

JFC FINANCE (INDIA) LTD.

Regd. Office :

P-32, Lower Ground Floor,

South Extension, Part-II,

New Delhi-110049

Ph.: 011-41612881, M.: 9818295489

Email : contact@jfcindia.com

To,

The Manager

National Securities Depository Limited

Trade World, A wing, 4th & 5th Floors,

Kamala Mills Compound, Lower Parel,

Mumbai - 400 013.

Date: 30th June, 2018

Sub: Documents for submission with NSDL for NCD admission of
M/s JFC Finance (India) Limited

Dear Sir,

With reference to captioned subject, please find enclosed herewith the following documents for NCD admission of the company:

1. Corporate Action Information Form duly filled and signed is enclosed as **Annexure "A"**.
2. Certified true copy of Board Resolution for issuance of debentures is enclosed as **Annexure "B"**.
3. Certified true copy of Board Resolution for allotment of debentures is enclosed as **Annexure "C"**.
4. Certified copy of e-Form PAS-3 along with challan is enclosed as **Annexure "D"**.
5. List of Allottee is enclosed as **Annexure "E"**.
6. Certified copy of Term Sheet is enclosed as **Annexure "F"**.
7. Copy of proof for payment of corporate action is enclosed as **Annexure "G"**.

Kindly acknowledge the receipt of the same and admit/credit the NCD's of the company in the respective demat account of the subscribers.

Thanking you,

Yours Faithfully

For JFC Finance (India) Limited

Director



Encl: As above

6/28/2018

Welcome to Rediffmail NG: Inbox

rediffmail

Mailbox of contact@jfcindia.com

Subject: Re: From Kalim : JFC FINANCE (INDIA) LIMITED - NCD ISIN Required for Allotment

From: Anjali Ashutosh Marulkar <AnjaliN@nsdl.co.in> on Thu, 28 Jun 2018 19:58:59

To: "contact@jfcindia.com" <contact@jfcindia.com>

Cc: "info@skylinarta.com" <info@skylinarta.com>, "viren@skylinarta.com" <viren@skylinarta.com>, "subhashdhangre@skylinarta.com" <subhashdhangre@skylinarta.com>, "Kalimk@skylinarta.com" <Kalimk@skylinarta.com>, Swapnil Ahire <SwapnilA@nsdl.co.in>, "Prathmesh V Munglie" <Prathmeshm@nsdl.co.in>, Prachi Rajapurkar <PrachiR@nsdl.co.in>

1 attachment(s) - Image001.png (0.28KB)

Dear Sir,

We refer to your application for admitting Bonds/Debentures of your company to provide dematerialisation facility to your Bond/Debenture holders. In this regard, the details of ISIN(s) allotted to your Bonds/Debentures is given below:

ISIN	ISIN Description	Issuer Name	Security Type	Allotment Date	Maturity Date
INE00WJ08019	ZERO COUPON UNSECURED UNRATED LISTED REDEEMABLE NON CONVERTIBLE DEBENTURES, LETTER OF ALLOTMENT DATE OF MATURITY 27/06/2028	JFC FINANCE (INDIA) LIMITED	Unsecured debentures	28-Jun-18	27-Jun-28

Kindly check and revert back if any discrepancies are found

Regards



Anjali Marulkar
National Securities Depository Limited | Ph: 022 24994598 | Email: anjalin@nsdl.co.in
Web: www.nsdl.co.in

From: Kalim.K [mailto:kalimk@skylinarta.com]
Sent: Thursday, June 28, 2018 5:53 PM
To: Anjali Ashutosh Marulkar
Cc: info@skylinarta.com; viren@skylinarta.com; subhashdhangre@skylinarta.com; contact@jfcindia.com
Subject: From Kalim : JFC FINANCE (INDIA) LIMITED - NCD ISIN Required for Allotment

Anjali Madam,

Request you to kindly send mail of JFC FINANCE (INDIA) LIMITED NCD ISIN on all email id

Regards

Kalim
022 28511022 / 022 62215779
9224271489

***** This message is for the named addressee's use only. It may contain NSDL confidential, proprietary or legally privileged information. If you receive this message in error, please immediately delete it. You must not, directly or indirectly, use, disclose, distribute, print, or copy any part of this message if you are not the intended recipient. Unless otherwise stated, any commercial information given in this message does not constitute an offer to deal on any terms quoted. Any reference to the terms of executed transactions should be treated as preliminary only and subject to our formal written confirmation.



