

To

Sl. No.....

FORM NO PAS – 4

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

[Pursuant to Section 42 and Rule 14 (3) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

GENERAL INFORMATION

Name of the Company	:	DBFS FINANCE AND LEASING (INDIA) LIMITED
Registered Office Address	:	2 nd Floor, Chammany Chambers, Kaloor-Kadavanthra Road, Kaloor, Kochi-682017
Tel. No.	:	0484 2566000
E-mail id	:	ho@dbfsindia.com
Website	:	www.dbfsindia.com
Corporate Office	:	same as above registered office address
Date of incorporation of the Company	:	07/09/2007

HISTORY & BACKGROUND OF THE COMPANY

DBFS Finance and Leasing (India) Limited was originally incorporated as SSL Finance and Leasing (I) Limited on 7th September, 2007. Consequent to the name change of the Holding Company from Select Securities Ltd. to Doha Brokerage & Financial Services Ltd., the company's name has been changed to DBFS Finance and Leasing (I) Limited on 29th September, 2008. DBFS Finance & Leasing (India) Ltd is the NBFC Subsidiary of the DBFS Group. DBFS Group with its Holding Company Doha Brokerage & Financial Services Ltd. is engaged in various financial services activities including retail brokerage, wealth management and related services in capital market space. Qatar based Doha Bank holds 44.02% stake in the Holding Company, which makes it an Associate of Doha Bank.

Licenses & Activities

The Company obtained NBFC registration in 2008 and Full Fledged Money Changing registration in the year 2016. DBFS Finance and Leasing (India) Limited is engaged in lending and its loan portfolio includes Loan Against Securities (LAS), Loan Against Properties (LAP), Business Loans (BL), Persons Loans (PL) and Gold Loans. The Company is also having money changing activities.

DETAILS OF THE BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES

a) Company

1. To carry on the business of all types of financing subject to the approval of the Reserve Bank of India including lending, leasing, hire-purchase, margin financing, factoring, bills discounting, mortgage finance, reverse mortgage finance, underwriting, housing finance, vehicle finance, money changing, securitization and macro and rural credits.
2. To carry on the business as brokers and agents in respect of all classes of life and general insurance including health, marine, fire, accident, burglary, workmen compensation and indemnity and motors.
3. To act as money changers, authorized dealers, brokers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to engage in the foreign exchange

money changing business, money transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad and to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients.

b) Subsidiaries - The Company is not having any subsidiaries.

PARTICULARS OF THE MANAGEMENT OF THE COMPANY:

The general superintendence, direction and management of the affairs and business of the Company are vested in the Board of Directors. Currently, the Company has eight Directors on its Board.

Brief Profile of Directors:

Prince George has more than 26 years experience in the field of stock broking and related financial services. He pioneered the first corporate brokerage in Kerala as early as 1992 in the form of Select Securities Ltd., which was re-christened as Doha Brokerage and Financial Services Ltd. in 2007. A regular contributor to business journals and television channels, Prince George commands in-depth knowledge on financial services. He is the Managing Director of the Holding Company, Doha Brokerage & Financial Services Ltd.

Paul Thomas is Whole-time Director of the Company and has more than 16 years experience in various financial services. He is heading operations of DBFS Finance & Leasing (India) Ltd.

C K Krishnan retired as Head of Wholesale Banking at Doha Bank, Qatar. He has more than 36 years of experience in banking industry and is Nominee Director on the Board of the Company, representing Doha Bank.

Binny C Thomas has more than 26 years experience in the field of stock broking. As the first Director of DBFS, Binny C Thomas has contributed substantially to its growth. Mr. Binny C Thomas is Whole-time Director of DBFS Securities Ltd. and DBFS Derivatives & Commodities Ltd. and has been looking after the overall administration of the group.

J Kurian Nellanickal, is one of the first Directors of the Company and has held executive positions in the Holding Company.

Suresh Yezhuvath has held executive position in various group companies and is more focused on business development and marketing of the group.

Jose T Pampackal is Retd. professor and has good knowledge about financial markets.

M C Jacob is a retired banker and having experience in Financial Sector and Management Consulting.

