

**THIS ABRIDGED PROSPECTUS CONSISTS OF 20 PAGES INCLUDING 2 PAGES OF APPLICATION FORM. PLEASE ENSURE THAT YOU GET ALL PAGES**

Please ensure that you read the Prospectus and the general instructions contained in this Abridged Prospectus before applying in the Issue. Unless otherwise specified, all capitalised terms used in this form shall have the meaning ascribed to such terms in the Prospectus dated September 28, 2021. The investors are advised to retain a copy of Abridged Prospectus for their future reference.

You may obtain a physical copy of the Application form from our Registered Office, the Lead Manager, Syndicate Member, Registrar to the Issue, the Designated Branches of Self Certified Syndicate Banks. You may also download the Prospectus from the websites of SEBI, Lead Manager and Stock Exchange i.e. [www.sebi.gov.in](http://www.sebi.gov.in); [www.vivro.net](http://www.vivro.net); [www.bseindia.com](http://www.bseindia.com).



## KLM AXIVA FINVEST LIMITED

*Our Company was incorporated on April 28, 1997, as 'Needs Finvest Limited', a public limited company under the Companies Act, 1956 with a certificate of incorporation issued by Registrar of Companies, Andhra Pradesh at Hyderabad. Our Company also obtained the certificate of commencement of business dated May 6, 1997 from Registrar of Companies, Andhra Pradesh at Hyderabad. The name of our Company was changed to 'KLM Axiva Finvest Limited' pursuant to a resolution passed by the shareholders of our Company at the EGM held on January 25, 2016 and a fresh certificate of incorporation dated February 29, 2016 was issued by the Registrar of Companies, Telangana at Hyderabad ("ROC"). Our Company has obtained a certificate of registration dated March 15, 2016 bearing registration no. 09.00006 issued by the Reserve Bank of India ("RBI") to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the RBI Act, 1934. For details of changes in our name and registered office, see "History and Certain Other Corporate Matters" on page 107 of the Prospectus.*

**Registered Office:** Door No. 3-3-408/1, First Floor, RTC Colony, Opposite SBI Bank, LB Nagar, Mansoorabad, Rangareddi, Hyderabad – 500 074, Telangana, India; **Telephone:** +91-40-48542753;

**Corporate Office:** 4th Floor, Door No.1871A24, VM Plaza, Palarivattom, Ernakulam- 682 025, Kerala, India; **Telephone:** +91 -484-4281 111;  
**Company Secretary and Compliance Officer/ Contact Person:** Mr. Srikanth G. Menon; **E-mail:** [cs@klmaxiva.com](mailto:cs@klmaxiva.com); **Telephone:** +91-484-4281118;  
**Chief Financial Officer:** Thanish Dalee; **E-mail:** [cfo@klmaxiva.com](mailto:cfo@klmaxiva.com); **Telephone:** +91-484-281125

**Corporate Identity Number:** U65910TG1997PLC026983; **Permanent Account Number:** AACN7976P; **Website:** [www.klmaxiva.com](http://www.klmaxiva.com)

### BRIEF DESCRIPTION OF THE ISSUE

**PUBLIC ISSUE BY KLM AXIVA FINVEST LIMITED, ("COMPANY" OR "ISSUER") OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹1,000 EACH ("NCDs"), AT PAR, AGGREGATING UP TO ₹10,000 LAKHS, HEREINAFTER REFERRED TO AS THE "BASE ISSUE" WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ₹10,000 LAKHS, AGGREGATING UP TO ₹20,000 LAKHS, HEREINAFTER REFERRED TO AS THE "OVERALL ISSUE SIZE" (THE "ISSUE"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED, THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED. THE ISSUE IS NOT PROPOSED TO BE UNDERWRITTEN.**

### GENERAL RISKS

For taking an investment decision, this 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 "Risk Factors" on page 16 of the Prospectus and "Material Developments" on page 231 of the Prospectus, before making an investment in the Issue. This document has not been and will not be approved by any regulatory authority in India, including the RBI, the Securities and Exchange Board of India ("SEBI"), the RoC or any stock exchange in India.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### CREDIT RATING

The NCDs proposed to be issued under the Issue have been rated "CARE BB+; Stable (Double B Plus; Outlook: Stable)", by CARE Ratings Limited ("CARE Ratings") for an amount up to ₹ 20,000 lakhs, vide its letter dated September 17, 2021. The rating of NCDs by CARE Ratings indicates that instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating provided by rating agency may be suspended, withdrawn or revised at any time by the assigning rating agency on the basis of new information etc., and should be evaluated accordingly. Please refer to page 360 of the Prospectus for the rationale for the above rating.

### LISTING

The NCDs offered through the Prospectus are proposed to be listed on the BSE Limited ("BSE") and BSE shall be the Designated Stock Exchange. Our Company has obtained 'in-principle' approval for this Issue from BSE vide their letter dated September 24, 2021. BSE shall be the Designated Stock Exchange for this Issue.

### PUBLIC COMMENTS

The Draft Prospectus was filed with BSE pursuant to Regulation 27 of the SEBI NCS Regulations and was open for public comments for a period of 7 (seven) Working Days i.e. until 5 p.m. from the date of filing of the Draft Prospectus with the Designated Stock Exchange.

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

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, see "Issue Structure" on page 249 of the Prospectus. For details relating to eligible investors, see "Issue Structure" on page 249 of the Prospectus.

### ISSUE PROGRAMME

**ISSUE OPENS ON: THURSDAY, SEPTEMBER 30, 2021**

**ISSUE CLOSES ON: TUESDAY, OCTOBER 26, 2021\***

*Vistra ITCL (India) Limited, by its letter dated September 14, 2021, has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. For further details, see "General Information – Debenture Trustee" on page 39 of the Prospectus.*

*\*Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date (subject to a period of maximum 30 days from the date of the Prospectus) as may be decided by the Board of Directors of our Company ("Board") or Debenture Committee of the Board. In the event of such early closure or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through advertisement in an English national daily newspaper and a regional daily newspaper in Telangana where the registered office is located, with wide circulation on or before such earlier date or extended date of closure. Application Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.*

*A copy of the Prospectus and written consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Auditor, the Lead Manager, the Registrar to the Issue, Public Issue Account Bank, Sponsor Bank, Refund Bank, Credit Rating Agency, the legal counsel, CRISIL Limited, the Banker to our Company, the Debenture Trustee, and the Syndicate Member to act in their respective capacities shall be filed with the RoC, in terms of Section 26 of the Companies Act, 2013 along with the requisite endorsed/certified copies of all requisite documents. For further details, see "Material Contracts and Documents for Inspection" beginning on page 354 of the Prospectus.*

*Vistra ITCL (India) Limited, the Debenture Trustee to the Issue has in accordance with Regulation 8 of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended ("SEBI DT Regulations") has made the payment of requisite fees for the renewal of certificate of registration and the revised certificate is awaited. In accordance with Regulation 8 SEBI DT Regulations, the certificate of registration shall be valid unless it is suspended or cancelled by the SEBI and subject to payment of the registration fee.*

**OUR PROMOTER**

As on the date of the Prospectus, the Promoter of our Company is Ms. Biji Shibu and she holds 87,58,800 Equity Shares aggregating to 8.08% of the share capital of our Company. Further our erstwhile Promoter Ms. Princy Josekutty has disassociated herself from the Company with effect from June 18, 2021 and had transferred 47,000 Equity Shares to Shibu Theckumpurath Varghese.

**Profile of our Promoter:**

Ms. Biji Shibu, aged 51 years, is the Promoter and Non- Executive Director of our Company. She holds a bachelor's degree in arts from Mahatma Gandhi University. She is serving as a director in Carbomix Polymers (India) Private Limited and KLM Tiana Gold & Diamonds Private Limited. She has a rich experience in finance business and has been associated with our Company since March 9, 2013.

**Permanent Account Number:** AFAPS5916A

**Date of Birth:** May 21, 1970

There have been no changes in the Promoter's holding in our Company during last financial year beyond the threshold prescribed by RBI.

For further details, see "Our Promoter" on page 119 of the Prospectus.

**OUR BOARD OF DIRECTORS**

In compliance with the Companies Act, 2013, of our Company require us to have not less than three Directors and not more than fifteen Directors. As on the date of the Prospectus, we have four Directors on the Board which include one Executive Director and three Non-Executive Directors.

The general superintendence, direction and management of our affairs and business are vested in the Board of Directors. Currently, we have four Directors on the Board of Directors.

