Reliance Capital Limited
Reliance Centre,
North Wing, 6th Floor,
Off Western Express Highway,
Santacruz (East), Mumbai - 400055
CIN : L65910MH1986PLC165645

Tel : +91 22 3303 1000
Fax: +91 22 3303 6664
www.reliancecapital.co.in

MASTER FILE CREATION FORM FOR BONDS/DEBENTURES

Full name of the Company:

R	E	L	I	A	N	C	E							
C	A	P	I	T	A	L								
L	I	M	I	T	E	D								

Corporate Identity Number (CIN):	**L65910MH1986PLC165645**

Old name(s) of the company, in case company has previously changed its name:

Old Name	**Year of name change**
1. Reliance Capital & Finance Trust Limited	**1995**

Note:

1. *Information sought in* ***Section A*** *to be provided for the first issue of Bonds/Debenture of the company through NSDL. For the subsequent issues, if there is no change in the information sought in* ***Section A****, proceed directly to* ***Section B****.*
2. *Ensure that each page of the Master File Creation Form has to be stamped and signed by the authorised signatory. ISIN will not be allotted if the same is not found to be in order.*
3. *Kindly ensure that all columns are properly filled. Write "N.A." wherever not applicable*

SECTION A
(Company Details)

Whether company has already signed agreement with NSDL for any other instrument? Tick (✓) the relevant option

☐ Yes ☐ No

Address of the Registered Office including telephone, fax nos. and email addresses

H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
Tel : 3303 6634 Fax 3303 6664, Email ID. : mohan.vellore@relianceada.com

RELIANCE

Type of entity:

Code List	Legal Form	Tick (✓) the relevant option
01	Joint Stock Company	✓
02	Statutory Company	
03	Mutual Fund	
04	Government	

Type of Issuer [Tick (✓) the relevant option]

A) Based on ownership

(i)	Public Sector Undertaking (PSU)	-
(ii)	Non PSU	✓

B) Nature

(i)	Bank	-
(ii)	NBFC	✓
(iii)	Other	-

Business Sector [Tick (✓) the relevant option]

(i)	Basic Materials	-
(ii)	Consumer Goods including FMCG	-
(iii)	Consumer Services	-
(iv)	Energy	-
(v)	Finance	✓
(vi)	Healthcare	-
(vii)	Industrial	-
(viii)	Technology	-
(ix)	Telecommunications	-
(x)	Utilities	-

Contact persons of the Company

Compliance/ Investor Relations Officer	Shri V. R. Mohan
Designation/Department	President & Company Secretary
Address:	Reliance Centre, North Wing, 6th Floor,Off Western
	Express Highway, Santacruz (E), Mumbai – 400 055.
Tel. Nos.:	33031000
Fax Nos.:	33036664
Email address(s):	Mohan.vellore@relianceada.com

RELIANCE

SECTION B
(Security Details)

We are pleased to inform you that our company has decided to offer the following debt securities as eligible securities under the Depositories Act, 1996. We request you to take necessary steps to induct our security into your depository system

I. Security Details - Part A

Kindly indicate (Yes/No) against relevant Row(s)

Sr. No.	Particulars	Yes/No	Remark (if any)
1	**Type of Instrument**		
	i) Bonds	No	
	ii) Debentures	Yes	
2	**Mode of Issue**		
	i) Public issue	No	
	ii) Private Placement	Yes	
	iii) Bonus Issue	No	
3	**Objects of the Issue**	The Series Debentures / NCDs have been issued to raise resources to meet the ongoing funding requirements for the Company's business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company.	
4	**Details of the utilization of the Proceeds**	**The issue proceeds shall be utilized in accordance of object of the issue.**	
5	**Whether Secured or Unsecured**		
	i) Secured	Yes	
	ii) Unsecured	No	
	If Secured, provide complete details regarding the assets Secured/ Hypothecated/Mortgaged etc.	(i) a first pari passu legal mortgage and charge over the Company's Gujarat Immovable Property (for details refer Annexure VII hereto); and	