PARTICULARS OF DIRECTORS OF THE COMPANY:

Sl. No.	DIN	Name of Director	Present Residential Address	Designation	Occupation
1.	01514682	Paul Thomas	CRA 67, Chakkungal Road, Palarivattom P.O., Kochi, Kerala - 682025	Whole-time Director	Business
2.	00449605	Prince George	Plot No. 5, Anickal, Devine Park Extention 10 Huts, Kakkanad, Csez P. O., Ernakulam, Kerala - 682037	Director	Business
3.	00623159	Binny Chirakadavil Thomas	Chirakadavil, V/364E, Muttambalam, Kottayam, Kerala - 686004	Director	Business
4.	00623161	Jacob Kurian Nellanickal	Nellanickal House, Baker Hill, Kottayam, Kerala - 686001	Director	Business
5.	00623563	Suresh Yezhuvath	Sharika, Thankappan Gardens, Kunnathurmedu P. O., Manapullikavu, Palakkad, Kerala - 678013	Director	Business
6.	06413984	Jose Pampackal Thomas	T C 3/987, No -26 Thoppil Nagar, Muttada P. O., Trivandrum, Kerala - 695025	Director	Business
7.	07031118	Cheruserry Krishnan Krishnan	P.O. Box 3818, Doha, Qatar	Nominee Director	Service

8.	08042860	Jacob Mannur Chacko	Mannur 20,Avittom Road, Thiruvananthapuram Medical College, Thiruvananthapuram-695011	Independent Service Director
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MANAGEMENT'S PERCEPTION OF RISK FACTORS:

Prospective investors should carefully consider the risks and uncertainties described below before making an investment in the NCDs. Additional risks and uncertainties not known to the Company or that the Company currently believes to be immaterial may also have an adverse effect on its business, prospects, results of operations and financial condition.

Internal Risk Factors:

1. The Company's business is capital intensive and any disruption or restrictions in raising financial resources would have a material adverse effect on our liquidity and financial condition.
2. High levels of customer defaults could adversely affect our business, financial condition and results of operations: Our primary business involves lending money and accordingly we are subject to customer default risks including default or delay in repayment of principal or interest on our loans.
3. If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected: We have taken steps to enhance our internal controls commensurate to the size of our business.
4. We may have to comply with strict regulations and guidelines issued by regulatory authorities in India.

External Risk Factors:

1. A slowdown in economic growth in India could cause our business to be adversely affected:
2. Political instability or changes in GoI could adversely affect economic conditions in India generally, and consequently, our business in particular:
3. We may be adversely affected by increase in taxes and duties:
4. Natural calamities could have a negative impact on the Indian economy and could cause our business to be adversely affected,

Risks Relating to the NCDs

1. You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs: Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors, including our financial condition, profitability and the general economic conditions in India and in the global financial markets.
2. Although the Company has undertaken to create appropriate security in favour of the Debenture Trustee to the Issue for the Secured NCD holders on the assets adequate to ensure 100% security cover on the outstanding amounts of the Secured NCDs and interest thereon, the realisable value of the secured assets may be lower than the outstanding principal and/or interest accrued thereon in connection with the NCDs. A failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the Secured NCDs could expose you to a potential loss.
3. Securities on our Secured NCDs rank as pari passu with Our Company's secured indebtedness: Substantially all of our Company's current assets represented mainly by the book debts/ trade receivables are being used to secure our Company's debt. Securities on our Secured NCDs will rank pari passu with any of our Company's similar ranked secured obligations with respect to the assets that secure such obligations. The terms of the Secured NCDs do not prevent our Company from incurring additional debt. In addition, the Secured NCDs will rank pari passu to the existing and future secured liabilities and obligations of our Company (to the extent the charges are of a similar ranking).

4. Payments made on the NCDs will be subordinated to certain tax and other liabilities preferred by law:
5. The Company may raise further borrowings and charge its assets after receipt of necessary consents from its existing lenders:
6. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution: We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for our various financing activities including lending and investments, subject to applicable statutory and/or regulatory requirements, to repay our existing loans and our business operations including for our capital expenditure and working capital requirements. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue.