Sr. No.	Name	Designation	Experience
1.	Dr. Alexander John Joseph	Non- Executive (Independent) Chairman	He is a retired IAS officer and holds a doctorate of philosophy from Karnataka University. He has been associated with our Company since February 29, 2016.
2.	Mr. Shibu Theckumpurath Varghese	Whole-Time Director	He holds a bachelor's degree in arts from Gandhiji University. He is also a director in Payyoli Granites Private Limited, Axiva Mfin Limited and KLM Nidhi Limited. He has over 25 years of experience in finance business. He has been associated with our Company since July 27, 2016.
3.	Ms. Biji Shibu	Non-Executive Director	She holds a bachelor's degree in arts from Mahatma Gandhi University. She is serving as a director in Carbomix Polymers (India) Private Limited and KLM Tiana Gold & Diamonds Private Limited. She has a rich experience in finance business and has been associated with our Company since March 9, 2013.
4.	Mr. Issac Jacob	Independent Director	He holds Bachelor's degree in technology under mechanical branch. He has been associated with our Company since March 17, 2018.

For further details, please refer "Our Management" on page 110 of the Prospectus.

**OUR BUSINESS**

We are a non-deposit taking systemically important non-banking finance company ("NBFC") primarily serving low and middle income individuals and businesses that have limited or no access to formal banking and finance channels. We are registered with RBI under Section 45 IA of the RBI Act and have obtained certificate bearing registration no. 09.00006 from RBI. We operate primarily in four business verticals: (i) gold loan business, lending money against the pledge of household jewellery, (ii) micro, small and medium enterprises loan, (iii) personal loan and (iv) microfinance loan to women customers. As on August 31, 2021, we operate through 285 branches across four states namely Kerala, Karnataka, Tamil Nadu and Telangana managed through our corporate office located at Kochi.

As of March 31, 2021, March 31, 2020 and March 31, 2019, our AUM was ₹ 74,730.11 lakhs, ₹ 51,354.53 lakhs and ₹ 37,383.27 lakhs, respectively. Our AUM increased at a CAGR of 41.39% from ₹ 37,383.27 lakhs as of March 31, 2019 to ₹ 74,730.11 lakhs as of March 31, 2021.

Our Company also has a wholly owned subsidiary, namely KMLM Financial Services Limited.

**Our product portfolio:**

**Gold Loans:** Our gold loan business is typically loans against pledge of household gold jewellery by individuals. We provide loans up to ₹ 100 Lakhs against gold jewellery with a tenure ranging up to 12 months. We offer variety of gold loan schemes to our customers to suit their individual needs. The schemes differ in relation to the amount advanced per gram of gold, tenure, interest rate chargeable and amount of loan. As of March 31, 2021, we had an aggregate principal balance of ₹ 37,871.22 lakhs of outstanding gold loans.

**Micro, small and medium enterprises loans:** We provide loans up to ₹ 1,000 Lakhs to micro, small and medium enterprises ("MSME") customers, which category primarily includes small and medium size enterprises, including businessmen, traders, manufacturers and self-employed professionals. The MSME loan segment includes working capital loans against residential and commercial property with a tenure ranging up to 40 months. As of March 31, 2021, we had an aggregate principal balance of ₹ 28,833.44 lakhs of outstanding MSME loan.

**Personal loans:** We provide personal loans up to ₹ 20 lakhs to our individual customers for their personal needs against tangible collateral as well as security in other forms with a tenure ranging up to 40 months. As of March 31, 2021, we had an aggregate principal balance of ₹ 1,193.66 lakhs of outstanding personal loan.

**Microfinance loans:** We also provide micro finance loans to women customers. We provide microfinance loans up to ₹ 0.50 lakhs each to a group of 10 – 15 women customers for their business and personal needs. These loans are provided essentially for use in their small businesses or other income generating activities. As of March 31, 2021, we had an aggregate principal in our microfinance loan segment of ₹ 6,830.12 lakhs of outstanding Microfinance loan.

For further details, see "Our Business" on page 88 of the Prospectus.

**RISK FACTOR**

The below mentioned risks are top 10 risk factors, as per the Prospectus, including 3 each pertaining to the Issuer and the NCDs. Please read the risk factors carefully, see section titled “Risk Factors” on page 16 of the Prospectus.

1. Spread of COVID-19 pandemic and the consequent nationwide lockdown to impact our operations and financial condition.
2. We have received Show-Cause Notice from RBI and any adverse action taken could affect our business and operations.
3. Our Company, our Promoter and Directors and other companies have been subject to search and seizure operations conducted by the Indian income tax authorities.
4. Our financial performance is particularly vulnerable to interest rate volatility. If we are unable to manage interest rate risk in the future it could have an adverse effect on our net interest margin, thereby adversely affecting business and financial condition of our company.
5. Our business requires substantial capital, and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.
6. High levels of customer defaults or delays in repayment of loans could adversely affect our business, financial condition and results of operations.
7. If we are unable to manage the level of NPAs in our Loan Assets, our financial position and results of operations may suffer.
8. There is no assurance that the NCDs issued pursuant to this Issue will be listed on BSE Limited in a timely manner, or at all.
9. The NCD Holders may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs. Failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose the holders to a potential loss.
10. Changes in interest rate may affect the price of our NCD. Any increase in rate of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.

For further details, see “Risk Factors” on page 16 of the Prospectus.

**FINANCIAL HIGHLIGHTS**

This section should be read together with the Reformatted Financial Statements, including the notes thereto, in “Financial Statements” on page 122 of the Prospectus.

**Key Operational and Financial indicators of our Company**

A summary of our key operational and financial parameters for the last three completed financial years are as given below:

**A. Based on the Reformatted Consolidated Ind AS Financial Statements**

(₹ in lakhs)

Parameters	Fiscal 2021*	Fiscal 2020*
<b>Balance Sheet</b>		
Net Fixed assets	3,341.40	1,905.50
Current assets	48,680.26	32,196.04
Non-current assets	30,396.32	23,075.12
Total assets	82,417.98	57,176.64
<b>Non-Current Liabilities (including maturities of long-term borrowings and short term borrowings)</b>		
Financial (borrowings, trade payables, and other financial liabilities)	68,924.68	48,680.92
Provisions	-	-
Deferred tax liabilities (net)	-	-
Other non-current liabilities	3,061.06	1,612.40
<b>Current Liabilities</b>		
Financial (borrowings, trade payables, and other financial liabilities)	336.68	256.85
Provisions	-	-
Current tax liabilities (net)	321.90	69.55
Other current liabilities	113.85	28.50
Equity (equity and other equity)	9,659.81	6,528.42
Total equity and liabilities	82,417.98	57,176.64
<b>Profit and Loss</b>		
Total revenue	12,652.36	10,225.38
Revenue from operations	12,377.31	9,956.97
Other income	275.05	268.40

Parameters	Fiscal 2021*	Fiscal 2020*
Total Expenses	11,538.07	9,469.15
Total comprehensive income	714.11	53.12
Profit / loss	714.11	53.12
Other comprehensive income	-	-
Profit / loss after tax	714.11	53.12
Earnings per equity share: Basic;(Continuing operations)	1.25	0.10
Earnings per equity share: Diluted (Continuing operations)	1.25	0.10
Earnings per equity share: Basic;(Discontinued operations)	-	-
Earnings per equity share: Diluted (Discontinued operations)	-	-
Earnings per equity share: Basic;(Continuing and discontinued operations)	1.25	0.10
Earnings per equity share: Diluted (Continuing and discontinued operations)	1.25	0.10
<b>Cash Flow</b>		
Net cash generated from operating activities	(13,866.02)	(7,780.89)
Net cash used in / generated from investing activities	(632.52)	(930.89)
Net cash used in financing activities	14,275.23	10,368.89
Cash and cash equivalents	3,412.63	3,635.93
Balance as per statement of cash flows	3,412.63	3,635.93
<b>Additional information*</b>		
Net worth	8,392.66	6,406.52
Cash and Cash Equivalents	3,412.63	3,635.93
Current Investments	-	-
Assets Under Management	74,730.11	51,354.53
Off Balance Sheet Assets	-	-
Total Debts to Total assets (times)	0.84	0.85
Debt Service Coverage Ratios(times)	0.12	0.12
Interest Income	12,377.31	9,956.97
Interest Expense	7,287.23	5,119.85
Interest service coverage ratio(times)	1.15	1.15
Provisioning & Write-offs	(138.50)	120.54
Bad debts to Account receivable ratio (times)	Negligible	Negligible
Gross NPA (%)	6.56%	8.79%
Net NPA (%)	4.77%	6.14%
Tier I Capital Adequacy Ratio (%)	10.18%	11.28%
Tier II Capital Adequacy Ratio (%)	5.89%	5.74%

\* based on Ind AS Financials

**B. Based on the Reformatted Standalone Financial Statements**

*(₹ in lakhs)*

Parameters	Fiscal 2021*	Fiscal 2020*	Fiscal 2019 <sup>^</sup>
<b>Balance Sheet</b>			
Net Fixed assets	3,341.40	1,905.50	1,299.46
Current assets	48,398.77	33,749.80	36,592.46
Non-current assets	30,644.02	21,751.27	4,692.53
Total assets	82,384.19	57,406.57	42,584.44
<b>Non-Current Liabilities (including maturities of long-term borrowings and short term borrowings)</b>			
Financial (borrowings, trade payables, and other financial liabilities)	68,924.69	48,930.94	27,826.71
Provisions	-	-	-
Deferred tax liabilities (net)	-	-	-
Other non-current liabilities	3,061.06	1,624.73	-

