On demand	Nil	First ranking <i>pari passu</i> first charge by way of hypothecation of receivables / gold loans and other current assets of the Company both present and future with all the working capital lenders and debenture holders of the

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
								company.
9.	IndusInd Bank Limited	March 19, 2018	Cash credit (including sub limits of foreign currency short term loan up to 2000 and matching forward cover of 2000 and derivative limit up to ₹ 2000 million)	2,000	Nil	Payable on demand through cash flows, renewable after 1 year at the discretion of the bank	Nil	First ranking <i>pari passu</i> charge of receivables including gold loan receivables with banks under multi-banking arrangement and debenture holders with an asset cover of at least 1.18 times Personal Guarantee of V.P. Nandakumar
10.	Oriental Bank of Commerce	March 27, 2017	Cash credit (working capital demand loan as a sublimit of cash credit)	2,000	47.38	Payable on demand	Nil	First ranking <i>pari passu</i> charge over current assets, book debts, loans and advances and receivables including gold loan receivables at the rate of 20% of the margin V.P. Nandakumar has extended a personal guarantee
11.	Qatar National Bank, SAQ	February 7, 2018	Cash credit /working capital demand loan	230	Nil	On demand repayment for cash credit facility and bullet repayment at	Nil	First ranking <i>pari-passu</i> charge on common pool of assets of the Company

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
						the end of 3 months from the date of disbursement for working capital facility		with an asset coverage ratio of 1.2
12.	State Bank of India Limited	January 17, 2018	Cash credit (including sub limits for investments in non-convertible debentures/commercial papers up to ₹ 15,250 million)	15,250	14,425.27 (in relation to the cash credit limit, ₹ 8,675.27 have been availed and in relation to the working capital demand loan, ₹ 5,750 million have been availed)	Repayable on demand	2% of the pre-paid amount	<p>First ranking <i>pari passu</i> charge over receivables from lending against gold jewellery both present and future, along with other banks in the multiple banking arrangement and debenture holders</p> <p>First ranking <i>pari passu</i> charge over entire current assets of the company (other than receivables which are separately shown) both present and future, along with other banks in the multiple banking arrangement and the debenture holders</p> <p>Lien on deposits aggregating to ₹ 800</p>

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
								million V.P. Nandakumar has extended a personal guarantee
13.	Punjab National Bank	September 5, 2017	Cash Credit	6,000 (including sub limits of 5,800 for the working capital demand loan)	161.07 in relation to cash credit and Rs 5,500 in relation to the working capital demand loan	Payable on demand	Nil	First ranking <i>pari-passu</i> first charge on the current assets (including book debts, receivables including gold loan receivables). Personal guarantee of Sushama Nandakumar which is subject to a waiver if other banks provide a waiver
14.	South Indian Bank	December 6, 2017	Working capital demand loan and cash credit	2,000 (including sub limits of 1,900 for the working capital demand loan and 100 for the cash credit)	1,900 for the working capital demand loan and NIL for the cash credit	Bullet payment for the working capital demand loan and on demand for the cash credit	Nil	First ranking <i>pari passu</i> charge on current assets, book debts and receivables with security cover of 15% margin Personal guarantee of V.P Nandakumar which will be waived off subject to other banks providing a waiver

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
15.	Kotak Mahindra Bank Limited	February 13, 2018	Working capital demand loan and cash credit	4,000 (including sub limits of 4,000 for the working capital demand loan and 50 for the cash credit)	1,500	Bullet repayment for the working capital demand loan and repayable on demand for the cash credit	Nil	First ranking <i>pari passu</i> charge on the existing and future loan receivables and other current assets of the Company with a 15% margin Personal guarantee of V.P Nandakumar which will be waived off subject to other banks providing a waiver
16.	Syndicate Bank Limited	September 15, 2017	Working capital demand loan and cash credit	5,000	4,000	Bullet repayment for the working capital demand loan and on demand for the cash credit	2% on amount prepaid	First ranking <i>pari passu</i> charge over the gold loan receivables and other current assets of the Company Personal guarantee of V.P Nandakumar which shall be waived off subject to other banks providing a waiver for the same
17.	Union Bank of India	December 5, 2017	Working capital demand loan and cash credit	5,000 (with sub limits including 4,000 for the working	3,000 in relation to the working capital demand loan and 1,458.40 in relation to the	Repayable on demand	Nil	First ranking <i>pari passu</i> charge on the receivables of the Company

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
				capital demand loan and 1,000 for the cash credit)	cash credit			including advances against security of gold both present and future and <i>pari passu</i> first charge on the current assets of the Company Personal guarantee of V.P Nandakumar which shall be waived off subject to a waiver of the same provided by State Bank of India Limited
18.	Vijaya Bank	June 26, 2018	Working capital demand loan/cash credit	2,000	3.01 in relation to the cash credit and Nil in relation to the working capital demand loan	Repayable on demand	Nil	First ranking <i>pari passu</i> charge on the entire current assets of the Company including gold loan receivables along with multiple lenders, present and future
19.	Indian Bank	August 28, 2018	Open cash credit facility (including sub limit of a working capital demand loan up to ₹ 1,000	1,000 (with sub limit including 1,000 for the working capital demand loan	1,000	Bullet repayment for the working capital demand loan and repayable on demand for cash credit	Nil	First Pari Passu on the current assets of the Company including receivables along with other banks under the multi

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
			million)					banking arrangement and non-convertible debenture holders with security margin of 15% V.P. Nandakumar has extended a personal guarantee
20.	Dhanlaxmi Bank	November 1, 2018	Cash credit facility	550	350.23	Repayable on demand	2 % on the sanctioned limit. If any foreclosure occurs between 6- 12 month 1 % and in case of a review or renewal 1%.	First ranking <i>pari passu</i> charge on the over entire current assets of the Company including receivables from lending against gold jewellery both present and future (other than those specifically charged to other lenders/NCD holders) along with other banks and NCD holders with 10% margin
21.	Corporation Bank	August 11, 2018	Non – committal line of credit (including a sub limit of short term up to ₹ 5,000	5000	2500	Repayable on demand	Nil	First ranking <i>pari passu</i> charge on the on the receivables of the Company along with other lenders in the multiple

S. No.	Lender's Name	Date of sanction	Type of Facility	Amount Sanctioned (in ₹ million)	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Date / Repayment Schedule	Prepayment	Security
			million)					banking arrangement. V.P Nandakumar has given a personal guarantee

c) Details of Secured Non-Convertible Debentures

Our Company has issued secured redeemable non-convertible debentures on the basis of which ₹ 18,337.80 million is cumulatively outstanding as on December 31, 2018 the details of which are set forth below.

d) Public Issue of secured redeemable non-convertible debentures

A. IInd public issue#

Sr. No	Series	Date of Allotment	Principal amount (in ₹ million)	Date of Redemption	Tenor (in Years)	Coupon Rate	Principal Amount Outstanding (in ₹ million)	Credit Rating
1.	Series 8	January 28, 2014	4.92	January 28, 2019	5	11.50%	4.92	CRISIL A+/Stable
2.	Series 9		9.27	January 28, 2019	5	12.00%	9.27	
3.	Series 10		1.88	January 28, 2019	5	Zero Coupon	1.88	
4.	Series 11		175.3	November 28, 2019	5 years and 10 months	Zero Coupon	175.3	

#The secured redeemable non-convertible debentures have been secured by (i) mortgage over the immovable property of the Company measuring 2,250.64 sq. ft. being the corporate office annex building of the Company, bearing door no. 501, 5th Floor, Aishwarya Business Plaza and two car parking areas, situated in Sy. No. 5589-E, Kolkalyan Village, Santacruz (East), Andheri Taluk, Mumbai Suburban District and a charge in favour of the debenture trustee; and (ii) on all current assets, book debts, receivables (both present and future), except those receivables specifically and exclusively charged, on a first ranking pari passu basis with all other lenders to our Company holding pari passu charge over the security such that an asset cover of 1.1 times of the outstanding amount of the non-convertible debentures is maintained until maturity date.

B. IIIrd public issue*

Sr. No	Series	Date of Allotment	Principal amount (in ₹ million)	Date of Redemption	Tenor (in Years)	Coupon Rate	Principal Amount Outstanding (in ₹ million)	Credit Rating
1.	Series 8	April 5, 2014	5.01	April 05, 2019	5	11.50%	5.01	ICRA A+
2.	Series 9		4.66	April 05, 2019	5	12.00%	4.66	
3.	Series 10		3.79	April 05, 2019	5	Zero Coupon	3.79	
4.	Series 11		187.77	February 2020	5 years and 10 months	Zero Coupon	187.77	

* The secured redeemable non-convertible debentures have been secured by (i) mortgage over the immovable property of the Company measuring 2,250.64 sq. ft. being the corporate office annex building of the Company, bearing door no. 501, 5th Floor, Aishwarya Business Plaza and two car parking areas, situated in Sy. No. 5589-E, Kolkalyan Village, Santacruz (East), Andheri Taluk, Mumbai Suburban District; and (ii) a charge in favour of the debenture trustee, on all current assets, book debts, receivables (both present and future), except those receivables specifically and exclusively charged, on a first ranking pari passu basis with all other lenders to our Company holding pari passu charge over the security such that an asset cover of 100%

of the outstanding amount of the non-convertible debentures is maintained until maturity date.

C. IVth public issue^s

Sr. No	Series	Date of Allotment	Principal amount (in ₹ million)	Reference of Debenture Trust Deed	Date of Redemption	Tenor (in Years)	Coupon Rate	Principal Amount Outstanding (in ₹ million)	Credit Rating
1.	Series 8	October 18, 2014	22.02	March 27, 2014	October 18, 2019	5	11.25%	22.02	CRISIL A+/Stable
2.	Series 9		11.45	March 27, 2014	October 18, 2019	5	11.50%	11.45	
3.	Series 10		1.52	March 27, 2014	October 18, 2019	5	Zero Coupon	1.52	
4.	Series 11		150.52	March 27, 2014	January 18, 2021	6 years 3 months	Zero Coupon	150.52	

^sThe secured redeemable non-convertible debentures have been secured by (i) mortgage over the immovable property of the Company measuring 2,250.64 sq. ft. being the corporate office annex building of the Company, bearing door no. 501, 5th Floor, Aishwarya Business Plaza and two car parking areas, situated in Sy. No. 5589-E, Kolekalyan Village, Santacruz (East), Andheri Taluk, Mumbai Suburban District; and (ii) a charge in favour of the debenture trustee, on all current assets, book debts, receivables (both present and future), except those receivables specifically and exclusively charged, on a first ranking pari passu basis with all other lenders to our Company holding pari passu charge over the security such that an asset cover of 100% of the outstanding amount of the non-convertible debentures is maintained until maturity date.

D. Vth public issue^s

Sr. No	Series	Date of Allotment	Principal amount (in ₹ million)	Reference of Debenture Trust Deed	Date of Redemption	Tenor (in Years)	Coupon Rate	Principal Amount Outstanding (in ₹ million)	Credit Rating
1.	Series 1	November 29, 2018	277.98	November 29, 2018	January 3, 2020	1.10	Cumulative	271.81	BWR AA+ / CARE AA (Stable)
2.	Series 2		274.44	November 29, 2018	November 29, 2021	3.00	9.60%	266.95	
3.	Series 3		574.21	November 29, 2018	November 29, 2023	5.00	10.00%	557.69	
4.	Series 4		113.74	November 29, 2018	November 28, 2020	2.00	9.85%	110.90	
5.	Series 5		217.46	November 29, 2018	November 29, 2021	3.00	10.00%	211.90	
6.	Series 6		299.99	November 29, 2018	November 29, 2023	5.00	10.40%	292.28	
7.	Series 7		122.82	November 29, 2018	November 28, 2020	2.00	Cumulative	119.51	
8.	Series 8		193.89	November 29, 2018	November 29, 2021	3.00	Cumulative	188.42	
9.	Series 9		147.96	November 29, 2018	November 29, 2023	5.00	Cumulative	143.54	
10.	Series 10		397.72	November 29, 2018	November 29, 2025	7.01	Cumulative	384.48	

^sThe secured redeemable non-convertible debentures have been secured by (i) mortgage over the immovable property of the Company situated at Kanathur Reddy Kuppam Village Chengelpattu Taluk, Kancheepuram District; and (ii) a charge in favour of the debenture trustee, on all current assets, book debts, receivables (both present and future), except those receivables specifically and exclusively charged, on a first ranking pari passu basis with all other lenders to our Company holding pari passu charge over the security such that an asset cover of 100% of the outstanding amount of the non-convertible debentures is maintained until maturity date.

e) Private Placement of secured redeemable non-convertible debentures

Private Placement:

Sr. No	Series	Date of Allotment	Principal amount (in ₹ million)	Reference of Debenture Trust Deed	Date of Redemption	Tenor (in Years)	Coupon Rate	Principal Amount Outstanding (in ₹ million)	Credit Rating	Security
1.	NCD (L)/2012-13	March 20, 2013 May 24, 2016	30.00	March 30, 2013	March 20, 2023	10	13.25%	28.75	BWR AA-	Secured by <i>pari passu</i> charge over Standard Asset receivables of the Company with 1.1 times
2.	May 24, 2016; DEB/1-2016-17	May 24, 2016	1,500.00	May 24, 2016	Option I- April 4, 2019 Option II- April 8, 2019 Option III – May 2, 2019	3	10.5%	1,500.00	CARE AA-	Secured by a charge over property situated at Kanathur Reddy
3.	October 14, 2016; DEB/10-2016-17	October 14, 2016	2,500.00	November 8, 2016	October 14, 2019	3	10.5%	2,497.88	ICRA AA-	Kuppam Village Chengelpattu Taluk ,
4.	June 29, 2016; DEB/2-2016-17	June 29, 2016	400.00	August 23, 2016	June 28, 2019	3	10.5%	398.42	CARE AA-	Kancheepuram District and <i>pari passu</i> charge over
5.	August 5, 2016 DEB/4-2016-17	August 05, 2016	1,500.00	September 26, 2016	March 15, 2019	3	10.31%	1,499.87	CARE AA-	gold receivables of the Company
6.	August 23, 2016; DEB/5-2016-17	August 23, 2016	750.00	October 19, 2016	March 22, 2019	3	10.2%	749.16	CRISIL AA-	
7.	August 26, 2016; DEB/6-2016-17	August 26, 2016	500.00	October 18, 2016	August 26, 2019	3	10.25%	499.69	CRISIL AA-	
8.	September 12, 2016; DEB/8-2016-17	September 12, 2016	2,000.00	November 8, 2016	September 12, 2019	3	10.15%	1,999.17	CRISIL AA-	Secured by a charge over charge over property situated at
9.	September 27, 2016; DEB/9-2016-17	September 27, 2016	1,500.00	October 28, 2016	March 20, 2019	904 days	10.05%	1,499.87	CRISIL AA-	Kanathur Reddy Kuppam Village Chengelpattu Taluk , Kancheepuram District and <i>pari passu</i> charge over gold receivables of the Company
10.	October 30,	October 30,	2,000.00	January 25,	October 29,	3	8.80%	2,000.00	AA- from	Secured by a

	2017; and :DEB/11- 2016-17	2017		2018	2020				CRISIL	charge over charge over property situated at Kanathur Reddy Kuppam Village Chengelpattu Taluk , Kancheepuram District and <i>pari passu</i> charge over gold receivables of the Company
11.	June 14, 2018: DEB/1- 2018-19	June 29, 2018	1,995.00	June 29, 2018	June 29, 2021	3	IDFC Bank 3 month MCLR plus spread currently at 9.50%	1,992.94	AA- CRISIL	Secured by a charge over first <i>pari passu</i> charge of present and future book debts and receivables
12.	July 14, 2018: DEB/2- 2018-19	July 31, 2018	505.00	July 31, 2018	July 31, 2021	3	IDFC Bank 3 month MCLR plus spread currently at 9.50%	505.00	AA- CRISIL	Secured by a charge over first <i>pari passu</i> charge of present and future book debts and receivables
13.	December 19, 2018: Series 1	December 19, 2018	5.44	NA	December 19, 2021	3	9.60%	5.36	Unrated	Secured by a first ranking <i>pari passu</i> charge on all current assets, book debts, receivables (both present and future) of the company
14.	December 19, 2018: Series 2	December 19, 2018	16.01	NA	December 19, 2023	5	10.00%	15.74	Unrated	
15.	December 19, 2018: Series 3	December 19, 2018	7.60	NA	December 19, 2023	5	Cumulat ive	7.48	Unrated	
16.	December 19, 2018: Series 4	December 19, 2018	13.27	NA	December 19, 2025	7	Cumulat ive	13.04	Unrated	

f) Financial Lease Obligations

Our Company has financial lease obligation in relation to the supply of hardware including desktop hardware as part of an information technology support agreement with IBM India Private Limited. The finance lease obligations are secured by the hypothecation of the computers taken on lease and the interest rate implicit in the lease is 11% p.a. The finance lease obligations as on December 31, 2018 amount to ₹ 94.64 million.

g) Vehicle loans

Our Company has availed vehicle loans which are in the nature of secured borrowings from HDFC Bank Limited *inter alia* for the purchase of new vehicles along with all accessories and incidental expenses for an aggregate amount of ₹ 23.95 million. The vehicle loans are secured by the hypothecation of the vehicles purchased with the vehicle loan.

h) Other Secured Borrowings

Our Company has no other secured borrowing other than as set out above as on December 31, 2018.

2) Details of unsecured borrowings

Our Company has ₹ 29,427.55 million unsecured borrowings as on December 31, 2018 which include (i) retail bonds which are unsecured, subordinated bonds issued by the Company between 2008-2012 under the provisions of Companies Act, 1956; (ii) commercial papers issued by the Company (*as detailed below*); and (iii) unsecured loans availed from IBM India Private Limited under an invoice financing arrangement (the “**IBM Invoice Financing Arrangement**”).

a) Cash Credit/Working Capital Loans

Our Company does not have any unsecured cash credit or working capital facility outstanding as on December 31, 2018.

b) Commercial papers

Our Company has issued commercial papers of the face value ₹ 500,000 each aggregating to a total face value of ₹ 29,750 million as on December 31, 2018. The total outstanding amount in respect of the commercial papers is ₹ 29,161.97 million. The details of the commercial papers are set forth below:

S N o.	ISIN	Date of Maturity	Face Value of Amount Outstanding (₹ million)
1	INE522D14JI6	January 31, 2019	4,000
2	INE522D14JJ4	February 11, 2019	3,750
3	INE522D14JK2	February 13, 2019	3,750
4	INE522D14JL0	February 20, 2019	3,000
5	INE522D14JM8	January 28, 2019	2,500
6	INE522D14JN6	January 29, 2019	2,500
7	INE522D14JO4	March 7, 2019	2,000
8	INE522D14JP1	March 11, 2019	2,750
9	INE522D14JQ9	March 15, 2019	3,000
10	INE522D14JR7	March 18, 2019	2,500
Total			29,750

c) Unsecured, Subordinated Bonds

The Company has an outstanding amount of ₹ 57.90 million as unsecured, subordinated bonds. These bonds had been issued between 2008 to 2012, pursuant to the resolution passed by the Board on July 21, 2000 under the provisions of Companies Act, 1956.

d) **IBM Invoice Financing Arrangement**

Sr. No	Lender's Name	Date of the financing agreement	Type of Facility	Amount Outstanding as on December 31, 2018 (in ₹ million)	Repayment Schedule	Interest Rate	Prepayment Conditions
1.	IBM India Private Limited	Master financing agreement dated November 26, 2012 between our Company and IBM India Private Limited	Invoice financing arrangement	207.68	The borrower shall pay instalments for each payment period as specified in the relevant supplement (each supplement shall constitute a single financing transaction for the list of specific items purchase)	7.60%	The borrower may terminate a financing transaction by prepaying its remaining instalments. The borrower shall provide the financier with at least 1 (one) month prior written notice of the intended payment date. The financier may, depending on the market conditions at the time, reduce the remaining instalments to reflect such prepayment and shall advise the borrower of the balance to be paid

2) **The amount of corporate guarantee issued by the Issuer along with the name of the counterparty on behalf of whom it has been issued**

As on December 31, 2018, no corporate guarantees have been issued by the Issuer.

3) **Details of rest of the borrowings (if any including hybrid debt like FCCB, Optionally Convertible Debenture/ Preference Shares) as on December 31, 2018**

As of December 31, 2018, our Company has no outstanding amounts in relation to hybrid debt like FCCB, Optionally Convertible Debenture/ Preference Shares.

4) **Loans from Directors and Relatives of Directors**

Our Company does not have any borrowings from directors and relatives of directors as on December 31, 2018, which are in the nature of demand loans and are unsecured.

5) **Details of any Inter-Corporate Loans, Deposits and other borrowings**

As of December 31, 2018, our Company has no outstanding amounts on inter-corporate loans or deposits.

We have entered into swap arrangements with RBL Bank Limited on (i) May 20, 2016 for a notional principal of USD 14,825,796.89 which is equivalent to ₹ 1,000 million; and (ii) December 22, 2016 for a notional principal of USD 7,363,770.25 which is equivalent to ₹ 500 million. As on December 31, 2018, there is an outstanding amount of ₹ 1,543.94 million in relation to the same.

6) **Servicing behaviour on existing debt securities, payment of due interest on due dates on financing facilities or securities including corporate guarantee issued by the Company, in the past 5 years**

In the past 5 years preceding the date of this Tranche II Prospectus, there has been no delay and /or default in servicing of debt/interest or in payment of principal or interest on any existing financing facilities or term loan or debt security issued by the Issuer.

7) Details of any outstanding borrowing taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option.

- a) Our Company has no outstanding borrowings taken / debt securities issued where taken / issued (a) for consideration other than cash, whether in whole or in part, (b) at a premium or discount, or (c) in pursuance of an option as on December 31, 2018.
- b) As on the date of this Tranche II 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.

8) Events of Default

The facility documents and the debenture trust deeds executed by the Company stipulate certain events as "*Events of Default*", pursuant to which the Company may be required to immediately repay the entire loan facility availed by it and be subject to additional penalties by the relevant lenders. Such events include, but are not limited to:

- a) Any insolvency or bankruptcy of the Company;
- b) Any event which is prejudicial or is likely to prejudice the interest of the lender or the security given to the lenders;
- c) Any default in payment of principal sum or interest;
- d) Any default in performance of covenants and conditions;
- e) Any cross-default pursuant to the terms of any other loan agreement;
- f) Any inclusion of the Company or its directors in the list of wilful defaulters of the RBI;
- g) Cessation of business;
- h) Attachment or distress proceedings against the assets of the Company;
- i) Any re-organisation, or change in the management and control of the Company without obtaining the consents of the lenders;
- j) Appointment of receiver;
- k) Any misleading information or representation made; and
- l) Any event or circumstance which is likely to have a material adverse effect.

9) Restrictive covenants under our financing agreements have been set out as follows :

Some of the corporate actions for which the Company requires prior consent of the lenders are:

- a) The Company cannot create or permit to subsist any security interest over any of the receivables / security hereunder, unless the security interest created pursuant to any security document or such other security as may be created is with the prior written approval of the lender;
- b) The Company cannot incur, any indebtedness in any manner without the prior written approval of the lender;
- c) The Company cannot effect any change in its capital structure or constitutional documents in any manner without the prior written approval of the lender;
- d) The Company is not permitted to do or undertake anything that may prejudice or jeopardize the security under any financing agreement, while remaining indebted to the lender in any manner;
- e) The Company is not permitted to declare any dividend, if any instalment towards principal or interest remain

unpaid on its due date without the prior consent of the lender;

- f) The Company is not permitted to enter into scheme of merger, amalgamation, compromise or reconstruction without the prior written consent of the bank;
- g) The Company is not permitted to utilize the funds raised from the loans for any purpose other than for the purpose of its business;
- h) The Company shall not undertake any new project, diversification or substantial expansion of any project in case of event of default;
- i) The Company shall not create any subsidiary or permit any Company to become its subsidiary in case of event of default; and
- J) The Company shall not sell or dispose of the mortgaged premises.