RELIANCE

		(ii) first pari passu charge on all present and future book debts and business receivables of the Company (except security towards securing outstanding term loan and cash credit limits more specifically described in Annexure VII hereto). Business receivables include current assets and investments.	
6	**Whether tax free**	No	
	If Tax free, quote the section of The Income Tax Act, 1961 under which it is tax free:		
7	**Whether bonds/debentures fall under Infrastructure category as per Government notification**	No	
8	**Whether Guaranteed or Partially Guaranteed**		
	i) Guaranteed	No	
	ii) Partially Guaranteed	No	
	iii) Not Guaranteed	Yes	
	If guaranteed, provide complete details regarding the Guarantee		
	a) Guaranteed by	-	
	b) Nature of Guarantee	-	
	c) Other details about Guarantee	-	
	Government Guaranteed Bonds/Debentures	-	
	Guaranteed Bonds/Debentures (i.e. guaranteed by entity other than the Issuer)	-	
9	**Whether securities are Credit Enhanced**	No	
10	**Details of Credit Enhancement**	-	
11	**In the form of Promissory Note**	No	
12	**Type of Convertibility**		
	Part A		
	i) Fully Convertible	No	
	ii) Partly Convertible	No	
	iii) Non Convertible	Yes	
	Part B		
	i) Optionally Convertible	No	
	ii) Compulsorily Convertible	No	

	If convertible, kindly provide details		
13	**Type of Interest/Coupon Basis**		
	i) Fixed Rate	Yes	
	ii) Variable	No	
	a. Index Linked	No	
	b. Equity Linked	No	
	c. Commodity Linked	No	
	d. Mibor Linked	No	
	e. Inflation Linked	No	
	f. Others	No	
	iii) Zero Rate	No	
14	**Coupon Rate**	8.25%p.a.	
	If aforesaid coupon rate is variable, please specify the benchmark and the spread over the benchmark. Also mention floor value and cap value if any	-	
15	**Coupon Type**		
	i) Simple	Yes	
	ii) Compounding	No	
	If compounding, provide the compounding frequency details	**N.A.**	
16	**Record Date for Principal Payment**	23-01-2020	
17	**Holiday Convention for making payments - Principal**	**Modified following business day convention**	
18	**Record Date for Interest Payment**	**15 (Fifteen) days prior to each coupon payment / redemption date**	
19	**Holiday Convention for making payments - Interest**	**Modified following business day convention**	
20	**Business Day Convention**	**Modified following business day convention**	
21	**Holiday Convention Interest calculation - Additional interest**	**Modified following business day convention**	
22	**Seniority in repayment**		
	i) Senior	Yes	
	ii) Subordinate -Tier 1	No	
	iii) Additional Tier 1	No	
	iv) Subordinate -Tier 2	No	
	v) Subordinate -Tier 2-Upper	No	
	vi) Subordinate -Tier 2-Lower	No	
	vii) Subordinate -Tier 3	No	
	viii) Perpetual	No	
23	**Whether Step up / Step down coupon basis is available**		
	i) Step up	No	
	ii) Step down	No	
	Provide the details of Step up/Step down along with		

RELIANCE

	details of coupon reset value/s and date/s of reset		
24	**Frequency of Interest Payment with specified dates**	**Annually on February 9 each year starting from February 9, 2018 and on Maturity i.e. February 7, 2020**	
25	**Put Option with specified dates**	NA	
26	**Put Notice Deadline Date**	NA	
27	**Put Notification Time**	NA	
28	**Indicate whether Put option will be exercised at Discount/Premium/Par**		
	i) Discount	No	
	ii) Premium	No	
	iii) Par	No	
	Put option details		
29	**Call Option with specified dates**	**N.A.**	
30	**Call Notice Deadline Date**	**N.A.**	
31	**Call Notification Time**	**N.A.**	
32	**Indicate whether Call option will be exercised at Discount/Premium/Par**		
	i) Discount	No	
	ii) Premium	No	
	iii) Par	No	
	Call option details		
33	**Indicate whether the instrument is rated**	**Yes**	
34	**Whether Debentures/Bonds are perpetual in nature**	**No**	
35	**Maturity amount basis**	**Maturity at par**	
36	**Redemption details**		
	i) Fixed maturity (i.e. the principal amount is repaid in full at maturity.)	Yes	
	ii) Fixed maturity with call feature (i.e. the issue may be called for redemption prior to the fixed maturity date.)	No	
	iii) Fixed maturity with put (i.e. the holder may request the reimbursement of his bonds prior to the maturity date.)	No	
	iv) Fixed maturity with put and call	No	
	v) Amortization plan (i.e. reduction of principal by regular payments.)	No	
	vi) Amortization plan with call feature (i.e. the redemption of principal may occur as the result of the outstanding portion of the bond being called.)	No	
	vii) Amortization plan with put	No	
	viii) Amortization plan with put and call	No	
	ix) Perpetual (i.e. the debt instrument has no fixed maturity date and is only due for redemption in	No	