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Annex A

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : _____

Date: 30.06.2018

National Securities Depository Limited

Trade World, A Wing

Kamala Mills Compound, Lower Parel

Mumbai - 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE00WJ08019
Security Description	Zero Coupon, to be Listed, rated Unsecured, Taxable, Redeemable, Non Convertible Debentures
Allotment Date	28 th June, 2018
Face Value per security	Rs. 1,00,00,000/-
Distinctive Numbers	N.A.

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form - NSDL	4	25
Electronic Form - CDSL	-	-
Physical Form	-	-
<i>Total Allotted</i>	4	25

I, Sunil Kumar, Director of JFC Finance (India) Limited declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated 28th June, 2018 (*copy enclosed /-copy already submitted to NSDL on vide letter dated _____*)

Signature



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Annex - B

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JFC FINANCE (INDIA) LIMITED IN THE MEETING HELD ON THURSDAY, 24TH DAY OF MAY, 2018 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT P-32, LOWER GROUND FLOOR, SOUTH EXTENSION PART-II, NEW DELHI 110049

To Issue 25 Zero coupon, to be listed, rated, unsecured, taxable, redeemable Non-Convertible Debentures (NCDs) of the Company

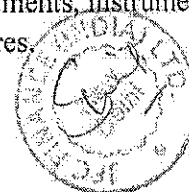
“RESOLVED THAT subject to the resolution passed by the shareholders in their Extraordinary General Meeting and pursuant to Section 179(3), Section 71 read with Companies (Share Capital and Debentures) Rules, 2014 and Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and in accordance with the SEBI (Issue and Listing Of Debt Securities) Regulations, 2008, Memorandum and Articles of Association of the Company, Listing Agreement to be entered into by the Company with Stock Exchanges, Securities and Exchange Board of India (“SEBI”) and in accordance with the applicable guidelines / rules / regulations / notifications and/or any other relevant authority, and clarifications / circulars thereon, issued from time to time, if any, and all such statutory, regulatory and Government approvals, permissions or sanctions as may be necessary, and, subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting such approvals, consent and approval of the Board be and is hereby accorded to (i) issue, by way of private placement **25 Zero coupon, to be listed, rated, unsecured, taxable, redeemable Non-Convertible Debentures (“Debentures/ NCDs”)** of the Company at a face value of Rs. 1,00,00,000/- (Rupees One Crore Only) each, to be issued for cash and at par which shall aggregate upto Rs. 25,00,00,000 (Rupees Twenty Five Crores only) to person(s) not exceeding fifty in numbers in aggregate and whose name(s) and other detail(s) shall be recorded by the Company prior to the invitation of the Company to such persons, to subscribe to the said Debentures and such offer shall be made to such person by name/s recorded as hereinbefore provided, according to the terms and conditions as decided amongst the Company and investors.

RESOLVED FURTHER THAT Shri Vijay Kumar Chopra and Shri Sunil Kumar Directors of the Company be and are hereby severally authorized to:

- a) To determine the securities for securing the interest of Debenture Holders, the terms of issue, including the class of persons/investors to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches;
- b) To finalise issue/offer price, tenor, premium on redemption, listing;