Parameters	Fiscal 2021*	Fiscal 2020*	Fiscal 2019 <sup>^</sup>
<b>Current Liabilities</b>			
Financial (borrowings, trade payables, and other financial liabilities)	113.85	28.50	452.66
Provisions	-	-	324.02
Current tax liabilities (net)	318.49	64.79	-
Other current liabilities	336.36	250.99	7,056.27
Equity (equity and other equity)	9,629.74	6,506.62	6,924.78
Total equity and liabilities	82,384.19	57,406.57	42,584.44
<b>Profit and Loss</b>			
Total revenue	12,651.20	10,224.99	6,835.61
Revenue from operations	12,376.16	9,956.59	6,528.72
Other income	275.05	268.40	306.89
Total Expenses	11,548.60	9,475.96	6,002.16
Total comprehensive income	705.84	50.68	597.74
Profit / loss	705.84	50.68	597.74
Other comprehensive income	-	-	N.A
Profit / loss after tax	705.84	50.68	597.74
Earnings per equity share: Basic;(Continuing operations)	1.24	0.10	1.49
Earnings per equity share: Diluted (Continuing operations)	1.24	0.10	1.49
Earnings per equity share: Basic;( Discontinued operations)	-	-	-
Earnings per equity share: Diluted (Discontinued operations)	-	-	-
Earnings per equity share: Basic;( Continuing and discontinued operations)	1.24	0.10	1.49
Earnings per equity share: Diluted (Continuing and discontinued operations)	1.24	0.10	1.49
<b>Cash Flow</b>			
Net cash generated from operating activities	(13,862.92)	(7,766.54)	(14,040.97)
Net cash used in / generated from investing activities	(632.52)	(1,190.26)	(916.91)
Net cash used in financing activities	14,008.41	10,596.14	15,191.37
Cash and cash equivalents	3,131.14	3,618.16	2,081.60
Balance as per statement of cash flows	3,131.14	3,618.16	2,081.60
<b>Additional information*</b>			
Net worth	8,362.59	6,506.62	6,924.78
Cash and Cash Equivalents	3,131.14	3,618.16	2,081.60
Current Investments	247.70	247.70	-
Assets Under Management	74,730.11	51,354.53	37,383.27
Off Balance Sheet Assets	-	-	-
Total Debts to Total assets (times)	0.84	0.85	0.79
Debt Service Coverage Ratios(times)	0.12	0.12	0.13
Interest Income	12,376.16	9,956.59	6,528.72
Interest Expense	7,304.05	5,131.80	2,998.99
Interest service coverage ratio (times)	1.15	1.15	1.18
Provisioning & Write-offs	(138.50)	120.54	123.15
Bad debts to Account receivable ratio (times)	Negligible	Negligible	Negligible
Gross NPA (%)	6.56%	8.79%	4.98%
Net NPA (%)	4.77%	6.14%	4.47%
Tier I Capital Adequacy Ratio (%)	10.18%	11.28%	16.74%
Tier II Capital Adequacy Ratio (%)	5.89%	5.74%	NA
Leverage Ratio (times)	NA	NA	5.19

\* based on Ind AS Financials

<sup>^</sup>based on IGAAP Financials

For further details, see “Our Business” on page 88 of the Prospectus.

## CONTACT DETAILS RELATING TO ENTITIES ASSOCIATED WITH THE ISSUE

## LEAD MANAGER TO THE ISSUE

**VIVRO****Vivro Financial Services Private Limited**

607/608 Marathon Icon, Opp. Peninsula Corporate Park

Off. Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel

Mumbai 400 013, Maharashtra, India

**Telephone:** +91 22 6666 8040/41/42; **Email:** [klmaxiva@vivro.net](mailto:klmaxiva@vivro.net)**Investor Grievance Id:** [investors@vivro.net](mailto:investors@vivro.net)**Compliance Officer/Contact Person:** Mr. Jayesh Vithlani**Website:** [www.vivro.net](http://www.vivro.net)**SEBI Registration No.:** INM000010122

## REGISTRAR TO THE ISSUE

**KFINTECH****KFIN Technologies Private Limited**

Selenium Tower B, Plot 31-32, Financial District, Nanakramguda,

Serilingampally, Hyderabad, Rangareddi -500 032,

Telangana, India

**Telephone:** +91 40 6716 2222; **Facsimile:** +91 40 2343 1551**Toll free number:** 18003454001**Email:** [klm.ncd@kfintech.com](mailto:klm.ncd@kfintech.com)**Investor grievance e-mail:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)**Website:** [www.kfintech.com](http://www.kfintech.com)**Contact Person:** Mr. M Murali Krishna**SEBI Registration No.:** INR000000221

## DEBENTURE TRUSTEE TO THE ISSUE

**VISTRA ITCL****Vistra ITCL (India) Limited\***

The IL&amp;FS Financial Centre, Plot No. C - 22, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai - 400 051, Maharashtra, India

**Telephone:** +91 22 2659 3333**Email:** [itclcomplianceofficer@vistra.com](mailto:itclcomplianceofficer@vistra.com)**Investor Grievance E-mail:** [itclcomplianceofficer@vistra.com](mailto:itclcomplianceofficer@vistra.com)**Website:** [www.vistraitcl.com](http://www.vistraitcl.com)**Compliance Officer/ Contact Person:** Mr. Jatin Chonani**SEBI Registration Number:** IND000000578

*\*The Debenture Trustee to the Issue has in accordance with Regulation 8 of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended has made the payment of requisite fees for the renewal of certificate of registration and the revised certificate is awaited. In accordance with Regulation 8 SEBI DT Regulations, the certificate of registration shall be valid unless it is suspended or cancelled by the SEBI and subject to payment of the registration fee.*

**Public Issue Account Bank, Sponsor Bank and Refund Bank****HDFC Bank Limited**

Lodha, I Think Techno Campus O-3 Level,

Next to Kanjurmarg,

Railway Station, Kanjurmarg (East),

Mumbai - 400 042 Maharashtra, India

**Telephone:** 022 30752929/2928/2914**Email:** [Siddharth.jadhav@hdfcbank.com](mailto:Siddharth.jadhav@hdfcbank.com), [sachin.gawade@hdfcbank.com](mailto:sachin.gawade@hdfcbank.com),[neerav.desai@hdfcbank.com](mailto:neerav.desai@hdfcbank.com), [eric.bacha@hdfcbank.com](mailto:eric.bacha@hdfcbank.com), [tushar.gavankar@hdfcbank.com](mailto:tushar.gavankar@hdfcbank.com)**Website:** [www.hdfc.com](http://www.hdfc.com)**Contact Person:** Neerav Desai, Eric Bacha, Siddharth Jadhav, Sachin Gawde, Tushar Gavankar,**SEBI Registration Number:** INBI00000063**Self-Certified Syndicate Banks**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA and UPI Mechanism process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> respectively as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms and UPI Mechanism through app/web interface from the Designated Intermediaries, refer to the above-mentioned link.

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the members of the Syndicate is available on the website of SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. 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>.

**OBJECT OF THE ISSUE**

Our Company proposes to utilise the funds which are being raised through the Issue, after deducting the Issue related expenses to the extent payable by our Company (“**Net Proceeds**”), estimated to be approximately ₹ 19,873.75 lakhs, towards funding the following objects (collectively, referred to herein as the “**Objects**”):

1. For the purpose of onward lending, financing and repayment/prepayment of principal and interest on existing borrowings; and
2. General Corporate Purposes.

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

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

(₹ in lakh)

S. No.	Description	Amount
1.	Gross proceeds of the Issue	20,000.00
2.	(less) Issue related expenses*	126.25
3.	Net Proceeds*	19,873.75

*\*Assuming the Issue is fully subscribed, and our Company retains oversubscription.*

**Requirement of funds and Utilisation of Net Proceeds**

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

S. No.	Objects of the Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	Onward lending, financing and repayment/prepayment of principal and interest on existing borrowings	At least 80%
2.	General Corporate Purposes*	Maximum of up to 20%
	Total	100%

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

For further details, see “*Object of the Issue*” on page 59 of the Prospectus.

**ISSUE PROCEDURE**

**1. Who are not eligible to apply for NCDs?**

The following categories of persons, and entities, shall not be eligible to participate in this Issue and any Application from such persons and entities are liable to be rejected:

- (a) Minors without a guardian name\*(A guardian may apply on behalf of a minor. However, Application by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);
- (b) Foreign nationals, NRI *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
- (c) Persons resident outside India and other foreign entities;
- (d) Foreign Portfolio Investors;
- (e) Foreign Venture Capital Investors;
- (f) Qualified Foreign Investors;
- (g) Overseas Corporate Bodies; and
- (h) Persons ineligible to contract under applicable statutory/regulatory requirements.