RELIANCE

	the case of the issuer's liquidation.)		
	x) Perpetual with call feature (i.e. the issue may be called for redemption at some time in the future.)	No	
37	**Redemption Type**		
	i) Full Redemption	Yes	
	ii) Partial Redemption (including details, if redemption is due to exercise of call or put option)	No	
	a. By Face Value Redemption	No	
	b. By Quantity Redemption	No	
38	**ISIN Required for Letter Of Allotment (LOA)***	No	
39	**Indicate whether Partly Paid**	No	
	If Yes, Specify the Paid up value		
40	**Any Other (Please Specify)**	-	

* Please note that one single ISIN is allotted for LOA and Secured Bond/Debenture. On conversion of an LOA into the security a separate letter in the format prescribed will have to be provided by the Issuer on receipt of which the ISIN description is changed in the system.

As per SEBI Circulars, the day count convention of "Actual/Actual" shall be followed for calculating interest rates.

II. Security Details - Part B

Name of the Instrument	8.25% Reliance Capital Limited November 2020 (RCL F Series B NCD 370)
Series	FB-NCD-370
Issue Price (in Rs.) (per security)	10,00,000
Face Value (in Rs.) (per security)	10,00,000
Allotment date	09-Feb-2017
Redemption date/Conversion date	07-Feb-2020
Allotment Quantity	200
Issue Size (in Rs. Cr.)	Rs.20 Crores
Certificate Nos./Distinctive No From –To	NA
Schedule Opening Date #	NA
Schedule Closing Date #	NA
Actual Closing Date #	NA
Redemption Premium Details	NA
Shut Period (for redemption)	**15 days**

for public issue only

Detail of Partial Redemption

Sr. No.	Partial redemption	Face Value/Quantity	If redemption is based on

	dates	Redemption	quantity (specify whether on lot basis or pro-rata basis
	N.A.	N.A.	N.A.

III. Other Details

Credit Rating Details (if rated by multiple credit rating agencies, include all such ratings)

Name of Credit Rating Agency	Credit Rating	Date of Credit Rating
CREDIT ANALYSIS & RESEARCH LIMITED	CARE AAA (Triple A) (Credit Watch)	30-01-2017

Registrar Details

Name of Registrar	**Karvy Computershare Private Limited**
Registrar BP ID	IN200078
Name of contact person, designation and address where physical securities is to be sent	Shri J Sivakumar - Karvy Selenium, Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda , Hyderabad - 500 032 .

	Lead Manager Details #		**Arranger Details #**	
Name of the Organisation	1.	2.	1.	2.
Name of contact person	N.A.	N.A.	N.A.	N.A.
Designation/Dept.				
Address:				
Tel. Nos.:				
Fax Nos.:				
Email addresses:				
Website				

 # attach Annexure, in case more than 2 agencies

	Address where tax exemption forms to be given by investors	Debenture Trustee Details #
Name of the Organisation	Reliance Capital Limited	Vistra ITCL (India) Limited (formerly IL & FS Trust Company Limited)
Name of contact person	Shri V. R. Mohan	Shri Shailesh Kokate
Designation/Dept.	President & Company Secretary	Manager
Address:	Reliance Centre, North Wing, 6th Floor,Off Western Express	Vistra ITCL (India) Limited

RELIANCE

	Highway, Santacruz (E), Mumbai – 400 055.	(formerly IL & FS Trust Company Limited) The IL & FS Financial Centre, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400 051.
Tel. Nos.:	**33031000**	**26593682**
Fax Nos.:	**33036664**	**26533297**
Email addresses:	**mohan.vellore@relianceada.com**	**shailesh.kokate@ilfsindia.com**
Website	**www.reliancecapital.co.in**	**www.ilfsindia.com**

 # attach Annexure, in case more than 2 agencies

IV. **Stock Exchange Details** (Please start with the Primary Stock Exchange)

Name of Stock Exchange in which listed or proposed to be listed	Listed / Proposed to be listed	Date of listing (if listed)	Permitted to trade (✓)	Stock Exchange Security code (if any)
BSE Limited	**Proposed to be listed**	-	✓	

We hereby certify that

1) The above information is correct to the best of our knowledge and that we have attached all the enclosures mentioned above.
2) All relevant guidelines that are applicable or any applicable directions, rules and regulations that may be applicable for the issuance of Debt Securities have been complied with.