- c) To appoint/change Debenture Trustees and/or Registrar & Transfer Agents, if required;
- d) To consider and approve modification/changes in Offer Documents or any other related documents;
- e) To consider and finalise the prospective allottee(s) from time to time;
- f) Approve of and to decide on the terms and conditions applicable to the Debentures, and to vary any of the terms;
- g) Finalize the appointment of Registrars, Debenture Trustees, Bankers for the issuance of the Debentures and such other intermediaries as may be required to be appointed and terms and conditions of their appointment, succession and their agents;
- h) Determine the date of opening and closing of the issuance of the Debentures and the period for which the aforesaid issue will remain open;
- i) Finalize the date of allotment and the allotment of the Debentures to the subscribers;
- j) Negotiate, modify, execute, file and deliver all necessary documents, instruments, amendments to the documents, agreements, notices and do all acts, deeds or things necessary in relation to issuance of the Debentures, including for the obtainment of the in-principle listing approvals and final listing approvals in respect of the Debentures, and the listing of the Debentures on the Stock Exchange(s), in accordance with the terms set out in the Offer Documents;
- k) Deal with the appropriate regulatory authorities in connection with the Debenture Issue including but not limited to SEBI, Registrar of Companies, Reserve Bank of India, Ministry of Corporate Affairs, NCLT, the relevant stock exchange, National Securities Depository Limited, Central Depository Services (India) Limited and such other authorities as may be required,
- l) Maintain the debenture redemption reserve in accordance with the Companies Act, 2013 and other applicable laws.
- m) negotiate, modify, execute, file and deliver the documents, instruments, amendments to the documents, agreement, papers, applications, notices and deal with regulatory authorities in connection with the Debenture Issue including but not limited to, Registrar of Companies, Ministry of Corporate Affairs, NCLT, Central Depository Services (India) Limited, National Securities Depository Limited and such other authorities as may be required, and including without limitation, to approve, negotiate, sign, execute, amend, supplement and/or issue the following:
 - 1) Shelf Disclosure Document;
 - 2) Tranche Disclosure Document(s);
 - 3) Debenture Trust Deed;
 - 4) Debenture Trustee Agreement;
 - 5) any other document(s), required in relation to the Debenture issue.
- n) Negotiate, execute, file, amend, supplement, issue and deliver all documents, instruments, papers, applications, notices in relation to the issuance of the Debentures.



- o) To do all acts necessary for the proposed listing of the NCDs, if required, in accordance with the terms set out in the Offer Documents and the transaction documents in relation to the Debenture issue;
- p) To do all other acts, deeds and things as may be deemed necessary to give effect to the foregoing and the other terms of this Resolution.

RESOLVED FURTHER THAT Shri Vijay Kumar Chopra and Shri Sunil Kumar, Directors of the Company be and are hereby **severally** authorized to approve and finalise, sign, execute and deliver documents in relation to the NCDs and such other agreements, deeds and documents as may be required in connection with the NCDs issued by the Company and all other documents, declarations, agreements and other papers or documents as may be required in relation to any of the above by any registering authority or governmental authority competent in that behalf and do all such acts, deeds and things as may be necessary for giving effect to the above Resolution.

RESOLVED FURTHER THAT, the Common Seal of the Company, if any be affixed on the documents related to NCDs and any of the aforesaid agreements and documents and any further documents and agreements, that may be required, in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT all acts, things or deeds, done or caused to be done, by aforesaid authorized persons for the above matters, before conferring this authorization, be and are hereby ratified and confirmed, as being done or caused to be done for and on behalf of the Company.

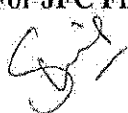
RESOLVED FURTHER THAT all such acts, deeds, matters and things, done or to be done by aforesaid authorized persons in connection with and to safeguard the interest of the Company, shall be binding on the Company and deemed to have been done by the Company itself.

RESOLVED FURTHER THAT above authorization in favors of aforesaid authorized persons shall remain in force till the date any other resolution is passed by the Directors, modifying and/or revoking this authorization, whichever is earlier.

RESOLVED FURTHER THAT certified true copy of this Resolution be forwarded wherever required under the signature of any Director of the Company”.

Certified to be True Copy

**Certified To Be True Copy
For JFC Finance (India) Limited**


(Sunil Kumar)
Director



JFC FINANCE (INDIA) LTD.