10) List of top 10 Debenture Holders:

Sr. No.	Name of the Holder	Amount (in ₹ million)
1.	ICICI Prudential Mutual Fund	4,400
2.	SBI Mutual Fund	4,378
3.	Kotak Mahindra Trustee Co. Limited	4,000
4.	IDFC Bank Limited	2,500
5.	L&T Mutual Fund Trustee Limited	1,250
6.	Baroda Pioneer Mutual Fund	750
7.	BNP PARIBAS Mutual Fund	525
8.	Kotak Mahindra Life Insurance Company	500
9.	Reliance Capital Trustee Co. Ltd	347
10.	Samco Ventures Private Limited	300

PENDING PROCEEDINGS AND STATUTORY DEFAULTS

Writ Petitions against the Company

1. Mr. Sethu Krishnan has filed a writ petition bearing reference number 17035/2017 before the High Court of Madras, Chennai against the Company directing the first respondent being the RBI to issue a writ of mandamus directing the Company to regulate the interest payable on the loans given by the Company to be in accordance with RBI's guidelines and the fair practice code and as per the directions passed by the division bench of the High Court of Madras, Madurai bench in the writ petition bearing reference number 14627/2012. The writ petition has been disposed of vide order dated September 17, 2018 directing the Company to consider the request of writ petitioner regarding interest waiver and issue orders as per law within 12 (twelve) weeks from the receipt of the order of the High Court of Madras dated September 17, 2018.

2. Mr. Shanmugham has filed a writ petition bearing reference number 17036/2017 before the High Court of Madras, Chennai against the Company directing one of the respondents being RBI to issue a writ of mandamus directing the Company to regulate the interest as per RBI guidelines to 12 % and as per the fair practices code and as per the directions passed by the division bench of the High Court of Madras, Madurai bench in the writ petition bearing reference number 14627/2012. The writ petition has been disposed of vide order dated September 17, 2018 directing the Company to consider the request of writ petitioner regarding interest waiver and issue orders as per law within 12 (twelve) weeks from the receipt of the order of the High Court of Madras dated September 17, 2018.

MATERIAL DEVELOPMENTS

At its meeting held on November 6, 2018, the Board declared an interim dividend of ₹ 0.55 per Equity Share of ₹2 each, for the financial year 2018-19.

SECTION III: ISSUE RELATED INFORMATION

GENERAL TERMS OF THE ISSUE

Authority for this Tranche II Issue

At the meeting of the Board of Directors of our Company, held on August 9, 2018, the Directors approved the public issue of NCDs of face value ₹ 1,000 each, aggregating up to ₹ 30,000 million.

This Tranche II Issue through this Tranche II Prospectus, has been approved by the Debenture Committee in its meeting dated January 21, 2019.

Further, the present borrowing is within the borrowing limits of ₹ 200,000 million under Section 180(1)(c) of the Companies Act, 2013 duly approved by the postal ballot dated September 12, 2014.

Principal terms and conditions of this Tranche II Issue

The NCDs being offered as part of this Tranche II Issue are subject to the provisions of the SEBI Debt Regulations, the relevant provisions of the Companies Act, 2013, as on the date of the Shelf Prospectus, our Memorandum and Articles of Association, the terms of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, the Government, the Stock Exchange, and any other statutory or 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 the NCDs

The NCDs would constitute secured obligations of our Company and shall rank *pari passu, inter se*, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall be secured by way of *pari passu* charge by way of mortgage over our Company's specific immovable property and *pari passu* floating charge over the movable properties of our Company, including book debts. The NCDs proposed to be issued under this Tranche II Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

Debenture Redemption Reserve

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of our Company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued pursuant to this Tranche II Issue in accordance with the SEBI Debt Regulations. Accordingly, our Company is required to create a DRR of 25% of the value of the outstanding NCDs issued through this Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. Every company required to create or maintain DRR shall on or before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March, of the next year, following any one or more of the 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 amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the year ending on 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

Face Value

The face value of each of the NCDs shall be ₹ 1,000.

NCD Holder not a shareholder

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

Rights of the NCD Holders

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

1. The NCDs shall not, except as provided in the Companies Act, 2013 to the extent applicable as on the date of the Shelf Prospectus and this Tranche II Prospectus, confer upon the NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered NCD Holders for their consideration. In terms of Section 136 of the Companies Act, 2013 the NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the Registered and Corporate office of our Company during business hours.
2. Subject to applicable statutory/ regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned 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 NCDs, if the same are not acceptable to us.
3. In case of 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 on account of re-materialization, the registered NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD Holders and every such 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 NCD Holders shall be in proportion to the outstanding nominal value of NCDs held by him/her.
4. The NCDs are subject to the provisions of the SEBI Debt Regulations, provisions of the Companies Act, 2013, our Memorandum and Articles of Association, the terms of the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche II Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to this issue and listing, of securities and any other documents that may be executed in connection with the NCDs.
5. For NCDs in physical form on account of re-materialization, a register of debenture holders will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the registered office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders as given thereunder.
6. Subject to compliance with RBI, NCDs can be rolled over only with the consent of the NCD Holders of at least 75% of the outstanding amount of the NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

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

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 *i.e.* ₹ 1,125 million, within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within six Working Days from the date of closure of the Tranche II Issue provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Account(s) of the Applicants within six working days from the Tranche II Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15% per annum for the delayed period.

Market Lot and Trading Lot

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

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

Allotment in this Tranche II Issue will be in electronic form multiples of one NCD. For details of Allotment, please see the section titled “*Issue Procedure*” on page 89 of this Tranche II Prospectus.

Nomination facility to NCD Holders

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.

In accordance with Section 72 of the Companies Act, 2013 (read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, the sole NCD Holder or first NCD Holder, along with other joint NCD Holders (being individual(s) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the NCDs. A person, being a nominee, becoming entitled to the NCDs by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD. Where the nominee is a minor, the NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of his death, during the minority. A nomination shall stand rescinded upon sale of the NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCDs are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such NCD Holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office, at such other addresses as may be notified by us, or at the office of the Registrar to the Issue or the transfer agent.

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

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

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

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

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

Succession

Where NCDs are held in joint names and one of the joint NCD Holder dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the NCDs. In the event of demise of the sole or first holder of the NCDs, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The Directors, the Board, any committee of the Board or any other person authorised by the Board in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach our Company to register his name as successor of the deceased NCD holder. The NCD holder shall approach the respective Depository Participant for this purpose and submit necessary documents as required by the Depository Participant.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

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

Jurisdiction

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

Application in this Issue

NCDs being issued through this Tranche II Prospectus can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this Tranche II Issue shall be made through the ASBA facility only.

In terms of Regulation 4(2)(d) of the Debt Regulations, our Company will make public issue of the NCDs in the dematerialized form only.

Period of subscription

TRANCHE II ISSUE OPENS ON	January 28, 2019
TRANCHE II ISSUE CLOSES ON	February 27, 2019

This Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated in this Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board or the Debenture Committee of our Company. In the event of such an early closure of or extension subscription list of this Tranche II Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure of this Tranche II Issue.

Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchange, during the Tranche II Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday), (a) directly by the Designated Branches of the SCSBs or (b) by the centres of the Consortium, sub-brokers, or other Designated Intermediaries as the case maybe, only at the selected cities. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. 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 electronic platform of the Stock Exchange on the Tranche II Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche II Issue Closing Date and, no later than 3.00 p.m. on the Tranche II Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche II 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 this Tranche II Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Members of the Consortium 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 will be as per this Tranche II Prospectus. In this regard as per the SEBI circular dated October 29, 2013, the allotment in this Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

Restriction on transfer of NCDs

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI requirements and/or as provided in our Articles of Association. For further details, please see the section titled "*Summary of the Key Provisions of Articles of Association*" on page 244 of the Shelf Prospectus.

ISSUE STRUCTURE

The following are the key terms of the NCDs. This section should be read in conjunction with, and is qualified in its entirety by more detailed information in "General Terms of the Issue" on page 73 of this Tranche II Prospectus.

TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs*

Common Terms of NCDs

Particulars	Details
Issuer	Manappuram Finance Limited.
Lead Managers	A. K. Capital Services Limited and Edelweiss Financial Services Limited.
Debenture Trustee	Catalyst Trusteeship Limited.
Registrar to the Issue	Link Intime India Private Limited.
Type and nature of instrument and seniority	Secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each.
Base Issue	₹ 1,500 million
Option to retain Oversubscription Amount	Up to ₹ 5,870 million, which is within the Shelf Limit of ₹ 10,000 million
Face Value (in ₹ / NCD)	1,000
Issue Price (in ₹ / NCD)	1,000
Minimum application and in multiples of NCDs thereafter	₹ 10,000 (10 NCDs) collectively across all Series and in multiples of ₹1,000 (1 NCD) thereafter across all Series
Mode of Issue	Public Issue
Issue	Public issue by our Company of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each for an amount aggregating up to ₹ 10,000 million.
Tranche II Issue	Public Issue by our Company of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each ("NCDs"), with a Base Issue size of ₹ 1,500 million with an option to retain oversubscription up to ₹ 5,870 million, aggregating up to ₹ 7,370 million ("Tranche II Issue" / "Tranche II Issue Size") which is within the Shelf Limit of ₹ 10,000 million.
Tranche II Issue Size	The Base Issue size of the Tranche II Issue is ₹ 1,500 million with an option to retain oversubscription up to ₹ 5,870 million, aggregating up to ₹ 7,370 million, which is within the Shelf Limit.
Listing	The NCDs are proposed to be listed on BSE. BSE shall be the Designated Stock Exchange for this Issue. The NCDs shall be listed within six Working Days from the Tranche II Issue Closing Date.
Lock-in	Not applicable.
Mode of Allotment and Trading	Compulsorily in dematerialised form.
Market / Trading Lot	One NCD.
Depositories	NSDL and CDSL.

Particulars	Details					
Security and Security Cover	The principal amount of the NCDs to be issued in terms of the Shelf Prospectus together with all interest due on the NCDs, subject to any obligations under applicable statutory and/or regulatory requirements shall be secured by a first ranking <i>pari passu</i> charge by way of a mortgage over the Company's specific immovable property and a first ranking <i>pari passu</i> charge on all current assets, book debts, receivables (both present and future) of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the NCDs and interest thereon is maintained at all time until the Maturity Date, more particularly as detailed in the section titled " <i>Issue Structure - Security</i> " on page 78 of this Tranche II Prospectus.					
Who can apply/ Eligible Investors	Please see the section titled, " <i>Issue Procedure</i> " on page 89 of this Tranche II Prospectus					
Credit Ratings	Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in ₹ million)	Rating definition
	Brickwork Ratings India Private Limited	Secured, redeemable non-convertible debentures	'BWR AA+' / Stable	August 29, 2018, revalidated by letter dated October 11, 2018 and further revalidated by letters dated December 24, 2018 and January 21, 2019	₹10,000 million	Stable
	CARE Ratings Limited	Secured, redeemable non-convertible debentures	'CARE AA' / Stable	August 20, 2018, revalidated on September 17, 2018 and further revalidated by letters dated October 8, 2018, December 26, 2018 and January 21, 2019	₹10,000 million	Stable
	Please see, Annexure A and Annexure B for rating letter and rationale for the above ratings. Please see the disclaimer clause of Brickwork Ratings India Private Limited and Care Ratings Limited forming part of " <i>General Information</i> " on page 11 of this Tranche II Prospectus.					
Application money	The entire application amount is payable on submitting the Application.					
Record Date	The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchange, will be deemed as the Record Date.					
Objects of the Issue	Please see the section titled, " <i>Objects of the Issue</i> " on page 23 of this Tranche II Prospectus.					
Details of the utilisation of Issue proceeds	Please see the section titled, " <i>Objects of the Issue</i> " on page 23 of this Tranche II Prospectus.					
Discount at which security is issued and the effective yield as a result of such discount.	Not applicable.					

Particulars	Details
Redemption premium/discount	Not applicable.
Step up/ Step down interest rates	Not applicable.
Interest type	Fixed
Interest reset process	Not applicable.
Day count convention	Actual/Actual.
Working Days convention / Day count convention / Effect of holidays on payment	<p>Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche II Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai.</p> <p>If the date of payment of interest specified does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date for such payment of interest, as the case may be (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, 1961 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) falls on a holiday, the interest/redemption payments shall be made only on the preceding Working Day, along with interest accrued on the NCDs until such date, however, excluding the date of such payment.</p>
Tranche II Issue Opening Date	January 28, 2019
Tranche II Issue Closing Date*	February 27, 2019
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.
Put/Call Date/Price/notification time	Not applicable.
Call Notification Time / Put Notification Time	Not applicable.
Deemed Date of Allotment	The date on which the Board or the Debenture Committee approves the Allotment of the NCDs for this Tranche II Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.
Transaction documents	Transaction documents shall mean the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche II Prospectus read with any notices, corrigenda, addenda thereto, Issue Agreement, Registrar Agreement, Debenture Trust Deed, Public Issue Account Agreement, Tripartite Agreements and the Consortium Agreement executed or to be executed by our Company, as the case may be. For further details please see the section titled, " <i>Material Contracts and Documents for Inspection</i> " on page 121 of this Tranche II Prospectus.
Conditions precedent and subsequent to this Issue	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent and subsequent to disbursement.

Particulars	Details
Events of default	Please see the section titled, " <i>Issue Structure</i> " on page 77 of this Tranche II Prospectus.
Cross Default	Please see the section titled, " <i>Issue Structure</i> " on page 77 of this Tranche II Prospectus.
Roles and responsibilities of the Debenture Trustee	Please see the section titled, " <i>General Terms of the Issue</i> " on page 73 of this Tranche II Prospectus.
Governing law and jurisdiction	This Issue shall be governed in accordance with the laws of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai.

**This Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated in this Tranche II Prospectus, except that this Tranche II Issue may close on such earlier date or extended date as may be decided by the Board. In the event of such an early closure of or extension subscription list of this Tranche II Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for this Tranche II Issue will be accepted only from 10:00 a.m. till 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by BSE.*

Specific terms and conditions in connection with each series of NCDs:

Series	I	II	III	IV	V	VI	VII
Interest type	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed
Frequency of Interest Payment	Monthly	Monthly	Annual	Annual	NA	NA	NA
Tenor	36 months	60 months	36 months	60 months	36 months	60 months	2,617 days
Coupon (%) for all Investor categories	9.35%	9.75%	9.75%	10.15%	NA	NA	NA
Effective Yield (per annum) (Approx.) for all Investor categories	9.75%	10.19%	9.74%	10.14%	9.75%	10.15%	10.15%
Redemption amount (₹ per NCD)	1,000.00	1,000.00	1,000.00	1,000.00	1,322.30	1,622.38	2,000.00
Put and call option	NA						
Redemption Date (Years from the Deemed Date of Allotment)	36 months	60 months	36 months	60 months	36 months	60 months	2,617 days
Minimum Application and in multiples thereafter	₹ 10,000 (10 NCDs) collectively across all Series and in multiples of ₹ 1,000 (1 NCD) thereafter						
Face Value / Issue Price (₹ / NCD)	₹ 1,000 (1 NCD)						
Mode of Interest Payment	Through various options available						

Our Company shall allocate and allot Series IV NCDs wherein the Applicants have not indicated their choice of the relevant NCD Series.

Taxation

As per clause (ix) of Section 193 of the IT Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the SCRA 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 to the Issue 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.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar to the Issue at least seven days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

Interest/ Tenor/ Premium

Series I NCDs

In case of Series I NCDs, interest would be paid monthly on an Actual/ Actual basis at the following Coupon rate for all categories of NCD holders, on the amount outstanding from time to time. Relevant interest will be calculated from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month.

Category of NCD holder	Coupon rate (%) per annum payable monthly
For all Categories	9.35%

For the first interest payment for NCDs under the monthly option, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month after that subsequent month. Further, the accrued interest for the residual days *i.e.* from the first day of the month of redemption of the NCDs till the Maturity Date will be paid along with the principal amount on the Maturity Date of the NCDs.

Series II NCDs

In case of Series II NCDs, interest would be paid monthly on an Actual/ Actual basis at the following Coupon rate for all categories of NCD holders, on the amount outstanding from time to time. Relevant interest will be calculated from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month.

Category of NCD holder	Coupon rate (%) per annum payable monthly
For all Categories	9.75%

For the first interest payment for NCDs under the monthly option, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month after that subsequent month. Further, the accrued interest for the residual days *i.e.* from the first day of the month of redemption of the NCDs till the Maturity Date will be paid along with the principal amount on the Maturity Date of the NCDs.

Series III NCDs

In case of Series III NCDs, interest would be paid annually on an Actual/ Actual basis at the applicable coupon rate for all categories of NCD holders, on the amount outstanding from time to time, commencing from the date, one year after the Deemed Date of Allotment of Series III NCDs. Series III NCDs shall be redeemed at the Face Value at the end of 36 months from the Deemed Date of Allotment.

Category of NCD holder	Coupon rate (%) per annum
For all Categories	9.75%

Series IV NCDs

In case of Series IV NCDs, interest would be paid annually on an Actual/ Actual basis at the applicable coupon rate for all categories of NCD holders, on the amount outstanding from time to time, commencing from the date, one year after the Deemed Date of Allotment of Series IV NCDs. Series IV NCDs shall be redeemed at the Face Value at the end of 60 months from the Deemed Date of Allotment.

Category of NCD holder	Coupon rate (%) per annum
For all Categories	10.15%

Series V NCDs

In case of Series V NCDs, shall be redeemed at ₹ 1322.30 per NCD for all categories of Investors at the end of 36 months from the Deemed Date of Allotment.

Series VI NCDs

In case of Series VI NCDs, shall be redeemed at ₹ 1,622.38 per NCD for all categories of Investors at the end of 60 months from the Deemed Date of Allotment.

Series VII NCDs

In case of Series VII NCDs, shall be redeemed at ₹ 2,000 per NCD for all categories of Investors at the end of 2,617 days from the Deemed Date of Allotment.

Basis of payment of Interest

The Tenor, Coupon Rate / Yield and Redemption Amount applicable for each Series of NCDs shall be determined at the time of Allotment of NCDs. NCDs once allotted under any particular Series of NCDs shall continue to bear the applicable Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment irrespective of the category of NCD Holder on any record date, and such tenor, coupon/yield and redemption amount as at the time of original allotment will not be impacted by trading of any series of NCDs between the categories of persons or entities in the secondary market.

Amount of interest payable shall be rounded off to the nearest Rupee. If the date of interest payment falls on Sundays or holidays of commercial banks in Mumbai, then interest as due and payable on such day, would be paid on the succeeding Working Day, 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 would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Mode of payment of Interest to NCD Holders

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

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

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details please see the section titled "*Issue Structure - Manner of Payment of Interest / Refund / Redemption*" on page 83 of this Tranche II Prospectus.

Maturity and Redemption

The relevant interest will be paid in the manner set out in "*Issue Structure – Mode of payment of Interest to NCD Holders*" at page 83 of this Tranche II Prospectus. The last interest payment will be made at the time of redemption of the NCD.

Options	Maturity period/Redemption (as applicable)
I	36 months from Deemed Date of Allotment
II	60 months from Deemed Date of Allotment
III	36 months from Deemed Date of Allotment
IV	60 months from Deemed Date of Allotment
V	36 months from Deemed Date of Allotment
VI	60 months from Deemed Date of Allotment
VII	2,617 days from Deemed Date of Allotment

Deemed Date of Allotment

The date on which the Board or the Debenture Committee approves the Allotment of the NCDs for each Tranche Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.

Application Size

Applicants can apply for any or all Series of NCDs offered hereunder provided the Applicant has applied for minimum application size using the same Application Form.

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

Terms of Payment

The entire issue price per NCD, as specified in this Tranche II Prospectus for this Tranche II Issue, is blocked in the ASBA Account on application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall unblock the excess amount paid on application to the applicant in accordance with the terms of this Tranche II Prospectus.

Record Date

The date for payment of interest in connection with the NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the date of redemption under this Tranche II Prospectus. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchange, will be deemed as the Record Date.

Manner of Payment of Interest / Refund / Redemption*

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

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants who are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Neither the Lead Managers our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability arising from such details not being up to date.

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 unblocked for the Applicants.

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

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

1. Direct Credit

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Bank.

2. NACH

National Automated Clearing House which is a consolidated system of ECS. Payment 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. Payments through NACH are 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 payments 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 ₹ 2,00,000, or such amount as may be fixed by RBI from time to time, have the option to receive payments 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 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 NCDs, for any delay in receiving credit of interest / refund / redemption so long as our Company has initiated the process of such request in time.

Printing of Bank Particulars on Interest Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest/ redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of NCDs held in physical form, the NCD Holders are advised to submit their bank account details with our Company/ Registrar to the Issue at least 7 days prior to the Record Date failing which the orders/ warrants will be dispatched to the postal address of the NCD Holders as available in the records of our Company either through speed post or registered post.

Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

Loan against NCDs

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

Buy Back of NCDs

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

Form and Denomination

In case of NCDs held under different options, as specified in this Tranche II Prospectus, by a NCD Holder, separate certificates will be issued to the NCD Holder for the aggregate amount of the NCDs held under each series.

It is however distinctly to be understood that the NCDs pursuant to this Tranche II Issue shall be traded only in demat form. Further, 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 rematerialization

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). Dispatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those 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 7 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 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 ₹ 1,837.50 then the amount shall be rounded off to ₹ 1,838.*

Redemption Date

See “*Issue Structure - Specific terms and conditions in connection with each series of NCDs*” on page 80 of this Tranche II Prospectus.

Right to reissue NCD(s)

Subject to the provisions of the Companies Act, 2013, as applicable on the date of this Tranche II Prospectus, 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.

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*” on page 77 of this Tranche II Prospectus for the implications on the interest applicable to NCDs held by Individual Investors on the Record Date and NCDs held by Non Individual Investors on the Record Date.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, the relevant provisions of which shall come into effect from December 4, 2018, NCDs held in physical form, pursuant to any rematerialisation, as above, cannot be transferred except by way of transmission or transposition. Any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialized form only.

Title

In case of:

- NCDs held in the dematerialised form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- the NCDs held in physical form pursuant to rematerialization, the person for the time being appearing in the register of NCD Holders shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the consolidated NCD certificates issued in respect of the NCDs and no person will be liable for so treating the NCD holder.

No transfer of title of a NCD will be valid unless and until entered on the register of NCD holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the relevant provisions of the Companies Act, 2013 applicable as on the date of this Tranche II Prospectus shall apply, *mutatis mutandis* (to the extent applicable) to the NCD(s) as well.

For NCDs held in electronic form

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

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

Common form of transfer

Our Company 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 including the FEMA and the rules and regulations thereunder shall be duly complied with in respect of all transfer of debentures and registration thereof.

Joint-holders

Where two or more persons are holders of any 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.

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

Issue of duplicate NCD Certificate(s)

If any NCD certificate(s) pursuant to rematerialisation, if any, 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 certificates shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Security

The principal amount of the NCDs to be issued in terms of this Tranche II Prospectus together with all interest due on the NCDs, subject to any obligations under applicable statutory and/or regulatory requirements shall be secured by a first ranking *pari passu* charge by way of a mortgage over the Company's specific immovable property and a first ranking *pari passu* charge on all current assets, book debts, receivables (both present and future) of the Company, created in favour of the Debenture Trustee, as specifically set out in and fully described in the Debenture Trust Deed, except those receivables specifically and exclusively charged in favour of certain existing charge holders, such that a security cover of 100% of the outstanding principal amounts of the NCDs and interest thereon is maintained at all time until the Maturity Date, more particularly as detailed in the Debenture Trust Deed.

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

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

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value.

Trustees for the NCD holders

We have appointed Catalyst Trusteeship Limited (formerly known as GDA Trusteeship Limited) to act as the Debenture Trustees for the NCD Holders. The Debenture Trustee and we will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The 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 NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the NCD Holders shall discharge us *pro tanto* to the NCD Holders. The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Events of Default:

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

- (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).

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

Lien on pledge of NCDs

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

Future Borrowings

We shall be entitled to make further issue of secured or unsecured debentures and/or borrow/raise term loans or raise further funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency without the consent of, or notification to or consultation with the holder of NCDs or the Debenture Trustee by creating a charge on any assets, provided the stipulated security cover is maintained.