DETAILS OF DEFAULT INCLUDING THEREIN THE AMOUNT INVOLVED, DURATION OF DEFAULT AND PRESENT STATUS, IN REPAYMENT OF –

- | | |
|--|-------|
| i) Statutory dues | : Nil |
| ii) Debentures and interest thereon | : Nil |
| iii) Deposits and interest thereon | : Nil |
| iv) Loan from any bank or financial institution and interest thereon | : Nil |

DEFAULT IN ANNUAL FILING OF THE COMPANY UNDER THE COMPANIES ACT, 2013 OR THE RULES MADE THEREUNDER:
Nil

NAMES, DESIGNATION, ADDRESS AND PHONE NUMBER, EMAIL ID OF THE NODAL/ COMPLIANCE OFFICER OF THE COMPANY, IF ANY, FOR THE PRIVATE PLACEMENT OFFER PROCESS:

No nodal officer has been appointed. Any queries may be directed to the designated compliance officer as per the following details:

Name of the Compliance Officer	Johnkutty James
Designation	Company Secretary
Address	2 nd Floor, Chammany Chambers, Kaloor-Kadavanthra Road, Kaloor, Kochi-682017
Phone No	0484-2566000, 9349156601
Email ID	johnk@dbfsindia.com

PARTICULARS OF THE OFFER

- a. Financial position of the Company for the last 3 years: As provided in pages 9-10 of this document.
- b. Date of passing of board resolution: The Board Meeting approved Private Placement Offer cum Application Letter at its meeting dated on 30th September, 2019.
- c. Date of passing of resolution in the general meeting, authorizing the offer of securities: 30th July, 2019

DETAILS OF ISSUE SIZE

The Company proposes to mobilize through private placement of 400 Secured, Redeemable, Non-Convertible Debentures of face value of Rs.1,00,000/ each at par aggregating to Rs.4.00 Crores (Rupees Four Crores Only)

SUMMARY TERM SHEET

PARTICULARS	TERMS	
Issuer/Borrower	DBFS FINANCE AND LEASING (INDIA) LIMITED	
Issue Size	Rs.4.00 Crores	
Nature of Instrument	Secured, Redeemable, Non-Convertible Debentures	
Security	Pari-passu charge on book debts / receivables of the company both present and future with a minimum asset cover ratio of 1.0 time to be maintained during the entire tenure of the NCD.	
Instrument form	Only in dematerialized form	
Denomination of Instrument/ Face Value of NCD	Debentures shall have a face value of Rs.1,00,000/-	
Minimum Subscription	5 debentures of Rs. 100000/- each	
Put and call option	Yes, available after 24 months from the date of allotment	
Tenure	60 months	
Frequency of Interest Payment	Monthly	Cumulative
Coupon Rate	10.25% p.a	NA
Redemption Amount (Rs.)/ NCD*	100,000.00	166,617.00
Effective Yield (per annum)**	10.75%	10.75%
Interest rate (effective yield in case of cumulative scheme) on premature settlement after 24 months	9.25% p.a.	9.75% p.a.
Contribution made by the promoters or directors either as part of the offer or separately in furtherance of such objects	NIL	
Trustees	Messrs Omega Alliance, Advocates & Solicitors MA Towers – II, 72/1292/A5 and 72/1292/A6 Ashoka Road, Kaloore, Kochi – 682 017, India	
Name & Address of Valuer of Securities	Not Applicable since the issue is of Non convertible Debentures	
Issue Open Date	7 th October, 2019	
Issue Closure Date	31 st October, 2019	
Proposed time within which the allotment shall be completed	10.11.2019	

* Calculated on basis that no tax is deductible at source

** Interest at these rates is compounded annually and payable at maturity

More details on Terms of the Issue is given as **Annexure 1** to this Letter of Offer

MODE OF PAYMENT FOR SUBSCRIPTION-

- **Cheque** in the name of DBFS Finance & Leasing (India) Limited
- **DD** in the name of DBFS Finance & Leasing (India) Limited
- **Other Banking channels:** Fund Transfer (NEFT / RTGS) to the designated bank account of DBFS Finance & Leasing (India) Limited (Account No. 0604300010000263 at DOHA BANK, Kochi Branch, Kochi; IFSC CODE: DOHB0000003)

THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE:

Clients of DBFS group as per list approved by the Board Meeting and to whom Private Placement Offer Cum Application Letter are issued.