We hereby also declare that on redemption of this Security we will extinguish the securities from the Investors account.

Signature :

Name : **V.R.Mohan**

Designation : **President & Company Secretary**

Date : **February 9, 2017**

the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued
Please refer Annexure XI

6. **Details of Commercial Paper**
Please refer Annexure XII

7. **Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on September 30, 2016**
NIL

8. **Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years**
NIL

n. **Details of Promoters of the Company: -**
Details of Promoter Holding in the Company as on the latest quarter end i.e. September 30, 2016
Please refer Annexure XIII

o. **Abridged version of Audited Consolidated and Standalone Financial Information (like Profit & Loss statement, Balance Sheet and Cash Flow statement) for at least last three years and auditor qualifications, if any.**
Please refer Annexure XIV – XIVA, XIVB, XIVC and XIVD.

p. **Abridged version of Latest Limited Review Consolidated and Standalone Financial Information (like Profit & Loss statement, and Balance Sheet) and auditor qualifications, if any.**
Please refer Annexure XV

q. **Details of debt securities issued and sought to be listed including face value, nature of debt securities, mode of issue i.e. private placement.**

SUMMARY TERM SHEET	
Particulars	**Details**
Security Name	8.25% Reliance Capital Limited February 2020 (RCL F Series B NCD 370)
Issuer	Reliance Capital Limited (RCL)
Type of Instrument/ Kind of Security	Rated, Listed, Secured, Redeemable Non-Convertible Debentures/NCDs(RCL F Series B NCD 370)
Board Resolution for raising the Debentures	August 14, 2015
Board Resolution for issuance of Information Memorandum	September 13, 2016
Shareholders' General Meeting Resolution Dated	September 27, 2016
Nature of Instrument	Secured

SUMMARY TERM SHEET	
Particulars	**Details**
Seniority	Senior The Debentures Holders shall have pari–passu first charge over the Security created among the Trustee and the other lenders
Mode of Issue	Private Placement
Eligible Investors	As mentioned in category of investors
Listing	The Issuer proposes to submit listing document of this Series Debentures/NCDs issued under this Information Memorandum on the Wholesale Debt Market ("WDM") Segment of the BSE Limited ("BSE") within 15 (fifteen) days of the Date of Allotment
Rating of the Instrument	CARE AAA (Triple A)(Credit watch) by CARE
Issue Size/ Amount which the company intends to raise	INR 20,00,00,000/- (Rupees Twenty Crore Only)
Option to retain oversubscription	Not Applicable
Subscription Amount	INR 20,00,00,000/- (Rupees Twenty Crore Only)
Objects of the issue/ Purposes and Objects of the Offer	The Debentures have been issued to raise resources to meet the ongoing funding requirements for the Company's business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company
Details of utilization of the Proceeds	The issue proceeds shall be utilized in accordance with the Objects of the Issue
Coupon Rate	8.25% p.a.
Step Up /Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually and on Maturity
Coupon payment dates	Payable Annually on February 09 each year starting from February 09, 2018 and on Maturity i.e. February 07, 2020
Coupon Type	Fixed
Coupon Reset Process	Not Applicable
Day Count Basis	Actual / Actual
Interest on Application Money	At coupon rate from the date of credit in Company's account till the day prior to the date of allotment
Default Interest Rate	Please refer page44 of the Information Memorandum
Tenor	1093 Days from the Deemed Date of Allotment
Redemption Date	February 07, 2020
Redemption Amount	100.00% of Principal Amount (Face Value)
Redemption Premium / Discount	Not Applicable