Illustration for guidance in respect of the day count convention and effect of holidays on payments.

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No. CIR/IMD/DF/18/2013 October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 is disclosed in this Tranche II Prospectus as Annexure D.

Payment of Interest

If allotment is not made within the prescribed time period under applicable law, the entire subscription amount will be refunded/unblocked within the time prescribed under applicable law, failing which interest may be due to be paid to the Applicants, for the delayed period, as prescribed in applicable law. Our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, (b) applications which are withdrawn by the Applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. Please see, "*Issue Procedure - Rejection of Applications*" on page 101 of this Tranche II Prospectus.

ISSUE PROCEDURE

This section applies to all Applicants. Specific attention of all Applicants is invited to the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018, which provides, inter-alia, that for all public issues of debt securities opening on or after October 1, 2018, all Applicants shall mandatorily use the ASBA facility for participating in the Issue. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Please note that all 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.

ASBA Applicants should note that they may submit their ASBA Applications to the Designated Intermediaries. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Tranche II 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”). The procedure mentioned in this section is subject to the Stock Exchange putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Applications made through the Direct Online Application Mechanism and the online payment gateways to be offered by the Stock Exchange and accordingly is subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchange and/or SEBI. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Tranche II Issue.

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

PLEASE NOTE THAT ALL DESIGNATED INTERMEDIARIES WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGE WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGE 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 TRANCHE II PROSPECTUS, THE TRANCHE II ISSUE OPENING DATE AND THE TRANCHE II ISSUE CLOSING DATE.

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

Please note that for the purposes of this section, the term “Working Day” shall mean all days excluding 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 Tranche II Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai

Who can apply?

The following categories of persons are eligible to apply in this Tranche II Issue.

Category I

- Public financial institutions, scheduled commercial banks, co-operative banks and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;

- Provident funds and pension funds with a minimum corpus of ₹250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDAI;
- 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 registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements
- National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and
- Mutual funds registered with SEBI.

Category II

- Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks;
- Trusts including 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; and
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons

Category III

- High Net-worth Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹10,00,000 across all options of NCDs in this Tranche II Issue

Category IV

- Retail Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all options of NCDs in this Tranche II Issue.

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

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

The Lead Managers and their respective associates and affiliates are permitted to subscribe in this Tranche II Issue.

The information below is given for the benefit of Applicants. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Tranche II Prospectus.

How to apply?

Availability of the Shelf Prospectus, this Tranche II Prospectus, Abridged Prospectus and Application Forms.

Please note that there is a single Application Form for who are persons resident in India.

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

- (i) for download on the website of BSE at www.bseindia.com, and the website of the Lead Managers at www.akgroup.co.in and www.edelweissfin.com.
- (ii) at the designated branches of the SCSBs and the Members of the Consortium at the Specified Locations.

Electronic Application Forms will also be available on the website of the Stock Exchange. A unique application number ("UAN") will be generated for every Application Form downloaded from the websites of the Stock Exchange. Further, Application Forms will also be provided to Designated Intermediaries at their request.

Method of Application

In terms of the SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, an eligible investor desirous of applying in this Tranche II 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. Please note that the Applicants will not have the option to apply for NCDs under this Issue, through the direct online applications mechanism of the Stock Exchange. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange have confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Tranche II Issue.

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 Consortium 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 <http://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from ASBA Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained.

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

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed

that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Issue should be made by Applicants directly to the relevant Stock Exchange.

Application Size

Applicants can apply for any or all Series of NCDs offered hereunder provided the Applicant has applied for minimum application size using the same Application Form and ASBA Account.

APPLICATIONS BY VARIOUS APPLICANT CATEGORIES

Applications by Mutual Funds

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 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% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector towards single issuer limit is 10% of net assets value (extendable to 12% 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 the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (ii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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 Scheduled Commercial Banks, Co-operative Banks and Regional Rural Banks

Scheduled Commercial Banks, Co-operative Banks and Regional Rural Banks can apply in this Tranche II 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) memorandum and articles of association/charter of constitution; (ii) power of attorney ; (iii) a board resolution authorising investments; and (iv) a letter of authorisation. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application by Insurance Companies

Insurance companies registered with the IRDAI can apply in this Issue based on their own investment limits and approvals in accordance with the regulations, guidelines and circulars issued by the IRDAI. 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.

Applications by Alternative Investments 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 Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Tranche II 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 made 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.

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

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

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

In case of Applications made pursuant to a power of attorney by Applicants from Category I, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

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

In case of physical ASBA Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form.

Failing this our Company, in consultation with the Lead Managers, reserves the right to reject such Applications.

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

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

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Applications by National Investment Funds

Application made by a National Investment Fund for Allotment of the NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons.

Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Applications by Non-banking financial companies

Applications made by non-banking financial companies registered with the RBI and under other applicable laws in India must be accompanied by certified true copies of: (i) 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.

The Members of Consortium and their respective associates and affiliates are permitted to subscribe in this Issue.

Applications cannot be made by:

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

- (j) Persons ineligible to contract under applicable statutory/ regulatory requirements.

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

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 by the Designated Intermediaries.

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.*

Payment instructions

Payment mechanism for Applicants

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

Additional information for Applicants

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

Applicants are advised not to submit Application Forms to Public Issue Account Banks and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.

Filing of the Shelf Prospectus and Tranche Prospectus with ROC

A copy of the Shelf Prospectus has been filed with the RoC, and a copy of this Tranche II Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of the Companies Act, 2013.

Pre-Issue Advertisement

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

Instructions for completing the Application Form

- (a) Applications must be made in the prescribed Application Form.

- (b) Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Shelf Prospectus, this Tranche II Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Designated Intermediaries will not be liable for errors in data entry due to incomplete or illegible Application Forms.
- (c) Applications are required to be for a minimum of such NCDs and in multiples of one NCD thereafter as specified in this Tranche II Prospectus.
- (d) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
- (e) Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details and Applications should be made by Karta in case the Applicant is an HUF. Applicants are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.
- (f) Applicants applying for Allotment must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchange by the Designated Intermediaries, as the case may be, the Registrar to the Issue 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.
- (g) Applicants must ensure that their Application Forms are made in a single name.
- (h) If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
- (i) Applicant 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 and ensure that the signature in the Application Form matches with the signature in the Applicant's bank records.
- (j) All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.
- (k) Applications for all the options of the NCDs may be made in a single Application Form only.

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

Applicants should note that neither the Members of the Consortium nor the other Designated Intermediaries nor the SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms. Our Company would allot the Series IV NCDs, as specified in this Tranche II Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.

Applicants' PAN, Depository Account and Bank Account Details

ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE NCDS SHOULD MENTION THEIR DP ID, CLIENT ID AND PAN IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID AND PAN GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.

On the basis of the DP ID, Client ID and PAN provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the Demographic Details of the Applicants including PAN and MICR code. These Demographic Details would be used for giving Allotment Advice and refunds, if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details (including bank account details) as appearing on the records of the Depository Participant and ensure that they are true and correct. Please note that failure to do so could result in delays in despatch/ credit of refunds, if any, to Applicants, delivery of Allotment Advice or unblocking of ASBA Accounts at the Applicants' sole risk, and neither the Members of the Consortium nor the Designated Intermediaries, nor the Registrar, nor the Banker(s) to the Issue, nor the SCSBs, nor our Company shall have any responsibility and undertake any liability for the same.

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchange by the Members of the Consortium or the

Designated Intermediaries, as the case may be, 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 is liable to be rejected and our Company, the Members of the Consortium and the other Designated Intermediaries shall not be liable for losses, if any.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice and for refunds (if any) as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Tranche II Issue.

By signing the Application Form, Applicants applying for the NCDs would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Banker(s) to the Issue, Registrar to the Issue nor the Lead Managers shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in the Shelf Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under powers of attorney, our Company in its absolute discretion, reserves the right to permit the holder of a power of attorney to request the Registrar to the Issue that for the purpose of printing particulars on and mailing of the Allotment Advice through speed post or registered post, the Demographic Details obtained from the Depository of the Applicant shall be used.

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

Electronic registration of Applications

- (a) The Designated Intermediaries will register the Applications using the on-line facilities of Stock Exchange. The Lead Managers, our Company, and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the Designated Intermediaries, (ii) the Applications uploaded by the Designated Intermediaries, (iii) the Applications accepted but not uploaded by the Designated Intermediaries, (iv) Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (v) Applications accepted and uploaded by the Designated Intermediaries for which the Application Amounts are not blocked by the SCSBs.
- (b) The Stock Exchange will offer an electronic facility for registering Applications for this Tranche II Issue. This facility will be available on the terminals of Members of the Consortium and the other Designated Intermediaries during the Issue Period. On the Tranche II Issue Closing Date, the Members of the Consortium and the other Designated Intermediaries shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Members of the Consortium and the other Designated Intermediaries 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.
- (c) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchange, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchange, would be made available at the Application centres as provided in the Application Form during the Issue Period.
- (d) At the time of registering each Application, the Designated Intermediaries, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts and any other details that may be prescribed by the online uploading platform of the Stock Exchange.
- (e) A system generated Acknowledgment Slip will be given to the Applicant as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the Acknowledgment Slip from the Members of the Consortium or the other Designated Intermediaries, as the case may be. The registration of the Applications by the Designated Intermediaries does not guarantee that the NCDs shall be allocated/ Allotted by our Company. Such Acknowledgment Slip will be non-negotiable and by itself will not create any obligation of any kind.

- (f) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Managers are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Shelf Prospectus or this Tranche II Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.
- (g) In case of apparent data entry error by the Designated Intermediaries, in entering the Application Form numbers in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid or such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange.
- (h) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for Allotment. The Designated Intermediaries 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, Designated Intermediaries will be given up to one Working Day after the Tranche II 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 to the Issue for reconciliation with the data available with the NSDL and CDSL.

General Instructions

Do's

- **Check if you are eligible to apply as per the terms of the Shelf Prospectus, this Tranche II Prospectus and applicable law;**
- **Read all the instructions carefully and complete the Application Form;**
- Ensure that the details about Depository Participant and beneficiary account are correct and the beneficiary account is active;
- Applications are required to be in single or joint names (not more than three);
- 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;
- Ensure that Applications are submitted to the Designated Intermediaries, before the closure of application hours on the Tranche II Issue Closing Date;
- Information provided by the Applicants in the Application Form will be uploaded on to the online platform of the Stock Exchange by the Designated Intermediaries, as the case may be, and the electronic data will be used to make allocation/ Allotment. The Applicants should ensure that the details are correct and legible;
- Ensure that the Applicant's names (given in the Application Form is exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that you have funds equal to or more than the Application Amount in your ASBA Account before submitting the Application Form;
- 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;

Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to the circular dated April 3, 2008 issued by SEBI) 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.

- Ensure that the Demographic Details as provided in the Application Form are updated, true and correct in all respects;
- Ensure that you request for and receive a Acknowledgment Slip for all your Applications and an acknowledgement as a proof of having been accepted;
- 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 the NCDs;
- Before submitting the physical 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 centre;
- For Applicants applying through Syndicate ASBA, ensure that your Application Form is submitted to the Designated Intermediaries and not to the Public Issue Account Banks or Refund Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- For Applicants applying through the SCSBs, ensure that your Application Form is submitted at a Designated Branch of the SCSB where the ASBA Account is maintained, and not to the Public Issue Bank (assuming that such bank is not a SCSB), to our Company, the Registrar to the Issue or the Designated Intermediaries;
- Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the, or to the Members of the Consortium at the Specified Locations, or to the Designated Intermediaries, as the case may be;
- Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB *via* the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch or the concerned member of the Consortium, or the Designated Intermediaries, as the case may be, for the submission of the Application Form;
- 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;
- Ensure that your Application Form bears the stamp of the relevant Designated Intermediaries to whom the Application is submitted;
- All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and
- Tick the Option of NCDs in the Application Form that you wish to apply for.

Don'ts

- Do not apply for lower than the minimum Application size;
- Do not pay the Application amount in cash, by money order, postal order or by stockinvest;
- Do not send the Application Forms by post; instead submit the same to the Designated Intermediaries (as the case may be) only;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar;

- Do not fill up the Application Form such that the NCDs applied for exceeds the size of this Issue 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;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
- Do not submit an Application in case you are not eligible to acquire the NCDs under applicable law or your relevant constitutional documents or otherwise;
- Do not make payment of the Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts;
- Do not submit more than five Application Forms per ASBA Account;
- Do not submit the Application Forms without the Application Amount; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872.

Submission of Application Forms

For details in relation to the manner of submission of Application Forms, please see the section titled “*Issue Procedure*” on page 81 of the Shelf Prospectus.

OTHER INSTRUCTIONS

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.

Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs for the same or other options of NCDs, as specified in this Tranche II Prospectus, subject to a minimum Application size as specified in this Tranche II Prospectus for each Application. **Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected.** However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of an HUF and/or as joint Applicant (second or third applicant), shall not be deemed to be multiple Applications. For the purposes of allotment of NCDs under this Tranche II 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.

Depository Arrangements

We have made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialised form. In this context:

- (i) Tripartite Agreements dated August 11, 2011 and August 4, 2011, between us, the Registrar to the Issue and CDSL and NSDL, respectively have been executed, for offering depository option to the Applicants.
- (ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
- (iii) NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- (iv) Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to the Issue.
- (v) It may be noted that NCDs in electronic form can be traded only on Stock Exchange having electronic connectivity with NSDL or CDSL. The Stock Exchange have connectivity with NSDL and CDSL.

- (vi) Interest or other benefits with respect to the NCDs held in dematerialised 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.
- (vii) The trading of the NCDs on the Stock Exchange shall be in dematerialized form in multiples of One NCD only.

Allottees will have the option to rematerialise the NCDs Allotted under this Tranche II Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

For further information relating to Applications for Allotment of the NCDs in dematerialised form, please see the section titled “*Issue Procedure*” on page 89 of this Tranche II Prospectus.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the Applicant and its Application.

Applicants can contact our Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue related problems and/or Post-Issue related problems such as non-receipt of Allotment Advice non-credit of NCDs in depository’s beneficiary account/ etc. Please note that Applicants who have applied for the NCDs through Designated Intermediaries should contact the Stock Exchange in case of any Post-Issue related problems, such as non-receipt of Allotment Advice / non-credit of NCDs in depository’s beneficiary account/ etc.

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.

Rejection of Applications

As set out below or if all required information is not provided or the Application Form is incomplete in any respect, the Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

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

- Applications not made through the ASBA facility
- Number of NCDs applied for being less than the minimum Application size;
- Applications not being signed by the sole/joint Applicants;
- Applications submitted without blocking of the entire Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- Application Amount blocked being higher than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- Investor Category in the Application Form not being ticked;
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form
- Applications where a registered address in India is not provided by the Applicant;
- ASBA Bank account details to block Application Amount not provided in the Application Form;
- Submission of more than 5 ASBA Forms per ASBA Account;

- Applications by persons not competent to contract under the Indian Contract Act, 1872 including a minor without the name of a guardian;
- Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- DP ID and Client ID not mentioned in the Application Form;
- Applications by stockinvest or accompanied by cash/money order/postal order or any mode other than ASBA;
- If an authorization to the SCSB for blocking funds in the ASBA Account has not been provided;
- Applications uploaded after the expiry of the allocated time on the Tranche II Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- In case of partnership firms, NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However a Limited Liability Partnership firm can apply in its own name;
- Applications made without mentioning the PAN of the Applicant, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants;
- GIR number mentioned in the Application Form instead of PAN;
- Application by OCBs;
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable regulations;
- Applications by any persons outside India;
- For all Applications for Allotment the, DP ID, Client ID and PAN mentioned in the Application Form do not match with the DP ID, Client ID and PAN available in the records with the depositories;
- Applications by persons who are not eligible to acquire the NCDs in terms of applicable laws, rules, regulations, guidelines and approvals;
- Application Forms from Applicants not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;
- Applications for an amount below the minimum Application size;
- Inadequate funds or no credit balance 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;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, or debarred from accessing the capital markets by SEBI or any other regulatory authority;
- Applications providing an inoperative demat account number or Applications by Applicants seeking Allotment in dematerialised form 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;
- Applications not uploaded on the terminals of the Stock Exchange;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted along with the Application Form;
- Application Forms submitted to the Designated Intermediaries does not bear the stamp of the relevant Designated Intermediaries. Applications submitted directly to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the Members of the Consortium, or other Designated Intermediaries, as the case may be;

- Applications by other persons who are not eligible to apply for NCDs under this Issue under applicable Indian regulatory requirements;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and as per the instructions in the Application Form, Abridged Prospectus, the Shelf Prospectus and this Tranche II Prospectus;
- Applications tendered to the Designated Intermediaries at centers other than the centers mentioned in the Application Form;
- 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; and

For further instructions regarding Application for the NCDs, Applicants are requested to read the Application Form.

Mode of making refunds

The payment of refund, if any, may be done through various electronic modes mentioned below:

- Direct Credit** – Applicants having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by us.
- NACH** – Payment of refund would be done through NACH for Applicants having an account at any of the centres specified by RBI, where such facility has been made available. This mode of payment of refunds, if any, would be subject to availability of complete bank account details including the MICR code as available from the Depositories. The payment of refunds, if any, through this mode will be done for Applicants having a bank account at any centre where NACH facility has been made available (subject to availability of all information for crediting the refund through NACH).
- NEFT** – Payment of refund shall be undertaken through NEFT wherever the Applicant’s bank has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to a MICR, allotted to that particular bank branch. 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. In case of online payment or wherever the Investors have registered their nine digit MICR number and their bank account number with the depository participant while opening and operating the demat account, the MICR number and their bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- RTGS** – If the refund amount exceeds ₹ 200,000, Applicants have the option to receive refund through RTGS. Charges, if any, levied by the Banker(s) to the Issue for the same would be borne by us. Charges, if any, levied by the Applicant’s bank receiving the credit would be borne by the Applicant.

The Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche II Issue Closing Date.

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

Further,

- Allotment of NCDs in this Tranche II Issue shall be made within the time period stipulated by SEBI;
- Credit to dematerialised accounts will be given within one Working Day from the Deemed Date of Allotment;
- Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund orders have not been dispatched to the Applicants within 6 Working days from the Tranche II Issue Closing Date, for the delay beyond 6 Working days in case of non-receipt of minimum subscription; and
- Our Company will provide adequate funds to the Registrar to the Issue / relevant banks for this purpose.

Retention of oversubscription

Our Company shall have an option to retain over-subscription up to the Tranche II Issue Size.

Grouping of Applications and allocation ratio

For the purposes of the basis of allotment:

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

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

Basis of Allotment

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

For the purposes of determining the number of NCDs available for allocation to the investors, our Company shall have the discretion of determining the number of NCDs to be allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Tranche II Issue, with the overall Tranche II Issue Size aggregating up to ₹ 7,370 million. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in this Tranche II Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the “Overall Issue Size”.

Allocation Ratio

Institutional Portion	Non-Institutional Portion	High Net-worth Individual Category Portion	Retail Individual Category Portion
10% of the Issue Size	10% of the Issue Size	30% of the Issue Size	50% of the Issue Size

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

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis *i.e.* a first-come first-serve basis, based on the date of upload of each Application in to the electronic book with Stock Exchange, in each Portion subject to the Allocation Ratio indicated above.

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

Investor Withdrawals and Pre-closure

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

Withdrawal of Applications after the Issue Period: In case an Applicant wishes to withdraw the Application after the Tranche II Issue Closing Date or early closure date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

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

In the event of such early closure of this Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of early closure, as applicable, through advertisement(s) in all those newspapers in which pre-Issue advertisement and advertisement for opening of this Issue would be given.

Further, this Tranche II Issue may also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Issue before the Tranche II Issue Closing Date.

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 has not been subscribed or received, as applicable, within the specified period, the application money received is to be unblocked/credited only to the bank account in/from which the subscription was blocked/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 the Registrar will follow the guidelines prescribed by SEBI in this regard.

Revision of Applications

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

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the Stock Exchange, by submitting a written request to the Designated Intermediary, 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 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 the Tranche II Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries will be given up to one Working Day (until 1 p.m.) after the Tranche II 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 to the Issue for reconciliation with the data available with the NSDL and CDSL.

Utilisation of Application Amounts

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

Utilisation of the proceeds of this Issue

- All monies received out of this Issue shall be credited / transferred to a separate bank account maintained with a Scheduled Bank as referred to in Section 40 of the Companies Act, 2013.

- The allotment letter shall be issued or application money shall be refunded/unblocked within 6 (six) Working days from the closure of this the respective Tranche or such lesser time as may be specified by Securities and Exchange Board, 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.
- Application money shall be unblocked within 6 (six) Working Days from the closure of this Tranche II Issue or such lesser time as may be specified by SEBI, or else the application money shall be refunded to the applicants in accordance with applicable law, failing which interest shall be due to be paid to the applicants for the delayed period, if applicable in accordance with applicable law.
- Details of all monies unutilised out of the previous issues made by way of public offer, as well as the monies to be raised through this Issue, if any, shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the securities or other forms of financial assets in which such unutilized monies have been invested.
- Details of all monies utilised out of the previous issue made by way of public offer shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilized.
- Details of all unutilised monies out of this Tranche II Issue, if any, shall be disclosed and continued to be disclosed under an appropriate head in our balance sheet till the time any part of the proceeds of this Tranche II Issue remains unutilized indicating the form in which such unutilised monies have been invested.
- We shall utilize proceeds of this Tranche II Issue subsequent to (a) receipt of minimum subscription; (b) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (c) creation of security; and (d) obtaining Listing and Trading approval as stated in the Shelf Prospectus in “*Issue Structure*” on page 77 of this Tranche II Prospectus.
- Proceeds of this Tranche II Issue 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.
- Proceeds of this Tranche II Issue shall not be utilized for providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management.

Impersonation

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

“Any person who:

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

Listing

The NCDs proposed to be offered in pursuance of the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche II Prospectus will be listed on the BSE. Our Company has received an ‘in-principle’ approval from BSE by way of its letter bearing reference number DCS/BM/PI-BOND/12/18-19 dated October 4, 2018. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Tranche II Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within six Working Days from the Tranche II Issue Closing Date.

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

Guarantee/Letter of Comfort

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

Undertaking by our Company

We undertake that:

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

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Tranche II Issue

At the meeting of the Board of Directors of our Company, held on August 9, 2018, the Directors approved the public issue of NCDs of face value ₹ 1,000 each, aggregating up to ₹ 30,000 million.

This Tranche II Issue through this Tranche II Prospectus, has been approved by the Debenture Committee in its meeting dated January 21, 2019.

Further, the present borrowing is within the borrowing limits of ₹ 200,000 million under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders by way of their resolution on September 12, 2014.

Prohibition by SEBI

Our Company, persons in control of our Company and/or our Promoters and/or our Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our Promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

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 MERCHANT BANKERS, A. K. CAPITAL SERVICES LIMITED AND EDELWEISS FINANCIAL SERVICES LIMITED AND, HAVE CERTIFIED THAT DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED AND 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 ISSUE IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, A. K. CAPITAL SERVICES LIMITED AND EDELWEISS FINANCIAL SERVICES LIMITED AND CONFIRM THAT COMMENTS RECEIVED ON THE DRAFT SHELF PROSPECTUS WILL BE SUITABLY ADDRESSED BEFORE FILING THE SHELF PROSPECTUS AND TO THIS EFFECT, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 21, 2019 WHICH READS AS FOLLOWS:

- 1. WE CONFIRM THAT NEITHER THE COMPANY NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY THE BOARD. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE TRANCHE II PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THE TRANCHE II PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE TRANCHE II ISSUE OR RELATING TO THE TRANCHE II ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDs OFFERED THROUGH THE TRANCHE II ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE II ISSUE WILL BE GIVEN.**
- 3. WE CONFIRM THAT THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE**

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

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

Disclaimer Clause of BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN, VIDE ITS LETTER DATED OCTOBER 4, 2018, PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF 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 OFFER DOCUMENT; OR**
- B. WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR**
- C. TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;**

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

Disclaimer clause of RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED MARCH 30, 2001 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45I-A OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RESERVE BANK OF INDIA DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO FINANCIAL SOUNDNESS OF THE COMPANY OR CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS / DISCHARGE OF LIABILITIES BY THE COMPANY.