Regd. Office :
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South Extension, Part-II,
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Ph.: 011-41612881, M.: 9818295489
Email : contact@jfcindia.com

Annex-C

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE JFC FINANCE (INDIA) LIMITED AT THEIR MEETING HELD ON THURSDAY, 28TH JUNE 2018 AT 11.30 PM AT P-32, LOWER GROUND FLOOR, SOUTH EXTENSION PART-II NEW DELHI - 110049

ALLOTMENT OF 25 ZERO COUPON, TO BE LISTED, RATED, UNSECURED, TAXABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES (NCDs)

"RESOLVED THAT pursuant to the Sections 39, 42 and 71 and other applicable provisions, if any, of the Companies Act 2013, and the Rules framed thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and Shelf Disclosure Document dated 28/06/2018 the Company having received Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) towards the subscription of 25 (Twenty Five) Zero Coupon, to be Listed, Rated, Unsecured, Taxable, redeemable, non-convertible debentures (NCDs) of face value of Rs. 1,00, 00,000 (Rupees One Crore) each offered by way of private placement aggregating to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) be and are hereby allotted to the following allottees on such terms and conditions, as detailed in the Debenture Trust Deed, Offer Document and other agreements.

S. No.	Name & Address of Allottees	Occupation	No. of NCDs	Amount (in lacs)
1	Sri Parthasarathy Infrastructure Private Limited No G1, Viswas Flats, 23 Kp.Su.Mani Street, Padmanabha Nagar, Choolaimedu Chennai- 600094	Business	10	1000
2	Alok Dhir C-361, Defence Colony, New Delhi-110024	Advocate	7	700
3	Shiva Consultants Private Limited C-360, LGF, Defence Colony New Delhi - 110024	Business	4	400
4	Madhav Dhir C-361, Defence Colony, New Delhi-110024	Business	4	400

RESOLVED FURTHER THAT Mr. Vijay Kumar Chopra & Mr. Sunil Kumar, Directors of the company be and are hereby severally authorised to provide certified extract of the aforesaid resolution to whomsoever as may be required and to do all acts, matters, deeds and things as may be necessary for the purposes of allotment including for registering the name of the investor in the Register of Debenture Holders of the Company and filing necessary forms with the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT the NCDs be issued and allotted in a dematerialized format and shall be credited to the demat account of the Investors and Mr. Vijay Kumar Chopra & Mr. Sunil Kumar, Directors of the company be and are hereby severally authorised to give all necessary instruction to the relevant depository for the same and to do all the needful act deeds and thing to give effect to this resolution.



Signature

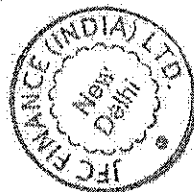
RESOLVED FURTHER THAT certified true copy of this Resolution be forwarded wherever required, under the signatures of any Director of the Company".

RESOLVED FURTHER THAT Mr. Vijay Kumar Chopra, Director of the Company be and are hereby severally authorised to sign and file E-form PAS 3, 4 & 5, MGT-14, etc under Companies Act, 2013 with the office of ROC, New Delhi and authorized to do all such acts, deeds and things to give effect to this resolution".

**Certified To Be True Copy
For JFC Finance (India) Limited**



(Sunil Kumar)
Director
DIN: 03247767



Anna ID

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : G91266338

Service Request Date : 29/06/2018

Payment made into : ICICI Bank

Received From :

Name : LN Taparia

Address : Sector-30

Noida, Uttar Pradesh

IN - 201303

Entity on whose behalf money is paid

CIN: U74899DL1995PLC072767

Name : JFC FINANCE (INDIA) LIMITED

Address : P-32, LOWER GROUND FLOOR,

SOUTH EXTENSION PART-II

NEW DELHI, Delhi

India - 110049

Full Particulars of Remittance

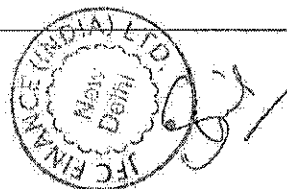
Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)



FORM NO. PAS-3

[Pursuant to section 39(4) and 42(9) of the Companies Act, 2013 and rule 12 and 14 Companies (Prospectus and Allotment of Securities) Rules, 2014]



Return of Allotment

Form language ☒ English ☐ Hindi

Refer the instruction kit for filling the form.