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

For further details, see “*Issue Procedure*” on page 271 of the Prospectus.

**INSTRUCTIONS FOR FILLING-UP THE APPLICATION FORM**

**General Instructions**

**A. General instructions for completing the Application Form**

- Applications must be made in prescribed Application Form only;
- All Applicants need to tick the Series of NCDs in the Application Form that they wish to apply for. Applications for all the Series of the NCDs may be made in a single Application Form only.
- Application Forms must be completed in **BLOCK LETTERS IN ENGLISH**, as per the instructions contained in the Prospectus and the Application Form;
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names;

- It shall be mandatory for subscribers to the Issue to furnish their PAN and any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction.
- Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details (in case of Applicants applying for Allotment of the Bonds in dematerialised form) and Applications should be made by Karta in case the Applicant is an HUF. 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. Please ensure that such Applications contain the PAN of the HUF and not of the Karta;
- Applicants 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 SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs;
- Applications must be for a minimum of 5 NCDs and in multiples of one NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 5 NCDs, an Applicant may choose to apply for 5 NCDs of the same option or across different option;
- 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;
- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8<sup>th</sup> Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- All Applicants are required to ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Collection Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediary/Designated Branch of the SCSB
- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the Acknowledgement Slip. This Acknowledgement Slip will serve as the duplicate of the Application Form for the records of the Applicant;
- Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be;
- All Applicants are required to check if they are eligible to apply as per the terms of this Prospectus and applicable law, rules, regulations, guidelines and approvals;
- All Applicants are required to tick the relevant column of "Category of Investor" in the Application Form; and
- All Applicants should correctly mention the ASBA Account number (including bank account number/ bank name and branch) and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form to the Designated Branch and also ensure that the signature in the Application Form matches with the signature in Applicant's bank records, otherwise the Application is liable to be rejected.
- A system generated acknowledgement (TRS) will be given to the Applicant as a proof of the registration of each Application. It is the Applicant's responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be.
- In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchange, the Applicants should ensure that they have first withdrawn their original Application and submit a fresh Application.  
The option, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for Allotment.

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

#### **B. Applicant's Beneficiary Account Details**

Applicants must mention their DP ID, Client ID and UPI ID (wherever applicable) in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the Beneficiary Account is held. In case the Application Form is submitted in the first Applicant's name, it should be ensured that the Beneficiary Account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID, PAN and UPI ID (wherever applicable) mentioned in the Application Form and entered into the electronic system of the Stock Exchange do not match with the DP ID, Client ID, PAN and UPI ID (wherever applicable) available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected. Further, Application Forms submitted by Applicants whose beneficiary accounts are inactive, will be rejected.

On the basis of the Demographic Details as appearing on the records of the DP, the Registrar to the Issue will take steps towards demat credit of NCDs. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their Beneficiary Account details in the Application Form. Failure to do so could result in delays in demat credit and neither our Company, Designated Intermediaries, SCSBs, Registrar to the Issue nor the Stock Exchange will bear any responsibility or liability for the same.

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



By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Issue. 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, Registrar to the Issue, Public Issue Account Bank, Sponsor Bank nor the Lead Manager 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 Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

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

**C. Permanent Account Number**

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

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

**D. Joint Applications**

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

**E. Additional/Multiple Applications**

An Applicant is allowed to make one or more Applications for the NCDs for the same or other option of NCDs, subject to a minimum Application size as specified in the Prospectus and in multiples of thereafter as specified in the Prospectus. Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected. However, multiple Applications by the same individual Applicant aggregating to a value exceeding ₹5 lakhs shall be deemed such individual Applicant to be an HNI Applicant and all such Applications shall be grouped in the HNI Portion, for the purpose of determining the Basis of Allotment to such Applicant. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of a Hindu Undivided family and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under this 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.

**REJECTION OF APPLICATIONS**

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or the Debenture Committee thereof, 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:

- (a) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Applications by persons prohibited from buying, selling or dealing in securities, directly or indirectly, by SEBI or any other regulatory authority;
- (c) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicants' ASBA Account maintained with an SCSB;
- (d) Applications not being signed by the sole/joint Applicant(s);
- (e) Investor Category in the Application Form not being ticked;
- (f) Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may Allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- (g) Applications where a registered address in India is not provided for the non-Individual Applicants;
- (h) In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s);

- (i) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- (j) PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian when PAN of the Applicant is not mentioned;
- (k) DP ID, Client ID or UPI ID (wherever applicable) not mentioned in the Application Form;
- (l) GIR number furnished instead of PAN;
- (m) Applications by OCBs;
- (n) Applications for an amount below the minimum Application size;
- (o) Submission of more than five ASBA Forms per ASBA Account;
- (p) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
- (q) Applications under power of attorney or by limited companies, corporate, trust etc. submitted without relevant documents;
- (r) Applications accompanied by stockinvest/ cheque/ money order/ postal order/ cash;
- (s) Signature of sole Applicant missing, or in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);
- (t) Applications by persons debarred from accessing capital markets, by SEBI or any other appropriate regulatory authority;
- (u) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant;
- (v) Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained;
- (w) Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediary, as the case may be;
- (x) ASBA Applications not having details of the ASBA Account or the UPI-linked Account to be blocked;
- (y) In case no corresponding record is available with the Depositories that matches the parameters namely, DP ID, Client ID, UPI ID and PAN;
- (z) Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- (aa) SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
- (bb) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
- (cc) Authorization to the SCSB for blocking funds in the ASBA Account not provided;
- (dd) Applications by any person outside India;
- (ee) Applications not uploaded on the online platform of the Stock Exchange;
- (ff) Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- (gg) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form, the Prospectus and as per the instructions in the Application Form and the Prospectus;
- (hh) Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- (ii) Applications providing an inoperative demat account number;
- (jj) Applications submitted to the Designated Intermediaries other than the Collection Centres or at a Branch of a SCSB which is not a Designated Branch;
- (kk) Applications submitted directly to the Public Issue Bank (except in case the ASBA Account is maintained with the said bank as a SCSB);
- (ll) Investor category not ticked;
- (mm) 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;
- (nn) A UPI Investor applying through the UPI Mechanism, not having accepted the UPI Mandate Request by 5:00 pm on the third Working Day from the day of bidding on the stock exchange except on the last day of the Issue Period, where the UPI Mandate Request not having been accepted by 5:00 pm of the next Working Day; and
- (oo) A non-UPI Investor making an Application under the UPI Mechanism, i.e., an Application for an amount more than ₹2 lakhs.

## **BASIS OF ALLOTMENT**

### **Basis of Allotment for NCDs**

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

### Allocation Ratio

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

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

- (a) *Applications received from Category I applicants*: Applications received from Category I, shall be grouped together, ("**Institutional Portion**");
- (b) *Applications received from Category II applicants*: Applications received from Category II, shall be grouped together, ("**Non-Institutional Portion**");
- (c) *Applications received from Category III applicants*: Applications received from Category III, shall be grouped together, ("**Retail Individual Portion**").

For removal of doubt, "**Institutional Portion**", "**Non-Institutional Portion**" and "**Retail Individual Portion**" are individually referred to as "**Portion**" and collectively referred to as "**Portions**".

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Issue up to ₹10,000 lakhs. 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 the Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the "**Overall Issue Size**".

### Basis of Allotment for NCDs

Allotments in the first instance:

- (i) Applicants belonging to the Category I, in the first instance, will be allocated NCDs up to 10% of overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Lead Manager and their respective affiliates/SCSB (Designated Branch or online acknowledgement));
- (ii) Applicants belonging to the Category II, in the first instance, will be allocated NCDs up to 40% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));
- (iii) Applicants belonging to the Category III, in the first instance, will be allocated NCDs up to 50% of Overall Issue Size on first come first serve basis (determined on the basis of date of receipt of each Application duly acknowledged by the Members of the Syndicate/Trading Members/SCSB (Designated Branch or online acknowledgement));

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. However, on the date of oversubscription, the Allotments would be made to the Applicants on proportionate basis.

- (a) Under Subscription:

Under subscription, if any, in any Portion, priority in Allotments will be given in the following order:

- (i) Individual Portion
- (ii) Non-Institutional Portion and Resident Indian individuals and Hindu undivided families through the Karta applying who apply for NCDs aggregating to a value exceeding ₹5 lakhs;
- (iii) Institutional Portion
- (iv) on a first come first serve basis.

Within each Portion, priority in Allotments will be given on a first-come-first-serve basis, based on the date of upload of each Application into the electronic system of the Stock Exchange.

For each Portion, all Applications uploaded into the electronic book with the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where Applications uploaded into the Platform of the Stock Exchange on a particular date exceeds NCDs to be allotted for each Portion, respectively.

Minimum allotment of 5 NCD and in multiples of 1 (one) NCD thereafter would be made in case of each valid Application.