Disclaimer in respect of jurisdiction

The Issue is being made in India, to Investors from Category I, Category II, Category III and Category IV. The Shelf Prospectus will not, however constitute an offer to sell or an invitation to subscribe to the NCDs offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Shelf 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
A. K. Capital Services Limited	www.akgroup.co.in
Edelweiss Financial Services Limited	www.edelweissfin.com

Listing

The NCDs are proposed to be listed on the BSE. If permission to deal in and for an official quotation of our NCDs is not granted by the Stock Exchange, our Company will forthwith repay, without interest, all such moneys received from the Applicants in

pursuance of the Shelf Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange mentioned above are taken within six Working Days from the date of closure of the issue.

For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the Series of NCDs as specified in this Tranche II Prospectus, such NCDs with option(s) shall not be listed.

Consents

Consents in writing of: (i) the Directors, (ii) our Company Secretary and Compliance Officer, (iii) Lead Managers, (iv) the Registrar to the Issue, (v) Legal Advisor to the Issue, (vi) Credit Rating Agencies, (vii) bankers to our Company, (viii) CRISIL Research, a division of CRISIL Limited in relation to industry reports as obtained from them, (ix) the Debenture Trustee, (x) Banker(s) to the Issue in Tranche Issue, (xi) Consortium Members in Tranche II Issue, to act in their respective capacities, have been obtained and will be filed along with a copy of the Shelf Prospectus and this Tranche II Prospectus with the ROC in terms of Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Shelf Prospectus and this Tranche II Prospectus.

The consent of the Statutory Auditors for (i) inclusion of their names as the Statutory Auditors; and (ii) reports on the Reformatted Summary Financial Statements and Limited Review Financial Information in the form and context in which they appear in the Shelf Prospectus and the consent of Manikandan & Associates, Independent Chartered Accountants for (i) inclusion of their names as Independent Chartered Accountants; and (ii) the statement of tax benefits, have been obtained and the same will be filed along with a copy of the Shelf Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Tranche II Prospectus.

Expert Opinion

Except for (i) the Statutory Auditors' reports dated September 26, 2018 on the Reformatted Summary Financial Statements; (ii) the Statutory Auditors' reports dated August 8, 2018 on the Limited Review Financial Information; and (ii) the statement of tax benefits dated September 25, 2018, issued by C.K. Manikandan, Independent Chartered Accountants, our Company has not obtained any opinions from any expert as defined under the Companies Act, 2013.

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 applicable as on the date of this Tranche II Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

Under the SEBI Debt Regulations, our Company may stipulate a minimum subscription amount which it seeks to raise. The SEBI has by its circular, CIR/IMD/DF/12/2014 dated June 17, 2014 prescribed the minimum subscription for debt securities as 75% of the base issue. If our Company does not receive the minimum subscription of 75% of the Base Issue i.e. ₹ 1,125 million, prior to the Issue Closing Date, the entire subscription amount shall be refunded to the Applicants within six days from the date of closure of the Issue 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 Tranche II Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15% per annum for the delayed period.

Filing of the Shelf Prospectus and this Tranche II Prospectus with the RoC

A copy of the Shelf Prospectus has been filed with the RoC, and a copy of this Tranche II Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of the Companies Act, 2013.

Debenture Redemption Reserve

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (i) the DRR shall be created out of the profits of our Company available for payment of dividend, (ii) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued through the public issue in accordance with the SEBI Debt Regulations. Accordingly our Company is required to create a DRR of 25% of the value of the outstanding NCDs issued through this Tranche II Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. Every company required to create or maintain DRR shall on or before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March, of the next year, following any one or more of the following methods: (i) in deposits with any scheduled bank, free from charge or lien; (ii) in unencumbered securities of the Central Government or of any State Government; (iii) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (e) in

unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the year ending on the 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

Underwriting

This Issue will not be underwritten.

Arranger

There are no arrangers for the instrument.

Identification as wilful defaulter

Our Company (as defined under the Companies Act, 2013) or any of its directors or promoters have not been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI or any other governmental authority.

Reservations of the Company to the Issue

There are no reservations of the Company to the Issue.

Previous Public or Rights Issues by our Company

Except as disclosed below, our Company has not undertaken any public or rights issue of securities:

Date of Allotment	Nature of Securities	Number of Securities Allotted	Price per instrument (in ₹)	Aggregate amount raised (in ₹)	Aggregate Principal Amount Outstanding as on December 31, 2018 (in ₹)	Utilisation Details
September 21, 1995	Equity Shares (Public Issue)	1,750,000	10	17,500,000	Not Applicable	Fully utilized in accordance with the objects of the issue.
September 13, 2003	Equity Shares (Rights Issue)	1,500,000	10	15,000,000	Not Applicable.	Fully utilized in accordance with the objects of the issue.
September 08, 2011	Secured non-convertible debentures	4,416,190	1,000	4,416,190,000	Repaid	Fully utilized in accordance with the objects of the issue as stated in the prospectus.
January 28, 2014	Secured non-convertible debentures	2,000,000	1,000	2,000,000,000	191.37 million	Fully utilized in accordance with the objects of the issue as stated in the prospectus.
April 5, 2014	Secured non-convertible debentures	2,000,000	1,000	2,000,000,000	201.23 million	Fully utilized in accordance with the objects of the issue as stated in the prospectus.
October 18, 2014	Secured non-convertible debentures	2,785,517	1,000	2,785,517,000	185.51 million	Fully utilized in accordance with the objects of the issue as stated in the prospectus.
November 29, 2018	Secured non-convertible debentures	2,620,212	1,000	2,620,212,000	2,620.21 million	Fully utilized in accordance with the objects of the issue as stated in the prospectus.

Rights Issues by our Subsidiaries

Manappuram Insurance Brokers Limited

Date of Allotment	Nature of Securities	Number of Securities Allotted	Price per instrument (in ₹)	Aggregate amount raised (in ₹)
October 31, 2017	Equity Shares (Rights Issue)	80,000	10	8,000,000

Asirvad Microfinance Limited

Date of Allotment	Nature of Securities	Number of Securities Allotted	Price per instrument (in ₹)	Aggregate amount raised (in ₹)
February 19, 2015	Equity Shares (Rights Issue)	7,561,126	83.32 (Including premium)	630,000,038
March 4, 2016	Equity Shares (Rights Issue)	10,351,966	96.60 (Including premium)	999,999,915
March 17, 2016	Equity Shares (Rights Issue)	158,689	96.60 (Including premium)	15,329,357
December 22, 2017	Equity Shares (Rights Issue)	5,798,224	95.34 (Including premium)	552,802,696
April 27, 2018	Equity Shares (Rights Issue)	10,488,777	95.34 (Including premium)	999,999,998

Manappuram Home Finance Limited

Date of Allotment	Nature of Securities	Number of Securities Allotted	Price per instrument (in ₹)	Aggregate amount raised (in ₹)
March 29, 2014	Equity Shares (Rights Issue)	4,000,000	10	40,000,000
March 28, 2015	Equity Shares (Rights Issue)	33,900,000	10	3,39,000,000
January 22, 2016	Equity Shares (Rights Issue)	25,000,000	10	2,50,000,000
March 31, 2016	Equity Shares (Rights Issue)	30,000,000	10	3,00,000,000

The proceeds of the previous issues by our Company and Subsidiaries have been utilized as per the terms specified in their respective offer documents.

Utilisation details of previous issues by group companies

Other than as disclosed in the Shelf Prospectus, no group company of the Issuer has undertaken any public or rights issue of securities. The proceeds of previous issues by our group companies have been utilized as per the terms specified in their respective offer documents.

Details regarding our Company and other listed companies under the same management / associate companies as described under the Companies Act, 2013, which made any capital issue during the last three years

There are no other listed companies under the same manager / associate companies as described under the Companies Act, 2013, which have made any public capital issuances during the previous three years from the date of the Shelf Prospectus.

Previous Issue

Except as stated in "Capital Structure" and "Disclosures on Existing Financial Indebtedness" on pages 37 and 52 respectively, our Company has not made any other issue of non-convertible debentures.

Other than as specifically disclosed in the Shelf Prospectus, our Company has not issued any securities for consideration other than cash.

Utilisation details of Previous Issues

Our Company has issued non-convertible debentures by way of various private placements, for which, our Company has utilised the proceeds from such issuances for general corporate purpose and for augmenting long term working capital, for further

details of such non-convertible debentures, please see the section titled "*Disclosures on Existing Financial Indebtedness*" on page 52 of this Tranche II Prospectus.

Details regarding lending out of issue proceeds of Previous Issues

A. *Lending Policy*

Our lending policy is meant to be a guiding set of principles for the top management of the Company in conducting the business of the Company and in the Company's lending operations to ensure long term profitability and stability.

i) Key Objectives of our lending policy

- Ensuring a healthy balance between loan levels, profits and quality of assets.
- Complying with the regulatory requirements and directives such as capital adequacy, loan to value, interest rates.
- Laying down controls for the assumption and monitoring of large exposures.
- Laying down proper system and procedures, appraisal standards at various levels in the organization with sturdy internal controls.
- Adequately protecting the collaterals pledged from any possible loss.
- Detailing risk management practices and internal audit procedures into the lending policy.
- Enabling our Company to successfully and consistently cope with competition.

ii) Nature, type and tenor of loans

Our core business is in relation to gold loans, which are typically collateralized by household used jewellery as Our Company accepts new gold ornaments as collateral only on selective basis, subject to internal controls, provided there are no other adverse indications. The tenure of the loans is decided by market practices and regulatory directives. Loans against the pledge of gold ornaments is sanctioned immediately against the acceptance of gold ornaments as security. Accordingly, all loans are sanctioned and disbursed within a reasonable time, subject to the due diligence requirements, number and nature of items, quantum of the loan and customer satisfaction benchmarks.

High value loans to single customers or closely connected groups of individuals are controlled and monitored as such customers under 'high risk' categories including additional monitoring required by RBI provisions relating to anti money laundering, finance for terrorist activities. Any procedural changes in the disbursement or collections of loans which is in compliance with the regulatory requirements and made in connection with the adoption of technology developments needs to be approved by the managing director and chief executive officer on the recommendation by and executive director and the deputy chief executive officer or executive director.

Loans to be granted to non-banking financial companies in the nature of term loans, other corporate loans and loans to micro, small and medium enterprises are to be given only pursuant to a board approved product program and manual and the same must be in compliance with relevant directions issued by RBI from time to time and other statutory directions in place.

iii) Restriction, prohibition on lending to certain categories of customers and persons

In accordance with our lending policy, loans to categories of customers perceived as having a risk higher than normal are to be restricted as far as possible. For example, loans to goldsmiths and jewellers are to be judiciously controlled and adequate credit risk assessments need to be undertaken for such loans. Loans to borrowers having a history of pledging spurious or low quality ornaments or stolen gold ornaments are restricted. Our Company does not undertake unsecured loans in the normal course of its business. Unsecured loans, if granted, need be subject to proper and acceptable credit appraisal procedures.

iv) Loan Disbursement and monitoring

Loans are typically disbursed only against fully completed loan applications forms which are pre-printed in the relevant local language. A separate loan application is obtained for each disbursement. The disbursement of the loan is made by way of single or one time debit to each borrower account which is monitored for interest servicing and final closure along with other accounts, if any, of the same borrower. Immediately upon sanction of the relevant loan sanction letter, a pawn ticket which is issued in duplicate is given to the borrower for

acceptance. The pawn ticket, also serves as a receipt for the gold ornaments delivered by the borrower, and simultaneously operates as a loan sanction letter incorporating the terms and conditions of the loan. The acknowledged copy of the pawn ticket needs to be retained by the borrower along with the loan application form for future verification and reference.

B. Loans given by our Company

Company has not provided any loans or advances to associates, entities or persons relating to the Board, senior management or Promoters out of the proceeds of the previous public issues of debt securities.

C. There has been no change in Promoters' holding in the Issuer in the last financial year beyond the threshold prescribed by the RBI, which as on the date of the Shelf Prospectus is 26%. For further details of the shareholding of the Promoters, please see the section titled "Capital Structure" on page 37.

D. Types of loans

Denomination of loans outstanding by ticket size as on March 31, 2018:

Vehicle and Equipment Financing

S. No	Ticket size*	Percentage of AUM
1	Up to ₹ 0.2 million	11%
2	₹ 0.2-.5 million	19%
3	₹ 0.5-1 million	34%
4	₹ 1-2.5 million	29%
5	₹ 2.5-5 million	5%
6	₹ 0.5 million-10 million	1%
7	₹ 10-50 million	1%
8	₹ 50-250 million	Nil
9	₹ 250-1,000 million	Nil
10	> ₹ 1,000 million	Nil
Total		100%

*Ticket size at the time of origination

Denomination of loans outstanding by LTV* as on March 31, 2018:

S. No	LTV	Percentage of AUM
1	Up to 40%	1%
2	40-50%	2%
3	50-60%	5%
4	60-70%	15%
5	70-80%	45%
6	80-90%	26%
7	>90%	7%
Total		

*LTV at the time of origination

Geographical classification of borrowers as on March 31, 2018:

S. No.	Top 5 states / Region	Percentage of AUM
1	Maharashtra	16%
2	Karnataka	14%
3	Madhya Pradesh	12%
4	Telangana	11%
5	Andhra Pradesh	8%
Total		61%

Gold Loan

S. No	Ticket size*	Percentage of AUM
1	Up to ₹ 0.2 million	72.17%
2	₹0.2-.5 million	18.47%
3	₹0.5-1 million	5.88%
4	₹ 1-2.5 million	2.96%
5	₹ 2.5-5 million	0.42%

6	₹ 5 million -10 million	0.08%
7	₹ 10-50 million	0.01%
8	₹ 50-250 million	Nil
9	₹ 250-1,000 million	Nil
10	> ₹ 1,000 million	Nil
Total		100%

Denomination of loans outstanding by LTV* as on March 31, 2018:

S. No	LTV	Percentage of AUM
1	Up to 40%	2%
2	40-50%	3%
3	50-60%	4%
4	60-70%	13%
5	70-80%	78%
6	80-90%	Nil
7	>90%	Nil
Total		100%

*LTV at the time of origination

Geographical classification of borrowers as on March 31, 2018:

S. No.	Top 5 states / Region	Percentage of AUM
1	Karnataka	21%
2	Tamil Nadu	12%
3	Telangana	11%
4	Maharashtra	9%
5	Andhra Pradesh	9%
Total		62%

Types of loans according to sectoral exposure as on March 31, 2018 is as follows:

S. No	Segment- wise breakup of AUM	Percentage of AUM
1	Retail	
A	-Mortgages (home loans and loans against property)	0.27%
B	-Gold loans	90.60%
C	- Vehicle finance	4.83%
D	-MFI	-
E	-M and SME	-
F	-Capital market funding (loans against shares, margin funding)	-
H	-Others	0.05%
2	Wholesale	
A	-Infrastructure	-
B	-Real estate (including builder loans)	-
C	-Promoter funding	-
D	-Any other sector (as applicable)	-
E	-Others	4.26%
Total		100%

E. *Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31, 2018*

	Amount
Total Advances to twenty largest borrowers (in ₹ million)	4845
Percentage of Advances to twenty largest borrowers to Total Advances (in %)	0.77%

F. *Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2018*

	Amount
Total exposure to twenty largest borrowers / customers (in ₹ million)	4,282.66
Percentage of exposures to twenty largest borrowers / customers to total exposure on borrowers / customers (in %)	3.31%

G. *Details of loans overdue and classified as non – performing in accordance with the RBI’s guidelines*

Movement of gross NPAs*	Amount (in ₹ million)
(a) Opening balance	2,337.52
(b) Additions during the year	378.51
(c) Reductions during the year	2,021.44
(d) Closing balance	694.58

* Please refer paragraph titled "Non-Performing Assets (NPAs)" under chapter "Our Business" on page 115 of the Shelf Prospectus for details on Gross NPA recognition Policy.

Movement of provisions for NPAs	Amount (in ₹ million)
(a) Opening balance	1,972.24
(b) Provisions made during the year	86.02
(c) Write-off / write -back of excess provisions	1,630.95
(d) Closing balance	427.31

H. *Segment –wise gross NPA as on March 31, 2018*

S. No	Segment- wise breakup of AUM	Percentage of AUM
1	Retail	
a	-Mortgages (home loans and loans against property)	26%
b	-Gold loans	0.56%
c	- Vehicle finance	2.5%
d	-MFI	-
e	-MandSME	-
f	-Capital market funding (loans against shares, margin funding)	-
h	-Others	-
2	Wholesale	
a	-Infrastructure	-
b	-Real estate (including builder loans)	-
c	-Promoter funding	-
d	-Any other sector (as applicable)	-
e	-Others	-
	Total	29.11%

I. *Classification of consolidated borrowings as on March 31, 2018*

S. No	Type of Borrowings	Amount (₹ in million)	Percentage
1	Secured	95,896.18	76.13%
2	Unsecured	30,066.38	23.87%
	Total	125,962.56	100%

J. *Promoter Shareholding*

For details with respect to Promoter shareholding in our Company as on the date of the Shelf Prospectus, please see the section titled "Capital Structure" on page 51 of the Shelf Prospectus.

K. *Maturity pattern of certain items of assets and liabilities on as standalone basis as on March 31, 2018*

Particulars	(₹ in million)								
	1 day 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 years to 5 years	Over 5 years	Total
Assets									
Advances (net)	33,504.54	31,661.20	46,211.20	6,131.60	2,576.80	6,968.50	2,168.40	11.60	1,29,233.84
Investments	50.00	-	-	-	-	-	-	3,699.78	3,749.78
Liabilities									
Borrowing from Banks	3,006.36	22,810.41	18,522.90	5,374.20	62.50	2,699.99	-	-	52,476.36

Particulars	1 day 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 years to 5 years	Over 5 years	Total
Foreign Currency liabilities	-	-	-	-	-	1,446.21	-	-	1,446.21
Market borrowings #	904.45	10,227.20	18,941.80	1,769.60	8,516.70	8,056.20	67.90	-	48,483.85

Represents working capital demand loans from others, commercial papers under Note 7 and vehicle loans under Note 5 of our Reformatted Standalone Financial Statements.

Material Agreements

Other than as stated in the section titled “History and Main Objects – Key Terms of Material Agreements” on page 133 of the Shelf Prospectus. Our Company has not entered into any material agreements other than in the ordinary course of its business.

Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the date of the Shelf Prospectus and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remarks.

Financial Year	Auditors Remark/Qualification	Impact on Financial Position	Corrective Steps Taken or Proposed
2017-18	During the year there have been certain instances of fraud on the company by employees where gold loan related misappropriations/cash have occurred.	Provision aggregating ₹ 53.07 million created in respect of these matters.	Recovery procedures undertaken for fraud cases.
2016-17	During the year there have been certain instances of fraud on the company by employees where gold loan related misappropriations/cash have occurred	Provision aggregating ₹ 17.46 million created in respect of these matters.	Recovery procedures undertaken for fraud cases.
2015-16	During the year there have been certain instances of fraud on the company by employees where gold loan related misappropriations/cash have occurred	Provision aggregating ₹ 36.36 million created in respect of these matters.	Recovery procedures undertaken for fraud cases.
2014-15	During the year there have been certain instances of fraud on the company by employees where gold loan related misappropriations/cash have occurred	Provision aggregating ₹ 42.98 million created in respect of these matters.	Recovery procedures undertaken for fraud cases.
2013-14	Delay in remitting undisputed statutory dues to Maharashtra Tax on professions Traders, Callings and Employments Act, 1975 for more than six months from financial year 2004-2005 to financial year 2012-13 amounting to ₹ 5.05 million. This liability is paid.	1. No material impact on first observation. 2. ₹ 52.97 million is provided in accounts with respect to fraud cases.	1. The statutory dues outstanding liability is paid. 2. Recovery procedures undertaken for fraud cases.

Details of top 10 borrowers as on December 31, 2018

S. No.	Name	Address	Exposure (in ₹ million)
1.	Satin Creditcare Network Limited	5th Floor, Kundan Bhawan Azadpur Commercial Complex, Azadpur, Delhi-110033	500.00
2.	Spandana Sphoorty Financial Limited	Plot No: - 31 & 32, Ramky Selenium Towers, Tower A Ground Floor, Financial Dist, Nanakramguda, Hyderabad, Telegana-500032, India	437.50
3.	Fusion Microfinance	H-1, C Block, Community Centre, Naraina Vihar, New Delhi,	404.01

S. No.	Name	Address	Exposure (in ₹ million)
	Private Limited	Delhi -110028, India	
4.	Sonata Finance Private Limited	II FLOOR, CP. 1, PG. TOWERSKURSI ROAD, VIKAS NAGAR, Lucknow Uttar Pradesh- 226026 India	378.91
5.	Dvara Kshetriya Gramin Financial Services Private Limited	10TH Floor, Phase 1, A1,IIT-Madras Research Park, Kanagam Village, Tharamani, Chennai-600113	307.13
6.	Thirumeni Finance Pvt Ltd	Varasiddhi, 3rd Floor, No. 5BC-110 Service Road, 3rd Block HRBR Layout, Bangalore, Karnataka- 560043	289.87
7.	Visage Holdings & Finance Pvt Ltd	No 50 , 2nd Floor,100 Feet Road, Defence Colony Hall II stage, Indiranagar, Bangalore-560038	272.51
8.	Asa International India Microfinance Ltd	Premise No-2, Khanna Construction Building, S.A.S Nagar , Near Shanti Hospital, Jalandhar, Punjab- 144003	266.67
9.	Aye Finance Private Limited	M-5 Mezz Floor, Magnum House-1,Karampura Commercial Complex, New Delhi- 110015	261.59
10.	Capfloat Financial Services Private Limited (Zen Lefin)	New No 3. (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore-560080, Karnataka	225.00

Details of top 10 loans, overdue and classified as non-performing in accordance with RBI Guidelines as on September 30, 2018

S. No.	Name	Address	Exposure (In ₹ million)	Classified As NPA (In ₹ million)
1.	Jayan A	Appukuttan Nair, TC 36/1323, Vallakkadavoo - 695008, Trivandrum, Kerala	14.57	14.57
2.	C J Anto	Joseph, 23/368 Chevookaran House, Thottakkattukara - 683108, Ernakulam, Kerala	13.91	13.91
3.	Basheer PM	Muhammed, Palakkadan, Varapetty Edso - 686691, Ernakulam, Kerala	13.20	13.20
4.	Narasimha Murthy MR	No 711 24Th Cross Kumarswamy Layout, 1st Stage JP Nagar, Bangalore, Karnataka PIN Code – 560078, India	12.45	12.45
5.	Muniraju R	Ramakrishna M, #637/51 62nd Cross, 5th Block, Rajajinagar, Rajajinagar Bhashyam - 560010, Bangalore, Karnataka	9.34	9.34
6.	Bobby Jacob Markose	Markose, 583 B (16/229), J J Apartments B2, Devalokom Edso - 686038, Kottayam, Kerala	9.32	9.32
7.	Cinil Sabadu	Sabadukutty, Samla Bhavan, Kayamkulam - 690502, Alleppey, Kerala	6.89	6.89
8.	M Devaki	M Jayachandra, 231 4th Cross Naidu Layout Bsk 3stg, Chikkalasandra - 560061, Bangalore, Karnataka	6.40	6.40
9.	Anilkumar Sai. S	Surendrasn P, Sivapadam, Kuzhiamvila, Pallichal Edso - 695020, Trivandrum, Kerala	5.08	5.08
10.	Aafaq Ahmed Zargar	Hno.245 Pandach, Near Alkhuddam Travels, Bachpora S.O, 190020	4.90	4.90

Aggregate number of securities of the Company and its Subsidiaries purchased or sold by the promoter group and by the Directors of the Company and their relatives within six months immediately preceding the date of filing this Tranche II Prospectus

Name of relevant Company	Name of Promoter/Director/Relative	Sale/Purchase	Date of Sale/Purchase	Aggregate Number of Securities Held post such Sale/Purchase	Face Value(In ₹)
Manappuram Finance Limited	V.P. Nandakumar	905,347 (Purchase)	July 10, 2018 and July 11, 2018	240,272,171	2
		200,000 (Purchase)	August 30, 2018	240,472,171	2
		300,000	September 5,	240,772,171	2

Name of relevant Company	Name of Promoter/Director/Relative	Sale/Purchase	Date of Sale/Purchase	Aggregate Number of Securities Held post such Sale/Purchase	Face Value(In ₹)
		(Purchase)	2018 and September 6, 2018		
		1,500,000 (Purchase)	September 11, 2018 to September 21, 2018	242,272,171	2
		1,400,000 (Purchase)	September 24, 2018	243,672,171	2
	Sushama Nandakumar	Nil	Nil	48,001,078	2
	Jyothi	Nil	Nil	4,462,165	2
	Suhas Nandan	Nil	Nil	17,051	2
	Sooraj Nandan	Nil	Nil	3,674	2
	B. N. Raveendra Babu	Nil	Nil	1,817,236	2
	P. Manomohan	Nil	Nil	943,582	2
	V. R. Ramachandran	Nil	Nil	1,145,000	2
	V. R. Rajiven	Nil	Nil	10,600	2
	Jagdish Capoor	Nil	Nil	2,000	2
	Subhadra Manomohan	36,490 (Purchase)	May 28, 2018 to June 14, 2018	496,790	2
	Leena N S	Nil	Nil	568,000	2
	Anju V R	Nil	Nil	164,000	2

Dividend

The following table sets forth certain details regarding the dividend paid by our Company on the Equity Shares during the nine months ended December 31, 2018:

Particulars	Nine months period ended December 31, 2018
Face value of Equity Shares (₹ per share)	2
Interim dividend on Equity Shares (₹ per share)	1.60
Final dividend of Equity Shares (₹ per share)	Nil
Interim dividend on Equity Shares (in million)	1,348.23
Final dividend on Equity Shares (in million)	Nil
Tax on interim dividend (in million)	277.13
Tax on final dividend (in million)	Nil

Revaluation of assets

Our Company has not revalued its assets in the last five years.