1.(a) *Corporate Identity Number (CIN) of company

U74899DL1995PLC072767

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

JFC FINANCE (INDIA) LIMITED

(b) Address of the Registered office of the company

P-32, LOWER GROUND FLOOR,
SOUTH EXTENSION PART-II
NEW DELHI
South Delhi
Delhi
110049

(c) *Email Id of the company

contact@jfoindia.com

3. Securities allotted payable in cash

*Number of allotments

1

1 (i)* Date of allotment

28/06/2018

(DD/MM/YYYY)

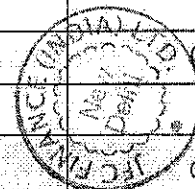
(ii)(a) Date of passing shareholders' resolution

23/06/2018

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Zero Coupon, redeemable non convertible
Number of securities allotted				25
Nominal amount per security (in Rs.)				1,000,000.00
Total nominal amount (in Rs.)				250,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1,000,000.00
Total amount paid on application (excluding premium) (in Rs.)				250,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				
Total amount paid on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				



Gril

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

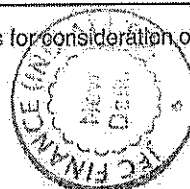
(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other Items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
(if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No



Signature

5. Bonus shares issued

(a) Date of allotment	<input type="text"/>	(DD/MM/YYYY)
(b) Number of bonus shares	<input type="text"/>	
(c) Nominal amount per share (in Rs.)	<input type="text"/>	
(d) Amount to be treated as paid up per share (in Rs.)	<input type="text"/>	
(e) * Date of passing shareholders' resolution	<input type="text"/>	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	<input type="text"/>	

6. In respect of private placement

(a) Category to whom allotment is made:

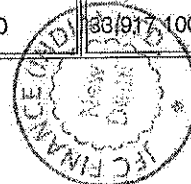
- ☐ Existing shareholders
☐ Employee
☐ Directors
☐ Qualified Institutional Buyers
☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
☒ not allotted securities with an application size of less than twenty thousand per person;
☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
☒ completed allotment in respect of earlier private placement offers;
☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7. * Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	3,500,000	3,391,710	3,391,710	3,391,710
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	35,000,000.00	33,917,100.00	33,917,100.00	33,917,100.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	35,000,000.00	33,917,100.00	33,917,100.00	33,917,100.00



8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	25	10000000	250,000,000
Secured loans			0
Others, specify	0	0	0

9.* Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

List of attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

Attach

List of Alloteess.pdf
BR Allotment.pdf
PAS-5.pdf

2.* Copy of Board or shareholders' resolution.

Attach

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach



Signature

Declaration

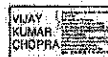
I am authorized by the Board of Directors of the Company vide resolution no * 02 dated * 28/06/2018 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* To be digitally signed by

* Designation Director



* Director identification number of the director; OR
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

03462730

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by



* ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

* Whether associate or fellow ☒ Associate ☐ Fellow

* Membership number

4284

* Certificate of practice number

5784

Note: Attention is drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filling company.



JFC FINANCE (INDIA) LTD.

Regd. Office :

P-32, Lower Ground Floor,

South Extension, Part-II,

New Delhi-110049

Ph.: 011-41612881, M.: 9818295489

Email : contact@jfcindia.com

List of Allottees**Table A**

Name of the Company	JFC Finance (India) Limited
Date of allotment	28.06.2018
Type of securities allotted	Zero Coupon, to be listed, rated, unsecured, taxable, redeemable non-convertible debentures
Nominal Amount per security (in Rs.)	Rs 1,00,00,000/- each
Premium amount per security (in Rs.)	0
Total number of Allottee	4
Brief particulars in respect of terms and condition, voting rights etc.	Mentioned in the Shelf Disclosure Documents

Table B

S. N o.	Name & occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of Securities allotted	Total amount paid (including Premium) (in Rs.)	Total amount to be paid on calls (including premium) outstanding (in Rs.)
1.	Sri Parthasarathy Infrastructure Private Limited Business	No G1, Viswas Flats, 23 Ko.Su.Mani Street, Padmanabha Nagar, Choolaimedu Chennai-600094	Indian	10	10,00,00,000	Nil
2.	Alok Dhir, Advocate	C-361, Defence Colony, New Delhi-110024	Indian	7	7,00,00,000	Nil
3.	Shiva Consultants Private Limited Business	C-360, LGF, Defence Colony New Delhi - 110024	Indian	4	4,00,00,000	Nil
4.	Madhav Dhir Business	C-361, Defence Colony, New Delhi-110024	Indian	4	4,00,00,000	Nil