- (b) Allotments in case of oversubscription:

In case of an oversubscription, Allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full Allotment of NCDs to the valid Applicants on a first come first serve basis for forms uploaded up to 5.00 pm of the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the valid Applicants on the date of oversubscription (based on the date of upload of the Application on the Stock Exchange Platform, in each Portion). In case of over subscription on date of opening of the Issue, the Allotment shall be made on a proportionate basis. Applications received for the NCDs after the date of oversubscription will not be considered for Allotment.

In view of the same, the Investors are advised to refer to the Stock Exchange website at [www.bseindia.com](http://www.bseindia.com) for details in respect of subscription.

- (c) Proportionate Allotments: For each Portion, on the date of oversubscription:

- (i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer;
- (ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Issue Size, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference; and
- (iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the Basis of Allotment is finalised by draw of lots in a fair and equitable manner.

(d) Applicant applying for more than one Options of NCDs:

If an Applicant has applied for more than one Options of NCDs, and in case such Applicant is entitled to allocation of only a part of the aggregate number of NCDs applied for due to such Applications received on the date of oversubscription, the option-wise allocation of NCDs to such Applicants shall be in proportion to the number of NCDs with respect to each option, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with Lead Manager and Designated Stock Exchange.

In cases of odd proportion for Allotment made, our Company in consultation with the Lead Manager will Allot the residual NCD (s) in the following order:

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

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

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

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

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

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

**Retention of oversubscription**

Our Company shall have an option to retain over-subscription up to the Issue limit.

**INVESTOR WITHDRAWALS**

**Withdrawal of Applications during the Issue Period**

Applicants can withdraw their Applications until the Issue Closing Date. In case an Applicant wishes to withdraw the Application during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite.

In case of Applications (other than under the UPI Mechanism) were submitted to the Designated Intermediaries, upon receipt of the request for withdrawal from the Applicant, the relevant Designated Intermediary, as the case may be, shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and intimating the Designated Branch of the SCSB unblock of the funds blocked in the ASBA Account at the time of making the Application. In case of Applications (other than under the UPI Mechanism) submitted directly to the Designated Branch of the SCSB, upon receipt of the request for withdraw from the Applicant, the relevant Designated Branch shall do the requisite, including deletion of details of the withdrawn Application Form from the electronic system of the Stock Exchange and unblocking of the funds in the ASBA Account, directly.

**Withdrawal of Applications after the Issue Period**

In case an Applicant wishes to withdraw the Application after the 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 finalisation of the Basis of Allotment.

**TERMS OF THE ISSUE**

**1. Minimum Subscription**

In terms of the SEBI NCS 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 Base Issue i.e. ₹7,500 lakhs, within the prescribed timelines under the Companies Act and any rules thereto, the entire Application Amount blocked shall be unblocked in the relevant ASBA Account(s) of the Applicants within six working days from the Issue Closing Date, provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Accounts, such Application Amount shall be refunded from the Refund Account to the relevant ASBA Accounts(s) of the Applicants within six working days from the Issue Closing Date, failing which the Company will become liable to refund the Application Amount along with interest at the rate 15 (fifteen) percent per annum for the delayed period.

**2. Right to Recall or Redeem prior to Maturity – Not Applicable**

**3. Security**

The Issue comprises of public issue of NCDs of face value of ₹ 1,000 each.

The principal amount of the NCDs to be issued in terms of the Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with existing secured creditors, on all movable assets and fixed assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future of the Company equal to the value of one time of the NCDs outstanding plus interest accrued thereon.

Our Company will create the security for the NCDs in favour of the Debenture Trustee for the Debenture Holders holding the NCDs on the assets to ensure 100.00% security cover of the amount outstanding including interest in respect of the NCDs at any time.

Our Company has entered into the Debenture Trusteeship Agreement and in furtherance thereof intends to enter into a deed of agreement with the Debenture Trustee, ("**Debenture Trust Deed**"), the terms of which shall govern the appointment of the Debenture Trustee and the issue of the NCDs.

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

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

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

Our Company confirms that the Issue proceeds shall be kept in the Public Issue Account until the documents for creation of security i.e. the Debenture Trust Deed, is executed.

Further, in the event our Company fails to execute the Debenture Trust Deed within a timeline specified under Regulation 18 of SEBI NCS Regulations, our Company shall pay interest of at least 2% p.a. to each NCD Holder, over and above the agreed coupon rate, till the execution of the Debenture Trust Deed

For further details, please refer “*Terms of the Issue*” on page 257 of the Prospectus.

### DEBT EQUITY RATIO

The debt equity ratio of our Company on consolidated and standalone basis, prior and post to this Issue as on March 31, 2021 is as follows:  
(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Pre- Issue*	Post- Issue#	Pre- Issue*	Post- Issue#
<b>Debt</b>				
Debt Securities	71,133.94	91,133.94	71,133.94	91,133.94
Borrowings (other than Debt Securities)	1,020.39	1,020.39	1,020.39	1,020.39
<b>Total Debts</b>	<b>72,154.33</b>	<b>92,154.33</b>	<b>72,154.33</b>	<b>92,154.33</b>
<b>Equity</b>				
Equity Share Capital	6,792.82	6,792.82	6,792.82	6,792.82
<b>Other Equity</b>				
Capital Reserve	8.55	8.55	-	-
Statutory Reserve	483.84	483.84	483.84	483.84
General Reserve	4.08	4.08	4.08	4.08
Securities Premium	1,160.18	1,160.18	1,160.18	1,160.18
Retained Earnings	111.78	111.78	90.26	90.26
Less: Unamortized expenses of Public Issues	168.59	168.59	168.59	168.59
<b>Total Equity</b>	<b>8,392.66</b>	<b>8,392.66</b>	<b>8,362.59</b>	<b>8,362.59</b>
<b>Debt/Equity</b>	<b>8.60</b>	<b>10.98</b>	<b>8.63</b>	<b>11.02</b>

\*As per Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.

#The debt-equity ratio post the Issue is indicative and is on account of inflow of ₹ 20,000 Lakhs from the Issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment

Notes:

- Debt Securities includes interest accrued but not due thereon but excluding unamortized expense of public issues.
- Borrowings includes interest accrued but not due thereon
- The figures disclosed above are based on the Reformatted Consolidated Ind AS Financial Statements and Reformatted Standalone Ind AS Financial Statements of the Company as at March 31, 2021.
- Debt / Equity = Total Debt / Equity.
- The debt-equity ratio post the Issue is indicative and is on account of inflow of ₹ 20,000 Lakhs from the proposed public issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.
- The Company has issued Subordinated Debts amounting to ₹ 7,965.42 lakhs, during April, 2021 – August, 2021 impact of which is not provided in the above table.
- The Company has raised secured non-convertible debentures amounting to ₹ 15,000.00 Lakhs through public issue during April 2021 - August 2021 impact of which is not provided in the above table.
- The Company has redeemed secured non-convertible debentures amounting to ₹3,413.17 lakhs during April 2021 - August 2021 impact of which is not provided in the above table.

### LEGAL AND OTHER INFORMATION

#### A. Total number of material outstanding litigations against the Company and amount involved -

Particulars	No. of cases	Total amount involved*
Total number of material outstanding litigations against the Company	1	116.87

\*Approximate amount involved and to the extent quantifiable and includes claims against our Company

For further details “*Outstanding Litigation*” on page 299 of the Prospectus

**B. Brief details of top 5 material outstanding litigations against the Company and amount involved**

Sr. No	Particulars	Litigation filed by	Current Status	Amount Involved
1.	Settlement applications filed by Our Company, KMLM Chits India Limited and KLM Fincorp Limited (“ <b>Applicants</b> ”), before the additional bench of the Income Tax Settlement Commission, Chennai (“ <b>Settlement Commission</b> ”) for the following Assessment Years: 1. For our Company – Assessment Years 2013 – 2014 to 2016 – 2017; 2. For KMLM Chits India Limited – Assessment Years 2010 – 2011 to 2016 – 2017; and 3. For KLM Fincorp Limited – Assessment Years 2010 – 2011 to 2016 – 2017.	Our Company; KMLM Chits India Limited; and KLM Fincorp Limited	Pending	116.87

**C. Regulatory Action, if any -disciplinary action taken by SEBI or stock exchanges against the Promoter / Group companies in last 5 financial years including outstanding action - Nil**

**D. Brief details of outstanding criminal proceedings against Promoter - Nil**

**MATERIAL DEVELOPMENTS**

There have been no material developments since March 31, 2021 and there haven’t arisen any circumstances that would materially or adversely affect the operations, or financial condition or profitability of our Company or the value of its assets or its ability to pay its liabilities within the next 12 months, except as stated below:

- Resignation of M/s Balan &Co., Chartered Accountant as statutory auditor of the Company with effect from April 12, 2021;
- Josekutty Xavier ceased to be a Non-Executive Director in our Company with effect from April 12, 2021;
- Appointment of M/s RB Jain & Associates as statutory auditor of the Company with effect from May 21, 2021;
- Princy Josekutty ceased to be the Promoter of the Company.
- Our Company has issued subordinated debts amounting to ₹ 7,965.42 lakhs during the period April 2021 to August 2021.
- Our Company has raised secured non-convertible debentures amounting to ₹ 15,000.00 Lakhs through public issue during April 2021-August 2021.
- Our Company has redeemed secured non-convertible debentures amounting to ₹ 3,413.17 lakhs during April 2021-August 2021.
- Impact of COVID-19

Please refer the Risk Factor “*Spread of COVID-19 and the consequent nationwide lockdown to impact the Issuer’s operations and financial condition*” on page 16 of the Prospectus.