SUMMARY TERM SHEET	
Particulars	**Details**
Issue Price per Bond/ Price of the Security & Justification	100.00% of Principal Amount (Face Value)/ (the security is being issued at par, with the Coupon Rate and Coupon Payment Frequency as already mentioned above which is in accordance with the prevailing market conditions at the time of the issue)
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Name and Address of the Valuer	Not Applicable
Put Date	Not Applicable
Put Price	Not Applicable
Call Date	Not Applicable
Call Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	Rs.10,00,000/- (Rupees Ten Lakhs Only) each
Minimum Application and in multiples of Debt securities thereafter	Minimum Application of 5 Debentures and in multiples of 1 Debenture thereafter
Issue Timing/ Proposed Time Schedule 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	 February 09 , 2017 February 09 , 2017 February 09 , 2017 February 09 , 2017 The Issue Close Date / Pay-in Date may be rescheduled, at the sole discretion of the Company, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date shall be communicated to each investor in the Allotment Advice
Issuance mode of the Instrument	These debentures would be issued only in Dematerialized form (Demat) through authorized DP
Trading mode of the Instrument	Demat mode only
Settlement mode of the Instrument	RTGS / NEFT / Fund Transfer to the bank details as per Depository records
Depository	NSDL
Business Day Convention	Please refer page 50 of the Information Memorandum
Record Date	15 days prior to each Coupon Payment / Redemption date.

SUMMARY TERM SHEET	
Particulars	**Details**
Security	(i) a first pari passu legal mortgage and charge over the Company's Gujarat Immovable Property (for details refer Annexure VII hereto); and (ii) a first pari passu charge on all present and future book debts and business receivables of the Company (except security towards securing outstanding term loan and cash credit limits more specifically described in Annexure VII hereto). Business receivables include current assets and investments.
Security Cover	The Company shall maintain a minimum asset cover of 100% at all times
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	NIL
Transaction Documents	1. Debenture Trust Deed; 2. Information Memorandum; 3. Rating letter from CARE ; 4. Consent letter of Karvy Computershare Private Limited to act as Registrar & Transfer Agent for the proposed issue; 5. Tripartite agreement(s) between the Company; 6. Depository(ies) and the Registrar and Transfer Agent; and 7. Uniform Listing Agreement.
Conditions Precedent to Disbursement	N.A.
Condition Subsequent to Disbursement	N.A.
Events of Default	Please refer page 55 of the Information memorandum
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	Please refer page 55 of the Information memorandum
Governing Law and Jurisdiction	Please refer page 57 of the Information memorandum
Payment Details	Settlement Bank : HDFC Bank Ltd. Branch : Fort Account No. : 00600310033293 Account Name : Reliance Capital Limited RTGS / IFSC Code : HDFC0000060
Registrar and Transfer Agent	Karvy Computershare Private Limited

SUMMARY TERM SHEET	
Particulars	**Details**
Trustees	Vistra ITCL (India) Limited (formerly IL & FS Trust Company Limited)
Arrangers	ICAP IL India Private Limited

r. **Disclosure of Cash Flows as per SEBI Circular No. CIR/IMD/DF/18/2013 dated October 29, 2013**

Company	Reliance Capital Limited
Face Value (per security)	Rs.10,00,000/-
Issue Date	February 09 , 2017
Date of Allotment	February 09 , 2017
Date of Redemption	February 07 , 2020
Coupon Rate	8.25% p.a.
Frequency of the Interest Payment with specified dates	Payable Annually on February 09 each year starting from February 09, 2018 and on Maturity i.e. February 07, 2020
Day Count Convention	Actual / Actual

Cash Flows	**Date (of actual payment)**	**No. of Days in Coupon Period**	**Amount in Rupees**
Coupon 1	Friday, February 09, 2018	365	82,500.00
Coupon 2	Monday, February 11, 2019*	365	82,500.00
Coupon 3	Friday, February 07, 2020	363	82,048.00
Principal Redemption	Friday, February 07, 2020		1,000,000.00
Total			**12,47,048.00**

* The scheduled coupon payment date is falling on a holiday, therefore the coupon will be paid on the following working day

Note: Payment dates are subject to change as per holidays declared in that particular year. Payment convention to be followed as per SEBI Circular No.CIR/IMD/DF/18/2013 dated October 29, 2013

s. **Issue Size**

The Issue of Debentures is Rs.20 crore (Rupees Twenty Crore Only) (For details please refer SUMMARY TERM SHEET)

t. **Minimum Subscription Size**

The minimum subscription size for this Issue is Rs.50 lakhs and in multiples of Rs.10 lakhs hereafter.