For JFC Finance (India) Limited

(Sunil Kumar)

Director

DIN: 03247767



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FORM PAS-5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) rules, 2014)

Record of a private placement offer to be kept by the company

Name of the Company: JFC FINANCE (INDIA) LIMITED

Registered office: P-32, Lower Ground Floor, South Extension Part-II New Delhi - 110049

CIN: U74899DL1995PLC072767


DETAILS OF PRIVATE PLACEMENT OFFER:

Date when approval of the relevant authority (Board Resolution) obtained for the current Private Placement Offer Letter: 28th June 2018

Amount of the offer: Rs. 25,00,00,000/-

Date of circulation of Private Placement Offer Letter: 28th June 2018

Details of the persons to whom Private Placement Offer Letter has been circulated:

i	Name	Sri Parthasarathy Infrastructure Private Limited
ii	Father's Name	N.A.
iii	PAN	AASCS8610H
iv	Address	No G1, Viswas Flats, 23 Ko.Su. Mani Street, Padmanabha Nagar, Choolaimedu Chennai- 600094
v	Phone no	8754375572
vi	Email ID	parthasarathyinfra@rediffmail.com
vii	Initial of the Officer of the company designated to keep the Record	



i	Name	Alok Dhir
ii	Father's Name	Shri Laxmi Paul Dhir
iii	Pan No	AAFPD5235P
iv	Address	C-361, Defence Colony, New Delhi-110024
v	Phone no	011-42410000
vi	Email ID	alok.dhir@dhirassociates.com
vii	Initial of the Officer of the company designated to keep the Record	<i>GJ</i>

i	Name	Shiva Consultants private Limited
ii	Father's Name	N.A.
iii	Pan No	AAACS8213J
iv	Address	C-360, LGE, Defence Colony New Delhi- 110024
v	Phone no	01165578855
vi	Email ID	contactus@shiviconsult.com
vii	Initial of the Officer of the company designated to keep the Record	<i>GJ</i>

i	Name	Madhav Dhir,
ii	Father's Name	Shri Alok Dhir
iii	Pan No	AQMPD7837N
iv	Address	C-361, Defence Colony, New Delhi-110024
v	Phone no	011-46865999
vi	Email ID	madhav.dhir@hotmail.com
vii	Initial of the Officer of the company designated to keep the Record	<i>GJ</i>



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Annex - E**List of Allottee as on 28-06-2018**

S. No.	NAME OF CLIENTS	DP_ID	CLIENT_ID	NO OF DEBENTURE	ISIN NO
1	SRI PARTHASARATHY INFRASTRUCTURE PVT. LTD	IN300118	11738527	10	INE00WJ08019
2	ALOK DHIR	IN300118	10691624	7	INE00WJ08019
3	SHIVA CONSULTANTS PVT. LTD.	IN300118	10684483	4	INE00WJ08019
4	MADHAV DHIR	IN300118	11347323	4	INE00WJ08019
	Total			25	

FOR JFC FINANCE (INDIA) LIMITED



DIRECTOR



JFC FINANCE (INDIA) LTD.