**DECLARATION**

We, the Directors of the Company, hereby certify and declare that all relevant provisions of the Companies Act and the rules prescribed thereunder, the guidelines issued by the Government of India and/or the regulations/guidelines/circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, including the Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under, regulations or guidelines or circulars issued, as the case may be. We confirm that the compliance with the Securities and Exchange Board of India Act, 1992 or rules made there under does not imply that payment of dividend or interest or repayment of debt securities, is guaranteed by the Central Government.

We further certify that all the disclosures and statements made in the Prospectus are true and correct and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that the Prospectus does not contain any misstatements. Furthermore, all the monies received under the offer shall be used only for the purposes and objects indicated in the Prospectus.

**Signed by the Directors of our Company**

Sd/-  
**Alexander John Joseph**  
Non-Executive Chairman (Independent)

Sd/-  
**Shibu Theckumpurath Varghese**  
Whole-Time Director

Sd/-  
**Biji Shibu**  
Non-Executive Director (Non-Independent)

Sd/-  
**Issac Jacob**  
Independent Director

**Date:** September 28, 2021

**Place:** Ernakulam

**FOR FURTHER DETAILS PLEASE REFER TO PROSPECTUS DATED SEPTEMBER 28, 2021**

**BIDDING AND/OR COLLECTION CENTER DETAILS**

**TIMING FOR SUBMISSION OF APPLICATION FORMS**

Application (including Application under the UPI Mechanism) and any further changes to the Applications shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "IST") during the Issue Period as mentioned above by the Designated Intermediaries at the bidding centre and by the SCSBs directly at the Designated Branches of SCSBs, except that on the Issue Closing Date when the Applications and any further changes in details in Applications, if any, shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges. It is clarified that the Applications not uploaded in the Stock Exchange Platform would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in the Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor the Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or Designated Branches of SCSBs are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

**CENTERS FOR AVAILABILITY AND ACCEPTANCE OF APPLICATION FORMS**

In relation to ASBA Applications submitted to the Lead Manager, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchange only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Lead Manager, Lead Brokers, sub-brokers or the Trading Members of the Stock Exchange is provided on www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit the Application Forms with the Registered Brokers at the Broker Centers, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the website of the Stock Exchange at www.bseindia.com. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchange only in the Specified Cities, see the above mentioned web-link.

**DBFS SECURITIES LIMITED**

**ALAPPUZHA** Niza Centre, General Hospital Junction, Near SBT, Alappuzha-688001, (M): 9633306102; **BANGALORE** 1st Floor, No.45, Sri Vengamamba Complex, Oil Mill Road, Kammanahalli, Bangalore-560084 (T): 9342552341; **BIJAPUR** Yogesh Chambers, Sajjan Building, Siddeshwara Kalabhavana Road, Next To Vijaya Bank, Bijapur – 586 101 (T): 9342051565; **CHENGANNUR** 1st Floor, Pournami Building, Government Hospital Junction, M C Road, Chengannur-689121, (M): 9895017830; **CHENNAI** No.108, Chaimers Road, 2nd Floor R.M.Towers, Teynampet, Chennai-600018 (T): 9380873201; **COIMBATORE** 1064, Mettupalayam Road, Near Lotus Eye Hospital, R S Puram, Coimbatore-641002 (T): 0422 3219920; **ERODE** No .5/1 Ist Floor Dhamu Complex, Chinnamuthu Main Street , EK Valasu Road Erode-638011 (M): 9092040252; **HOSUR** No.74 A/31-2, 2nd Floor, Bagalur Road, Hosur-635109 **KAKKANAD** Smart Asia Business Avenue, Door No.11/777- AA1, CSEZ P O, Kakkanadu-682037 (M): 9349038003; **KANJIRAPPALLY** 1<sup>st</sup> Floor, Nandikattu kandathil building, Opp. Private Bus Stand,K K Road, Kanjirappally (M): 9349038017; **KARUR** 136/1, Covai Road (North), Near Joyalukkas, Ibaco Ice Cream Upstairs, Karur – 639002 (T): 04324-311410; **KASARAGOD** 1st Floor, City Centre, KMC 3/434 A 32& 3/464 A 33, Bank Road, KasaragodDt, Pin-671121 (M): 9387435614; **KOCHI** 1st Floor, Varkey Tower, Kaloor- Kathrikadavu Road, Kathrikadavu, Kochi - 682017 (M): 9349038018; **KOTTAYAM** First Floor, Pulickal Tower, S.H Mount P.O, Kottayam-686006 (M): 9349038011; **KOZHIKODE** 13/507-B-29, Yamuna Arcade, Kallai Road, Chalappuram P O, Kozhikode-673002 (M): 9388563944; **K R PURAM, BANGALORE** No 326/3/1, 1ST Floor, Vandana Complex,New Bazaar Street, K.R.Puram, Bangalore-560036, (M): 9633006981; **MADURAI** No. 757A, Annanagar 3rd Cross Street, Opposite IOB Bank ,Madurai- 625020 (T): 0452-2342218; **MUVATTUPUZHA** 1st Floor, Ombalayil Arcade, Opp. KSRTC Complex, Muvattupuzha-686661, (M): 9895017743; **MYSORE** #159/K-20, 1st Floor, N.S Road, K.R Mohalla, Mysore-570024, Land Mark: Above South Café, Next to SBI (T): 9341005219; **NELLORE**, #16-3-247, 1st Floor, Above Leo Mens Wear, Ramalingapuram, Nellore-524003, (M): 9676166682; **PALA** 1<sup>st</sup> Floor, Puthumana Arcade, Near Kottaramattom Bus Stand, Vellappad, Pala P O-686575 (M): 9349038010; **PALAKKAD** Door No: 41/1259 – 22, Doha Plaza, Near LIC,DPO Road, Palakkad – 678014 (M): 9388924545; **PERINTHALMANNA** 1st Floor, Kulathingal Complex, ICICI Bank Building, Mannarkkad Road, Near KSRTC stand, Perinthalmanna-679322, (M): 9895017811; **SALEM** Shop No. 16 & 17 I Floor, A K Shopping Complex, 1/171, Opp. Sarada College Main Road, Salem 636016 (T): 9789057268; **THALASSERY** 1st Floor, Deluxe Tower, Logans Road, Fashion Street, Thalassery, Kerala-670101, (M): 9645008540; **THENI** No 143, Edamal Street, Aravind Dental Care Building, Near Nadar Girls School, Theni - 625531 (T): 04546-261338; **THRISSUR** No 9/640/35/1, First Floor, C J Tower, Ikkanda Warriar Road, Thrissur – 680001, (M): 9895931243; **TIRUNELVELI** Noora Plaza, Door No.194N, KTC Bodyguards (Opp), Palayamkottai Market, Tirunelveli-627002 (T): 9025895544; **TIRUPATI** 20-1-91/D/1, Koragunta maruthi nagar, Tirumal bypass road, Tirupati-517501 **TRICHY** Sterling Health Park, Door No 2, 1st Floor, Near Petrol Bank,9th 'A' Cross,Thillai Nagar, Trichy, Tamil Nadu – 620018. (M): 9597340002; **TRIVANDRUM** 1st Floor, SM Complex, Karamana P O, Thiruvananthapuram-695002 (M): 7356756888;

**DHANI STOCKS LIMITED**

**HARYANA** Indiabulls House, 448 – 451 Udyog Vihar Phase V GURGAON HARYANA -122016 (T) 0124- 4197900, 0124- 6685859, Contact point: Rajat Nagpal, (M) +91 – 9811610642 **MAHARASHTRA** TOWER 1, Fp No.612,613 &TPS, IV Mahim Division, Elphinstone Mil 8&9 Floor, Senapati Bapat Marg Mumbai Maharashtra 400013 (T) 022- 61891949, 022- 61891920 Contact point: Rajesh S Gupta, (M) +91 9594605058

