

No default or delay in payment of interest and principal amount on term loans, cash credit facilities and other financial indebtedness including corporate guarantee issued by the issuer.

o. Details of Promoters of the Issuer:- Details of Promoter Holding in the Issuer as on latest quarter ended i.e. June 30, 2017

Please refer Annexure X

p. Abridged version Audited Financial Information (like Statement of Profit & Loss and Statement, Balance Sheet and Cash Flow statement) for at least last three years and auditor qualifications, if any.

Please refer Annexure XI–XI-A, XI-B, XI-C.

q. Abridged version Latest Audited / Limited Review Half yearly Financial Information (like Profit & Loss statement and Balance Sheet) and auditor's qualifications, if any.

NIL

r. Details of debt securities issued and sought to be listed including face value, nature of securities mode of issue i.e. Private Placement (Summary Term Sheet / Terms of Raising of Securities)

Summary Term Sheet	
Security Name	Reliance Commercial Finance Limited, 8.52% p.a. August 2024 (RCFL F Series B NCD 05)
Issuer	Reliance Commercial Finance Limited (RCFL)
Type of Instrument	Rated, Listed, Secured, Redeemable, Non-Convertible, Debentures (NCDs) (RCFL F Series B NCD 05)
Board Resolution for raising the Debentures	July 1, 2017
Board Resolution for issuance of Information Memorandum	July 1, 2017
Shareholders' General Meeting Resolution Dated	July 1, 2017
Nature of Instrument	Secured
Seniority	Senior The Debentures Holders shall have first pari-passu charge over the Security created among the Trustee and the other lenders.
Mode of Issue	Private Placement
Eligible Investor	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 AA+ (Credit Watch with developing implications) (Double A Plus; Credit Watch with developing implications) by CARE Ratings Limited (formerly known as Credit Analysis & Research Limited) & BWR AA+ (BWR Double A Plus) Outlook:Stable by Brickwork Ratings India Private Limited
Issue Size/ Amount which the company intends to raise	Rs. 50,00,00,000/- (Rupees Fifty Crore only)
Option to retain oversubscription	Not Applicable

Subscription Amount	Rs. 50,00,00,000/- (Rupees Fifty Crore only)
Objects of the issue/ Purposes and Objects of the Offer	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.
Details of utilization of the Proceeds	The issue proceeds shall be utilized in accordance with the Objects of the Issue.
Coupon Rate	8.52% p.a.
Step Up /Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Semi Annually and on Maturity
Coupon payment dates	Payable Semi Annually on August 21 & February 21 each year starting from February 21, 2018 and on Maturity i.e. August 21, 2024
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 page 39 of the Information Memorandum
Tenor	2557 Days from the Deemed Date of Allotment
Redemption Date	August 21, 2024
Redemption Amount	100% of Principal Amount (Face Value)
Redemption Premium / Discount	Not Applicable
Issue Price per Bond/ Price of the Security & Justification	100% 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 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 option Date	Not Applicable
Put option Price	Not Applicable
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	Rs. 10,00,000/- each (Rupees Ten Lakh Only)
Minimum Application and in multiples of Debt securities thereafter	Minimum Application of 10 Debentures and in multiples of 1 Debenture thereafter.

Issue Timing/ Proposed Time Schedule	
1. Issue Opening Date	August 21, 2017
2. Issue Closing Date	August 21, 2017
3. Pay-in Date	August 21, 2017
4. Deemed Date of Allotment	August 21, 2017
	The Issue Close Date / Pay-in Date may be rescheduled, at the sole discretion of the Issuer, 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 NSDL/CDSL records.
Depository	NSDL and CDSL
Business Day Convention	Please refer 45 of the Information Memorandum
Record Date	15 days prior to each Coupon Payment / Redemption date
Security	(i) a first charge & mortgage over the Company's Gujarat Immovable Property (for details refer Annexure IV-A hereto); (ii) a first pari-passu charge on all present and future book debts, business receivables, current assets, investments and all other assets of the Company (for details refer Annexure IV-A hereto).
Security Cover	The Company shall maintain a minimum asset cover of 100% at all times
Contribution being made by Promoters or directors either as part of the offer or separately in furtherance of such objects	NIL
Transaction Documents	1. Debenture Trustee Agreement; 2. Debenture Trust Deed; 3. Information Memorandum; 4. Rating letter from CARE& BWR; 5. Consent letter of Karvy Computershare Private Limited to act as Registrar & Transfer Agent for the proposed issue; 6. Tripartite agreement(s) between the Company, NSDL/ CDSL and the Registrar and Transfer Agent; and 7. Uniform Listing Agreement with BSE Limited
Conditions Precedent to Disbursement	Not Applicable
Condition Subsequent to Disbursement	Not Applicable
Events of Default	Please refer page 51 of the Information Memorandum
Provisions related to Cross Default Clause	Not Applicable