PURPOSES AND OBJECTS OF THE OFFER:

The proceeds of the Issue may be used for meeting the expenditures related to the Issue, financing activities including lending and investments, repayment of existing loans and other business operations including capital expenditure and working capital requirements.

CHANGE IN CONTROL IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PRIVATE PLACEMENT: NIL**CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF SUCH OBJECTS: NIL****NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS/ PRIVATE PLACEMENT/ RIGHTS ISSUE HAS ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:**

Date of issue	Mode of issue	Number of securities	Number of Allottees	Price of security
Nil	NA	NA	NA	NA

DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

- i. The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations: NIL
- ii. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons: None of the directors, promoters or key managerial personnel has any financial or material interest in the offer.
- iii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree Company during the last three years immediately preceding the year of the circulation of the offer Letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed – NIL
- iv. Remuneration of Directors (during the last three financial years):

(Amount in Rupees)

Sl. No.	Name of Directors	2016-17	2017-18	2018-19
1	Prince George	Nil	Nil	Nil
2	Binny Chirakadavil Thomas	Nil	Nil	Nil
3	Jacob Kurian Nellanickal	Nil	Nil	Nil
4	Suresh Yezhuvath	Nil	Nil	Nil
5	Paul Thomas	6,00,000	6,00,000	5,63,500
6	Jose Pampackal Thomas	Nil	Nil	Nil
7	Cherussery Krishnan Krishnan	Nil	Nil	Nil
8	Jacob Mannur Chacko	-	Nil	Nil

- v. **Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:**

(Amount in Rupees)

Name of Related Party	Nature of Transaction	2016-17	2017-18	2018-19
Doha Brokerage and Financial Services Limited	Service Received	9,92,656	1,842,167	2,723,111
DBFS Securities Limited	Service Received	56,25,040	8,330,383	4,862,655
DBFS Securities Limited	Services Rendered	382,133	1619161	1,524,817
Paul Thomas	Remuneration Paid	6,00,000	600,000	563,500
Paul Thomas	Interest paid on loan availed	-	-	56,384
DBFS Derivatives and Commodities Limited	Service Received	74,153	67,149	7,432
Doha Brokerage and Financial Services Limited	Rent Paid	175,000	300,000	450,000
Binny C Thomas	Interest received on loan to Director	1,216,745	1,222,034	1,601,305
Doha Bank	Interest paid to Doha Bank on loan availed	5,652,838	9,108,872	6,116,006
Johnkutty James	Remuneration Paid	-	150,000	331,610
Jayaram K B	Remuneration Paid	-	125,000	297,000
Prince George	Interest paid on loan availed	-	-	23,417
Prince George	Sitting fees paid	-	-	5,000
M C Jacob	Sitting fees paid	-	-	5,000
Jose T Pampackal	Sitting fees paid	10,000	30,000	20,000
C K Krishnan	Sitting fees paid	75,000	293,000	300,000
Ganesan R	Sitting fees paid	75,000	293,000	300,000
Binny C Thomas	Sitting fees paid	-	150,000	305,000
Paul Thomas	Sitting fees paid	-	150,000	305,000

- vi. **Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark:** The issuer company hereby declares that there were no reservations or qualifications or adverse remarks of auditors in the last five financial years on the Financial Statements of the Company.
- vii. **Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries:** Inquiry, inspections or investigations were not initiated or conducted under the Companies Act or any previous company law in the last three years.
- viii. **Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company:** The Company has not entered into transactions which are fraudulent, illegal or violative of the Company's Code of Conduct. No frauds have occurred in the Company except some irregularities committed by some of the employees against whom the company has filed FIR with the Police authorities. The amount involved in the incident is approx. Rs.2 lacs. No frauds were reported by the Auditors of the Company during the last three years.