**PRAVIN RATILAL SHARE AND STOCK BROKER LIMITED**

**AHMEDABAD** 111, Kamdhenu Complex, Ambawadi, Ahmedabad – 380015 (T) 079-26308126, 26308191 (M) 93277 99679 | 1st Floor, 2 Natkamal Complex, 9 Prakashnagar Soc, Jawahar Chowk, Maninagar, Ahmedabad – 380008. (T) 079-25440365, 25440367, (M) 98980 68209 | 627, 6th Floor, Satya - II, Nr. Bharat Petrol Pump, On 100 Ft., Main Ranna Park Road, Ghatlodia, Ahmedabad- 380061 (T) 079-29604350/51, (M) 98791 83150, 9998342734 | 625 Lambeshwar Pole, Opp. Calico Dom, Relief Road, Ahmedabad – 380001. (T) 079–22167614, 22169883, 22174737, (M) 98250 63860 | MANEKCHOK 2541/1, Nr. Badshah’s Hajira, Manekchowk, Ahmedabad-380001 (T) 079-22148249, (M) 98243 32499 | SARKHEJ F-33, Parvati Nandan Flat - 1, Nr. Ujala Circle, Sarkhej, Ahmedabad-382210 (M) 99741 41006, 98254 47114 **BHARUCH** FH-2/15, Dhanshree Complex, B/s.Shravan School, Link Road, Bharuch – 392001. (T) 02642–238569, (M) 99982 13749, 8780904530, 98980 42460 **BHAVNAGAR** 236, 2nd Floor, Maniratna Building, Opp. Ramji Mandir, Nirmalnagar, Bhavnagar – 364001. (T) 0278 – 2514644, (M) 99797 00773 **DHOLKA** 2, Raj Complex, Kalikund - Bawla Highway, Dholka – 382225. Dist. Ahmedabad. (T) 02714–226025, 225085, (M) N99989 89774 **GANDHINAGAR** 1st Floor, Suman Tower, Sector – 11, Gandhinagar – 382011.(T) 079–23233610/611/612, (M) 98258 96963 | 375/2 Shantikunj Society, Sector – 28, Gandhinagar – 382028. (M) 94290 01027 **HIMMATNAGAR** B/F-1, Durga Complex, Durga Oil Mill Compound, Himmatnagar – 383001. Dist. Sabarkantha, (T) 02772-243466, 243467, (M) 92288 19146 **KAPADWANJ** 4112, Kapad Bazar, Nr.Parabadi, Kapadwanj – 387620. Dist.: Kheda. (T) 02691–252513, 252994, (M) 98790 93720, 92272 17658, 98980 28833 **KHAMBHAT** B/108, Siddhasagar, Opp. HDFC Bank, Station Road, Khambhat-388620. Dist. Anand. (T) 02698-220204, 220217, (M) 99781 56598 **MANDAL** Mandavi Chowk, Ta. Mandal, Mandal-382130. Dist. Ahmedabad. (M) 98240 55680, 97254 35447 **MEHSANA** Block C, Shop No. 109, Joys Hubtown, Nr. new Bus Terminal, Mehsana (M) 98241 10747 **PRANTIJ** Shop No.7, 1st Floor, Siddhivinayak Shopping Centre, Soniwada Naka, Prantij – 383205. Dist. Sabarkantha. (T) 02770-231532, (M) 87808 60318 **SURENDRANAGAR** 1st Floor, S.No.2178, B/s.Sagabhai’s Shop, Nr.Vegetable Market, Main Road, Surendranagar – 363001. (T) 02752-223130, 223131, (M) 93744 25800 **VADODARA** 741, Fortune Towers, Dalal Street, Sayajigunj, Vadodara – 390005. (T) 0265–2362795, 2225117, (M) 99980 34682 **VIRAMGAM** 11/12, JK Super Market – II, Rugnath Das No Mohallo, Tower Road, Viramgam – 382150. Dist. Ahmedabad. (T) 02715-234465, 230243, (M) 97252 37553 **VISNAGAR** 12, Commercial Centre, Hira Bazaar, Three Gates Tower, Visnagar – 384315. Dist. Mehsana. (M) 94263 66791, 92655 75433 **VYARA** 666, Bajar Kanpura, B/H Kabutarkhana, Vyara, Dist. Tapi-394650 (T) 02626-222641, (M) 99250 51577

**ICICI SECURITIES LIMITED**

**MUMBAI** ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400020 E-mail: rajat.rawal@icicisecurities.com Contact person: Mr. Rajat Rawal (T) +91 22 2277 7626



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

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

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
1.	Axis Bank Ltd.	Centralised Collections and Payment Hub (CCPH) 5th Floor, Gigaplex, Building No. 1, Plot No. I.T.5, MIDC, Knowledge Park, Airoli, Navi Mumbai – 400708	Sunil Fadtare Assitant Vice President	022-71315906, 9819803730	022- 71315994	Sunil.fadtare@axisbank.com
2.	Allahabad Bank	Allahabad Bank, Fort Branch, 37, Mumbai Samachar Marg Mumbai, Maharashtra 400 023	R Pradeep Kumar	(022)-22623224	-	albasba@allahabadbank.in
3.	Bank of Baroda	Mumbai Main Office, 10/12 Mumbai Samachar Marg, Fort, Mumbai-23	Mr. Sonu A. Arekar	022-40468314, 40468307	022-22835236	asba.fortap@bankofbaroda.com
4.	Bank of Maharashtra	Fort Branch, 1st Floor, Janmangal, 45/47, Mumbai Samachar Marg, Mumbai – 400023	SHRI. V R Kshirsagar (DGM)	022-22694160 / 22652595 22663947	022-22681296	brmgr2@mahabank.co.in; bom2@mahabank.co.in
5.	BNP Paribas	BNP Paribas House, 1, North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	Mr. Ashish. Chaturvedi, Mr. Dipu SA, Ms Prathima Madiwala	(022) 61964570/ 61964594 / 61964592	(022) 61964595	Ashish.chaturvedi@asia. bnpparibas.com comdipu.sa@asia. bnpparibas.com comprathima. madiwala@asia. bnpparibas.com
6.	Barclays Bank PLC	Barclays Bank PLC 601/603 Ceejay House, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai – 400018	Parul Parmar	+91- 22 6719 6400/ 6575	+91- 22 6719 6996	Parul.parmar@barclays.com
7.	Bank of India	Phiroze Jeejeebhoy Tower, (New Stock Exchange Bldg), P. J. Tower, Dalal Street, Fort, Mumbai – 400 023.	Shri Navin Kumar Pathak, Senior Manager	022-22723631/1677/ 9619810717	022-22721782	Stockexchange.Mumbai, south@bankofindia.co.in
8.	CITI Bank	Kalapuram Building, Muncpal market, CG Road, Ahmedabad – 380009.	Priyank Patel	079- 40015812	-	priyank.patel@citi.com
9.	Central Bank of India	Ground floor, Central Bank of India, Central Bank Building, Fort, Mumbai 400001	Mr. Vineet Bansaj	022- 22623148, 22623149	022-22623150	asba4082@centralbank.co.in
10.	Canara Bank	Canara Bank, Capital Market Service Branch,407, 4th floor, Himalaya House79, Mata Ramabai Ambedkar, Marg, MUMBAI-400 001	Mr. Arvind Namdev Pawar	022-22661618 / 22692973 / 9769303555	022-22664140	cb2422@canarabank.com, mbdcomcity@canarabank.com, hocmbd@canarabank.com
11.	City Union Bank Ltd.	48, Mahalakshmi St., T. Nagar, Chennai - 600 017. Tamil Nadu.	Sivakumar.V	9344874144/ 044-24363754	044 - 24348586	sivakumar.v@cityunionbank.in/ cubdp@cityunionbank.in
12.	DBS Bank Ltd.	DBS Bank Ltd. Fort House, 221, Dr. D.N. Road, Fort, Mumbai, 400 001	Amol Natekar	+91 22 6613 1213	+91 22 6752 8470	amolnatekar@db.com
13.	Deutsche Bank	Sidrah, 110, Swami Vivekananda Road, Khar (West), Mumbai 400052	Ms. Hetal Dholakia	(91) (022) 6600 9428 (91) (022) 6600 9419	-	“hetal.dholakia@db.com manoj-s.naik@db.com; nanette.daryanani@db.com.
14.	HSBC Ltd.	3rd Floor, PCM Dept. Umang, Plot CTS No. 1406-A/28, Mindspace, Malad (West) Mumbai 400 064 (address of IPO Operations office)	Mr Jagrut Joshi	(022) 67115485/ 9870403732	(022) 66536005	jagrutjoshi@hsbc.co.in
15.	HDFC Bank Ltd.	FIG – OPS Department HDFC Bank Ltd Lodha - I Think Techno CampusO-3 Level Next to Kanjurmarg Railway Station Kanjurmarg (East) Mumbai - 400042	Vincent Dsouza / Siddharth Jadhav / Prasanna Uchil	022-30752929 / 2927 / 2928	-	vincent.dsouza@hdfcbank.com, siddharth.jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
16.	ICICI Bank Ltd.	ICICI BANK LIMITED, Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai	Roshan Tellis	022-22859874/803	022-22611138	roshan.tellis@icicibank.com
17.	IDBI Bank Ltd.	IDBI Bank Limited Central Processing Unit, Sarju House, 3rd Floor, Plot No 7, Street No. 15, Andheri MIDC, Andheri (E), Mumbai.Pin : 400093	Shri. Naveen Nischal HP / Shri Viral Barodia	022- 66700525 / 685	-	hp.naveennischal@idbi.co.in / barodia.viral@idbi.co.in
18.	IndusInd Bank	IndusInd Bank Ltd. Fort Branch Sonawalla Bldg, Mumbai Samachar Marg, Fort, Mumbai 400001	Yogesh Adke Dy. Vice President	022-66366589 / 91 / 929833670809	022-22644834	yogesh.adke@indusind.com
19.	Indian Overseas Bank	Mexxanine Floor, Cathedral Branch, 762 Anna Salai, Chennai 600 002	Mr. V. Srinivasan	044 - 28513616	-	deposit@jobnet.co.in
20.	Janata Sahakari Bank Ltd.	N S D L Department Bharat Bhavan, 1360, Shukrawar Peth, Pune -411002	Shri. Ajit Manohar Sane+91 9960239391	+91 (20) 24431011 +91 (20) 24431016 +91 9503058993	+91 (20) 24431014	jsbsdil@dataone.in
21.	Karur Vysya Bank Ltd.	Demat Cell, Second Floor No 29, Rangan Street, T Nagar, Chennai - 600 017	Maruthi Kumar Yenamandra	044- 24340374	044-24340374	maruthikumar@kvbmail.com, kvbdp@kvbmail.com
22.	Karnataka Bank Ltd	The Karnataka Bank Ltd Mangalore-H O Complex Branch Mahaveera Circle Kankanady Mangalore – 575002	Ravindranath Baglodi [Sr.Manager]	Ph: 0824-2228139 / 140 /141	Fax: 0824-2228138	Email: mlr.hocomplex@ktkbank.com
23.	Kotak Mahindra Bank Ltd.	Kotak Infinity, 6th Floor, Building No. 21,Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad(E)	Prashant Sawant	D-+91 22 6605 6959 M-+91 9967636316	+91 66056642	prashant.sawant@kotak.com
24.	Mehsana Urban Co- Op. Bank Ltd.	Head Office, Urban Bank Road, Highway, Mehsana – 384002	Branch Manager	+91-2762-251908	+91-2762-240762	asba@mucbank.com
25.	Nutan Nagrik Sahakari Bank Ltd.	Opp Samratheshwar Mahadev, Nr, Law Garden, Ellisbridge, Ahmedabad-380006	Miti Shah	9879506795	7926564715	smiti@1977@yahoo.com
26.	Oriental Bank of Commerce	67, Bombay Samachar Marg, Sonawala Building, Fort, Mumbai -400001	Shri Navneet Sharma, Branch Manager; Ms. Neha, Officer	022-22654791/95 022-22654797 022-43430710 / 022-43430701	022-22654779	bm1050@obc.co.in
27.	Punjab National Bank	Capital Market Services Branch, PNB House, Fort, Sir P.M.Road Mumbai	Sh. K Kumar Raja	Tel – 022- 22621122, 22621123,	022 – 22621124	pnbcapsmumbai@pnb.co.in
28.	RBL Bank Limited	Techniplex – 1, 9th Floor, Off Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062.	Shashikant Sanil	022-40288193, 022-40288196, 022-40288197	022-40288195	asba_ops@rblbank.com
29.	Rajkot Nagarik Sahakari Bank Ltd.	Nagrik Bhavan No 1 Parabazar Dhebarbhai Road Rajkot	Shri Yogesh Raveshiya	9427495222	(0281) 2233916/17/18	khumesh@rnsbindia.com; asba@rnsbindia.com