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New Delhi-110049

Ph.: 011-41612881, M.: 9818295489

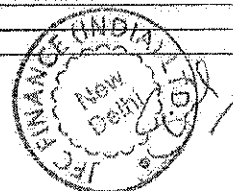
Email : contact@jfcindia.com

Annex - F

Summary Term Sheet- Shelf Disclosure Document

Issuer	JFC Finance (India) Limited
Debenture Trustee	Axis Trustee Services Limited
Registrar and Transfer Agent	Skyline Financial Services Pvt. Ltd.
Depository	National Securities Depositories Limited and Central Depositories Services Limited
Credit Rating Agency	Brickwork Ratings India Private Limited
Stock Exchange	BSE Limited
Security Name	Zero coupon, to be listed, rated, unsecured, taxable, redeemable non-convertible debentures of face value of Rs. 1,00,00,000 (Rupees One Crore) each
Issue	Private Placement of 25 zero coupon, to be listed, rated, unsecured, taxable, redeemable, non-convertible debentures of face value of Rs. 1,00,00,000 (Rupees One Crore) each for cash at par, proposed to be issued by Issuer pursuant to the Shelf Prospectus for an amount aggregating upto Rs. 25 Crores (Rupees Twenty-Five Crore) ("Shelf Limit") on the terms and conditions mentioned in Shelf Prospectus.
Type of Instrument	Zero coupon, to be listed, rated, unsecured, taxable, redeemable non-convertible debentures
Nature of Instrument	Unsecured
Nature of Indebtedness and Ranking/Seniority	Subordinate, and subject to any obligations under applicable statutory or regulatory requirements rank pari passu <i>inter se</i> with other unsecured indebtedness of the Issuer.
Mode of Issue	On private placement basis to all Eligible Investors
Eligible Investors	<p>All investors eligible to invest under applicable laws including without limitation the following:</p> <ul style="list-style-type: none">• Public financial institutions as defined in Section 2(72) of the Companies Act, 2013;• Companies within the meaning of Section 2(20) of the Companies Act, 2013;• Limited Liability Partnerships registered under the provisions of Limited Liability Partnership Act, 2008;• Mutual funds registered with Securities and Exchange Board of India;• Insurance companies registered with the Insurance Regulatory and Development Authority;• NBFCs and RNBCs registered with the Reserve Bank of India;• Scheduled commercial banks;• Foreign institutional investors and sub accounts registered with Securities Exchange Board of India;• Foreign portfolio investors registered with Securities Exchange Board of India;• Provident Funds, Gratuity, Superannuation and Pension Funds, subject to their investment guidelines;• Partnership firm formed under applicable laws of India, in the name of partner;• Resident Individual Investors;• Alternative Investments Funds; and• Hindu Undivided Families applying through the Karta. <p>(together referred to as "Eligible Investors").</p> <p>Participation of any of the Eligible Investors in subject to applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities in the nature of Debentures by such Investors.</p>
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	On the wholesale debt segment of BSE Limited. The Debentures shall be listed within the time prescribed under Applicable law. In case of delay in listing of the Debentures beyond 20 (twenty) days from the Deemed Date of Allotment, the Issuer will pay penal interest @ 1% (one percent) per annum over the Coupon Rate from the expiry of 30 (thirty) days from the Deemed Date of Allotment till the listing of the Debentures to the investors.
Rating of the Instrument	Brickwork Ratings India Private Limited has vide letter no. BWR/NCD/DEL/SRC/RK/0191/2018-19 dated 28 June, 2018 assigned a credit rating of "BWR BB-" to the Debentures. Such instruments carry moderate risk of default.
Issue Size	Upto Rs. 25,00,00,000 (Rupees Twenty Five Crore)
Option to retain oversubscription (Amount)	None
Objects of the Issue	The proceeds of the issue will be utilised for general corporate purposes including repayment of existing rupee denominated borrowings of the Issuer. Pending full utilisation of proceeds from the Issue, the temporary surplus or any other will be invested in the money market instruments, mutual funds and deposit with banks.
Details of the utilization of the Proceeds	The proceeds of the issue will be utilised for general corporate purposes including repayment of existing rupee denominated borrowings of the Issuer. Pending full utilisation of proceeds from the Issue, the temporary surplus or any other will be invested in the money market instruments, mutual funds and deposit with banks.
Coupon Rate	0%
Implicit Yield	0%
Step up/ Step Down Coupon	None

CIN : U74899DL1995PLC072767



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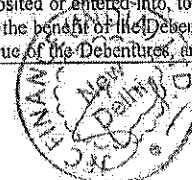
New Delhi-110049