FINANCIAL POSITION OF THE COMPANY

(a) The capital structure of the Company in the following manner in a tabular form:

(i) The authorized, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	<p>Authorized Capital: Rs.17,50,00,000.0/- (Rupees Seventeen Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each and 5,00,000 (Five Lakhs only) preference shares of Rs.100/- (Rupees One Hundred only) each.</p> <p>Issued, subscribed and paid up capital: Rs. 13,21,75,110/- (Rupees Thirteen Crores Twenty One Lakhs Seventy Five Thousand One Hundred and Ten only) divided into 1,22,71,951 (One Crore Twenty Two Lakhs Seventy One Thousand Nine Hundred and Fifty one only) equity shares of Rs.10/- each and 94,556 (Ninety Four Thousand Five Hundred and Fifty Six only) preference shares of Rs.100/- each.</p>
(ii) Size of the present offer	Not Applicable
(iii) Paid up capital after the offer	Same as above
(iv) Paid up capital after conversion of convertible instruments	Not Applicable
(v) Share premium account (before and after the offer)	Rs.29,34,206/-

CHANGES IN CAPITAL STRUCTURE

The changes in the authorised share capital of the Company since incorporation are provided below:

Sl. No.	Date of Share holder Resolution	AGM/ EGM	Aggregate Value	Particulars
1	26.08.2008	AGM	Rs. 2.5 Crores	Increase in authorised share capital from 20,00,000 equity shares of Rs. 10/- each to 25,00,000 equity shares of Rs. 10/- each
2	10.07.2010	AGM	Rs. 5 Crores	Increase in authorised share capital from 25,00,000 equity shares of Rs. 10/- each to 50,00,000 equity shares of Rs. 10/- each
3	19.03.2011	EGM	Rs. 8 Crores	Increase in authorised share capital from 50,00,000 equity shares of Rs. 10/- each to 80,00,000 equity shares of Rs. 10/- each
4	16.08.2014	AGM	Rs. 14 Crores	Increase in authorised share capital from 80,00,000 equity shares of Rs. 10/- each to 90,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 100/- each
5	10.10.2015	EGM	Rs. 17.5 Crores	Increase in authorised share capital from 90,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 100/- each to 1,25,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 100/- each

THE PRE-ISSUE AND POST-ISSUE SHAREHOLDING PATTERN OF THE COMPANY IN THE FOLLOWING FORMAT:-

Sl. No.	Category	Equity share holding Pre issue		Equity share holding Post issue		Preference share holding Pre issue		Preference share holding Post issue	
		No. of shares held (face value Rs.10)	% of share holding	No. of shares held (face value Rs.10)	% of share holding	No. of shares held (face value Rs.100)	% of share holding	No. of shares held (face value Rs.100)	% of share holding
A	Promoters' holding								
1	Indian	-	-	-	-				

	Individual	14,01,000	11.41	14,01,000	11.42	-	-	-	-
	Bodies Corporate	76,59,950	62.42	76,59,950	62.42	94,556	100	94,556	100
	Sub Total	90,60,950	73.83	90,60,950	73.83	94,556	100	94,556	100
2	Foreign Promoters	31,71,951	25.85	31,71,951	25.85	-	-	-	-
	Sub Total(A)	1,22,32,901	99.68	1,22,32,901	99.68	-	-	-	-
B	Non-promoter holding								
1	Inst. investors	-	-	-	-	-	-	-	-
2	Non Inst. investors	-	-	-	-	-	-	-	-
3	Private corporate bodies	-	-	-	-	-	-	-	-
4	Directors & relatives	39,020	0.32	39,020	0.32	-	-	-	-
5	Indian Public	30	0.00	30	0.00	-	-	-	-
6	Others including NRI	-	-	-	-	-	-	-	-
	Sub Total (B)	39,050	0.32	39,050	0.32				
	GRAND TOTAL	1,22,71,951	100	1,22,71,951	100	94,556	100	94,556	100

SHARE CAPITAL HISTORY

(a) The history of the share capital of the Company as on the date of this offer letter is set forth below:

Date of Allotment	Type of share	No. of equity shares	Face Value (Rs.)	Issue Price	Nature of Consideration	Cumulative Paid up share capital (Rs.)
07.09.2007	Equity	2000000	10	10	Cash	20000000
30.03.2009	Equity	150000	10	10	Cash	21500000
16.03.2010	Equity	350000	10	10	Cash	25000000
19.03.2011	Equity	2850000	10	10	Cash	53500000
19.03.2011	Equity	370375	10	13.5	Cash	57203750
05.12.2014	Equity	3279625	10	10.25	Cash	90000000
12.03.2015	Equity	3271951	10	10.25	Cash	132175110
23.01.2015	Preference	94556	100	100	Cash	99455600

Note: There is no allotment of shares during the last one year preceding the date of this offer letter.