Mechanism for redressal of investor grievances

Link Intime India Private Limited has been appointed as the Registrar to the Issue to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints. The Registrar Agreement between the Registrar to the Issue and our Company will provide for retention of records with the Registrar for a period of at least eight years from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar for redressal of their grievances. All grievances relating to this Tranche II 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, Series 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 either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the Applicant, or (b) the concerned Member of the Consortium and the relevant Designated Branch of the SCSB

in the event of an Application submitted by an Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, Series applied for number of NCDs applied for, amount blocked on Application. All grievances arising out of Applications for the NCDs made through Designated Intermediaries may be addressed directly to the Stock Exchange. The contact details of Registrar to the Issue are as follows:

Registrar to the Issue

Link Intime India Private Limited

C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West)
Mumbai 400 083
Tel: (91 22) 4918 6200
Fax: (91 22) 4918 6195
Email: manappuram.ncd2019@linkintime.co.in
Investor Grievance Email: manappuram.ncd2019@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 7 (seven) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Manoj Kumar VR has been appointed as the Compliance Officer of our Company for this Tranche II Issue. The contact details of Compliance Officer of our Company are as follows:

Manoj Kumar VR

Company Secretary and Compliance Officer

Tel: (91 487) 305 0408
Fax: (91 487) 239 9298
Email: cs@manappuram.com

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

Change in Auditors of our Company during the last three years

Details of changes in the statutory auditors of our Company has been summarised below:

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)
Deloitte Haskins & Sells LLP	Prestige Trade Tower, Level 19, 46, Palace Road, High Grounds, Bengaluru – 560 001, Karnataka	Appointed with effect from August 18, 2017	-
S.R. Batliboi & Associates LLP	6 th & 7 th Floor,- A Block, Tidel Park (Module 601,701 and 702) No.4, Rajiv Gandhi Salai Taramani, Chennai – 600113	Resigned with effect from August 18, 2017	Appointed with effect from September 8, 2007

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office of our Company from 10:00 a.m. to 5:00 p.m. on any Working Day from the date of the filing of this Tranche II Prospectus with Stock Exchange until the Tranche II Issue Closing Date.

A. *Material Contracts*

1. Issue Agreement dated September 24, 2018, as amended and restated in accordance with the agreement dated January 21, 2019 each executed between our Company and the Lead Managers.
2. Registrar Agreement dated September 24, 2018 between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated September 18, 2018 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 between our Company, Registrar to the Issue and CDSL dated August 11, 2011.
6. Tripartite agreement between our Company, Registrar to the issue and NSDL dated August 4, 2011.
7. Public Issue Account Agreement dated October 15, 2018, as amended and restated in accordance with the agreement dated January 21, 2019 each executed amongst our Company, the Registrar to the Issue, the Lead Managers and the Banker(s) to the Issue.
8. Consortium Agreement dated October 16, 2018, as amended and restated in accordance with the agreement dated January 21, 2019 each executed amongst our Company, the Lead Managers and the Consortium Members.

B. *Material Documents*

1. Certificate of incorporation of our Company dated July 15, 1992 and certificate for commencement of business dated July 31, 1992.
2. Fresh certificate of incorporation dated June 22, 2011 pursuant to change of name of Company from Manappuram General Finance and Leasing Limited to Manappuram Finance Limited.
3. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
4. The certificate of registration dated March 22, 2011, bearing registration number B-16.00029 was issued by RBI to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the RBI Act.
5. Credit rating letter and rationale dated August 29, 2018 from Brickworks assigning a rating of BWR AA+ /Stable to the NCDs and revalidation letters dated October 11, 2018, December 24, 2018 and January 21, 2019.
6. Credit rating letter and rationale dated August 20, 2018 and revalidation letters dated September 17, 2018 from CARE assigning a rating of CARE AA/Stable to the NCDs and revalidation letters dated October 8, 2018, December 26, 2018 and January 21, 2019.
7. Copy of the resolution dated August 9, 2018, passed by the Board of Directors of our Company, approving the public issue of secured non-convertible debentures of face value ₹ 1,000 each aggregating up to ₹ 30,000 million.
8. Copy of resolution passed by the Debenture Committee dated September 26, 2018 approving the Draft Shelf Prospectus and the Shelf Limit of ₹ 10,000 million, resolution dated October 16, 2018 approving the Shelf Prospectus and resolution dated January 21, 2019 approving this Tranche II Prospectus.

9. Resolution passed by the shareholders of our Company, pursuant to section 180 (1)(c) of the Companies Act, 2013, duly approved by the postal ballot dated September 12, 2014, approving the overall borrowing limit of Company.
10. Report entitled “NBFC Report 2018” prepared by CRISIL Research, a division of CRISIL Limited.
11. Consents of the Directors, Lead Managers to the Issue, Consortium Members, Company Secretary and Compliance Officer, Debenture Trustee, Banker(s) to the Issue, Credit Rating Agencies for the Issue, Lenders to our Company, Legal Advisor to the Issue, CRISIL for CRISIL Report and the Registrar to the Issue, to include their names in the Shelf Prospectus and this Tranche II Prospectus in their respective capacity.
12. The consent of the Statutory Auditors of our Company, namely Deloitte Haskins & Sells LLP, Chartered Accountants for inclusion of: (a) their names as the Statutory Auditors, and (b) reports on the Reformatted Summary Financial Statements and Limited Review Financial Information.
13. The reports of the Statutory Auditors dated September 26, 2018 in relation to the Reformatted Summary Financial Statements included herein.
14. The consent of the Independent Chartered Accountants, namely Manikandan & Associates for inclusion of: (a) their names as the Independent Chartered Accountants, and (b) the Statement of tax benefits.
15. Statement of tax benefits dated September 25, 2018 issued by the Independent Chartered Accountants.
16. Limited Review Financial information for quarter and half year ended September 30, 2018.
17. Annual Reports of our Company for the last five Financial Years.
18. Share Purchase Agreement dated March 14, 2012 between the Company, the Promoters and Baring India Private Equity Fund II Limited, Baring India Private Equity Fund III Listed Investments Limited, BRIC II Mauritius Trading.
19. Securities Purchase Agreement dated July 2, 2018 between the Company, the ISFC, and GGV School Finance Company Limited, Gray Matters Capital AIF, Caspian Impact Investment Advisor Private Limited and Blayfort Limited.
20. Due Diligence certificate dated January 21, 2019 filed by the Lead Managers with SEBI.
21. In-principle approval dated October 4, 2018 for the Issue issued by BSE by way of its letter bearing reference number DCS/BM/PI-BOND/12/18-19.

DECLARATION

We, the Directors of our Company, hereby certify and declare that all applicable legal requirements in connection with the Issue including relevant provisions of the Companies Act, the SCRA, the rules, regulations, guidelines and circulars issued by the Government of India, the rules, regulations, guidelines and circulars issued by RBI, and the rules, regulations, guidelines and circulars issued by SEBI including, the SEBI Debt Regulations, to the extent applicable, as the case may be, have been complied with and no statement made in this Tranche II Prospectus is contrary to the relevant provisions of applicable law.

Furthermore, we certify that all disclosures and statements in this Tranche II Prospectus are in compliance with all applicable legal requirements and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, false or misleading and that this Tranche II Prospectus does not contain any misstatements.

Signed by the Board of Directors:

Jagdish Capoor

Independent and Non-Executive Chairman

V.P. Nandakumar

Managing Director and Chief Executive Officer

B. N. Raveendra Babu

Executive Director

E.A. Kshirsagar

Nominee Director

P. Manomohan

Independent Director

V.R. Rajiven

Independent Director

Dr. Amla Samanta

Independent Director

V.R. Ramachandran

Independent Director

Gautam Narayan

Non-Executive Director

Date: January 21, 2019

Place: Kerala

LIMITED REVIEW FINANCIAL INFORMATION

APPENDED OVERLEAF

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

**TO THE BOARD OF DIRECTORS OF
MANAPPURAM FINANCE LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **MANAPPURAM FINANCE LIMITED** ("the Company"), for the quarter and half year ended September 30, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), 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. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the 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 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

S. Sundaresan

S. Sundaresan
Partner
(Membership No.25776)

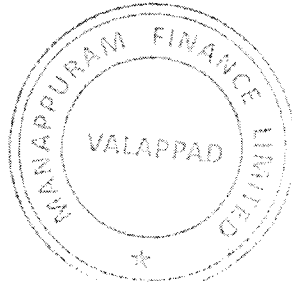
BENGALURU, November 06, 2018

Manappuram Finance Limited
 Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valapad, Thrissur - 680567
 CIN - L65910KL1992PLC006623

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER, 2018

(Rs. in Lakhs, except per equity share data)

S.No	Particulars	Quarter Ended			Half Year Ended	
		30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
A	Revenue from operations					
	(i) Interest income	83,773.04	77,003.76	70,723.30	1,60,776.80	1,41,756.33
	(ii) Dividend income	-	4.40	15.00	4.40	29.50
	(iii) Fees and commission income	1,031.06	1,071.44	818.20	2,102.50	1,606.97
	(iv) Net gain on fair value changes	-	-	-	-	18.70
	(v) Others	72.60	25.00	31.50	97.60	47.10
	Total revenue from operations (A)	84,876.70	78,104.60	71,588.00	1,62,981.30	1,43,458.60
B	Other income	210.50	175.10	211.07	385.60	2,180.27
	Total income (A+B)	85,087.20	78,279.70	71,799.07	1,63,366.90	1,45,638.87
C	Expenses					
	(i) Finance costs	24,579.30	22,771.60	18,793.79	47,350.90	39,100.05
	(ii) Fees and commission expense	375.00	436.20	363.90	811.20	636.10
	(iii) Impairment on financial instruments	1,098.39	1,135.11	749.73	2,233.50	1,454.94
	(iv) Employee benefits expenses	14,246.93	13,733.63	12,519.47	27,980.56	24,266.87
	(v) Depreciation and amortization	1,708.30	1,697.50	1,520.23	3,405.80	2,994.43
	(vi) Other expenses	12,691.81	11,940.49	11,901.19	24,632.30	23,079.69
	Total expenses (C)	54,699.73	51,714.53	45,848.31	1,06,414.26	91,532.08
D	Profit before tax (A+B-C)	30,387.47	26,565.17	25,950.76	56,952.64	54,106.79
E	Tax expense:					
	(i) Current tax	10,967.60	9,484.50	8,932.45	20,452.10	18,582.80
	(ii) Deferred tax	39.33	(35.20)	(53.03)	4.13	157.52
F	Profit for the period (D-E)	19,380.54	17,115.87	17,017.34	36,496.41	35,366.47
G	Other comprehensive income					
	(i) Items that will not be reclassified to profit or loss					
	- Actuarial gain / (losses) on post retirement benefit	(163.57)	69.53	(241.13)	(94.04)	(176.86)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	58.13	(24.30)	86.44	33.83	64.59
	Total other comprehensive income (G)	(105.44)	45.23	(154.69)	(60.21)	(112.27)
H	Total comprehensive income for the period (F+G)	19,275.10	17,161.10	16,916.65	36,436.20	35,254.20
I	Paid-up equity share capital (Face value of Rs. 2/- per share)	16,856.20	16,850.70	16,839.20	16,856.20	16,839.20
J	Earnings per equity share (not annualised)					
	Basic (Rs.)	2.29	2.04	2.03	4.33	4.20
	Diluted (Rs.)	2.29	2.03	2.02	4.32	4.19



For Manappuram Finance Limited

V.P. Nandakumar
 Managing Director & CEO

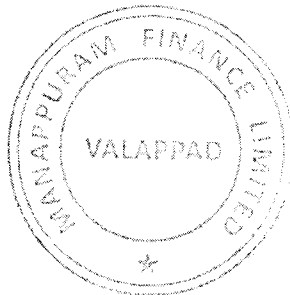
Manappuram Finance Limited
 Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valappad, Thrissur - 680567
 CIN - 165910KL1992PLC006623

NOTES:

1 Statement of Assets and Liabilities

Rs. in Lakhs

S.NO	Particulars	As at 30-Sep-18
I	ASSETS	
1	Financial assets	29,968.90
(a)	Cash and cash equivalent	8,891.80
(b)	Bank balance other than (a) above	1,116.00
(c)	Derivative financial instruments	13,93,074.89
(d)	Loans	51,923.40
(e)	Investments	53,859.46
(f)	Other financial assets	
2	Non-financial assets	6,696.70
(a)	Deferred tax assets (net)	26,162.50
(b)	Property, plant and equipment	2,029.00
(c)	Intangible assets	1,309.70
(d)	Capital work-in-progress	16,008.20
(e)	Other non-financial assets	
	Total assets	15,91,040.55
II	LIABILITIES AND EQUITY	
	Liabilities	
1	Financial liabilities	
(a)	Trade payables	
	(i) total outstanding dues of micro enterprises and small enterprises	8,929.95
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	4,79,294.50
(b)	Debt securities	6,55,481.47
(c)	Borrowings (other than debt securities)	591.30
(d)	Subordinated liabilities	25,119.03
(e)	Other financial liabilities	
2	Non-financial liabilities	3,764.70
(a)	Provisions	9,471.60
(b)	Other non-financial liabilities	
3	Equity	16,856.20
(a)	Equity share capital	3,91,531.80
(b)	Other equity	
	Total liabilities and equity	15,91,040.55



For Manappuram Finance Limited

V.P. Nandakumar
 Managing Director & CEO

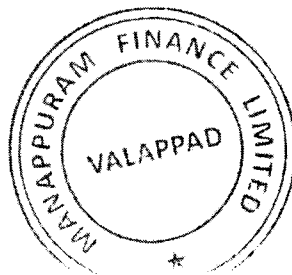
Manappuram Finance Limited
Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valappad, Thrissur - 680567
CIN - L65910KL1992PLC006623

- 2 In compliance with Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, a limited review of unaudited standalone financial results for the quarter and half year ended September 30, 2018 has been carried out by the Statutory Auditors.
- As permitted under Circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 issued by SEBI, the Company has availed exemption for submission of Ind AS compliant standalone unaudited financial results for the quarter ended March 31, 2018 and previous year ended March 31, 2018.
- 3 The Company has adopted Indian Accounting Standards ("Ind AS") w.e.f April 1, 2018 and the effective date of transition is April 1, 2017. Accordingly, the above unaudited standalone financial results have been prepared in accordance with the recognition and measurement principle laid down in Ind AS 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder, the other accounting principles generally accepted in India and the Guidelines issued by the Reserve Bank of India ("RBI").
- 4 As required by paragraph 32 of Ind AS 101, the profit reconciliation between the figures previously reported under erstwhile Indian GAAP and restated as per Ind AS is as under:

Particulars	(Rs. in Lakhs)	
	Quarter Ended	Half Year Ended
	30-Sep-17	30-Sep-17
	Unaudited	Unaudited
Net profit after tax as reported under IGAAP	17,018.00	35,794.70
Adjustments resulting in increase/(decrease) in net profit after tax as reported under IGAAP :		
(i) Recognition of financial assets and financial liabilities at amortised cost by application of Effective Interest Rate Method	38.53	(271.48)
(ii) Expected Credit Loss method and related adjustments for Loans	(0.53)	49.32
(iii) Fair valuation of stock options as per Ind AS 102	(222.21)	(537.23)
(iv) Expected Credit Loss on Investments	-	2.13
(v) Fair valuation of security deposits	9.86	24.78
(vi) Fair valuation of derivatives	-	18.70
(vii) Reclassification of net actuarial loss on employee defined benefit obligation to other comprehensive income	219.28	176.86
(viii) Tax impact on above adjustments	8.42	108.68
Profit after tax as reported under Ind AS	17,071.35	35,366.46
Other comprehensive income (net of tax)	(154.70)	(112.27)
Total comprehensive income (after tax) as reported	16,916.65	35,254.19

- 5 The above unaudited standalone financial results were reviewed by the audit committee and recommended for approval and approved by the Board of Directors at their meeting held on November 6, 2018.
- 6 During the half year ended September 30, 2018 the company allotted 274,095 shares, pursuant to exercise of stock option by eligible employees.
- 7 There is no separate reportable segment as per Ind AS 108 on Operating Segments in respect of the Company.
- 8 The Board of Directors declared an interim dividend of Rs. 0.55 per equity share having face value of Rs. 2/-each.
- 9 The Company has maintained requisite full asset cover by way of floating charge on book debts and other unencumbered assets of the Company on its Secured Listed Non Convertible Debentures as at September 30, 2018.
- 10 The information pursuant to Regulation 52(4) of the listing agreement are given in Annexure A.

Place : Valappad, Thrissur
 Date : November 6, 2018



By Order of the Board of Directors

V.P. Nandakumar
 Managing Director & CEO
 DIN: 00044512

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

**TO THE BOARD OF DIRECTORS OF
MANAPPURAM FINANCE LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **MANAPPURAM FINANCE LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and half year ended September 30, 2018 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), 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 Parent's 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 results of the following entities:
 - I. Manappuram Home Finance Limited
 - II. Asirvad Microfinance Limited
 - III. Manappuram Insurance Brokers Limited
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the 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 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



S. Sundaresan
Partner
(Membership No.25776)

BENGALURU, November 06, 2018

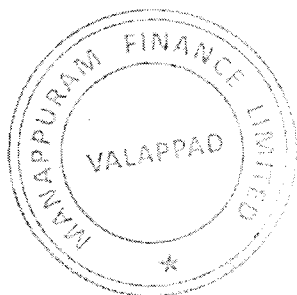
Regd. Office: Indiabulls Finance Centre, Tower 3, 27th - 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400 013, Maharashtra, India.
(LLP Identification No. AAB-8737)

Manappuram Finance Limited
 Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valappad, Thrissur - 680567
 CIN - L65910KL1992PLC006623

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER, 2018

(Rs. in Lakhs, except per equity share data)

S.No	Particulars	Quarter Ended			Half Year Ended	
		30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
A	Revenue from operations					
	(i) Interest income	99,109.15	91,382.30	81,088.75	1,90,491.45	1,63,389.35
	(ii) Dividend income	-	4.40	15.00	4.40	29.50
	(iii) Fees and commission income	1,703.35	2,097.55	1,822.50	3,800.90	2,611.27
	(iv) Net gain on fair value changes	2.08	-	41.87	2.08	60.57
	(v) Others	629.23	97.60	93.41	726.83	109.01
	Total revenue from operations (A)	1,01,443.81	93,581.85	83,061.53	1,95,025.66	1,66,199.70
B	Other income	1,308.06	1,136.23	951.33	2,444.29	3,444.11
	Total Income (A+B)	1,02,751.87	94,718.08	84,012.86	1,97,469.95	1,69,643.81
C	Expenses					
	(i) Finance costs	31,731.99	29,431.77	24,477.65	61,163.76	50,276.59
	(ii) Fees and commission expense	375.00	436.20	363.90	811.20	636.10
	(iii) Impairment on financial instruments	1,621.98	1,546.14	4,532.11	3,168.12	10,030.08
	(iv) Employee benefits expenses	17,729.30	16,981.03	15,566.31	34,710.33	30,036.63
	(v) Depreciation and amortization	1,884.30	1,850.51	1,661.00	3,734.81	3,247.77
	(vi) Other expenses	14,415.81	13,534.09	13,305.12	27,949.90	25,819.97
	Total expenses (C)	67,758.38	63,779.74	59,906.09	1,31,538.12	1,20,047.14
D	Profit before tax (A+B-C)	34,993.49	30,938.34	24,106.77	65,931.83	49,596.67
E	Tax expense:					
	(i) Current tax	12,304.36	10,253.57	9,814.92	22,557.93	18,555.35
	(ii) Deferred tax	288.95	685.77	(1,633.62)	974.72	(1,423.06)
F	Profit for the period (D-E)	22,400.18	19,999.00	15,925.47	42,399.18	32,464.38
G	Other comprehensive income					
	(i) Items that will not be reclassified to profit or loss					
	- Actuarial gain / (losses) on post retirement benefit plans	(127.29)	86.05	(252.98)	(41.24)	(183.98)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	47.10	(30.07)	92.05	17.03	68.60
	Total other comprehensive income	(80.19)	55.98	(160.93)	(24.21)	(115.38)
H	Total comprehensive income for the period (F+G)	22,319.99	20,054.98	15,764.54	42,374.97	32,349.00
I	Net profit attributable to:					
	Owners of parent	22,219.86	19,822.96	15,980.57	42,042.82	32,677.55
	Non-controlling interests	180.32	176.04	(55.10)	356.36	(213.17)
J	Other comprehensive income attributable to:					
	Owners of parent	(81.01)	54.94	(160.71)	(26.07)	(114.80)
	Non-controlling interests	0.82	1.04	(0.22)	1.86	(0.58)
K	Total comprehensive income attributable to:					
	Owners of parent	22,138.85	19,877.90	15,819.86	42,016.75	32,562.75
	Non-controlling interests	181.14	177.08	(55.32)	358.22	(213.75)
L	Paid-up equity share capital (Face value of Rs. 2/- per share)	16,856.20	16,850.70	16,839.20	16,856.20	16,839.20
M	Earnings per equity share (not annualised)					
	Basic (Rs.)	2.66	2.36	1.89	5.03	3.86
	Diluted (Rs.)	2.65	2.35	1.89	5.02	3.84



For Manappuram Finance Limited

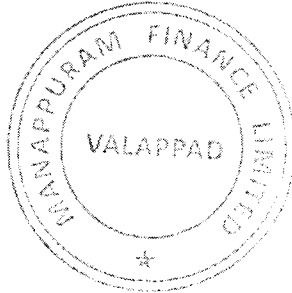
V.P. Nandakumar
 Managing Director & CEO

Manappuram Finance Limited
 Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valapad, Thrissur - 680567
 CIN - 165910KL1992PLC006623

SEGMENTWISE DETAILS UNAUDITED ON CONSOLIDATED BASIS FOR THE QUARTER AND SIX MONTH ENDED 30 SEPTEMBER, 2018

(Rs. In Lakhs)