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Rate	
Coupon/ Interest Payment Frequency	Not Applicable
Coupon/ Interest Payment Dates	Not Applicable
Coupon Type	Not Applicable
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor, etc.)	None
Day Count Basis	Not applicable
Interest on Application Money	Not applicable
Default Interest Rate	2% (two percent) per annum
Tenor	10 (Ten) years from the Deemed Date of Allotment
Redemption Date(s)	10 (Ten) years from the Deemed Date of Allotment
Redemption Amount	The "Redemption Amount" of the Debentures will be as under: (i) At the face value in case the Debentures are being redeemed prior to the Redemption Date; At the face value along with Redemption Premium in case the Debentures are redeemed on the Redemption Date
Redemption Premium	Premium on redemption shall be calculated at simple interest rate of 7.50% (Seven point five zero percent) per annum in case the Debentures are redeemed on the Redemption Date
Issue Price	Rs. 1,00,00,000 (Rupees One Crore) per Debenture issued at par
Discount at which security is issued and the effective yield as a result of such discount	Not applicable
Put Option Date	Not applicable
Put Option Price	Not applicable
Put Notification Time	Business hours
Call Option Date	Any time after completion of 3 (Three) years from the Deemed Date of Allotment
Call Option Price	Redemption Amount
Call Notification Time	Business Hours
Face Value	Rs. 1,00,00,000 (Rupees One Crore) per Debenture
Minimum Application and in multiples of 1 Debenture thereafter	Rs. 1,00,00,000 (1 Debenture) and in the multiple of Rs. 1,00,00,000 (1 Debenture) thereafter
Issue Timing	
1 Issue Opening Date	28.06.2018
2 Issue Closing Date	28.06.2018
3 Pay-in Date	28.06.2018
4 Deemed Date of Allotment	28.06.2018
Issuance mode of the Instrument	Dematerialized form only
Trading mode of the Instrument	Dematerialized form only
Settlement mode of the Instrument	1. National Electronic Clearing System ("NECS"); 2. Real Time Gross Settlement ("RTGS"); and 3. National Electronic Fund Transfer ("NEFT")
Business Day Convention	If the Redemption Date of the Debentures falls on a day which is not a "working day" the redemption proceeds shall be paid on the immediately preceding working day. "working day" shall mean all days (other than Sundays, 2 nd and 4 th Saturday, or a public holiday in New Delhi, India), on which the banks are generally open for operation in New Delhi.
Record Date	15 days prior to Redemption date
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security)	Not applicable – Unsecured
Security Cover	Not applicable – Unsecured
Covenants	For the financial and other covenants provided by the Issuer, Promoter and other Obligors, please refer to the Transaction Documents.
Transaction Documents/Definitive Agreements	All agreements, instruments, undertakings, indentures, deeds, writings and other documents (whether financing, security, project or otherwise) executed or delivered or deposited or entered into, to be executed or delivered or deposited or entered into, by the Company, with or for the benefit of the Debenture Trustee or Debenture Holders or otherwise in relation, or pertaining, to the issue of the Debentures, and each such

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	Transaction Documents as amended from time to time and shall include the following: (a) Debenture Trust Deed; (b) Shelf Disclosure Document; (c) Tranche Disclosure Document(s); (d) Debenture Trustee Agreement; (e) Letters issued by the Credit Rating Agency; and Any other document that may be designed as a Transaction Document by the Debenture Trustee.
Condition Precedent to Disbursement	As per the Debenture Trust Deed
Condition Subsequent to Disbursement	As per the Debenture Trust Deed
Event of Default	As per the Debenture Trust Deed
Provisions related to Cross Default Clause	As per the Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	As per SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 1993, Companies Act, 2013 and rules made thereunder, each as amended from time to time, the Debenture Trust Deed and the Debenture Trustee Agreement.
Governing Law and Jurisdiction	Indian law. Exclusive jurisdiction of the Courts at New Delhi



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Annex- G

Dt. 30.06.2018

National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai - 400013.

**Sub: UTR details for making the payment of Rs. 2360/- towards Fee for Corporate
Action Form**

Dear Madam,

This is reference to captioned subject, we have made the payment of Rs. 2360/- on account of Corporate action Fees. Please find the details of making the payment through NEFT are as under.

Company Name	JFC Finance (India) Ltd.
Bank Account No.	357010200004176
Bank Name	Axis Bank Limited
Branch	B-81, Defence Colony, New Delhi 110024
UTR No.	AXISF18181080686
IFSC code	UTIB0000357

Thanking You,

For JFC Finance (India) Limited


Sunil Kumar
Director