(b) Profits/ Loss of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter:

(Amount in Rupees)

Particulars	2016-17	2017-18	2018-19
Profits/ (Loss) of the Company, before making provision for Tax	2104119	1563393	(3974878)
Provision for Tax	(747009)	(1055099)	1083998
Profits / (Loss) of the Company, after making provision for Tax	1357110	508294	(2890880)

(c) Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):

Particulars	2016-17	2017-18	2018-19
Dividends declared by the Company	Nil	Nil	Nil
interest coverage ratio (Cash profit after tax plus interest paid/interest paid)	Nil	Nil	Nil

(d) A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter:

(Amount in Rupees)

Particulars	2016-17	2017-18	2018-19
Equities & Liabilities			
Share Capital	132175110	132175110	132175110
Reserves and Surplus	2097574	2199233	(691647)
Non-Current Liabilities	24033084	179320260	346818949
Current Liabilities	179334632	109447512	88413816
Total	337640400	423142115	566716227
Assets			
Non-Current Assets	155388742	234563813	262983181
Current Assets	182251658	188578302	303733046
Total	337640400	423142115	566716227

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter: Enclosed as Annexure.

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company: **NIL**

PART – B

(To be filled by the Applicant)

i) Name:	
ii) Fathers name:	
iii) Complete address including Flat/House No./, Street, locality, Pin Code	
iv) Phone No.:	
v) E mail Id:	
vi) PAN:	
vii) Bank Account details:	

Signature of Offeree/Applicant: _____

Initial of the officer of the Company designated to keep the record:

DECLARATION

WE, THE DIRECTORS, HEREBY DECLARE THAT:

- a. the Company has complied with the provisions of the Act and the Rules made there under;
- b. the compliance with the Act and the rules does not imply that payment of dividend or Interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter
- d. I am authorized by the Committee of the Board of Directors of the Company vide resolution number 3 dated 30.09.2019 to sign this form and declare that all the requirements of the Companies Act, 2013 and the Rules made there under 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 all the required attachments have been completely, correctly and legibly attached to this form.

For **DBFS FINANCE AND LEASING (INDIA) LIMITED**



Paul Thomas

Whole-time Director

DIN: 01514682

Kochi, 07.10.2019

Annexures:

1. Debenture Application Form
2. Cash Flow statement for the last 3 years
3. Copy of Board Resolution
4. Copy of Shareholders Resolution

DISCLAIMER

Participation by persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that the NCDs applied for does not exceed the issue size and/ or investment limit or maximum number of NCDs that can be held by them under the applicable laws or regulations or maximum amount permissible under the applicable regulations. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/ approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the issue.

Applicants are advised to read the offer letter and the general instructions contained in this application form carefully and to satisfy themselves of the disclosures before making an application for subscription. Unless otherwise specified, all the terms used in this application form have the same meaning as in this offer letter. Further investors are advised to retain the copy of the offer letter for their future reference. Please fill in the form in English using block letters. Investors should carefully choose the series of NCDs they wish to apply for. Please refer to terms of the issue on page 4 & 5 of this offer cum application letter.