S.No	Particulars	Quarter Ended			Half Year Ended	
		30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Segment Revenue					
	Gold loan & others	86,886.92	79,903.14	73,075.61	1,66,790.06	1,48,348.40
	Microfinance	15,864.95	14,814.94	10,937.25	30,679.89	21,295.41
	Total Segment Revenue	1,02,751.87	94,718.08	84,012.86	1,97,469.95	1,69,643.81
2	Segment Results (Profit before Tax)					
	Gold loan & others	30,498.45	26,609.74	25,905.72	57,108.19	53,947.09
	Microfinance	4,495.04	4,328.60	-1,798.95	8,823.64	-4,350.42
	Total Segment Results	34,993.49	30,938.34	24,106.77	65,931.83	49,596.67
3	Segment Assets					
	Gold loan & others	15,90,626.91	15,61,046.35	12,92,389.24	15,90,626.91	12,92,389.24
	Microfinance	2,81,577.49	2,56,227.56	2,00,412.12	2,81,577.49	2,00,412.12
	Total Segment Assets	18,72,204.40	18,17,273.91	14,92,801.36	18,72,204.40	14,92,801.36
4	Segment Liabilities					
	Gold loan & others	12,16,772.90	12,02,143.04	9,55,389.58	12,16,772.90	9,55,389.58
	Microfinance	2,37,869.02	2,15,467.27	1,79,889.24	2,37,869.02	1,79,889.24
	Total Segment Liabilities	14,54,641.92	14,17,610.31	11,35,278.82	14,54,641.92	11,35,278.82



For Manappuram Finance Limited

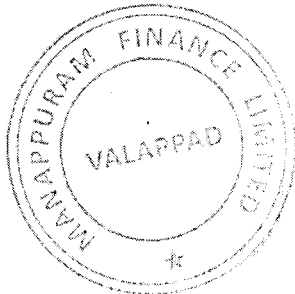
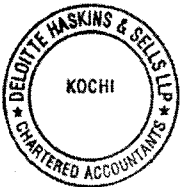
V.P. Nandakumar
 Managing Director & CEO

Manappuram Finance Limited
 Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valapad, Thrissur - 680567
 CIN - L65910KL1992PLC006623

NOTES:

1 Statement of Assets and Liabilities

		(Rs. In Lakhs)
S.NO	Particulars	As at 30-Sep-18
I	ASSETS	
	i Financial assets	
(a)	Cash and cash equivalent	36,749.84
(b)	Bank balance other than (a) above	36,374.59
(c)	Derivative financial instruments	1,116.00
(d)	Receivables	72.07
(e)	Loans	16,74,807.71
(f)	Investments	4,678.27
(g)	Other financial assets	57,211.40
	2 Non-financial assets	
(a)	Current tax assets (net)	836.60
(b)	Deferred tax assets (net)	10,154.52
(c)	Property, plant and equipment	26,712.19
(d)	Intangible assets	2,171.92
(e)	Goodwill	3,556.47
(f)	Capital work-in-progress	1,323.70
(g)	Other non-financial assets	16,439.12
	Total assets	18,72,204.40
II	LIABILITIES AND EQUITY	
	Liabilities	
	1 Financial Liabilities	
(a)	Trade payables	
(i)	total outstanding dues of micro enterprises and small enterprises	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises	9,792.55
(b)	Debt securities	5,81,813.28
(c)	Borrowings (other than debt securities)	8,21,059.21
(d)	Subordinated liabilities	591.30
(e)	Other financial liabilities	25,911.89
	2 Non-financial liabilities	
(a)	Provisions	4,198.31
(b)	Other non-financial liabilities	11,275.38
	3 Equity	
(a)	Equity share capital	16,856.00
(b)	Other equity	3,97,493.06
	Equity attributable to owners of the company	4,11,135.64
	Non controlling Interest	3,213.42
	Total liabilities and equity	18,72,204.40



For Manappuram Finance Limited

VP Nandakumar
 Managing Director & CEO

Manappuram Finance Limited
 Regd. & Corp. Office: IV/470A (Old) W/638 (New), Manappuram House, Valapad, Thrissur - 680567
 CIN - L65910KL1992PLC006623

- 2 In compliance with Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, a limited review of unaudited consolidated financial results for the quarter and half year ended September 30, 2018 has been carried out by the statutory auditors. As permitted under Circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 issued by SEBI, the Company has availed exemption for submission of Ind AS compliant unaudited consolidated financial results for the quarter ended March 31, 2018 and previous year ended March 31, 2018.
- 3 The Group has adopted Indian Accounting Standards ("Ind AS") w.e.f April 1, 2018 and the effective date of transition is April 1, 2017. Accordingly, the above unaudited consolidated financial results have been prepared in accordance with the recognition and measurement principle laid down in Ind AS 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder, the other accounting principles generally accepted in India and the
- 4 As required by paragraph 32 of Ind AS 101, the profit reconciliation between the figures previously reported under erstwhile Indian GAAP and restated as per Ind AS is as

Particulars	(Rs. In Lakhs)	
	Quarter Ended	Half Year Ended
	30-Sep-17	30-Sep-17
	Unaudited	Unaudited
Net profit after tax as reported under IGAAP	15,934.53	31,186.97
Adjustments resulting in increase/(decrease) in net profit after tax as reported		
(i) Recognition of financial assets and financial liabilities at amortised cost by application of Effective Interest Rate Method	147.12	2.00
(ii) Expected Credit Loss method and related adjustments for Loans	(75.09)	2,544.51
(iii) Fair valuation of stock options as per Ind AS 102	(372.56)	(722.07)
(iv) Expected Credit Loss on Investments		2.13
(v) Fair valuation of security deposits	8.58	23.92
(vi) Fair valuation of derivatives		18.70
(vii) Reclassification of net actuarial loss on employee defined benefit obligation to other comprehensive income	223.47	188.45
(viii) Tax impact on above adjustments	63.89	(775.76)
Profit after tax as reported under Ind AS	15,929.94	32,468.85
Other comprehensive income (net of tax)	(165.40)	(119.85)
Total Comprehensive Income (after tax) as reported under Ind AS	15,764.54	32,349.00

- 5 The above unaudited consolidated financial results were reviewed by the audit committee and recommended for approval and approved by the Board of Directors at their
- 6 During the half year ended September 30, 2018, the company allotted 274,095 shares, pursuant to exercise of stock option by eligible employees.
- 7 The Group has reported segment information as per Indian Accounting Standard 108 (Ind AS 108) on 'Operating Segments'. As per Ind AS 108, segments are identified based on management's evaluation of financial information for locating resources and assessing performance. Accordingly, the Group has identified two reportable
- 8 The Board of Directors declared an interim dividend of Rs. 0.55 per equity share having face value of Rs. 2/-each.
- 9 The Company has maintained requisite full asset cover by way of floating charge on book debts and other unencumbered assets of the Company on its Secured Listed Non Convertible Debentures as at September 30, 2018.

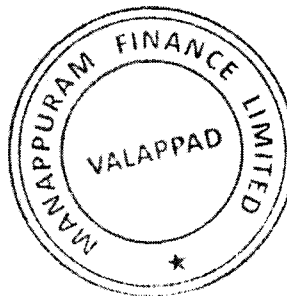
10 Key standalone financial information is given below:

Sl No.	Particulars	(Rs. In Lakhs)				
		Quarter Ended			Half Year ended	
		30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Total income	85,087.20	78,279.70	71,799.07	1,63,366.90	1,45,638.87
2	Profit before tax	30,387.47	26,565.17	25,950.76	56,952.64	54,106.79
3	Profit after tax	19,380.54	17,115.87	17,071.34	36,496.41	35,366.47
4	Total comprehensive income	19,275.10	17,161.10	16,916.65	36,436.20	35,254.20

By order of the Board of Directors

V.P. Nandakumar
 Managing Director & CEO
 DIN: 00044512

Place: Valapad, Thrissur
 Date: November 6, 2018



ANNEXURE A
CARE RATING LETTER AND RATIONALE
APPENDED OVERLEAF

CARE/CRO/RL/2018-19/1239

Ms. Bindu A L

Chief General Manager

Manappuram Finance Limited

Manappuram House,

P.O Valapad – 680 567

Thrissur District (Kerala)

August 20, 2018

Confidential

Dear Madam,

Credit rating for proposed Non-Convertible Debenture issue

Please refer to your request for rating of proposed long-term non-convertible debenture (NCD) issue aggregating to Rs.1000 crore of your company. The proposed NCD would have tenure up to 10 years.

2. The following ratings have been assigned by our Rating Committee:

Instrument	Amount (Rs. crore)	Rating ¹	Rating Action
Proposed Non-Convertible Debenture issue	1000 (Rs. One thousand crore only)	CARE AA; Stable (Double A; Outlook Stable)	Assigned

3. 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 August 17, 2018).
4. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.
5. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.

CARE Ratings Limited

(Formerly known as Credit Analysis & Research Limited)

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
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6. Kindly arrange to submit to us a copy of each of the documents pertaining to the NCD issue, including the offer document and the trust deed.
7. The rationale for the rating will be communicated to you separately. A write-up (press release) on the above rating is proposed to be issued to the press shortly, a draft of which is enclosed for your perusal as Annexure. We request you to peruse the annexed document and offer your comments if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by August 21, 2018 we will proceed on the basis that you have no any comments to offer.
8. 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.
9. 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.
10. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.

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11. CARE ratings are **not** recommendations to buy, sell or hold any securities.

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,

Tej Kiran

[Tej Kiran G]

Analyst

tej.kiran@careratings.com

R. Ravisankar

[Ravi Shankar R]

Manager

ravi.s@careratings.com

Encl.: As above

Disclaimer

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**Annexure
Press Release
Manappuram Finance Limited**

Ratings

Instruments	Amount (Rs. crore)	Ratings ²	Rating Action
Non-Convertible Debenture issue (Proposed)	1000 (Rupees One thousand Crore only)	CARE AA; Stable (Double A; Outlook: Stable)	Assigned

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The ratings assigned to the proposed Non-Convertible Debenture issue of Manappuram Finance Limited (MAFIL) factors in long track record and the established market position of MAFIL as one of the leading players in the gold loan industry in India, experienced promoters & management team, good profitability indicators, comfortable capitalisation level and liquidity position and adequate risk management & management information systems in place.

The ratings are, however, constrained by product concentration on a single asset class, exposure to price of gold and geographical concentration of the loan portfolio.

Going forward, ability of MAFIL to maintain comfortable capital adequacy levels, improve its asset quality, sustain its profitability while adhering to shorter tenure gold loans to mitigate price risk, diversify its product profile and any change in the regulatory scenario would be the key rating sensitivities.

Detailed description of the key rating drivers

Key Rating Strengths

Long track record and established market position

MAFIL has an established track record of operations for almost two decades in the gold loan financing segment and has consequently established a strong brand image in the market. MAFIL is one of the leading gold loan financiers in India. The company's consistent efforts in advertising and branding strategy have increased its brand recall significantly amongst customers.

Experienced promoters and management team

The promoters have been in the gold loan business for more than six decades. The business was founded by V.C. Padmanabhan in 1949 and in 1986, Shri. V. P. Nandakumar took over the business. Later in 1992, MAFIL was incorporated to expand the group's presence in gold loan business by opening branches pan India spanning 23 states and 4 union territories with 3,331 branches on June 30, 2018. The day to day

¹Complete definition of the ratings assigned are available at www.careratings.com and other CARE publications

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operations are looked after by a team of professionals overseen by the Board which comprises majority of independent directors with extensive experience in the NBFC sector.

Good profitability supported by stable growth in AUM

During FY18, AUM grew by 12% to Rs. 12,953 crore as on March 31, 2018 from Rs. 11,551 crore as on March 31, 2017. Gold loan portfolio grew by 5% from Rs. 11,135 crore as on March 31, 2017 to Rs. 11,735 crore as on March 31, 2018, whereas the gold disbursements grew by 18% during FY18. Post demonetization, Gold loans AUM witnessed declined from the peak level of Rs. 12,396 crore as on September 30, 2016 to Rs. 10,738 crore as on June 30, 2017. Disbursements slowly started to gain traction from Q3FY18 and subsequently Gold loan AUM increased to Rs. 11,735 crore as on March 31, 2018.

Disbursements increased to Rs. 23,119 crore during Q1FY19 and gold loan portfolio stood at Rs.12,464 crore as on June 30, 2018.

Yield on advances stood at 23.69% during FY18 against 27.28% during FY17. Yield during FY17 is high as the closing advances during FY17 was lower than average loan portfolio during the year. The decline in yield on advances is also due to increase in the share of lower yielding non-gold products from 3.69% as on March 31, 2017 to 9.40% as on March 31, 2018. Aided by decline in cost of borrowings from 11.16% in FY17 to 8.15% in FY18, NIM stood at 15.22% in FY18 against 15.85% in FY17.

Operating expenses to average total assets increased to 7.54% in FY18 from 6.69% in FY17 mainly due to increase in employee expenses on the account of additional recruitment of employees in vehicle finance segment and increase in security expenses. Post demonetisation, the management has increased the security at branches. With increase in Opex, ROTA slightly decreased to 5.06% in FY18 from 5.82% in FY17.

Good asset quality

With company focusing on shorter tenure loans, periodic collections of interest and follow-up of auction immediately, Asset quality has seen improved in FY18. GNPA and NNPA have improved to 0.54% and 0.33% as on March 31, 2018 as against 2.02% and 1.71% as on March 31, 2017. Net NPA to Networth stood at 2.07% as on March 31, 2018. As on March 31, 2018, 1+ DPD decreased from 22.29% as on March 31, 2017 to 12.10% as on March 31, 2018.

As on June 30, 2018, GNPA and NNPA remained at 0.73% and 0.34%.

Comfortable capitalisation and liquidity position

As on March 31, 2018, CAR remained comfortable at 26.96% as compared to 26.12% as on March 31, 2017 mainly due to accretion of profits to reserves. Tier I CAR stood at 26.57% as on March 31, 2018. Overall gearing stood at 2.73 times as on March 31, 2018. CAR and Tier I CAR stood at 25.54% and 25.15% as on June 30, 2018. CAR is likely to remain comfortable over the medium term.

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Asset liability maturity profile is comfortable as there are no cumulative mismatches in any of the buckets. This is due to longer tenure of the borrowings as compared to that of loans disbursed which is of short term in nature.

Adequate risk management & management information systems in place

Adequate risk management & management information systems in place MAFIL has put in place adequate risk management systems. Branch employees have been trained to appraise gold jewelry provided as security against loan by prospective borrowers. The company has implemented systems for ensuring the gold security and reducing the custodial risks, including highly secured vaults with dual control and insurance of gold. All the branches are monitored by surveillance cameras. The core gold loan application software, which was developed in-house by MAFIL team, is used by the branches and is linked to the financial software. Furthermore, all the branches are inter-connected which helps the company to extract various reports for monitoring all the branches on a day-to-day basis. The presence of adequate Information Technology and MIS ensures smooth functioning of operations and helps the senior management in exercising effective control of its operations.

Prospects

The gold loan industry has undergone various regulatory changes during FY13-14. These changes & guidelines in addition to downtrend in market prices of gold have impacted the growth, asset quality and profitability of the gold loan NBFCs in the two fiscal years ended March 2014. After this period, gold loan NBFCs have witnessed some stability in terms of AUM and profitability in FY15 and FY16. Post demonetization, there was a slowdown in disbursement. However, the disbursement again started picking up in H2FY18.

With track record of more than two decades, established brand name with wider branch network and healthy capitalization levels, MAFIL is better placed to benefit from upside growth in gold loan business. It has also ventured into micro finance and housing finance segment through its subsidiaries. This has resulted in improvement in portfolio diversification.

Going forward, ability of MAFIL to maintain comfortable capital adequacy levels, improve its asset quality, sustain its profitability while adhering to shorter tenure gold loans to mitigate price risk and any change in the regulatory scenario would be the key rating sensitivities.

Key Rating Weaknesses

Product concentration; However, efforts being taken for portfolio diversification

As on March 31, 2018, gold loans constitute around 91% of the total AUM as against 96% as on March 31, 2018. As a part of diversification strategy, during FY15, MAFIL has ventured into vehicle finance and LAP. The commercial vehicle finance and loan against property loan portfolio stood at Rs.625 crore and Rs.35 crore respectively as on March 31, 2018. MAFIL also started two wheeler loans in FY18 and the portfolio

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stands at around Rs.30 crore as on March 31, 2018. In addition to above segments, MAFIL has also started lending to corporate segment (primarily NBFCs) wherein due diligence done by another entity which co-lends along with MAFIL.

MAFIL has its presence in Microfinance and housing finance through its subsidiaries Asirvad Microfinance Limited (AMFL; rated CARE A+; Stable) and Manappuram Home Finance Private Limited (MHFL; CARE AA-; Stable). Amount of investments in subsidiaries stood at Rs. 370 crore as on March 31, 2018 against Rs. 320 crore as on March 31, 2017. AMFL has 840 branches spread across 20 states and Union Territories with an AUM of Rs. 2,438 crore as on June 30, 2018. As on June 30, 2018, Manappuram Home Finance Private Ltd had a loan book of Rs.406 crore. MAFIL has announced the acquisition of 85.39% stake in Indian School Finance Company Private Limited subject to approval from RBI and various regulatory authorities.

Geographical concentration

MAFIL has presence in 23 states and 4 union territories across India with its 3,331 branches. Over the past few years the gold loans portfolio as a % of AUM in South India has been decreasing continuously. As on June 30, 2018, South India contributes to 60% of AUM. However, the portfolio is well distributed within South with Kerala, Tamil Nadu, Karnataka, Andhra Pradesh and Telangana.

Analytical approach:

Standalone

Applicable Criteria

Criteria on assigning Outlook to Credit Ratings

CARE's Policy on Default Recognition

Financial Ratios-Financial Sector

Criteria for Short Term Instruments

CARE's Rating Methodology for Non-Banking Finance Companies (NBFCs)

About the Company

Manappuram Finance Limited, (MAFIL) is a NBFC registered with RBI as non-deposit accepting loan company, headquartered in Valapad, Kerala. MAFIL is promoted by Mr. V.P. Nandakumar in 1992 and as on March 31, 2018, the promoters' stake in MAFIL stood at 34.64%. The other major stake holders of MAFIL are Baring India Private Equity (8.79%), Quinag Acquisition (Fpi) Ltd (6.86%), WF Asian Reconnaissance Fund Limited (3.99%), Barclays Merchant Bank (4.14%) and the rest is held by FIIs. The company offers loan against used jewellery/ gold ornaments and it constitutes around 91% of AUM as on March 31, 2018. During FY15, the company has ventured into commercial vehicle financing and it constitutes 5% of AUM as on March 31, 2018. The company has AUM of Rs. 13,788 crore and operates through 3,331 branches spread across 23 states and 4 Union territories as on June 30, 2018.

During FY18, the company's total income was Rs. 2,950 crore as against the total income of Rs. 3,009 crore in FY17. The company registered a PAT of Rs.700 crore in FY18 as against Rs.726 crore in FY17.

During Q1FY19, the company reported a PAT of Rs.171 crore on a total income of Rs.783 crore.

Brief Financials (Rs. crore)	FY17 (A)	FY18 (A)
Total income	3,009	2,950
PAT	726	700
Interest coverage (times)	2.11	2.35
Total Assets	13,088	14,607
Net NPA (%)	1.71	0.33
ROTA (%)	5.82	5.06

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:

Name: P Sudhakar

Tel: 044-2850 1003

Email: p.sudhakar@careratings.com

****For detailed Rationale Report and subscription information, please contact us at www.careratings.com**

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.

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.

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-Non Convertible Debentures	-	-	-	1000.00	CARE AA; Stable

Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (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	390.00	CARE AA; Stable	1)CARE AA; Stable (06-Jul-18)	1)CARE AA; Stable (14-Aug-17)	1)CARE AA-; Stable (31-Dec-16) 2)CARE AA- (05-Aug-16) 3)CARE AA- (21-Jul-16)	1)CARE AA- (27-Aug-15) 2)CARE AA- (23-Jul-15)
2.	Fund-based - LT-Term Loan	LT	492.29	CARE AA; Stable	1)CARE AA; Stable (06-Jul-18)	1)CARE AA; Stable (14-Aug-17)	1)CARE AA-; Stable (31-Dec-16) 2)CARE AA- (21-Jul-16)	1)CARE AA- (27-Nov-15) 2)CARE AA- (26-Jun-15)
3.	Fund-based - ST-Working Capital Demand loan	ST	3320.00	CARE A1+	1)CARE A1+ (06-Jul-18)	1)CARE A1+ (14-Aug-17)	1)CARE A1+ (31-Dec-16) 2)CARE A1+ (21-Jul-16)	1)CARE A1+ (27-Nov-15) 2)CARE A1+ (26-Jun-15)
4.	Fund-based - LT-Cash Credit	LT	5187.71	CARE AA; Stable	1)CARE AA; Stable (06-Jul-18)	1)CARE AA; Stable (14-Aug-17)	1)CARE AA-; Stable (31-Dec-16) 2)CARE AA- (21-Jul-16)	1)CARE AA- (27-Nov-15) 2)CARE AA- (26-Jun-15)
5.	Debentures-Non Convertible Debentures	LT	150.00	CARE AA; Stable	1)CARE AA; Stable (06-Jul-18)	1)CARE AA; Stable (14-Aug-17)	1)CARE AA-; Stable (31-Dec-16) 2)CARE AA- (21-Jul-16) 3)CARE AA- (25-May-16)	-
6.	Debentures-Non Convertible Debentures	LT	40.00	CARE AA; Stable	1)CARE AA; Stable (06-Jul-18)	1)CARE AA; Stable (14-Aug-17)	1)CARE AA-; Stable (31-Dec-16) 2)CARE AA- (21-Jul-16) 3)CARE AA- (29-Jun-16)	-

7.	Commercial Paper	ST	3500.00	CARE A1+	1)CARE A1+ (06-Jul-18)	1)CARE A1+ (11-Sep-17)	-	-
8.	Debentures-Non Convertible Debentures	LT	100.00	CARE AA; Stable	1)CARE AA; Stable (06-Jul-18)	-	-	-
9.	Debentures-Non Convertible Debentures	LT	1000.00	CARE AA; Stable	-	-	-	-

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Ms. Bindu A L
Chief General Manager
Manappuram Finance Limited
Manappuram House,
P.O Valapad – 680 567
Thrissur District (Kerala)

January 21, 2019

Confidential

Dear Madam,

Validity of Credit rating for Non-Convertible Debenture issue of Rs.1000 crore
(Unutilised amount of Rs. 737.98 crore as on January 20, 2019)

In continuation with our rating letter no. CARE/CRO/RL/2018-19/1239 dated August 20, 2018 conveying the rating assigned to the Non-Convertible Debenture issue of Rs. 1,000 crore (Unutilised amount of Rs.737.98 crore as on January 20, 2019), it is re-emphasised that the proposed Non-Convertible Debenture issue needs to be raised within a period of 6 months of the said date of letter after which it needs to be revalidated.

Once the Non-Convertible Debenture is placed, the rating is valid for the tenure of such instrument till redemption. Nevertheless, CARE reserves the right to undertake a review of the rating from time to time, based on circumstances warranting such review.

Thanking you,

Yours faithfully,

R. Ravishanker

[Ravi Shankar R]
Manager

Encl.: As above

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CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

Ms. Bindu A L
Chief General Manager
Manappuram Finance Limited
Manappuram House,
P.O Valapad – 680 567
Thrissur District (Kerala)

December 26, 2018

Confidential

Dear Madam,

Validity of Credit rating for Non-Convertible Debenture issue of Rs.1000 crore
(Unutilised amount of Rs. 737.98 crore as on December 25, 2018)

In continuation with our rating letter no. CARE/CRO/RL/2018-19/1239 dated August 20, 2018 conveying the rating assigned to the Non-Convertible Debenture issue of Rs. 1,000 crore (Unutilised amount of Rs.737.98 crore as on December 25, 2018), it is re-emphasised that the proposed Non-Convertible Debenture issue needs to be raised within a period of 6 months of the said date of letter after which it needs to be revalidated.