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

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
30.	SVC Co-Operative Bank Ltd.	Unit No.601-602-603 Dosti Pinnacle Plot No. E-7, Road No.22, Wagle Estate, Thane 400604	Mr. Omkar Anil Sukhathankar	(O) 71991460 71991461 71991462 71991463 71991465	-	sukhathankaroa@svcbank.com
31.	State Bank of India	State Bank of India, Capital Market Branch(11777),Videocon Heritage Building(Killick House),Charanjit Rai Marg, Fort, Mumbai – 400 001.	Ms. Raviti	Telephone:022-22094932 Mobile: 9870498689	022-22094921	nib.11777@sbi.co.in
32.	Standard Chartered Bank	Crescenzo, 3rd Floor, C/38-39, G-Block, Opposite MCA Club, Bandra-Kurla Complex, Bandra [East], Mumbai 400-051	Rohan Ganpule	022 - 61157250 / 022 - 61157234	022 -26757358	lpo.scb@sc.com
33.	Syndicate Bank	Capital Market Service Branch, 26A, First Floor, Syndicate Building, P.M. Road, Fort, Mumbai.	P Padmavathy Sundaram, Chief Manager	022-22621844	022-22700997	padmas@syndicatebank.co.in/ cmse@syndicatebank.co.in
34.	South Indian Bank	ASBA Cell (NODAL OFFICE)1st Floor, SIB Building, Market Road, Ernakulam – 682035, Kerala, India.	John K Mechery	9645817905	-	asba@sib.co.in
35.	The Federal Bank Limited	ASBA CELL, Retail Business Dept., Federal Bank, Marine Drive, Ernakulam 682031	Dhanya Dominic	0484-2201847	4842385605	rbd@federalbank.co.indhanyad@ federalbank.co.inriyajacob@ federalbank.co.in
36.	Tamilnad Mercantile Bank Ltd.	Tamilnad Mercantile Bank Ltd.,Depository Participant Services Cellthird Floor, Plot No.4923, Ac/16,2nd Avenue, Anna Nagar (West),Chennai - 600 040, Tamilnadu, India	Mr. N. Rajasegaran	044-26192552	044-26204174	dps@tmbonline.com
37.	The Lakshmi Vilas Bank Ltd.	Bharat House, Ground Floor, 104, Bombay Samachar Marg, Fort Mumbai - 400 001.	S Ramanan	022-22672255- 22672247(M)- 22673435(CM)	022-22670267	Mumbaifort_bm@lvbank.in
38.	The Saraswat Co-operative Bank Ltd.	Madhushree, Plot No. 85, District Business Centre, Sector – 17, Vashi, Navi Mumbai – 400703	Mr. Ajit Babaji Satam	022-27884161/27884162 27884163/ 27884164	022-27884153	ab_satam@saraswatbank.com
39.	TJSB Sahakari Bank Ltd	2nd Floor, Madhukar Bhavan, Road No.16, Wagle Estate	Department Head	022-25838255/530/520		tjsbasba@tjsb.co.in
40.	Union Bank of India	Mumbai Samachar Marg,66/80, Mumbai Samachar Marg, Post Bag No.253 & 518, Fort, Mumbai - 400023.	Mr. D B Jaiswar	022-22629408	022- 22676685	jaiswar@unionbankofindia.com
41.	United Bank of India	Centralized Payment Hub, 4th Floor, United Bank of India, United Tower, Head Office,11, Hemanta Basu Sarani, Kolkata – 700 001.	CM (Operation and Services)	033 22624174	-	amitabhr@unitedbank.co.incmshub@ unitedbank.co.inprakashr@ unitedbank.co.in samikm@ unitedbank.co.in sibasib@ unitedbank.co.in brijeshr@unitedbank. co.in mousumid@unitedbank.co.in kumarg1@unitedbank.co.in
42.	Yes Bank Ltd.	YES Bank Limited, Indiabulls Finance Centre, Tower -II , 8th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013.	Alok Srivastava / Shankar Vichare / Avinash Pawar	022 3347 7374/ 7259/ 7251	022 24214504	dlbtiservices@yesbank.in
43.	The Ahmedabad Mercantile Co-Op. Bank Ltd.	Head office :- “Amco House”, Nr. Stadium Circle, Navrangpura, Ahmedabad-09	Bimal P Chokshi	079-26426582-84-88	079-26564863	amcoasba@rediffmail.com
44.	Bandhan Bank	DN-32, Sector- V, Salt Lake City, North 24 Parganas, West Bengal, Pin -700091	Purshotam Khemka	9836172345	-	bh.saltlaksectorv@bandhanbank.com
45.	GP Parsik Sahakari Bank Limited	Sahakarmurti Gopinath Shivram Patil Bhavan, Parsik Nagar, Kalwa, Thane. 400605. Maharashtra.	Mr.Vijaykumar A. Borgaonkar	022-25456641, 022-25456517, 022-25456529.	-	vaborgoankar163@gpparsikbank.net pjsbasba@gpparsikbank.net
46.	Dhanlaxmi Bank	Department of Demat Services, 3rd Floor , DLB Bhavan, Punnamm, Thrissur - 680 002, Kerala.	Narayanan N V	Ph: (+91) 487 6454196, 487 6627012,	-	narayanan.nv@dhanbank.co.in dpdlb@dhanbank.co.in

ASBA Applicants may approach any of the above banks for submitting their application in the issue. For the complete list of SCSBs and their Designated Branches please refer to the website of SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=34>). A list of SCSBs is also displayed on the website of BSE at [www.bseindia.com](http://www.bseindia.com).