Role and Responsibilities of Debenture Trustee	Please refer page 52 of the Information Memorandum	
Governing Law and Jurisdiction	Please refer page 52 of the Information Memorandum	
Payment Details	Settlement Bank	HDFC Bank Limited
	Branch	Fort
	Account No.	57500000006609
	Account Name	Reliance Commercial Finance Limited
	RTGS / IFSC Code	HDFC0000060
Registrar and Transfer Agents	Karvy Computershare Private Limited	
Trustees	Vistra ITCL (India) Limited (formerly IL & FS Trust Company Limited)	
Arranger	Not Applicable	

s. Illustration of Bond Cash Flows (to be disclosed in Information Memorandum as per SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016):

Illustration of Bond Cash Flows to be shown in Information Memorandum	
Company	Reliance Commercial Finance Limited
Face Value (per security)	Rs.10,00,000/-
Date of Allotment	August 21, 2017
Date of Redemption	August 21, 2024
Coupon Rate	8.52% p.a.
Frequency of the Interest Payment with specified dates	Payable Semi Annually on August 21 & February 21 each year starting from February 21, 2018 and on Maturity i.e. August 21, 2024
Day Count Convention	Actual/ Actual

Cash Flows	Date (of actual payment)	No. of Days in Coupon Period	Amount (in Rupees)
Coupon 1	Wednesday, February 21, 2018	184	42,950.00
Coupon 2	Tuesday, August 21, 2018	181	42,250.00
Coupon 3	Thursday, February 21, 2019	184	42,950.00
Coupon 4	Wednesday, August 21, 2019	181	42,250.00
Coupon 5	Friday, February 21, 2020*	184	42,833.00
Coupon 6	Friday, August 21, 2020*	182	42,367.00
Coupon 7	Monday, February 22, 2021**	184	42,950.00
Coupon 8	Saturday, August 21, 2021	181	42,250.00
Coupon 9	Monday, February 21, 2022	184	42,950.00
Coupon 10	Monday, August 22, 2022***	181	42,250.00
Coupon 11	Tuesday, February 21, 2023	184	42,950.00
Coupon 12	Monday, August 21, 2023	181	42,250.00
Coupon 13	Wednesday, February 21, 2024****	184	42,833.00
Coupon 14	Wednesday, August 21, 2024****	182	42,367.00
Principal Redemption	Wednesday, August 21, 2024****		10,00,000.00
Total			15,96,400.00

* F.Y 2020 is a leap year

** The schedule coupon date of February 21, 2021 is falling on a holiday, thus coupon will be paid on the following working day i.e. February 22, 2021

*** The schedule coupon date of August 21, 2022 is falling on a holiday, thus coupon will be paid on the following working day i.e. August 22, 2022

**** F.Y 2024 is a leap year

Note: (i) Payment dates are subject to change as per holidays declared in that particular year. Payment convention to be followed as per SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

t. Issue Size

The Issue of Debentures is Rs 50 Crore (Rupees Fifty Crore Only) (For details please refer Summary Term Sheet)

u. Minimum Subscription Size

The minimum subscription size for this Issue is Rs.1 Crore and in multiples of Rs. 10 Lakh thereafter.

v. Utilisation of Issue Proceeds / Objects of the issue

The NCDs have been issued to raise resources to augment the Capital of the Company and 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. The issue proceeds shall be utilized for the said purpose.

w. A statement containing particulars of the dates of, and parties to all material contracts, agreements involving financial obligations of the Issuer.

By very nature of its business, the Company is involved in large number of transactions involving financial obligations and, therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Company. However, the contracts/documents referred below (not being contracts entered into in the ordinary course of the business carried on by the Company) which are or may be deemed to be material, have been entered into by the Company. Copies of these contracts /documents shall be available for inspection at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on all days except Saturdays, Sundays and public holidays.

Sr. No.	Material contracts / documents
1.	Memorandum and Articles of Association of the Company.
2.	Certificate of Registration issued by the Reserve Bank of India under Section 45 IA of the RBI Act 1934.
3.	Certified copy of the resolution under Section 180(1)(c) of the Companies Act, 2013 passed by the Members of the Company on March 10, 2017 – (Annexure 3)
4.	Certified copy of the resolution under Section 42 of the Companies Act, 2013 passed by the Members of the Company on July 1, 2017 – (Annexure 3)
5.	Certified copy of the resolution under Section 42 of the Companies Act, 2013 passed by the Board of Directors of the Company for raising the debentures and for issuance of Information Memorandum on July 1, 2017 – (Annexure 4)
6.	Financial Statements of financial year 2016-17, 2015-16, and 2014-2015 – (Annexure 5)
7.	Copy of credit rating letter of CARE Ratings Limited (formerly known as Credit Analysis & Research Limited) & Brickwork Ratings India Private Limited – (Annexure 1)
8.	Copy of consent letter of Vistra ITCL (India) Limited (formerly IL & FS Trust Company Limited) to act as debenture trustee for the proposed issue - (Annexure 2)