Once the Non-Convertible Debenture is placed, the rating is valid for the tenure of such instrument till redemption. Nevertheless, CARE reserves the right to undertake a review of the rating from time to time, based on circumstances warranting such review.

Thanking you,

Yours faithfully,

R. Ravi Shankar

[Ravi Shankar R]
Manager

Encl.: As above

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CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

Ms. Bindu A L
Chief General Manager
Manappuram Finance Limited
Manappuram House,
P.O Valapad – 680 567
Thrissur District (Kerala)

October 08, 2018

Confidential

Dear Madam,

**Validity of Credit rating for Non-Convertible Debenture issue of Rs.1000 crore
(Unutilised amount of Rs. 1,000 crore as October 08, 2018)**

In continuation with our rating letter no. CARE/CRO/RL/2018-19/1239 dated August 20, 2018 conveying the rating assigned to the Non-Convertible Debenture issue of Rs. 1,000 crore (Unutilised amount of Rs.1,000 crore as on October 08, 2018), it is re-emphasised that the proposed Non-Convertible Debenture issue needs to be raised within a period of 6 months of the said date of letter after which it needs to be revalidated.

Once the Non-Convertible Debenture is placed, the rating is valid for the tenure of such instrument till redemption. Nevertheless, CARE reserves the right to undertake a review of the rating from time to time, based on circumstances warranting such review.

Thanking you,

Yours faithfully,

R. Ravishanker

[Ravi Shankar R]
Manager

Encl.: As above

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CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

Ms. Bindu A L
Chief General Manager
Manappuram Finance Limited
Manappuram House,
P.O Valapad – 680 567
Thrissur District (Kerala)

September 17, 2018

Confidential

Dear Madam,

**Validity of Credit rating for Non-Convertible Debenture issue of Rs.1000 crore
(Unutilised amount of Rs.1,000 crore as on September 16, 2018)**

In continuation with our rating letter no. CARE/CRO/RL/2018-19/1239 dated August 20, 2018 conveying the rating assigned to the Non-Convertible Debenture issue of Rs. 1,000 crore (Unutilised amount of Rs.1,000 crore as on September 16, 2018), it is re-emphasised that the proposed Non-Convertible Debenture issue needs to be raised within a period of 6 months of the said date of letter after which it needs to be revalidated.

Once the Non-Convertible Debenture is placed, the rating is valid for the tenure of such instrument till redemption. Nevertheless, CARE reserves the right to undertake a review of the rating from time to time, based on circumstances warranting such review.

Thanking you,

Yours faithfully,

R. Ravishanker

[Ravi Shankar R]
Manager

Encl.: As above

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

Page 1 of 1

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

CARE/CRO/RR/2018-19/1069
Ms. Bindu A L
Chief General Manager
Manappuram Finance Limited
Manappuram House,
P.O Valapad – 680 567
Thrissur District (Kerala)

August 20, 2018

Dear Madam,

Credit rating of proposed Non-Convertible Debenture issue

Please refer to our letter dated August 20, 2018 on the above subject.

2. The rationale for the rating is attached as an **Annexure-I**.
3. We request you to peruse the annexed document and offer your comments, if any. We are doing this as a matter of courtesy to our clients and with a view to ensure that no factual inaccuracies have inadvertently crept in. Kindly revert as early as possible. In any case, if we do not hear from you by August 21, 2018 we will proceed on the basis that you have no comments to offer.

If you have any further clarifications, you are welcome to approach us.

Thanking you,

Yours faithfully,

R. Ravi Shankar
Ravi Shankar R
Manager

Encl.: As above

Annexure-I
Rating Rationale
Manappuram Finance Limited

Ratings

Instruments	Amount (Rs. crore)	Ratings ¹	Rating Action
Non-Convertible Debenture issue (Proposed)	1,000 (Rupees One thousand crore only)	CARE AA; Stable (Double A; Outlook: Stable)	Assigned

Rating Rationale

The ratings assigned to the proposed non-convertible debenture issue of Manappuram Finance Limited (MAFIL) factors in long track record and the established market position of MAFIL as one of the leading players in the gold loan industry in India, experienced promoters & management team, good profitability indicators, comfortable capitalisation level and liquidity position and adequate risk management & management information systems in place.

The ratings are, however, constrained by product concentration on a single asset class, exposure to price of gold and geographical concentration of the loan portfolio.

Going forward, ability of MAFIL to maintain comfortable capital adequacy levels, improve its asset quality, sustain its profitability while adhering to shorter tenure gold loans to mitigate price risk, diversify its product profile and any change in the regulatory scenario would be the key rating sensitivities.

Background

Manappuram Finance Limited, (MAFIL) is a NBFC registered with RBI as non- deposit accepting loan company, headquartered in Valapad, Kerala. MAFIL is promoted by Mr. V.P. Nandakumar in 1992 and as on March 31, 2018, the promoters' stake in MAFIL stood at 34.64%.The other major stake holders of MAFIL are Baring India Private Equity (8.79%), Quinag Acquisition (Fpi) Ltd (6.86%), WF Asian Reconnaissance Fund Limited (3.99%), Barclays Merchant Bank (4.14%) and the rest is held by FIs. The company offers loan against used jewellery/ gold ornaments and it constitutes around 91% of AUM as on March 31, 2018. During FY15, the company has ventured into commercial vehicle financing and it constitutes 5% of AUM as on March 31, 2018. The company has AUM of Rs. 13,788 crore and operates through 3,331 branches spread across 23 states and 4 Union territories as on June 30, 2018.

MAFIL has presence in microfinance and housing finance segments through its subsidiaries, namely, Asirvad Microfinance Limited (AMFL; rated CARE A+; Stable) and Manappuram Home Finance Private Limited (MHFL; rated CARE AA-; Stable). MHFL is a wholly owned subsidiary of MAFIL whereas MAFIL holds 90.39% in AMFL. As on June 30, 2018, AMFL and MHFL has AUM of Rs. 2,438 Crore and Rs.406 Crore respectively.

Credit Risk Assessment

¹ Complete definition of the ratings assigned are available at www.careratings.com and other CARE publications

Long track record and established market position

MAFIL has an established track record of operations for almost two decades in the gold loan financing segment and has consequently established a strong brand image in the market. MAFIL is one of the leading gold loan financiers in India. The company's consistent efforts in advertising and branding strategy have increased its brand recall significantly amongst customers.

Experienced promoters and management team

The promoters have been in the gold loan business for more than six decades. The business was founded by V.C. Padmanabhan in 1949 and in 1986, Shri. V. P. Nandakumar took over the business. Later in 1992, MAFIL was incorporated to expand the group's presence in gold loan business by opening branches pan India spanning 23 states and 4 union territories with 3,331 branches on June 30, 2018. The day to day operations are looked after by a team of professionals overseen by the Board which comprises majority of independent directors with extensive experience in the NBFC sector.

Focus on relatively shorter tenure loan to mitigate price risk

To delink the gold loans from the gold price fluctuations, MAFIL focused on extending shorter term loans of less than 3 months from April 2016, so that the gap between scrap values of gold kept as collateral and obligation of the borrower is minimized and company does not face any losses at the time of recovery through auction.

However due to severe comperation in the gold finance industry and to retain the customers who require longer tenure loans, MAFIL started extending 6 month, 9 month and 12 month loans at lower LTVs during FY18.. However, management's focus will be on 3 month loans. MAFIL is also put in place a system to follow up for interest collection on monthly basis.

The share of shorter tenure (below 3 months) loans stood at as 91.58% on March 31, 2018 as against 99.87% as on March 31, 2017. MAFIL started accelerating the process of auctioning of the loan to avoid under recovery in case of fall in gold prices. The under recovery during auction in FY18 is Rs.29 crore as against Rs.42 crore in FY17.

Good profitability supported by stable growth in AUM

During FY18, AUM grew by 12% to Rs. 12,953 crore as on March 31, 2018 from Rs. 11,551 crore as on March 31, 2017. Gold loan portfolio grew by 5% from Rs. 11,137 crore as on March 31, 2017 to Rs. 11,735 crore as on March 31, 2018, whereas the gold disbursements grew by 18% during FY18. Post demonetization, Gold loans AUM witnessed declined from the peak level of Rs. 12,396 crore as on September 30, 2016 to Rs. 10,738 crore as on June 30, 2017. Disbursements slowly started to gain traction from Q3FY18 and subsequently Gold loan AUM increased to Rs. 11,735 crore as on March 31, 2018.

Yield on advances stood at 23.69% during FY18 against 27.28% during FY17. Yield during FY17 is high as the closing advances during FY17 was lower than average loan portfolio during the year. The decline in yield on advances is also due to increase in the share of lower yielding non-gold products from 3.69% as on March 31, 2017 to 9.40% as on March 31, 2018. Aided by decline in cost of borrowings from 11.16% in FY17 to 8.15% in FY18, NIM stood at 15.22% in FY18 against 15.85% in FY17.

Disbursements increased to Rs. 23,119 crore during Q1FY19 and gold loan portfolio stood at Rs.12,464 crore as on June 30, 2018

R

Operating expenses to average total assets increased to 7.54% in FY18 from 6.69% in FY17 mainly due to increase in employee expenses on the account of additional recruitment of employees in vehicle finance segment and increase in security expenses. Post demonetisation, the management has increased the security at branches. With increase in Opex, ROTA slightly decreased to 5.06% in FY18 from 5.82% in FY17.

Good Asset Quality

With company focusing on shorter tenure loans, periodic collections of interest and follow-up of auction immediately, Asset quality has seen improved in FY18. GNPA and NNPA have improved to 0.54% and 0.33% as on March 31, 2018 as against 2.02% and 1.71% as on March 31, 2017. Net NPA to Networth stood at 2.07% as on March 31, 2018. As on March 31, 2018, 1+ DPD decrease from 22.29% as on March 31, 2017 to 12.10% as on March 31, 2018.

As on June 30, 2018, GNPA and NNPA remained at 0.73% and 0.34%.

Comfortable capitalisation and liquidity position

As on March 31, 2018, CAR remained comfortable at 26.96% as compared to 26.12% as on March 31, 2017 mainly due to accretion of profits to reserves. Tier I CAR stood at 26.57% as on March 31, 2018. Overall gearing stood at 2.73 times as on March 31, 2018. CAR and Tier I CAR stood at 25.54% and 25.15% as on June 30, 2018. CAR is likely to remain comfortable over the medium term.

Asset liability maturity profile is comfortable as there are no cumulative mismatches in any of the buckets. This is due to longer tenure of the borrowings as compared to that of loans disbursed which is of short term in nature.

Adequate risk management & management information systems in place

MAFIL has put in place adequate risk management systems. Branch employees have been trained to appraise gold jewelry provided as security against loan by prospective borrowers. In addition, one more employee designated as gold appraiser in each branch also verifies the same. The company has implemented systems for ensuring the gold security and reducing the custodial risks, including highly secured vaults with dual control and insurance of gold. All the branches are monitored by surveillance cameras. MAFIL has a team of around 789 internal auditors spread across the region, for auditing of the branches. Branch audits and head office audits that are part of internal audits takes place once in two months. Verification of cash, inventory, gross weight, net weight of pledges, quality of the gold pledged, verification of gold loans, including KYC compliance takes place at branch audit by gold loan inspectors and by the internal audit team.

The core gold loan application software, which was developed in-house by MAFIL team is used by the branches and is linked to the financial software. Furthermore, all the branches are interconnected which helps the company to extract various reports for monitoring all the branches on a day-to-day basis. The presence of adequate Information Technology and MIS ensures smooth functioning of operations and helps the senior management in exercising effective control of its operations.

Product concentration; However, efforts being taken for portfolio diversification As on March 31, 2018, gold loans constitute around 91% of the total AUM as against 96% as on March 31, 2017. As a part of diversification strategy, during FY15, MAFIL has ventured into vehicle finance and LAP. The commercial vehicle finance and loan against property loan portfolio stood at Rs.625 crore and Rs.35 crore respectively as on March 31, 2018. MAFIL also started two

R

wheeler loans in FY18 and the portfolio stands at around Rs.30 crore as on March 31, 2018. In addition to above segments, MAFIL has also started lending to corporate segment (primarily NBFCs) wherein due diligence done by another entity which co-lends along with MAFIL.

MAFIL has its presence in Microfinance and housing finance through its subsidiaries Asirvad Microfinance Limited (AMFL; rated CARE A+; Stable) and Manappuram Home Finance Private Limited (MHFL; CARE AA-; Stable). Amount of investments in subsidiaries stood at Rs. 370 crore as on March 31, 2018 against Rs. 320 crore as on March 31, 2017. AMFL has 840 branches spread across 20 states and Union Territories with an AUM of Rs. 2,438 crore as on June 30, 2018. As on June 30, 2018, Manappuram Home Finance Private Ltd had a loan book of Rs.406 crore. MAFIL has announced the acquisition of 85.39% stake in Indian School Finance Company Private Limited subject to approval from RBI and various regulatory authorities.

Geographical concentration

MAFIL has presence in 23 states and 4 union territories across India with its 3,331 branches. Over the past few years the gold loans portfolio as a % of AUM in South India has been decreasing continuously. As on June 30, 2018, South India contributes to 60% of AUM. However, the portfolio is well distributed within South with Kerala, Tamil Nadu, Karnataka, Andhra Pradesh and Telangana.

Industry and Prospects

The gold loan industry has undergone various regulatory changes during FY13-14. These changes & guidelines in addition to downtrend in market prices of gold have impacted the growth, asset quality and profitability of the gold loan NBFCs in the two fiscal years ended March 2014. After this period, gold loan NBFCs have witnessed some stability in terms of AUM and profitability in FY15 and FY16. Post demonetization, there was a slowdown in disbursement. However, the disbursement again started picking up in H2FY18.

With track record of more than two decades, established brand name with wider branch network and healthy capitalization levels, MAFIL is better placed to benefit from upside growth in gold loan business. It has also ventured into micro finance and housing finance segment through its subsidiaries. This has resulted in improvement in portfolio diversification and return on assets at consolidated level.

Going forward, ability of MAFIL to maintain comfortable capital adequacy levels, improve its asset quality, sustain its profitability while adhering to shorter tenure gold loans to mitigate price risk and any change in the regulatory scenario would be the key rating sensitivities.

R

Financial Performance:

Rs. crore

As on March 31	2016	2017	2018
	(12m, A)	(12m, A)	(12m, A)
Interest Income	2,203	2,981	2,899
Total Income	2,217	3,009	2,950
Interest expense & financial charges	884	1,003	791
Net interest income	1,319	1,978	2,108
Operating Expenses	729	777	984
Depreciation	53	58	61
Total Provision / Write offs	32	56	48
PBT	519	1115	1067
Tax	182	389	366
PAT	337	726	700
Net worth	2,737	3,252	3,746
Total Debt	8,800	9,163	10,241
Total Portfolio	10,306	11,551	12,923
Total Assets	11,911	13,088	14,607
Key Ratios (%)			
Overall Gearing (times)	3.27	2.82	2.73
Interest coverage (times)	1.59	2.11	2.35
Tier I CAR %	23.48	25.73	26.57
Total CAR %	24.00	26.12	26.96
Profitability Ratios (%)			
Interest Income / Average Interest Earning Assets (A)	22.50	27.28	23.69
Interest expense / Average Borrowed funds (B)	10.28	11.16	8.15
Interest Spread (A) - (B)	12.22	16.11	15.53
Net Interest Margin	11.26	15.85	15.22
Cost to Income	58.65	41.65	48.39
Operating Expenses/Avg. Total Assets	6.74	6.69	7.54
ROTA (PAT / Average Total Assets)	2.91	5.82	5.06
Asset Quality Ratios			
Gross NPA Ratio	0.97*	2.02#	0.54#
Net NPA Ratio	0.75*	1.71#	0.33#
Net NPA to Net worth	2.84*	6.06#	2.07#

A – Audited; * - based on 120+dpd # 90+dpd

Note: Ratios have been computed based on average of annual opening and closing balances

NIM has been calculated as net interest income/ average annual total assets

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

ANNEXURE B
BRICKWORK RATING LETTER AND RATIONALE
APPENDED OVERLEAF



SEBI Registered
RBI Accredited
NSIC Empanelled

BWR/NCD/HO/ERC/VS/0351/2018-19

29 Aug 2018

Ms. Bindu A.L

EVP - Finance & Accounts

Manappuram Finance Limited

IV/470(old) W638A (New), Manappuram House, Valapad, Thrissur
Kerala - 680567

Dear Madam,

Sub: Rating of Manappuram Finance Limited proposed NCD issue of ₹ 1000 Crs (₹ One Thousand Crores Only) with a tenor up to 10 years and review of outstanding NCD issue of Rs 3 Crs.

Thank you for giving us an opportunity to undertake rating of Proposed NCD issue of Rs. 1000 Crores of Manappuram Finance Limited. Based on the term sheet of the NCD shared with us, information and clarifications provided by your company, as well as information available in public sources, Brickwork Ratings is pleased to inform you that **Manappuram Finance Limited's proposed NCD issue of ₹ 1000 Crs** has been assigned a rating of **BWR AA+ (Pronounced as BWR Double A Plus) (Outlook:Stable)**.

We are pleased to inform you that Brickwork Ratings has also upgraded the rating of Manappuram Finance Ltd.'s outstanding Secured NCD issue as detailed below:

Issue	Issue Size (Rs Crs)	ISIN	Previous Rating	Present Rating
Secured NCD	3 (reduced from 54.70)	INE522D07552	BWR AA (Pronounced as BWR Double A) Outlook: Stable	BWR AA+ (Pronounced as BWR Double A Plus) Outlook: Stable

Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The Rating is valid for one year from the date of this letter and subject to the terms and conditions that were agreed in your mandate dated 17 Aug 2018 and other correspondence, if any and Brickwork Ratings standard disclaimer appended below. Brickwork Ratings would conduct surveillance every year till maturity/redemption of the instrument. Please note that Brickwork Ratings would need to be kept informed of any significant information/development that may affect your Company's finances/performance without any delay. **You are also requested to submit "No Default Statement" on a monthly basis.**

In View of the above the earlier rating letter with reference number BWR/NCD/HO/ERC/VS/0324/2018-19 dated 22 Aug 2018 stands superceded.

Best Regards,


Vidya Shankar
CGM-Ratings

Note: Rating Rationale of all accepted Ratings are published on Brickwork Ratings website. All non-accepted ratings are also published on Brickwork Ratings web-site . Interested persons are well advised to refer to our website www.brickworkratings.com, If they are unable to view the rationale, they are requested to inform us on brickworkhelp@brickworkratings.com.

Disclaimer: Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

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B-2

CIN: U67190KA2007PTC043591

Rating Rationale

Manappuram Finance Limited

Brickwork Ratings assigns the following ratings for the Proposed Non-Convertible Debentures of ₹. 1000.00 Crores and also upgrades the ratings of following outstanding NCD issue of Manappuram Finance Limited. (hereafter referred to as “MFL” or “Company”)

Particulars

Instrument	Amount (Rs in Crs)	Tenure	Rating*
Proposed NCD	1000	Upto 10 years	BWR AA+ (Pronounced as BWR Double A Plus) (Outlook: Stable)

*Please refer to BWR website www.brickworkratings.com/ for definition of the ratings

BWR also upgrades the rating assigned to the following outstanding issue:

Instrument	Outstanding amount (Rs in Crs)	Tenure	ISIN	Outstanding Rating	Revised Rating
NCD	3	Upto 10 years	INE522D07552	BWR AA (Pronounced as BWR Double A) (Outlook: Stable)	BWR AA+ (Pronounced as BWR Double A Plus) (Outlook: Stable) (Upgraded)

Rating Assigned/Upgradation

Rationale/Description of Key Rating Drivers/Rating sensitivities:

BWR has principally relied upon the audited financial results of the Company up to FY18, unaudited financials for Q1FY19, publicly available information and information/clarifications provided by the Company’s management.



BWR/NCD//ERC/RB/0664/2018-19
21 Jan 2019

Ms. Bindu A L
EVP - Finance & Accounts
Manappuram Finance Limited
IV/470(old) W638A (new), Manappuram House, Valapad, Thrissur
Kerala - 680567

Madam,

Sub: Validation of Rating - Manappuram Finance Limited - Proposed NCD issue (Public) of Rs.1000 Crs with a tenor of upto 10 years

Ref: Your email request dated 21 Jan 2019

Dear Sir,

We wish to inform that your Company's aforementioned proposed NCD issue of Rs.1000 Crs carries a **BWR AA+ (pronounced as BWR Double A plus) (Outlook: Stable)** rating as advised vide our letter no. BWR/NCD/HO/ERC/VS/0351/2018-19 dated 29 Aug 2018. The rating is valid upto 29 Aug 2019. We note that the company has raised Rs.262 Crs (Tranche I) out of the rated amount and the unutilised amount is Rs.738 Crs.

Instruments with BWR AA+ rating are considered to have **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk**.

Please note that all the terms and conditions of our earlier letter no. BWR/NCD/HO/ERC/VS/0351/2018-19 dated 29 Aug 2018 remains unchanged

Best Regards

Rajat Bahl
Head Financial Sector Ratings



Brickwork Ratings India Pvt. Ltd.

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CIN: U67190KA2007PTC043591



BWR/NCD/HO/ERC/RB/0598/2018-19

24 Dec 2018

Ms. Bindu A.L

EVP - Finance & Accounts

Manappuram Finance Limited

IV/470(old) W638A (New), Manappuram House, Valapad, Thrissur
Kerala - 680567

Dear Madam,

Sub: Validation of Rating – Manappuram Finance Ltd – Proposed NCD issue (Public) of Rs 1000 Crs with a tenor of upto 10 years.

Ref: Your email request dated 24 Dec 2018

We wish to advise that your Company's aforementioned Proposed NCD issue of Rs 1000 Crs carries **BWR AA+ (Pronounced BWR Double A Plus) (Outlook: Stable)** rating as advised vide our letter BWR/NCD/HO/ERC/VS/0351/2018-19 dated 29 Aug 2018. The rating is valid up to 29 Aug 2019. We note that the Company has raised Rs 262 Crs (Tranche I) out of the rated amount and the unutilised amount is Rs 738 Crs.

Instruments with BWR AA+ rating are considered to have **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk**.

Please note that all the terms and conditions of our earlier letter BWR/NCD/HO/ERC/VS/0351/2018-19 dated 29 Aug 2018 remains unchanged.

On completion of borrowing, please furnish details of security creation and other aspects related to the borrowing.

Best Regards,


Rajat Bahl
Head – Financial Sector Ratings



Disclaimer: Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

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CIN: U67190KA2007PTC043591



SEBI Registered
RBI Accredited
NSIC Empanelled

BWR/NCD/HO/ERC/VS/0458/2018-19

11 Oct 2018

Ms. Bindu A.L

EVP - Finance & Accounts

Manappuram Finance Limited

IV/470(old) W638A (New), Manappuram House, Valapad, Thrissur
Kerala - 680567

Dear Madam,

Sub: Validation of Rating – Manappuram Finance Ltd – Proposed NCD issue (Public) of Rs 1000 Crs with a tenor of upto 10 years.

Ref: Your email request dated Oct 8, 2018

We wish to advise that your Company's aforementioned Proposed NCD issue of Rs 1000 Crs carries **BWR AA+ (Pronounced BWR Double A Plus) (Outlook: Stable)** rating as advised vide our letter BWR/NCD/HO/ERC/VS/0351/2018-19 dated 29 Aug 2018. The rating is valid up to 29 Aug 2019. We note that the Company has not utilized the said amount.

Instruments with BWR AA+ rating are considered to have **high degree of safety** regarding timely servicing of financial obligations. Such instruments carry **very low credit risk**.

Please note that all the terms and conditions of our earlier letter BWR/NCD/HO/ERC/VS/0351/2018-19 dated 29 Aug 2018 remains unchanged.

On completion of borrowing, please furnish details of security creation and other aspects related to the borrowing.

Best Regards,

Vidya Shankar
Chief General Manager – Ratings



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Brickwork Ratings India Pvt. Ltd.