ANNEXURE – 1

Issue of 400 (Nos) Secured Redeemable Non Convertible Debentures (NCDs) of Rs. 1,00,000/- each aggregating to Rs.4.00 crores

1. **APPLICABLE RULES**
The issue of NCDs will be guided by the relevant circulars issued by the Reserve Bank of India (RBI) from time to time.
2. **DEBENTURES IN DEMAT MODE**
The NCDs will be allotted only in dematerialized form (electronic form) and company will not issue any debentures certificate (Physical) pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules 2014.
3. **ELIGIBLE INVESTORS**
The issue is strictly on a private placement basis. Resident Indian Applicants to whom the company has issued the private placement offer letter are only eligible to participate in the present issue.
4. **PUT AND CALL OPTIONS**
Company reserves the right to exercise a call option on the NCDs after a period of 24 months from the date of its allotment and before its scheduled redemption. Similarly, the NCD holders may exercise a put option of the NCDs before its maturity but after the expiry of 24 months from the date of its allotment. In case of put option exercised by the subscriber, interest will be re-calculated as per the reduced rate of interest given in the Summary Term Sheet and the redemption amount will be arrived after adjusting the difference.
5. **INTEREST PAYMENTS**
 - a. Interest proceeds of NCDs will be paid only through bank accounts.
 - b. Interest will accrue from the date of allotment. Interest ceases to accrue from the date of maturity of the NCDs. Application money will carry pre-allotment interest as per the scheme till the date of allotment.
 - c. In respect of Monthly interest option, interest will be calculated as equated monthly interest and will be paid on the interest payment day of every month as fixed at the time of allotment. On redemption, the interest will be calculated for the period after the last interest payment and till maturity date or date of payment. However, where the subscriber exercises Put option, interest will be re-calculated as per the reduced rate of interest and the redemption amount will be arrived after adjusting the difference.
 - d. In respect of Cumulative option, interest on application money will be paid for the period from the date of realization of cheque/ receipt of fund transfer till the date of allotment and the interest for the remaining period till the date of maturity/ or date of payment will be paid along with the maturity proceeds.
 - e. "working day" for the purpose of interest and principal repayment means any day which is not a Saturday, Sunday or a National or a Festival holiday observed by the company (issuer) or under the Negotiable Instruments Act.
6. **TDS**
Income Tax at appropriate rates will be deducted at source according to the provisions of law in force at the time of payment, unless prescribed forms (15H/G) for exclusion of TDS is filed. Interest on Cumulative Income Scheme will be pro-rated in each financial year and T.D.S (Wherever applicable) would apply on interest accrued.
7. **LOAN AGAINST NCDs**
The company will not sanction loans against NCDs issued in pursuance of this offer letter.
8. **REDEMPTION**
The company shall redeem the NCDs on the due date for redemption as applicable for each debenture. Where the due date falls on a day which is not a working day, the redemption proceeds will be paid on the immediately preceding working day with interest if any calculated up to the date of the repayment.
9. **RECORD DATE**
Record date is the date at which the company ascertains the holder of debentures for the payment of interest or redemption proceeds. The record date for the purpose of interest payment shall be 7 days prior to the due date of

payment and for the purpose of redemption the record date shall be 10 days prior to the due date.

10. PAYMENTS

- a. Payment of principal amount of the debentures, all interests and other monies will be made to the registered holder as appearing on the register of debenture holders/ beneficial ownership maintained by the depositories on the record date. The payment will be credited to the bank account linked with the demat account of the holders. The company reserves the right to add any other account on the specific request in writing of a debenture holder for the payment of interest.
- b. In case of joint accounts with former or survivor clause, all payments will be made to former during his life time. Such payments will be made to the survivor only in production of death certificate of former. In case either or survivor account, the payment will be in favour of first named unless specifically, asked for and in case of anyone or survivor account, the repayment will be made in favour of one who has discharged the Debenture.

11. TRANSFER AND RERCORD DATE

The NCDs are transferable and the transferor and transferee shall ensure that the transfer is affected in the records of the depositories and of the company well before the record date fixed for interest/principal payments.

12. DEEMED DATE OF ALLOTMENT

The Deemed Date of Allotment of the NCDs will be the date on which the Board of Directors or its committee is deemed to have approved the allotment of NCDs. All benefits under the NCDs including payment of interest will accrue to the NCD holders from the Deemed Date of Allotment. Actual allotment may occur on a date other than the Deemed Date of Allotment.

13. FURTHER BORROWING

Company shall be entitled to make further issue of debentures and/or raise further term loans or raise further funds from time to time from any persons/banks/financial institutions/ body corporate/ any other agency subject to the maintenance of adequate security.

Signature of Offeree/Applicant: _____