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CIN: U67190KA2007PTC043591



The rating assignment/upgradation factors the considerable increase in size of the Company over the past 5 years in terms of AUM, Net Interest Income (NII) & branches, significant improvement in the earning indicators, declining cost of borrowings, diversified funding profile, comfortable capitalization & gearing level, comfortable liquidity position, Company's strategic initiatives to strengthen the core gold loan business while simultaneously diversifying into other synergistic areas and the continuous evolution in technology.

The rating continues to derive strength from the experienced & professional management of the Company, long track record and established brand of Manappuram in gold loan industry and adequate systems & processes in place. The rating is however, constrained by the inherent risks associated with Gold Loan Business.

Description of Key rating drivers:

Credit Strengths:

- **Established track record:** Manappuram Finance Ltd. is one of India's leading gold loans NBFCs engaged in providing finance against used household gold ornaments. Incorporated in 1992, the Company is promoted by Mr. V.P. Nandakumar (current MD & CEO) whose family has been involved in gold loans since 1949.
- **Sizeable AUM with diversified portfolio:** MFL's assets under management has consistently grown in the past 5 years from Rs 8,163 crs to Rs 15,765 Crs as on 31st Mar 2018 witnessing a CAGR of 14.07%. Diversified portfolio where Gold Loans constitutes 75%, Microfinance 16%, Housing 2.4% , VEF 4% and Corporate loan & Others constituting 3.8% of Consolidated AUM in FY18 characterises the portfolio of MFL.
- **Strong and Sustained Asset Quality:** MFL has always maintained a healthy asset quality and Gross NPA of 0.6% as on 31st Mar 2018 is the lowest in the Gold Loan Industry. For the last 5 years except in FY17, the Company has always maintained Gross NPA levels well below 1.5%; this was possible due to adoption of stringent lending policies and technologically advanced loan processing tools.
- **Comfortable capital adequacy:** MFLs has maintained adequate capital adequacy which stood at 27% as on 31st Mar 2018 which is well above the minimum prescribed levels of 15% by the regulators.

Credit Risks:



- **Inherent risks associated with NBFCs:** Being a gold loan finance company, MFL is exposed to inherent risks such as price fluctuation of Gold, operational risks, and severe competition. Since the Company operates under highly regulated environment, it is also exposed to policy changes.
- **Geographical and Product concentration risk:** MFLs loan portfolio is largely concentrated, i.e., about 60% of total loans to southern states of India and 75% of loans are gold loans which exposes the company to geographical and product concentration risks.

Rating Outlook: Stable

BWR believes the **Manappuram Finance Ltd.**'s business risk profile will be maintained over the medium term. The 'Stable' outlook indicates a low likelihood of rating change over the medium term. The rating outlook may be revised to 'Positive' in case the revenues and profit show sustained improvement. The rating outlook may be revised to 'Negative' if the revenues go down and profit margins show lower than expected figures.

About the Company

Manappuram Finance Limited, formerly Manappuram General Finance and Leasing Limited, is the Group's flagship Company and was established in 1992 in Thrissur (Kerala). It is a non-deposit taking NBFC and is mainly engaged in providing retail advances against Household Used Gold Jewellery. Manappuram is promoted by Mr. V P Nandakumar whose family has been involved in gold loans since 1949. Promoter & Promoter Group has a holding of 34.64% as of June 30, 2018. It is listed on both NSE and BSE.

Mr. V P Nandakumar is the Managing Director and CEO of Manappuram Finance Limited. Mr. Jagdish Capoor is the Chairman and Independent/ Non-Executive Director on the Board of MFL. Besides him, the Board has five more Independent/ Non-Executive Directors and one Nominee Director who are eminent people with vast experience in financial sector. The Company has a team of well-qualified and experienced professionals looking after credit, risk, marketing, audit and other support functions.

MFL is mainly engaged in providing Loan against gold and has diversified into other synergistic products like MFI loans, Commercial Vehicle loans, small size Housing loans through its subsidiaries. It has established pan-India presence, with a strong distribution network of 4,207 branches spread across 24 states and 4 union territories as of June 30, 2018. Out of the total network only 40 branches are located in flood affected areas in Kerala and since the offices are



located in first floor and higher, there were no damages reported. The fact that only about 7% of the total business comes from the state of Kerala also provides additional comfort. Besides, the Company has obtained adequate insurance cover, inter alia, against natural calamities.

Proposed terms of NCD:

The proposed NCD issue of Rs 1000 Crs with a tenor of upto 10 years will be utilized for onward lending and will be secured by receivables (pari passu) to the extent of 1x times and will be redeemed at maturity.

Company Financial Performance

The Company's Asset Under Management, at consolidated level, has increased from Rs. 13,657 Crs as of March 31, 2017 to Rs 15,765 Crs as on 31st March 2018, a y-o-y growth of 15.43%. As of March 31, 2017, Gold loan, MFI loans, Housing loans and Commercial Vehicle loans constituted 74%, 15%, 2% and 4%, respectively in the consolidated AUM.

As of March 31, 2018, MFL's Gross NPA & Net NPA stood at 0.54% (2.02% as of March 31, 2017) and Net NPA stood at 0.33% (1.71% as of March 31, 2017) respectively recognized based on 90 dpd. The Provision Coverage Ratio is at 38.48% as of March 31, 2018 (16%). Its capital adequacy in the form of CRAR stood at 26.97% as of March 31, 2018 which is well above the RBI's minimum stipulated requirement of 15%. Tier I CRAR was at 26.57%. MFL's Tangible Net Worth increased from Rs. 3,307 Crs as of March 31, 2017 to Rs 3,812 Crs mainly on account of retention of profits for the year.

As of March 31, 2018, on a standalone basis, Company's borrowings aggregated Rs. 10,241 Crs constituting Bank borrowings of 52.63%, Commercial Papers of 28.45% and Debentures of 18.83%. The Company's cost of borrowing fell from 9.7% in FY17 to 8.7% in FY18. The Company has a comfortable liquidity profile as the tenure of its assets is well matched with the tenure of its liabilities. Net Interest Margin (NIM) was at 16.23% in FY18 (16.62% in FY17), ROA was at 4.77% in FY18 (5.52%) and ROE was 18.36 % in FY18 (21.93%).

In FY18, on a consolidated basis MFL has reported PAT of Rs 670.91 Crs (Rs.755.85 Crs PAT in FY17) on Net Interest Income (Total Income from Operations net of Interest Expenses) of Rs.2395.7 Crs (Rs.2218.99 Crs in FY17).

Q1FY19 Financials: On a standalone basis, for Q1FY19 the Company's Loan portfolio stood at Rs 13,788 Crs when compared to Rs 11,233 Crs in Q1FY18. NII and PAT for Q1FY19 stood at



Rs 555 Crs and 171 Crs respectively. Its capital adequacy ratio was at 25.54% percent as of June 30, 2018.

Total consolidated operating income during the quarter stood at Rs. 935.82 Crores, an increase of 12.56 percent in comparison to Rs. 831.38 Crores reported in the year ago quarter. Consolidated net profit for the quarter ended June 30, 2018 jumped to Rs. 198.77 Crores, an increase of 18.72 percent over Rs. 167.43 Crores recorded in Q1 of the previous fiscal.

Consolidated assets under management (AUM) grew by 24.20 percent to Rs.16,617.86 Crores from Rs. 13,379.84 Crores reported in the year ago quarter.

Rating History for the last three years (including withdrawn/suspended ratings)

Sl. No.	Instrument	Current Rating (Aug 2018)			Rating History			
		Type	Amount (RsCrs)	Rating	June 2018	Jul 2017	Jul 2016	2015
1.	Proposed NCD	Long Term	1000	BWR AA+ (Stable) (Assigned)	-	-	-	-
2.	NCD	Long Term	3 (Reduced from 54.70)	BWR AA+ (Outlook: Stable) (Upgradation)	BWR AA (Outlook: Stable)	BWR AA (Outlook: Stable)	BWR AA- (Outlook: Stable)	-

Hyperlink/Reference to applicable Criteria

- [General Criteria](#)
- [Approach to Financial Ratios](#)
 - [Banks & Financial Institutions](#)



Analytical Contacts	Media
Vidya Shankar Chief General Manager - Ratings	media@brickworkratings.com
analyst@brickworkratings.com	Relationship Contact bd@brickworkratings.com
Phone: 1-860-425-	

For print and digital media

The Rating Rationale is sent to you for the sole purpose of dissemination through your print, digital or electronic media. While it may be used by you acknowledging credit to BWR, please do not change the wordings in the rationale to avoid conveying a meaning different from what was intended by BWR. BWR alone has the sole right of sharing (both direct and indirect) its rationales for consideration or otherwise through any print or electronic or digital media.

Note on complexity levels of the rated instrument:

BWR complexity levels are meant for educating investors. The BWR complexity levels are available at www.brickworkratings.com/download/ComplexityLevels.pdf Investors queries can be sent to info@brickworkratings.com.

About Brickwork Ratings

Brickwork Ratings (BWR), a SEBI registered Credit Rating Agency, accredited by RBI and empaneled by NSIC, offers Bank Loan, NCD, Commercial Paper, MSME ratings and grading services. NABARD has empaneled Brickwork for MFI and NGO grading. BWR is accredited by IREDA & the Ministry of New and Renewable Energy (MNRE), Government of India. Brickwork Ratings has Canara Bank, a leading public sector bank, as its promoter and strategic partner.

BWR has its corporate office in Bengaluru and a country-wide presence with its offices in Ahmedabad, Chandigarh, Chennai, Hyderabad, Kolkata, Mumbai and New Delhi along with representatives in 150+ locations. BWR has rated debt instruments/bonds/bank loans, securitized paper of over ₹ 11,99,663 Cr. In addition, BWR has rated over 6819 MSMEs. Also, Fixed Deposits and Commercial Papers etc. worth over ₹48,803 Cr have been rated.

BWR has rated over 30 PSUs/Public Sector banks, as well as many major private players. BWR has a major presence in ULB rating of nearly 102 cities

DISCLAIMER

Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented “as is” without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons

ANNEXURE C
CONSENT OF THE DEBENTURE TRUSTEE
APPENDED OVERLEAF

Date: August 24, 2018

To,

The Board of Directors
Manappuram Finance Limited
IV/470A(old) W638A(new)
Manappuram House
Valapad, Thrissur
Kerala – 680567

Sub: Proposed public issue by Manappuram Finance Limited (the “Company”) of secured, redeemable, non-convertible debentures of face value of Rs. 1,000 each (“NCDs”) aggregating upto Rs. 1,000 Crores

Dear Sirs,

We, the undersigned, hereby consent to act as debenture trustee to the Issue and to our name being inserted as debenture trustee to the Issue in (i) the draft shelf prospectus (“**DSP**”) which the Company intends to file with the BSE Limited, the designated stock exchange (“**BSE**”) for the purpose of receiving public comments and submitted with the Securities and Exchange Board of India (“**SEBI**”); (ii) the shelf prospectus proposed to be filed with the Registrar of Companies, Kerala (the “**RoC**”) and submitted to SEBI and the BSE; (iii) one or more tranche prospectus proposed to be filed with the RoC and submitted to SEBI and the BSE in relation to the Issue; (iv) the abridged prospectus; and (v) all related advertisements and the subsequent communications sent to the holders of NCDs pursuant to the Issue. The NCDs are proposed to be listed on the BSE.

We also authorise you to deliver a copy of this letter of consent to the RoC pursuant to Section 26 of the Companies Act, 2013, as amended, the SEBI, the BSE and any other regulatory authorities as may be required. The following details with respect to us may be disclosed:

Logo:



Name: Catalyst Trusteeship Limited (Formerly GDA Trusteeship Limited)
Address: ‘GDA House’, Plot No 85, Bhusari Colony (Right),
Kothrud, Pune – 411038
Tel: 022 - 49220543
Fax: 022 - 49220505
Email: ComplianceCTL-Mumbai@ctltrustee.com
Investor Grievance Email: grievance@ctltrustee.com
Website: www.catalysttrustee.com
Contact Person: Umesh Salvi
Compliance Officer: Shamala Nalawade
SEBI Registration No.: IND000000034
CIN: U74999PN1997PLC110262



CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)

An ISO:9001 Company

Mumbai Office Office No. 83 - 87, 8th Floor, B Wing, Mittal Tower, Nariman Point, Mumbai 400 021 Tel +91 (022) 4922 0555 Fax +91 (022) 4922 0505
Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (020) 25280081 Fax +91 (020) 25280275
Delhi Office Office No. 213, 2nd floor, Navrang House, 21 Kasturba Gandhi Marg, New Delhi- 110 001. Tel. 011 43029101.
CIN No. U74999PN1997PLC110262 Email dt@ctltrustee.com Website www.catalysttrustee.com
Pune | Mumbai | Bengaluru | Delhi | Chennai



We 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 Issue by the Company.

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 our registration is valid as on date and that we have not been prohibited by SEBI or any other regulatory authority from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning as an intermediary by any regulatory authority, court or tribunal. We further confirm that no enquiry/investigation is presently being conducted by SEBI on us.

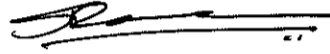
We confirm that we will immediately inform, in writing, the Company and the lead managers to the Issue ("LMs") of any changes to the information stated in this letter till the date the NCDs commence trading on the BSE pursuant to the Issue. In the absence of any such communication, the information stated in this letter should be taken as accurate and updated information until the NCDs commence trading on the BSE pursuant to the Issue.

We further confirm that the information in relation to us in this certificate together with the annexures is true and correct.

This letter may be relied upon by the Company, LMs and the legal advisors appointed by the Company and the LMs in respect of the Issue.

Yours faithfully,

For **Catalyst Trusteeship Limited**



Authorised Signatory
Name: Swapnil Rane
Designation: Manager



Cc:

Lead Managers

A. K. Capital Services Limited
30-39, Free Press House, 3rd Floor
Free Press Journal Marg
215, Nariman Point
Mumbai – 400 021

Edelweiss Financial Services Limited
Edelweiss House, Off CST Road
Kalina
Mumbai – 400 098

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park Ganpatrao Kadam Marg Lower Parel
Mumbai 400 013
Encl: As above



Annexure A

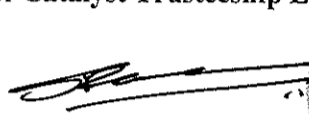

Date: August 24, 2018

TO WHOMSOEVER IT MAY CONCERN

Sub: Proposed public issue by Manappuram Finance Limited (the "Company") of secured, redeemable, non-convertible debentures of face value of Rs. 1,000 each ("NCDs") aggregating upto Rs. 1,000 Crores through one or more tranches (the "Issue")

1. Registration number:	IND000000034
2. Date of registration / renewal of registration:	July 29,2016
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	N.A.
5. Any communication from SEBI prohibiting [name of certifying entity] from acting as [debenture trustee to the offer]:	NIL
6. Any enquiry/investigation being conducted by SEBI:	NIL
7. Period up to which registration/ renewal fees has been paid:	30th April, 2019
8. Details of any penalty imposed	NIL

For Catalyst Trusteeship Limited

Authorised Signatory
Name: Swapnil Rane
Designation: Manager



डिबेंचर न्यासी

प्रकार ख
FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA
 (डिबेंचर न्यासी) विनियम, 1993
 (DEBENTURE TRUSTEE) REGULATIONS, 1993

000258

(विनियम 8)
(Regulation 8)

(Regulation 8A)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION **PERMANENT REGISTRATION**

- 1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधाता (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
 1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

CATALYST TRUSTESHIP LIMITED
GDA HOUSE, PLOT NO. 85,
BHUSARI COLONY (RIGHT), PAUD ROAD
PUNE - 411 038
MAHARASHTRA

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 **IND000000034**
- 3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र से तक विद्यमान है।
 3) Unless renewed, the certificate of registration is valid from to

3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.



आदेश से
 भारतीय प्रतिभूति और विनियम बोर्ड
 के लिए और उसकी ओर से
 By order
 For and on behalf of
Securities and Exchange Board of India

स्थान Place : **MUMBAI**

तारीख Date : **JULY 29, 2016**

MJ Sonparote
MEDHA SONPAROTE
 प्राधिकृत हस्ताक्षरकर्ता / Authorised Signatory



ANNEXURE D

ILLUSTRATION OF CASH FLOWS AND DAY COUNT CONVENTION

APPENDED OVERLEAF

Illustration for guidance in respect of the day count convention and effect of holidays on payments.

INVESTORS SHOULD NOTE THAT THE BELOW EXAMPLES ARE SOLELY FOR ILLUSTRATIVE PURPOSES AND IS NOT SPECIFIC TO THE ISSUE

Set forth below is an illustration for guidance in respect of the day count convention and effect of holidays on payments. For the purpose of this Illustration, we have considered effect of holidays on cash flows only for Series I, Series IV and Series VII. The effect of holidays on cash flows for the other Series of NCDs shall be similar.

Face value per NCD (In Rs.)	1,000
Deemed Date of Allotment (assumed)	Wednesday March 06, 2019
Day count convention	Actual / Actual

Series I Tranche II Issue

Coupon Rate for all categories of Investors	9.35%
Tenor (no. of days)	36 Months
Number of NCDs held (assumed)	100
Frequency of Interest payment	Monthly
Redemption Date/Maturity Date	March 06, 2022

Cash Flows	Due Date of Payment	Actual Date of Payment	No. of days for Coupon Period	Coupon payment for all categories of Investors (in Rs.)
1 st Coupon/Interest Payment Date	Wednesday, May 01, 2019	Thursday, May 02, 2019	56	1434.52
2 nd Coupon/Interest Payment Date	Saturday, June 01, 2019	Saturday, June 01, 2019	31	794.11
3 rd Coupon/Interest Payment Date	Monday, July 01, 2019	Monday, July 01, 2019	30	768.49
4 th Coupon/Interest Payment Date	Thursday, August 01, 2019	Thursday, August 01, 2019	31	794.11
5 th Coupon/Interest Payment Date	Sunday, September 01, 2019	Monday, September 02, 2019	31	794.11
6 th Coupon/Interest Payment Date	Tuesday, October 01, 2019	Tuesday, October 01, 2019	30	768.49
7 th Coupon/Interest Payment Date	Friday, November 01, 2019	Friday, November 01, 2019	31	794.11
8 th Coupon/Interest Payment Date	Sunday, December 01, 2019	Monday, December 02, 2019	30	768.49
9 th Coupon/Interest Payment Date	Wednesday, January 01, 2020	Wednesday, January 01, 2020	31	794.11
10 th Coupon/Interest Payment Date	Saturday, February 01, 2020	Saturday, February 01, 2020	31	794.11
11 th Coupon/Interest Payment Date	Sunday, March 01, 2020	Monday, March 02, 2020	29	742.88
12 th Coupon/Interest Payment Date	Wednesday, April 01, 2020	Wednesday, April 01, 2020	31	791.94

Cash Flows	Due Date of Payment	Actual Date of Payment	No. of days for Coupon Period	Coupon payment for all categories of Investors (in Rs.)
13 th Coupon/Interest Payment Date	Friday, May 01, 2020	Saturday, May 02, 2020	30	766.39
14 th Coupon/Interest Payment Date	Monday, June 01, 2020	Monday, June 01, 2020	31	791.94
15 th Coupon/Interest Payment Date	Wednesday, July 01, 2020	Wednesday, July 01, 2020	30	766.39
16 th Coupon/Interest Payment Date	Saturday, August 01, 2020	Saturday, August 01, 2020	31	791.94
17 th Coupon/Interest Payment Date	Tuesday, September 01, 2020	Tuesday, September 01, 2020	31	791.94
18 th Coupon/Interest Payment Date	Thursday, October 01, 2020	Thursday, October 01, 2020	30	766.39
19 th Coupon/Interest Payment Date	Sunday, November 01, 2020	Monday, November 02, 2020	31	791.94
20 th Coupon/Interest Payment Date	Tuesday, December 01, 2020	Tuesday, December 01, 2020	30	766.39
21 st Coupon/Interest Payment Date	Friday, January 01, 2021	Friday, January 01, 2021	31	791.94
22 nd Coupon/Interest Payment Date	Monday, February 01, 2021	Monday, February 01, 2021	31	791.94
23 rd Coupon/Interest Payment Date	Monday, March 01, 2021	Monday, March 01, 2021	28	715.30
24 th Coupon/Interest Payment Date	Thursday, April 01, 2021	Thursday, April 01, 2021	31	794.11
25 th Coupon/Interest Payment Date	Saturday, May 01, 2021	Monday, May 03, 2021	30	768.49
26 th Coupon/Interest Payment Date	Tuesday, June 01, 2021	Tuesday, June 01, 2021	31	794.11
27 th Coupon/Interest Payment Date	Thursday, July 01, 2021	Thursday, July 01, 2021	30	768.49
28 th Coupon/Interest Payment Date	Sunday, August 01, 2021	Monday, August 02, 2021	31	794.11
29 th Coupon/Interest Payment Date	Wednesday, September 01, 2021	Wednesday, September 01, 2021	31	794.11
30 th Coupon/Interest Payment Date	Friday, October 01, 2021	Friday, October 01, 2021	30	768.49

Cash Flows	Due Date of Payment	Actual Date of Payment	No. of days for Coupon Period	Coupon payment for all categories of Investors (in Rs.)
31 st Coupon/Interest Payment Date	Monday, November 01, 2021	Monday, November 01, 2021	31	794.11
32 nd Coupon/Interest Payment Date	Wednesday, December 01, 2021	Wednesday, December 01, 2021	30	768.49
33 rd Coupon/Interest Payment Date	Saturday, January 01, 2022	Saturday, January 01, 2022	31	794.11
34 th Coupon/Interest Payment Date	Tuesday, February 01, 2022	Tuesday, February 01, 2022	31	794.11
35 th Coupon/Interest Payment Date	Tuesday, March 01, 2022	Tuesday, March 01, 2022	28	717.26
36 th Coupon/Interest Payment Date and Redemption of Principal	Sunday, March 06, 2022	Saturday, March 05, 2022	5	100102.47
Total Cash Flows				128024.45

Series IV Tranche II Issue

Coupon Rate for all categories of Investors

10.15%

Tenor (no. of months)

60 Months

Number of NCDs held (assumed)

100

Frequency of Interest payment

Annual

Redemption Date/Maturity Date

Wednesday, March 06, 2024

Cash Flows	Due Date of Payment	Actual Date of Payment	No. of days for Coupon Period	Coupon payment for all categories of Investors (in RS.)
1 st Coupon/Interest Payment Date	Friday, March 06, 2020	Friday, March 06, 2020	366	10150.00
2 nd Coupon/Interest Payment Date	Saturday, March 06, 2021	Saturday, March 06, 2021	365	10150.00
3 rd Coupon/Interest Payment Date	Sunday, March 06, 2022	Monday, March 07, 2022	365	10150.00
4 th Coupon/Interest Payment Date	Monday, March 06, 2023	Monday, March 06, 2023	365	10150.00
5 th Coupon/Interest Payment Date	Wednesday, March 06, 2024	Wednesday, March 06, 2024	366	10150.00
Redemption of Principal	Wednesday, March 06, 2024	Wednesday, March 06, 2024		100,000.00
Total Cash Flows				1,50,750.00

Series VII Tranche II Issue

Coupon Rate for all categories of Investors

Not Applicable

Tenor (no. of days)	2617 days
Number of NCDs held (assumed)	100
Frequency of Interest payment	Not Applicable
Redemption Date/Maturity Date	Tuesday, May 05, 2026

Cash Flows	Due Date of Payment	Actual Date of Payment	No. of days for Coupon Period	Redemption Amount for all categories of Investors (in Rs)
Redemption of Principal	Tuesday, May 05, 2026	Tuesday, May 05, 2026	2617	2,00,000.00
Total Cash Flows				2,00,000.00

Assumptions:

1. For the purpose of illustration, it is assumed that only Sundays are non-Working Days
2. The Deemed Date of Allotment is assumed to be March 06, 2019

Note:

1. The Coupon/ Interest Payments are rounded-off to nearest rupee as per FIMMDA 'Handbook on market practices'.